

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your ordinary shares in Synairgen plc (the “Company”), please send this document to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of shares in the Company, please contact your stockbroker, bank or other agent through whom the sale was effected immediately.

Synairgen plc

(Incorporated and registered in England and Wales with company no. 5233429)

Notice of Annual General Meeting

on 30 June 2022 at 9:00 a.m.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company set out on pages 2 and 3 of this document, which contains the recommendation by the Directors of the Company to shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting (“AGM”).

Notice of the AGM (the “AGM Notice”), which will take place at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on 30 June 2022 at 9:00 a.m., is set out on pages 6 and 7 of this document.

If you are unable to attend the AGM, please complete and submit an online form of proxy in accordance with the instructions set out in this document or, if a hard copy is requested, details on how to complete the form are set out in the explanatory notes to this document set on page 8 to 10 of this document. Appointment of a proxy will not preclude shareholders from attending and voting at the AGM should they choose to do so.

Proxies may be submitted electronically using Link Group’s Signal shares online portal at www.signalshares.com or in hard copy form if you request a hard copy Form of Proxy from Link Group. To be valid, proxy appointments must be submitted using Link Group’s Signal shares online portal or in hard copy form to Link Group at 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL, in each case, by no later than 9:00 a.m. on 28 June 2022 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting. The electronic submission of a proxy using Link Group’s Signal shares online portal or the completion and return of a Form of Proxy in hard copy form would ordinarily not preclude shareholders from attending and voting at the AGM should they so wish.

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please call Link Group on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by Link Group (under CREST Participation ID RA10) by no later than 9:00 a.m. on 28 June 2022. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

Synairgen plc

(Incorporated and registered in England and Wales with company no. 5233429)

Directors

Simon Shaw (*Chairman*)
Richard Marsden
Dr Phillip Monk
John Ward
Iain Buchanan
Dr Bruce Campbell
Theodora Harold
Prof. Sir Stephen Holgate CBE

Registered Office

Mailpoint 810
Southampton General Hospital
Tremona Road
Southampton
SO16 6YD

6 June 2022

Dear Shareholder

1. Annual General Meeting 2022

I am pleased to let you know that this year's annual general meeting ("**AGM**") will be held at 9:00 a.m. on 30 June 2022 at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed AGM Notice (the "**Resolutions**"). The AGM Notice is set out on pages 6 and 7 of this document. A copy of the Annual Report and Accounts for the year ended 31 December 2021 is enclosed herewith.

2. Resolutions

In addition to the routine business, we are asking shareholders to approve one item of special business at the AGM. An explanation of all items of ordinary and special business is set out in Appendix 1 to this letter.

3. Attendance at AGM

I am pleased, for the first time in three years, to be able to invite shareholders to attend our 2022 AGM in person. The AGM is an important event in the Company's corporate calendar, providing an opportunity for the Board to engage with shareholders and for shareholders to vote on the necessary resolutions for the conduct of the business and affairs of the Company.

Whilst it is currently anticipated that there will be no restrictions on social contact or meeting format at the time of the AGM, shareholders should carefully consider whether or not it is appropriate to attend. The health and safety of our shareholders and colleagues is always our utmost priority, and we therefore request that no one attends if they are experiencing any COVID-19 symptoms or have recently been in contact with anyone who has tested positive.

Whilst we do not anticipate any changes to the arrangements set out above, it is possible that the Company may be required to change the arrangements for the AGM at short notice should Government guidance change or restrictions be reintroduced to prevent the spread of COVID-19. Whilst unlikely, in such circumstances the Company may be required to hold the meeting remotely, without shareholders being able to attend the meeting in person. If this is the case, we would communicate this via a Regulatory Information Service announcement and publish the relevant information on the Company's website.

4. Action to be taken

It is important to the Company that shareholders have the opportunity to vote on the AGM resolutions, even if they are unable to attend in person. Shareholders can submit proxies for the 2022 AGM electronically by logging in to www.signalshares.com. Electronic proxy appointments must be received by the Company's Registrar no later than 9:00 a.m. on 28 June 2022 (or not less than 48 hours before the time fixed for any adjourned meeting).

Synairgen plc is committed to reducing paper and improving efficiency in its shareholder communications. As in the two previous years, you will not receive a hard copy form of proxy for the 2022 AGM in the post automatically.

If you require a hard copy Form of Proxy (or assistance with how to complete, sign and return it) or assistance in submitting your proxy appointment electronically, please call Link Group on +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

If you hold your ordinary shares in uncertificated form (i.e. in CREST), you may appoint a proxy for the AGM by completing and transmitting a CREST Proxy Instruction in accordance with the procedures set out in the CREST Manual issued by Euroclear so that it is received by the Registrars (under CREST Participation ID RA10) by no later than 9:00 a.m. on 28 June 2022. The time of receipt will be taken to be the time from which the Registrars are able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

You are encouraged to appoint the Chairman of the AGM as your proxy. If you appoint any person other than the Chairman of the AGM as your proxy, that person may not be allowed to attend the AGM.

5. Formal business and Board recommendation

The AGM Notice is set out on pages 6 and 7, with full details of the resolutions to be proposed at the AGM contained in Appendix 1 on pages 4 and 5 of this document. All resolutions are those that are dealt with as a matter of course at each AGM of the Company.

The Board believes that all the resolutions to be put to the meeting are in the best interests of the Company's members as a whole and will promote the success of the Company for their and its other stakeholders' benefit. The Board unanimously recommends that you vote in favour of the resolutions to be put to the meeting, as members of the Board intend to do in respect of their own beneficial shareholdings.

Thank you, on behalf of the Board, for your continued support of Synairgen plc.

Yours faithfully

Simon Shaw

Chairman

APPENDIX 1

The following notes summarise the purpose of each resolution being proposed. Resolutions 1 to 12 comprise the ordinary business of the AGM and will be proposed as ordinary resolutions:

Report and Accounts (Resolution 1)

The Directors are required to lay the Strategic Report, the Directors' Report, the audited accounts and the Auditor's Report before the Company in general meeting. The shareholders are therefore requested to receive and adopt the Report and Accounts for the year ended 31 December 2021.

Re-appointment of Directors (Resolutions 2 to 9)

Article 124 of the Company's Articles of Association requires that, at the AGM, one-third of the Directors (excluding Directors retiring in accordance with Article 130) shall retire. With effect from the 2019 AGM, the Board decided, in line with the recommendations contained in the QCA Corporate Governance Code relating to Directors who have served more than nine years, to put all Directors up for re-election on an annual basis rather than the current three-year rotation to enable shareholders to confirm their support that the Directors remain independent. Accordingly, all the Directors (excluding Directors retiring in accordance with Article 130) shall retire and, being eligible, offer themselves for re-appointment. Resolutions 2 to 8 propose their re-appointment.

Article 130 of the Company's Articles of Association provides that any Director appointed to the Board since the last AGM shall hold office only until the next following AGM and shall then be eligible for re-election. Theodora Harold, having been appointed as a Director in September 2021, offers herself for re-appointment pursuant to this Article and Resolution 9 proposes her re-appointment.

Biographical details of the Directors are given on pages 16 and 17 of the Report and Accounts.

Appointment of Auditor (Resolution 10)

At each general meeting at which the accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such meeting. Resolution 10 proposes the re-appointment of BDO LLP as the Company's auditor and that the Directors be authorised to fix its remuneration.

Approval of the Directors' Remuneration Report (Resolution 11)

Resolution 11 proposes the approval of the Directors' Remuneration Report for the year ended 31 December 2021, as set out on pages 22 to 26 of the Report and Accounts.

The Directors' Remuneration Report contains, amongst other things, a forward-looking statement of the Company's policy on Directors' remuneration for subsequent financial years, details of the Directors' service contracts and specific disclosures relating to each Director's remuneration.

Authority to allot shares (Resolution 12)

By an ordinary resolution of the Company passed on 18 June 2021 at the 2021 AGM, shareholders authorised the Directors under section 551 of the Companies Act 2006 to issue equity securities without the prior consent of shareholders for a period from 18 June 2021 until the earlier of 30 June 2022 and the conclusion of the 2022 AGM. Resolution 12 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £671,139.42 (which equates to 67,113,942 ordinary shares), being approximately 33.3% of the nominal value of issued share capital of the Company at 26 May 2022 (being the latest practicable date before the publication of this document).

Other than pursuant to the exercise of share options, including awards made under the Long Term Incentive Plans, the Directors have no present intent to issue any ordinary shares. This authority will expire on the earlier of 30 June 2023 and the conclusion of the 2023 AGM.

Special Business

The following notes explain the item of special business of the AGM, which will be proposed as a special resolution.

Disapplication of pre-emption rights (Resolution 13)

By a special resolution of the Company passed on 18 June 2021, shareholders authorised the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders in proportion to their existing holdings for a period from 18 June 2021 until the earlier of 30 June 2022 and the conclusion of the 2022 AGM. It is proposed that this authority also be renewed. The authority relates to pre-emptive issues and 20,134,182 shares, which represents approximately 10% of the issued ordinary share capital of the Company at 26 May 2022 (being the latest practicable date before the publication of this document). This authority will expire on the earlier of 30 June 2023 and the conclusion of the 2023 AGM.

Synairgen plc

(Incorporated and registered in England and Wales with company no. 5233429)

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting (“**AGM**”) of Synairgen plc (the “**Company**”) will be held at Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT on 30 June 2022 at 9:00 a.m. to transact the following business:

ORDINARY BUSINESS

To consider and, if thought fit, to pass the following resolutions, all of which will be proposed as ordinary resolutions:

- 1 To receive and adopt the audited accounts of the Company for the year ended 31 December 2021, together with the Strategic, Directors’ and Auditor’s reports in respect of such accounts.
- 2 To re-appoint as a Director Simon Shaw, who, being eligible, offers himself for re-appointment.
- 3 To re-appoint as a Director Richard Marsden, who, being eligible, offers himself for re-appointment.
- 4 To re-appoint as a Director Phillip Monk, who, being eligible, offers himself for re-appointment.
- 5 To re-appoint as a Director John Ward, who, being eligible, offers himself for re-appointment.
- 6 To re-appoint as a Director Iain Buchanan, who, being eligible, offers himself for re-appointment.
- 7 To re-appoint as a Director Bruce Campbell, who, being eligible, offers himself for re-appointment.
- 8 To re-appoint as a Director Sir Stephen Holgate, who, being eligible, offers himself for re-appointment.
- 9 To re-appoint as a Director Theodora Harold, who, being eligible, offers herself for re-appointment.
- 10 To re-appoint BDO LLP as the Company’s Auditor to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to determine its remuneration.
- 11 To approve the Directors’ Remuneration Report for the year ended 31 December 2021.
- 12 That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the “**CA 2006**”) to allot equity securities (within the meaning of section 560 of the CA 2006) up to an aggregate nominal amount of £671,139.42. This authority shall expire on the earlier of 30 June 2023 and the conclusion of the 2023 Annual General Meeting of the Company save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this authority and the Directors may allot equity securities pursuant to that offer or agreement as if this authority had not expired; and this authority shall be in substitution for any other authority pursuant to section 551 of the CA 2006 to allot equity securities but without prejudice to the continuing authority of the Directors to allot equity securities in pursuance of an offer or agreement made before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL BUSINESS

As special business, to consider and if thought fit, to pass the following resolution, which will be proposed as a special resolution:

- 13 That, subject to and conditional upon Resolution 12 above being passed, the Directors be and they are hereby empowered pursuant to section 570 of the CA 2006 to allot equity securities (within the meaning of section 560 of the CA 2006) for cash pursuant to the authority conferred by Resolution 12 above and to allot equity securities (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the CA 2006) in each case as if section 561(1) of the CA 2006 did not apply to such allotment provided that this power shall be limited to:
- (i) the allotment of equity securities, whether by way of rights issue, open offer or otherwise, to holders of ordinary shares and to holders of other securities in the Company that by their terms are entitled to participate in such rights issue, open offer or otherwise in such a manner that the number of equity securities allotted to them is in proportion (as nearly as may be) to their respective holdings of such securities or in accordance with the rights attached thereto and the Directors may deal as they see fit with fractional entitlements, overseas shareholders and with the legal or practical problems or requirements of any regulatory body or stock exchange in any territory; and
 - (ii) (other than pursuant to sub-paragraph (i) above) the allotment or sale of equity securities up to an aggregate nominal amount of £201,341.82 (representing approximately 10% of the nominal value of the issued share capital of the Company at 26 May 2022),

and this power shall be in substitution for all such powers previously given but without prejudice to the continuing power of Directors to allot equity securities pursuant to an offer or agreement made by the Company before the date this resolution is passed and unless previously renewed, varied or revoked by the Company in general meeting shall expire on the earlier of 30 June 2023 and the conclusion of the Annual General Meeting of the Company to be held in 2023 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 Directors may allot equity securities (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the CA 2006) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

6 June 2022

By order of the Board:

Registered office:
Mailpoint 810
Southampton General Hospital
Tremona Road
Southampton SO16 6YD

Simon Holden
Company Secretary

EXPLANATORY NOTES

Entitlement to vote

1. To be entitled to vote at the meeting (and for the purposes of the determination by the Company of the votes that may be cast in accordance with Regulation 41 of the Uncertificated Securities Regulations 2001), only those members registered in the Company's register of members at close of business on 28 June 2022 (or, if the meeting is adjourned, at the close of business on the day two business days prior to the adjourned meeting) shall be entitled to vote at the meeting. Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting. You can appoint a proxy only using the procedures set out in these notes and any explanatory notes provided on Link Group's Signal shares online portal.
3. A proxy does not need to be a member of the Company but in ordinary circumstances would need to attend the meeting to represent you.
4. 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. To appoint more than one proxy, please indicate on your proxy submission how many shares it relates to.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

Appointment of proxy using hard copy Form of Proxy

6. A hard copy Form of Proxy has not been sent to you, but you can request one directly from the Registrars. Link Group's general helpline is +44 (0)371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales. Alternatively, you can request a hard copy via email at shareholderenquiries@linkgroup.co.uk or via postal address at Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. 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 Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

Appointment of a proxy online

7. You may submit your proxy electronically using the online portal at www.signalshares.com. Shareholders can use this service to vote or appoint a proxy online. The voting deadline is 9:00 a.m. on 28 June 2022. Shareholders will need to use the unique personal identification Investor Code printed on your share certificate. If you need help with voting online, please contact our Registrars on +44 (0)371 664 0391 or via email at shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Lines are open 9:00 a.m. to 5:30 p.m., Monday to Friday, excluding public holidays in England and Wales.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) of it by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). 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. For a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & International Limited's ("**EUI**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted to be received by the issuer's agent (ID: RA10) by no later than 9:00 a.m. on 28 June 2022. 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 issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time.

In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

Appointment of Proxy by Joint Holders

9. 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.

Changing Proxy Instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using a hard copy Form of Proxy and would like to change the instructions using another hard copy Form of Proxy, please contact Link Group as per the communication methods shown in note 6. 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.

Termination of Proxy Appointments

11. To revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Link Group, at the address shown in note 6. In the case of a member which is a company, the revocation notice 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 revocation notice is signed, or a duly certified copy of such power or authority, must be included with the revocation notice. The revocation notice must be received by Link Group no later than 48 hours before the meeting. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the remainder of this paragraph, your proxy appointment will remain valid. Ordinarily, completion of a proxy would not preclude you from attending the AGM and voting in person if you so wish.

Corporate representatives

12. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Issued shares and total voting rights

13. As at 26 May 2022 (being the latest practicable date before the publication of this document), the Company's issued share capital comprised 201,341,825 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 26 May 2022 (being the latest practicable date before the publication of this document) is 201,341,825.

Electronic address

14. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this AGM Notice (or in any related documents including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

