

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

**PRINT OF THE
SHAREHOLDERS' RESOLUTIONS
OF
ACHILLES THERAPEUTICS PLC**

(Company No: 13027460)

(the "Company")

Passed on: 20 March 2025

Pursuant to chapter 3 of part 13 of the Companies Act 2006 (the "**Act**"), the resolutions numbered 1 to 6 (inclusive) were passed by the members of the Company as ordinary or special resolutions (the "**Resolutions**").

Special Resolution

1. **THAT** the Company be wound up voluntarily under the provisions of the Insolvency Act 1986.

Ordinary Resolutions

2. **THAT**, subject to the passing of the above special resolution, Robert Scott Fishman and Ian Harvey Dean of Teneo Financial Advisory Limited, The Colmore Building, 20 Colmore Circus Queensway, Birmingham B4 6AT (together "the **Joint Liquidators**") be and are hereby appointed liquidators for the purposes of winding up the Company's affairs and that any act required or authorised under any enactment or resolution of the Company to be done by them, may be done by them jointly or each of them alone.
3. **THAT** the basis of the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding-up together with VAT thereon, to be drawn from the liquidation estate and the Joint 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.
4. **THAT** the Joint Liquidators' category 1 disbursements and expenses and category 2 disbursements be approved and the Joint Liquidators be authorised to draw both category 1 and category 2 disbursements and expenses, (plus VAT where applicable) from the liquidation estate.

Special Resolutions

5. **THAT** the Joint Liquidators be and are hereby authorised to divide and distribute to the member(s) in specie or in the kind the whole or any part of the assets of the Company.

6. **THAT** the books, accounts and documents of the Company be disposed of one year from the dissolution of the Company.

A handwritten signature in blue ink, reading "Edwin Moses", is written over a horizontal dotted line.

Edwin Moses
Director
ACHILLES THERAPEUTICS PLC