

Company number: 07289096

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

EPSILON-3 BIO LIMITED (the "Company")

11 OCTOBER 2016 (the "Circulation Date")

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and that resolution 2 below be passed as a special resolution (together the "Resolutions")

ORDINARY RESOLUTION

		FOR	AGAINST
1	That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal value of £45,999 99 provided that	X	
1 1	the authority granted under this resolution shall expire five years after the passing of this resolution, and	X	
1 2	the Company may, before such expiry under paragraph 1 1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired	X	
	This authority is in substitution for all subsisting authorities to the extent unused		

SATURDAY



A05

A5HMS97T

15/10/2016

COMPANIES HOUSE

#422

SPECIAL RESOLUTION


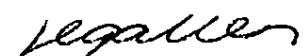
2	THAT subject to the passing of resolution 1 above, any and all rights of pre-emption whether arising under article 6.3 of the articles of association of the Company, the 2006 Act or otherwise, be and hereby are disapplied and shall not apply the allotment and issue of any shares issued pursuant to the authorisation set out in resolution 1 above	X	
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, being a member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agrees to the Resolutions for which "X" is marked in the "For" box above

Note: To "vote" for the Resolutions you must sign below AND mark "X" in the "For" box for the Resolutions above.

Signed  

Name GILES JOHNSTONE-SCOTT JULIE GALLON.
(PRINT NAME)

For and on behalf of Yucca (Jersey) SLP

Yucca (Jersey) SLP by Elian Employee Benefit Services Limited as Authorised Signatory of Yucca (Jersey) SLP in its capacity as Administrator of the Index Co-investment Scheme

Date 11 OCTOBER 2016

LIFE

NOTES

1 If you wish to vote in favour of the Resolutions please put an 'X' in the box marked "For" next to the Resolutions

If you wish to vote against the Resolutions please put an 'X' in the box marked "Against" next to the Resolutions or leave both boxes next to the Resolutions blank

Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

1 1 **by hand** delivering the signed copy to David Grainger at Epsilon-3 Bio Limited, Moneta Building, Babraham Research Campus, Cambridge, CB22 3AT, or

1 2 **by post** returning the signed copy by post to David Grainger at Epsilon-3 Bio Limited, Moneta Building, Babraham Research Campus, Cambridge, CB22 3AT, or

1 3 **by email.** by attaching a scanned copy of the signed document to an email and sending it to david.grainger@e3bio.com Please enter "Written Resolutions" in the email subject box

If you do not agree to the Resolutions you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3 Unless, within 28 days of the Circulation Date sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date

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PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
EPSILON-3 BIO LIMITED (the "Company")**

11 OCTOBER 2016 (the "Circulation Date")

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ORDINARY RESOLUTION

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1	That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal value of £45,999 99 provided that	X	
1 1	the authority granted under this resolution shall expire five years after the passing of this resolution, and	X	
1 2	the Company may, before such expiry under paragraph 1 1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired	X	
	This authority is in substitution for all subsisting authorities to the extent unused		

SPECIAL RESOLUTION

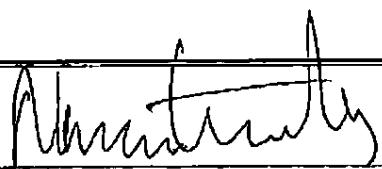
2	THAT subject to the passing of resolution 1 above, any and all rights of pre-emption whether arising under article 6 3 of the articles of association of the Company, the 2006 Act or otherwise, be and hereby are disapplied and shall not apply the allotment and issue of any shares issued pursuant to the authorisation set out in resolution 1 above	X	
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Signed 

Name: NANNA LÜNEBORG
(PRINT NAME)

For and on behalf of: Novo A/S
(COMPLETE IF MEMBER IS A COMPANY)

Date: 11 OCT 2016

NOTES

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- of -
EPSILON-3 BIO LIMITED (the "Company")

11 OCTOBER 2016 (the "Circulation Date")

A05

15/10/2016
COMPANIES HOUSE

#424

Pursuant to chapter 2 of part 13 of the Companies Act 2006, the directors of the Company propose that resolution 1 below be passed as an ordinary resolution and that resolution 2 below be passed as a special resolution (together the "Resolutions")

ORDINARY RESOLUTION

		FOR	AGAINST
1	That the directors be generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "2006 Act") to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a maximum aggregate nominal value of £45,999 99 provided that	X	
1.1	the authority granted under this resolution shall expire five years after the passing of this resolution, and	X	
1.2	the Company may, before such expiry under paragraph 1 1 above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.	X	
	This authority is in substitution for all subsisting authorities to the extent unused		

SPECIAL RESOLUTION

2	THAT subject to the passing of resolution 1 above, any and all rights of pre-emption whether arising under article 6 3 of the articles of association of the Company, the 2006 Act or otherwise, be and hereby are disapplied and shall not apply the allotment and issue of any shares issued pursuant to the authorisation set out in resolution 1 above.	X	
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Signed 

Name NIGEL PITCHFORD
(PRINT NAME)

For and on behalf of. IMPERIAL INNOVATIONS BUSINESSES LLP
(COMPLETE IF MEMBER IS A COMPANY)

Date 11 OCTOBER 2016

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SATURDAY

A05

15/10/2016
COMPANIES HOUSE

SPECIAL RESOLUTION

2	<p>THAT subject to the passing of resolution 1 above, any and all rights of pre-emption whether arising under article 6.3 of the articles of association of the Company, the 2006 Act or otherwise, be and hereby are disapplied and shall not apply the allotment and issue of any shares issued pursuant to the authorisation set out in resolution 1 above</p>	X	
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Signed 

Name GILES SOHNSTONE - SCOTT.
(PRINT NAME)

For and on behalf of. Index Ventures Life VI (Jersey), LP
By its Managing General Partner Index Venture Life Associates VI Limited

Date. 11 OCTOBER 2016

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