

**OXFORD BIODYNAMICS PLC**  
**COMPANY REGISTRATION NUMBER 06227084**

THURSDAY



At the annual general meeting of Oxford BioDynamics Plc duly convened and held on 15 March 2018 the following resolutions were passed, of which resolutions 1 to 5 were passed as ordinary resolutions and resolutions 6 and 7 were passed as special resolutions.

**Ordinary resolutions**

1. To receive the financial statements and the reports of the Directors and the Auditors for the year ended 30 September 2017.
2. To elect Paul Stockdale who is submitting himself for re-appointment as a Director.
3. To re-appoint KPMG LLP as Auditors of the Company.
4. To authorise the Directors to set the remuneration of the Auditors.
5. That the Directors be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £291,308 (being approximately 33.3% of the Company's issued share capital as at close of business on 26 January 2018) such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum; and
  - (b) comprising equity securities (as defined in section 560(1) of the Act) up to an aggregate nominal amount of £583,491 (being approximately 66.7% of the Company's issued share capital as at close of business on 26 January 2018), such amount to be reduced by any allotments or grants made under (a) above, in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorities to expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the annual general meeting of the Company in 2019 (save that the Company may before such expiry make any offer or enter into any agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

**Special Resolutions**

6. That, subject to the passing of resolution 5 above, the Directors be and are hereby empowered pursuant to section 570(1) of the Companies Act 2006 (the "Act") to allot equity securities (as defined in section 560(1) of the Act) of the Company for cash pursuant to the authorisation conferred by that resolution as if section 561 of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities for cash:
  - (a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under resolution 5(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, record

dates or legal regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

- (b) in the case of the authorisation granted under resolution 5(a) above, and otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £87,479.97 (being 10% of the Company's issued share capital as at close of business on 26 January 2018)

and this power shall expire on the earlier of the date falling 15 months after the date of the passing of this resolution and the conclusion of the annual general meeting of the Company to be held in 2019 (save that the Company may, at any time before the expiry of such power, make any offer or enter into any agreement which would or might require equity securities to be allotted after the expiry of such power and the Directors may allot equity securities in pursuance of any such offer or agreement as if such power conferred hereby had not expired).

- 7. That the Company be and it is hereby generally authorised pursuant to section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares on such terms and in such manner as the Directors may from time to time determine, provided that:

- (a) the number of such ordinary shares hereby authorised to be purchased by the Company shall not exceed 8,747,997;
- (b) the price that may be paid by the Company for any of its ordinary shares shall not be less than 1 pence, being the nominal value of each ordinary share, and shall not be greater than the higher of:
  - (i) 105% of the average trading price of the ordinary shares as derived from the middle market quotations for an ordinary share on the London Stock Exchange Daily Official List for the five trading days immediately preceding the date on which such share is contracted to be purchased; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, as stipulated by article 5(1) of the EU Buyback and Stabilisation Regulation 2003 (No. 2273/2003); and
- (c) unless previously revoked, renewed, extended or varied, the authority hereby conferred shall expire at the conclusion of the annual general meeting of the Company to be held in 2019, provided that the Company may effect purchases following the expiry of such authority if such purchases are made pursuant to contracts for purchases of ordinary shares which are entered into by the Company on or prior to the expiry of such authority.



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Sue Steven  
Company Secretary