



Company No. 3252665

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

of

**Oxford Biomedica plc**

**(the "Company")**

**(passed on 23 June 2020)**



At the Annual General Meeting of the Company held at the offices of the Company, Windrush Court, Transport Way, Oxford OX4 6LT on 23 June 2020 at 3.00 p.m. the following resolutions were passed, of which the resolutions numbered 1 to 3 and 5 to 13 were proposed as ordinary resolutions and resolutions numbered 14 to 17 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 2019, 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 89 to 93 of the Annual Report) for the financial year ended 31 December 2019.
3. To appoint Robert Ghenchev as a Director of the Company.
4. WITHDRAWN
5. To reappoint John Dawson as a Director of the Company.
6. To reappoint Stuart Paynter as a Director of the Company.
7. To reappoint Dr. Andrew Heath as a Director of the Company.

8. To reappoint Martin Diggle as a Director of the Company.
9. To reappoint Stuart Henderson as a Director of the Company.
10. To reappoint Dr. Heather Preston as a Director of the Company.
11. To reappoint KMPG 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.
12. To authorise the Audit Committee for and on behalf of the Board to determine the auditor's remuneration.
13. That, in substitution for all existing general authorities, the Directors be, and are, generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to:
  - (a) allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate maximum nominal amount of £12,830,846;
  - (b) allot further equity securities (within the meaning of section 560(1) of the Act) up to an aggregate maximum nominal amount of £12,830,846 in connection with a rights issue in favour of shareholders,

such authority to expire at the end of the next AGM of the Company following the passing of this Resolution or, if earlier, at the close of business on 23 September 2021 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

For the purposes of this Resolution 13 "rights issue" means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, including an offer to which the Directors may impose any limits or restrictions or make any other 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 any other matter.

## SPECIAL RESOLUTIONS

14. That, subject to the passing of Resolution 13 and in substitution for all existing authorities, the Directors be, and are, generally and unconditionally authorised to allot equity securities (as defined in s.560 of the Act) for cash under the authority given by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and/or sale of treasury shares for cash in connection with an offer of, or an invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of Resolution 13, by way of rights issue only):

(i) in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders; and

(ii) to holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

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

(b) to the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 14) up to an aggregate maximum nominal amount of £1,924,626,

such authority to expire at the end of the next AGM of the Company following the passing of this Resolution or, if earlier, at the close of business on 23 September 2021 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

For the purpose of this Resolution 14, "rights issue" has the same meaning as in Resolution 13 above.

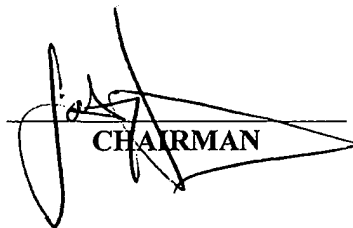
15. That, subject to the passing of Resolution 13 and in substitution for all existing authorities (other than the authority granted under Resolution 14), the Directors be, and are, generally and unconditionally authorised (in addition to any authority granted

under Resolution 14) to allot equity securities (as defined in s.560 of the Act) for cash under the authority given by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate maximum nominal amount of £1,924,626; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of Meeting,

such authority to expire at the end of the next AGM of the Company following the passing of this Resolution or, if earlier, at the close of business on 23 September 2021 (unless previously revoked or varied by the Company in general meeting) but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires, or is otherwise revoked or varied and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not expired or been revoked or varied.

- 16. That with effect from the conclusion of the meeting the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
- 17. 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