

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately. If you have sold or transferred all of your holding of ordinary shares in Oxford BioMedica plc ('Oxford BioMedica' or the 'Company'), you should hand this document to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee.

Oxford BioMedica plc

Notice of Annual General Meeting

Notice of the 2010 Annual General Meeting of the Company to be held at the offices of Morrison & Foerster (UK) LLP, 7th Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW on Tuesday 27 April 2010 at 11.00 a.m. is set out at the end of this document. Forms of Proxy for the Annual General Meeting must be received by the Company's registrars as soon as possible but in any event not later than 11.00 a.m. on 25 April 2010.



Oxford BioMedica plc

(Registered in England No. 3252665)

Directors

Prof Alan Kingsman (Chairman)
Nick Rodgers (Deputy Chairman and Senior Independent Director)
John Dawson (Chief Executive Officer)
Dr Paul Blake (Non-Executive Director)
Dr Andrew Heath (Non-Executive Director)

Dr Alex Lewis (Non-Executive Director)
Dr Stuart Naylor (Chief Scientific Officer)
Peter Nolan (SVP Commercial Development)
Andrew Wood (Chief Financial Officer)
Nick Woolf (Chief Business Officer)

Registered Office

Medawar Centre
Robert Robinson Avenue
Oxford Science Park
Oxford OX4 4GA

Dear Shareholder,

27 March 2010

This document comprises the notice of the 2010 Annual General Meeting ('AGM') of Oxford BioMedica.

The resolutions to be put to the meeting cover, as usual, approval of the Annual Report and Accounts, the reappointment of certain Directors, the renewal of authorities to issue shares and the reappointment of the auditors. In addition, in order to take account of changes brought about by the implementation of the Companies Act 2006 ('2006 Act'), the Company will seek to adopt new articles of association ('New Articles of Association').

In accordance with the Company's current Articles of Association ('Current Articles'), certain Directors will retire and offer themselves for reappointment. In accordance with provision A.7.2 of the FRC Combined Code on Corporate Governance 2006 (the 'Combined Code'), the performance of the Directors being submitted for reappointment has been evaluated, and the Board recommends shareholders vote in favour of the following reappointments:

In accordance with Article 93 of the Current Articles, the following Directors are retiring from the Board by rotation and are submitting themselves for reappointment:

- Dr Alex Lewis, who joined the Board in 2008 as an Independent Non-Executive Director, and is chairman of the Remuneration Committee and a member of the Audit and Nomination Committees. Dr Lewis is an experienced consultant to the pharmaceutical and biotech industry with over 20 years experience in medical research and drug development. Dr Lewis is Director, Transactions and Due Diligence at DataMonitor. Previously he was head of the Partnering and Due Diligence Practice of consultants Wood Mackenzie. Dr Lewis has been involved in the provision of Expert Reports and technical advice for the Initial Public Offerings (IPOs) and fundraising activities for biotech companies based in the US and Europe.
- Peter Nolan, Senior Vice President: Commercial Development, who joined Oxford BioMedica in 1997, and has served as a Director since May 2002. He is also a director of the UK BioIndustry Association and is a past chairman of the Oxfordshire Bioscience Network. He has broad experience and knowledge of the biotechnology sector. Prior to joining Oxford BioMedica, he was head of the Biotechnology Unit at the UK Department of Trade & Industry for eight years. In that role he was responsible for establishing and managing complex collaborative research programmes involving industry, research councils and other government departments. Previously he held senior positions in the Laboratory of the Government Chemist and also the Metropolitan Police Laboratory in London where he was a senior forensic scientist.
- Nick Rodgers, Senior Independent Director, who has been a Non-Executive Director since 2004 and is chairman of the Audit and Nomination Committees and a member of the Remuneration Committee. He is a former investment banker with considerable experience in the life sciences sector. He now works as an independent consultant, having been head of life sciences and joint head of corporate finance at Evolution Beeson Gregory until December 2003. Nick joined Beeson Gregory in 1989 from accountants Ernst & Young, having also worked in the listing department of the London Stock Exchange.
- Andrew Wood, who has been Chief Financial Officer and Company Secretary of Oxford BioMedica since 1996. He is a Chartered Accountant with wide experience of financial management in a number of industries. He also holds a first class degree in biochemistry from Oxford University. Before joining Oxford BioMedica he was Finance Director at the Yorkshire Cable Group. Previously, he held senior financial positions with subsidiaries of the Burton Group, Associated Newspapers, and Fenner plc.

In accordance with Article 99 of the Current Articles, the following two Directors who were appointed to the Board after the 2009 AGM are retiring from the Board and are submitting themselves for reappointment:

- Dr Paul Blake, who was appointed as a Non-Executive Director on 1 January 2010, and is a member of the Remuneration Committee. Dr Blake has over 30 years international pharmaceutical/biotech experience, and is currently Senior Vice President and Chief Medical Officer of Aeterna Zentaris Inc., a global biopharmaceutical company focused on oncology and endocrine therapy. From 2001 to 2006, he held senior management positions at Cephalon Inc, including Executive Vice President, Worldwide Medical & Regulatory Operations from 2005. His previous positions include Senior Vice President and Medical Director, Clinical Research and Development at SmithKline Beecham Pharmaceuticals. He gained his medical degree from the London University, Royal Free Hospital.
- Dr Andrew Heath, who was appointed as a Non-Executive Director on 1 January 2010, and is a member of the Audit Committee. Dr Heath is a healthcare and biopharmaceutical executive with in-depth knowledge of US and UK capital markets and international experience in marketing and sales, R & D and business development. He was Chief Executive Officer of Protherics plc from 1997 to 2008, taking the company from 30 to 350 staff and managing its eventual acquisition by BTG for £220 million. Prior to this, he was President and Chief Executive Officer of Aerogen Inc, and previously held senior positions at Astra AB and Astra USA, including Vice President Marketing & Sales, and at Glaxo Sweden as Associate Medical Director. He is currently a non-executive director of XL TechGroup Inc, Anew Inc, Pioneer Technology Inc, and is a director of the BioIndustry Association.

Resolution 10 seeks an authority to allot shares, subject to the normal pre-emption rights reserved to shareholders contained in the 2006 Act. The Association of British Insurers ('ABI') regards as routine a request for authorisation to allot new shares up to a third of existing issued share capital. In December 2008, the ABI issued further guidelines permitting a company to seek authority to allot an additional third of their issued share capital, provided such additional third is reserved for fully pre-emptive rights issues. Resolution 10 reflects the ABI's recommendations.

Resolution 11 covers the granting of a waiver of pre-emption rights over the number of shares in resolution 10, as applicable, and up to 5 per cent of the shares currently in issue for cash. The Directors consider it important to renew this authority. In the past, the Company has used this authority to issue shares at non-discounted prices to purchase intellectual property rights from third parties and to secure additional development funding under its collaboration agreement with the Foundation Fighting Blindness. In addition, the resolution allows the disapplication of pre-emption rights to deal with the possibility of fractional entitlements and legal or regulatory restrictions to a share issue.

Resolution 12, which will only be put to the meeting if resolution 11 is passed, seeks to extend the 5 per cent. disapplication of pre-emption rights for an issue of shares for cash by a further 10 per cent. to 15 per cent. of the shares currently in issue. The Directors appreciate that there is a certain amount of controversy over the appropriate level for this authority, and note that amongst quoted biotechnology companies in the UK, several other companies' shareholders have approved a limit of 10 per cent. or more. The Directors consider that the flexibility of a higher amount is important to a small company with high growth potential, particularly while there is turbulence in the traditional equity markets. It is not uncommon amongst biotechnology companies for there to be an equity subscription by the collaborative partner as part of technology outlicensing deals, and the best value to shareholders could come from a deal that includes a substantial equity investment by the partner. Given the current state of the capital markets, we continue to explore options for strengthening our financial position through licensing, collaborations, divestments and strategic activity. We are currently working diligently to secure several partnering opportunities, which if and when completed, could include significant equity components. In circumstances where the Board wishes to exercise this authority, if so granted by shareholders, the Board will consult with major shareholders in respect of any proposed allotments made on a non-pre-emptive basis that are more than 5 per cent. of the Company's issued share capital.

Resolution 13 is to adopt the New Articles of Association to incorporate the changes brought into effect by the implementation of the 2006 Act. An explanation of the principal changes to the Current Articles and the current memorandum of Association is set out in the Appendix to this document.

The EU Shareholder Rights Directive was fully implemented in the UK in August 2009 requiring that all general meetings must be held on 21 clear days' notice unless the company has obtained prior shareholder approval. At the AGM held in June 2009, shareholders authorised the Company to hold general meetings, other than AGMs, on 14 days' notice. In accordance with the Directors' intention to seek renewal of this authority annually, resolution 14 is proposed to approve the holding of general meetings, other than AGMs, on 14 days' notice. The authority will be effective until the Company's next following AGM, when it is intended that the approval be renewed again. The Company will also need to meet the requirements for electronic voting under the Directive before it can call a general meeting on 14 clear days' notice. It is not intended that the shorter notice period would be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

There is a Form of Proxy for use at the AGM at the end of this document. Shareholders are advised to complete and return the Form in accordance with the instructions printed on it so as to arrive at the Company's registrars, Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or to submit a proxy vote electronically via www.capitashareportal.com (see note 5), as soon as possible, but in any event no later than 48 hours before the AGM. The return of a Form of Proxy or the electronic appointment of a proxy does not preclude you from attending and voting at the Annual General meeting if you so wish.

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders, and they recommend shareholders to vote in favour of the resolutions.

Yours faithfully



Professor Alan Kingsman
Chairman

EXPLANATORY NOTES OF PRINCIPAL CHANGES TO THE COMPANY'S CURRENT ARTICLES AND MEMORANDUM OF ASSOCIATION

1. Articles which duplicate statutory provisions

Provisions in the current articles of association ('Current Articles') which replicate provisions contained in the Companies Act 2006 ('2006 Act') are mainly amended to bring them into line with the 2006 Act. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

2. The Company's objects

The 2006 Act states that unless a company's articles provide otherwise a company's objects are unrestricted. This abolishes the need for companies to have objects clauses. For this reason the Company has amended its objects clause together with all other provisions of its memorandum of association except the provision specifying the name of the Company. As the memorandum of association contained a statement regarding limited liability, the New Articles of Association contain an express statement as to the limited liability of the shareholders.

3. Authorised Share Capital

The Current Articles contain a statement of the Company's authorised share capital limiting the nominal amount of shares which the Directors can allot. The New Articles of Association do not contain such a limit, so the share capital of the Company will be unlimited. The Directors will still however require an authority from the shareholders to allot shares.

4. Form of resolution

The Current Articles enable Directors to act by written resolution. Under the 2006 Act public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles of Association.

5. Variation of class rights

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the 2006 Act. The relevant provisions have therefore been removed in the New Articles of Association.

6. Votes of members

Under the 2006 Act proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the 2006 Act. Section 327 of the 2006 Act states that any provision of the company's articles which requires any appointment of a proxy to be received by the Company more than 48 hours before the time of the meeting, is void. In contrast to the Companies Act 1985, section 327 of the 2006 Act provides that weekends, Christmas Day, Good Friday and any bank holiday may be excluded from counting towards this 48 hour period. Under section 330 of the 2006 Act, unless notice of termination of a proxy's authority is given before the meeting starts, the proxy's actions at a meeting are valid. A longer period, of up to 48 hours before the meeting (excluding weekends, Christmas Day, Good Friday and bank holidays), can be specified by the company's articles. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. Multiple corporate representatives may be appointed (but if they purport to exercise their rights in different ways, then the power is treated as not being exercised). The New Articles of Association reflect all of these new provisions.

7. Notice of board meetings

Under the Current Articles, when a Director is abroad he can request that notice of directors' meetings are sent to him at a specified address and if he does not do so he is not entitled to receive notice while he is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a Director who is abroad. The provision has been replaced with a more general provision that a Director is treated as having waived his entitlement to notice, unless he supplies the Company with the information necessary to ensure that he receives notice of a meeting before it takes place.

8. Records to be kept

The provision in the Current Articles requiring the Board to keep accounting records has been amended and shortened as this requirement is contained in the 2006 Act.

9. Distribution of assets otherwise than in cash

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles of Association on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

10. Directors' Indemnities and loans to fund expenditure

The 2006 Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

11. General

Generally the opportunity has been taken to make the New Articles of Association clearer and in some areas to conform the language of the New Articles of Association with the 2006 Act.

Oxford BioMedica plc

Notice of Annual General Meeting

Notice is hereby given that the 2010 Annual General Meeting ('AGM') of the Company will be held at the offices of Morrison & Foerster (UK) LLP, 7th Floor, CityPoint, One Ropemaker Street, London EC2Y 9AW on Tuesday 27 April 2010 at 11.00 a.m. to consider, and if thought fit, pass the following resolutions, of which the resolutions numbered 1 to 10 will be proposed as ordinary resolutions and resolutions numbered 11 to 14 will be proposed as special resolutions.

Ordinary Resolutions

- 1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 December 2009, the Directors' Report, and the Report of the Independent Auditors on those accounts.
- 2 To receive the Directors' Remuneration Report and the Report of the Independent Auditors on the auditable part of the Remuneration Report for the financial year ended 31 December 2009.
- 3 To reappoint as a Director Dr Alex Lewis who is retiring in accordance with Article 93 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- 4 To reappoint as a Director Peter Nolan who is retiring in accordance with Article 93 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- 5 To reappoint as a Director Nick Rodgers who is retiring in accordance with Article 93 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- 6 To reappoint as a Director Andrew Wood who is retiring in accordance with Article 93 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- 7 To reappoint as a Director Dr Paul Blake who having been appointed since the last AGM is retiring in accordance with Article 99 of the Company's Articles of Association, and being eligible, is offering himself for reappointment.
- 8 To reappoint as a Director Dr Andrew Heath who having been appointed since the last AGM is retiring in accordance with Article 99 of the Company's Articles of Association and, being eligible, is offering himself for reappointment.
- 9 To reappoint PricewaterhouseCoopers LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the Directors to determine their remuneration.
- 10 That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 ('2006 Act') to exercise all the powers of the Company to:
 - (a) allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £1,810,197;
 - (b) allot further equity securities (within the meaning of section 560 of the 2006 Act) up to an aggregate nominal amount of £1,810,197 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as can be) to the respective numbers of ordinary shares held by them, which satisfies the condition and may be subject to all or any of the exclusions specified in paragraph (b)(i) of the next following resolution (resolution No. 11),

The authority conferred by this resolution shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require relevant securities to be allotted after such expiry, revocation or variation and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired or been revoked or varied.

Special Resolutions

- 11 That subject to and conditional upon the passing of resolution No.10 above, the Directors are empowered pursuant to the section 570 of the 2006 Act to allot equity securities (as defined by section 560 of the 2006 Act) for cash pursuant to the authority conferred by resolution No.10 as if section 561 of the 2006 Act did not apply to any such allotment. This power:
- (a) subject to the continuance of the authority conferred by resolution No.10, expires 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied from time to time by special resolution but so that the Company may before such expiry, revocation or variation make an offer or agreement which would or might require equity securities to be allotted after such expiry, revocation or variation and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired or been revoked or varied; and
 - (b) is limited to:
 - (i) the allotment of relevant equity securities pursuant to a rights issue, open offer, scrip dividend scheme or other pre-emptive offer or scheme, which is in each case in favour of holders of ordinary shares and any other persons who are entitled to participate in such issue, offer or scheme where the equity securities offered to each such holder and other person are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them for the purposes of their inclusion in such issue, offer or scheme on the record date applicable thereto, but subject to such exclusions or other arrangements as the Directors may deem fit or expedient to deal with:
 - (aa) fractional entitlements;
 - (bb) legal or practical problems under the laws of any overseas territory;
 - (cc) the requirements of any regulatory body or stock exchange in any territory;
 - (dd) directions from any holders of ordinary shares or other persons to deal in some other manner with their respective entitlements; or
 - (ee) any other matter whatever, which the Directors consider to require such exclusions or other arrangements with the ability for the Directors to allot relevant equity securities not taken up, to any person as they may think fit;
 - (ii) the allotment of relevant equity securities for cash otherwise than pursuant to sub-paragraph (i) up to an aggregate maximum nominal amount of £271,529, which represents 5 per cent. of presently issued shares.
- 12 That, subject to the passing of resolutions 10 and 11 above, and additional to the authority given by resolution 11, the Directors be and are hereby generally empowered pursuant to section 570 of the 2006 Act to allot equity securities (within the meaning of section 560 of the 2006 Act) as if section 561 of the 2006 Act did not apply to any such allotment. This power:
- (a) subject to the continuance of the authority conferred by resolution 10 above, expires 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first, but may be previously revoked or varied by special resolution, but so that the Company may make an offer or agreement, which would or might require equity securities to be allotted after expiry, revocation or variation of this authority and the Directors may allot equity securities in pursuance of that offer or agreement, as if such power had not expired or had been revoked or varied; and
 - (b) is limited to allotments of equity securities for cash in addition to equity securities allotted for cash pursuant to resolution 11, up to an aggregate nominal amount of £543,059, which represents 10 per cent. of presently issued shares.
- 13 That, with effect from the passing of this resolution:
- (a) the Articles of Association ('Current Articles') of the Company are hereby amended by deleting all the provisions of the Company's former memorandum which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's new articles of association ('New Articles of Association'), other than the provisions specifying the name of the Company; and
 - (b) the New Articles of Association produced to the meeting and initialed by the chairman of the meeting for the purpose of identification be adopted as the New Articles of Association of the Company in substitution for, and to the exclusion of, the Current Articles.
- 14 That, in accordance with the Company's New Articles of Association, a general meeting (other than an annual general meeting) may be held on not less than 14 days' notice.

By order of the Board

Andrew Wood
Company Secretary

Registered in England
No: 3252665

Registered Office:
Medawar Centre
Robert Robinson Avenue
The Oxford Science Park
Oxford OX4 4GA
27 March 2010

Oxford BioMedica plc

Notice of Annual General Meeting

Notes:-

- (1) A Shareholder entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend, speak and vote on a show of hands and on a poll instead of him or her. A proxy need not be a member of the Company. Where a Shareholder appoints more than one proxy, each proxy must be appointed in respect of different shares comprised in his or her shareholding which must be identified on the proxy form. Each such proxy will have the right to vote on a poll in respect of the number of votes attaching to the number of shares in respect of which the proxy has been appointed. Where more than one joint Shareholder purports to appoint a proxy in respect of the same shares, only the appointment by the most senior Shareholder will be accepted as determined by the order in which their names appear in the Company's register of members. If you wish your proxy to speak at the meeting, you should appoint a proxy other than the chairman of the meeting and give your instructions to that proxy.
- (2) If you are not a Shareholder but you have been nominated by a Shareholder to enjoy information rights, you do not have the right to appoint a proxy or proxies pursuant to note (1). Please read note (9) below.
- (3) A corporation which is a Shareholder may appoint one or more corporate representatives who have one vote each on a show of hands and otherwise may exercise on behalf of the Shareholder all of its powers as a shareholder provided that they do not do so in different ways in respect of the same shares.
- (4) Form of Proxy is enclosed for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority) to the Company's registrars Capita Registrars, Proxy Department, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or submitted electronically via www.capitashareportal.com (see note 5), not later than 48 hours before the time appointed for holding the AGM or, in the case of a poll taken subsequently to the date of the AGM, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll or for holding the adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Registrars. Alternatively, the form provided may be photocopied prior to completion. The Forms of Proxy should be returned in the same envelope and each should indicate that it is one or more than one appointments being made.
- (5) You may submit your proxy vote electronically via www.capitashareportal.com. From there you can log into your Capita share portal account or register for the Capita share portal if you have not already done so. To register, select "Account Registration" then enter your surname, Investor Code, Postcode and an email address. Create a password and click "Register" to proceed. You will be able to vote immediately by selecting "Proxy Voting" from the menu. You can find your Investor Code on the Form of Proxy enclosed with this document.
- (6) An abstention (or "vote withheld") option has been included on the Form of Proxy and in the available options for electronic proxy voting. The legal effect of choosing the abstention option on any resolution is that the Shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each resolution.
- (7) In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, the Company specifies that only those Shareholders registered in the register of members of the Company as at 11.00 a.m. on 23 April 2010 or, in the event that the meeting is adjourned, in such register not later than 48 hours before the time of the adjourned meeting, shall be entitled to attend, or vote (whether in person or by proxy) at the meeting in respect of the number of shares registered in their names at the relevant time. Changes after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- (8) CREST members who wish to appoint a proxy or proxies by using the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. The message, (a CREST proxy instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited ("EUI") and must contain the information required for such instructions, as described in the CREST manual. The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID: RA01) not later than the time stated in note (4) above. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by EUI.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST proxy instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by any particular time. Reference should be made to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- (9) If you are a person who has been nominated under section 146 of the 2006 Act to enjoy information rights, you may have a right, under an agreement between you and the Shareholder who has nominated you, to be appointed or to have someone else appointed for you as a proxy for the meeting. If you do not have such a right, or you do have such a right but do not wish to exercise it, you may have a right under such an agreement to give instructions to the Shareholder who nominated you as to the exercise of the voting rights attached to the Ordinary Shares in respect of which you have been nominated.
- (10) As at 27 March 2010, being the last practicable date before the publication of this notice, the Company's issued share capital consisted of Ordinary Shares, carrying one vote each, so that the total number of votes at such date is 543,059,034.

- (11) Under section 527 of the 2006 Act, the Company may be required by Shareholders representing at least 5% of the total voting rights of all Shareholders who have the right to vote at the meeting (excluding votes which attach to treasury shares) or by at least 100 Shareholders who have the right to vote at the meeting and hold shares in the Company on which there has been paid up an average sum, per Shareholder, of at least £100, to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts that are to be laid before this AGM (including the auditors' report and the conduct of the audit) or (ii) any circumstance connected with an auditors to the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the 2006 Act which in either case the requesting members propose to raise at the meeting. Such a request may be in hard copy or in electronic form, must identify the statement to which it relates, must be authenticated by the person or persons making it and must be received by the Company at least one week before the meeting. Such requests should be sent to the Company at Medawar Centre, Robert Robinson Avenue, The Oxford Science Park, Oxford OX4 4GA or may be faxed to 01865 783001 or e-mailed to enquiries@oxfordbiomedica.co.uk. The Company may not require the shareholders requesting such website publication to pay its expenses in complying with the section. Where the Company is required to place a statement on a website, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at this Annual General Meeting includes any statement that the Company has been required to publish on a website.
- (12) A copy of this notice of meeting, together with any members' statements which, in each case, have been received by the Company after the despatch of this notice and the other information required by s.311A of the 2006 Act are all available on the Company's website at www.oxfordbiomedica.co.uk under 'investors: shareholder meetings'.
- (13) Shareholders, proxies and authorised representatives will be required to provide their names and addresses for verification against the register of members and proxy appointments received by the Company before entering the meeting. Each authorised representative must produce proof of his or her appointment, in the form of the actual appointment or a certified copy. Other than this, there are no procedures with which any such persons must comply in order to attend and vote at the meeting.
- (14) Shareholders, proxies and authorised representatives may raise questions at the meeting concerning any business being dealt with at the meeting and will receive answers, except that a question need not be answered where it would interfere unduly with the conduct of the meeting, would involve the disclosure of confidential information, where the answer has already been given on a website in the form of an answer to a question or where it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. Although this is not essential, shareholders, proxies or authorised representatives who wish to ask a question are requested to write it on a query form obtainable at the registration desk and hand it in at that desk before entering the meeting.
- (15) The following documents will be available for inspection at the registered office of the Company at Medawar Centre, Robert Robinson Avenue, The Oxford Science Park, Oxford, OX4 4GA during normal business hours on any week day (public holidays excepted) from the date of this notice until the date of the AGM, and at the place of the meeting for one hour before the meeting and at the meeting itself:
- copies of the Directors' service agreements and letters of appointment;
 - the constitutional documents of the Company, comprising its former Memorandum and Current Articles; and
 - a copy of the proposed New Articles of Association annotated to show the changes from the Current Articles.