

## Notice of Annual General Meeting

### **OXFORD PHARMASCIENCE GROUP PLC**

### **Formerly Oxford Nutrascience Group Plc**

*(Incorporated in England and Wales with registered number 07036758)*

### **NOTICE OF 2013 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of Oxford Pharmascience Group Plc will be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU on Wednesday 12 June 2013 at 2 p.m. to transact the following business, of which resolutions 1 to 5 (inclusive) will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution:

#### **ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report, the Audited Statement of Accounts and Auditors' Report for the year ended 31 December 2012.
2. To re-elect Michael Bretherton as a director of the Company, who stands for re-election pursuant to the Articles of Association of the Company.
3. To re-elect Marcelo Bravo as a director of the Company, who retires by rotation pursuant to the Articles of Association of the Company.
4. To re-appoint RSM Tenon Audit Limited as auditors of the Company and to authorise the Directors to determine their remuneration.

#### **SPECIAL BUSINESS**

##### **Allotment of shares**

5. THAT the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"), in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot shares in the Company and to grant Rights pursuant to an offer or agreement made by the Company before the date this resolution is passed) up to:
  - (a) a maximum aggregate nominal amount of £243,623.32 (being approximately one third of the issued share capital as at 18 March 2013); and
  - (b) in addition to the amount referred to in (a) above, up to a maximum aggregate nominal amount of £243,623.32 (being approximately one third of the issued share capital as at 18 March 2013) in connection with a rights issue in favour of holders of ordinary shares of 0.1 pence each in the capital of the Company ("Ordinary Shares") where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, 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, provided that such authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2014 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require relevant securities to

be allotted in pursuance of such offer or agreement as if the authority conferred hereby had not expired. This authority is without prejudice to the continuing authority of the Directors to allot relevant securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

#### Disapplication of pre-emption rights

6. THAT, subject to resolution 5 above being passed, the Directors be and they are hereby empowered pursuant to section 570 of the Act in substitution for all such powers previously given (but without prejudice to the continuing power of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed) to allot equity securities (within the meaning of section 560 of the Act) pursuant to the authority for the purposes of section 551 of the Act conferred by resolution 5, as if section 561 of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) in connection with an offer of such securities by way of a rights issue or other pro rata offer to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to sub-paragraph (a) above, the allotment of equity securities up to an aggregate nominal amount of £109,630.49, provided that this power shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2014 unless and to the extent that such authority is renewed or extended prior to such date so that the Company may before such expiry make an offer or agreement which would or might require the Directors to allot equity securities in pursuance of such an offer as if the authority conferred hereby had not expired.

By order of the Board

**Christopher Hill**

*Company Secretary*

19 March 2013

**Registered office:**

Third Floor  
17 Hanover Square  
London  
W1S 1HU

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### EXPLANATORY NOTES

#### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
  - 2 p.m. on 10 June 2013; or,
  - if this Meeting is adjourned, at 2 p.m. on the day two days prior to the adjourned meeting,shall be entitled to attend and vote at the Meeting.

#### Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you either select the "Discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

#### Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA; and
- received by Neville Registrars no later Limited than 2 p.m. on 10 June 2013.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

- To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars, Neville House, 18 Laurel Lane, Halesowen, B63 3DA. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Termination of proxy appointments

- In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment as above. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

The revocation notice must be received by Neville Registrars no later than 2 p.m. on 10 June 2013. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### Voting rights

- As at 6 p.m. on 18 March 2013, the Company's issued share capital comprised 730,869,952 ordinary shares of £0.001 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 6 p.m. on 18 March 2013 is 730,869,952.

### Directors' transactions and service contracts

- A statement or summary of transactions of Directors (and their family interests) in the share capital of the Company and copies of all Directors' service contracts of more than one year's duration will be available for inspection at the registered office during usual business hours (Saturdays and public holidays excepted) until the date of the annual general meeting, and at the place of the meeting for at least 15 minutes before the meeting until the conclusion of the meeting.