

Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Genus plc, please send this document and the accompanying documents to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of Annual General Meeting

Notice is hereby given that the 2015 Annual General Meeting of Genus plc (the 'Company') will be held at Matrix House, Basing View, Basingstoke, Hampshire RG21 4DZ on 19 November 2015 at 11.00am for the following purposes:

To consider and if thought fit, to pass the following resolutions, of which numbers 1 to 12 will be proposed as ordinary resolutions and numbers 13 to 15 as special resolutions.

1. To approve the Company's audited Financial Statements, the Directors' Report, the Strategic Report and the Auditor's Report for the year ended 30 June 2015 (the 'Annual Report and Accounts').
 2. To approve the Annual Statement by the Chairman of the Remuneration Committee (the 'Committee') and the Annual Report on Remuneration for the year ended 30 June 2015, as set out on pages 64 to 65 and 68 to 78 respectively of the Company's Annual Report 2015.
 3. To declare and approve a final dividend of 13.4 pence per ordinary share, payable on 4 December 2015 to shareholders on the register of members at the close of business on 20 November 2015. An interim dividend of 6.1 pence per ordinary share was paid on 27 March 2015 to shareholders on the register at 6 March 2015.
 4. To re-elect Bob Lawson as a Director of the Company who, being eligible, offers himself for re-election.
 5. To re-elect Karim Bitar as a Director of the Company who, being eligible, offers himself for re-election.
 6. To re-elect Stephen Wilson as a Director of the Company who, being eligible, offers himself for re-election.
 7. To re-elect Nigel Turner as a Director of the Company who, being eligible, offers himself for re-election.
 8. To re-elect Mike Buzzacott as a Director of the Company who, being eligible, offers himself for re-election.
 9. To re-elect Duncan Maskell as a Director of the Company who, being eligible, offers himself for re-election.
 10. To re-elect Lykele van der Broek as a Director of the Company who, being eligible, offers himself for re-election.
 11. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next general meeting of the Company at which Financial Statements are laid and to authorise the Directors to agree the auditor's remuneration.
 12. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to allot shares in the Company up to a maximum aggregate nominal amount of £1,500,240.40 being 15,002,404 ordinary shares of 10 pence each ('Ordinary Shares'), representing 24.6% of the issued share capital of the Company as at 6 October 2015 (being the latest practicable date before publication of this Notice), such authority to expire on the conclusion of the Company's Annual General Meeting next following or, if earlier, the close of business on the day which is 15 months after the date on which this resolution is passed but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted after such expiry and the Directors may allot shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
 13. That subject to and conditional on the passing of resolution 12, the Directors be empowered, pursuant to section 570 and section 573 of the Act, to allot equity securities (within the meaning of sections 560 of the Act) for cash pursuant to the authority conferred by resolution 12 as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
 - 13.1 in connection with an offer of such securities by way of rights issue; and
 - 13.2 otherwise than pursuant to sub-paragraph 13.1 above up to an aggregate nominal amount of £609,869.90 being 6,098,699 Ordinary Shares representing not more than 10% of the issued share capital of the Company as at 6 October 2015 (being the latest practicable date before publication of this Notice),
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Notice of Annual General Meeting continued

and shall expire on the conclusion of the Company's Annual General Meeting next following or, if earlier, the close of business on the day which is 15 months after the date on which this resolution is passed, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired. This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 12" were omitted in relation to such a sale.

In this resolution, 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders on the register on a fixed record date in proportion as nearly as may be to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirement of any recognised regulatory body or any stock exchange in, any territory or any other matter.

14. That subject to and in accordance with article 9 of the Company's Articles of Association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares on such terms as the Directors think fit provided that:
- 14.1 the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,098,699 (representing 10% of the Company's issued ordinary share capital as at 6 October 2015, being the latest practicable date before publication of this Notice);
- 14.2 the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;
- 14.3 the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to the higher of: (a) 105% of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which such share is contracted to be purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
- 14.4 the authority conferred by this resolution shall expire on the conclusion of the Company's Annual General Meeting next following or 15 months after the date of its passing (whichever occurs first), except that the Company may, before such expiry, enter into a contract for the purchase of Ordinary Shares which will or may be completed by or executed wholly or partly after the expiration of this authority.
15. That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice and that such authority shall expire on the conclusion of the Company's Annual General Meeting next following.

The Directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

By order of the Board
Registered office:
Matrix House
Basing View
Basingstoke
RG21 4DZ
Registered in England and Wales with number 02972325



Dan Hartley
Group General Counsel & Company Secretary
6 October 2015

Explanatory Notes

This section contains an explanation of each of the resolutions to be put to the Annual General Meeting. Resolutions 1 to 12 are ordinary resolutions requiring the approval of a simple majority of shareholders present (in person or by proxy) and voting at the Annual General Meeting. Resolutions 13 to 15 are special resolutions requiring the approval of 75% of shareholders present (in person or by proxy) and voting at the Annual General Meeting.

Resolution 1 – To Receive the Annual Report and Accounts

Shareholders are invited to approve the Annual Report and Accounts.

Resolution 2 – Approval of the Annual Statement by the Chairman of the Committee and the Annual Report on Remuneration

Under new legislation that came into force in the UK on 1 October 2013, the Company is required to offer an annual advisory vote on the implementation of the Company's existing remuneration policy in terms of the payments and share awards made to Directors during the year (the Annual Statement by the Chairman and the Annual Report on Remuneration) and a separate binding vote on the Company's forward looking remuneration policy (the 'Directors' Remuneration Policy') at least once every three years, or earlier if a change is made to the Directors' Remuneration Policy, or the advisory vote is not passed by shareholders.

Resolution 2 seeks shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and the Annual Report on Remuneration as set out on pages 64 to 65 and 68 to 78 respectively of the Company's Annual Report 2015.

Shareholder approval for the Directors' Remuneration Policy Report, a summary of which is set out on pages 79 to 81 of the Company's Annual Report 2015 for information purposes only, was given at the Company's 2014 Annual General Meeting. As there are no proposed changes to the Directors' Remuneration Policy this year, there will be no resolution at this year's Annual General Meeting seeking approval of such Policy.

Resolution 3 – Final Dividend

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the meeting approves the final dividend it will be paid out in accordance with resolution 3.

Resolutions 4 to 10 – Re-election of Directors

In accordance with provisions of the UK Corporate Governance Code, all Directors of the Company are required to offer themselves for annual re-election. Biographies of all of the current Directors can be found on page 51 of the Company's Annual Report 2015.

Resolution 11 – Appointment of Auditor and Auditor's Remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are presented, to hold office until the end of the next such meeting. Following the conclusion of an external audit tender carried out in compliance with the UK Corporate Governance Code in the year ended 30 June 2015, this resolution is recommended by the Audit Committee and proposes the reappointment of the Company's existing auditor, Deloitte LLP, and follows good practice in giving authority to the Audit Committee to agree its remuneration.

Resolution 12 – Authority to Allot Shares

Resolution 12 is proposed as an ordinary resolution and seeks the approval of shareholders, in accordance with section 551 of the Act, to authorise the Directors to allot Ordinary Shares for a period as stated in resolution 12. The Directors have no current intention to exercise this authority and intend to comply with the guidance issued by the Investment Management Association. However, if the Directors do exercise this authority, the Directors intend to follow emerging best practice as regards to its use. As at the date of this Notice, no shares are held by the Company in treasury.

Resolution 13 – Disapplication of Pre-emption Rights

Resolution 13, which will be proposed as a special resolution, seeks the approval of shareholders, pursuant to the provisions of section 570 of the Act, to waive the statutory pre-emption rights applicable to the allotment of equity securities for cash. The Pre-emption Group's Statement of Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue (a 'Relevant Acquisition or Specified Capital Investment'). The Board intends to adhere to the provisions in the revised Pre-emption Group's Statement of Principles and to not allot shares for cash on a non pre-emptive basis pursuant to the authority in Resolution 13: (i) in excess of an amount equal to 5% of the total issued ordinary share capital of the Company (excluding treasury shares); or (ii) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company (excluding treasury shares) within a rolling three-year period, without prior consultation with shareholders, in each case other than in connection with a Relevant Acquisition or Specified Capital Investment. The Directors' existing authority expires at the forthcoming Annual General Meeting.

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Resolution 14 – Authority to Purchase Own Shares

Resolution 14, which will be proposed as a special resolution, seeks authority for the Company to purchase up to 10% of its Ordinary Shares at, or between, the minimum and maximum prices specified in this resolution. This power would be used only after careful consideration by the Directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase Ordinary Shares only if they considered it to be in the best interests of shareholders as a whole and if the purchase could be reasonably expected to result in an increase in earnings per share.

Under the Act, the Company is allowed to hold its own shares in treasury following buyback, instead of cancelling them as previously required. Such shares may be resold for cash or used to satisfy share options and share awards under the Company's share incentive schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Directors exercise the authority conferred by resolution 14, the Company will have the option of holding repurchased shares in treasury. As at the date of this Notice, no shares are held by the Company in treasury.

At 6 October 2015, options were outstanding to subscribe for 1,531,888 Ordinary Shares, representing 2.5% of the issued share capital at that date. If the full authority to purchase such shares (existing and sought) was exercised, they would represent 2.8% of the Company's issued share capital as at that date (assuming there have been no other changes to issued share capital in the meantime). The authority sought at the Annual General Meeting will expire at the conclusion of the Annual General Meeting next following, or 15 months from the date of this resolution (whichever is earlier).

Resolution 15 – Notice Period for General Meetings

Resolution 15, which will be proposed as a special resolution, seeks the approval of shareholders to reduce to 14 clear days the notice period required for a general meeting. Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 increased the notice period required for general meetings (other than Annual General Meetings) to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for general meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole. The Company also acknowledges the new requirements in the 2014 UK Corporate Governance Code and confirms that it would not call a meeting on less than 14 working days' notice, except in exceptional circumstances. If given, the approval will be effective until the Company's Annual General Meeting next following.

General Notes

This Notice is being sent to all members and to any person nominated by a member of the Company under section 146 of the Act to enjoy information rights. Information regarding the Annual General Meeting, including the information required by section 311A of the Act, is available from www.genusplc.com.

Members will find an attendance card and a form of proxy enclosed with this notice. If you are attending the Annual General Meeting, you should bring the attendance card with you. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the Annual General Meeting. Any member so entitled may appoint one or more proxies to attend, speak and to vote instead of him or her. A proxy need not be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint one or more proxies are set out in the notes to the proxy form. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. 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 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 Annual General Meeting.

To be valid, a duly executed form of proxy for use at the Annual General Meeting together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority must be deposited at the offices of Equiniti Registrars, Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, LANCING, BN99 8LU at least 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Alternatively, proxies may be appointed by having an appropriate CREST message transmitted, if you are a user of the CREST system (further details are below). 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.

Completion and return of a form of proxy will not preclude shareholders from attending the Annual General Meeting and voting in person if they wish to do so.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ('nominated persons'). Nominated persons may have a right under an agreement with the registered member who hold shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the Annual General Meeting is 6.00pm on 17 November 2015 (or if the Annual General Meeting is adjourned, members on the register of members not later than 6.00pm on the day that is two working days prior to the reconvened Annual General Meeting). Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.

Copies of contracts of service and letters of appointment between the Directors and the Company will be available for inspection at the Registered Office of the Company during normal business hours until the conclusion of the Annual General Meeting, and at the place of the Annual General Meeting for at least 15 minutes prior to the Annual General Meeting until its conclusion.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Annual General Meeting to be held on 19 November 2015 at 11.00am and any adjournment(s) thereof by using the procedures described in the CREST Manual found on the Euroclear website www.euroclear.com. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited do not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001, as amended.

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

As at 6 October 2015 (being the latest practicable date before publication of this Notice), the Company's issued share capital comprised 60,986,996 Ordinary Shares of 10 pence each. As at the date of this Notice, no shares are held by the Company in treasury. 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 6 October 2015 is 60,986,996. The Company's website, referred to above, will include information on the number of shares and voting rights.

Under section 319A of the Act, the Company must answer any question a member asks relating to the business being dealt with at the Annual General Meeting unless answering the question would interfere unduly with the preparation for the Annual General Meeting or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is undesirable in the interests of the Company or the good order of the Annual General Meeting that the question be answered.

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's Accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

In order for the voting preferences of all shareholders including those who cannot attend the meeting but who validly appoint a proxy, to be taken into account, a poll will be conducted on all resolutions at the Annual General Meeting this year. Each shareholder and proxy present at the meeting will be invited to complete a poll card indicating how they wish to cast their votes in respect of each resolution. The results of the voting will be posted on the Company's website after the meeting. Except as provided above, members who have general queries about the Annual General Meeting should call Equiniti registrars on 0871 384 2290. Calls to this number cost 10 pence per minute plus your phone company's access charge. Lines open 8.30am to 5.30pm, Monday to Friday (excluding UK public holidays). If calling from overseas, please call the Equiniti overseas helpline number of +44 121 415 7047. No other methods of communication will be accepted. You may not use any electronic address provided either in this Notice of Annual General Meeting, or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.