



Annual General Meeting

of

Oxford Instruments plc

to be held at the offices of Oxford Instruments plc
Tubney Woods, Abingdon, Oxfordshire OX13 5QX
on Thursday 28 July 2022 at 11am

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Oxford Instruments plc, please forward this document and the accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

We have not provided a hard copy form of proxy for the 2022 Annual General Meeting with this document. You are encouraged to vote online at www.signalshares.com. To register you will need your Investor Code, which can be found on your share certificate or dividend documents. If you are a CREST member, you can register your proxy vote by using the service provided by Euroclear UK & International Limited. To be valid, your proxy vote must be received by no later than 11am on 26 July 2022. Further details are given in the notes to this document on pages 13 to 15. Alternatively, you may request a hard copy proxy form directly from our Registrar (note 5 on page 13 of this document gives details of how to do this), complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Registrar, Link Group, PXS 1, Central Square, 10th Floor, 29 Wellington Street, Leeds, LS1 4DL by no later than 11am on 26 July 2022.

Shareholder letter



Oxford Instruments plc
Tubney Woods, Abingdon,
Oxfordshire OX13 5QX, UK
Tel: +44 (0)1865 393200
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Email: info.oiplc-web@oxinst.com
www.oxinst.com

Registered in England
Company number 775598

28 June 2022

Dear Shareholder,

2022 Annual General Meeting

The Notice of Meeting on pages 4 to 6 sets out the business to be transacted at the Annual General Meeting ("AGM") of Oxford Instruments plc (the "Company"), which is to be held on 28 July 2022 at 11am at our offices at Tubney Woods, Abingdon, Oxfordshire OX13 5QX.

The Board

On 22 September 2021, Nigel Sheinwald was appointed to the Board as a Non-Executive Director. Nigel will stand for election for the first time at the AGM.

In line with best practice, each of the other Directors will retire from office at the AGM and each have agreed to submit himself or herself for re-election by shareholders.

Biographical details of each of the directors (as at the date of the Company's Annual Report and Accounts for the year ended 31 March 2022 (the "Report and Financial Statements 2022")) are given on pages 90 and 91 of the Report and Financial Statements 2022 and a summary of their biographical information together with the reasons for their respective election or re-election, are set out in the explanatory notes to the proposed resolutions set out on pages 7 to 10 of this document.

Having considered the performance of and contribution made by each of the Directors at the relevant time, the Chair remains satisfied that the performance of each Director continues to be effective and that each Director demonstrates commitment to the role and as such we recommend the election or re-election of each Director accordingly. More information on the Board and the Director evaluation process is given on pages 104 and 105 of the Report and Financial Statements 2022.

The Report and Financial Statements 2022 is available on our website at www.oxinst.com/investors. If you have elected to receive a copy of this report by post, it is also enclosed.

Shareholder engagement

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us. If you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company Secretary at AGM@oxinst.com. Key themes arising from the pre-registered questions will be answered by the Board and published on our website prior to or as soon as practicable after the AGM and kept on our website for a period of 30 days.

Voting

In line with our sustainability agenda, personalised proxy forms and attendance cards are not being sent by post to shareholders for the 2022 AGM. As in previous years, you can submit your proxy votes electronically. You will find instructions regarding voting electronically and how to register to do so in note 5 on page 13 of this letter. You may alternatively request a hard copy proxy form directly from our Registrar, Link. Details of how to do this can be found in note 5 on page 13 of this letter. If you are a CREST member, you can register your proxy vote by using the CREST electronic proxy appointment service. To be valid, your proxy vote must be received by no later than 11am on 26 July 2022.

AGM arrangements

We are pleased to invite you to attend the AGM in person this year. However, the health and safety of our employees, shareholders and the wider community remains a primary concern. As such, we will be continuing to monitor the impact of Covid-19, including related Government guidance, ahead of the date of the AGM and, if circumstances change, we may be required to revise the current arrangements for the AGM. We will provide any updates in relation to arrangements for attendance at the AGM on our website. We strongly recommend that shareholders consult our website for any such updates before finalising their plans for attendance at the AGM: <https://www.oxinst.com/investors-content/annual-general-meeting>.

Whether or not you intend to attend in person, you are recommended to submit your proxy voting instructions in advance of the AGM, appointing the chair of the AGM as your proxy, to ensure your vote is counted. If you have Covid-19 or are suffering from symptoms of Covid-19, please do not attend the AGM in person.

Explanatory notes

Explanatory notes on the proposed resolutions to be considered at the AGM are set out on pages 7 to 12 of this document.

Directors' Recommendation

Your Directors believe that all the proposed resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own shareholdings (save in respect of those resolutions in which they are personally interested).

The results of the voting will be posted on the Company's website after the AGM and notified to the London Stock Exchange as required.

Yours faithfully



Neil Carson

Chair

Notice of Annual General Meeting 2022

AGM arrangements continued

Notice is hereby given that the fifty-eighth Annual General Meeting of Oxford Instruments plc (the "Company") will be held at the offices of the Company at Tubney Woods, Abingdon, Oxfordshire OX13 5QX on 28 July 2022 at 11am to consider and, if thought fit, to pass the following resolutions (the "Resolutions"). It is intended to propose Resolutions 15 to 18 (inclusive) as special resolutions. All other Resolutions will be proposed as ordinary resolutions.

- 1) To receive and adopt the annual accounts for the financial year ended 31 March 2022, together with the reports of the Directors and auditor thereon.
- 2) To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31 March 2022 (other than the part containing the Directors' Remuneration Policy), as set out on pages 120 to 123 and 132 to 141 respectively of the Annual Report and Accounts for the year ended 31 March 2022.
- 3) To declare a final dividend of 13.7 pence per share in respect of the year ended 31 March 2022.
- 4) To re-elect Neil Carson as a Director of the Company.
- 5) To re-elect Ian Barkshire as a Director of the Company.
- 6) To re-elect Gavin Hill as a Director of the Company.
- 7) To re-elect Richard Friend as a Director of the Company.
- 8) To elect Nigel Sheinwald as a Director of the Company.
- 9) To re-elect Mary Waldner as a Director of the Company.
- 10) To re-elect Alison Wood as a Director of the Company.
- 11) To re-appoint BDO LLP as auditor of the Company.
- 12) To authorise the Audit and Risk Committee to set the remuneration of the auditor.
- 13) That, in accordance with sections 366 and 367 of the Companies Act 2006 (the "Act"), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised to:
 - (a) make political donations to political parties or to independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
 - (c) incur any political expenditure not exceeding £50,000 in total,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2023), provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000. For the purpose of this Resolution "political donation", "political party", "political organisation" "independent election candidate" and "political expenditure" are to be construed in accordance with sections 363, 364 and 365 of the Act.

- 14) That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
 - (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £961,026 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
 - (b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,922,052 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein 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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2023), (save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired).

15) That, subject to the passing of Resolution 14 set out above, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

(a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by Resolution 14; and

(b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash,

as if Section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

(i) in connection with or pursuant to an offer of or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 14(b), by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein 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 consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and

(ii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any transfer of treasury shares), and otherwise than pursuant to paragraph (i) of this Resolution, up to an aggregate nominal amount of £144,153,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2023), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

16) That, subject to the passing of Resolution 14 above, and in addition to the power given by Resolution 15, the Directors be given power pursuant to sections 570(1) and 573 of the Companies Act 2006 (the "Act") to:

(a) allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of that Resolution 14; and

(b) sell ordinary shares (as defined in section 560(1) of the Act) held by the Company as treasury shares for cash,

as if section 561 of the Act did not apply to any such allotment or sale, provided that this power shall be:

(i) limited to the allotment of equity securities for cash and the sale of treasury shares, up to an aggregate nominal amount of £144,153; and

(ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months of the original transaction) a transaction which the Directors have determined 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2023), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

Notice of Annual General Meeting 2022 continued

AGM arrangements continued

- 17) That the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 5,766,156, representing approximately 10% of the issued ordinary share capital as 30 May 2022;
 - (b) the minimum price that may be paid for each ordinary share is 5p which amount shall be exclusive of expenses, if any;
 - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
 - (i) 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
 - (ii) 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 venues where the purchase is carried out;
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2023 (or, if earlier, on 30 September 2023); and
 - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
- 18) That a general meeting of the Company (other than an annual general meeting) may be called on not less than 14 clear days' notice.

By order of the Board



Sarah Harvey

Company Secretary

28 June 2022

Registered Office: Tubney Woods, Abingdon, Oxfordshire OX13 5QX

Registered in England

Company number 775598

Explanatory notes to the proposed resolutions

Resolutions 1 to 14 will be proposed as ordinary resolutions and more than 50% of the votes cast must support these Resolutions in order for them to be passed. Resolutions 15 to 18 will be proposed as special resolutions and 75% or more of the votes cast must support them in order for these Resolutions to be passed.

The Resolutions to be proposed are explained in further detail below.

1. Resolution 1: To receive the Report and Financial Statements 2022

The Directors of the Company are required to lay the Annual Report and Financial Statements before the shareholders each year at the AGM.

2. Resolution 2: Approval of Directors' Remuneration Report

Resolution 2 is to approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Directors' Remuneration as set out on pages 120 to 123 and 132 to 141 respectively of the Report and Financial Statements 2022. The Directors' Remuneration Report details payments made to Directors during the year ended 31 March 2022 and other information. The vote is advisory and the Directors' entitlement to remuneration is not conditional on Resolution 2 being passed, the binding vote on the Directors' Remuneration Policy having been passed at the AGM of the Company in 2020. For ease of reference, the Directors' Remuneration Policy is repeated in the Directors' Remuneration Report on pages 124 to 131 of the Report and Financial Statements 2022. This Resolution is proposed annually as required by the Companies Act 2006 (the "Act").

3. Resolution 3: To declare a final dividend

The Board has recommended that a final dividend of 13.7 pence per share be paid in respect of the Company's performance in the financial year ended 31 March 2022. If approved at the AGM, this would be paid on 23 August 2022 to shareholders on the Register of Members of the Company at the close of business on 15 July 2022.

4. Resolutions 4 to 10: Re-election and election of Directors

The biographical details of all of the Directors are set out on pages 90 and 91 of the Report and Financial Statements 2022 and a summary, together with reasons for the election and re-election of the Directors of the Company, are given below:

Neil Carson

Chair

Appointed to the Board: December 2018

Executive/Non-Executive: Non-Executive

Committee Membership: Nomination (Chair), Remuneration and Sustainability

Independent: No¹

Skills and experience:

Neil is a former FTSE 100 chief executive. After completing an engineering degree, Neil joined Johnson Matthey in 1980 where he held several senior management positions in the UK and the USA, before taking up the role of Chief Executive Officer from 2004 to 2014. He has a broad industrial outlook and a highly commercial approach with a practical perspective on business. He provides valuable insight based on his former executive position and operational experience and brings a track record of strong operational exposure, familiarity with capital-intensive business and a first-class international perspective on driving value in complex environments and this experience makes him particularly well suited to serving as Chair of the Board. Neil was awarded an OBE for services to the chemical industry in 2016.

Neil's previous non-executive roles include serving as Chairman of TT Electronics plc, Deputy Chairman of TI Fluid Systems plc and as a Non-Executive Director of Paypoint plc and Amec Foster Wheeler plc.

External Appointments:

Non-Executive director, member of the Safety, Environment and Sustainability Committee and Chair of the Remuneration Committee of Shell plc.

Director of The Goldsmiths' Company Charity.

1. Neil was independent upon appointment to the Board, in line with provision 10 of the UK Corporate Governance Code 2018.

Explanatory notes to the proposed resolutions continued

4. Resolutions 4 to 10: Re-election and election of Directors continued

Ian Barkshire

Chief Executive

Appointed to the Board: November 2015

Appointed Chief Executive: May 2016

Executive/Non-Executive: Executive

Independent: No

Skills and experience:

Ian has worked for Oxford Instruments since 1997 in a number of senior leadership roles, including Managing Director, Divisional Head, Group Technical Director and Chief Operating Officer, before taking up the role of Chief Executive in May 2016. Throughout his career, he has driven growth in high technology and innovative companies across a broad range of end markets. In his time at Oxford Instruments he has been involved in developing the group's strategy, acquisition and the direct leadership of a number of the individual operating businesses. The Board believes that Ian's contributions demonstrate that his ongoing appointment as a director remains important to the company's long-term sustainable success.

Ian's previous roles include Senior Principal Scientist at GEC Marconi Materials Technology and Research Fellowships at the University of York. He holds a BSc and DPhil in physics from the University of York, is a Chartered Physicist, a Member of the Institute of Physics and a Fellow of the Royal Academy of Engineering.

Gavin Hill

Chief Financial Officer

Appointed to the Board: May 2016

Executive/Non-Executive: Executive

Independent: No

Skills and experience:

Gavin holds a BA in Economics and Agricultural Economics from the University of Exeter. He is a Chartered Accountant and an Associate Member of the Association of Corporate Treasurers.

Gavin served as Group Finance Director of Synergy Health plc from April 2010 until its successful combination with STERIS Corporation on 3 November 2015. He previously served as Corporate Finance Director of Serco Group plc and has also worked in a variety of regional, corporate and treasury roles with Syngenta AG and AstraZeneca plc. The Board believes that Gavin's ongoing appointment as a Director remains important to the Company's success due to the expertise which he brings.

Professor Sir Richard Friend

Non-Executive Director

Appointed to the Board: September 2014

Executive/Non-Executive: Non-Executive

Committee Membership: Audit & Risk, Nomination, Remuneration and Sustainability

Independent: Yes

Skills and experience:

Professor Sir Richard is in the Department of Physics at the University of Cambridge and has considerable experience both within academia and also the world of business. He has pioneered the physics, materials science and engineering of semiconductor devices made with carbon-based semiconducting polymers. His expertise is reflected in the insights and constructive challenges he brings to the boardroom.

Professor Sir Richard is a Fellow of the Royal Society and of the Royal Academy of Engineering and a Foreign Member of the US National Academy of Engineering and he has previously served as a council member of The Engineering and Physical Sciences Research Council.

External Appointments:

Director of Research at the University of Cambridge, and a Fellow of St. John's College.

Non-Executive Director of Cambridge Photon Technology Limited.

Non-Executive Director of Eight19 Limited.

Non-Executive Director of Helio Display Materials Limited.

Sir Nigel Sheinwald

Non-Executive Director

Appointed to the Board: September 2021

Executive/Non-Executive: Non-Executive

Committee Membership: Audit & Risk, Nomination, Remuneration and Sustainability (Chair)

Independent: Yes

Skills and experience:

Sir Nigel previously served as a British diplomat and has deep knowledge of international politics, strategy, regulation and communication. He holds an MA from Balliol College, University of Oxford, where he is now an Honorary Fellow. He joined the Diplomatic Service in 1976 and served in Brussels, Moscow, Washington and in a wide range of policy roles in London. He served as British Ambassador to the United States (2007-12) and European Union (2000-03) and as Foreign Policy and Defence Adviser to the Prime Minister (2003-7). Since leaving the Diplomatic Service in 2012 he has served on a wide range of corporate and not-for-profit boards. The extensive range of skills and experience that he brings along with his commitment to Oxford Instruments' sustainability agenda is a good fit with the Group's requirements and particularly benefit his role as Chair of the Sustainability Committee.

Sir Nigel was previously a Non-Executive Director and Chair of the Safety, Environment and Sustainability Committee at Royal Dutch Shell plc (now Shell plc).

External Appointments:

Non-Executive Director of Invesco Ltd.

Senior Adviser to Tanium, a cyber security company.

Senior Adviser to the Universal Music Group.

Chair of the Royal Institute of International Affairs (Chatham House).

Visiting Professor at King's College, London.

Mary Waldner

Non-Executive Director

Appointed to the Board: February 2016

Executive/Non-Executive: Non-Executive

Committee Membership: Audit & Risk (Chair), Nomination, Remuneration and Sustainability

Independent: Yes

Skills and experience:

Mary is the Chief Financial Officer of Lloyd's Register, the global professional services company specialising in engineering and technology for the maritime industry. She holds an MA in physics from the University of Oxford and is a Fellow of the Chartered Institute of Management Accountants. She has a broad range of experience in a variety of sectors and an excellent track record of delivery throughout a number of senior financial roles with major public limited companies, which particularly benefits her role as Chair of the Audit & Risk committee.

Mary was previously the Group Finance Director of Ultra Electronics Holdings plc, the Director, Group Finance at QinetiQ Group plc and Group Financial Controller of 3i Group plc. Prior to this, Mary held a number of senior roles at British Airways, General Motors and Vauxhall Motors.

External Appointments:

Chief Financial Officer of Lloyd's Register.

Non-Executive Director of Senior plc.

Explanatory notes to the proposed resolutions continued

4. Resolutions 4 to 10: Re-election and election of Directors continued

Alison Wood

Senior Independent Director

Appointed to the Board: September 2020

Executive/Non-Executive: Non-Executive

Committee Membership: Audit & Risk, Nomination, Remuneration (Chair) and Sustainability

Independent: Yes

Skills and experience:

Alison holds a BA in Engineering, Economics and Management from the University of Oxford and an MBA from Harvard Business School. Her background is in leading business development, M&A and strategic planning across blue-chip UK companies, particularly in the defence sector. She was formerly the Global Director for Corporate Development & Strategy at National Grid plc and before that, Group Strategic Development Director for BAE Systems plc. She is a highly experienced Non-Executive Director and committee chair, with her experience being particularly well suited to her role as Chair of Oxford Instruments' Remuneration Committee.

Alison's previous roles include serving as Senior Independent Director and Remuneration Committee Chair of Costain Group PLC, a Non-Executive director and Remuneration Committee Chair of Cobham plc, Senior Independent Director of e2v plc and a Non-Executive Director of both BTG plc and THUS plc.

External Appointments:

Non-Executive Director and Chair elect of Galliford Try Holdings plc.

Non-Executive Director and Chair of the Remuneration Committee of TT Electronics plc.

Non-Executive Director and Chair of the Remuneration Committee of Capricorn Energy PLC (formerly Cairn Energy PLC).

Senior Independent Director and Chair of the Remuneration Committee of the British Standards Institute.

5. Resolution 11: To re-appoint the auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

The Audit and Risk Committee has reviewed the effectiveness, independence and objectivity of the external auditor, BDO LLP, on behalf of the Board, who, following the recommendation of the Audit and Risk Committee, proposes that BDO LLP be re-appointed as auditor of the Company. The Audit and Risk Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of auditor.

6. Resolution 12: To authorise the Audit and Risk Committee to agree the auditor's remuneration

This Resolution authorises the Audit and Risk Committee of the Board, in accordance with standard practice, to negotiate and agree the remuneration of the auditor.

7. Resolution 13: Political donations and expenditure

The Act prohibits companies from making political donations to UK political organisations or independent candidates, or incurring UK political expenditure, unless authorised by shareholders in advance.

The Company does not make, and does not intend to make, donations to political organisations or independent election candidates, nor does it incur or intend to incur any political expenditure within the ordinary meaning of those words. It is the Company's policy not to make political donations and the Company has no intention of altering this policy. However, the definitions of political donations, political organisations and political expenditure used in the Act are very wide. For example, bodies such as those concerned with policy review or reform, or those representing the business community and special interest groups which the Company and/or its subsidiaries may see benefit in supporting, or activities which are an accepted part of engaging with stakeholders to ensure matters affecting the Group's operations are considered and addressed, but which would not ordinarily be considered as political donations or political expenditure, might be caught.

In common with many other listed companies, the Board considers it prudent to seek shareholder authority to make political donations and to incur political expenditure not exceeding £50,000 in total, to ensure that the Group does not inadvertently breach the legislation. As permitted under the Act, the Resolution covers the Company and extends to all subsidiaries of the Company at any time the authority is in place. If given, this authority will expire at the AGM in 2023 or on 30 September 2023, whichever is earlier.

8. Resolution 14: Authority to allot

Your Directors may allot shares and grant rights to subscribe for shares, or convert any security into shares, only if authorised to do so by shareholders. The authority granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 14 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the AGM in 2023 or on 30 September 2023, whichever is the earlier.

Paragraph (a) of Resolution 14 will allow the Directors to allot ordinary shares up to a maximum nominal amount of £961,026, representing approximately one-third of the Company's existing issued share capital calculated as at 30 May 2022, being the latest practicable date prior to the publication of this notice. In accordance with guidelines issued by the Investment Association, paragraph (b) of Resolution 14 will allow the Directors to allot ordinary shares in connection with a rights issue up to a maximum nominal amount of £1,922,052 (as reduced by allotments under paragraph (a) of Resolution 14). This amount represents (before any reduction) approximately two-thirds of the Company's existing issued share capital calculated as at 30 May 2022.

The Directors have no present intention to exercise this authority. However, if they do exercise the authority, the Directors intend to follow best practice as regards the use of such authority as recommended by the Investment Association. As at the date of this notice, the Company does not hold any shares in treasury.

9. Resolution 15: Disapplication of pre-emption rights

Your Directors require a power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings. The power granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 15 will be proposed as a special resolution to grant such a power.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £144,153 (being approximately 5% of the Company's issued ordinary share capital at 30 May 2022, being the latest practicable date prior to the publication of this notice). If given, this power will expire at the conclusion of the AGM in 2023 or on 30 September 2023, whichever is the earlier.

The figure of 5% reflects the Pre-Emption Group 2015 Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power, in particular they do not intend to allot shares for cash on a non-pre-emptive basis pursuant to this power in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company in any rolling three-year period, without prior consultation with shareholders. This limit excludes any ordinary shares issues pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment contemplated by Resolution 16.

10. Resolution 16: Additional disapplication of pre-emption rights

Your Directors are seeking a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Statement of Principles. The same power granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 16 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £144,153 (being approximately 5% of the Company's issued ordinary share capital at 30 May 2022, being the latest practicable date prior to the publication of this notice). This is in addition to the 5% referred to in Resolution 15. If given, this power will expire at the conclusion of the AGM in 2023 or on 30 September 2023, whichever is the earlier. Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Statement of Principles most recently published prior to the date of this notice) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six month period and is disclosed in the announcement of the issue.

Explanatory notes to the proposed resolutions continued

11. Resolution 17: Authority to purchase own shares

Resolution 17 will be proposed as a special resolution and will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital. The maximum and minimum prices are stated in the Resolution. Your Directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. Your Directors will exercise this authority only if they are satisfied that a purchase would be in the interests of the Company and its shareholders generally and where the Directors (a) expect that such a purchase would result in an increase in earnings per share, (b) consider that the Company has excess cash, and/or (c) determine that it is appropriate to increase the Company's gearing. If given, this authority will expire at the conclusion of the AGM in 2023 or 30 September 2023, whichever is the earlier.

In the event that shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Act, be retained as treasury shares. The Directors believe that the ability to hold purchased shares as treasury shares would give the Company the ability to transfer treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options and awards granted to employees pursuant to the Company's share option schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

As at 30 May 2022 (being the latest practicable date prior to the publication of this notice), the total number of options over shares that were outstanding under all of the Company's share option plans was 877,898, which if exercised would represent 1.5% of the issued share capital of the Company at that date. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent 1.7% of the issued share capital of the Company.

12. Resolution 18: Notice of general meetings

The Act requires the notice period for general meetings of the Company to be at least 21 clear days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Resolution 18 will be proposed as a special resolution to obtain the necessary shareholder approval for that shorter notice period. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The flexibility offered by this Resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting. Please note that in accordance with the Act, in order to be able to call a general meeting on less than 21 clear days' notice, the Company will make a means of electronic voting available to all shareholders for that meeting.

Notes to the Notice of AGM

The following notes explain your general rights as a shareholder and your right to attend and vote at this AGM or to appoint someone else to vote on your behalf.

- 1) To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes a person may cast), shareholders must be registered in the Register of Members of the Company at close of business on 26 July 2022 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned meeting (ignoring non-working days). Changes to the Company's Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 2) Shareholders are entitled to appoint another person as a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. You are encouraged to appoint the chair of the meeting as your proxy as this will ensure that your votes are cast in accordance with your wishes at the AGM if neither you nor any other person you might appoint as your proxy is able to attend the AGM in person.
- 3) A vote withheld is not a vote under English law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
- 4) 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).
- 5) You can register proxy appointments and voting instructions using one of the following methods:
 - by logging on to www.signalshares.com and selecting the "Proxy Voting" link. If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate or dividend confirmation statement), family name and postcode (if resident in the UK);
 - by completing and returning a hard copy proxy form by post or by hand to Link Group, PXS 1, Central Square, 10th Floor, 29 Wellington Street, Leeds, LS1 4DL. You may request a hard copy form of proxy directly from the Registrar, Link Group on tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 - 17:30, Monday to Friday excluding public holidays in England and Wales); or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 7 below.

In each case the proxy appointment and instructions must be received by Link Group by no later than 11am on 26 July 2022. Subject to any Covid-19 related restrictions in place at the time of the AGM, completion of a form of proxy, or other instrument appointing a proxy, or any CREST Proxy Instruction will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

- 6) If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- 7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.

Notes to the Notice of AGM continued

- 8) In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. In order to be valid, the message must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 11am on 26 July 2022. For this purpose, the time of receipt will be taken to mean the time (as determined by the time stamp applied to the message by the CREST application host) from which the issuer'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.
- 9) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. 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 a 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 provider(s) 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.

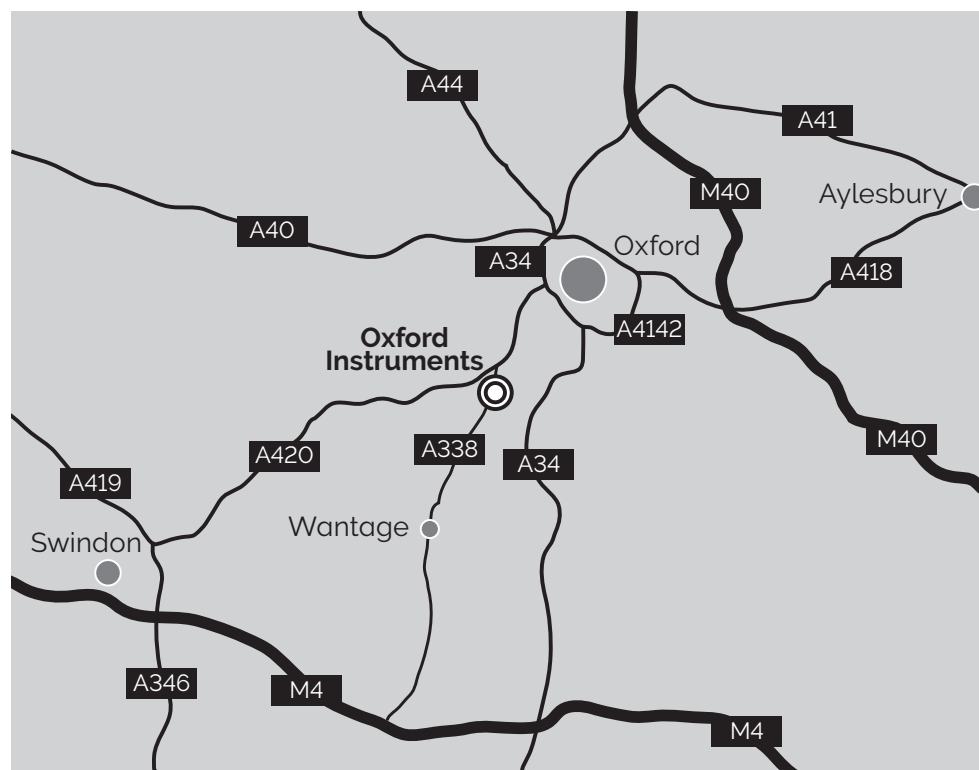
- 10) Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may have a right, under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.

The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.

- 11) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 12) As at 30 May 2022 (being the latest practicable business day prior to the publication of this notice), the Company's ordinary issued share capital consists of 57,661,562 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 30 May 2022 are 57,661,562.
- 13) Under Section 527 of the Act, 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 financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Act (in each case) that the shareholders propose to raise at the relevant meeting. 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 Act. Where the Company is required to place a statement on a website under Section 527 of the Act, 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 AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Act to publish on a website.
- 14) Any shareholder attending the AGM has the right to ask questions. Shareholders may also submit questions in relation to the business of the AGM in advance by email to AGM@oxinst.com before 11am on 26 July 2022. Please also refer to page 2 of this document regarding submitting questions in advance of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

- 15) Copies of the Directors' letters of appointment or service contracts are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this notice until the conclusion of the AGM.
- 16) You may not use any electronic address (within the meaning of Section 333(4) of the Act) provided in either 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) Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
- 18) A copy of this notice, and other information required by Section 311A of the Act, can be found on the Company's website at www.oxinst.com/investors
- 19) We note that international financial sanctions regimes, including those related to the ongoing situation in Ukraine, may constrain the ability of shareholders subject to such sanctions to exercise the rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those votes recognised by the Company. We will continue to monitor this situation, and the Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with applicable law and regulation.

How to get here



From the West: A40 to Witney, then A415 (towards Abingdon), then A420 (towards Oxford). Turn off the A420 onto A338 towards Wantage.

From the South, London and Bristol: M4 to Junction 13, A34 to Botley Interchange, then A420 (towards Swindon). Turn off the A420 onto A338 towards Wantage.

By Rail:

Regular service to Oxford Station, Oxford Parkway or Didcot Parkway. Our offices are a 25 minute taxi ride from each station.

By Bus:

Regular service on the S9 between Oxford (St. Aldates stop H4) and Wantage (Market Place). Bus stop: Tubney, on A338 outside Oxford Instruments.

Find out more online

www.oxinst.com/investors

For more information please email: info.oiplc-web@oxinst.com

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