

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended immediately to seek your own financial advice from your stockbroker, bank manager, auditor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your ordinary shares in Microgen plc, please send this document, together with the accompanying form of proxy and annual report, as soon as possible, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

6 March 2018

microgen plc

(incorporated and registered in England and Wales with registered number 01602662)

Dear Shareholder

ANNUAL GENERAL MEETING 2018

Set out in this circular letter, on pages 4 to 6, is a formal notice of the Annual General Meeting of Microgen plc to be held on Monday 23 April 2018 at 9.00 am at our offices at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ ("**AGM**"). The purpose of this letter is for the Board to explain to you the Resolutions numbered 2, 4, 7, 8, 9, 10 and 11 which are proposed in the notice of AGM.

Resolution 2 – Approval of the Annual Report on Remuneration

Resolution 2 is an ordinary resolution to approve the Annual Report on Remuneration, which is Part B of the Directors' Remuneration Report and is set out on pages 45 to 56 of the Annual Report and Accounts for the year ended 31 December 2017. Resolution 2 is an advisory resolution which means that entitlement of a director to remuneration is not conditional on the Resolution being passed.

The Directors' Remuneration Policy (which is Part A of the Directors' Remuneration Report and is set out on pages 36 to 44 of the Annual Report and Accounts) was approved by shareholders at the Company's Annual General Meeting in 2017 and remains unchanged since then. Accordingly, it will be valid for three years from then without further shareholder approval. The directors expect that the Company will next propose a resolution to approve the Directors' Remuneration Policy at the Annual General Meeting to be held around April 2020.

Resolution 4 – Re-election of Philip Wood as a Director

The Company's Articles of Association require any directors who were not appointed or reappointed at one of the preceding two Annual General Meetings to retire and offer themselves for re-election. Accordingly, Philip Wood (who last stood for re-election at the Annual General Meeting held in May 2015) will be standing for re-election this year.

Biographical details of Philip Wood and all the other directors (as at the date of this Notice) are set out inside the front cover of the Annual Report and Accounts and appear on the Company's website www.microgen.com. Having considered the performance of, and contribution made by, Philip Wood, the Board remains satisfied that his performance continues to be effective and that he continues to demonstrate commitment to his role. As such, the Board recommends his re-appointment under Resolution 4.

Resolution 7 – Allotment of Securities

This resolution deals with the Directors' authority to allot Relevant Securities in accordance with section 551 of the Companies Act 2006 (**CA 2006**) in order to replace the authority given at the last Annual General Meeting of the Company held on 24 April 2017. This resolution complies with the Investment Association Share Capital Management Guidelines issued in July 2016 and the Pre-Emption Group's Statement of Principles issued in March 2015.

If passed, the resolution will authorise the Directors to allot Relevant Securities up to a maximum nominal amount of £1,304,790 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 6 March 2018 and a further amount of

£1,304,790 which represents approximately 33.3% of the Company's issued ordinary shares (excluding treasury shares) as at 6 March 2018 in respect of a fully pre-emptive offer. As at close of business on 6 March 2018, the Company did not hold any treasury shares.

The authority granted by this resolution will expire on 31 May 2019 or, if earlier, on the conclusion of next year's annual general meeting. The Directors have no present intention to exercise the authority conferred by this resolution, but consider it desirable to have sufficient authority in place, as permitted by corporate governance guidelines, to respond to market developments and to enable allotments to take place in a timely manner, should such a situation arise.

In this resolution, Relevant Securities means:

- shares in the Company, other than shares allotted pursuant to:
 - an employee share scheme (as defined in section 1166 of the CA 2006);
 - a right to subscribe for shares in the Company where the grant of the right itself constitutes a Relevant Security; or
 - a right to convert securities into shares in the Company where the grant of the right itself constitutes a Relevant Security; and
- any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined in section 1166 of the CA 2006). References to the allotment of Relevant Securities in this resolution include the grant of such rights.

Resolutions 8 and 9 – Disapplication of Pre-Emption Rights

Resolution 8 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 7, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings: (a) in relation to pre-emptive offers; and (b) in any other case, up to a maximum nominal amount of £195,718 which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 6 March 2018 (being the latest practicable date prior to the publication of this document).

The power granted by this resolution replaces the authority given at the last Annual General Meeting of the Company held on 24 April 2017 and will expire on the conclusion of next year's annual general meeting or, if earlier, on 31 May 2019.

Resolution 9 will, if passed, give the Directors power, pursuant to the authority to allot granted by resolution 7 and in addition to the authority granted pursuant to resolution 8, to allot equity securities (as defined by section 560 of the CA 2006) or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £195,718 which represents approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 6 March 2018 (being the latest practicable date prior to the publication of this document) where such allotment is 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 Board of the Company determines to be an acquisition or another 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.

These resolutions are in line with guidance issued by the Investment Association (as updated in July 2016) and the Pre-Emption Group's Statement of Principles (as updated in March 2015) (the Statement of Principles), and the template resolutions published by the Pre-Emption Group in May 2016.

In addition, the Directors also confirm that in accordance with the Statement of Principles, they do not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period other than to existing shareholders, save as permitted in connection with an acquisition or specified capital investment as described above, unless shareholders have been notified and consulted in advance.

The Directors have no present intention to exercise the authority conferred by these resolutions.

Resolution 10 – Purchase of Own Shares

It is proposed that the existing authority to enable the Company to make purchases of its own shares should be renewed until the next Annual General Meeting in 2019. The special resolution proposed would enable the Company to make purchases on the London Stock Exchange limited to 6,089,022 shares (equivalent to 10 per cent. of its issued share capital as at 6 March 2018), at, or between, the minimum and maximum prices specified in Resolution 10. Any shares purchased by the Company pursuant to this Resolution may be immediately cancelled or held in treasury. Under the Companies Act 2006, the Company is permitted to hold its own shares in treasury following a buy-back, instead of cancelling them. Such shares may be resold for cash or used to satisfy share options but all rights attaching to them, including voting rights and any right to receive dividends are suspended whilst they are held in treasury. However, it should not be assumed that the Board will exercise any or all of this proposed authorisation. This power would only be used after careful consideration by the Directors, having taken into account such matters as market conditions prevailing at that time, the investment needs of the Company and its overall financial position. The Directors would exercise the proposed authority to purchase ordinary shares only if they considered it to be in the best interests of Shareholders and if the purchases could be reasonably expected to result in an increase in earnings per share.

As at 6 March 2018, options were outstanding to subscribe for 4,140,203 ordinary shares, representing 6.80 per cent. of the issued share capital of the Company. The proportion of issued share capital represented by such share options would increase to 7.55 per cent. if the authority to purchase shares (existing and sought) proposed by Resolution 10 is utilised in full by the Directors. There are currently no warrants outstanding and no treasury shares in issue. The authority sought in Resolution 10 is to replace the authority given at the last Annual General Meeting and will expire at the conclusion of the Annual General Meeting in 2019 or on 31 May 2019, whichever is the earlier.

Resolution 11 – Notice of Meetings

Under the Shareholders' Rights Regulations, the prescribed notice period for general meetings of a company is 21 days unless certain requirements are satisfied including that a special resolution of Shareholders is passed to allow notice of meetings to be given by way of 14 days clear notice. At the last Annual General Meeting of the Company authority was granted by Shareholders to allow a shorter notice of 14 clear days. The Directors believe it is in the best interests of the Shareholders to retain the flexibility of a shorter notice period and intend to renew the authority at this AGM by proposing a special resolution to allow notice of meetings to be given by way of 14 days clear notice. It is intended by the Directors that a shorter notice period will be used where the flexibility is merited by the business of the meeting, where the matter is time sensitive and where it is thought to be to the advantage of Shareholders. The approval will be effective until the Company's Annual General Meeting in 2019, when a resolution will be proposed to renew the authority. In order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all Shareholders at the time of calling the meeting.

Recommendation

The Directors believe that the adoption of all the Resolutions to be put to the Meeting are in the best interests of the Company and its Shareholders and are most likely to promote the success of the Company for the benefit of Shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the Resolutions to be proposed at the AGM, as they themselves intend to do in respect of their own beneficial shareholdings which in aggregate amount to a total of 898,666 ordinary shares, representing approximately 1.48 per cent. of the existing issued ordinary share capital of the Company as at 6 March 2018, being the latest practicable date prior to publication of this circular letter containing the Notice of Annual General Meeting.

Yours sincerely

Ivan Martin
CHAIRMAN

Notice of meeting
microgen plc

(Incorporated in England and Wales under the Companies Acts 1948 to 1980 with number 1602662)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Microgen plc will be held at the offices of Microgen at Old Change House, 128 Queen Victoria Street, London EC4V 4BJ on Monday 23 April 2018 at 9.00am (or at any adjournment thereof) for the following purposes:

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 7 will be proposed as ordinary resolutions and resolutions 8 to 11 will be proposed as special resolutions.

Ordinary Resolutions

Report and accounts

1. To receive and to adopt the Company's Annual Report and Accounts for the year ended 31 December 2017 together with the reports of the Directors and auditors.

Remuneration Report

2. To approve Part B of the Directors' Remuneration Report for the year ended 31 December 2017 comprising the Annual Report on Remuneration as set out on pages 45 to 56 of the Company's Annual Report and Accounts for the year ended 31 December 2017.

Final Dividend

3. To declare a final dividend of 4.25p per ordinary share of 6 3/7 pence each for the year ended 31 December 2017.

Directors

4. To re-elect Philip Wood as a Director of the Company.

Auditors

5. To reappoint PricewaterhouseCoopers LLP as auditors of the Company until the next general meeting at which accounts are to be laid.
6. To authorise the Audit Committee of the Board to agree the auditors' remuneration.

Allotment of Securities

7. That,
 - (a) in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) up to an aggregate nominal amount of £1,304,790 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2019 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the Directors may allot Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

and further,

- (b) that, in accordance with section 551 of the CA 2006 and in addition to the authority granted pursuant to clause 7(a) of this resolution, the Directors be generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount of £1,304,790 provided that this authority shall, unless renewed, varied or revoked by the Company, expire at 23:59 on 31 May 2019 or, if earlier, the date of the next Annual General Meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or

might require Relevant Securities to be allotted or rights to subscribe for or convert any Relevant Security into shares to be granted after it expires and the Directors may allot Relevant Securities or grant rights to subscribe for or convert any Relevant Security into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

Disapplication of Pre-Emption Rights

8. That subject to the passing of resolution 7, the Directors be authorised to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be limited to:

- (a) the allotment of equity securities in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 8(a) of this resolution) to any person up to an aggregate nominal amount of £195,718.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at 23:59 on 31 May 2019, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the CA 2006 did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

9. That subject to the passing of resolutions 7 and 8, the Directors be authorised, in addition to the authority granted pursuant to resolution 8, to allot equity securities (as defined in section 560 of the CA 2006) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

- (a) limited to the allotment of equity securities or sale of treasury shares to any person up to an aggregate nominal amount of £195,718; and
- (b) 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 Board of the Company determines to be an acquisition or another 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.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at 23:59 on 31 May 2019, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

Purchase of Own Shares

10. That the Company be and is hereby generally and unconditionally authorised pursuant to Section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of such Act) of ordinary shares of 6 3/7 pence each in the capital of the Company ("Ordinary Shares") on such terms as the Directors think fit provided that:

- (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is limited to 6,089,022 Ordinary Shares;
- (b) the minimum price which may be paid for each Ordinary Share is 6 3/7 pence; and
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is an amount equal to the higher of (i) 105 per cent 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 preceding the day on which the Company agrees to buy the shares concerned; and (ii) the higher of the price of the last independent trade of any Ordinary Share and the highest current bid for an Ordinary Share as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buyback programmes and stabilisation of financial instruments (2273/2003).

The authority conferred by this Resolution 10 shall expire at the conclusion of the next Annual General Meeting of the Company in 2019 or at 23:59 on 31 May 2019, whichever is earlier (except in relation to the purchase of Ordinary Shares, the contract for which was concluded before such date and which is completed wholly or partly after such date) unless such authority is renewed prior to such time.

Notice Period for Meetings

11. That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice.

By order of the Board

Mark Heather
Company Secretary

6 March 2018

Registered Office:
Old Change House
128 Queen Victoria Street
London EC4V 4BJ

EXPLANATORY NOTES TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING ("AGM") NOTICE

The following notes explain your general rights as a Shareholder and your rights to attend and vote at the AGM or to appoint someone else to vote on your behalf.

1. Only holders of ordinary shares, or their duly appointed representatives, are entitled to attend, vote and speak at the Meeting. A member is entitled pursuant to Section 324 of the Companies Act 2006 to appoint a proxy or proxies (who need not be a member) to attend, vote and speak on his/her behalf.
2. A Form of Proxy is enclosed and instructions for its use are shown on the form. The appointment of a proxy will not prevent a member from subsequently attending, voting and speaking at the Meeting in person.
3. If you wish, you may register the appointment of a proxy for the Meeting electronically, by contacting the website of Link Asset Services, the Company's Registrars, at www.signalshares.com where full details of the procedures are given. The proxy appointment and instructions must be received by Link Asset Services not less than 48 hours before the time for holding the Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the Meeting or adjourned meeting) for the taking of the poll at which it is to be used.
4.
 - (a) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service should follow 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.
 - (b) In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 the issuer's agent (ID: RA10) not less than 48 hours before the time for holding 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). After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 - (c) 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 Instruction. 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 take) 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 concerning practical limitations of the CREST system and timings. The CREST Manual can be reviewed at www.euroclear.com/CREST.
 - (d) 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.
5. At the AGM, which is to be held on 23 April 2018, the votes will be taken on a show of hands (unless a poll is demanded) and the results will be released to the London Stock Exchange and published on the Company's website www.microgen.com.

6. Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the Shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.
7. Please note that the statement of the rights of members in relation to the appointment of proxies set out in paragraphs 1 to 4 above does not apply to a Nominated Person. The rights described in these paragraphs can only be exercised by registered members of the Company.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual member provided that they do not do so in relation to the same shares.
9. Copies of any contract of service, letters of appointment and deeds of indemnity between the Directors and the Company or any of its subsidiaries (or a memorandum of the terms thereof) will be available at the Registered Office of the Company during normal business hours until the conclusion of the Meeting, and at the place of the Meeting from at least 15 minutes prior to the Meeting until its conclusion.
10. The Company, pursuant to the Uncertificated Securities Regulations 2001, specifies that only those Shareholders on the Register of Members as at close of business on Thursday 19 April 2018 (or, if the Meeting is adjourned, as at close of business on the day two working days prior to the date of the adjourned meeting) shall be entitled to attend in person or by proxy and vote at the Meeting in respect of the number of shares registered in their names at the time. Changes to entries on the ordinary register after close of business on Thursday 19 April 2018 (or if this Meeting is adjourned, changes to entries on the Register of Members after 6.00 pm two days prior to the date of any adjourned Meeting) shall be disregarded in determining the right of any person to attend or vote at the Meeting.
11. Under Section 319A of the Companies Act 2006, any member attending the Meeting has the right to ask questions in relation to the business of the Meeting. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information; or (b) the answer has already been published on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
12. As at 6 March 2018 (being the latest practicable date prior to the publication of this Notice of AGM) the Company's issued share capital, and the total number of voting rights, consists of 60,890,228 ordinary shares of 6 3/7 pence each.
13. Shareholders are advised that, unless otherwise stated, any telephone number, website and email address set out in this Notice of Meeting, Form of Proxy or Chairman's letter should not be used for the purpose of serving information on the Company (including the service of documents or information relating to the conduct or nature of the proceedings at the Company's Annual General Meeting).
14. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006 can be found at www.microgen.com.