

**Eden Research plc ("The Company")**

**Resolutions passed on 28 June 2016**

At the Company's Annual General Meeting duly convened and held at the Institute of Directors, 116 Pall Mall, London, SW1Y 5ED on 28 June 2016 at 12pm, the following resolutions were passed. Resolutions 1 to 5 were duly proposed and passed as ordinary resolutions and resolution 6 was duly proposed and passed as a special resolution.

**Ordinary Resolutions**

1. To receive, consider and adopt the Company's annual accounts and financial statements for the year ended 31 December 2015 together with the Directors' report and auditors' report on those accounts.
2. To re-appoint UHY Hacker Young as auditors to the Company until the conclusion of the next annual general meeting of the Company and to authorise the directors to determine their remuneration.
3. To re-elect as a Director, Thomas Geoffrey Lupton, who is voluntarily retiring and who, being eligible, is offering himself for re-election.
4. To re-elect as a Director, Alex John Abrey, who is voluntarily retiring and who, being eligible, is offering himself for re-election.
5. THAT for the purposes of section 551 of the Companies Act 2006 (the "Act") (and so that expressions used in this resolution shall bear the same meanings as in the said section 551 of the Act):

(a) the Directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities up to a maximum nominal amount of £615,513.73 to such persons and at such times and on such terms as they think proper during the period expiring at the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting); and

(b) the Company be and is hereby authorised to make prior to the expiry of such period any offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution; and so that all previous authorities of the Directors pursuant to the said section 551 of the Act be and are hereby revoked.

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## Special Resolution

6. THAT the Directors be and are empowered in accordance with section 570 the Act) to sell treasury shares (as defined in section 724 of the Act) for cash and, subject to and conditionally upon the passing of resolution 5 set out in the Notice convening this Meeting, make other allotments of equity securities (and the expression "allotment of equity securities" and like expressions used in this resolution shall have the meaning given to them by virtue of section 560 of the Act) for cash pursuant to the authority conferred on them to allot relevant securities (as defined in section 551 of the Act) by that resolution, in each case, as if section 561 of the Act did not apply to any such sale or allotment, provided that the power conferred by this resolution shall be limited to:
- (a) the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering (other than the company itself in respect of any shares held by it as treasury shares) where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be) to the respective number of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body or stock exchange in any territory; and
  - (b) the allotment of equity securities (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal value of £276,981.18; and this power, unless renewed, shall expire at the end of the next annual general meeting of the Company to be held after the date on which this resolution is passed but shall extend to the making, before such expiry, of an offer or agreement which would or might require an allotment of equity.

Signed



A Abrey  
Director