

THE COMPANIES ACT 2006
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS
of
PureTech Health plc (the "Company")

At a GENERAL MEETING of the above-named Company duly convened and held on Monday 8 May 2017 at 5.00pm, of which Resolution 14 was passed as an Ordinary Resolution and Resolutions 15 to 18 were passed as Special Resolutions.

ORDINARY RESOLUTION

14. THAT, pursuant to section 551 of the Companies Act 2006, the Board of Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
- a. up to an aggregate nominal amount of £791,293.17; and
 - b. comprising equity securities (as defined in section 560 of the Companies Act 2006) up to a further aggregate nominal amount of £791,293.17 in connection with an offer by way of a rights issue:
 - i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and
 - ii. to holders of other equity securities in the capital of the Company as required by the rights of those securities or, subject to such rights, as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2018) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board of Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

These authorities are in substitution for all existing authorities under section 551 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

SPECIAL RESOLUTIONS

15. THAT if resolution 14 is passed and pursuant to section 570 of the Companies Act 2006, the Board of Directors be given power to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and to sell any ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:
- a. to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph b. of resolution 14, such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):

i. to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their existing holdings; and

ii. to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Board of Directors otherwise considers necessary,

and so that the Board of Directors may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. otherwise than pursuant to paragraph a. above, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a. above) up to an aggregate nominal amount of £118,693.98,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2018) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

This power is in substitution of all existing powers under section 570 of the Companies Act 2006 (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

16. THAT if resolution 14 is passed, the Board of Directors be given power in addition to any authority granted under resolution 15 to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by resolution 14 and to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited to the allotment of equity securities or sale of treasury shares:

a. up to an aggregate nominal amount of £118,693.98; and

b. used only for the purposes of financing (or refinancing, if such refinancing occurs within six months of the original transaction) a transaction which the Board of Directors determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2018) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board of Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

17. THAT the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of £0.01 each in the capital of the Company ("**Ordinary Shares**") provided that:

a. the maximum number of Ordinary Shares hereby authorised to be purchased is 23,738,795;

b. the minimum price (exclusive of expenses) which may be paid for an Ordinary Share is the nominal amount of that share; and

c. the maximum price (exclusive of expenses) which may be paid for an Ordinary Share is the higher of:

i. an amount equal to five per cent. above the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and

ii. an amount equal to the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time,

such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 8 August 2018) but during this period the Company may enter into a contract to purchase Ordinary Shares, which would, or might, be completed or executed wholly or partly after the authority ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the authority had not ended.

18. THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.



Chairman