THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all of your shares in Volex plc (the '**Company**'), please pass this document, together with the accompanying documents, as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

VOLEX PLC

(Registered in England and Wales with no. 00158956)

NOTICE OF ANNUAL GENERAL MEETING 2026

Notice of the Annual General Meeting of the Company to be held at the offices of GTK (UK) Ltd., Unit C2 Antura, Bond Close, Basingstoke, Hampshire, RG24 8PZ at 2.00 p.m. on 25 August 2026 (the '**Annual General Meeting**' or '**AGM**') is set out at the end of this document.

The results of the AGM will be announced as soon as practicable following the AGM and will appear on the Company's website www.volex.com.

All times shown in this document are UK times unless otherwise indicated.

AGM arrangements

Shareholders will be able to watch and listen to the AGM online via a live webcast, using the Investor Meet Company platform. Questions can be submitted (in writing) via the Q&A function on Investor Meet Company during the AGM and will, where relevant to the business of the AGM, be answered during the webcast. Questions may also be asked in advance of the proxy deadline, as further detailed below.

Please note that shareholders joining the live webcast will not be able to vote on the day and must register their vote in advance, which they should do by using their ability to appoint a proxy as outlined below. To attend the webcast, shareholders should register at https://www.investormeetcompany.com/volex-plc/register-investor.

Shareholders are encouraged to ensure they make their views known on the proposed resolutions by using their ability to vote by proxy. Shareholders can appoint a proxy by using one of the methods set out in the notes to the notice of AGM on pages 10 to 12 of this document.

As we appreciate some shareholders may prefer not to attend, or may be unable to attend, in person, shareholders are also encouraged to submit any questions they may have for the Board of Directors of the Company (the '**Board**') in advance, by sending them by post to the Company's registered office (marked for the attention of the Company Secretary) or by email to the following email address (AGM@volex.com), in each case so they are received by 2.00 p.m. on 21 August 2026. The Board will attempt to reply to any emails or written correspondence received as soon as reasonably practicable. Replies will either be made by return email or published on the investor relations section of our website https://www.volex.com/investor-relations, as deemed appropriate by the Board. Questions may also be submitted on the webcast, as detailed above.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 106th Annual General Meeting of Volex plc (the 'Company') will be held at the offices of GTK (UK) Ltd., Unit C2 Antura, Bond Close, Basingstoke, Hampshire, RG24 8PZ, on 25 August 2026 at 2.00 p.m. to transact the following business:

Ordinary Resolutions

1. That the audited accounts of the Company for the financial year ended 31 March 2026 be received, together with the Directors' Report and Auditors' Report.
2. That the Directors' Remuneration Policy, which is set out on pages 116 to 118 of the Annual Report and Accounts of the Company for the year ended 31 March 2026, be approved.
3. That the Remuneration Committee Report (excluding the part containing the Directors' Remuneration Policy), which is set out in the Annual Report and Accounts of the Company for the year ended 31 March 2026, be approved.
4. That, on the recommendation of the Board of Directors, a final dividend of 3.2 pence per ordinary share be declared as a final dividend in respect of the financial year ended 31 March 2026.
5. That Dave Webster, who has been appointed as a Director since the last Annual General Meeting of the Company, be elected as a Director of the Company.
6. That Lord Rothschild be re-elected as a Director of the Company.
7. That Jon Boaden be re-elected as a Director of the Company.
8. That Sir Peter Westmacott be re-elected as a Director of the Company.
9. That Amelia Murillo be re-elected as a Director of the Company.
10. That Jeffrey Jackson be re-elected as a Director of the Company.
11. That John Wilson be re-elected as a Director of the Company.
12. That PricewaterhouseCoopers LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which the accounts are laid before the Company.
13. That the Directors of the Company be authorised to determine the auditors' remuneration.
14. To generally and unconditionally authorise the Directors, pursuant to section 551 of the Companies Act 2006 (the '**Act**'), to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

    (a) up to an aggregate nominal amount of £15,424,794; and

    (b) comprising equity securities (within the meaning of section 560 of the Act) up to an aggregate nominal amount of £15,424,794 in connection with a fully pre-emptive offer in favour of the holders of equity securities and any other persons entitled to participate in such issue where the equity securities respectively attributable to the interests of such holders and persons are proportionate (as nearly as may be practicable) to the respective number of equity securities held by them, subject only to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise,

    such authorities to expire on the conclusion of the Annual General Meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner. The Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry, and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement as if the power conferred by this resolution had not expired.

Special Resolutions

15. That, subject to the passing of Resolution 14, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the 'Act')) for cash under the authority given by Resolution 14 and/or sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be limited to:

    (a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14 above, by way of a fully pre-emptive offer only) to:

        (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

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

    and so that 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;

    (b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) above) up to an aggregate nominal amount of £4,627,438; and

(c) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or (b) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of 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 this notice,

such authorities to expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before these authorities expire, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

16. That, subject to the passing of Resolution 14, the Directors be authorised in addition to any authority granted under Resolution 15, to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the '**Act**')) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, provided that such power be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £4,627,438, used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of 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 this notice,

such authority to expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting). The Company may before this authority expires, make an offer or enter into an agreement which would or might require equity securities to be allotted (and treasury shares to be sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of that offer or agreement as if the power conferred by this resolution had not expired.

17. To generally and unconditionally authorise the Company, pursuant to section 701 of the Companies Act 2006 (the 'Act'), to make market purchases (as defined in section 693 of the Act) of ordinary shares of 25 pence each in the capital of the Company on such terms and in such manner as the Directors may determine provided that:

(a) the maximum number of ordinary shares which may be purchased is 18,509,753;

(b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is its nominal value;

(c) the maximum price (exclusive of expenses) which may be paid for an ordinary share shall not be more than the higher of: (i) an amount equal to 105 per cent. of the average middle market quotations for an ordinary share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately preceding the day on which the ordinary share is purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the trading venue where the purchase is carried out;

(d) this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner (unless previously renewed, varied or revoked by the Company at a general meeting); and

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

18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

19. That, pursuant to section 21(1) of the Companies Act 2006, with effect from the conclusion of this Annual General Meeting, the Articles of Association of the Company produced to the Annual General Meeting and for the purposes of identification initialled by the Chair of the Annual General Meeting be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles of Association of the Company.

By order of the Board

Chris Bedford
Group General Counsel & Company Secretary
13 July 2026

Volex plc
Registered in England and Wales No. 00158956
Registered office:
Unit C1 Antura
Bond Close
Basingstoke
Hampshire
RG24 8PZ
United Kingdom

EXPLANATION OF RESOLUTIONS

Resolutions 1 – 14 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution. Resolutions 15 to 19 are proposed as special resolutions. For each of these to be passed, at least three quarters of the votes cast must be in favour of the resolution.

An explanation of each of the resolutions is set out below:

Resolution 1 – Annual Report and Accounts

Shareholders will be asked to receive the Annual Report and Accounts for the year ended 31 March 2026 (the '**Annual Report**') together with the Reports of the Directors and the auditors included with them.

Resolution 2 – Directors' Remuneration Policy

Shareholders are requested to approve, on an advisory basis, the new Directors' Remuneration Policy set out on pages 116 to 118 of the Annual Report. The Remuneration Policy is substantially the same as that approved at the 2025 Annual General Meeting aside from adjustments to the shareholding guidelines and an adjustment to the pension awarded to the CEO, aligning it with the wider workforce. The Directors' entitlement to remuneration is not conditional on Resolution 2 being passed.

Resolution 3 – Remuneration Committee Report

Resolution 3 is an advisory vote on the Remuneration Committee Report which is set out on pages 113 to 128 of the Annual Report. The Directors' entitlement to remuneration is not conditional on Resolution 3 being passed.

Resolution 4 – Dividend

Resolution 4 is to approve the payment of a final dividend of 3.2 pence per ordinary share, as recommended by the Board of Directors. If approved by shareholders, the final dividend will be paid on 18 September 2026 to shareholders on the register on 14 August 2026.

Resolutions 5 to 11 – Election and Re-election of Directors

Resolutions 5 to 11 are to seek the (1) election of Dave Webster as Director of the Company, and (2) re-election of Lord Rothschild, Jon Boaden, Sir Peter Westmacott, Amelia Murillo, Jeffrey Jackson and John Wilson as Directors of the Company. Under the current Articles of Association of the Company (the '**Current Articles**'), at each Annual General Meeting, all Directors who (i) were appointed by the Board since the last Annual General Meeting, (ii) held office at the time of the two preceding Annual General Meetings and who did not retire at either of them, or (iii) have held office (other than employment or executive office) for a continuous period of nine years or more, shall automatically retire and may seek re-election. However, at the upcoming Annual General Meeting, in line with best corporate governance, all the Directors (other than Dave Webster) will retire and seek re-election. Dave Webster will seek election as it is the first AGM following his appointment by the Board.

The Directors believe that the Board offers an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. The Nomination Committee, which considers the balance of the Board and the mix of skills, knowledge and experience of its members, has considered and recommends to the Board the appointment of all of the Directors of the Company standing for election and re-election. The Chair confirms that the Non-Executive Directors continue to demonstrate effective performance and commitment to the role and have sufficient time to meet their responsibilities. Biographical details of each of the Directors are set out on pages 86 and 87 of the Annual Report and Accounts 2026 and biographies of each of the Directors are also set out below:

i. Lord Rothschild

Chief Executive Officer

Lord Rothschild joined Volex in 2015 as a Non-Executive Director and quickly became Executive Chairman. He was appointed to the role of Chief Executive Officer in November 2025.

He has extensive experience in principal investing and corporate finance and has held a significant number of directorships over the years. Through his investment company, NR Holdings Ltd, Lord Rothschild is the largest shareholder in Volex plc.

Lord Rothschild holds a degree in History from Oxford University and an MSc in Addiction Studies from King's College London. He was appointed as a Foundation Fellow of Wadham College, Oxford, in 2018.

Key areas of expertise:

Sales and marketing, strategic planning and business development in developed and emerging markets.

ii. Dave Webster

Non-Executive Chair

Dave has extensive experience leading and growing advanced manufacturing businesses. Since June 2026 he has been Chief Executive Officer of Jennmar, a global manufacturer of ground control products for the mining, tunnelling and civil construction industries. He was previously Chief Executive Officer of CPM from 2020 to 2026, developing advanced process automation equipment and aftermarket parts and services across a number of specialised industries.

Prior to CPM, Dave led Electrical Components International ('ECI') for more than 20 years, transforming it into a global leader with over $1 billion in revenue. This growth was delivered through a focus on building long term relationships with blue-chip customers and suppliers through a commitment to outstanding service, operational excellence and product leadership.

Dave holds degrees in Business Administration from Kent State University and a Juris Doctor from Case Western Reserve University.

Key areas of expertise:

Strategic planning, business transformation and customer relationship management

iii. Jon Boaden

Chief Financial Officer

Jon Boaden joined Volex in 2019 as Deputy Chief Financial Officer. In November 2020, Jon was promoted to the role of Chief Financial Officer and was also appointed to the Board of Directors.

Jon's early career saw him hold a variety of positions within Cable and Wireless and also Vodafone. Prior to joining Volex, Jon held the roles of Group Financial Controller and Interim Chief Financial Officer for Williams Racing.

Jon has a degree in Politics from Manchester University and qualified as a Chartered Accountant with Ernst & Young in 2004.

Key areas of expertise:

Finance transformation, acquisitions and integration, raising finance, managerial finance experience with leading technology-focused organisations and strategy.

iv. Sir Peter Westmacott

Senior Independent Director

Sir Peter Westmacott was appointed as a Non-Executive Director on 12 November 2020.

Peter retired from the Foreign and Commonwealth Office in 2016. Over a 43-year diplomatic career Peter held a number of high-profile positions including being the British Ambassador to Türkiye, France and the USA. On retiring from diplomatic service, Peter has taken on a number of roles, including as an independent Non-Executive Director at We.Soda Ltd and Ciner Glass Ltd. He was an independent Non-Executive at EY from 2017 to 2022, at Glasswall Holdings from 2020 to 2025 and Chair of Tikehau Capital UK from 2022 to 2024. He is a Distinguished Ambassadorial Fellow at the Atlantic Council and a Senior Adviser to Chatham House.

Peter has a master's degree in European History and French from New College, Oxford where he is an Honorary Fellow.

Key areas of expertise:

Extensive diplomatic experience in countries and regions of strategic relevance.

v. Amelia Murillo

Independent Non-Executive Director

Amelia Murillo was appointed as a Non-Executive Director on 26 January 2021.

Amelia holds a BSc in Accounting from the University of Southern California and an Executive MBA from the University of California in Los Angeles.

Amelia is a Certified Public Accountant and has over 20 years' practical experience in finance, human resources, administration and management consulting. Amelia started her career at Tribune Broadcasting and subsequently spent almost two decades at Carlisle Companies, undertaking both finance and human resources roles. Amelia took early retirement from her position as Vice President of Finance and CFO at Carlisle Fluid Technologies (now Binks), following a successful business exit and transition project.

Key areas of expertise:

Managerial finance and HR experience within the interconnect industry.

vi. Jeffrey Jackson

Independent Non-Executive Director

Jeffrey Jackson was appointed as a Non-Executive Director on 30 July 2019.

Jeffrey holds a BA in Cultural Anthropology from Michigan State University and undertook post-graduate Business Studies at the University of Phoenix. He is professionally credentialled in Supply Chain, Quality and Project Management and has over 30 years' practical experience in sourcing, manufacturing and distribution operations.

Jeffrey retired from his position at Parker Aerospace in December 2022, after a career in operations and supply chain management spanning 48 years.

Key areas of expertise:

Operations and supply chain management, planning, sourcing, manufacturing and distribution operations in several market segments, including automotive, electronics, aerospace and medical devices.

vii. John Wilson

Independent Non-Executive Director

John Wilson was appointed as a Non-Executive Director on 19 October 2023.

John is a globally experienced boardroom director, with a strong background in the technology, components and connectivity solutions sectors. He is currently CEO of H-Power plc, a world leader in the development of hydrogen fuel cells and ammonia cracking technology. He was formerly CEO of Bulgin Ltd and Senior Independent Director, Chair of the Audit and Remuneration Committees of Checkit plc (previously Elektron Technology plc). He is also Independent Non-Executive Chairman of Insig AI. John has a degree in Engineering from the University of Durham.

Key areas of expertise:

Commercial strategic planning and execution, mergers and acquisitions, fast track new product development.

Resolutions 12 and 13 – Auditors

The Company is required to appoint auditors at each Annual General Meeting at which its accounts are presented to hold office until the next Annual General Meeting. Resolution 12 proposes that PricewaterhouseCoopers LLP be reappointed as auditors for the current financial year and Resolution 13 proposes that the Directors of the Company be authorised to determine their remuneration.

Resolution 14 – Directors' Authority to Allot Shares

Resolution 14 is a resolution to renew the Directors' power to allot shares. Paragraph (a) of Resolution 14 asks shareholders to grant the Directors authority, pursuant to section 551 of the Companies Act 2006 (the '**Act**'), to allot shares or grant such subscription or conversion rights up to a maximum aggregate nominal amount of £15,424,794 which represents approximately one-third of the issued ordinary share capital of the Company as at 9 July 2026.

In accordance with The Investment Association's Share Capital Management Guidelines (the '**Guidelines**'), Paragraph (b) of Resolution 14 proposes that a further authority be conferred on the Directors to allot shares or grant subscription or conversion rights in connection with a fully pre-emptive offer up to a maximum aggregate nominal amount of £15,424,794. Combined, these amounts represent approximately two-thirds of the issued ordinary share capital of the Company as at 9 July 2026.

The authorities sought under paragraphs (a) and (b) of this resolution will expire at the earlier of the conclusion of the Annual General Meeting of the Company in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner, and will only be used if and to the extent that the Directors are satisfied at the time that to do so would be in the best interests of the Company. The Directors have no present intention of exercising either of the authorities under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

As at 9 July 2026, the Company did not hold any treasury shares.

Resolutions 15 and 16 – Disapplication of Pre-emption Rights

If the Directors wish to allot any equity securities for cash, the Act requires that they are first offered to existing shareholders in proportion to their current holdings. The passing of Resolutions 15 and 16 would allow the Directors to allot shares for cash, or sell any shares which the Company may hold in treasury following a purchase of its own shares for cash, without first offering the shares to existing shareholders.

The authority under Resolution 15 would be limited to:

(a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board considers necessary;

(b) allotments or sales (otherwise than pursuant to (a) above) up to an aggregate nominal amount of £4,627,438, which represents approximately 10 per cent. of the Company's issued ordinary share capital as at 9 July 2026 (being the latest practicable date prior to the publication of this Notice); and

(c) allotments or sales (otherwise than under paragraphs (a) and (b) above) up to an aggregate nominal amount of £925,487, which represents approximately 2 per cent. of the Company's issued ordinary share capital as at 9 July 2026 (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The authority under Resolution 16 would give the Directors authority to (i) allot a further 10 per cent. of the issued ordinary share capital of the Company as at 9 July 2026 (being the latest practicable date prior to the publication of this Notice) for the purposes of financing a transaction which the Directors determine to be an acquisition or other capital investment contemplated by the Statement of Principles on Disapplying of Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice (the '**Statement of Principles**') and (ii) allot or sell shares (otherwise than under paragraph (i)) up to an aggregate nominal amount of £925,487, which represents approximately 2 per cent. of the Company's issued ordinary share capital as at 9 July 2026 (being the latest practicable date prior to the publication of this Notice) to be used only for the purposes of making a follow-on offer to retail investors or existing investors not allocated shares in the offer.

The disapplication authorities under Resolutions 15 and 16 are in line with guidance set out in the Statement of Principles. The Statement of Principles allow a board to allot shares for cash otherwise than in connection with a pre-emptive offer (i) up to 10 per cent. of a company's issued share capital for use on an unrestricted basis, (ii) up to a further 10 per cent. of a company's issued share capital for use in connection with an acquisition or specified capital investment announced either contemporaneously with the issue, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the issue and (iii) in the case of both (i) or (ii), up to an additional 2 per cent. in connection with a follow-on offer to retail investors or existing investors not allocated shares in the offer. The Directors confirm that, in considering the exercise of the authority under Resolutions 15 and 16, they intend to follow the shareholder protections set out in Part 2B of the Pre-emption Group's Statement of Principles to the extent reasonably practicable. The Directors have no present intention of exercising the authorities sought under Resolutions 15 and 16.

The authorities contained in Resolutions 15 and 16 will expire at the conclusion of the annual general meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner.

Resolution 17 – Purchase of own Shares

Resolution 17 is to approve the purchase by the Company of its own ordinary shares in the market. The authority limits the number of shares that could be purchased to a maximum of 18,509,753 ordinary shares (equivalent to 10 per cent. of the Company's issued ordinary share capital as at 9 July 2026 (being the latest practicable date prior to the publication of this Notice)) and sets a minimum and maximum price. The authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 2027 or at 6.00 p.m. on 24 November 2027, whichever is sooner.

As announced on 7 April 2026, the Company has launched an on-market share buyback programme to purchase its ordinary shares of 25 pence each up to an aggregate value of £40 million (the '**Share Buyback Programme**') to reduce the Company's share capital and return surplus capital to the Company's shareholders. All shares repurchased by the Company under the Share Buyback Programme will be cancelled. The Share Buyback Programme will end no later than 31 March 2027, but its continuation beyond the AGM is conditional on Resolution 17 being passed by the requisite majority.

As at 9 July 2026 (being the latest practicable date prior to the publication of this Notice), the total number of options to subscribe for ordinary shares in the Company amounted to 10,710,079 ordinary shares. This represented 5.79 per cent. of the Company's issued ordinary share capital on that date. If this authority to purchase shares is exercised in full, the options would represent 6.43 per cent. of the issued ordinary share capital as at 9 July 2026.

Resolution 18 – Notice period for general meetings, other than an annual general meeting

Resolution 18 is to approve the calling of general meetings of the Company (other than an annual general meeting) on 14 clear days' notice. The notice period required by the Act for general meetings of companies whose shares are admitted to trading on the Main Market of the London Stock Exchange is 21 clear days unless (i) shareholders agree to a shorter notice period and (ii) the Company has met the requirements for electronic voting under the Companies (Shareholders' Rights) Regulations 2009. Annual general meetings must always be held on at least 21 clear days' notice.

The Directors confirm that the shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the business of the meeting, the proposals are time-sensitive and it is thought to be to the advantage of shareholders as a whole. An electronic voting facility will be made available to all shareholders for any meeting held on such notice. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

Resolution 19 – Articles of Association

The Company is proposing to adopt new Articles of Association (the '**New Articles**') in substitution for the Current Articles, principally in order to reflect developments in law and practice since the Current Articles were last amended in 2013. The principal changes introduced by the New Articles are summarised below:

Annual Re-election of Directors (Article 105): The New Articles require each Director to be subject to annual re-election in line with best corporate governance.

Hybrid Meetings (Articles 52 to 65): The New Articles give the Directors the power to convene a hybrid general meeting, being a meeting which has the facilities for holders to attend both in a physical place and via electronic platforms. The New Articles do not give the Directors the power to hold a solely electronic (or virtual) general meeting. The provisions in the New Articles include, for example, the details that need to be provided to holders if such a meeting is to be held and a requirement that all resolutions must be taken on a poll in the event of a hybrid meeting. The Directors consider that the Company should properly have the ability to convene hybrid meetings should the circumstances require this.

Untraced Members (Articles 177 and 178): In line with market practice, the New Articles provide additional flexibility in relation to the sale of shares owned by holders who are untraced after a period of at least 12 years. Under the Current Articles, the Company is required to give notice to untraced holders of an intention to sell their shares by way of an advertisement in both a national newspaper and a local newspaper circulating in the area in which the holder's last known postal address is. Under the New Articles, the Company may instead send a notice to the last registered or known address of the holder and use reasonable steps to trace the holder including, if considered appropriate, using a professional asset reunification company or other tracing agent. Additionally, under the New Articles, in respect of the proceeds of shares sold on behalf of an untraced member, if they are not validly claimed within six years of the sale, they will belong to the Company.

Adjournment, Postponement or Change of General Meeting (Article 64 and 65): The New Articles clarify the provisions with respect to the adjournment of general meetings and, in line with current market practice, amend the time period after which notice must be given of the adjourned meeting from thirty days to three months. In line with current market practice, the New Articles provide flexibility to permit the notice of any change or postponement to be advertised in the manner that the Directors (in their discretion) decide.

Directors' Remuneration (Article 95): The cap on the fees payable to Non-Executive Directors for their services in the office of Director has been amended to increase the aggregate cap from £350,000 to £1,000,000. This increase is designed to provide additional flexibility to the Company going forward. The remuneration of all Directors will continue to be disclosed in the Company's Annual Report and Accounts.

Unclaimed Dividends (Article 147): To reflect current market practice, the time period in respect of unclaimed dividends has been reduced from 12 years to six years.

Payment of Dividends (Article 150): In line with corporate governance guidance, the New Articles allow for greater flexibility in the methods of payment of dividends, including payment by bank transfer, electronic means or any other manner as the Directors may decide.

Scrip Dividends (Article 155): In accordance with The Investment Association's Share Capital Management Guidelines 2023 (and the current practice adopted by the Company), the expiry period for an ordinary resolution authorisation in respect of a scrip dividend has been decreased from five years to three years.

Minor Amendments: Some additional minor amendments have been made to the New Articles, including:

- **Fractions of Shares (Article 7):** in relation to the sale of fractional entitlements, to update the wording to permit the Company to retain any amounts not exceeding £5.00, the cost of distribution of which would be disproportionate to the amounts involved;

- **Corporate Representatives (Article 9 and 92):** to provide additional clarity on the rights of corporate representatives in relation to class meetings and the process for appointing a corporate representative;
- **General Meetings (Articles 67 and 68):** to add health and safety requirements in relation to general meeting procedures and to clarify that the chair of the meeting's decisions shall be final;
- **Right to Receive Copies of Accounts (Article 161):** to update the provisions relating to the sending of accounts in line with the Act;
- **Notices (Article 174):** to update the provisions in relation to the procedure to be followed in the event of a postal strike and delete the provisions in relation to the giving of notice by advertisement; and
- **Other:** to remove the outdated references to preference shares and duplication of provisions otherwise set out in the Act or elsewhere in the New Articles, to clarify the provisions in respect of uncertificated and certificated shares (Articles 16 and 39), to include additional provisions for the amendment of resolutions (Article 73), to update the provisions in relation to conflicts of interest in line with current market practice (Articles 99 and 100), to make some minor amendments (but not change the limits) in the borrowing powers provisions (Article 125) and other minor changes to the reflect the current law, general market practice and gender neutral language.

The references to specific Articles set out herein refer to the corresponding numbers in the New Articles.

Shareholder approval is therefore being sought to approve these changes. A copy of the proposed New Articles, as well as a marked up version showing the changes to the Current Articles, is both available on our website at https://www.volex.com/investors and for inspection at Unit C1 Antura, Bond Close, Basingstoke, Hampshire, RG24 8PZ during normal business hours (excluding Saturdays, Sundays and bank holidays) from the date of this notice until the conclusion of the Annual General Meeting and for 15 minutes prior to and during the Annual General Meeting.

Recommendations

The Board of Directors of the Company considers the resolutions set out in the Notice of the Annual General Meeting on pages 3 to 4 of this document to be in the best interests of the Company and the shareholders of the Company as a whole and, therefore, recommends that you vote in favour of these resolutions, as the Directors intend to do in respect of their own beneficial holdings of 47,665,843 ordinary shares, which represent, in aggregate, approximately 25.75 per cent. of the Company's issued ordinary share capital as at 9 July 2026.

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

Proxies and Voting

1. A member entitled to attend, speak and vote at the above meeting may appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote on their behalf. A member 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 held by that member. A proxy need not be a member of the Company.

2. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and section 360B(2) of the Act, only those shareholders registered in the register of members of the Company at 6.00 p.m. on 21 August 2026 (or, in the event of any adjournment, at 6.00 p.m. on the day which is two days prior to the adjourned meeting) shall be entitled to attend and vote at the Annual General Meeting (the '**AGM**'). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

3. In order to reduce the Company's environmental impact, our intention is to remove paper from the voting process as far as possible. You are therefore asked to vote in one of the following ways:

   - register your vote online through the Investor Centre app or by accessing the web browser at https://uk.investorcentre.mpms.mufg.com (see below). You will need your investor code which is printed on your share certificate or may be obtained by calling the Company's registrar, MUFG Corporate Markets, on +44 (0) 371 664 0300 (Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate) or via email at shareholderenquiries@cm.mpms.mufg.com;
   - CREST members may use the CREST electronic proxy appointment service as detailed in note 9 below; or
   - Via the Proxymity platform.

4. Shareholders can vote electronically via the Investor Centre, a free app for smartphone and tablet provided by MUFG Corporate Markets (the Company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below.

   Apple App Store

   GooglePlay

   Alternatively, you may access the Investor Centre via a web browser at: https://uk.investorcentre.mpms.mufg.com/.

5. However, if you prefer to vote on paper, you may still request a hard copy form from MUFG Corporate Markets using the contact details shown above and return it to MUFG Corporate Markets, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL.

6. All proxy appointments, whether electronic or hard copy, must be received by the Company's registrar no later than 2.00 p.m. on 21 August 2026 (or, in the event that the meeting is adjourned, no later than 48 hours before the time of any adjourned meeting, excluding any part of a day that is a non-working day).

7. Completion and return of a Form of Proxy, other such instrument, any CREST Proxy Instruction or appointing a proxy via Proxymity will not preclude a member from attending and voting in person, should they subsequently decide to do so. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.

Appointment of proxies through CREST

8. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members and those CREST members who have appointed a service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

9. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instruction, as described in the CREST Manual (www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent, MUFG Corporate Markets (ID RA10) by 2.00 p.m. on 21 August 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

10. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of

the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

11. 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 (as amended).

Proxymity

12. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by MUFG Corporate Markets. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 2.00 p.m. on 21 August 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

Corporate representatives

13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

Nominated Persons

14. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a '**Nominated Person**') may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Nominated Persons are advised to contact the shareholder who nominated them for further information on this and the procedure for appointing any such proxy.

15. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. Such Nominated Persons are advised to contact the shareholders who nominated them for further information on this.

Right to ask questions

16. Under section 319A of the Act, any member attending the AGM has the right to ask questions at the AGM relating to the business of the AGM. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Shareholders may also submit any questions they may have for the Board in advance, by sending them by post to the Company's registered office (marked for the attention of the Company Secretary) or by email to the following email address (AGM@volex.com), in each case so they are received by 2.00 p.m. on 21 August 2026.

17. Please keep your questions and statements short and relevant to the business of the AGM to allow everyone who wishes to speak the chance to do so. It would be helpful if you could state your name before you ask your question. The Chair may nominate a representative to answer a specific question after the AGM or refer the question to the Company's website.

Conduct at the AGM

18. Unacceptable behaviour will not be tolerated at the AGM and it will be dealt with appropriately by the Chair.

Website publication of audit concerns

19. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

20. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Total voting rights

21. As at 9 July 2026 the latest practicable date prior to the date of this Notice, the Company's issued share capital consisted of 185,097,534 ordinary shares, carrying one vote each and, therefore, the total number of voting rights in the Company as at 9 July 2026 was 185,097,534.

22. It is proposed that all votes on the resolutions at the AGM will be taken by way of a poll rather than on a show of hands. The Company considers that a poll is more representative of shareholders' voting intentions because votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the voting will be announced through a Regulatory Information Service and will be published on our website https://www.volex.com/investors as soon as reasonably practicable thereafter.

Documents on display

23. Copies of the terms and conditions of appointment of the Non-Executive Directors and a copy of the proposed New Articles, together with a marked up copy showing the changes to the Current Articles, will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) and at the place of the Annual General Meeting from at least 15 minutes prior to, and until the conclusion of, the Annual General Meeting. A copy of the proposed New Articles, as well as a marked up version showing the changes to the Current Articles, is also available on our website at https://www.volex.com/investors.

Information available on website

24. A copy of this Notice, and other information required by section 311A of the Act, can be found at https://www.volex.com/investors, along with a copy of the Annual Report and Accounts for the year ended 31 March 2026.

Communication

25. Any electronic address provided either in this Notice or any related documents (including the form of proxy) may only be used for the limited purposes specified herein and not to communicate with the Company by electronic means or for any other more general purpose.

26. Except as provided above, shareholders who have general enquiries about the AGM should use the following means of communication (no other methods of communication will be accepted):

    (a) calling our shareholder helpline on +44 (0) 371 664 0300 (calls are charged at the standard geographic rate and will vary by provider and calls outside the United Kingdom will be charged at the applicable international rate). Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday, excluding public holidays in England and Wales; or

    (b) contacting our online shareholder centre by email to shareholderenquiries@cm.mpms.mufg.com.

Electronic Communication

27. The Company actively encourages all shareholders to register for the electronic communications service. You can register for this online through the Investor Centre at https://uk.investorcentre.mpms.mufg.com.