

Company No – 98381

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

SYNTHOMER plc

FOR FILING WITH THE REGISTRAR OF COMPANIES

(passed 29 April 2020)

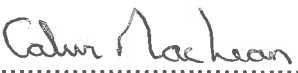
At an Annual General Meeting of the above Company duly convened and held on 29 April 2020, the following Resolutions were duly passed.

SPECIAL BUSINESS

16. 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. That the power conferred on the Directors by Article 5.3 of the Company's Articles is hereby renewed for the period referred to in 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 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. That in addition to the authority granted under Resolution 17, the power conferred on the Directors by Article 5.3 of the Company's Articles is hereby 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 is hereby 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:
 - a) 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);
 - b) the minimum price which may be paid for each share is 10p (exclusive of expenses);
 - c) 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
 - d) 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. That the amendments to the rules of the Synthomer 2011 Performance Share Plan as produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification are approved.


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Chairman