



## **Notice of the 2008 Annual General Meeting**

**This document is important and requires your immediate attention.**

If you are in any doubt about what action you should take, you should immediately contact your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or transferred all of your holding of ordinary shares you should pass this document and any accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (the "**AGM**") of Bioganix plc will be held at Sharpness Recycling Centre, The Streamline Building, Sharpness Docks, Sharpness, Gloucestershire GL13 9UN on 5 August 2008 at 11.30 a.m. for the following purposes:

### **Ordinary Business:**

To consider and, if thought fit, pass the following resolutions, which will be proposed as ordinary resolutions:

#### ***Receipt and adoption of financial statements***

1. That the report of the Directors and the financial statements for the year ended 31 December 2007 together with the independent auditors' report be received and adopted.

#### ***Re-appointment of directors***

2. To re-elect Professor Jeremy Myles Tavaré, who retires at the first annual general meeting following his appointment in accordance with the Company's articles of association.
3. To re-elect Oliver John Collinson O'Toole, who retires at the first annual general meeting following his appointment in accordance with the Company's articles of association.

#### ***Appointment of auditors***

4. That Baker Tilly UK Audit LLP be re-appointed as auditors of the Company until the conclusion of the next general meeting before which accounts are laid and, that their remuneration be agreed by the Directors.

### **Special Business:**

To consider and, if thought fit, pass the following resolutions of which Resolution 5 will be proposed as an ordinary resolution and Resolutions 6, 7 and 8 will be proposed as special resolutions:

#### ***Directors' power to allot securities***

5. That in substitution for any other equivalent authority or power granted to the Directors prior to the passing of this resolution, the Directors be and they are generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 (the "**Act**") to allot relevant securities (as defined in that section) up to an aggregate nominal amount of £270,588.90 to such persons at such times and on such terms as they think proper during the period expiring at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or such earlier date (if any) on which this authority is revoked, save that the Company may prior to the expiry

of such period make any offer or agreement which would or might require relevant securities to be allotted after the expiry of this period and the Directors may allot relevant securities in pursuance of any such offer or agreement notwithstanding the expiry of the authority given by this resolution.

### ***Waiver of statutory pre-emption rights***

6. That in substitution for any other equivalent authority or power granted to the Directors prior to the passing of this resolution, the Directors be and they are empowered pursuant to Section 95(1) of the Act to allot equity securities (as defined in Section 94(2) of the Act) of the Company for cash pursuant to the authority of the Directors under Section 80 of the Act conferred by Resolution 5 set out in the Notice of Annual General Meeting convened on 5 August 2008 or by virtue of section 94(3A) of the Act, in either case as if Section 89(1) of the Act did not apply to such allotment and at any time prior to the expiry of the power conferred by this resolution to make any offer or agreement which would or might require equity securities to be allotted after the expiry of such power notwithstanding the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or such earlier date (if any) on which the said authority is revoked, and provided that the power conferred by this resolution shall be limited to the allotment of ordinary shares up to a maximum nominal amount of £162,353.30.

### ***Market purchase of shares***

7. That in accordance with article 14 of the Company's articles of association and section 166 of the Act, the Company is generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 10 pence each in the capital of the Company ("**Ordinary Shares**") on such terms and in such manner as the directors of the Company may from time to time determine provided that:
  - (a) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 811,767;
  - (b) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105% of the average of the middle market quotation of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that share is purchased and the minimum price which may be paid is £0.10 per Ordinary Share (in each case exclusive of expenses (if any) payable by the Company); and
  - (c) this authority will expire on the conclusion of the next Annual General Meeting of the Company unless renewed before that time, but the Company may make a contract to purchase its Ordinary Shares under this authority before its expiry which will or may be executed wholly or

partly after the expiry of this authority and may make a purchase of Ordinary Shares in pursuance of any such contract.

***Adoption of new articles of association***

8. That the articles of association produced to the meeting and initialled by the chairman of the meeting for the purposes of identification be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the current articles of association.

4 July 2008

By order of the Board

Wayne Symonds  
Secretary

Registered office:  
Wharton Court  
Leominster  
Herefordshire HR6 0NX

Notes:

- (1) All members who hold ordinary shares are entitled to attend and vote at the meeting. A member who is entitled to attend and vote may appoint one or more proxies to attend and vote instead of him, and a proxy need not also be a member. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A form of proxy accompanies this notice. If you do not intend being present at the meeting please sign and return it so as to reach the Company's registrar, Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, by 11.30 a.m. on 1 August 2008. The return by a member of a duly completed form of proxy will not preclude any such member from attending in person and voting at the meeting.
- (2) A copy of the proposed new articles of association of the company, and a copy of the existing articles of association of the Company marked to show the changes being proposed in resolution 8, the register of directors' interests in the shares of the Company and copies of the executive directors' service contracts and the non-executive directors' letters of appointment are available for inspection at the registered office of the Company during the usual business hours on any weekday (Saturday and public holidays excluded) from the date of this notice until the annual general meeting and will be available for inspection at the place of the annual general meeting for at least 15 minutes prior to and during the meeting.
- (3) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the first named on the register of members will be accepted to the exclusion of the others.
- (4) To have the right to attend and vote at the meeting (and also for the purposes of calculating how many votes a person may cast), a person must have his or her name on the register of members by no later than 6.00 p.m. on 3 August 2008. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

## **Explanation of Resolutions proposed at the Annual General Meeting**

### **Re-election of directors**

#### **Resolution 2**

In accordance with Article 82 of the Company's articles of association Professor Jeremy Myles Tavaré, who retires at the first annual general meeting following his appointment and being eligible, offers himself for re-election at the AGM.

#### **Resolution 3**

In accordance with Article 82 of the Company's articles of association Oliver John Collinson O'Toole, who retires at the first annual general meeting following his appointment and being eligible, offers himself for re-election at the AGM.

### **Re-appointment of auditors**

#### **Resolution 4**

This resolution concerns the re-appointment of Baker Tilly UK Audit LLP as auditors until the conclusion of the next AGM.

### **Share capital resolutions**

#### **Resolution 5 - renewal and extension of authority to allot shares**

Resolution 5 will be proposed as an ordinary resolution to give the directors a general authority, in accordance with Section 80 of the Companies Act 1985, to allot 2,705,889 ordinary shares (being ordinary shares of a nominal value of £270,588.90) in the Company equivalent to 33.3% of the issued ordinary share capital of the Company as at 4 July 2008. This authority replaces the authority given to the directors on 10 August 2007 and will expire at the conclusion of the next AGM.

#### **Resolution 6 - renewal and extension of authority to disapply statutory pre-emption rights**

Resolution 6 will be proposed as a special resolution to authorise the directors to allot equity securities for cash (otherwise than pro rata to existing shareholders) in connection with an offer by way of rights which does not strictly comply with Section 89 of the Companies Act 1985 or otherwise up to a maximum aggregate nominal value of £162,353.30 (representing 20% per cent of the issued ordinary share capital of the Company as at 4 July 2008). This authority replaces the authority given to the directors on 10 August 2007 and will expire at the conclusion of the next AGM.

#### **Resolution 7 - Market purchase of shares**

Under Resolution 7, which is proposed as a special resolution, the Company will seek a limited authority to make purchases in the market of its own Ordinary Shares,

subject to specified limits including the minimum and maximum prices which may be paid. The maximum number of ordinary shares which the Company may purchase pursuant to this authority is limited to a maximum of 811,767 Ordinary Shares, representing 10% of the issued ordinary share capital of the Company as at 4 July 2008.

There are outstanding options to subscribe for a total of 580,184 Ordinary Shares in the Company, representing approximately 7.15% of the issued ordinary share capital of the Company as at 4 July 2008. If the Company was to exercise in full the proposed authority to purchase its own shares, the shares for which there are outstanding options to subscribe would still represent approximately 7.94% of the issued ordinary share capital of the Company as reduced by those purchases.

In seeking this authority the Board is not indicating any commitment to buy back Ordinary Shares. The Board will only exercise the authority if, in the light of market conditions prevailing at the time, it considers that the purchases of Ordinary Shares can be expected to result in an increase in earnings per share and be in the best interests of shareholders generally. The Directors do, however, consider it desirable for this authorisation to be available to provide flexibility in the management of the Company's capital reserves. This authority replaces the authority given to the directors on 10 August 2007 and will expire at the conclusion of the next AGM.

### **Resolution 8 – Adoption of new Articles of Association**

It is proposed in this resolution to adopt new articles of association of the Company (the "**New Articles**") in order to update the current articles of the association of the Company (the "**Current Articles**") to take account of changes to the law relating to conflicts of interest of directors and electronic and web communication brought about by the Companies Act 2006 Act (the "**2006 Act**").

The principal changes introduced by the New Articles are set out below.

#### **Conflicts of Interest**

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The 2006 Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking

the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors.

### **Electronic and web communications**

Provisions of the 2006 Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a member by means of website communication, the relevant member must be asked individually by the Company to agree that the Company may send or supply documents or information to him by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the member (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a member can always request a hard copy version of the document or information.

There may be other changes to the articles of association which the Company may wish to introduce in the light of the 2006 Act. It is likely that any such changes will be introduced once the whole of the 2006 Act has come into force (which is expected to be in October 2009).

The New Articles showing all the changes to the Current Articles are available for inspection, as set out in the notes to the Notice of AGM.

### **Biographical details of Directors seeking election and recommended for election at the Annual General Meeting to be held on 5 August 2008:**

#### **Professor Jeremy Tavaré**

Professor Jeremy Tavaré is the Professor of Biochemistry at the University of Bristol. He is also a director of ProXara Biotechnology Ltd. Jeremy graduated from Bristol University in 1982 and was awarded a PhD by the same in 1986. Since then he has pursued an academic career at the University of Bristol with a one year Fellowship at the Howard Hughes Medical Institute in the USA. Through his work with ProXara (a biotechnology company) and committee work within Bristol University, Jeremy has amassed significant board and commercial experience.

#### **Oliver O'Toole**

Oliver O'Toole (previously Oliver Toole) has worked for Bioganix since January 2006 as the Company's Technical and Operations Manager. Oliver graduated from

Oxford University in 1983 with a degree in Engineering, Economics and Management. Prior to joining Bioganix, Oliver held a number of senior positions in engineering, manufacturing and consultancy businesses. Since joining Bioganix, Oliver has made a major contribution to the growth and development of the business, in particular the establishment of the Suffolk (Parham) and Sharpness operations.

# Bioganix plc

Registered in England and Wales No. 05564425

## Form of Proxy (Annual General Meeting)

Form of proxy for use at the annual general meeting of Bioganix plc (the "**Company**") to be held at Sharpness Recycling Centre, The Streamline Building, Sharpness Docks, Sharpness, Gloucestershire GL13 9UN on 5 August 2008 at 11.30 am ("**AGM**" or "**Meeting**").

I/We .....  
of .....  
being a member/members of the Company entitled to receive notice, attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*)  
..... as my/our proxy to vote for me/us and on my/our behalf at the AGM and at any adjournment thereof in relation to the Resolutions specified in the Notice of AGM dated 4 July 2008 (the "**Resolutions**") and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof.

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

Resolution	FOR	AGAINST	ABSTAIN
<i>Ordinary Business</i>			
1. To receive and adopt the report of the directors and the audited financial statements for the year ended 31 December 2007 (ordinary resolution)			
2. To re-elect Professor Jeremy Myles Tavaré as a director (ordinary resolution)			
3. To re-elect Oliver John Collinson O'Toole as a director (ordinary resolution)			
4. To re-appoint Baker Tilly UK Audit LLP as auditors of the Company and to authorise the directors to determine their remuneration (ordinary resolution)			
<i>Special Business</i>			
5. To authorise the directors to allot shares (ordinary resolution)			
6. To empower the directors to disapply statutory pre-emption rights (special resolution)			
7. To authorise the company to make market purchases of its own shares (special resolution)			
8. To adopt new Articles of Association of the Company (special resolution)			

(*Note 3*)

Number of shares: ..... Class of shares: .....

.. This proxy appointment is one of a multiple proxy appointment (*Note 4*)

In the absence of instructions the proxy is authorised to vote (or abstain from voting) on the Resolutions at his or her discretion. The proxy is also authorised to vote (or abstain from voting) on any other business which may properly come before the Meeting.

Signed ..... Dated .....2008

Notes:

- (1) A member wishing to appoint someone other than the Chairman of the Meeting as his or her proxy (who need not be a member of the Company) should insert that person's name in the space provided in substitution for the reference to "*the Chairman of the Meeting*" and initial the alteration.
- (2) Please indicate by inserting an "X" under "*FOR*" or "*AGAINST*" or "*ABSTAIN*" how you wish your vote to be cast on the relevant resolution. However, it should be noted that an abstention is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.
- (3) If the proxy is being appointed for less than your full entitlement, please indicate above your signature the number and class of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.
- (4) A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed. Further copies of this form may be obtained from Company's registrars, Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR or you may photocopy this form. If you appoint multiple proxies, please indicate above your signature, the number and class of shares in relation to which the person named on this form is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned to Company's registrars, Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR, together in the same envelope. Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render all the appointments invalid.
- (5) On receipt of this form of proxy duly signed but without any specific directions as to how you wish your proxy to vote, you will be considered to have authorised the proxy to vote or abstain at his or her discretion.
- (6) This form should be returned to the Company's registrars, Capita Registrars (Proxies), PO Box 25, Beckenham, Kent BR3 4BR. In order to be effective it must be deposited at this address duly completed and signed (together with any authority under which it is signed or a notorially certified copy of the authority) by 11.30 a.m. on 1 August 2008.
- (7) In the case of a corporation, this form of proxy must be under the common seal or signed by an officer or attorney duly authorised in writing.
- (8) In the case of joint holders, the vote of the senior who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stated in the register of members of the Company in respect of the joint holding.
- (9) Completion of this form of proxy will not prevent the holder from attending and voting at the meeting in person should he or she wish. In such cases any votes cast by the member will be accepted to the exclusion of those cast by the proxy holder.
- (10) Any alterations made to this form of proxy should be initialled.