

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Synthomer plc, please pass this document and the accompanying documents but not the personalised Form of Proxy at once to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



Synthomer plc

(Incorporated in England and Wales with registered number 98381)

**Notice of Extraordinary General Meeting
to be held at the offices of the Company at 45 Pall Mall, London, SW1Y 5JG
on Thursday 21 June 2018 at 10.00 am**

Proposed amendment to borrowing restrictions

Your attention is drawn to the letter from the Chairman of Synthomer plc, set out in this document which recommends that you vote in favour of the Resolution to be proposed at the Extraordinary General Meeting.

Notice of the Extraordinary General Meeting of Synthomer plc to be held at the offices of the Company at 45 Pall Mall, London, SW1Y 5JG on Thursday 21 June 2018 at 10.00 am is set out at the end of this document. The Form of Proxy for use at the Extraordinary General Meeting is enclosed with this document. To be valid, the accompanying Form of Proxy for use at the Extraordinary General Meeting must be completed in accordance with the instructions printed on it and returned to the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY by no later than 10.00 am on Tuesday 19 June 2018. The completion and return of the Form of Proxy will not preclude you from attending and voting at the Extraordinary General Meeting should you wish to do so.

Contents

Section	Page number
Letter from the Chairman of Synthomer plc	3
Notice of Extraordinary General Meeting	5



Synthomer plc
(registered in England number 98381)

Registered office:
Temple Fields
Harlow
Essex
CM20 2BH

4 June 2018

To the ordinary shareholders.

Dear Shareholder

Proposed amendment to borrowing restrictions.

Introduction

Synthomer plc (“the Company”) has today announced that an Extraordinary General Meeting will be held at 10.00 am on 21 June 2018 at which the Directors are seeking shareholder approval to amend the borrowing restrictions contained in the Articles of Association. Your Directors propose that the amount they may allow the Company to borrow is increased from its current limit of £500 million to £750 million.

Background to the Resolution

The current limit on borrowings was last increased at the 2017 Annual General Meeting and allowed for the potential maximum borrowing available to the Company under its existing committed credit facilities to be utilised and permitted flexibility in connection with bolt-on acquisition opportunities. Since the 2017 Annual General Meeting the Company has made one bolt-on acquisition and consideration is now being given to the re-financing of the Company ahead of the maturity of its existing committed credit facilities in July 2019.

Your Directors believe that the proposed increase in the borrowing limit is required in order to facilitate a re-financing which will provide a long term, sustainable and flexible capital structure that best meets the needs of the Company’s growth strategy as set out in the 2017 annual report. The adoption of a higher limit will not change the Company’s borrowing policy and your Directors believe it to be in the best commercial interests of the Company.

Extraordinary General Meeting

A notice convening the Extraordinary General Meeting to be held at the offices of the Company at 45 Pall Mall, London, SW1Y 5JG, at 10.00 am on Thursday 21 June 2018 is set out in the Notice of Meeting at the end of this document.

An ordinary resolution (being the Resolution) to increase the borrowing limit in the Articles of Association will be proposed to the shareholders at the Extraordinary General Meeting.

Action to be taken and voting arrangements

To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or at the electronic address provided in the proxy form, in each case no later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 of the notes to the Notice of Meeting) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.

May I draw to your attention that the Company includes a “vote withheld” option on the Proxy Form in order to reflect clearly the views of those shareholders who wish to abstain from voting on the Resolution. You should note however, that a “vote withheld” is not a vote in law and will not be counted in the calculation of the votes “For” or “Against” a resolution.

Recommendation

Your Directors believe that the proposal is in your best interests and those of the Company and recommend you to vote in favour of it. Your Directors intend to vote in favour of the Resolution in respect of their own beneficial holdings, which amount to 2,099,365 ordinary shares, representing 0.62% of the issued ordinary share capital.

Yours faithfully

A handwritten signature in black ink, appearing to read 'N A Johnson', with a long horizontal flourish extending to the right.

N A Johnson
Chairman



Synthomer plc
(Incorporated in England and Wales with registered number 98381)

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of the Company will be held at the offices of the Company at 45 Pall Mall, London, SW1Y 5JG on Thursday 21 June 2018 at 10.00 am for the purpose of considering and, if thought fit, passing the Resolution set out below, which will be proposed as an ordinary resolution:

THAT

1. Article 93 (Borrowing Powers) of the Company's Articles of Association be amended by deleting the £500,000,000 borrowing limit in Article 93.2 and replacing it with £750,000,000.

By order of the Board

R Atkinson
Secretary

4 June 2018

Registered office:

Temple Fields
Harlow
Essex
CM20 2BH

Registered in England and Wales number 98381

Notes to the Notice of Meeting

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the Extraordinary General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY or at the electronic address provided in the proxy form, in each case no later than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 9 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Extraordinary General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the Extraordinary General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at close of business on Tuesday 19 June 2018 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
7. The Company's capital consists of 339,880,769 ordinary shares with voting rights.
8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for the receipt of proxy appointments specified in Note 2. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
10. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
11. 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.
12. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
13. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
14. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.synthomer.com.

This page has been intentionally left blank

Synthomer plc

Temple Fields

Harlow

Essex CM20 2BH

UK

T +44 (0)1279 436 211

F +44 (0)1279 444 025

www.synthomer.com