



**sartorius**

Sartorius Stedim North America Inc. 5 Orville Drive, Bohemia, NY 11716

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August 15, 2018

The Chemistry Research Solution LLC, PacificGMP & Abzena plc  
360 George Patterson Blvd., Suite 108  
Bristol, PA 19007

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8810 Rehco Road, Suite E  
San Diego, CA 92121

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Babraham Research Campus  
Babraham, Cambridgeshire CB22 3AT, UK

**RE: Supply and Services Agreement**

To whom it may concern:

With reference to:

- (a) the proposed acquisition of the entire issued and to be issued share capital of Abzena plc by a newly incorporated company called Astro Bidco Limited (formed by funds managed by Welsh, Carson, Anderson & Stowe) ("Proposed Transaction"); and
- (b) the Supply and Services Agreement ("Agreement"), between Sartorius Stedim North America Inc. ("Sartorius"), on the one hand, and The Chemistry Research Solution LLC & PacificGMP, together on the other hand and known as "Abzena",

Sartorius Stedim North America Inc.:

- (i) agrees that, notwithstanding completion of the Proposed Transaction, the Agreement will remain in full force and effect;
- (ii) in connection with the Proposed Transaction, waives any rights Sartorius may have to terminate all or any part of the Agreement resulting from Clause 5.1.3. of the Agreement; and
- (iii) consents to the Proposed Transaction, in accordance with Clause 15.3 of the Agreement.

Thank you for your assistance with this matter.

Very truly yours,

Mary Lavin  
President

Zachary Lyon  
Regional Counsel