

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2008 Annual General Meeting of Genus plc (the "Company") will be held at Buchanan Communications, 45 Moorfields, London EC2Y 9AE on 13 November 2008 at 2.30pm for the following purposes:

To consider and if thought fit, to pass the following resolutions, of which numbers 1 to 7 will be proposed as ordinary resolutions and numbers 8 to 10 as special resolutions.

## ORDINARY BUSINESS

1. To receive and approve the Company's audited financial statements and directors' and auditors' reports for the year ended 30 June 2008.
2. To approve the directors' remuneration report for the year ended 30 June 2008.
3. To declare and approve a final dividend of 10 pence per ordinary share, payable to shareholders on the register of members at the close of business on 12 December 2008.
4. To re-elect John Hawkins as a director of the Company who retires by rotation and, being eligible, offers himself for re-election.
5. To elect Nigel Turner as a director of the Company who, being eligible, submits himself for election.
6. To re-appoint Deloitte & Touche LLP as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next general meeting of the Company at which financial statements are laid and to authorise the directors to agree the auditors' remuneration.
7. THAT the directors be generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (within the meaning of section 80(2) of the Act) up to a maximum aggregate nominal amount of £1,653,379 being 16,533,795 ordinary shares of 10 pence each ("Ordinary Shares"), such authority to expire on the conclusion of the Company's Annual General Meeting next following but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

## SPECIAL RESOLUTIONS

8. THAT subject to and conditional on the passing of resolution 7, the directors be empowered, pursuant to section 95 of the Act, to allot equity securities (within the meaning of section 94(2) to section 94(3A) of the Act) for cash pursuant to the authority conferred by resolution 7 as if section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - 8.1 in connection with an offer of such securities by way of rights issue; and
  - 8.2 otherwise than pursuant to sub-paragraph 8.1 above up to an aggregate nominal amount of £297,278 being 2,972,780 Ordinary Shares representing not more than 5 per cent of the issued share capital of the Company as at 30 June 2008, and shall expire on the conclusion of the Company's Annual General Meeting next following save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired. This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 7" were omitted.

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

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9. THAT subject to and in accordance with article 11 of the Company's articles of association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Act) of Ordinary Shares on such terms as the directors think fit provided that:-
- 9.1 the maximum number of Ordinary Shares hereby authorised to be purchased is 5,945,560 (representing 10 per cent of the Company's issued ordinary share capital as at 30 June 2008);
- 9.2 the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;
- 9.3 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 per cent of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which such share is contracted to be purchased; and (b) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003; and
- 9.4 the authority conferred by this resolution shall expire on the conclusion of the Company's Annual General Meeting next following or 18 months after the date of its passing (whichever occurs first), except that the Company may, before such expiry, enter into a contract for the purchase of Ordinary Shares which will or may be completed by or executed wholly or partly after the expiration of this authority.
10. THAT with immediate effect, the articles of association of the Company contained in the document produced to the meeting (and signed by the Chairman for the purposes of identification) be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

Belvedere House  
Basing View  
Basingstoke  
RG21 4HG

By order of the Board

13 October 2008

**Ian Farrelly**  
Group Company Secretary & General Counsel

# Notice of Annual General Meeting

## 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 Companies Act 2006 (the "2006 Act") to enjoy information rights. Members will find an attendance card and a form of proxy enclosed with this notice. If you are attending the meeting, you should bring the attendance card with you.

Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, vote and speak at the meeting.

Any member so entitled may appoint one or more proxies to attend, speak and to vote instead of him. A proxy need not be a member of the Company.

To be valid, a duly executed form of proxy for use at the meeting together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority must be deposited at the offices of Equiniti Registrars, SEA9439, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DW at least 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the 2006 Act ("nominated persons"). Nominated persons may have a right under an agreement with the registered member who hold shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the meeting is 6.00pm on 11 November 2008 (or if the meeting is adjourned, members on the register of members not later than 48 hours before the time fixed for the adjourned meeting). Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.

Copies of contracts of service and letters of appointment between the directors and the Company will be available for inspection at the Registered Office of the Company during normal business hours until the conclusion of the Annual General Meeting, and at the place of the meeting for at least 15 minutes prior to the Annual General Meeting until its conclusion. In addition, a copy of the articles of association marked to show the changes being proposed by resolution 10 will be available for inspection at the Company's registered office and at the offices of Berwin Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA (reference ASHE/RSTE) during normal business hours until the conclusion of the Annual General Meeting and at the place of the meeting for at least 15 minutes prior to the Annual General Meeting until its conclusion.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for this Annual General Meeting to be held on 13 November 2008 at 2.30pm and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

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CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland Limited does 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.

## Appendix – Summary Of Principal Changes To The Company's Articles Of Association

### Approach

Provisions in the Company's current articles of association (the "Current Articles") which replicate provisions contained in the Companies Act 2006 (the "Act") are in the main to be removed in the new articles of association (the "New Articles"). This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Examples of such provisions include the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

In addition, the opportunity has also been taken to bring clearer language into the New Articles and in some areas to conform the language of the New Articles and to update the Current Articles to reflect market practice. The main changes made to reflect market practice are also detailed below.

### Form of resolution

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision has been removed as the concept of extraordinary resolutions has not been retained under the Act.

### Convening extraordinary and Annual General Meetings

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings have been removed in the New Articles because the relevant matters are provided for in the Act. In particular, a general meeting to consider a special resolution can be convened on 14 days' notice (whereas previously 21 days' notice was required).

### Proxies and votes of members

Under the Act proxies are entitled to speak and may also vote on a show of hands (whereas under the Current Articles proxies are not entitled to speak and may only vote on a poll). The time limits for the appointment, or termination of appointment, of a proxy have been altered by the Act and this has been reflected in the New Articles such that weekends and bank holidays are excluded when calculating such time limits. Multiple proxies may also now be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder.

### Corporate representatives

Under the Act multiple corporate representatives may be appointed. The relevant provisions in the Act have provoked much debate and there is still uncertainty and differing views on the legal interpretation of them. The article providing for the appointment of corporate representatives has therefore been removed in the New Articles.

### Conflicts of interest

The Act sets out directors' general duties which largely codify the existing law but with some changes. Under the Act, from 1 October 2008 a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Act allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where (but only where) the articles of association contain a provision to this effect. The Act also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

### Electronic and web communications

Provisions of the Act which came into force in January 2007 enable companies to communicate with members by electronic and/or website communications. The Current Articles allow communications to members in electronic form and permit the Company to take advantage of the new provisions relating to website communications. These provisions have been brought right up to date to reflect the relevant provisions of the Act.

### Directors' indemnities and funding of defence proceedings

The Act has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies. The New Articles now fully reflect these provisions of the Act.