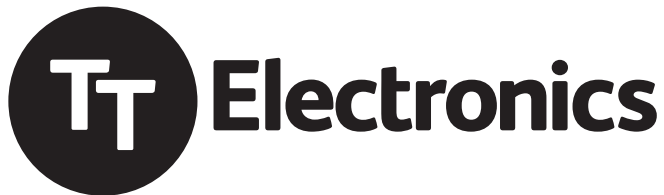


This document is important and requires your immediate attention.

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 2023

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 Tuesday 9 May 2023 at 4.00pm, 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 4.00pm on Sunday 7 May 2023. For further details please see the Notes set out on pages 10 to 12 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

5 April 2023

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 Tuesday 9 May 2023 at 4.00pm. 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;
- ii) if you are a CREST member, submitting your proxy through the CREST Electronic Proxy Appointment Service (ID RA19); or
- iii) completing and returning the enclosed Form of Proxy to our registrar,

in each case so it is received no later than 4.00pm on 7 May 2023. 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 in person, you can submit any questions in advance by emailing us at company.secretary@ttelelectronics.com as soon as possible and before close of business on Friday 28 April 2023. 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.

Director elections and re-elections

In January 2023 we announced that Wendy McMillan and Michael Ord had been appointed to the Board as non-executive directors with effect from 16 January 2023. The Board recognises both Mick and Wendy's extensive experience in working within TT's markets and are pleased to recommend their election by our shareholders at this AGM. 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 re-election continue to be effective and to demonstrate commitment to the role.

Disapplication of pre-emption rights

Shareholders will recall from previous years that, as is common practice for listed companies, we request annual shareholder authorities to disapply pre-emption rights, limited in line with best practice guidance issued by the Pre-Emption Group ("PEG"). PEG published a revised Statement of Principles in November 2022, which includes an increase in the recommended limit on the disapplication of pre-emption rights and so, this year, we are seeking revised authorities (in Resolutions 17 and 18), which reflect PEG's updated guidance. The Board has no current plans regarding non-pre-emptive issues but considers it to be in the best interests of shareholders to retain flexibility in the management of the Company's capital base in line with the latest guidance. Further explanation is included on pages 8 and 9.

Voting recommendation and results

The Board considers that the resolutions contained in this Notice of Annual General Meeting 2023 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.

Richard Tyson Chief Executive Officer

Joined: 2014

Committees: People, Social, Environmental and Ethics (Chair), Risk (Chair)

Relevant skills and experience: Richard has developed an extensive portfolio of leadership, managerial and operational capabilities over a 30-year career with a range of leading electronics manufacturing companies in advanced technology industry sectors. Richard has significant experience of leading large, complex, global engineering and manufacturing businesses and transforming them into higher growth, higher quality entities through organic action and portfolio change. As well as driving growth and innovation in high technology businesses Richard has led more than 15 acquisition or divestment transactions with successful transition and integration experience. Additionally, Richard has worked in all tiers of the value chain in these industries with extensive knowledge of global manufacturing and supply chain operations. Richard is a member of the Manufacturing Council of the CBI.

Other current appointments: Non-executive director of Videndum plc and Governor of St Swithun's Independent School for Girls in Hampshire.

Mark Hoad Chief Financial Officer

Joined: 2015

Committees: 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 of De La Rue plc

Jack Boyer, OBE Senior Independent Non-executive Director

Joined: 2016

Committees: Audit, Nominations, Remuneration, People, Social, Environmental and Ethics

Relevant skills and experience: Jack has a background in corporate finance, investment and M&A, which he has applied in bringing a number of business ventures through to operational maturity in the engineering, telecommunications and biotechnology sectors. Jack's extensive experience of innovation and the exploitation of technology, in the private sector and through working with Government bodies, are highly relevant given the Company's transformational agenda. Awarded an OBE in 2015 for services to science and engineering, Jack was formerly a non-executive director of Mitie Group plc, Elcogen Group plc and Laird plc, and chairman of Ilika plc, AIM-listed Seeing Machines Limited and the Academies Enterprise Trust. He was also an investment banker at Goldman Sachs and strategy consultant at Bain & Co.

Other current appointments: Non-executive director of Ricardo plc, Chair of the University of Bristol, non-executive director of the Department of Education and Member of the Board of the Henry Royce Institute for Advanced Materials.

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 non-executive director of the British Standards Institution (BSI).

Anne Thorburn
Independent Non-executive Director

Joined: 2019

Committees: Audit (Chair), Nominations

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.

Wendy McMillan
Independent Non-executive Director

Joined: January 2023

Committees: Audit, Nominations

Relevant skills and experience: Wendy is a Divisional Chief Executive in the Safety Sector at Halma plc, where she also sits on the Executive Board. Prior to Halma she held a range of leadership roles with a focus on growth and transformation at Dyson, Arqiva and BT. Wendy's outstanding experience in delivering organic growth and long-term value, as well as leading acquisitions and driving sustainability, is well-suited to TT's current and future strategic plans. She was also an independent non-executive director for the Industry and Parliament Trust and her early career was spent as a strategy consultant at Bain & Company. Wendy holds a Masters in Engineering, Economics and Management from Oxford University and has an MBA from INSEAD.

Other current appointments: Chief Executive of Safety Sector, Halma plc

Michael Ord
Independent Non-executive Director

Joined: January 2023

Committees: Nominations, Remuneration

Relevant skills and experience: Mick is currently Group Chief Executive of Chemring plc. During his career spanning almost 20 years at BAE Systems plc, Mick 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, Mick gained extensive engineering experience in the Navy where he held a number of management roles. Mick's vast experience in engineering and creating innovative solutions within the Aerospace and Defence sector complements the Company's strategic objectives and purpose. Mick 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 plc and member of the Royal Aeronautical Society.

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 9 May 2023 at 4.00pm 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 2022.
- 2 To approve the Directors' Remuneration report (excluding the Directors' Remuneration Policy set out on pages 106 to 121 of the report) for the year ended 31 December 2022, as set out on pages 101 to 135 of the 2022 Annual report and accounts.
- 3 To approve the Directors' Remuneration Policy set out on pages 106 to 121 of the Directors' Remuneration report for the year ended 31 December 2022.
- 4 To declare a final dividend for the year ended 31 December 2022 of 4.3p per ordinary share, payable on 26 May 2023 to shareholders registered on the Register of Members as at the close of business on 28 April 2023.
- 5 To elect Wendy McMillan as a Director.
- 6 To elect Michael Ord as a Director.
- 7 To re-elect Warren Tucker as a Director.
- 8 To re-elect Richard Tyson as a Director.
- 9 To re-elect Mark Hoad as a Director.
- 10 To re-elect Jack Boyer as a Director.
- 11 To re-elect Alison Wood as a Director.
- 12 To re-elect Anne Thorburn as a Director.
- 13 To re-appoint Deloitte LLP as Auditor of the Company.
- 14 To authorise the Audit Committee to determine the Auditor's remuneration.
- 15 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,
- 16 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 £29,422,260 comprising:
 - (a) an aggregate nominal amount of £14,711,130 (whether in connection with the same offer or issue as under (b) below or otherwise); and
 - (b) an aggregate nominal amount of £14,711,130, in the form of equity securities (as defined in section 560 of the Companies Act 2006) in connection with an offer or issue by way of rights, open for acceptance for a period fixed by the Directors, 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.

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 2024 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.

This authority shall expire (unless renewed, varied or revoked by the Company in general meeting) on the earlier of 1 July 2024 and the conclusion of the Annual General Meeting of the Company to be held in 2024, 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.

Special Resolutions

17 That:

- (a) the Directors be given power:
- (i) subject to the passing of resolution 16, 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 pursuant to the authority granted under resolution 16 and/or by virtue of section 560(3) of the Companies Act 2006 (in each case otherwise than under paragraph (A) above) up to a maximum nominal amount of £4,413,339; and
 - (C) the allotment of equity securities pursuant to the authority granted under resolution 16 and/or by virtue of section 560(3) of the Companies Act 2006 (in each case 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 2024; 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.

18 That:

- (a) in addition to any authority granted under resolution 17, the Directors be given power:
- (i) subject to the passing of resolution 16, 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 £4,413,339, 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 2024; 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.
- 19 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 17,653,356 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 2024 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.

- 20 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.

Lynton Boardman

Group Company Secretary

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

5 April 2023

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 101 to 105 of the Annual report and accounts, and the report on Directors' remuneration on pages 122 to 135 of the Annual report and accounts (but excluding the Directors' Remuneration Policy, set out on pages 106 to 121 of the Annual report and accounts, for which separate shareholder approval is being sought (see Resolution 3)).

The Directors' Remuneration report details payments made to Directors during the year ended 31 December 2022 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

Approval of the Directors' Remuneration Policy

Resolution 3 is the approval of the Directors' Remuneration Policy which was last approved by shareholders at the 2020 AGM. The Policy sets out the parameters under which future payments by way of remuneration or for loss of office may be made to Directors and will be subject to a binding shareholder vote every three years (or sooner if changes to the Policy are proposed at an earlier date).

The proposed Directors' Remuneration Policy is set out on pages 106 to 121 of the Annual report and accounts. Information about the shareholder consultation process regarding the new Policy can be found on page 106 of the Annual report and accounts.

All remuneration payments made to Directors (and, if applicable, former directors) must be made in accordance with the Directors' Remuneration Policy, unless a payment has been separately approved by shareholders. If approved, the Directors' Remuneration Policy will take effect from the end of the Annual General Meeting. If the Company wishes to change the Directors' Remuneration Policy or depart from it, shareholders will be required to approve the revised Directors' Remuneration Policy or relevant proposal before it is implemented.

Resolution 4

Declaration of final dividend

The Directors are recommending a final dividend of 4.3p per ordinary share for the year ended 31 December 2022. If approved by shareholders, the final dividend will be paid on 26 May 2023 to shareholders on the register as at close of business on 28 April 2023. 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.

Resolutions 5 and 6

Election of Directors appointed to the Board since the last AGM

Wendy McMillan and Michael Ord joined the Board on 16 January 2023 and are both seeking election by shareholders for the first time. The Board believes that both Directors' experience and expertise, as described in their biographies on page 3 of this Notice, are of great benefit to the Board and the Company.

Resolutions 7 to 12

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 93 and 94 of the Annual report and accounts, each Director's performance continues to be effective and to demonstrate commitment to the role. Jack Boyer, in his capacity as 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 78 to 80 of the Annual report and accounts.

Resolutions 13 and 14

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 14 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 15

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.

Explanatory notes to the resolutions continued

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 2024.

Resolution 16 **Authority to allot shares**

The Companies Act 2006 provides that the Directors may only allot shares if authorised by shareholders to do so. Resolution 16 will, if passed, authorise the Directors to allot new shares up to a maximum nominal amount of £29,422,260, which represents an amount which is approximately equal to two-thirds (66.66%) of the issued share capital of the Company as at 23 March 2023, 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. 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. 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.

The authority will expire at the conclusion of the next AGM or, if earlier, the close of business on 1 July 2024. Passing Resolution 16 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 23 March 2023, the latest practicable date prior to the publication of this document, the Company had 176,533,568 ordinary shares of 25 pence each in issue and no shares were held in treasury.

Resolution 17 (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. It is proposed that this authority be renewed and enhanced in line with the latest institutional shareholder guidelines, including the revised Statement of Principles published by the Pre-Emption Group on 4 November 2022 (the “2022 Statement of Principles”).

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 £4,413,339 (representing approximately 10% of the issued share capital of the Company as at 23 March 2023 (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 £882,667 (representing approximately 2% of the issued share capital of the Company as at 23 March 2023).

The total maximum nominal amount of equity securities to which Resolution 17 relates is £5,296,006 (representing approximately 12% of the issued share capital of the Company as at 23 March 2023).

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 set out in paragraph 3 of Part 2B of the 2022 Statement of Principles.

Resolution 17 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 2024.

Resolution 18 (Special resolution)**Additional authority to disapply pre-emption rights**

Resolution 18 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 2024 or at the conclusion of the AGM in 2024, 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 £4,413,339 (representing approximately 10% of the issued share capital of the Company as at 23 March 2023 (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 £882,667 (representing approximately 2% of the issued share capital of the Company as at 23 March 2023).

The total maximum nominal amount of equity securities to which Resolution 18 relates is £5,296,006 (representing approximately 12% of the issued share capital of the Company as at 23 March 2023).

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) following the expected features of a follow-on offer 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 17.

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 17 and 18 ask shareholders to grant this limited waiver.

Resolution 19 (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 2024 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 23 March 2023, 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 23 March 2023, the latest practicable date prior to the publication of this document, options, DSBP and LTIP awards to subscribe for ordinary shares were outstanding over 6,848,509 ordinary shares of 25 pence each in the Company, representing approximately 3.9% of the issued share capital of the Company at that date. If the full market purchase authority (both existing and sought) were used in full and the repurchased shares cancelled, shares over which options, DSBP and LTIP awards were outstanding would, as at that date, represent approximately 4.8% of the Company's issued share capital.

Resolution 20 (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 20 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 proxy to exercise all or any of his rights on his 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; 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 4.00pm on 7 May 2023. 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. 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 contact the Company's registrars, Equiniti Limited, on 0371 384 2396 (if calling from outside of the UK, please ensure the country code is used) or at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. Lines are open from 8.30am to 5.30pm, Monday to Friday (except public holidays in England and Wales).
- 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 Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the Annual General Meeting and voting in person if he wishes to do so. 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 and the shareholder by whom he 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 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 7 May 2023 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 7 May 2023, 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 23 March 2023, the Company's issued share capital comprised 176,533,568 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 23 March 2023 is 176,533,568.

- 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). 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 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 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.
- 14 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 Chair.
- 15 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.
- 16 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.
- 17 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.

Notes

continued

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; and
- copies of letters of appointment of the Non-executive Directors.

AGM Information

Date and time

Tuesday 9 May 2023 at 4.00pm

Location

Allen & Overy LLP, One Bishops Square, London, E1 6AD



Travel Information

Nearest tube stations

Liverpool Street, Aldgate, Aldgate East

By foot

From Liverpool Street Station, walk north up Bishopsgate and turn right into Brushfield Street

Accessibility

The venue is easily accessible by wheelchair users and has lift access inside.



TT Electronics plc
Fourth Floor
St Andrews House
West Street
Woking
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GU21 6EB
England