

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**If you are in any doubt about the contents of this document or about what action you should take, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the UK, or another appropriately authorised independent financial adviser if you are in a territory outside the UK. The whole of the text of this document should be read.**

If you have sold or transferred, or sell or transfer, prior to close of business on 1 May 2019, all of your ordinary shares in Symphony Environmental Technologies PLC, please send this document as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred, or sell or transfer, part only of your shareholding you should likewise contact your stockbroker, banker or other agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

The Directors, whose names appear on page 3 of this document, accept responsibility for the information contained in this document. To the best of the knowledge, information and belief of each of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts, and this document makes no omission likely to affect the import of such information.

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## **SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC**

(Registered in England and Wales with registered number 3676824)

### **NOTICE OF ANNUAL GENERAL MEETING**

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Your attention is drawn to the letter from the Chairman of Symphony Environmental Technologies PLC on pages 3 to 4 of this document which contains information in relation to the proposed Resolutions and your Board's recommendation to vote in favour of them at the Annual General Meeting referred to below. This document should be read in conjunction with the Notice of Annual General Meeting set out at the end of this document.

The Annual General Meeting is to be held at 10.00 am on Friday 3 May 2019 at the offices of Symphony Environmental Technologies PLC, 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD.

A hard copy form of proxy will not be posted with this year's documents. **Whether or not you intend to be present at the Annual General Meeting, you are urged to submit your proxy vote either online at [www.signalshares.com](http://www.signalshares.com) or via Crest, so as to be received by the registrars as soon as possible and in any event not later than 10.00 am on 1 May 2019 (or 48 hours, excluding non-working days, before any adjournment of the Annual General Meeting).**

**To submit your proxy vote online you will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your investor code. This is detailed on your share certificate or available from our registrar, Link Asset Services.**

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## EXPECTED TIMETABLE OF EVENTS

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Publication of this document	10 April 2019
Latest time and date for receipt of Proxy Votes	10.00 am on 1 May 2019
Annual General Meeting	10.00 am on 3 May 2019

## NOTES:

1. The timetable assumes that the Annual General Meeting is not adjourned as a result of there being no quorum, or for any other reason. If there is an adjournment, all subsequent dates and any other dates referred to in this document are likely to be later than those shown.
2. References to time in this document and the Notice of Annual General Meeting are to British Summer Time.

## LETTER FROM THE CHAIRMAN OF SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC

(Registered in England and Wales with registered number 3676824)

### Directors:

Nirj Deva (Non- Executive Chairman)  
Michael Laurier (Chief Executive Officer)  
Ian Bristow (Chief Financial Officer)  
Michael Stephen (Commercial Director and Deputy Chairman)  
Nicolas Clavel (Non-Executive Director)  
Shaun Robinson (Non-Executive Director)  
Bob Wigley (Non-Executive Director)

6 Elstree Gate  
Elstree Way  
Borehamwood  
Hertfordshire  
WD6 1JD

10 April 2019

*To all Shareholders of Symphony Environmental Technologies PLC and, for information only, to participants in the Share Option Schemes.*

Dear Shareholder

### Annual General Meeting (“AGM”) and Resolutions

At the AGM, Shareholders will be asked to consider the following resolutions to:

- receive and adopt the audited financial statements of the Company for the year ended 31 December 2018 together with the reports of the Directors and Auditors (the “Accounts”);
- re-elect Ian Bristow and Michael Stephen, who retire by rotation, as Directors of the Company;
- reappoint Mazars LLP as Auditors to the Company and to determine the Auditors’ remuneration for that period;
- generally authorise the Directors to issue and allot equity securities of the Company ;
- authorise the Directors to allot equity securities otherwise than on a pre-emptive basis; and
- authorise the Company to purchase and hold Treasury shares on a “market purchase” basis.

*each a “Resolution” and together the “Resolutions”*

### Information relating to the Resolutions

The following information does not form part of the Resolutions and is for information only.

### Resolutions 1 to 4 - Standard AGM business

These Resolutions relate to the ordinary business to be considered at the AGM , dealing with the receipt and adoption of the Accounts, the re-election of certain Directors who retire by rotation in accordance with Articles 96-98 of the Company’s Articles of Association; and the re-appointment of the Auditors.

### Resolutions 5 to 7 - Special business to be considered at the AGM

Resolutions 5 and 6 relate to the Directors authority to issue and allot shares other than on a pre-emptive basis.

Resolution 5 gives the Directors power to allot up to a certain number of new shares in the Company. This authority will terminate on the earlier of 15 months after the date that the Resolution is passed or the conclusion of the next annual general meeting of the Company.

Resolution 6 will enable the Directors to allot shares in the Company, subject to the limits set in Resolution 5, otherwise than to the Company’s shareholders on a pro-rata basis, up to a nominal value of £154,569 (in addition to satisfying all outstanding options and warrants if exercised).

Resolution 7 gives the Company authority to purchase its own shares in the market and to hold those shares in Treasury.

This authority will terminate on the earlier of 15 months after the date that the Resolution is passed or the conclusion of the next annual general meeting of the Company.

## LETTER FROM THE CHAIRMAN OF SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC

(Registered in England and Wales with registered number 3676824)

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### Action to be taken by you

A hard copy form of proxy will not be posted with these documents. Whether or not you intend to be present at the AGM, you are asked to submit a Proxy Vote either online at [www.signalshares.com](http://www.signalshares.com) or via CREST as set out below. If you would prefer to complete a hard copy form of proxy, details of how to obtain one are included in the notes set out at the end of this document. All Proxy Votes must be received by the Company's registrars, Link Asset Services, not later than 10.00 am on 1 May 2019. Unless a Proxy Vote is received by this date and time it will be invalid. Making a Proxy Vote will not prevent you from attending and voting at the AGM should you so wish.

To submit your proxy vote online you will need to log into your Signal Shares account, or register if you have not previously done so. To register you will need your investor code. This is detailed on your share certificate or available from our registrar, Link Asset Services.

If you need help with voting online, please contact our registrar, Link Asset Services, by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or by telephone on 0371 664 0391. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.

In CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Link Asset Services so that it is received by no later than 10.00 am on 1 May 2019. The transmission of a CREST Proxy Instruction will not prevent you from attending and voting at the AGM in person, if you so wish (and are so entitled). For full details on proxy appointments, see the notes to the Notice of AGM set out at the end of this document.

The Articles allow the Company to send any notice, document or information in hard copy or in electronic form (both terms with the same meaning as they have in s1168 of the Companies Act 2006) or by means of a website. It is the intention of the Board that all notices, documents, or other information, including the notice of the annual general meeting to be held in 2020, that the Company is required to send to Shareholders, will be distributed in electronic form only through the Company's website at [www.symphonyenvironmental.com](http://www.symphonyenvironmental.com). A letter is enclosed with these documents providing more information on this change and a form for you to complete confirming your consent to the receipt of information in this form and to enable you to provide an email address for correspondence.

### Recommendation

The Directors consider the passing of the Resolutions to be in the best interests of Shareholders and accordingly unanimously recommend that you vote in favour of all the Resolutions. Those Directors with beneficial holdings of Ordinary Shares intend to vote in favour of the Resolutions at the AGM in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 34,480,714 Ordinary Shares (representing approximately 22.3% per cent. of the Ordinary Shares in issue at the date of this document).

Yours faithfully

**Nirj Deva**, DL, FRSA, MEP  
Non-Executive Chairman

## DEFINITIONS

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The following definitions apply throughout this document, unless the context requires otherwise:

<b>“Accounts”</b>	the Annual Report and Accounts of the Company for the year ended 31 December 2018
<b>“Act”</b>	the Companies Act 2006
<b>“AIM”</b>	the AIM market of the London Stock Exchange
<b>“AIM Rules”</b>	the AIM Rules for Companies published by the London Stock Exchange
<b>“Annual General Meeting” or “AGM”</b>	the annual general meeting of the Company convened for 10.00 am on Friday 3 May 2019 (or any adjournment or postponement thereof), notice of which is set out at the end of this document
<b>“Articles”</b>	the articles of association of the Company for the time being in force
<b>“Company” or “Symphony Environmental Technologies PLC”</b>	Symphony Environmental Technologies PLC (company number 3676824) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD
<b>“CREST”</b>	the Relevant System (as defined in the CREST Regulations) for paperless settlement of share transfers and the holding of shares in uncertificated form in respect of which Euroclear UK & Ireland is the Operator (as defined in the CREST Regulations)
<b>“CREST Regulations”</b>	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended
<b>“Directors” or “Board”</b>	the board of directors of the Company or a duly constituted committee thereof
<b>“Group”</b>	the Company and its subsidiaries from time to time
<b>“London Stock Exchange”</b>	London Stock Exchange plc
<b>“Notice of Annual General Meeting”</b>	the notice of Annual General Meeting, set out at the end of this document
<b>“Ordinary Shares”</b>	the ordinary shares of 1 pence each in the capital of the Company
<b>“Proxy Vote”</b>	the appointment of a proxy to vote on behalf of a Shareholder in connection with the Annual General Meeting
<b>“Resolutions”</b>	the resolutions set out in the Notice of Annual General Meeting at the end of this document
<b>“Shareholders”</b>	holders of Ordinary Shares
<b>“Share Option Schemes”</b>	the existing share option schemes of the Company as at the date of this document
<b>“Euroclear UK &amp; Ireland”</b>	Euroclear UK & Ireland Limited, the operator of CREST (formerly CRESTCo Limited)

## SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC (the “Company”)

(Company No. 3676824)

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2019 Annual General Meeting of the Company will be held at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD at 10.00 am on Friday 3 May 2019 for the purposes of considering and, if thought fit, approving the following resolutions, of which resolutions 1 to 5 will be proposed as ordinary resolutions and resolutions 6 and 7 will be proposed as special resolutions:

#### ORDINARY RESOLUTIONS

##### Ordinary business

1. THAT the Company’s annual report and accounts for the year ended 31 December 2018 together with the reports of the Directors and Auditors be received and adopted.
2. THAT Ian Bristow be re-elected as a Director of the Company.
3. THAT Michael Stephen be re-elected as a Director of the Company.
4. THAT Mazars LLP be re-appointed as Auditors of the Company from the end of the Annual General Meeting until the end of the next annual general meeting at which accounts are laid before the Company and to determine the Auditors’ remuneration for that period.

##### Special business

5. THAT the Directors be generally and unconditionally authorised pursuant to section 551 of the Act to exercise all the powers of the Company to issue and allot equity securities (as defined in section 560 of the Act) of the Company:
  - (a) up to an aggregate nominal value of £510,079; and/or
  - (b) up to an aggregate nominal amount of £510,079 in connection with a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings

provided that this authority shall expire on the conclusion of the next annual general meeting of the Company or 15 months from the date of this resolution, whichever is the earlier (unless previously renewed, revoked or varied) and all previous authorities granted under section 551 of the Act shall be revoked. The Directors may, notwithstanding such expiry, allot, grant options over or otherwise deal with or dispose of any shares under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority.

#### SPECIAL RESOLUTIONS

6. THAT, subject to the passing of Resolution 5, the Directors be and they are hereby generally authorised pursuant to section 570 of the Act to allot equity securities (as defined in section 560 of the Act) wholly for cash pursuant to the authority conferred by Resolution 5 above as if section 561(1) of the Act did not apply to any such allotment PROVIDED THAT such power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 5 by way of rights issue only) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical difficulties under the laws of any territory or the requirements of any regulatory body or stock exchange; and/or
  - (b) in the case of the authority granted under paragraph (a) of Resolution 5, to the allotment (otherwise than under paragraph (a) of this Resolution 6) of equity securities
    - (i) in satisfaction of the valid exercise of the outstanding options and warrants over such securities details of which are set out in note 16 to the Accounts; and
    - (ii) in addition to 6 (b) (i) above, up to an aggregate nominal value of £154,569, and shall cease to have effect when the authority given by Resolution 5 is revoked or expires and all previous authorities under section 570 of the Act shall be revoked save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired.
7. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693 (4) of the Act) on the AIM Market of the London Stock Exchange of up to 7,728,469 Ordinary Shares (representing 5 per cent. of the Company’s issued ordinary share capital) provided that:
  - (a) the minimum price which may be paid for such shares is £0.01 per ordinary share and the maximum price is £0.40 (in both cases exclusive of tax and expenses); and
  - (b) the authority conferred by this resolution shall expire at the end of the next annual general meeting of the Company or 15 months after the date of this resolution, whichever is the earlier.

#### BY ORDER OF THE BOARD

Ian Bristow, FCCA, Company Secretary

6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD  
10 April 2019

## NOTES TO THE Notice of Annual General Meeting

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### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at close of business on Friday 1 May 2019, shall be entitled to attend and vote at the Annual General Meeting.

### Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. You can appoint a proxy by using the voting procedures below.
3. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you.  
If you wish your proxy to speak on your behalf at the Annual General Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to him or her.
4. You may appoint more than one proxy provided that each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.

### Voting

5. You can vote either:
  - By logging on to [www.signalshares.com](http://www.signalshares.com) and following the instructions: or
  - You may request a hard copy form of proxy directly from the registrars, Link Asset Services at [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk) or by Tel: 0371 664 0300. Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09.00-17.30, Monday to Friday excluding public holidays in England and Wales; or
  - In the case of CREST members, by utilising the CREST electronic proxy appointment services in accordance with the procedures set out at note 10 below.

### Appointment of proxy using hard copy form of proxy

6. The notes to the form of proxy explain how to direct your proxy to vote on each Resolution.  
To appoint a proxy using the hard copy form of proxy, the form must be:
  - (a) completed and signed;
  - (b) delivered to Link Asset Services, The Registry, 34 Beckenham Road, Beckenham, BR3 4TU; and
  - (c) received by Link Asset Services at least 48 hours before the date and time fixed for the commencement of the Annual General Meeting.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be included with the form.

### Appointment of proxy by joint members

7. In the case of joint Shareholders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using one of the voting methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded.  
Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form, please contact Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF.  
If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of Proxy Votes will take precedence.

### Termination of proxy appointments

9. In order to revoke a proxy appointment you will need to inform the Company by sending a notice clearly stating your intention to revoke your proxy appointment to Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF.  
In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.  
The revocation notice must be received by Link Asset Services at least 48 hours before the date and time fixed for the commencement of the Annual General Meeting.  
If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Annual General Meeting and voting in person. If you have appointed a proxy and attend the Annual General Meeting yourself, your proxy appointment will automatically terminate.



## NOTES TO THE Notice of Annual General Meeting

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### Crest

10. To appoint a proxy or to give or amend an instruction to a previously appointed proxy via the CREST system, the CREST message must be received by the issuer's agent RA10 by 10.00 am 1 May 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. After this time any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001. In any case your proxy form must be received by the Company's registrars no later than 10.00 am on 1 May 2019.

### GENERAL

11. As at 8 April 2019 (being the latest practicable business day prior to the publication of this Notice), the Company's ordinary issued share capital consisted of 154,569,377 ordinary shares, carrying one vote each. Therefore the total voting rights in the Company as at 8 April 2019 are 154,569,377.
12. Copies of the Directors' letters of appointment and service contracts are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this Notice until the time of the AGM.
13. A copy of this Notice can be found on the Company's website at [www.symphonyenvironmental.com](http://www.symphonyenvironmental.com).