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15 August 2018

Dear Steve

ABZENA PLC – CHANGE OF CONTROL

As notified to you in our recent e-mail correspondence, Abzena is in advanced negotiations with a private equity firm, Welsh, Carson, Anderson & Stowe ("**WCAS**"), for WCAS (through a newly incorporated company formed by funds managed by WCAS called Astro Bidco Limited) to acquire the entire issued and to be issued share capital of Abzena.

We refer to the lease agreement for 6325 Lusk Blvd, San Diego (the "**Agreement**") between 6325 Lusk Investors LLC ("**Lusk**") and PacificGMP, a wholly owned subsidiary of Abzena plc ("**Abzena**"). Pursuant to Article 27 of the Agreement, Abzena is requesting consent from Lusk for the proposed Transfer (as defined in the Agreement), being the transfer of a controlling interest in Abzena ("**Proposed Transfer**").

Please could you confirm by countersigning this letter that in respect of Article 27 of the Agreement, Lusk consents to the Proposed Transfer and, solely in connection with the Proposed Transfer, waives any rights it may have to terminate all or any part of the Agreement.

By countersigning this letter, you further confirm that you have all requisite authorities to bind Lusk in respect of this consent and waiver and Lusk will be so bound by such consent and waiver.

Yours sincerely,

John Burt
for and on behalf of Abzena plc



We consent to the Proposed Transfer and, solely in connection with the Proposed Transfer, waive any right Lusk may have to terminate all or any part of the Agreement.



Steve Bollert
for and on behalf of 6325 Lusk Investors LLC