

## **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 10.00am on 22 April 2018.

**Biome Technologies plc**  
**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**AGM**") of Biome Technologies plc (the "**Company**") will be held on Tuesday 24 April 2018 at 10:00am at the offices of Allenby Capital Limited, 5 St Helen's Place, London EC3A 6AB 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 2017, together with the directors' reports and the auditor's report on those annual accounts.

**2. Re-election of director**

To re-elect John F Standen who retires by rotation in accordance with the Company's articles of association, as a non-executive director of the Company.

**3. Re-election of director**

To re-elect Declan L Brown who retires by rotation in accordance with the Company's articles of association, as a non-executive director of the Company.

**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**

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**") 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 £39,125, 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 in accordance with Section 570(1) of the Act to allot equity securities (as defined in Section 560) 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 (in accordance with Section 573 of the Act), in each case as if Section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to 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 £11,737. 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 annual general meeting 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 after such expiry and the directors may allot equity securities 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 5p each ("**Ordinary Shares**") provided that:

- 8.1 the maximum number of Ordinary Shares authorised to be purchased is 234,753;
- 8.2 the minimum price which may be paid for any such Ordinary Share is 5p;
- 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 annual general meeting, 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.

*Dated: 27 March 2018*

*By Order of the Board*

*Registered Office:*

*Donna R Simpson-Strange*

*Starpol Technology Centre  
North Road, Marchwood  
Southampton SO40 4BL*

*Company Secretary*

## 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 Sunday 22 April 2018 (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). A proxy form is enclosed. 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, Neville Registrars of Neville House, 18 Laurel Lane, Halesowen, West Midlands, B63 3DA, not later than 48 hours before the appointed time of the meeting.
5. 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.
6. 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.
7. 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 Note 3 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.

8. 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 09.45am 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 2017

## **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' reports 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 2017.

### **Resolution 2- Re-election of director**

This resolution concerns the re-election of John F Standen as a director of the Company who is retiring at the AGM by rotation in accordance with article 114 of the Company's articles of association.

A biography of Mr J F Standen is set out within the directors' report and accounts for the year ended 31 December 2017.

### **Resolution 3- Re-election of director**

This resolution concerns the re-election of Declan L Brown as a director of the Company who is retiring at the AGM by rotation in accordance with article 114 of the Company's articles of association.

A biography of Mr D L Brown is set out within the directors' report and accounts for the year ended 31 December 2017.

### **Resolution 4- Re-appointment of auditors**

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

### **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 £39,125 representing approximately one third of the nominal value of the issued ordinary share capital of the Company as at 27 March 2018, being the latest practicable date prior to publication of this notice, renewing and replacing the authority granted last year.

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 annual general meeting 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 at last year's AGM. 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 £11,737 representing approximately ten per cent of the nominal value of the issued ordinary share capital of the Company as at 27 March 2018 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 annual general meeting of the Company or 18 months after the passing of the resolution, whichever is the earlier.

#### **Treasury shares**

The Company may hold any shares it buys back "in treasury" and then sell them at a later date for cash rather than simply cancelling them. Any such sales are required to be made 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 as at 27 March 2018, being the latest practicable date prior to publication of this notice. Shares so purchased may be cancelled or held as treasury shares.

The authority will expire at the end of the next annual general meeting 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.