

Registered No: 4512301

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

OXITEC LIMITED
("the Company")

THURSDAY



Notice is hereby given that, on 12 November 2008 the following written resolutions were duly passed as special resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

1. THAT, with effect from the coming into force of, and subject to, section 175 of the Companies Act 2006 (the "Act") and any other relevant provisions or restrictions contained in the Articles, the Directors shall have the power to authorise any matter or circumstance which might otherwise constitute or give rise to a breach of the duty of a Director, under section 175 of the Act, to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.
2. THAT the Articles be and they are hereby amended as follows:
 - 2.1 to incorporate (save in so far as varied or amended as set out in the Articles) the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007.2541) and The Companies (Tables A to F)(Amendment)(No.2) Regulations 2007 (SI 2007/2826) in substitution for the version of Table A which applies to the Company as at the date hereof and that Article 1.1 be amended accordingly;
 - 2.2 that in Article 1.2:
 - (a) the following wording be added immediately after the words means in the definition of "Section": "*save where expressly provided to the contrary*"; and
 - (b) a new definition of "2006 Act" be inserted at the end of such Article as follows: "*means the Companies Act 2006, as it may be amended or re-enacted from time to time.*";
 - 2.3 that all references in the Articles to "an extraordinary general meeting" or "an annual general meeting" be replaced with references to "*a general meeting*";

- 2.4 that with effect from the coming into force of sections 177 and 182 of the Companies Act 2006, Article 10.1 be deleted in its entirety and replaced with the following new articles 10.1 and 10.1A:

"10.1 Subject to Article 10.1A, if a director is in any way directly or indirectly interested in a proposed transaction or arrangement with the Company or a transaction or arrangement that has been entered into by the Company, he must declare the nature and extent of that interest to the directors in accordance with sections 177(2) and 182(2) of the 2006 Act. As long as the director does this, he may vote at the meeting and may be counted in determining that a quorum is present at the meeting. A disclosure that complies with sections 177(2) or 182(2), as applicable, of the 2006 Act will be sufficient disclosure for the purposes of Regulations 85 and 86.

10.1A A director need not declare an interest under Article 10.1:

10.1A.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

10.1A.2 if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as being aware of anything which they ought reasonably to be aware); or

10.1A.3 if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors or a committee of the directors appointed for the purpose under the Company's constitution";

- 2.5 that, with effect from the coming into force of section 175 of the Companies Act 2006, a new Article 10A be inserted immediately after Article 10, as follows:

"10A.1 The Board may, subject to Article 10A.3, authorise any matter which relates to a situation in which a director (the "Relevant Director") has, or can have, a direct or indirect interest which conflicts or possibly may conflict, with the interests of the Company and which would, if not so authorised, result in a breach of duty by the Relevant Director under section 175 of the 2006 Act ("a Relevant Situation").

10A.2 The Relevant Director seeking authorisation in respect of a Relevant Situation must declare to the Board the nature and extent of his interest in that Relevant Situation as soon as is reasonably practicable. The Relevant Director must provide the Board with such details as are necessary for the Board to decide whether or not to authorise the Relevant Situation. The Relevant Director must also provide such additional information as may be requested by the Board.

10A.3 Any director (including the Relevant Director) may propose that a Relevant Situation be authorised by the Board. Such proposal and any authorisation given by the Board shall be effected in the same way that any other matter may be proposed to and resolved upon by the Board in accordance with the provisions in these Articles save that:

10A.3.1 the Relevant Director and any other director with an interest in the Relevant Situation shall not count towards the quorum nor vote on any resolution giving such authorisation; and

10A.3.2 a Relevant Director may, if the other directors so decide, be excluded from any meeting of the Board or any committee of directors while the Relevant Situation is under consideration.

10A.4 Where the Board authorises a Relevant Situation:

10A.4.1 the Board may (whether at the time of giving the authorisation or subsequently):

(a) require that a Relevant Director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the Board or otherwise) related to the Relevant Situation; and

(b) impose upon a Relevant Director such other terms for the purpose of dealing with the Relevant Situation as it may determine;

10A.4.2 the Relevant Director will be obliged to conduct himself in accordance with any terms imposed by the Board in relation to the Relevant Situation;

10A.4.3 the Board may provide that where the Relevant Director obtains or has obtained (through his involvement in the Relevant Situation and otherwise than through his position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs;

10A.4.4 the terms of the authorisation must be recorded in writing (but the authority will be effective whether or not the terms are so recorded); and

10A.4.5 the Board may revoke or vary such authorisation at any time but this will not affect anything done by the Relevant Director prior to such revocation or variation in accordance with the terms of such authorisation.

10A.5 For the purposes of this Article 10A, a conflict of interest includes a conflict of interest and duty and a conflict of duties."



For and on behalf of WCPHD Secretaries Limited,
the Company secretary