

At the Company's Annual General Meeting, held at its offices at Northbrook House, Robert Robinson Avenue, Oxford OX4 4GA on 20 May 2015 at 10.00 am, the following ordinary and special business was considered.

The following resolutions covering ordinary business were passed by the meeting

Ordinary Business

Report and accounts

- 1 To receive the Annual report and accounts for the financial year ended 31 December 2014

Annual report on remuneration

- 2 To approve the Annual report on remuneration which is contained in the Remuneration Committee report for the financial year ended 31 December 2014, as set out on pages 55 to 68 of the 2014 Annual report and accounts

Directors' remuneration policy report

- 3 To approve the Directors' remuneration policy report the full text of which is contained in the Remuneration Committee report for the financial year end 31 December 2014, as set out on pages 46 to 55 of the 2014 Annual report and accounts

Directors

- 4 To elect Lota Zoth as a Director
- 5 To re-elect Francesco Granata as a Director
- 6 To re-elect Steve Harris as a Director
- 7 To re-elect Julien Cotta as a Director
- 8 To re-elect Rod Hafner as a Director
- 9 To re-elect Tim Corn as a Director
- 10 To re-elect Russell Cummings as a Director
- 11 To re-elect Paul Edick as a Director
- 12 To re-elect Jean-Jacques Garaud as a Director
- 13 To re-elect Cathrin Petty as a Director
- 14 To re-elect Charles Swingland as a Director

THURSDAY



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COMPANIES HOUSE

Auditors

- 15 To re-appoint PricewaterhouseCoopers as Auditors until the conclusion of the next Annual General Meeting at which the accounts are laid
- 16 To authorise the Audit Committee to determine the remuneration of the Auditors

The following special business resolutions were passed by the meeting

Special Business

Authority to allot shares

- 17 That
 - (a) the Directors be authorised to allot shares in the Company or grant rights to subscribe for, or convert any security into, Shares in the Company

- (i) in accordance with article 7 of the Company's articles of association, up to a maximum nominal amount of £50,507 (such amount to be reduced by the nominal amount of any equity securities (as defined in article 8 of the Company's articles of association) allotted under paragraph (ii) below in excess of £50,507), and
- (ii) comprising equity securities (as defined in article 8 of the Company's articles of association) up to a maximum nominal amount of £101,014 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue (as defined in article 8 of the Company's articles of association),
- (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, or, if earlier, at the close of business on 30 June 2016, and
- (c) all previous unutilised authorities under section 551 of the Companies Act 2006 shall cease to have effect (save to the extent that the same are exercisable pursuant to section 551(7) of the Companies Act 2006 by reason of any offer or agreement made prior to the date of this resolution which would or might require Shares to be allotted or rights to be granted on or after that date)

Dis-application of pre-emption rights

18 That

- (a) in accordance with article 8 of the Company's articles of association, the Directors be given power to allot equity securities for cash,
- (b) the power under paragraph (a) above (other than in connection with a rights issue, as defined in article 8 of the Company's articles of association) shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £7,577,
- (c) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, at the close of business on 30 June 2016, and
- (d) all previous unutilised authorities under sections 570 and 573 of the Companies Act 2006 shall cease to have effect

Notice period for general meetings

19 That a General Meeting (other than an Annual General Meeting) may be called on not less than 14 clear days' notice