



PUBLIC COMPANY LIMITED BY SHARES
NOTICE OF ANNUAL GENERAL MEETING
of
GENEDRIVE PLC (the “Company”)

(Registered in England and Wales under company number 6108621)
dated 7 November 2016

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 11.00am on 30 November 2016 at The Innovation Centre, 48 Grafton Street, Manchester M13 9XX, for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 June 2016 together with the Directors' Report, Directors' Remuneration Report and the Auditors' Report on those accounts;
2. To re-appoint as a director David Budd, who having been appointed since the previous annual general meeting is retiring in accordance with Article 24.7 of the Company's articles of association and who, being eligible, is offering himself for reappointment;
3. To re-appoint Dr. Ian Gilham, who retires by virtue of the retirement by rotation provisions of the articles of association of the Company and, being eligible, offers himself for reappointment, as a director of the Company;
4. To re-appoint Dr. Catherine Booth, who retires by virtue of the retirement by rotation provisions of the articles of association of the Company and, being eligible, offers herself for reappointment, as a director of the Company;
5. To re-appoint PricewaterhouseCoopers LLP as auditors to hold office from the conclusion of the Annual General Meeting to the conclusion of the next meeting at which accounts are laid before the Company at a remuneration to be determined by the Directors.

Special Business

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an Ordinary Resolution and resolution 7 will be proposed as a Special Resolution:

6. That:

- (a) 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 or grant rights to subscribe for, or convert any security into, shares in the Company:
 - (i) up to a maximum nominal amount of £93,437 (such amount to be reduced by the nominal amount of any equity securities (as defined in section 560 of the Act) allotted under paragraph (i) below in excess of £93,437); and
 - (ii) comprising equity securities (as defined in section 560 of the Act) up to a maximum nominal amount of £186,874 (such amount to be reduced by any shares allotted or rights granted under paragraph (i) above) in connection with an offer by way of a rights issue:
 - (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (b) to holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (b) this authority shall expire, unless earlier revoked or varied by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or the date 15 months from the date of passing of this resolution, whichever is the earlier; and
 - (c) the Company may, before this authority expires, make an offer or agreement which would or might require shares to be allotted or rights to be granted after it expires and the directors may allot shares or grant rights in pursuance of such offer or agreement as if this authority had not expired.
7. That, subject to the passing of resolution 6, the directors of the Company be and are hereby empowered pursuant to section 570 of the Act to exercise all powers of the Company to allot equity securities of the Company (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred on them by resolution 6 as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer or issue of equity securities (but in the case of the authority granted under resolution 6(a)(ii) by way of a rights issue only) to or in favour of:
 - (1) holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and

(2) holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;

and so that the directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;

- (b) the allotment (otherwise than pursuant to paragraph (a) above and paragraph (c) below) of equity securities pursuant to the authority granted under resolution 6(a)(i) up to an aggregate nominal amount of £15,825.87 pursuant to the terms of any share option scheme or arrangement, being equal to 5.65% of the issued share capital of the Company at the date of the notice of this meeting; and
- (c) the allotment (otherwise than pursuant to paragraphs (a) and (b) of this resolution) of equity securities pursuant to the authority granted under resolution 6(a)(i) up to an aggregate nominal amount of £28,034 being equal to 10% of the issued share capital of the Company at the date of the notice of this meeting;

provided that this authority shall expire, unless earlier revoked or varied by the Company in general meeting, at the conclusion of the next annual general meeting of the Company after the passing of this resolution or the date 15 months from the date of passing of this resolution, whichever is the earlier, provided 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 such offer or agreement as if the authority conferred hereby had not expired.

By order of the Board

Hugh John Joseph Rylands

Secretary

Registered office of the Company:

The Incubator Building
Grafton Street
Manchester
M13 9XX

NOTES

Appointment of Proxy

- As a member of the Company you are entitled to appoint one or more than one proxy to exercise all or any of your rights to attend, speak and vote at a meeting of the Company and any member entitled to more than one vote need not use all his votes or cast all his votes he uses in the same way. You should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in the notes to the proxy form. A proxy need not be a member of the Company.
- To be effective, the proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited at the office of the Company's Registrar, the details of which are given below, not less than 48 hours before the time for holding the meeting (i.e. by 11.00 am on 28 November 2016) and if not so deposited shall be invalid. If the meeting should be adjourned, the proxy form, if not previously lodged, will be effective for use at the adjourned meeting as long as it is lodged, duly completed, as set out above, no later than 48 hours before the adjourned meeting, and if there should be a poll on any of the resolutions which is taken more than 48 hours after it was demanded the proxy form will be effective, if not previously lodged, for use at the poll as long as it is lodged, duly completed, as set out above not later than 24 hours before the time appointed for the taking of the poll.

Address: Neville Registrars Limited
18 Laurel Lane
Halesowen
B63 3DA

Entitlement to attend and vote

- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered in the Company's register of members at:
 - 6.00pm on 28 November 2016; or
 - if this Meeting is adjourned, at 6.00pm on the day two days prior to the adjourned meeting
 shall be entitled to attend and vote at the Meeting.

CREST

- CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and at any adjournment(s) thereof by utilising 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 made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with EuroClear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Issuer's agent ("ID 7RA11") not less than 48 hours before the time fixed for the 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. CREST members and, where applicable their CREST sponsors or voting service provider(s) should note that EUI 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 regard, 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.

Corporate Representatives

- In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that: (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described in (i) above.
- In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant holding.
- A "vote withheld" is not a vote in law and will not be counted in the calculation of the votes for or against a resolution.
- Completion and return of the proxy form will not preclude a member from attending and voting in person at the meeting.

Communication

- Except as provided above, members who wish to communicate with the Company in relation to the Meeting should do so by writing to the Company Secretary and by using post to the registered office of the Company. No other methods of communications will be accepted.

Address: The Company Secretary
Genedrive Plc
The Incubator Building
Grafton Street
Manchester
M13 9XX

Explanatory Notes to the Notice of Annual General Meeting to be held on 30 November 2016

Resolution 1

Resolution 1 provides that the shareholders receive the audited consolidated financial statements of the Company and its subsidiaries for the financial year ended 30 June 2016 together with the Directors' Report, Directors' Remuneration Report and the Auditors' Reports on those accounts.

Resolution 2

In accordance with article 24.7 of the Company's articles of association, every director who has been appointed since the last annual general meeting of the Company is required to retire from office. David Budd, having been appointed as a director since the last annual general meeting of the Company therefore retires and, being eligible, offers himself for reappointment by the shareholders at the Annual General Meeting.

Resolutions 3 & 4

Resolutions 3 and 4 relate to the proposals to reappoint both Dr. Ian Gilham and Dr. Catherine Booth as directors of the Company, both of whom are required in accordance with the Company's articles of association to retire by rotation at the AGM. Being eligible, both Dr. Ian Gilham and Dr. Catherine Booth offer themselves for re-appointment.

Resolution 5

Resolution 5 asks the shareholders to re-appoint PricewaterhouseCoopers LLP as auditors of the Company and fixes their remuneration at an amount to be determined by the Directors.

Resolutions 6 and 7 – Authorities to Allot Shares and dis-apply statutory pre-emption rights

Under the Companies Act 2006 ("the Act"), the directors of a company may only allot shares if they are authorised by the shareholders in general meeting to do so. Such a resolution was passed at the last general meeting and it is proposed to now authorise the directors under section 551 of the Act to allot shares or grant rights to subscribe for or convert any security into shares in the Company.

The Investment Association ("IA") regards as routine a request by a company seeking an annual authority to allot new shares in an amount of up to a third of the existing issued share capital. In addition, the IA will also regard as routine a request for authority to allot up to two thirds of the existing issued share capital provided that any amount in excess of one third is reserved for fully pre-emptive rights issues. Paragraph (i) of Resolution 6 will allow the directors to allot ordinary shares up to a maximum nominal amount of £93,437 representing approximately one-third of the Company's issued share capital and calculated as at the date of the Notice of AGM (being the latest practicable date prior to publication of this document). Paragraph (ii) of Resolution 6 will allow the directors to allot, including the ordinary shares referred to in paragraph (i) of Resolution 6, further ordinary shares in connection with a pre-emptive offer by way of a rights issue to ordinary shareholders up to a maximum nominal amount of £186,874, representing approximately two-thirds of the Company's issued share capital calculated as at the date of the Notice of AGM (being the latest practicable date prior to publication of this document). The directors have no present intention of exercising the authority conferred by paragraph (ii) of Resolution 6. However, if they do exercise the authority, the directors will have due regard to best practice as regards its use including the recommendations of the IA.

The authority will expire, unless earlier revoked or varied by the Company in general meeting, on the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the date of passing of this resolution.

If equity securities are to be allotted using the authority given by Resolution 6 above, section 561 of the Act requires that those securities are offered first to existing shareholders on a pre-emptive basis in proportion to the number of ordinary shares they each hold at that time. There may be circumstances, however, when it is in the interests of the Company for the directors to be able to allot new equity securities other than under such statutory pre-emption procedure. The directors will, therefore, seek authority under Resolution 7 to dis-apply statutory pre-emption rights and allot shares in certain circumstances for cash in accordance with the Act, without the requirement to offer them first to existing shareholders under section 561 of the Act.

Resolution 7 authorises the directors to allot equity securities in the capital of the Company pursuant to the authority conferred by Resolution 6 for cash without complying with the pre-emption rights in the Act in certain circumstances. Apart from offers or invitations in proportion to the respective number of shares held pursuant to Resolution 7(a), the authority will, pursuant to Resolution 7(c), be limited to the allotment of equity securities for cash up to a maximum aggregate nominal amount of £28,034, being just under 10% of the Company's issued ordinary share capital at the date of the Notice of AGM. This is consistent with the Company's approach in prior years.

In addition, Resolution 7(b) also asks shareholders to grant authority to the directors of the Company to allot some of the new shares other than by way of a pre-emptive offer or under the general 10% disapplication in relation to shares issued pursuant to the terms of any employee share option scheme or arrangement. Resolution 7(b) asks shareholders to do this, but only in relation to new shares equal to 5.65 per cent. of the Company's issued ordinary share capital at the date of the Notice of AGM.

The directors will be able to use this power without obtaining further authority from shareholders before they allot new shares pursuant to the terms of any employee share option scheme or arrangement covered by it. However, by setting the limit of 5.65 per cent., shareholders' proportionate interests in the Company cannot, without their agreement, be reduced by more than 5.65 per cent. by the issue of new shares pursuant to the terms of any share option scheme or arrangement. This together with the shares currently under options granted by the Company in respect of employee share option schemes and arrangements aggregate 20% of the issued share capital of the Company.

The power given by Resolution 7 will, unless earlier revoked or varied by the Company in general meeting, expire on the earlier of the conclusion of the next annual general meeting of the Company and the date 15 months after the date of passing of this resolution.