

Notice of Annual General Meeting

THIS NOTICE OF MEETING IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the contents of this document and/or the action you should take, you are recommended to seek your own personal financial advice from 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 otherwise transferred all of your shares in Biome Technologies plc, please pass this document and all accompanying documents to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can pass these documents to the person who now holds the shares.

Whether or not you intend to attend the Annual General Meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed on the proxy form. The proxy form must be received by our registrar as soon as possible and by no later than 11.00am on 3 May 2011.

Ordinary Business

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the **"AGM"**) of Biome Technologies plc (the **"Company"**) will be held on Thursday 5 May 2011 at 11:00am at the offices of Financial Dynamics, Holborn Gate, 26 Southampton Buildings, London, WC2A 1PB for the following purposes:

ORDINARY BUSINESS

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

1. **Report and accounts**

To receive the audited annual accounts of the Company for the year ended 31 December 2010, together with the directors' report, the directors' remuneration report and the auditor's report on those annual accounts and the directors' report.

2. **Re-election of director**

To re-elect Susan J Bygrave who retires by rotation in accordance with the Company's articles of association, as director of the Company.

3. **Election of director**

To elect Michael A Kayser as a non-executive Director of the Company who, having been appointed since the last Annual General Meeting, offers himself for election in accordance with the Company's articles of association.

4. **Re-appointment of auditors**

To re-appoint Grant Thornton UK LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting at which accounts are laid before the Company.

5. **Auditors' remuneration**

To authorise the directors to determine the remuneration of the auditors.

Special Business

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolutions 7 and 8 will be proposed as special resolutions:

6. Directors' authority to allot shares

That, in substitution for any equivalent authorities and powers granted to the directors prior to the passing of this resolution, the directors be and they are generally and unconditionally authorised pursuant to Section 551, Companies Act 2006 (the "**Act**"):

6.1 to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") up to an aggregate nominal amount of £1,961,622 (representing not more than one third of issued ordinary share capital (excluding treasury shares) of the Company) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 6.2(b) below in excess of £1,961,622); and further

6.2 to allot equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount of £3,923,244 (representing an amount to constitute not more than two thirds of the issued ordinary share capital (excluding treasury shares) of the Company) (such amount to be reduced by the nominal amount of any allotments or grants made under paragraph 6.1(a) above) in connection with an offer by way of rights issue;

(a) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and

(b) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

6.3 provided that, unless previously revoked, varied or extended, this authority shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next AGM of the Company, except that the Company may at any time before such expiry 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 this authority had not expired.

7. Directors' power to issue shares for cash

That if resolution 6 is passed the directors be and they are empowered pursuant to Section 570(1) of the Act to allot equity securities (as defined in Section 560(1) of the Act) of the Company wholly for cash pursuant to the authority of the directors under Section 551 of the Act conferred by resolution 6 above and/or by way of a sale of treasury shares for cash (by virtue of Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that:

7.1 the power conferred by this resolution shall be limited to:

- (a) the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph 6.2 of resolution 6, by way of a rights issue only):
 - (i) in favour of holders of ordinary shares in the capital of the Company, where the equity securities respectively attributable to the interests of all such holders are proportionate (as nearly as practicable) to the respective number of ordinary shares in the capital of the Company held by them; and
 - (ii) to holders of any other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal, regulatory or practical problems arising under the laws or requirements of any overseas territory or by virtue of shares being represented by depository receipts or the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

- (b) in the case of the authority granted under paragraph 6.1 of resolution 6 and/or in the case of any sale of treasury shares for cash, the allotment, otherwise than pursuant to sub-paragraph (a) above, of equity securities or sale of treasury shares up to an aggregate nominal value equal to £588,487 (representing an amount to be not more than 10% of the issued share capital (including treasury shares) of the Company); and

7.2 unless previously revoked, varied or extended, this power shall expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next AGM of the Company except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the directors may allot equity securities (and sell treasury shares) in pursuance of such an offer or agreement as if this power had not expired.

8. Authority to purchase shares (market purchases)

That the Company be and is hereby unconditionally and generally authorised for the purposes of Section 701 of the Act to make market purchases (within the meaning of Section 693(4) of the Act) of its ordinary shares of 0.1p each ("**Ordinary Shares**") provided that:

8.1 the maximum number of Ordinary Shares authorised to be purchased is 588,486,633;

8.2 the minimum price which may be paid for any such Ordinary Share is 0.1p;

8.3 the maximum price which may be paid for an Ordinary Share shall be an amount equal to 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the 5 business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and

8.4 this authority shall, unless previously renewed, revoked or varied, expire on the earlier of the date falling 18 months after the date of the passing of this resolution and the conclusion of the next AGM, but the Company may enter into a contract for the purchase of Ordinary Shares before the expiry of this authority which would or might be completed (wholly or partly) after its expiry.

By Order of the Board

Donna R Simpson-Strange
Company Secretary

28 March 2011

Registered Office:
Starpol Technology Centre
North Road, Marchwood
Southampton SO40 4BL

Notes

1. Pursuant to Part 13 of the Companies Act 2006 and to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those members registered in the register of members of the Company at 6.00pm on Tuesday 3 May 2011 (or if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. All members registered in the register of members of the Company at the start of the AGM (or, if the AGM is adjourned, at the start of any adjourned AGM) who hold ordinary shares are entitled to attend, speak and vote at the AGM.
2. If you wish to attend the AGM in person, then as a registered shareholder you will be signed off against the register of members.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment). The notes to the proxy form include instructions on how to appoint the Chairman of the AGM or another person as a proxy. You can only appoint a proxy using the procedures set out in these Notes and in the notes to the proxy form.
4. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrars, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, not later than 48 hours before the appointed time of the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST proxy appointment service may do so for the Meeting (and any adjournment thereof) by following 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) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction 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 (**"Euroclear"**) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it relates to the appointment of a proxy, the revocation of a proxy appointment 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 Capita Registrars RA10 by the latest time(s) for receipt of proxy appointments specified in Note 2 above. 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 Company's registrar 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 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, to procure that his CREST sponsor or voting service provider takes) 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 (available at www.euroclear.com/CREST) 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).

6. Members can submit a proxy form electronically by accessing the Company's registrars website at www.capitashareportal.com and clicking the link on the homepage. You will need to register to use the online service before you will be able to vote. Electronic facilities are available to all members and those who use them will not be disadvantaged.

If you submit your proxy form via the internet it should reach the registrar by 11:00am on 3 May 2011. Should you complete your proxy form electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or posted.

The notes to the proxy form include instructions on how to appoint a proxy by using the CREST proxy appointment service.

You may not use any electronic address provided either in this Notice of AGM or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

7. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
8. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: Either by the appointment of a proxy (described in Notes 3 to 6 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provision of the Companies Act 2006.
9. The following documents are available for inspection at the registered office of the Company during the Company's usual business hours on any weekday (Saturday, Sunday or public holidays excluded) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM from 10:45am on the day of the AGM until its conclusion:
- (a) Copies of the executive directors' service contracts with the Company and any of its subsidiary undertakings and letters of appointment of the non-executive directors;
 - (b) this notice of meeting; and
 - (c) the annual report and financial statements of the Company for the year ended 31 December 2010

Explanatory Notes

Resolution 1 - Receiving the annual report and financial statements

All companies are required by law to lay their annual accounts and reports before a general meeting of the Company, together with the directors' report, directors' remuneration report, and auditors' report on the financial statements. At the AGM, the directors will present these documents to the shareholders for the financial year ended 31 December 2010.

Resolution 2 - Re-election of director

This resolution concerns the re-election of Susan J Bygrave as director of the Company who is retiring by rotation in accordance with article 114 of the Company's articles of association.

A biography of Ms S Bygrave is set out within the director's report and accounts for the year ended 31 December 2010.

Resolution 3 - Election of director

This resolution concerns the election of Michael A Kayser as a non-executive Director of the Company.

A biography of Mr Kayser is set out within the director's report and accounts for the year ended 31 December 2010. Michael Kayser was appointed as a non-executive director by the board on 6 October 2010 and is required by the Company's articles of association to offer himself for election at the Annual General Meeting following his appointment.

Resolution 4 - Re-appointment of auditors

This resolution concerns the re-appointment of Grant Thornton as auditors until the conclusion of the next general meeting at which accounts are laid, that is the next AGM.

Resolution 5 - Auditors remuneration

This resolution authorises the directors to fix the auditor's remuneration.

Resolution 6 - Directors' power to allot shares

This resolution grants the directors authority to allot shares in the capital of the Company and other relevant securities up to an aggregate nominal value of £1,961,622 representing approximately one third of the nominal value of the issued ordinary share capital of the Company as shown in the accounts of the Company for the year ended 31 December 2010, renewing and replacing the authority granted last year. In addition, in accordance with the approach taken in previous years and the guidelines issued by the Association of British Insurers, this resolution grants the directors authority to allot further equity securities up to an aggregate nominal value of £1,961,622, representing approximately one third of the nominal value of the issued ordinary share capital of the Company as shown in accounts of the Company for the year ended 31 December 2010. This additional authority may be only applied to fully pre-emptive rights issues.

There are no treasury shares in issue in the Company as at the date of this notice.

The directors do not have any present intention of exercising the authorities conferred by this resolution but they consider it desirable that the specified amount of authorised but unissued share capital is available for issue so that they can more readily take advantage of possible opportunities.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or the date falling 18 months from the passing of the resolution, whichever is the earlier.

Resolution 7 - Directors' power to issue shares for cash

This resolution authorises the directors in certain circumstances to allot equity securities for cash other than in accordance with the statutory pre-emption rights (which require a company to offer all allotments for cash first to existing shareholders in proportion to their holdings), renewing and replacing the authority granted last year. The relevant circumstances are either where the allotment takes place in connection with a rights issue or the allotment is limited to a maximum nominal amount of £588,487 representing approximately ten per cent of the nominal value of the issued ordinary share capital of the Company as at 23 March 2011 being the latest practicable date before publication of this notice.

Unless revoked, varied or extended, this authority will expire at the conclusion of the next AGM of the Company or 18 months after the passing of the resolution, whichever is the earlier.

Treasury shares regulations

The Companies (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 (as amended) ("**Treasury Shares Regulations**") give flexibility concerning what the Company can do with any of its ordinary shares that it may buy back. The Company may now hold such shares "in treasury" and then sell them at a later date for cash rather than simply cancelling them. The Treasury Shares Regulations require such sales to be on a pre-emptive, pro-rata basis to existing shareholders unless shareholders agree by special resolution to disapply such pre-emption rights. Accordingly, in addition to giving the directors power to allot unissued ordinary shares on a non pre-emptive basis, resolution 7 will also give directors power to sell ordinary shares held in treasury on a non- pre-emptive basis, subject always to the limitations noted above. The directors consider that the power proposed to be granted by resolution 7 is necessary to retain flexibility, although they do not have any intention at the present time of exercising such power.

Resolution 8 - Authority to purchase shares (market purchases)

This resolution authorises the board to make market purchases of up to approximately ten per cent of the Company's issued ordinary shares. Shares so purchased may be cancelled or held as treasury shares.

The authority will expire at the end of the next AGM of the Company or 18 months from the passing of the resolution, whichever is the earlier. The directors intend to seek renewal of this authority at any subsequent AGM.

The directors intend to exercise this right only when, in light of the market conditions prevailing at the time and taking into account all relevant factors (for example, the effect on earnings per share), they believe that such purchases are in the best interests of the Company and shareholders generally. The overall position of the Company will be taken into account before deciding upon this course of action. The decision as to whether any such shares bought back will be cancelled or held in treasury will be made by the directors on the same basis at the time of purchase.

