

**Company No. 3252665**

**THE COMPANIES ACT 2006**

---

**COMPANY LIMITED BY SHARES**

---

**RESOLUTIONS**

**of**

**Oxford BioMedica plc**

**(the “Company”)**

**(passed on 29 September 2016)**

At the General Meeting of the Company held at the offices of Covington & Burling LLP at 265 Strand, London, WC2R 1BH on 29 September 2016 at 10.00 a.m. the following Resolutions were passed of which Resolutions 1, 2 and 4 are ordinary resolutions and Resolution 3 is a special resolution.

**ORDINARY RESOLUTIONS**

1. THAT, the issue of the Ordinary Shares of 1 pence each pursuant to the Fundraising (as defined and described in the combined circular and prospectus sent to shareholder dated 13 September 2016 (the “Prospectus”)) at an Offer Price of 3 pence per share which represents a discount of more than 10 per cent. to the closing middle market price (as derived from the Daily Official List of the London Stock Exchange) of an existing Ordinary Share on the day immediately preceding the date of the notice of the meeting (being the time of agreeing the Fundraising) be and is hereby approved.
2. THAT, conditional upon the passing of Resolution 1 above, the Directors (or a duly constituted committee of the Directors) be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) (in addition to all existing authorities conferred on the Directors pursuant to section 551 of the Act which shall continue in full force and effect) to exercise all the powers of the Company to 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 £3,833,716.65 pursuant to the Fundraising (as defined and described in the Prospectus). The authority conferred by this Resolution shall expire (unless previously revoked or varied by the Company in a general meeting) on the conclusion of the next annual general meeting of the Company or the date 15 months

from the date of passing of this Resolution, whichever is the earlier, 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 RESOLUTION**

3. THAT, conditional upon the passing of Resolutions 1 and 2 above and upon Resolution 2 above becoming unconditional, in addition to all other existing powers of the Directors under sections 570 or 571 of the Act which shall continue in full force and effect, the Directors (or a duly constituted committee of the Directors) be and are empowered pursuant to 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 2 above as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £3,833,716.65. Such power shall, subject to the continuance of the authority conferred by Resolution 2, expire (unless previously revoked or varied by the Company in general meeting) on the conclusion of the next annual general meeting of the Company or the date 15 months from the date of passing of this Resolution, whichever is the earlier, 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.

#### **ORDINARY RESOLUTION**

4. THAT, conditional upon the passing of Resolutions 1, 2 and 3 above and upon Resolutions 2 and 3 above becoming unconditional, the proposed participation of Vulpes Life Sciences Fund and Vulpes Testudo Fund in the Subscription (as defined and described in the Prospectus), being a related party transaction for the purposes of the Listing Rules, be and is hereby approved.



---

**CHAIRMAN**