

**For use at the Annual General Meeting of Genus plc (the "Company") to be held at the Apollo Hotel, Aldermaston Roundabout, Basingstoke, Hampshire RG24 9NU on 8 November 2012 at 11.00 a.m.**

**0930-019-S**

I/We, being holder(s) of ordinary shares of 10 pence each in the Company, hereby appoint the Chairman of the Meeting or (see note 1)



as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the Apollo Hotel, Aldermaston Roundabout, Basingstoke, Hampshire RG24 9NU on 8 November 2012 at 11.00 a.m. and at any adjournment of it.

Number of shares in respect of which the proxy is appointed (see notes 1 & 2).

Please mark this box to indicate that this proxy appointment is one of multiple appointments being made (see note 2).

I/We authorise and instruct my/our said proxy to vote on a poll in respect of the resolutions to be proposed at the Annual General Meeting as follows:

**Ordinary Resolutions**

1. To receive and approve the Company's audited financial statements and directors' and auditors' reports for the year ended 30 June 2012.
2. To approve the directors' remuneration report for the year ended 30 June 2012.
3. To declare and approve a final dividend of 10.1 pence per ordinary share.
4. To re-elect Bob Lawson as a director of the Company.
5. To re-elect Karim Bitar as a director of the Company.
6. To re-elect John Worby as a director of the Company.
7. To re-elect Nigel Turner as a director of the Company.
8. To re-elect Mike Buzzacott as a director of the Company.
9. To re-elect Barry Furr as a director of the Company.
10. To re-appoint Deloitte LLP as auditors of the Company and to authorise the directors to agree the auditors' remuneration.
11. To empower the directors with limited authority to allot shares.
12. To approve and authorise the directors to adopt the amended rules of the Genus plc 2004 Performance Share Plan.

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Special Resolutions**

13. To empower the directors with limited authority to allot equity securities for cash without first offering them to existing shareholders.
14. To empower the directors with limited authority to make one or more market purchases of any ordinary shares.
15. To allow a general meeting other than an annual general meeting to be called on not less than 14 clear days' notice.

	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please indicate by marking the appropriate boxes in ink like this:  how you wish your votes to be cast in respect of the above resolutions.

Please indicate if you are not attending the AGM

On receipt of this card duly signed, in the absence of any specific instructions, the proxy will vote or abstain at his/her discretion.

Dated

Signature

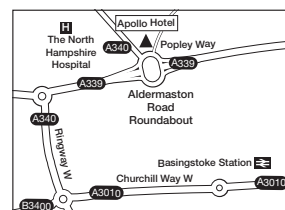
(see notes 2-9)

**GENUS plc  
 Attendance Card**

**For use at the Annual General Meeting of the Company, commencing at 11.00 a.m. on 8 November 2012 at the Apollo Hotel, Aldermaston Roundabout, Basingstoke, Hampshire RG24 9NU.**

If you wish to attend the Meeting please sign this card and bring it with you and hand it in at the shareholder reception desk on your arrival to authenticate your right to attend, speak and vote in person. Unless you are able to present the card or alternatively provide acceptable evidence of identity, you may be refused entry to the Meeting.

If you have appointed a person other than the Chairman of the Meeting as your proxy to attend on your behalf, both you and your proxy must sign this card and place a tick in the box alongside the signatures. A proxy is entitled to speak and to vote on a poll.



Signature(s)

PROXY

**PLEASE DETACH AND RETAIN THE ATTENDANCE CARD BEFORE POSTING THIS FORM OF PROXY**

Equiniti Limited  
Aspect House  
Spencer Road  
Lancing  
West Sussex  
BN99 6ZJ

NOTES:

1. Any member entitled to attend and vote at this Meeting may appoint one or more proxies to attend, speak and to vote instead of him/her. If you wish to appoint a person other than the Chairman as your proxy, please insert the full name of the proxy (in block capitals) in the space provided and delete the words "the Chairman of the Meeting or". A proxy need not be a member of the Company. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
2. To appoint more than one proxy (an additional proxy form(s) may be obtained by contacting Equiniti Registrars on 0871 384 2290 (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm, Monday to Friday) or by contacting the Equiniti overseas helpline on +44 121 415 7047 or you may copy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together.
3. 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, SEA 10845, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZJ at least

48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. CREST members who wish to appoint a proxy by using the CREST electronic proxy appointment service may do so by using the CREST electronic proxy appointment service. CREST members should refer to the Notice of Annual General Meeting enclosed with this form of proxy which sets out the requirements for the submission of a proxy appointment via CREST.
5. Proxy appointment and instructions, however submitted, must be received by 11.00am on 6 November 2012.
6. 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.
7. 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 6 November 2012. Changes to entries on the register of members after the relevant time shall be disregarded in determining the rights of any person to attend or vote at the Meeting, notwithstanding any provisions in any enactment, articles of association or other instrument to the contrary.
8. In the case of joint registered holders, the vote of the first named in the register who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. Where the shares are registered in the name of a company, corporations should affix their common seal or otherwise duly execute this form of proxy in accordance with their articles of association or by signature by a duly authorised officer or agent. Where the shares are registered in the name of a partnership the

form of proxy must be executed by two partners stating that they are partners in the partnership. In the case of an individual, this form of proxy must be signed by the member or his/her attorney duly authorised in writing.

9. Any alteration made to the form of proxy must be initialled.
10. For your convenience, the form of proxy is pre-paid and addressed to Equiniti Limited. No envelope is necessary but if you wish you may use an envelope and address it (no stamp required) to Equiniti Registrars, FREEPOST SEA 10845, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6ZJ.
11. If you direct your proxy to abstain from voting on a resolution, this abstention will not constitute a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution.
12. Unless you give specific instructions on how to vote on a particular resolution, your proxy may vote as he or she thinks fit on any motion to amend a resolution or to adjourn the Meeting, or any other resolution proposed at the Meeting. Should any other resolution be proposed at the Meeting, the proxy may vote as he or she thinks fit.
13. This card should not be used for any comments, change of address or other queries. Please send separate instructions.
14. All enquiries concerning this form should be directed to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

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