

Company Number 05414023

THE COMPANIES ACT 2006

THURSDAY



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24/07/2014
COMPANIES HOUSE

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PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS OF

MODERN BIOSCIENCES PLC

At a General Meeting of Modern Biosciences plc (the "**Company**") held at 24 Cornhill, London, EC3V 3ND on 22 July 2014, the following resolutions were passed as, in the case of Resolution 1, an ordinary resolution and, in the case of Resolution 2, a special resolutions of the Company

ORDINARY RESOLUTION

- 1 **THAT** the Directors be and are hereby generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £100,000, such authority to expire on the date which is five years from the date on which this resolution is passed and, before such expiry, the Company may make any offer or agreement which would or might require relevant securities or equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot such securities pursuant to any such offer or agreement. This authority shall be in addition to any previous authority vested in the Directors to exercise the powers of the Company to allot securities

SPECIAL RESOLUTION

- 2 **THAT** subject to the passing of Resolution 1, the Directors be and are hereby empowered pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act), payment for which is to be wholly in cash pursuant to the authority conferred by Resolution 1 above as if the pre-emption provisions in section 561(1) of the Act and any pre-emption rights contained within the Company's Articles of Association did not apply to any such allotment up to an aggregate nominal amount of £13,000 provided that the authority given by this resolution shall expire at such time when the authority conferred on the Directors by Resolution 1 is expires unless previously renewed, varied or revoked by the Company in general meeting save that, before the expiry of this authority, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry and, notwithstanding such expiry, the Directors may allot such equity securities pursuant to any such offer or agreement. This authority shall be in addition to any previous authority vested in the Directors to exercise the powers of the Company to allot securities

CHAIRMAN