

Company number: 12687410

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

HOTHOUSE BIOENGINEERING LIMITED (Company)

Circulation Date: **6 March** 2023

Passed on: **6 March** 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 ("Act"), the directors of the Company propose that:

- a) resolutions 1 and 2 below are passed as ordinary resolutions; and
- b) resolutions 3 and 4 below are passed as special resolutions.

ORDINARY RESOLUTION

1. THAT, in accordance with section 618 of the Act, the 100 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 100,000 ordinary shares of £0.001 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each as set out in the Company's articles of association for the time being.
2. THAT the directors of the Company be generally and unconditionally authorised for the purposes of section 551 of the Act to exercise all the powers of the Company to grant rights to subscribe for or to convert any security into shares in the Company, up to a maximum aggregate nominal amount of £30 provided that:
 - 2.1. the authority granted under this resolution in respect shall expire five years after the passing of this resolution; and
 - 2.2. the Company may, before such expiry under paragraph 2.1 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.

This authority is in addition to all subsisting authorities to the extent unused.

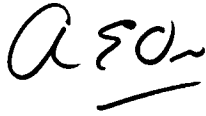
SPECIAL RESOLUTIONS

3. THAT, the registered name of the Company be changed to Hothouse Therapeutics Limited.
4. THAT, subject to the passing of resolution 2 above, all and any rights of pre-emption arising under the articles of association of the Company, the Act or otherwise, be and hereby are waived respect of the issue and allotment of shares and other securities in the capital of the Company as set out in resolution 2.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the above resolutions ("Resolutions").

We the undersigned, being the members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolutions.



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ANNE OSBOURN

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JAMES REED

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JANE OSBOURN

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DR MARTIN ROBERT STOCKS

.....
ELIZABETH SATTELY

Acting by a director

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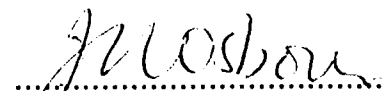
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Acting by a director

Notes:

- 1 You can choose to agree to all of the Resolutions or none of them but you cannot agree to only some of the Resolutions. If you agree to all of the Resolutions, please indicate your agreement by signing this document where indicated above and returning it to the Company using one of the following methods:
 - (a) By Hand: delivering the signed copy to the directors at the registered office of the Company.
 - (b) Post: returning the signed copy by post to the directors at the registered office of the Company.
 - (c) Electronic Delivery: either scanning the original signed copy and emailing or sending the scan, without any manner of alteration or variation to the original, to Geoff.dragon@taylorvinters.com; or signing the document electronically, by following the signing instructions provided by Mishcon de Reya LLP via Docusign.
- 2 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.

Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 3 Unless, by 28 days following the Circulation Date, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.