

SYNECTICS

Notice of Annual General Meeting 2021

Synectics plc
(Company number: 01740011)

Please note that due to the need to observe the UK Government's current guidance on social distancing, and in light of the laws restricting individuals' ability to meet with others to help prevent the spread of Covid-19, the Annual General Meeting will be held behind closed doors.

Mindful of the new measures and the challenges this presents, the Board will ensure a quorum is present but regrettably no additional shareholders will be able to attend the Annual General Meeting. Given the restricted attendance, there will be no opportunity for questions at the Annual General Meeting. If shareholders have questions, they should be emailed to the Company Secretary at legalandsecretarial@synecticsplc.com in advance of the Annual General Meeting.

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(Company number: 01740011)

Notice is hereby given that the Annual General Meeting of Synectics plc will be held at Synectics House, 3–4 Broadfield Close, Sheffield S8 0XN, on Tuesday 27 April 2021 at 11.00am for the following purposes:

Ordinary business

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and adopt the audited accounts of the Company for the year ended 30 November 2020, together with the Reports of the Directors and the Auditor thereon.
2. To re-elect Mr Paul Webb as a Director.
3. To re-elect Mr Michael Butler as a Director.
4. To re-appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting.
5. To authorise the Directors to set the remuneration of the auditor of the Company.

Special business

To consider and, if thought fit, to pass the following resolutions. Resolutions 6 and 9 will be proposed as ordinary resolutions and resolutions 7, 8 and 10 as special resolutions:

6. That, in substitution for the existing general authorities granted at the last Annual General Meeting of the Company, in accordance with section 551 of the Companies Act 2006 (the "Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £1,174,433 (being approximately 33% of the present nominal issued share capital of the Company) provided that this authority (unless previously revoked or renewed) shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the date of the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require such shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares and grant rights to subscribe or convert securities into shares in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
7. That, conditionally upon the passing of resolution 6 and in substitution for all existing powers, in accordance with section 570 of the Act, the Directors be and are hereby authorised to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by resolution 6 and be empowered pursuant to section 573 of the Act to sell ordinary shares (as defined in section 560 of the Act) held by the Company as treasury shares (as defined in section 724 of the Act) for cash as if section 561(1) of the Act did not apply to any such allotment or sale provided that this power shall be limited to allotment of equity securities and the sale of treasury shares:
 - a) in connection with or pursuant to an offer by way of rights, open offer or other pre-emptive offer in favour of the existing holders of ordinary shares in the capital of the Company and other persons entitled to participate therein in proportion (as nearly as may be) to their respective holdings of such shares (or, as appropriate, to the numbers of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or stock exchange; and
 - b) (otherwise than pursuant to sub-paragraph (a) of this provision) up to an aggregate nominal amount of £177,944, being approximately 5% of the Company's present nominal issued share capital,

and the authority hereby granted shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution save that the said authority shall allow and enable the Company to make an offer or agreement before the expiry of that power which would or might require equity securities to be allotted or treasury shares to be sold after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Special business continued

8. That the Company be and is hereby generally and unconditionally authorised pursuant to section 701 of the Act to make one or more market purchases (as defined in section 693(4) of the Act) of its ordinary shares of 20p each in the capital of the Company on such terms and in such manner as the Directors shall determine, provided that:
 - a) the maximum number of ordinary shares hereby authorised to be acquired is 1,779,444 (representing approximately 10% of the present issued ordinary share capital of the Company);
 - b) the minimum price which may be paid for such shares is 20p per share (exclusive of all expenses);
 - c) the maximum price which may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of expenses) equal to 5% above the average middle market quotations for an ordinary share of the Company as derived from the AIM Appendix to the Daily Official List of the London Stock Exchange on the five dealing days immediately preceding the day on which the share is contracted to be purchased; and
 - d) the power hereby granted shall expire on the earlier of the conclusion of the next Annual General Meeting of the Company and 15 months from the passing of this resolution provided that the Company may make a contract to purchase its ordinary shares under the authority hereby granted prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its ordinary shares in pursuance of such contract.
9. To approve the Remuneration Committee's Report containing the Directors' remuneration for the year ended 30 November 2020.
10. That the Company adopt the Articles of Association of the Company produced to the meeting as the new Articles of Association of the Company in substitution for, and to the exclusion of, the Articles of Association that were adopted by the Company on 1 May 2013.

By Order of the Board



Claire Stewart
Company Secretary
1 March 2021

Registered office
Synectics House
3-4 Broadfield Close
Sheffield S8 0XN

Notes

- 1. As a result of the impact of Covid-19 and the UK Government's subsequent enforced social distancing measures, the Company has taken the opportunity to amend its Articles of Association to enable it to hold future general meetings, including annual general meetings, as hybrid meetings (i.e. both physically and electronically). A summary of the proposed changes to the Articles of Association, as well as certain other proposed changes of a minor, technical or clarifying nature, can be found in the Appendix to this Notice and are available to view in full online at www.synecticsplc.com.**
 2. Biographical details of each Director who is being proposed for re-election by shareholders are set out in the Annual Report and Accounts 2020 and also on the Company's website at www.synecticsplc.com.
 3. Copies of the Directors' service agreements and letters of appointment for each Non-Executive Director will be available for inspection at the registered office of the Company during normal working business hours on each business day and will be available for inspection on the day of the Annual General Meeting for 15 minutes prior to and during the continuance of the meeting.
 4. Further to Regulation 41 of the Uncertificated Securities Regulations 2001 only those shareholders registered in the Register of Members of the Company as at close of business on 25 April 2021 shall be entitled to attend or vote at this meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after this time will be disregarded in determining the rights of any person to attend or vote at the meeting.
 5. Any member entitled to attend and vote at the Annual General Meeting may (unless they have, pursuant to Article 89 of the Company's Articles of Association, nominated someone else to enjoy such a right, in which case only the person so nominated may exercise the right) appoint a proxy (who need not be a member) to attend or vote instead of him. 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. The return of a completed proxy form or any CREST Proxy Instruction (as described in note 4 below) will not prevent a shareholder from attending the Annual General Meeting and voting in person if he/she wishes to do so. You can vote by either:
 - logging on to www.signalshares.com and following the instructions; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
 6. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group, on Tel: 0371 664 0300 or at shareholderenquiries@linkgroup.co.uk. 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 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.
 7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting (and any adjournment of the Annual General Meeting) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). 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.
 8. In order for a proxy appointment or instruction made by means of CREST 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 instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 11.00am on 25 April 2021. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp 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.
 9. 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(s), 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. 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.
- In the case of joint holdings, the vote of the senior holder shall be accepted to the exclusion of the other joint holders, whether in person or by proxy. For this purpose, seniority shall be deemed by the order of the names of the holders as entered in the Company's Register of Members in respect of relevant joint holdings.

Appendix

Proposed amendments to the Articles of Association (strike through text reflects deleted wording and underlined text reflects inserted wording)

“electronic platform” an electronic system for the delivery of information, which includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method platform whatsoever providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Directors pursuant to **Article 56.1**

“hybrid” a meeting which is held both at a physical location and via an electronic platform

“Principal Meeting Place” Has the meaning set out in Article 56.2

“Satellite Meeting Place” Has the meaning set out in Article 56.2

2.23 A reference to a **“meeting”**:

2.23.1 shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of an electronic platform, and such persons shall be deemed to be present at that meeting for all purposes of the Companies Act 2006 and these Articles, and “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” shall be construed accordingly; and

2.23.2 shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

52. ANNUAL GENERAL MEETINGS

An annual general meeting shall be held in accordance with the Companies Act 2006 and at such time and in such place as the Directors may determine, including whether an annual general meeting is to be held as a physical annual general meeting or as a hybrid annual general meeting by means of an electronic platform, as may be determined by the Directors.

Insertion of new Articles 55 and 56

55. CONVENING OF GENERAL MEETINGS

55.1 Subject always to **Article 56.4**, the Directors may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting.

55.2 The Directors shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so:

55.2.1 (subject to **Article 56.4**) by means of an electronic platform or platforms pursuant to **Article 56.1** (and for the avoidance of doubt, the Directors shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances); and/or

55.2.2 by simultaneous attendance and participation at a Satellite Meeting Place or Places pursuant to **Article 56.2**.

55.3 Unless otherwise specified in the notice of meeting or determined by the chairman of the meeting, a general meeting is deemed to take place at the place where the chairman of the meeting is at the time of the meeting.

55.4 Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

55.5 A person is able to participate in a meeting if that person’s circumstances are such that if they have (or were to have) rights in relation to the meeting, they are (or would be) able to exercise them.

55.6 In determining whether persons are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.

55.7 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

55.8 A person is able to exercise the right to vote at a general meeting when:

55.8.1 that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairman of the meeting), on resolutions put to the vote at the meeting; and

55.8.2 that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

55.9 If, at any general meeting at which members are entitled to participate by means of electronic platform or platforms determined by the Directors pursuant to **Article 56.1**, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in electronic form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

Appendix continued

56. SIMULTANEOUS ATTENDANCE AND PARTICIPATION BY ELECTRONIC PLATFORMS

56.1 Without prejudice to **Article 56.2**, the Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of electronic platform or platforms, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an electronic platform or platforms (as so determined by the Directors) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic platform or platforms) are able to:

56.1.1 participate in the business for which the meeting has been convened;

56.1.2 hear all persons who speak at the meeting; and

56.1.3 be heard by all other persons attending and participating in the meeting.

56.2 Without prejudice to **Article 56.1** the Directors may resolve to enable persons entitled to attend and participate in a general meeting to do so by simultaneous attendance and participation at a Satellite Meeting Place or Places anywhere in the world. The members present in person or by proxy at Satellite Meeting Places shall be counted in the quorum for, and entitled to participate in, the general meeting in question, and the meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to:

56.2.1 participate in the business for which the meeting has been convened;

56.2.2 hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the Principal Meeting Place and any Satellite Meeting Place; and

56.2.3 be heard by all other persons so present in the same way and the meeting shall be deemed to take place at the place where the chairman of the meeting presides (the "**Principal Meeting Place**", with any other location where that meeting takes place being referred in these Articles as a "**Satellite Meeting Place**"). The chairman shall be present at, and the meeting shall be deemed to take place at, the Principal Meeting Place and the powers of the chairman

shall apply equally to each Satellite Meeting Place, including their power to adjourn the meeting as referred to in **Article 62 or 63**.

56.3 All persons seeking to attend and participate in a general meeting by way of electronic platform or platforms shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman to adjourn a general meeting in accordance with the provisions of **Article 63.3**, any inability of a person or persons to attend or participate in a general meeting by way of electronic platform or platforms shall not invalidate the proceedings of that meeting.

56.4 Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.

56: 58. CONTENTS OF NOTICE

56:1-58.1 Every notice calling a general meeting of the Company shall:

56:1-1-58.1.1 specify whether the meeting shall be a physical or hybrid meeting and in the case of:

56:1.1.1-58.1.1.1 a physical meeting, specify the place, the day and time of the meeting, and

56:1.1.2-58.1.1.2 a hybrid meeting, specify the physical place, the day, the time and the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to Article 66 (which may vary from time to time and from meeting to meeting as the Directors, within their discretion, see fit) and state the procedures for communication and voting by electronic means;

56:2-58.2 Every notice calling a meeting of any class of members of the Company shall:

56:2.1-58.2.1 specify whether the meeting shall be a physical or hybrid meeting and in the case of:

56:2.1.1-58.2.1.1 a physical meeting, specify the place, the day and time of the meeting, and

56:2.1.2-58.2.1.2 a hybrid meeting, specify the physical place, the day, the time and the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to Article 66 (which may vary from time to time and from meeting to meeting as the Directors, within their discretion, see fit) and state the procedures for voting by electronic means;

Appendix continued

60- 62. ADJOURNMENT IF QUORUM NOT PRESENT

If within 15 minutes from the time appointed for the holding of a general meeting (or such longer time as the chairman of the meeting may decide) a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall be adjourned to a day, time and place and electronic platform decided by the chairman. Notice of the adjourned meeting shall be given in accordance with **Article 62 64.**

61- 63. GENERAL POWER OF ADJOURNMENT

61-1 63.1 The chairman may at any time without the consent of the meeting adjourn any meeting including any part of the meeting to be held by means of the electronic platform specified in the notice (whether or not it has commenced or a quorum is present) to another time or place and electronic platform where it appears to him/her that:

61-2 63.2 Without prejudice to the provisions of **Article 61 63.1** the chairman of the meeting may with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time (or indefinitely) and from place to place and/or change the electronic platforms.

63.3 If it appears to the chairman that the facilities at the Principal Meeting Place or any Satellite Meeting Place or an electronic platform or security at any general meeting have become inadequate for the purposes referred to in **Articles 56.1 or 56.2**, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chairman shall, without the consent of the meeting, interrupt or adjourn the general meeting.

64- 66. SECURITY PROCEDURES

64-1 66.1 In their absolute discretion and notwithstanding anything in the notice of general meeting the Directors may, in respect of members or their proxies or their corporate representatives who wish to attend any general meeting:

64-1-1 66.1.1 direct that the members or proxies or representatives submit to searches;

64-1-2 66.1.2 direct that the members or proxies comply with any security arrangements or restrictions imposed by the Directors;

64-1-3 66.1.3 arrange for members or proxies or representatives to attend and participate simultaneously in the meeting at places and electronic platforms other than the Principal Meeting Place;

64-1-4 66.1.4 fix the level of attendance at the Principal Meeting Place and any other places and electronic platforms provided

that if members or proxies or representatives are excluded from the Principal Meeting Place they are able to attend the meeting at one of the other places or electronic platforms. For the purpose of these Articles any such meeting will be treated as being held at the Principal Meeting Place; and

64-1-4 66.1.5 make arrangements for the issue of tickets or impose a random means of selection or by any other means they think appropriate, to facilitate the organisation and administration of a general meeting. The Directors may vary these arrangements or make new arrangements in their place.

64-2 66.2 The rights of members or proxies or representatives to attend a meeting at the Principal Meeting Place is subject to any arrangements in force, whether contained in the notice of that meeting and said to apply to that meeting, or notified to the members after the notice of meeting has been provided.

66.3 If a general meeting is held partly by means of an electronic platform pursuant to Article 56.1, the Directors and the chairman may make any arrangement and impose any requirement or restriction that is:

66.3.1 necessary to ensure the identification of those taking part by means of such electronic platform and the security of the electronic communication; and

66.3.2 in their view, proportionate to those objectives.

66.4 In this respect, the Directors may authorise any voting application, system or facility for attendance and participation as they see fit.

65-67. VOTING AND DEMANDS FOR A POLL

65-1 67.1 AtA resolution put to the vote at a general meeting held partly by means of electronic platform shall be decided on a poll, which poll votes may be cast by such electronic means as the Directors, in their sole discretion, deem appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates. Subject thereto, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman of the meeting or by those members entitled under the provisions of the Companies Act 2006 to demand a poll.

Synectics plc

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