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## ANNUAL GENERAL MEETING

of

## OXFORD INSTRUMENTS PLC

to be held at the offices of Ashurst LLP,  
London Fruit & Wool Exchange,  
1 Duval Square, London, E1 6PW  
on Thursday 23 July 2026 at 11am

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action to take, you should consult your stockbroker, solicitor, accountant or other appropriate independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or otherwise transferred all your shares in Oxford Instruments plc, please forward this document and the accompanying documents to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.**

We have not provided a hard copy form of proxy for the 2026 Annual General Meeting with this document. You are encouraged to vote online at [www.signalshares.com](http://www.signalshares.com). To register you will need your Investor Code, which can be found on your share certificate or dividend documents. If you are a CREST member, you can register your proxy vote by using the service provided by Euroclear UK & International Limited. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform. To be valid, your proxy vote must be received by no later than 11am on 21 July 2026. Further details are given in the notes to this document on pages 14 to 16. Alternatively, you may request a hard copy proxy form directly from our Registrar (Note 5 on page 14 of this document gives details of how to do this), complete the form of proxy and return it in accordance with the instructions printed on it so as to reach the Registrar, MUFG Corporate Markets PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL by no later than 11am on 21 July 2026.

# SHAREHOLDER LETTER



**Oxford Instruments plc**  
Halifax Road,  
High Wycombe, HP12 3SE  
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Email: [info.oiplc@oxinst.com](mailto:info.oiplc@oxinst.com)  
[www.oxinst.com](http://www.oxinst.com)

Registered in England  
Company number 775598

23 June 2026

Dear Shareholder,

## 2026 Annual General Meeting

The Notice of Meeting on pages 4 to 6 sets out the business to be transacted at the Annual General Meeting ('AGM') of Oxford Instruments plc (the 'Company'), which is to be held on Thursday 23 July 2026 at 11am at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW.

## The Board

Each of the Directors will retire from office at the AGM and each has agreed to submit himself or herself for election or re-election by shareholders. Biographical details of each of the Directors (as at the date of the Company's Annual Report and Accounts for the year ended 31 March 2026 (the 'Annual Report 2026')) are given on pages 102 to 104 of the Annual Report 2026 and a summary of their biographical information together with the reasons for their respective election or re-election, are set out in the explanatory notes to the proposed resolutions set out on pages 8 to 11 of this document.

Having considered the performance of and contribution made by each of the Directors at the relevant time, we remain satisfied that the performance of each Director continues to be effective and that each Director demonstrates commitment to the role and as such, the Board recommends the election or re-election of each Director accordingly. More information on the Board and the Director evaluation process is given on page 121 of the Annual Report 2026.

The Annual Report 2026 is available on our website at [www.oxinst.com/investors](http://www.oxinst.com/investors). If you have elected to receive a copy of this report by post, it is also enclosed.

## Business of the meeting

At this year's AGM, shareholders will be asked to consider a number of resolutions spanning a range of routine business matters.

As in prior years shareholders will be asked to approve numerous standard matters including the re-appointment of all Directors, the Company's 2026 financial statements, approval of the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration, approval of a final dividend for 2026, approval of share authorities and the ability for the Company to purchase its own shares.

## Appointment of auditor

Following a competitive tender process after last year's AGM, the Company decided to appoint Deloitte LLP as auditor for the Company. The Board is therefore seeking shareholder approval at the AGM in respect of this appointment.

## Remuneration matters

Further to a comprehensive review of the Company's Remuneration Policy by its Remuneration Committee, the Company is seeking shareholder approval for the updated policy at the AGM. Shareholders last approved the Company's Remuneration Policy in 2023 and is required under the Companies Act 2006 to propose the policy to shareholders at least every three years. This year, the Company is also seeking approval to amend the LTIP rules, primarily to increase the maximum award level available.

## Articles of Association

The Company is seeking shareholder approval to adopt new Articles of Association, primarily to take account of changes to market practice since the current articles of association were adopted six years ago in 2020, and to provide additional flexibility. A summary of the main changes to the articles of association is set out in Appendix 2 and a copy of the proposed new articles of association will be available on the Company's website at [www.oxinst.com](http://www.oxinst.com).

## Explanatory notes

Explanatory notes on the proposed resolutions to be considered at the AGM are set out on pages 7 to 13 of this document.

## Shareholder engagement

The AGM gives the Board the opportunity to present the Company's performance and strategy to shareholders and to listen and respond to your questions. Your participation is important to us. If you would like to ask the Board a question about the business of the meeting in advance, please send it to the Company Secretary at [AGM@oxinst.com](mailto:AGM@oxinst.com). Key themes arising from the pre-registered questions will be answered by the Board and published on our website prior to, or as soon as practicable after the AGM and kept on our website for a period of 30 days. Shareholders attending the AGM may ask questions at the AGM, whether or not those questions have been submitted in advance.

## Voting

In line with our sustainability agenda, personalised proxy forms and attendance cards are not being sent by post to shareholders. As in previous years, you can submit your proxy votes electronically. You will find instructions regarding voting electronically and how to register to do so in Note 5 on page 14 of this document. You may alternatively request a hard copy proxy form directly from our Registrar, MUFG Corporate Markets. Details of how to do this can also be found in Note 5 on page 14 of this document. If you are a CREST member, you can register your proxy vote by using the CREST electronic proxy appointment service. If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxyimity platform. To be valid, your proxy vote must be received by no later than 11am on 21 July 2026.

## AGM arrangements

We are pleased to invite you to attend the AGM in person. Whether or not you intend to attend in person, it is recommended that you submit your proxy voting instructions in advance of the AGM, appointing the chair of the AGM as your proxy, to ensure your vote is counted. The submission of proxy voting instructions will not preclude you from attending and voting in person at the meeting if you wish to do so.

## Directors' recommendation

Your Directors believe that all the proposed resolutions are in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of them as they intend to do in respect of their own shareholdings (save in respect of those resolutions in which they are personally interested).

The results of the voting will be posted on the Company's website after the AGM and notified to the London Stock Exchange as required.

Yours faithfully



**NEIL CARSON**

Chair

## NOTICE OF ANNUAL GENERAL MEETING 2026

Notice is hereby given that the sixty-second Annual General Meeting of Oxford Instruments plc (the 'Company') will be held at the offices of Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW on Thursday 23 July 2026 at 11am to consider and, if thought fit, to pass the following resolutions (the 'Resolutions'). It is intended to propose Resolutions 1 to 16 as ordinary resolutions and Resolutions 17 to 21 as special resolutions.

### Ordinary Resolutions

- 1) To receive and adopt the annual accounts for the financial year ended 31 March 2026, together with the reports of the Directors and auditor thereon.
- 2) To approve the Directors' Remuneration Policy set out on pages 147 to 155 of the Annual Report and Accounts for the year ended 31 March 2026.
- 3) To approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31 March 2026 (other than the part containing the Directors' Remuneration Policy), as set out on pages 139 to 144 and 156 to 171 respectively of the Annual Report and Accounts for the year ended 31 March 2026.
- 4) To declare a final dividend of 18.2p per share in respect of the year ended 31 March 2026.
- 5) To re-elect Neil Carson as a Director of the Company.
- 6) To re-elect Richard Tyson as a Director of the Company.
- 7) To re-elect Paul Fry as a Director of the Company.
- 8) To re-elect Alison Wood as a Director of the Company.
- 9) To re-elect Nigel Sheinwald as a Director of the Company.
- 10) To re-elect Hannah Nichols as a Director of the Company.
- 11) To re-elect Rowena Innocent as a Director of the Company.
- 12) To appoint Deloitte LLP as auditor of the Company.
- 13) To authorise the Audit and Risk Committee to set the remuneration of the auditor.
- 14) That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the 'Companies Act'), the Company and all companies that are its subsidiaries at any time during the period for which this Resolution is effective are authorised to:
  - (a) make political donations to political parties or to independent election candidates not exceeding £50,000 in total;
  - (b) make political donations to political organisations (other than political parties) not exceeding £50,000 in total; and
  - (c) incur any political expenditure not exceeding £50,000 in total, during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2027), provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000. For the purpose of this Resolution 'political donation', 'political party', 'political organisation', 'independent election candidate' and 'political expenditure' are to be construed in accordance with Sections 363, 364 and 365 of the Companies Act.
- 15) That the Directors be generally and unconditionally authorised for the purposes of Section 551 of the Companies Act 2006 (the 'Companies Act'), to exercise all the powers of the Company to allot shares and grant rights to subscribe for, or convert any security into, shares:
  - (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £920,154 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this Resolution below in excess of such sum); and
  - (b) comprising equity securities (as defined in Section 560 of the Companies Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Companies Act) of £1,840,308 (such amount to be reduced by any allotments or grants made under paragraph (a) of this Resolution above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever,

these authorisations to expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2027), save that the Company may before such expiry make any offer or agreement 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 to subscribe for or to convert any security into shares, in pursuance of any such offer or agreement as if the authorisations conferred hereby had not expired.

## NOTICE OF ANNUAL GENERAL MEETING 2026 continued

16) That:

- (a) the amendments to the rules of the Oxford Instruments plc Long Term Incentive Plan (the 'LTIP') summarised in the explanatory notes to this notice be approved (the amended LTIP rules having been produced to the AGM and initialled by the chair of the meeting for the purposes of identification); and
- (b) the Board be authorised to do all acts and things which they may consider necessary or expedient for the purposes of bringing the amended LTIP rules into effect.

### Special Resolutions

17) That, subject to the passing of Resolution 15 set out above, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the 'Companies Act') to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authorisation conferred by Resolution 15; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Companies Act) held by the Company as treasury shares for cash, as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) in connection with or pursuant to an offer of or invitation to apply for equity securities (but in the case of the authorisation granted under Resolution 15(b), by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever;
  - (ii) in the case of the authorisation granted under Resolution 15(a) above (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) or paragraph (iii) of this Resolution, up to an aggregate nominal amount of £276,046; and
  - (iii) in the case of the authorisation granted under Resolution 15(a) above (or in the case of any sale of treasury shares) and otherwise than pursuant to paragraph (i) or paragraph (ii) of this Resolution, up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (ii) of this Resolution, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2027), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

18) That, subject to the passing of Resolution 15 above, and in addition to the power given by Resolution 17, the Directors be given power pursuant to Sections 570(1) and 573 of the Companies Act 2006 (the 'Companies Act') to:

- (a) allot equity securities (as defined in Section 560 of the Companies Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of Resolution 15; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Companies Act) held by the Company as treasury shares for cash, as if Section 561 of the Companies Act did not apply to any such allotment or sale, provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:
  - (i) up to an aggregate nominal amount of £276,046 and used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors have determined to be either an acquisition or 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, or for any other purposes as the Company in general meeting may at any time by special resolution determine; and
  - (ii) (otherwise than under paragraph (i) of this Resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (i) of this Resolution, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2027), save that the Company may before such expiry make any offer or agreement that would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the power conferred hereby had not expired.

## NOTICE OF ANNUAL GENERAL MEETING 2026 continued

- 19) That the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the 'Companies Act') to make market purchases (within the meaning of Section 693(4) of the Companies Act) of any of its ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 5,520,924;
  - (b) the minimum price that may be paid for each ordinary share is 5p which amount shall be exclusive of expenses, if any;
  - (c) the maximum price (exclusive of expenses) that may be paid for each ordinary share is an amount equal to the higher of:
    - (i) 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such share is contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the next Annual General Meeting of the Company (or, if earlier, on 30 September 2027); and
  - (e) the Company may, before this authority expires, make a contract to purchase ordinary shares that would or might be executed wholly or partly after the expiry of this authority, and may make purchases of ordinary shares pursuant to it as if this authority had not expired.
- 20) That a general meeting of the Company (other than an Annual General Meeting) may be called on not less than 14 clear days' notice.
- 21) That the Articles of Association produced to the meeting and initialled by the chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board

**SARAH HARVEY**

**Company Secretary**

23 June 2026

Registered Office: Halifax Road, High Wycombe, HP12 3SE, United Kingdom  
Registered in England  
Company number 775598

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolutions 1 to 16 will be proposed as ordinary resolutions and more than 50% of the votes cast must support these Resolutions in order for them to be passed. Resolutions 17 to 21 will be proposed as special resolutions and 75% or more of the votes cast must support them in order for these Resolutions to be passed.

The Resolutions to be proposed are explained in further detail below.

### 1. Resolution 1: To receive the Annual Report and Financial Statements 2026

The Directors of the Company are required to lay the Annual Report and Financial Statements before the shareholders each year at the AGM. Shareholders are being asked to receive the Annual Report 2026.

### 2. Resolution 2: Approval of Directors' Remuneration Policy

Resolution 2 is to approve the Directors' Remuneration Policy contained in the Directors' Remuneration Report, which was last approved by shareholders at the 2023 AGM. You can find the policy on pages 147 to 155 of the Annual Report 2026.

The Remuneration Committee undertook a comprehensive review of the policy to ensure that it remains fit for purpose and fully aligned with the Company's strategic priorities over the next three years. The primary enhancement under the new policy relates to the LTIP maximum opportunity. The Committee intends to retain the current typical annual award level for Executive Directors of 200% of base salary, while introducing discretion to grant awards of up to 300% of base salary where appropriate. The Annual Bonus structure will remain unchanged in terms of overall maximum opportunity, which will continue to be capped at 150% of base salary, with an on-target award level of 75% of base salary. However, to introduce greater flexibility and to ensure appropriate incentivisation, the bonus payable for achieving the threshold performance target has been increased from up to 10% of the maximum bonus opportunity to up to 20% of the maximum.

This vote is a binding vote and, subject to limited exceptions, no remuneration payment or loss of office payment may be made to a prospective, current or former director unless consistent with the approved remuneration policy. If approved by shareholders, the Directors' Remuneration Policy will take effect immediately after the end of the AGM. This Resolution is put to shareholders at least every three years as required by the Companies Act 2006.

### 3. Resolution 3: Approval of Directors' Remuneration Report

Resolution 3 is to approve the Annual Statement by the Chair of the Remuneration Committee and the Annual Report on Directors' Remuneration (other than the part containing the Directors' Remuneration Policy) as set out on pages 139 to 144 and 156 to 171 respectively of the Annual Report 2026. The Directors' Remuneration Report details payments made to Directors during the year ended 31 March 2026 and other information. The vote is advisory and the Directors' entitlement to remuneration is not conditional on Resolution 3 being passed. This Resolution is proposed annually as required by the Companies Act 2006 (the 'Companies Act').

### 4. Resolution 4: To declare a final dividend

The Board has recommended that a final dividend of 18.2 pence per share be paid in respect of the Company's performance in the financial year ended 31 March 2026. If approved at the AGM, this would be paid on 18 August 2026 to shareholders on the Register of Members of the Company at the close of business on 10 July 2026.

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

### continued

#### 5. Resolutions 5 to 11: Re-election of Directors

The biographical details of all of the Directors (as at the date of the Annual Report 2026) are set out on pages 102 to 104 of the Annual Report 2026 and a summary, together with reasons for the re-election of the Directors of the Company, is given below:

Neil Carson, Chair
<b>Appointed to the Board:</b> December 2018
<b>Executive/Non-Executive:</b> Non-Executive
<b>Committee Membership:</b> Nomination (Chair), Remuneration and Sustainability
<b>Independent:</b> No <sup>1</sup>
<b>Skills and experience:</b> Neil is a former FTSE 100 chief executive. After completing an engineering degree, Neil joined Johnson Matthey in 1980 where he held several senior management positions in the UK and the USA, before holding the role of Chief Executive Officer from 2004 to 2014. He has a broad industrial outlook and a highly commercial approach with a practical perspective on business. He provides valuable insight based on his former executive position and operational experience and brings a track record of strong operational exposure, familiarity with capital-intensive business and a first-class international perspective on driving value in complex environments and this experience makes him particularly well suited to serving as Chair of the Board. Neil was awarded an OBE for services to the chemical industry in 2016.  Neil's previous non-executive roles include serving as Chairman of TT Electronics plc, Deputy Chairman of TI Fluid Systems plc, as a Non-Executive Director of Paypoint plc and Amec Foster Wheeler plc and as Non-Executive Director, member of the Sustainability Committee and Chair of the Remuneration Committee of Shell plc.

1. Neil was independent upon appointment to the Board, in line with provision 10 of the UK Corporate Governance Code 2024.

Richard Tyson, Chief Executive
<b>Appointed to the Board:</b> October 2023
<b>Executive/Non-Executive:</b> Executive
<b>Independent:</b> No
<b>Skills and experience:</b> Richard has a track record of business leadership in the advanced technology sector spanning more than 30 years.  In his previous role as Chief Executive Officer at TT Electronics plc from 2014 to 2023, Richard transformed, reshaped and refocused the business, delivering product innovation, building the group organically and through acquisition, and delivering strong growth in revenue, profits and margin. Richard held senior roles at defence group Cobham plc, where he was a member of the executive committee and led the aerospace and security division, and previously held a range of senior management roles at Goodrich Aerospace. He also served as the Senior Independent Director and a Non-Executive Director of Videndum plc.  Richard is a fellow of the Royal Aeronautical Society and a Governor of St Swithun's Independent School for Girls in Hampshire. Richard is a graduate of the Executive Senior Leadership programme at Henley Business School and holds a diploma from the Chartered Institute of Marketing and a BSc in Management Sciences from The University of Manchester.
<b>External appointments:</b> <ul style="list-style-type: none"> <li>• Governor of St Swithun's Independent School for Girls.</li> <li>• Director of The Salters' Management Company Limited.</li> </ul>

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

continued

### Paul Fry, Chief Financial Officer

**Appointed to the Board:** April 2025

**Executive/Non-Executive:** Executive

**Independent:** No

**Skills and experience:**

Paul has a strong track record in senior positions at international healthcare and technology companies, having held the roles of CFO, most recently at Argenta Group and previously at Vectura plc and Immunocore Limited. With a career spanning more than 35 years, Paul has also held a number of senior roles at Vodafone and GlaxoSmithKline. He brings a wealth of highly relevant experience in business transformation, a clear understanding of Oxford Instruments' growth drivers, and a shared commitment to our purpose and values-led approach. Paul holds a BA in Philosophy, Politics and Economics from the University of Oxford and is an associate of the Chartered Institute of Management Accountants. Paul's previous roles include serving as the Chief Financial Officer at Argenta Group Limited, as the Chief Financial Officer with a period as acting Chief Executive Officer at Vectura Group plc and as the Chief Financial Officer at Immunocore Limited.

**External appointments:**

- Non-Executive Director and Chair of the Audit Committee of Avacta Group plc.

### Alison Wood, Senior Independent Director

**Appointed to the Board:** September 2020

**Executive/Non-Executive:** Non-Executive

**Committee Membership:** Audit and Risk, Nomination, Remuneration (Chair) and Sustainability

**Independent:** Yes

**Skills and experience:**

Alison holds a BA in Engineering, Economics and Management from the University of Oxford and an MBA from Harvard Business School. Her background is in leading business development, M&A and strategic planning across blue-chip UK companies, particularly in the defence sector. She was formerly the Global Director for Corporate Development & Strategy at National Grid plc and before that, Group Strategic Development Director for BAE Systems plc. She is a highly experienced Non-Executive Director and committee chair, with her experience being particularly well suited to her role as Chair of Oxford Instruments' Remuneration Committee.

Alison's previous roles include serving as Senior Independent Director and Remuneration Committee Chair of Costain Group PLC and the British Standards Institute, a Non-Executive Director and Remuneration Committee Chair of Cobham plc and Capricorn Energy PLC (formerly Cairn Energy PLC), Senior Independent Director of e2v plc, Non-Executive Director and Remuneration Committee Chair of TT Electronics plc, and a Non-Executive Director of both BTG plc and THUS plc.

**External appointments:**

- Non-Executive Chair of Galliford Try Holdings plc.
- Senior Independent Director of Morgan Advanced Materials plc.

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

### continued

#### Sir Nigel Sheinwald, Non-Executive Director

**Appointed to the Board:** September 2021

**Executive/Non-Executive:** Non-Executive

**Committee Membership:** Audit and Risk, Nomination, Remuneration and Sustainability (Chair)

**Independent:** Yes

#### Skills and experience:

Sir Nigel previously served as a British diplomat and has deep knowledge of international politics, strategy, regulation and communication. He holds an MA from Balliol College, University of Oxford, where he is now an Honorary Fellow. He joined the Diplomatic Service in 1976 and served in Brussels, Moscow, Washington and in a wide range of policy roles in London. He served as British Ambassador to the United States (2007-12) and European Union (2000-03) and as Foreign Policy and Defence Adviser to the Prime Minister (2003-07). Since leaving the Diplomatic Service in 2012 he has served on a wide range of corporate and not-for-profit boards. The extensive range of skills and experience that he brings, along with his commitment to Oxford Instruments' sustainability agenda, is a good fit with the Group's requirements and particularly benefit his role as Chair of the Sustainability Committee.

Sir Nigel was previously a Non-Executive Director and Chair of the Safety, Environment and Sustainability Committee at Royal Dutch Shell plc (now Shell plc).

#### External appointments:

- Non-Executive Director of Invesco Ltd.
- Visiting Professor at King's College, London.
- International Advisory Board member of British American Business.
- Advisory Board member of Centre for European Reform, London.

#### Hannah Nichols, Non-Executive Director

**Appointed to the Board:** January 2024

**Executive/Non-Executive:** Non-Executive

**Committee Membership:** Audit and Risk (Chair), Nomination, Remuneration and Sustainability

**Independent:** Yes

#### Skills and experience:

Hannah is currently Chief Financial Officer of Coats Group plc, a world leader in thread manufacturing and structural components for apparel and footwear, as well as an innovative pioneer in performance materials and a constituent of the FTSE 250 index on the London Stock Exchange. She holds a Classics degree from the University of Cambridge and is a qualified chartered accountant. Hannah is an experienced financial professional; prior to her current executive role she held the role of Chief Financial Officer of Hill & Smith PLC and prior to this, had a successful 15-year career at BG Group plc, latterly serving as Chief Financial Officer, Asia, Middle East and Africa for BT Global Services, based in Singapore. She also held a number of commercial roles at Cable & Wireless plc and qualified as a chartered accountant at Arthur Andersen. Hannah's expertise demonstrates how she is well suited to the role of Chair of the Audit and Risk Committee.

#### External appointments:

- Chief Financial Officer of Coats Group plc.

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

### continued

#### Rowena Innocent, Non-Executive Director

**Appointed to the Board:** February 2025

**Executive/Non-Executive:** Non-Executive

**Committee Membership:** Audit and Risk, Nomination, Remuneration and Sustainability

**Independent:** Yes

**Skills and experience:**

Rowena is currently a consultant for AcoustoFab Ltd, which aims to create precision-driven, sustainable solutions that address real-world challenges across sectors such as lab automation, 3D printing, and agritech. She also serves as a member of the Advisory Council at the National Composite Centre, and the Digital Program Expert Group for the DSIT National Measurement System, and is an Aegis Professor for Technology, Innovation and Equality and Chair of the IAB School of Physics at the University of Bristol. Rowena has over 30 years' experience in high-tech product design and manufacturing. She is a Chartered Engineer and holds a degree in Physics with Astrophysics from the University of Leicester. Prior to her current role, Rowena served as the Chief Operating Officer of Ultraleap Limited. She has also held the position of Group Head of STEM strategy at Spectris as well as a range of engineering leadership roles with Malvern Panalytical (a Spectris company), General Electric and Druck.

**External appointments:**

- Consultant at AcoustoFab Ltd.

#### 6. Resolution 12: To appoint the auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting.

Following a formal, competitive tender process, Deloitte LLP was appointed as the Company's auditor in October 2025 on the recommendation of the Audit and Risk Committee. BDO LLP resigned as the Company's auditor on 20 October 2025 and deposited a statement with the Company confirming that there are no circumstances in connection with its resignation that should be brought to the attention of the member or creditors of the Company under section 519 of the Companies Act 2006. A copy of this statement is set out in Appendix 1.

If appointed, Deloitte LLP would hold office from the end of the AGM until the end of the Company's next AGM in 2027. Further information on the tender process is set out on pages 135 and 136 in the Annual Report 2026.

#### 7. Resolution 13: To authorise the Audit and Risk Committee to agree the auditor's remuneration

This Resolution authorises the Audit and Risk Committee of the Board, in accordance with standard practice, to negotiate and agree the remuneration of the auditor.

#### 8. Resolution 14: Political donations and expenditure

The Companies Act prohibits companies from making political donations to UK political organisations or independent candidates, or incurring UK political expenditure, unless authorised by shareholders in advance.

The Company does not make, and does not intend to make, donations to political organisations or independent election candidates, nor does it incur or intend to incur any political expenditure within the ordinary meaning of those words. It is the Company's policy not to make political donations and the Company has no intention of altering this policy. However, the definitions of political donations, political organisations and political expenditure used in the Companies Act are very wide. For example, bodies such as those concerned with policy review or reform, or those representing the business community and special interest groups which the Company and/or its subsidiaries may see benefit in supporting, or activities which are an accepted part of engaging with stakeholders to ensure matters affecting the Group's operations are considered and addressed, but which would not ordinarily be considered as political donations or political expenditure, might be caught.

In common with many other listed companies, the Board considers it prudent to seek shareholder authority to make political donations and to incur political expenditure not exceeding £50,000 in total, to ensure that the Group does not inadvertently breach the legislation. As permitted under the Companies Act, the Resolution covers the Company and extends to all subsidiaries of the Company at any time the authority is in place. If given, this authority will expire at the AGM in 2027 or on 30 September 2027, whichever is earlier.

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

### continued

#### 9. Resolution 15: Authority to allot

Your Directors may allot shares and grant rights to subscribe for shares, or convert any security into shares, only if authorised to do so by shareholders (unless in pursuance of an employees' share scheme). The authority granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 15 will be proposed as an ordinary resolution to grant new authorities to allot shares and grant rights to subscribe for, or convert any security into, shares. If given, these authorities will expire at the AGM in 2027 or on 30 September 2027, whichever is the earlier.

Resolution 15 will allow the Directors to allot shares and grant rights to subscribe for, or convert any security into, shares:

- (a) up to an aggregate nominal amount of £920,154, representing approximately one-third of the Company's existing issued share capital calculated as at 26 May 2026, being the latest practicable date prior to the publication of this notice; and
- (b) in connection with a fully pre-emptive offer, up to an aggregate nominal amount of £1,840,308 (as reduced by allotments under paragraph (a) of Resolution 15). This amount represents (before any reduction) approximately two-thirds of the Company's existing issued share capital calculated as at 26 May 2026.

This is in line with the Investment Association's Share Capital Management Guidelines issued in 2023.

The Directors have no present intention to exercise this authority but consider it prudent to have the flexibility that this authority provides. As at the date of this notice, the Company does not hold any shares in treasury.

#### 10. Resolution 16: Approval of amendments to Long Term Incentive Plan (the 'LTIP')

Resolution 16 seeks authority from shareholders to amend the rules of the LTIP, which was approved by shareholders in 2023. The effect of the amendment to the LTIP rules is to link the individual limit on the value of awards to Executive Directors to the prevailing limit set out in the Directors' Remuneration Policy ('Policy'). The limit in the Policy on the value of awards is proposed, subject to the passing of Resolution 2, to increase to a maximum of 300% of an Executive Director's base salary in respect of any financial year of the Company. This limit will continue to exclude buy-out awards that may be necessary in a recruitment situation. Awards granted to participants who are not Executive Directors may not exceed such limits as may be determined by the Remuneration Committee from time to time. The full text of the amended LTIP rules is available for inspection at the Company's registered office from the date of this Notice until the conclusion of the AGM, and will be available for inspection on the Company's website at [www.oxinst.com](http://www.oxinst.com).

#### 11. Resolution 17: Disapplication of pre-emption rights

Your Directors require a power from shareholders to allot equity securities or sell treasury shares for cash and otherwise than to existing shareholders pro-rata to their holdings. The power granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 17 will be proposed as a special resolution to grant such a power.

Apart from offers or invitations in proportion to the respective number of shares held, the power will be limited to the allotment of equity securities and sales of treasury shares for cash:

- (a) up to an aggregate nominal value of £276,046 (being approximately 10% of the Company's issued ordinary share capital at 26 May 2026, being the latest practicable date prior to the publication of this notice); and
- (b) up to an additional nominal value equal to 20% of any allotments made under paragraph (a) above, for the purposes of any follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of 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 'Statement of Principles').

If given, this power will expire at the conclusion of the AGM in 2027 or on 30 September 2027, whichever is the earlier.

The figure of up to 10% reflects the Statement of Principles. The Statement of Principles introduced the concept of 'follow-on' offers to help existing and retail investors to participate in equity issues. Pursuant to Resolution 17(iii), the Company can issue shares representing up to a further 2% of its issued share capital, but this can only be used for follow-on offers to existing shareholders not allocated shares under an issuance made pursuant to Resolution 17(ii) and otherwise of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles. The Directors confirm that they intend to follow the shareholder protections in paragraph 1 of Part 2B of the Statement of Principles and, in relation to any follow-on offer, the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Statement of Principles.

#### 12. Resolution 18: Additional disapplication of pre-emption rights

Your Directors are seeking a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro-rata to their holdings. The same power granted at the last AGM is due to expire at this year's AGM. Accordingly, Resolution 18 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash:

- (a) up to an aggregate nominal value of £276,046 (being approximately 10% of the Company's issued ordinary share capital at 26 May 2026, being the latest practicable date prior to the publication of this notice); and
- (b) up to an additional nominal value equal to 20% of any allotment made under paragraph (a) above, for the purposes of any follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 2B of the Statement of Principles.

## EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

### continued

This is in addition to the 10% and additional 2% referred to in Resolution 17. If given, this power will expire at the conclusion of the AGM in 2027 or on 30 September 2027, whichever is the earlier. Resolution 18(ii) provides a similar power to the Directors for follow-on offers to the power under Resolution 17(iii), as explained above in the notes to Resolution 17.

Your Directors will have due regard to the Statement of Principles in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or a specified capital investment (of a kind contemplated by the Statement of Principles) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding 12-month period and is disclosed in the announcement of the issue. The Directors confirm that they intend to follow the shareholder protections in paragraph 1 of Part 2B of the Statement of Principles and, in relation to any follow-on offer, the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Statement of Principles.

### 13. Resolution 19: Authority to purchase own shares

Resolution 19 will be proposed as a special resolution and will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital. The maximum and minimum prices are stated in the Resolution. As announced on 25 June 2025, the Company commenced a programme to purchase up to £50 million of its ordinary shares of 5 pence each. The initial tranche of the programme was completed in February 2026 and a further tranche of £50m was announced on 2 March 2026. Additionally, your Directors believe that it is advantageous for the Company to have flexibility to make market purchases of its own shares. Beyond the announced share buyback programme, your Directors will exercise this authority only if they are satisfied that a purchase would be in the interests of the Company and its shareholders generally and where the Directors (a) expect that such a purchase would result in an increase in earnings per share, (b) consider that the Company has excess cash, and/or (c) determine that it is appropriate to increase the Company's gearing. If given, this authority will expire at the conclusion of the AGM in 2027 or 30 September 2027, whichever is the earlier.

In the event that shares are purchased, they may either be cancelled (and the number of shares in issue would be reduced accordingly) or, in accordance with the Companies Act, be retained as treasury shares. The Directors believe that the ability to hold repurchased shares as treasury shares would give the Company the ability to re-issue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. Treasury shares may subsequently be cancelled, sold for cash or used to satisfy options and awards granted to employees pursuant to the Company's share schemes. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings, in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

As at 26 May 2026 (being the latest practicable date prior to the publication of this notice), the total number of shares over which options and conditional awards were outstanding under all of the Company's share plans was 560,164, which if exercised or released would represent 1.02% of the issued share capital of the Company at that date. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of shares subject to outstanding options and conditional awards could potentially represent 1.19% of the issued share capital of the Company.

### 14. Resolution 20: Notice of general meetings

The Companies Act requires the notice period for general meetings of the Company to be at least 21 clear 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.

Resolution 20 will be proposed as a special resolution to obtain the necessary shareholder approval for that shorter notice period. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The flexibility offered by this Resolution will be used where, taking into account the circumstances, the Directors consider this appropriate in relation to the business to be considered at the meeting. Please note that in accordance with the Companies Act, in order to be able to call a general meeting on less than 21 clear days' notice, the Company will make a means of electronic voting available to all shareholders for that meeting.

### 15. Resolution 21: Articles of Association

Resolution 21 is a special resolution to adopt new articles of association of the Company (the 'New Articles') in order to update the Company's current articles of association (the 'Current Articles'). The New Articles primarily take account of changes to practice since the Current Articles were adopted in 2020 and provide clarification and additional flexibility.

A summary of the principal changes introduced in the New Articles can be found in Appendix 2. Other changes which are of a minor, technical or clarifying nature have not been noted in Appendix 2. A copy of the proposed New Articles is available for inspection at the Company's registered office from the date of this notice until the conclusion of the AGM and will be available for inspection on the Company's website at [www.oxinst.com](http://www.oxinst.com).

## NOTES TO THE NOTICE OF AGM

The following notes explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf.

- 1) To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the number of votes a person may cast), shareholders must be registered in the Register of Members of the Company at close of business on 21 July 2026 or, in the event of any adjournment, at close of business on the date which is two days before the day of the adjourned meeting (ignoring non-working days). Changes to the Company's Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
- 2) Shareholders are entitled to appoint another person as a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. 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 ordinary share or ordinary shares held by that shareholder. A proxy need not be a shareholder of the Company. You are encouraged to appoint the chair of the meeting as your proxy, as this will ensure that your votes are cast in accordance with your wishes at the AGM if neither you nor any other person you might appoint as your proxy is able to attend the AGM in person.
- 3) A vote withheld is not a vote under English law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

- 4) 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).
- 5) You can register proxy appointments and voting instructions using one of the following methods:
  - by logging on to [www.signalshares.com](http://www.signalshares.com) and selecting the 'Proxy Voting' link. If you have not previously registered, you will first be asked to register as a new user, for which you will require your investor code (which can be found on your share certificate or dividend confirmation statement), family name and postcode (if resident in the UK);
  - by completing and returning a hard copy proxy form by post or by hand to MUFG Corporate Markets PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. You may request a hard copy form of proxy directly from the Registrar, MUFG Corporate Markets via email at [shareholderenquiries@cm.mpms.mufig.com](mailto:shareholderenquiries@cm.mpms.mufig.com) or on tel: 0371 664 0300. 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. Lines are open between 09:00 – 17:30, Monday to Friday excluding public holidays in England and Wales; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in Notes 7 to 9 below; or
  - if you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform (see below).

In each case the proxy appointment and instructions must be received by MUFG Corporate Markets by no later than 11am on 21 July 2026. Completion of a form of proxy, or other instrument appointing a proxy, or any CREST Proxy Instruction, or appointing a proxy via Proxymity will not preclude a member attending and voting in person at the meeting if he/she wishes to do so.

- 6) If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
- 7) CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the procedures described in the CREST Manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting 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.
- 8) In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. In order to be valid, the message must be transmitted so as to be received by the issuer's agent (ID RA10) by no later than 11am on 21 July 2026. For this purpose, the time of receipt will be taken to mean 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.

## NOTES TO THE NOTICE OF AGM continued

- 9) CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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(s), 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 service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

- 10) Proximity Voting – if you are an institutional investor you may also 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 11am on 21 July 2026 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting. 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. An electronic proxy appointment via the Proximity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.
- 11) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to MUFG Corporate Markets, at PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. The revocation notice must be received by MUFG Corporate Markets no later than 48 hours before the meeting.
- 12) Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act to enjoy information rights (a 'Nominated Person') may have a right, under an agreement between him/her and the member by whom he/she was nominated, 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 have a right, under such an agreement, to give instructions to the member as to the exercise of voting rights.
- The statement of the above rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.
- 13) Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that no more than one corporate representative exercises powers in relation to the same shares.
- 14) As at 26 May 2026 (being the latest practicable business day prior to the publication of this notice), the Company's ordinary issued share capital consists of 55,209,241 ordinary shares of 5 pence each, carrying one vote each. The Company does not hold any shares in treasury. Therefore, the total voting rights in the Company as at 26 May 2026 are 55,209,241.
- 15) Under Section 527 of the Companies Act, shareholders 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 Financial Statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act (in each case) that the shareholders propose to raise at the relevant meeting. 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. Where the Company is required to place a statement on a website under Section 527 of the Companies 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 for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act to publish on a website.
- 16) Any shareholder attending the AGM has the right to ask questions. Shareholders may also submit questions in relation to the business of the AGM in advance by email to [AGM@oxinst.com](mailto:AGM@oxinst.com) before 11am on 21 July 2026. Please also refer to page 3 of this document regarding submitting questions in advance of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered.

## NOTES TO THE NOTICE OF AGM continued

- 17) Copies of (i) the Directors' letters of appointment or service contracts (ii) the New Articles and (iii) the amended LTIP rules are available for inspection during normal business hours at the registered office of the Company on any business day from the date of this notice until the conclusion of the AGM. The New Articles and the amended LTIP rules will also be available on the Company's website [www.oxinst.com](http://www.oxinst.com).
- 18) You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.
- 19) A copy of this notice, and other information required by Section 311A of the Companies Act, can be found on the Company's website at [www.oxinst.com/investors](http://www.oxinst.com/investors).
- 20) We note that international financial sanctions regimes may constrain the ability of shareholders subject to such sanctions to exercise the rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those votes recognised by the Company. The Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with applicable law and regulation.

## APPENDIX 1



Tel: +44 (0)118 925 4400  
www.bdo.co.uk

R+  
2 Blagrove Street  
Reading  
Berkshire  
RG1 1AZ

Statement under Section 519 of the UK Companies Act 2006 (“the Act”)

To the Directors of **Oxford Instruments Plc -00775598**

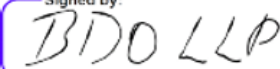
16 October 2025  
ST/ 0244101

In accordance with Section 519 of the Act we detail the following reason(s) for ceasing to hold the office of auditors:

- Management decided to tender the audit and subsequently appointed a different auditor.

This is not considered to be an exempt reason as set out in S519A of the Act.

We confirm that none of the reasons for us ceasing to hold office and no matters connected with our ceasing to hold office need to be brought to the attention of members or creditors of the company.

Signed by:  
  
1F5929A9788E472...

BDO LLP  
R+  
2nd Floor  
2 Blagrove Street  
Reading  
RG1 1AZ  
ICAEW Registered Auditor Number C001055835

## APPENDIX 2

### Summary of principal changes to the Company's articles of association

Under Resolution 21, the Company proposes to adopt the New Articles in place of its Current Articles. The New Articles primarily take account of changes to practice since the Current Articles were adopted in 2020 and provide clarification and additional flexibility.

The principal changes introduced in the New Articles are summarised below. Other changes which are of a minor, technical or clarifying nature have not been noted in this Appendix. A copy of the New Articles is available for inspection at the Company's registered office from the date of this Notice until the conclusion of the AGM, and will be available for inspection on the Company's website at [www.oxinst.com](http://www.oxinst.com). Unless otherwise stated, references below use the numbering in the New Articles.

#### 1. Uncertificated Shares (Article 11)

The New Articles set out further detail on the administrative powers of the Directors in respect of uncertificated shares in line with evolving market practice and provide the Directors with increased flexibility when dealing with uncertificated shares.

#### 2. Untraced Shareholders (Articles 49 to 52 and 137)

The New Articles update the process for selling shares belonging to shareholders who remain untraced for a prolonged period and give the Company greater flexibility to cater for new developments and practices in this area. Changes include removing the requirement to publish advertisements in national newspapers and removing the requirement to hold the sale proceeds of any forfeited share as a debt owing to the untraced member.

The New Articles update the position regarding forfeiture of shares and dividends following efforts to trace the shareholder, reducing the relevant time periods from 12 years to six years.

#### 3. Postponement of general meetings (Article 63)

The New Articles update the process that the Company is required to follow where a general meeting is postponed or the place or electronic facilities for the meeting are changed after the notice calling for the meeting has been sent. The Company will be required to announce the change on its website and via a Regulatory Information Service, but will not need to advertise the change in a newspaper.

#### 4. Directors' Fees (Article 90)

The Current Articles provide that the remuneration (by way of a fee) to Directors cannot exceed £600,000 in aggregate annually. These fees exclude any remuneration and other benefits payable to a Director in accordance with the Current Articles, such as remuneration for devoting special attention to the business of the Company and salary and other benefits payable to the executive Directors. The limit was set in 2020 and it is proposed to increase this cap to £1,000,000 to provide additional headroom, in order to give flexibility in setting the level of Directors' fees (subject to the Directors' Remuneration Policy) and enable the appointment of additional non-executive Directors in the future (if considered appropriate). As under the Current Articles, this cap may be amended by the Company by way of an ordinary resolution of shareholders.

#### 5. Re-election of directors (Article 106)

The New Articles align with the Corporate Governance Code in requiring the annual re-election for all directors, rather than retirement by rotation as set out in the Current Articles.

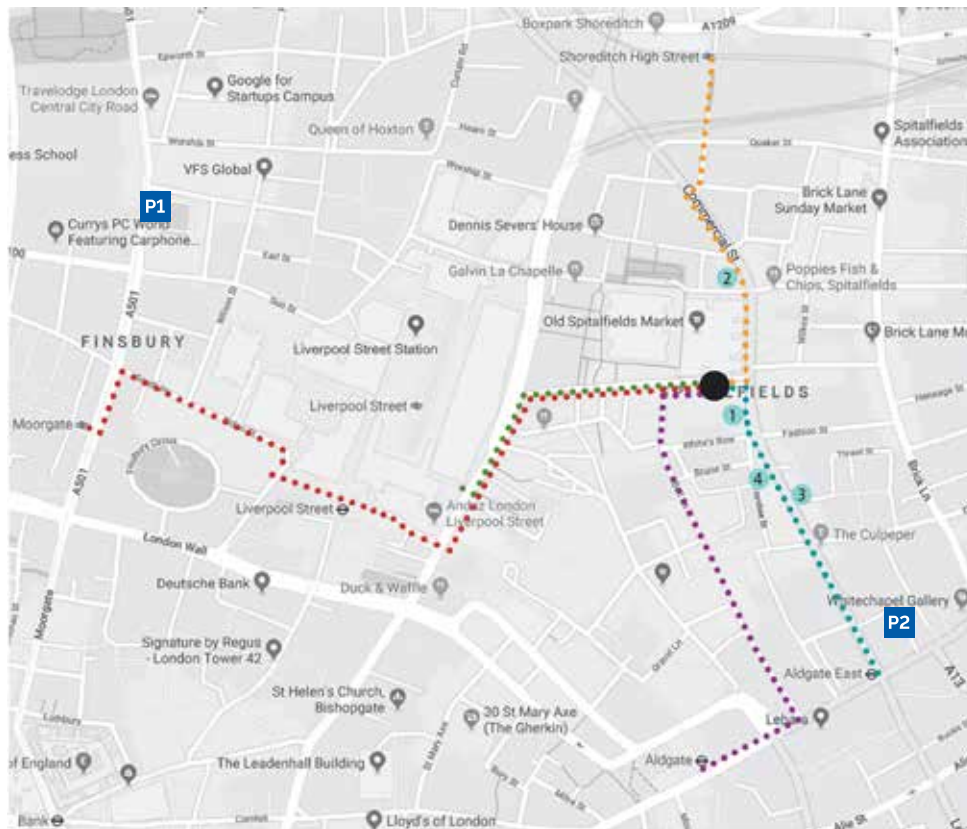
#### 6. Notice deemed served (Article 148)

The New Articles provide that a document will always be deemed delivered after 24 hours where sent to the known address at the time of sending by electronic means.

#### 7. General

The New Articles also include changes which reflect current statutory and regulatory rules and seek to bring the Company's articles of association in line with current practice, including amendments to cover deletion of documents where these are in electronic form and to provide further flexibility to directors as regards delegation of powers. The New Articles also contain a number of non-substantive stylistic and grammatical changes, such as replacing the term 'chairman' with gender neutral references to the 'chair'. The New Articles also contain other non-substantive tidy-up and clarificatory amendments in other parts of the New Articles.

## HOW TO GET HERE



### Getting to the London Fruit & Wool Exchange

The London Fruit & Wool Exchange is located in the heart of Spitalfields with extensive transport links close to the office. On this page you will find information on key bus, overground and underground options, all just a short walk from Ashurst's London office. You can also plan your journey on the Transport for London website.

### Venue

Ashurst LLP, London Fruit & Wool Exchange,  
1 Duval Square, London, E1 6PW

### Getting to the venue

By car: Satellite navigation users, please use E1 6PW.

Nearest tube and mainline train station:  
London Liverpool Street (five-minute walk).

### Find out more online

[www.oxinst.com/investors](http://www.oxinst.com/investors)

For more information please email:  
[investors@oxinst.com](mailto:investors@oxinst.com)

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### Underground/Overground stations

- **Liverpool Street Station**  
Overground, Underground, TfL, C2C, Greater Anglia, Stansted Express, Central, Circle, Hammersmith & City, Metropolitan, 6-minute walk
- **Shoreditch High Street**  
Overground, 7-minute walk
- **Aldgate**  
Circle, Metropolitan, 9-minute walk
- **Aldgate East**  
District, Hammersmith & City, 7-minute walk
- **Moorgate**  
Great Northern, Circle, Hammersmith & City, Metropolitan, Northern, 15-minute walk

### Bus Stops

- 1** Brushfield Street, 1-minute walk
- 2** Foldgate Street (T), 3-minute walk
- 3** Lolesworth Close (Z), 4-minute walk
- 4** Lolesworth Close (Y), 3-minute walk

### NCP Car Parks

- P1** London Finsbury Square, London, EC2A 1AD, 14-minute walk
- P2** London Whitechapel High Street, E1 7RA, 6-minute walk



**Oxford Instruments plc**  
Halifax Road,  
High Wycombe, HP12 3SE  
UK Tel: +44 (0)1494 442255  
Email: [info.oiplc@oxinst.com](mailto:info.oiplc@oxinst.com)  
[www.oxinst.com](http://www.oxinst.com)

Registered in England  
Company number 775598