

**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 11 May 2018, all of your ordinary shares in Symphony Environmental Technologies PLC, please send this document (together with the accompanying Proxy Form) 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 and the accompanying Proxy Form for use in connection with the meeting.

The Annual General Meeting is to be held at 10.00 am on Tuesday 15 May 2018 at the offices of Symphony Environmental Technologies PLC, 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD. **Whether or not you intend to be present at the Annual General Meeting, you are urged to complete and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to be received by the Registrars as soon as possible and in any event not later than 10.00 am on 11 May 2018 (or 48 hours, excluding non working days, before any adjournment of the General Meeting).**

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## EXPECTED TIMETABLE OF EVENTS

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Publication of this document	19 April 2018
Latest time and date for receipt of Proxy Forms	10.00 am on 11 May 2018
Annual General Meeting	10.00 am on 15 May 2018

### 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 (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

19 April 2018

*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 2017 together with the reports of the Directors and Auditors (the “Accounts”);
- elect a Director of the Company in accordance with Article 102 of the Company’s Articles of Association;
- re-elect Directors who retire by rotation in accordance with Articles 96-98 of the Company’s Articles of Association;
- 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 (as defined in Section 560 of the Act);
- 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” (as defined in the Act) basis.

### *Information relating to the Resolutions.*

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

### **Resolutions 1 to 5 - Standard AGM business**

These resolutions relate to standard AGM business, dealing with approval of the accounts, election of directors and appointment of the auditors.

### **Resolutions 6 - Authority to issue and allot shares**

Resolution 6 gives the Directors power, within certain numerical and time constraints, to issue new shares. 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.

### **Resolutions 7 - Authority to disapply pre-emption rights**

Resolution 7 suspends in accordance with section 570 of the Act the statutory pre-emption rights contained in section 561 of the Act and, if passed, will enable the Directors to allot shares free of this restriction up to a nominal value of £152,144 in addition to satisfying all outstanding options and warrants if exercised.

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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### Resolutions 8 - Treasury Shares

Resolution 8 gives the Company authority to purchase its own shares and to hold those shares in Treasury.

As Article 10(b) of the Company's Articles of Association already authorises the Company to purchase its own shares and as the Articles do not contain any prohibition on holding shares in Treasury, no change to the Articles is required.

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.

### Action to be taken by you

You will find enclosed with this document a Proxy Form for use in connection with the AGM. Whether or not you intend to be present at the AGM, you are asked to complete the Proxy Form in accordance with the instructions printed on it so as to be received by Company's Registrars, Link Asset Services, PXS1, 34 Beckenham Road, Beckenham, BR3 4ZF as soon as possible but in any event not later than 10.00 am on 11 May 2018. Unless the Proxy Form is received by this date and time it will be invalid. Completion of the Proxy Form will not prevent you from attending and voting at the AGM should you so wish.

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 11 May 2018. The completion and return of the Proxy Form or 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 and the Proxy Form.

### 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 22.7% per cent. of the Ordinary Shares in issue at the date of this document).

Yours faithfully

**Nirj Deva**, DL, FRSA, MEP  
Chairman

## DEFINITIONS

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

<b>“Accounts”</b>	The financial statements of the Company for the year ended 31 December 2017
<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 Tuesday 15 May 2018 (or any adjournment or postponement thereof), notice of which is set out at the end of this document
<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 Form”</b>	the Form of Proxy for use 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**

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Notice is hereby given that the 2018 Annual General Meeting of the Company will be held at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD at 10.00 am on Tuesday 15 May 2018 for the purposes of considering and, if thought fit, approving the following resolutions, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions:

#### **ORDINARY RESOLUTIONS**

1. TO receive and adopt the financial statements of the Company for the year ended 31 December 2017 together with the reports of the Directors and Auditors.
2. TO elect Bob Wigley in accordance with Article 102 of the Company's Articles of Association, as a Director of the Company.
3. TO re-elect Shaun Robinson who retires by rotation in accordance with Article 96 of the Company's Articles of Association, as a Director of the Company.
4. TO re-elect Nicolas Clavel who retires by rotation in accordance with Article 96 of the Company's Articles of Association, as a Director of the Company.
5. TO re-appoint Mazars LLP as auditors of the Company for the period prescribed by section 489 of the Companies Act 2006 (the "Act") and to determine the auditors' remuneration for that period.
6. 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 £502,076; and/or

(b) up to an aggregate nominal amount of £502,076 in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings.

This authority shall expire (unless previously renewed or varied) on the earlier of the day preceding the 15 month anniversary of the date on which the resolution was passed or the conclusion of the next Annual General Meeting of the Company, and all previous authorities 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**

7. THAT, subject to the passing of Resolution 6, the Directors be and they are hereby empowered 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 6 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 6 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 problems 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 6, to the allotment (otherwise than under paragraph (a) of this Resolution 7) 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 18 to the Accounts; and
    - (ii) in addition to 7 (b) (i) above, up to an aggregate nominal value of £152,144, and shall cease to have effect when the authority given by Resolution 6 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.
8. 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 Ordinary Shares provided that:
  - (a) the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 7,607,219 (representing 5 per cent. of the Company's issued ordinary share capital); and
  - (b) 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
  - (c) the authority conferred by this resolution shall expire 15 months after the date of this resolution.

#### **BY ORDER OF THE BOARD**

**Ian Bristow**, FCCA, Company Secretary

6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD  
19 April 2018

## 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 11 May 2018, 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 and you should use the Proxy Form accompanying this notice of meeting.

You can appoint a proxy only by using the procedures set out in these notes and the notes to the Proxy Form.

3. A proxy does not need to be a member of the Company but must attend the Annual General Meeting to represent you. Details of how to appoint the Chairman of the Annual General Meeting or another person as your proxy using the Proxy Form are set out in the notes to the Proxy Form.  
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. To appoint more than one proxy, please use a photocopy of the proxy form or contact Link Asset Services on 0871 664 0300 (calls cost 12p per minute plus your phone company's access charge, lines are open 9.00am – 5.30pm Mon - Fri).

### Appointment of proxy using hard copy Proxy Form

5. The notes to the Proxy Form explain how to direct your proxy to vote on each resolution.  
To appoint a proxy using the Proxy Form, the form must be:
  - (a) completed and signed;
  - (b) sent in the enclosed Business Reply Envelope, or 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 Proxy Form 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 Proxy Form is signed (or a duly certified copy of such power or authority) must be included with the Proxy Form.

### Appointment of proxy by joint members

6. 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

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply 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 Proxy Form and would like to change the instructions using another hard-copy Proxy 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 Forms will take precedence.

### Termination of proxy appointments

8. In order to revoke a proxy appointment you will need to inform the Company by sending a signed hard copy 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.

### Crest

9. 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 11 May 2018. 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 11 May 2018.

