

THIS LETTER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to seek immediately your own financial advice from your stockbroker, bank manager, solicitor, accountant, or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Synchronica plc, please send this letter, 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. However this letter should not be sent to any jurisdiction where to do so might constitute a violation of local securities laws or regulations.

SYNCHRONICA PLC

(Incorporated and registered in England & Wales with Registered Number 03276547)

Directors:

David Mason (*Chairman*)
Angus Dent (*Chief Executive Officer*)
Michael Jackson (*Non-Executive Director*)
Anthony DeChristafaro (*Non-Executive Director*)

Registered Office:

Mount Pleasant House
Lonsdale Gardens
Royal Tunbridge Wells
Kent TN1 1NY

9 January 2012

To holders of ordinary shares

Dear Shareholder,

Announcement of Possible Offer and Rule 2.10 Announcement

As you may have seen in the press or noted from the Company's website, your Board announced on Tuesday, 3 January 2012 that the Company has received an approach from a competitor, Myriad Group AG ("Myriad"), regarding a possible offer by Myriad for the Company. In accordance with Rule 2.12 of the City Code on Takeovers and Mergers (the "Code") we are required to send a copy of Tuesday's announcement to all shareholders and persons with information rights. I therefore enclose a copy of that announcement with this letter.

Also enclosed with this letter is a copy of a further announcement released by the Company on Wednesday, 4 January 2012 in accordance with Rule 2.10 of the Code which provides details of the Company's issued ordinary share capital and disclosure requirements under the Code.

A copy of this letter is also available on the Company's website at www.synchronica.com

I will write to shareholders again if there are further developments that need to be brought to your attention.

Yours faithfully

David Mason
Chairman

Tuesday, 3 January 2012

Synchronica plc

("Synchronica" or "the Company")

Statement re Possible Offer

The Board of Synchronica (AIM: SYNC) (TSX Venture: SYN) announces that it received an approach from a competitor, Myriad Group AG ("Myriad"), regarding a possible offer by Myriad for the Company. The initial approach was rejected, but Myriad has indicated to the Company that they intend to revise the terms of their potential offer and the board of Synchronica considers it appropriate to receive and consider the revised terms before determining whether to terminate discussions.

In accordance with Rule 2.6(a) of the Code, Myriad must, by not later than 5.00 p.m. on 31 January 2012, either announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement will be treated as a statement to which Rule 2.8 of the Code applies. This deadline will only be extended with the consent of the Panel in accordance with Rule 2.6(c) of the Code.

This is an announcement falling under Rule 2.4 of the City Code and does not constitute an announcement of a firm intention to make an offer or to pursue any other transaction under Rule 2.7 of the City Code. Accordingly, Synchronica shareholders are advised that there can be no certainty that a formal offer for Synchronica will be forthcoming.

A further announcement will be made in due course.

For corporate information, please contact:

Synchronica plc +44 (0) 1892 552 720	Chief Executive Officer	Angus Dent
Northland Capital Partners +44 (0) 207 796 8800	Nominated Advisor Corporate Broker	Shane Gallwey; Rod Venables Katie Shelton
Walbrook PR Ltd +44 (0) 20 7933 8780	Media and Analyst Enquiries, UK	Paul McManus paul.mcmanus@walbrookpr.com
TMX Equicom +1 416 815 0700 Ext 290	Media and Analyst Enquiries, North America	Craig MacPhail cmacphail@equicomgroup.com

About Synchronica

Synchronica plc is a leading developer of standards-based, next-generation mobile messaging solutions for mobile operators and device manufacturers. The Company's flagship product - Synchronica Mobile Gateway - provides pre-RCS push email, synchronisation, instant messaging (IM), and social networking services to any mobile phone currently in use. Synchronica's patented transcoding technology uses advanced streaming to

download email attachments and dramatically reduces the consumption of wholesale network bandwidth by as much as 90 per cent.

Synchronica's white-labelled products are licensed by more than 90 mobile operators and eight device manufacturers from emerging and developed markets, delivering mass market messaging services across the entire customer base, providing competitive advantage, diversifying revenues, and reducing churn.

Synchronica is headquartered in the United Kingdom and has a regional presence in Canada, as well as the USA, Hong Kong, Spain, and Dubai. Synchronica also operates dedicated development centres in Germany and the Philippines. A public company, Synchronica is traded on the AIM list of the London Stock Exchange (SYNC) and the Venture Exchange of the Toronto Stock Exchange (SYN). For further information, please visit www.synchronica.com

Wednesday, 4 January 2012

Synchronica plc

("Synchronica" or "the Company")

RULE 2.10 ANNOUNCEMENT

In accordance with Rule 2.10 of the City Code on Takeovers and Mergers ("the Code"), Synchronica plc confirms that at the date of this announcement, it has 158,707,089 Ordinary Shares of 15p each in issue and admitted to trading on the London Stock Exchange under the UK ISIN code GB00B5BPX877.

This announcement is available on the Company's website (www.synchronica.com).

Disclosure requirements of the Code:

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company must make an Opening Position Disclosure following the commencement of the offer period. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of the offeree company. An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period. Relevant persons who deal in the relevant securities of the offeree company prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of the offeree company, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 20 7638 0129.

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