



22 October 2010

**Genera Biosystems Limited**

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Scoresby VIC 3179 Australia

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[www.generabiosystems.com](http://www.generabiosystems.com)

ACN 098 663 837

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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Shareholder,

**ANNUAL GENERAL MEETING – 25 NOVEMBER 2010**

Please find enclosed the Notice of Meeting for the Annual General Meeting (“AGM”) for Genera Biosystems Limited (“Genera”) to be held on 25 November 2010 at 11.00 a.m. (Melbourne time) at the offices of Grant Thornton on Level 2, 215 Spring St, Melbourne, Victoria, 3000. Also enclosed is the proxy form for the AGM and a hard copy of the 30 June 2010 Annual Report if you have elected to receive this. If you have elected not to receive the 30 June 2010 Annual Report in hard copy, then a copy of the document can be accessed via the Genera Biosystems website at [www.generabiosystems.com](http://www.generabiosystems.com).

The resolutions for consideration at the AGM include the re-election to the Board of Genera of Mr. Bill Tapp and the company’s Chief Scientific Officer, Dr Karl Poetter. I believe that the re-election of Mr. Tapp and Dr Poetter will help to provide the Genera Board with the skills and experience to guide Genera through its next phases of development. Accordingly, I encourage you to support these resolutions.

For further details of these resolutions, please refer to the Explanatory Memorandum in the Notice of Meeting.

I look forward to your participation in the AGM on 25 November 2010 either through your attendance or through the receipt of your proxies on the resolutions.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Fernando Careri".

Mr Fernando Careri  
Chairman

Encl.

# **Genera Biosystems Limited**

**ACN 098 663 837**

## **Notice of Annual General Meeting and Explanatory Statement**

**Time: Thursday, 25 November 2010, at 11.00 am (Melbourne time)**

**Place: Offices of Grant Thornton Audit Pty Ltd on Level 2,  
215 Spring Street, Melbourne, Victoria, 3000**

This is an important document about your shareholding in Genera Biosystems Limited.

If you cannot attend the meeting in person, you should complete and return the enclosed Proxy Form.

You should consult your financial or other professional adviser if you are in doubt as to how to act.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("AGM") of the Members of Genera Biosystems Limited ("Genera") ACN 098 663 837 ("Company") for 2010 will be held at 11.00 am (Melbourne time) on Thursday 25 November 2010 in the Board Room, Grant Thornton Audit Pty Ltd at Level 2, 215 Spring Street, Melbourne, Victoria, 3000.

Each member has the right to appoint a proxy to attend the AGM on the member's behalf. The proxy does not need to be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxies and powers of attorneys granted by Shareholders must be received by the Company by no later than 48 hours before the meeting. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be:

- given electronically, by visiting [www.investorvote.com.au](http://www.investorvote.com.au)
- deposited with the Share Registry of the Company, Computershare Investor Services GPO Box 242 Melbourne, VIC 3001 (reply paid envelope enclosed); **or**
- successfully transmitted by facsimile to 1800 783 447 (within Australia), (+61 3) 9473 2555 (outside Australia); **or**

relevant custodians may lodge their proxy form online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)

## AGENDA

### Ordinary Business

#### Financial Statements and Directors' Reports

To receive and consider the Directors' Report and the Annual Financial Report for the financial year ended 30 June 2010 and the Auditor's Report thereon.

#### Resolution 1

To adopt the **Remuneration Report** of the Company during the year ended 30 June 2010.

*(Note: - The vote on this resolution is advisory and does not bind the Directors or the Company.)*

#### Election of Directors

To consider and, if thought fit, pass the following as **Ordinary Resolutions**:

#### Resolution 2

"That Karl Frederick Poetter is hereby re-elected as a Director."

#### Resolution 3

"That William Alexander Tapp is hereby re-elected as a Director."

Additional information concerning the proposed resolutions is contained in the Explanatory Notes that accompany and form part of this Notice. The Explanatory Notes should be read in conjunction with this Notice.

**Dated: 22 October 2010**

**By Order of the Board**



**TONY PANTHER**  
Company Secretary

## SHAREHOLDER COMMUNICATIONS

The Board encourages shareholders to participate in the AGM by either attendance or by proxy. If a shareholder has a question about the Annual Report or aspects of the Genera Biosystems operation and they want them discussed at the AGM, then the Board invites shareholders to submit questions in writing to the Company so that answers can be provided. The questions should be addressed to the Chairman, Genera Biosystems, Small Technologies Cluster, 1 Dalmore Drive, Scoresby, Victoria, 3179 or by facsimile to +61 3 9763 2817, in either case no later than 5 business days prior to the commencement of the AGM on 25 November 2010.

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide Shareholders with information to assess the merits of the resolutions contained in the accompanying Notice of AGM of the Company ("Notice"). Each member should carefully read these Explanatory Notes before making any decision in relation to the proposed resolutions.

### Introduction

The Ordinary Business described in the Notice of Meeting is included to ensure that the Company complies with its legal obligations as noted below. The requirements of the Corporations Act 2001 (Cth) in respect of the Business described in the Notice ("Business") are set out in these Explanatory Notes.

### Important Dates

Details of the Meeting and other important Dates are set out below:

DATE	EVENT
18 November 2010	Closing date for provision of questions on the Annual Report & operations to the Chairman for discussion at AGM
23 November 2010	11.00 am* - Latest time for receipt of proxies by Genera Biosystems from shareholders
23 November 2010	7.00 pm* - Closing date for determining eligibility to vote at the Meeting
25 November 2010	11.00 am* - Meeting to vote on resolutions

\* **Note:** all time references are to Melbourne time

### Definitions:

In these Explanatory Notes:

**"Act"** means the Corporations Act 2001 (Cth).

**"ASIC"** means Australian Securities and Investments Commission.

**"ASX"** means the ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

**"Genera Biosystems"** means the Company, and vice versa.

**"Board"** means the board of directors of the Company.

**"Constitution"** means the constitution of the Company.

**"Director"** means a director of the Company.

**"Listing Rules"** means the listing rules as determined by the ASX.

**"Notice of Meeting"** means the notice accompanying this Explanatory Memorandum convening the general meeting.

**"Proxy Form"** means the proxy form accompanying the Notice of Meeting.

## **EXPLANATORY NOTES (Continued)**

### **Ordinary Business**

#### **Reports**

##### **Financial Statements and Directors' Reports**

The Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM. There is no requirement for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of the Company.

##### **Resolution 1 - Remuneration Report**

The Act requires the Remuneration Report is to be put to the shareholders for adoption. The Remuneration Report is set out in pages 11 to 15 of the Annual Report. It is available on the Company website at [www.generabiosystems.com](http://www.generabiosystems.com). The vote on this resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be given at the meeting to shareholders to ask questions or comment on the Remuneration Report.

#### **Election of Directors**

##### **Resolution 2 – Re-election of a Director**

###### **Karl Frederick Poetter**

The Constitution in Article 16.1 and Listing Rule 14.4 make provisions for an annual rotation of 1/3<sup>rd</sup> of Directors at every AGM. Article 16.1 of the Constitution requires that this rotation starts with the longest serving Director(s) being the first to rotate at each AGM by the Director(s) first retiring and then with Article 16.2, is eligible for re-election at the same AGM without giving prior notice. As a consequence, Karl Poetter is retiring and offering himself for re-election to the Board under Article 16.2 of the Constitution.

Karl Poetter has a Bachelor of Arts (Major Biology) from Heidelberg College USA and a PhD in Molecular Genetics from The Ohio State University. He has over 20 years of extensive research experience in genetic systems with 3 major grants and has developed significant Intellectual Property rights. Karl Poetter is currently the Chief Scientific Officer for the Company.

This resolution is proposed for this Director's re-election and the Board recommends this resolution for approval. The Meeting Chairman will vote his proxies as directed and will vote his open proxies in favour of the motion.

##### **Resolution 3 – Re-election of a Director**

###### **William Alexander Tapp**


In accordance with the procedure for rotation of directors described in the resolution above in relation to Karl Poetter, William Tapp is retiring and offering himself for re-election to the Board under Article 16.2 of the Constitution.

William Tapp has over 40 years of entrepreneurial and commercial experience. This has included a key role, as one of four partners, in the establishment of Dovuro Seeds Pty Limited in 1990. William Tapp has had significant board experience, and is currently the chairman of Ag-Sun India, a 200-employee seed business headquartered in Mumbai with processing plants in southern India.

He has special responsibilities as a member of the Remuneration, Nomination and Audit Committees.

This resolution is proposed for this Director's re-election and the Board recommends this resolution for approval. The Meeting Chairman will vote his proxies as directed and will vote his open proxies in favour of the motion.

**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

000001 000 GBI  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

*Your secure access information is:*


**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11.00 am (Melbourne Time) Tuesday 23 November 2010**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Genera Biosystems Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Genera Biosystems Limited to be held at Grant Thornton Audit Pty Ltd at Level 2, 215 Spring Street, Melbourne, Victoria, 3000 on Thursday 25 November 2010 at 11.00 am and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

#### ORDINARY BUSINESS

		For	Against	Abstain
1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of a Director - Karl Frederick Poetter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of a Director - William Alexander Tapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_

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Computershare +