



Notice of Annual General Meeting

Essentra plc

Incorporated in England and Wales under registered number 05444653.

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should immediately seek your own advice from an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Essentra plc (the "Company"), please pass this document together with the accompanying form of proxy to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Notice of the Annual General Meeting ("AGM") of the Company to be held at Slaughter and May, One Bunhill Row, London, EC1Y 8YY on Tuesday 16 May 2023 at 13.00 is set out in this document.

Shareholders are welcome to attend the AGM in person and the Board look forward to meeting you if you are able to join us in person. Whilst we ran a hybrid meeting last year, there was no take up through the virtual route, and therefore, we have decided to hold an in person only meeting. To help ensure your safety and manage the numbers attending the AGM, we are asking that only shareholders or their duly nominated proxies attend the AGM. Persons who are not shareholders or their duly nominated persons should not attend the meeting unless arrangements have been made in advance with the Company Secretary.

Shareholders are urged to complete and submit a proxy form or vote using the internet, in accordance with instructions on the enclosed form. The proxy form must be completed, signed and received by 13.00 on Friday 12 May 2023.

Shareholders who are not able to attend the meeting, may ask for questions to be put to the meeting by emailing companysecretary@essentra.com by no later than 13.00 on Friday 12 May 2023.

Important Note

Please check the Company's website, www.essentraplc.com in advance of the AGM in case there are any changes made to the arrangements for the AGM. In the event that there are any changes made at short notice, there will also be an announcement to the London Stock Exchange via the regulatory information service.

Notice of Annual General Meeting

Notice is hereby given that the 2023 AGM of Essentra plc (the "Company") will be held at Slaughter and May, One Bunhill Row, London, EC1Y 8YY on Tuesday 16 May 2023 at 13.00 ("Notice"). A form of proxy for use in connection with this meeting is enclosed with this document. Whether or not you propose to attend the AGM you are strongly encouraged to complete the proxy form in accordance with the instructions on the enclosed form and return it to the registrars or vote using the internet, as soon as possible, in order to ensure that your vote is counted. Proxy forms and voting instructions must be received by 13.00 on Friday 12 May 2023. You will be asked to consider and pass the resolutions below.

Completion and return of a form of proxy will not preclude shareholders from attending in person and voting at the AGM should they choose to do so.

The Board considers that all the resolutions to be put to the AGM are in the best interests of the Company and its shareholders as a whole. The Board will be voting in favour of them in respect of their own shareholdings and unanimously recommends that you do so as well.

Each of the Resolutions to be put to the meeting will be voted on by way of a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting.

Resolutions

Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions.

Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

1. To receive and adopt the Company's accounts, the Reports of the Directors and Auditor and the Strategic Report for the financial year ended 31 December 2022, as set out in the Company's 2022 Annual Report.
2. To approve the Remuneration Committee Chair's Letter and the Annual Report on Remuneration for the financial year ended 31 December 2022, as set out in the Company's 2022 Annual Report.
3. To declare a final dividend for the financial year ended 31 December 2022 of 1.0 pence per ordinary share.
4. To re-elect Dupsy Abiola as a Director of the Company.
5. To re-elect Jack Clarke as a Director of the Company.
6. To elect Kath Durrant as a Director of the Company.
7. To elect Scott Fawcett as a Director of the Company.
8. To re-elect Adrian Peace as a Director of the Company.
9. To re-elect Paul Lester as a Director of the Company.
10. To re-elect Mary Reilly as a Director of the Company.
11. To re-elect Ralf K. Wunderlich as a Director of the Company.
12. To re-appoint PricewaterhouseCoopers LLP as Auditor of the Company until the conclusion of the next general meeting at which audited accounts are laid before the Company.
13. To authorise the Directors to determine the remuneration of the Auditors.

14. General power to allot shares (ordinary resolution)

The Board be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

(a) up to a nominal amount of £25,065,901 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and

(b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £50,131,801 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of rights issue: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities as required by the rights of those securities or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 16 August 2024) but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

15. General power to disapply pre-emption rights (special resolution)

That if Resolution 14 is passed, the Board be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a rights issue only: (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) to holders of other equity securities, as required by the rights of those securities, or, as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £7,519,770,

such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 16 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. Specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolution)

That if Resolution 14 is passed, the Board be authorised, in addition to any power granted under Resolution 15, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,519,770; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of this Notice,

such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 16 August 2024) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

17. Purchase of own shares (special resolution)

That the Company be authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its ordinary shares of 25p each ("ordinary shares"), such power to be limited:

- (a) to a maximum number of 30,079,081 ordinary shares; and
- (b) by the condition that the minimum price which may be paid for an ordinary share is the nominal amount of that share and the maximum price which may be paid for an ordinary share is the highest of: (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses,

such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 16 August 2024) but in each case, prior to its expiry, the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the power ends and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

18. Notice of general meetings (special resolution)

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board
Emma Reid
Company Secretary
17 April 2023

Registered Office:
Langford Locks
Kidlington
Oxford
OX5 1HX

Registered in England and Wales
No. 05444653

Inspection of documents

The following documents will be available for inspection at the Company's registered office at Langford Locks, Kidlington, Oxford, OX5 1HX between 08.30 and 17.00 on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and at the AGM from 15 minutes before the AGM until it ends:

- Copies of the Executive Directors' service contracts
- Copies of letters of appointment of the Non-Executive Directors

Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Computershare Investor Services PLC on 0370 703 6394. 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).
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post (during normal business hours only), by hand at Computershare Investor Services Plc, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or, if you prefer, electronically via the internet at computershare.com or, if you are a CREST member, via CREST, in each case no later than Friday 12 May 2023 or not less than 48 hours before any adjourned meeting (excluding any part of a day that is not a working day).
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 below) will not prevent a shareholder attending the AGM and voting in person if they wish to do so. Details of how to arrange for an appointed proxy to attend the AGM are in the 'Essentra Shareholder Guide' on page 10.
4. To vote using the internet, go to eproxyappointment.com. You will be asked to enter the Shareholder Reference Number ("SRN"), Control number and PIN as printed on your form of proxy, and to agree to certain terms and conditions. For best results it is recommended that the last vendor-supported releases are used for internet browsers.
5. If you are an institutional investor, you may 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 13.00 on Friday 12 May 2023 in order to be considered valid. 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.
6. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
8. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company by close of business on Friday 12 May 2023 (or, in the event of any adjournment, on the date which is 48 hours before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
9. Each of the Resolutions to be put to the meeting will be voted on by way of a poll and not by a show of hands. Shareholders are reminded of their right under section 360BA of the Companies Act 2006 to request, within thirty days of the AGM, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.
10. As at 4 April 2023 (being the last practicable business day prior to the publication of this Notice), the Company holds 1,799,900 shares as treasury shares within the meaning of section 724 of the Companies Act 2006, representing approximately 0.6% of the total ordinary share capital of the Company in issue (excluding treasury shares). The Company's issued share capital consists of 302,590,708 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 4 April 2023 are 300,790,808.

11. 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. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
12. 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's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via euroclear.com/CREST). 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 3RA50) by 13.00 Friday 12 May 2023 or 48 hours prior to any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp 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. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
13. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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, to procure that the 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 connection with this, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
14. 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.
15. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Details of how to arrange for an appointed corporate representative to attend the AGM are in the 'Essentra Shareholder Guide' on page 10.
16. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
17. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
18. You may not use any electronic address provided either in this Notice or any related documents (including the Chair's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
19. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.essentraplc.com.

The notes on the following pages provide an explanation of the proposed resolutions set out in this Notice.

Resolutions 1 to 14 (inclusive) 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.

Resolutions 15 to 18 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Explanatory Notes to the Notice of Annual General Meeting

1. Receive and adopt the Company's accounts, the Reports of the Directors and Auditor and the Strategic Report (ordinary Resolution 1)

Shareholders are required to receive the Company's accounts for the financial year ended 31 December 2022. These include both the consolidated accounts and Essentra's stand-alone accounts, together with the Strategic Report and the reports of the Directors and the Auditor. These are all contained in the 2022 Annual Report.

2. Approval of Remuneration Committee Chair's Letter and Annual Report on Remuneration (ordinary Resolution 2)

Resolution 2 seeks shareholder approval for the Remuneration Committee Chair's Letter and the Annual Report on Remuneration as set out in the 2022 Annual Report. The vote on Resolution 2 is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed.

3. Dividend (ordinary Resolution 3)

A final dividend for the financial year ended 31 December 2022 of 1.0 pence per ordinary share is recommended by the Directors and is put to the shareholders for their approval. If approved, the dividend will be paid on 30 June 2023 to shareholders on the Register of Members of the Company at the close of business on 19 May 2023 making a total dividend in respect of the financial year ended 31 December 2022 of 3.3 pence per ordinary share. In accordance with the Articles of Association of the Company, the shareholders cannot resolve to pay an amount greater than that recommended by the Directors.

For the avoidance of doubt, the final dividend for the financial year ended 31 December 2022 of 1.0 pence per ordinary share is intended to be made, subject to the approval of shareholders, in addition to the proposed special dividend of £90m announced on 2 February 2023 as part of the return of value to shareholders following the disposals of the Filters and Packaging businesses.

The Company operates a Dividend Reinvestment Plan ("DRIP"). Shareholders who elect for the DRIP will automatically receive shares for all future dividends. Shareholders may cancel the election at any time by contacting the Company's Registrar, Computershare Investor Services PLC, whose contact details can be found on page 10 of this Notice.

4. Directors (ordinary Resolutions 4, 5, 6, 7, 8, 9, 10, 11)

In accordance with the UK Corporate Governance Code and the Company's Articles of Association all of the Directors will retire at the AGM and are offering themselves for election or re-election. Scott Fawcett and Kath Durrant are proposed for election as Directors.

Biographies of the Directors seeking election or re-election, together with an explanation of their contribution and importance to the long-term sustainable success of the Company, can be found from page 7 of this Notice and at www.essentraplc.com. The Board is satisfied, following a performance review, that each of the Directors standing for re-election continues to perform effectively, displays relevant skills and knowledge and demonstrates commitment to his or her role.

5. Re-appointment of PricewaterhouseCoopers LLP as Auditor (ordinary Resolution 12)

The Board has decided to put PricewaterhouseCoopers LLP forward to be re-appointed as the Company's Auditor.

6. To authorise the Directors to determine the remuneration of the Auditors (ordinary Resolution 13)

This Resolution follows best practice in corporate governance by separately seeking authority for the Directors to determine the Auditor's remuneration.

7. Renewal of Directors' power to allot shares (ordinary Resolution 14)

Paragraph (a) of this resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or

convert any securities into ordinary shares up to an aggregate nominal amount equal to £25,065,901 (representing 100,263,603 ordinary shares of 25p each). This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 4 April 2023, the latest practicable date prior to publication of this Notice.

In line with guidance issued by the Investment Association, paragraph (b) of this resolution would give the Directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £50,131,801 (representing 200,527,205 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital (excluding treasury shares) of the Company as at 4 April 2023, the latest practicable date prior to publication of this Notice.

The Directors are aware of the latest IA Share Capital Management Guidelines published in February 2023, which update the previous guidance to incorporate all fully pre-emptive offers, not just fully pre-emptive rights issues. The Directors have decided that they will limit the relevant limb of the allotment authority to rights issues in line with past practice but will keep emerging market practice under review.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 16 August 2024 and the conclusion of the AGM of the Company held in 2024.

The Directors have no present intention to exercise either of the authorities sought under this resolution. However, if they do exercise the authorities, the Directors intend to follow Investment Association recommendations concerning their use.

As at 4 April 2023 1,799,900 ordinary shares were held by the Company in treasury representing 0.6 % of the issued ordinary share capital (excluding treasury shares).

8. General power to disapply pre-emption rights and specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special Resolutions 15 and 16)

Resolutions 15 and 16 will be proposed as special resolutions. They would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

The power set out in Resolution 15 would be, similar to previous years, limited to allotments or sales in connection with rights issues and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £7,519,770 (representing 30,079,081 ordinary shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 4 April 2023, the latest practicable date prior to publication of this Notice.

Resolution 16 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-Emption Group's Statement of Principles 2022. The power under Resolution 16 is in addition to that proposed by Resolution 15 and would be limited to allotments or sales of up to an aggregate nominal amount of £7,519,770 (representing 30,079,081 ordinary shares). This aggregate nominal amount represents an additional 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 4 April 2023, the latest practicable date prior to publication of this Notice.

The Directors have decided that they will limit the powers in Resolutions 15 and 16 to an aggregate maximum amount of 20% of the issued ordinary share capital of the Company (excluding treasury shares), rather than a maximum of 24% as permitted by the Pre-Emption Group's Statement of Principles 2022, however, will keep emerging market practice under review.

The Directors have no present intention to exercise the powers sought by Resolutions 15 or 16. If the powers sought by Resolutions 15 or 16 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

The power under Resolutions 15 and 16 will expire at the earlier date of 16 August 2024 and the conclusion of the AGM of the Company held in 2024.

9. Purchase of own shares (special Resolution 17)

The Company announced on 2 February 2023 its intention to return to shareholders approximately £150m of the residual net transaction proceeds from the disposals of the Packaging and Filters businesses by means of a special dividend of £90m and a share buyback programme of approximately £60m (the "Buyback Programme"). The Company issued a launch announcement in respect of the Buyback Programme on 29 March 2023 following the release of its full year results. The Directors consider the Buyback Programme to be in the best interests of the Company and of its shareholders generally, and is expected that the implementation of the Buyback Programme will enhance earnings per share. Resolution 17 seeks authority for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), which represents a return to the authority level obtained at the Company's 2021 AGM to facilitate the Buyback Programme. The Company purchased 901,956 ordinary shares in the period since the last AGM to 4 April 2023 under the existing authority, all of which were purchased in connection with the Buyback Programme.

Other than the Buyback Programme, the Directors have no immediate plans to exercise this authority, but will keep under review the need to do so in light of business and investment opportunities. Purchases of the Company's own shares, where made, would only be made if considered to be in the best interests of the Company and of its shareholders generally and could generally be expected to result in an increase in earnings per share.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding ordinary shares the Company may purchase as treasury shares. The Company currently has 1,799,900 ordinary shares in treasury. The minimum price, exclusive of expenses, which may be paid for an ordinary share is its nominal value. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the highest of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out at the relevant time.

The Company has options outstanding over 3,928,113 ordinary shares, representing 1.31% of the Company's ordinary issued share capital (excluding treasury shares) as at 27 March 2023. If the existing authority given at the 2022 AGM and the authority now being sought by Resolution 17 were to be fully used, these would represent 1.31% of the Company's ordinary issued share capital (excluding treasury shares) at 4 April 2023, the latest practicable date prior to the publication of this Notice.

The authority will expire at the earlier date of 16 August 2024 and the conclusion of the AGM of the Company held in 2024.

10. Notice of general meetings (special Resolution 18)

The Companies (Shareholders' Rights) Regulations 2009 have increased the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

Before the coming into force of the Companies (Shareholders' Rights) Regulations on 3 August 2009, the Company was able to call General Meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 18 seeks such approval.

The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter 14 clear days' notice period will not be used as a matter of routine for such meetings, but only where such flexibility is merited by the business of the meeting and thought to be in the interests of shareholders as a whole.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Other Information

GDPR

Personal data provided by shareholders at or in relation to the AGM (including names, contact details, votes and shareholder reference numbers) will be processed in line with the Company's privacy policy which is available at www.essentra plc.com/privacy.

Directors' Biographies

Paul Lester CBE

Chair & Non-Executive Director
Appointed: 23 December 2015
Committees: Nomination

Contributions to the Company and reasons for re-election

Paul has served on the Board since December 2015 and became Chair in May 2016. Paul has led the Company through a series of significant changes and continues to use his experience to steer the new Essentra forward. Paul has deployed his ability to develop corporate strategies to benefit Essentra and its shareholders and has overseen the effectiveness of its operations as the Company continues to focus on delivering long-term sustainable value for all its stakeholders. Paul's outstanding track record underscores the breadth of experience he brings to the Company.

Experience

Paul brings a wealth of experience to Essentra, gained in a broad range of senior operational and strategic executive roles. Paul has over 30 years' experience of managing businesses at plc level, divisions of large multi-national companies as well as chairing public, private and private equity backed businesses. Paul's former roles include CEO of engineering services company, VT Group plc, the largest private company in the UK at the time and Group Managing Director of Balfour Beatty plc. Paul has also been Chair of McCarthy & Stone plc, Forterra plc, John Laing Infrastructure, Greenenergy, Knight Square Holdings and a Director of Invensys plc.

Paul is currently Chair of Telent Limited, a technology and network services business and Funeral Partners Limited.

Scott Fawcett

Chief Executive & Executive Director
Appointed: 1 January 2023
Committees: Nomination, ESG

Contributions to the Company and reasons for election

Scott was appointed as Chief Executive in January 2023 having joined Essentra in 2010 as Managing Director of the Components European business and subsequently joined the GMC in January 2014 leading the Components Global Strategy. Scott has led the transformation of the Components business from a product-led to a service-led business, and enhanced the customer proposition, delivering a decade of growth supported by the acquisition of 11 businesses to date.

Experience

Prior to joining Essentra, Scott was Head of eCommerce at RS Group plc (formerly known as Electrocomponents), where he held a variety of increasingly senior sales, marketing and eCommerce positions during his 17 year career there. Scott has extensive experience of the components industry, and for the last 13 years, has been, and continues to be, a dedicated and inspirational leader to the Components business.

Jack Clarke

Chief Financial Officer & Executive Director
Appointed: 19 May 2022
Committees: Not applicable

Contributions to the Company and reasons for re-election

Jack was appointed as Chief Financial Officer Designate on 4 April 2022 and was appointed as a Director of the Board following his election at the AGM in 2022. Since joining, Jack has contributed to the transformation of the business from a three-division business into a pure-play Components business, and has ensured the successful delivery of the strategic review through the divestment of the Filters and Packaging businesses. Jack also has extensive experience of leading M&A strategies which remains an important area of growth for the business, as demonstrated through the acquisition of Wixroyd Holdings Limited, in December 2022.

Experience

Jack has extensive experience operating as a CFO with other FTSE firms and has delivered significant improvements in profit and share price in his previous roles. Before joining Essentra, Jack was the CFO of Marshalls plc, an external landscaping products business, from 2014 until 2021. Prior to this, Jack was CFO of AMEC E&I and held several other positions in AMEC's international operating divisions having joined in 2006. Jack worked for Halliburton from 1995 to 2006 and started his early career with Mobil Oil Corporation having qualified as a chartered accountant with KPMG. Jack has a wealth of experience in international operations and change management having spent time living and working in the Middle East, the USA and Africa.

Dupsy Abiola

Non-Executive Director
Appointed: 18 March 2022
Committees: Nomination,
ESG, Remuneration

Contribution to the Company and reasons for re-election

Having worked on a broad portfolio of projects, Dupsy brings extensive experience in strategy, digital transformation and innovation that provides the Board with interesting insights and views that give greater depth to the Board's discussions around operational and strategic challenges the Company faces.

Experience

Dupsy is VP, Chief of Staff at Monzo Bank Limited, which she joined in January 2023. She was previously Head of Global Innovation for International Airlines Group, one of the world's largest aviation groups, where she worked with IAG's operating companies delivering R&D activities, investments and accelerated internal innovation experimentation. She is also a former barrister by background and has held roles that include being an independent advisor to the Global Future Leaders Council at the World Economic Forum, an Advisory Board Member to F-Lane, the Global Social Impact Accelerator for Female Founders and the Founder and CEO of Intern Avenue, a data driven hiring platform that she created and sold in 2017.

Kath Durrant

Non-Executive Director
Appointed: 3 January 2023
Committees: Nomination,
ESG, Remuneration

Contribution to the Company and reasons for election

Kath was appointed to the Board on 3 January 2023 and is standing for election at this AGM. Kath is an experienced member and chair of remuneration committees and has significant international and industry knowledge gained from her previous roles. Kath has extensive experience of working in businesses going through period of transformation and will be able to offer the Company invaluable support and guidance, particularly on the Remuneration Committee, and the newly formed ESG Committee.

Experience

Kath is currently a Non-Executive Director at Vesuvius plc and SIG plc. Kath has more than 30 years' human resources experience, with a strong operational and strategic track record, gained at several large global manufacturing companies. As well as working at GlaxoSmithKline plc and AstraZeneca plc she has served as the Group Human Resources Director of Rolls-Royce plc, and was most recently Group HR Director of Ferguson plc and Chief HR Officer of CRH plc. She served as a Non-Executive Director and Chair of the Remuneration Committee of Renishaw plc from 2015 to 2018 and of Calisen plc from 2020 to 2021.

Adrian I Peace

Non-Executive Director
Appointed: 28 June 2021
Committees: Nomination,
ESG, Audit & Risk

Contribution to the Company and reasons for re-election

Adrian brings extensive experience in US and Global markets having operated in a range of businesses including light and heavy manufacturing, distribution and services sectors. His wealth of experience operating in North America and Latin America markets, alongside his operational expertise in distribution, manufacturing, digitisation and service delivery is of significant value to Essentra. Adrian's inclusive approach has made him a popular Board Champion when visiting sites, and as a member of the ESG Committee, his experience of leading on ESG platforms that address and improve sustainability changes provides Essentra with valuable insights.

Experience

Adrian holds the position of President, Performance Technologies, Modine Manufacturing Company where he is responsible for overseeing Modine's Powertrain Cooling Solutions, Advanced Thermal Solutions and Coatings business. Adrian's early career included roles with General Electrical which he joined in 1990 and went on to become President and CEO for Latin America, Consumer and Industrial business and also a director of a joint venture with MABE, subsequently being promoted to President of Chemicals & Monitoring. Following GE, Adrian worked with WW Grainger and then Republic Services as Senior Vice President, Emerging Business Operations, where he also led Republic's sustainability initiatives driving forward Environmental Social and Governance issues.

Directors' Biographies continued

Mary Reilly

Senior Independent Director
Appointed: 1 June 2017
Committees: Nomination, ESG,
Remuneration, Audit & Risk

Contribution to the Company and reasons for re-election

Mary brings a wealth of accounting, finance and international management to Essentra. Mary's focus on finance, risk and compliance provides significant contributions to Board discussions. During the last year, Mary prioritised her support for Essentra during the recent strategic reviews having been a member of the steering committee that oversaw the divestments of the Filters and Packaging business. The Board believe that Mary's role as Senior Independent Director and Chair of the Audit and Risk Committee provides the Company with practical support and guidance. From 1 January 2019, Mary was appointed as the Board Employee Champion and has been instrumental in bringing the "Voice of the Employee" to the Boardroom. Mary was appointed as the Senior Independent Director from May 2021.

Experience

Mary was previously a Partner of Deloitte LLP for more than twenty years, and has also served on a number of boards in a Non-Executive capacity since 2000. Mary is currently Non-Executive Director and Chair of the Audit Committee of Mitie Group plc, a facilities management company, Non-Executive Director of Gemfields Group Limited, Mar HoldCo S.a.r.l. and Cazoo Group Limited.

Ralf, K. Wunderlich

Non-Executive Director
Appointed: 1 June 2017
Committees: Nomination, ESG,
Remuneration, Audit & Risk

Contribution to the Company and reasons for re-election

Ralf brings extensive international executive experience gained over many years and through living and working across three continents. His considerable experience in financial, commercial and strategic roles continues to make Ralf a valuable member of the Board. Ralf has considerable interest, passion and experience in driving forward ESG agendas and is Chair of the newly formed ESG Committee, and its predecessor, the Sustainability Committee. Additionally, Ralf has served as Chair of the Remuneration Committee since the 2022 AGM and has been appointed as a Board Employee Champion. With his understanding of various working cultures, and commitment to the highest safety standards, the Board believes Ralf brings significant value to the Company.

Experience

Ralf is currently a senior adviser to private equity firms and an independent consultant, Non-Executive Director of Aptar Group Inc, Huhtamaki Oyj and Shepherd Building Group Limited. He was previously President and Managing Director of Amcor Flexibles – Asia Pacific and a member of the Global Group Executive Team of Amcor (Amcor revenue US\$15bn), with operations in approximately 40 countries and revenue of approximately US\$13bn. Ralf has direct experience of being responsible for businesses with injection moulding capabilities and has been responsible for large P&Ls of between £1-2bn revenue for many years.

Essentra Shareholder Guide



Meeting Access

When arriving on site, walk to the reception area where you will be directed to the meeting by a member of staff. Please bring with you the Attendance Card, which is attached to the Form of Proxy, if you don't have an Attendance Card, your right to attend the AGM will be verified by the Company's Registrar, Computershare Investor Services PLC ("Computershare").

Representatives of corporate shareholders will have to produce evidence of their appointment when attending the AGM. Please contact Computershare if you need any further guidance using the contact details provided below.

Appointment of Proxies and Third Parties

A member is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Appointing a proxy in advance of the meeting will not prevent shareholders from subsequently attending in person and voting at the meeting.

Corporate Representatives

A corporation which is a shareholder 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(s).

Questions

During the meeting, there will be an opportunity for shareholders, proxies and corporate representatives to ask questions on the business of the meeting. At the appropriate time the Chair of the meeting will ask if there are any questions, please raise your hand and the Chair will ask you to say your name and then your question. Shareholders who are not able to attend the meeting, may ask for questions to be put to the meeting by emailing companysecretary@essentra.com in advance of the AGM. Questions submitted in advance need to be received no later than 13.00 on Friday 12 May 2023.

Contact Details

If you require any help or further information, please contact Computershare using the contact details below:

By telephone: 0370 703 6394

Lines are open Monday to Friday, 8.30 to 17.30 UK time, excluding public holidays. Please call +44 (0)370 703 6394 if calling from outside the UK.

Online:

www.computershare.co.uk/contactus

In writing:

Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE.



Essentra plc
essentraplc.com

Essentra plc
Langford Locks
Kidlington
Oxford OX5 1HX
United Kingdom

Telephone: +44 (0)1908 359100
Email: enquiries@essentra.com

Registered in England No. 05444653