



Notice of General Meeting

Optare plc

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

Notice is given that the 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 for the purpose of transacting the following businesses:

Ordinary resolutions

To consider and, if thought fit, to pass with or without modification(s) the following as an ordinary resolution of 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

To consider and, if thought fit, to pass with or without modification(s) the following as special resolutions of the Company:

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.

By order of the Board

Abhijit Mukhopadhyay
Company Secretary

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

15 November 2023

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 28 November 2023; 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 online at www.signalshares.com (the "Website") by following the on-screen instructions, in particular at the "Proxy Voting" link, by no later than 12:00pm on 28 November 2023. In order to appoint a proxy using the Website, members will need to log into their Signal Shares account or register if they have not previously done so. To register members will need to identify themselves with their Investor Code which is detailed on their share certificate or available from our Registrar, Link Group, on Tel: 0371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - 2.2 Link Group, the company's registrar, has launched a shareholder app: LinkVote+. It's free to download and use and gives shareholders the ability to access their shareholding record at any time and allows users to submit a proxy appointment quickly and easily online rather than through the post. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

Apple App Store



Google Play



- 2.3 You may request a hard copy form of proxy directly from our Registrar, Link Group, on Tel: 0371 664 0300 or by emailing shareholderenquiries@linkgroup.co.uk. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
 - 2.4 To appoint a proxy using the hard copy form of proxy, the form must be:
 - 2.4.1 completed and signed;
 - 2.4.2 sent or delivered to PXS 1, Link Group, Central Square, 29 Wellington Street, Leeds, LS1 4DL; and
 - 2.4.3 received by Link Group no later than 12:00pm on 28 November 2023 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
 - 2.5 in the case of CREST members, through the CREST electronic proxy appointment service.
 - 2.6 If you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to www.proximity.io.
3. 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.

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.
 4. 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.
 5. 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 & International 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 28 November 2023. 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.
 6. 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.

7. 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.
8. Proxymity Voting - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12:00pm on 28 November 2023 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
9. 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.
10. 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).
11. 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.
12. 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.
13. 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
14. 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 General Meeting

Ordinary resolutions

Resolution 1 – Authority to allot shares in the Company

The purpose of this resolution is to increase the Director's powers to allot shares in the Company or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount equal to Cr 1,200 INR (~£116,000,000 as of today's exchange rate) for the purposes described in "Background to and reasons for the proposed share issue" below. The authorities sought under this resolution will expire (unless renewed, varied or revoked by the Company in general meeting) five years from the date of passing this resolution.

Special Resolutions

Resolution 2 – Disapplication of Pre-emption rights

This resolution, which will be proposed as a special resolution, would, if passed, give the Directors the authority to allot ordinary shares for cash without first offering them to the existing shareholders in proportion to their existing shareholdings. The authority sought is for the purpose of enabling the issue of shares to Ashok Leyland Limited as described further below.

Introduction

The Board has recently undertaken a review of the balance sheet of the Company and of its financial position. This review included consultation with the Company's advisers and Ashok Leyland Limited as the Company's majority shareholder. Following completion of this review, your Directors have concluded that it is in the overall interests of the Company and its shareholders for the Company to raise further cash from Ashok Leyland Limited to fund the ongoing working capital requirements of the Group and to strengthen the Company's balance sheet going forward.

Background to and reasons for the proposed share issue

The Company has become increasingly reliant upon its majority shareholder, Ashok Leyland Limited, for financial support for its business since Ashok Leyland Limited's first equity investment in the Company in 2011. Ashok Leyland Limited has provided material financing to the Company over recent years to support the Company's business and allow it to continue trading.

Ashok Leyland Limited has indicated to the Board its informal agreement to, and intention to proceed with, a subscription for shares directly up to an aggregate amount of Cr 1,200 INR (~£116,000,000 as of today's exchange rate). The shares will be issued to Ashok Leyland Limited at the issue price of 0.1 pence per ordinary share ("Issue Price"). After careful consideration, the Board believes that the Issue Price is a fair price at which to issue the ordinary shares given the current financial position of the Company.