

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ARIX BIOSCIENCE PLC (the "Company")

At a GENERAL MEETING of the Company held at Clifford Chance LLP, 10 Upper Bank Street, London, E14 5JJ, on 29 January 2024, the following resolution was passed by the shareholders of the Company as a special resolution:

SPECIAL RESOLUTION

THAT,

1. subject to the fulfilment (or, to the extent permitted, earlier waiver) of the conditions set out in paragraph 12 of the scheme of reconstruction (the "**Scheme**") contained in Part IV of the circular to the shareholders of the Company dated 5 January 2024, a copy of which has been produced to the meeting and signed for the purpose of identification by the Chairman thereof (the "**Circular**"):
 - (a) notwithstanding anything to the contrary in the Company's articles of association (the "**Articles**"), the Scheme, as set out in Part IV of the Circular, be and is hereby approved and the Directors of the Company and the liquidators of the Company (the "**Liquidators**"), when appointed, be and are hereby authorised to implement the Scheme and to execute any document and do anything for the purpose of carrying the Scheme into effect;
 - (b) in particular and without prejudice to the generality of sub-paragraph 1(a) above, the Liquidators, when appointed, be and are hereby authorised and directed, pursuant to section 110 of the Insolvency Act 1986 and this resolution and the Articles as amended by this resolution:
 - (i) to enter into and give effect to the Transfer Agreement (as defined in the Circular) (in their personal capacity and on behalf of the Company) in the form of the draft produced to the meeting (and signed for the purpose of identification by the Chairman thereof) with such non-material amendments thereto as the Directors and the parties to such agreement may agree;
 - (ii) to procure that the Rollover Pool (as defined in the Circular) be vested in RTW Subsidiary (as defined in the Circular) (or its nominees) on and subject to the terms of the Transfer Agreement;

- (iii) to convert into cash any assets in the Liquidation Pool (as defined in the Circular) and to raise the money to purchase the interests of any members of the Company who shall have validly exercised their rights under section 111(2) of the Insolvency Act 1986 out of the Liquidation Pool (as set out in the Scheme);
 - (iv) to request RTW Biotech Opportunities Ltd to allot and issue RTW Bio Ordinary Shares (as defined in the Circular) in the capital of RTW Biotech Opportunities Ltd, credited as fully paid, on the basis described in the Transfer Agreement for distribution among the holders of ordinary shares in the capital of the Company entitled thereto under the Scheme (or to the Liquidators as nominee on their behalf) by way of satisfaction and discharge of their respective interests in so much of the cash, undertaking and assets of the Company as shall be transferred to RTW Subsidiary in accordance with the Transfer Agreement and with the Scheme;
 - (v) to transfer any surplus in the Liquidation Pool in accordance with the Scheme; and
 - (vi) to apply for the delisting of the Shares by the UK Listing Authority at such time as the Liquidators, in their sole discretion, shall consider appropriate; and
- (c) the Articles be and are hereby amended by:
- (i) inserting the following as a new Article 5A:

"5A Winding up in connection with the Scheme

Notwithstanding the provisions of these Articles, upon the winding-up of the Company in connection with the scheme of reconstruction (the "**Scheme**") set out in the circular to the members of the Company dated 5 January 2024 (the "Circular"):

- (A) the liquidators of the Company will give effect to the Scheme and will enter into and give effect to the transfer agreement with RTW Biotech Opportunities Ltd and RTW Subsidiary (as defined in the Circular) (as duly amended if relevant), a draft of which was tabled at the general meeting of the Company on 29 January 2024, in accordance with the provisions of this Article;
- (B) the rights of eligible holders of Ordinary Shares in respect of the assets of the Company shall be satisfied by the issue to the holders thereof of the number of Consideration Shares (as defined in the Circular) to which they are entitled in accordance with the Scheme; and
- (C) any cash arising in the Company after the transfer of the Rollover Pool (as defined in the Circular) and any surplus cash or other assets remaining in the Liquidation Pool (as defined in the

Circular) ("**Relevant Cash**") shall be dealt with in accordance with the terms of the Scheme."; and

- (ii) such further amendments to the Articles as may be required to give effect to this resolution.



Chair