

## Silence Therapeutics plc

A summary of the memorandum and articles of association of the Company is set out below. The full memorandum and articles of association are also available via the website.

### Memorandum and Articles of Association

#### **1 Memorandum of Association**

The Objects of the Company are set out in a long form clause comprising most commercial and trading activities. There is also one independent object empowering the Company to carry out any other business which the directors may consider can be carried on advantageously. The objects of the Company are set out in full in clause 4 of its memorandum of association.

#### **2 Articles of Association**

Set out below is a summary of certain of the provisions of the articles of association of the Company relating to the rights attaching to the ordinary shares in the Company.

##### *2.1 Dividends*

The profits of the Company available for distribution by way of dividend and resolved to be distributed shall be distributed to the holders of ordinary shares by way of interim and final dividends and at such times as the directors may determine.

##### *2.2 Issue of shares*

Subject to the provisions of the Companies Act 1985 (the "Act") and authorisation granted by the shareholders under resolutions passed by the shareholders in general meetings, the unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think fit, but no share shall be offered at a discount.

##### *2.3 Voting and restrictions on voting*

2.3.1 Subject to any rights or restrictions attached to any shares, and in particular the provisions summarised in sub-paragraph 2.3.2 below, each holder of ordinary shares present in person (or, being a corporation, by a duly authorised representative) at a general meeting shall upon a show of hands have one vote and upon a poll each holder of ordinary shares shall have one vote in respect of every ordinary share held by him;

2.3.2 A member shall not, unless the directors otherwise determine, be entitled in respect of any ordinary shares to attend or vote at any general meeting or to exercise any other right conferred by membership in relation to meetings of the Company if he or any other person appearing to be interested in the relevant shares has been given notice under Section 793 of the Companies Act 2006 and has failed to give the Company such information as is required by the notice within 14 days from the date of the notice. The restrictions will continue until the information required by the notice is supplied to the Company or until the shares in question are transferred in certain specified circumstances.

##### *2.4 Record dates and unclaimed dividends*

The Company or the directors may fix a date as the record date by reference to which a dividend will be declared or paid, whether or not it is before the date on which the declaration or payment is made. Any dividend which has remained unclaimed for a period of 12 years after having become due for payment will, if the directors so resolve, be forfeited and cease to remain owing by the Company. No dividend or other money payable in respect of a share will bear interest against the Company unless the rights attached to the share provide otherwise.

Subject to the provisions of the Act, the rights attached to any class of shares may be varied in such manner as may be provided by those rights or (in the absence of any such provision) with the consent in writing of the holders of three quarters in nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. Unless otherwise expressly provided by the rights attached to any class of shares, those rights are deemed to be varied by the reduction of capital paid up on those shares and by the creation or issue of further shares ranking in priority to them for payment of a dividend or repayment of capital or which confer on the holders voting rights more favourable than those conferred by the first-mentioned shares, but are deemed not to be varied by the creation or issue of further shares ranking *pari passu* with them or subsequent to them or by the purchase by the Company of any of its own shares.

2.6 *Transfer of shares*

Shares are in registered form and may be transferred by an instrument in any usual form or in any other form approved by the directors. The directors may refuse to register a transfer if it is (a) of shares which are not fully paid, (b) not stamped and duly presented for registration together with the share certificate (unless one has not been issued) and such other evidence of title as the directors may reasonably require, (c) in respect of more than one class of shares, (d) in favour of more than four transferees, or (e) in respect of shares which are the subject of a notice under Section 793 of the Companies Act 2006 and, subject to the conditions specified in the Articles of Association relating to the disclosure of interests, the required information has not been received by the Company within the prescribed period. The restrictions on the transfer of shares which are not fully paid up are not such as to prevent dealings in the shares from taking place on an open and proper basis.

2.7 *Alteration of capital*

The Company may, by ordinary resolution, increase its share capital, consolidate and divide all or any of its shares into shares of larger amount, subdivide all or any of its shares into shares of smaller amount and cancel any shares not taken or agreed to be taken by any person. The Company may, subject to the provisions of the Act, by special resolution reduce its share capital, any capital redemption reserve and any share premium account.

2.8 *Borrowing Powers*

The directors shall restrict the borrowings of the Company and exercise all powers of control exercisable by the Company in relation to its subsidiary undertakings so as to secure (so far as regards subsidiary undertakings, as by such exercise they can secure) that the aggregate amount for the time being remaining outstanding of all monies borrowed by the Company and its subsidiaries owing to persons outside the Group shall not at any time, without the previous sanction of an ordinary resolution of the Company in general meeting, exceed a sum equal to 5 times the aggregate of (i) the amount paid up on the issued share capital of the Company; and (ii) the total of the capital and revenue reserves of the Group (including any share premium account, capital redemption reserve and credit balance on the profit and loss or income account) in each case, whether or not such amounts are available for distribution; all as shown in the then latest audited consolidated balance sheet and profit and loss account of the Group, but subject to adjustments as specified in the relevant articles.

2.9 *Winding up*

On the winding up of the Company, the balance of the assets available for distribution, after deduction of any provision made under section 719 of the Act and subject to any special rights attaching to any class of shares, will be applied in repaying to the members of the Company the

amount paid up on the shares held by them. Any surplus assets will belong to the holders of any ordinary shares then in issue according to the number of shares held by them. Page 3