

Registered No.: 4512301

THE COMPANIES ACT 1985 (as amended)
PRIVATE COMPANY LIMITED BY SHARES
NOTICE OF PASSING OF WRITTEN RESOLUTIONS
BY

OXITEC LIMITED
(the "Company")

Notice is hereby given that on 30th January 2012 resolution 1 was duly passed as an ordinary resolution and resolution 2 was duly passed as a special resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTION

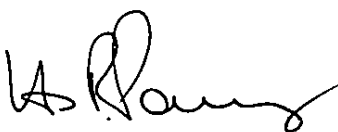
1. SECTION 551 AUTHORITY - SHARES

THAT, in accordance with section 569 of the 2006 Act, the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Act to allot up to 6,535 Ordinary Shares of £0.01 each in the capital of the Company ("Ordinary Shares"), such authority to expire, unless sooner revoked or altered by the Company in general meeting, on 31 October 2012, and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the authority and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. This authority is in addition to the authorities granted by the resolutions passed on 28 November 2011.

SPECIAL RESOLUTION

2. DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT pursuant to article 34.6 of the New Articles, the provisions of article 34.1 of the Articles shall not apply to the allotment and issue of up to 6,535 Ordinary Shares pursuant to the authority conferred on the Directors by Resolution 1 above.


Director

