

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you should consult your stockbroker, solicitor, accountant, bank manager or other independent financial advisor duly authorised under the Financial Services and Markets Act 2000 immediately.

If you have sold or otherwise transferred some or all of your ordinary shares, please send this document, together with the accompanying form of proxy, 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 delivery to the purchaser or transferee.

Synergy Health plc

(company number 3355631)

Notice of Annual General Meeting

Notice of the 2009 Annual General Meeting of Synergy Health plc to be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP at 10.30 am on 16 September 2009 is set out on pages 6 to 8 of this document. Shareholders are requested to complete and return the enclosed form of proxy, whether or not they intend to be present at the meeting, so as to be received by no later than 10.30 am on 14 September 2009.

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Expected timetable of events

Latest time and date for receipt of forms of proxy 10.30 am on 14 September 2009

Annual General Meeting
10.30 am on 16 September 2009

If any of the above times and/or dates change, the revised times and for dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.

Directors

Stephen Wilson*
Dr Richard Steeves
Ivan Jacques
Marcello Smit
Sir Duncan Nichol*
Robert Lerwill*

* Independent non-executive

30 June 2009

Dear Shareholder

Annual General Meeting 2009

The 2009 Annual General Meeting of the Company will be held at the offices of Investec Bank plc, 2 Gresham Street London EC2V 7QP on 16 September 2009 at 10.30 am. The formal notice of the meeting is set out on pages 6 to 8 of this document.

I am writing to give you details of the items of business that will be put before the meeting.

This year, shareholders will be asked to approve 11 resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions. This means that more than 50% of the votes cast must support these resolutions. Resolutions 9 to 11 will be proposed as special resolutions. At least 75% of the votes cast must support these resolutions if they are to be passed.

Resolution 1: Annual report and accounts

Each year the directors of the Company are required to lay before the annual general meeting the annual accounts of the Company together with the directors' report and auditors' report on those accounts. The annual report and accounts for the year ended 29 March 2009 accompanied this document and it is also available on the Company's website at www.synergyhealthplc.com

Resolution 2: Directors' remuneration report

In accordance with the Companies Act 2006, directors of listed companies are required to prepare a remuneration report which must be approved by the members of the Company at the meeting at which the Company's annual accounts are to be laid. It is proposed that the directors' remuneration report for the financial year ended 29 March 2009, as set out on pages 40 to 44 of the annual report and accounts, be approved.

Resolution 3: Final dividend

The directors are recommending a final dividend of 6.8p per ordinary share to shareholders whose names appear on the register at the close of business on 11 September 2009. If approved, the final dividend will be paid on 6 October 2009.

Resolutions 4 and 5: Reappointment of directors

Resolutions 4 and 5 propose the reappointment of Marcello Smit and Sir Duncan Nichol as directors. This is in accordance with the Company's articles of association which require that one-third of the directors (or the number nearest to but not exceeding one-third) retire by rotation at each annual general meeting, with each director also being subject to reappointment at intervals of not more than three years. The directors who are retiring by rotation are those who have been directors for the longest period of time since they were last appointed or reappointed by shareholders.

Biographical details of each of these directors are set out on page 32 of this year's annual report and accounts. These directors have both served the Company with skill and diligence since their appointment and the directors consider that they have the appropriate qualifications and experience to be reappointed as directors of the Company.

Resolutions 6 and 7: Reappointment of auditors

The Company is required to reappoint auditors at each annual general meeting at which accounts are laid, to hold office until the next such meeting. Therefore, resolution 6 proposes the reappointment of KPMG Audit plc as auditors and, in accordance with normal practice, resolution 7 authorises the directors to determine the auditors' remuneration.

Resolution 8: Authority to allot shares

The directors of a company may only allot shares if they have been authorised to do so by shareholders in general meeting. Resolution 8 renews a similar authority given at last year's annual general meeting and authorises the directors to allot shares in the capital of the Company up to an aggregate nominal amount of £112,338 (which represents approximately one-third of the issued share capital of the Company as at 25 June 2009). This limit is in line with the guidelines issued by the Association of British Insurers (ABI). The second part of resolution 8 authorises the directors to allot a further one-third of the issued share capital of the Company in connection with a rights issue. If this additional authority is used and the amount raised in any rights issue is more than one-third of the Company's pre-issue market capitalisation, in accordance with guidelines issued by the ABI all the directors wishing to remain in office will stand for re-election at the next annual general meeting of the Company.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on the date which is 15 months from the passing of this resolution (whichever is the earlier). It is the directors' intention to renew this authority each year.

There are no present plans to allot any of the unissued share capital of the Company other than in connection with employee share schemes.

Resolution 9: Disapplication of pre-emption rights

Resolution 9 renews a similar authority given at last year's annual general meeting and, if passed, would enable the directors to allot shares for cash on a non pre-emptive basis in limited circumstances. It is proposed to authorise the directors to issue shares for cash up to an aggregate nominal amount of £16,851 (which represents approximately 5% of the Company's issued share capital as at 25 June 2009), without having to first offer them to shareholders in proportion to their existing holdings. This limit is in line with the guidelines issued by the Pre-emption Group. In addition, in accordance with normal practice, the resolution would enable the Board to deal with overseas shareholders and fractional entitlements as it thinks fit in the context of any rights issue or open offer.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on the date that is 15 months from the passing of the resolution (whichever is earlier). It is the directors' intention to renew this authority each year.

There are no present plans to exercise this authority.

Resolution 10: Purchase by the Company of its own shares

Resolution 10, which will be proposed as a special resolution, will allow the Company to buy back up to 5,392,224 ordinary shares in the market (representing approximately 10% of the Company's issued share capital as at 25 June 2009). The minimum and maximum prices for such a purchase are set out in the resolution. The directors have no current intention of exercising this authority and would only do so if they were satisfied that the purchase would be likely to result in an increase in expected earnings per share, and would be in the best interests of shareholders generally.

On 25 June 2009 there were options over 1,551,974 ordinary shares in the capital of the Company representing 2.88% of the Company's issued ordinary share capital. If the authority to purchase the Company's ordinary shares was exercised in full and those shares were subsequently cancelled, these options would represent 3.20% of the Company's issued and voting ordinary share capital.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on the date that is 15 months from the passing of the resolution (whichever is earlier). It is the directors' intention to renew this authority each year.

Resolution 11: Notice period for general meetings

The Shareholder Rights Directive is intended to be implemented in the UK in August 2009. One of the requirements of the Directive is that all general meetings must be held on 21 clear days' notice unless shareholders agree to a shorter notice period. The Company is currently able to call general meetings (other than annual general meetings) on 14 clear days' notice and would like to preserve this ability. In order to be able to do so after August 2009, shareholders must have approved the calling of meetings on 14 clear days' notice. Resolution 11 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Recommendation

Your directors consider that the resolutions set out in the attached Notice of Annual General Meeting are in the best interests of the Company and its shareholders as a whole and, accordingly, recommend that you vote in favour of them, as your directors intend to do in respect of their own beneficial shareholdings.

Action to be taken

You will find enclosed a proxy form for use in respect of the annual general meeting. As a member you are entitled to appoint one or more persons as proxies to exercise all or any of your rights to attend, speak and vote at the annual general meeting. A proxy need not be a member of the Company. You may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. If you require additional proxy forms you may photocopy the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you do not intend to attend the meeting in person, please complete and return this form indicating how you wish your votes to be cast on each of the resolutions. You will still be able to attend and vote at the meeting should you wish to do so.

To be effective, the proxy form must be completed in accordance with the instructions printed on it and returned as soon as possible but, in any event, so as to reach the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by no later than 10.30 am on 14 September 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting). Further details are set out in the notes to the proxy form and in the notes to the notice of annual general meeting.

Yours sincerely

Stephen Wilson
Chairman

Notice is given that the 2009 Annual General Meeting of Synergy Health plc ("Company") will be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP on 16 September 2009 at 10.30 am for the following purposes:

RESOLUTIONS

To consider and, if thought fit, pass the following resolutions. Resolutions 1 to 8 will be proposed as ordinary resolutions and resolutions 9 to 11 will be proposed as special resolutions.

1. To receive the directors' report and the Company's annual accounts for the year ended 29 March 2009, together with the auditors' report on those accounts and the directors' report and the auditable part of the directors' remuneration report.
2. To approve the directors' remuneration report for the year ended 29 March 2009.
3. To declare a final dividend for the year ended 29 March 2009 of 6.8p per ordinary share in the capital of the Company, to be paid on 6 October 2009 to shareholders whose names appear on the register at the close of business on 11 September 2009.
4. To reappoint Sir Duncan Nichol, who retires by rotation, as a director of the Company.
5. To reappoint Marcello Smit, who retires by rotation, as a director of the Company.
6. To reappoint KPMG Audit plc as auditors of the Company.
7. To authorise the directors to fix the remuneration of the auditors.
8. That, pursuant to Section 80 of the Companies Act 1985 ("Act") and in substitution for all existing authorities under that section:
 - (a) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount of £112,338, provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date that is 15 months from the passing of the resolution (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.
 - (b) the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of Section 94 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them up to an aggregate nominal amount of £112,338 provided that (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date that is 15 months from the passing of the resolution (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this authority which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired.
9. That, subject to the passing of resolution 8, pursuant to Section 95 of the Act in substitution for all existing authorities under that section:
 - (a) the directors be and are generally empowered to allot equity securities (within the meaning of Sections 94(2) of the Act) for cash pursuant to the authority conferred by resolution 8 (a) as if Section 89(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment of equity securities in connection with an offer (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, 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;
- (ii) the allotment of equity securities for cash (otherwise than pursuant to paragraph (i) above) up to an aggregate nominal amount of £16,851,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date that is 15 months from the passing of this resolution (whichever is the earlier), save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired; and

- (b) the directors be and are generally empowered to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by resolution 8(b) as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority) to holders of ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of ordinary shares held by them, subject to such exclusions and 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 (unless previously revoked, varied or renewed) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date that is 15 months from the passing of this resolution (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry and the directors may allot equity securities for cash pursuant to any such offer or agreement as if the power conferred by this resolution had not expired.

10. That, pursuant to Section 166 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Act) of ordinary shares of 0.625p each in the capital of the Company ("Shares"), provided that:
- (i) the maximum number of Shares which may be purchased is 5,392,224;
 - (ii) the minimum price (exclusive of expenses) which may be paid for a Share is 0.625p;
 - (iii) the maximum price (exclusive of expenses) which may be paid for a Share is an amount equal to 105% of the average of the middle market quotations for the Shares as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the purchase is made,

and (unless previously revoked, varied or renewed) shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on the date that is 15 months from the passing of the resolution (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before the expiry of this authority under which such purchase will or may be completed or executed wholly or partly after such expiry and may make a purchase of Shares pursuant to any such contract as if the authority conferred by this resolution had not expired.

11. That a general meeting (other than an annual general meeting) may be called on not less than 14 days' notice.

Notes

1. Only those members registered in the register of members of the Company as at 10.30 am on 14 September 2009 or, in the event that the meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 10.30 am 14 September 2009 or, in the event that the meeting is adjourned, after 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the meeting.

2. A member is entitled to appoint one or more persons as proxies to exercise all or any of his rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. To appoint more than one proxy, you will need to complete a separate proxy form in relation to each appointment. If you require additional proxy forms you may photocopy the proxy form. You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares each proxy appointment relates to or specifying a number in excess of those held by the member may result in the proxy appointment being invalid. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

The appointment of a proxy will not preclude a member from attending and voting in person at the meeting if he or she so wishes.

3. A form of proxy is enclosed. To be valid, it must be completed, signed and sent to the offices of the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BN99 6ZY so as to arrive no later than 10.30 am on 14 September 2009 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting).

4. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

- (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
- (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (<http://www.icsa.org.uk/>) for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in 4(a) above.

5. The following information is available for inspection during normal business hours at the registered office of the Company (excluding weekends and public holidays). It will also be available for inspection at the place of the annual general meeting from 10.15 am on the day of the meeting until the conclusion of the meeting:

- (i) copies of the service contracts and letters of appointment of the directors; and
- (ii) the articles of association of the Company.

6. Biographical details of all those directors who are offering themselves for re election at the meeting are set out on page 32 of the enclosed annual report and accounts.