

RTW Venture Fund Limited  
(the "Company")  
Registered in Guernsey (Registered Number: 66847)

Extract of Minutes of the Extraordinary General Meeting ("EGM") of the Company held at 1<sup>st</sup> Floor, Royal Chambers, St. Julian's Avenue, St Peter Port, Guernsey GY1 3JX on 30 July 2021 at 3pm

**Resolutions**

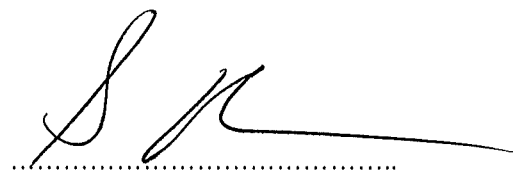
**Special Resolution 1**

**IT IS HEREBY RESOLVED THAT**, subject to the passing of Resolution 2:

- (A) the Company be and is hereby authorised to implement the Proposals described in the Circular;
- (B) conditional upon Admission, the articles of incorporation produced to the Extraordinary General Meeting and, for the purposes of identification, initialled by the Chairman (the "**New Articles**"), be adopted, with effect from conclusion of the Extraordinary General Meeting, as the new articles of incorporation of the Company in substitution for, and to the exclusion, in their entirety, of, the Existing Articles; and
- (C) conditional upon adoption of the New Articles, the directors of the Company be granted a general authority to issue, without regard to the pre-emption rights contained in the New Articles, up to 1 billion Ordinary Shares (as defined in the New Articles), such authority to expire at the end of the period concluding immediately prior to the annual general meeting of the Company to be held in 2026 (or, if earlier, five years from the date of passing of this resolution), provided that the Company may not issue Ordinary Shares on a non-pre-emptive basis pursuant to this resolution for cash at a price below the net asset value per Ordinary Share.

**Ordinary Resolution 2**

**IT IS HEREBY RESOLVED THAT** the waiver granted by the Panel of the obligation which may otherwise arise pursuant to Rule 9 of the Takeover Code, for the Trustee (acting on behalf of the Purpose Trust) to make a general offer to the Shareholders of the Company for all of the issued share capital of the Company as a result of the issue by the Company of the Special Voting Share to the Trustee (acting on behalf of the Purpose Trust), as more fully described in the Circular, be and is hereby approved.



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Sadie Morrison  
Telephone 01481 810103  
Certified Minutes of a Committee Meeting of the Board  
For and on behalf of Elysium Fund Management Limited  
Company Secretary to RTW Venture Fund Limited  
30 July 2021