

Notice of the Annual General Meeting

Notice is hereby given that the twenty-sixth Annual General Meeting (AGM) of Xaar plc (the 'Company') will be held at Xaar plc, 1 Hurricane Close, Ermine Business Park, Huntingdon, Cambridgeshire, PE29 6XX on Wednesday 31 May 2023 at 9:30am for the following purposes:

Ordinary business

To consider and, if thought fit, pass the following Resolutions which will be proposed as Ordinary Resolutions:

1. THAT the Company's annual financial statements for the financial year ended 31 December 2022, together with the Directors' report and auditor's report on those financial statements, be received and adopted.
2. THAT Ernst & Young LLP be re-appointed as the Company's auditors to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which financial statements are laid.
3. THAT the Directors be authorised to determine the remuneration of the auditors.
4. THAT John Mills be re-elected as a Director of the Company.
5. THAT Andrew Herbert be re-elected as a Director of the Company.
6. THAT Christopher Morgan be re-elected as a Director of the Company.
7. THAT Ian Tichias be re-elected as a Director of the Company.
8. THAT Alison Littlely be re-elected as a Director of the Company.

Special business

To consider and, if thought fit, pass the following Resolutions which will be proposed in the case of Resolutions 9, 10 and 11 as Ordinary Resolutions and in the case of Resolutions 12 to 15 as Special Resolutions:

9. THAT the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration report for the year ended 31 December 2022 and which is set out in pages 87 to 95 of the Annual Report, which will take effect at the conclusion of this meeting, be approved.
10. THAT the Directors' Remuneration report (excluding the Directors' Remuneration Policy which is set out on pages 87 to 95 of the Annual Report) for the year ended 31 December 2022 be approved.
11. THAT, in substitution for all existing authorities including the authority conferred on the Directors of the Company by article 4(b) of the Company's articles of association, pursuant to and in accordance with section 551 of the Companies Act 2006 ('Act') the Directors of the Company be hereby generally and unconditionally authorised to exercise all powers of the Company to allot equity securities (within the meaning of section 560 of the Act), or grant rights to subscribe for, or convert any security into, shares in the Company ('Rights'):
 - (i) up to an aggregate nominal value of £2,614,874 (being the nominal value of approximately one third of the issued share capital of the Company); and
 - (ii) up to an aggregate nominal value of £5,229,749 (being the nominal value of approximately two thirds of the issued share capital of the Company) (such amount to be reduced by the nominal amount of any equity securities allotted or Rights granted under paragraph (i)) in connection with an offer by way of a rights issue (as defined in the Listing Rules issued by the Financial Conduct Authority pursuant to Part VI of the Financial Services and Markets Act 2000) or other pre-emptive offer to:
 - (a) the holders of ordinary shares of 10 pence each in the capital of the Company ('ordinary shares') in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them; and
 - (b) holders of other equity securities, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

and so that, in each case, the Directors of the Company may impose any limits or restrictions and make any arrangements which they consider 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 the requirements of any regulatory body or stock exchange or any other matter.

The authority granted by this Resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, at the close of business on the date 15 months after the passing of this Resolution, save that the Company may at any time before such expiry make any offer(s) or enter into any agreement(s) which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors may allot shares or grant Rights in pursuance of any such offer(s) or agreement(s) as if the authority conferred hereby had not expired. This Resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant Rights but without prejudice to any allotment of shares or grant of Rights already made, offered or agreed to be made pursuant to such authorities.

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Special business continued

12. THAT, subject to the passing of Resolution 11, the Directors of the Company be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that Resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (ii) of Resolution 11, by way of a rights issue only):

(i) to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

(iii) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution) to any person up to an aggregate nominal amount of £392,231.

The authority granted by this Resolution will expire at the conclusion of the Company's next Annual General Meeting after the passing of this Resolution or, if earlier, at the close of business on the date 15 months after the passing of this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

13. THAT, subject to the passing of Resolution 11, the Directors of the Company be authorised in addition to any authority granted under Resolution 12 to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolution 11 and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the CA 2006 did not apply to any such allotment or sale, provided that such authority shall be:

(a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £392,231; and

(b) used only for the purpose of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors of the Company determine 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.

The authority granted by this Resolution will expire at the conclusion of the Company's next Annual General Meeting after this Resolution is passed or, if earlier, at the close of business on the date 15 months after the passing of this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors of the Company may allot equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

14. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:

(a) the maximum aggregate number of ordinary shares authorised to be purchased is 7,844,623 (representing 10% of the issued ordinary share capital);

(b) the minimum price (excluding expenses) which may be paid for an ordinary share is the par value of the shares;

(c) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased, and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

(d) this authority shall expire at the conclusion of the next Annual General Meeting of the Company, or, if earlier, at the close of business on the date which is 15 months after the passing of this Resolution unless renewed, revoked or varied before that time; and

(e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.

15. THAT, with effect from the conclusion of the meeting, the articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association including the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles of association under section 28 of the Companies Act 2006.

By order of the Board

Julia Crane
Company Secretary

27 March 2023

Notes

1. A member entitled to attend the meeting may appoint one or more proxies to exercise all or any of the member's rights, to speak at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint one or more proxies they may do so at www.signalshares.com. If not already registered you will need your Investor Code to do so, this can be found on your share certificate. If you need help with voting online, or require a paper proxy form, please contact our registrar, Link Group by email at shareholderenquiries@linkgroup.co.uk, or you may call Link on 0371 664 0391. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Link Group are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales.
2. To be effective, the proxy vote must be submitted at www.signalshares.com so as to have been received by the Company's registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's registrars, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL. If a paper form of proxy is requested from the registrar, it should be completed and returned to Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds LS1 4DL to be received not less than 48 hours before the time of the meeting.
3. 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 Annual General Meeting. 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.
4. 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.
5. In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, the Company specifies that only those members entered on the register of members of the Company as at close of business on 26 May 2023 (or in the event the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after close of business on 26 May 2023 (or in the event the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to vote at the meeting.
6. Copies of Directors' service agreements, the terms of appointment of Non-Executive Directors, and the register of Directors' interests kept by the Company under section 808 of the Companies Act 2006 will be available 15 minutes prior to the commencement of the meeting and will remain open and accessible during the continuance of the meeting to any person attending the meeting.
7. Biographical details of all Directors offering themselves for re-appointment are set out on page 63 of the Annual Report and Accounts.
8. Shareholders should note that it is possible that, pursuant to requests made by shareholders of the Company under section 527 of the Companies Act 2006, the Company may be required 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 Annual General Meeting; 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 Annual General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. A corporation that is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that they do not do so in relation to the same shares.
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 & International Ltd's ('Euroclear') specifications, and must contain the information required for such instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 9:30am on 26 May 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST 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 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 his 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 Uncertified Securities Regulations 2001 (as amended).
14. As at 7am on 29 March 2023, the Company's issued share capital comprised 78,446,230 ordinary shares of 10 pence each. Each ordinary share carries the right to one vote at a general meeting of the Company, and, therefore, the total number of voting rights in the Company as at 7am on 28 March 2023 is 78,446,230.

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15. Any member has the right to ask questions. The Company must answer 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.
16. You may vote your shares electronically at www.signalshares.com. On the home page, search "Xaar plc" and then log in or register, using your Investor Code. To vote, click on the "Vote Online Now" button.
17. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.xaar.com.
18. Under section 338 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section, may, subject to conditions, require the Company to give to shareholders notice of a resolution which may properly be moved and is intended to be moved at that meeting.
19. Under section 338A of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section may, subject to conditions, require the Company to include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business.

Appendix 1 – Explanatory note to the principal changes to the Company's Articles of Association

It is consistent with good corporate governance to review the Company's articles of association on a regular basis. Accordingly, the Company's articles of association (the 'Current Articles') have been reviewed with a view to updating provisions to reflect current practice and to include flexibility with regard to virtual or hybrid meetings. As a result of this review, it is considered appropriate to propose to the Company's shareholders that a new set of articles of association (the "New Articles") be adopted.

An explanation of the main changes between the proposed New Articles and the Current Articles is set out below.

Some other changes being proposed which are of a minor, technical or clarifying nature. They have been included to reflect current market practice and to update the articles as a result of the ongoing evolution of the Companies Act 2006 ("CA 2006") and/or the Uncertificated Securities Regulations 2001.

A copy of the Current Articles marked to show the changes, and of the proposed New Articles, are available on the Company's website at www.xaar.com/en and the National Storage Mechanism of the FCA at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>, and will be made available for inspection at the Company's registered office at 3950 Cambridge Research Park, Waterbeach, Cambridge, England, CB25 9PE during normal business hours until the conclusion of the Annual General Meeting, and at the place of the Annual General Meeting from at least 15 minutes prior to the Annual General Meeting until its conclusion.

Electronic conduct of meetings

In view of the changes to the arrangements for holding general meetings which were caused by the response to the COVID-19 pandemic and the expectation of many shareholders that such flexible arrangements will be continued, the New Articles explicitly permit hybrid general meetings. Such general meetings can be held and arranged by the Board of Directors of the Company both at a physical location and electronically. Hybrid general meetings will give shareholders the option to attend the meeting either in person or virtually. Appropriate amendments have also been made throughout the New Articles to allow related matters, such as the lodging of proxy instructions, to be done electronically as well.

Electronic notices

Similarly, the New Articles provide explicitly for the provision of notices by electronic means (for example by means of posting on the Company's website). This would allow the Company to send notices in a way which is both cheaper and more sustainable.

Allotment (Amended Article 4)

In order to allot shares, the Directors must be granted authority either by the articles of association or by shareholders in general meeting. The authority can only be granted for a specified period (not exceeding five years). Therefore, a disadvantage of including such an authority in the articles is that the authorising provision will become redundant after the specified period has expired, but it will remain within the articles regardless. For this reason, many companies prefer to confer authority by passing an ordinary resolution at their annual general meeting. Up to now, the Current Articles had included an authorising provision but it has long been redundant (as it is replaced at each AGM by a new authority). The New Articles do not include an authorising provision. Instead, the provisions relating to allotment in the New Articles have been simplified and a resolution to grant the Directors the authority to allot shares will continue to be proposed at each AGM, in line with market practice.

Power to postpone (New Article 50a)

The New Articles contain a new power for the Directors to postpone a general meeting after the notice is issued but before the meeting is convened if they consider it impracticable or unreasonable to hold a general meeting on the date and time specified in the notice. This avoids the need to adjourn a general meeting, giving the Board additional flexibility to respond to any unexpected events which might make it impracticable to hold a general meeting on a given date.

Retirement of Directors (Amended Article 75)

The Current Articles require Directors to retire by rotation based on a calculation so that circa one third of the Directors retire each year. In keeping with best corporate governance standards and the Company's current practice, the New Articles require all the Directors to retire from office at each AGM and to stand for re-election.

Directors' fees (Amended Article 86)

The limit on aggregate fees for Non-Executive Directors has been increased to £400,000. The current limit on the aggregate fees for Non-Executive Directors, approved at the AGM held on 18 May 2016, is £300,000. The Board believes that additional headroom and flexibility is required in view of succession planning and ensuring that the Company is able to remain competitive and attract talented individuals.

Borrowing powers (Amended Article 102)

The borrowing limit is currently set at three times adjusted capital and reserves (as defined in the Current Articles). If the Company were to exceed this limit, it would require, in advance, an ordinary resolution from the requisite majority of the shareholders in general meeting. To bring this limit in line with best practice and the recommendations from guidance issued by institutional investor groups, the New Articles include a lower limit of two times adjusted capital and reserves; any borrowing in excess of this limit would require the sanction of an ordinary resolution.

Indemnity & insurance (Amended Article 142)

The indemnity provision in the Current Articles has been updated in the New Articles with a provision which allows the Company to indemnify its officers and former officers to the full extent allowed by the CA 2006. The article has also been amended in order to clarify that it is not intended to authorise the Company to grant an indemnity which is broader than what is allowed by the CA 2006. The insurance provision has been simplified such that the Company can purchase insurance for its Directors to the fullest extent allowed by law. These changes will bring the articles in line with standard market practice for D&O indemnity and insurance provision.