



This document is important and requires your immediate attention.

If you are in any doubt as to the action to be taken, please consult an appropriately authorised financial adviser immediately. If you have sold or transferred all of your holding of ordinary shares in Horizon Discovery Group plc (“Horizon” or the “Company”), you should pass this document and the documents accompanying it on to the stockbroker, bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser.

Horizon Discovery Group plc

(Incorporated in England and Wales with registered number 8921143)

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of the Company will be held at the offices of Horizon Discovery Group plc at Building 8100 Cambridge Research Park, Waterbeach, Cambridge, CB25 9TL on Friday 24 June 2016 at 10:00 a.m. to consider and, if thought fit, to pass the resolutions set out below. Resolutions 1 to 5 and 7 will be proposed as ordinary resolutions and resolution 6 will be proposed as a special resolution.

Forms of Proxy for the Annual General Meeting must be received by the Company’s registrars as soon as possible but in any event not later than 10:00 a.m. on 22 June 2016.

Horizon Discovery Group plc

Notice of Annual General Meeting

Ordinary resolutions

1. To receive and adopt the Company's Annual Report and Accounts (the "Annual Report") for the financial year ended 31 December 2015, together with the Directors' Report, and the Independent Auditor's Report on those accounts.
2. To reappoint as a Director Mr Richard Vellacott who is retiring by rotation in accordance with the Company's articles of association and, being eligible, is offering himself for reappointment.
3. To reappoint as a Director Dr Jonathan Milner who is retiring by rotation in accordance with the Company's articles of association and, being eligible, is offering himself for reappointment.
4. To reappoint Deloitte LLP as auditors of the Company from the conclusion of the meeting until the conclusion of the next AGM of the Company at which accounts are laid and to authorise the directors to determine their remuneration.
5. That the directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act"), (which authority shall be in addition to all existing authorities of the directors to allot relevant securities for the purposes of section 551 of the Act which shall continue in full force and effect), 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 such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of:
 - a. £109,157.22 in connection with the grant of options (or other rights to acquire ordinary shares) in accordance with the rules of the Company's share option schemes (as varied from time to time) or otherwise, or in connection with the acquisition by the Company of any shares in any of its subsidiaries issued or which would be issued on the exercise of any existing options to acquire shares in the capital of such subsidiaries (the "Option Allotments");
 - b. £313,881.70 (other than pursuant to paragraph (a) above); and
 - c. £313,881.70 (other than pursuant to paragraphs (a) and (b) above) in connection with a rights issue, open offer, scrip dividend, scheme or other pre-emptive offer to holders of Ordinary Shares where such issue, offer, scrip dividend, scheme or other allotment is proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them on a fixed record date (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems under the laws of any overseas territory, the requirements of any regulatory body or any stock exchange in any territory, in relation to fractional entitlements, or any other matter which the directors consider merits any such exclusion or other arrangements),

provided that, in each case, such authority shall expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, revoked or varied by the Company in general meeting), but the Company may before this authority expires (or is renewed, revoked or varied) make an offer or agreement which would or might require relevant securities to be allotted after this authority expires (or is revoked or varied) and the directors may allot relevant securities pursuant to such offer or agreement as if this authority had not expired or been renewed, revoked or varied.

Special resolution

6. That, subject to and conditional on the passing of Resolution 5 above, the directors be and are hereby empowered pursuant to section 570 of the Act, which power shall be in addition to all existing powers of the directors to allot equity securities for the purposes of sections 570 or 571 of the Act (which shall continue in full force and effect), to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 5 above as if section 561 of the Act did not apply to any such allotment, provided that this authority shall:
 - a. be limited to:
 - i. the Option Allotments;
 - ii. the allotment of equity securities pursuant to the authority conferred by paragraph (c) of Resolution 5; and
 - iii. the allotment of equity securities for cash otherwise than pursuant to sub-paragraphs (i) and (ii) above up to an aggregate maximum nominal amount of £94,164.50; and
 - b. subject to the continuance of the authority conferred by Resolution 5 above, expire 15 months after the date of the passing of this resolution or at the conclusion of the next AGM of the Company following the passing of this resolution, whichever occurs first (unless previously renewed, revoked or varied by the Company by special resolution) but the Company may before this authority expires (or is renewed, revoked or varied) make an offer or agreement which would or might require equity securities to be allotted after this authority expires (or is renewed, revoked or varied) and the directors may allot equity securities pursuant to such offer or agreement as if this authority had not expired or been renewed, revoked or varied.

Ordinary resolution

7. That the establishment of the Horizon Discovery Group plc U.S. Employee Stock Purchase Plan, the principal provisions of which are set out in summary in the Appendix to the Notice of Annual General meeting dated 31 May 2016, be and is hereby approved and the directors be and are hereby authorised to do all acts and things necessary to establish and carry it into effect.

By order of the Board of Directors of the Company.



R. Vellacott
Company Secretary

Dated: 31 May 2016

Horizon Discovery Group plc
Building 8100
Cambridge Research Park, Waterbeach
Cambridge
Cambridgeshire, CB25 9TL

Registered in England and Wales with number 08921143

Notes:

Attendance and Voting

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 22 June 2016 (or, if the meeting is adjourned, shareholders on the register of members not later than 6.00 p.m. two days prior to the date fixed for the adjourned meeting) shall be entitled to attend and vote at the above meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
2. Any member attending the Annual General Meeting is entitled pursuant to section 319A of the Companies Act 2006 to ask any question relating to the business being dealt with at the meeting. The Company will cause to be answered any such questions unless (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; or (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

Proxies

3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
 4. A Form of Proxy is enclosed. To be valid proxies must be completed and lodged with the Company's Registrars, Capita Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, by no later than 10:00 a.m. on 22 June 2016.
 5. Completion and return of the Form of Proxy does not preclude a member from attending and voting at the Annual General Meeting should he or she subsequently decide to do so.
 6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
 7. In the case of a member which is a company, the Form of Proxy 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
 8. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box on your proxy form. If you sign and return your proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
 9. To direct your proxy how to vote on the resolutions mark the appropriate box on your proxy form with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, 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).
 11. Any power of attorney or any other authority under which your proxy form is signed (or a duly certified copy of such power or authority) must be included with your proxy form.
 12. 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.
 13. 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.
 14. If you have any questions on how to complete the Form of Proxy, please contact Capita Asset Services on telephone number 03716640321. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales. Please note that calls to the helpline may be monitored or recorded and that the helpline is not able to advise on the merits of the matters set out in this document or provide any personal legal, financial or taxation advice.
 15. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the Annual General Meeting by using the procedures described in the CREST manual available at 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.
 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 and 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 constitutes the appointment of a proxy or 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 the Company's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in the notice of 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 Company'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.
 17. CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland Limited does not make

available special procedures in CREST for any particular messages. Normal system timing 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 personal CREST member or sponsored member or has appointed a voting service provider(s), to procure that his 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, a CREST sponsor voting service provider 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.

Documents on display

19. Copies of the Company's memorandum of association, articles of association, and directors' service contracts and letters of appointment will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturday, Sunday and public holidays excepted) from the date of this notice up to and including the date of the meeting and at the place of the meeting for 15 minutes prior to and during the meeting.

Communication

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

Explanation of the resolutions to be proposed at the Annual General Meeting

For the benefit of shareholders, we provide the following notes concerning some of the resolutions to be placed before them at the Annual General Meeting:

(a) Resolution 1: Accounts and reports

For each financial period, the directors are required to lay the audited accounts, the directors' report and the auditors' report before the Company in a general meeting.

(b) Resolutions 2 and 3: Reappointment of directors

In accordance with the Company's articles of association, one third of the total number of the Company's directors are required to offer themselves for retirement by rotation, or to the extent that such total is not divisible by three, such number which is nearest to but does not exceed one third. Consequently, each of Richard Vellacott and Jonathan Milner are retiring by rotation and standing for reappointment as a director. Biographical details of all directors are contained on pages 44 to 45 of the Annual Report.

(c) Resolution 4: Reappointment of auditors

At each general meeting at which accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Accordingly, Resolution 4 seeks the reappointment of Deloitte LLP as the Company's auditors to serve until the next AGM of the Company and, in accordance with normal practice, authority for the directors to determine their remuneration.

(d) Resolutions 5 and 6: Directors' authority to allot shares

The directors may only allot shares or grant rights over shares if authorised to

do so by the shareholders. The directors also require additional authority from shareholders to allot shares or grant rights over shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings.

Resolutions 5 and 6, if passed, will continue to give the directors flexibility to act in the best interests of the shareholders, when the opportunity arises, by issuing new shares.

Resolution 5 will be proposed as an ordinary resolution to grant a new authority to allot unissued share capital in connection with the Option Allotments as defined in paragraph (a) of Resolution 5, up to an aggregate nominal value of £313,881.70, representing approximately one-third of the issued share capital of the Company as at 27 May 2016, and a further authority to allot an additional one-third of the issued share capital of the Company as at 27 May 2016 provided that such allotment is reserved for rights issues, open offers, scrip dividends, schemes or other pre-emptive offers to holders of Ordinary Shares.

Resolution 6 will be proposed as a special resolution to allot shares or grant rights over shares for cash and otherwise than to existing shareholders pro rata to their holdings. The authority will be limited to the Option Allotments (as defined in paragraph (a) of Resolution 5), shares issued pursuant to the authority conferred by paragraph (c) of Resolution 5 and otherwise up to a maximum aggregate nominal value of £94,164.50, being 10% of the issued ordinary share capital of the Company as at 27 May 2016. These two authorities, if given, will expire on the earlier of the conclusion of the next annual general meeting of the Company or on the date which is 15 months after the relevant resolution is passed.

(e) Resolution 7: Employee Stock Purchase Plan

Resolution 7 will be proposed as an ordinary resolution and is seeking your approval to introduce a new Employee Stock Purchase Plan (the "Plan") for group's US Employees. The Plan provides for participants to authorise deductions to be made from their base pay which are then, at the end of an accumulation period, which is anticipated to be 12 months, used to acquire ordinary shares in the Company at a discount to their market value. The Plan is intended to qualify under Section 423 of the U.S. Internal Revenue Code such that options granted under the ESPP will offer beneficial tax treatment to the participants who are U.S. taxpayers. In order for the ESPP to be so qualified and to issue options at a discount, the Plan must be approved by the shareholders of the Company within 12 months prior to or 12 months after the date the Plan is adopted. A more detailed summary of the main features of the Plan is set out in the Appendix to this document. The Remuneration Committee and the board of directors of the Company consider that the Plan is designed to provide an appropriate incentive for employees to encourage them to purchase shares in the Company and thus support and strengthen their alignment with shareholders and long-term motivation and commitment to the group.

Recommendation

The directors consider that each of the proposals detailed in the Notice of Meeting will be of benefit to and in the best interests of the Company and the shareholders as a whole. The directors intend to vote in favour of all resolutions in respect of their own beneficial holdings of Ordinary Shares in the Company and unanimously recommend other shareholders to do like.

Appendix

Summary of the principal terms of the Horizon Discovery Group plc U.S. Employee Stock Purchase Plan (the "ESPP")

1. Administration

The ESPP will be operated and administrated by the Board of Directors of Horizon Discovery Group plc (the "Company") or a duly authorised committee thereof (the "Board"). The Board may also delegate certain administrative duties to officers or employees of the Company or its subsidiaries.

2. Eligibility

All individuals who are employees of U.S. subsidiaries of the Company that are designated by the Board as participating subsidiaries, including Horizon Discovery Inc. and Sage Laboratories Inc., are eligible to participate in the ESPP. However, an employee will be ineligible if upon enrolment in the ESPP, the employee would own directly or indirectly an aggregate of 5% or more of the combined voting power or value of the Company's or a subsidiary's shares. In addition, the Board may impose a requirement that employees be employed for at least 3 months before they commence participation in the ESPP, or other service requirements that are permitted under the Section 423 of the U.S. Internal Revenue Code.

3. Options

Participants in the ESPP will be granted an option to purchase ordinary shares of the Company ("Shares") through accumulated payroll deductions at a discount to the shares' fair market value. Participants will designate a percentage of their eligible compensation that will be deducted during an "Accumulation Period", which is anticipated to be 12 months. Options may either be options to subscribe for newly-issued Shares or to purchase existing Shares. The rights of the participant are not transferable. No option will be granted under the ESPP after the date as of which the ESPP is terminated by the Board in accordance with the termination provisions or, in any event after the 10th anniversary of the date the Plan is adopted.

4. Enrolment

An eligible employee may enrol in the ESPP by completing and signing an enrolment form.

5. Exercise Price

The purchase, or exercise, price of an option under the ESPP will equal the lesser of (a) 85% of the fair market value of the Shares on the day the option is granted and (b) 85% of the fair market value of the Shares on the last trading day of the Accumulation Period, or such higher amount as may be determined by the Board before the Accumulation Period.

6. Payroll deductions

To participate in the ESPP, an eligible employee must elect and authorise to have deductions made from the employee's base pay during the Accumulation Period to which the enrolment form relates. Each participant will designate a percentage of their base pay to be deducted.

7. Plan limits

The maximum aggregate number of Shares available for purchase under the ESPP is a number of Shares that represents 2.5% of the total issued share capital outstanding on the date the ESPP is adopted by the Board, subject to an annual increase on the first day of each subsequent calendar year during the term of the ESPP in an amount equal to the lesser of (a) 500,000 Shares, or (b) an amount determined by the Board; provided, however, that no such increase shall result in the number of Shares available under the ESPP exceeding 2.5% of the total issued share capital outstanding on the date of the increase. In addition, in any ten year period, the number of Shares that may be issued under the ESPP and under any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company, but Shares issued or to be issued to satisfy awards granted prior to the Company's admission to AIM do not count towards this limit. Shares are allocated when rights to acquire or obtain them are granted and otherwise when they are issued. Rights which lapse, by reason of non-exercise or otherwise, cease to count.

8. Individual limit

No participant may be permitted to purchase Shares under the ESPP or any similar plan valued at more than \$25,000, or such lower limit as may be set by the Board, in any calendar year.

9. Exercise of awards

An option will normally be deemed to have been exercised on the specific trading day during an Accumulation Period on which shares are purchased under the ESPP (the "Purchase Date"). Whenever an option is exercised it will be for the number of whole shares which the funds accumulated in the relevant employee's account at the Purchase Date will purchase at the applicable purchase price.

10. Termination of employment

Participation in the ESPP terminates immediately when a participant ceases to be employed with a participating subsidiary for any reason whatsoever, including but not limited to termination of employment, whether voluntary or involuntary, or on account of death, disability or retirement, or if the participating subsidiary employing the participant ceases to be a participating subsidiary.

11. Change of control

Options may be exercised early in the event of a change of control, scheme of arrangement, or winding up of the Company.

12. Listing

Application will be made for admission to the AIM market operated by the London Stock Exchange plc of any new shares issued under the ESPP and for permission to trade in those shares. Shares issued on the exercise of options will rank equally in all respects with existing shares except for rights attaching to shares by reference to a record date prior to the date of allotment.

13. Variation of Capital

In the event of any reorganisation or variation of capital the Board shall make such adjustment to the number, kind and purchase price of the Shares available under the ESPP as it deems appropriate.

14. Benefits non-pensionable

Gains under the ESPP will not form part of a participant's remuneration for pension purposes.

15. Amendments

The Board may amend the ESPP at any time, except that an amendment to the maximum Shares that may be issued under the Plan or the class of corporations that may be participating subsidiaries will be subject to approval by the shareholders of the Company at a general meeting. In addition, to the extent required by the laws of England and Wales, no amendment may be made to the provisions relating to the persons to whom, or for whom, securities, cash or other benefits are provided under the scheme, limitations on the number or amount of the benefits subject to the scheme, the maximum entitlement for any one participant and the basis for determining a participant's entitlement to, and the terms of, the benefits to be provided and for the adjustment thereof if there is a capitalization issue, rights issue or open offer, sub-division or consolidation of shares or reduction of capital or any other variation of capital to the advantage of participants (except for minor amendments to benefit the administration of the scheme, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the scheme or for the Company or for members of its group) unless in each case it has been approved by shareholders in general meeting.