

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all of your Existing Ordinary Shares, please immediately forward this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of Existing Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

The Directors (whose names and functions appear on page 7 of this document) and the Company (whose registered office appears on page 7 of this document) accept responsibility, both collectively and individually, for the information contained in this document and compliance with the AIM Rules. To the best of the knowledge and belief of the Directors and the Company, the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Existing Ordinary Shares are currently suspended from trading on AIM. Application will be made to the London Stock Exchange for the Existing Ordinary Shares to resume trading on AIM in due course, and for the New Ordinary Shares to be admitted to trading on AIM. It is expected that Admission of the New Ordinary Shares will become effective and that dealings in the New Ordinary Shares will commence on or around 1 December 2022. The New Ordinary Shares will, on Admission, rank *pari passu* in all respects with the Existing Ordinary Shares, and will rank in full for all dividends and other distributions declared, made or paid on Ordinary Shares after Admission.

AIM is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The London Stock Exchange has not itself examined or approved the contents of this document. Prospective investors should read this document in its entirety.



WINDAR PHOTONICS PLC

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 09024532)

Proposed placing to raise approximately £2 million

and

Notice of General Meeting

Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document and which contains, amongst other things, the Directors' unanimous recommendation that you vote in favour of the Resolutions to be proposed at the General Meeting.

West Hill Corporate Finance Limited ("**West Hill Corporate Finance**"), which is authorised and regulated in the United Kingdom by the FCA, is acting as financial adviser to the Company in connection with the proposed Placing and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of West Hill Corporate Finance or for advising any other person in respect of the proposed Placing or any transaction, matter or arrangement referred to in this document.

West Hill Capital LLP ("**West Hill Capital**"), which is an appointed representative of West Hill Corporate Finance, is acting for the Company as an arranger in connection with the proposed Placing and will not be acting for any other person (including a recipient of this document) or otherwise be responsible to any person for providing the protections afforded to clients of West Hill Capital or for advising any other person in respect of the proposed Placing or any transaction, matter or arrangement referred to in this document.

Apart from the responsibilities and liabilities, if any, which may be imposed on West Hill Corporate Finance or West Hill Capital by the FSMA or the regulatory regime established thereunder, West Hill Corporate Finance and West Hill Capital (as applicable) accept no responsibility whatsoever for the contents of this document, and no representation or warranty, express or implied, is made by West Hill Corporate Finance or West Hill Capital in relation to the contents of this document, including its accuracy, completeness or verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Ordinary Shares or the Placing and nothing in this document is, or shall be relied upon as, a promise or representation in this respect, whether as to the past or future. West Hill Corporate Finance and West Hill Capital accordingly disclaim all and any responsibility or liability whether arising in tort, contract or otherwise which it may otherwise have in respect of this document or any such statement.

Notice of a General Meeting of the Company, to be held at West Hill Corporate Finance Limited, 85 Gresham Street, London, EC2V 7NQ at 10.00 a.m. on 25 November 2022, is set out at the end of this document. To be valid, the accompanying Form of Proxy for use in connection with the General Meeting should be completed, signed and returned as soon as possible and, in any event, so as to reach the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, by no later than 10.00 a.m. on 23 November 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Completion and return of Forms of Proxy will not preclude Shareholders from attending and voting at the General Meeting should they so wish.

Shareholders who hold their Existing Ordinary Shares in uncertificated form in CREST may alternatively use the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual as explained in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (ID 7RA36) by no later than 10.00 a.m. on 23 November 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). The appointment of a proxy using the CREST Proxy Voting Service will not preclude Shareholders from attending and voting in person at the General Meeting should they so wish.

IMPORTANT NOTICE

Cautionary note regarding forward-looking statements

This document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will", or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this document and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Actual results and developments could differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this document are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. Whilst the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law or by the AIM Rules, the Company undertakes no obligation to publicly release the results of any revisions to any forward-looking statements in this document that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this document.

Presentation of financial information

Certain data in this document, including financial, statistical and operational information has been rounded. As a result of the rounding, the totals of data presented in this document may vary slightly from the actual arithmetical totals of such data. Percentages in tables have been rounded and, accordingly, may not add up to 100 per cent. In this document, references to "pounds sterling", "£", "pence" and "p" are to the lawful currency of the United Kingdom.

Interpretation

Certain terms used in this document are defined and certain technical and other terms used in this document are explained in the section of this document titled "Definitions".

All times referred to in this document and the Form of Proxy are, unless otherwise stated, references to London time.

All references to legislation in this document and the Form of Proxy are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation or regulation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

Document

A copy of this document is available at the Company's website www.windarphotonics.com.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

2022

Publication of this document and the Form of Proxy	9 November
Latest time and date for receipt of Forms of Proxy and CREST voting instructions	10.00 a.m. on 23 November
General Meeting	10.00 a.m. on 25 November
Results of the General Meeting announced	25 November
Publication of the 2021 Accounts	23 November
Publication of Interim Accounts	23 November
Admission and dealings in the New Ordinary Shares expected to commence on AIM	at or around 8.00 a.m. on 1 December

Notes:

- 1. Each of the above times and/or dates is subject to change at the absolute discretion of the Company and West Hill. If any of the above times and/or dates should change, the revised times and/or dates will be announced through a Regulatory Information Service.*
- 2. All of the above times refer to London time unless otherwise stated.*
- 3. All events listed in the above timetable following the General Meeting are conditional on the passing of the Resolutions at the General Meeting.*

DEFINITIONS

The following definitions apply throughout this document and the Form of Proxy unless the context otherwise requires:

"2021 Accounts"	the Company's annual accounts for the financial year ended 31 December 2021
"Act"	the Companies Act 2006 (as amended)
"Admission"	admission of shares to trading on AIM becoming effective in accordance with Rule 6 of the AIM Rules
"AIM"	AIM, a market operated by the London Stock Exchange
"AIM Rules"	the AIM Rules for Companies published by the London Stock Exchange from time to time
" Application Forms "	the application forms in respect of the New Ordinary Shares addressed to the Receiving Agent
"certificated form" or "in certificated form"	an Ordinary Share recorded on a company's share register as being held in certificated form (namely, not in CREST)
"Company"	Windar Photonics plc, a company incorporated and registered in England and Wales under the Act with registered number 09024532
"CREST"	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the operator (as defined in those regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755)
"Dealing Day"	a day on which the London Stock Exchange is open for business in London
"Directors" or "Board"	the directors of the Company whose names are set out on page 7 of this document, or any duly authorised committee thereof
"Euroclear"	Euroclear UK & International Limited, the operator of CREST
"Existing Ordinary Shares"	the 54,595,524 Ordinary Shares in issue at the date of this document, all of which are admitted to trading on AIM
"FCA"	the UK Financial Conduct Authority
"Form of Proxy"	the form of proxy for use in connection with the General Meeting which accompanies this document
"FSMA"	the Financial Services and Markets Act 2000 (as amended)
"General Meeting"	the general meeting of the Company to be held at West Hill Corporate Finance Limited, 85 Gresham Street, London, EC2V 7NQ at 10.00 a.m. on 25 November 2022 (or any adjournment thereof), notice of which is set out at the end of this document
"Group" or "Windar Group"	the Company, its subsidiaries and its subsidiary undertakings
"Interim Accounts"	the Company's interim accounts for the six months ending 30 June 2022
"Issue Price"	15 pence per New Ordinary Share

"London Stock Exchange"	London Stock Exchange plc
"MAR"	the Market Abuse Regulation (2014/596/EU) (incorporating the technical standards, delegated regulations and guidance notes, published by the European Commission, London Stock Exchange, the FCA and the European Securities and Markets Authority) as it applies in the UK by virtue of the European Union (Withdrawal) Act 2018, as amended from time to time
"New Ordinary Shares"	13,333,334 new Ordinary Shares proposed to be issued pursuant to the Placing
"Notice of General Meeting"	the notice convening the General Meeting which is set out at the end of this document
"Ordinary Shares"	ordinary shares of 1 penny each in the capital of the Company
"Placing"	the conditional placing of the New Ordinary Shares by West Hill, as agent for and on behalf of the Company
"Receiving Agent"	Woodside Corporate Services Limited, the receiving agent appointed by West Hill in respect of the Placing
"Registrars"	Share Registrars Limited
"Regulatory Information Service"	a service approved by the FCA for the distribution to the public of regulatory announcements and included within the list maintained on the FCA's website
"Resolutions"	the resolutions set out in the Notice of General Meeting
"Shareholders"	holders of Ordinary Shares from time to time
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland
"US" or "United States"	the United States of America, each State thereof, its territories and possessions (including the District of Columbia) and all other areas subject to its jurisdiction
"uncertificated" or "in uncertificated form"	an Ordinary Share recorded on a company's share register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
"West Hill"	West Hill Corporate Finance and West Hill Capital
"West Hill Capital"	West Hill Capital LLP, an appointed representative of West Hill Corporate Finance, and the arranger of the proposed Placing
"West Hill Corporate Finance"	West Hill Corporate Finance Limited, financial adviser to the Company in connection with the proposed Placing

PART I
LETTER FROM THE INDEPENDENT NON-EXECUTIVE CHAIR OF THE COMPANY
WINDAR PHOTONICS PLC

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 09024532)

Directors:

Johan Blach Petersen (Non-Executive Chair)
Jørgen Korsgaard Jensen (Chief Executive Officer)
Paul Hodges (Non-Executive Director)

Registered office:

3 More London Riverside,
London SE1 2AQ

9 November 2022

Dear Shareholder,

**Proposed placing of 13,333,334 New Ordinary Shares at a price of 15p per share
and
Notice of General Meeting**

1. Introduction and summary

The Board announced today that it proposes to raise approximately £2.0 million by way of a placing of 13,333,334 new Ordinary Shares at a price of 15 pence per share.

The New Ordinary Shares to be issued pursuant to the Placing will represent approximately 19.6 per cent. of the Company's issued ordinary share capital following Admission of the New Ordinary Shares (assuming full take up of the New Ordinary Shares pursuant to the Placing).

In order for the Placing to proceed, it will be necessary, inter alia, for the Shareholders to approve the Resolutions that will grant to the Directors the authority to allot the New Ordinary Shares and to disapply statutory pre-emption rights which would otherwise apply to the allotment of the New Ordinary Shares. The Resolutions are contained in the Notice of General Meeting at the end of this document. Admission of the New Ordinary Shares is expected to occur no later than at or around 8.00 a.m. on 1 December 2022, or such later time and/or date as West Hill may agree.

The net proceeds of the Placing will be used to provide working capital for the Group.

The purpose of this document is, amongst other things, to explain why the Board considers the Placing to be in the best interests of the Company and its Shareholders as a whole and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting, notice of which is set out at the end of this document.

2. Background

On 26 June 2022, the Board announced that the Company would not be in a position to publish its 2021 Accounts by the required publication date of 30 June 2022 and that accordingly the Company's shares would temporarily be suspended from trading on AIM.

In light of the Placing announced this morning, the Board now anticipates that the results for the year ended 31 December 2021, together with the results for the six months ended 30 June 2022, will be announced, and the 2021 Accounts posted to Shareholders, by 23 November 2022.

The Board then intends to request that trading in the Existing Ordinary Shares on AIM resume.

3. Current trading and prospects

The Board believes that the Group's operations have recovered well from the severe Covid restrictions that it was operating under during the first half of 2022. The Group has been able to start executing on its existing order backlog, with accumulated revenue after the first 10 months of 2022, amounting to €1.6 million, well above the levels realised in the whole of 2020 (€1.3 million) and 2021 (€0.6 million).

In addition to the Placing, Windar also announced today that it has entered into a distribution agreement with a partner in China, which sells optimisation solutions to the wind turbine industry in China, for the sale and promotion of the Windar 4-beam WindVISION LiDAR system.

The distribution agreement grants the partner, until 31 December 2023, certain exclusive rights in China, subject to limited exceptions in respect of existing customers of Windar, over the sale and marketing of the 4-beam WindVISION LiDAR system. The system will be sold as a retrofit after-sales solution to the wind industry in China.

The Directors estimate that the agreement will, based on minimum contracted quantities over its term, generate revenue in excess of €1.4 million, with 85 per cent payable ahead of delivery.

In light of this agreement, Windar is now working on a total order backlog amounting to approximately €4.2 million, an increase of €1.6 million compared to the order backlog at the end of 2021, reflecting total new order intakes in 2022 of approximately €3.2 million.

The recent global increase in electricity prices seems, in the Board's view, to support the general market interest for the Group's product offerings and, based on ongoing customer negotiations, the Board anticipates that the Group will secure further new orders.

4. **The Placing**

The Company proposes to raise approximately £2 million (before expenses) through the issue of the New Ordinary Shares at the Issue Price. The New Ordinary Shares will represent approximately 19.6 per cent. of the Company's issued ordinary share capital immediately following Admission of the New Ordinary Shares (assuming full take up of the New Ordinary Shares pursuant to the Placing).

The Receiving Agent appointed by West Hill has received Application Forms in respect of £1,778,000 of subscriptions for New Ordinary Shares subject to the terms and conditions set out in the Application Form. The Placing has not been underwritten by West Hill. As described in section 5 below, the Directors intend to subscribe the balance of £222,000.00.

In order for the Placing to proceed it will be necessary, inter alia, for the Shareholders to approve the Resolutions contained in the Notice of General Meeting at the end of this document.

Admission of the New Ordinary Shares is expected to occur no later than at or around 8.00 a.m. on 1 December 2022 or such later time and/or date as the Company and West Hill may agree.

The Company has agreed to pay West Hill certain customary fees and commissions in connection with the Placing.

5. **Directors' intentions**

Certain of the Directors have indicated their intention to subscribe for up to 1,480,000 New Ordinary Shares at the Issue Price, at a total cost of £222,000.00, as soon as they are able following the publication of the 2021 Accounts and Interim Accounts (once they are no longer considered to be in a MAR Closed Period) as further described below.

Jørgen Korsgaard Jensen has indicated his intention to meet his subscription cost through converting the sum of £100,000.05 loaned by him to the Company to 666,667 New Ordinary Shares at the Issue Price as soon as he is able following the publication of the 2021 Accounts and the Interim Accounts (once he is no longer considered to be in a MAR Closed Period).

Johan Blach Petersen has indicated his intention to meet his subscription cost through converting accrued but unpaid fees owed to him by the Company in the sum of £61,999.95 to 413,333 New Ordinary Shares at the Issue Price as soon as he is able following the publication of the 2021 Accounts and the Interim Accounts (once he is no longer considered to be in a MAR Closed Period).

Paul Hodges has indicated his intention to subscribe for 400,000 New Ordinary Shares for cash at the Issue Price as soon as he is able following the publication of the 2021 Accounts and the Interim Accounts (once he is no longer considered to be in a MAR Closed Period).

6. The General Meeting

Set out at the end of this document is a notice convening the General Meeting to be held on 25 November 2022 at West Hill Corporate Finance Ltd, 85 Gresham Street, London, EC2V 7NQ at 10.00 a.m., at which the Resolutions will be proposed for the purposes of implementing the Placing.

Resolution 1, which will be proposed as an ordinary resolution, is;

- to authorise the Directors to allot the New Ordinary Shares in connection with the Placing; and
- to authorise the Directors otherwise to allot relevant securities up to £203,786.57 (representing 30 per cent. of the nominal value of the issued share capital of the Company following issue of the New Ordinary Shares and which is in line with the equivalent authority granted at the previous general meeting of the Company),

provided that such authority shall expire on the date falling 18 months after the date of the resolution or on the date of the next annual general meeting of the Company, whichever is the earlier.

Resolution 2, which will be proposed as a special resolution and which is conditional upon the passing of Resolution 1:

- disapplies Shareholders' statutory pre-emption rights in relation to the issue of the New Ordinary Shares in connection with the Placing; and
- grants further authority to allot equity securities for cash on a non-pre-emptive basis up to an aggregate nominal amount of £203,786.57 (representing 30 per cent. of the nominal value of the issued share capital of the Company following issue of the New Ordinary Shares and which is in line with the equivalent authority granted at the previous general meeting of the Company),

provided that such authority shall expire on the date falling 18 months after the date of the resolution or on the date of the next annual general meeting of the Company, whichever is the earlier.

7. Action to be taken

A Form of Proxy for use at the General Meeting accompanies this document. The Form of Proxy should be completed and signed in accordance with the instructions thereon and returned to the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, as soon as possible, but in any event so as to be received by no later than 10.00 a.m. on 23 November 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

If you hold your Existing Ordinary Shares in uncertificated form in CREST, you may vote using the CREST Proxy Voting service in accordance with the procedures set out in the CREST Manual. Further details are also set out in the notes accompanying the Notice of General Meeting at the end of this document. Proxies submitted via CREST must be received by Share Registrars Limited (ID 7RA36) by no later than 10.00 a.m. on 23 November 2022 (or, if the General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

The completion and return of a Form of Proxy or the use of the CREST Proxy Voting Service will not preclude Shareholders from attending the General Meeting and voting in person should they so wish.

8. Directors' intentions and recommendation

The Directors consider the Placing to be in the best interests of the Company and its Shareholders as a whole and accordingly recommend unanimously Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting

Yours faithfully,

Johan Blach Petersen
Independent Non-Executive Chair

NOTICE OF GENERAL MEETING
WINDAR PHOTONICS PLC

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 09024532)

NOTICE IS HEREBY GIVEN THAT a general meeting of Windar Photonics plc (the "**Company** ") will be held at West Hill Corporate Finance Limited, 85 Gresham Street, London, EC2V 7NQ at 10.00 a.m. on 25 November 2022 to consider and, if thought fit, to pass the following resolutions of which resolution 1 will be proposed as an ordinary resolution and resolution 2 will be proposed as a special resolution:

ORDINARY RESOLUTION

1. THAT, in substitution for any existing authorities and powers granted to the directors pursuant to section 551 of the Companies Act 2006 (the "**Act**") prior to the date of the passing of this resolution, the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Act to exercise all powers of the Company to allot shares in the Company, and grant rights to subscribe for or to convert any security into shares of the Company (such shares, and rights to subscribe for or to convert any security into shares of the Company being "**relevant securities**") provided that this authority shall be limited to:

- (a) the allotment of up to 13,333,334 new ordinary shares of 1 penny each in the capital of the Company in connection with the Placing (as such term is defined in the circular to shareholders dated 9 November 2022 (the "**Circular**")); and
- (b) the allotment (otherwise pursuant to sub-paragraph (a) of relevant securities up to an aggregate nominal amount of £203,786.57,

and unless previously renewed, revoked, varied or extended, this authority shall expire at the earlier of the date which is 18 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. THAT, conditional upon the passing of Resolution 1 and in substitution for any existing authorities and powers given to the directors pursuant to section 570 of the Act prior to the passing of this resolution, the directors be and they are empowered pursuant to section 570(1) and 571(1) of the Act, as applicable, to allot equity securities (as defined in section 560 of the Act) of the Company for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 1, and/or where such allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotment provided that the power conferred by this resolution shall be limited to:

- (a) the allotment of 13,333,334 new ordinary shares of 1 penny each in the capital of the Company in connection with the Placing; and
- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value equal to £203,786.57,

and unless previously renewed, revoked, varied or extended this power shall expire on the earlier of the conclusion of the next annual general meeting of the Company and the date falling 18 months after the date of the passing of this resolution except that the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted under this authority after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if this power had not expired.

Dated: 9 November 2022

By order of the Board

Johan Blach Petersen

Independent Non-Executive Chair

Registered Office:

3 More London Riverside,
London SE1 2AQ

Notes:

Entitlement to attend and vote

1. To be entitled to attend and vote at the meeting, and in order for the Company to determine how many votes they may cast at the meeting, members must be entered in the register of members of the Company by 10.00 a.m. on 23 November 2022 (or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding the adjourned meeting). Changes to the entries on the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Voting by proxy

2. A member may appoint another person as proxy to exercise all or any of his/her rights to vote at the meeting. A proxy need not be a member of the Company.
3. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares. To appoint more than one proxy please contact Share Registrars on 01252 821390, overseas callers should call +44 1252 821390.
4. You may use the enclosed proxy form to appoint a proxy and give proxy instructions. If a proxy form is not enclosed please contact the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. Alternatively, CREST members may appoint a proxy or proxies through the CREST electronic proxy appointment service in accordance with paragraphs 7 to 9 of these Notes.
5. If you wish to appoint more than one proxy using the enclosed proxy form, you must complete and return a separate proxy form for each proxy. Photocopies of the enclosed proxy form may be used for that purpose or you may obtain copies from the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. On each separate proxy form you must: (i) insert the proxy's full name, address and the number of shares in relation to which he/she is authorised to act as your proxy, ensuring that the aggregate number of shares entered on all such proxy forms does not exceed your full voting entitlement; and (ii) tick the box in each proxy form indicating that you are appointing more than one proxy. All proxy forms must be returned together and in accordance with the instructions in the proxy form. Please note that failure to comply with these requirements may invalidate your intended appointments.
6. To be effective, any proxy form or any other instrument appointing a proxy must be completed, signed and sent (together with any power of attorney or other authority under which an appointment is made or a duly certified copy) by post to the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX, to be received not later than 10.00 a.m. on 23 November 2022 (or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the adjourned meeting).

Electronic proxy appointment via CREST

7. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the general meeting and any adjournments thereof by utilising the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service providers(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
8. In order for a proxy appointment 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 and Ireland's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's agent Share Registrars Limited (ID 7RA36) by 10.00 a.m. on 23 November 2022 (or, if the meeting is adjourned, not less than 48 hours (excluding any part of a day that is not a working day) before the time appointed for holding the adjourned meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. 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 is necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10. 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.

Votes withheld

11. A "vote withheld" column is included on the proxy form and poll cards. A "vote withheld" in respect of any resolution is not a vote in law and will not be counted in the calculation of the proportion of the votes for and against it. Corporate representatives
12. A member which is a corporation may appoint one or more persons to represent it at the general meeting and such persons may exercise, on that member's behalf, all of its powers as a member, provided that, in the case of the appointment of two or more persons, they do not exercise voting rights over the same shares.

Publication of results

13. As soon as practicable after the meeting, the results of the voting at the meeting and the number of proxy votes cast for and against, and the number of votes withheld, in respect of each resolution will be announced via a Regulatory Information Service and also placed on www.windarphotonics.com.