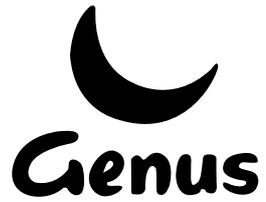


NOTICE OF ANNUAL GENERAL MEETING

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 OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2021 Annual General Meeting (the 'AGM') of Genus plc (the 'Company') will be held at Buchanan Communications, 107 Cheapside, London EC2V 6DN on Wednesday, 24 November 2021 at 11.00 am for the following purposes:

To consider and if thought fit, to pass the following resolutions, of which numbers 1 to 15 will be proposed as ordinary resolutions and numbers 16 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 2021.
2. To approve the Directors' Remuneration Report for the year ended 30 June 2021, as set out on pages 70 to 93 of the Company's Annual Report 2021.
3. That:
 - (a) the rules of the Genus plc Share Incentive Plan 2021 (the 'SIP'), in the form produced to the Annual General Meeting and initialled by the Chairman of the Annual General Meeting for the purposes of identification (a summary of which is set out in the Appendix to the Notice of Annual General Meeting), be and are hereby approved and the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the SIP into effect including, without limitation, making such further amendments to the rules as are necessary; and
 - (b) the Directors of the Company be and are hereby authorised to establish further plans based on the SIP 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 the individual and overall limits contained in the SIP.
4. That:
 - (a) the rules of the Genus plc International Share Incentive Plan (the 'International SIP'), in the form produced to the Annual General Meeting and initialled by the Chairman of the Annual General Meeting for the purposes of identification (a summary of which is set out in the Appendix to the Notice of Annual General Meeting), be and are hereby approved and the Directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the International SIP into effect, including, without limitation, making such further amendments to the rules as are necessary; and
 - (b) the Directors of the Company be and are hereby authorised to establish such further plans based on the International SIP as the Directors of the Company may consider necessary in relation to Directors and employees of the Company and/or its subsidiaries in certain jurisdictions, 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 the individual and overall limits contained in the International SIP.
5. To declare a final dividend of 21.7 pence per ordinary share, payable on 10 December 2021 to shareholders on the register of members at the close of business on 19 November 2021.
6. To elect Jason Chin as a Director of the Company who, being eligible, offers himself for election.
7. To re-elect Iain Ferguson as a Director of the Company who, being eligible, offers himself for re-election.
8. To re-elect Stephen Wilson as a Director of the Company who, being eligible, offers himself for re-election.
9. To re-elect Alison Henriksen as a Director of the Company who, being eligible, offers herself for 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 reappoint Deloitte LLP as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.
14. To authorise the Audit & Risk Committee of the Board to determine the remuneration of the auditor.
15. 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:
 - 15.1. £2,192,244.80 being 21,922,448 ordinary shares of 10 pence each ('Ordinary Shares') representing one third of the issued share capital of the Company as at 1 October 2021 (being the latest practicable date prior to the publication of this Notice); and

- 15.2. £2,192,244.80 being 21,922,448 Ordinary Shares representing a further third of the issued share capital of the Company as at 1 October 2021 (being the latest practicable date prior to the publication of this Notice), provided that (i) they are equity securities (within the meaning of section 560(f) 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 practicable) 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 next Annual General Meeting of the Company 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

16. That subject to and conditional on the passing of resolution 15, 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 15 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):
- 16.1. in connection with an offer of securities (but in the case of the authority granted under paragraph 15.2 of resolution 15 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
- 16.2. other than pursuant to paragraph 16.1 above, to any person or persons up to an aggregate nominal amount of £328,836.70 representing not more than 5% of the issued share capital of the Company as at 1 October 2021 (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 15 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.

17. That subject to and conditional on the passing of resolution 15, and in addition to any authority granted by 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 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:
- 17.1. limited to the allotment of equity securities, or sale of treasury shares, up to an aggregate nominal amount of £328,836.70 representing not more than 5% of the issued share capital of the Company as at 1 October 2021 (being the latest practicable date before publication of this Notice); and
- 17.2. 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 15 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 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:
- 18.1. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,576,734 (representing 10% of the Company's issued ordinary share capital as at 1 October 2021, being the latest practicable date before publication of this Notice);
- 18.2. the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;
- 18.3. 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 18 will be carried out; and

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- 18.4. the authority conferred by this resolution shall expire on the conclusion of next Annual General Meeting of the Company 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.
19. 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 next Annual General Meeting of the Company.
20. That, with effect from the end of the Annual General Meeting, the Articles of Association produced to the meeting and signed by the Chairman for the purposes of identification, are adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

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 55,092 shares representing approximately 0.084% 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
8 October 2021

EXPLANATORY NOTES

This section contains an explanation of each of the resolutions to be put to the AGM. Resolutions 1 to 15 are ordinary resolutions requiring the approval of a simple majority of shareholders present (in person or by proxy) and voting at the AGM. Resolutions 16 to 20 are special resolutions requiring the approval of 75% of shareholders present (in person or by proxy) and voting at the AGM.

Please refer to the 'General Notes' section of these Explanatory Notes for details of arrangements regarding 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 Directors' 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 as set out on pages 70 to 93 of the Company's Annual Report 2021. The Directors' Remuneration Report gives details of the Directors' remuneration for the year ended 30 June 2021. 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 2021.

The current Directors' remuneration policy was approved at the Company's AGM held in November 2019 and is set out in our 2019 Annual Report which is available from our website at www.genusplc.com. The 2019 remuneration policy does not form part of the Directors' Remuneration Report for the purposes of resolution 2. The Directors' remuneration policy will be put to shareholders again no later than the Company's AGM in 2022.

RESOLUTIONS 3 AND 4 – APPROVAL OF THE GENUS PLC SHARE INCENTIVE PLAN 2021 (THE 'SIP') AND THE GENUS PLC INTERNATIONAL SHARE INCENTIVE PLAN (THE 'INTERNATIONAL SIP')

The Company currently operates an existing all-employee share incentive plan to encourage share ownership amongst UK employees. The Directors of the Company would now like to support and facilitate wider share ownership among employees of the Group, in particular for employees who are resident outside of the UK.

The Remuneration Committee is therefore seeking shareholder approval for the rules of two all-employee share incentive plans.

The first is a share incentive plan which is capable of being operated in the UK as an HM Revenue & Customs tax-advantaged Share Incentive Plan. This SIP will replace the Company's existing share incentive plan which was adopted on 9 September 2004. The Remuneration Committee is also seeking approval for the International SIP, which is intended to broadly reflect the principles of the SIP with appropriate amendments to take account of local tax and legal requirements. The International SIP will allow the Company to make awards over shares in the Company to employees who are not employed in the UK. The International SIP may not be a tax-advantaged plan in the countries where it is operated.

A summary of the SIP rules and the International SIP rules is set out in the Appendix to this document on pages 9 to 10.

RESOLUTION 5 – 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 5. An interim dividend of 10.3 pence per Ordinary Share was paid on 1 April 2021 to shareholders on the register at 5 March 2021, resulting in a total dividend for the year of 32.0 pence per Ordinary Share.

RESOLUTIONS 6 TO 12 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with provisions of the UK Corporate Governance Code, all Directors of the Company are standing for re-election or, in the case of Jason Chin, election by shareholders at the AGM.

Biographies of all of the current Directors can be found on pages 52 to 53 of the Company's Annual Report 2021 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 has confirmed following a performance review that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

RESOLUTIONS 13 AND 14 – 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 & Risk Committee and proposes the reappointment of the Company's existing auditor, Deloitte LLP, and gives authority to the Audit & Risk Committee to agree the auditor's remuneration.

RESOLUTION 15 – AUTHORITY TO ALLOT SHARES

Resolution 15 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 15.

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 £4,384,489.60 representing two-thirds of the Company's issued ordinary share capital as at 1 October 2021 (the latest practicable date prior to publication of this Notice). If the Company wishes to allot more than a nominal amount of £2,192,244.80 (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 15 is passed. The Directors' existing authority expires at the forthcoming AGM.

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.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED**RESOLUTIONS 16 AND 17 – DISAPPLICATION OF PRE-EMPTION RIGHTS**

Resolutions 16 and 17 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 15 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.

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

Resolution 16 will permit the Directors to allot:

- 16.1 equity securities for cash and sell treasury shares up to a nominal amount of £4,384,489.60, representing two-thirds of the Company's issued share capital as at 1 October 2021 (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
- 16.2 equity securities for cash and sell treasury shares up to a maximum nominal value of £328,836.70, representing approximately 5% of the issued ordinary share capital of the Company as at 1 October 2021 (the latest practicable date prior to publication of this Notice) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 17 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 £328,836.70, representing a further 5% of the issued ordinary share capital of the Company (as at 1 October 2021, 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 16 and 17 will expire upon the expiry of the authority to allot shares conferred in resolution 15 (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 18 – AUTHORITY TO PURCHASE OWN SHARES

Resolution 18 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.

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 18, the Company will have the option of holding repurchased shares in treasury.

If resolution 18 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 1 October 2021 (the latest practicable date prior to the publication of this Notice), options were outstanding to subscribe for 797,318 Ordinary Shares, representing 1.21% of the issued share capital at that date. If the full authority to purchase such shares (existing and sought) was exercised, they would represent 1.35% of the Company's issued share capital as at that date. The authority sought at the AGM will expire at the conclusion of the next AGM, or the close of business on the day which is 15 months from the date of this resolution (whichever is earlier).

RESOLUTION 19 – NOTICE PERIOD FOR GENERAL MEETINGS

Resolution 19 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 clear 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 clear days to 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.

RESOLUTION 20 – AMENDMENTS TO ARTICLES OF ASSOCIATION

Resolution 20 is proposed as a special resolution and seeks the approval of shareholders to adopt new Articles of Association (the 'New Articles') to reflect changes to market practice, primarily in relation to the conduct of shareholder meetings. A marked-up version of the New Articles is available on our website at www.genusplc.com/investors/shareholder-information/agma/.

The New Articles provide that the Company may hold 'hybrid' general meetings (including Annual General Meetings) in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility (Article 43A). Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure. The Directors consider it prudent to obtain the flexibility to hold hybrid meetings. The provision does not permit virtual-only or electronic-only general meetings to be convened.

A number of clarifications have also been made to the provisions in relation to satellite/multi-venue meetings (Articles 51 and 52) as well as some small changes to the provisions in relation to health and safety arrangements that may be made in relation to shareholder meetings (Article 49).

The New Articles also include a new power for the Directors to postpone a meeting after notice of that meeting has been sent but before the meeting is held (Article 42A). This power is intended to provide flexibility in the event of difficulties arising prior to the meeting being held, for example, if there are issues in relation to the meeting venue or facilities.

The New Articles (Article 12(8)) also confirm that share certificates are sent at the member's risk.

A number of other modernising, clarificatory or consequential amendments have been made to the provisions in the New Articles.

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.

COVID-19

As at the date of this letter, the Company is able to conduct the AGM as an in person meeting. The Company will be following applicable guidance and best practice in connection with the AGM to ensure the health and safety of those in attendance. The Directors encourage shareholders to consider carefully whether it is appropriate for them to travel to and attend the AGM in person and remind shareholders that, as described in the section headed 'General Notes' below, they are able to appoint a proxy (which may be the Chairman of the AGM) to vote on their behalf at the AGM. Shareholders are encouraged to monitor the Company's website (www.genusplc.com) where any changes to the arrangements described in this document will be set out.

The Directors are keen to ensure that shareholders are able to put questions to the Directors and receive responses to those questions before the AGM. If you have any specific questions on the business of the AGM, please submit your questions ahead of the AGM by email to Global-GenusCoSec@genusplc.com. Answers to questions received before 21 November will be published on our website (www.genusplc.com/investors/shareholder-information/aggm) in advance of the proxy voting deadline. Answers to questions received after 21 November 2021 will be answered as soon as practicable (potentially following the AGM).

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-CJGZ-JHBL, Equiniti, Aspect House, Spencer Road, Lancing, BN99 8LS at least 48 hours before the time appointed for holding the AGM or any adjournment thereof (in each case excluding non-working time). 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.

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 22 November 2021 (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 and a marked-up version of the New Articles will be available for inspection at the Registered Office of the Company during normal business hours (Saturdays, Sundays and public holidays excepted) until the conclusion of the AGM. A marked-up version of the New Articles is also available on the Company's website at www.genusplc.com/investors/shareholder-information/aggm/.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

The rules of the SIP and the International SIP 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 rules of the SIP and the International SIP will also be available at the place of the meeting from 9.00 a.m. on the day of 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 24 November 2021 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 International 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 International 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 1 October 2021 (being the latest practicable date before publication of this Notice), the Company's issued share capital comprised 65,767,343 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 1 October 2021 is 65,767,343.

The Company's website, www.genusplc.com, 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. 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.

APPENDIX 1: SUMMARY OF THE SHARE INCENTIVE PLAN

SUMMARY OF THE SIP AND THE INTERNATIONAL SIP

The Directors of the Company would like to support and facilitate wider share ownership among employees of the Group to align their interests with those of shareholders in the Company. Following review by the Remuneration Committee of the Board of Directors of the Company (the 'Remuneration Committee'), it has been determined to introduce the SIP and the International SIP, to encourage employees to invest in Ordinary Shares in the Company ('Shares') and reward employees who do so. The terms of the SIP and the International SIP are largely aligned. The terms of the SIP are described below, followed by a description of the main points of difference in the International SIP.

MAIN TERMS OF THE SIP

GENERAL

The SIP is a UK tax-advantaged all-employee share plan governed by relevant statutory provisions.

ADMINISTRATION

The SIP will be administered by the Remuneration Committee. Shares acquired under the SIP are held within a UK trust required to be established by the relevant legislation.

PLAN LIMITS

Shares may be newly issued, transferred from treasury or market purchased for the purposes of the SIP. Shares may not be issued for the purpose of any award under the SIP where to do so would cause the number of Shares which may be issued pursuant to outstanding awards or options granted within the previous ten years under the SIP 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% of the Company's ordinary share capital in issue immediately prior to the proposed date of grant. This limit does 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.

ELIGIBILITY

The SIP will be open to all employees of the Company, and any of its subsidiaries which the Remuneration Committee selects for participation, who meet the eligibility criteria ('Eligible Employees'). All Eligible Employees who are chargeable to income tax as a UK resident must be invited to participate. Other Eligible Employees may be invited to participate (although ordinarily it would be expected that non-UK employees will participate via the International SIP).

FORM OF AWARDS

The SIP provides for awards to be made in one or more of the following ways:

- > an award of Shares without payment from the Eligible Employee ('Free Shares') up to annual statutory limits (currently £3,600);
- > Shares purchased by Eligible Employees from deductions made from their pre-tax salary ('Partnership Shares') up to annual statutory limits (currently £1,800, or 10% of an Eligible Employee's salary for the year if less); and
- > an award of Shares without payment from the Eligible Employee in proportion to the number of Partnership Shares acquired by that Eligible Employee ('Matching Shares'), not to exceed statutory limits (currently two Matching Shares for each Partnership Share acquired).

PERFORMANCE CONDITIONS

The Remuneration Committee may stipulate that the number of Free Shares to be awarded on a particular grant date may be made by reference to the extent to which performance conditions are met.

ACCUMULATION PERIOD

The Company also may determine that an 'accumulation period' of up to twelve months may apply in respect of Partnership Shares. If an accumulation period is operated, savings are made by the participant on a monthly basis during the accumulation period and Partnership Shares are purchased on behalf of that participant at the end of the accumulation period. In such case, the number of Partnership Shares acquired with the participant's salary deductions is determined (in accordance with the relevant legislation) by reference to the market value of a Share at the start of such period, the market value of a Share at the end of such period or the lower thereof, as specified by the Company.

DIVIDEND SHARES

If dividends are declared in respect of any Shares held in the SIP trust, the Remuneration Committee may allow or require those dividends to be re-invested on behalf of the participant in the acquisition of further Shares ('Dividend Shares').

RESTRICTIONS ON SHARES, INCLUDING FORFEITURE

Shares in the SIP may be subject to such other restrictions as may be imposed by the Remuneration Committee, including forfeiture restrictions, subject to the provisions of the applicable legislation.

CORPORATE ACTIONS

Participants in the SIP will have the same rights in the event of a change of control of the Company as other shareholders. To the extent that shares in the acquiring company are received in consideration for SIP Shares, subject to certain statutory requirements, such shares may continue to be held in the SIP trust and will be capable of receiving tax benefits. In other circumstances, Shares will cease to be subject to the SIP although restrictions, including forfeiture provisions, may apply.

NON-TRANSFERABLE AND NON-PENSIONABLE

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

ALTERATIONS

The Remuneration Committee may amend the rules of the SIP 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 SIP, 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).

APPENDIX 1: SUMMARY OF THE SHARE INCENTIVE PLAN CONTINUED**OVERSEAS PLANS**

The SIP contains provisions which permit the Company to establish further plans for the benefit of overseas Eligible Employees based on the SIP 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 on the previous page.

DIFFERENCES UNDER THE INTERNATIONAL SIP**GENERAL**

The International SIP will be used to enable the Company to make all-employee share offerings in jurisdictions outside the UK.

The International SIP, which is intended to reflect the principles underpinning the SIP, will allow the Company to make awards over shares in the Company to employees who are not employed in the UK. The International SIP may not be a tax-advantaged plan in the countries in which it is operated. Any new Shares issued under the International SIP would count towards the overall plan limits outlined above.

FORM OF AWARDS

Under the International SIP, the Remuneration Committee can:

- a) make Free Share Allocations (i.e. grant Eligible Employees rights to receive Shares on vesting with no requirement to invest in 'Partnership Shares'); and/or
- b) invite Eligible Employees to acquire 'Partnership Shares'; and
- c) make a Matching Share Allocation (i.e. grant a right to receive Shares on vesting) to those Eligible Employees who have acquired Partnership Shares. For these purposes, the limits in respect of Free Shares and Partnership Shares set out above in relation to the SIP do not apply to the International SIP.

VESTING AND SATISFACTION OF ALLOCATIONS

Free Share Allocations and Matching Share Allocations ('Allocations') will normally vest between three and five years after grant (to the extent any performance conditions have been satisfied in the case of Free Share Allocations).

LEAVERS

Allocations will normally vest on cessation of employment if a participant ceases to be employed because of death, injury, disability, redundancy, retirement or their employing business or company being sold out of the Group.

ACCUMULATION PERIOD

Under the International SIP, if an accumulation period is operated, savings are made by the participant on each payroll date during the accumulation period, which may be on a weekly, fortnightly or monthly basis depending on where a participant is located.

DIVIDEND EQUIVALENTS

Participants may receive an additional payment (or Shares of equivalent value) equal to the dividends which would have been paid during the vesting period on the number of Shares that vest in respect of an Allocation.

CORPORATE ACTIONS

If there is a change of control of the Company by way of takeover offer or scheme of arrangement, Allocations will normally vest. In the event of the passing of a resolution for the voluntary winding-up of the Company, Allocations will vest. 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, Allocations may be adjusted as set out below or the Remuneration Committee may allow awards to vest. Where the corporate action forms part of an internal re-organisation, unless the Remuneration Committee determines otherwise, an Allocation shall not vest, and instead will be replaced with an Allocation of equivalent value over shares in the new controlling company.

VARIATION OF CAPITAL

The number of Shares subject to Allocations may be adjusted, in such manner as the Remuneration 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.

ADDITIONAL OVERSEAS PLANS

The Remuneration Committee may establish further plans for the benefit of overseas Eligible Employees based on the International SIP 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 ('EBT')

The Company may use its existing EBT, or may establish a new EBT, to operate in conjunction with the International SIP.

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 International SIP.

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% of the Company's issued share capital from time to time.

