



## 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, 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)

#### Registered office:

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

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

Dear shareholder

2021 Annual General Meeting of Optare plc (the "Company")

#### **1. Introduction**

I am pleased to be writing to you with details of the Company's 2021 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 03 May 2022 at 12:00pm. The formal notice of the AGM is set out in the accompanying document.

The Company has been closely monitoring the impact of the Covid-19 pandemic, with the priority to safeguard the wellbeing of our colleagues, shareholders and wider communities. Whilst the UK government has lifted legal restrictions in England, the situation remains uncertain and there is no guarantee that there will be any further changes prior to the AGM. The Shareholders should note that further changes may need to be put in place at shorter notice in relation to the AGM and any updates to the position will be included on the Company's website at <https://www.optare.com/investors/>

The Company understands and respects the importance of the AGM to Shareholders and the Board greatly values the opportunity to meet Shareholders in person. However, we understand that this may not be possible or desirable for all who wish to attend the AGM due to the uncertainty of the impact of Covid-19 pandemic while observing the social distance guidelines.

Keeping in mind the safety and health of the Company's Shareholders as well as its officers and employees, the Board has decided for the Company to proceed with the AGM as a hybrid meeting whereby 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.

Unlike previous years, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the 2021 Annual General Meeting in the post automatically. Instead, you will be able to appoint a proxy electronically using the link [www.signalshares.com](http://www.signalshares.com). Details of how to appoint a proxy in this way are set out on page 3 of this document. Alternatively, you may request a hard copy form of proxy directly from our Registrar, Link Group. Details of how to request, and complete, a hard copy form of proxy are set out on page 3 of this document.

Please note the annual report will be published on the Company's website on the 11th April 2022 and can be accessed at: <https://www.optare.com/investors/>

## 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.

KPMG, the previous auditors of the Company had resigned with effect from 07th April 2021, thereby causing a casual vacancy in the office of the auditor of the Company. The Directors of the Company appointed BDO LLP to fill the casual vacancy caused by KPMG's resignation in accordance with the provisions of the relevant Statutes and the Company's Articles of Association. Resolution 2 proposes the re-appointment of BDO LLP. The resolution also follows past practice in giving the Directors authority to determine the remuneration to be paid to the auditor.

## 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 are requested to complete and return the Form of Proxy to the Company's registrar, PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL, 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 28 April 2022.

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**

07 April 2022

By order of the Board

