

Notice of Annual General Meeting

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 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 Langford Locks, Kidlington, Oxford OX5 1HX on Thursday 20 May 2021 at 12.00 is set out in this document.

Given the ongoing COVID-19 restrictions in place, the meeting will be convened with a minimum quorum of shareholders made up from Essentra management, and shareholders will not be permitted to join the meeting in person. Instead, they can join through a virtual platform which can be accessed through <https://web.lumiagm.com>. Details of how to join are provided within this Notice of Annual General Meeting on pages 10 and 11.

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 12.00 on Tuesday 18 May 2021.

Shareholders are able to put questions to the meeting by emailing companysecretary@essentra.com in advance of the AGM. During the AGM, questions may be submitted through the Lumi platform. More details on how to do this can be found on page 10.

Notice of Annual General Meeting

Notice is hereby given that the 2021 AGM of Essentra plc (the "Company") will be held at Langford Locks, Kidlington, Oxford OX5 1HX on Thursday 20 May 2021 at 12.00 ("Notice").

A form of proxy for use in connection with this meeting is enclosed with this document. Please fill in the proxy form and return it to the registrars as soon as possible. They must receive it by 12.00 on Tuesday 18 May 2021. You will be asked to consider and pass the resolutions below.

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.

Due to the COVID-19 pandemic all shareholders are encouraged to complete and submit a proxy form or vote using the internet, in accordance with the instructions printed on the enclosed form. The proxy form must be completed, signed and received by 12.00 on Tuesday 18 May 2021.

Resolutions

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions.

Resolutions 13 to 17 (inclusive) will be proposed as special resolutions.

1. To receive and adopt the accounts for the financial year ended 31 December 2020 and the Reports of the Directors, Auditor and the Strategic Report.
2. To approve the Remuneration Committee Chairman's Letter and the Annual Report on Remuneration for the financial year ended 31 December 2020, as set out in of the Company's 2020 Annual Report.
3. To approve the Directors' Remuneration Policy.
4. To re-elect Paul Lester as a Director of the Company.
5. To re-elect Nicki Demby as a Director of the Company.
6. To re-elect Paul Forman as a Director of the Company.
7. To re-elect Lily Liu as a Director of the Company.
8. To re-elect Mary Reilly as a Director of the Company.
9. To re-elect Ralf K. Wunderlich as a Director of the Company.
10. To appoint PricewaterhouseCoopers LLP as Auditor until the conclusion of the next general meeting at which audited accounts are laid before the Company.
11. To authorise the Directors to fix the Auditor's remuneration.

12. 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 £25,140,172 (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 £50,280,343 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a 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 authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 July 2022) but, in each case, during this period 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 ends 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 ended.

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

That if Resolution 12 is passed, the Board be given power 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 power 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 12, 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) in the case of the authority granted under paragraph (a) of Resolution 12 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) above) of equity securities or sale of treasury shares up to a nominal amount of £3,771,025, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 July 2022) but, in each case, during this period 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 power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

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

That if Resolution 12 is passed, the Board be given the power, in addition to any power granted under Resolution 13, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph (a) of Resolution 12 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 power be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £3,771,025; and
- (b) used only for the purposes of financing a transaction which the Board of the Company determines to be an acquisition or other 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 or for the purposes of refinancing such a transaction within six months of its taking place, such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 21 July 2022) but, in each case, during this period 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 power ends and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

15. 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 30,168,205 ordinary shares;
- (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 power to apply until the end of next year's AGM (or, if earlier, 21 July 2022) but in each case so that 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.

16. Articles of Association (special resolution)

To approve and adopt the draft Articles of Association in the form produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association of the Company, with effect from the conclusion of the AGM.

17. 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
Jon Green
Company Secretary
5 March 2021

Registered Office:
Avebury House
201-249 Avebury Boulevard
Milton Keynes
Buckinghamshire
MK9 1AU

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 Avebury House, 201-249 Avebury Boulevard, Milton Keynes, Buckinghamshire MK9 1AU 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 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

In view of uncertainty arising from COVID-19 restrictions, shareholders are strongly advised to contact the Company Secretary before travelling to inspect documents, in the event that it may not be possible to access the premises and to allow alternative arrangements to be made if required. Please email companysecretary@essentra.com.

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 Tuesday 18 May 2021 or not less than 48 hours before any adjourned meeting.
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 he/she wishes to do so.
4. To vote using the internet, go to eproxyappointment.com. You will be asked to enter the Shareholder Reference Number, 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 12.00 on 18 May 2021 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 him/her and the shareholder by whom he/she was 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, he/she 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 and 2 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 18 May 2021 (or, in the event of any adjournment, on the date which is two days 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. As at 11 March 2021 (being the last business day prior to the publication of this Notice), the Company holds 908,650 shares as treasury shares within the meaning of section 724 of the Companies Act 2006, representing approximately 0.3% 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 11 March 2021 are 301,682,058.
10. 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.
11. 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 12.00 Tuesday 18 May 2021 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.

- 12.** 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 this connection, 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.
- 13.** 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.
- 14.** 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.
- 15.** 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.

- 16.** 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.
- 17.** You may not use any electronic address provided either in this Notice of AGM or any related documents (including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 18.** A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found at essentraplc.com.

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 12 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 13 to 17 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. Approval of Remuneration Committee Chairman's Letter and Annual Report on Remuneration and approval of the Directors' Remuneration Policy (ordinary Resolutions 2 and 3)

Resolution 2 seeks shareholder approval for the Remuneration Committee Chairman's Letter and the Annual Report on Remuneration as set out in the 2020 Annual Report.

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy as set out in the Directors' Remuneration Report on pages 120 to 131 of the Annual Report for the year ended 31 December 2020. The vote on the Directors' Remuneration Policy is binding and accordingly the Company may not make a remuneration payment or payment for loss of office to a person who is, or is to become, or has been a Director of the Company unless that payment is consistent with the Directors' Remuneration Policy or has otherwise been approved by a resolution of shareholders. If Resolution 3 is passed, the Directors' Remuneration Policy will take effect immediately. The Directors' Remuneration Policy must be put to a shareholder vote and approved at least once every three financial years, or earlier if it is proposed that the Policy is amended during that time.

2. Directors (ordinary Resolutions 4, 5, 6, 7, 8 and 9)

In accordance with the UK Corporate Governance Code all of the Directors will retire at the AGM and, with the exception of Tommy Breen, all directors are offering themselves for election or re-election.

Biographies of the Directors seeking election or re-election, together with an explanation of their contribution and importance to the Company's long-term sustainable success of the Company, can be found on pages 8 and 9 of this Notice and at essentraplc.com. The Board is satisfied 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.

3. Appointment of PricewaterhouseCoopers LLP as Auditor (ordinary Resolution 10)

The Board has decided to put PricewaterhouseCoopers LLP forward to be reappointed as the Auditor.

4. Renewal of Directors' power to allot shares (ordinary Resolution 12)

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 £25,140,172 (representing 100,560,686 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 11 March 2021, 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 £50,280,343 (representing 201,121,372 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 11 March 2021, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 21 July 2022 and the conclusion of the AGM of the Company held in 2022.

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 (including as regards the Directors standing for re-election in certain cases).

As at 11 March 2021 908,650 ordinary shares were held by the Company in treasury representing 0.3% of the issued ordinary share capital (excluding treasury shares).

5. 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 13 and 14)

Resolutions 13 and 14 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. 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 13 would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers 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 £3,771,026 (representing 15,084,103 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2021, the latest practicable date prior to publication of this Notice.

In respect of the power under Resolution 13(b), the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% of the issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders.

Resolution 13 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. The power under Resolution 14 is in addition to that proposed by Resolution 12 and would be limited to allotments or sales of up to an aggregate nominal amount of £3,771,026 (representing 15,084,103 ordinary shares) in addition to the power set out in Resolution 13. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2021, the latest practicable date prior to publication of this Notice.

The power under Resolutions 13 and 14 will expire at the earlier date of 21 July 2022 and the conclusion of the AGM of the Company held in 2022.

6. Purchase of own shares (special Resolution 15)

Authority is sought for the Company to purchase up to 10% of its issued Ordinary shares (excluding any treasury shares), renewing the authority granted by the shareholders at previous AGM. The Company purchased no ordinary shares in the period from the last AGM to 11 March 2021 under the existing authority.

The Directors have no present intention of exercising the authority to make market purchases, however the authority provides the flexibility to allow them to do so in the future. The Directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders generally, and could be expected to result in an increase in the earnings per share of the Company.

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The Company currently has 908,650 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 7,312,413 ordinary shares, representing 2.78% of the Company's ordinary issued share capital (excluding treasury shares) as at 11 March 2021. If the existing authority given at the 2020 AGM and the authority now being sought by Resolution 15 were to be fully used, these would represent 2.53% of the Company's ordinary issued share capital (excluding treasury shares) at 11 March 2021, the latest practicable date prior to the publication of this Notice.

The authority will expire at the earlier date of 21 July 2022 and the conclusion of the AGM of the Company held in 2022.

7. Articles of Association (special Resolution 16)

Resolution 16 seeks to adopt new Articles of Association (the "New Articles") which reflect changes in both market practice and legal and regulatory requirements. In particular, the proposed amendments will enable and more clearly set out the process under which the Company may hold general meetings as hybrid meetings by enabling shareholders to participate via electronic means or in person. The intended purpose and effect of the major amendments are set out in Appendix 1 of this Notice, although changes of a minor, technical, or clarifying nature have not been detailed in full. A copy of the Company's current Articles of Association (the "Current Articles") and the New Articles (along with a version marked to show the proposed changes) will be available for inspection during normal business hours (excluding Saturdays, Sundays and public holidays) at the Company's registered office and on the Company's website from the date of this Notice until the close of the meeting. The New Articles will also be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting. If you wish to inspect the Current Articles or New Articles you are advised to contact the Company Secretary at companysecretary@essentra.com before travelling to ensure you are able to access the offices due to COVID-19 restrictions.

8. Notice of general meetings (special Resolution 17)

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 17 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

COVID-19 Statement

Essentra continues to monitor COVID-19 developments and will consider all appropriate guidelines issued by the UK Government ahead of the AGM and Essentra urges shareholders to do the same. You should vote through the use of proxies or voting electronically on the resolutions as described in this Notice of Meeting and are asked to adhere to Government rules with regard to travel and gatherings. Please check the Company's website essentraplc.com for the latest information regarding the AGM.

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 essentraplc.com/privacy.

Directors' Biographies

Paul Lester CBE

Chairman

Appointed: 23 December 2015

Committees: ② ⑤

Contributions to the Company and reasons for re-election

Paul brings a wealth of experience to Essentra gained in increasingly senior operational and strategic executive roles alongside serving on a number of Boards in a non-executive capacity for more than 20 years. Paul continues to use his experience to oversee the development of Essentra's strategy and the effectiveness of its operations as the Company continues to focus on delivering long-term sustainable value for all our stakeholders. Paul's outstanding track record underscores the breadth of experience he brings to the Company.

Experience

Paul joined the Board as Chairman designate in December 2015 and was appointed Chairman following the 2016 AGM. Paul is also Chairman of McCarthy & Stone and a number of smaller private limited companies. Paul was previously Chairman of the FTSE 250 company John Laing Infrastructure Fund, Greenenergy – the second largest private company in the UK – and Knight Square Holdings. From 2000–2010, Paul was Chief Executive of the support services company VT Group plc and from 1990–1997, Chief Executive of Graseby plc. He was previously also the Group Managing Director of Balfour Beatty, President of the Society of Maritime Industries, the BSA and the Engineering Employers Federation.

Paul Forman

Chief Executive

Appointed: 2 January 2017

Committees: ② ④

Contributions to the Company and reasons for re-election

Paul has spent more than two decades working in a variety of executive positions for international manufacturing companies and combines strong commercial and operational leadership with a detailed understanding of company turnarounds. Paul has an outstanding record of driving growth through acquisition and development and delivery of clear vision and corporate strategy leading to material improvements in financial performance. Whilst working at Coats, Paul built the momentum to position the business as an innovative and global industry leader. Paul's extensive understanding of international manufacturing transformation and strategy execution is highly relevant to Essentra as it continues to strive for long-term growth.

Experience

Paul joined Essentra from Coats Group plc – the world's leading industrial thread manufacturer – where he was Group Chief Executive from 2010 to 2016. Prior to this he was Group Chief Executive of the global performance materials business Low & Bonar PLC, prior to which he was Managing Director of Unipart International, the leading European automotive aftermarket supplier. Since January 2015, Paul has served as a Non-Executive Director of Tate & Lyle plc and was appointed as the Senior Independent Director in July 2019.

He was previously a Non-Executive Director of Brammer plc from 2006 to 2010.

Lily Liu

Chief Financial Officer

Appointed: 15 November 2018

Committees: ④

Contributions to the Company and reasons for re-election

Lily brings considerable corporate finance and accounting experience to working within the manufacturing and engineering sectors for nearly 20 years. Lily began her career with a Chinese investment firm before emigrating to Australia to complete an MBA.

She brings a proven track record of international experience in our sectors which, together with her strong people focus, are a good match for us as we continue to restore Essentra to sustainable, profitable growth.

Experience

Chief Financial Officer, Xaar Plc Group, a FTSE listed inkjet technology developer and manufacturer of industrial inkjet printheads, before which she was Chief Financial Officer, Smiths Detection at Smiths Group Plc.

Nicki Demby

Non-Executive Director

Appointed: 1 June 2019

Committees: ① ② ③ ④ ⑤

Contribution to the Company and reasons for election

Nicki brings extensive advisory experience to Essentra, having provided Board counsel to many UK and international businesses for more than 25 years as an executive remuneration consultant. Through her exposure to a variety of different industries, Nicki is already making a substantive commercial contribution to the Board both in terms of experience, skills and competency. Her extensive experience in remuneration and in-depth knowledge of corporate governance regarding remuneration matters, make her an invaluable member of the Board particularly with regard to the role as Chairman of the Remuneration Committee, to which she was appointed after the 2020 AGM.

Experience

Nicki had been a Partner of Deloitte LLP since 2011 until her retirement in early 2019, and led the Deloitte “Women on Boards” programme, as well as teaching a number of programmes for Non-Executive Directors. Nicki is a Chartered Accountant and combines her Board work with advice on senior executive career strategy and development as a Partner in Stork & May, a career strategy adviser. Additionally, Nicki was previously a member of the Remuneration Committee of the Institute of Chartered Accountants England and Wales.

Mary Reilly

Non-Executive Director

Appointed: 1 June 2017

Committees: ① ② ③ ④ ⑤

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 is significant to Board discussions as we focus on our compliance transformation programme, as reflected in her position as the Chairman of the Audit and Risk Committee. 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. If re-elected Mary will be appointed as the Senior Independent Director.

Experience

Mary is a Chartered Accountant and was a Partner of Deloitte LLP from 1987 to 2013. Mary is currently a Non-Executive Director of Travelzoo plc and the Chair of its Audit & Risk Committee, and also a Non-Executive Director and Chair of the Audit Committee of Mitie plc. Mary has previously served as a Non-Executive Director of Ferrexpo plc, Cape plc – a global industrial services company, and of London 2012 – the London Development Agency, Woodford Investment Managers, Crown Agents Ltd and Crown Agents Bank Ltd, Non-Executive Director and Chair of the Audit & Risk Committee of the Department of Transport, and Chair of the Oversight Committee of Saranac Partners, a wealth management partnership.

Ralf Wunderlich

Non-Executive Director

Appointed: 1 June 2017

Committees: ② ③ ④ ⑤

Contribution to the Company and reasons for re-election

Ralf brings extensive international executive experience in the packaging industry 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 improving ESG matters and has been appointed as the Chair of the Sustainability Committee, which is a significant asset to Essentra. Additionally Ralf has been appointed as the second Non-Executive Director to lead the Board Employee Champion programme. With his understanding of various working cultures, the Board believes Ralf brings significant value to the Board in this regard.

Experience

Ralf is currently a Non-Executive Director of Aptar Group Inc, Huhtamaki Oyj and Shepherd Building Group Limited. Ralf is currently supporting private equity firms as an independent consultant and senior adviser.

From 2010–2017, Ralf was a member of Amcor’s executive team and President of the Asia and Pacific Flexible Packaging Business Group.

Committee membership key

- ① **Audit and Risk Committee**
 - ② **Nomination Committee**
 - ③ **Remuneration Committee**
 - ④ **Sustainability Committee**
 - ⑤ **Committee Chairman**
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Appendix 1 – Explanatory Notes of Principal Changes to the Company's Articles of Association

Operation of general meetings

The New Articles contain specific provisions to clarify that the Company can hold hybrid general meetings (including AGMs) and to set out how such meetings are to be conducted. Under the New Articles, the Company may hold hybrid general meetings in such a way that enables members to attend and participate in the business of the meeting by attending a physical location or by attending by means of an electronic facility. Voting at "hybrid" meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The New Articles allow the Company, where appropriate, to make changes to the arrangements for general meetings (including the introduction, change or cancellation of electronic facilities) after notice of the meeting has been issued. The Company may give notice of any such changes in any manner considered appropriate (rather than via an advertisement in two national newspapers). The New Articles also explicitly allow the Company to introduce health and safety arrangements at its meetings.

These changes are introduced to provide the Board greater flexibility to align with technological advances, changes in investor sentiment, and evolving best practice, particularly in light of the COVID-19 outbreak and the uncertain duration of social distancing measures and restrictions on gatherings. The Board believes that hybrid meetings will allow for greater shareholder and stakeholder engagement over the coming years in a way that is more convenient for all parties. Absent exceptional circumstances, members of the Board intend to continue the practice of attending general meetings of the Company in person. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held exclusively on an electronic basis, so a physical meeting will still be required.

The New Articles also specifically refer to the possibility of satellite/multi-venue meetings, such as the use of overflow rooms. Satellite meetings are legally valid even without such a provision but it has been added for clarity.

These changes are primarily contained in articles 47, 48, 50 and 53 in the New Articles. A number of other consequential amendments have been made to the New Articles:

Reappointment of Directors

In line with the requirements of the UK Corporate Governance Code, the New Articles require Directors to retire (and should they wish to remain in office, seek re-election) at each AGM. This requirement does not apply to Directors in their first year of appointment who were appointed in the period between the AGM notice being issued and the AGM itself.

Directors below minimum through vacancies

The Current Articles provide that where the number of continuing Directors falls below the minimum number or the number required for quorum of the Board, they may only act either to appoint further Directors themselves or summon general meetings. The New Articles provide greater flexibility as they allow continuing Directors or a sole continuing Director to act notwithstanding any vacancy (including to fill vacancies and summon general meetings for the purpose of appointing further Directors). The Board considers it prudent to provide the Directors with increased flexibility to ensure that the Company has a functioning Board at all times.

Forfeiture of unclaimed dividends

The Current Articles provide that if a dividend or other payment due to members has not been claimed for 12 years after being declared or becoming due, it will be forfeited to the Company. Article 122 of the New Articles reduces this period from 12 to six years.

Strategic Report and supplementary materials

The Companies Act 2006 and the Companies (Receipt of Accounts and Reports) Regulations 2013 allow the Company to send a copy of its Strategic Report with supplementary material instead of its full accounts to a member who has elected or tacitly agreed to receive these documents, provided that the Company is not prohibited from doing so in its Articles. Article 129 is intended to make it clear there is no such prohibition. Shareholders should note that they can always view the full annual report on the Company's website or request a hard copy from the Company's registrar.

Gender neutrality

As part of the Company's continued support of gender diversity, all references to gender have been made neutral throughout the Articles.

General

Other changes which are of a minor, technical or clarifying nature are not noted here.

Essentra Shareholder Guide

Meeting Access



To access the meeting

a. Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible.

b. You will be prompted to enter the Meeting ID which is 140-008-135.

c. You will then be required to enter your login details which are your SRN and PIN. These can be found on your form of proxy.

If you are unable to access your SRN and PIN, please call Computershare using the details set set out in this Notice.

Duly appointed proxies and corporate representatives

Following receipt of a valid appointment, please contact the Company's Registrar before 12.00 on 18 May 2021 on 0370 703 6251 or +44 (0)370 703 6251 if you are calling from outside the UK for your SRN and PIN. Lines are open 09.00 to 17.00 Monday to Friday (excluding public holidays in England and Wales).



Broadcast

If you are viewing the meetings on a mobile device and you would like to listen to the broadcast, press the broadcast icon at the bottom of the screen.

If you are viewing the meetings on a computer, the broadcast will appear at the side automatically once the meeting has started.



Questions

If you would like to ask a question, select the messaging icon. Messages can be submitted at any time. Type your message within the chat box at the bottom of the messaging screen. Once you are happy with your message click the send button. Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chairman. This is to avoid repetition and ensure the smooth running of the meeting.

If you are unable to access your SRN and PIN, please call Computershare between 08.30 and 17.30 (London time) Monday to Friday (except UK public holidays) on +44 (0)370 703 6251. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of the transactions set out in the Scheme Document or give any financial, legal or tax advice.

Requirements

An active internet connection is required at all times in order to allow you to join the meeting, submit questions and listen to the broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

Notice of Annual General Meeting

