

# 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 transferred all of your shares in Ultra Electronics Holdings plc, please forward this document, together with the accompanying documents, as soon as possible either 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 shares.

## Notice of Annual General Meeting (the "Notice")

Notice is hereby given that the Annual General Meeting (the "AGM") of Ultra Electronics Holdings plc (the "Company") will be held at 10.00 a.m. on 3 May 2019 at 417 Bridport Road, Greenford, Middlesex, UB6 8UA.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

### Resolutions

#### Ordinary resolutions

##### **Resolution 1:**

To receive the Company's Annual Report and Accounts for the financial year ended 31 December 2018.

##### **Resolution 2:**

To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2018.

##### **Resolution 3:**

To declare a final dividend for the financial year ended 31 December 2018 of 37.0p per ordinary share (the "Ordinary Shares"), payable on 9 May 2019 to shareholders on the register of members of the Company at the close of business on 12 April 2019.

##### **Resolution 4:**

To re-elect Mr. M. Broadhurst as a Director of the Company.

##### **Resolution 5:**

To re-elect Ms. G. Gopalan as a Director of the Company.

##### **Resolution 6:**

To re-elect Mr. J. Hirst as a Director of the Company.

##### **Resolution 7:**

To re-elect Ms. V. Hull as a Director of the Company.

##### **Resolution 8:**

To re-elect Sir Robert Walmsley as a Director of the Company.

##### **Resolution 9:**

To re-elect Mr. A. Sharma as a Director of the Company.

##### **Resolution 10:**

To elect Mr. W. Rice as a Director of the Company, who having been appointed since the last AGM, offers himself for election in accordance with the Company's Articles of Association.

##### **Resolution 11:**

To elect Mr. S. Pryce as a Director of the Company, who having been appointed since the last AGM, offers himself for election in accordance with the Company's Articles of Association.

##### **Resolution 12:**

To re-appoint Deloitte LLP as the Company's auditor to hold office from the conclusion of the AGM until the conclusion of the next AGM at which accounts are laid before the Company.

##### **Resolution 13:**

To authorise the Directors to agree the remuneration of the auditor.



## Resolutions (continued)

### Ordinary resolutions (continued)

#### **Resolution 14:**

That, in substitution for any equivalent authorities and powers granted to the Directors prior to the passing of this resolution, the Directors be authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company:

- (a) up to an aggregate nominal amount of £1,180,534.50 (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(1) of the Act) up to a nominal amount of £2,361,068.95 (such amount to be reduced by any allotments or grants made under (a) above) in connection with an offer by way of a rights issue:
  - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make such exclusions or other arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, or the requirements of any relevant regulatory body or stock exchange in, any territory or any other matter,

provided that these authorities (unless previously revoked, varied or extended by the Company in general meeting), shall expire at the conclusion of the next AGM of the Company or on 30 June 2020, whichever is earlier, except that under each authority the Company may at any time before such expiry make an offer or enter into an agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if the relevant authority had not expired.

### Special Resolutions

#### **Resolution 15:**

That, if resolution 14 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell Ordinary Shares 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, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a rights issue only):
  - (i) to holders of Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to holders of other equity securities, as required by the rights of those securities or as the Board otherwise considers necessary and so that the Board may impose any limits or restrictions and any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of any territory or any other matter, and
- (b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares, to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £177,080.15,

such power to apply until the end of the next year's AGM of the Company (or, if earlier, until the close of business on 30 June 2020) but, in each case, during this period the Company may at any time before such expiry make offers, and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

#### **Resolution 16:**

That, if resolution 14 is passed, the Board be given the power in addition to any power granted under resolution 15 to allot equity securities (as defined in the Act) for cash under the authority granted under paragraph (a) of resolution 14 and/or to sell Ordinary Shares 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, such power to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £177,080.15; and
- (b) used only for the purposes of financing 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 or for the purposes of refinancing such a transaction within six months of its taking place,

such power to apply until the end of next year's AGM of the Company (or, if earlier, until the close of business on 30 June 2020) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**Resolution 17:**

That, the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of its Ordinary Shares provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 7,083,207;
- (b) the minimum price which may be paid for an Ordinary Share is 5p per share (exclusive of expenses);
- (c) the maximum price (exclusive of expenses) which may be paid for an Ordinary Share shall be the higher of:
  - (i) an amount equal to 105% of the average market value of an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased;
  - (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the London Stock Exchange Daily Official List at the time the purchase is carried out; and
- (d) this authority (unless previously revoked, varied or extended by the Company in general meeting), shall expire at the conclusion of the next AGM of the Company or on 30 June 2020, whichever is earlier, except that the Company may at any time before such expiry enter into any contract for the purchase of Ordinary Shares which would or might be completed wholly or partly after the expiry of this authority and the Company may purchase Ordinary Shares pursuant to such a contract as if this authority had not expired.

**Resolution 18:**

That a General Meeting, other than an AGM, may be called on not less than 14 clear days' notice.

**By order of the Board**

**Louise Ruppel**, General Counsel and Company Secretary

21 March 2019

Registered Office: 417 Bridport Road, Greenford, Middlesex UB6 8UA

Registered Number: 2830397

## Notes to the Resolutions

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

### **Resolution 1 – Annual Report and Accounts:**

Under section 437 of Act, the Directors of the Company are required to lay before the Company in general meeting copies of its Annual Report and Accounts, not later than the end of the period for filing such Annual Report and Accounts.

### **Resolution 2 – Directors' Remuneration Report:**

In accordance with section 439 of the Act, shareholders are requested to approve the Directors' Remuneration Report. The Directors' Remuneration Report is set out on pages 62 to 77 of the Annual Report and Accounts. Shareholders should note that this vote is advisory only.

The Directors' Remuneration Policy was approved at the 2017 Annual General Meeting and remains unchanged.

### **Resolution 3 – Final Dividend:**

In accordance with the Company's Articles of Association, final dividends require approval from the shareholders and must not exceed the amount recommended by the Directors.

If the resolution is passed, a final dividend of 37.0p for the year ended 31 December 2018 will be paid on 9 May 2019 to shareholders holding Ordinary Shares on the register of members at close of business on 12 April 2019.

### **Resolutions 4 to 11 – Election and Re-election of Directors:**

Biographical details of all the Directors standing for re-election are on pages 44 and 45 of the Annual Report and Accounts.

As outlined on page 46 of the 2018 Annual Report and Accounts Sir Robert Walmsley has been requested to continue as Senior Independent Non-Executive Director until a new Chair of the Audit Committee and a replacement Senior Independent Non-Executive Director has been appointed. The Board considers Sir Robert to be independent in character and judgement and that he constructively challenges the Board and Management decisions. The Board recommends that shareholders vote in favour of the re-election of Sir Robert to the Board.

In line with the provisions of the Company's Articles of Association, (William) Tony Rice, who was appointed by the Board since the date of the last AGM, offers himself for election by shareholders. Tony's biographical details are on page 44 of the Annual Report. The Board believes that Tony Rice, who was appointed to the Board on 18 December 2018 and as Chair of the Board on 28 January 2019, brings to the Board an extensive knowledge of senior business management in aeronautical and electronics engineering sectors across the globe along with a wide range of experience in senior non-executive roles in UK listed companies. The Board recommends that shareholders vote in favour of the election of Tony Rice to the Board.

In line with the provisions of the Company's Articles of Association, Simon Pryce, who was appointed by the Board since the date of the last AGM, offers himself for election by shareholders. Simon's biographical details are on page 44 of the Annual Report. The Board believes that Simon Pryce who was appointed to the Board on 18 June 2018, brings to the Board his experience of strategic and portfolio management with a focus on operational performance, financial discipline and cash generation from his extensive background in international automotive and engineering sectors and senior leadership in multinational listed companies. The Board recommends that shareholders vote in favour of the election of Simon Pryce to the Board.

The Company's Articles of Association require one third of the Directors to retire by rotation each year. However, in accordance with the provisions of the UK Corporate Governance Code, all the Directors will be submitted for annual re-election by shareholders.

The Chairman confirms that each of the Directors continue to be effective and to demonstrate commitment to the role and has sufficient time to meet their commitments to the Company.

### **Resolutions 12 and 13 – Auditor:**

The Company is required to appoint an auditor at every general meeting at which accounts are presented to shareholders to serve until the next such meeting. The current appointment of Deloitte LLP as the Company's auditor will end at the conclusion of the AGM and it has advised its willingness to stand for re-appointment. It is normal practice for the Company's Directors to be authorised to agree how much the auditor should be paid and Resolution 13 grants this authority to the Directors.

### **Resolution 14 – Directors' Authority to Allot Shares:**

Paragraph (a) of this resolution, if passed, would give the Directors authority to allot Ordinary Shares or grant rights to subscribe for or convert any securities to Ordinary Shares in the capital of the Company up to an aggregate nominal amount of £1,180,534.50 (representing 23,610,690 Ordinary Shares of 5p each) being approximately one third of the issued ordinary share capital of the Company as at 1 March 2019, being the latest practicable date before publication of this Notice.

In line with guidance issued by The Investment Association, paragraph (b) of this resolution would give the Directors the authority to allot shares or grant rights to subscribe for or convert any securities into shares in connection with a rights issue in favour of Ordinary Shareholders up to an aggregate nominal amount equal to £2,361,068.95 (representing 47,221,379 Ordinary Shares of 5p each), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two thirds of the issued ordinary share capital of the Company as at 1 March 2019, being the latest practicable date prior to the publication of this Notice.

There is no present intention to exercise the authorities sought under this resolution, except to fulfil the Company's obligations under its executive and employee share plans. The authorities will expire at the conclusion of the next AGM or 30 June 2020, whichever is earlier. Should any decision be made by the Board to allot shares under the authorities sought under this resolution, it would be the intention of the Directors to follow the guidance issued by The Investment Association.

The Company does not hold any shares in treasury. As at 1 March 2019, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 70,832,069 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 1 March 2019 were 70,832,069.

**Resolutions 15 and 16 – Disapplication of Pre-Emption Rights:**

Resolutions 15 and 16 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. They would give the Directors the power to allot shares (or sell any shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in resolution 15 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares, or as the Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £177,080.15 (representing 3,541,603 shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 1 March 2019, the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 21(b), the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with shareholders.

Resolution 16 is intended to give the Company flexibility to make non pre-emptive issues of shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles. The power under resolution 16 is in addition to that proposed by resolution 15 and would be limited to allotments or sales of up to an aggregate nominal amount of £177,080.15 (representing 3,541,603 shares). This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company as at 1 March 2019, the latest practicable date prior to publication of this Notice.

The powers under resolutions 15 and 16 will expire at the earlier of 30 June 2020 and the conclusion of the AGM of the Company held in 2019.

**Resolution 17 – Purchase of own shares:**

This resolution authorises the Directors to purchase, through market purchases on the London Stock Exchange, up to a total of 7,083,207 of the Company's Ordinary Shares, representing approximately 10% of the issued share capital of the Company as at 1 March 2019, being the latest practicable date before the publication of this Notice. The maximum price which may be paid on any exercise of the authority will be the higher of (i) 105% of the average market value of the Company's Ordinary Shares, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange Daily Official List at the time the purchase is carried out. The minimum price, exclusive of expenses, to be paid on the exercise of the authority would be 5p, being the nominal value of an Ordinary Share.

Shares purchased under this authority may be held by the Company as treasury shares, within the limits allowed by the law, or may be cancelled. Purchases by the Company of its own shares could result in higher earnings per share for those shareholders who retain their shares in the Company. Purchases of shares will only be made in this way after considering the effect on earnings per share and the best interests of the shareholders generally, and after taking account of other investment opportunities, the level of borrowings and the Group's overall financial position.

There are a number of reasons why the Directors may, in the future, consider a buy-back of shares to be in the best interests of the Company and of its shareholders generally. These may include where the Directors: (i) expect that such a buy-back would result in an increase in earnings per share; (ii) consider that the Company has excess cash; and/or (iii) determine that it is appropriate to increase the Company's gearing or its share liquidity. The Directors therefore consider it prudent for the Company to have the flexibility to effect

**Resolution 17 continued overleaf >**

### **Notes to the Resolutions (continued)**

#### ***Resolution 17 – Purchase of own shares: (continued)***

market purchases of its own shares in the future. While there is no present intention to exercise the authorities sought under resolution 17, this resolution provides the Company with that flexibility. However, the Directors will exercise these authorities only if they consider that to do so would be in the best interests of the Company, and of its shareholders, and (among other things) expect such purchases to result in an increase in earnings per share. The authorities sought by this resolution will expire at the conclusion of the next AGM or 30 June 2020, whichever is earlier.

As at 1 March 2019, being the latest practicable date before publication of this Notice, there were outstanding options under the Company's discretionary share incentive plans and employee share saving schemes in respect of 1,559,144 Ordinary Shares, representing approximately 2.20% of the Company's issued ordinary share capital (there were no treasury shares). In the event that the existing authority given at the Company's 2018 AGM were to be exercised in full and all 7,083,207 Ordinary Shares are purchased in accordance with resolution 17, the number of outstanding share options will represent 2.45% of the issued share capital (assuming no further shares are allotted).

#### ***Resolution 18 – Notice of Meetings other than Annual General Meetings:***

This resolution authorises a reduction in the minimum notice period for general meetings, other than Annual General Meetings. Whilst the Company's Articles of Association already provide for a minimum notice period of 14 days for general meetings, the Act (as amended by the EU Shareholder Rights Directive) requires that the Company requests shareholders to authorise this minimum notice period at every AGM in order to be able to take advantage of this provision. The approval will be effective until the Company's next AGM, at which it is intended a similar resolution will be proposed. The Directors' intention is to only call general meetings on less than 21 days' notice where such shorter notice period would, in the Directors' opinion be in the interests of shareholders as a whole and noting also the recommendations of the UK Corporate Governance Code with which the Company would intend to comply. Shareholders should note that if the Company calls a general meeting on less than 21 clear days' notice, the Company will provide a means for all shareholders to vote electronically at that meeting.

### Notes to the Notice of Annual General Meeting

1. Only those members entered in the register of members of the Company as at 6.30 pm. on Wednesday 1 May 2019 (or if the AGM is adjourned 48 hours before the time fixed for the adjourned AGM) shall be entitled to attend and vote at the above meeting. In each case changes to entries in the register of members after such time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
2. A member of the Company who wishes to attend the meeting in person should arrive at 417 Bridport Road, Greenford, Middlesex UB6 8UA in good time before the meeting, which will commence at 10.00 a.m. In order to gain admittance to the meeting, members may be required to prove their identity.
3. A member, who is entitled to attend, speak and vote at the AGM, may appoint a proxy (who need not be a member of the Company) to exercise all or any of his rights to attend, speak and vote on their behalf at the AGM. You can appoint the Chairman of the meeting or anyone else to be your proxy at the AGM. You can also, if you wish, appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by you. A proxy must attend the AGM in order to represent you, and must vote in accordance with your instructions. Appointing a proxy will not preclude shareholders from attending and voting at the meeting in person (although voting in person at the AGM will terminate the proxy appointment).
4. A Form of Proxy is enclosed. The notes to the Form of Proxy include instructions on how to appoint the Chairman of the AGM or any other person as proxy. To be valid, the Form of Proxy and any authority under which it was executed (or a notarially certified copy of such authority) must be deposited with the Company's Registrars Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA by 10.00 a.m. on 1 May 2019. Members who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at [www.sharevote.co.uk](http://www.sharevote.co.uk) where full instructions on the procedure are given. The Voting ID, Task ID and shareholder reference number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's on-line portfolio service, Shareview, can appoint their proxy electronically by logging on to their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Once logged in simply click "View" on the "My Investments" page, click on the link to vote then follow the on screen instructions. To be valid, a proxy appointment made electronically must be sent to the electronic address specified by 10.00 a.m. on 1 May 2019.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 3 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual (available at <https://my.euroclear.com/euilegal.html>). 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. 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 ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or to 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 issuer's agent (ID RA19) by 10.00 a.m. on 1 May 2019. 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 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. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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 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 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 (as amended).
6. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
7. The Directors' service contracts, the Non-Executive Directors' letters of appointment, the Terms of Reference of the sub-committees of the Board of Directors, a copy of the Company's Articles of Association and copies of the rules of all the share plans mentioned above as it is proposed they should be amended and the rules of the proposed new long term incentive plan will be available for inspection during normal business hours on any weekday (Saturday, Sunday or public holidays excluded) at the registered office of the Company from the date of this Notice until the completion of the AGM and at the place of the meeting for at least 15 minutes prior to and during the meeting.

### Notes to the Notice of Annual General Meeting (continued)

8. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Act, Notes 3 to 5 above do not apply to you (as the rights described in those Notes can only be exercised by members of the Company) but you may have a right, under an agreement between you and the member by whom you were nominated, to be appointed, or to have someone else appointed, as a proxy for the AGM. If you have no such right or do not wish to exercise it, you may, under any such agreement, have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
9. As at 1 March 2019 (being the latest practicable date before publication of this Notice) the Company's issued share capital consisted of 70,832,069 Ordinary Shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 1 March 2019 were 70,832,069.
10. This Notice, and other information required by section 311A of the Act, can be found at the Investors' section of the Company's website ([www.ultra-electronics.com](http://www.ultra-electronics.com)).
11. Members attending the AGM have the right to ask, and, subject to the provisions of the Act, the Company must cause to be answered, any questions relating to the business being dealt with at the AGM.
12. Members satisfying the thresholds in section 527 of the Act have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) 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 AGM; or (b) 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 Act. The Company may not require the members 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 includes any statement that the Company has been required under section 527 of the Act to publish on a website.
13. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 3 to 5 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's Articles of Association and the relevant provisions of the Act.
14. You may not use any electronic address provided either in this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purpose other than those expressly stated.



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