

Motif Bio plc
2018 Annual General Meeting

Result of AGM

The Annual General Meeting was held at the offices of DLA Piper UK LLP at 3 Noble St, London, EC2V 7EE at 1.00 p.m. on 19 June 2018.

All 11 resolutions put to members were passed on a show of hands. Resolutions 1 to 10 were passed as ordinary resolutions and resolution 11 was passed as a special resolution.

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

Resolution	Votes for	%	Votes against	%	Votes withheld
1. To receive the Company's annual accounts and the strategic, directors' and auditors' reports for the year ended 31 December 2017.	110,636,413	99.97	29,330	0.03	Nil
2. To approve the directors' remuneration report (other than the part containing the directors' remuneration policy) for the year ended 31 December 2017.	88,117,731	82.00	19,343,867	18.00	3,204,145
3. To reappoint Zaki Hosny as a director.	88,143,895	82.01	19,336,190	17.99	3,185,658
4. To reappoint Mary Lake Polan as a director.	100,225,587	90.57	10,440,156	9.43	Nil
5. To reappoint Bruce A. Williams as a director.	88,143,895	82.01	19,336,190	17.99	3,185,658
6. To reappoint PricewaterhouseCoopers LLP UK as UK reporting and statutory auditors to the Company under International Auditing Standards.	110,636,413	99.97	29,330	0.03	Nil
7. To reappoint PricewaterhouseCoopers LLP US as US GAAS auditors to the Company for PCAOB and other US reporting requirements.	110,636,413	99.97	29,330	0.03	Nil
8. To authorise the directors to determine the remuneration of the auditors.	110,636,413	99.97	29,330	0.03	Nil
9. That the maximum number of ordinary shares that may be issued pursuant to the Company's 2015 Share Option Plan be set at 10% of the issued share capital of the Company, at any point in time.	87,990,913	81.96	19,364,685	18.04	3,310,145
10. The Directors be authorised to allot equity securities (limited to the allotment of equity securities	98,548,721	91.70	8,925,364	8.30	3,191,658

up to an aggregate nominal amount of £1,000,000).					
11. Subject to certain limitations, the Directors be empowered to allot equity securities wholly for cash up to an aggregate nominal amount of £450,000.	98,266,582	91.44	9,193,364	8.56	3,205,797

As at June 15, 2018, there were 296,534,507 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.