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If you have sold or otherwise transferred all your Shares in Oxford BioMedica plc (the “Company”), please forward this document and the accompanying Form of Proxy at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this document and/or the accompanying Form of Proxy into jurisdictions other than the United Kingdom may be restricted by law and, therefore, any persons who are subject to the laws of any jurisdiction other than those of the United Kingdom should inform themselves about, and observe, any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of such jurisdictions.

Oxford BioMedica plc

(incorporated and registered in England and Wales under the Companies Act 1985 with number 3252665)

Recommended proposal in relation to a related party transaction

and

Notice of General Meeting

Your attention is drawn to the “Letter from the Chairman” set out in Part 1 of this document which contains a recommendation from the Board that you vote in favour of the Resolution to be proposed at the General Meeting referred to below.

Notice of the General Meeting to be held at 10 a.m. on 6 January 2014 at the offices of Covington & Burling LLP, 265 Strand, London, WC2R 1BH is set out at the end of this document. The accompanying Form of Proxy for use at the General Meeting should be completed and returned as soon as possible and, to be valid, must arrive at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU no later than 10 a.m. on 4 January 2014.

Charles Stanley & Co. Limited, which is authorised and regulated in the United Kingdom by the UK Financial Conduct Authority, is acting for Oxford BioMedica plc and no one else in connection with the matters described in this document and will not be responsible to any person other than Oxford BioMedica plc for providing the protections afforded to clients of Charles Stanley & Co. Limited nor for providing advice in relation to such matters.

Your attention is drawn to the section headed “Action to be taken” on page 6 of this document.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2014
Latest time and date for receipt of Form of Proxy	10 a.m. on 4 January
General Meeting	10 a.m. on 6 January

Notes:

All references to time in this document are to time in London.

PART 1 – LETTER FROM THE CHAIRMAN OF THE COMPANY

Oxford BioMedica plc

(incorporated and registered in England and Wales with registered number 3252665)

Directors:

Nick Rodgers	Chairman
John Dawson	Chief Executive Officer
Tim Watts	Chief Financial Officer
Peter Nolan	Executive Director and Senior Vice President, Commercial Development
Paul Blake	Non-Executive Director
Martin Diggle	Non-Executive Director
Andrew Heath	Deputy Chairman and Senior Independent Director

Registered office

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

10 December 2013

To: Shareholders and, for information only, to holders of options under the Share Schemes

Dear Shareholder,

Recommended proposal in relation to a related party transaction

and

Notice of General Meeting

Introduction

Oxford BioMedica announced on 19 November 2013 that it has entered into a conditional secured loan facility of up to £5 million with Vulpes Life Sciences Fund in order to strengthen the Company's balance sheet without being dilutive to existing Shareholders. The Directors intend to use the Loan Facility only as necessary to ensure that the Company is in as strong a financial position as possible in order to achieve the Company's strategy of securing revenue generating deals with large pharmaceutical companies.

The Loan Facility is classified as a "related party transaction" under the UKLA Listing Rules as it is entered into with Vulpes Life Sciences Fund, the Company's largest shareholder (holding 25.7 per cent. of the issued share capital), which is managed by Vulpes Investment Management of which Martin Diggle, a Non-Executive Director of the Company, is a founder. Consequently, the Loan Facility is subject to, and conditional upon, the approval of Shareholders at a General Meeting. The purpose of this Document is to provide you with details about the Loan Facility and the Resolution to be proposed at the General Meeting. The Directors consider the Resolution to be in the best interest of the Company and the Shareholders as a whole and unanimously recommend that you vote in favour of the Resolution to be proposed at the General Meeting to be held at the offices of Covington and Burling LLP, 265 Strand, London WC2R 1BH at 10 a.m. on 6 January 2014. Failure to vote in favour of the Resolution may result in the Company not being able to secure revenue generating deals with large pharmaceutical companies on as beneficial terms as would otherwise be the case or at all.

The Company has appointed Charles Stanley to act as its Sponsor, as defined by the Listing Rules, in relation to the proposed Related Party Transaction and in particular in relation to advising the Directors in relation to the fair and reasonable opinion set out in the Recommendation below.

Background

Oxford BioMedica is in an exciting period of evolution. Over the course of 2013 the Company has announced a number of important developments including:

- the development and manufacturing collaboration with Novartis announced in May 2013 which is expected to generate up to £4 million of income over the initial 12 months;
- the conditional award of a £7.1 million package of grants and loans under the UK Government's Advanced Manufacturing Supply Chain Initiative which will be used to develop the Company's capability in serum-free, non-adherent manufacturing techniques and expand its proprietary manufacturing facility in Oxford to contain a third production suite and a state-of-the-art fill and finish operation;
- the award of a £1.8 million grant from the UK's Innovation Agency, the Technology Strategy Board, for the next phase of development of EncorStat®;
- the receipt of a US\$1 million milestone payment from Pfizer triggered in August following Phase I clinical trial initiation for the 5T4-targeted antibody therapy;
- the successful completion of the efficacy arm of the OXB-102 non-clinical programme which has demonstrated direct expression of transgenes and indicated that OXB-102 is at least 5-fold more potent than ProSavin®; and
- following extensive characterisation studies using internal analytical methods, the Company received agreement in October from both the US FDA French regulatory authority ANSM to resume patient recruitment into the RetinoStat® Phase I, StarGen™ Phase I/IIa and UshStat® Phase I/IIa studies following a voluntary pause in June, as a precautionary measure, whilst the Company investigated the detection of very low concentrations of potential impurities derived from a widely-used third party raw material. The Company is optimistic that recruitment will re-start imminently but the pause in recruitment has had an impact on the timing of potential future receipts of further option payments and milestones under the collaboration with Sanofi which was entered into in 2009.

The Company continues to focus on generating further recurring income and the Directors expect that these efforts will deliver results during the first half of 2014. The Company's strategy includes partnering the Company's products and assets as well as other forms of revenue generating deals such as providing development and manufacturing services. In order to achieve this, the Company will in most instances be negotiating with large pharmaceutical companies which can be a long and time consuming process. As announced on 19 November in the Company's interim management statement the Company had £3.6 million of cash at the end of October and the Company has previously indicated that its cash resources would last into the second quarter of 2014. Therefore, it is intended that the Loan Facility, which is a mark of support from the Company's largest Shareholder will give the Company additional financial flexibility to allow it to capitalise on the opportunities ahead on best possible terms during the first half of 2014. Furthermore, the Loan Facility will provide the Company with the additional comfort of being able to enter into negotiations from a position of strength which should ensure that the Company enters into deals on the best possible terms.

The Loan Facility

The principal terms of the Loan Facility are summarised below:

Principal Amount	Up to £5 million (£5,000,000)
Arrangement Fee	2.5 per cent. of Principal Amount available (£125,000) payable on maturity of the Loan Facility or on prepayment of the Loan Facility, whichever is the earlier
Availability Period	1 January 2014 to 20 December 2014
Maturity Date	31 December 2014

Draw Downs	May be drawn down in minimum tranches of £1 million on the provision of 10 Business Days' written notice. On date of notice of draw down, the aggregate cash balances of the Group are not to exceed £2 million
Interest	10 per cent. per annum on drawn down amounts calculated on a daily basis, compounding monthly
Repayment and prepayment	The Company is to repay all amounts drawn down and all accrued interest thereon, together with the Arrangement Fee, on the earlier of the Maturity Date or the date on which Vulpes receives net proceeds of at least £15 million pursuant to a single equity fundraising. The Company may, at its discretion, upon three Business Days' notice prepay all or any part of amounts drawn down pursuant to the Loan Facility provided that the principal amount of any such prepayment shall not be less than £1,000,000. If the Company elects to prepay any amount, it shall also pay any accrued interest on such amount on the same date of such prepayment together with the Arrangement Fee
Security	Vulpes may register a fixed charge and floating charge over certain of the Group's Intellectual Property (up to the value of the Principal Amount), except for "excluded assets". "Excluded assets" mean any Intellectual Property that is either (a) licensed (or subject to an option to license) from a third party; (b) over which the Company and Oxford BioMedica (UK) Limited, the Company's wholly owned subsidiary, are prohibited from creating any Security (whether pursuant to any law or any contractual agreement); or (c) over which the creation of any Security would lead to either the termination of such Intellectual Property right (whether automatically or upon notice from a third party) or would have a material adverse effect upon the Company's or Oxford BioMedica (UK) Limited's ability to make use of such Intellectual Property either now or in the future. No Security interest shall be created (whether directly or indirectly) over any assets of the Group to the extent that doing so would prevent the Group from continuing its business on a day-to-day basis in the manner in which it was conducted prior to entry into the Loan Facility, for the avoidance of doubt, this includes the right to enter into licences or options for licences in respect of certain Intellectual Property at any time in the future, subject to the prior consultation of Vulpes. In addition, Oxford BioMedica (UK) Limited has agreed to provide a continuing guarantee to Vulpes Life Sciences Fund in respect of the Company's obligations under the Loan Facility.

The Related Party Transaction

The Company is required by Chapter 11 of the Listing Rules to seek shareholder approval for any transaction entered into by the Company with a related party and any such transaction must be approved in advance of its completion by the Company's Shareholders other than that related party, unless certain exemptions apply. Since none of the exemptions are applicable in relation to the Related Party Transaction, entering into the proposed Loan Facility is subject to the passing of the Resolution, which will be proposed as an ordinary resolution and will require the approval of more than 50 per cent. of the votes cast in respect of it by Independent Shareholders of the Company.

Vulpes Life Sciences Fund will not vote on the Resolution to be put to Shareholders and have agreed to take all reasonable steps to ensure that none of its associates will vote on the Resolution.

Action to be taken

You will find set out at the end of this Document a notice convening the General Meeting of the Company to be held at 10 a.m. on 6 January 2014 at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH at which the Resolution will be proposed.

You will find enclosed with this document a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it to Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU so as to be received as soon as possible and, in any event, not later than 10 a.m. on 4 January 2014. The completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person.

Recommendation

The Board (excluding the Martin Diggle) which, in respect of the Related Party Transaction, has been so advised by Charles Stanley, considers that the Related Party Transaction is fair and reasonable so far as Shareholders are concerned. In providing its advice to the Board, Charles Stanley has taken into account the Board's commercial assessments.

The Board (excluding Martin Diggle) considers that the Related Party Transaction is in the best interests of Shareholders taken as a whole and accordingly recommends that Shareholders vote in favour of the Resolution to be proposed at the General Meeting. The Independent Directors intend to vote in favour of the Resolution, in respect of their own beneficial holdings amounting in aggregate to 8,674,897 Shares (representing 0.6 per cent. of the Company's issued share capital).

Yours faithfully

Nick Rodgers
Chairman

PART 2 – ADDITIONAL INFORMATION

(1) Incorporation and registered office

The Company was incorporated on 20 September 1996 as a private company limited by shares and registered in England and Wales under number 3252665 with the name Pinco 838 Limited. The Company was re-registered as a public company on 30 October 1996, on which date the name of the Company was changed to Oxford BioMedica plc. The principal legislation under which the Company operates and under which the shares were and are created is the Companies Act (including the Companies Act 1985) and the regulations made thereunder. The Company is subject to the Takeover Code. Oxford BioMedica's registered office is Medawar Centre, Robert Robinson Avenue, The Oxford Science Park, Oxford, OX4 4GA.

(2) Major shareholders

As at 6 December 2013 (being the latest practicable date prior to the publication of this document), the total voting rights attributable to the Shares were 1,416,149,005 and the notifiable holding of voting rights in respect of the Shares, so far as known by the Company by reference to the notifications made pursuant to Chapter 5 of the Disclosure and Transparency Rules, were as follows:

	<i>Number of Shares as at the date of this document</i>	<i>Percentage of current issued Shares</i>
Vulpes Life Sciences Fund	364,000,000	25.7
Vulpes Testudo Fund	37,000,100	2.6
Total Vulpes interests	401,000,100	28.3
M&G Investments	237,994,371	16.8
Barclays Wealth Management (UK)	87,840,466	6.2
TD Direct Investing	85,548,144	6.0
Hargreaves Lansdown Asset Management	71,245,074	5.0
Halifax Share Dealing	49,418,692	3.5

(3) Significant change

There has been no significant change in the financial or trading position of the Group since 30 June 2013 (being the end of the last financial period of the Company for which financial information has been published) notwithstanding the information included in the Company's interim management statement on 19 November 2013, including the Group's cash balance of £3.6 million on 31 October 2013.

(4) Material contracts

The following contracts are all: (i) the material contracts (not being contracts entered into in the ordinary course of business) which have been entered into within the two years prior to the date of this document by members of the Group; and (ii) the contracts (not being contracts entered into in the ordinary course of business) entered into at any time by members of the Group which contain provisions under which any member of the Group has an obligation or entitlement which is or may be material to the Group as at the date of this document:

- 4.1 a placing agreement dated 26 July 2012 between the Company and Singer Capital Markets Limited pursuant to which Singer Capital Markets Limited agreed to fully underwrite a firm placing and open offer of the Company's Shares. Under the terms of such placing agreement, the Company agreed to pay Singer Capital Markets Limited (a) an advisory fee; (b) a commission equal to 3 per cent. of the aggregate value at the offer price of the new ordinary shares issued in connection with such firm placing and open offer; (c) a commission of 1 per cent. of the aggregate value of the firm placed shares; and (d) a commission of 2 per cent. of the aggregate value of the open offer shares;

- 4.2 irrevocable undertakings dated 28 June 2012 between the Company and the directors of the Company (at the time) to vote in favour of the resolutions proposed to the Company's Shareholders at a general meeting held on 25 July 2012 in connection with a firm placing and open offer of the Company's Shares; and
- 4.3 an engagement letter with Charles Stanley dated 13 June 2012 pursuant to which Charles Stanley agreed to provide corporate finance services to the Company in connection with a firm placing and open offer of the Company's Shares. In consideration of Charles Stanley's agreement to act in relation to the firm placing and open offer the Company agreed to pay Charles Stanley a fee of £75,000 (excluding VAT or disbursement) upon the successful completion of the firm placing and open offer.

(5) Service Contract of Martin Diggle, a founder of the Related Party

Martin Diggle was appointed as a Non-Executive Director of the Company under a letter of appointment on 4 October 2012. The appointment is for a fixed term of three years from the date of appointment after which time, unless the appointment is extended or renewed by the Directors, Mr Diggle will be expected to step down as a Director. His appointment may be terminated at any time in accordance with the Company's articles of association. If Mr Diggle's appointment is terminated before the fixed term expires, his letter of appointment does not entitle him to any compensation although his fees will be paid up to the termination date. Mr Diggle does not receive any fees for his services.

(6) Related Party Interest in Shares

As at 6 December 2013 (being the latest practicable date prior to the publication of this document), the Related Party was interested in the Shares set out below:

	<i>Number of Shares as at the date of this document</i>	<i>Percentage of current issued Shares</i>
Vulpes Life Sciences Fund	364,000,000	25.7
Vulpes Testudo Fund	37,000,100	2.6
Total Vulpes interest	401,000,100	28.3

(7) The Related Party's Related Party Transactions

Save for the interests in Shares in paragraph 6 above, as at 6 December 2013 (being the latest practicable date prior to the publication of this document), other than the Related Party Transaction, there are no other related party transactions with the Related Party.

(8) Consents

Charles Stanley & Co. Limited, which is authorised and regulated by the UK Financial Conduct Authority, has given and not withdrawn its consent to the inclusion herein of its name and the references to it in the form and context in which they appear.

(9) Documents available for inspection

Copies of the following documents are available for inspection during normal business hours on any weekdays (Saturdays, Sundays and public holidays excepted) at the Company's registered offices, Medawar Centre, Robert Robinson Avenue, Oxford Science Park, Oxford OX4 4GA and the offices of Covington & Burling, 265 Strand, London WC2R 1BH until close of business on 6 January 2014:

- (i) The memorandum and articles of association of the Company;
- (ii) The written consent referred to in paragraph 8 of this Part 2; and
- (iii) The annual report and accounts of the Company for the financial years ended 31 December 2011 and 31 December 2012 and the interim accounts for the period ended 30 June 2013.

Dated 10 December 2013

DEFINITIONS

In this document and the Notice of General Meeting and accompanying Form of Proxy, the following expressions have the following meanings, unless the context otherwise requires

“Business Day”	a day (excluding Saturdays and Sundays or public holidays in England and Wales) on which banks generally are open in business in London for the transaction of normal banking business
“Capita Asset Services”	a trading name of Capita Registrars Limited
“Charles Stanley”	Charles Stanley & Co. Limited and where applicable Charles Stanley Securities and/or WG Partners
“Company” or “Group” or “Oxford BioMedica”	Oxford BioMedica plc, registered in England and Wales under number 3252665
“Directors” or “Board”	the directors of Oxford BioMedica whose names appear on page 3 of this document
“FCA”	the UK Financial Conduct Authority
“Form of Proxy”	the form of proxy for use by Independent Shareholders at the General Meeting which accompanies this document
“FSMA”	the Financial Services and Markets Act 2000 (as amended) and all regulations promulgated thereunder from time to time
“General Meeting”	the General Meeting of the Company convened for the purpose of passing the Resolution, to be held on 6 January 2014, including any adjournment thereof
“Group”	the Company and its subsidiaries at the date of this Document
“Independent Directors”	the directors of Oxford BioMedica whose name appear on page 3 of this document excluding Martin Diggle
“Independent Shareholders”	holders of Shares excluding Vulpes Life Sciences Fund
“Intellectual Property”	means present and future patents, trademarks, service marks, trade names, designs, copyrights, inventions, topographical or similar rights, confidential information and identifiable know-how in physical or electronic form, and any interest in any of these rights, whether or not registered, including all applications and rights to apply for registration and all fees, royalties and other rights derived from or incidental to, these rights
“Listing Rules”	the listing rules made by the FCA under Part VI of FSMA as amended from time to time
“Loan Facility”	the proposed secured loan facility of up to £5 million by Vulpes Life Sciences Fund
“Related Party”	Vulpes Life Sciences Fund, a “related party” as defined in Chapter 11 of the Listing Rules
“Related Party Transaction”	the entering into of the Loan Facility by the Company
“Resolution”	the ordinary resolution to be proposed at the General Meeting, notice of which is set out at the end of this document, approving the Related Party Transaction

“Shareholder”	a holder of Shares
“Shares”	the ordinary shares of 1 pence each in the capital of the Company from time to time
“UKLA”	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA

NOTICE OF GENERAL MEETING

OXFORD BIOMEDICA plc

(incorporated in England and Wales with registered number 3252665)

Notice is hereby given that a General Meeting of Oxford BioMedica plc (the “**Company**”) will be held at the offices of Covington & Burling LLP, 265 Strand, London WC2R 1BH at 10 a.m. on 6 January 2014 for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an ordinary resolution.

1. THAT, the entry by the Company into the proposed secured Loan Facility of up to £5 million with Vulpes Life Sciences Fund (as defined and described in the Circular to which this notice is attached), being a related party transaction for the purposes of the Listing Rules, be and is hereby approved.

BY ORDER OF THE BOARD

Tim Watts

Secretary

Registered office

Medawar Centre Company

Robert Robinson Avenue

The Oxford Science Park

Oxford OX4 4GA

Dated 10 December 2013

Notes

- (1) Members entitled to attend and vote at the General Meeting are also entitled to appoint one or more proxies to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder which must be identified on the form of proxy. A proxy need not be a shareholder of the company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. 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) A 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 Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or submitted electronically via www.capitashareportal.com (see note 3), not later than 48 hours before the time appointed for holding the General Meeting or, in the case of a poll taken subsequently to the date of the General Meeting, or any adjourned meeting, not less than 24 hours before the time appointed for the taking of the poll which is taken more than 48 hours after the day of the General Meeting or adjourned meeting. Shareholders who intend to appoint more than one proxy can obtain additional forms of proxy from Capita Asset Services. 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 of more than one appointments being made.
- (3) You may submit your proxy vote electronically via www.capitashareportal.com. From there you can log in to your Capita share portal account or register for the Capita share portal if you have not already done so. To register, select “Register” then enter your surname, Investor Code, postcode and an e-mail 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.
- (4) An abstention (or “vote withheld”) option has been included on the form of proxy. 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.
- (5) Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “Nominated Person”) may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- (6) The statement of rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
- (7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with CRESTCo's specification and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Registrar (ID RA10) by 10 a.m. on 4 January 2014. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that CRESTCo does not make available special procedures in CREST 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 members concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and where applicable, their CREST sponsors or voting service providers are referred, in particular, 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.

- (8) Completion and return of a form of proxy will not affect the right of such member to attend and vote in person at the meeting or any adjournment thereof.
- (9) Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders entered on the register of members of the Company at 6 p.m. on 4 January 2014 will be entitled to attend or vote (whether in person or proxy) at the General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 6 p.m. on 4 January 2014 will be disregarded in determining the rights of any person to attend or vote at the meeting or any adjourned meeting (as the case may be).
- (10) As at 9 December 2013 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 1,416,149,005 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 9 December 2013 are 1,416,149,005.
- (11) In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
- (12) A copy of this notice of meeting, together with any members' statements which have been received by the Company after the despatch of this notice and the other information required by s.311A of the Companies Act 2006 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.