

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your Ordinary Shares in Synairgen plc you should deliver this document together with the accompanying Form of Proxy as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee. If you sell or otherwise transfer, have sold or otherwise transferred only part of your holding of Existing Shares, please retain these documents and consult the stockbroker, banker or other agent through whom the sale or transfer was made.

The issue of the New Ordinary Shares pursuant to the Fundraising will not constitute an offer to the public requiring an approved prospectus under section 85 of the Financial Services and Markets Act 2000 (as amended) and accordingly this document does not constitute a prospectus, nor does it constitute an admission document drawn up in accordance with the AIM Rules. This document does not constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, Ordinary Shares.

It is expected that Firm Admission in respect of the Firm Placing Shares will become effective and dealings in such shares will commence on 30 March 2020 and Conditional Admission of the Conditional Placing Shares and Subscription Shares (subject to the passing of the Resolutions) will commence on 15 April 2020. Application has been made to the London Stock Exchange for the Firm Placing Shares to be admitted to trading on AIM and will be made (subject to the passing of the Resolutions) in respect of the Conditional Placing Shares and Subscription Shares. The New Ordinary Shares will, when issued, rank *pari passu* in all respects with the existing Ordinary Shares, including the right to receive all dividends or other distributions declared, made or paid on or after the date that they are issued.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the Financial Conduct Authority ('FCA'). Neither the FCA nor the London Stock Exchange has examined or approved the contents of this document. Neither the Existing Shares nor the New Ordinary Shares are or will be traded on any other recognised investment exchange and no application has been or will be made for the Existing Shares or New Ordinary Shares to be admitted to trading on any such exchange.

Synairgen plc

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

Placing of 10,943,295 Firm Placing Shares
Placing of 28,842,420 Conditional Placing Shares
Subscription for 214,285 Subscription Shares
Each at a price of 35 pence per Ordinary Share
and
Notice of General Meeting

finnCap, which is authorised and regulated by the FCA for the conduct of regulated activities in the United Kingdom, is acting as nominated adviser and bookrunner for Synairgen plc and no one else in connection with the Fundraising and is not acting for and will not be responsible to any person other than Synairgen for providing the protections afforded to its customers or for providing advice in relation to the Fundraising.

This document should be read in its entirety and in conjunction with the accompanying Form of Proxy and Notice of General Meeting. Your attention is drawn to the letter from Simon Shaw, the Chairman of the Company, set out on pages 8 to 14 of this document, and which recommends that you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting of Synairgen plc to be held at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX at 11.00 a.m. on 14 April 2020 is set out at the end of this document. Whether or not you intend to be present at the General Meeting you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 11.00 a.m. on 8 April 2020.

Shareholders who hold their Existing Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services Limited (CREST ID RA10) by no later than 11.00 a.m. on 8 April 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Alternatively, you can vote by logging on to www.signalshares.com and following the instructions.

Please see overleaf for an important notice re the conduct of the General Meeting in light of the COVID-19 pandemic.

IMPORTANT NOTICE RE COVID-19

In light of the Government's latest response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company and the Chairman have determined that the Resolutions to be proposed at the General Meeting shall be held on a poll rather than on a show of hands. The Company believes that this is the best and fairest way to ensure that the votes of all Shareholders can be taken into account, whilst also preventing the Company and Shareholders breaching the Government's latest ruling. Accordingly, the Company encourages all Shareholders to either submit their Form of Proxy, use the CREST Proxy Voting Service or vote at www.signalshares.com (as applicable), rather than attend the meeting in person. In accordance with the Company's articles of association, whilst completion and return of the Form of Proxy, using the CREST Proxy Voting Service or voting at www.signalshares.com (as applicable) would not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would potentially be in breach of the Government's latest laws in relation to the containment and control of COVID-19.

The release, publication or distribution of this document into certain jurisdictions may be restricted by law, and any persons into whose possession this document comes should therefore inform themselves about and observe any applicable restrictions or requirements. No action has been taken by the Company or finnCap that would permit possession or distribution of this document in any jurisdiction where action for that purpose is required. Any failure to comply with any such restrictions or requirements may constitute a violation of the securities laws of any such jurisdiction.

This document does not constitute or form part of any offer or invitation to purchase, otherwise acquire, subscribe for, sell, otherwise dispose of, issue or purchase, any security (including, without limitation, the New Ordinary Shares). Copies of this document can be downloaded from the Company's website, www.synairgen.com. However, the contents of the Company's website or any hyperlinks accessible from the Company's website do not form part of this document and Shareholders should not rely on them.

The New Ordinary Shares will not be registered under the United States Securities Act of 1933 (as amended) or under the securities laws of any state of the United States and, absent registration or an exemption therefrom, may not be offered or sold in the United States. The New Ordinary Shares will not be registered under any of the relevant securities laws of Canada, Australia, Japan or the Republic of South Africa. Accordingly, unless otherwise determined by the Company and permitted by the applicable law and regulations, the New Ordinary Shares may not be, directly or indirectly, offered, sold, taken up, delivered or transferred in or into the United States, Canada, Australia, Japan or the Republic of South Africa.

This document includes statements that are, or may be deemed to be, forward-looking statements that are based on current expectations or beliefs, as well as assumptions about future events. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "anticipates", "targets", "aims", "continues", "expects", "intends", "hopes", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not facts. They appear in a number of places through this document and include statements regarding the Directors' intentions, beliefs or current expectations concerning, amongst other things, the Company's results of operations, financial condition, liquidity, prospects, growth and strategies. By their nature, forward-looking statements contained in this document based on past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Subject to any requirement under the AIM Rules or other applicable legislation or regulation, neither the Company nor finnCap undertakes any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Undue reliance should not be placed on forward-looking statements, which speak only as of the date of this document. There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in expectations and assumptions used and changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

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FUNDRAISING STATISTICS

Issue Price	35 pence
Existing Shares	109,433,442
Aggregate number of New Ordinary Shares to be issued	40,000,000
Number of Firm Placing Shares to be issued pursuant to the Firm Placing	10,943,295
Number of Conditional Placing Shares to be issued pursuant to the Conditional Placing	28,842,420
Number of Subscription Shares to be issued pursuant to the Subscription	214,285
Enlarged Issued Share Capital following Conditional Admission*	149,433,442
Aggregate gross proceeds from the Fundraising*	£14.0m
New Ordinary Shares as a percentage of the Enlarged Issued Share Capital*	26.8 per cent.

**Assuming that all of the Placing Shares and Subscription Shares are issued and that no other Ordinary Shares are issued prior to Admission*

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Circular and Form of Proxy posted to Shareholders	27 March 2020
Firm Admission and dealings in the Firm Placing Shares	8.00 a.m. on 30 March 2020
CREST stock accounts expected to be credited for the Firm Placing Shares (where applicable)	30 March 2020
Posting of share certificates for the Firm Placing Shares by the Registrar (where applicable)	Within 14 days of issuance
Latest time and date for receipt of Forms of Proxy	11.00 a.m. on 8 April 2020
General Meeting	11.00 a.m. on 14 April 2020
Conditional Admission and dealings in the Conditional Placing Shares and Subscription Shares	8.00 a.m. on 15 April 2020
CREST stock accounts expected to be credited for the Conditional Placing Shares and Subscription Shares (where applicable)	15 April 2020
Posting of share certificates for Conditional Placing Shares and Subscription Shares by the Registrar (where applicable)	Within 14 days of issuance

Notes

- 1. The statistics above assume the passing of the Resolutions at the General Meeting and therefore the Admission of all New Ordinary Shares pursuant to the Fundraising.*
- 2. Some of the times and dates above are indicative only and if any of the details contained in the timetable above should change, the revised times and dates will be notified to Shareholders by means of an announcement through a Regulatory Information Service.*
- 3. All of the above times refer to London time unless otherwise stated*
- 4. Events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.*

DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy unless the context requires otherwise:

‘Act’	the Companies Act 2006
‘Admission’	admission of the relevant New Ordinary Shares to trading on AIM becoming effective in accordance with the AIM Rules
‘AIM’	the AIM market operated by the London Stock Exchange
‘AIM Rules’	the AIM Rules for Companies, which are applicable to companies whose securities are admitted to trading on AIM as published by the London Stock Exchange from time to time
‘Board’ or ‘Directors’	the board of directors of the Company as listed on page 8 of this document
‘Circular’ or ‘this document’	this circular of the Company to Shareholders giving (amongst other things) details of the Fundraising and incorporating the Notice of General Meeting
‘Company’ or ‘Synairgen’	Synairgen plc, a company incorporated in England and Wales with registered number 5233429
‘Conditional Admission’	Admission of the Conditional Placing Shares and Subscription Shares
‘Conditional Placing’	the conditional placing by finnCap (on behalf of the Company) of the Conditional Placing Shares at the Issue Price subject to, <i>inter alia</i> , the passing of the Resolutions and Conditional Admission
‘Conditional Placing Shares’	the 28,842,420 new Ordinary Shares, to be allotted and issued pursuant to the Conditional Placing
‘CREST’	the computerised settlement system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form (as defined in the CREST Regulations)
‘CREST Regulations’	the Uncertificated Securities Regulations 2001 (SI 2001 No.3755), including (i) any enactment or subordinate legislation which amends or supersedes those regulations and (ii) any applicable rules made under those regulations for the time being in force
‘Enlarged Issued Share Capital’	the 149,433,442 Ordinary Shares which shall be in issue immediately following Conditional Admission
‘Existing Shares’	the 109,433,442 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
‘finnCap’	finnCap Limited, the Company’s nominated adviser and broker which is incorporated in England and Wales with the registered number 06198898
‘Firm Admission’	Admission of the Firm Placing Shares
‘Firm Placing’	the placing by finnCap (on behalf of the Company) of the Firm Placing Shares at the Issue Price

‘Firm Placing Shares’	the 10,943,295 new Ordinary Shares, to be allotted and issued pursuant to the Firm Placing
‘Form of Proxy’	the form of proxy for use by Shareholders in connection with the General Meeting, which is enclosed with this document
‘Fundraising’	together, the Placing and the Subscription
‘General Meeting’	the general meeting of the Company convened for 11.00 a.m. on 14 April 2020 (or any adjournment thereof) at which the Resolutions will be proposed, notice of which is set out at the end of this document
‘Group’	the Company and its subsidiaries
‘in certificated form’	the description of a share or security which is not in uncertificated form (that is, not in CREST)
‘Issue Price’	35 pence per New Ordinary Share
‘London Stock Exchange’	London Stock Exchange plc
‘New Ordinary Shares’	the Placing Shares and the Subscription Shares, comprising, in aggregate, 40,000,000 new Ordinary Shares to be issued pursuant to the Fundraising
‘Notice of General Meeting’	the notice of General Meeting set out at the end of this document
‘Ordinary Shares’	the ordinary shares of 1 penny each in the share capital of the Company
‘Placing’	together the Firm Placing and Conditional Placing
‘Placing Agreement’	the conditional agreement, dated 25 March 2020, between the Company and finnCap relating to the Placing
‘Placing Shares’	together, the Firm Placing Shares and the Conditional Placing Shares
‘Resolutions’	the resolutions to be proposed at the General Meeting and set out in the Notice of General Meeting which shall be taken on a poll and ‘Resolution’ shall mean either of them
‘Shareholder’	a holder of Existing Shares
‘Subscription’	the conditional subscription made by certain Directors for the Subscription Shares at the Issue Price
‘Subscription Shares’	the 214,285 new Ordinary Shares to be issued pursuant to the Subscription
‘UK’ and ‘United Kingdom’	the United Kingdom of Great Britain and Northern Ireland
‘in uncertificated form’	the description of a share or security held in CREST
‘US’ or ‘United States’	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to its jurisdiction

All references in this document to ‘£’, ‘penny’, ‘pence’ or ‘p’ are to the lawful currency of the United Kingdom

GLOSSARY

The following terms are used throughout this document and have the following meanings:

'COPD'	chronic obstructive pulmonary disease
'HRA'	the Health Research Authority
'<i>in vitro</i>'	carried out in the laboratory, e.g. in a test tube or culture plate
'<i>in vivo</i>'	performed or taking in place in a living organism
'MHRA'	the Medicines and Healthcare products Regulatory Agency
'nebulisation'	a method of converting a medicine or solution into an aerosol, which is inhaled directly into the patient's lungs

LETTER FROM THE CHAIRMAN

Synairgen plc

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

Directors

Simon Shaw, *Non-Executive Chairman*
Iain Buchanan, *Non-Executive Director*
Dr Bruce Campbell, *Non-Executive Director*
Prof. Stephen Holgate CBE, *Non-Executive Director*
Richard Marsden, *Chief Executive Officer*
Dr Phillip Monk, *Chief Scientific Officer*
John Ward, *Finance Director*

Registered Address

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

27 March 2020

To Shareholders and for information only to holders of options over Ordinary Shares

Dear Shareholder

Placing of 10,943,295 Firm Placing Shares

Placing of 28,842,420 Conditional Placing Shares

Subscription for 214,285 Subscription Shares

Each at a price of 35 pence per Ordinary Share

and

Notice of General Meeting

1. Introduction

On 26 March 2020, Synairgen announced that it had conditionally raised £14.0 million (before expenses) by a Fundraising of 40,000,000 New Ordinary Shares at a price of 35 pence per share. The Fundraising consists of the Firm Placing, the Conditional Placing and the Subscription.

The Firm Placing is being made pursuant to existing authorities to allot shares for cash and disapply pre-emption rights under section 551 and section 570 of the Act, which the Directors were granted at the Annual General Meeting of the Company held on 3 June 2019. Accordingly, completion of the Firm Placing is due to take place on Firm Admission, which is expected to occur at 8.00 a.m. on 30 March 2020.

The Company will require further share authorities to allot the Conditional Placing Shares and the Subscription Shares. Accordingly, the Conditional Placing and the Subscription are conditional, *inter alia*, on the passing of the Resolutions by the Shareholders at the General Meeting, which has been convened for 14 April 2020, notice of which is set out at the end of this document. The Resolutions will be held on a poll. If the Resolutions are passed, Admission of the Conditional Placing Shares and the Subscription Shares is expected to occur at 8.00 a.m. on 15 April 2020.

The purpose of this document is to explain the background to and reasons for the Fundraising, why the Directors believe it to be in the best interests of the Company and its Shareholders as a whole and therefore recommend that you vote in favour of the Resolutions at the General Meeting, which has been convened for 11.00 a.m. on 14 April 2020 at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX. The Notice of General Meeting is set out at the end of this document.

The Directors intend to vote in favour of the Resolutions in respect of their legal and/or beneficial shareholdings amounting, in aggregate, to 3,619,458 Ordinary Shares, representing approximately 3.3 per cent. of the Existing Shares.

Please see the important notice set out in paragraph 8 of this document concerning the implications that COVID-19 will have on attendance at the General Meeting and the measures that the Company is putting in place in respect of the same.

2. Background to and reasons for the Fundraising and use of Proceeds

Synairgen leverages its deep understanding of respiratory biology to discover and develop novel therapies in areas of high unmet respiratory medical need. The Company, focused primarily on asthma and chronic obstructive pulmonary disease (COPD), uses its differentiating human biology BioBank platform and world-renowned international academic Key Opinion Leader network to discover and develop novel therapies for respiratory disease.

Synairgen is currently running a two-part Phase II trial in COPD patients evaluating SNG001, the Company's wholly-owned inhaled interferon beta (IFN-beta) therapeutic candidate. The Phase II trial, called SG015, has been designed to assess the safety of SNG001 in COPD patients and its clinical benefit in these patients when they have a cold or flu infection, a major driver of COPD exacerbations.

COVID-19

As announced on 18 March 2020, the Company has received expedited approvals from the Medicines and Healthcare products Regulatory Agency (MHRA) and the Health Research Authority (HRA) to conduct a trial of SNG001 (inhaled formulation of interferon-beta-1a) in COVID-19 patients to potentially assist with the global outbreak of the virus.

COVID-19, caused by the SARS-CoV-2 virus, is a global pandemic and there is an urgent need to assess new treatments to prevent and effectively treat the severe lower respiratory tract illness that can occur with this disease. Older people and those with co-morbidities such as heart and lung complications or diabetes are at greatest risk of developing severe or fatal disease.

Interferon beta is a naturally occurring protein, which orchestrates the body's antiviral responses. There is evidence that deficiency in IFN-beta production by the lung could explain the enhanced susceptibility of these at-risk patient groups to developing severe lower respiratory tract (lung) disease during respiratory viral infections. Furthermore, viruses, including coronaviruses such as SARS-CoV-2 and MERS-CoV (Middle East respiratory syndrome coronavirus, first identified in Saudi Arabia in 2012), have evolved mechanisms which suppress endogenous IFN-beta production, thereby helping the virus evade the innate immune system. In the laboratory, the addition of exogenous IFN-beta before or during viral infection of lung cells either prevents or greatly diminishes cell damage and viral replication, respectively. Synairgen's SNG001 is a formulation of IFN-beta-1a for direct delivery to the lungs via nebulisation. It is pH neutral, and is free of mannitol, arginine and human serum albumin, making it suitable for inhaled delivery direct to the site of action.

Two Phase II clinical trials in asthma showed that inhaled SNG001 treatment activated antiviral pathways in the lung along with improving lung function in patients with a respiratory viral infection. Treatment with inhaled SNG001 has also been shown to reduce lung viral load and lung pathology in an *in vivo* swine flu driven model of viral pneumonia. At the time of the MERS-CoV outbreak in 2013, Synairgen collaborated with the National Institutes of Health (NIH) in the United States to show that SNG001 could protect against MERS-CoV infection of lung cells *in vitro*.

As a result of the expedited approvals to conduct a placebo-controlled Phase II clinical trial in COVID-19, the Company expects the pilot phase to have commenced in the week commencing 23 March 2020. The pilot phase comprises of 100 COVID-19 patients, 50 on SNG001, 50 on placebo and will take place in approximately 10 UK sites, which will enable recruitment of mild to moderate hospitalised patients. There will be a further decision made whether to progress to pivotal phase once the pilot phase is complete.

SNG001 Phase II trial in COPD

Synaigen is now close to completing a Phase II study in COPD patients with confirmed respiratory viral infections and pre-existing significant impairment of lung function. With 109 out of a target 120 participants already dosed, this trial has been paused to minimise the chance of vulnerable patients being exposed to further infection risk and to minimise distraction for respiratory staff in the UK hospitals and GP sites conducting the trial, who will be at the forefront in dealing with patients suffering from COVID-19. The Company is currently exploring ways to adapt the trial to enable patients in the pre-treatment pool to be dosed if they become infected with SARS-CoV-2.

Early data from this double-blind, placebo-controlled trial have demonstrated that the antiviral responses in the lung (assessed using sputum biomarkers) are similar to those observed in the asthma trial, where we saw clinical benefit in lung function.

Use of proceeds

COVID-19 clinical trial activity	£7m
Manufacture of SNG001 drug product and other supply chain considerations	£4m
Strengthened balance sheet for potential partnering discussions with regards to the COVID-19, future pandemic preparedness, and the COPD opportunity, working capital and fees	£3m

3. Current Trading and Future Prospects

Synaigen has recruited 109 of the 120 patients required for its IFN-beta trial in COPD, with data expected in Summer 2020. The opportunity now afforded to the Company with regards to COVID-19 is significant and the trial of SNG001 is expected to commence imminently. As at 31 December 2019, the Company had cash of approximately £2.45m (unaudited).

4. Details of the Fundraising

The Company has conditionally raised £14.0m (before expenses), by way of the Firm Placing, Conditional Placing and Subscription for an aggregate of 40,000,000 New Ordinary Shares at the Issue Price.

The Firm Placing is being made pursuant to existing authorities to allot shares and disapply pre-emption rights under section 551 and section 570 of the Act, which the Directors were granted at the Annual General Meeting of the Company held on 3 June 2019. Accordingly, completion of the Firm Placing is due to take place on Firm Admission, which is expected to occur at 8.00 a.m. on 30 March 2020.

The Company will require further share authorities to allot the Conditional Placing Shares and the Subscription Shares. Accordingly, the Conditional Placing and the Subscription are conditional, *inter alia*, on the passing of the Resolutions by the Shareholders at the General Meeting, which has been convened for 14 April 2020, notice of which is set out at the end of this document. The Resolutions shall be taken on a poll. If the Resolutions are passed, Admission of the Conditional Placing Shares and Subscription Shares is expected to occur at 8.00 a.m. on 15 April 2020.

The Issue Price represents a discount of approximately 10.6 per cent. to the volume-weighted average price of the Ordinary Shares for the ten day period up to and including 24 March 2020 (being the last practicable dealing day prior to the release of the opening announcement in relation to the Placing). The New Ordinary Shares will represent approximately 26.8 per cent. of the Enlarged Issued Share Capital and will, when issued, rank *pari passu* in all respects with the other Existing Shares in issue.

The Firm Placing is conditional upon (amongst other things) the Placing Agreement not having been terminated and Firm Admission occurring on or before 8.00 a.m. on 30 March 2020 (or such later date as finnCap and the Company may agree, being no later than 5.00 p.m. on 30 April 2020).

The Conditional Placing is conditional upon (amongst other things) the Placing Agreement not having been terminated, the passing of the Resolutions at the General Meeting and Conditional Admission occurring on or before 8.00 a.m. on 15 April 2020 (or such later date as finnCap and the Company may agree, being no later than 5.00 p.m. on 30 April 2020).

The Placing Agreement

Pursuant to the terms of the Placing Agreement, finnCap, as agent for the Company, has conditionally agreed to use its reasonable endeavours to procure subscribers for the Placing Shares. finnCap has conditionally placed the Placing Shares with certain existing and new institutional and other investors at the Issue Price.

The Placing Agreement contains customary warranties from the Company in favour of finnCap in relation to, *inter alia*, the accuracy of the information in this document and other matters relating to the Group and its business. In addition, the Company has agreed to indemnify finnCap in relation to certain liabilities it may incur in respect of the Placing. finnCap has the right to terminate the Placing Agreement in certain circumstances prior to Admission, in particular, in the event of a breach of the warranties given to finnCap in the Placing Agreement, the failure of the Company to comply with any of its obligations under the Placing Agreement, the occurrence of a force majeure event or a material adverse change affecting the condition, or the earnings or business affairs or prospects of the Group as a whole, whether or not arising in the ordinary course of business.

Under the Placing Agreement and subject to it becoming unconditional in all respects and not being terminated in accordance with its terms, the Company has agreed to pay finnCap certain commissions on the value of the Placing Shares at the Issue Price together with a customary corporate finance advisory fee.

No element of the Fundraising is being underwritten.

5. Directors' participation in the Fundraising

The following Directors have agreed to subscribe for an aggregate of 214,285 Subscription Shares pursuant to the Subscription as set out below.

Director	Board Position	Amount (£)	Number of New Ordinary Shares at the Issue Price	Interest in Ordinary Shares post Admission	% of Enlarged Issued Share Capital
Simon Shaw	Non-Executive Chairman	20,000.05	57,143	1,531,239	1.02%
Dr. Bruce Campbell	Non-Executive Director	9,999.85	28,571	322,830	0.22%
Prof. Stephen Holgate CBE	Non-Executive Director	9,999.85	28,571	886,931	0.59%
Richard Marsden	Chief Executive Officer	20,000.05	57,143	367,825	0.25%
Dr. Phillip Monk	Chief Scientific Officer	5,000.10	14,286	244,600	0.16%
John Ward	Finance Director	9,999.85	28,571	367,577	0.25%

6. Related Party Transactions

The Directors' aggregate participation in the Fundraising, as set out above, constitutes a related party transaction pursuant to Rule 13 of the AIM Rules. The Company's independent director (being Iain Buchanan) considers, having consulted with the Company's nominated adviser, finnCap, that the terms upon which the Directors are participating in the Fundraising are fair and reasonable insofar as the Company's Shareholders are concerned.

In addition, Lansdowne Partners Ltd (**'Lansdowne'**) is a substantial shareholder in the Company holding 10 per cent. or more of the Existing Shares and has agreed to subscribe for 4,285,714 Placing Shares at the Issue Price, representing 10.7 per cent. of the total New Ordinary Shares.

The participation in the Fundraising by Lansdowne constitutes a related party transaction for the purposes of Rule 13 of the AIM Rules. The Directors consider, having consulted with the Company's nominated adviser, finnCap, that the terms upon which Lansdowne is participating in the Fundraising are fair and reasonable insofar as the Company's Shareholders are concerned.

7 General Meeting

A notice convening the General Meeting, to be held at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX at 11.00 a.m. on 14 April 2020 is set out at the end of this document.

At the General Meeting, the Resolutions will be proposed to grant the Directors the authority to allot the Conditional Placing Shares and Subscription Shares without first offering them to existing Shareholders on a pre-emptive basis. The Directors believe that raising new funds by way of the Fundraising is the most appropriate method of funding the opportunity afforded to the Company at the present time.

The Directors appreciate that Shareholders may prefer, when a company issues a material number of new shares for cash, for that issue to be fully pre-emptive i.e. to incorporate an offer to all Shareholders. However, in view of the Company's current projects and requirements, the Directors consider it would not be in Shareholders' best interests to incur the significant additional expense and time that would be required for such an offer to Shareholders to be implemented.

The Directors have therefore concluded that seeking general authority from Shareholders to issue Ordinary Shares other than on a pre-emptive basis is the most flexible and cost-effective method available to the Company.

Accordingly, the following Resolutions will be proposed at the General Meeting:

Resolution 1- Authority to allot new Ordinary Shares

The Directors require the authority of Shareholders in order to allot the Conditional Placing Shares and the Subscription Shares.

Accordingly, Resolution 1 as set out in the Notice of General Meeting authorises the Directors to allot new Ordinary Shares or grant rights to subscribe for or convert any securities into Ordinary Shares up to an aggregate nominal amount of £290,600 in connection solely with the allotment of the Conditional Placing Shares and the Subscription Shares.

Resolution 1 will be proposed as an ordinary resolution and will therefore require more than 50 per cent. of the votes cast to be in favour. This authority, if granted, will be in addition to any existing authorities to allot new Ordinary Shares granted to the Directors prior to the date of this document, and will enable the Directors to carry out the Conditional Placing and the Subscription. This authority will expire on the date falling six months from the passing of the Resolution and cannot be used for any other purpose.

Resolution 2 - Disapplication of pre-emption rights

Section 561 of the Act requires that, on an allotment of “equity securities” for cash, such equity securities must first be offered to existing Shareholders in proportion to the number of Ordinary Shares they each hold at that time. The Conditional Placing Shares and Subscription Shares are “equity securities” allotted for cash and, accordingly, cannot be offered on a non pre-emptive basis unless Shareholders have first waived their pre-emption rights. Resolution 2, if passed, provides such a waiver.

Accordingly, Resolution 2 as set out in the Notice of General Meeting authorises the Directors to allot equity securities or grant rights to subscribe for or convert any securities into equity securities for cash free of the statutory pre-emption rights, limited to an aggregate nominal amount of £290,600 in connection solely with the allotment of the Conditional Placing Shares and Subscription Shares.

Resolution 2 will be proposed as a special resolution and will therefore require not less than 75 per cent. of the votes cast to be in favour. This authority, if granted, will be in addition to any existing authorities to allot new Ordinary Shares free of pre-emption rights granted to the Directors prior to the date of this document which will continue in full force and effect whether or not the Placing is effected. This authority will expire on the date falling six months from the passing of the Resolution and cannot be used for any other purpose.

Voting will be by way of a poll

For the reasons set out in the paragraph below, the Chairman and the Board have decided that the fairest way for the General Meeting 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.

8. Action to be taken

IMPORTANT NOTICE REGARDING THE GENERAL MEETING AND COVID-19

In light of the Government’s latest response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company and the Chairman have determined that the Resolutions to be proposed at the General Meeting shall be held on a poll rather than on a show of hands.

The Company believes that this is the best and fairest way to ensure that the votes of all Shareholders can be taken into account, whilst also preventing the Company and Shareholders breaching the Government’s latest ruling.

A Form of Proxy is enclosed for use at the General Meeting.

The Company encourages all Shareholders to either submit their Form of Proxy, use the CREST Proxy Voting Service or vote at signalshares.com (as applicable), rather than attend the meeting in person. In accordance with the Company’s articles of association, whilst completion and return of the Form of Proxy, using the CREST Proxy Voting Service or voting at www.signalshares.com (as applicable) would not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would potentially be in breach of the Government’s latest laws in relation to the containment and control of COVID-19.

Completed Forms of Proxy should be returned in the reply paid envelope provided to Link Asset Services Limited PXS1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible and, in any event, by not later than 11.00 a.m. on 8 April 2020.

If you hold your Existing Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services Limited (CREST ID RA10) by no later than 11.00 a.m. on 8 April 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Alternatively, you can vote by logging on to www.signalshares.com and following the instructions.

9. Recommendation

The Directors consider the Resolutions to be proposed at the General Meeting to be in the best interests of the Company and its Shareholders as a whole.

Accordingly, the Directors recommend that you vote in favour of the Resolutions, as they intend to do in respect of their own holdings of Ordinary Shares, totalling 3,619,458 Ordinary Shares, being approximately 3.3 per cent. of the current issued share capital of the Company.

Yours faithfully,

Simon Shaw

Non-Executive Chairman

Synaergen plc

(the 'Company')

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

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Synaergen plc will be held at 11.00 a.m. on 14 April 2020 at The Blueprint Design Company Limited, Martins Barn, Birdham Road, Chichester, West Sussex PO20 7BX. The business of the meeting will be to consider and, if thought appropriate, to pass the following resolutions, of which resolution 1 will be proposed as an ordinary resolution and resolution 2 as a special resolution. Both resolutions will be taken on a poll.

ORDINARY RESOLUTION

1. THAT the directors of the Company be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the '**Act**') in addition to the authorities given at the Annual General Meeting of the Company on 3 June 2019 (the '**2019 AGM**') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ('**Rights**') up to an aggregate nominal amount of £290,600 in connection solely with the issue of the Conditional Placing Shares and the Subscription Shares (as such terms are defined in the circular of which this notice of meeting forms part) at a price of 35 pence per share provided that this authorisation shall, unless previously revoked by resolution of the Company, expire on the date falling six months from the passing of this resolution and that the Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTION

2. THAT, subject to the passing of resolution 1, the directors of the Company be and they are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) wholly for cash pursuant to the authorisation conferred by resolution 1 above (and the authority conferred by this resolution 2 shall be in addition to the authorities given at the 2019 AGM) as if section 561 of the Act did not apply to the allotment, provided that this power is limited to the allotment of equity securities up to an aggregate nominal amount of £290,600 in connection solely with the issue of the Conditional Placing Shares and the Subscription Shares and this power, unless previously revoked by resolution of the Company, shall expire on the date falling six months from the passing of this resolution 2 and that the Company may, at any time before the expiry of the power conferred by this resolution 2, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

John Ward
Company Secretary

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

27 March 2020

IMPORTANT NOTICE RE COVID-19

In light of the Government's latest response to the COVID-19 outbreak, which includes banning all non-essential travel and gatherings of more than two people, the Company and the Chairman have determined that the Resolutions to be proposed at the General Meeting shall be held on a poll rather than on a show of hands.

The Company believes that this is the best and fairest way to ensure that the votes of all Shareholders can be taken into account, whilst also preventing the Company and Shareholders breaching the Government's latest ruling.

The Company encourages all Shareholders to either submit their Form of Proxy, use the CREST Proxy Voting Service or vote at www.signalshares.com (as applicable), rather than attend the meeting in person. In accordance with the Company's articles of association, whilst completion and return of the Form of Proxy, using the CREST Proxy Voting Service or voting at www.signalshares.com (as applicable) would not preclude Shareholders from attending, speaking and voting in person at the General Meeting should they so wish, Shareholders are reminded that to do so would potentially be in breach of the Government's latest laws in relation to the containment and control of COVID-19.

Completed Forms of Proxy should be returned in the reply paid envelope provided to Link Asset Services Limited PXS1, 34 Beckenham Road, Beckenham BR3 4ZF as soon as possible and, in any event, by not later than 11.00 a.m. on 8 April 2020.

If you hold your Existing Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Link Asset Services Limited (CREST ID RA10) by no later than 11.00 a.m. on 8 April 2020 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Alternatively, you can vote by logging on to www.signalshares.com and following the instructions.

Notes to the Notice of General Meeting:

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), the Company specifies that only Shareholders entered on the register of members of the Company at close of business on 8 April 2020 (or in the event that this meeting is adjourned, on the register of members at close of business on the day preceding the date fixed for the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of ordinary shares of the Company registered in their name at that time. Changes to the register after the relevant time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. A Shareholder is entitled to appoint one or more proxies to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that Shareholder.
3. The appointment of a proxy will not preclude a Shareholder from attending in person at the meeting and voting if he or she wishes to do so.

Appointment of proxy using the accompanying proxy form

4. A proxy form is enclosed. To appoint more than one proxy, please photocopy the form. Please state each proxy's name and the number of shares in relation to which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) in the boxes indicated on the form. Please also indicate if the proxy form is one of multiple forms being returned. All proxy forms must be signed and should be returned together in the same envelope. In the case of joint Shareholders, the signature of any one of them will suffice, but the names of all joint holders should be stated.
5. To be valid, a duly completed proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be delivered by hand or sent by post to the offices of the Company's registrars, Link Asset Services Limited PXS 1, 34 Beckenham Road, Beckenham BR3 4ZF so as to be received not less than 48 hours before the time fixed for the holding of the meeting or any adjournment of the meeting (as the case may be).
6. You can vote either:
 - by logging on to www.signalshares.com and following the instructions;
 - you may request a hard copy form of proxy directly from the registrars, Link Asset Services (previously called Capita), on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual.

Changing proxy instructions

7. To change your proxy instructions, simply submit a new proxy form. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If the Company receives more than one appointment of a proxy in respect of any one share, the appointment received last revokes each earlier appointment and the Company's decision as to which appointment was received last is final.

Termination of proxy appointments

8. In order to revoke a proxy appointment you must notify the Company of the termination at least three hours before the commencement of the meeting.

Joint shareholders

9. In the case of joint Shareholders, the vote of the senior Shareholder who tenders a vote, whether in person (including by corporate representative) or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members.

Corporate representatives

10. A corporation which is a Shareholder may, by resolution of its directors or other governing body, authorise one or more persons to act as its representative at the meeting. Corporate representatives should bring with them to the meeting: (i) an original or certified copy of the resolution authorising them; or (ii) an original letter on the Shareholder's letterhead, signed by an authorised signatory, confirming that they are so authorised.

Issued shares and total voting rights

11. As at the date of this Notice of General Meeting, the Company's issued ordinary share capital comprised of 109,433,442 ordinary shares of one penny each fully paid. The Company does not hold any shares in treasury. 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 the date of this Notice of General Meeting is 109,433,442.

