

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have recently sold or transferred all of your ordinary shares in genedrive plc, please forward this document, together with the accompanying proxy card, as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the ordinary shares.

GENEDRIVE PLC

(Incorporated in England and Wales under the Companies Acts with registered number 06108621)

Notice of a General Meeting

Thursday 13 September 2018 at 10 am

This document should be read as a whole. Your attention is drawn to the letter to Shareholders from the Chairman of genedrive plc ("**genedrive**" or the "**Company**").

Notice of the general meeting of genedrive to be held at The Innovation Centre, 48 Grafton Street, Manchester M13 9XX on Thursday 13 September 2018 at 10 am (UK time) (the "**General Meeting**") is set out on page 3 of this document (the "**Notice of General Meeting**"). A form of proxy to be used in connection with the General Meeting is enclosed ("**Form of Proxy**") and, to be valid, should be completed, signed and returned following the procedures described in the Notes of the Notice of General Meeting so as to be received by the Company's registrars as soon as possible but, in any event, so as to arrive no later than 10 am (UK time) on Tuesday 11 September 2018 (or, in the case of an adjourned meeting, at least 48 hours (excluding weekends and bank holidays) before the time appointed for holding the adjourned meeting). Completion and return of a Form of Proxy will not prevent Shareholders from attending the General Meeting should they wish to do so.

Shareholders should note that no resolutions are being proposed at the General Meeting and that the Form of Proxy is enclosed simply to enable you to be represented at the Meeting if you cannot attend in person.

Genedrive Plc

Registered Office: 48 Grafton Street,
Manchester M13 9XX, United Kingdom
Tel: 0161 989 0245 | Fax: 0161 989 0262

Directors

Ian Gilham
David Budd
Matthew Fowler
Roger Lloyd
Robert Nolan
Tom Lindsay
Chris Yates

Dear Shareholder,

24 August 2018

On 13 July 2018, the Company issued a unaudited trading update for the twelve months ended 30 June 2018. This trading update noted that the Group closed the financial year with £3.5 million of cash, ahead of previous market expectations, and reflecting in part the completion of the disposal of the Services businesses in June 2018.

Since the trading update, the Company has continued to trade in line with Management expectations.

The Company and its Auditors are in the process of completing the Financial Statements for the Company and the Group for the year ended 30 June 2018. It is anticipated that the Company's Preliminary Results will be published no later than November 2018, with the Annual Report being sent to Shareholders directly after publication of the Preliminary Results.

Whilst the audited net assets of the Company as at 30 June 2018 are not yet available, the Board believes that on completion of the audit, the net assets of the Company will fall below half of the value of the called up share capital of the Company.

Under section 656 of the Companies Act 2006 (**Section 656**), when a board becomes aware that the net assets of a public company are half or less than the value of its called up share capital, the directors are required, within 28 days, to call a general meeting of the company for the purpose of considering whether any, and if so what, steps should be taken to deal with the situation.

As required, the Board has today issued a notice to hold a General Meeting of the Company at 10 am on Thursday 13 September 2018 at The Incubator Building, 48 Grafton Street, Manchester M13 9XX in connection with Section 656.

Given the levels of cash in the business, the commencement of commercial sales for the genedrive HCV[®] ID Kit in March 2018 and the award of over £2m of grant funding in the last financial year, the low level of net assets is not considered to be of material concern to the Board. The Board does not therefore consider that specific steps require to be taken in respect of Section 656 and, accordingly, no resolutions will be put to Shareholders at the General Meeting.

The financial position of the Group and implementation of the strategy to grow the diagnostics business and exploit the opportunities of decentralised molecular diagnostics are, and will be, kept under review by the Board.

A Form of Proxy is enclosed to enable a Shareholder to be represented at the General Meeting if they cannot attend in person. To be valid, the Form of Proxy should be completed, signed and returned to the Company's registrars as soon as possible but, in any event, so as to arrive no later than 10 am (UK time) on Tuesday 11 September 2018 (or, in the case of an adjourned meeting, at least 48 hours (excluding weekends and bank holidays) before the time appointed for holding the adjourned meeting).

Yours sincerely

Dr Ian Gilham
Chairman

PUBLIC COMPANY LIMITED BY SHARES

NOTICE OF GENERAL MEETING

OF

GENEDRIVE PLC (THE "COMPANY")

(Registered in England and Wales under company number 06108621)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at The Innovation Centre, 48 Grafton Street, Manchester M13 9XX on Thursday 13 September 2018 at 10 am to consider, pursuant to Section 656 of the Companies Act 2006, whether any, and if so what, steps should be taken to address the fact that the net assets of the Company have fallen to half or less of its called up share capital.

By order of the Board

.....
Matthew Fowler
Company Secretary
Date: 24 August 2018

genedrive plc
Registered office:
The Incubator Building
Grafton Street
Manchester
M13 9XX

NOTES

Entitlement to attend and vote

1. Only those Shareholders registered in the Company's register of members at:
 - 6 pm on 11 September 2018; or,
 - if this meeting is adjourned, at 6 pm on the day two days prior to the adjourned meeting,

shall be entitled to attend, speak and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Website giving information regarding the meeting

2. Information regarding the meeting, can be found at <http://www.genedriveplc.com/>.

Appointment of proxies

3. If you are a Shareholder entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the General Meeting instead of you. You should have received a proxy form with this notice of meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder. To appoint more than one proxy, please contact our registrar, Neville Registrars Limited, on 0121 585 1131 or at Neville House, Steelpark Road, Halesowen B62 8HD. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. Failure to specify the number of shares to which each proxy appointment relates or specifying a number in excess of those held by the Shareholder will result in the proxy appointment being invalid. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
5. Appointment of a proxy will not preclude a Shareholder from attending and voting in person at the General Meeting.
6. Shareholders can:
 - Appoint a proxy or proxies and give proxy instructions by returning the enclosed proxy form by post (see note 7).
 - If a CREST member, register their proxy appointment by utilising the CREST electronic proxy appointment service (see note 8).
 - You may not use any electronic address provided either in this Notice of Meeting or any related documents to communicate with the Company for any purpose other than as expressly stated.

Appointment of proxy by post

7. To be effective, the completed and signed proxy form, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such Power of Attorney) must be deposited at the office of the Company's Registrars, Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD not less than 48 hours (excluding weekends and bank holidays) before the time for holding the meeting (i.e. by 10 am on 11 September 2018) and if not so deposited shall be invalid.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the general meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available via www.euroclear.com). 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.

9. For a proxy appointment or instructions made using the CREST service 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 constitutes the appointment of a proxy or is 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 Neville Registrars Limited (ID 7RA11) no later than 10 am on 11 September 2018, or, in the event of an adjournment of the meeting, 48 hours (excluding weekends and bank holidays) before the adjourned 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.
10. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear does not make available special procedures in CREST for any particular message. 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(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) 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 provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.

Appointment of proxy by joint members

12. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

13. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
14. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited on 0121 585 1131 or at Neville House, Steelpark Road, Halesowen, B62 8HD.
15. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

16. A Shareholder may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited at Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a Shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
17. The revocation notice must be received by Neville Registrars Limited no later than 10 am on 11 September 2018.
18. If you attempt to revoke your proxy appointment but the revocation is received after the time

specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

19. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Corporate representatives

20. A corporation which is a Shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a Shareholder provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

21. As at 23 August 2018 (being the latest practicable date prior to publication of this notice), the Company's issued share capital comprised 18,783,115 ordinary shares of £0.015 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the share capital of the Company as at 23 August 2018 is 18,783,115. There are no ordinary shares held by the Company in treasury.

Entitlement to attend and Vote

22. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast) Shareholders must be registered in the register of members of the Company at 6 pm (UK time) on 11 September 2018 (or, in the event of any adjournment, 6 pm (UK time) on the date which is two days (excluding weekends and bank holidays) before the date of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Right to ask questions

23. Any Shareholder attending the Meeting has the right to ask questions. The Company must cause to be answered 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 (b) the answer has already been given 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.

Communication

24. Except as provided above, Shareholders who have general queries about the meeting or need additional proxy forms should use the following means of communication (no other methods of communication will be accepted):

- By post to the Company's registered office, details of which are below:

The Company Secretary
genedrive plc
The Incubator Building
Grafton Street
Manchester
M13 9XX

25. A Shareholder may not use any electronic address provided either in this notice of General Meeting or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purpose other than those expressly stated.