

PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS OF PHYTOPHARM PLC

Passed 26 March 2013

At the Annual General Meeting ("AGM") of Phytopharm plc duly convened and held on 26 March 2013 at 10.30 a.m. at FTI Consulting Limited, Holborn Gate, 26 Southampton Buildings London WC2A 1PB, the following resolutions were duly passed.

Special Resolutions

7. THAT conditional upon resolution 6 being passed, the Directors be given power pursuant to Section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of Section 560 of the 2006 Act) for cash.

- (a) under the authority granted by such resolution; or
- (b) where the allotment is treated as an allotment by virtue of Section 560(2)(b) of the Act,

In each case as if Section 561(1) of the Act did not apply to any such allotment, such power to be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph 7(b), by way of a rights issue only to:
 - (A) ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholdings; and
 - (B) the holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary.

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or other matter;

- (ii) the grant of options to subscribe for shares in the Company, and the allotment of such shares pursuant to the exercise of options granted, under the terms of any share option scheme adopted or operated by the Company; and
- (iii) in the case of the authority granted under paragraph (a) of resolution 6 and/or in the case of a transfer of treasury shares which is treated as an allotment of equity securities under Section 560(2)(b) of the Act, to the allotment of equity securities (otherwise than under paragraphs (i) and (ii) above) up to a nominal amount of £346,902;

These authorities shall expire at the conclusion of the next AGM or, if earlier, the close of business on 26 March 2014, but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into share under any such offer or agreement as if the authority had not expired.

8. THAT a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board

Zoe McGowan
Company Secretary