

Motif Bio Plc
General Meeting

Result of General Meeting

The General Meeting of Motif Bio Plc was held at the offices of Reed Smith LLP at 599 Lexington Avenue, New York, New York 10022 on 14 November 2019 at 1.00 p.m. EST (6.00 p.m. GMT).

All five resolutions put to members were passed on a show of hands or by a poll. Resolutions 1 to 3 were passed as ordinary resolutions and resolutions 4 and 5 were passed as special resolutions.

The number of votes lodged by proxy for and against each of the resolutions proposed, and the number of votes withheld was as follows:

Resolution	Votes for	%	Votes against	%	Votes withheld
Resolution 1 (Ordinary) Conditional upon resolutions 2-5, to subdivide each of the existing Ordinary Shares in issue into 1 ordinary share of 0.01 pence in nominal value and one deferred share of 0.99 pence in nominal value.	9,851,590	97.54%	248,930	2.46%	59,701
Resolution 2 (Ordinary) Conditional upon resolutions 1 and 3-5, to approve the orderly sale and/or wind down by the Company of Motif BioSciences Inc., its wholly owned subsidiary and sole operating business with the result that the Company shall become an AIM Rule 15 cash shell.	9,836,532	97.39%	263,988	2.61%	59,701
Resolution 3 (Ordinary) Conditional upon resolutions 1, 2, 4 and 5, to authorise the Directors to allot relevant securities up to an aggregate nominal value of (a) up to a maximum of 142,857,143 New Ordinary Shares in connection with the Placing (b) up to an aggregate of 7,142,855.	9,790,891	97.25%	277,368	2.75%	91,962
Resolution 4 (Special) Conditional upon resolutions 1, 2, 3 and 5, to amend the Articles of Association of the Company.	9,851,590	98.13%	187,368	1.87%	121,263
Resolution 5 (Special) Conditional upon resolutions 1-4, to disapply statutory pre-emption rights	8,601,035	85.09%	1,507,184	14.91%	52,002

<p>in relation to the allotment of the equity securities to be issued in accordance with the authorisations approved in resolution 3, (a) up to a maximum of 142,857,143 New Ordinary Shares in connection with the Placing (b) up to an aggregate of 7,142,857 New Ordinary Shares in connection with the granting of warrants to the Placing Agent (c) up to an aggregate of 24,267,408 New Ordinary Shares (being 5 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (d) up to an aggregate of 97,069,633 New Ordinary Shares (being 20 per cent. of the issued share capital) awarded to Hercules in connection with the Corporate Restructuring (e) up to an aggregate of 485,348,166 New Ordinary Shares (being an aggregate nominal value of £48,534.8166 and 100 per cent. of the share capital assuming completion of the Placing).</p>					
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As at 13 November 2019, there were 342,491,023 ordinary shares in issue. Shareholders are entitled to one vote per share. Votes withheld are not votes in law and so have not been included in the calculation of the proportion of votes for and against a resolution.