

Companies Act 2006
(the "Act")
Company Limited by Shares

Oxford Instruments plc (the "Company")
Company number: 00775598

At the annual general meeting of the members of the Company held at the offices of the Company at Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on 28 July 2025 at 11am, Resolutions 1 to 14 (inclusive) were passed as ordinary resolutions and Resolutions 15 to 18 (inclusive) were passed as special resolutions. The following resolutions were passed:

Resolution 1) To receive and adopt the annual accounts for the financial year ended 31 March 2025, together with the reports of the Directors and auditor thereon.

Resolution 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 2025 (other than the part containing the Directors' Remuneration Policy), as set out on pages 119 to 120 and 130 to 139 respectively of the Annual Report and Accounts for the year ended 31 March 2025.

Resolution 3) To declare a final dividend on the ordinary shares of 17.1 pence per ordinary share in respect of the year ended 31 March 2025.

Resolution 4) To re-elect Neil Carson as a Director of the Company.

Resolution 5) To re-elect Richard Tyson as a Director of the Company.

Resolution 6) To elect Paul Fry as a Director of the Company.

Resolution 7) To re-elect Alison Wood as a Director of the Company.

Resolution 8) To re-elect Nigel Sheinwald as a Director of the Company.

Resolution 9) To re-elect Hannah Nichols as a Director of the Company.

Resolution 10) To elect Rowena Innocent as a Director of the Company

Resolution 11) To re-appoint BDO LLP as auditor of the Company.

Resolution 12) To authorise the Audit and Risk Committee to set the remuneration of the auditor.

Resolution 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 2026), 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.

Resolution 14) That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the ‘Companies 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 Companies Act) of £969,323 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this Resolution below in excess of such sum); and
- (b) comprising equity securities (as defined in Section 560 of the Companies Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £1,938,645 (such amount to be reduced by any allotments or grants made under paragraph (a) of this Resolution above) in connection with or pursuant to an offer or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) 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 2026), 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.

Resolution 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 ‘Companies Act’) to:

- (a) allot equity securities (as defined in Section 560 of the Companies 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 Companies Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies 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 apply for equity securities (but in the case of the authorisation granted under Resolution 14(b), by way of a pre-emptive offer or invitation (including a rights issue or open offer) 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;
- (ii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) or paragraph (iii) of this Resolution, up to an aggregate nominal amount of £290,797; and
- (iii) in the case of the authorisation granted under Resolution 14(a) above (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (i) or paragraph (ii) of this Resolution, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) of this Resolution, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2026), 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.

Resolution 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 'Companies Act') to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of Resolution 14; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Companies Act) held by the Company as treasury shares for cash,

as if Section 561 of the Companies 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) up to an aggregate nominal amount of £290,797 and used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors have determined to be either an acquisition or specified 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

- (ii) (otherwise than under paragraph (i) of this Resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) of this Resolution, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2026), 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.

Resolution 17) That the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the 'Companies Act') to make market purchases (within the meaning of Section 693(4) of the Companies 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 5,815,936;
- (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 2026 (or, if earlier, on 30 September 2026); 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.

Resolution 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.

Louise Meads
Company Secretary
28 July 2025