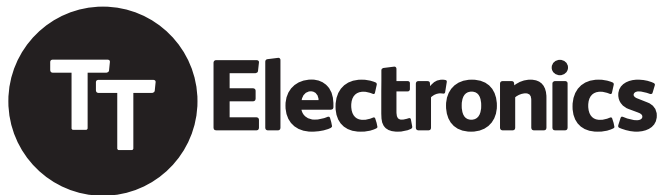


**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other independent professional adviser duly authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your ordinary shares, please pass this document together with the accompanying Form of Proxy to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the ordinary shares.



# Annual General Meeting 2024

## Notice of Meeting and Explanatory Notes

This document contains Notice of the Annual General Meeting of TT Electronics plc (the "Company") to be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD on Friday 10 May 2024 at 11.30am, together with explanatory notes regarding the business of the meeting.

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and recommends that you vote in favour of all the resolutions.

Please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, as soon as possible, and in any event no later than 11.30am on Wednesday 8 May 2024. For further details please see the Notes set out on pages 10 and 11 of this document. Completion and return of the Form of Proxy will not preclude you from attending and voting at the Annual General Meeting in person.

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# Chairman's letter

4 April 2024

Dear Shareholder,

I am pleased to invite you to our Annual General Meeting ("AGM") which we will be holding at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD on Friday 10 May 2024 at 11.30am. The AGM is an important opportunity for the Board of TT Electronics to engage with our shareholders and your vote is, as always, very important to us.

## AGM arrangements and voting

We are looking forward to welcoming shareholders in person at our AGM, and if you plan to join us at the meeting, an attendance card is enclosed and directions to the venue can be found on the last page of this booklet. If you are unable to attend the AGM I would urge you to vote on each of the resolutions set out in this Notice by either:

- i) registering your vote online at [www.sharevote.co.uk](http://www.sharevote.co.uk);
- ii) if you are a CREST member, submitting your proxy through the CREST Electronic Proxy Appointment Service (ID RA19);
- iii) institutional investors may be able to appoint a proxy electronically via the Proximity platform; or
- iv) completing and returning the enclosed Form of Proxy to our registrar,

in each case so it is received no later than 11.30am on Wednesday 8 May 2024. In line with best practice, voting at the AGM will be on a poll, so that every vote is duly recognised.

We are keen to hear all your views, and to answer your questions on the business of the AGM. If you are able to attend the AGM in person you will be able to ask questions during the meeting in the normal way. If you are unable to attend the AGM, you can submit any questions in advance by emailing us at [company.secretary@ttelelectronics.com](mailto:company.secretary@ttelelectronics.com) as soon as possible and before close of business on Friday 3 May 2024. This will enable us to respond to you before the deadline for appointing proxies, so that you can make a fully informed voting decision. Please include your full name and your shareholder reference number in your email.

We encourage you to monitor our website <https://www.ttelelectronics.com/investors/agm-gm/> where we will communicate any changes to the AGM arrangements, should the need arise.

## Board elections and re-elections

After nine years as Chief Executive Officer of TT, Richard Tyson stepped down in October 2023. The Board completed a rigorous recruitment programme (which is detailed on pages 85 and 86 of the 2023 Annual Report), culminating in the appointment of Peter France who joined the Board on 2 October 2023 and will be recommended for election by our shareholders at this AGM.

On 19 March 2024, we announced that Jack Boyer will step down as a Non-Executive Director and the Senior Independent Director at the conclusion of the AGM, at which point Anne Thorburn will succeed Jack as SID. Accordingly, we have not included a resolution in this Notice of Meeting seeking Jack's re-election at the forthcoming AGM. On behalf of the Board, I would like to thank Jack for his invaluable contribution to TT Electronics, the Board and our wider Committee discussions, since joining TT in 2016.

As in previous years, each of the other Board Directors will stand for re-election at this year's AGM. A summary of the skills brought to the Board by the Directors can be found on pages 2 and 3 of this Notice. Following the outcome of the annual evaluation process, I have concluded that all Directors standing for election and re-election continue to be effective and to demonstrate commitment to the role.

## Voting recommendation and results

The Board considers that the resolutions contained in this Notice of Annual General Meeting 2024 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote "FOR" the resolutions as they intend to do in respect of their own beneficial holdings.

The results of voting on all the resolutions will be announced via the Regulatory News Service and published on our website as soon as possible after the end of the AGM.

Yours faithfully,

**Warren Tucker**  
Chairman

# The Board

## Warren Tucker

### Chairman

**Joined:** 2020

**Committees:** Nominations (Chair); Remuneration

**Relevant skills and experience:** Warren has over a decade of non-executive experience, as director and chairman, and he brings an in-depth knowledge of a number of our end-markets. He was a non-executive director of Reckitt Benckiser Group plc from 2010 to 2020, and a non-executive director at the UK Foreign Commonwealth Office from 2015 to 2020 (when it was replaced by the Foreign, Commonwealth and Development Office). As chief financial officer and an executive director of Cobham plc from 2003 to 2013, he has a track record of delivering profitable growth and value creation. He has extensive experience in large multinational organisations across several geographies and industries, including aerospace & defence. He also brings a wide understanding of the UK investment community, strategic growth and the delivery of successful M&A. Warren is a Chartered Accountant and has an MBA from INSEAD.

**Other current appointments:** Non-executive director and chair of the audit committee of Tate & Lyle plc and BCP V Modular Services Holdings Limited (operating globally as Modulaire Group); trustee on the board of Magna Learning Partnership.

## Peter France

### Chief Executive Officer

**Joined:** 2023

**Committees:** Corporate Social Responsibility (Chair); Governance and Risk (Chair)

**Relevant skills and experience:** Peter has a distinguished track record in the industrial engineering and manufacturing sector, following a 28-year career at Rotork plc, of which nine years were spent as CEO. Peter was also CEO of ASCO Group Limited for five years before joining TT. Peter brings a wealth of experience in leading large, complex, global corporations whilst delivering sustainable growth and margin expansion across international engineering businesses.

**Other current appointments:** Non-executive director of Spirax-Sarco Engineering plc.

## Mark Hoad

### Chief Financial Officer

**Joined:** 2015

**Committees:** Governance and Risk

**Relevant skills and experience:** Mark has a deep understanding of finance and operational activities which he has acquired during a career spent in senior finance/management roles with FTSE listed companies including in the aerospace domain. Mark's experience includes several years working in a variety of management roles in Continental Europe and Australia, as well as a strong focus on driving business transformation in the US. Mark has spent the last 25 years working in global industrial businesses and has extensive experience of driving business and functional re-structuring and transformation, M&A, and equity and debt capital markets.

**Other current appointments:** Non-executive director and chair of the audit committee of De La Rue plc

## Alison Wood

### Independent Non-executive Director

**Joined:** 2016

**Committees:** Remuneration (Chair); Audit; Nominations

**Relevant skills and experience:** Alison's background is in leading business development, M&A and strategic planning across blue-chip UK companies, particularly in the Defence sector. In addition, during her time as the Remuneration Committee chair of several FTSE listed companies, she has gained an invaluable insight into the development and execution of remuneration policy, which is a key component of the Company's growth ambitions. Alison was formerly global director corporate development & strategy for National Grid plc and before that, group strategic development director for BAE Systems plc. Alison has previously held non-executive directorships at Cobham plc, e2v technologies plc, BTG plc, THUS plc, Costain Group plc and Capricorn Energy plc.

**Other current appointments:** Non-executive chair of Galliford Try Holdings plc, senior independent director and chair of the Remuneration Committee of Oxford Instruments plc and board advisor for the British Standards Institution (BSI).

**Anne Thorburn**  
**Independent Non-executive Director**

**Joined:** 2019

**Committees:** Audit (Chair); Nominations; Remuneration

**Relevant skills and experience:** Anne has many years of experience gained from board level finance roles in listed international companies, including across life sciences, medical and industrial markets. Anne has particular expertise in financial management, risk, audit and M&A which complements the Company's strategy as it continues to transform. Anne is a member of the Institute of Chartered Accountants in Scotland and has formerly served as chief financial officer of Exova Group plc and group finance director at British Polythene Industries PLC. Anne was formerly a non-executive director of BTG plc.

**Other current appointments:** Senior independent director and chair of the Audit Committee of Diploma PLC, and board member and chair of the audit committee of SPT LabTech Limited.

**Michael Ord**  
**Independent Non-executive Director**

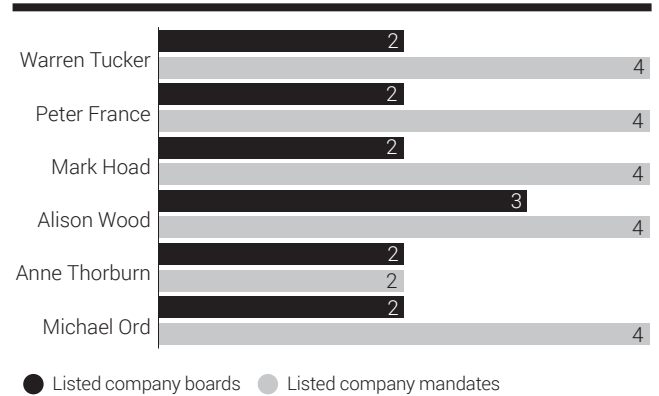
**Joined:** January 2023

**Committees:** Audit; Nominations; Remuneration

**Relevant skills and experience:** Michael is currently Group Chief Executive of Chemring Group plc. During his career spanning almost 20 years at BAE Systems plc, Michael held a number of senior management roles including International Business Director and Managing Director of BAE's Naval Ships and F-35 Joint Strike Fighter businesses. Prior to moving into industry, Michael gained extensive engineering experience in the Navy where he held a number of management roles. Michael's vast experience in engineering and creating innovative solutions within the Aerospace and Defence sector complements the Company's strategic objectives and purpose. Michael is a Chartered Engineer and holds a B.Eng (Hons) in Aeronautical Systems Engineering from Plymouth University. He has also completed post-graduate management studies at Manchester Business School and is a graduate of Harvard Business School's Advanced Management Programme.

**Other current appointments:** Group Chief Executive of Chemring Group plc and member of the Royal Aeronautical Society.

**DIRECTORS' EXTERNAL APPOINTMENTS**



# Notice of Annual General Meeting

## TT Electronics plc

(Incorporated and registered in England and Wales under number 87249)

Notice is hereby given that the Annual General Meeting of TT Electronics plc will be held at the offices of Allen & Overy LLP, One Bishops Square, London, E1 6AD on 10 May 2024 at 11.30am to consider and, if thought fit, pass the following resolutions:

### Ordinary Resolutions

- 1 To receive the Annual report and accounts for the year ended 31 December 2023.
- 2 To approve the Directors' Remuneration report (excluding the overview of the Directors' Remuneration Policy set out on pages 100 to 101 of the report) for the year ended 31 December 2023, as set out on pages 94 to 111 of the 2023 Annual report and accounts.
- 3 To declare a final dividend for the year ended 31 December 2023 of 4.65p per ordinary share, payable on 15 May 2024 to shareholders registered on the Register of Members as at the close of business on 12 April 2024.
- 4 To elect Peter France as a Director.
- 5 To re-elect Warren Tucker as a Director.
- 6 To re-elect Mark Hoad as a Director.
- 7 To re-elect Alison Wood as a Director.
- 8 To re-elect Anne Thorburn as a Director.
- 9 To re-elect Michael Ord as a Director.
- 10 To re-appoint Deloitte LLP as Auditor of the Company.
- 11 To authorise the Audit Committee to determine the Auditor's remuneration.
- 12 That in accordance with section 366 of the Companies Act 2006 the Company and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect are authorised to:
  - (a) make donations to political parties and/or independent election candidates not exceeding £100,000 in total;
  - (b) make donations to political organisations other than political parties not exceeding £100,000 in total; and
  - (c) incur political expenditure not exceeding £100,000 in total,

provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000, during the period beginning with the date of the passing of this resolution and ending at the close of business on 1 July 2025 or, if sooner, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution.

For the purpose of 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 Companies Act 2006.

- 13 To authorise the Directors generally and unconditionally pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £29,576,722 comprising:
  - (a) an aggregate nominal amount of £14,788,361 (whether in connection with the same offer or issue as under (b) below or otherwise); and
  - (b) an aggregate nominal amount of £14,788,361, in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue to holders of ordinary shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be practicable) to the respective number of ordinary shares deemed to be held by them (and to holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of 1 July 2025 and the conclusion of the Annual General Meeting of the Company to be held in 2025, except that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights pursuant to any such offer or agreement as if such authority had not expired.

- 14 That the rules of the TT Electronics plc Long Term Incentive Plan 2024 (the 2024 LTIP), the principal terms of which are summarised in Appendix to this Notice of Annual General Meeting, produced in draft to this meeting and, for the purposes of identification, initialled by the Chair of the meeting, be and are hereby approved and the Directors be authorised to:
  - (a) make such modifications to the 2024 LTIP as they may consider appropriate to take account of the requirements of best practice and for the implementation of the 2024 LTIP and to adopt the 2024 LTIP as so modified and to do all such other acts and things as they may consider appropriate to implement the 2024 LTIP; and
  - (b) establish further plans based on the 2024 LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that

any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the 2024 LTIP.

### Special Resolutions

15 That:

- (a) the Directors be given power:
- (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
  - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,
- in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited to:
- (A) the allotment of equity securities in connection with an offer or issue of equity securities to or in favour of:
    - I. holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
    - II. holders of other equity securities if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities;
- and so that the Directors may make such exclusions or other arrangements as they consider expedient in relation to treasury shares, fractional entitlements, record dates, shares represented by depositary receipts, legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange or any other matter;
- (B) the allotment of equity securities (otherwise than under paragraph (A) above) up to a maximum nominal amount of £4,436,508; and
  - (C) the allotment of equity securities (otherwise than under paragraph (A) and/or (B) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (B) above, such authority to be used only for the purpose of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;
- (b) this power shall expire at the conclusion of the next Annual General Meeting of the Company after the

passing of this resolution or, if earlier, at the close of business on 1 July 2025; and

- (c) the Company may, before this power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

16 That:

- (a) in addition to any authority granted under resolution 15, the Directors be given power:
  - (i) subject to the passing of resolution 13, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on them by that resolution under section 551 of that Act; and
  - (ii) to allot equity securities as defined in section 560(3) of that Act (sale of treasury shares) for cash,

in either case as if section 561 of that Act did not apply to the allotment but this power shall be limited to:

  - (A) the allotment of equity securities up to a maximum nominal amount of £4,436,508, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
  - (B) the allotment of equity securities (otherwise than under paragraph (A) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities from time to time under paragraph (A) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;
- (b) this power shall expire at the conclusion of the next AGM of the Company after the passing of this resolution or, if earlier, at the close of business on 1 July 2025; and
- (c) the Company may, before this power expires, make an offer or enter into an agreement, which would or might require equity securities to be allotted after it expires and the Directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

- 17 That, in accordance with section 701 of the Companies Act 2006, the Company be and is generally and unconditionally authorised to make market purchases (as defined in section 693(4) of that Act) of its ordinary shares of 25 pence each on such terms and in such manner as the Directors may determine, provided that in doing so it:
- (a) purchases no more than 17,746,033 ordinary shares of 25 pence each in aggregate;
  - (b) pays not less than 25 pence (excluding expenses) per ordinary share of 25 pence each; and
  - (c) pays a price per ordinary share that is not more (excluding expenses) per ordinary share than the higher of: (i) 5% above the average of the middle market quotations for the ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately before the day on which it purchases that share; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out.

This authority shall expire on 1 July 2025 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, except that the Company may, if it agrees to purchase ordinary shares under this authority before it expires, complete the purchase wholly or partly after this authority expires.

- 18 To authorise the Directors to call a general meeting of the Company, other than an Annual General Meeting, on not less than 14 clear days' notice.

**Ian Buckley**

Group Company Secretary

Registered Office  
Fourth Floor  
St Andrews House  
West Street  
Woking  
Surrey  
GU21 6EB

4 April 2024



# Explanatory notes to the resolutions

## Resolution 1

### Receipt of the Annual report and accounts

The Directors must present the Company's Annual report and accounts to the AGM.

## Resolution 2

### Approval of the Directors' Remuneration report

Shareholders are asked to approve the Directors' Remuneration report, which comprises the statement by Alison Wood (the Chair of the Remuneration Committee) on pages 94 to 97 of the Annual report and accounts, and the report on Directors' remuneration on pages 98 to 111 of the Annual report and accounts (but excluding the overview of the Directors' Remuneration Policy, set out on pages 100 and 101 of the Annual report and accounts).

The Directors' Remuneration report details payments made to Directors during the year ended 31 December 2023 and other information. As in previous years, this resolution is an advisory vote and does not affect the remuneration paid to any Director.

## Resolution 3

### Declaration of final dividend

The Directors are recommending a final dividend of 4.65p per ordinary share for the year ended 31 December 2023. If approved by shareholders, the final dividend will be paid on 15 May 2024 to shareholders on the register as at close of business on 12 April 2024. Dividends will not be paid to any sanctioned person or to any person who cannot confirm that they have not been sanctioned, if requested to do so.

## Resolution 4

### Election of Director appointed to the Board since the last AGM

Peter France joined the Board on 2 October 2023 and is seeking election by shareholders for the first time. The Board believes that Peter's experience and expertise, as described in his biography on page 2 of this Notice, is of great benefit to the Board and the Company.

## Resolutions 5 to 9

### Re-election of Directors

Each of the Directors referred to in these resolutions will offer himself or herself for re-election at the AGM in accordance with the Company's articles of association and the UK Corporate Governance Code.

The Chairman has confirmed that, following the formal performance evaluation described on pages 86 and 87 of the Annual report and accounts, each Director's performance continues to be effective and to demonstrate commitment to the role. The Senior Independent Non-executive Director has confirmed that the Chairman is an effective Chairman and demonstrates commitment to his role as Chairman.

Biographical details for each Director, including relevant skills and experience that demonstrate why their contribution is, and continues to be, important to the Company's long-term sustainable success, are set out on pages 2 and 3 in this Notice of Meeting and also on pages 70 and 71 of the Annual report and accounts.

## Resolutions 10 and 11

### Re-appointment and remuneration of the Auditor

The Board is proposing the re-appointment of Deloitte LLP as the Company's Auditor, following the recommendation of the Audit Committee. Resolution 11 authorises the Audit Committee to determine the Auditor's remuneration. Deloitte LLP were first appointed as the Company's Auditor at the AGM in 2020, following a competitive tender process.

## Resolution 12

### Authority to make political donations or incur political expenditure

Part 14 of the Companies Act 2006, amongst other things, prohibits the Company and its subsidiaries from making UK political donations or from incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. Aggregate donations made by the Group of £5,000 or less in any 12-month period will not be caught.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure. However, the Companies Act 2006 defines "political party", "political organisation", "political donation" and "political expenditure" widely. For example, bodies, such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught.

Accordingly, and in line with common practice among listed companies, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of the Companies Act 2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations or in political expenditure being incurred.

As permitted under the Companies Act 2006, the resolution covers the Company and extends to all companies which are subsidiaries of the Company at any time the authority is in place. The proposed authority will expire at the next Annual General Meeting of the Company or, if earlier, at close of business on 1 July 2025.

## Resolution 13

### Authority to allot shares

The Companies Act 2006 provides that the Directors may only allot shares if authorised by shareholders to do so. Resolution 13 will, if passed, authorise the Directors to allot new shares up to a maximum nominal amount of £29,576,722, which represents an amount which is approximately equal to two-thirds (66.66%) of the issued share capital of the Company as at 20 March 2024, the latest practicable date prior to the publication of this document.

As provided in paragraph (a) of the resolution, up to half of this authority (equal to one-third of the issued ordinary share capital of the Company) will enable the Directors to allot and issue new shares in whatever manner (subject to pre-emption rights) they see fit. In accordance with the latest institutional guidelines issued by the Investment Association in February

## Explanatory notes to the resolutions continued

2023, paragraph (b) of the resolution provides that the remainder of the authority (equal to a further one-third of the issued share capital of the Company) may only be used in connection with a rights issue or other pre-emptive offer. As paragraph (a) imposes no restrictions on the way the authority may be exercised, it could be used in conjunction with paragraph (b) so as to enable the whole two-thirds authority to be used in connection with a rights issue or other pre-emptive offer.

The authority will expire at the conclusion of the next AGM or, if earlier, the close of business on 1 July 2025. Passing Resolution 13 will ensure that the Directors continue to have the flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new shares. There are no current plans to issue new shares except in connection with employee share schemes.

As at 20 March 2024, the latest practicable date prior to the publication of this document, the Company had 177,460,339 ordinary shares of 25 pence each in issue and no shares were held in treasury.

### **Resolution 14** **The TT Electronics plc Long Term Incentive Plan 2024**

The Company's existing long-term incentive arrangement for the Company's Executive Directors and other selected senior management is the TT Electronics plc Long Term Incentive Plan 2014 (the 2014 LTIP).

Since its approval by shareholders on 9 May 2014, the 2014 LTIP has provided for annual share-based awards ordinarily vesting on their third anniversary of grant following a three-year performance period subject to the participant's continued service and the extent to which performance criteria are met over the performance period.

As the 2014 LTIP's ten-year life shortly expires the Remuneration Committee has concluded that shareholder authority should be sought under Resolution 14 for a new arrangement, the TT Electronics plc Long Term Incentive Plan 2024 (the 2024 LTIP).

The rules of the 2024 LTIP reflect developments in good practice for LTIP design and take forward many of the features of the 2014 LTIP which will close to new awards on 9 May 2024.

The terms of awards granted under the 2024 LTIP to the Company's Executive Directors shall necessarily align with applicable shareholder approved Directors' Remuneration Policy.

A summary of the principal terms of the 2024 LTIP is set out in the Appendix to the Notice.

### **Resolution 15 (Special resolution)** **General authority to disapply pre-emption rights**

At last year's AGM, a special resolution was passed, under sections 570 and 573 of the Companies Act 2006, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders, in line with institutional shareholder guidelines, including the Statement of Principles published by the Pre-Emption Group in 2022 (the "2022 Statement of Principles"). It is proposed that this authority be renewed.

If approved, this resolution, which follows the Pre-emption Group's template resolution, will authorise the Directors, in accordance with the 2022 Statement of Principles, to issue shares in connection with a rights issue or other pre-emptive offer (paragraph (A) of the resolution) and otherwise to issue shares and/or sell treasury shares for cash:

1. for general corporate purposes (under paragraph (B) of the resolution), up to a maximum nominal amount of £4,436,508 (representing approximately 10% of the issued share capital of the Company as at 20 March 2024 (being the latest practicable date prior to publication of this circular)); and
2. for the purposes of making a follow-on offer to existing shareholders (under paragraph (C) of the resolution and as described in the 2022 Statement of Principles), up to an additional aggregate amount equal to 20% of any allotment under paragraph (B) of the resolution. The maximum additional nominal amount that could be issued under paragraph (C) of the resolution (based on the authority under paragraph (B) being used in full) is £887,301 (representing approximately 2% of the issued share capital of the Company as at 20 March 2024).

The total maximum nominal amount of equity securities to which Resolution 15 relates is £5,323,809 (representing approximately 12% of the issued share capital of the Company as at 20 March 2024).

The Directors confirm that, should they exercise this authority, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer, following the expected features as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

Resolution 15 will be proposed as a special resolution to grant this authority until the conclusion of the next AGM or, if earlier, the close of business on 1 July 2025.

### **Resolution 16 (Special resolution)** **Additional authority to disapply pre-emption rights**

Resolution 16 requests further shareholder approval, by way of a separate special resolution in line with the best practice guidance issued by the Pre-Emption Group, for the Directors to allot equity securities and/or sell treasury shares for cash without first being required to offer such securities to existing shareholders. The proposed resolution, which follows the Pre-emption Group's template resolution and reflects the 2022 Statement of Principles, will expire on 1 July 2025 or at the conclusion of the AGM in 2025, whichever is the earlier.

The authority granted by this resolution, if passed, will be limited to the allotment of equity securities and the sale of treasury shares for cash:

1. under paragraph (A) of the resolution, up to an aggregate nominal value of £4,436,508 (representing approximately 10% of the issued share capital of the Company as at 20 March 2024 (being the latest practicable date prior to publication of this circular)), to be used only in connection

with an acquisition or other capital investment of a kind contemplated by the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or has taken place in the preceding 12 month period and is disclosed in the announcement of the allotment; and

2. under paragraph (B) of the resolution, up to an additional aggregate amount equal to 20% of any allotment under paragraph (A) of the resolution, for the purposes of making a follow-on offer to existing shareholders as described in the 2022 Statement of Principles. The maximum additional nominal amount that could be issued under paragraph (B) of the resolution (based on the authority under paragraph (A) being used in full) is £887,301 (representing approximately 2% of the issued share capital of the Company as at 20 March 2024).

The total maximum nominal amount of equity securities to which Resolution 16 relates is £5,323,809 (representing approximately 12% of the issued share capital of the Company as at 20 March 2024).

The Directors confirm that, should they exercise this authority, they intend to follow best practice as regards its use, including: (i) following the shareholder protections in Part 2B of the 2022 Statement of Principles; and (ii) in respect of any follow-on offer following the expected features as set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

The authority granted by this resolution would be in addition to the general authority to disapply pre-emption rights under Resolution 15.

There may be occasions when, in the best interests of the Company, the Directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders and this can be done if the shareholders have first given a limited waiver of their pre-emption rights. Resolutions 15 and 16 ask shareholders to grant this limited waiver.

#### **Resolution 17 (Special resolution) Purchase of own shares by the Company**

If passed, this resolution will grant the Company authority for a period expiring on 1 July 2025 or at the conclusion of the next AGM, whichever is the earlier, to buy its own shares in the market. The resolution limits the number of shares that may be purchased to approximately 10% of the Company's issued share capital as at 20 March 2024, the latest practicable date prior to the publication of this document. The price per ordinary share that the Company may pay is set at a minimum amount (excluding expenses) of 25 pence per ordinary share and a maximum amount (excluding expenses) of the higher of: (i) 5% above the average of the previous five days' middle market prices; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out.

The Directors' present intention is that any shares purchased pursuant to this authority will be cancelled immediately on purchase. Alternatively, the shares may be held in treasury, sold for cash or transferred pursuant to an employee share scheme. The effect of any cancellation would be to reduce the number of shares in issue. For most purposes, while held in treasury, shares are treated as if they have been cancelled (for example, they carry no voting rights and do not rank for dividends). The Directors will only make purchases under this authority if they believe that to do so would result in increased earnings per share and would be in the interests of shareholders generally.

As at 20 March 2024, the latest practicable date prior to the publication of this document, options, DSBP and LTIP awards to subscribe for ordinary shares were outstanding over 5,562,998 ordinary shares of 25 pence each in the Company, representing approximately 3.2% of the issued share capital of the Company at that date. If the full market purchase authority (both existing and sought) were used and the repurchased shares cancelled, shares over which options, DSBP and LTIP awards were outstanding would, as at that date, represent approximately 4.0% of the Company's issued share capital.

#### **Resolution 18 (Special resolution) Notice of general meetings**

In order to preserve its flexibility to call general meetings (other than an Annual General Meeting) on 14 clear days' notice, the Company must offer all shareholders the opportunity to appoint a proxy for its general meetings electronically (via the website of the Company or its registrars) and must obtain the approval of its shareholders by means of a special resolution passed each year. Resolution 18 seeks such approval. It is intended that this flexibility will only be used for non-routine business and where merited in the interests of shareholders as a whole. It is intended that a similar resolution will be proposed at future Annual General Meetings

# Notes

- 1 A shareholder who is an individual is entitled to attend, speak and vote at the meeting or to appoint one or more other persons as his or her proxy to exercise all or any of his or her rights on his or her behalf. Further details of how to appoint a proxy, and the rights of proxies, are given in the paragraphs below. A shareholder that is a company can appoint one or more corporate representatives (such as a director or employee of the company) whose attendance at the meeting is treated as if the company were attending in person, or it can appoint one or more persons as its proxy to exercise all or any of its rights on its behalf. In each case, a person attending the meeting will need to provide the Company or its registrars, Equiniti Limited, with evidence of their identity and, if applicable, their appointment as a corporate representative with authority to vote on behalf of a shareholder.
- 2 A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. To appoint a proxy or proxies shareholders must: (a) submit a proxy appointment electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk); or (b) complete a Form of Proxy, sign it and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such authority, to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; or (c) complete a CREST Proxy Instruction (as set out in paragraph 11 below), in each case so that it is received no later than 11.30am on 8 May 2024. To appoint more than one proxy, you will need to complete a separate Form of Proxy in relation to each appointment. A Form of Proxy for use in connection with the Annual General Meeting is enclosed with this document. Full details of the procedure to submit a proxy electronically are given on the website [www.sharevote.co.uk](http://www.sharevote.co.uk). To use this service, you will need your Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy. If you do not have a Form of Proxy and believe that you should, please visit our Registrars, Equiniti, website at [www.shareview.co.uk](http://www.shareview.co.uk).
- 3 If appointing more than one proxy, you will need to state clearly on each Form of Proxy the number of shares in relation to which the proxy is appointed. A failure to specify the number of shares to which each proxy appointment relates or specifying a number of shares in excess of those held by the shareholder will result in the proxy appointment being invalid.
- 4 The return of a completed Form of Proxy, online proxy appointment, or any CREST/Proxymity Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he or she wishes to do so, save that the holder and his or her proxy may not vote in respect of the same shares. You must inform the Company's registrars in writing of any termination of the authority of a proxy.
- 5 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).
- 6 Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the Annual General Meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
- 7 The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of the shares (and not the Company) on matters relating to their investments in the Company.
- 8 Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company gives notice that only those shareholders included in the register of members of the Company at 6.30pm on 8 May 2024 or, if the meeting is adjourned, in the register of members at 6.30pm on the day which is two days before the day of any adjourned meeting, will be entitled to attend and to vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 6.30pm on 8 May 2024, or, if the meeting is adjourned, in the register of members after 6.30pm on the day which is two days before the day of any adjourned meeting, will be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.
- 9 As at 20 March 2024, the Company's issued share capital comprised 177,460,339 ordinary shares of 25 pence each, with no shares held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 20 March 2024 is 177,460,339.
- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of the meeting by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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.
- 11 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 instruction, 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 Company's agent (ID RA19), by the latest time for receipt of proxy appointments set out in paragraph 2 above. 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 agent 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.

- 12 CREST members and, where applicable, their CREST sponsors, or voting service providers 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 any 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 as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 13 If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:30 am on 8 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
- 14 Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's Report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an Auditor of the Company ceasing to hold office since the previous meeting at which Annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in

complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

- 15 Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or 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. Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chairman.
- 16 You may not use any electronic address provided in this Notice, or any related documents including the Form of Proxy, to communicate with the Company for any purposes other than those expressly stated.
- 17 A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Investor Relations section of the Company's website, [www.ttelectronics.com](http://www.ttelectronics.com).
- 18 All resolutions will be put to vote on a poll. This will result in a more accurate reflection of the views of shareholders by ensuring that every vote is recognised. On a poll, each shareholder has one vote for every share held.

#### Inspection of documents

The following documents will be available for inspection at Fourth Floor, St Andrews House, West Street, Woking, Surrey GU21 6EB during normal business hours from the date of this Notice until the day of the AGM (excluding Saturdays, Sundays and public holidays) and will also be available for inspection at the offices of Allen & Overy LLP, One Bishops Square, London E1 6AD from 15 minutes before the AGM until it ends:

- copies of the Executive Directors' service contracts;
- copies of letters of appointment of the Non-executive Directors; and
- rules of the TT Electronics plc Long Term Incentive Plan 2024

A copy of the rules of the TT Electronics plc Long Term Incentive Plan 2024 will also be available for inspection on the National Storage Mechanism from the date of this Notice of Meeting.

# Appendix

## Summary of principal terms of the TT Electronics plc Long Term Incentive Plan 2024 (the “2024 LTIP”)

### Operation and eligibility

The Remuneration Committee will supervise the operation of the 2024 LTIP (hereinafter the “LTIP”). Any employee (including an Executive Director) of the Company and its subsidiaries will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

The terms of awards granted under the LTIP to the Company's Executive Directors shall necessarily align with applicable shareholder approved Directors' Remuneration Policy.

### Grant of awards

The Remuneration Committee may grant awards to acquire ordinary shares in the Company (“Shares”) as conditional share awards or as nil (or nominal) cost options. The Remuneration Committee may also decide to grant cash-based awards of an equivalent value to share-based awards or to satisfy share-based awards in cash, although it does not currently intend to do so.

The Remuneration Committee may normally grant awards within the period of six weeks following: (i) the date of adoption of the LTIP; (ii) the Company's announcement of its results for any period; or (iii) the lifting of restrictions on dealing in Shares that prevented grant of awards under (i) or (ii). The Committee may also grant awards when there are exceptional circumstances which it considers justifies the granting of awards.

An award may not be granted more than 10 years after the date on which the LTIP is adopted.

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

### Individual limit

An employee may not receive awards in relation to any financial year in respect of Shares having a market value in excess of a reference per cent. of their annual base salary in that financial year. The reference per cent. of their annual base salary for such purposes is matched to the percent. of base salary maximum that applies on the grant date under applicable shareholder approved Directors' Remuneration Policy in respect of Executive Director participation.

Market value for such purposes shall be based on the market value of Shares on the dealing day immediately preceding the grant of an award (or such other basis (for example using an averaging period) as the Committee determines appropriate).

At the discretion of the Committee recruitment related 'buyout' awards may be disregarded for the purposes of the LTIP's individual limit to such extent (if any) as the Committee considers appropriate.

### Extent of vesting

The extent of vesting of awards may be subject to performance conditions set by the Remuneration Committee (performance share awards to Executive Directors under current Director's Remuneration Policy are subject to performance conditions).

The Remuneration Committee may vary the performance conditions applying to existing awards if an event has occurred which causes the Remuneration Committee to determine that it would be appropriate to amend the performance conditions, provided the Remuneration Committee considers the varied conditions are fair and reasonable and in the case of awards to Executive Directors of the Company not materially less difficult to satisfy than the original conditions would have been but for the event in question.

### Vesting of awards

Awards shall ordinarily vest on such normal vesting date specified for the award or, if later, when the Remuneration Committee determines the extent to which any performance conditions and/or additional conditions have been satisfied.

The normal vesting date in respect of awards to Executive Directors shall not ordinarily be earlier than the third anniversary of the grant of the award (performance share awards to Executive Directors under current Director's Remuneration Policy have a three year time vesting period).

Where awards are granted in the form of options, once exercisable these will then remain exercisable up until the tenth anniversary of grant (or such shorter period specified by the Remuneration Committee at the time of grant) unless they lapse earlier. Shorter exercise periods shall apply in the case of “good leavers” and/or vesting of awards in connection with corporate events.

### Leaving employment

As a general rule, an award will lapse upon a participant's termination of employment within the Group.

However, if a participant ceases to be an employee of the Group because of death, injury, disability, redundancy, retirement with the agreement of the Remuneration Committee, their employing company or the business for which they work being sold out of the Group or in other circumstances at the discretion of the Remuneration Committee, then their award will normally vest on the normal timetable. The extent to which an award will vest in these situations will depend upon two factors: (i) the extent to which the performance conditions/additional conditions (in each case, if any) have, in the opinion of the Remuneration Committee, been satisfied over the original performance measurement period, and (ii) ordinarily pro-rating of the award to reflect the period spent in service relative to the normal vesting period. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances.

Alternatively, in such “good leaver” circumstances specified above (including in the case of a discretionary good leaver), the Remuneration Committee can decide that the participant's award will vest when they leave, subject to: (i) the performance conditions/additional conditions measured at that time; and (ii) ordinarily pro-rating as described above (including the Remuneration Committee's discretion as described above in respect of pro-rating).

Any holding periods applicable to awards will normally continue to apply to a good leaver's awards, although the Remuneration Committee may choose to relax this requirement at its discretion.

The right to exercise already vested but unexercised awards shall be retained for a short period except in the case of misconduct.

### Corporate events

In the event of a takeover or winding up of the Company (not being an internal corporate reorganisation) all awards will vest early subject to: (i) the extent that the performance conditions/additional conditions (in each case, if any) have been satisfied at that time; and (ii) pro-rating of the awards to reflect the period elapsed into the award's normal vesting period. The Remuneration Committee can decide to pro-rate an award to a lesser extent (including as to nil) if it regards it as appropriate to do so in the circumstances.

In the event of an internal corporate reorganisation, awards will be replaced by equivalent new awards over shares in a new holding company unless the Committee determines otherwise.

In the event of a demerger, special dividend or event which, in the opinion of the Remuneration Committee, would affect the market price of the Shares to a material extent, the Remuneration Committee may decide that awards shall vest early or be adjusted on such basis as considered appropriate.

#### **Holding periods**

The terms of the awards may include that a participant will ordinarily be required to retain their net of tax number of vested Shares (if any) delivered under the LTIP (or the full number of the vested Shares whilst held under an unexercised nil (or nominal) cost option award, where relevant) until the second anniversary of the vesting of the award.

Such post vesting holding periods apply in the case of performance share awards to Executive Directors under current Director's Remuneration Policy.

#### **Dividend equivalents**

The Remuneration Committee may decide that participants will receive a payment (in cash and/or Shares) on or shortly following the vesting/exercise of their awards of an amount equivalent to the dividends that would have been paid on the award's number of vested Shares between the time (or part of the time) when the awards were granted and the time when they vest (or where an award is structured as an option and subject to a holding period, the date of expiry of the holding period or if earlier the exercise of such award). This amount may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends were paid on the Shares subject to their award and then assumed to be reinvested in further Shares.

#### **Override**

Notwithstanding any other provision of the LTIP, and irrespective of whether any performance condition attached to an award has been satisfied, the Committee retains discretion under the LTIP to adjust the level of vesting that would otherwise result (for example, that would otherwise result by reference to formulaic outcomes alone). Such discretion would only be used in exceptional circumstances and for example may include regard to corporate and personal performance.

#### **Malus and clawback**

The Remuneration Committee may apply the LTIP's malus and clawback provisions if, at any point prior to the third anniversary of the date of vesting of an award, it is discovered that there has been a material misstatement of the Company's financial results, an error of calculation (including on account of inaccurate or misleading information) or in the event of serious misconduct, serious reputational damage or corporate failure.

The malus and clawback may be satisfied by way of a reduction in the amount of any future bonus, existing award or future share awards and/or a requirement to make a cash payment.

#### **Participants' rights**

Awards will not confer any shareholder rights until the awards have vested or the options have been exercised, as relevant, and the participants have received their Shares.

#### **Rights attaching to Shares**

Any Shares allotted will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

#### **Variation of capital**

In the event of any variation of the Company's share capital or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, the Remuneration Committee may make such adjustment as it considers appropriate to the number of Shares subject to an award and/or the exercise price payable (if any).

#### **Overall dilution limit**

The LTIP may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar year period, the Company may not issue (or grant rights to issue) more than 10% of the issued ordinary share capital of the Company under the LTIP and any other (executive or otherwise) share incentive plan adopted by the Company.

Treasury shares will count as new issue shares for the purposes of such limit unless institutional investor guidelines cease to require them to count and more generally the LTIP's dilution limits can be changed to such extent at the Committee determines appropriate (which may include removal if relevant) to reflect developments in institutional investor guidelines on the topic of dilution limits.

#### **Amendments**

The Remuneration Committee may, at any time, amend the LTIP in any respect, provided that the prior approval of Shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares (save for amendments pursuant to the aforementioned retained discretion for changes to reflect changes in investor guidelines), the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of Shareholders will not, however, apply to any minor alteration made to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Group. Shareholder approval will also not be required for any amendments to any performance condition applying to an award amended in line with its terms.

#### **Overseas plans**

The shareholder resolutions to approve the LTIP will allow the Board to establish further plans for overseas territories, any such plan to be similar to the LTIP, but modified to take account of local tax, exchange control or securities laws, provided that any shares made available under such further plans are treated as counting against the limits on individual and overall participation in the Plans.

The LTIP includes a US Appendix and a Californian Schedule to govern awards to US employees as relevant.

