

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent professional adviser who is duly authorised pursuant to the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all of your ordinary shares in Elektron Technology plc you should pass this document and the accompanying form of proxy for use in relation to the Annual General Meeting (AGM) to the purchaser or transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.**



## **Elektron Technology plc**

Broers Building  
21 JJ Thomson Avenue  
Cambridge CB3 0FA

Registered in England and Wales number: 00448274

## LETTER FROM THE CHAIRMAN

### Elektron Technology plc

Broers Building  
21 JJ Thomson Avenue  
Cambridge CB3 0FA

17 May 2017

### To the holders of the Company's ordinary shares

Dear shareholder

#### Letter from the Chairman and Notice of Annual General Meeting

I am writing to you with details of the Annual General Meeting (AGM) of Elektron Technology plc (the "Company"), which will be held at 2.00pm on Wednesday 20 June 2018 in Seminar rooms 2 and 3, Hauser Forum, 3 Charles Babbage Rd, Cambridge CB3 0GT. Full details of the venue can be found at [www.hauserforum.com](http://www.hauserforum.com).

The formal Notice of AGM is set out on page 3 of this document.

If you are attending the AGM and would like to ask a question, which should relate to the business of the AGM, you are encouraged to register it in advance by email to [agm.questions@elektron-technology.com](mailto:agm.questions@elektron-technology.com). Registering a question in advance (by no later than 2.00pm on Wednesday 30 May 2018) will enable a more considered reply from the Company's Directors.

The business of the AGM includes the consideration of the 2018 Annual Report and Accounts, the approval of the Directors' remuneration report, the re-appointment of the auditor and approval of its fees and the appointment and re-appointment of Directors. In accordance with the Company's Articles of Association, all Directors are required to submit themselves for re-appointment at regular intervals and, in line with the provisions of the UK Corporate Governance Code, all the Directors will be putting themselves forward for re-election at this AGM. I would like to draw your attention in particular to resolution 9, which merits special comment. Further information is provided in the explanatory notes on page 4 of this document.

#### Action to be taken

Enclosed with this letter is a form of proxy for use in relation to the AGM. Whether or not you propose to attend the AGM, the form of proxy should be completed in accordance with the instructions printed thereon and returned to the Company's registrars, Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU as soon as possible and in any event not later than 48 hours before the time appointed for the AGM, therefore by 2.00pm on Monday 18 June 2018. Completion and return of a form of proxy will not preclude you from attending the AGM and voting in person should you so wish.

#### Recommendation

Your Directors consider that the proposed resolutions in the Notice of AGM are in the best interests of the Company and shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of each of the resolutions to be proposed at the AGM as the Directors intend to do so in respect of their own beneficial holdings.

Yours faithfully



**Keith Daley**  
Chairman

**Elektron Technology plc**  
**Broers Building**  
**21 JJ Thomson Avenue**  
**Cambridge CB3 0FA**

## NOTICE OF ANNUAL GENERAL MEETING to the members of Elektron Technology plc

Notice is hereby given that the Annual General Meeting (AGM) of Elektron Technology plc (the "Company") will be held at 2.00pm on Wednesday 20 June 2018 in Seminar rooms 2 and 3, Hauser Forum, 3 Charles Babbage Rd, Cambridge CB3 0GT to transact the following business:

### Ordinary business

To consider and, if thought fit, pass the following resolutions which will be proposed as ordinary resolutions:

1. To receive the annual accounts of the Company for the financial year ended 31 January 2018 together with the Directors' and Auditor's reports thereon (the "Annual Report and Accounts").
2. To receive and approve the Directors' remuneration report set out on pages 29 to 34 of the Company's Annual Report and Accounts for the year ended 31 January 2018. This is an advisory vote only.
3. To re-appoint KPMG LLP as auditor of the Company for the year ending 31 January 2019 to hold office until the conclusion of the next period for appointing an auditor in accordance with the provisions of Part 16 of the Companies Act 2006 and to authorise the Directors to determine the remuneration of the auditor.
4. To re-elect Giovanni Ciuccio as a Director of the Company.
5. To re-elect Keith Daley as a Director of the Company.
6. To re-elect Andy Weatherstone as a Director of the Company.
7. To re-elect Peter Welch as a Director of the Company.
8. To re-elect John Wilson as a Director of the Company.

### Special business

To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

9. That:
  - 9.1 the Directors be and are generally and unconditionally authorised, in accordance with the provisions of Section 551 of the Companies Act 2006, to exercise all powers of the Company to allot relevant securities (as defined in the said section) up to an aggregate nominal amount of £930,504, such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution but to be capable of previous revocation or variation from time to time by the Company in general meeting;
  - 9.2 the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and that the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired; and
  - 9.3 all previous authorities to allot relevant securities conferred by resolution of the Company pursuant to Section 551 of the Companies Act 2006 or otherwise be and they are hereby revoked, but without prejudice to any allotment, offer or agreement made or entered into prior to the passing of this resolution.

By order of the Board



**Andy Weatherstone**  
CFO and Company Secretary

**Elektron Technology plc**  
Broers Building  
21 JJ Thomson Avenue  
Cambridge CB3 0FA  
17 May 2017

## EXPLANATORY NOTES

### to the Notice of Annual General Meeting

The notes on this page give an explanation of the proposed resolutions.

Resolutions 1 to 9 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

#### Ordinary resolutions

##### Resolution 1 – Receipt of 2018 Annual Report and Accounts

In accordance with the Companies Act 2006 (the “Act”) the Directors must present the audited accounts of the Company together with their report and the Independent auditor’s report thereon before shareholders each year at a general meeting. Those to be presented at the AGM are in respect of the financial year ended 31 January 2018.

##### Resolution 2 – Directors’ remuneration report

Shareholders are asked to approve the Directors’ remuneration report in the Company’s Annual Report and Accounts for the financial year ended 31 January 2018. This resolution is advisory and the Directors’ entitlement to receive remuneration is not conditional on it. In the event that the advisory vote is not carried the Remuneration Committee will consult with shareholders before implementing any changes to Directors’ remuneration.

##### Resolution 3 – Appointment of auditor

Resolution 3 proposes the re-appointment of KPMG LLP as the Company’s auditor and authorises the Directors to fix the remuneration of the auditor.

##### Resolutions 4 to 8 (inclusive) – Re-appointment of Directors

In line with the UK Corporate Governance Code (the “Code”) all of the Directors retire annually and they offer themselves for re-election at the AGM (to take effect at the conclusion of the AGM). Company law requires that each Director is voted on separately and, accordingly, each Director will be proposed for re-election by a separate resolution. Brief biographical details of all the Directors, including those standing for re-appointment, appear on page 25 of the Annual Report and Accounts.

##### Resolution 9

This resolution seeks shareholder approval to grant the Directors of the Company the authority to allot shares in the Company so that they can be in a position to take advantage of available opportunities that may arise from time to time. The authority will be limited to an aggregate nominal amount of £930,504 (18,610,085 ordinary shares of the Company), being approximately one-tenth of the Company’s issued share capital as at 2 May 2018, the latest practicable date prior to publication of this notice. The authority conferred in respect of this resolution will expire (unless previously revoked, varied or renewed) at the conclusion of the next Annual General Meeting. However, the Company may make an offer or agreement prior to the expiry of this authority which would or might require relevant securities to be allotted after the expiry of this authority. In this case, the Directors will be permitted to allot relevant securities pursuant to such offer or agreement as if this authority had not expired.

## NOTES

### to the Notice of Annual General Meeting

#### Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at the close of business on the day two days prior to the day appointed for holding the AGM or, in the event that the AGM is adjourned, at close of business on the day two days prior to the adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time.

#### Appointment of proxies

2. If you are a member of the Company at the time set out in Note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM and you should have received a form of proxy with this Notice of AGM. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please photocopy the form of proxy. Multiple proxies for one shareholder should be returned together in the same envelope.
3. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.
4. If you wish to attend the AGM in person, please bring the attendance card attached to the form of proxy (which accompanies this Notice of AGM) with you to enable Link Asset Services to register your attendance. Shareholders who have queries regarding special access or other requirements should contact the Company Secretary on +44 (0)1223 371 000.
5. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the form of proxy are set out in the notes to the form of proxy. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
6. To direct your proxy how to vote on the resolutions, mark the appropriate box on your proxy form with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

#### Appointment of proxy using hard-copy form of proxy

7. The notes to the form of proxy explain how to direct your proxy on how to vote on each resolution or how to withhold their vote. To be valid, the form of proxy and any power of attorney or other authority (if any) under which it is executed (or a duly certified copy of such power or authority) must be duly completed, executed and deposited with Link Asset Services at PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU or completed online at [www.signalshares.com](http://www.signalshares.com) by following the instructions on screen to submit it, in each case not less than 48 hours before the time appointed for the AGM (or any adjourned meeting). In the case of a member that is a corporation, the form of proxy must be executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised by the corporation.

#### Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. 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 made by means of CREST to be valid, the appropriate CREST message must be transmitted so as to be received by the issuer's agent, Link Asset Services (CREST participant ID: RA10), by no later than 48 hours before the time appointed for the AGM. 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 Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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 sponsor(s) or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

## NOTES CONTINUED

### to the Notice of Annual General Meeting

#### Appointment of proxy by joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).

#### Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out on page 5. Note that the cut-off time for receipt of proxy appointments (see Note 7) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy form of proxy and would like to change the instructions using another hard-copy form of proxy, please contact Link Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### Termination of proxy appointments

11. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to Link Asset Services (address above). In the case of a member which is a corporation, the revocation notice must be executed under its common seal or signed on its behalf by an officer, attorney or other person authorised to sign the same. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; or
- by contacting Link Asset Services on 0871 664 0300. Calls cost 12 pence per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9.00am and 5.30pm, Monday–Friday excluding public holidays in England and Wales.

In either case, the revocation notice must be received by Link Asset Services no later than 48 hours before the time appointed for holding the AGM.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

#### Issued shares and total voting rights

12. As at close of business on 2 May 2018 (being the latest practicable date prior to the publication of this document) the Company's issued share capital comprised 186,109,859 ordinary shares of 5 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at close of business on 19 June 2018 is 186,100,851.

#### Communication

13. You may not use any electronic address provided either:

- in this Notice of AGM; or
- any related documents (including the Chairman's letter and form of proxy)

to communicate with the Company for any purposes other than those expressly stated.

**Inspection of documents**

14. The following documents will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this notice until the date of the AGM, and at the place of the AGM from 12.30pm until its conclusion:

- the constitutional documents of the Company, comprising the Articles of Association;
- copies of the service contracts of the Executive Directors of the Company; and
- copies of the letters of appointment of the Non-executive Directors of the Company.

A copy of this Notice of AGM can be found on the Company's website: [www.elektron-technology.com](http://www.elektron-technology.com).

**Elektron Technology plc****Broers Building****21 JJ Thomson Avenue****Cambridge CB3 0FA**Email: [mail@elektron-technology.com](mailto:mail@elektron-technology.com)



**Elektron Technology plc**

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Registered in England number: 448274