

Registered No: 4512301

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NOTICE OF PASSING OF WRITTEN RESOLUTIONS
BY
OXITEC LIMITED

Notice is hereby given that on January 28th 2011, resolution 1 was duly passed as an ordinary resolution and resolution 2 was duly passed as a special resolution of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006

ORDINARY RESOLUTIONS

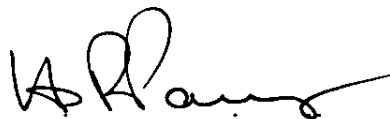
1 SECTION 551 AUTHORITY

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 (in substitution for all previous authorities pursuant to section 80 of the Companies Act 1985 and section 551 of the Act which are hereby revoked), to allot up to 25,000 Ordinary Shares of £0.01 each in the capital of the Company, such authority to expire, unless sooner revoked or altered by the Company in general meeting, on the date five years from the date of passing this Resolution, 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 this 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

SPECIAL RESOLUTIONS

2 DISAPPLICATION OF PRE-EMPTION RIGHTS

That pursuant to article 34.6 of the articles of association (the "Articles"), the provisions of article 34.1 of the Articles shall not apply to the allotment and issue of up to 25,000 Ordinary Shares pursuant to the authority conferred on the Directors by Resolution 1 above



Director

THURSDAY



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17/02/2011

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COMPANIES HOUSE