

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 2016**

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 Canaccord Genuity Limited, 88 Wood Street, London, EC2V 7QR on Thursday 28 April 2016 at 10.00 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 Tuesday 26 April 2016. 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 2 June 2016
Record date	Friday 3 June 2016
Final date for receipt of elections to participate in the Dividend Reinvestment Plan (DRIP)	Monday 13 June 2016
Payment date	Monday 4 July 2016



**Synthomer plc**

(registered in England number 98381)

Registered office:  
Temple Fields  
Harlow  
Essex  
CM20 2BH

To the ordinary shareholders.

30 March 2016

Dear Shareholder

## Annual General Meeting

I am pleased to enclose the Company's Report and Accounts for the year ended 31 December 2015. This year's Annual General Meeting will be held on Thursday 28 April 2016 at 10.00 am at the offices of Canaccord Genuity Limited 88 Wood Street, London, EC2V 7QR. 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 2015 will be presented.

### **Directors' Remuneration (Resolution 2)**

Resolutions 2 deals with Directors' remuneration and seeks shareholder approval for the Directors' Annual Report on Remuneration.

The Annual Report on Remuneration can be found on pages 53 to 66 (inclusive) in the Annual Report and accounts and the vote on it is advisory and will not affect the way in which the pay policy has been implemented.

### **Final Dividend (Resolutions 3)**

A final ordinary dividend of 5.4 pence per share for the year ended 31 December 2015 is recommended for payment by the directors.

### **Re-election of Directors (Resolutions 4-11) and Election of Director (Resolutions 12)**

Resolutions 4 to 11 inclusive deal with the re-election of Directors in accordance with the requirements of the UK Corporate Governance Code.

Resolution 4 deals with the re-election of Mr C G MacLean who serves as an Executive Director of the Company. Resolutions 5 to 10 inclusive deal with the re-election of the Hon. A G Catto, Mr J Chen, Dato' Lee Hau Hian, Dr J C Jansz, Mr B W D Connolly and Mrs C A Johnstone respectively who serve as Non-executive Directors of the Company. Your Non-executive Directors bring a wide diversity of skills and relevant business and boardroom experience gained from past and current involvement with a number of companies and areas of commerce. I can confirm that, following formal performance evaluation, the performance of each of them continues to be effective and to demonstrate commitment to the role of Non-executive Director of the Company.

Resolution 11 deals with my re-election.

Resolutions 12 deals with the election of Mr S G Bennett who has joined the Board since the 2015 Annual General Meeting as an Executive Director.

Biographical details are provided on pages 42 and 43 of the Annual Report in order for you to take an informed decision on the re-election/election of the above named.

### **Re-appointment of auditor and auditor's remuneration (Resolutions 13 and 14)**

Resolution 13 relates to the re-appointment of PricewaterhouseCoopers LLP as auditor who were appointed by the Board In July 2012 and Resolution 14 authorises the directors to set the auditor's 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 15)**

Resolution 15, 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 maximum amount of the relevant securities that the Directors will have authority to allot is £11,329,358 which is one third of the nominal amount of the total issued share capital of the Company as at 4 March 2016. The Directors have no present intention of exercising this authority which will lapse on the earlier of the date of the 2017 Annual General Meeting and 30 June 2017.

### **Authority to disapply pre-emption rights (Resolution 16)**

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. Resolution 16, which is proposed as a Special Resolution, gives authority to the Directors to allot and issue ordinary shares which they will be authorised to allot, pursuant to the authority conferred by Resolution 15 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 £3,398,807. This amount is equal to 10% of the nominal amount of the total issued share capital of the Company as at 4 March 2016. This disapplication authority is in line with institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles (the 'Pre-emption Principles'). 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. The Directors therefore confirm in accordance with the Pre-emption Principles, that to the extent the authority in Resolution 16 is used for an issue of Ordinary Shares with a nominal value in excess of £1,699,403 (that is 5% of the Company's issued share capital as at 4 March 2016) they intend that this 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. The Directors have no present intention of exercising this authority. 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.

### **Authority to purchase own shares (Resolution 17)**

The effect of Resolution 17, 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 33,988,076 (representing 10% of the Company's issued ordinary share capital as at 4 March 2016) 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).

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.

**Holding of general meetings at 14 days' notice (Resolution 18)**

The effect of Resolution 18, 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.

**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 Thursday 28 April 2016, 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 2,116,576 ordinary shares, representing 0.6% 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.

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 Canaccord Genuity Limited, 88 Wood Street, London. EC2V 7QR on Thursday 28 April 2016 at 10.00 am for the following purposes:

Resolutions 16, 17 and 18 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 2015.
2. To approve the Annual Report on Remuneration for the year ended 31 December 2015 set out on pages 53 to 66 (inclusive) in the Annual Report and accounts.
3. To declare an ordinary dividend for the year ended 31 December 2015 of 5.4 pence per share.
4. To re-elect as a director Mr C G MacLean.
5. To re-elect as a director the Hon. A G Catto.
6. To re-elect as a director Mr J Chen.
7. To re-elect as a director Dato' Lee Hau Hian.
8. To re-elect as a director Dr J J C Jansz.
9. To re-elect as a director Mr B W D Connolly.
10. To re-elect as a director Mrs C A Johnstone.
11. To re-elect as a director Mr N A Johnson.
12. To elect as a director Mr S G Bennett.
13. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.
14. To authorise the Directors to determine the remuneration of the auditor.

### Special business

15. 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 2017 or on 30 June 2017, whichever is the earlier, and for such period the Section 551 Amount shall be £11,329,358. Such authority shall be in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006.
16. To resolve that subject to the passing of Resolution 15 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 and for such period the Section 561 Amount shall be £3,398,807. Such authority shall be in substitution for all previous powers pursuant to Section 561 of the Companies Act 2006.
17. 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:
  - a) the maximum number of shares which may be purchased is 33,988,076;
  - 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.
18. That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

**R Atkinson**

Secretary

30 March 2016

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 26 April 2016 (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 339,880,769 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 system 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.

## Notes to the Notice of Meeting continued

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 auditor 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 63 of the 2015 Annual Report during the period from 31 December 2015 to 4 March 2016.
16. Further to the disclosure of investor interests on page 68 of the 2015 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 19 February 2016 to 4 March 2016:
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 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 2015 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 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.

Insofar as this statement constitutes a financial promotion for the share dealing service provided by Computershare Investor Services PLC, it has been approved by Computershare Investor Services PLC for the purpose of the Financial Services Act 2012 only.

Computershare Investor Services PLC is authorised and regulated by the Financial Conduct Authority. Where this has been received in a country where providing such a service would be contrary to local laws or regulations, this should be treated as information only.

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**Synthomer plc**

Temple Fields  
Harlow  
Essex CM20 2BH  
UK

T +44 (0)1279 436 211  
F +44 (0)1279 444 025  
[www.synthomer.com](http://www.synthomer.com)