



Notice of Annual General Meeting 2019

Synectics plc
(Company number: 01740011)

Notice is hereby given that an Annual General Meeting of Synectics plc will be held at the offices of Stockdale Securities, 100 Wood Street, London EC2V 7AN on Thursday 25 April 2019 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 2018, together with the reports of the Directors and the auditor thereon.
2. To declare a final dividend for the year ended 30 November 2018 of 3.5p per ordinary share to be paid on 7 May 2019 to members whose names appear on the register of members at the close of business on 5 April 2019.
3. To re-elect as a Director Mr Michael Butler who, being eligible, submits himself for re-election.
4. To re-elect as a Director Mr Peter Rae who, being eligible, submits himself for re-election.
5. To re-appoint RSM UK Group 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.
6. 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 7 and 10 will be proposed as Ordinary Resolutions and Resolutions 8 and 9 as Special Resolutions:

7. 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.
8. That, conditionally upon the passing of Resolution 7 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 7 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

9. 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.
10. To approve the Remuneration Committee's Report containing the Directors' remuneration for the year ended 30 November 2018.

By Order of the Board



Claire Stewart
Company Secretary
20 March 2019

Registered office
Studley Point
88 Birmingham Road
Studley
Warwickshire B80 7AS

Notes

1. 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 23 April 2019 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.
2. 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 (either hard copy or electronic) or any CREST Proxy Instruction (as described in note 11 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.
3. If you need help with voting online, or require a paper proxy form, please contact our registrars, Link Asset Services, on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK, or email them at enquiries@linkgroup.co.uk. Calls cost 12p per minute plus your phone company's access charge. Calls outside the UK will be charged at the applicable international rate. Link is open between 9.00am and 5.30pm, Monday to Friday excluding public holidays in England and Wales.
4. 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.
5. 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 23 April 2019. 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.
6. 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.
7. 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.
8. Biographical details of each Director who is being proposed for re-election by shareholders are set out in the Annual Report and Accounts 2018 and also on the Company's website at www.synecticsplc.com.
9. 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.

