

**GENUS PLC**  
**COMPANY NUMBER: 2972325**

**THE COMPANIES ACT 2006**

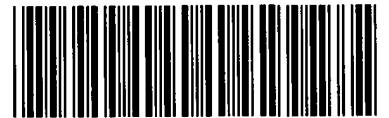
**PUBLIC COMPANY LIMITED BY SHARES**

---

**RESOLUTIONS OF GENUS PLC**

---

WEDNESDAY



\*A9J1JN8P\*

A08

09/12/2020

#294

COMPANIES HOUSE

**At the Annual General Meeting of Genus plc (the 'Company') duly convened and held as a closed meeting at 11.00am on Wednesday 25 November 2020, the following resolutions were passed:**

**As Ordinary Resolutions:**

13. 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:
- 13.1. £2,176,607.40 being 21,766,074 ordinary shares of 10 pence each ('Ordinary Shares') representing one third of the issued share capital of the Company; and
  - 13.2. £2,176,607.40 being 21,766,074 Ordinary Shares representing a further third of the issued share capital of the Company, provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of an offer to holders of Ordinary Shares open for acceptance for a period fixed by the Directors to holders on the register on a fixed record date (as the Directors may determine) in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them on any such record date and to other holders of equity securities entitled to participate therein, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter (a 'rights issue'), such authority to expire on the conclusion of the Company's Annual General Meeting next following or, if earlier, the close of business on the day which is

15 months after the date on which this resolution is passed save that the Company may, before 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.

**As Special Resolutions:**

14. That subject to and conditional on the passing of resolution 16, the Directors be authorised, pursuant to sections 570 and 573 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 13 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):

14.1. in connection with an offer of securities (but in the case of the authority granted under paragraph 13.2 of resolution 13 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 depository receipts or any other matter; and

14.2. other than pursuant to paragraph 14.1 above, to any person or persons up to an aggregate nominal amount of £326,491.10 representing not more than 5% of the issued share capital of the Company as at 12 October 2020 (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 13 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.

15. That subject to and conditional on the passing of resolution 13, and in addition to any authority granted by resolution 14, the Directors be authorised, pursuant to sections 570 and 573 of 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 or sale, provided that this power shall be:

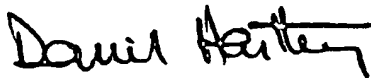
- 15.1. limited to the allotment of equity securities, or sale of treasury shares, up to an aggregate nominal amount of £326,491.10 representing not more than 5% of the issued share capital of the Company as at 12 October 2020 (being the latest practicable date before publication of this Notice); and
- 15.2. 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 upon the expiry of the general authority conferred by resolution 13 above, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted, or treasury shares sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power had not expired.

- 16. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares on such terms and in such manner as the Directors think fit provided that:
  - 16.1. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,529,822 (representing 10% of the Company's issued ordinary share capital as at 12 October 2020, being the latest practicable date before publication of this Notice);
  - 16.2. the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;
  - 16.3. 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 16 will be carried out; and
  - 16.4. the authority conferred by this resolution shall expire on the conclusion of the Company's Annual General Meeting next following or the close of business on the day which is 15 months after the date of its passing (whichever occurs first) unless previously renewed, varied or revoked by the Company in general meeting, except that the Company may, before such expiry, enter into a contract for the purchase of Ordinary Shares under the authority hereby

conferred prior to the expiry of such authority, which will or may be completed by or executed wholly or partly after the expiration of this authority, and may purchase its Ordinary Shares in pursuance of any such contract.

17. That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice and that such authority shall expire on the conclusion of the Company's Annual General Meeting next following.



**Dan Hartley**

Company Secretary

25 November 2020