

## 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 as soon as possible to the purchaser or transferee, or 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 2019 Annual General Meeting of Genus plc (the 'Company') will be held at Buchanan Communications, 107 Cheapside, London EC2V 6DN on Thursday, 14 November 2019 at 11.00 am for the following purposes:

To consider and if thought fit, to pass the following resolutions, of which numbers 1 to 16 will be proposed as ordinary resolutions and numbers 17 to 20 as special resolutions.

#### ORDINARY RESOLUTIONS

1. To receive the Company's audited Financial Statements and the Directors' Reports for the year ended 30 June 2019.
2. To approve the Directors' Remuneration Report for the year ended 30 June 2019, as set out on pages 69 to 94 of the Company's Annual Report 2019.
3. To approve the Directors' Remuneration Policy, as set out on pages 72 to 82 of the Company's Annual Report 2019, to take effect immediately after the end of the AGM on 14 November 2019.
4. To approve the rules of the Genus plc Performance Share Plan (the 'PSP'), in the form produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Explanatory Notes to the Notice of AGM); and to authorise the Directors of the Company to establish further plans based on the PSP for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against any individual or overall limits contained in the PSP.
5. To approve the rules of the Genus plc Deferred Share Bonus Plan (the 'DSBP'), in the form produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Explanatory Notes to the Notice of AGM); and to authorise the Directors of the Company to establish further plans based on the DSBP for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against any individual or overall limits contained in the DSBP.
6. To approve the amendments to the rules of the Genus plc 2014 Deferred Share Bonus Plan, in the form produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Explanatory Notes to the Notice of AGM).
7. To declare a final dividend of 18.8 pence per ordinary share, payable on 29 November 2019 to shareholders on the register of members at the close of business on 8 November 2019.
8. To re-elect Bob Lawson as a Director of the Company who, being eligible, offers himself for re-election.
9. To re-elect Stephen Wilson as a Director of the Company who, being eligible, offers himself for re-election.
10. To re-elect Lysanne Gray as a Director of the Company who, being eligible, offers herself for re-election.
11. To re-elect Lykele van der Broek as a Director of the Company who, being eligible, offers himself for re-election.
12. To re-elect Lesley Knox as a Director of the Company who, being eligible, offers herself for re-election.
13. To re-elect Ian Charles as a Director of the Company who, being eligible, offers himself for re-election.
14. To reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of the AGM until the conclusion of the next general meeting of the Company at which Financial Statements are laid.
15. To authorise the Audit Committee of the Board to determine the remuneration of the auditor.

**NOTICE OF ANNUAL GENERAL MEETING CONTINUED**

16. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum aggregate nominal amount of:
- 16.1. £2,168,994.10 being 21,689,941 ordinary shares of 10 pence each ('Ordinary Shares') representing one third of the issued share capital of the Company; and
- 16.2. £2,168,994.10 being 21,689,941 Ordinary Shares representing a further third of the issued share capital of the Company, provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of an offer to holders of Ordinary Shares open for acceptance for a period fixed by the Directors to holders on the register on a fixed record date (as the Directors may determine) in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them on any such record date and to other holders of equity securities entitled to participate therein, 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 requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter (a 'rights issue'), such authority to expire on the conclusion of the Company's AGM 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 the expiry of such period, make an offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares and grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

**SPECIAL RESOLUTIONS**

17. That subject to and conditional on the passing of resolution 16, the Directors be authorised, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 16 and by way of a sale of treasury shares 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 (and sale of treasury shares):
- 17.1. in connection with an offer of securities (but in the case of the authority granted under paragraph 16.2 of resolution 16 above by way of rights issue only, as defined in that paragraph) to the holders of Ordinary Shares on a fixed record date (as the Directors may determine) in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them, on any such record date and to such other holders of equity securities entitled to participate therein, 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 regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter; and
- 17.2. other than pursuant to paragraph 17.1 above, to any person or persons up to an aggregate nominal amount of £162,674.50 representing not more than 2.5% of the issued share capital of the Company as at 30 September 2019 (being the latest practicable date prior to the publication of this Notice),
- such authority to expire upon the expiry of the general authority conferred by resolution 16 above, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power had not expired.
18. That subject to and conditional on the passing of resolution 16, and in addition to any authority granted by resolution 17, the Directors be authorised, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by that resolution and by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment and sale, provided that this power shall be:
- 18.1. limited to the allotment of equity securities, or sale of treasury shares, up to an aggregate nominal amount of £325,349.10 representing not more than 5% of the issued share capital of the Company as at 30 September 2019 (being the latest practicable date before publication of this Notice); and
- 18.2. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,
- such authority to expire upon the expiry of the general authority conferred by resolution 16 above, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power had not expired.

19. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares on such terms and in such manner as the Directors think fit provided that:

19.1. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,506,982 (representing 10% of the Company's issued ordinary share capital as at 30 September 2019, being the latest practicable date before publication of this Notice);

19.2. the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;

19.3. 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 higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution 20 will be carried out; and

19.4. the authority conferred by this resolution shall expire on the conclusion of the Company's AGM next following or the close of business on the day which is 15 months after the date of its passing (whichever occurs first) unless previously renewed, varied or revoked by the Company in general meeting, except that the Company may, before such expiry, enter into a contract for the purchase of Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be completed by or executed wholly or partly after the expiration of this authority, and may purchase its Ordinary Shares in pursuance of any such contract.

20. 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 AGM next following.

The Board considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole and are therefore 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 which amount in aggregate to 85,186 shares representing approximately 0.131% of the existing issued ordinary share capital of the Company.

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  
 30 September 2019

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### EXPLANATORY NOTES

This section contains an explanation of each of the resolutions to be put to the AGM. Resolutions 1 to 16 are ordinary resolutions requiring the approval of a simple majority of shareholders present (in person or by proxy) and voting at the AGM. Resolutions 17 to 20 are special resolutions requiring the approval of 75% of shareholders present (in person or by proxy) and voting at the AGM.

#### RESOLUTION 1 – TO RECEIVE THE ANNUAL REPORT

The Chairman will present the Annual Report to the AGM.

#### RESOLUTION 2 – APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

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 'Directors' Remuneration Report').

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out on pages 69 to 94 of the Company's Annual Report 2019. The Directors' Remuneration Report gives details of the Directors' remuneration for the year ended 30 June 2019. Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director. The report also includes details of the Remuneration Committee's representations and activities. The Company's auditor Deloitte LLP has audited those parts of the Directors' Remuneration Report which are required to be audited and their report is issued in the Company's Annual Report 2019.

The current Directors' Remuneration Policy was approved at the Company's Annual General Meeting held in November 2016 and is set out in our 2016 Annual Report which is available from our website at [www.genusplc.com](http://www.genusplc.com). The 2016 remuneration policy does not form part of the Directors' Remuneration Report for the purposes of resolution 2.

#### RESOLUTION 3 – APPROVAL OF THE DIRECTORS' REMUNERATION POLICY

The Company is required to offer a 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 if the advisory vote is not passed by shareholders.

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy given the changes made to it as outlined in the letter from the Chairman of the Remuneration Committee within the Directors' Remuneration Report (the 'Revised Policy'). The Revised Policy is set out on pages 72 to 82 of the Company's Annual Report 2019. The Revised Policy is designed to support the continued transformation of the Company into a global agricultural biotechnology pioneer by allowing the Company to recognise innovation and progress and to attract and motivate a high quality leadership team and drive focus and behaviours on long term achievement.

Subject to such approval, the proposed effective date of the Directors' Remuneration Policy is 14 November 2019, being the date of the AGM, and all payments from that date from the Company to the Directors and any former Directors must be made in accordance with such policy if approved (unless a revision to the policy has been separately approved by a shareholder resolution to allow for such a payment).

If the Directors' Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Act, continue to make payments to Directors in accordance with the existing Remuneration Policy until a new Directors' Remuneration Policy is approved by shareholders.

#### RESOLUTION 4 – ADOPTION OF THE GENUS PLC PERFORMANCE SHARE PLAN (THE 'PSP')

The Remuneration Committee has determined that it is appropriate to seek shareholder approval for the implementation of a performance share plan to replace the existing plan, which has been prepared taking account of the significant updates to best practice in corporate governance since the existing plan was adopted by shareholders in 2014.

A summary of the PSP rules is set out in the Explanatory Notes to this document on pages 182 to 184.

#### RESOLUTION 5 – ADOPTION OF THE GENUS PLC DEFERRED SHARE BONUS PLAN (THE 'DSBP')

The Remuneration Committee has determined that it is appropriate to seek shareholder approval for the implementation of a deferred share bonus plan to replace the existing plan which has been prepared taking account of the significant updates to best practice in corporate governance since the existing plan was adopted by the Board in 2014.

A summary of the DSBP rules is set out in the Explanatory Notes to this document on pages 182 to 184.

#### RESOLUTION 6 – APPROVAL OF AMENDMENTS TO THE GENUS PLC 2014 DEFERRED SHARE BONUS PLAN (THE '2014 DSBP')

The Remuneration Committee has determined that it is appropriate to seek shareholder approval to amend the 2014 DSBP, so that existing awards made under the 2014 DSBP can be satisfied using newly issued or treasury shares. Allowing the use of new issue or treasury shares will give the Company greater flexibility in satisfying existing awards and ensures that Company cash need not be used to acquire existing shares in the market to satisfy awards if it is determined that there are other uses for such cash.

The 2014 DSBP will also be amended so that awards may not be satisfied by newly issued or treasury shares where to do so would cause the number of shares which may be issued pursuant to outstanding awards granted within the previous 10 years under the 2014 DSBP:

- > and any other employees' share scheme adopted by the Company, when added to the number of shares issued for the purpose of any such 2014 DSBP awards, to exceed 10 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant; and
- > and any other executive (discretionary) employees' share scheme adopted by the Company, when added to the number of shares issued for the purpose of any such 2014 DSBP awards, to exceed 5 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant. For these purposes, the Committee interprets this 5 per cent. limit as applying to awards granted to Executive Directors and executive committee members only.

#### RESOLUTION 7 – FINAL DIVIDEND

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the meeting approves the recommended final dividend it will be paid out in accordance with resolution 7. An interim dividend of 8.9 pence per Ordinary Share was paid on 4 April 2019 to shareholders on the register at 8 March 2019, resulting in a total dividend for the year of 27.7 pence per Ordinary Share.

#### RESOLUTIONS 8 TO 13 – 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 pages 50 to 51 of the Company's Annual Report 2019 together with reasons why their contributions are, and continue to be, important to the Company's long term sustainable success. The Board has considered whether each of the independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered to be independent.

The Board recognises that Robert Lawson will have served nine years as Chairman of the Company at the date of the AGM. He recognises the requirement to move on from the role of Chairman in due course, but the Board has postponed this change, to ensure a smooth transition to the new Chief Executive. Robert Lawson continues to make an outstanding contribution to the Board and provides continuity during the transition, given his significant knowledge of the business.

#### RESOLUTIONS 14 AND 15 – 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. This resolution is recommended by the Audit Committee and proposes the reappointment of the Company's existing auditor, Deloitte LLP and gives authority to the Audit Committee to agree the auditor's remuneration.

#### RESOLUTION 16 – AUTHORITY TO ALLOT SHARES

Resolution 16 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 16.

The Investment Association ('IA') guidelines on Directors' authority to allot shares state that IA members will regard as routine resolutions seeking the authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive rights issue.

In light of the IA guidelines, the Board considers it appropriate that Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,337,988.30 representing two-thirds of the Company's issued ordinary share capital as at 30 September 2019 (the latest practicable date prior to publication of this Notice). If the Company wishes to allot more than a nominal amount of £2,168,994.10 (representing one-third of the Company's issued ordinary share capital), then any additional amount can only be allotted pursuant to a rights issue. The power will last until the end of the next AGM of the Company or, if earlier, on the close of business on the day which is 15 months after the date on which resolution 16 is passed.

The Directors have no current intention to allot new Ordinary Shares (other than in relation to the Company's employee share schemes) however they consider it appropriate to maintain the flexibility that this resolution provides. As at the date of this Notice, no shares are held by the Company in treasury.

#### RESOLUTIONS 17 AND 18 – DISAPPLICATION OF PRE-EMPTION RIGHTS

Resolutions 17 and 18 are special resolutions and give the Directors authority to allot Ordinary Shares in the capital of the Company pursuant to the authority granted under resolution 16 above for cash without complying with the pre-emption rights in the Act in certain circumstances.

The Pre-Emption Group's Statement of Principles (the 'Pre-Emption Group Principles') allow the Company to seek authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer of up to 10% of the Company's issued share capital, provided that:

- (a) shares are not allotted for cash on a non pre-emptive basis 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; and
- (b) 5% of the authority can only be used 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').

In line with Pre-Emption Group guidance, the annual disapplication of pre-emption rights is being proposed as two separate resolutions.

Resolution 17 will permit the Directors to allot:

17.1 equity securities for cash and sell treasury shares up to a nominal amount of 4,337,988.30, representing two-thirds of the Company's issued share capital as at 30 September 2019 (the latest practicable date prior to publication of this Notice) on an offer to existing shareholders on a pre-emptive basis (that is including a rights issue or an open offer), with one-third being available only in connection with a rights issue (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit); and

17.2 equity securities for cash and sell treasury shares up to a maximum nominal value of £162,674.50, representing approximately 2.5% of the issued ordinary share capital of the Company as at 30 September 2019 (the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders.

The authority contained in resolution 17.2 above is limited to approximately 2.5% of the issued ordinary share capital of the Company as at 30 September 2019 (the latest practicable date prior to publication of this Notice) following the allotment by the Company in December 2018 of 3,097,000 Ordinary Shares of 10p each by way of an equity placing.

Resolution 18 is being proposed as a separate resolution to authorise the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £325,349.10, representing a further 5% of the issued ordinary share capital of the Company (as at 30 September 2019, being the latest practicable date prior to publication of this Notice), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing a transaction (or refinancing within six months of the transaction) which the Directors determine to be an acquisition or other capital investment contemplated by the Pre-Emption Group Principles.

The authorities contained in resolutions 17 and 18 will expire upon the expiry of the authority to allot shares conferred in resolution 18 (that is at the end of the next AGM of the Company or, if earlier, on the close of business on the day which is 15 months from the date of these resolutions). The Directors' existing authority expires at the forthcoming AGM.

#### RESOLUTION 19 – AUTHORITY TO PURCHASE OWN SHARES

Resolution 19 is proposed as a special resolution and 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.

The Directors have no present intention of exercising the authority to purchase Ordinary Shares but consider it prudent to obtain the flexibility this resolution provides. In considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. The authority will be exercised only if the Directors believe that to do so would result in an increase in earnings per share and would be in the interests of shareholders generally. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Under the Act, the Company is allowed to hold its own shares in treasury following a purchase of its own shares, instead of cancelling them. 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 19, the Company will have the option of holding repurchased shares in treasury.

If resolution 19 is passed at the AGM, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. As at the date of this Notice, no shares are held by the Company in treasury.

At 30 September 2019 (the latest practicable date prior to the publication of this Notice), options were outstanding to subscribe for 993,099 Ordinary Shares, representing 1.53% of the issued share capital at that date. If the full authority to purchase such shares (existing and sought) was exercised, they would represent 1.7% of the Company's issued share capital as at that date. The authority sought at the AGM will expire at the conclusion of the AGM next following, or the close of business on the day which is 15 months from the date of this resolution (whichever is earlier).

### RESOLUTION 20 – NOTICE PERIOD FOR GENERAL MEETINGS

Resolution 20 is proposed as a special resolution and seeks the approval of shareholders to reduce to 14 clear days the notice period required for a general meeting (other than an Annual General Meeting). The notice period required for general meetings for listed companies is 21 days but the Company may provide a shorter notice period of 14 clear days (for meetings other than Annual General Meetings) provided two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 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.

### 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 AGM, including the information required by section 311A of the Act, is available from [www.genusplc.com](http://www.genusplc.com).

### PROXIES

Members will find an attendance card and a form of proxy enclosed with this Notice. If you are attending the AGM, 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 AGM. 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 AGM to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. 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 AGM.

To be valid, a duly executed form of proxy for use at the AGM 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 AGM 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.

To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

Completion and return of a form of proxy will not preclude shareholders from attending the AGM 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 holds 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.

### VOTING RECORD DATE

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 AGM is 6.30pm on 12 November 2019 (or if the AGM is adjourned, members on the register of members not later than 6.30pm on the day that is two working days prior to the reconvened AGM). 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 (and the number of votes they may cast) at the AGM or adjourned meeting.

### DOCUMENTS ON DISPLAY

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 AGM, and at the place of the AGM for at least 15 minutes prior to the AGM until its conclusion.

The PSP, DSBP and the amended 2014 DSBP rules are available for inspection during normal business hours (Saturdays, Sundays and public holidays excepted) at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, EC2A 2EG up until the close of the AGM. The PSP, DSBP and the amended 2014 DSBP rules will also be available at the place of the meeting for at least 15 minutes prior to the AGM until its conclusion.

**CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this AGM to be held on 14 November 2019 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](http://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 this Notice of AGM. 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.

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.

**CORPORATE REPRESENTATIVES**

Any corporation that 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.

**TOTAL VOTING RIGHTS**

As at 30 September 2019 (being the latest practicable date before publication of this Notice), the Company's issued share capital comprised 65,069,825 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 30 September 2019 is 65,069,825. The Company's website, referred to above, will include the contents of this Notice, information on the number of shares and voting rights and, if applicable, any shareholders' statements, shareholders' resolutions or shareholders' matters of business received by the Company after the date of this Notice.

**QUESTIONS**

Under section 319A of the Act, the Company must cause to be answered at the AGM any question a member asks relating to the business being dealt with at the AGM unless answering the question would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

**REQUISITION RIGHTS**

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 its 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 AGM; 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 its 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 AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

**VOTING AT THE MEETING**

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 AGM 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 as soon as practicable after the meeting. Except as provided above, members who have general queries about the AGM should call Equiniti registrars on 0371 384 2290. If calling from overseas, please call the Equiniti overseas helpline number of +44 121 415 7047. Lines open 8.30am to 5.30pm, Monday to Friday (excluding UK public holidays). No other methods of communication will be accepted. You may not use any electronic address provided either in this Notice of AGM, or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### APPENDIX 1: SUMMARY OF THE PSP AND THE DSBP

The Board believes that it is important to attract, motivate and retain employees of the appropriate calibre and to align their interests with those of shareholders in the Company. Following review by the Remuneration Committee (the 'Committee'), it has been determined to introduce the new PSP and DSBP, which have been prepared taking account of the significant updates to best practice in corporate governance since the existing performance share plan and deferred share bonus plan were adopted in 2014. Accordingly, the Board is seeking shareholder approval for the new PSP and DSBP to replace the existing Genus plc Performance Share Plan and Deferred Share Bonus Plan.

The PSP incentivises executives to deliver superior returns to shareholders over a three year period, by providing them with the opportunity to acquire ordinary shares in the Company ('Shares') dependent on satisfying performance conditions.

The DSBP provides that a proportion of an employee's annual cash bonus is deferred into shares over a three year period, conditional upon remaining in employment.

### TERMS COMMON TO THE PSP AND DSBP (TOGETHER THE 'PLANS')

#### 1. ADMINISTRATION

Awards may be granted, and the Plans will be administered, by the Board, or a duly authorised committee of the Board. The current intention is that the Plans will be administered and awards granted by the Committee (and this will always be the case in respect of awards for Executive Directors of the Company ('Executive Directors')).

#### 2. ELIGIBILITY

Awards may be granted to any of the employees of the Company or its subsidiaries, including the Executive Directors ('Participants'). In respect of the DSBP only, where an employee or Executive Director ceases to hold office or employment with the Company or any company which from time to time is a subsidiary of the Company (the 'Group'), the Board may determine that a proportion of any annual bonus payable to such employee or Director following such cessation shall be deferred in accordance with the rules of the DSBP.

#### EXECUTIVE DIRECTORS

Participation by the Executive Directors shall, unless and until approved otherwise by shareholders, be in accordance with the terms of the Company's remuneration policy as approved by shareholders from time to time (the 'Remuneration Policy').

#### FORM OF AWARDS

Under the Plans, awards ('Awards') will take the form of either:

- (a) a conditional right to receive Shares which will be automatically transferred to the Participant following vesting (a 'Conditional Award'); or
- (b) a nil-cost option, exercisable by the Participant following vesting during a permitted exercise period (extending not later than the tenth anniversary of the date of grant) (an 'Option').

#### NON-TRANSFERABLE AND NON-PENSIONABLE

Awards are non-transferable, save to personal representatives following death, and do not form part of pensionable earnings.

#### PLAN LIMITS

Shares may be newly issued, transferred from treasury or market purchased for the purposes of the Plans.

Awards may not be granted under the Plans on terms capable of being satisfied by newly issued Shares where to do so would cause the number of Shares which may be issued pursuant to outstanding Awards granted within the previous 10 years under the Plans and any other employees' share scheme adopted by the Company, when added to the number of Shares issued for the purpose of any such Awards, to exceed 10 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant.

Awards may not be granted under the Plans on terms capable of being satisfied by newly issued Shares where to do so would cause the number of Shares which may be issued pursuant to outstanding Awards granted within the previous 10 years under the Plans and any other discretionary employees' share scheme adopted by the Company, when added to the number of Shares issued for the purpose of any such Awards, to exceed 5 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant. For these purposes, the Committee interprets this 5 per cent. limit as applying to Awards granted to Executive Directors and executive committee members only.

These limits do not include rights to Shares which have been released, lapsed or otherwise become incapable of exercise or vesting.

Treasury shares will count as new issue Shares for the purpose of these limits for so long as institutional investor bodies consider that they should be so counted.

#### RETENTION PERIOD

If the Committee so determines, Awards may be subject to a retention period of two years following the vesting of an Award granted under either Plan during which a Participant shall not be permitted to dispose of the Shares acquired on vesting (other than to cover tax liabilities, following a cessation of employment or in the event of a corporate action).

#### DIVIDEND EQUIVALENTS

Participants may receive additional Shares with equal value to the dividends which would have been paid during the vesting period on the number of Shares that vest.

#### CASH ALTERNATIVE

If the Committee so determines, an Award may be satisfied in whole or in part by a cash payment as an alternative to the issue or transfer of Shares.

#### LEAVERS

An Award granted under either Plan will normally lapse where the Participant ceases to hold office or employment with the Group. Awards will not lapse where the cessation of office or employment with the Group is due to injury, disability, redundancy, retirement, the transfer of the Participant's employment in connection with a business sale, the company with which the Participant holds office or employment ceasing to be a member of the Group, death, or any other reason if the Committee so determines (a 'Good Leaver').

Where a Participant ceases employment for a Good Leaver reason before the normal vesting date, the Award will continue to remain capable of vesting on its normal vesting date, provided that the Committee may determine that the Award will instead vest on or at any time following the date of cessation.

Where an Award remains outstanding in circumstances where the Participant has become a Good Leaver, the Committee may impose additional terms on the vesting of such Award including terms preventing awards vesting in whole or in part if the Participant takes up a new executive role with another company.

An Option will be exercisable during a period of six months from the vesting date (or such other period as the Committee may permit).

Any exercise of discretion in respect of Awards granted to Executive Directors shall be undertaken in accordance with the terms of the prevailing Directors' Remuneration Policy.

#### **CORPORATE ACTIONS**

In the event of a change of control, Conditional Awards will normally vest and Options may be exercised for a period of six months. In the event of the passing of a resolution for the voluntary winding-up of the Company, Conditional Awards will vest and Options will be exercisable for a period of two months. In the event of a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of the Shares to a material extent, Awards may be adjusted as set out below or the Committee may allow Awards to vest, in which case Options may be exercised for a period of two months, or such longer period as the Committee may permit. Where the corporate action forms part of an internal re-organisation, unless the Committee determines otherwise, an Award shall not vest, and instead will be replaced with an Award of equivalent value over shares in the new controlling company and, in the case of the PSP, will continue to be subject to performance conditions.

#### **INTERNATIONAL TRANSFERS**

If a Participant is transferred to work in another country as a result of which the Participant or a Group Company will suffer a tax disadvantage or the Participant will become subject to restrictions on his ability to receive or deal in Shares, or to exercise an Option, the Committee may determine that an Award will vest prior to the date of such transfer, in which case an Option may be exercised during a period of six months.

#### **EXTENT OF VESTING**

Where, prior to the normal vesting date, a Participant ceases employment, or gives or receives notice, for a Good Leaver reason, is subject to an international transfer on which Awards vest, or there is a corporate action, the number of Shares in respect of which an Award vests will, unless the Committee determines otherwise, be pro-rated on the basis of the number of whole months which have elapsed from the date of grant to the date of cessation (or, unless the Board determines otherwise, notice) or the corporate action (as applicable) and, in the case of the PSP, be based on satisfaction of the performance condition. The Committee may adjust the extent to which a PSP Award shall vest (negatively or positively, but never to more than the original number of Shares subject to the Award) if it determines that it is appropriate to do so to reflect the broader circumstances of the Group. In respect of Awards granted to Executive Directors, any such adjustment shall be undertaken in accordance with the terms of the prevailing Directors' Remuneration Policy.

#### **VARIATION OF CAPITAL**

The number of Shares subject to Awards and, where applicable, any Option exercise price may be adjusted, in such manner as the Committee may determine, following any variation of share capital of the Company or a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of Shares to a material extent.

#### **ALTERATIONS**

The Committee may amend the rules of the Plans as it considers appropriate, subject to any relevant legislation, provided that no modification may be made which confers any additional advantage on Participants relating to eligibility, plan limits, the basis of individual entitlement, the price payable for the acquisition of Shares and the provisions for the adjustment of Awards without prior shareholder approval, except in relation to performance conditions or for amendments which are minor amendments to benefit the administration of the Plans, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or the Company (or other Group Companies).

#### **CLAW-BACK**

In respect of the PSP, the Committee may apply claw-back where at any time before vesting or at any time prior to the third set of audited accounts being published following the date on which an Award vests if it determines that the financial results of the Company were misstated, an error was made in any calculation or in assessing performance, in each case resulting in the number of Shares in respect of which the Award was granted or vested being more than it should have been.

In respect of the DSBP, the Committee may apply claw-back where at any time before vesting it determines that the financial results of the Company were misstated or an error was made in any calculation, which resulted in the number of Shares in respect of which the Award was granted or vested being more than it should have been.

In respect of Awards granted under both Plans, the Committee may also apply claw-back at any time where it determines that, at any time prior to the vesting of a Conditional Award (or exercise of an Option) either the Participant committed misconduct that justified, or could have justified, dismissal, the Participant committed an act or omission which had a significant detrimental impact on the reputation of any Group Company, a material failure of risk management occurred for which the Participant was directly or indirectly responsible or which occurred in the part of the business in which the Participant performs a role or has responsibility or in the event of corporate failure.

A claw-back may be satisfied in a number of ways, including by reducing the amount of any future bonus, by reducing the vesting of any subsisting or future Awards, by reducing the number of Shares under any vested but unexercised Option and/or by either one or both of a requirement to make a cash payment or transfer of Shares to the Company.

The claw-back provisions will not apply following the occurrence of a takeover or similar corporate event.

#### **OVERSEAS PLANS**

Each of the Plans contains provisions which permit the Board to establish further plans for the benefit of overseas Participants based on the relevant plan but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws. Any new Shares issued under such plans would count towards the individual and overall plan limits outlined above.

#### **EMPLOYEE BENEFIT TRUST (THE 'EBT')**

The Company may use the existing EBT, or may establish a new EBT, to operate in conjunction with the Plans and otherwise to benefit Participants and former Participants of the Company and its subsidiaries.

The Company and its subsidiaries may fund the EBT by loan or gift to acquire Shares by market purchase, by subscription or from treasury. Any Shares issued to the EBT (where the trust does not acquire Shares by market purchase) will be treated as counting against the Plan limits contained in the rules of the Plans.

The EBT is, or will be, constituted by a trust deed between the Company and an offshore independent professional trustee. The power to appoint and remove the trustee rests with the Company. The EBT will not, without prior shareholder approval, be able to make an acquisition of Shares where it would then hold more than 5 per cent. of the Company's issued share capital from time to time.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### TERMS SPECIFIC TO THE PSP

#### 3. INDIVIDUAL LIMIT

The maximum market value of the Shares over which a Participant may be granted an Award under the PSP in any financial year shall not exceed an amount equal to 200 per cent. of the Participant's gross annual basic salary as at the date of grant. In exceptional circumstances, this limit may be increased to 300 per cent. at the discretion of the Committee. The PSP may, in addition, be used to facilitate 'buy-out' Awards granted on the recruitment of a Participant.

For Executive Directors, unless or until otherwise approved by shareholders, Award levels will always be in accordance with the Company's prevailing Remuneration Policy.

#### PERFORMANCE CONDITIONS

The Committee will determine the performance conditions which will apply to PSP Awards and which will ordinarily be measured over a period (the 'Performance Period') of not less than three years. The Committee may specify a shorter Performance Period where an Award is granted in connection with the recruitment of a Participant or in circumstances which the Committee considers to be exceptional. There will be no provision for re-testing.

The Committee may alter the performance conditions attaching to an Award if events happen after the date of grant that cause the Committee to consider that any element of the performance conditions is no longer a fair measure of the Company's performance, provided that the revised target is not considered to be materially less challenging than was intended in setting the original conditions. Where an Award vests prior to the normal vesting date, the Committee will assess performance using such information as it determines to be appropriate.

Performance conditions for Executive Directors will be set in line with the Remuneration Policy, and will be set out in the annual report on Directors' remuneration.

#### 4. TIMING OF GRANT OF AWARDS

Awards under the PSP may, save in exceptional circumstances, only be granted within a period of 42 days following the date of announcement by the Company of its interim or final results (or as soon as practicable thereafter if the Company is restricted from being able to grant Awards, or make invitations, during such period). Awards under the PSP made in connection with the recruitment of a Participant can be made as soon as reasonably practicable thereafter.

In circumstances where there is a dealing restriction, the Board may determine that the grant date of the Award shall be the date on which the Award would have been granted but for such a restriction having arisen.

#### VESTING

PSP Awards will normally vest on the third anniversary of the date of grant.

The Committee may specify a shorter vesting period only where an Award is granted in connection with the recruitment of a Participant or in circumstances which the Committee determines to be exceptional.

Awards will vest to the extent that the relevant performance conditions have been met, provided that the Committee may adjust the vesting level (either positively or negatively) where it considers it appropriate to do so to reflect the Company's broader circumstances. For the avoidance of doubt, any upwards adjustment of an Award will not result in such Award vesting in respect of a greater number of Shares than in respect of which the Award was originally granted.

### TERMS SPECIFIC TO THE DSBP

#### 5. BONUS DEFERRAL

Before the amount of a Participant's annual bonus is determined, the Board may specify that a proportion of the Employee's annual bonus that shall be deferred. A Participant has no entitlement to receive the proportion of the annual bonus that is deferred.

The Committee will grant to a Participant whose bonus is subject to deferral an Award over the number of Shares which have a value equivalent to the proportion of the Participant's bonus which is deferred.

#### TIMING OF GRANT OF AWARDS

Awards under the DSBP may be granted at any time, provided that there is no dealing restriction. In circumstances where there is a dealing restriction, the Board may determine that the grant date of the Award shall be the date on which the Award would have been granted but for such a restriction having arisen.

#### VESTING

Awards will normally vest on the third anniversary of the date of grant.

The Committee may specify a shorter vesting period (or multiple vesting periods) only where an Award is granted in connection with the recruitment of a Participant or in circumstances which the Committee determines to be exceptional. Where an Award is granted with multiple vesting dates, the DSBP rules will apply separately to each part of the Award.