

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspects of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional advisor authorised under the Financial Services and Markets Act 2000.**

If you have sold or otherwise transferred 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 2011 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 27 July 2011 is set out on pages 7 to 12 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 25 July 2011.

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### Expected timetable of events

Latest time and date for receipt of forms of proxy – 10.30 am on 25 July 2011

Annual General Meeting – 10.30 am on 27 July 2011

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.

# Letter from the Chairman of Synergy Health plc

## Directors

Robert Lerwill\*  
Dr Richard Steeves  
Gavin Hill  
Sir Duncan Nichol\*  
Constance Baroudel\*

\*Independent non-executive

16 June 2011

Dear Shareholder

## Annual General Meeting 2011

The 2011 Annual General Meeting of the Company will be held at the offices of Investec Bank plc, 2 Gresham Street, London EC2V 7QP on 27 July 2011 at 10.30 am. The formal notice of the meeting is set out on pages 7 to 12 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 16 resolutions. Resolutions 1 to 13 are proposed as ordinary resolutions. This means that, for each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution. Resolutions 14 to 16 are proposed as special resolutions. This means that, for each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

## Resolution 1: Annual report and accounts

Each year the directors of the Company are required to present the Company's annual accounts and directors' and auditors' reports to shareholders at a general meeting. Those to be presented at the AGM are in respect of the year ended 3 April 2011, and are called the Annual Report 2011.

The Annual Report 2011 accompanies this document and is also available on the Company's website at [www.synergyhealthplc.com](http://www.synergyhealthplc.com).

## Resolution 2: Directors' remuneration report

Shareholders are entitled to vote on the directors' remuneration report, which is set out in full on pages 39 to 43 of the Annual Report 2011.

## Resolution 3: Final dividend

The directors are recommending a final dividend of 9.84 pence per ordinary share to shareholders whose names appear on the register at the close of business on 12 August 2011. If approved, the final dividend will be paid on 6 September 2011.

## Resolutions 4 to 8: Election/re-election of directors

This year the full board of directors is standing for election/re-election in accordance with the provisions of the UK Corporate Governance Code.

Accordingly, resolutions 4 to 7 relate to the re-election as directors of Mr Robert Earl Lerwill, Dr Richard Martin Steeves, Mr Gavin Hill and Sir Duncan Kirkbride Nichol. Resolution 8 is a resolution for the election as a director of Mrs Constance Frederique Baroudel, who has been appointed to the board since the last annual general meeting.

Biographical details of each of the directors are set out on page 30 of the Annual Report 2011. These directors have served the Company with skill and diligence since their appointment and the directors consider that they have appropriate qualifications and experience to be elected/re-elected as directors of the Company.

# Letter from the Chairman of Synergy Health plc continued

## **Resolutions 9 and 10: Reappointment and remuneration of auditors**

The Company is required to appoint auditors at each general meeting at which its annual accounts and reports are presented to shareholders. Therefore, resolution 9 proposes the reappointment of KPMG Audit plc as auditors (to hold office until the next such meeting), and, in accordance with normal practice, resolution 10 authorises the directors to determine the auditors' remuneration.

## **Resolution 11: Political donations and political expenditure**

The Company's policy is not to make donations to political parties, or to make other political donations within the normal meaning of that expression, and the directors have no intention to change that policy. However, as a result of the wide definitions of political expenditure, political donations and political organisations in the Companies Act 2006 ("Act"), normal business activities and expenditure which might not be thought to be political expenditure or a political donation to a political organisation in the usual sense may fall within the restrictions of the Act. For example, sponsorship of industry forums, funding of seminars and other functions to which politicians are invited, matching employees' donations to certain charities, expenditure on organisations concerned with matters of public policy, law reform and representation of the business community, and communicating with the Government and political parties at local, national and European level might be construed as political expenditure or as a political donation to a political organisation.

Resolution 11 does not purport to authorise any particular donation or expenditure, but is expressed in general terms, as required by the Act, and is intended to authorise normal donations and expenditure while avoiding inadvertent infringement of the Act. If passed, resolution 11 would allow the Company and its subsidiaries to make political donations to political parties, other political organisations and independent election candidates and to incur political expenditure up to an aggregate limit of £100,000 in the period beginning with the date on which resolution 11 is passed and ending at the conclusion of the next annual general meeting of the Company. The authority will not be used to make political donations within the normal meaning of that expression.

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 27 October 2012 (whichever is the earlier). It is the directors' intention to renew this authority each year.

## **Resolution 12 Authority to allot shares**

Generally, the directors may only allot shares in the Company (or grant rights to subscribe for, or to convert any security into, shares in the Company) if they have been authorised to do so by shareholders.

Resolution 12 renews a similar authority given at last year's annual general meeting and is in two parts.

In line with guidance issued by the Association of British Insurers, if passed, part (a) of resolution 12 will authorise the directors to allot ordinary shares in the Company (and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company) in connection with a rights issue only up to an aggregate nominal amount of £229,635 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under part (b) of resolution 12). This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 15 June 2011, being the last practicable date before the publication of this document.

If passed, part (b) of resolution 12 will authorise the directors to allot shares in the Company (and to grant rights to subscribe for, or to convert any security into, shares in the Company) up to an aggregate nominal amount of £114,817 (as reduced by the aggregate nominal amount of any shares allotted or rights granted under part (a) of resolution 12 in excess of £114,817). This amount (before any reduction) represents approximately one-third of the issued ordinary share capital of the Company as at 15 June 2011, being the last practicable date before the publication of this document.

If given, these authorities will expire at the conclusion of the Company's next annual general meeting or on 27 October 2012 (whichever is the earlier). It is the directors' intention to renew the allotment authority each year.

As at the date of this document, no shares are held by the Company in treasury.

The directors have no current intention to exercise either of the authorities sought under resolution 12. However, the directors consider that it is in the best interests of the Company to have the authorities available so that they have the maximum flexibility permitted by institutional shareholder guidelines to allot shares or grant rights without the need for a general meeting should they determine that it is appropriate to do so to respond to market developments or to take advantage of business opportunities as they arise.

**Resolution 13: SAYE Scheme**

The Company presently operates The Synergy Healthcare plc Save As You Earn Scheme ("SAYE Scheme").

Resolution 13 will be proposed as an ordinary resolution for the amendment of the SAYE Scheme. The SAYE Scheme was originally adopted ten years ago and requires updating, although the amendments to the SAYE Scheme are not considered to be material. The amendments are as follows:

- (a) a general update of references to statutory provisions in the scheme;
- (b) an update to take into account changes to statutory employment rights;
- (c) minor amendments to terminology and the correction of minor typographical errors; and
- (d) an extension of the life of the scheme by a further ten years.

There are no other material amendments to the SAYE Scheme other than those noted above.

**Resolution 14: Disapplication of pre-emption rights**

Generally, if the directors wish to allot new shares or other equity securities (within the meaning of Section 560 of the Act) for cash, then under the Act they must first offer such shares or securities to shareholders in proportion to their existing holdings. These statutory pre-emption rights may be disapplied by shareholders.

Resolution 14, which will be proposed as a special resolution, renews a similar authority given at last year's annual general meeting and, if passed, will enable the directors to allot equity securities for cash up to a maximum aggregate nominal amount of £17,222 without having to comply with statutory pre-emption rights, but this power will be limited to allotments:

- (a) up to an aggregate nominal amount of (i) £229,635 in connection with a rights issue or (ii) £114,817 in connection with an open offer or other pre-emptive offer, in each case to ordinary shareholders and to holders of other equity securities (if required by the rights of those securities or the directors otherwise consider necessary), but (in accordance with normal practice) subject to such exclusions or other arrangements, such as for fractional entitlements and overseas shareholders, as the directors consider necessary; and
- (b) in any other case, up to an aggregate nominal amount of £17,222 (which represents approximately 5% of the issued ordinary share capital of the Company as at 15 June 2011, being the last practicable date before the publication of this document).

If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 27 October 2012 (whichever is the earlier). It is the directors' intention to renew this authority each year.

There are no present plans to exercise this authority.

**Resolution 15: Purchase by the Company of its own shares**

Resolution 15, which will be proposed as a special resolution, renews a similar authority given at last year's annual general meeting. If passed, it will allow the Company to purchase up to 5,511,247 ordinary shares in the market (which represents approximately 10% of the issued ordinary share capital of the Company as at 15 June 2011, being the last practicable date before the publication of this document). The minimum and maximum prices for such a purchase are set out in the resolution. If given, this authority will expire at the conclusion of the Company's next annual general meeting or on 27 October 2012 (whichever is the earlier). It is the directors' intention to renew this authority each year.

The directors have no current intention to exercise the authority sought under resolution 15 to make market purchases, but consider the authority desirable to provide maximum flexibility in the management of the Company's capital base. If passed, the directors will only exercise this authority if they believe that to do so would result in an increase in earnings per share and would be in the best interests of the Company and of its shareholders generally.

The directors intend to cancel any shares purchased under this authority. No shares will be held as treasury shares.

# Letter from the Chairman of Synergy Health plc continued

As at 15 June 2011 (being the last practicable date before the publication of this document), there were options outstanding over 1,980,625 ordinary shares in the Company (which represent 3.59% of the issued ordinary share capital of the Company at that date. If the authority to purchase the Company's ordinary shares was exercised in full and those shares were subsequently cancelled, those options would represent 3.99% of the issued ordinary share capital of the Company.

## **Resolution 16: Notice period for general meetings**

Resolution 16 will be proposed as a special resolution to allow the Company to call general meetings (other than an annual general meeting) on 14 clear days' notice.

Changes made to the Act by the Companies (Shareholders' Rights) Regulations 2009 increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot be less than 14 clear days. Annual general meetings will continue to be held on at least 21 clear days' notice.

Before the Regulations came into force, the Company was able to call general meetings other than annual general meetings on 14 clear days' notice without obtaining shareholder approval. Resolution 16 seeks such approval in order to preserve this flexibility. However, the shorter notice period would not be used as a matter of routine for such meetings, but only where it is merited by the business of the meeting and is considered to be in the interests of shareholders as a whole. If given, the approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Note that the changes to the Act mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

## **Recommendation**

The directors consider that all 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. The directors will be voting in favour of them, and unanimously recommend that you do so as well.

## **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 the proxy 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 25 July 2011 (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

**Robert Earl Lerwill**  
Chairman

# Notice of Annual General Meeting

Notice is given that the 2011 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 27 July 2011 at 10.30 am for the following purposes:

## RESOLUTIONS

To consider and, if thought fit, to pass the following resolutions. Resolutions 1 to 13 will be proposed as ordinary resolutions and resolutions 14 to 16 will be proposed as special resolutions.

### Ordinary resolutions

1. To receive the Company’s annual accounts and directors’ and auditors’ reports for the year ended 3 April 2011.
2. To approve the directors’ remuneration report for the year ended 3 April 2011.
3. To declare a final dividend for the year ended 3 April 2011 of 9.84 pence per ordinary share in the capital of the Company, to be paid on 6 September 2011 to shareholders whose names appear on the register at the close of business on 12 August 2011.
4. To re-elect Mr Robert Earl Lerwill, as a director of the Company.
5. To re-elect Dr Richard Martin Steeves, as a director of the Company.
6. To re-elect Mr Gavin Hill, as a director of the Company.
7. To re-elect Sir Duncan Kirkbride Nichol, as a director of the Company.
8. To elect Mrs Constance Frederique Baroude, as a director of the Company.
9. To reappoint KMPG Audit plc as auditors of the Company.
10. To authorise the directors to determine the remuneration of the auditors.
11. That, pursuant to Section 366 of the Companies Act 2006 (“Act”), the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution is effective be and are authorised, in aggregate:
  - (a) to make political donations to political parties and/or to independent election candidates not exceeding £100,000 in total;
  - (b) to make political donations to political organisations other than political parties not exceeding £100,000 in total; and
  - (c) to incur political expenditure not exceeding £100,000 in total,in each case, during the period beginning with the date on which this resolution is passed and ending at the conclusion of the next annual general meeting of the Company held after such date, provided that (i) the aggregate amount of political donations made and political expenditure incurred by the Company and its subsidiaries pursuant to this authority shall not exceed £100,000; and (ii) each of the amounts referred to in this resolution may comprise one or more sums in different currencies which, for the purposes of calculating any such amount, shall be converted at such rate as the directors may, in their absolute discretion, determine to be appropriate.  
  
In this resolution, the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in Sections 363 to 365 of the Act.
12. That, pursuant to Section 551 of the Act, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot Relevant Securities:
  - (a) comprising equity securities (as defined in Section 560(1) of the Act) up to an aggregate nominal amount of £229,635 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (b) of this resolution) in connection with a rights issue:

# Notice of Annual General Meeting continued

- (i) 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; and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- (b) otherwise than pursuant to paragraph (a) of this resolution, up to an aggregate nominal amount of £114,817 (such amount to be reduced by the aggregate nominal amount of Relevant Securities allotted pursuant to paragraph (a) of this resolution in excess of £114,817),

provided that (unless previously revoked, varied or renewed) these authorities shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 October 2012 (whichever is the earlier), save that, in each case, the Company may make an offer or agreement before the authority expires which would or might require Relevant Securities to be allotted after the authority expires and the directors may allot Relevant Securities pursuant to any such offer or agreement as if the authority had not expired.

In this resolution, "Relevant Securities" means shares in the Company or rights to subscribe for or to convert any security into shares in the Company; a reference to the allotment of Relevant Securities includes the grant of such a right; and a reference to the nominal amount of a Relevant Security which is a right to subscribe for or to convert any security into shares in the Company is to the nominal amount of the shares which may be allotted pursuant to that right.

These authorities are in substitution for all existing authorities under Section 551 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

13. That the proposed amendments to The Synergy Healthcare plc Save As You Earn Scheme ("SAYE Scheme"), summarised in the Chairman's Letter (such amendments marked in the draft rules produced to the meeting and initialled by the Chairman for the purpose of identification), be and are hereby approved and adopted and the directors of the Company be authorised to do all acts and things which they may consider necessary or expedient for implementing the amendments to the SAYE Scheme including (without limitation) making any changes to the rules of the SAYE Scheme which are required by HM Revenue & Customs in order to obtain the approval of HM Revenue & Customs to the amendments to the SAYE Scheme.

## Special resolutions

14. That, subject to the passing of resolution 12 and pursuant to Section 570 of the Act, the directors be and are generally empowered to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authorities granted by resolution 12 as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (whether by way of a rights issue, open offer or otherwise, but, in the case of an allotment pursuant to the authority granted by paragraph (i) of resolution 12, such power shall be limited to the allotment of equity securities in connection with a rights issue):
  - (i) 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; and
  - (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities pursuant to the authority granted by paragraph (b) of resolution 12 (otherwise than pursuant to paragraph (a) of this resolution) up to an aggregate nominal amount of £17,222,

and (unless previously revoked, varied or renewed) this power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 27 October 2012 (whichever is the earlier), save that the Company may make an offer or agreement before this power expires which would or might require equity securities to be allotted for cash after this power expires and the directors may allot equity securities for cash pursuant to any such offer or agreement as if this power had not expired.

This power is in substitution for all existing powers under Section 570 of the Act (which, to the extent unused at the date of this resolution, are revoked with immediate effect).

15. That, pursuant to Section 701 of the Act, the Company be and is generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 0.625p each in the capital of the Company ("Shares"), provided that:

(a) the maximum aggregate number of Shares which may be purchased is 5,511,247;

(b) the minimum price (excluding expenses) which may be paid for a Share is 0.625p;

(c) the maximum price (excluding expenses) which may be paid for a Share is the higher of:

(i) an amount equal to 105% of the average of the middle market quotations for a Share as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which the purchase is made; and

(ii) an amount equal to the higher of the price of the last independent trade of a Share and the highest current independent bid for a Share on the trading venue where the purchase is carried out,

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 27 October 2012 (whichever is the earlier), save that the Company may enter into a contract to purchase Shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of Shares pursuant to any such contract as if this authority had not expired.

16. That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the board

**Timothy Mason**

Secretary

16 June 2011

**Registered office**

Ground Floor Stella  
Windmill Hill Business Park  
Whitehill Way  
Swindon  
Wiltshire  
SN5 6NX

Registered in England and Wales No. 3355631

# Notice of Annual General Meeting continued

## Notes

### Entitlement to attend and vote

1. The right to vote at the meeting is determined by reference to the register of members. Only those shareholders registered in the register of members of the Company as at 6.00 pm on 25 July 2011 (or, if the meeting is adjourned, 6.00 pm on the date which is two working days before the date of the adjourned meeting) shall be entitled to attend and 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 that time shall be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the meeting.

### Proxies

2. A shareholder is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend and to speak and vote at the meeting. A proxy need not be a shareholder of the Company.

A shareholder 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 that shareholder. Failure to specify the number of shares each proxy appointment relates to or specifying a number which when taken together with the numbers of shares set out in the other proxy appointments is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.

A proxy may only be appointed in accordance with the procedures set out in notes 3 to 5 below and the notes to the proxy form.

The appointment of a proxy will not preclude a shareholder from attending and voting in person at the meeting.

3. A form of proxy is enclosed. When appointing more than one proxy, complete a separate proxy form in relation to each appointment. Additional proxy forms may be obtained by photocopying the proxy form. State clearly on each proxy form the number of shares in relation to which the proxy is appointed.

To be valid, a proxy form must be received by post or (during normal business hours only) by hand at the offices of the Company's registrar, Computershare Investor Services plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, no later than 10.30 am on 25 July 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting).

4. As an alternative to completing the hard copy proxy form, a shareholder may appoint a proxy or proxies electronically by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com). In order to utilise this service you will be requested to enter the meeting Control Number, your shareholder reference number (SRN) and PIN. These details can be found on the hard copy proxy form or contained in the email you have received. For an electronic proxy appointment to be valid, the appointment must be received by the Company's registrar no later than 10.30 am on 25 July 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). Any electronic communication sent by a shareholder to the Company or the Company's registrar which is found to contain a virus will not be accepted by the Company, but every effort will be made by the Company to inform the shareholder of the rejected communication.
5. CREST members who wish to appoint a proxy or proxies for the meeting (or any adjournment of it) 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 voting 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.

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 instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID: 3RA50) no later than 10.30 am on 25 July 2011 (or, if the meeting is adjourned, no later than 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting). 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 Company's registrar 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.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. 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(s), to procure that his or her 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 service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

**Corporate representatives**

6. A shareholder which is a corporation may authorise one or more persons to act as its representative(s) at the meeting. Each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual shareholder, provided that (where there is more than one representative and the vote is otherwise than on a show of hands) they do not do so in relation to the same shares.

**Total voting rights**

7. As at 15 June 2011 (being the last practicable date before the publication of this notice), the Company's issued share capital consists of 55,112,472 ordinary shares of 0.625p each, carrying one vote each. The Company does not hold any ordinary shares in treasury. Therefore, the total voting rights in the Company as at 15 June 2011 are 55,112,472.

**Nominated Persons**

8. Where a copy of this notice is being received by a person who has been nominated to enjoy information rights under Section 146 of the Act ("Nominated Person"):
- (a) the Nominated Person may have a right under an agreement between him/her and the shareholder by whom he/she was nominated, to be appointed, or to have someone else appointed, as a proxy for the meeting; or
  - (b) if the Nominated Person has no such right or does not wish to exercise such right, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

The statement of the rights of shareholders in relation to the appointment of proxies in notes 2 to 5 above does not apply to a Nominated Person. The rights described in such notes can only be exercised by shareholders of the Company.

**Website publication of audit concerns**

9. A shareholder or shareholders who meet the qualification criteria set out in note 10 below may require the Company to publish on its website a statement setting out any matter that such shareholders propose to raise at the meeting relating to either the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the meeting or any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting of the Company in accordance with Section 527 of the Act.

Any such request must:

- (a) identify the statement to which it relates, by either setting out the statement in full or, if supporting a statement requested by another shareholder, clearly identifying the statement which is being supported;
- (b) comply with the requirements set out in note 11 below; and
- (c) be received by the Company at least one week before the meeting.

Where the Company is required to publish such a statement on its website:

- (i) it may not require the shareholders making the request to pay any expenses incurred by the Company in complying with the request;
- (ii) it must forward the statement to the Company's auditors no later than the time when it makes the statement available on the website; and
- (iii) the statement may be dealt with as part of the business of the meeting.

**Note 9 above: qualification criteria and methods of making requests**

10. In order to require the Company to publish audit concerns as set out in note 9, the relevant request must be made by:

- (a) a shareholder or shareholders having a right to vote at the meeting and holding at least 5% of the total voting rights of the Company; or
- (b) at least 100 shareholders having a right to vote at the meeting and holding, on average, at least £100 of paid up share capital.

For information on voting rights, including the total voting rights of the Company, see note 7 above and the website referred to in note 15 below.

11. Any request by a shareholder or shareholders to require the Company to publish audit concerns as set out in note 9:

- (a) may be made either:
  - (i) in hard copy, by sending it to Ground Floor Stella, Windmill Hill Business Park, Whitehill Way, Swindon, Wiltshire SB5 6NX; or
  - (ii) in electronic form, by sending it to tim.mason@synergyhealthplc.com (please state "Synergy Health Plc: AGM" in the subject line of the email);
- (b) must state the full name(s) and address(es) of the shareholder(s); and
- (c) (where the request is made in hard copy form) must be signed by the shareholder(s).

# Notice of Annual General Meeting continued

## Questions at the meeting

12. Shareholders have the right to ask questions at the meeting relating to the business being dealt with at the meeting in accordance with Section 319A of the Act. The Company must answer any such question unless:

- (a) to do so would interfere unduly with the preparation for the meeting or would 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.

## Documents available for inspection

13. The following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the time of the meeting. They will also be available for inspection at the place of the meeting from at least 15 minutes before the meeting until it ends.

- (a) Copies of the service contracts of the executive directors.
- (b) Copies of the letters of appointment of the non-executive directors.
- (c) Copies of the draft rules of the Synergy Health plc Save As You Earn Scheme.

## Biographical details of directors

14. Biographical details of all those directors who are offering themselves for reappointment at the meeting are set out on page 30 of the enclosed annual report and accounts.

## Website providing information about the meeting

15. The information required by Section 311A of the Act to be published in advance of the meeting, which includes the matters set out in this notice and information relating to the voting rights of shareholders, is available at [www.synergyhealthplc.com](http://www.synergyhealthplc.com).

# Financial calendar

<b>AGM</b>	27 July 2011
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## Group results

Interim results announced	November 2011
Full year results announced	June 2012

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## Dividend dates

Interim dividend for 2011 announced	November 2011
Interim dividend for 2011 payable	January 2012

## Group Head Office

Ground Floor Stella  
Windmill Hill Business Park  
Whitehill Way  
Swindon, Wiltshire  
SN5 6NX  
Tel +44 (0) 1793 891880  
Fax +44 (0) 1793 891892

[enquiries@synergyhealthplc.com](mailto:enquiries@synergyhealthplc.com)

## Registrars

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Investor Services plc  
The Pavilions  
Bridgwater Road  
Bristol  
BS99 6ZZ

Helpline 0870 7036273  
[www.computershare.com](http://www.computershare.com)