

TT Electronics plc
(the "Company")
Company Number: 87249

Resolutions of the Company passed on 9 May 2023

At the Annual General Meeting of the Company, duly convened and held at One Bishops Square, London E1 6AD on 9 May 2023 at 4.00pm the following resolutions were passed as ordinary and special resolutions.

ORDINARY RESOLUTIONS

Resolution 16:

The Chairman proposed as an ordinary resolution that the Directors be generally and unconditionally authorised, 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.

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.

The resolution was passed on a poll.

SPECIAL RESOLUTIONS

Resolution 17:

The Chairman proposed as a special resolution 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.

The resolution was passed on a poll.

Resolution 18:

The Chairman proposed as a special resolution 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.

The resolution was passed on a poll.

Resolution 19:

The Chairman proposed as a special resolution 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 the Companies Act 2006) 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.

Such 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.

The resolution was passed on a poll.

Resolution 20:

The Chairman proposed as a special resolution that a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice. The resolution was passed on a poll.

I hereby certify the above to be a true extract



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L D Boardman
Group Company Secretary
9 May 2023