



# Notice of 2026 Annual General Meeting

## **This document is important and requires your immediate attention.**

If you are in any doubt as to any aspect of the contents of this document or the action you should take, you are recommended to consult an independent financial adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Essentra plc (the "Company"), please pass this document together with the accompanying documents, except for the personalised forms, 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 (the "AGM") of the Company to be held at Langford Locks, Kidlington, Oxford, OX5 1HX on Wednesday 20 May 2026 at 13:00 is set out in this document.

Shareholders can attend in person or will be able to listen to the AGM proceedings remotely via a listen-only dial-in facility and submit questions in advance. To help ensure your safety and manage the numbers attending the AGM, we are asking that only shareholders or their duly nominated persons attend the AGM. Persons who are not shareholders or their duly nominated persons should not attend the meeting unless arrangements have been made in advance with the Company Secretary.

Shareholders are urged to complete and submit a proxy form or vote using the internet, in accordance with instructions on the enclosed form. The proxy form must be completed, signed and received by 13:00 on Monday 18 May 2026. In the case of shareholders holding their shares through CREST, instructions for the appointment of a proxy can be delivered by using the CREST electronic proxy appointment service in accordance with the procedures set out in this document. Completion of a form of proxy will not preclude a member attending and voting in person at the meeting.

Further instructions relating to the form of proxy are set out in this document.

## **Important Note**

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

To ensure that shareholders are able to follow the proceedings of the AGM without attending in person, the Company will provide access online via the Investor Meet Company platform. However, please note that shareholders will not be able to vote online at the AGM via the platform and are therefore requested to submit their votes via proxy, as early as possible.

Shareholders are invited to submit questions for the board of the Company (the "Board") to consider. Questions can be submitted ahead of the AGM via the Investor Meet Company Platform up until 09:00 BST the day before the AGM or submitted at any time during the AGM itself. In accordance with the Company's articles of association adopted on 23 April 2015 and as amended by special resolution on 14 November 2023 (the "Articles of Association"), shareholders or their proxies listening remotely will not be counted as being present at the AGM.

Shareholders who wish to attend the AGM remotely should register for the event in advance by using the following link:

[nvestormeetcompany.com/essentra-plc/register](http://nvestormeetcompany.com/essentra-plc/register)

Investors who already follow Essentra plc on the Investor Meet Company platform will be automatically invited.

# Notice of Annual General Meeting

Notice is hereby given that the 2026 AGM of the Company will be held at Langford Locks, Kidlington, Oxford OX5 1HX on Wednesday 20 May 2026 at 13:00 (the "Notice"). A form of proxy for use in connection with this meeting is enclosed with this document. Whether or not you propose to attend the AGM you are strongly encouraged to complete the proxy form in accordance with the instructions on the enclosed form and return it to Computershare Investor Services PLC (the "Registrar") or vote using the internet, as soon as possible, in order to ensure that your vote is counted. Proxy forms and voting instructions must be received by 13:00 on Monday 18 May 2026. You will be asked to consider and pass the resolutions below.

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

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

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

## Resolutions

Resolutions 1 to 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 Company's accounts, the Reports of the Directors and Auditor and the Strategic Report for the financial year ended 31 December 2025, as set out in the Company's 2025 Annual Report.
2. To approve the Remuneration Committee Chair's Letter and the Annual Report on Remuneration for the financial year ended 31 December 2025, as set out in the Company's 2025 Annual Report.
3. To declare a final dividend for the financial year ended 31 December 2025 of 1.2 pence per ordinary share.
4. To elect Klaus Göldenbot as a Director of the Company.
5. To re-elect Rowan Baker as a Director of the Company.
6. To re-elect Steve Good as a Director of the Company.
7. To re-elect Kath Durrant as a Director of the Company.
8. To re-elect Scott Fawcett as a Director of the Company.
9. To re-elect Adrian I. Peace as a Director of the Company.
10. To re-elect Mary Reilly as a Director of the Company.
11. To reappoint PricewaterhouseCoopers LLP as Auditor of the Company (the "Auditor") until the conclusion of the next general meeting at which audited accounts are laid before the Company.
12. To authorise the Directors (or a committee thereof) to determine the remuneration of the Auditor.

### 13. General power to allot shares (ordinary resolution)

The Board be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot ordinary shares of 25 pence each in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £23,738,478 (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 Act) up to an aggregate nominal amount of £47,476,957 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer): (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, but subject in both cases to any limits or restrictions or any arrangements which the Board 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.

This authority shall apply in substitution for all previous authorities pursuant to section 551 of the Act and shall expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027) but, in each case, prior to its expiry the Company may make offers and enter into agreements which would, or might, require shares (which, to the extent required, also comprise equity securities) to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

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

That if resolution 13 is passed, the Board be authorised, pursuant to and in accordance with sections 570 and 573 of the Act, to allot equity securities (as defined in the Act) 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 Act did not apply to any such allotment or sale, such authority to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 13, by way of a pre-emptive offer (including a rights issue or open offer)): (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, but subject in both cases to any limits

or restrictions or any arrangements which the Board considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) to any person up to a nominal amount of £7,121,543, such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

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

That if resolution 13 is passed, the Board be authorised, in addition to any power granted under resolution 14, to allot equity securities (as defined in the Act) for cash under the authority given by resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £7,121,543; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Board determines to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **16. Purchase of own shares (special resolution)**

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

- (a) to a maximum number of 28,486,174 ordinary shares; and
- (b) by the condition that the minimum price which may be paid for an ordinary share is the nominal amount of that share and the maximum price which may be paid for an ordinary share is the highest of: (i) an amount equal to 5% above the average market value of an ordinary share for the five business days immediately preceding the day on which that ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses,

such authority to expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027) but in each case, prior to its expiry, the Company may enter into a contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority expires and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

#### **17. Notice of general meetings (special resolution)**

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

#### **By order of the Board**

**Scott Fawcett, Chief Executive**

**16 March 2026**

Registered Office:  
Langford Locks  
Kidlington Oxford  
OX5 1HX

Registered in England and Wales No.  
05444653

#### **Inspection of documents**

The following documents will be available for inspection at the Company's registered office at Langford Locks, Kidlington, Oxford, OX5 1HX between 08:30 and 17:00 on any weekday (Saturdays, Sundays and public holidays excluded) from the date of this Notice until the date of the AGM and at the AGM from 15 minutes before the AGM until it ends:

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

# Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact the Registrar 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 or by hand (during normal business hours only), at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE or, if you prefer, electronically via the internet at investorcentre.co.uk/eproxy or, if you are a CREST member, via CREST, in each case no later than 13:00 on Monday 18 May 2026 or not less than 48 hours before any adjourned meeting (excluding any part of a day that is not a working day). Any proxy form or other instrument appointing a proxy must be received with any authority under which it is made or a copy of the authority, certified notarially or, in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the Board.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 12 below) will not prevent a shareholder attending the AGM and voting in person if they wish to do so. Details of how to arrange for an appointed proxy to attend the AGM are in the 'Essentra Shareholder Guide' on page 10.
4. To vote using the internet, go to investorcentre.co.uk/eproxy. You will be asked to enter the Shareholder Reference Number ("SRN"), Control Number and PIN as printed on your form of proxy, and to agree to certain terms and conditions. For best results it is recommended that the last vendor-supported releases are used for internet browsers.
5. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proximity, please go to proximity.io. Your proxy must be lodged by 13:00 on Monday 18 May 2026 or not less than 48 hours before any adjourned meeting (excluding any part of a day that is not a working day) 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 Act to enjoy information rights (a "Nominated Person") may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
7. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 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 18:00 on Monday 18 May 2026 (or, in the event of any adjournment, by 18:00 on the date which is two days before the date of the adjourned meeting (excluding any part of a day that is not a working day)). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
9. Each of the resolutions to be put to the meeting will be voted on by way of a poll and not by a show of hands. Shareholders are reminded of their right under section 360BA of the Act to request, within thirty days of the AGM, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.
10. As at 2 March 2026 (being the last practicable business day prior to the publication of this Notice), the Company holds 3,127,057 – shares as treasury shares within the meaning of section 724 of the Act, representing approximately 1.1% of the total ordinary share capital of the Company in issue (excluding treasury shares). The Company's issued share capital (excluding treasury shares) consists of 284,861,744 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 2 March 2026 are 284,861,744.
11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 12.** In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “CREST Proxy Instruction”) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [euroclear.com/CREST](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 13:00 on Monday 18 May 2026 or 48 hours prior to any adjourned meeting (excluding any part of a day that is not a working day). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 13.** CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 14.** The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001.
- 15.** Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Details of how to arrange for an appointed corporate representative to attend the AGM are in the ‘Essentra Shareholder Guide’ on page 10.
- 16.** Under section 527 of the Act, 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 Act. 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 Act. Where the Company is required to place a statement on a website under section 527 of the Act, 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 Act to publish on a website.
- 17.** Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
- 18.** You may not use any electronic address provided either in this Notice or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.
- 19.** A copy of this Notice, and other information required by section 311A of the Act, can be found at [essentraplc.com](http://essentraplc.com)
- 20.** Under section 338 and section 338A of the Act, shareholders meeting the threshold requirements in those sections have the right to require the Company: (i) to give, to shareholders entitled to receive the Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless: (i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company’s constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than 8 April 2026, being the date six clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

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

Resolutions 1 to 13 (inclusive) are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 14 to 17 (inclusive) are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

# Explanatory Notes to the Notice of Annual General Meeting

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

Shareholders are required to receive the Company's accounts for the financial year ended 31 December 2025. These include both the consolidated accounts and Essentra's stand-alone accounts, together with the Strategic Report and the reports of the Directors and the Auditor. These are all contained in the Company's 2025 Annual Report.

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

Resolution 2 seeks shareholder approval for the Remuneration Committee Chair's Letter and the Annual Report on Remuneration as set out in the Company's 2025 Annual Report. The vote on resolution 2 is advisory only and the Directors' entitlement to remuneration is not conditional on it being passed.

## 3. Dividend (ordinary resolution 3)

A final dividend for the financial year ended 31 December 2025 of 1.2 pence per ordinary share is recommended by the Directors and is put to the shareholders for their approval. If approved, the dividend will be paid on 3 July 2026 to shareholders on the Register of Members of the Company at the close of business on 15 May 2026 making a total dividend in respect of the financial year ended 31 December 2025 of 2.0 pence per ordinary share. In accordance with the Articles of Association of the Company, the shareholders cannot resolve to pay an amount greater than that recommended by the Directors.

The Company operates a Dividend Reinvestment Plan ("DRIP"). Shareholders who elect for the DRIP will automatically receive shares for all future dividends.

Shareholders may cancel the election at any time by contacting the Company's Registrar, Computershare Investor Services PLC, whose contact details can be found on page 10 of this Notice.

## 4. Directors (ordinary resolutions, 4, 5, 6, 7, 8, 9 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 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 long-term sustainable success of the Company, can be found from pages 7, 8 and 9 of this Notice and at [essentraplc.com](http://essentraplc.com). The

Board is satisfied following a performance review that each of the Directors standing for election or re-election performs effectively, displays relevant skills and knowledge and demonstrates commitment to their role.

## 5. Reappointment of PricewaterhouseCoopers LLP as Auditor (ordinary resolution 11)

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

## 6. To authorise the Directors (or a committee thereof) to determine the remuneration of the Auditor (ordinary resolution 12)

This resolution follows best practice in corporate governance by separately seeking authority for the Directors (or a committee thereof) to determine the Auditor's remuneration.

## 7. Renewal of Directors' power to allot shares (ordinary resolution 13)

The purpose of resolution 13 is to renew the Directors' authority to allot shares. At the Company's last AGM held on 21 May 2025, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £47,264,702 (representing approximately 66% of the Company's then issued share capital). This authority is due to expire on the date of the AGM and the Board would like to renew the authority.

Share capital management guidelines published by the Investment Association confirm that the Association's members will regard as routine an authority to allot up to two-thirds of a Company's existing issued share capital, provided that any amount, in excess of one-third of the existing issued shares should be applied to pre-emptive offers only. The Directors have decided that in view of market practice this approach is now appropriate for the Company.

In view of these guidelines, 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 £23,738,478 (representing 94,953,912 ordinary shares), as reduced by the nominal amount of shares allotted or granted under paragraph (b) of this resolution in excess of such sum. This amount represents approximately one-third of the issued ordinary share capital (excluding treasury shares) of the Company as at 2 March 2026, the last 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 pre-emptive offer (including a rights issue or open offer) in favour of ordinary shareholders up to an aggregate nominal amount equal to £47,476,957 (representing 189,907,828 ordinary shares), as reduced by the nominal amount of any shares allotted or granted 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 2 March 2026, the last practicable date prior to publication of this Notice.

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

As at 2 March 2026, 3,127,057 ordinary shares were held by the Company in treasury representing approximately 1.1% of the issued ordinary share capital (excluding treasury shares).

The authority will expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027).

## 8. General power to disapply pre-emption rights and specific power to disapply pre-emption rights in connection with an acquisition or specified capital investment (special resolutions 14 and 15)

Resolutions 14 and 15 will be proposed as special resolutions which require a majority of at least 75% to be passed. 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, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, up to an aggregate nominal amount of £23,738,478, representing 94,953,912 ordinary shares and approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at 2 March 2026, being the last practicable date prior to publication of this Notice. Resolution 14 otherwise empowers the Directors to allot ordinary shares up to an aggregate nominal amount of £7,121,543, representing 28,486,174 ordinary shares, and approximately 10% of the issued ordinary share capital of the Company (excluding

treasury shares) as at 2 March 2026, the last practicable date prior to publication of this Notice.

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 2022. The power under resolution 15 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 £7,121,543 (representing 28,486,174 ordinary shares). This aggregate nominal amount represents an additional 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 2 March 2026, the latest practicable date prior to publication of this Notice.

In compliance with the Pre-Emption Group's Statement of Principles 2022, the Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to the authority in resolution 15 other than for the purposes of financing (or refinancing if the authority is to be used within 12 months of the original transaction) an acquisition or specified capital investment.

The Directors have decided that they will continue to limit the powers in resolutions 14 and 15 to an aggregate maximum amount of 20% of the issued ordinary share capital of the Company (excluding treasury shares), rather than a maximum of 24% as permitted by the Pre-Emption Group's Statement of Principles 2022.

The Directors have no present intention to exercise the powers sought by resolutions 14 or 15.

If the powers sought by resolutions 14 or 15 are used in relation to a non-pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-Emption Group's Statement of Principles 2022.

The authority under resolutions 14 and 15 will expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027).

#### **9. Purchase of own shares (special resolution 16)**

The Company remains committed to returning a total of £60 million to investors through its ongoing share buyback programme (the "Share Buyback Programme"), which was launched on 29 March 2023. As at 2 March 2026, the latest practicable date prior to publication of this Notice, the Company had acquired 18,777,728 ordinary shares, of which 14,636,407 have been cancelled.

To date, purchases made pursuant to the Share Buyback Programme total approximately £31,124,189.

The Share Buyback Programme announced in February 2023, following completion of the disposals of the Filters and Packaging businesses, remains in progress. The pace of deployment is dependent on the Group's capital allocation opportunities and priorities, and in particular the availability of earnings accretive M&A. It is anticipated that the buyback programme will extend beyond the current financial year.

Resolution 16 seeks authority for the Company to purchase up to 28,486,174 ordinary shares, being approximately 10% of the Company's ordinary issued share capital (excluding any treasury shares) at 2 March 2026, the last practicable date prior to the publication of this Notice, which will facilitate the Company continuing with the Share Buyback Programme.

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

Ordinary shares purchased by the Company pursuant to this authority may be held in treasury or may be cancelled. The Directors will consider holding ordinary shares the Company may purchase as treasury shares. The Company currently has 3,127,057 ordinary shares in treasury as at 2 March 2026 (being the last practicable business day prior to the publication of this Notice). 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 7,908,602 ordinary shares, representing approximately 2.8% of the Company's ordinary issued share capital (excluding treasury shares) as at 2 March 2026, the last practicable date prior to the publication of this Notice. If the existing authority given at the 2025 AGM and the authority now being sought by resolution 16 were to be fully used, these would represent approximately 20% of

the Company's ordinary issued share capital (excluding treasury shares) at 2 March 2026, the last practicable date prior to the publication of this Notice.

The authority will expire at the end of next year's AGM (or, if earlier, at the close of business on 20 August 2027).

#### **10. Notice of general meetings (special resolution 17)**

The Companies (Shareholders' Rights) Regulations 2009 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 Annual General Meeting 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 Act 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

## Steve Good

Chair and Non-Executive Director

Appointed: 1 July 2024

Committees: Nomination, ESG

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

An experienced plc chair, Steve is currently non-executive board chair of Norcros plc and was until 2023, non-executive board chair of Devro plc and Zotefoams plc. He previously served as a non-executive director and remuneration committee chair of Elementis plc and Cape plc and as a non-executive director of Dialight plc. Steve will use his experience to steer Essentra forward and develop and support corporate strategies to benefit the Group and its shareholders. Steve is playing a pivotal role facilitating constructive challenge and oversight within the Board and supporting both Executive and Non-Executive Directors.

### Experience

Steve has strong and relevant international experience in industrial businesses, manufacturing and B2B markets. He has extensive experience as a Non-Executive Director having served on a number of boards and board committees. In his executive career, Steve was Chief Executive of Low & Bonar plc from 2009 to 2014. Prior to joining Low & Bonar, he spent ten years with BTP plc (now part of Clariant) in a variety of leadership positions managing international specialty chemicals businesses.

## Scott Fawcett

Chief Executive and Executive Director

Appointed: 1 January 2023

Committees: ESG

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

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

### Experience

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

## Rowan Baker

Chief Financial Officer and Executive Director

Appointed: 5 November 2024

Committees: Not applicable

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

Rowan was appointed Chief Financial Officer with effect from 5 November 2024. In succession to Jack Clarke. Rowan has extensive experience of operating as a CFO and has delivered significant performance improvements in previous roles. Rowan has extensive experience in leading M&A strategies.

### Experience

Rowan was previously the Group Chief Financial Officer of Laing O'Rourke and, from 2017 to 2020, was the Chief Financial Officer of McCarthy Stone plc. Prior to joining McCarthy & Stone in 2012, she worked in finance for Barclays Bank plc and professional services for PwC.

Rowan has extensive financial, commercial and international experience, and brings a sharp focus on working capital, efficiency and cost control.

Rowan has a master's degree in law from Cambridge University and is a qualified chartered accountant and chartered tax adviser.

Rowan is also a Non-Executive Director at Vistry Group plc, a FTSE 100 housebuilder, where she is chair of the Audit Committee and a member of the Nomination and Remuneration Committees.

## Kath Durrant

Non-Executive Director

Appointed: 3 January 2023

Committees: Nomination, ESG, Remuneration, Audit and Risk

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

An experienced member and chair of the Remuneration Committee, Kath was appointed to the Board in January 2023 and brings significant international and industry knowledge gained from her previous roles. Her expertise of working in businesses going through periods of transformation proved invaluable as the Board oversaw the Company's transition to a standalone components business.

### Experience

Kath has more than 30 years' human resources experience, with a strong operational and strategic track record, gained at several large global manufacturing companies. As well as working at GlaxoSmithKline plc and AstraZeneca plc she has served as the Group Human Resources Director of Rolls-Royce plc, and was most recently Group HR Director of Ferguson plc and Chief HR Officer of CRH plc. Kath is currently the Senior Independent Director and Remuneration Committee Chair at SIG plc and a Non-Executive Director and Remuneration Committee Chair at Anglian Water Services Ltd.

She served as a Non-Executive Director and Chair of the Remuneration Committee of Renishaw plc from 2015 to 2018 and of Calisen plc from 2020 to 2021.

## Adrian I. Peace

Non-Executive Director

Appointed: 28 June 2021

Committees: ESG, Nomination, Audit and Risk

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

Adrian brings extensive experience in US and Global markets having operated in a range of businesses including light and heavy manufacturing, distribution and services sectors. His wealth of experience operating in North America and Latin America markets is underpinned by his operational expertise in distribution, manufacturing, digitisation and service delivery. The breadth and variety of his experience is distinctive and provides him with deep insights which remain vital to Essentra. Adrian's inclusive approach has made him a popular Board Champion when visiting sites, and his involvement of leading on ESG platforms that address and improve sustainability is integral to the ESG Committee of which he is a member.

### Experience

Adrian is the former President, Performance Technologies at Modine Manufacturing Company. He has experience of leading full P&Ls, digitising businesses and driving operational efficiencies that have transformed the businesses he has worked in. Adrian's early career included roles with General Electrical which he joined in 1990 and went on to become President and CEO for Latin America, Consumer and Industrial business and also a director of a joint venture with MABE, subsequently being promoted to President of Chemicals & Monitoring Solutions. Following GE, Adrian worked with WW Grainger and then Republic Services as Senior Vice President, Emerging Business Operations, where he led Republic's sustainability initiatives driving forward Environmental, Social and Governance issues.

## Mary Reilly

Senior Independent Director

Appointed: 1 July 2017

Committees: Nomination, ESG, Remuneration, Audit and Risk

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

Mary has extensive financial and management experience obtained in both executive and non-executive roles within global organisations. Her invaluable perspective continues to inform the Board's discussions particularly on finance, risk and compliance. The Board believe that her experience and understanding of these issues are well suited to her being the Senior Independent Director and Chair of the Audit and Risk Committee. As a Board Employee Champion since January 2019, Mary has been instrumental in bringing the "Voice of the Employee" to the Boardroom. Mary was appointed as the Senior Independent Director in May 2021.

Mary will step down from the Board later this year after serving her full nine-year term.

### Experience

Mary is currently Non-Executive Director and Chair of the Audit Committee and a member of the Nomination Committee of Mitie Group plc, a facilities management company, Non-Executive Director of Gemfields Group Limited, Mar HoldCo S.a.r.l. and The Centre for Public Interest Audit. Mary brings a wealth of accounting, finance and international experience to Essentra, having previously been a Partner of Deloitte LLP for more than 20 years, as well as serving on a number of Boards in a non-executive capacity since 2000. She also serves as a trustee on a range of charities.

# Directors' Biographies continued

## Klaus Göldenbot

Non-Executive Director

Appointed: 1 September 2025

Committees: Nomination, Remuneration, Audit and Risk

### Contributions to the Company and reasons for election

Klaus is a seasoned leader with significant experience of the global components industry. Klaus is currently a Non-Executive Director of Schurter AG, a leading electronic component manufacturer and solutions provider. Previously, he was a Non-Executive Director of Bulgin Limited, a leading manufacturer of environmentally sealed connectors and components. Klaus' extensive business and strategic experience obtained in both executive and non-executive roles within global organisations provides an important perspective to inform the Board and Committee discussions.

### Experience:

During his executive career, Klaus has worked with market-leading omnichannel distribution businesses. He has been at the forefront of digital transformation, business and marketing strategy, customer experience, sales force management, brand management, and building high-performing teams. Klaus was Chief Executive of Nisbets (2017-2020), one of Europe's largest B2B multi-channel distributors of catering equipment to commercial kitchens and spent 15 years (2001 -2016) with Electrocomponents plc (now RS Group), holding a number of senior positions, including General Manager EMEA, Global Sales Director, and President.

Klaus is a Non-Executive Director of Schurter AG.

# Essentra Shareholder Guide



## Meeting Access

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

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

If you are joining to listen to the AGM proceedings remotely via the listen-only dial-in facility and submit questions, details of how to access this are provided on the front of this Notice.

## Appointment of Proxies and Third Parties

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

## Corporate Representatives

A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share(s).

## Questions

During the meeting, there will be an opportunity for shareholders, proxies and corporate representatives to ask questions on the business of the meeting. At the appropriate time the Chair of the meeting will ask if there are any questions, please raise your hand and the Chair will ask you to say your name and then your question.

Shareholders who are unable to attend the meeting are invited to submit questions ahead of the AGM via the Investor Meet Company Platform (see the front of this notice for details) up until 09:00 the day before the AGM or submitted at any time during the AGM itself. Answers will be given direct to you and/or made available on the Company's website as soon as practicable following receipt or if of general interest will be addressed at the AGM.

Following the AGM, shareholders who wish to follow up on any answers given at the AGM should email [companysecretary@essentra.com](mailto:companysecretary@essentra.com)

## Contact Details

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

### By telephone: 0370 703 6394

Lines are open Monday to Friday, 08:30 to 17:30 UK time, excluding public holidays. Please call +44 (0)370 703 6394 if calling from outside the UK.

### Online:

[computershare.co.uk/contactus](http://computershare.co.uk/contactus)

### In writing:

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

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