

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 12 February 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) the Company be wound up voluntarily under the provisions of the Insolvency Act 1986 and Derek Neil Hyslop and Richard Peter Barker of Ernst & Young LLP be and they are hereby appointed joint liquidators (the "**Liquidators**") of the Company for the purposes of such winding up with power to act jointly and severally for the purpose of such winding up and distributing the assets in accordance with the Scheme and any power conferred on them by law, the Company's articles of association (the "**Articles**") or this resolution, and any act required or authorised under any enactments to be done by them may be done jointly or by each of them alone;
 - (b) the remuneration (plus VAT) of the Liquidators be fixed by reference to the time properly spent by them and their staff in attending to matters arising prior to or during the winding up of the Company (including, without limitation, the implementation of the Scheme and any matters outside the statutory duties of the Liquidators and undertaken at the request of the members or a majority of them) and the Liquidators be and are hereby authorised to draw such remuneration monthly or at such longer intervals as they may determine and to pay any expenses properly incurred by them to give effect to the Scheme;
 - (c) the Company's books and records be held by the Company Secretary to the order of the Liquidators until the expiry of 12 months after the date of dissolution of the Company, when they may be disposed of (save for financial and trading records which shall be kept for a minimum of six years following the vacation of the Liquidators from office);

- (d) the Liquidators be empowered and directed to carry into effect the provisions of the Articles; and
- (e) the Liquidators be and are hereby authorised pursuant to section 165 of the Insolvency Act 1986 to exercise the powers set out in Part I of Schedule 4 to that Act as may be necessary or desirable in their judgement, acting jointly and severally, to give effect to the Scheme and/or carry out the winding-up of the Company.

Percy Mounie

Chair