

## 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 2012 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 2012 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 14 June 2012 at 2 p.m. to transact the following business, of which resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolution 7 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 2011.
2. To re-elect David Robert Norwood as a director of the Company, who stands for re-election pursuant to the Articles of Association of the Company.
3. To re-elect Nigel James Theobald as a director of the Company, who retires by rotation pursuant to the Articles of Association of the Company.
4. To re-elect James Nicholas White as a director of the Company, who retires by rotation pursuant to the Articles of Association of the Company.
5. 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**

6. That the Directors be and they are hereby generally and unconditionally authorised in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made) to exercise all of the powers of the Company to allot equity securities pursuant to section 551 of the Act up to an aggregate nominal amount of £201,841.25 provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2013, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry of this authority and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

##### **Disapplication of pre-emption rights**

7. That the Directors be and they are hereby authorised and empowered pursuant to section 571 of the Act in substitution for all previous powers granted to them (but without prejudice to the continuing power of the Directors to allot equity securities (as defined in section 560 of the Companies Act 2006 (the "Act")) in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement

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was made) to allot equity securities pursuant to the section 551(1) authority referred to in resolution 6 above as if section 561(1) of the Act did not apply to any such allotment, provided that such power is limited to:

- (a) the allotment of equity securities in connection with rights issues to holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or any legal or practical problems under the law of, or the requirements of any regulatory body or any recognised stock exchange in, any territory;
- (b) in connection with the issue of equity securities of an aggregate amount of up to £7,500 in connection with the exercise of the options granted under an option agreement made between the Company and Nigel Theobald (a director of the Company) and dated 27 January 2011;
- (c) in connection with the issue of equity securities of an aggregate amount of up to £2,000 in connection with the exercise of the options granted under an option agreement made between the Company and James White (a director of the Company) and dated 21 November 2011; and
- (d) in connection with the issue of equity securities (otherwise than pursuant to paragraphs (a), (b) or (c) above) up to a maximum aggregate nominal amount of £86,553.57;

provided that this authority shall expire on the earlier of the conclusion of the next following Annual General Meeting of the Company or 30 June 2013, unless and to the extent that such authority is renewed, varied, revoked or extended prior to such date, save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted after such expiry of this authority and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

**Christopher Hill**

*Secretary*

26 March 2012

***Registered office:***

Third Floor  
17 Hanover Square  
London  
W1S 1HU

## EXPLANATORY NOTES

### Entitlement to attend and vote

- 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 12 June 2012; 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

- 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.
- 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.
- 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

- 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 Capita Registrars PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU; and
- received by Capita Registrars no later than 2 p.m. on 12 June 2012.

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

- 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

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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

7. 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 Capita Registrars PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. 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

8. 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 Capita Registrars no later than 2 p.m. on 12 June 2012. 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

9. As at 18:00 on 23 March 2012, the Company's issued share capital comprised 577,023,798 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 18:00 on 23 March 2012 was 577,023,798 ordinary shares.

### Directors' transactions and service contracts

10. 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.