

NOTICE OF ANNUAL GENERAL MEETING 21 JUNE 2010

This document is important and requires your immediate attention.

If you are in any doubt about the action you should take, you should seek your own personal financial advice from your stockbroker, bank, solicitor, fund manager or other independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred your shares in FuturaGene Plc, please forward this document to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

28 May 2010

FuturaGene Plc
Ten Dominion Street
London EC2M 2EE

Dear Shareholder

ANNUAL GENERAL MEETING 2010

The Annual General Meeting of the Company will be held on 21 June 2010 commencing at 11.00 a.m. (or as soon thereafter as the general meeting of the Company to be held at 10.40 a.m. on 21 June 2010 shall have concluded) at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE. A copy of the Annual Report and Accounts of FuturaGene Plc for the year ended 31 December 2009 was sent to shareholders on 14 May 2010.

Recommendation

Your directors consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and of its shareholders as a whole. They recommend that you vote in favour of these resolutions, as they intend to do in respect of their own beneficial holdings.

Actions to be taken

Enclosed with this circular is a pink form of proxy for the resolutions to be proposed at the Annual General Meeting. You are requested to complete, sign and return the pink form of proxy in accordance with the directions printed thereon as soon as possible and in any event so that it is received not less than 48 hours (excluding any part of a day which is not a working day) before the time appointed for the meeting. Completion and return of the pink form of proxy will not prevent you from attending the meeting and voting in person should you wish to do so.

Should you have any questions please contact the Registrars helpline on 0871 664 0300 from within the UK or on +44 20 8639 3399 if calling from outside the UK or the Company Secretary at the address above. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the 0871 664 0300 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary.

Yours faithfully

Mark Pritchard
Chairman

FUTURAGENE PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of FuturaGene Plc (“**Company**”) will be held at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE at 11.00 a.m. on 21 June 2010 (or as soon thereafter as the general meeting of the Company to be held at 10.40 a.m. on 21 June 2010 shall have concluded) for the following purposes:

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive the Company’s financial statements and directors’ and auditors’ reports for the year ended 31 December 2009.
2. To reappoint Ziv Shani, who has been appointed by the board since the last annual general meeting, as a director of the Company.
3. To reappoint Michael Fromm, who retires by rotation, as a director of the Company.
4. To reappoint Nexia, Smith & Williamson as auditors of the Company.
5. To authorise the directors to determine the remuneration of the auditors.

By order of the board

Peter Toynton
Secretary
28 May 2010

Registered office

Ten Dominion Street
London EC2M 2EE

Registered in England and Wales No. 4001406

Notes

Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 p.m. on 19 June 2010 (or, if the meeting is adjourned, 6.00 p.m. on the date which is two days before the date of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

Proxies

2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his place. A proxy need not be a member of the Company.
3. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attaching to different shares.
4. A pink form of proxy is enclosed with this notice. Instructions for use are shown on the form. Completing and returning a form of proxy will not prevent the shareholder from attending and voting at the meeting (or any adjournment of the meeting) in person, should he subsequently decide to do so.
5. To be valid, a pink form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, must be received at the offices of the Registrars, Capita Registrars at PXS, 34 Beckenham Road, Beckenham BR3 4TU, not less than 48 hours (excluding any part of a day which is not a working day) before the time of the meeting (in other words, by 11.00 a.m. on 17 June 2010) or, as the case may be, the adjourned meeting.
6. If you wish to appoint multiple proxies, you may: (a) photocopy a pink form of proxy, fill in each copy in respect of different shares and send the multiple forms together to Capita Registrars at the address above, or alternatively (b) call Capita Registrars on 0871 664 0300 from within the UK or on +44 20 8639 3399 if calling from outside the UK who will then issue you with multiple proxy forms. In each case, please ensure that all of the multiple proxy forms in respect of one registered holding are sent in the same envelope if possible. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (except UK public holidays). Calls to the 0871 664 0300 number cost 10 pence per minute from a BT landline. Other network providers' costs may vary.
7. Subject to the following principles where more than one proxy is appointed, where a pink form of proxy does not state the number of shares to which it applies (a "blank proxy") then that proxy is deemed to have been appointed in relation to the total number of shares registered in your name (the "member's entire holding"). In the event of a conflict between a blank proxy and pink form of proxy which does state the number of shares to which it applies (a "specific proxy"), the specific proxy shall be counted first, regardless of the time it was sent or received (on the basis that as far as possible, the conflicting forms of proxy should be judged to be in respect of different shares) and remaining shares will be apportioned to the blank proxy (pro rata if there is more than one).
8. Where there is more than one proxy appointed and the total number of shares in respect of which proxies are appointed is no greater than your entire holding, it is assumed that proxies are appointed in relation to different shares, rather than that conflicting appointments have been made in relation to the same shares.
9. When considering conflicting proxies, later proxies will prevail over earlier proxies, and which proxy is later will be determined on the basis of which proxy is last sent (or, if the Company is unable to determine which is last sent, last received). Proxies in the same envelope will be treated as sent and received at the same time, to minimise the number of conflicting proxies.
10. If conflicting proxies are sent or received at the same time in respect of (or deemed to be in respect of) your entire holding, none of them shall be treated as valid.
11. Where the aggregate number of shares in respect of which proxies are appointed exceeds your entire holding and it is not possible to determine the order in which they were sent or received (or they were all sent or received at the same time), the number of votes attributed to each proxy will be reduced pro rata (on the basis that as far as possible, conflicting forms of proxy should be judged to be in respect of different shares).
12. Where the application of paragraph 11 above gives rise to fractions of shares, such fractions will be rounded down.
13. If you appoint a proxy or proxies and then decide to attend the meeting in person and vote using your poll card, then your vote in person will override the proxy vote(s). If your vote in person is in respect of your entire holding then all proxy votes will be disregarded. If, however, you vote at the meeting in respect of less than your entire holding, if you indicate on your polling card that all proxies are to be disregarded, that shall be the case; but if you do not specifically revoke proxies, then your vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding your entire holding.
14. In relation to paragraph 13 above, in the event that you do not specifically revoke proxies, it will not be possible for the Company to determine your intentions in this regard. However, in light of the aim to include votes wherever and to the fullest extent possible, it will be assumed that earlier proxies should continue to apply to the fullest extent possible.
15. Shareholders who hold shares through CREST and who wish to appoint a proxy or proxies for the meeting or any adjournment(s) by using the CREST electronic proxy appointment service may do so by using 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. Proxy appointment and instructions may also be registered electronically by logging on to the Registrar's website, www.capitashareportal.com.
16. 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 UK & Ireland Limited's 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 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 Limited (ID RA10) at least 48 hours prior to the meeting. In the calculation of 48 hours, parts of any day that is not a working day (as defined in the Companies Act 2006) will not be counted. 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 Capita Registrars Limited, are 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.
17. CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited 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(s), to procure that his or 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 providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
18. 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.

Corporate representatives

19. A shareholder which is a company (a corporation) and which wishes to be represented at the meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a corporate representative) must appoint such a person by resolution of its directors. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company.

Documents available for inspection

20. The following documents will be available for inspection during normal business hours at the registered office of the Company and at the offices of DLA Piper UK LLP, 3 Noble Street, London EC2V 7EE from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends:
 - (a) copies of the service contracts of the executive directors; and
 - (b) copies of the letters of appointment of the non-executive directors.