

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

Oxford BioMedica plc

(the “Company”)

(passed on 7 June 2016)

At the Annual General Meeting of the Company held at the offices of Covington & Burling LLP at 265 Strand, London, WC2R 1BH on 7 June 2016 at 10.00 a.m. the following resolutions were passed, of which the resolutions numbered 1 to 8 were proposed as ordinary resolutions and resolutions numbered 9 and 10 were proposed as special resolutions.

ORDINARY RESOLUTIONS

1. To receive and adopt the Company’s Annual Report and Accounts (the “Annual Report”) for the financial year ended 31 December 2015, the Directors’ Report, and the Report of the Independent Auditors on those accounts.
2. To receive the Directors’ Remuneration Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report (excluding the Directors’ Remuneration Policy set out at pages 50 to 67 of the Annual Report) for the financial year ended 31 December 2015.
3. To reappoint Dr Lorenzo Tallarigo as a Director who is retiring in accordance with Article 33.2 of the Company’s Articles of Association and, being eligible, is offering himself for reappointment.
4. To reappoint Dr Stuart Henderson as a Director who is retiring in accordance with Article 33.2 of the Company’s Articles of Association and, being eligible, is offering himself for reappointment.

5. To reappoint Mr Martin Diggle as a Director who is retiring in accordance with Article 38.1 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
6. To reappoint Mr John Dawson as a Director who is retiring in accordance with Article 38.2 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
7. To reappoint PricewaterhouseCoopers LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
8. That the Directors be, and they are, hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to:
 - a. allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £9,009,671;
 - b. allot further equity securities (within the meaning of section 560(1) of the Act) up to an aggregate nominal amount of £ 9,009,671 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as can be) to the respective numbers of ordinary shares held by them, which satisfies the condition and may be subject to all or any of the exclusions specified in paragraph (b)(i) of Resolution 9),

The authority conferred by this resolution shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

SPECIAL RESOLUTIONS

9. That subject to and conditional upon the passing of Resolution 8 above, the Directors are empowered pursuant to the section 570 of the Act to allot equity securities (as defined by section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 as if section 561 of the Act did not apply to any such allotment. This power:
 - a. is subject to the continuance of the authority conferred by Resolution 8, expires 15 months after the date of the passing of this resolution or at the

conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first, unless previously revoked or varied by the Company in general meeting, save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and

b. is limited to:

the allotment of relevant equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme, which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with;

(aa) fractional entitlements;

(bb) legal or practical problems under the laws of any overseas territory;

(cc) the requirements of any regulatory body or stock exchange in any territory;

(dd) directions from any holders of ordinary shares or other persons to deal in some other manner with their respective entitlements; or

(ee) any other matter whatever, which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot relevant equity securities not taken up, to any person as they may think fit;;

- i. the allotment of relevant equity securities for cash otherwise than pursuant to sub-paragraph (i) up to an aggregate maximum nominal amount of £1,351,450 which represents 5 per cent. of presently issued shares; and
- ii. the allotment of relevant equity securities for cash otherwise than pursuant to sub-paragraph (i) up to an aggregate maximum nominal amount of £1,351,450 which represents 5 per cent. of presently issued shares (in addition to the 5 per cent. pursuant to sub-paragraph (ii)) in connection with an acquisition or specified capital investment.

10. That, in accordance with the Company's Articles of Association, a general meeting (other than an annual general meeting) may be held on not less than 14 days' notice.


CHAIRMAN