

**XANTHUS HOLDINGS PLC**

MINUTES of the Extraordinary General Meeting of the Company held at 168, St Christopher Street, Valletta VLT1467, Malta on 11<sup>th</sup> February 2013.

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The Adjourned Annual General Meeting was held at 10:00am. No quorum was present within an hour from the appointed time for the meeting.

Pursuant to Article 34 of the Company's Articles of Association, the meeting was held at 11:15am.

Present at the meeting was Louise Borg Vella, in person (as proxy in respect of 10,940,242 ordinary shares and in respect of 100,000 ordinary shares) and Thomas Jacobsen, in person (Company Secretary).

Louise Borg Vella was elected Chairman of the Meeting.

The Chairman confirmed that a quorum was present in terms of Article 34 of the Company's Articles of Association.

The Chairman read the minutes of the Annual General Meeting of the Company held on 15<sup>th</sup> August 2012. The minutes were unanimously approved.

The Chairman noted the resignation of Mr Emanuel Kunz from his position as a Director of the Company with effect from 11<sup>th</sup> February 2013.

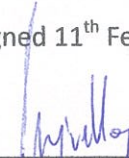
The Chairman moved to appoint Mr Claudio Morandi, holder of Swiss passport number F2214252, residing at Bohlstrasse 12, CH- 8355 Aadorf, Switzerland and Dr Stefan Feuerstein, holder of German passport number C3K7ZJF4T, residing at Charlottenstrasse 59, D- 10117 Berlin, Germany as Directors of the Company.

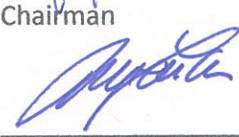
The Chairman moved to appoint Dr Stefan Feuerstein, holder of German passport number C3K7ZJF4T, residing at Charlottenstrasse 59, D- 10117 Berlin, Germany as Chairman of the Board of Directors of the Company, replacing Mr Jorg R. Lemberg.

The meeting unanimously approved the resolution.

There being no other business, the Chairman closed the meeting.

Signed 11<sup>th</sup> February 2013.

  
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Louise Borg Vella  
Chairman

  
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Thomas Jacobsen  
Company Secretary