

Company Number 04923945

THE COMPANIES ACTS 1985 and 2006

RESOLUTIONS

OF

BIOVENTIX PLC (the "Company")

At the Annual General Meeting of the Company duly convened and held at 7 Romans Business Park, Farnham GU9 7SX on Wednesday 3 December 2014 the following resolutions were duly passed as ordinary and special resolutions.

As an Ordinary Resolution

THAT

The Directors be generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 (the "Act") to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £37,831. The authority referred to in this resolution shall be in substitution for all other existing authorities, and shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company. The Company may, at any time prior to the expiry of the 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 are hereby authorised to allot relevant securities in pursuance of such offer or agreement as if the authority had not expired.

As a Special Resolution

THAT

THAT the Directors, pursuant to Section 570 of the Companies Act 2006, be and hereby empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by

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Resolution 5 as if Section 561 of the said Act did not apply to any such allotment provided that such powers shall be limited to

(a) the allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to the holders of ordinary shares in the Company in proportion (as nearly as may be) to their holdings of ordinary shares but subject to such exclusions or other arrangements as the Directors deem necessary or expedient to deal with equity securities representing fractional entitlements and with legal or practical problems under the laws any requirement of any regulatory body or stock exchange, in any territory, and

(b) the allotment, otherwise than pursuant to (a) above of equity securities;

(i) arising from the exercise of options and warrants outstanding at the date of this resolution,

(ii) pursuant to one or more placings of equity securities by the Company for cash to raise up to £50,000 (in aggregate), and

(c) other than pursuant to (i) and (ii) above, up to an aggregate nominal value of £37,831 and this power shall, unless previously revoked or varied by special resolution of the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company. The Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors are hereby empowered to allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired

As a Special Resolution

THAT

The Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) and provided that the requirements referred to in section 693(4) of the Companies Act 2006 are satisfied, of ordinary shares of £0.05 each in the capital (the "**Ordinary Shares**") of the Company provided that

- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 504,420 (representing 10 per cent. of the Company's issued ordinary share capital as at the date on which this resolution is passed),
- b) the minimum price (excluding expenses) which may be paid for an Ordinary Share is £0 05;
- c) the maximum price (excluding expenses) which may be paid for each Ordinary Share is an amount equal to 105 per cent of the average of the estimated market values of an Ordinary Share for the five business days immediately preceding the date on which such share is contracted to be purchased, and
- d) the authority conferred by this resolution shall expire on the earlier of the date which is 18 months after the date on which this resolution is passed and the date of the next annual general meeting of the Company save that the Company may, before the expiry of the authority granted by this resolution, make a contract for the purchase of Ordinary Shares which would or might be executed wholly or partly after the expiry of such authority

... 
Chairman

3rd December, 2014
Date