

SYNERGY PHARMACEUTICALS INC.

PROXY FOR ANNUAL MEETING TO BE HELD ON JUNE 12, 2018
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints, Troy Hamilton and Gary G. Gemignani, and each of them, as proxies, each with full power of substitution, to represent and to vote all the shares of common stock of Synergy Pharmaceuticals Inc. (the "Company"), which the undersigned would be entitled to vote, at the Company's Annual Meeting of Stockholders to be held on June 12, 2018 and at any adjournments thereof, subject to the directions indicated on this Proxy Card.

In their discretion, the proxy is authorized to vote upon any other matter that may properly come before the meeting or any adjournments thereof.

THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE SPECIFICATIONS MADE, BUT IF NO CHOICES ARE INDICATED, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE PROPOSALS LISTED BELOW.

IMPORTANT--This Proxy must be signed and dated below.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 12, 2018 at 9:00 a.m. local time at the offices of Sheppard Mullin Richter & Hampton LLP, located at 30 Rockefeller Plaza, New York, New York 10112. The proxy statement and 2017 annual report on Form 10-K are available at www.pstvot.com/synergy2018.

THIS IS YOUR PROXY
YOUR VOTE IS IMPORTANT!

Dear Stockholder:

We cordially invite you to attend the Annual Meeting of Stockholders of Synergy Pharmaceuticals Inc. to be held at the offices of Sheppard Mullin Richter & Hampton LLP, located at 30 Rockefeller Plaza, New York, New York 10112, on Tuesday, June 12, 2018, beginning at 9:00 a.m. local time.

Please read the proxy statement which describes the proposals and presents other important information, and complete, sign and return your proxy promptly in the enclosed envelope.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES LISTED AND FOR PROPOSALS 2, 3, 4, 5 AND 6.

1. Election of Directors

Table with 3 columns: Nominees, FOR, WITHHOLD. Rows include Gary S. Jacob, Troy Hamilton, Melvin K. Spigelman, John P. Brancaccio, Thomas H. Adams, Alan F. Joslyn, Timothy S. Callahan.

2. Approval of advisory vote on executive compensation.

FOR AGAINST ABSTAIN

3. Approval of a three-year frequency for holding an advisory vote on executive compensation.

1 YEAR 2 YEARS 3 YEARS ABSTAIN

4. Proposal to ratify BDO USA, LLP as Synergy's independent registered public accountants for the fiscal year ending December 31, 2018.

FOR AGAINST ABSTAIN

5. Amendment to our Second Amended and Restated Certificate of Incorporation, as amended, to increase the number of shares of common stock authorized for issuance from 400,000,000 to 500,000,000.

FOR AGAINST ABSTAIN

6. Amendment to our 2017 Equity Incentive Plan to increase the number of shares approved from 9,000,000 to 19,400,000.

FOR AGAINST ABSTAIN

Please indicate if you plan to attend this meeting: Yes No

Important: Please sign exactly as name appears on this proxy. When signing as attorney, executor, trustee, guardian, corporate officer, etc., please indicate full title.

Dated: _____, 2018

Signature _____

Signature (Joint Owners) _____

Title _____