

**CHEMRING GROUP PLC
NOTICE OF ANNUAL GENERAL MEETING
26 FEBRUARY 2025**

**To be held at:
No.11 Cavendish Square, London W1G 0AN**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its contents you should consult an independent financial adviser. If you have sold or transferred all of your Chemring Group PLC ordinary shares you should send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Notice of Annual General Meeting

Notice is hereby given that the 119th Annual General Meeting of the shareholders will be held at 11.00am on 26 February 2025 at No.11 Cavendish Square, London W1G 0AN for the purpose of considering and, if approved, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the Company's annual accounts for the year ended 31 October 2024, together with the directors' report, the strategic report and the auditor's report on those accounts.
 2. To receive and approve the directors' remuneration policy, as set out on pages 110 to 118 of the directors' remuneration report contained within the Company's annual report and accounts for the year ended 31 October 2024, such directors' remuneration policy to become binding immediately after the end of the Annual General Meeting at which this resolution is passed.
 3. To receive and approve the directors' remuneration report (other than the part containing the directors' remuneration policy referred to in resolution 2 above) contained within the Company's annual report and accounts for the year ended 31 October 2024.
 4. To approve the payment of a final dividend of 5.2p per ordinary share for the year ended 31 October 2024.
 5. To elect Mr Tony Wood as a director.
 6. To re-elect Miss Alpna Amar as a director.
 7. To re-elect Mrs Laurie Bowen as a director.
 8. To re-elect Mrs Sarah Ellard as a director.
 9. To re-elect Mr Stephen King as a director.
 10. To re-elect Mrs Fiona MacAulay as a director.
 11. To re-elect Mr James Mortensen as a director.
 12. To re-elect Mr Michael Ord as a director.
 13. To re-appoint KPMG LLP as the Company's auditor, to hold office from the conclusion of the Annual General Meeting on 26 February 2025 until the conclusion of the next meeting at which accounts are laid before the Company.
 14. To authorise the directors to agree KPMG LLP's remuneration as the auditor of the Company.
 15. That the Company and any company which is a subsidiary of the Company at the time this resolution is passed or becomes a subsidiary of the Company at any time during the period for which this resolution has effect, be generally authorised to:
 - (a) make donations to political parties and independent election candidates not exceeding £100,000 in total;
 - (b) make donations to political organisations other than political parties not exceeding £100,000 in total; and
 - (c) incur political expenditure not exceeding £100,000 in total,provided that the total amount of all such donations and expenditure made by all companies to which this authority relates shall not exceed £100,000. This authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 26 August 2026 (whichever is earlier). Words and expressions used in this resolution that are defined for the purpose of Part 14 of the Companies Act 2006 (the "Act") shall have the same meaning for the purpose of this resolution.
 16. (a) That the directors be generally and unconditionally authorised pursuant to section 551 of the Act to:
 - (i) allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company:
 - (A) to an aggregate nominal amount of £910,351; and
 - (B) comprising equity securities (as defined in the Act) up to an aggregate nominal amount of £1,820,703 (including within such limit the nominal amount of any shares allotted or in respect of which rights are granted under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (I) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings; and
 - (II) to people who are holders of other equity securities if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities;and so that the directors 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 any other matter;

for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 26 May 2026); and
 - (ii) make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after expiry of this authority and the directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired;
 - (b) that subject to paragraph (c), all existing authorities given to the directors pursuant to section 551 of the Act be revoked by this resolution; and
 - (c) that paragraph (b) shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.
17. That, the rules of the Chemring Group Long Term Incentive Plan in the form produced at the meeting and initialled by the Chair of the meeting for the purposes of identification (the "LTIP"), the principal terms of which are summarised in the Appendix to the notice of the meeting, be and are hereby approved and the directors of the Company be and are hereby authorised:
 - (a) to adopt the LTIP and do all acts and things which they may, in their absolute discretion, consider necessary or expedient to give effect to the LTIP; and
 - (b) to adopt further schemes based on the LTIP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the LTIP.

SPECIAL RESOLUTIONS

18. That, subject to the passing of resolution 16 in the notice of the meeting and in place of all existing powers, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 16 in the notice of the meeting as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 26 May 2026), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired; and
- (b) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under resolution 16(a)(i)(B), by way of a rights issue only):
 - (i) to the ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to people who hold other equity securities, if this is required by the rights of those securities or, if the directors consider it necessary, as permitted by the rights of those securities,

and so that the directors 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 any other matter arising in connection with such offer; and

- (c) in the case of the authority granted under resolution 16(a)(i)(A), shall be limited to the allotment of equity securities for cash (otherwise than pursuant to paragraph (b) and (d)) up to an aggregate nominal amount of £273,105; and
- (d) when any allotment of equity securities is or has been made pursuant to paragraph (c) (a "paragraph (c) allotment"), shall be limited to the allotment of additional equity securities for cash (also pursuant to the authority given under resolution 16(a)(i)(A)) up to an aggregate nominal amount equal to 20 per cent of the nominal amount of that paragraph (c) allotment, provided that any allotment pursuant to this paragraph (d) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 16 in the notice of the meeting" were omitted.

19. That, subject to the passing of resolution 16 in the notice of the meeting and in addition to any power given to them pursuant to resolution 18 in the notice of the meeting, the directors be generally empowered pursuant to section 570 and section 573 of the Act to allot equity securities (as defined in the Act) for cash, pursuant to the authority conferred by resolution 16 in the notice of the meeting as if section 561(1) of the Act did not apply to the allotment. This power:

- (a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the next annual general meeting of the Company after the date on which this resolution is passed (or, if earlier, at the close of business on 26 May 2026), but the Company may make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired;
- (b) in the case of the authority granted under resolution 16(a)(i)(A), shall be limited to the allotment of equity securities (otherwise than pursuant to paragraph (c)) for cash up to an aggregate nominal amount of £273,105 provided that the allotment is for the purposes of financing (or refinancing, if the power is used within twelve months of the original transaction) a transaction which the directors determine to be 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 the notice of the meeting; and
- (c) when any allotment of equity securities is or has been made pursuant to paragraph (b) (a "paragraph (b) allotment"), shall be limited to the allotment of equity securities for cash up to an aggregate nominal amount equal to 20 per cent of the nominal amount of that paragraph (b) allotment, provided that any allotment pursuant to this paragraph (c) is for the purposes of a follow-on offer determined by the directors to be of a kind contemplated by paragraph 3 of section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice of the meeting.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by resolution 16 in the notice of the meeting" were omitted.

20. That the Company be and is hereby generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of any of its ordinary shares in the capital of the Company ("Shares") on such terms and in such manner as the directors may from time to time determine, and where such Shares are held as treasury shares, the Company may use them for the purposes of its employee share schemes, provided that:

- (a) the maximum aggregate number of Shares which may be purchased is 27,310,559;
- (b) the minimum price (exclusive of expenses) which may be paid for a Share is the nominal value thereof;

Notice of Annual General Meeting continued

SPECIAL RESOLUTIONS continued

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

and (unless previously renewed, revoked or varied), this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or on 26 May 2026 (whichever is the earlier), save that the Company may, before such expiry, make a contract to purchase Shares which would or might be executed wholly or partly after the expiry of this authority, and may make purchases of Shares pursuant to it as if this authority had not expired.

All previous unutilised authorities to make market purchases of Shares are revoked, except in relation to the purchase of Shares under a contract or contracts concluded before the date of this resolution and where such purchase has not yet been executed.

21. That the Company be and is hereby generally and unconditionally authorised, from the date of the passing of this resolution and expiring at the conclusion of the next annual general meeting of the Company, to hold general meetings (other than annual general meetings) on not less than fourteen clear days' notice.

By order of the Board

Sarah Ellard
Group Legal Director & Company Secretary
8 January 2025

Chemring Group PLC
Roke Manor, Old Salisbury Lane, Romsey, Hampshire, SO51 0ZN

Notes on Resolutions

Resolutions 1 to 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 18 to 21 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

RESOLUTION 1

The directors are required to present to the meeting the audited accounts, the strategic report, the directors' report and the auditor's report for the financial year ended 31 October 2024.

The annual report and accounts can be accessed on the Company's website (www.chemring.com) or shareholders may obtain a copy by contacting the Company Secretary at the Company's registered office during usual business hours.

RESOLUTIONS 2 AND 3

In accordance with the provisions of the Companies Act 2006 (the "Act"), the directors' remuneration report in the 2023 annual report and accounts contains:

- a statement by Laurie Bowen, the Chair of the Remuneration Committee;
- the directors' remuneration policy in relation to future payments to current and former directors; and
- the annual implementation report on directors' remuneration, which details payments made to directors during the year ended 31 October 2024.

The directors' remuneration policy is subject to a binding vote by shareholders at least every three years. The policy is set out on pages 110 to 118 of the directors' remuneration report in the 2024 annual report and accounts, and an explanation of the changes from the policy approved by shareholders at the 2022 annual general meeting is set out on page 111. Shareholders will have a binding vote on this resolution. If resolution 2 is passed, the policy will become binding immediately after the Annual General Meeting on 26 February 2025. Thereafter, the Company will not be able to make any remuneration payment to a current or prospective director or a payment for loss of office to a current or former director, unless that payment is consistent with the policy or has been approved by a shareholder resolution.

If the directors' remuneration policy is approved and remains unchanged, it will be valid for up to three years without new shareholder approval unless the annual implementation report on directors' remuneration (excluding the remuneration policy) is not approved by shareholders when put to an ordinary resolution prior to the expiry of the three-year period. If the policy is not approved for any reason, the Company will, if and to the extent permitted by the Act, continue to make payments to directors in accordance with the existing policy and will seek shareholder approval for a revised policy as soon as is practicable.

Resolution 3 is the resolution to approve the annual implementation report on directors' remuneration, other than the part containing the directors' remuneration policy. This resolution is an advisory vote and does not affect the future remuneration paid to any director.

RESOLUTION 4

Shareholders must approve the final dividend payable for each ordinary share held. The final dividend declared cannot exceed the amount recommended by the directors. If approved, the dividend will be paid on 11 April 2025 to shareholders on the register at the close of business on 21 March 2025.

RESOLUTIONS 5 TO 12

In accordance with the Company's articles of association, all directors are required to submit themselves for election or re-election at every annual general meeting. Biographical information relating to each of the directors seeking election or re-election is set out on pages 7 and 8 of this notice.

The Board considers that each director of the Company who is proposed for election or re-election has appropriate and relevant skills, experience and knowledge to enable them to continue to discharge the duties and responsibilities of a director of the Company effectively. The Chairman of the Board considers that each of these individuals continues to demonstrate commitment to their role and to make an effective and valuable contribution to the Board.

RESOLUTIONS 13 AND 14

These resolutions propose the re-appointment of KPMG LLP as auditor, and authorise the directors, in accordance with standard practice, to agree the remuneration to be paid to the auditor.

KPMG LLP was appointed as auditor in March 2018. The Audit Committee unanimously recommends the re-appointment of KPMG LLP.

RESOLUTION 15

It is not proposed or intended to alter the Company's policy of not making political donations, within the normal meaning of that expression. However, it may be that some of the Company's activities may fall within the potentially wide definition of a political donation in the Act and, without the necessary authorisation, the Company's ability to communicate its views effectively to political audiences and to relevant interest groups could be inhibited. Such activities may include briefings at receptions or conferences – when the Company seeks to communicate its views on issues vital to its business interests – including, for example, conferences of a party-political nature or of special interest groups.

Accordingly, the directors believe that the authority contained in this resolution is necessary to allow it to fund activities which it is in the interests of shareholders to support. The authority will enable the Company to be sure that it does not, because of any uncertainty as to the bodies or the activities covered by the Act, unintentionally commit a technical breach of the Act. Any expenditure which may be incurred under authority of this resolution will be disclosed in next year's annual report.

RESOLUTION 16

Under section 551 of the Act, the directors of the Company may only allot shares or grant rights to subscribe for, or convert any security into, shares (unless pursuant to an employees' share scheme) if authorised to do so by the shareholders in a general meeting. The section 551 authority conferred on the directors at last year's annual general meeting expires on the date of the Annual General Meeting. This resolution, if passed, will grant new authority under section 551 of the Act and will give the directors flexibility to act in the best interests of shareholders, when opportunities arise, by issuing new ordinary shares. Paragraph (A) of the resolution authorises the directors to allot ordinary shares, and grant rights to subscribe for, or convert any security into, shares, up to an aggregate nominal amount of £910,351 which represents approximately one third of the issued ordinary share capital of the Company as at 8 January 2025 (being the latest practicable date prior to the publication of this notice). Paragraph (B) of the resolution authorises the directors to allot shares and grant rights to subscribe for, or convert any security into, shares, up to an aggregate nominal amount of £1,820,703 (less any shares allotted pursuant to paragraph A) in connection with a pre-emptive offer to existing shareholders by way of a rights issue (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems). This limit is in line with the latest guidelines issued by the Investment Association.

The directors have no present intention of exercising this authority except for the purpose of allotting shares under the terms of the Company's employee share schemes. The authority will expire at the conclusion of the next annual general meeting or on 26 May 2026 (whichever is the earlier).

The Company does not currently hold any ordinary shares in treasury.

Notes on Resolutions continued

RESOLUTION 17

The directors seek approval for a new share-based incentive plan (the "LTIP"), that is materially similar to the current Performance Share Plan (the "PSP") but updated to ensure it reflects the Company's proposed directors' remuneration policy that includes broader malus and clawback provisions. The LTIP will replace the current PSP, under which no awards may be granted after 20 March 2026 (the expiry of the period of ten years beginning with the date on which it was approved by shareholders). In practice, no further awards are expected to be granted under the current PSP after December 2024, with future awards to be granted under the LTIP if resolution 17 is passed. The directors are of the view that both the directors' remuneration policy and the LTIP provide fair, proportionate and long-term incentives and are in the best interests of shareholders. The main terms of the LTIP are summarised in the Appendix to this notice.

RESOLUTIONS 18 AND 19

If the directors wish to allot shares, or grant rights to subscribe for, or convert securities into, shares, or sell treasury shares for cash (other than pursuant to an employee share scheme), they must first offer them to existing shareholders in proportion to their holdings. There may be occasions when the directors need the flexibility to finance business opportunities by allotting shares without a pre-emptive offer to existing shareholders, and this can be done if the shareholders have first given a limited waiver of their pre-emption rights.

Resolution 18 and resolution 19 ask shareholders to grant this limited waiver. The resolutions will be proposed as special resolutions.

Resolution 18 contains a three-part waiver. The first is limited to the allotment of shares for cash in connection with a rights issue, to allow the directors to make appropriate exclusions and other arrangements to resolve legal or practical problems which, for example, might arise in relation to overseas shareholders. The second is limited to the allotment of shares for cash up to an aggregate nominal value of £273,105 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10 per cent of the issued ordinary share capital of the Company as at 8 January 2025 (being the latest practicable date prior to the publication of this notice), without having to first offer them to shareholders in proportion to their existing holdings. The third applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second waiver. It is limited to the allotment of shares having an aggregate nominal value of up to 20 per cent of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The waiver granted by resolution 19 is in addition to the waiver granted by resolution 18 and itself has two parts. The first part is limited to the allotment of shares for cash up to an aggregate nominal value of £273,105 (which includes the sale on a non-pre-emptive basis of any shares held in treasury), which represents approximately 10 per cent of the issued ordinary share capital of the Company as at 8 January 2025 (being the latest practicable date prior to the publication of this notice), without having to first offer them to shareholders in proportion to their existing holdings. This further waiver may only be used for an allotment of shares for cash for the purposes of financing (or refinancing, if the waiver is used within twelve months of the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The second part applies to the allotment of shares for cash for the purposes of a follow-on offer when an allotment of shares has been made under the second part of the waiver. It is limited to the allotment of shares having an aggregate nominal value of up to

20 per cent of the nominal value of any shares allotted under the second waiver. The follow-on offer must be determined by the directors to be of a kind contemplated by the Pre-Emption Group's 2022 Statement of Principles. The directors confirm that they will follow the shareholder protections in section 2B and the expected features of a follow-on offer in paragraph 3 of section 2B of the Pre-Emption Group's 2022 Statement of Principles.

The authority will expire at the conclusion of the next annual general meeting or on 26 May 2026 (whichever is the earlier). It is the directors' intention to review this authority every year. There are no present plans to exercise this authority.

RESOLUTION 20

If passed, this resolution will give the Company authority to purchase its own shares in the market up to a limit of 10 per cent of the Company's issued ordinary share capital as at 8 January 2025 (being the latest practicable date prior to the publication of this notice). The maximum and minimum prices are stated in the resolution. The directors believe that it is advantageous for the Company to have this flexibility to make market purchases of its own shares. In the event that shares are purchased, they will either be cancelled (and the number of shares in issue will be reduced accordingly) or retained as treasury shares.

Shares repurchased as treasury shares will be held with a view to possible resale at a future date, rather than having to cancel them. This gives the Company the ability to reissue treasury shares quickly and cost effectively and provides the Company with additional flexibility in the management of its capital base. Any issues of treasury shares for the purposes of the Company's employee share schemes will be made within the 10 per cent anti-dilution limit set by the Investment Association. The authority will expire at the conclusion of the next annual general meeting or on 26 May 2026 (whichever is the earlier). There are no present plans to exercise this authority, but the directors will keep the matter under review.

On 1 August 2023, the Company announced a £50 million share buyback programme, which was undertaken by the Company using the authority to purchase its own shares as approved by shareholders at the 2023 and 2024 annual general meetings. The share buyback programme lapsed on 17 December 2024, with the Company having returned £37 million to shareholders.

As at 8 January 2025 (being the latest practicable date prior to the publication of this notice), there were options over 2,078,631 ordinary shares in the capital of the Company which represents 0.76 per cent of the issued ordinary share capital at that date. If the authority to purchase ordinary shares was exercised in full, these options would represent 0.85 per cent of the issued ordinary share capital.

RESOLUTION 21

The Act sets the notice period required for general meetings at twenty-one days unless shareholders approve a shorter notice period, which cannot be less than fourteen clear days. Resolution 21 seeks such approval. Annual general meetings will continue to be held on at least twenty-one clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for such meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. The Company undertakes to meet the requirements for electronic voting in the Act before calling a general meeting on fourteen clear days' notice. If given, the approval will be effective until the conclusion of the next annual general meeting, when the Company may propose a similar resolution.

Directors' biographies

TONY WOOD

Chairman

Board tenure: 0 years, 2 months

Independent: Yes (on appointment)

Relevant skills and experience:

Formerly Chief Executive of FTSE 100 listed Meggitt PLC from 2018 to 2022, where he led the operational and cultural transformation of the company. Spent fifteen years at Rolls-Royce, latterly as President of Aerospace.

Significant engineering and sector experience, having been a non-executive director and President of ADS Group Limited, the trade association for the aerospace, defence, security and space sectors in the UK.

Principal current external appointments:

Non-executive director of Airbus SE* and National Grid plc*, and a member of the Board of Aero Accessories.

MICHAEL ORD

Group Chief Executive

Board tenure: 6 years, 6 months

Independent: No

Relevant skills and experience:

Formerly held a number of senior management roles with BAE Systems, including Managing Director of the Naval Ships and F-35 Joint Strike Fighter businesses.

Significant leadership and operational experience in the defence sector, both in the UK and internationally.

Successful career in the Royal Navy prior to moving into industry, serving for twelve years in a number of engineering management roles.

Principal current external appointments:

Non-executive director of TT Electronics plc*.

JAMES MORTENSEN

Chief Financial Officer

Board tenure: 1 year, 2 months

Independent: No

Relevant skills and experience:

A Chartered Accountant having trained and qualified at KPMG.

Formerly Group Head of Corporate Development at Smiths Group plc and Chief Financial Officer of Smiths Medical Division from 2020 to 2022. Spent eight years at Smith & Nephew plc prior to joining Smiths Group.

Significant financial, strategy and M&A experience.

Principal current external appointments:

None

SARAH ELLARD

Group Legal Director & Company Secretary

Board tenure: 13 years, 3 months

Independent: No

Relevant skills and experience:

Trained as a Chartered Secretary with EY before joining the Group in 1994; fellow of The Chartered Governance Institute.

Significant governance, legal/compliance and M&A experience, both in the UK and internationally.

In-depth knowledge of the defence sector.

Principal current external appointments:

None

ALPNA AMAR

Non-Executive Director

Board tenure: 1 year, 6 months

Independent: Yes

Relevant skills and experience:

Prior to joining Kier Group, held senior investor relations and corporate development roles at global automotive suppliers, TI Fluid Systems plc and International Automotive Components Group SA.

Significant corporate, operational and commercial finance, strategy, M&A and investor relations experience in both corporate and consulting positions.

Principal current external appointments:

Corporate Development Director of Kier Group PLC and a member of the Executive Committee. Alpna will take up an appointment as an executive director of Senior plc* in April 2025 and will become Chief Financial Officer in May 2025.

LAURIE BOWEN

Non-Executive Director

Board tenure: 5 years, 5 months

Independent: Yes

Relevant skills and experience:

Over 30 years' leadership experience at large multinational telecommunications and technology companies including Cable & Wireless Communications plc, Tata Communications, BT Group plc and IBM; most recently, Chief Executive of Telecom Italia Sparkle in the Americas.

Significant operational, commercial and marketing experience in the US.

Non-executive director experience, including former appointments at Transcom Worldwide AB and Ricardo plc.

Principal current external appointments:

Non-executive director of SBA Communications Corporation*.

STEPHEN KING

Non-Executive Director

Board tenure: 6 years, 1 month

Independent: Yes

Relevant skills and experience:

A Chartered Accountant, with a wealth of senior level experience within the industrial, engineering and manufacturing sectors.

Formerly Group Finance Director of Caledonia Investments plc, De La Rue plc and Midlands Electricity plc.

Significant non-executive director experience, including appointments as a non-executive director and Chairman of the Audit Committee at The Weir Group plc, a non-executive director and Senior Independent Director at TT Electronics plc, a non-executive director and Chairman of the Audit Committee and Risk Committee at Signature Aviation plc, and a non-executive director of Camelot plc.

Principal current external appointments:

Non-executive director of Keller Group plc*.

* Denotes current public company appointments.

Directors' biographies continued

FIONA MACAULAY

Senior Independent Director

Board tenure: 4 years, 6 months

Independent: Yes

Relevant skills and experience:

Previously held a number of senior operational roles within the oil and gas sector, including a two-year appointment as Chief Executive of Echo Energy plc in 2017.

Non-executive director experience, including previously as Chairman of IOG plc and a non-executive director of Coro Energy Plc.

Experience of operating in high hazard industries.

Significant non-executive director experience.

Fiona will succeed Andrew Davies as the Senior Independent Director on 1 February 2025.

Principal current external appointments:

Non-executive director of Ferrexpo plc*, Costain Group PLC*, Dowlais Group plc* and EPI Group Ltd.

* Denotes current public company appointments.

Shareholder notes

1. A shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies (who need not be shareholders in the Company) to attend, speak and vote instead of him/her. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to a different share or shares held by him/her. A separate proxy form should be used for each proxy appointment. If you intend to appoint additional proxies, please contact Computershare Investor Services PLC on +44(0)370 889 3289 to obtain (an) additional proxy form(s). Alternatively, you may photocopy the enclosed form. A shareholder appointing more than one proxy should indicate the number of shares for which each proxy is authorised to act on his/her holding. Failure to specify the number of shares to which each proxy form relates or specifying a number which, when taken together with the number of shares set out in the other proxy appointments, is in excess of the number of shares held by the shareholder may result in the proxy appointment being invalid.
2. A proxy form accompanies this notice and in order to be valid should be completed and returned to the Company's registrars: Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 11.00am on 24 February 2025. Alternatively, you may register your vote electronically by accessing the registrar's website at www.investorcentre.co.uk/eproxy. In order to be valid, electronic votes must also be registered not later than 11.00am on 24 February 2025 or not later than two business days before the time appointed for any adjourned meeting.
3. Shareholders who are users of the CREST system (including CREST Personal Members) may appoint one or more proxies or give an instruction to a proxy by having an appropriate CREST message transmitted. To appoint a proxy or to give or amend an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, the Company's agent must receive the CREST message (ID number 3RA50) not later than 11.00am on 24 February 2025 or not later than two business days before the time appointed for any adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Company's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members should contact their CREST sponsor for assistance with appointing proxies via CREST. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers, provided that if two or more representatives purport to vote in respect of the same shares: (i) if they purport to exercise the power in the same way as each other, the power is treated as exercised that way; and (ii) in other cases, the power is treated as not exercised.
5. 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 who he/she was nominated, have the 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.
6. The statements of the rights of shareholders in relation to the appointment of proxies in this notice do not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by registered shareholders.
7. Under section 319A of the Companies Act 2006 any member attending the meeting 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.
8. Only persons entered in the register of members of the Company at 6.00pm on 24 February 2025, or, in the event that the meeting is adjourned, 6.00pm on the date which is two business days prior to the reconvened meeting, shall be entitled to attend and vote at the meeting and a member may vote in respect of the number of ordinary shares registered in the member's name at that time. Changes to entries on the register after this time shall be disregarded in determining the rights of any person to attend and vote at the meeting or adjourned meeting.
9. As at 8 January 2025 (being the latest practicable date prior to publication of this notice), the Company's issued share capital consisted of 273,105,594 ordinary shares, carrying one vote each, and 62,500 preference shares. Preference shareholders are not entitled to attend and vote at the meeting. The Company does not currently hold any ordinary shares in treasury.
10. It is possible that, pursuant to requests made by members of the Company under section 527 of the Companies Act 2006, the Company may be required to publish on its website a statement setting out any matter relating to 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 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. The Company may not require the members 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 that 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 its website.
11. The rules of the LTIP will be available at the place of the Annual General Meeting for at least fifteen minutes prior to and until the close of the meeting and in the National Storage Mechanism from the date of publication of this notice.
12. Biographical details of all those directors who are offering themselves for appointment or re-appointment at the meeting are set out in the annual report and accounts and brief details are also included in the notice of the meeting.
13. A copy of this notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website (www.chemring.com).
14. As soon as practicable following the Annual General Meeting, the results of the voting will be announced via a regulatory information service and placed on the Company's website (www.chemring.com).

Appendix

A summary of the principal terms of the Chemring Group Long Term Incentive Plan (the "LTIP") is set out below.

1. ELIGIBILITY

Any employee (including an executive director) of Chemring Group PLC (the "Company") or any of its subsidiaries (the "Group") will be eligible to participate in the LTIP at the discretion of the Remuneration Committee.

2. FORM OF AWARDS

Awards under the LTIP may be in the form of: (a) a conditional right to acquire ordinary shares in the Company ("Shares") at no cost to the Award Holder (a "Conditional Award") or (b) an option to acquire shares with an exercise price (if any) set by the Remuneration Committee at the date of grant (an "Option") (Shares and Options together, "Awards").

Awards may be granted over newly issued Shares, Treasury Shares or Shares purchased in the market. Awards are not transferable (other than automatically on death). No payment will be required for the grant of an Award. Awards will not form part of pensionable earnings.

3. PERFORMANCE CONDITIONS

Awards may be granted subject to the satisfaction of one or more performance conditions which will determine the proportion (if any) of the Award which vests. Awards granted to executive directors must, unless the applicable directors' remuneration policy provides otherwise, be subject to a performance condition which will be assessed over a performance period of normally at least three years.

Any performance condition may be amended if an event occurs which causes the Remuneration Committee to consider that it would be appropriate to amend such condition. Any amended performance condition would not be materially less difficult to satisfy than the performance condition it replaces was at the time it was set.

4. DISCRETIONARY ADJUSTMENT

The Remuneration Committee may adjust the extent to which an Award vests based on the application of any relevant performance conditions to such an extent (including to zero) as it in its absolute discretion considers appropriate, having had regard to such factors as it considers relevant, including but not limited to the performance of the Company, any individual or business.

5. PLAN LIMITS

In any ten-year period, the number of Shares which may be issued (or committed to be issued) under the LTIP:

- (a) and under any other employee share plan adopted by the Company may not exceed 10 per cent of the issued ordinary share capital of the Company from time to time; and
- (b) and under any other discretionary share plan adopted by the Company may not exceed 5 per cent of the issued ordinary share capital of the Company from time to time.

These limits do not include rights to Shares which have been surrendered, lapsed or otherwise become incapable of exercise or vesting. Any Award which the Remuneration Committee has determined will only be satisfied with existing Shares (or which is granted on such terms) will not be subject to or counted in calculating the above limits. Treasury Shares will be treated as newly issued for the purpose of these limits until such time as guidelines published by institutional investor representative bodies determine otherwise.

6. INDIVIDUAL LIMITS

The new directors' remuneration policy which shareholders are being asked to approve at the Annual General Meeting provides that the maximum value of Shares over which an LTIP Award will be granted to an executive director will normally be 175% of base salary (although grants of up to 200% of base salary may be made in exceptional circumstances such as on recruitment). The rules of the LTIP therefore provide that Awards will not be granted to any employee under the LTIP in any financial year over Shares with a market value (at the date of grant, as determined by the Remuneration Committee in accordance with the LTIP rules) in excess of 200% of the employee's basic annual salary as at the proposed Grant Date (or, where applicable, the limit in the directors' remuneration policy which the Company has in place at that time).

7. GRANT OF AWARDS

Awards may only be granted within the forty-two day period beginning with:

- (a) the approval of the LTIP by shareholders; or
- (b) the dealing day after the date on which the Company announces its results for any period.

If the Company is restricted from granting Awards during any such period, Awards may be granted in the period of forty-two days following the relevant restriction being lifted. Awards may also be granted at any other time the Remuneration Committee determines that exceptional circumstances have arisen which justify the grant of an Award.

8. DIVIDEND EQUIVALENTS

The Remuneration Committee may provide additional Shares (or the cash equivalent) to an Award Holder based on the value of some or all of the dividends which would have been paid on the number of Shares acquired pursuant to the Award had the Award Holder held those Shares from the grant date until the date of vesting (or, in respect of an Option which is subject to a holding period, from the grant date until the earlier of the date the Option is exercised and the end of the holding period).

9. MALUS AND CLAWBACK

The Remuneration Committee may, in its absolute discretion, decide at any time prior to the vesting of an Award (and, in the case of an Option, at any time before it is exercised) to reduce the number of Shares to which an Award relates (including to nil) in certain circumstances, including where:

- (a) there has been a materially adverse misstatement or misrepresentation of any part of the Company's financial statements or the results of any member of the Group;
- (b) the discovery that the number of shares over which an Award was granted or vested was based on error (including in assessing a performance condition), or on inaccurate or misleading information or assumptions;
- (c) the Company has reasonable evidence of fraud, gross misconduct, dishonesty or other behaviour which would have entitled the Award Holder's employer to summarily dismiss them;
- (d) the Award Holder has acted in any manner which in the opinion of the Remuneration Committee (i) has resulted, or is likely to result, in any Group Company suffering serious reputational damage, and/or (ii) is materially adverse to the interests of any Group Company;
- (e) the Remuneration Committee determines that a Group company or business unit that employs or employed the Award Holder, or for which the Award Holder is or was responsible, has suffered a corporate failure, material financial downturn, material failure of risk management or the occurrence of an event which is, in the opinion of the Remuneration Committee, a serious health and safety event, in each case which is due to the actions or omissions of the Award Holder; or

- (f) the Award Holder was a Good Leaver by reason of retirement with the agreement of the Remuneration Committee but becomes employed in a paid executive role (as determined by the Remuneration Committee) following their retirement.

The Award Holder can be required to give back some or all of the Shares or cash received pursuant to an Award (or pay an amount equal to the value of such Shares) if, within three years of an Award vesting, the Remuneration Committee becomes aware that any of the events described above have occurred. The clawback obligation can be enforced in various ways, including against any other Awards the Award Holder holds, any cash bonus payable to the Award Holder, or any other award under an incentive scheme operated by a member of the Group.

10. VESTING AND EXERCISE

Awards that are subject to one or more performance conditions will normally vest, to the extent that the performance condition(s) has/have been satisfied, on the later of the expiry of the vesting period (in respect of Awards granted to executive directors of the Company, a period normally beginning on the grant date and ending on the third anniversary of the grant date) and the date the Remuneration Committee determines the extent to which the performance conditions have been met. Where Awards are granted without performance conditions, they will vest on a date determined by the Remuneration Committee at the time of grant (in respect of Awards granted to executive directors of the Company, normally the third anniversary of the grant date). Options will then normally be exercisable for a period set by the Remuneration Committee on grant (which will end no later than the tenth anniversary of the Grant Date).

Where a Conditional Award has vested, or an Option has been exercised, but the Shares have not been allotted or transferred to the Award Holder, the Remuneration Committee may decide to pay an Award Holder a cash amount equal to the value of the Shares he or she would otherwise have received (less any exercise price).

Any Shares that are to be issued or transferred to an Award Holder in respect of a vested Award or an exercised Option will be issued or transferred within 30 days of the date of vesting or exercise (as appropriate).

11. HOLDING PERIOD

Awards may be granted with a requirement that any shares which are acquired by employees pursuant to an Award must normally be held for a minimum period of two years (or other period set by the Remuneration Committee), save for a sale of Shares to fund (i) any tax or social security liability arising in respect of the vesting or exercise of the Award or (ii) the payment of the exercise price of an Option.

Holders of Options can comply with this requirement by deferring the exercise of their Option until the end of the holding period.

The application of holding periods to Awards granted to executive directors of the Company will be consistent with the Company's shareholder-approved policy on directors' remuneration.

12. CESSATION OF EMPLOYMENT

If an Award Holder ceases to be employed by any member of the Group by reason of death, injury, ill health, disability, retirement (with the agreement of the Remuneration Committee), redundancy, or the sale of the business or subsidiary that employs him or her out of the Group or for any other reason at the Remuneration Committee's discretion, any unvested Award he or she holds will usually continue until the normal vesting date unless the Remuneration Committee determines that the Award will vest earlier.

Awards will vest in respect of a number of Shares determined by the Remuneration Committee, taking account of the extent to which any Performance Condition(s) has/have been achieved (where the Award vests early, over the shortened period, or would, in the opinion of the Remuneration Committee, have been achieved over the full performance period) and, unless the Remuneration Committee determines otherwise, the number of Shares which vest will be reduced to reflect the proportion of the Performance Period (or, in relation to an Award which is not subject to a Performance Condition, the period beginning on the grant date and ending on the date the Award would normally have vested) (the "Pro-Rating Period") that has elapsed at the date the Award Holder ceases employment.

Where Awards vest in these circumstances, an Option will normally be exercisable for six months after it vests. Options which are vested at the time employment ceases will normally be exercisable for six months after cessation.

If an Award Holder ceases employment with the Group in any other circumstances any Award he or she holds shall lapse on the date on which the Award Holder ceases employment (or, if the Remuneration Committee so decides, the date they give notice).

13. CORPORATE EVENTS

Unvested Awards will vest if there is a change of control of the Company. The number of Shares which vest will take into account the extent to which any performance condition(s) have been met over the period ending on the date of the change of control (or would, in the opinion of the Remuneration Committee, have been met over the full performance period) and, unless the Remuneration Committee determines otherwise, will be reduced to reflect the proportion of the Pro-Rating Period that has elapsed as at the date of the change of control. Options will then be exercisable for a period set by the Remuneration Committee, unless the Remuneration Committee requires holders of Options who wish to exercise their Option(s) to give, in advance of the change of control, a notice exercising their Option(s) with effect from immediately before the change of control.

Alternatively, the Remuneration Committee may permit or, in the case of an internal reorganisation, require, Awards to be exchanged for equivalent awards which relate to shares in a different company.

Awards will also vest early on the passing of a resolution for the voluntary and solvent winding up of the Company, in a materially similar way to if the winding-up was a change of control. Unexercised options will lapse when the winding up begins.

14. ADJUSTMENTS

If there is a variation of the Company's share capital or an extraordinary distribution (including a demerger or special dividend), the Remuneration Committee may determine that Awards shall vest in a materially similar way to if the variation or distribution was a change of control or, if the variation or distribution has materially affected the value of Awards, adjust the number and/or class of Shares subject to the Award, and the exercise price of an Option.

Appendix continued

15. AMENDMENT AND TERMINATION

The Remuneration Committee may amend the LTIP and any Award at any time, provided that:

- (a) materially adverse amendments to an Award Holder's existing rights may only be made (i) with the Award Holder's prior written consent; (ii) to enable any Group Company to comply with any relevant legal or regulatory requirement or (iii) where the Board has invited every Award Holder who holds an Award that would be affected to indicate whether they approve the alteration, and the alteration is approved by a majority of those Award Holders who have given such an indication; and
- (b) prior approval of the Company's shareholders in a general meeting will be required for amendments to the advantage of eligible employees or Award Holders relating to eligibility, limits on the issue of shares or the maximum entitlement for any Award Holder, the basis for determining an Award Holder's entitlement to, and the terms of, the Shares or cash comprised in an Award and the impact of any variation of capital (save that any minor amendment to benefit the administration of the LTIP, to take account of legislative changes, or to obtain or maintain favourable tax, exchange control or regulatory treatment (for Award Holders, the Company or any member of the Group) may be made by the Remuneration Committee without shareholder approval). Shareholder approval will also not be required for any amendments to any performance condition applying to an Award amended in line with its terms.

No Awards may be granted after the tenth anniversary of the date the LTIP was approved by the Company's shareholders. The rights of existing Award Holders will not be affected by any termination.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the rules of the LTIP will be available for inspection at the place of the Annual General Meeting for at least fifteen minutes before and during the meeting and on the National Storage Mechanism (<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>) from the date of publication of this notice.

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