

**WRITTEN CONSENT IN LIEU OF A MEETING  
OF THE BOARD OF DIRECTORS OF**

**SENESTECH, INC.**

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the members of the Board of Directors (the “**Board**”) of SenesTech, Inc., a Delaware corporation (the “**Corporation**”), by this instrument in lieu of a meeting of the Board, consent to the adoption of the following resolutions, which resolutions will be deemed adopted when all of the directors have signed this Consent or a counterpart of this Consent, and hereby waive any notices required by law with respect thereto:

**Resignation of Audit Committee Member**

**WHEREAS**, Jamie Bechtel tendered her resignation as a member of the Audit Committee of the Board (the “**Audit Committee**”), effective April 19, 2020.

**NOW, THEREFORE, BE IT RESOLVED**, that the resignation of Ms. Bechtel from the Audit Committee, effective April 19, 2020, is hereby accepted.

**Appointment of Audit Committee Member**

**WHEREAS**, the Board has determined it is in the best interest of the Corporation to appoint Delphine François Chiavarini, who is currently a member of the Board, to the Audit Committee effective immediately.

**NOW, THEREFORE, BE IT RESOLVED**, that Ms. Chiavarini is hereby appointed as a member of the Audit Committee, effective immediately, to hold such position at the pleasure of the Board until her respective successor is appointed and qualified or until her earlier death, disqualification, resignation or removal;

**RESOLVED, FURTHER**, that the Board hereby determines that Ms. Chiavarini is independent pursuant to the required standards set forth in Rule 10A-3(b) of the Securities Exchange Act of 1934, as amended, based on an evaluation of the relationship between the Corporation and Ms. Chiavarini; and






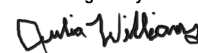
**RESOLVED, FURTHER**, that the Board hereby determines that Ms. Chiavarini (i) satisfies the standards for independence set forth in the Corporation’s Audit Committee Charter and other policies, (ii) is independent in accordance with the applicable rules of the NASDAQ Stock Market and the Sarbanes-Oxley Act of 2002, as amended, (iii) meets the criteria for independence set forth in Rule 10A-3(b)(1) under the Exchange Act, and (iv) is able to read and understand financial statements and has the requisite accounting or financial management expertise, in accordance with NASDAQ Rule 5605(c)(2)(A).

## **General Authority**

**RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to take such other actions as such officers, or any of them, shall deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions.

*[signature page follows]*

The actions taken by this Consent shall have the same force and effect as if taken by the undersigned at a meeting of the Board duly called and constituted pursuant to the current bylaws of the Corporation and the laws of the State of Delaware. The undersigned hereby waives any required notice with respect to this Consent or the actions taken hereby.

Date signed: <u>April 19, 2020</u>	<p>DocuSigned by:</p>  <p>91B32B78794A46B...</p> <p>Jamie Bechtel</p>
Date signed: <u>April 20, 2020</u>	<p>DocuSigned by:</p>  <p>17FAEFF84EEF412</p> <p>Delphine Francois Chiavarini</p>
Date signed: <u>avril 20, 2020</u>	<p>DocuSigned by:</p>  <p>549F6332A9754AD...</p> <p>Marc Dumont</p>
Date signed: <u>April 20, 2020</u>	<p>DocuSigned by:</p>  <p>431C2C4E11AF413...</p> <p>Kenneth Siegel</p>
Date signed: <u>April 19, 2020</u>	<p>DocuSigned by:</p>  <p>B472B079E6EF4E9...</p> <p>Matthew Szot</p>
Date signed: <u>April 19, 2020</u>	<p>DocuSigned by:</p>  <p>601EFAA1708D54FA...</p> <p>Julia Williams, M.D.</p>