

**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.

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# Synairgen plc

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

## Notice of Annual General Meeting

on 29 June 2023 at 10:00 a.m.

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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 Numis, 9th Floor, 45 Gresham Street, London EC2V 7BF on 29 June 2023 at 10:00 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 on pages 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](http://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 10:00 a.m. on 27 June 2023 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 0391. 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 10:00 a.m. on 27 June 2023. 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  
Dr Bruce Campbell  
Dr Felicity Gabbay  
Prof. Sir Stephen Holgate CBE  
Amanda Radford

## Registered Office

Mailpoint 810  
Southampton General Hospital  
Tremona Road  
Southampton  
SO16 6YD

22 May 2023

## Dear Shareholder

### 1. Annual General Meeting 2023

I am pleased to let you know that this year's annual general meeting ("**AGM**") will be held at 10:00 a.m. on 29 June 2023 at the offices of Numis, 9th Floor, 45 Gresham Street, London EC2V 7BF. 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 2022 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. 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 2023 AGM electronically by logging in to [www.signalshares.com](http://www.signalshares.com). Electronic proxy appointments must be received by the Company's Registrar no later than 10:00 a.m. on 27 June 2023 (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 previous years, you will not receive a hard copy form of proxy for the 2023 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 0391. 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 10:00 a.m. on 27 June 2023. 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.

#### **4. 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.

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 11 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 2022.

### **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 7 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. Felicity Gabbay and Amanda Radford, having been appointed as Directors in September 2022 and December 2022 respectively, offer themselves for re-appointment pursuant to this Article and Resolutions 8 and 9 propose their 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 2022, 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.

## **Special Business**

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

### **Amendment to Articles of Association (Resolution 12)**

The Directors are asking shareholders to approve an amendment to the Company's existing Articles of Association (the "Existing Articles").

Article 98 of the Existing Articles provides that the ordinary aggregate remuneration of all the non-executive Directors of the Company from time to time for their services shall not exceed £200,000 per annum. This provision was incorporated in the articles of the Company adopted in October 2004 and has remained in place since then. In line with current benchmarking data and to ensure the Company can attract and incentivise leading non-executive candidates, it is proposed to increase the amount contained in Article 98 to £350,000. The proposed increase is less than the increase in RPI over the same period.

The resolution adopting the amended Articles of Association (the "New Articles") is proposed as a special resolution and will, if passed, become effective at the conclusion of the AGM. A copy of the New Articles, showing the proposed amendment, will be available to view on the Company's website.

Please note that, notwithstanding the updating of Article 98, non-executive Director fees will not be increased in 2023.

# Synairgen plc

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

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting ("**AGM**") of Synairgen plc (the "**Company**") will be held at Numis, 9th Floor, 45 Gresham Street, London EC2V 7BF on 29 June 2023 at 10:00 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 2022, 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 Bruce Campbell, who, being eligible, offers himself for re-appointment.
- 7 To re-appoint as a Director Sir Stephen Holgate, who, being eligible, offers himself for re-appointment.
- 8 To re-appoint as a Director Felicity Gabbay, who, being eligible, offers herself for re-appointment.
- 9 To re-appoint as a Director Amanda Radford, 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 2022.

## **SPECIAL BUSINESS**

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

- 12 That the revised Articles of Association produced to the AGM and initialled by the chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

22 May 2023

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 27 June 2023 (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 0391. 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](mailto: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](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The voting deadline is 10:00 a.m. on 27 June 2023. 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](mailto: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 10:00 a.m. on 27 June 2023. 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 17 May 2023 (being the latest practicable date before the publication of this document), the Company's issued share capital comprised 201,374,975 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 17 May 2023 (being the latest practicable date before the publication of this document) is 201,374,975.

#### *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.



