

**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 Annual General Meeting 2020  
to be held at the offices of the Company,  
45 Pall Mall, London SW1Y 5JG on Wednesday 29 April 2020 at 11.00 am**

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 Resolutions to be proposed at the Annual General Meeting.

Notice of the Annual General Meeting of Synthomer plc to be held at the offices of the Company, 45 Pall Mall, London SW1Y 5JG on Wednesday 29 April 2020 at 11.00 am is set out at the end of this document. The Form of Proxy for use at the Annual General Meeting is enclosed with this document. To be valid, the accompanying Form of Proxy for use at the Annual 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 Monday 27 April 2020. The completion and return of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting should you wish to do so.

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## Dividend timetable

Ex dividend date	Thursday 4 June 2020
Record date	Friday 5 June 2020
Final date for receipt of elections to participate in the Dividend Reinvestment Plan (DRIP)	Tuesday 16 June 2020
Payment date	Tuesday 7 July 2020



## Synthomer plc

(registered in England number 98381)

Registered office:  
Temple Fields  
Harlow  
Essex  
CM20 2BH

To the ordinary shareholders.

30 March 2020

Dear Shareholder

### Annual General Meeting

I am pleased to enclose the Company's Annual Report and Accounts for the year ended 31 December 2019 ('Annual Report'). This year's Annual General Meeting will be held on Wednesday 29 April 2020 at 11.00 am at the offices of the Company, 45 Pall Mall, London SW1Y 5JG. Notice of the Annual General Meeting is set out at the end of this document.

An explanation of the business to be considered at the meeting is set out below.

#### **To receive the Annual Report and Accounts (Resolution 1)**

The Directors' report and the audited financial statements for the year ended 31 December 2019 will be presented.

#### **Directors' Remuneration (Resolutions 2 and 3)**

Resolutions 2 and 3 deal with Directors' remuneration and seek shareholder approval for the Directors' Remuneration Policy (the 'Policy') and the Directors' Annual Report on Remuneration respectively.

Legislation introduced in 2013 requires the Company to offer Shareholders a binding vote on the Company's forward-looking remuneration policy at least every three years. Resolution 2 is therefore a resolution to approve the new Policy set out on pages 87 to 94 (inclusive) in the Annual Report and is intended to replace the Policy approved by Shareholders at the 2017 AGM. If Resolution 2 is approved, the new Policy will take effect immediately after the end of the Annual General Meeting and all payments by the Company to Directors and any former directors will be made in accordance with the new Policy unless a payment has separately been approved by a shareholder resolution. The background to and explanation of the key changes from the current Policy are given in the letter from the Chairman of the Remuneration Committee starting on page 83 of the Annual Report. If the new Policy is not approved, the Directors' Remuneration Policy approved at the 2017 Annual General Meeting will continue to apply.

Resolution 3 continues the practice of an annual advisory vote to approve the Annual Report on Remuneration which can be found on pages 95 to 102 (inclusive) in the Annual Report. The vote on the Annual Report on Remuneration is advisory and will not affect the way in which the current Policy has been implemented.

#### **Final Dividend (Resolution 4)**

A final ordinary dividend of 6.9 pence per share for the year ended 31 December 2019 is recommended for payment by the Directors.

#### **Re-election of Directors (Resolutions 5-13)**

Resolutions 5 to 13 inclusive deal with the re-election of Directors in accordance with the requirements of the UK Corporate Governance Code.

Resolutions 5 and 6 deal with the re-election of Mr C G MacLean and Mr S G Bennett respectively who serve as Executive Directors of the Company. Resolutions 7 to 12 inclusive deal with the re-election of the Hon. A G Catto, Dato' Lee Hau Hian, Dr J J C Jansz, Mr B W D Connolly Mrs C A Johnstone and Ms H A Van Deursen respectively who serve as Non-Executive Directors of the Company. Resolution 13 deals with my re-election which, if approved, will enable me to serve as Chairman until I hand over the Chair to Caroline Johnstone by the end of the year.

Your Non-Executive Directors bring a wide diversity of skills and relevant business and boardroom experience gained internationally from past and current involvement with a number of companies and areas of commerce. I can confirm that, following Board and individual director performance evaluation, each of them continues to contribute effectively and to demonstrate commitment to the role of Non-Executive Director of the Company.

In order for you to take an informed decision on the re-election of the above named Non-Executive Directors, biographical details are provided on pages 64 to 65 of the Annual Report and details of individual experience and expertise which contributes to the Company's long-term sustainable success is summarised below:

Hon AG Catto	Extensive career in the investment banking and finance sectors. Experience in investor engagement and governance.
Dato' Lee Hau Hian	Executive leadership of chemical and manufacturing operations. Experience in organisational transformation and mergers and acquisitions.
Dr JJC Jansz	Executive leadership and technology management in the chemical industry. Experience in commercialising innovation and monetising intellectual property and safety, health and environmental risk management.
Mr BWD Connolly	Executive leadership in the oil and gas industry. UK listed company board roles as a non-executive director. Experience in governance, safety, health and environmental risk management.
Mrs CA Johnstone	Some 40 years' experience of working with large global organisations on turnaround, culture change, delivering value from mergers and acquisitions and cost optimisation programmes. Experience as a current FTSE 100 Non-Executive Director and in governance and risk management.
Ms HA Van Deursen	Senior executive and strategic roles in global chemical industry. Experience in governance and safety, health and environmental risk management particularly in the USA as a public company non-executive director.
Mr NA Johnson	Executive leadership in the manufacturing sector. Considerable experience as a non-executive director and chair of UK listed companies bringing governance and investor engagement experience.

#### **Re-appointment of auditors and auditors' remuneration (Resolutions 14 and 15)**

Resolution 14 relates to the re-appointment of PricewaterhouseCoopers LLP as auditors who were appointed by the Board in July 2012 and re-appointed by the Board (on the Audit Committee's recommendation) in May 2016 following a competitive tender process, and Resolution 15 authorises the Audit Committee to set the auditors' remuneration.

In addition to the above routine business normally conducted at the Annual General Meeting it is proposed to seek shareholders' approval for the following:

#### **Authority to allot shares (Resolution 16)**

Resolution 16, which is proposed as an Ordinary Resolution, gives the Directors a new authority to allot shares under the provisions of the Articles of Association. This authority replaces all previous authorities. The Investment Association share capital management guidelines (the 'IA guidelines') confirm that an authority to allot up to two thirds of the existing issued share capital continues to be regarded as routine. The maximum amount of the relevant securities that the Directors will have authority to allot (the Section 551 Amount) is £28,323,397 which is two thirds of the nominal amount of the total issued share capital of the Company as at 4 March 2020. In accordance with the IA guidelines, one half of that Section 551 Amount (equal to one third of the Company's total issued ordinary share capital, as at 4 March 2020) will be applied (if at all) to fully pre-emptive rights issues only.

The Directors have no present intention of exercising this authority which will lapse on the earlier of the date of the 2021 Annual General Meeting and 30 June 2021.

#### **Authority to disapply pre-emption rights (Resolutions 17 and 18)**

Under the Companies Act 2006 the Directors may only allot shares for cash otherwise than to existing shareholders pro rata to their holdings if so authorised by the shareholders in general meeting. Resolutions 17 and 18, which are proposed as Special Resolutions, give authority to the Directors to allot and issue ordinary shares which they will be authorised to allot, pursuant to the authority conferred by Resolution 16 for cash, as though the pre-emption rights contained in Section 561 of the Companies Act 2006 did not apply to such allotment and issue, in respect of issues in favour of ordinary shareholders and otherwise generally up to an aggregate nominal value of £4,248,509. This amount is equal to 10% of the nominal amount of the total issued share capital of the Company as at 4 March 2020. This disapplication authority, in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the "Pre-emption principles"), is in two parts. The Pre-emption Principles were revised in 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the Company's issued share capital, provided that the Company confirms that it intends to use the additional 5% authority only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. Resolution 18 therefore provides in accordance with the Pre-emption Principles, that to the extent the authority in Resolution 18 is used for an issue of Ordinary Shares with a nominal value in excess of £2,214,254 (that is 5% of the Company's issued share capital as at 4 March 2020) it will only be used in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue. If Resolutions 17 and 18 are passed, the total 'Section 561 Amount' under the Company's Articles of Association will be equal to 10% of the Company's total issued share capital as at 4 March 2020, but with one half of that 10% figure (equal to 5% of the Company's total issued ordinary share capital, as at 4 March 2020) only being permitted to be used in the specific circumstances set out in Resolution 18. The Directors confirm their intention to follow the provisions of the Pre-emption Principles regarding cumulative usage of authorities which provide that companies should not issue shares for cash representing more than 7.5% of the company's issued share capital in any rolling three year period, other than to existing shareholders, without prior consultation with shareholders. As noted in relation to Resolution 16, the Directors have no present intention of exercising the authority sought in Resolutions 17 and 18, which will lapse on the earlier of the date of the 2020 Annual General Meeting and 30 June 2021.

### **Authority to purchase own shares (Resolution 19)**

The effect of Resolution 19, which is proposed as a Special Resolution, if duly passed, will be to renew the general authority of the Company to make market purchases of its own ordinary shares. The maximum number of ordinary shares which may be purchased is 42,485,096 (representing approximately 10% of the Company's issued ordinary share capital as at 4 March 2020) at a minimum price of 10p and a maximum price of 105% of the average of the closing middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased (exclusive of expenses). This authority will expire at the end of the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of Resolution 19 (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

In considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. The Directors have no specific intention of using this authority and the authority will only be exercised if the Directors believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company's shareholders generally.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 19 is passed, it is the Company's current intention to cancel the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

### **Holding of general meetings at 14 days' notice (Resolution 20)**

The effect of Resolution 20, which is proposed as a Special Resolution, if duly passed, is to approve 14 days as the minimum period of notice for all general meetings of the Company other than AGMs. The approval will be effective until the Company's next AGM, when it is intended that the approval be renewed. The Company will use this notice period when permitted to do so in accordance with the Companies Act 2006 and when the Directors consider that it is appropriate to do so.

### **Amendments to the Synthomer 2011 Performance Share Plan (Resolution 21)**

The effect of Resolution 21, which is proposed as a Special Resolution, will be to extend the life of the Synthomer 2011 Performance Share Plan ("PSP") and to amend the individual annual limits on awards that may be made under the PSP in line with the Company's proposed new Directors' Remuneration Policy which is the subject of Resolution 2. The effect of the proposed amendments will be to provide that the PSP expires on 29 April 2030 (as opposed to 29 June 2021), to increase the maximum PSP award to 200% of salary and to allow dividend equivalents to accrue to the end of any post-vesting holding period. For the avoidance of doubt, the potential to grant an exceptional award of 300% of salary will be removed. In addition, certain other changes will be made (which are adverse to participants) to align the PSP with the Directors' Remuneration Policy (such as in relation to the circumstances which may trigger the operation of the clawback and malus provisions). PSP awards will continue to be subject to performance over a three-year period plus (for Executive Directors) a two-year post vesting holding period.

### **Voting arrangements**

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 a particular 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.

### **Meeting, action to be taken and available information**

The Resolutions, to be proposed at the Annual General Meeting of the Company to be held on Wednesday 29 April 2020, are set out in the Notice of Meeting at the end of this document. Your Directors believe that these proposals are in your best interests and those of the Company and recommend you to vote in favour of them. Your Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings, which amount to 2,578,108 ordinary shares, representing 0.61% of the issued ordinary share capital.

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.

The terms of appointment and service contracts of the Directors will be available for inspection at the place of the Annual General Meeting noted above from 15 minutes before the Annual General Meeting until its end. In addition, a copy of the rules of the Synthomer 2011 Performance Share Plan marked to show the changes being proposed will also be available for inspection at the Company's registered office from the date of publication of this notice until the time of the Annual General Meeting and at the place of the Annual General Meeting from at least 15 minutes prior to the Annual General Meeting until the end thereof.

Yours faithfully



**N A Johnson**  
Chairman



## Synthomer plc

(Incorporated in England and Wales with registered number 98381)

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of the Company, 45 Pall Mall, London SW1Y 5JG on Wednesday 29 April 2020 at 11.00 am for the following purposes:

Resolutions 17, 18, 19, 20 and 21 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

#### Ordinary business

1. To receive and adopt the report of the Directors and audited financial statements for the year ended 31 December 2019.
2. To approve the Directors' Remuneration Policy set out on pages 87 to 94 (inclusive) in the Annual Report and Accounts.
3. To approve the Annual Report on Remuneration for the year ended 31 December 2019 set out on pages 95 to 102 (inclusive) in the Annual Report and Accounts.
4. To declare an ordinary dividend for the year ended 31 December 2019 of 6.9 pence per share.
5. To re-elect as a director Mr C G MacLean.
6. To re-elect as a director Mr S G Bennett.
7. To re-elect as a director the Hon. A G Catto.
8. To re-elect as a director Dato' Lee Hau Hian.
9. To re-elect as a director Dr J J C Jansz.
10. To re-elect as a director Mr B W D Connolly.
11. To re-elect as a director Mrs C A Johnstone.
12. To re-elect as a director Ms H A Van Deursen.
13. To re-elect as a director Mr N A Johnson.
14. To re-appoint PricewaterhouseCoopers LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
15. To authorise the Audit Committee to determine the remuneration of the auditors.

#### Special business

16. To resolve that the authority conferred on the Directors by Article 5.2 of the Company's Articles of Association be renewed for the period ending at the end of the Annual General Meeting in 2021 or on 30 June 2021, whichever is the earlier, and for such period the Section 551 Amount shall be £28,323,397 (representing approximately two thirds of the issued share capital of the Company as at 4 March 2020), provided that in relation to any allotment in excess of £14,161,698 (representing approximately one third of the issued share capital of the Company as at 4 March 2020) of the Section 551 Amount, such authority shall only be used if the relevant securities (i) are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of shares on the register of members at such record date as the Directors may determine where the equity securities respectively attributable to the interests of the shareholders are proportionate (as nearly as may be practicable) to the respective numbers of shares held by them on any such record date and to other holders of equity securities entitled to participate therein, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems arising under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or as regards shares being represented by depositary receipts or any other matter. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.
17. To resolve that subject to the passing of Resolution 16 above, the power conferred on the Directors by Article 5.3 of the Company's Articles be renewed for the period referred to in such Resolution 16 and for such period the amount of £2,124,254 (representing approximately 5% of the issued share capital of the Company as at 4 March 2020) shall be the Section 561 Amount, provided always that if Resolution 18 is passed, the additional amount specified in Resolution 18 shall be included in the Section 561 Amount. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006.

18. To resolve that subject to the passing of Resolutions 16 and 17 above and in addition to any authority granted under Resolution 17, the power conferred on the Directors by Article 5.3 of the Company's Articles be renewed for the period referred to in Resolution 16 and for such period the Section 561 Amount shall be increased by a further £2,124,254 (representing approximately 5% of the issued share capital of the Company as at 4 March 2020) to be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.
19. That the Company be unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 ('the Act') to make market purchases (as defined in Section 693(4) of the Act) of ordinary shares of 10p each in the capital of the Company provided that:
- the maximum number of shares which may be purchased is 42,485,096 (representing approximately 10% of the issued share capital of the Company as at 4 March 2020);
  - the minimum price which may be paid for each share is 10p (exclusive of expenses);
  - the maximum price which may be paid for a share is an amount equal to 105% of the average of the closing middle market quotations of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such share is contracted to be purchased (exclusive of expenses); and
  - this authority shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 15 months after the passing of this Resolution (except in relation to the purchase of shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry) unless such authority is renewed prior to such time.
20. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
21. To approve the amendments to the rules of the Synthomer 2011 Performance Share Plan, a copy of which is produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification.

By order of the Board

**R Atkinson**  
Secretary

30 March 2020

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 Annual 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 Annual 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 Annual 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 27 April 2020 (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 424,850,961 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](http://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 service 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. Under Section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that Section have the right to require the Company to publish on a website a statement setting out any matter relating to:
  - (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or
  - (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

14. 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.
15. There have been no movements in the interests of the Directors in the share capital of the Company as disclosed on page 99 of the 2019 Annual Report during the period from 31 December 2019 to 4 March 2020.
16. Further to the disclosure of investor interests on page 103 of the 2019 Annual Report, no investor interests have been notified to the Company under Section 5 of the Disclosure and Transparency Rules of the UK Listing Authority during the period from 21 February 2020 to 4 March 2020.
17. A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at **[www.synthomer.com](http://www.synthomer.com)**.

## Shareholder Information

### Shareholder enquiries:

The Registrar  
Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

T: 0370 707 1421

E: [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus)

### Manage your Shareholding Online:

Shareholders can view and manage their shareholdings online at [www.investorcentre.co.uk](http://www.investorcentre.co.uk). This includes change of address, dividend payment enquiries and dividend mandate updates. Shareholders will need their Shareholder Reference Number (SRN), which can be found on their share certificate or recent dividend tax voucher, to access this site.

Written enquiries about the following administrative matters should be addressed to Synthomer's registrar:

- Change of address notification
- Lost share certificates
- Dividend payment enquiries
- Dividend mandate instructions. Shareholders may have their dividends paid directly into their bank or building society accounts by completing a dividend mandate form. Tax vouchers are sent directly to shareholders' registered addresses
- Amalgamation of shareholdings. Shareholders who receive more than one copy of the annual report are invited to amalgamate their accounts on the share register

### Electronic communications and electronic proxy voting:

Synthomer encourages shareholders to vote at the Annual General Meeting and provides a facility for electronic proxy voting. Shareholders who are not CREST members can vote online on resolutions proposed at the Annual General Meeting via our registrar's website after voting has opened. Proxy cards contain further details on how and when to vote and further information for CREST members.

Electronic copies of the Annual Report and Accounts 2019 and the Notice of Annual General Meeting will be posted on our website where Synthomer plc announcements to the Stock Exchange and press releases are also published.

### Share dealing services:

8.00 am – 4.30 pm, Monday – Friday

T: 0370 703 0084

We have established share dealing services with the Group's registrar, Computershare Investor Services PLC, which provides shareholders with an easy way to buy or sell Synthomer plc ordinary shares on the London Stock Exchange.

The internet share dealing service commission is 1%, subject to a minimum charge of £30 for certificated trades. Stamp duty, currently 0.5%, is payable on purchases. There is no need to open an account to deal. Real-time dealing is available during market hours. There is a facility to place orders outside market hours. Up to 90-day limit orders are available for sales. To access the service, shareholders should have their SRN to hand and log onto [www.computershare.com/dealing/uk](http://www.computershare.com/dealing/uk).

The telephone share dealing service commission is 1%, plus a charge of £35 for certificated trades. Stamp duty, currently 0.5%, is payable on purchases. The service is available from 8.00 am to 4.30 pm Monday to Friday, excluding bank holidays, on telephone number 0370 703 0084. Shareholders should have their SRN ready when making the call. Detailed terms and conditions are available on request by telephoning 0370 703 0084 or log onto [www.computershare.com/dealing/uk](http://www.computershare.com/dealing/uk).

This is not a recommendation to buy, sell or hold shares in Synthomer plc. Shareholders who are unsure of what action to take should obtain independent financial advice. Share values may go down as well as up which may result in shareholders receiving less than they originally invested.

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