

Company number 8840579

**4D PHARMA PLC (Company)**

At the annual general meeting of the Company held at Schofield Sweeney LLP, Springfield House, 76 Wellington Street, Leeds LS1 2AY on 29 June 2015 at 10 00 am the following resolutions were duly passed, resolution 5 as an ordinary resolution and resolutions 6 and 7 as special resolutions

**ORDINARY RESOLUTION**

5 That in accordance with section 551 of the Companies Act 2006

- 5 1 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 £50,473 (approximately one third of the Company's issued share capital at the date of this notice), and
- 5 2 in addition to the authority granted pursuant to sub-paragraph 5 1, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot equity securities up to an aggregate nominal value of £50,473 (approximately one third of the Company's issued share capital at the date of this notice) in connection with a rights issue offered to holders of equity securities and other persons who are 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,

provided that both such authorities shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next annual general meeting of the Company and 29 September 2016, save that, in respect of either authority, 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

These authorities are 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

**SPECIAL RESOLUTIONS**

- 6 That, conditionally upon the passing of resolution 5 above, 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 resolution 5 above, 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

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6 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

6 2 the allotment or sale of equity securities (otherwise than pursuant to sub-paragraph 6 1) for cash up to a maximum nominal value of £15,142 (approximately 10% of the Company's issued share capital at the date of this notice),

and shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next annual general meeting and 29 September 2016, 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

7 That the Company be and is hereby generally authorised pursuant to section 701 of the Companies Act 2006 to make market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 0 25 pence provided that

7 1 the Company does not purchase more than 9,079,103 ordinary shares of 0 25 pence (approximately 14 99% of the Company's issued share capital at the date of this notice),

7 2 the Company does not pay for any such ordinary share less than its nominal value at the time of purchase, and

7 3 the Company does not pay for any such ordinary share more than 5% above the average of the closing mid-market price for ordinary shares of 0 25 pence for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned, based on the share prices published in the Daily Official List of the London Stock Exchange or the AIM supplement thereto

The authority conferred by this resolution shall (unless previously revoked, varied or renewed) expire on the earlier of the date of the next annual general meeting of the Company and 29 September 2016, save that the Company may before such expiry make a contract to purchase shares which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of shares in pursuance of any such contract, as if such authority had not expired



Secretary