

**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 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 Synairgen plc, 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 registered no. 5233429)

### Notice of Annual General Meeting

to be held at

The Blueprint Design Company Limited,  
Martins Barn, Birdham Road, Chichester,  
West Sussex PO20 7BX  
at 9.00 a.m. on 29 June 2020

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It is important that you submit your proxy vote electronically. Proxies may be submitted electronically using Link Asset Services' Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or in hard copy form if you request a hard copy Form of Proxy from the Company's registrar, Link Asset Services. In order to be valid, proxy appointments must be submitted using Link Asset Services' Signal Shares share portal service or in hard copy form to Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, in each case, by no later than 9.00 a.m. on 25 June 2020 or 48 hours (excluding any part of a day that is not a working day) before any adjourned meeting. The electronic appointment of a proxy using Link Asset Services' Signal Shares share portal service 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. **However, this is subject to the UK Government's COVID-19 measures summarised in section 3 of the letter from the Chairman of the Company included in this document, which mean ordinary shareholders are not expected to be allowed to attend the AGM in person. Any hard copy Form of Proxy should, to be valid, be completed and signed in accordance with the instructions printed on it.**

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 Asset Services 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 registrar (under CREST Participation ID RA10) by no later than 9.00 a.m. on 25 June 2020. The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

# Synairgen plc

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered no. 5233429)

## Directors

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

## Registered Office

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

3 June 2020

## Dear Shareholder

### 1. Annual General Meeting 2020

This year's annual general meeting ('AGM') will be held at 9.00 a.m. on Monday, 29 June 2020 at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX. Full details of the meeting and the resolutions that will be put to shareholders are set out in the enclosed Notice of Meeting ('Resolutions').

### 2. Resolutions

The Company announced in 2019 that, in view of the fact that all but one of its directors had been in post for more than nine years, the Board decided, with effect from the 2019 AGM, to put all directors up for re-election on an annual basis rather than a three year rotation basis 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.

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

**Please see the important notice set out in section 3 of this document concerning the implications that COVID-19 will have on attendance at the AGM and the measures that the Company is putting in place in respect of attendance at the AGM.**

### 3. Attendance at AGM

On 23 March 2020, the UK Government published compulsory measures on staying at home and away from others (social distancing) to address the spread of COVID-19 (the 'Stay at Home Measures'). The Stay at Home Measures became law in England on 26 March 2020, when the Health Protection (Coronavirus, Restrictions) (England) Regulations 2020 came into force. Among other things, the Stay at Home Measures prohibit public gatherings of more than two people and non-essential use of public transport. The Company and its shareholders are required to comply with these measures in the holding of the AGM.

For the purposes of the AGM, a quorum is two qualifying persons, as determined in accordance with the Company's Articles of Association. **However, as things currently stand, it is expected that the AGM will be held as a closed meeting and shareholders will not be allowed to attend the AGM in person. Accordingly, all shareholders are encouraged to appoint the Chairman of the AGM as proxy to vote on the proposed resolutions in accordance with the instructions provided below.** The Company will arrange for the presence of two qualifying persons at the AGM. **If the Stay at Home Measures are continuing at the time of the AGM, any shareholder seeking to attend the AGM in person will be refused entry.**

The Company will continue to monitor UK Government advice, which is evolving rapidly. In the event that our AGM arrangements have to change, the Company will announce the change in advance via a regulatory news service and post details on the Investors section of its website at [www.synairgen.com](http://www.synairgen.com). Arrangements for our AGM are subject to change at short notice and it is recommended that you check for updates regularly.

The Board would like to take this opportunity to thank all shareholders for their continued support and understanding in these exceptional circumstances and wish them well during this time as we all navigate the implications of COVID-19. We look forward to returning to full shareholder engagement as soon as reasonably possible.

### 4. Voting will be by way of a poll

The Chairman and the Board have decided that the fairest way for the AGM to proceed would be by way of poll. This means that every shareholder present in person or by proxy has one vote for every ordinary share held.

Conducting a meeting by way of a poll ensures that all shareholders are given the opportunity to participate in the decision-making of the Company and have their votes recorded even if they do not attend the meeting in person.

### 5. Action to be taken

**Please submit your vote by proxy electronically using Link Asset Services' Signal Shares share portal service at [www.signalshares.com](http://www.signalshares.com) or in hard copy form if you request a hard copy Form of Proxy from the Company's registrar, Link Asset Services. In order to be valid, proxy appointments must be submitted using Link Asset Services' Signal Shares share portal service or in hard copy form to Link Asset Services at PXS 1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF, in each case, by no later than 9.00 a.m. on 25 June 2020 or 48 hours (excluding any part of a day that is not a working day) before the time fixed for any adjourned meeting.**

**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 Asset Services 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 registrar (under CREST Participation ID RA10) by no later than 9.00 a.m. on 25 June 2020. The time of receipt will be taken to be the time from which the registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.**

**Ordinarily, completion of a proxy would not preclude you from attending the AGM and voting in person if you so wish. However, this is subject to the Stay at Home Measures summarised in section 3 above, which mean shareholders are not expected to be allowed to attend the AGM in person. 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.**

## **6. Recommendation**

Your Directors are of the opinion that all resolutions which are to be proposed at the AGM 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 2019.

### ***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. The Company announced in 2019 that, in view of the fact that all but one of its Directors had been in post for more than nine years, the Board 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 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 page 11 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 2019, as set out on pages 17 to 21 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 3 June 2019 at the 2019 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 3 June 2019 until the earlier of 30 June 2020 and the conclusion of the 2020 AGM. Resolution 11 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £498,111 (which equates to 49,811,100 ordinary shares), being approximately 33.3% of the nominal value of issued share capital of the Company at 2 June 2020.

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 2021 and the conclusion of the 2021 AGM.

## SYNAIRGEN PLC

(Incorporated in England and Wales with Registered Number 5233429)

### 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 3 June 2019, 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 3 June 2019 until the earlier of 30 June 2020 and the conclusion of the 2020 AGM. It is proposed that this authority also be renewed. The authority relates to pre-emptive issues and 14,943,300 shares, which represents approximately 10% of the issued ordinary share capital of the Company as at 2 June 2020. This authority will expire on the earlier of 30 June 2021 and the conclusion of the 2021 AGM.

**As a result of restrictions on movement and gatherings introduced by the Health Protection (Coronavirus, Restrictions) (England) Regulations 2020 (as amended), other than the presence of two persons to be arranged by the Company at the meeting, shareholders are not expected to be allowed to attend the meeting in person. Shareholders' attention is drawn to the letter from the Chairman of the Company dated 3 June 2020.**

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting ('AGM') of Synairgen plc (the 'Company') will be held at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX on Monday, 29 June 2020 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 2019, 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 2019.
- 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 £498,111. This authority shall expire on the earlier of 30 June 2021 and the conclusion of the 2021 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 Act 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; and
- (ii) (other than pursuant to sub-paragraph (i) above) the allotment or sale of equity securities up to an aggregate nominal amount of £149,433 (representing approximately 10% of the nominal value of the issued share capital of the Company at 2 June 2020);

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 2021 and the conclusion of the Annual General Meeting of the Company to be held in 2021 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.

3 June 2020

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. To be entitled to attend and 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 25 June 2020 (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 attend and 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 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. 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. Please remember that, if the Stay at Home Measures are still in force at the date of the AGM, then if you appoint your own choice of proxy (not the Chairman) then that person will not be permitted to attend the AGM.
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. Please remember that, if the Stay at Home Measures are still in force at the date of the AGM, then if you appoint more than one proxy (and any of those persons are not the Chairman) then that person/those persons will not be permitted to attend the AGM.
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 proxy form*

6. A hard copy form of proxy has not been sent to you but you can request one directly from the registrars, Link Asset Services' general helpline team +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 form of proxy via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or via postal address at Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, Kent BR3 4ZF. 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 a proxy online*

7. You may submit your proxy electronically using the Share Portal service at [www.signalshares.com](http://www.signalshares.com). Shareholders can use this service to vote or appoint a proxy online. The voting deadline is 9.00 a.m. on 25 June 2020. Shareholders will need to use the unique personal identification Investor Code ('IVC') printed on your share certificate. If you need help with voting online, please contact our registrar, Link Asset Services' portal team on 0371 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. In order 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 & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID: RA10) by no later than 9.00 a.m. on 25 June 2020. 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 proxy form and would like to

change the instructions using another hard-copy proxy form, please contact Link Asset Services as per the communication methods shown in note 7. 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. 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 to Link Asset Services, 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 Asset Services 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 paragraph directly below, 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. However, this is subject to the UK Government's COVID-19 measures summarised in section 3 of the letter from the Chairman of the Company dated 3 June 2020, which mean ordinary shareholders are not expected to be allowed to attend the AGM in person.

#### *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. Please remember that, if the Stay at Home Measures are still in force at the date of the AGM, then if a corporation which is a member appoints one or more corporate representatives then that person/those persons will not be permitted to attend the AGM.

#### *Issued shares and total voting rights*

13. As at close of business on the day immediately prior to the date of posting of this Notice of AGM, the Company's issued share capital comprised 149,433,442 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 close of business on the day immediately prior to the date of posting of this Notice of AGM is 149,433,442.

#### *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 Notice of AGM (or in any related documents including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

#### *COVID-19*

15. As a result of restrictions on movement and gatherings introduced by the Health Protection (Coronavirus, Restrictions) (England) Regulations 2020 (as amended), other than the presence of two persons to be arranged by the Company at the meeting and notwithstanding the foregoing notes, shareholders are not expected to be allowed to attend the meeting in person. Shareholders' attention is drawn to the letter from the Chairman of the Company dated 3 June 2020.

