

Company number 8840579

4D PHARMA PLC (Company)

At a general meeting of the Company held at Schofield Sweeney LLP, Springfield House, 76 Wellington Street, Leeds LS1 2AY on 11 July 2014 at 10 00 am the following resolutions were duly passed, resolution 1 as an ordinary resolution and resolutions 2 and 3 as special resolutions

ORDINARY RESOLUTION

- 1 That in accordance with section 551 of the Companies Act 2006 the directors be and they are hereby unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006) provided that such authority
 - 1 1 shall be limited to the allotment of up to 14,333,334 ordinary shares of 0 25 pence each in the capital of the Company in connection with the proposed placing of shares in the Company by Zeus Capital Limited, described in the circular of the Company dated 25 June 2014, and
 - 1 2 shall (unless previously revoked, varied or renewed) expire on 31 July 2014, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired

Such authority is in addition to the authority to allot equity securities granted by the Company at its general meeting held on 10 February 2014

SPECIAL RESOLUTIONS

- 2 That in accordance with section 571 of the Companies Act 2006, the directors be and they are hereby given power to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by Resolution 1 above as if section 561 of the Companies Act 2006 did not apply to such allotment, provided that the power granted by this resolution shall (unless previously revoked, varied or renewed) expire when the authority conferred by Resolution 1 above shall expire, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired
- 3 That, conditional upon the proposed placing of shares in the Company by Zeus Capital Limited described in the circular of the Company dated 25 June 2014 taking place not later than 8 00 a m on 14 July 2014 (or such later time and/or date, being not later than 8 00 a m on 31 July 2014, as the directors, on behalf of the Company, and Zeus Capital Limited may agree) and with effect from completion of such placing

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3 1 in accordance with section 551 of the Companies Act 2006 the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities (as defined in section 560 of the Companies Act 2006) up to an aggregate nominal value of £42,985 70, provided that such authority shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next annual general meeting of the Company and 10 May 2015, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired, such authority is in addition to the authority conferred by Resolution 1 above but otherwise in substitution for any and all authorities previously conferred upon the directors for the purposes of section 551 of the Companies Act 2006, without prejudice to any allotments made pursuant to the terms of such authorities, and

3 2 in accordance with sections 570 and 573 of the Companies Act 2006, the directors be and they are hereby given power to allot equity securities (as defined in section 560 of the Companies Act 2006) pursuant to the authority conferred by paragraph 3 1 of this resolution, and to sell treasury shares, as if section 561 of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited to

3 2 1 the allotment or sale of equity securities for cash in connection with or pursuant to an offer to the holders of equity securities and other persons entitled to participate, in proportion (as nearly as may be) to their then holdings of equity securities (or, as appropriate, the numbers of such securities which such other persons are for those purposes deemed to hold), subject only to such exclusions or other arrangements as the directors may feel necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body of, or any stock exchange in, any territory, and

3 2 2 the allotment or sale of equity securities (otherwise than pursuant to sub-paragraph 3 2 1) for cash up to a maximum nominal value of £6,447 85, and shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next annual general meeting of the Company and 10 May 2015,

save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted or sold after such expiry and the directors may allot or sell equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired



Secretary