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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 Fasken Martineau LLP,
Third Floor, 17 Hanover Square, London W1S 1HU
at 11.00 am on 22 June 2015

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, Capita Asset Services PXS 1, 34 Beckenham Road, Beckenham BR3 4TU no later than 11.00 am on 18 June 2015. 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

Registered Office:

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

15 May 2015

Dear Shareholder

Annual General Meeting 2015

This year's Annual General Meeting will be held at 11.00 am on Monday, 22 June 2015 at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU. 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, 18 June 2015.

Resolutions

In addition to the routine business, we are asking shareholders to approve four items 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 sincerely

Simon Shaw
Chairman

APPENDIX 1

ORDINARY BUSINESS

The following notes explain the items of ordinary business. Resolutions 1 to 7 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 2014.

Appointment of Directors (Resolutions 2 to 4)

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. Accordingly, Phillip Monk, Simon Shaw and Stephen Holgate shall retire and, being eligible, offer themselves for re-appointment. Resolutions 2, 3 and 4 propose their re-appointment.

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

Appointment of Auditor (Resolution 5)

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 5 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 6)

Resolution 6 proposes the approval of the Directors' Remuneration Report for the year ended 31 December 2014, as set out on pages 22 to 26 of the Report and Accounts.

The Directors' Remuneration Report contains, amongst other things, a forward-looking statement of the Company's policy on Directors' remuneration for subsequent financial years, details of the Directors' service contracts and specific disclosures relating to each Director's remuneration.

Authority to allot shares (Resolution 7)

By an ordinary resolution of the Company passed on 9 June 2014 at the 2014 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 9 June 2014 until the earlier of 30 June 2015 and the conclusion of the 2015 AGM. Resolution 7 proposes to authorise the Directors to allot equity securities up to a maximum nominal amount of £358,124 (which equates to 35,812,400 ordinary shares), which represents the sum of:

- £304,389, being approximately 33.3% of the nominal value of issued share capital of the Company at 15 May 2015; and
- £53,735, being the nominal value of shares under option.

Other than pursuant to the exercise of share options, including awards made under the Staff Option Scheme, 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 2016 and the conclusion of the 2016 AGM.

SPECIAL BUSINESS

The following notes explain the items of special business. Resolutions 8 and 11 will be proposed as special resolutions and Resolutions 9 and 10 will be proposed as ordinary resolutions.

Disapplication of pre-emption rights (Resolution 8)

Also on 9 June 2014, 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 9 June 2014 until the earlier of 30 June 2015 and the conclusion of the 2015 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 13,697,500 shares, which represents approximately 15% of the issued ordinary share capital of the Company as at 15 May 2015. This authority will expire on the earlier of 30 June 2016 and the conclusion of the 2016 AGM.

Authority to continue the operation of the Synairgen Long Term Incentive Plan 2015 (Resolution 9)

Resolution 9 is seeking authority from shareholders to establish the Synairgen Long Term Incentive Plan 2015 ("LTIP"). This new LTIP will be based substantially on the current long term incentive plan which has been operated by Synairgen for senior executives and other staff since 2005. The 10-year authority given by Synairgen's shareholders for the current plan will expire in November 2015.

The new LTIP (like the plan which it replaces) is a market normal senior executive share plan, and its key features (for example, the application of performance conditions and time pro-rating treatments for participants who leave Synairgen, or following a corporate event) are in line with best practice. In all material respects the rules of the proposed new LTIP are the same as those for the previous long-term incentive plan, except where it has been clarified:

- that a participant who ceases to be employed whilst holding a vested LTIP award will ordinarily have an opportunity to exercise that vested award in the succeeding 12 months before the award lapses;
- if regulatory restrictions prevent the grant of an LTIP award in any year, the 100% of base salary individual award limit for that financial year may be carried forward to the following financial year and used in addition to the following year's annual individual award limit when awards are made.

Whilst not a provision of the LTIP rules, it is the Company's policy that, following the vesting of LTIP awards, an Executive Director participant must retain no fewer than 50% of shares acquired upon vesting of awards under the LTIP, net of taxes, until such time as, in combination with any other shares the individual may have acquired, he holds shares with a value equivalent to 100% of base salary.

A summary of the principal terms of the LTIP is set out in Appendix 2 to this circular.

Authority to continue the operation of the Synairgen Non-Employee Share Option Plan 2015 (Resolution 10)

Resolution 10 is seeking authority from shareholders to renew the Synairgen Non-Employee Share Option Plan 2009 ("QNEOS") to be renamed the QNEOS 2015. If the resolution is approved, it will continue to operate as currently except:

- the list of those eligible to receive new grants will be limited to non-employee consultants of the Company who are not also directors so non-executive directors will not be eligible to participate without further recourse to shareholders;
- consistent with developments in best practice and for consistency with the LTIP, the leaver rules have been clarified to ensure that vested but unexercised options are retained for a period post a participant ceasing to be engaged by the Company.

If the resolution is passed, the Company will be able to grant further market value options up to 21 June 2025 being the expiry of the ten year period commencing on the AGM.

Removal of the restriction of share capital and amending the Company's articles of association (Resolution 11)

The concept of authorised share capital that existed under the Companies Act 1985 was abolished by the Companies Act 2006. This means that the number of shares a company can allot and issue will be unlimited unless its articles of association contain a restriction to the contrary. For companies incorporated under the Companies Act 1985 (such as the Company) the restriction on authorised share capital set out in its memorandum of association is deemed to be a provision in its articles setting the maximum amount of shares that the company may allot. However, such companies are not required to retain this restriction on share capital and it can be removed by passing a resolution to remove this restriction and to make appropriate amendments to the articles of association of the company. Resolution 11 is therefore being proposed as a special resolution to remove the restriction on the Company's share capital and to amend the articles of association of the Company.

APPENDIX 2

SUMMARY OF THE PRINCIPAL TERMS OF THE SYNAIRGEN LONG TERM INCENTIVE PLAN 2015 (“LTIP”)

Operation

The Remuneration Committee of the Board of directors of the Company (the “Committee”) will supervise the operation of the LTIP.

Eligibility

Any employee (including an executive director) of the Company and any of its subsidiaries will be eligible to participate in the LTIP at the discretion of the Committee.

Grant of awards

The Committee may grant an award in one of three forms:

- (i) a conditional award, where a participant will receive free ordinary shares in the Company (“Shares”) on the vesting of his/her award; or
- (ii) nil or nominal cost options, where a participant can decide when to exercise his/her award over Shares during a limited period of time after it has vested; or
- (iii) a forfeitable shares award, under which the participant owns shares beneficially from the grant date but with the shares subject to the risk of forfeiture on certain events.

The Committee may also allow the grant of cash-based awards of an equivalent value to share-based awards or may allow share-based awards to be settled in cash (in whole or part) where the Committee considers it appropriate to do so.

The Committee may normally grant awards within six weeks following the Company’s announcement of its results for any period. The Committee may also grant awards when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted after 21 June 2025, being ten years after the 2015 AGM.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant’s personal representatives in the event of death). Awards are not pensionable.

Individual limit

The maximum number of Shares that may be awarded to a participant in any financial year will be limited so that the market value of such Shares on the award date will not exceed 100% of the individual’s base salary. However, if the Committee is unable to procure the grant of awards to an individual in a financial year due to regulatory restrictions applicable to the Company then the scope of the individual limit for that year may be carried forward and added to the individual limit for awards to be made in the following financial year.

Overall LTIP limits

The LTIP may operate over new issue Shares, treasury Shares or Shares purchased in the market.

In any period of ten years the Company may not issue (or have the possibility to issue) more than 10% of the issued ordinary share capital of the Company under the LTIP and any other employees’ share plan adopted by the Company.

Treasury Shares will count as new issue Shares for the purposes of this limit but they will also cease to count towards this limit if institutional investor bodies decide that they need not count.

Vesting of awards

Awards will normally vest on the later of the expiry of the third anniversary of the date of grant of the award and the date that the Committee determines the extent to which the applicable performance conditions (see below) have been satisfied, and provided the participant is still a director or employee in the Company’s group.

Performance conditions

The performance conditions for awards will be set each year in line with the Company’s remuneration policy and disclosed in the annual directors’ remuneration report.

Also, the Committee will have the power to vary the terms of existing performance conditions if an event occurs that causes the Committee to consider that the performance condition would not, if left unamended, achieve its original purpose. However, the amended performance condition will have to be, in the Committee’s view, not materially less difficult to satisfy as a result of the change.

Leaving employment

As a general rule, an award will lapse upon a participant leaving the employment of the Company's group. However, if before the vesting of an award a participant ceases to be a director or employee within the Company's group by reason of death, injury or disability, retirement with the agreement of his or her employer, the sale of the participant's employing business by the group or other circumstances which the Committee determines in its discretion, then the award will be retained and may vest on the normal vesting date to the extent determined by the performance conditions measured over the full performance period.

The Committee may, at its discretion, allow awards to vest in such circumstances at the time of cessation of employment, in which case awards would normally be subject to the performance conditions as measured over the shorter period to the date of cessation of employment.

In either case, there will also be a pro-rata reduction in the size of the award for the time that has elapsed up to the date of cessation compared to a three-year vesting period unless the Committee determines that it would be inappropriate to apply a pro-rata reduction in the particular circumstances.

Where an individual holding a vested award leaves the Company's employment, the individual will be able to exercise that vested award within 12 months of the date of cessation of employment, unless the reason for such cessation is the individual's misconduct in which case the award will lapse.

Corporate events

In the event of a takeover, scheme of arrangement or winding up of the Company (not being an internal corporate reorganisation), all awards may vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. The awards will normally be pro-rated to reflect the shorter than normal period of time between the date of the award and the time of vesting. The Committee can decide not to pro-rate awards if it regards it as inappropriate to do so in the particular circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company, unless the Committee decides that awards should vest on the same basis as described above.

Awards may also vest on the same basis if a demerger, special dividend or other similar event is proposed which, in the opinion of the Committee, would affect the market price of the Shares to a material extent.

Participants' rights

Awards structured as conditional awards and options will not confer any shareholder rights on participants until the awards have vested and the participants have received their Shares.

Rights attaching to Shares

Any Shares allotted when an award vests (or for an award structured as an option, when it is exercised) will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Variation of capital

In the event of any variation of the Company's share capital, or in the event of a demerger, payment of a special dividend or other similar event which materially affects the market price of the Shares, the Committee may make such adjustments as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

Alterations to the LTIP

The Committee may, at any time, amend the provisions of the LTIP in any respect, provided that the prior approval of shareholders must be obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on individual participation, the overall limits on the issue of Shares or the transfer of Shares held in treasury, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be provided under the LTIP and the adjustment of awards or options.

The requirement to obtain the prior approval of shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group.

To obtain HMRC tax-advantaged treatment for both participants and the Company, for so long as the Company qualifies to do so, the Company may choose to make awards under the LTIP which qualify for the Enterprise Management Incentives ("EMI") regime. Any EMI awards will apply the rules of the LTIP but with minor variations where required by the HMRC rules (for example, an EMI Award may not be settled in cash and on a participant's death, the Award may only be exercised by the personal representatives within one year of death).

Overseas plans

The Board may at any time without further shareholder formality establish further plans in overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting ('AGM') of Synairgen plc (the 'Company') will be held at the offices of Fasken Martineau LLP, Third Floor, 17 Hanover Square, London W1S 1HU on Monday, 22 June 2015 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 2014, together with the Strategic, Directors' and Auditor's reports in respect of such accounts.
- 2 To re-appoint as a Director Phillip Monk, who is retiring by rotation in accordance with Article 124 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment.
- 3 To re-appoint as a Director Simon Shaw, who is retiring by rotation in accordance with Article 124 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment.
- 4 To re-appoint as a Director Stephen Holgate, who is retiring by rotation in accordance with Article 124 of the Company's Articles of Association and who, being eligible, offers himself for re-appointment.
- 5 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.
- 6 To approve the Directors' Remuneration Report for the year ended 31 December 2014.
- 7 That, subject to and conditional upon Resolution 11 below being passed, 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 £358,124. This authority shall expire on the earlier of 30 June 2016 and the conclusion of the 2016 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 resolutions, of which Resolutions 8 and 11 will be proposed as Special Resolutions, and Resolutions 9 and 10 will be proposed as Ordinary Resolutions:

- 8 That, subject to and conditional upon Resolution 7 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 7 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 £136,975 (representing approximately 15% of the nominal value of the issued share capital of the Company at 15 May 2015);

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 2016 and the conclusion of the Annual General Meeting of the Company to be held in 2016 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.

- 9 That the Directors be authorised:
- (i) to establish the Synairgen Long Term Incentive Plan 2015 (“LTIP”), the principal terms of which are summarised in Appendix 2 to the circular dated 15 May 2015 containing the notice convening this meeting; and
 - (ii) to establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the LTIP.

- 10 That the Directors be authorised:
- (i) to renew the Synairgen Qualifying Non-Employee Share Option Plan 2009 (renamed 2015) (“QNEOS”) for a further 10 years; and
 - (ii) to establish further plans based on the QNEOS but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the QNEOS.
- 11 That the restriction on the authorised share capital of the Company set out in regulation [1] of the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company’s articles of association, be and is hereby revoked and deleted and the articles of association of the Company be and is amended by the deletion of the whole of Article 5 and the substitution of the following in its place:

“Without prejudice to any special rights previously conferred on the holders of any shares or class of shares already issued (which special rights shall not be modified or abrogated except with such consent or sanction as is provided in the Company’s memorandum of association and in the next following Article), a share (whether forming part of the original capital or not) may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company by ordinary resolution determines.”

15 May 2015

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:
 - 6.00 pm on 18 June 2015; or,
 - if this Meeting is adjourned, at 6.00 pm 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 Capita Asset Services PXS 1, 34 Beckenham Road, Beckenham BR3 4TU; and
- received by Capita Asset Services no later than 11 am on 18 June 2015.

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 Capita Asset Services PXS 1, 34 Beckenham Road, Beckenham BR3 4TU.

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 Capita Asset Services no later than 11.00 am on 18 June 2015. 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 15 May 2015, the Company's issued share capital comprised 91,316,671 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 15 May 2015 was 91,316,671.

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
- the rules of the Synairgen Long Term Incentive Plan 2015 and the Synairgen Qualifying Non-Employee Share Option Plan 2015 (marked-up to show the proposed amendments)

The rules of the Synairgen Long Term Incentive Plan 2015 and the Synairgen Qualifying Non-Employee Share Option Plan 2015 (marked-up to show the proposed amendments) are also available for inspection at these times at the offices of FIT Remuneration Consultations LLP, 5 Fitzhardinge Street, London W1H 6ED.

