



Freepost RTHJ-CLLL-KBKU
Equiniti
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Spencer Road
LANCING
BN99 8LU



Ultra Electronics Holdings plc – Form of Proxy

Form of proxy for use by the holders of Ordinary Shares in Ultra Electronics Holdings plc (the Company) at the Annual General Meeting of the Company, to be held at 10.30 a.m. on 10 June 2022 (the Meeting), at the Company's registered office: 4th Floor, 35 Portman Square, London W1H 6LR.

Voting ID

Task ID

Shareholder reference number

You may appoint your proxy electronically at www.sharevote.co.uk using the above numbers. Alternatively, please complete, detach and return this form of proxy.

I/We hereby appoint the Chairman of the Meeting (see Note 5 opposite) or

*

to act as my/our proxy at the Meeting, and at any adjournment thereof, and to vote on my/our behalf as directed below.

* Insert number of shares where relevant (see Note 8 opposite).

☐ Please tick this box if this proxy appointment is one of multiple appointments being made (see Note 5 opposite).

Please indicate by placing an 'X' in black ink in the appropriate boxes how you wish your vote to be cast on each of the resolutions.

Resolutions

Ordinary resolutions	For	Against	Withheld (see Note 7 opposite)
1. To receive the Company's Annual Report & Accounts for the financial year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Ms. G. Gopalan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect Ms. V. Hull as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Lt Gen (Ret) K. W. Hunzeker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Mr. S. Pryce as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Mr. W. A. Rice as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Mr M. J. Sclater as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr. D. J. Shook as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary resolutions	For	Against	Withheld (see Note 7 opposite)
10. To re-appoint Deloitte LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Directors to agree the auditors remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To authorise the Directors to allot shares in the Company and to grant rights to subscribe for or convert any security into shares of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special resolutions			
13. To disapply pre-emption rights in respect of an issue of shares for cash representing up to 5% of the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To disapply pre-emption rights in respect of an issue of shares for cash representing up to an additional 5% of the Company's share capital (in certain circumstances)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To permit General Meetings to be held on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Notes

1. A member entitled to attend, speak and vote at the Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of them. A proxy need not be a member of the Company.

2. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.

3. In the case of a corporation this proxy must be given under its Common Seal or be signed on its behalf by an attorney or officer duly authorised.

4. In order to be valid an appointment of proxy must be returned not less than 48 hours before the time fixed for the Meeting (together with any authority under which it is executed or a copy of the authority certified notari ally or in some other way approved by the Directors) by one of the following methods:

+ in hard copy form by post, by courier or by hand to the Company's Registrars, Equiniti Limited at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA;

+ if you have elected for electronic communication, by completing it online via your shareview.co.uk portfolio;

+ if you have not registered a preference for electronic communication, by completing it online at www.sharevote.co.uk by following the on screen instruction to submit it – you will need to identify yourself with your Voting ID, Task ID and Shareholder Reference Number as printed overleaf; or

+ in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of Meeting and the CREST manual on the Euroclear website www.euroclear.com, and in each case must be received by the Company not less than 48 hours before the time of the Meeting.
5. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A separate form of proxy must be deposited for each proxy appointed.

+ To appoint the Chairman as your sole proxy in respect of all of your shares, fill in any voting instructions and sign and date the form of proxy, but leave all other proxy appointment details blank.

+ To appoint a single proxy other than the Chairman in respect of all of your shares, delete the words “the Chairman of the Meeting or” and insert the name of your proxy in the space provided. Please initial the amendment.

+ To appoint more than one proxy, you should photocopy the form of proxy. You must complete a separate form of proxy for each proxy unless you are appointing your proxies electronically in which case please refer to Note 4 above. Please indicate next to the proxy holder's name, the number of shares in relation to which you authorise them to act as your proxy. Please also indicate by marking on the form of proxy if the proxy instruction is one of multiple instructions being given. All forms of proxy must be signed and should be returned to Equiniti.

Where multiple proxies are appointed, failure to specify the number of shares to which this proxy appointment relates or specifying a number which exceeds the number held by the member when totalled with the number specified on other proxy appointments by the same member, will render the appointment invalid.

6. Any alterations made on this form should be initialled.

7. Please indicate by inserting an “X” in the appropriate box how you wish your vote to be cast on the resolutions. If you mark the box “withheld” it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all.

8. If the proxy is being appointed for less than your full entitlement, please indicate in the box marked with a * the number of shares in relation to which that person is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement or, if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account.

9. The appointment of a proxy will not preclude a member from attending the Meeting and voting in person but if he or she does so this proxy appointment will terminate automatically.

10. If you are a person who has been nominated by a member to enjoy information rights in accordance with section 146 of the Companies Act 2006, Note 1 above does not apply to you but you may have a right under an agreement between you and the member by whom you were nominated to be appointed or to have someone else appointed, as a proxy for the Meeting. If you have no such right or do not wish to exercise it, you may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.