



## 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 General Meeting Optare plc (the "Company")**

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

Directors:  
Gopal Mahadevan (Non-executive Director)  
Venkatesan Venkataraman (Non-executive Director)

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

**15 November 2023**

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

Dear shareholder

### **General Meeting of the Company**

#### **1. Introduction**

I am pleased to be writing to you with details of a general meeting ("GM") of the Company. Notice is hereby given that a GM 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 30 November 2023 at 12:00pm. The formal notice of the GM is set out in the accompanying document.

Following the practice adopted by the Company for 2023 Annual General Meeting, and in order to reduce the Company's environmental impact, you will not receive a hard copy form of proxy for the GM 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.

The details regarding guidance notes can be found on page 5 of this document.



## 2. Business to be transacted at the GM

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

### *Ordinary Resolution – Authority to allot shares in the Company*

1. **THAT**, in addition to all existing authorities, the Directors be and they are hereby: authorised pursuant to section 551 of the Companies Act 2006 (the “Act”) to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum aggregate nominal amount of Cr 1,200 INR (~£116,000,000 as of today’s exchange rate) for the purposes described in the notes accompanying the notice of general meeting at which this resolution is to be proposed during the period commencing on the date of the passing of this resolution and expiring (unless renewed, varied or revoked by the Company in general meeting) five years from the date of the passing of this resolution, save that the Company may make an offer or agreement which would or might require shares to be allotted or Rights to be granted after the expiry of this authority and the Directors may allot shares or grant Rights pursuant to such an offer or agreement as if the authorities hereby conferred had not expired.

### *Special Resolutions – Disapplication of pre-emption rights*

2. **THAT**, subject to the passing of resolution 1, the Directors be and they are hereby generally empowered, pursuant to section 571 of the Act, to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph a of resolution 1 set out above, as if section 561 of the Act did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount of Cr 1,200 INR (~£116,000,000 as of today’s exchange rate) , and shall expire (unless renewed, varied or revoked by the Company in general meeting) five years from the date of the passing of this resolution, save that the Company may make an offer or agreement which would or might require equity securities to be allotted after the expiry of this power and the Directors may allot equity securities pursuant to such offer or agreement after such expiry as if the power hereby conferred had not expired.

## 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 GM on your behalf. Whether or not you propose to attend the GM in person, 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 November 2023. Completion and return of a Form of Proxy will not stop you from attending the GM and voting in person should you so wish.

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 GM 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

**Venkatesan Venkataraman**

Non-executive Director

15 November 2023

By order of the Board