

Registered and Head Office**Abcam plc**

330 Cambridge Science Park
Milton Road
Cambridge
CB4 0FL

Directors:

Mike Redmond (Chairman)
Jonathan Milner (Chief Executive Officer)
Jeff Iliffe (Chief Financial Officer)
Jim Warwick (Chief Operating Officer)
Tim Dye (Non-Executive Director)
Peter Keen (Non-Executive Director)
Tony Kouzarides (Non-Executive Director)
Tony Martin (Non-Executive Director)
Mark Webster (Non-Executive Director)

Dear Shareholder

Annual General Meeting

A notice convening the Annual General Meeting (AGM) of Abcam plc is set out on pages 2 and 3 of this document. The AGM will be held on 21 October 2011 at 330 Cambridge Science Park, Milton Road, Cambridge CB4 0FL at 10.00am. Car-parking facilities are available.

In the interests of shareholders, cameras, camcorders and tape recorders will not be permitted in the AGM and we would ask that all mobile phones are turned off for the duration of the meeting.

Shareholders with special needs who anticipate potential difficulties should telephone Sarah Brutnell of Abcam on 01223 696000 before the AGM so that appropriate arrangements can be made.

Full explanatory notes to all the resolutions to be proposed at the AGM are contained on page 4 and results of the voting will be available on the Company's website at www.abcampc.com.

Your Directors consider that the resolutions are in the best interests of the Company and its shareholders. Accordingly, your Directors unanimously recommend shareholders to vote in favour of each of the resolutions to be proposed at the AGM, as they intend so to do in respect of their own beneficial holdings in the Company.

A Form of Proxy is enclosed for use by shareholders who may be unable to attend the AGM and who wish to nominate a proxy to act on their behalf. You are asked to complete and sign it in accordance with the instructions printed thereon and return it to the Company's Registrars no later than 10.00am on 19 October 2011. Completion and return of the Form of Proxy will not preclude you from attending the AGM and voting in person, if you wish.

Yours sincerely



Mike Redmond

Chairman

21 September 2011

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action that you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent advisor authorised under the Financial Services and Markets Act 2000. For you to be able to attend and vote at the meeting, your ownership of shares must be registered at the office of Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU at 06.00pm on 19 October 2011.

Notice of Annual General Meeting

NOTICE is hereby given that the 2011 Annual General Meeting of Abcam plc ('the Company') will be held on 21 October 2011 at 330 Cambridge Science Park, Milton Road, Cambridge CB4 0FL at 10.00am for the transaction of the following business:

1. To receive and adopt the report of the Directors and the financial statements together with the report of the auditor for the year ended 30 June 2011.
2. To approve the Directors' Remuneration Report for the year ended 30 June 2011.
3. To declare a final dividend in respect of the year ended 30 June 2011 of 3.80 pence per ordinary share in the Company.
4. To re-appoint Deloitte LLP as auditor of the Company and to authorise the Directors to determine their remuneration.
5. To re-elect Tony Kouzarides (who has been a Director of the Company since April 1998 and who retires in line with the principles set out in the UK Corporate Governance Code 2010) as a Director.
6. To re-elect Jim Warwick (who retires by rotation in accordance with the Company's Articles of Association) as a Director.
7. To elect Tony Martin (who is standing for election for the first time since his appointment to the Board on 16 September 2011) as a Director.
8. **To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:**

THAT the Directors be and are hereby generally and unconditionally authorised, in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £109,000 provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on the conclusion of the next Annual General Meeting (AGM) of the Company to be held in 2012, save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or such rights to be granted after such expiry, and the Directors may allot such shares and grant such rights in pursuance of such offer or agreement as if this authority had not expired, and provided further that this authority shall replace the existing authority to allot shares given to the Directors pursuant to section 551 of the Companies Act 2006 on 1 November 2010.
9. **To consider and, if thought fit, pass the following resolution as a Special Resolution:**

THAT the Directors be and are hereby empowered, pursuant to section 570 of the Companies Act 2006 and Article 17 of the Articles of Association of the Company, to allot equity securities (as defined in section 560 of that Act) for cash pursuant to the general authority conferred on them by Resolution 10 above as if section 561 of that Act did not apply to any such allotment or sale and provided that this power shall be limited to:

 - (i) the allotment of equity securities in connection with or pursuant to an offer or issue by way of rights, open offer or other pre-emptive offer to the holders of shares in the Company and other persons entitled to participate therein in proportion (as nearly as practicable) to their respective holdings, subject to such exclusions or other arrangements as the Directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in, or under the laws of, any territory or the regulations or requirements of any regulatory authority or any stock exchange in any territory; and
 - (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal value of £18,280 and such power shall expire (if not previously expired by non-fulfilment of conditions) on the date of the next AGM of the Company to be held in 2012 save 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 Board may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

10. To consider and, if thought fit, pass the following resolution as a Special Resolution:

THAT the Company be generally and unconditionally authorised pursuant to Article 10 of the Articles of Association of the Company and pursuant to section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of up to 18,280,000 ordinary shares of 0.2 pence each in the capital of the Company (being approximately 10% of the current issued ordinary share capital of the Company) on such terms and in such manner as the Directors of the Company may from time to time determine, provided that:

- (i) the amount paid for each share (exclusive of expenses) shall not be more than the higher of: (1) 5% above the average market value for the five business days before the date on which the contract for the purchase is made; and (2) an amount equal to the higher of the price of the last independent trade and current independent bid as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange or less than 0.2 pence per share; and
- (ii) the authority herein contained shall expire at the conclusion of the AGM of the Company to be held in 2012 or on 20 April 2013, whichever is earlier, provided that the Company may, before such expiry, make a contract to purchase its own shares which would or might be executed wholly or partly after such expiry, and the Company may make a purchase of its own shares in pursuance of such contract as if the authority hereby conferred had not expired.

Ordinary Resolutions and Special Resolutions are defined in section 282 and section 283 of the Companies Act 2006.

By order of the Board



Jeff Iliffe
Director
21 September 2011

Registered Office:
330 Cambridge Science Park
Milton Road
Cambridge CB4 0FL

Documents available for inspection

The register of interests of Directors in the share capital of the Company, Executive Directors' service contracts and the Chairman's and Non-Executive Directors' service contracts, are available for inspection during normal business hours at the Registered Office of the Company on any weekday (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the date of the AGM and will also be available for inspection at the place of the AGM from 09.00am on the day of the Meeting until the conclusion of the Meeting or any adjournment thereof.

Notice of Annual General Meeting continued

Explanatory notes on resolutions

Resolution 1 – Report and accounts

The Directors are obliged to lay the Annual Financial Statements, the report of the Directors and auditor's report before shareholders in general meeting.

Resolution 2 – Directors' Remuneration Report

The Directors are required to seek shareholders' approval of the Directors' Remuneration Report as contained on pages 39 to 48 of the Annual Report and Accounts. This resolution is an advisory vote, as permitted by law, and no entitlement to remuneration for the year ended 30 June 2011 is made conditional on the resolution being passed.

Resolution 3 – Declaration of dividend

This resolution seeks shareholders' approval for the final dividend of 3.80 pence per ordinary share recommended by the Directors for payment on 25 November 2011 to shareholders on the register at the close of business on 4 November 2011.

Resolution 4 – Appointment of auditor and auditor's remuneration

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. This resolution proposes the re-appointment of Deloitte LLP as auditor and authorises the Directors to determine the auditor's remuneration.

Resolutions 5 to 7 – Election and re-election of Directors

The Directors believe that effective corporate governance, appropriate to the Group considering its size and stage of development, will assist in the delivery of corporate strategy, the generation of shareholder value and the safeguarding of shareholders' long-term interests. The Directors are committed, therefore, wherever it is reasonably practicable, to ensure that the Group is managed in accordance with the principles set out in the UK Corporate Governance Code 2010 ('the Code').

Under the Code, Non-Executive Directors who have been on the Board for more than nine years should stand for re-election annually. Tony Kouzarides has been a Director of the Company since April 1998 and, consequently, is standing for re-election at this meeting.

Jim Warwick will also stand for re-election under provisions set out in the Company's Articles of Association concerning regular re-election of Directors to the Board.

Tony Martin is standing for election for the first time as this is the first general meeting of the Company since he was appointed to the Board on 16 September 2011.

Biographical details of the Directors in office as at 12 September 2011 are set out on pages 22 and 23 of the Annual Report and Accounts and those of Tony Martin are set out in the Corporate Governance Statement on page 38. The Board believes this information is sufficient to enable shareholders to make an informed decision on their elections.

Resolutions 8 and 9 – Authority to allot shares and disapplication of statutory pre-emption rights

The Companies Act 2006 prohibits the Directors from allotting new shares without shareholder approval. However, the Articles of Association of the Company do provide for the Directors to be able to allot new shares, subject to the periodic renewal of this power by shareholders. Resolution 8 replaces the existing authority given at last year's AGM. The total number of shares which the Directors will have the authority to allot will be 54,860,000 ordinary shares of 0.2 pence each, representing under 30% of the share capital in issue on 21 October 2011. Apart from the issue of securities arising on the exercise of share options, the Directors have no present intention to exercise this authority. The authority in this resolution will expire at the conclusion of the 2012 AGM.

Associated with Resolution 8 is Resolution 9 which is a renewal of the authority granted at last year's AGM for the Directors to issue ordinary shares for cash otherwise than to existing shareholders in proportion to their existing holdings, notwithstanding the pre-emption provisions of the Companies Act 2006. Resolution 9 asks shareholders to waive such pre-emption rights in respect of the allotment of equity securities having a maximum aggregate nominal value of £18,280 representing under 5% of the Company's issued ordinary share capital as at the date of this Notice. Apart from the issue of securities arising on the exercise of share options, the Directors have no present intention to exercise this authority. The authority in this resolution will expire at the conclusion of the 2012 AGM.

Resolution 10 – Authority to make market purchases of the Company's ordinary shares

This resolution provides authority from shareholders for the Company to buy its own shares. It specifies that the maximum number of shares that may be purchased is 18,280,000 ordinary shares of 0.2 pence each (approximately 10% of the Company's issued share capital) and the highest and lowest prices at which they may be bought. Any shares purchased under this authority will either be treated as cancelled or held as treasury shares. Quoted companies, with authorisation from shareholders, may buy and hold their own shares in treasury instead of cancelling them immediately. Shares held as treasury shares can in future be cancelled, re-sold or used to provide shares for employee share schemes. Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange.

This authority will expire at the conclusion of the 2012 AGM and the Company intends to renew this authority annually if approved by shareholders. The Company has no current intention of utilising the buy-back authority if granted but will keep the matter under review, taking into account the cash reserves of the Company, the Company's share price and the other investment opportunities available to the Company. The authority will be exercised only if the Directors believe that to do so would be in the interests of shareholders generally.