

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

If you have sold or otherwise transferred all of your shares in Synairgen plc (the 'Company'), please send this document, together with the accompanying Form of Proxy 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 Synairgen plc, please contact your stockbroker, bank or other agent through whom the sale was effected immediately.

SYNAIRGEN PLC

(Incorporated in England and Wales with Registered Number 5233429)

Notice of Annual General Meeting

to be held at the offices of Fladgate LLP,
16 Great Queen Street, London WC2B 5DG
at 11.00 am on 3 June 2019

A Form of Proxy for the Annual General Meeting is enclosed and should be completed in accordance with the instructions set out on the form and returned so as to reach the Company's Registrar, Link Asset Services (PXS 1), 34 Beckenham Road, Beckenham BR3 4ZF no later than 11.00 am on 30 May 2019. Completion and return of the Proxy will not prevent you from attending and voting at the Meeting in person, should you so wish.

SYNAIRGEN PLC

(Incorporated in England and Wales with Registered Number 5233429)

Directors:

Simon Shaw (Chairman)
Richard Marsden
Phillip Monk
John Ward
Iain Buchanan
Bruce Campbell
Paul Clegg
Stephen Holgate

17 April 2019

Registered Office:

Mailpoint 810, Level F, South Block
Southampton General Hospital
Tremona Road
Southampton
SO16 6YD

Dear Shareholder

Annual General Meeting 2019

This year's Annual General Meeting will be held at 11.00 am on Monday, 3 June 2019 at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting.

If you cannot come to the meeting in person, your vote is still important and I would urge you to complete, sign and return the enclosed proxy card to be received by 11.00 am on Thursday, 30 May 2019.

Resolutions

As set out in the Corporate Governance Statement on page 19 of our 2018 Report and Accounts, in view of the fact that all but one of its directors have been in post for more than nine years, the Board has decided, with effect from the 2019 AGM, 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. This is consistent with the recommendations of the QCA Corporate Governance Code relating to directors who have served more than nine years. As Paul Clegg has notified the Board of his intention to retire from the Board at the conclusion of the 2019 AGM, he will not be seeking re-election.

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

Recommendation

Your Directors are of the opinion that all resolutions which are to be proposed at the Annual General Meeting are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company and therefore unanimously recommend that you vote in favour of the proposed resolutions.

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 2018.

Appointment of Directors (Resolutions 2 to 8)

Article 124 of the Company's Articles of Association requires that, at the AGM, one third of Directors (excluding Directors retiring in accordance with Article 130) shall retire. However, as set out in the Corporate Governance Statement on page 19 of the Report and Accounts, in view of the fact that all but one of its directors have been in post for more than nine years, the Board has decided, with effect from the 2019 AGM, 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, other than Paul Clegg who is not seeking re-election, shall retire and, being eligible, offer themselves for re-appointment. This is consistent with the recommendations of the QCA Corporate Governance Code relating to directors who have served more than nine years. Resolutions 2 to 8 propose their re-appointment.

Biographical details are given on pages 15 and 16 of the Report and Accounts.

Appointment of Auditor (Resolution 9)

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 9 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 10)

Resolution 10 proposes the approval of the Directors' Remuneration Report for the year ended 31 December 2018, as set out on pages 22 to 25 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 11)

By an ordinary resolution of the Company passed on 22 June 2018 at the 2018 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 22 June 2018 until the earlier of 30 June 2019 and the conclusion of the 2019 AGM. Resolution 11 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £452,154 (which equates to 45,215,400 ordinary shares), which represents the sum of:

- £364,778, being approximately 33.3% of the nominal value of issued share capital of the Company at 16 April 2019; and
- £87,376, being the nominal value of shares under option.

Other than pursuant to the exercise of share options, including awards made under the Long Term Incentive Plan and the Qualifying Non-Employee Option Scheme, the Directors have no present intent to issue any ordinary shares. This authority will expire on the earlier of 30 June 2020 and the conclusion of the 2020 AGM.

SPECIAL BUSINESS

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

Disapplication of pre-emption rights (Resolution 12)

Also on 22 June 2018, a special resolution was passed under section 570 of the Companies Act 2006, empowering 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 22 June 2018 until the earlier of 30 June 2019 and the conclusion of the 2019 AGM. It is proposed that this authority also be renewed. The authority relates to: pre-emptive issues; the allotment of up to 462,765 ordinary shares on the exercise of options already granted by the Company other than pursuant to an employee share scheme (as defined in the Companies Act 2006); and 10,943,300 shares, which represents approximately 10% of the issued ordinary share capital of the Company as at 16 April 2019. This authority will expire on the earlier of 30 June 2020 and the conclusion of the 2020 AGM.

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting ('AGM') of Synairgen plc (the 'Company') will be held at the offices of Fladgate LLP, 16 Great Queen Street, London WC2B 5DG on Monday, 3 June 2019 at 11.00 am 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 2018, 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 Stephen Holgate, who, being eligible, offers himself for re-appointment.
- 9 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.
- 10 To approve the Directors' Remuneration Report for the year ended 31 December 2018.
- 11 That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £452,154. This authority shall expire on the earlier of 30 June 2020 and the conclusion of the 2020 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 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:

- 12 That, subject to and conditional upon Resolution 11 above being passed, the Directors be and they are hereby empowered pursuant to section 570 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by Resolution 11 above and to allot equity securities (including where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act) in each case as if section 561(1) of the Act 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;
 - (ii) the allotment of equity securities up to an aggregate nominal amount of £4,628 upon the exercise of options granted by the Company other than pursuant to an employee share scheme as defined in the Act; and
 - (iii) (other than pursuant to sub-paragraphs (i) and (ii) above) the allotment or sale of equity securities up to an aggregate nominal amount of £109,433 (representing approximately 10% of the nominal value of the issued share capital of the Company at 16 April 2019);

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 2020 and the conclusion of the Annual General Meeting of the Company to be held in 2020 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 Act) in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

17 April 2019

By Order of the Board

John Ward
Company Secretary

Mailpoint 810, Level F, South Block
Southampton General Hospital
Tremona Road
Southampton SO16 6YD

EXPLANATORY NOTES

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
 - the close of business on 30 May 2019; or,
 - if this Meeting is adjourned, at the close of business on the day two business days prior to the adjourned meeting, shall be entitled 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 one or more proxies to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. 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 you either select the "Discretionary" option or 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 proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Link Asset Services (PXS 1), 34 Beckenham Road, Beckenham BR3 4ZF; and
- received by Link Asset Services no later than 11 am on 30 May 2019.

In the case of a member which is a company, the proxy form 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.

Appointment of proxy by joint members

6. 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).

Corporate representatives

7. In order to facilitate voting by corporate representatives at the Meeting, arrangements will be put in place at the Meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the Meeting who have been appointed in respect of different parts of the holding of that corporate shareholder then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) in respect of each different part of the shareholding as corporate representative in accordance with the directions he has received from such corporate representatives in relation to the respective parts of the shareholding in respect of which they are each appointed or (ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll in accordance with the directions he receives from the other corporate representatives in respect of the parts of the corporate shareholders shareholding in respect of which such corporate representatives have each been appointed.

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies 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 the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Link Asset Services (PXS 1), 34 Beckenham Road, Beckenham BR3 4ZF.

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

9. In order 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 as above. 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 Asset Services no later than 11.00 am on 30 May 2019. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

10. As at 6.00 pm on 16 April 2019, the Company's issued share capital comprised 109,433,442 ordinary shares of 1p each. 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 6.00 pm on 16 April 2019 was 109,433,442.

Documents available for inspection

11. The following documents will be available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this notice until the conclusion of the AGM and will also be available for inspection at the place of the AGM for at least 15 minutes prior to and during the Meeting:

- a statement or summary of transactions of Directors (and their family interests) in the share capital of the Company; and
- copies of their service contracts.

