

ASSIGNMENT

THIS ASSIGNMENT is made with effect from the 6th day of December 2019 between Evotec International GmbH, a company incorporated in Germany, whose registered office is at Essener Bogen 7, 22419 Hamburg, Germany (“the Assignor”) and Enterprise Therapeutics Limited, a company incorporated in England and Wales with company number 09022750, whose registered office is at Sussex Innovation Centre, Science Park Square, Falmer, Brighton, BN1 9SB (“the Assignee”).

WHEREAS

(A) The Assignee has entered into a Drug Discovery Services Agreement effective as of 1 June 2015 with Evotec International GmbH (“the Agreement”), under the terms of which, Evotec International GmbH will provide Drug Discovery Services (the “Services”) to the Assignee.

(B) Under the terms of the Agreement, Evotec International GmbH shall assign to the Assignee Project IP, as far as permissible by applicable law.

(C) The performance of the Services resulted in the making of an invention relating to Compounds for Treating Respiratory Disease (“the Invention”), which is identified in the books of Sagittarius IP as case ENT-P2579 and which is the subject of UK Patent Application No. 1908451.6, filed 12 June 2019 and UK Patent Application No. 1917691.6 filed 04 December 2019 (“the Applications”).

NOW THIS ASSIGNMENT WITNESSETH

1) Insofar as the Assignor is the owner of any right to and/or interest in the Invention and is entitled to make application for patent or similar protection for the Invention in all countries of the world and to claim priority under the International Convention, IN CONSIDERATION OF the remuneration set out in the Agreement,

receipt of which the Assignor hereby acknowledges, the Assignor hereby assigns with full title guarantee to the Assignee:

(i) the Invention

(ii) the benefit of the Applications, all right, title and interest therein and all the rights, powers, liberties and immunities belonging to or accrued therefrom (including the right to apply for or obtain corresponding patents for the Invention in any country of the world together with the right to claim priority from the Applications under section 5 of the Patents Act 1977, the Paris Convention or any other relevant international convention or treaty) to the intent that the grant of a patent pursuant to the Applications or any of them or any other application corresponding to the Applications shall be in the name of and vested in the Assignee to HOLD unto the Assignee absolutely

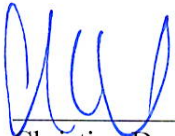
2) At the request and cost of the Assignee the Assignor shall assist the prosecution of the Applications or the preparation, filing and prosecution to grant of any applications which correspond to (for example by claiming priority from) the Applications and will execute all such documents and do all such acts as may be necessary or proper or desirable to obtain the acceptance of the Applications or any such corresponding applications and to obtain the grant or issue of a patent on the Applications or any such corresponding application.

(3) In the event that the Applications or any corresponding application or any patent granted or issued on the Applications or any corresponding application is challenged whether by official objection, third party objection or observation, opposition, application petition or counterclaim for revocation, nullity suit, interference, conflict, re-examination or otherwise howsoever, the Assignor agrees at the Assignee's expense to render to and where appropriate procure for the Assignee all information, advice and assistance within its power with a view to meeting or reducing the effect of such challenge.

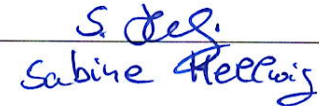
4) This Assignment shall be construed in all respects in accordance with English law.

IN WITNESS whereof the parties hereto have caused this Assignment to be duly executed on the day and year first above written.

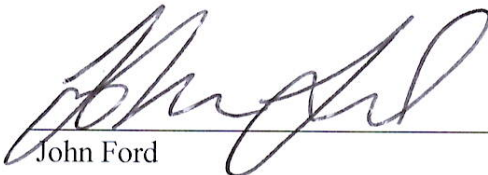
Signed as a deed on behalf of Evotec International GmbH

by:  
Christian Dargel Martina Walter

its: Authorized Signatories

In the presence of 
Sabine Heeswig

Signed as a deed on behalf of Enterprise Therapeutics Limited

by: 
John Ford

its: Chief Executive Officer

In the presence of 
Stephen P. Collingwood