

Result of AGM 2024

The Directors of Zytronic plc report that at the AGM held on 29 February 2024, the result of the votes cast by proxy for the AGM, as made available to the Company prior to the AGM, was as follows:

	Resolution	Percentage in Favour	Votes For	Votes Against	Total Votes Cast	Votes Withheld*
1.	FINANCIAL STATEMENTS	97.8%	2,201,799	48,600	2,250,399	2,700
2.	ELECT DR C POTTS	97.4%	1,131,710	30,500	1,162,300	1,090,799
3.	RE-ELECT M CAMBRIDGE	96.1%	1,122,649	45,108	1,167,757	1,085,342
4.	REAPPOINT AUDITOR	96.8%	1,117,469	37,188	1,154,657	1,098,442
5.	ALLOT RELEVANT SECURITIES	99.5%	2,215,550	11,251	2,226,801	26,298
6.	SECURITIES FOR CASH	99.3%	2,213,203	14,851	2,228,054	25,045
7.	SECURITIES FOR CASH 2	76.3%	1,699,550	528,504	2,228,054	25,045

Following the meeting, the Company was informed that - through no fault of the Company - the result of those votes cast by proxy did not correctly reflect the voting intentions of shareholders from three registered holder Nominees, which had validly cast their votes by proxy using a third-party service provider. The Company understands that had such voting intentions been correctly reflected in the proxy result, then the result of the proxy vote would have been as follows:

	Resolution	Percentage in Favour	Votes For	Votes Against	Total Votes Cast	Votes Withheld*
1.	FINANCIAL STATEMENTS	97.9%	2,201,146	48,000	2,249,146	3,953
2.	ELECT DR C POTTS	99.4%	2,192,691	13,851	2,206,542	46,557
3.	RE-ELECT M CAMBRIDGE	75.7%	1,673,395	538,604	2,211,999	41,100
4.	REAPPOINT AUDITOR	99.5%	2,188,048	10,851	2,198,899	54,200
5.	ALLOT RELEVANT SECURITIES	97.3%	1,152,312	31,500	1,183,812	1,069,287
6.	SECURITIES FOR CASH	97.1%	1,149,204	34,608	1,183,812	1,069,287
7.	SECURITIES FOR CASH 2	96.7%	1,145,224	38,588	1,183,812	1,069,287

Based upon the information now available, the Company remains satisfied that the reported result of the voting on the resolutions at the AGM is not impacted by this issue.

At the AGM, Resolution 7, which was a special resolution providing the Directors with an additional annual authority to disapply the pre-emption rights of shareholders in respect of an issue of shares for cash up to the equivalent of 5 per cent. of the current issued share capital, was not passed on a show of hands. Based upon the proxy result available to the Company at that time, the votes held by shareholders present at the meeting and the stated voting intentions of certain shareholders present, it was determined that it would not be possible to pass the resolution on a poll. Although the above corrected voting intentions suggest that a poll on Resolution 7 may have been successful, this may not have been the case had a poll been held given the votes held by shareholders present at the meeting.

As noted in the Company's announcement of 29 February 2024, the Company manages a proactive relationship with its shareholders, and will therefore consult with the relevant shareholders through its Broker in relation to their voting on Resolution 7.

The Company is not currently proposing to seek shareholder approval for an additional annual authority to disapply the pre-emption rights of shareholders, as the Company has no current intention to use any such authority. Should such an authority be required, the Company will consult with

shareholders and convene a General Meeting in order for shareholders to have the opportunity to vote on the matter.

Notes:

*A vote withheld is not treated as a vote in law and is not counted in the calculation of the proportion of the votes cast for or against a resolution.

Resolutions 1 to 5 were ordinary resolutions, requiring a simple majority of votes cast to pass, while resolutions 6 and 7 were special resolutions, requiring at least 75% support to pass.

The full text of each of the resolution is set out in the Notice of AGM, which is available on the Zytronic website at:

<https://www.zytronicplc.com/wp-content/uploads/sites/5/2024/02/NOTICE-OF-ANNUAL-GENERAL-MEETING.pdf>