

Letter to shareholders

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should immediately consult your stockbroker, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Optare plc, please hand this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Notice of Annual General Meeting Optare plc (the "Company")

(Incorporated and registered in England and Wales
with registered number 06481690)

Directors:

Andrew Charles Palmer (Non-executive Chairman)
Steven Norris (Non-executive Director)
Gopal Mahadevan (Non-executive Director)
Venkatesan Venkataraman (Non-executive Director)
Seshu Bhagavathula (Non-executive Director)
Nitin Seth (Non-executive Director)
Harihar Padmanabhan (Non-executive Director)

Registered office:
Unit 3 Hurricane Way
Sherburn in Elmet
North Yorkshire
LS25 6PT

18 November 2020

To holders of ordinary shares of 0.1p each in the capital of the Company ("Ordinary Shares")

Dear shareholder

2020 Annual General Meeting of Optare plc (the "Company")

1. Introduction

I am pleased to be writing to you with details of the Company's 2020 Annual General Meeting ("AGM"), which we are holding at the Company's registered office, Unit 3, Hurricane Way South, Sherburn in Elmet, North Yorkshire LS25 6PT on 14 December 2020 at 12:00pm. The formal notice of the AGM is set out in the accompanying document.

As a response to the Covid-19 pandemic, the UK Government passed the Corporate Insolvency and Governance Act, 2020, which has provided temporary flexibility for companies to conduct their meetings up to 30 December 2020 and therefore the issuance of the AGM notice has thus been delayed by a few weeks given the enormous impact that the Covid-19 pandemic has had on businesses. However, the Company is putting its best efforts and endeavours into ensuring that the AGM is conducted smoothly.

In line with the government's stay at home measures and social distancing guidelines prohibiting public gatherings, the Board has decided for the Company to proceed with the AGM as a hybrid meeting. As the health of the Company's shareholders as well as its officers and employees are of paramount importance to the Company, Shareholders (other than the minimum number required to form a quorum, as arranged by the Company) will not be able to attend and vote at the AGM in person. The Board advises all the other shareholders to attend the AGM virtually by electronic means through audio conferencing and cast their votes by appointment of a proxy in favour of the Chairman, who will attend and vote at the AGM on their behalf.

The Shareholders are strongly encouraged to appoint the Chairman as their proxy to ensure their vote is cast.

The details regarding guidance notes and instructions in relation to attending the AGM electronically can be found on page 5 of this document.

2. Business to be transacted at the AGM

Details of the resolutions that are to be proposed at the AGM are set out below.

Ordinary resolution 1 – Reports and accounts

The Directors of the Company are required under the Companies Act 2006 to lay the audited accounts and reports for each financial year before the Company in general meeting.

Ordinary resolution 2 – Re-appointment and remuneration of auditor

THAT the auditor of the Company be re-appointed at each meeting at which the Company's annual accounts are presented. Resolution 2 proposes the re-appointment of KPMG LLP. The resolution also follows past practice in giving the Directors authority to determine the remuneration to be paid to the auditor.

Ordinary Resolution 3 – Re-appointment of Dr Andrew Charles Palmer as Director

To re-appoint Dr. Andrew Charles Palmer as Director with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.

Ordinary Resolution 4 – Re-appointment of Mr Nitin Seth as Director

To re-appoint Mr. Nitin Seth as Director with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.

Ordinary Resolution 5 – Re-appointment of Mr Padmanabhan Harihar

To re-appoint Mr Padmanabhan Harihar as Director for the period Mr. Sanjay Saraswat would have continued in office, with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.

Ordinary Resolution 6 – 9 Election and re-election of Directors

As this is the third calendar year following the year in which they were last elected or re-elected, the following Directors will retire and be put forward for re-election:

- i. Mr Gopal Mahadevan
- ii. Dr Seshu Bhagavathula
- iii. Mr Venkat Venkatesan
- iv. Mr Steven Norris

3. Action to be taken

You are entitled to appoint any person as proxy to exercise all or any of your rights to attend, speak and vote at the AGM on your behalf. As mentioned above, you are encouraged to appoint the Chairman as proxy. You will find enclosed with this document a Form of Proxy for use in connection with the AGM. You are requested to complete and return the Form of Proxy by post to the Company's registrar, Link Asset Services, PXS, 34 Beckenham Road, Kent BR3 4TU, or electronically through the CREST electronic proxy appointment service as soon as possible and, in any event, so as to be received no later than 12:00pm on 10 December 2020.

Please note that if you do not give your proxy an indication of how to vote on any resolution, your proxy may 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 meeting.

4. Recommendation

The Directors consider that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole and unanimously recommend that shareholders vote in favour of all of the resolutions, as the Directors intend to do in respect of their own beneficial holdings.

Yours faithfully

Andrew Charles Palmer

Non-executive Chairman

18 November 2020

By order of the Board

Notice of Annual General Meeting

Optare plc

(Incorporated and registered in England and Wales with company number 06481690)

Notice is given that the AGM of the Company will be held at the Company's registered office, Unit 3, Hurricane Way South, Sherburn in Elmet, North Yorkshire LS25 6PT, on 14 December 2020 at 12:00pm for the purpose of transacting the following businesses:

Ordinary business

To consider and if thought fit, to pass resolutions with or without modification(s) in respect of the following matters:

As ordinary resolutions of the Company:

1. To receive, consider and adopt the Balance sheet as at 31st March 2020 and Profit & Loss account together with the reports of the Directors and auditor thereon.
2. To re-appoint KPMG LLP as auditor of the Company and to authorise the Directors to determine its remuneration.
3. To re-appoint Dr. Andrew Charles Palmer as Director with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.
4. To re-appoint Mr. Nitin Seth as Director with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.
5. To re-appoint Mr. Padmanabhan Harihar as Director for the period Mr. Sanjay Saraswat would have continued in office, with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.
6. To re-elect Mr Gopal Mahadevan as a Non-executive Director
7. To re-elect Dr Seshu Bhagavathula as a Non-executive Director
8. To re-elect Mr Venkat Venkatesan as a Non-executive Director
9. To re-elect Mr Steven Norris as a Non-executive Director

By order of the Board

Abhijit Mukhopadhyay

Company Secretary

Registered office:

**Unit 3 Hurricane Way South
Sherburn in Elmet
North Yorkshire
LS25 6PT**

18 November 2020

Notes

1. The Company specifies that only those holders of ordinary shares of 0.1p each in the capital of the Company registered in the Company's register of members at:
 - 1.1 close of business on 10 December 2020; or
 - 1.2 if this meeting is adjourned, at close of business two working days prior to the adjourned meeting, shall be entitled to vote through appointment of proxy at the meeting in respect of the number of ordinary shares of 0.1p each in the capital of the Company registered in their name at that time. Subsequent changes to entries in the register of members shall be disregarded in determining the rights of any person to vote through the appointment of proxy at the meeting.
2. Members may appoint a proxy:
 - 2.1 by completing and returning a Form of Proxy by post or by hand to the offices of the Company's registrar, Link Asset Services, in accordance with note 5 below; or
 - 2.2 in the case of CREST members, through the CREST electronic proxy appointment service.
3. A Form of Proxy which may be used to make such an appointment and give proxy instructions accompanies this notice of meeting. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Link Asset Services on 0371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate. Lines are open between 9:00 – 17:30, Monday to Friday excluding public holidays in England and Wales)
4. A member may appoint the Chairman as their proxy in relation to the AGM and such proxy is appointed to exercise the rights attached to different shares held by a member. You may not appoint more than one proxy to exercise rights attached to any one share. Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. The notes to the Form of Proxy explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the Form of Proxy, the form must be:
 - 5.1 completed and signed;
 - 5.2 sent or delivered to Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU; and

- 5.3 received by Link Asset Services no later than 12:00pm on 10 December 2020 or two working days prior to any adjourned meeting or, in the case of a poll, taken more than 48 hours after it is demanded, one working day before the time appointed for the taking of the poll
- In the case of a member which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). 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.
7. 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 ("EUI")'s 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 is 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 RA10) by 12:00pm on 10 December 2020. 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.
8. 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 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.
9. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
10. 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 every other matter which is put before the AGM.
11. 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).
12. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions: any amended proxy appointment received after the relevant cut-off time will be disregarded.
13. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
14. 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.
15. 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.

Explanatory notes to the Notice of Annual General Meeting

Optare PLC – Entry to the Annual General Meeting

To facilitate your entry to the GM as a shareholder, you are requested to dial 020 3936 2999 or +44 20 3936 2999 if calling from abroad. Upon dialing in, please use the participant access code: 932722 after which you will be greeted by an operator who will register your details and put you through to the GM.

Form of proxy

Optare plc

I/We.....
of.....
being a member of the Company, appoint the Chairman of the meeting or

.....as my/our proxy to attend, speak and vote for me/us on my/our behalf at the AGM of the Company to be held at 12:00pm on 14 December 2020 and at any adjournment of it.

I have indicated with a "X" how I/we wish my/our votes to be cast on the following resolutions, which are referred to in the notice convening the meeting (see note 1 below).

Resolutions	For	Against	Withheld
Ordinary resolutions			
1. To receive, consider and adopt the Balance sheet as at 31 st March 2020 and Profit & Loss account together with the reports of the Directors and auditor thereon.			
2. To re-appoint KPMG LLP as auditor of the Company and to authorise the Directors to determine its remuneration.			
3. To re-appoint Dr. Andrew Charles Palmer with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.			
4. To re-appoint Mr. Nitin Seth as Director with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.			
5. To re-appoint Mr. Padmanabhan Harihar as Director for the period Mr. Sanjay Saraswat would have continued in office, with effect from the conclusion of this Annual General Meeting (AGM) in accordance with Article 120 of the Company's Articles of Association.			
6. To re-elect Mr Gopal Mahadevan as a Non-executive Director			
7. To re-elect Dr Seshu Bhagavathula as a Non-executive Director			
8. To re-elect Mr Venkat Venkatesan as a Non-executive Director			
9. To re-elect Mr Steven Norris as a Non-executive Director			

Signature

Date

Please tick here if you are appointing more than one proxy:

Number of shares proxy appointed over:

Notes

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see [overleaf]). If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
4. Entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be determined by reference to the register of members of the Company at close of business on 10 December 2020. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. The Form of Proxy must arrive at Link Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU during usual business hours accompanied by any power of attorney under which it is executed (if applicable) no later than 12:00pm on 10 December 2020.
6. If you prefer, you may return this Form of Proxy to the registrar in an envelope addressed to FREEPOST LINK PXS. Please note that delivery may take up to five working days if you use this Freepost address.
7. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.