

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 2026
to be held at the offices of the Company,
10 Greycoat Place, London SW1P 1SB
on Monday 22 June 2026 at 10.00 am

Your attention is drawn to the letter from the Chair 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 Annual General Meeting of Synthomer plc to be held at the offices of the Company, 10 Greycoat Place, London SW1P 1SB on Monday 22 June 2026 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 Thursday 18 June 2026. 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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Letter from the Chair



Synthomer plc
(Registered in England number 98381)

Registered office:
Temple Fields
Harlow
Essex CM20 2BH

To the ordinary shareholders

22 May 2026

Annual General Meeting

Dear Shareholder

I am pleased to enclose the Company's Annual Report and Accounts for the year ended 31 December 2025 (Annual Report). The Board thanks all shareholders for their support over the past 12 months.

The 2026 Annual General Meeting will be held on 22 June 2026 at 10.00 am at the offices of the Company, 10 Greycoat Place, London SW1P 1SB. The Notice of Annual General Meeting (Notice of Meeting) is contained in this document.

Your Board wants to ensure that all shareholders have the opportunity to vote on our resolutions and to ask questions of the Board. We recommend that all shareholders complete and return the Form of Proxy that accompanies the Notice of Meeting appointing me, as the Chair of the meeting, as their proxy. Details of how to complete and return the Form of Proxy and the address and timing for its return are contained in the notes on the Form, and at the end of this letter. We would also welcome any questions you may have to be submitted by email to IR@synthomer.com. Your Board will endeavour to provide written answers to all questions submitted and make them available ahead of the Proxy submission deadline of 18 June 2026 at 10.00 am by posting them on a dedicated 2026 Annual General Meeting page on the Investor Relations section of the Company website.

An explanation of the business to be considered at the meeting is set out on the following pages.

Ordinary business

To receive the Annual Report and Accounts (Resolution 1)

The Directors' report and the audited financial statements for the year ended 31 December 2025 will be presented.

Directors' remuneration (Resolutions 2 and 3)

Resolutions 2 and 3 deal with Directors' remuneration and seek shareholder approval for the Directors' Remuneration Policy (Policy) and the Directors' Annual Report on Remuneration respectively.

The Company is required to offer Shareholders a binding vote on the Company's forward-looking remuneration policy at least every three years. Resolution 2 is therefore a resolution to approve the new Policy set out on pages 103 to 112 (inclusive) in the Annual Report and is intended to replace the Policy approved by Shareholders at the 2023 Annual General Meeting. If Resolution 2 is approved, the new Policy will take effect immediately after the end of the 2026 Annual General Meeting and shall be in place for the next three-year period unless a new policy is presented to Shareholders before then. If the new Policy is not approved, the current Policy, as approved at the 2023 Annual General Meeting, will continue to apply.

Resolution 3 continues the practice of an annual advisory vote to approve the Directors' Annual Report on Remuneration, which can be found on pages 113 to 126 (inclusive) of the Annual Report. The vote on the Directors' Annual Report on Remuneration is advisory and will not affect the way in which the current Policy has been implemented.

In addition to the resolutions set out above, the Directors are seeking shareholder approval for a one-off retention arrangement for Michael Willome, Chief Executive Officer, which is described in more detail on pages 8 to 9 of this letter and in the Notice of Meeting (Resolution 21).

Election and re-election of Directors (Resolutions 4 to 12)

Resolutions 4 to 12 relate to the election or re-election of the Directors by shareholders. In accordance with the UK Corporate Governance Code and the Company's Articles of Association, every Director wishing to continue in office is required to stand for election or re-election at the Annual General Meeting. Biographical details of the Directors standing for election or re-election can be found on pages 69 to 71 (inclusive) of the Annual Report, except for Iain Torrens, whose biographical details are set out below. The Board is satisfied that each of the Directors proposed for election or re-election has the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge the duties and responsibilities of a Director effectively. The Board is also satisfied that each Director continues to make an effective and valuable contribution and demonstrates commitment to their role.

Iain Torrens

Iain Torrens joined the Company in May 2026 and serves as Chief Financial Officer and an Executive Director on an interim basis.

Iain brings more than three decades of senior leadership and finance experience across listed companies. He most recently held senior roles at John Wood Group plc, where he was appointed as interim CFO in February 2025, then as CEO from October 2025 until completion of the acquisition by Sidara Limited.

He was previously an executive director and group CFO at TalkTalk Group plc and ICAP plc, and was chair and non-executive director of Praxis Group Ltd until October 2024.

Iain has extensive experience in corporate finance, strategic transformation, corporate governance and board stewardship, and is a Fellow of Chartered Accountants Ireland.

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

Resolution 13 relates to the re-appointment of PricewaterhouseCoopers LLP (PwC) as auditor of the Company. PwC was appointed by the Board in July 2012. It was re-appointed by the Board in May 2016, and then most recently in September 2024 (in each case on the Audit Committee's recommendation, following a competitive tender process). Resolution 14 authorises the Audit Committee (on behalf of the Board) to determine the auditor's remuneration.

Special business

In addition to the above routine business to be conducted at the Annual General Meeting, shareholders' approval is being sought for the following:

Authority to allot shares (Resolution 15)

Resolution 15, which is proposed as an Ordinary Resolution, seeks shareholder approval for the Directors to be authorised to allot shares under the provisions of the Company's Articles of Association. This authority replaces all previous authorities. The Investment Association share capital management guidelines (IA guidelines) confirm that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine; the Board considers it appropriate that the Directors be granted this authority.

The maximum amount of the relevant securities that the Directors will have authority to allot (the Section 551 Amount) is £1,093,317, which is approximately two-thirds of the nominal amount of the total issued share capital of the Company as at 18 May 2026 (being the latest practicable date before the publication of the Notice of Meeting). In accordance with the IA guidelines, one-half of that Section 551 Amount (equal to one-third of the Company's total issued share capital, as at 18 May 2026) will be applied (if at all) to fully pre-emptive rights issues only. This authority will expire at the conclusion of the next Annual General Meeting or, if earlier, 15 months after the passing of the resolution except insofar as commitments to allot shares have been entered into before that date.

The Directors continually assess the Company's capital management position in accordance with its strategy. This authority gives the Company greater flexibility in managing its capital resources. The Board does not currently intend to exercise this authority during the year ahead. However, the Board considers it appropriate to maintain the flexibility this authority provides. Should the Board seek to exercise this authority in the year ahead, it will only be following careful consideration, taking into account market conditions prevailing at the time, other investment opportunities, appropriate gearing levels, the overall position of the Company, the effects on earnings per share and the benefits for shareholders.

Authority to disapply pre-emption rights (Resolutions 16 and 17)

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 a general meeting. Resolutions 16 and 17, which are proposed as Special Resolutions, give authority to the Directors to allot and issue ordinary shares that 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. This disapplication authority, in line with institutional shareholder guidance, and, in particular, with the Pre-emption Group's Statement of Principles (the Pre-emption Principles) revised in November 2022, is in two parts.

The Pre-emption Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased so that the non-pre-emptive issue of shares represents:

- (i) No more than 10% of the Company's issued share capital, whether or not in connection with an acquisition or specified capital investment (a general disapplication), and
- (ii) No more than an additional 10% of the Company's issued share capital, provided that it is intended to be used only in connection with the financing (or refinancing, if the authority is to be used within 12 months after the original transaction) of an acquisition or specified capital investment that is announced contemporaneously with the allotment, or that has taken place in the preceding 12-month period and is disclosed in the announcement of the issue.

Another 2% of the Company's issued share capital can be issued in both cases, with such authority to be used for the purposes of making a follow-on offer that the Board or the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Pre-emption Principles.

Resolution 16 authorises Directors to allot new shares, pursuant to the authority conferred by Resolution 15, with a nominal value in aggregate of £163,997 (that is, approximately 10% of the Company's issued share capital as at 18 May 2026) as though the pre-emption rights contained in Section 561 of the Companies Act 2006 did not apply to such allotment and issue. It also authorises the allotment of shares for cash for the purposes of a follow-on offer (as determined by the Directors to be of a kind contemplated by the Pre-emption Principles) when an allotment of shares has been made under this Resolution 16. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under this Resolution 16.

Resolution 17 provides, in accordance with the Pre-emption Principles, that to the extent the authority in Resolution 17 is used for an issue of ordinary shares with a nominal value in aggregate of £163,997 (that is, approximately 10% of the Company's issued share capital as at 18 May 2026), it will only be used in connection with an acquisition or specified capital investment that is announced contemporaneously with the issue, or that has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. It also authorises the allotment of shares for cash for the purposes of a follow-on offer (as determined by the Directors to be of a kind contemplated by the Pre-emption Principles) when an allotment of shares has been made under this Resolution 17. It is limited to the allotment of shares having an aggregate nominal value of up to 20% of the nominal value of any shares allotted under this Resolution 17.

The Directors confirm that they will follow the shareholder protections in Part 2B of the Pre-emption Principles. The Directors have no present intention of exercising the authority sought in Resolutions 16 and 17, which will expire at the conclusion of the next Annual General Meeting or, if earlier, 15 months after the passing of the resolutions except insofar as commitments to allot shares have been entered into before that date. Resolutions to renew the authority will be produced at each future Annual General Meeting.

Authority to purchase own shares (Resolution 18)

The effect of Resolution 18, 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 that may be purchased is 16,399,762 shares (representing approximately 10% of the Company's issued share capital as at 18 May 2026), at a minimum price of 1p 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). This authority will expire at the end of the next Annual General Meeting or, if earlier, 15 months after the passing of Resolution 18 (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).

In considering whether to use this authority, the Directors will take into account factors including the financial resources of the Company, the Company's share price and future funding opportunities. The Directors have no present intention of exercising any or all of the powers conferred by this resolution, and will only exercise this authority if they believe it would be in the best interests of the Company's shareholders generally.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. No dividends are paid on shares while they are held in treasury and no voting rights attach to treasury shares.

If Resolution 18 is passed, it is the Company's current intention to cancel the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

Holding of general meetings at 14 days' notice (Resolution 19)

The effect of Resolution 19, 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 other than annual general meetings. The approval will be effective until the Company's next Annual General Meeting, 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.

Approval of the Performance Share Plan (Resolution 20)

Resolution 20, which is proposed as an Ordinary Resolution, seeks shareholder approval for the Company's proposed new Performance Share Plan (PSP). If approved, the PSP will replace the Company's existing performance share plan (originally approved by shareholders on 29 June 2011 and most recently amended and approved on 16 May 2023), which is due to expire on 28 April 2030.

The PSP has been reviewed and updated to reflect current market practice and to align, where appropriate, with the Company's deferred bonus plan, providing greater consistency and simplicity across the Company's incentive arrangements. Approval of the PSP is consistent with, and supports the implementation of, the proposed Directors' Remuneration Policy described in Resolutions 2 and 3. If approved, the PSP will apply to awards granted after the date of the Annual General Meeting.

A copy of the PSP rules is available on the Company's website (synthomer.com/investor-relations/corporate-governance), and will be produced at the Annual General Meeting and initialled by the Chair for the purposes of identification.

Resolution 20 also authorises the Directors to adopt schedules to the PSP (or to establish separate but similar plans), in each case to take account of local legal, tax or regulatory requirements in jurisdictions outside the UK. Any awards made under such arrangements will count towards the limits on individual and overall participation in the PSP.

Retention arrangement for the Chief Executive Officer (Resolution 21)

Resolution 21, which is proposed as an Ordinary Resolution, seeks shareholder approval for a one-off retention arrangement for Michael Willome, Chief Executive Officer.

Background

Under the leadership of Michael Willome, the Company has made strong progress in recent years in developing and implementing its transformation strategy. This has included reducing net debt, delivering cost savings and improved operating performance, enhancing the quality of the business portfolio through targeted investments and the ongoing non-core divestment programme, and a number of balance sheet actions to support financial stability in the near term. As described in the Annual Report and Accounts 2025, trading momentum since the start of 2026 in part reflects this progress and, together with the recently completed debt refinancing through to 2029, provides the Company with the ability to deliver improved shareholder outcomes in the coming years.

The Company has delivered these actions against a challenging commercial backdrop for the chemicals sector, and continues to operate in an uncertain market environment, with ongoing geopolitical and end market volatility.

The Directors view the next three years as a critical period for the Company, requiring management stability and total focus on completing the strategic transformation, delivering the divestment programme, refinancing both the bank and bond debt in early 2028 ahead of their maturities in 2029, and continuing to operate the business with strong cost and capital discipline in a volatile environment.

The Directors also note recent changes within the Company executive team, with the departure of its CFO to a similar role with Umicore SA, as well as broader management turnover in the sector. In that context, the Directors consider continuity of leadership from Michael Willome as CEO is an essential factor in delivering the Company's strategy and creating shareholder value. Synthomer's top management are highly regarded within the industry, and, as has been seen with the departure of the CFO, are vulnerable to approaches.

The Directors also took into account that historical outcomes from Synthomer's incentive arrangements have been modest for the CEO and so provide minimal retention value.

In light of these factors, the Directors have concluded that a targeted, one-off retention arrangement is appropriate to support the retention of the CEO over the next two to three years.

Structure of the arrangement

Subject to shareholder approval, the retention arrangement comprises:

- a cash payment of £750,000 payable after two years
- a cash payment of £750,000 payable after three years
- an award of 500,000 ordinary shares vesting after two years, subject to the Company's share price reaching at least 140 pence over a consecutive 30-day trading period during the vesting period, and
- an award of 500,000 ordinary shares vesting after three years, subject to the Company's share price reaching at least 175 pence over a consecutive 30-day trading period during the vesting period.

The structure combines fixed cash elements, which provide predictable retention value in a volatile market environment, with share-based elements that provide a measure of value protection underpin for shareholders. The equity elements will only vest if the relevant share price thresholds are met, representing increases from recent trading levels, while limiting the level of the retention payments in the event of a reduction in share value. This is a retention package that needs to have a high probability of payout to be effective and is not designed to duplicate the Company's normal PSP incentive scheme.

The awards are subject to continued employment and are expected to be subject to the Company's standard malus and clawback provisions and other customary terms.

Governance and recommendation

The Directors recognise that this additional retention arrangement is outside the normal operation of the Company's remuneration policy and are therefore seeking specific shareholder approval. The proposal follows a programme of engagement with, and has the support of, a number of the Company's largest shareholders. The Board has taken account of the feedback received in finalising the terms of the arrangement. The Board considers that the proposed arrangement is a proportionate and time-limited measure, designed to address specific retention considerations during a critical period for the Company. As such, the Directors consider the proposed arrangement to be in the interests of the Company and its shareholders as a whole and recommend that shareholders vote in favour of Resolution 21.

Voting arrangements

May I draw to your attention that the Company includes a 'vote withheld' option on the Proxy Form 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 are set out in the Notice of Meeting contained in this document. Your Directors believe that these proposals are in your best interests and those of the Company, and recommend that you vote in favour of them. Your Directors intend to vote in favour of the resolutions in respect of their own beneficial holdings.

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 two business days 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 they wish 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



Peter Hill, CBE
Chair

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting will be held at the offices of the Company, 10 Greycoat Place, London SW1P 1SB on Monday 22 June at 10.00 am for the following purposes.

Resolutions 16 to 19 (inclusive) 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 2025.
- 2** To approve the Directors' Remuneration Policy set out on pages 103 to 112 (inclusive) in the Annual Report and Accounts.
- 3** To approve the Annual Report on Remuneration for the year ended 31 December 2025 set out on pages 113 to 126 (inclusive) in the Annual Report and Accounts.
- 4** To re-elect as a Director Peter Hill, CBE.
- 5** To re-elect as a Director Michael Willome.
- 6** To elect as a Director Iain Torrens.
- 7** To re-elect as a Director Martina Flöel.
- 8** To re-elect as a Director Uwe Halder.
- 9** To re-elect as a Director Dato' Lee Hau Hian.
- 10** To re-elect as a Director Holly Van Deursen.
- 11** To elect as a Director Janet Ashdown.
- 12** To elect as a Director Jonathan Silver.
- 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 Audit Committee 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 2027 or, if earlier, 15 months after the passing of this resolution, and for such period the Section 551 Amount shall be £1,093,317 (representing approximately two-thirds of the issued share capital of the Company as at 18 May 2026), provided that in relation to any allotment in excess of £546,658 (representing approximately one-third of the issued share capital of the Company as at 18 May 2026) 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) 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.
- 16** That, if Resolution 15 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:
- (a) Allotments for rights issues and other pre-emptive issues
 - (b) The allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £163,997, and
 - (c) The allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer that the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before the date of this notice, such authority to expire at the end of the next Annual General Meeting or, if earlier, 15 months after the passing of this resolution but, in each case, before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
- 17** That if Resolution 15 is passed, the Board be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
- (a) Limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £163,997, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before the date of this notice, and

Notice of Annual General Meeting continued

- (b) Limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer that the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group before the date of this notice, such authority to expire at the end of the next Annual General Meeting or, if earlier, 15 months after the passing of this resolution but, in each case, before its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.
- 18** That the Company be unconditionally and generally authorised for the purpose of Section 701 of the Companies Act 2006 to make market purchases (as defined in Section 693(4) of the Companies Act 2006) of ordinary shares of 1p each in the capital of the Company provided that:
- (a) The maximum number of shares that may be purchased is 16,399,762 shares (representing approximately 10% of the issued share capital of the Company as at 18 May 2026)
- (b) The minimum price that may be paid for each share is 1p (exclusive of expenses)
- (c) The maximum price that 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 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 before such time.
- 19** That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.
- 20** That the rules of the Company's Performance Share Plan (Plan), a copy of which is available on the Company's website and which will be produced at the Annual General Meeting and initialled by the Chair for the purposes of identification, be and are hereby approved and that the Directors be authorised to:
- (a) do all acts and things necessary or expedient to establish and operate the Plan, and
- (b) adopt such further plans or establish schedules to the Plan, modified as necessary to take account of local legal, tax or regulatory requirements in overseas jurisdictions,
- provided that any awards made under such arrangements shall count towards the limits on individual and overall participation in the Plan.
- 21** That approval be and is hereby given to the one-off retention arrangement for Michael Willome, Chief Executive Officer, as described in the Letter from the Chair accompanying this Notice of Meeting, comprising:
- (a) cash payments of £750,000 after two years and £750,000 after three years
- (b) the grant of two conditional awards over a total of 1,000,000 ordinary shares in the capital of the Company, vesting in two equal tranches after two and three years respectively, subject to the share price threshold conditions described in the Letter from the Chair, and
- (c) the application of malus, clawback and other customary provisions, with authority for the Remuneration Committee to implement and operate the arrangement in accordance with its terms.

By order of the Board

Anant Prakash
General Counsel & Company Secretary
22 May 2026

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 two business days 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 they wish 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 them and the shareholder by whom they were 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, they 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), members must be registered in the Register of Members of the Company at close of business on Thursday 18 June 2026 (or, in the event of any adjournment, on the date that is two business 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 163,997,629 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 at euroclear.com). 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, 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 their 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 that is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares.
- 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 that 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** A copy of this notice, and other information required by Section 311A of the Companies Act 2006, can be found at synthomer.com.

Shareholder information

Shareholder enquiries

The Registrar
Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol
BS99 6ZZ

T: 0370 707 1421

E: investorcentre.co.uk/contactus

Manage your shareholding online

Shareholders can view and manage their shareholdings online at 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 more details on how and when to vote and more information for CREST members.

Electronic copies of the Annual Report and Accounts 2025 and the Notice of Annual General Meeting will be posted on our website where Synthomer plc announcements to the London 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 1.4%, subject to a minimum charge of £40 for certificated trades. Stamp duty, currently 0.5%, is payable on purchases. Please register online in order to trade. Real-time dealing is available during market hours. There is a facility to place orders outside market hours. To access the service, shareholders should have their SRN to hand and log in to computershare.com/dealing/uk.

The postal share dealing service commission is 1.4%, subject to a minimum charge of £40 for certificated trades. Stamp duty, currently 0.5%, is payable on purchases. The service is available from 8.00 am to 4.30 pm, Monday to Friday, excluding bank holidays. If you wish to use the service, please download a postal dealing form and terms and conditions by logging into the web address noted below. Detailed terms and conditions are available on request by telephoning 0370 703 0084. Please have your SRN to hand when making the call or logging in to 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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