

# 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 the Company, please pass this document together with the accompanying proxy form 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") ("Meeting") of the Company to be held at Langford Locks, Kidlington, Oxford OX5 1HX on Thursday 19 May 2022 at 12.00 noon is set out in this document.

Shareholders are welcome to attend the AGM in person this year and the Board look forward to meeting you if you are able to join in person. If you cannot join in person, then you can still participate through an online facility. 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 in person. 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. Last year, for the first time, shareholders were able to participate in our AGM through an online facility. We amended our Articles of Association last year so that we can now hold full hybrid Meetings and details of how to join the Meeting by this method are provided within this Notice of Annual General Meeting on page 10.

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 noon on Tuesday 17 May 2022.

Shareholders are able to put questions to the meeting by emailing [companysecretary@essentra.com](mailto:companysecretary@essentra.com) in advance of the AGM and requests these are received by 12.00 noon on Tuesday 17 May 2022. Details of how to ask questions during the AGM if participating electronically or via telephone can be found on page 10.

## **Important Note**

The Company may be required to change the arrangements for the AGM at short notice should government restrictions on public gatherings or other social distancing measures be reintroduced, for example in the event of a further outbreak of COVID-19. In the event of this change, the Company may be required to hold the AGM entirely in electronic form, without shareholders being able to attend the Meeting in person. If this is the case, the relevant information will be published on the Company's website [www.essentraplc.com](http://www.essentraplc.com) and there will be an announcement to the London Stock Exchange via the regulatory information service.

Please check the Company's website in advance of the AGM in case there are any changes made to the arrangements for the AGM.

# Notice of Annual General Meeting

Notice is hereby given that the 2022 AGM of Essentra plc (the "Company") will be held at Langford Locks, Kidlington, Oxford OX5 1HX on Thursday 19 May 2022 at 12.00 noon ("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 please 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. Proxy forms and voting instructions must be received by 12.00 noon on Tuesday 17 May 2022. You will be asked to consider and pass the resolutions set out in this Notice.

Completion and return of a proxy form will not preclude shareholders from attending, either in person or electronically, 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.

## Resolutions

Resolutions 1 to 13 (inclusive) will be proposed as ordinary resolutions.

Resolutions 14 to 17 (inclusive) will be proposed as special resolutions.

1. To receive and adopt the accounts for the financial year ended 31 December 2021 and the Reports of the Directors, Auditor and the Strategic Report.
2. To approve the Remuneration Committee Chair's Letter and the Annual Report on Remuneration for the financial year ended 31 December 2021, as set out in the Company's 2021 Annual Report.
3. To declare a final dividend for the financial year 31 December 2021 of 4.0 pence per ordinary share.
4. To elect Dupsy Abiola as a Director of the Company.
5. To elect Jack Clarke as a Director of the Company.
6. To elect Adrian I. Peace as a Director of the Company.
7. To re-elect Paul Lester as a Director of the Company.
8. To re-elect Paul Forman as a Director of the Company.
9. To re-elect Mary Reilly as a Director of the Company.
10. To re-elect Ralf K. Wunderlich as a Director of the Company.
11. To appoint PricewaterhouseCoopers LLP as Auditor until the conclusion of the next general meeting at which audited accounts are laid before the Company.
12. To authorise the Directors to fix the Auditor's remuneration.

## 13. 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 £25,140,523 (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 £25,140,523 (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 30 June 2023) 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.

#### **14. General power to disapply pre-emption rights (special resolution)**

That if Resolution 13 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 13, 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 13 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 £3,771,078 such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 30 June 2023) 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. 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 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 13 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 £3,771,078; 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 30 June 2023) 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.

#### **16. 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 15,084,313 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, 30 June 2023) 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.

#### **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**  
**18 March 2022**

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 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](http://computershare.com) or, if you are a CREST member, via CREST, in each case no later than Tuesday 17 May 2022 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. 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](http://eproxyappointment.com). You will be asked to enter the Shareholder Reference Number, control number and PIN as printed on your proxy form 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 Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 12.00 noon on 17 May 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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 17 May 2022 (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 2022 (being the last practicable business day prior to the publication of this Notice), the Company holds 904,432 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 2022 are 301,686,276.
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](http://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 noon Tuesday 17 May 2022 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. Details of how to arrange for an appointed corporate representative to attend the AGM are in the 'Essentra Shareholder Guide' on page 10.
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 Chair'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](http://essentraplc.com).

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

Resolutions 1 to 13 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 14 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 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 2021 Annual Report.

## 2. Directors (ordinary Resolutions 4,5,6, 7,8,9 and 10)

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, with the exception of Nicki Demby and Lily Liu, all directors are offering themselves for election or re-election. Jack Clarke, Dupsy Abiola and Adrian I. Peace 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 Company's long-term sustainable success can be found on pages 7, 8 and 9 of this Notice and at [essentra plc.com](http://essentra plc.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 11)

The Board has decided to put PricewaterhouseCoopers LLP forward to be reappointed as the Auditor. As has been set out in the Annual Report, Nicholas Stevenson's tenure as Group audit partner has been extended by one further year recognising the exceptional circumstances as permitted by the FRC's Ethical Standard and that this would be his sixth and final year as Group audit partner.

## 4. Renewal of Directors' power to allot shares (ordinary Resolution 13)

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 £25,140,523 (representing 100,562,092 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 2022, the latest practicable date prior to publication of this Notice.

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 £25,140,523 (representing 100,562,092 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 one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 11 March 2022, the latest practicable date prior to publication of this Notice, being lower than the guidance issued by the Investment Association in recognition of shareholder voting at the 2021 AGM.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of 30 June 2023 and the conclusion of the AGM of the Company held in 2023.

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 2022, 904,432 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 14 and 15)

Resolutions 14 and 15 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 14 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 £3,771,078 (representing 15,084,313 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 2022, the latest practicable date prior to publication of this Notice.

In respect of the power under Resolution 14(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 15 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 14 and would be limited to allotments or sales of up to an aggregate nominal amount of £3,771,078 (representing 15,084,313 ordinary shares) in addition to the power set out in Resolution 14. This aggregate nominal amount represents an additional 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2022, the latest practicable date prior to publication of this Notice.

The power under Resolutions 14 and 15 will expire at the earlier date of 30 June 2023 and the conclusion of the AGM of the Company held in 2023.

The Board notes the votes received last year regarding the disapplication of pre-emption rights. The Company consulted with relevant shareholders to understand and discuss their concerns with respect to this resolution as this is considered a routine resolution for a UK listed company and is within the Investment Association's Share Capital Guidelines. It was concluded that a minority of shareholders were not supportive of the equity raise that took place in September 2020 and subsequently voted against the resolution under which the raise was possible. Whilst there was a minority of shareholders against the resolution, the majority of shareholders did not object and the resolution still passed. The Directors have no intention at present to exercise this authority other than in relation to the Company's employee share arrangements. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place to finance business opportunities as they arise.

## **6. Purchase of own shares (special Resolution 16)**

Authority is sought for the Company to purchase up to 5% of its issued ordinary shares (excluding any treasury shares). Authority granted at the 2021 AGM allowed the Company to purchase up to 10% of its issued ordinary shares and has been reduced in recognition of shareholder voting at the 2021 AGM. The Company purchased no ordinary shares in the period from the last AGM to 11 March 2022 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 904,432 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 6,653,416 ordinary shares, representing 2.21% of the Company's ordinary issued share capital (excluding treasury shares) as at 11 March 2022. If the existing authority given at the 2021 AGM and the authority now being sought by Resolution 16 were to be fully used, these would represent 2.32% of the Company's ordinary issued share capital (excluding treasury shares) at 11 March 2022, the latest practicable date prior to the publication of this Notice.

The authority will expire at the earlier date of 30 June 2023 and the conclusion of the AGM of the Company held in 2023.

## **7. 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 15 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 [essentra plc.com/privacy](https://essentra plc.com/privacy).

# Directors' Biographies

## Paul Lester CBE

Chair

Appointed: 23 December 2015

Committees: 2 4 5 6

### Contributions to the Company and reasons for re-election

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

Following his appointment to the Board in December 2015, Paul was made Non-Executive Chair in May 2016. Paul brings a wealth of experience to Essentra, gained in increasingly senior operational and strategic executive roles, and has also served on a number of Boards in a Non-Executive capacity for more than 30 years.

## Paul Forman

Chief Executive

Appointed: 2 January 2017

Committees: 2 4 6

### 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 leading Coats Group plc ("Coats"), Paul built 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

Prior to joining Essentra, Paul was Group Chief Executive of Coats – the world's leading industrial thread manufacturer – for seven years, where he oversaw company rationalisation as well as growth through acquisition, instigated and delivered a clear vision and corporate strategy, drove material improvements in financial performance and built the momentum to position the business as an innovative and global industry leader.

Before assuming the role of Group Chief Executive, Paul held a number of increasingly senior operational and strategic positions at a variety of companies, and has a proven track record of international manufacturing experience at the highest level.

## Dupsy Abiola

Non-Executive Director

Appointed: 18 March 2022

Committees: 2 3 4 6

### Contributions to the Company and reasons for election

Dupsy brings fresh insight into strategy development with experience of innovating and assessing disruptive technologies which supports the Board in developing the Company's strategy as it transitions into a pure play Components business. Dupsy has proven leadership and advocacy skills, both from her experience of running her own business, her role with the World Economic Forum where she supports the development of the annual Davos agenda, and with her work as Head of Global Innovation at International Airlines Group.

Dupsy has already proven to be a useful addition to Board level discussions having joined the Company as Board Trainee and the Board are pleased she has accepted the role of Non-Executive Director.

### Experience

Dupsy is Head of Global Innovation for International Airlines Group, one of the world's largest aviation groups. Having worked on a broad portfolio of projects, she brings extensive experience in strategy, digital transformation, and innovation. She is also a former commercial lawyer by background. Dupsy has undertaken advisory roles for large organisations, disruptive tech companies, and venture capital with a focus on future growth and sustainability. These roles include sitting on the Global Future Leaders Council at the World Economic Forum. She was previously an Advisory Board Member to F-Lane, the Global Social Impact Accelerator for Female Founders.



### **Jack Clarke**

Executive Director  
Appointed: 19 May 2022  
Committees: ⑥

#### **Contribution to the Company and reasons for election**

Jack was appointed as Chief Financial Officer Designate on 4 April 2022 and will be appointed as a Director of the Board if elected at the AGM. 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. Jack also has extensive experience of leading M&A strategies which remains an important area of growth for the business. Jack is a qualified Chartered Accounting, having trained with KPMG.

#### **Experience**

Jack joined Essentra in April 2022 as Chief Financial Officer Designate, and has settled in quickly. Before joining Essentra, Jack was the CFO of Marshalls plc, the 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.

### **Adrian I. Peace**

Non-Executive Director  
Appointed: 28 June 2021  
Committees: ② ③ ④ ⑥

#### **Contribution to the Company and reasons for 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 and Latin American markets, alongside his operational expertise in distribution, manufacturing, digitisation and service delivery is of significant value to Essentra. Adrian has joined the Sustainability and Nomination Committees, and recognising his substantial understanding of different working cultures, has been appointed as the third Board Employee Champion.

#### **Experience**

Adrian is currently President of Performance Technologies, a \$1.4bn P&L within the Modine Manufacturing Company. The business provides Heat Transfer technologies and services to various global markets, including vehicular coatings and electric vehicle technologies. Prior to joining Modine in August 2021, Adrian provided investment and advisory services for strategic investments, along with merger and acquisitions. Adrian has experience of leading full P&Ls, digitising businesses and driving operational efficiencies that have transformed the businesses he has worked with. Adrian's early career included roles with General Electric which he joined in 1990 and went on to become President and CEO for Latin America, Consumer and Industrial business, and also Vice Chair of the board of a joint venture with MABE. He was promoted to President of Chemicals and Monitoring Solutions for GE Water. 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 their Environmental, Social and Governance agenda.

### **Mary Reilly**

Non-Executive Director  
Appointed: 1 June 2017  
Committees: ① ② ③ ④ ⑤ ⑥

#### **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 the Company continues to focus on its compliance transformation programme, and this is reflected in her role as the Chair 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. Mary was appointed as the Senior Independent Director from May 2021.

#### **Experience**

Mary is currently Non-Executive Director and Chair of the Audit Committee of global media internet company Travelzoo, a US listed publisher of travel, entertainment and local offers. She is a Non-Executive Director of Mitie Group plc, a facilities management company. Mary brings a wealth of accounting, finance and international management experience to Essentra, having previously been a Partner of Deloitte LLP for more than twenty years, as well as serving on a number of Boards in a Non-Executive capacity since 2000.

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#### **Committee membership key**

- ① **Audit and Risk Committee**
  - ② **Nomination Committee**
  - ③ **Remuneration Committee**
  - ④ **Sustainability Committee**
  - ⑤ **Committee Chair**
  - ⑥ **Independent on Appointment**
-

# Directors' Biographies continued

## Ralf K. Wunderlich

Non-Executive Director

Appointed: 1 June 2017

Committees: ① ② ③ ④ ⑤ ⑥

### 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, risk management, 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 will become Chair of the Remuneration Committee following the end of the 2022 AGM and 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 senior adviser to private equity firms and an independent consultant. He was previously President and Managing Director of Amcor Flexibles – Asia Pacific and a member of the Global Group Executive Team of Amcor, the world leader in packaging with operations in approximately 40 countries and revenue of approximately US\$13bn. Ralf brings extensive international experience in the packaging industry to Essentra, gained over many years and through living and working across three continents.

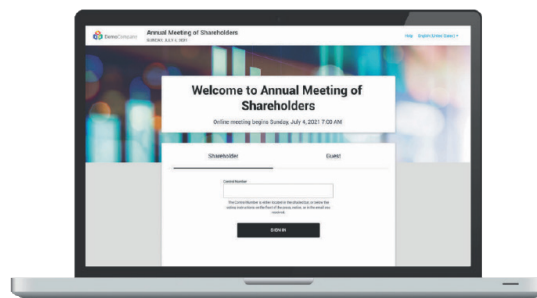
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### Committee membership key

- ① Audit and Risk Committee
  - ② Nomination Committee
  - ③ Remuneration Committee
  - ④ Sustainability Committee
  - ⑤ Committee Chair
  - ⑥ Independent on Appointment
-

# Essentra Shareholder Guide

## Computershare



## HOW TO PARTICIPATE IN ONLINE MEETINGS

### Attending the meeting online

This year we will be conducting a hybrid meeting, giving you the opportunity to attend the meeting in-person or to participate online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**Visit:** <https://apps.computershare.com/MeetingsShareholderWeb/FindMeeting/MCFXCMQ>

You will need the latest version of Chrome, Safari, Edge or Firefox to participate online.

Please ensure your browser is compatible in advance of the meeting.

### Meeting Access

To login you must have your Shareholder Reference Number and PIN as set out on the Form of Proxy.

You will be able to log into the meeting from 11.30am on 19 May 2022. The meeting will start at 12.00 noon.



### Access

Click **'JOIN MEETING NOW'**

Once the webpage above has loaded into your web browser, select 'Shareholder' on the login screen and enter your Shareholder Reference Number and PIN.

If you are a third-party proxy, corporate representative or an invited guest, use the link on the email you will receive from Computershare prior to the meeting. Otherwise select 'Invitation' on the login screen then enter your personalised invitation code from the email.

If you have trouble logging in, please follow the instructions on screen.

### If you are a guest:

Select **'Guest'** on the login screen. As a guest you will be prompted to complete all relevant fields including title, first name, last name and email address. Please note, guests will not be able to ask questions.



### Navigation

When successfully authenticated, the home screen will be displayed. You can view company information, ask questions, and watch the webcast.

If viewing on a computer, the webcast will appear automatically once the meeting has started.



### Voting

Once the voting has opened, the options will be on your screen.

To vote, simply select your voting direction from the options shown on screen.

Your vote has been cast when the check mark appears. To change your vote, select **'Change My Vote'**.



### Messaging

Any eligible member attending the meeting remotely is permitted to partake in the discussion. Press the Q&A icon to submit your question.

Type your message into the box at the bottom of the screen and press the **'Send'** button.



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