

**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 the action you should take, you should seek your own advice from your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, together with the accompanying Form of Proxy, 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 onward transmission to the purchaser or transferee. However, such documents should not be forwarded to, or transmitted in or into, any jurisdiction where to do so might violate the relevant laws and regulations in that jurisdiction. **In particular, such documents should not be forwarded to, or transmitted in or into the United States.**

If you have sold or otherwise transferred only some of your Ordinary Shares, you should retain this document and the Form of Proxy and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected.

**This document should be read in conjunction with the accompanying Form of Proxy and the Notice of General Meeting set out at the end of this document. You are recommended to read the whole of this document but your attention is drawn to the letter from the Non-Executive Chairman of the Company to Shareholders which is set out in this document and which recommends you vote in favour of the Resolutions to be proposed at the General Meeting.**

**The Directors, whose names appear on page 7 of this document, and the Company accept responsibility for the information set out in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) and the Company, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.**

Application will be made to the London Stock Exchange for the Placing Shares to be admitted to trading on AIM. The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects with the Existing Ordinary Shares, including as regards the right to receive all dividends or other distributions declared, made or paid after Admission. The Placing Shares are expected to be admitted to AIM and to commence trading at 8.00 a.m. on 3 July 2013.

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## **RETROSCREEN VIROLOGY GROUP PLC**

*(Incorporated and registered in England and Wales with registered no. 08008725)*

### **Placing of 12,750,000 new Ordinary Shares at a price of 200 pence per Ordinary Share**

#### **Notice of General Meeting**

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Numis Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively as nominated adviser and broker to the Company and no one else in connection with the Placing. The responsibilities of Numis Securities Limited as the Company's nominated adviser and broker, under the AIM Rules for Nominated Advisers, are owed solely to the London Stock Exchange and are not owed to the Company or to any Director, Shareholder or any other person, in respect of his decision to acquire shares in the Company in reliance on any part of this document, or otherwise. Numis Securities Limited is not making any representation or warranty, express or implied, as to the contents or completeness of this document. Numis Securities Limited has not authorised the contents of this document for any purpose and, without limiting the statutory rights of any person to whom this document is issued, will not be offering advice and will not be responsible for providing customer protections to any other person (whether or not recipients of this document) in respect of any acquisition of shares.

The notice of a General Meeting to be held at 10.00 a.m. on 2 July 2013 at Queen Mary Bio Enterprises Innovation Centre, 42 New Road, London E1 2AX is set out at the end of this document. The accompanying Form of Proxy for use in connection with the General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL, no later than 48 hours before the time appointed for the General Meeting or adjourned meeting or, in the case of a poll taken otherwise than at or on the same day as the General Meeting or adjourned meeting, not later than 48 hours before the time appointed for the taking of the poll at the meeting at which it is to be used. **Whether or not you intend to be present at the General Meeting you are requested to complete and return the Form of Proxy as instructed above. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.**

This document does not constitute or form part of any offer or invitation to purchase, subscribe for or sell any shares or other securities in the Company nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with any contract therefor. The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document and/or the accompanying Form of Proxy comes should inform themselves about and observe such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to certain exceptions, this document is not for release, publication or distribution, directly or indirectly, in or into the United States, Australia, Canada, Japan or the Republic of South Africa or any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

**The Placing Shares referred to in this document have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act") or under the securities laws of any state. The Placing Shares are only being offered and sold outside the United States in 'offshore transactions', as defined in, and in reliance on, Regulation S under the Securities Act. Subject to certain exceptions, the Placing Shares may not be offered or sold within the United States. Accordingly, subject to certain exceptions, neither this document nor the accompanying Form of Proxy are being or may be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent, in whole or in part, in or into the United States, and persons receiving such documents must not, directly or indirectly, mail, transmit or otherwise forward, distribute or send such documents in or into the United States.**

In accordance with the AIM Rules, this document will be available to Shareholders on the Company's website [www.retroscreen.com](http://www.retroscreen.com) from the date of this document, free of charge.

## **FORWARD-LOOKING STATEMENTS**

This document includes “forward-looking statements” which includes all statements other than statements of historical fact, including, without limitation, those regarding the Group’s financial position, business strategy, plans and objectives of management for future operations, or any statements preceded by, followed by or that include the words “targets”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “anticipates”, “would”, “could” or similar expressions or negatives thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Group’s control that could cause the actual results, performance or achievements of the Group to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements and therefore undue reliance should not be placed on such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group’s present and future business strategies and the environment in which the Group will operate in the future. These forward-looking statements speak only as at the date of this document. The Company, the Directors and Numis expressly disclaim any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein to reflect any change in the Group’s expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based unless required to do so by applicable law or the AIM Rules.

## PLACING STATISTICS

Placing Price	200 pence per Ordinary Share
Number of Ordinary Shares in issue at the date of this document	40,976,920
Number of Placing Shares to be issued	12,750,000
Number of Ordinary Shares in issue following Admission*	53,726,920
Placing Shares expressed as a percentage of the enlarged share capital following Admission*	23.7 per cent.
Gross Placing Proceeds	£25.5 million
Net Placing Proceeds	c. £25.0 million

\* Assuming that all of the Placing Shares are issued and that no other Ordinary Shares are issued prior to Admission

## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular and Form of Proxy posted	14 June 2013
Latest time and date for receipt of Forms of Proxy	10 a.m. on 30 June 2013
General Meeting	10 a.m. on 2 July 2013
Admission and dealings in the Placing Shares expected to commence on AIM	3 July 2013
CREST stock accounts expected to be credited for the Placing Shares	3 July 2013
Posting of share certificates for Placing Shares (if required) by	10 July 2013

*If any of the details contained in the timetable above should change, the revised time and dates will be notified to Shareholders by means of a Regulatory Information Service (as defined in the AIM Rules). All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting and assume that the General Meeting is not adjourned.*

*In this document, all references to times and dates are to those observed in London, United Kingdom.*

*All references to legislation in this document are to the legislation of England and Wales, unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.*

## DEFINITIONS

The following definitions apply throughout this document, unless the context requires otherwise.

“Act”	the UK Companies Act 2006, as amended
“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules
“AD-VCM”	the Airways Disease Viral Exacerbation Challenge Model
“AIM”	the market of that name operated by the London Stock Exchange
“AIM Rules”	the AIM Rules for Companies, which sets out the rules and responsibilities for companies listed on AIM, as amended from time to time
“Board” or “Directors”	the board of directors of the Company, whose names are listed on page 7 of this document
“Circular” or “this document”	this circular of the Company giving (amongst other things) details of the Placing and incorporating the Notice of General Meeting
“Company” or “Retroscreen”	Retroscreen Virology Group plc, a public limited company incorporated in England & Wales under registered number 08008725
“COPD”	chronic obstructive pulmonary disease
“CREST”	the relevant system (as defined in the Regulations) which enables title to units of relevant securities (as defined in the Regulations) to be evidenced and transferred without a written instrument and in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in the Regulations)
“Existing Ordinary Shares”	the 40,976,920 Ordinary Shares in issue at the date of this document all of which are admitted to trading on AIM
“FDA”	the US Food and Drug Administration
“Form of Proxy”	the accompanying form of proxy for use by Shareholders in relation to the General Meeting
“General Meeting”	the general meeting of the Company to be held at 10.00 a.m. on 2 July 2013, notice of which is set out at the end of this document
“Group”	the Company, its subsidiaries and subsidiary undertakings
“London Stock Exchange”	London Stock Exchange plc
“Notice of General Meeting”	the notice of General Meeting, set out at the end of this document
“Numis”	Numis Securities Limited, a private limited company incorporated in England & Wales under registered number 2285918 and having its registered office at 10 Paternoster Square, London EC4M 7LT
“Ordinary Shares”	ordinary shares of 5 pence each in the capital of the Company
“Placing”	the proposed conditional, non-pre-emptive placing by Numis (on behalf of the Company) of the Placing Shares at the Placing Price

<b>“Placing Agreement”</b>	the conditional agreement dated 14 June 2013 relating to the Placing, between the Company and Numis
<b>“Placing Price”</b>	200 pence per Placing Share
<b>“Placing Proceeds”</b>	the net proceeds of the issue of the Placing Shares pursuant to the Placing
<b>“Placing Shares”</b>	12,750,000 new Ordinary Shares which are to be conditionally placed for cash with investors in accordance with the terms of the Placing Agreement and whose allotment and issue is conditional, <i>inter alia</i> , on the passing of the Resolutions
<b>“Regulations”</b>	the UK Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
<b>“Related Party”</b>	Invesco Limited
<b>“Resolutions”</b>	the resolutions to be proposed at the General Meeting as set out in the Notice of General Meeting
<b>“RSV”</b>	respiratory syncytial virus
<b>“Shareholders”</b>	the holders of Ordinary Shares from time to time, each individually a “Shareholder”
<b>“UK” or “United Kingdom”</b>	the United Kingdom of Great Britain and Northern Ireland
<b>“US” or “United States”</b>	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
<b>“VCM”</b>	the viral challenge model

All references in this document to “£”, “pence” or “p” are to the lawful currency of the United Kingdom, all references to “US\$” or “\$” are to the lawful currency of the United States.

# LETTER FROM THE NON-EXECUTIVE CHAIRMAN OF RETROSCREEN VIROLOGY GROUP PLC

Queen Mary Bio Enterprises Innovation Centre  
42 New Road  
London E1 2AX

Company number: 08008725

*Directors:*

David Norwood, Non-Executive Chairman  
Kym Denny, Chief Executive Officer  
Graham Yeatman, Finance Director and Company Secretary  
Professor John Oxford, Non-Executive Director  
Charles Winward, Non-Executive Director  
Duncan Peyton, Non-Executive Director

14 June 2013

Dear Shareholder

## **Placing of 12,750,000 new Ordinary Shares at a price of 200 pence per Ordinary Share Notice of General Meeting**

### **1. INTRODUCTION**

I am pleased to inform you that the Board announced today that the Company has raised, subject to certain conditions, £25.5 million (approximately £25.0 million net of expenses) by way of a placing of 12,750,000 new Ordinary Shares at a placing price of 200 pence per Ordinary Share.

The Placing is conditional (amongst other things) upon the passing of the Resolutions in order to ensure that the Directors have the necessary authorities and powers to allot the Placing Shares for cash on a non-pre-emptive basis. A General Meeting is therefore being convened for the purpose of considering the Resolutions at 10.00 a.m. on 2 July 2013 at the registered office of the Company. The Notice of General Meeting is set out at the end of this document.

The purpose of this document is to provide you with details of, and the reasons for, the Placing and why the Directors believe it to be in the best interests of the Company and its Shareholders and, further, why they recommend that you vote in favour of the Resolutions. The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 5,104,240 Ordinary Shares representing approximately 12.5 per cent. of the Existing Ordinary Shares.

### **2. BACKGROUND TO THE PLACING**

Retroscreen is a specialist virology research and development business focussed on the commercialisation of its Viral Challenge Model (or VCM) to provide clinical services and pre-clinical analytical services to global pharmaceutical companies, biotechnology organisations and academic and government institutions.

#### ***Proven adoption of the VCM during 2012 and into 2013***

Since being admitted to AIM in May 2012, the Company has focussed its resources on further developing and scaling its VCM operations to meet client demand. During 2012, the Group has opened a new Flucamp screening centre and a second VCM unit in Cambridgeshire; has expanded its laboratory operations; launched a new molecular virology service and opened a second laboratory site in North London; and has taken on additional facilities at the Queen Mary Bio Enterprises Innovation Centre in order to expand its operations and scientific resource base.

The Group has seen transformational growth throughout 2012, reporting 237 per cent. growth in revenue to £14.4 million during the year end 31 December 2012, securing two new large VCM client engagements during the same period and conducting its largest VCM studies as at that date. The Group's sales pipeline has continued to expand, demonstrating both increasing adoption of the VCM amongst new and existing clients and an increased analysis and value for each VCM. As at the date of this document, the current pipeline comprises eight fully qualified VCM study opportunities in advanced negotiations with an estimated total contract value of approximately £38 million, of which one is in full contract negotiation, five of these opportunities are under start-up agreement and two of these opportunities are under reservation fee agreement (although, as with any negotiations, there can be no guarantee that full contracts in respect of these opportunities will be concluded on these terms or at all). This represents an 83 per cent. increase in the Group's long term sales pipeline compared to this time last year.

### ***Further progress since Admission***

In order to help maintain its strong market position in the conduct of VCMs, the Group acquired a complete bulk stock of commercially available RSV challenge virus from a contract manufacturer. The Group also began its manufacturing activities for a new flu challenge virus, which should be ready for use by the end of 2013. In addition, the Group expects to shortly bring its new HRV-16 cold virus into human use, in line with the Group's development plans for an Airways Disease Viral Exacerbation Challenge Model (or AD-VCM).

### ***The Group's Discovery Division and Virometrics Database***

In addition to the progress made above in its service offering of the VCM to clients, the Group has also established its Discovery Division since admission to AIM. The Discovery Division is responsible for the Group's scientific discovery and commercialisation strategy.

The Group is increasingly developing its biobank of human samples which document the human interaction with viruses during the course of infection and subsequent recovery of the infected individual. Accordingly, the Directors believe that its VCM is an enabling tool for the Discovery Division to conduct fundamental research into the human response to infection, the modes of infection and the transmission between individuals in the community.

The Board's intention is for the Discovery Division to exploit the Group's biological samples and corresponding Virometrics database, in conjunction with the scientific research capabilities afforded by the VCM. Through the Virometrics database and applying leading bioinformatics practices, the Group intends to identify and develop new commercial opportunities working in collaboration with leading research institutions and industry globally. The Group's collaboration with the University of Oxford and University of Southampton on the Tcell Epitope discovery is an example of this in practice.

Over the course of the last decade, the attrition rates of Phase II and Phase III clinical trials have been steadily increasing, with attrition primarily due to efficacy failure – that is to say that drugs that appeared to have efficacy in preclinical models, failed to show sufficient efficacy in humans. Many commentators, including the FDA, have attributed a component of these clinical efficacy failures to the use of poorly predictive animal models at the early stages of research and development. By using Human Models of Disease, instead of other models such as animal models in early stages of research and development, the Directors believe that the Group has the potential to increase the predictive capability of early stage research and development, so that the probability of clinical stage efficacy failures is reduced.

Accordingly, the Directors believe that its VCM, as a Human Model of Disease (HMD), has the potential to enable the Group to identify relevant targets and biomarkers directly in humans during the entire life-cycle of virus infection. The Directors' intention is that the Group will use this scientific insight to develop and validate new model systems so that early stage drug development can be performed using systems which the Directors believe are more predictive of human response than other existing *in vitro*, culture and animal models, particularly for systemic diseases.

The Group has been active in building its internal team and engaging with external experts to help further define the Group's discovery strategy. The concept of the Group using its VCM for discovery in this way has been endorsed by key opinion leaders (KOLs) in their relevant fields of expertise, including influenza, RSV, airways disease, immunology, genomics and bioinformatics.

The Discovery Division will initially focus on the following Human Models of Disease to populate the Virometrics database:

- Influenza virus;
- RSV;
- Human Rhinovirus (HRV or common cold); and
- Airways Disease, such as Asthma and COPD.

### ***The Airways Disease VCM***

Throughout 2012, the Group has undertaken the required scoping exercise for its first AD-VCM. The Board's current aim is to commence its first internal AD-VCM in the final quarter of 2013 and to run additional internal AD-VCMs in 2014. Following internal validation, the Group expects to then commence the roll-out of the AD-VCM to clients. As with the use of the VCM in flu, colds and RSV, the Directors intend that the AD-VCM will be both a tool that can be sold by the Group to clients as a service model and also one from which the Discovery Division will be able to start collecting samples for inputting into the Virometrics database.

### ***Outlook***

The Directors believe that, given its combination of a purpose-built VCM unit and extensive virology laboratory facilities, together with regional screening facilities to maximise subject recruitment, the Group is well placed not only to support the research programmes of global pharmaceutical and biotech companies, but also to conduct its own research to drive understanding of human response to viral infection and to harvest the potential of the VCM for discovery and the creation of proprietary intellectual property.

## **3. CURRENT TRADING**

The Group announced its full year results for the year ended 31 December 2012 on 10 April 2013 and stated that the first quarter in 2013 was seeing Retroscreen operating concurrent VCM studies in two quarantine units for the first time. The Group's trading since the year end has been strong, in line with the Board's expectations. The Board remains confident in the outlook for the full year. The Group is well placed to meet its growth plans, with the focus for its core VCM business being on achieving VCM study contract signatures, and delivering VCM engagements, for the second half of 2013 and beyond.

## **4. USE OF PROCEEDS**

The Directors intend that the net Placing Proceeds, being approximately £25.0 million, will be used by the Company for two primary purposes:

- building the AD-VCM; and
- building the Discovery Division.

More specifically, the Directors intend to apply the net Placing Proceeds towards the following:

- establishment of its bioinformatics capability and Virometrics database, including significant investment in technology;
- investment in additional infrastructure and facilities, including a small "pilot" AD-VCM quarantine unit and a discovery laboratory to process and analyse samples for AD-VCM and Discovery purposes;
- building, validating and proving the AD-VCM, including conducting its own pilot AD-VCMs to test and develop the model towards commercialisation;
- investment in its own VCMs to generate additional samples;
- analysis and storage of Discovery samples;

- further expanding and broadening of the Discovery team internally and the move towards strategic collaborations with key opinion leaders and academic institutions;
- investment in its intellectual property strategy and protection, both in respect of the Virometrics database and the potential patentable outputs of the Discovery Division's activities; and
- the Company's identified working capital requirements.

## **5. DETAILS OF THE PLACING**

The Company proposes to raise £25.5 million (approximately £25.0 million net of expenses), by way of a conditional, non-pre-emptive placing of 12,750,000 new Ordinary Shares at the Placing Price. The Placing Shares have been placed by Numis as agent for the Company and pursuant to the Placing Agreement, with institutional and other professional investors. The Directors had considered whether the Company would be able to extend the offer of new Ordinary Shares to all existing Shareholders but, having discussed this with its professional advisers, decided that the expense of doing so could not be justified and would not be in the best interests of the Company.

The Placing Price represents a discount of approximately 28.6 per cent. to the closing mid-market price of the Ordinary Shares of 280 pence on 13 June 2013 (being the last practicable dealing day prior to the date of this document). The Placing Shares will represent approximately 23.7 per cent. of the Ordinary Share capital as enlarged by the Placing and will, when issued, rank *pari passu* in all respects with the other Ordinary Shares then in issue, including all rights to all dividends and other distributions declared, made or paid following Admission.

The Placing Agreement is conditional upon (amongst other things) the Placing Agreement not having been terminated, the passing of the Resolutions at the General Meeting and Admission occurring on or before 8.00 a.m. on 3 July 2013 (or such later date as Numis and the Company may agree, being not later than 8.30 a.m. on 17 July 2013).

The Placing Agreement contains warranties from the Company in favour of Numis in relation to (amongst other things), the Company and its business. In addition, the Company has agreed to indemnify Numis in relation to certain liabilities it may incur in undertaking the Placing. Numis has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, it may terminate in the event that there has been a material breach of any of the warranties or for *force majeure*.

Application will be made for the Placing Shares to be admitted to trading on AIM. It is expected that dealings in the Placing Shares will commence on AIM on 3 July 2013.

## **6. RELATED PARTY TRANSACTION**

As part of the Placing, the Related Party, which is a related party for the purpose of the AIM Rules by virtue of being a "substantial shareholder", has agreed to subscribe for 5,260,000 Placing Shares, representing 9.8 per cent. of the Company's issued share capital on Admission.

As at 13 June 2013 (being the last practicable date prior to publication of this document), the Related Party held 7,804,500 Ordinary Shares representing 19.0 per cent. of the Existing Ordinary Shares. Immediately upon Admission, the Related Party is expected to hold 13,064,500 Ordinary Shares representing 24.3 per cent. of the enlarged share capital following Admission.

The Directors consider, having consulted with the Company's nominated adviser, Numis, that the participation by the Related Party in the Placing is fair and reasonable in so far as its Shareholders are concerned.

The AIM Rules do not prohibit the Related Party from exercising the voting rights attached to its holding of Ordinary Shares at the General Meeting.

## **7. RESOLUTIONS**

The Company currently does not have sufficient authority to allot Ordinary Shares under the Act to effect the Placing. Accordingly the Resolutions, summarised below, are being proposed at the General Meeting to ensure that the Directors have sufficient authority to allot the Placing Shares on a non-pre-emptive basis.

### ***Resolution 1***

Resolution 1 is an ordinary resolution to grant authority to the Directors under section 551 of the Act to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to an aggregate nominal amount of £637,500, such authority expiring on 2 October 2013.

If Resolution 1 is passed the Directors will have the authority, under the Act, to allot Ordinary Shares up to the maximum aggregate nominal amount of £637,500 (being the maximum required for the purposes of issuing the Placing Shares). This is in addition to the authority granted by the Company at its annual general meeting held on 22 May 2013.

### ***Resolution 2***

Resolution 2 is a special resolution, conditional upon the passing of Resolution 1, which, if passed, will empower the Directors, pursuant to section 570(1) of the Act, to allot equity securities for cash pursuant to the authority conferred by Resolution 1 up to an aggregate nominal amount of £637,500 on a non-pre-emptive basis, such authority expiring on 2 October 2013. This is in addition to the authority granted by the Company at its annual general meeting held on 22 May 2013.

If passed, these authorities will enable the Directors to effect the Placing on a non-pre-emptive basis.

Resolution 1 is an ordinary resolution and requires a majority of more than 50 per cent. of the Shareholders voting to be passed. Resolution 2 is a special resolution and requires the approval of not less than 75 per cent. of the Shareholders voting to be passed. If the Resolutions are not passed by the requisite majority, the Placing will not proceed.

The Notice of General Meeting is contained at the end of this document and sets out the Resolutions in full. The General Meeting is to be held at the registered office of the Company at Queen Mary Bio Enterprises Innovation Centre, 42 New Road, London E1 2AX at 10.00 a.m. on 2 July 2013.

## **8. ACTION TO BE TAKEN**

Enclosed with this document is a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete, sign and return the Form of Proxy to the Company's registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL so as to be received as soon as possible and, in any event, not later than 10.00 a.m. on 30 June 2013.

If you complete and return the Form of Proxy, you may still attend and vote at the General Meeting should you wish to do so. Shareholders who hold their Ordinary Shares through a nominee should instruct their nominees to submit a Form of Proxy on their behalf.

## **9. RECOMMENDATION**

The Directors consider that the Placing and the Resolutions are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that Shareholders vote in favour of the Resolutions, as they intend to do in respect of their own legal and/or beneficial shareholdings, amounting, in aggregate, to 5,104,240 Ordinary Shares (representing approximately 12.5 per cent. of the Existing Ordinary Shares).

Yours faithfully



**David Norwood**

*Non-Executive Chairman*

# NOTICE OF GENERAL MEETING

## RETROSCREEN VIROLOGY GROUP PLC

*(Incorporated and registered in England and Wales with registered number 08008725)*

**Notice is hereby given that a General Meeting of Retroscreen Virology Group plc (the “Company”) will be held at 10.00 a.m. on 2 July 2013 at Queen Mary Bio Enterprises Innovation Centre, 42 New Road, London E1 2AX for the following purposes:**

### ORDINARY RESOLUTION

To consider, and if thought fit, pass Resolution 1 as an ordinary resolution:

1. THAT the directors of the Company (the “**Directors**”) be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot shares in the Company (“**Shares**”) or to grant rights to subscribe for, or to convert any security into, Shares up to an aggregate nominal amount of £637,500 and that the authority conferred on the Directors by this Resolution shall expire on 2 October 2013, save that under this authority the Company may, before such expiry, make an offer or agreement which would or might require Shares to be allotted or rights to subscribe for, or to convert any security into, Shares to be granted after such expiry and the Directors may allot Shares or grant rights to subscribe for, or to convert any security into, Shares (as the case may be) in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

The authority referred to in Resolution 1 is in addition to the authority to allot Shares and grant rights to subscribe for or to convert any security into Shares granted by the Company at its annual general meeting held on 22 May 2013.

### SPECIAL RESOLUTION

To consider, and if though fit, pass Resolution 2 as a special resolution:

2. THAT, subject to the passing of Resolution 1 above being put to the Meeting at which this Resolution is being considered, the Directors be and they are hereby empowered pursuant to section 570(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 1, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £637,500 and shall expire on 2 October 2013, except that the Company may, before such expiry, 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 offer or agreement as if the power conferred hereby had not expired.

The authority referred to in Resolution 2 is in addition to the authority granted by the Company at its annual general meeting held on 22 May 2013.

By Order of the Board



**Graham Yeatman**  
*Company Secretary*

14 June 2013

*Registered Office*

Queen Mary Bio Enterprises Innovation Centre  
42 New Road  
London E1 2AX

**Notes:**

1. A member entitled to attend and vote at the Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him/her. A member may appoint more than one proxy in relation to the Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. The proxy need not to be a member of the Company. Please refer to the notes to the form of proxy for further information on appointing a proxy, including how to appoint multiple proxies (as the case may be).
2. In the absence of instructions, the person appointed proxy may vote or abstain from voting as he/she thinks fit on the specified Resolutions and, unless otherwise instructed, may also vote or abstain from voting on any other matter (including amendments to the Resolutions) which may properly come before the Meeting.
3. Members may appoint a proxy or proxies by completing and returning a form of proxy by post or by hand to the offices of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL.
4. To be effective, the appointment of a proxy, or the amendment to the instructions given for a previously appointed proxy, must be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL by the method outlined in note 3 above not less than 48 hours before the time for holding the Meeting. In addition, any power of attorney or other authority under which the proxy is appointed (or a notarially certified copy of such power or authority) must be deposited at the offices of the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL not less than 48 hours before the time for holding the Meeting. Any such power of attorney or other authority cannot be submitted electronically.
5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the Meeting.
6. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of Section 360B Companies Act 2006, the Company specifies that only those shareholders registered on the Register of Members at 6.00 p.m. on the day, two days before the date of the meeting (the "Specified Time") (or if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.00 p.m. on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote thereat in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.
7. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
8. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names of the holders stand in the Company's register of members in respect of the joint holding.
9. As at 13 June 2013, being the latest practicable date prior to the printing of this Notice, the Company's issued capital consisted of 40,976,920 Ordinary Shares carrying one vote each. Therefore, the total voting rights in the Company as at 13 June 2013 are 40,976,920.
10. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 13 June 2013, being the latest practicable date prior to the printing of this Notice, will be available on the Company's website [www.retroscreen.com](http://www.retroscreen.com).

11. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.



