

Company No. 3252665

**THE COMPANIES ACTS 1985 AND 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**Oxford BioMedica Plc**

**(the "Company")**

**(passed on 4 June 2009)**

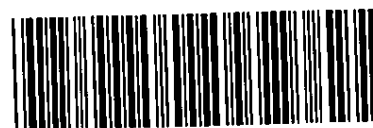
At the Annual General Meeting of the Company held at the offices of Morrison & Foerster (UK) LLP, 7<sup>th</sup> Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW at 11.00 a.m. the following resolutions were passed of which resolutions numbered 1 to 10 are ordinary resolutions and resolutions numbered 11 to 14 are special resolutions.

**ORDINARY RESOLUTIONS**

- 1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2008, 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 for the financial year ended 31 December 2008.
- 3 To reappoint as a Director Professor Alan Kingsman who is retiring in accordance with Article 93 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 4 To reappoint as a Director Nick Woolf who is retiring in accordance with Article 93 of the Company's Articles of Association and who being eligible is offering himself for reappointment.
- 5 To reappoint as a Director John Dawson who having been appointed since the last AGM is retiring in accordance with Article 99 of the Company's Articles of Association, and who being eligible is offering himself for reappointment.

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- 6 To reappoint as a Director Dr Stuart Naylor who having been appointed since the last AGM is retiring in accordance with Article 99 of the Company's Articles of Association, and who being eligible is offering himself for reappointment.
- 7 To reappoint as a Director Mark Berninger who is retiring in accordance with provision A.7.2 of the Combined Code and who being eligible is offering himself for reappointment.
- 8 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.
- 9 That, the authorised share capital of the Company be and is hereby increased from £6,500,000 to £10,000,000 by the creation of 350,000,000 new 1p ordinary shares.
- 10 That, subject to the passing of resolution 9 above and in substitution for all existing authorities for the allotment of shares by Directors, the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the 'Act') to exercise all the powers of the Company to:
  - (a) allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,798,329; and
  - (b) allot equity securities (within the meaning of section 94(2) of the Act) up to an aggregate nominal amount of £1,798,329 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interests of all shareholders are as proportionate (as nearly as can be) to the respective numbers of ordinary shares held by them which satisfies the conditions and may be subject to all or any of the exclusions specified in paragraph (b)(i) of the next following resolution (resolution 11),

for a period expiring (unless previously renewed, varied or revoked by the Company in a general meeting) 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, provided that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant equity securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant equity securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

#### **SPECIAL RESOLUTIONS**

- 11 That, in substitution for all existing authorities and subject to the passing of resolution 10 above, the Directors be and are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) as if section 89(1) of the Act did not apply to any such allotment. This power:
  - (a) subject to the continuance of the authority conferred by resolution 10 above, 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, but may be previously revoked or varied by special resolution but so that the Company may make an offer or agreement which would or might require equity securities to be

allotted after expiry, revocation or variation of this authority and the Directors may allot equity securities in pursuance of that offer or agreement; and

(b) is limited to:

(i) 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;

(ii) the allotment of relevant equity securities for cash otherwise than pursuant to subparagraph (i) up to an aggregate maximum nominal amount of £269,749, which represents 5 per cent. of presently issued shares.

12 That, subject to the passing of resolutions 10 and 11 above, and additional to the authority given by resolution 11, the Directors be and are hereby generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) as if section 89(1) of the Act did not apply to any such allotment. This power:

(a) subject to the continuance of the authority conferred by resolution 10 above, 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, but may be previously revoked or varied by special resolution, but so that the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry, revocation or variation of this authority and the Directors may allot equity securities in pursuance of that offer or agreement; and

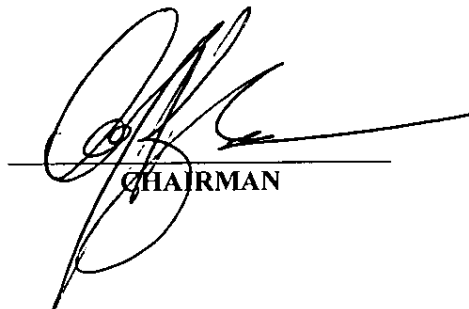
(b) is limited to allotments of equity securities for cash in addition to equity securities allotted for cash pursuant to resolution 11, up to an aggregate nominal amount of £539,498, which represents 10 per cent. of presently issued shares.

13 That Article 50 of the Company's Articles of Association be amended and in accordance with Article 5.1 of the European Union Directive on the Exercise of Certain Rights of

Shareholders 2007/36/EC, that this special resolution allow, the Company to convene its general meetings (other than annual general meetings) at which a special resolution is to be proposed, by giving not less than 14 days' notice.

- 14 That, the Company's Articles of Association be amended by the addition of a new Article 104.3, allowing the Board of Directors to authorise Directors' conflicts of interest, which shall read as follows:

"Without prejudice to any other provision of these Articles, the Directors may, in the manner set out in the Companies Act 2006, authorise any interest of a Director, which conflicts or may conflict with the interests of the Company, not being in relation to a transaction or arrangement between the Director and the Company itself. Each such authorisation may be granted on such terms as the Directors granting it may determine, including (without limitation) the imposition on the conflicted Director of obligations of confidentiality, exclusion from meetings of the Board at which matters relating to the conflict are to be discussed, exclusion from voting on matters relating to the conflict, or the release of the conflicted Director from any obligation to make available to the Company information imparted to him by, or obtained by him from, any party to whom he owes any relevant conflicting duty and every such authorisation may be withdrawn at any time by a resolution of the Board excluding the conflicted Director."



CHAIRMAN