

Synairgen plc

Proxy Form

Proxy form for use at the general meeting of Synairgen plc (the “**Company**”) to be held at the offices of Fieldfisher LLP at Riverbank House, 2 Swan Lane, London EC4R 3TT on 16 January 2025 at 10.30 a.m. (the “**Meeting**”).

I/We

of

being a member/members of the Company entitled to receive notice, attend speak and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting (*Note 1*)

.....
as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the Meeting and at any adjournment thereof in relation to the resolutions specified in the Notice of General Meeting dated 20 December 2024 (the “**Resolutions**” and the “**Notice**” respectively) and any other business (including adjournments and amendments to the Resolutions) which may properly come before the Meeting or any adjournment thereof).

I/We direct my/our proxy to vote as follows in respect of the Resolutions (*Note 2*):

Ordinary Resolutions	For	Against	Vote Withheld (<i>Note 4</i>)
1. To approve the waiver granted by the Takeover Panel pursuant to Rule 9 of the Takeover Code.			
2. Subject to the passing of resolution 1, to approve the LTIPs and authorise the directors to make grants thereunder.			
3. Subject to the passing of resolution 1, to appoint Martin Murphy as a non-executive director of the Company.			
4. Subject to the passing of resolution 1, to authorise the directors to allot the New Ordinary Shares pursuant to the Fundraising.			
5. Subject to the passing of resolution 1, to authorise the directors to allot 34,579,819 Ordinary Shares in connection with grants to be made pursuant to the Non-Employee LTIP.			
Special Resolutions			
6. Subject to the passing of resolutions 1 and 4, to disapply pre-emption rights in relation to the allotment of the New Ordinary Shares pursuant to the Fundraising.			
7. Subject to the passing of resolutions 1 and 5, to disapply pre-emption rights in relation to the allotment of 34,579,819 Ordinary Shares in connection with grants to be made pursuant to the Non-Employee LTIP.			
8. Subject to the passing of resolution 1, to amend the articles of association of the Company.			

(*Note 2*)

Number of shares in relation to which proxy is authorised to act:

☐ This proxy appointment is one of a multiple proxy appointment (*Note 2*)

☐ This proxy appointment is signed on behalf of the member under power of attorney or other authority

Signed Dated

Notes:

- (1) Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see over). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- (2) To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- (3) The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- (4) The 'Vote Withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution. If boxes are left blank, the proxy will vote or abstain as they see fit.
- (5) Entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on 14 January 2025. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- (6) Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
- (7) Shareholders may also vote online by visiting the shareholder portal at <https://www.signalshares.com/> and following the on-screen instructions. If you have not previously registered for the shareholder portal, you will need your investor code which can be located on your share certificate or by contacting our Registrars, Link Group.
- (8) The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.
- (9) The Form of Proxy must arrive at Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL during usual business hours accompanied by any Power of Attorney under which it is executed (if applicable) no later than 10.30 a.m. BST on 14 January 2025.