

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 immediately consult 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 6.00 pm on 26 May 2010, all 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, some of your ordinary shares, you should 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.

SYMPHONY ENVIRONMENTAL TECHNOLOGIES PLC

(Registered in England and Wales with registered number 3676824)

PROPOSED REORGANISATION and NOTICE OF ANNUAL GENERAL MEETING

Your attention is drawn to the letter from the Chairman of Symphony Environmental Technologies PLC which is set out on pages 3 to 8 of this document which contains information in relation to the proposed Reorganisation and your Board's recommendation to vote in favour of the resolutions to be proposed 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 28 May 2010 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 arrive as soon as possible and in any event not later than 10.00 am on 26 May 2010 (or 48 hours before any adjournment of the General Meeting).**

Certain statements contained in this document are or may constitute "forward looking statements". Such forward looking statements involve risks, uncertainties and other factors which may cause the actual results, performance or achievement of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such risks, uncertainties and other factors include, among others, changes in the credit markets, changes in interest rates, legislative and regulatory changes, changes in taxation regimes, and general economic and business conditions, particularly in the United Kingdom.

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EXPECTED TIMETABLE OF EVENTS

| | |
|---|-------------------------|
| Publication of this document | 29 April 2010 |
| Latest time and date for receipt of Proxy Forms | 10.00 am on 26 May 2010 |
| Annual General Meeting | 10.00 am on 28 May 2010 |
| Expected hearing date of the application to confirm the Capital Reduction | 30 June 2010 |
| Effective Date for the Capital Reduction | 1 July 2010 |

Notes:

1. These dates (except those of the receipt of the Proxy Forms and of the Annual General Meeting) are estimates only, being subject to agreement of a hearing date with the Court. 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 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)
Ian Bristow (Finance Director)
Michael Stephen (Commercial Director and Deputy Chairman)
Michael F. Stephens (Technical Director)
Hugo Swire (Non-Executive Director)
Nicolas Clavel (Non-Executive Director)

6 Elstree Gate
Elstree Way
Borehamwood
Hertfordshire
WD6 1JD

29 April 2010

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

Dear Shareholder

Proposed Reorganisation and Notice of Annual General Meeting

Introduction

The Board announced today that the Company intends to restructure the Company's balance sheet and the balance sheets of a number of the Company's subsidiaries by way of intra-Group debt waivers and capital reduction schemes (the "Reorganisation").

The Reorganisation, which will consist of four main phases, is being undertaken in order to simplify the structure of the Group and to eliminate the carried forward losses within the Company's and a number of its subsidiaries' balance sheets by way of intra-Group debt waivers and capital reduction schemes. Following completion of the Reorganisation, any future profits earned by the Company may be made available for distribution, should the Directors, in the future, deem it appropriate to declare and pay dividends. The Directors are also seeking authority from Shareholders to permit the Company to purchase and hold treasury shares (subject to compliance with the Act at the time of such a purchase).

The purpose of this document is to explain the background to and reasons for the Reorganisation, to provide Shareholders with more details on the Reorganisation and to set out why the Directors are unanimously recommending that Shareholders vote in favour of the Resolution relating to the Reorganisation to be proposed at the Annual General Meeting, which will be held at 10.00 am on 28 May 2010.

The notice convening the Annual General Meeting is set out at the end of this document.

Background to, and reasons for, the proposed Reorganisation

The accumulated losses within the Group as a whole are preventing the Company and other members of the Group from paying dividends. Any company which has negative distributable reserves is prohibited under the Act from making distributions to its Shareholders (including the payment of dividends). In order to facilitate the payment of dividends in the future, the Board is therefore proposing to implement the Reorganisation to:

- (i) strengthen the individual balance sheets of the companies within the Group where appropriate;
- (ii) create distributable reserves within the Group where appropriate; and
- (iii) cancel the amount standing to the credit of the Company's share premium account. The reserve arising will be applied in eliminating the accumulated deficit on the Company's profit and loss account and (subject to the protection of creditors) the surplus arising may in the future become available to be treated as a distributable reserve.

At the same time, the Directors are also seeking authority from Shareholders to permit the Company to purchase and hold treasury shares (subject to compliance with the Act and the Company's Articles of Association at the time of such a purchase).

Should the Court confirm the Capital Reduction, future profits of the Company earned after Completion (the date that the Court Order confirming the Capital Reduction is registered by the Registrar of Companies) would be available to use for paying dividends in the future should the Directors deem it appropriate.

The Proposals are conditional upon the passing of the Capital Reduction Resolution set out in the notice of Annual General Meeting set out at the end of this document and the confirmation of the Court. If the Capital Reduction Resolution is not passed and/or the Court confirmation is not obtained, it will not be possible for the Company to make dividend payments for the foreseeable future.

In addition, two of the Company's trading subsidiaries, namely Symphony Plastics Limited and Symphony Environmental Limited, will combine their business under the name of Symphony Environmental Limited (to be effected by way of a hive-up) in order to simplify the Group structure.

This will result in the Company having direct ownership of two operating subsidiaries, Symphony Environmental Limited and Symphony Energy Limited.

Further details of the Reorganisation proposals are set out below.

Further details on the Proposed Reorganisation (all figures in rounded thousands)

The Reorganisation will consist of four phases:

- (1) the Capital Reduction;
- (2) various intra-Group debt waivers;
- (3) the hive-up of SEL's business into SPL; and
- (4) a capital reduction in respect of SPL.

Each of the above phases are subject to the Capital Reduction being completed and each phase will be carried out in turn. Further details of each of these phases are set out below.

(1) The Capital Reduction

The first phase involves the cancellation of the amount standing to the credit of the share premium account of the Company, which, as at 28 April 2009, was £13,253,000. In the event that the Capital Reduction Resolution to implement the first phase is passed, and following the implementation of the other phases of the Reorganisation, the Company will have accumulated losses of approximately £12,700,000. The reserve arising on the cancellation of the share premium account will be applied in eliminating the accumulated deficit on the Company's profit and loss account. This will permit the Company to pay dividends or purchase the Company's shares out of future profits should the Directors, in the future, deem it appropriate.

The Capital Reduction Resolution will not involve any reduction in the Company's issued share capital.

If Shareholders pass the Capital Reduction Resolution, it will then be necessary for the Company to seek the Court's confirmation to the Capital Reduction. The Court will be concerned to ensure that the interests of the creditors (who have not already given their consent to the Capital Reduction) of the Company as at the date the Capital Reduction takes effect (the date of the Court Order confirming the Capital Reduction is registered with the Registrar of Companies) are not prejudiced.

The Directors anticipate that the Company will be required to provide creditor protection in the form of an undertaking to the Court to create a special reserve account (which will be treated as if it were share premium account and will therefore be non-distributable) in to which the surplus arising after the elimination of the accumulated deficit on the Company's profit and loss account will be paid. This special reserve account will not be capable of being distributed until all non-consenting creditors of the Company as at the date of the Capital Reduction have been discharged. Alternatively, the Court may instead require that an amount equal to the sums owed to any non-consenting creditors is released from the special reserve into a blocked trust bank account to be held until any non-consenting creditors have been discharged.

The exact nature of the creditor protection required will be determined by the Court.

It is expected that the Court Order confirming the Capital Reduction will be made on or around 30 June 2010, with the Capital Reduction becoming effective on 1 July 2010 (upon the registration of the Court Order with the Registrar of Companies). In the event that the Board believes that the terms required to obtain Court approval are too onerous or are otherwise not in the best interests of the Company then the Board will not proceed with the Capital Reduction and, in consequence, the rest of the Reorganisation will not be completed.

Whilst the passing of the Special Resolution in relation to the Capital Reduction is the first phase of the Reorganisation (and the pre-requisite to the other phases), the Capital Reduction will in fact not take effect until the other phases have been completed.

(2) Elimination of intra-Group debt between the Company, SEL, SPL and SYPL

The second phase of the Reorganisation will involve the write-off of intra-Group debts. For illustrative purposes these will be explained using the balances as at 31 December 2009.

As at 31 December 2009 SEL owed SPL £8,961,000. This sum is to be written-off in full. £4,000,000 of the £8,961,000 has already been provided against in the books of SPL as at 31 December 2009.

As at 31 December 2009 SEL owed the Company £1,121,000. This sum is to be written-off in full.

As at 31 December 2009 SYPL owed the Company £130,000. This sum is to be written-off in full. £130,000 has already been provided against in the books of the Company as at 31 December 2009. SYPL is a dormant subsidiary of SPL and this inter-company debt is the only item remaining on its balance sheet.

As at 31 December 2009 SPL owed the Company £13,465,000. £7,000,000 of the £13,465,000 has already been provided against in the books of the Company as at 31 December 2009. £2,000,000 of this debt will be satisfied by the issue to the Company of 20,000,000 ordinary shares of 1p each in the capital of SPL at a price of 10p per share. The remaining balance of £11,465,000 will then be written-off in full.

The amount of debt that will be written-off by the Company in relation to amounts owed by SEL, SPL and SYPL is approximately £12,700,000 in aggregate. As stated above, the Company has already provided £7,000,000 against intra-Group debt up to the year end 31 December 2009. The effective date for writing-off the inter-company debts will be 28 May 2010 and the exact sums to be written-off at that date will be determined by reference to the management accounts for each of the relevant Group Companies. The transactions within this phase will cancel each other out on consolidation and will have no material effect on the reported results of the Group as a whole.

(3) Hive-up of SEL's business and assets into SPL

Once the debt write-offs have taken place, the third phase of the Reorganisation will be to hive-up SEL's business and assets into SPL thereby creating a single trading company out of the two.

All of the assets and liabilities of SEL will be transferred to SPL by way of an intra-group hive-up. The assets will be transferred at their book values less the value of all of the liabilities assumed by SPL as a result of the hive-up. The price payable by SPL in respect of the net book value of the transferring assets will be left as a debt due on inter-company account owed by SPL to SEL. This debt will be immediately satisfied by the payment of a dividend by SEL to SPL sufficient to cover the amount of the inter-company payment arising as a result of the hive up.

As at the date of this document consents to the hive-up have been requested from SEL's secured creditors, HSBC Bank PLC and Davenham Trade Finance Limited. Neither of these creditors have, at the date of this document, given their consent.

The effective date of the hive-up will be 31 May 2010. On completion of the hive-up, SPL will change its name to Symphony Environmental Limited and all SEL trading will be undertaken by this company from 1 June 2010 onwards. The hive-up will involve the transfer of assets with a net book value of approximately £2,950,000 and the consideration will be satisfied in the manner described above. The transactions within this phase will cancel each other out on consolidation and will have no material effect on the reported results of the Group as a whole.

(4) Share capital reduction of SPL

The fourth phase of the Reorganisation will involve a capital reduction in SPL in order to eliminate the retained losses in that company's balance sheet.

This phase will involve SPL cancelling its share premium account and reducing a proportion of its issued share capital. The procedure will involve a special resolution being passed by the members of SPL and its directors signing a solvency statement in the form required by the Act. This procedure is only available for private limited companies and not those companies listed on any regulated exchange, including AIM. Following completion of the capital reduction, SPL will have cancelled its accumulated losses and will be in a position to pay dividends to the Company in the future (if the directors of SPL and the Company respectively consider it appropriate).

As at 31 December 2009, SPL had an issued share capital of £216,000 and a share premium account of £756,000. The debt capitalisation, see (2) above, totalling £2,000,000 will increase SPL's issued share capital to £416,000 and the share premium account to £2,556,000. The Directors propose to cancel the share premium account in full together with £396,000 of the share capital.

This phase will have an effective date of 31 May 2010. The transaction within this phase will cancel out on consolidation and will have no material effect on the reported results of the Group as a whole.

Impact of the Reorganisation

The Group structure following the Reorganisation will comprise Symphony Environmental Technologies PLC as the Group's holding company and this company will wholly own two operating subsidiaries, Symphony Environmental Limited (formerly SPL) and Symphony Energy Limited. The Company formerly known as Symphony Environmental Limited will remain a dormant subsidiary for the foreseeable future.

The Reorganisation will have a neutral effect on the reported consolidated Group net asset position, save for the costs of the Reorganisation which are anticipated to be approximately £80,000. The Group will also have a simpler operating infrastructure. The Board considers the Reorganisation to be in the best interests of the Company.

Summary balance sheets as at 31 December 2009, pro-forma balance sheets post Reorganisation and reconciliations

The following tables show the net asset totals for each Group company separating out inter-company balances as at 31 December 2009 (summary balance sheets), together with, for illustrative purposes, what those balance sheets at 31 December 2009 would comprise of in summary once the Reorganisation has been fully completed. This is then reconciled for each company to shareholder funds and the profit and loss accounts.

Summary balance sheets as at 31 December 2009

| £'000 | Company | SPL | SEL | SYPL | SENL | Consolidated |
|---|--------------|----------------|----------------|--------------|--------------|--------------|
| Net assets excluding inter-company debt (Note 1) | (68) | (185) | 1,998 | – | 198 | 1,793 |
| Inter-companies payable | (4) | (13,505) | (10,082) | (130) | (950) | – |
| Inter-companies receivable | 7,586 | 4,961 | 950 | – | 44 | – |
| Net assets | 7,514 | (8,729) | (7,134) | (130) | (708) | 1,793 |
| Share capital (Note 2) | 1,165 | 216 | – | – | – | 1,165 |
| Share premium account (Note 2) | 13,253 | 756 | – | – | – | 13,253 |
| Merger reserve | – | – | – | – | – | 822 |
| Profit and loss account | (6,904) | (9,701) | (7,134) | (130) | (708) | (13,447) |
| | 7,514 | (8,729) | (7,134) | (130) | (708) | 1,793 |
| Memorandum | | | | | | |
| Inter-company debts provided for | 7,130 | 4,000 | – | – | – | – |

Notes:

1. Within the assets of the Company is a £150,000 investment in SPL which is removed on consolidation.
2. The share capital and share premium of SPL is removed on consolidation.

Summary pro-forma balance sheets after Reorganisation

| £'000 | Company | SPL | SEL | SYPL | SENL | Consolidated |
|---|--------------|--------------|----------|----------|--------------|--------------|
| Net assets excluding inter-company debt (Note 1) | 1,932 | 1,813 | – | – | 198 | 1,793 |
| Inter-companies payable | (4) | (40) | – | – | (950) | – |
| Inter-companies receivable | – | 950 | – | – | 44 | – |
| Net assets | 1,928 | 2,723 | – | – | (708) | 1,793 |
| Share capital (Note 2) | 1,165 | 20 | – | – | – | 1,165 |
| Share premium account | – | – | – | – | – | – |
| Special reserve (Note 3) | 763 | – | – | – | – | 763 |
| Merger reserve (Note 2) | – | – | – | – | – | 20 |
| Profit and loss account (Note 1) | – | 2,703 | – | – | (708) | (155) |
| | 1,928 | 2,723 | – | – | (708) | 1,793 |

Notes:

1. Within the assets of the Company is a £2,150,000 investment in SPL which is removed on consolidation against the profit and loss account.
2. The share capital of SPL is removed on consolidation and is reflected in the merger reserve.
3. Special reserve created at date of the Company's Capital Reduction. See paragraph 1 above "Court approved share capital reduction of the Company".

Reconciliation of net assets/shareholders funds

| £'000 | Company | SPL | SEL | SYPL | SENL | Consolidated |
|----------------------------|--------------|----------------|----------------|--------------|--------------|--------------|
| Opening net assets | 7,514 | (8,729) | (7,134) | (130) | (708) | 1,793 |
| Debt waivers | (5,586) | 6,504 | 10,082 | 130 | – | – |
| Debt for equity swap | – | 2,000 | – | – | – | – |
| Hive up | – | 2,948 | (2,948) | – | – | – |
| Proforma net assets | 1,928 | 2,723 | – | – | (708) | 1,793 |

Reconciliation of profit and loss accounts

| £'000 | Company | SPL | SEL | SYPL | SENL | Consolidated |
|--|----------------|----------------|----------------|--------------|--------------|-----------------|
| Opening profit and loss account | (6,904) | (9,701) | (7,134) | (130) | (708) | (13,447) |
| Debt waivers | (5,586) | 6,504 | 10,082 | 130 | – | – |
| Hive up | – | 2,948 | (2,948) | – | – | – |
| Capital reductions | 13,253 | 2,952 | – | – | – | 13,253 |
| Release of merger reserve | – | – | – | – | – | 802 |
| Transfer to special reserve | (763) | – | – | – | – | (763) |
| Proforma profit and loss account (see note 1 above) | – | 2,703 | – | – | (708) | (155) |

Annual General Meeting (“AGM”) and Resolutions

Information relating to the Annual General Meeting

At the end of this document you will find a notice convening the Annual General Meeting of the Company which is to be held at 10.00am on 28 May 2010 at the Company’s office at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD.

At the Annual General Meeting, Shareholders will be asked to consider the following resolutions to:

- receive and adopt the financial statements of the Company for the year ended 31 December 2009 together with the reports of the Directors and auditors (the “Accounts”);
- re-elect Directors who retire by rotation in accordance with Articles 96-98 of the Company’s Articles of Association, as directors of the Company;
- reappoint Grant Thornton UK 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;
- approve the Capital Reduction; and
- authorise the Directors 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 4 – The Standard AGM business

These resolutions relate to standard AGM business, dealing with approval of the accounts, re-election of directors who retire by rotation and appointment of the auditors.

Resolution 5 – Authority to issue and allot shares

Resolution 5 gives the Directors the 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 and the conclusion of the next Annual General Meeting of the Company.

Resolution 6 – Authority to disapply pre-emption rights

Resolution 6 suspends the statutory pre-emption rights contained in section 570 of the Act and, if passed, will enable the Directors to allot shares free of this restriction up to a nominal value of £87,363 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 and the conclusion of the next Annual General Meeting of the Company.

Resolution 7 – Capital reduction

Resolution 7 approves the cancellation of the entire share premium account of the Company. As indicated above, the reserve arising on the cancellation will be used to eliminate the accumulated deficit on the Company’s profit and loss account. The Capital Reduction is also subject to confirmation by the Court (as described above).

Resolution 8 – Treasury Shares

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

As the Company’s Articles of Association already authorise the Company to purchase its own shares and do not contain any prohibition on holding shares in treasury, no change to the Articles is required.

Action to be taken

You will find enclosed with this document a Proxy Form for use in connection with the Annual General Meeting. Whether or not you intend to be present at the Annual General Meeting, 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, Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU as soon as possible but in any event not later than 10.00 am on 26 May 2010. 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 Annual General Meeting should you so wish.

In CREST, you may appoint a proxy or proxies by completing and transmitting a CREST Proxy Instruction to Capita Registrars so that it is received by no later than 10.00 am on 26 May 2010. 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 Annual General Meeting in person, if you so wish (and are so entitled). For full details on proxy appointments, see the notes to the Notice of Annual General Meeting set out at the end of this document and the Proxy Form.

Recommendation

The Directors consider the passing of the Resolutions and in particular, those relating to the Reorganisation, 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 Annual General Meeting in respect of their own beneficial holdings of Ordinary Shares amounting, in aggregate, to 17,389,369 Ordinary Shares (representing approximately 14.9% per cent. of the Ordinary Shares in issue at this date of this document).

Yours faithfully

Nirj Deva

Chairman

DEFINITIONS

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

| | |
|---|---|
| “Act” | the Companies Act 2006 |
| “AIM” | the AIM market of the London Stock Exchange |
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company convened for 10.00 am on 28 May 2010 (or any adjournment or postponement thereof), notice of which is set out at the end of this document |
| “Capital Reduction” | the proposed cancellation of the share premium account of the Company, details of which are set out in this document, to be approved by Shareholders passing the Capital Reduction Resolution |
| “Capital Reduction Resolution” | the resolution relating to the Capital Reduction set out at resolution number 7 of the Notice of Annual General Meeting |
| “Company” or “Symphony Environmental Technologies PLC” | Symphony Environmental Technologies PLC (company number 3676824) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD |
| “Completion” | completion of the Capital Reduction |
| “Court” | the High Court of England and Wales |
| “CREST” | 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) |
| “CREST Regulations” | the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended |
| “Directors” or “Board” | the board of directors of the Company or a duly constituted committee thereof |
| “Group” | the Company and its subsidiaries from time to time |
| “London Stock Exchange” | London Stock Exchange plc |
| “Notice of Annual General Meeting” | the notice of Annual General Meeting, set out at the end of this document |
| “Ordinary Shares” | the ordinary shares of 1 pence each in the capital of the Company |
| “Proposals” | the proposals relating to the Reorganisation |
| “Proxy Form” | the Form of Proxy for use in connection with the Annual General Meeting |
| “Reorganisation” | the proposed Group reorganisation and share capital reduction schemes, details of which are set out in this document, to be effected by the passing of the Reorganisation Resolution |
| “Resolutions” | the resolutions set out in the Notice of Annual General Meeting at the end of this document |
| “Shareholders” | holders of Ordinary Shares |
| “Share Option Schemes” | the existing share option schemes of the Company as at the date of this document |
| “Share Premium Account” | the share premium account of the Company |
| “SEL” | Symphony Environmental Limited (company number 3286343) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD |
| “SENL” | Symphony Energy Limited (company number 5711761) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD |
| “SPL” | Symphony Plastics Limited (company number 2967867) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD |
| “SYPL” | Symphony Packaging Limited (company number 3050626) whose registered office is at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD |
| “Euroclear UK & Ireland” | 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 2010 Annual General Meeting of the Company will be held at 6 Elstree Gate, Elstree Way, Borehamwood, Hertfordshire WD6 1JD at 10.00 am on 28 May 2010 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 to 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 2009 together with the reports of the Directors and auditors.
2. TO re-elect Ian Bristow, who retires by rotation in accordance with Articles 96-98 of the Company’s Articles of Association, as a director of the Company.
3. TO re-elect Michael F Stephens, who retires by rotation in accordance with Articles 96-98 of the Company’s Articles of Association, as a director of the Company.
4. TO re-appoint Grant Thornton UK 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.
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 £384,398; and/or

(b) equity securities (as defined in section 560 of the Act) up to an aggregate nominal amount of £384,398 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 and the conclusion of the next Annual General Meeting of the Company, and all previous authorities under section 551 of the Act or section 80 of the Companies Act 1985 (the “1985 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 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 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 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 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 warrants and options over such securities details of which are set out in note 18 to the Accounts; and

(ii) in addition to 6 (b) (i) above, up to an aggregate nominal value of £87,363,

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 or section 95 of the 1985 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 amount standing to the credit of the Company’s share premium account be and is hereby cancelled.

8. THAT the Company be and is hereby generally and unconditionally authorised for the purposes of section 693 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 London Stock Exchange plc of Ordinary Shares of 1p each in the capital of the Company and to either hold such shares in treasury or cancel such shares (as the directors of the Company see fit) provided that:

(a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 5,824,228 (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 (exclusive of tax and expenses).

BY ORDER OF THE BOARD

Ian Bristow FCCA
Company Secretary

6 Elstree Gate,
Elstree Way,
Borehamwood,
Hertfordshire WD6 1JD

29 April 2010

Notes to the Notice of Annual General Meeting:

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 least 48 hours before the date and time fixed for the commencement of the Annual General Meeting (or, if this meeting is adjourned, at least 48 hours prior to the commencement of the adjourned meeting), 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 only appoint a proxy 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 them.

4. You may appoint more than one proxy provided 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.

Appointment of proxy using hard copy Proxy Form

5. The notes to the Proxy Form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the Proxy Form, the form must be:

- (a) completed and signed;
- (b) sent or delivered to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU; and
- (c) received by Capita Registrars 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 holders, 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 Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

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 instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, BR3 4TU.

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 Capita Registrars 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 in person, your proxy appointment will automatically be terminated.