



Notice of Annual General Meeting 2016

Synectics plc
(Company number: 1740011)

Notice is hereby given that an Annual General Meeting of Synectics plc will be held at the offices of Buchanan, 107 Cheapside, London EC2V 6DN on Wednesday 27 April 2016 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 Reports of the Directors and audited accounts for the year ended 30 November 2015.
2. To declare a final dividend for the year ended 30 November 2015 of 1.0p per ordinary share to be paid on 6 May 2016 to members whose names appear on the register of members at the close of business on 29 March 2016.
3. To re-elect as a Director PM Rae who, being eligible, submits himself for re-election.
4. To re-elect as a Director MJ Stilwell who, being eligible, submits himself for re-election.
5. To re-elect as a Director MJ Butler who, being eligible, submits himself for re-election.
6. To re-appoint KPMG 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.
7. 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 8 and 11 will be proposed as Ordinary Resolutions and Resolutions 9 and 10 as Special Resolutions:

8. 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 £1,174,432 (being approximately 33% of the present issued share capital of the Company) provided that this authority (unless previously revoked or renewed) shall expire on the conclusion of the next Annual General Meeting of the Company after 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.
9. That,
 - (1) conditionally upon the passing of Resolution 8 and in substitution for all existing powers, in accordance with section 570 of the Act, the Directors be and are hereby given power to allot equity securities (as defined in section 560 of the Act) for cash pursuant to the authority conferred by Resolution 8 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 such holders' 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 proviso) up to an aggregate nominal amount of £177,944, being approximately 5% of the Company's present issued share capital,

and the power hereby granted shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution save that the said power shall allow and enable the Directors 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 power conferred hereby had not expired.

Special business continued

10. 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 on such terms and in such manner as the Directors shall determine, provided that:

- (1) the maximum number of ordinary shares hereby authorised to be acquired is 1,779,443 (representing 10% of the present issued ordinary share capital of the Company);
- (2) the minimum price which may be paid for such shares is 20p per share (exclusive of all expenses);
- (3) 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
- (4) the power hereby granted shall expire on the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 31 December 2017 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.

11. To approve the Remuneration Committee's Report containing the Directors' remuneration for the year ended 30 November 2015.

By Order of the Board



NC Poultney
Secretary

24 February 2016

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 6.00pm on 25 April 2016 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. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. A member submitting a proxy is not precluded from attending the meeting and voting if they wish to do so. To be effective, proxy forms and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be received at the office of the Registrars of the Company, Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, not less than 48 hours before the time appointed for the holding of the meeting, or any adjournment thereof.
3. Copies of the Directors' service agreements 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. Biographical details of each Director who is being proposed for re-election by shareholders are set out in the Annual Report and Accounts 2015 and also on the Company's website at <http://www.synecticsplc.com/index.php/governance/the-board>.
5. 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.