

# 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 28 April 2017 at 417 Bridport Road, Greenford, Middlesex UB6 8UA.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 20 will be proposed as ordinary resolutions and resolutions 21 to 24 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 2016.

**Resolution 2:**

To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 December 2016.

**Resolution 3:**

To approve the Directors' Remuneration Policy, the full text of which is set out on pages 76 to 80 of the Annual Report and Accounts.

**Resolution 4:**

To declare a final dividend for the financial year ended 31 December 2016 of 33.6p per ordinary share (the "Ordinary Shares"), payable on 4 May 2017 to shareholders on the register of members of the Company at the close of business on 7 April 2017.

**Resolution 5:**

To re-elect Mr. D. Caster as a Director of the Company.

**Resolution 6:**

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

**Resolution 7:**

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

**Resolution 10:**

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

**Resolution 11:**

To elect Mr. A. Sharma 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)

### **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 £1,174,528.10 (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 £2,349,056.25 (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 2018, 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.

### **Resolution 15:**

That the rules of the Ultra Electronics Long-Term Incentive Plan 2017 (the "LTIP") the principal terms of which are summarised in the Appendix to this Notice and the rules of which are produced in draft to this meeting and, for the purposes of identification, initialled by the Chairman, be approved and the Directors be authorised to:

- (a) modify the LTIP as they may consider appropriate to take account of best practice, to adopt the LTIP as so modified and to do all such other acts and things they consider appropriate to implement the LTIP; and
- (b) establish further plans based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under those plans count against the limits on individual or overall participation in the LTIP.

### **Resolution 16:**

That the Directors be authorised to alter the rules of the Ultra Electronics Company Share Option Plan 2007 (the "CSOP"), the principal terms of which are summarised in the Appendix to this Notice, to permit options to be granted until 27 April 2027.

### **Resolution 17:**

That the Directors be authorised to alter the rules of the Ultra Electronics Executive Share Option Scheme 2007 (the "ESOS"), the principal terms of which are summarised in the Appendix to this Notice, to permit options to be granted until 27 April 2027 and to extend the last date on which options granted under the ESOS can be exercised to the day before the 10th anniversary of their grant.

### **Resolution 18:**

That the Directors be authorised to alter the rules of the Ultra Electronics Savings Related Share Option Scheme 2007 (the "SRS"), the principal terms of which are summarised in the Appendix to this Notice, and any similar plans for employees outside the UK and authorised by shareholders, to permit options to be granted until 27 April 2027.

### **Resolution 19:**

That the Directors be authorised to alter the rules of the Ultra Electronics US Stock Purchase Plan 2007 (the "US Plan"), the principal terms of which are summarised in the Appendix to this Notice, to permit options to be granted until 27 April 2027.

### **Resolution 20:**

That the Directors be authorised to alter the rules of the Ultra Electronics All Employee Share Ownership Plan (the "AESOP"), the principal terms of which are summarised in the Appendix to this Notice to permit awards to be made until 27 April 2027.

## Special Resolutions

### **Resolution 21:**

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 176,179.20,

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 2018) 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 22:**

That, if resolution 14 is passed, the Board be given the power in addition to any power granted under resolution 21 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 £176,179.20; 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 2018) 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 23:**

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 7,047,169;
- (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 2018, 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 24:**

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

### **By order of the Board**

**Sharon Harris**, Company Secretary & General Counsel  
22 March 2017

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 81 to 88 of the Annual Report and Accounts. Shareholders should note that this vote is advisory only.

### **Resolution 3 – Directors' Remuneration Policy:**

The Company is required to seek shareholders' approval of its policy on remuneration of directors (the "Directors' Remuneration Policy") at least every three years. As the current Directors' Remuneration Policy was approved at the 2014 AGM, a resolution is proposed this year in connection with approving the new Directors' Remuneration Policy set out on pages 76 to 80 of the Annual Report and Accounts. Subject to shareholder approval, the policy would be applied for the current financial year onwards and has been developed taking into account the principles of the UK Corporate Governance Code and the views of our major shareholders.

### **Resolution 4 – 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 33.6p for the year ended 31 December 2016 will be paid on 4 May 2017 to shareholders holding Ordinary Shares on the register of members at close of business on 7 April 2017.

### **Resolutions 5 to 11 – Electrion and Re-election of Directors:**

Biographical details of all the Directors standing for re-election are on page 55 of the Annual Report and Accounts.

In line with the provisions of the Company's Articles of Association, Amitabh Sharma, who was appointed by the Board since the date of the last AGM, offers himself for election by shareholders. Amitabh Sharma's biographical details are on page 55 of the Annual Report.

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 his commitments to the Company. Led by the Senior Independent Director, the Non-Executive Directors met without the Chairman present to consider his performance and are satisfied that he continues to be effective and to demonstrate commitment to his role and has sufficient time to meet his 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 of 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 11 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 £1,174,528.10 (representing 23,490,562 Ordinary Shares of 5p each) being approximately one third of the issued ordinary share capital of the Company as at 3 March 2017, 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 £2,349,056.25 (representing 46,981,124 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 3 March 2017, 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 2018, 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 3 March 2017, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital consisted of 70,471,687 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 March 2017 were 70,471,687.

### **Resolutions 15 to 20 – Employee Share Plans:**

Resolution 15 is to approve the rules of The Ultra Electronics Long-Term Incentive Plan 2017, which is similar to the plan it replaces. The principle differences are highlighted in the Appendix to this Notice. Changes to the remuneration arrangements for the Executive Directors that are reflected in the proposed new plan are explained in the Directors Remuneration Report.

Resolutions 16 to 20 are to extend for 10 years from the date of the AGM the term of the following plans which shareholders have previously approved:

- (a) the Ultra Electronics Company Share Option Plan 2007;
- (b) the Ultra Electronics Executive Share Option Scheme 2007;
- (c) the Ultra Electronics Savings Related Share Option Scheme 2007 (and the similar plan for employees in Canada established pursuant to the authority given by shareholders);
- (d) the Ultra Electronics US Stock Purchase Plan 2007; and
- (e) the Ultra Electronics All Employee Share Ownership Plan.

**Resolutions 15 to 20 – Employee Share Plans: (continued)**

The Remuneration Committee believes that these plans play an important role in helping employees identify their interests with those of shareholders and providing incentives for them to improve performance and remain with the Company.

Shareholders are required to give authority to:

- (a) make the necessary changes to the rules of these plans to extend their term;
- (b) amend the Ultra Electronics Executive Share Option Scheme 2007 to allow options to have a normal life of 10 years (aligning it with the Ultra Electronics Company Share Option Plan 2007); and
- (c) establish a new long-term incentive plan.

Summaries of each of the plans previously approved by shareholders mentioned above, and how it is proposed that they should be amended, and the proposed Ultra Electronics Long-Term Incentive Plan 2017 (collectively, the “Employee Share Plans”) are set out in the Appendix to this Notice.

**Resolutions 21 and 22 – Disapplication of Pre-Emption Rights:**

Resolutions 21 and 22 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 21 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 £176,179.20 (representing 3,523,584 shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 3 March 2017, 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 22 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 22 is in addition to that proposed by resolution 21 and would be limited to allotments or sales of up to an aggregate nominal amount of £176,179.20 (representing 3,523,584 shares). This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company as at 3 March 2017, the latest practicable date prior to publication of this Notice.

The powers under resolutions 21 and 22 will expire at the earlier of 30 June 2018 and the conclusion of the AGM of the Company held in 2018.

**Resolution 23 – Purchase of own shares:**

This resolution authorises the Directors to purchase, through market purchases on the London Stock Exchange, up to a total of 7,047,169 of the Company’s Ordinary Shares, representing approximately 10% of the issued share capital of the Company as at 3 March 2017, 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 market purchases of its own shares in the future. While there is no present intention to exercise the authorities sought under resolution 23, 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 2018, whichever is earlier.

As at 3 March 2017, 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 1,436,495 Ordinary Shares, representing approximately 2.04% 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 2016 AGM were to be exercised in full and all 7,047,169 Ordinary Shares are purchased in accordance with resolution 23, the number of outstanding share options will represent 2.55% of the issued share capital (assuming no further shares are allotted).

**Resolution 24 – 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 26 April 2017 (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 26 April 2017. 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 26 April 2017.
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 28 April 2017 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 26 April 2017. 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.
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 3 March 2017 (being the latest practicable date before publication of this Notice) the Company's issued share capital consisted of 70,471,687 Ordinary Shares, carrying one vote each. No shares were held in treasury. Therefore, the total voting rights in the Company as at 3 March 2017 were 70,471,687.
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.

## Appendix – Principal terms of the Employee Share Plans

### A. The Ultra Electronics Long-Term Incentive Plan 2017

#### GENERAL

Authority to grant awards under the Company's current Ultra Electronics Long-Term Incentive Plan 2007 (in which the Executive Directors participate) will shortly expire.

The current intention of the Remuneration Committee (the "Committee") of the Board of Directors of the Company (the "Board") is to continue to focus the long-term share incentive strategy for the Executive Directors through participation in a challenging "performance shares" arrangement.

The Company is therefore seeking authority for a replacement long-term incentive arrangement, the Ultra Electronics Long-Term Incentive Plan 2017 (the "LTIP"). The LTIP will be similar to the previous plan.

Key differences include:

- (a) an increase to the individual annual limit on the market value of ordinary shares in the Company ("Shares") over which performance awards may be granted from 125% to 175% of base salary (with no facility to grant above this level in "exceptional circumstances") although, as explained in the "Amendments to the Remuneration" section of the Directors' Remuneration Report on page 74, it is currently intended to limit the face value of annual awards to 150% of base salary for the Chief Executive and 125% of base salary for other Executive Directors);
- (b) the ability to grant deferred bonus awards (without post grant performance conditions) that will be used to defer part of the Executive Directors' annual bonuses for three years in accordance with the "Amendments to the Remuneration" section of the Directors' Remuneration Report on page 74; and
- (c) the ability to grant recruitment and retention awards (other than to Executive Directors) that need not be subject to performance conditions.

#### OPERATION

The Committee will supervise the operation of the LTIP.

#### ELIGIBILITY

Any employee (including an Executive Director) of the Company and its subsidiaries may participate in the LTIP at the discretion of the Committee. It is currently anticipated that only the Company's Executive Directors and selected senior executives will participate in the LTIP.

#### GRANT OF AWARDS

The Committee may grant awards to acquire shares within 6 weeks following the Company's announcement of its results for any period. The Committee may also grant awards within 6 weeks of shareholder approval of the LTIP or at any other time when it considers there are exceptional circumstances which justify granting awards.

Awards may be granted as conditional awards (under which shares that vest are delivered immediately) or as options that may have a nil (or nominal) exercise price (exercisable up to ten years from grant). The Committee may also grant cash-based awards of an equivalent value and satisfy share-based awards in cash (although it does not currently intend to do so).

Awards may not be granted more than 10 years from shareholder approval of the LTIP.

Awards may be:

- (a) performance awards, vesting of which must be contingent on satisfying post grant performance conditions;
- (b) deferred bonus awards (without performance conditions);
- (c) recruitment awards (which need not have performance conditions but may not be granted to Executive Directors other than to compensate for forfeiture of awards received from a previous company); and
- (d) retention awards (which need not have performance conditions but which may not be granted to Executive Directors).

No payment is required for the grant of an award. Awards are not transferable, except on death. Awards are not pensionable.

#### INDIVIDUAL LIMIT

An employee may not receive performance awards in any financial year over shares having a market value in excess of 175% of their annual base salary.

#### PERFORMANCE CONDITIONS

Vesting of performance awards will be subject to performance conditions set by the Committee.

The performance conditions that will apply to performance awards granted in 2017 are summarised under the heading "LTIP performance metrics" in the "Amendments to the Remuneration" section of the Directors' Remuneration Report on page 74.

The Committee can set different performance conditions for future performance awards but, where granted to Executive Directors, the targets must not be materially less challenging.

The Committee may also vary performance conditions applying to existing awards if an event has occurred which causes the Committee to consider that it would be appropriate to amend the performance conditions, provided the Committee considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for the event in question.

#### VESTING OF AWARDS

Awards granted to Executive Directors normally vest not less than 3 years after grant to the extent that applicable performance conditions have been satisfied.

The Committee can specify at grant when other awards normally vest. Vesting of all awards is normally contingent on the participant still being employed in the Company's group.

#### HOLDING PERIOD

Executive Directors (and others if the Committee so requires) may not normally dispose of shares acquired from Performance Awards (other than to fund tax withholding) until at least the fifth anniversary of the grant of the award. The Committee may allow earlier disposal of the shares (which may be subject to conditions).

## Appendix – Principal terms of the Employee Share Plans (continued)

### **A. The Ultra Electronics Long-Term Incentive Plan 2017 (continued)**

#### LEAVING EMPLOYMENT

An award normally lapses if a participant ceases to be an employee or Director within the Company's group. However, if cessation is because of death or in other circumstances at the discretion of the Committee, an award may vest.

In such circumstances the Committee may determine whether an award vests early or at the normal time. In either case, vesting will depend upon:

- (a) the extent to which any performance conditions have been satisfied (over the full or curtailed period); and
- (b) time pro-rating to reflect the reduced period from grant to vesting, (unless the Committee decides this is inappropriate).

#### DIVIDEND EQUIVALENT

The Committee may decide that a payment (in cash and/or shares) will be provided on or shortly following delivery of shares pursuant to an award, of an amount equivalent to dividends that would have been paid from grant to vesting on the shares that vest (or in the case of an option where a holding period applies until the earlier of the end of the holding period and the date of exercise). Alternatively, an award may be increased as if dividends were paid on the shares subject to it and then reinvested in further shares.

#### MALUS AND CLAWBACK

If, before an award vests, it is discovered that there has been a material misstatement of the Company's financial results or a calculation error affecting the number of shares over which the award was granted (including on account of inaccurate or misleading information) or in the event of the participant's serious misconduct in the financial year before the award was granted, the number of shares over which the award vests may be reduced accordingly.

If, within three years of an award vesting, it is discovered that there has been a material misstatement of the Company's financial results, a calculation error affecting vesting (including on account of inaccurate or misleading information) or in the event of the participant's serious misconduct in the period from the beginning of the financial year before the award was granted and ending with the date on which it vested the excess value over which the award vested may be recovered by reducing the amount of any future bonus, subsisting share awards and/or requiring the participant to make a cash payment.

The discovery period may be extended by up to two years if there is an ongoing investigation at the end of that period. These provisions do not generally apply following a change of control of the Company.

#### COMMON TERMS

Principal terms of the LTIP shared with the other Employee Share Plans being put to shareholders can be found in section F.

### **B. The Ultra Electronics Company Share Option Plan 2007 and The Ultra Electronics Executive Share Option Scheme 2007**

#### GENERAL

Authority to make further grants under the Ultra Electronics Company Share Option Plan 2007 (the "CSOP") and the Ultra Electronics Executive Share Option Scheme 2007 (the "ESOS") (together the "Option Plans") will shortly expire. The CSOP and ESOS are mostly identical. The CSOP has been approved by HMRC so that UK employees can qualify for tax advantages.

The Company wishes to continue to focus its below-Board-level share incentive strategy through share option participation and is therefore seeking authority to extend the life of the Option Plans for a further 10 years.

#### OPERATION

The Committee supervises the operation of the Option Plans.

#### ELIGIBILITY

Any employee (including an Executive Director) of the Company and its subsidiaries can participate in the Option Plans at the discretion of the Committee. The current intention is to continue to operate the Option Plans for the benefit of below-Board-level senior executives and certain key employees.

#### GRANT OF OPTIONS

The Committee may grant options to acquire shares within 6 weeks following the Company's announcement of its results for any period. It may also grant options within 6 weeks following the renewed shareholder authority to operate the Option Plans or at any other time if it considers there are exceptional circumstances that justify granting options.

Options may not be granted after 27 April 2027.

No payment is required for the grant of an option. Options are not transferable, except on death. Options are not pensionable.

#### INDIVIDUAL PARTICIPATION

Under the Option Plans an employee may not receive options in any financial year over shares with a market value exceeding 100 per cent of their annual base salary in that financial year. In exceptional circumstances, such as recruitment or retention, this limit is increased to 150 per cent of annual base salary.

The CSOP also limits to £30,000 (or any revised statutory limit) the exercise price of options held by an individual.

#### OPTION PRICE

The price per share payable to exercise an option will not be less than:

- (a) the middle market price of the share on the London Stock Exchange on the dealing day immediately before the date of grant (or such other dealing day(s) as the Committee decides); and
- (b) if the option relates only to new issue shares, the nominal value of a share.

#### PERFORMANCE CONDITIONS

The Committee may impose a performance condition on the exercise of options (although it has not been practice to do so, reflecting the fact that options only accrue value to the extent that the Company's share price increases).

The Committee may vary performance conditions applying to existing options as it considers appropriate to take account of a post-grant event, provided it considers the varied conditions are fair and reasonable and not materially less challenging than the original conditions would have been but for that event.

**B. The Ultra Electronics Company Share Option Plan 2007 and The Ultra Electronics Executive Share Option Scheme 2007 (continued)**

**EXERCISE OF OPTIONS**

Options normally become exercisable three years after grant to the extent any performance conditions are satisfied and provided the participant remains employed in the Company's group. Options lapse not later than the day before the tenth anniversary (or the seventh anniversary for options granted before 28 April 2017) of the date of grant.

Shares are allotted or transferred to participants within 30 days of exercise. The Committee can decide to satisfy options granted under the ESOS with a cash payment or shares equal in value to the gain on exercise.

**LEAVING EMPLOYMENT**

An option normally lapses if a participant ceases to be an employee or Director within the Company's group. However, if this is due to death, injury, disability, redundancy, retirement, their employing company or the business for which they work being sold out of the Company's group or in other circumstances at the discretion of the Committee, the option is exercisable for a limited period. If an option is subject to a performance condition, the Committee may determine the extent of vesting having regard to performance to the date of cessation.

**CORPORATE EVENTS**

On a takeover of the Company (other than an internal corporate reorganisation) or if it is wound-up, options are exercisable for a limited period. If an option is subject to a performance condition, the Committee may determine the extent of vesting having regard to performance to the date of the relevant event.

If there is an internal corporate reorganisation, options will be replaced by equivalent options over shares in the new holding company (unless the Committee decides that they should be exercisable as on a takeover).

**COMMON TERMS**

Principal terms of the Option Plans shared with the Company's other Employee Share Plans can be found in section F.

**C. The Ultra Electronics Savings Related Share Option Scheme 2007**

**GENERAL**

Authority to make further grants under the Ultra Electronics Savings Related Share Option Scheme 2007 (the "SRS") will shortly expire.

The Board believes that the SRS has been a success and therefore seeking authority to extend its life for a further 10 years.

The SRS has been approved by HMRC so that UK employees can qualify for tax advantages.

**OPERATION**

The operation of the SRS is supervised by the Board.

**ELIGIBILITY**

Employees and full-time Directors of the Company and designated participating subsidiaries who are UK resident tax payers are eligible to participate. The Board may require completion of a qualifying period of employment of up to five years. All these employees must be invited to participate. The Board may also allow other employees to participate.

**GRANT OF OPTIONS**

Options can only be granted to employees who enter into HMRC approved savings contracts, under which monthly savings are normally made over three or five years. Options must be granted within 30 days (or 42 days if applications are scaled back) of the first day by reference to which the option price is set. The shares over which an option is granted have a total option price payable on exercise as near as possible to the maturity proceeds of the related savings contract.

Options may not be granted after 27 April 2027.

Options are not transferable, except on death. Options are not pensionable.

**INDIVIDUAL PARTICIPATION**

Monthly savings by an employee under all savings contracts linked to options granted under any sharesave scheme may not exceed the statutory maximum (currently £500). The Board may set a lower limit in relation to any particular grant.

**OPTION PRICE**

The price per share payable to exercise an option can not be less than the higher of:

- (a) 80 per cent of the average middle-market quotation of a share on the London Stock Exchange on the dealing day preceding a date specified in an invitation to participate in the SRS (or such other day or days as may be agreed with HMRC); and
- (b) if the option relates only to new issue shares, the nominal value of a share.

The option price is determined by reference to dealing days falling within the period of 6 weeks following an announcement by the Company of its results for any period or the renewed shareholder authority to operate SRS or at any other time the Board considers to be sufficiently exceptional to justify offering options.

**EXERCISE OF OPTIONS**

Options are normally exercisable for 6 months from the third or fifth anniversary of the commencement of the related savings contracts. Earlier exercise is permitted for a short period:

- (a) if employment ceases due to death, injury, disability, redundancy, retirement or the business or company that the employee works for ceases to be part of the Company's group;
- (b) if employment ceases more than 3 years from grant for any other reason (other than dismissal for misconduct); and
- (c) on a takeover, amalgamation, reconstruction or winding-up of the Company, except on an internal corporate reorganisation when the Board may decide to exchange options for equivalent options over shares in a new holding company.

Options otherwise lapse on ceasing employment. Shares must be allotted or transferred to participants within 30 days of exercise.

**COMMON TERMS**

Principal terms of the SRS shared with the other Employee Share Plans being put to shareholders can be found in section F.

## Appendix – Principal terms of the Employee Share Plans (continued)

### **D. The Ultra Electronics US Stock Purchase Plan 2007**

#### GENERAL

Authority to make further grants under the Ultra Electronics US Stock Purchase Plan 2007 (the “US Plan”) will shortly expire.

The Board believes that the US Plan has been a success and therefore seeking authority to extend its life for a further 10 years.

The US Plan is similar to the SRS. It has been designed to qualify under section 423 of the US Internal Revenue Code of 1986 (as amended) giving participants tax and social security benefits.

#### OPERATION

The operation of the US Plan is supervised by the Board.

#### ELIGIBILITY

Any US-based employee of the Company’s group is eligible to participate in the US Plan, although participation can be restricted to employees who have completed a qualifying period of service within statutory limits.

#### GRANT AND EXERCISE OF OPTIONS

Options are granted over shares, the exact number of which is determined at the end of a specified offer period based on the total contributions that an employee has made over that period (although a limit on the number of shares that can be acquired on exercise of an option may be specified at the time of grant). At the end of the offer period, the options become exercisable. Any surplus contributions are automatically carried over into the next offer period.

Options may not be granted after 27 April 2027.

No payment is required for the grant of an option. An option may not be transferred (other than to the participant’s representatives in the event of death). Options are not pensionable.

#### SAVINGS

Participating employees agree to payroll deductions (contributions) from their net-of-tax salary. Total contributions in any calendar year under all schemes of this type are limited to \$25,000, although the current intention is that contributions will continue not to exceed the UK savings limit for the SRS.

#### PURCHASE PRICE

The price payable for each share is determined by the Board, but cannot be less than 85% of the fair market value of a share on the date of grant.

#### PURCHASE OF SHARES

Provided that an option holder is still an employee of the Company’s group at the end of an offer period, he can generally exercise the option and purchase shares at that time. The offer periods are normally set at 24 months and may not, in any event, exceed 27 months.

Earlier exercise is permitted for a limited period in the following circumstances:

- (a) following cessation of employment by reason of death, injury, disability, redundancy, retirement or the business or company that the employee works for ceasing to be part of the Company’s group; and
- (b) on a takeover, amalgamation, reconstruction or winding-up of the Company (except in the case of an internal corporate re-organisation when the Board may decide to exchange options for equivalent options over shares in a new holding company).

#### COMMON TERMS

Principal terms of the US Plan shared with the other Employee Share Plans being put to shareholders can be found in section F.

### **E. The Ultra Electronics All Employee Share Ownership Plan**

#### GENERAL

Authority to make further grants under the Ultra Electronics All Employee Share Ownership Plan (the “AESOP”) will expire on 2 March 2021.

The Board believes that the AESOP is a success and therefore seeking authority to extend its life until 27 April 2027 (the same expiry date as will apply to the Company’s other Employee Share Plans if shareholders approve the proposals relating to those plans).

The AESOP has been approved by HMRC so that UK employees can qualify for tax advantages.

#### OPERATION

The operation of the AESOP is supervised by the Board. The Board may decide which of three award types to use to offer shares to eligible employees:

“Free Shares”: these are Free Shares awarded to an employee.

The market value of Free Shares awarded to an employee in any tax year may not exceed £3,600 (or any revised statutory limit). Free Shares may be allocated equally or on the basis of salary, length of service or hours worked, or on the basis of performance.

“Partnership Shares”: these are shares an employee buys out of pre-tax earnings.

The market value of Partnership Shares which an employee can buy in any tax year may not exceed £1,800 or 10% of their salary, if lower, (or any revised statutory limit). They may be accumulated for up to 12 months and then used to buy shares.

“Matching Shares”: these are Free Shares awarded to an employee who buys Partnership Shares.

The Board may award up to two Matching Shares (or any revised statutory limit) to an employee for each Partnership Share they buy. The same Matching Share ratio applies to all employees who buy Partnership Shares on the same occasion.

### **E. The Ultra Electronics All Employee Share Ownership Plan**

#### ELIGIBILITY

Employees of the Company and designated subsidiaries who are UK resident taxpayers are eligible to participate. The Board may allow non-UK tax resident taxpayers to participate. A qualifying period of employment of up to 18 months may apply. All eligible employees must be invited to participate.

#### RETENTION OF SHARES

Shares are held on behalf of participants by the trustee of a trust.

Free Shares and Matching Shares must usually be retained by the trustee for between three and five years. Partnership Shares can be withdrawn from the AESOP at any time.

Free Shares and Matching Shares may be forfeited in circumstances specified by the Board.

If an employee ceases to be employed by the Company's group, Shares that are not forfeited must be withdrawn from the AESOP.

#### CORPORATE EVENTS

If a general offer is made to shareholders, participants can direct the trustee how to deal with their shares. On a corporate reorganisation participants' shares may be replaced by shares in a new holding company.

#### DIVIDENDS ON SHARES HELD BY THE TRUSTEE OF THE AESOP

Any dividends paid on participants' shares may be either be distributed or used to buy additional shares ("Dividend Shares") that must normally be held in the AESOP for 3 years.

#### RIGHTS ATTACHING TO SHARES

Participants are the beneficial owners of shares held on their behalf by the trustee.

Shares allotted under the AESOP rank equally those then in issue except for rights arising by reference to a record date before their allotment.

The AESOP may operate over new issue shares, treasury shares or shares bought in the market.

Awards under the AESOP are not transferable other than to the participant's personal representatives in the event of their death.

No benefits received under the AESOP will be pensionable.

#### COMMON TERMS

Principal terms of the AESOP shared with the other Employee Share Plans being put to shareholders can be found in section F below.

### **F. Common features of the Employee Share Plans**

#### INTRODUCTION

The following provisions are common to each of the Employee Share Plans referred to above, except where stated otherwise.

#### VARIATION OF SHARE CAPITAL AND CORPORATE EVENTS

On a variation in the Company's share capital, the Committee may adjust the number of shares that may be acquired under any award and to any price payable for them.

Options under the ESOS, LTIP and US Plan may also be adjusted for a demerger, special dividend or other similar event which materially affects the market price of shares.

Shares held in the AESOP are treated in the same way as other shares.

#### RIGHTS ATTACHING TO SHARES

Shares allotted when an award vests or is exercised rank equally with shares then in issue (except for rights by reference to a record date before their allotment).

Awards do not confer any shareholder rights until shares are acquired.

#### OVERALL PLAN LIMITS

Each plan may operate over new issue shares, treasury shares or shares purchased in the market.

In any ten calendar years, the Company may not issue (or grant rights to issue) more than 10 per cent of its issued share capital under all its Employee Share Plans.

In the same period the Company may not issue (or grant rights to issue) more than 5 per cent of its issued share capital under all its executive share plans (including the Option Plans and LTIP).

Treasury Shares count as new issue shares for these purposes unless corporate governance guidelines decide that they need not count.

#### ALTERATIONS TO THE ARRANGEMENTS

The Committee may alter the plans provided that the prior approval of shareholders is required for alterations to the advantage of participants to the rules governing eligibility, limits on participation, the overall limits on the issue of shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the shares or cash to be acquired and the adjustment of awards.

The requirement to obtain the prior approval of shareholders does not apply to any minor alteration to benefit plan administration, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Company's group. Prior shareholder approval is not required for alterations to performance conditions.

### **G. Overseas plans**

Except in the case of the US Plan, the Board has authority for arrangements similar to the Employee Share Plans, but modified to take account of overseas tax, exchange control or securities laws, provided that shares made available under those arrangements count against the limits on individual and overall participation in the relevant Employee Share Plan.

This authority has been used to establish a saving related share option plan for employees in Canada (that will be altered to allow options to be granted until 27 April 2027).



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