NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO WHAT ACTION TO TAKE YOU ARE RECOMMENDED TO CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.

If you have sold or transferred all of your ordinary shares in Treatt plc, you should pass this document to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

Notice of the Annual General Meeting (AGM) which has been convened for 25 January 2024 at 10.30am at Treatt plc, Skyliner Way, Bury St Edmunds, Suffolk, IP32 7FR is set out below.

Proxy voting

Shareholders are requested to complete and submit their proxy appointment online by using the Signal Shares share portal service at www.signalshares.com as soon as possible and, in any event, by no later than 10.30am on 23 January 2024, being 48 hours before the time appointed for the holding of the AGM. To do so, you will need to log in to your Treatt plc Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or is available from our registrars, Link Group. For those who hold their shares in uncertificated form in CREST, proxy appointments may be made via the CREST system.

Proxy appointments can also be made by completing a paper proxy form and returning it to Link Group in accordance with the instructions printed on the form. If you require a paper proxy form, please contact Link Group by email at enquiries@linkgroup.co.uk or by telephone on +44 (0) 371 664 0300*.

* Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open 9.00am – 5.30pm Monday to Friday excluding bank holidays in England and Wales.

Notice is hereby given that the AGM of the shareholders of Treatt plc (the Company) will be held at Treatt plc, Skyliner Way, Bury St Edmunds, Suffolk, IP32 7FR on 25 January 2024, at 10.30am for the purpose of considering and, if thought fit, passing the resolutions set out in this notice. Resolutions 1 to 14 (inclusive) will be proposed as ordinary resolutions. Resolutions 15 to 18 (inclusive) will be proposed as special resolutions.

ORDINARY RESOLUTIONS

Resolution 1 – Annual accounts and Directors' Report

1. To receive the audited accounts and related reports of the Directors and auditors for the year ended 30 September 2023.

Explanatory note

Under the Companies Act 2006 (the 'Act') the Directors of the Company must present the accounts to the meeting.

Resolution 2 – Directors' Remuneration Report

2. To approve the Directors' Remuneration Report.

Explanatory note

The Act requires two resolutions to be put to shareholders on separate sections of the Directors' Remuneration Report. The remuneration policy is only required to be approved by shareholders every three years or in the intervening period if amendments are proposed. The Company's remuneration policy was approved at the 2022 AGM and accordingly, since no amendments are proposed, it will not be put before shareholders at the AGM in 2024. Resolution 2 is an advisory resolution to approve the Directors' Remuneration Report, which details the remuneration packages paid to Directors during the year ended 30 September 2023. You can find the Implementation Section of the Directors' Remuneration Report on pages 84 to 93 within the Directors' Remuneration Report on pages 82 to 93.

Resolution 3 – Final dividend

3. To approve a final dividend of 5.46 pence per share on the ordinary shares of the Company for the year ended 30 September 2023.

Explanatory note

A final dividend can only be paid after the shareholders at a general meeting have approved it. A final dividend of 5.46 pence per ordinary share is recommended by the Directors for payment to shareholders who are on the register of members at the close of business on 2 February 2024. If approved, the date of payment of the final dividend will be 14 March 2024. An interim dividend of 2.55 pence per ordinary share was paid on 10 August 2023. This represents an increase of 0.16 pence per share, or 2.0%, on the total 2022 dividend.

Resolutions 4 to 9 - Election or re-election of Directors

- 4. To re-elect Ryan Govender as a Director of the Company.
- 5. To re-elect Christine Sisler as a Director of the Company.
- 6. To re-elect Philip O'Connor as a Director of the Company.
- 7. To re-elect Vijay Thakrar as a Director of the Company.
- 8. To re-elect David Johnston as a Director of the Company.
- 9. To elect Bronagh Kennedy as a Director of the Company.

Explanatory note

In accordance with the Company's Articles of Association and in order to comply with best practice under the 2018 Corporate Governance Code, all Directors will retire and stand for annual re-election. Short biographies of the Directors are given on pages 68 and 69. Having considered the performance of, and contribution made, by each of the Directors, the Board remains satisfied that the performance of each of the Directors continues to be effective and to demonstrate commitment to the role and, as such, recommends their election/re-election, as appropriate. Each Executive Director has a service agreement which provides for 12 months' notice by either party and each Non-executive Director is appointed on terms that provide for three months' notice by either party. As previously announced, Daemmon Reeve is stepping down as Chief Executive Officer and as a Director of the Company on 31 December 2023 and therefore will not stand for re-election.

Resolution 10 – Re-appointment of auditors

10. To re-appoint BDO LLP as auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next AGM.

Explanatory note

At each general meeting at which the Company's Annual Report and Accounts are presented to its ordinary shareholders, the shareholders are required to appoint an auditor to serve until the next such meeting. Following a recommendation by the Audit Committee, the Board is proposing the re-appointment of BDO LLP as auditors of the Company.

Resolution 11 – Auditor's remuneration

11. To authorise the Directors to determine the remuneration of the auditors of the Company.

Explanatory note

The remuneration of the Company's auditors must be fixed by the Company in general meeting or in such manner as the shareholders may determine in general meeting. This resolution gives authority to the Directors to determine the remuneration of the auditors of the Company.

Resolution 12 – Approval of Share Incentive Plan

12. THAT the Directors be and are hereby authorised:

To adopt and establish the Treatt plc 2024 Share Incentive Plan, the principle terms of which are summarised in Appendix 1 to this Notice of Meeting, and, for the purpose of identification only, initialled by the Chair, and to do all such acts and things which they may consider necessary or desirable to establish and carry it into effect; and at their discretion, to adopt similar all-employee plans as they deem appropriate for the benefit of employees and Directors of the Company and its subsidiaries, on identical terms, which are located outside the United Kingdom.

Explanatory note

Treatt has operated a Share Incentive Plan ('SIP'), in which all employees currently participate, since its first approval by shareholders in 2014. The SIP runs alongside the existing all employee Save As You Earn Share Option Scheme, under which shares are purchased at the end of a three year saving period, in order to align the interests of all employees with those of shareholders and further foster employee share ownership. The Directors believe that the SIP provides employees with the opportunity to further invest in the Company's shares. The SIP rules are approved by shareholders for a period of ten years and accordingly this resolution seeks approval for the adoption by the Company of the rules. The main provisions of the Treatt plc 2024 Share Incentive Plan are summarised in Appendix 1 at the end of this Notice of Meeting.

Resolution 13 - Approval of Long Term Incentive Plan

- 13. THAT the Directors be and are hereby authorised:
 - a) to adopt and establish the Treatt plc 2024 Long Term Incentive Plan and the US sub-plan to this plan, known as the 'Treatt plc Restricted Stock Unit Plan' for US-based participants, the principal terms of which are summarised in Appendix 2 to this Notice of Meeting, and the rules of which are produced to this meeting and, for the purpose of identification only, initialled by the Chair, and to do all such acts and things which they may consider necessary or desirable to establish and carry it into effect; and
 - b) to establish further plans based on the Treatt plc 2024 Long Term Incentive Plan but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against any limits on individual or overall participation contained within the Treatt plc 2024 Long Term Incentive Plan.

Explanatory note

Treatt has operated a Long Term Incentive Plan ('LTIP'), in which the Executive Directors and employees currently participate, since its approval by shareholders in 2019. The LTIP rules are approved by shareholders for a period of ten years and accordingly this resolution seeks approval for the adoption by the Company of rules, which take account of changes in executive remuneration since 2019 and current best practice. The main provisions of the Treatt plc 2024 Long Term Incentive Plan are summarised in Appendix 2 at the end of this Notice of Meeting.

ORDINARY RESOLUTIONS CONTINUED

Resolution 14 – Authority to allot securities

- 14. THAT in accordance with section 551 of the Companies Act 2006 (the 'Act') the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - a) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £407,531 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
 - b) comprising equity securities (as defined in Sections 560 of the Act) up to an aggregate nominal amount (within the meaning of section 551(3) and (6) of the Act) of £815,061 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including an offer by way of a rights issue or open offer) in favour of ordinary shareholders in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever, provided that this authority shall expire at the conclusion of the AGM of the Company to be held in 2025, or at close of business on 25 April 2025 (whichever occurs first) save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

Explanatory note

The Company may only allot ordinary shares or grant rights over ordinary shares if authorised to do so by shareholders. This resolution seeks to grant authority to the Directors to allot unissued share capital of the Company and grant rights to subscribe for, or convert other securities into, shares and will expire at the conclusion of the next AGM of the Company in 2025 or, if earlier, on 25 April 2025 (the date which is 15 months after the date of passing of the resolution). Whilst the Board has no present intention of exercising these authorities, the Board believes it is in the best interests of the Company to have these authorities so that, if the need arises, the Board can allot securities at short notice and without the need to hold a general meeting of the Company.

The authority in paragraph (a) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares up to an aggregate nominal value of £407,531 (representing approximately one-third (33.33%) of the total issued ordinary share capital of the Company as at 21 November 2023, the latest practicable date prior to publication of this Notice).

The authority in paragraph (b) of the resolution will allow the Directors to allot new shares and grant rights to subscribe for, or convert other securities into, shares only in connection with a fully pre-emptive offer up to an aggregate nominal value of £815,061 (representing approximately two-thirds (66.66%) of the total issued ordinary share capital of the Company as at 21 November 2023, the latest practicable date prior to publication of this Notice) such amount to be reduced by the amount of any relevant securities issued under the authority conferred by paragraph (a) of the resolution.

This is in line with the Investment Association's Share Capital Management Guidelines issued in 2023.

SPECIAL RESOLUTIONS

Resolution 15 – Authority to disapply pre-emption rights

- 15. THAT subject to the passing of resolution 14 above and in accordance with Sections 570 and 573 of the Companies Act 2006 (the 'Act'), the Directors be and are hereby given power to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred by resolution 14 above and to sell ordinary shares (as defined in Section 560(1) of the Act) 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, such power to be limited to the allotment of equity securities for cash and the sale of treasury shares:
 - a) in connection with or pursuant to an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 14, by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter;
 - b) in the case of the authority granted under paragraph (a) of resolution 14 and/or in the case of any sale of treasury shares, (and otherwise than under paragraph (a) or (c) of this resolution) up to an aggregate nominal amount of £122,259; and

c) in the case of the authority granted under paragraph (a) of resolution 14 above or in the case of any sale of treasury shares (and otherwise than under paragraph (a) and (b) of this resolution), up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be 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, provided that this power shall expire at the conclusion of the AGM of the Company to be held in 2025 or at close of business on 25 April 2025 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Explanatory note

Under Section 561 of the Act, if the Directors wish to allot any of the unissued shares or grant rights over shares or sell treasury shares for cash (other than pursuant to an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings. There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. This cannot be done under the Act unless the shareholders have first authorised this.

Resolution 15 asks the shareholders to do this and, apart from offers or invitations in proportion to the respective number of shares held, the authority will be limited to the issue of shares for cash (i) up to a maximum aggregate nominal value of £122,259 (which includes the sale on a non pre-emptive basis of any shares held in treasury), which is equivalent to approximately 10% of the Company's issued ordinary share capital as at 21 November 2023, the latest practicable date prior to publication of this Notice and (ii) up to a nominal amount of 20% of any allotment made under (i), for the purposes of any follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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. Shareholders will note that this resolution also relates to treasury shares and will be proposed as a special resolution.

If given, the authority will expire at the conclusion of the next AGM of the Company in 2025 or, if earlier, 25 April 2025 (the date which is 15 months after the date of passing of the resolution).

The figure of up to 10% reflects the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group. The Directors intend to adhere to the provisions in the Pre-Emption Group's most recently published Statement of Principles on Disapplying of Pre-Emption Rights.

Resolution 16 – Authority to disapply pre-emption rights for the purposes of acquisitions or capital investments

- 16. THAT subject to the passing of resolutions 14 and 15 above and in addition to the power granted under resolution 15, the Directors be and are hereby given power pursuant to Sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of Section 560 of the Act) for cash pursuant to the authority conferred paragraph (a) of resolution 14 above and to sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares for cash, as if Section 561 of the Act did not apply to any such allotment of equity securities for cash and sale of treasury shares, such power to be limited to:
 - a) the allotment of equity securities for cash and sale of treasury shares up to an aggregate nominal amount of £122,259 such authority to be 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 have determined to be either an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine; and
 - b) the allotment of equity securities for cash and sale of treasury shares (otherwise than under paragraph (a) of this resolution) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this resolution, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be 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,

provided that this power shall expire at the conclusion of the AGM of the Company to be held in 2025 or at close of business on 25 April 2025 (whichever occurs first), save that the Company may before such expiry make an offer or enter into an agreement which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

Other Information

SPECIAL RESOLUTIONS CONTINUED

Resolution 16 – Authority to disapply pre-emption rights for the purposes of acquisitions or capital investments continued

Explanatory note

The purpose of resolution 16 is to seek a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings to reflect the Statement of Principles on Disapplying Pre-Emption Rights.

Accordingly, resolution 16 will be proposed as a special resolution to grant such a power. The power will be limited to (i) the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £122,259, being approximately 10% of the Company's issued ordinary share capital as at 21 November 2023, the latest practicable date prior to publication of this Notice, and (ii) up to an additional 20% of any allotment made under (i), for the purposes of any follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Part 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. This is in addition to the 10% referred to in resolution 15.

If given, the authority will expire at the conclusion of the next AGM of the Company in 2025 or, if earlier, 25 April 2025 (the date which is 15 months after the date of passing of the resolution).

The Directors will have due regard to the Statement of Principles on Disapplying Pre-Emption Rights in relation to any exercise of this power and in particular they confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or a specified capital investment (of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

Resolution 17 - Authority to purchase own shares

- 17. THAT the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of Section 693 of the Act) of up to a maximum of 6,112,959 ordinary shares in the capital of the Company, subject to the following conditions:
 - a) the minimum price (excluding expenses) which may be paid for an ordinary share is the nominal amount of that share; and
 - b) the maximum price (excluding expenses) which may be paid for an ordinary share so purchased is an amount equal to the higher of (i) 5% above the average of the middle market quotations shown for an ordinary share of the Company in The London Stock Exchange Daily Official List on the five business days immediately preceding the day on which that ordinary share is purchased, and (ii) the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out.

The authority hereby conferred shall expire at the conclusion of the AGM of the Company to be held in 2025, or at close of business on 25 April 2025 (whichever occurs first), save that in relation to the purchase of ordinary shares the contract for which is concluded before such date and which would or might be executed wholly or partly on or after such date, the Company may purchase ordinary shares pursuant to any such contract under this authority.

Explanatory note

In certain circumstances, it may be advantageous for the Company to purchase its own shares and resolution 17 seeks the authority from shareholders to continue to do so. The Directors will continue to exercise this power only when, in the light of market conditions prevailing at the time, they believe that the effect of such purchases will be to increase earnings per share and is in the best interests of shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account when exercising this authority.

Any shares purchased in this way will be cancelled and the number of shares in issue will be reduced accordingly, save that the Company may hold in treasury any of its own shares that it purchases pursuant to the Act and the authority conferred by this resolution. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively and provides the Company with greater flexibility in the management of its capital base.

It also gives the Company the opportunity to satisfy employee share scheme awards with treasury shares. Once held in treasury, the Company is not entitled to exercise any rights, including the right to attend and vote at meetings in respect of the shares. Further, no dividend or other distribution of the Company's assets may be made to the Company in respect of the treasury shares.

The resolution specifies the maximum number of ordinary shares that may be acquired (approximately 10% of the Company's issued ordinary share capital as at 21 November 2023, the latest practicable date prior to publication of this Notice) and the maximum and minimum prices at which they may be bought.

The total number of options to subscribe for ordinary shares that were outstanding at 21 November 2023, the latest practicable date prior to publication of this Notice, was 994,699. The proportion of issued share capital that they represented at that time was 1.63% and the proportion of issued share capital that they will represent if the full authority to purchase shares (existing and being sought) is used is 1.81%.

If given, the authority will expire at the conclusion of the next AGM of the Company in 2025 or, if earlier, 25 April 2025 (the date which is 15 months after the date of passing of the resolution).

Resolution 18 – Notice of general meetings

18. THAT a general meeting (other than an Annual General Meeting) of the Company may be called on not less than 14 clear days' notice.

Explanatory note

Under the Act, the notice period required for all general meetings of listed companies is 21 clear days; however, it is possible to reduce this period to 14 clear days (other than for AGMs), provided that the following two conditions are met: (i) that a company offers facilities for shareholders to submit proxy appointments by electronic means; and (ii) that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 clear days to 14 clear days. This resolution would, if passed, allow the Company flexibility to call general meetings, other than AGMs, on not less than 14 clear days' notice. This additional flexibility would not be used as a matter of routine for such meetings but would be used where the Board considers it appropriate in the circumstances. The approval will be effective until the Company's next AGM, at which meeting it is intended to propose a similar resolution for approval.

By order of the Board

Ryan Govender

Chief Financial Officer & Company Secretary

Registered Office: Skyliner Way Bury St Edmunds Suffolk IP32 7FR

12 December 2023

The note on voting procedures and general rights of shareholders, together with explanatory notes on the resolutions to be put to the meeting form part of this Notice.

APPENDIX 1 SUMMARY OF PROVISIONS OF THE TREATT PLC 2024 SHARE INCENTIVE PLAN ('SIP')

The Company proposes to continue with an H M Revenue & Customs approved Share Incentive Plan (the 'SIP') to provide all UK employees of the Group with the opportunity to acquire shares in the Company on a tax efficient basis.

The SIP provides for the acquisition of shares. The SIP will be governed by a Trust Deed and Rules which will be submitted for approval to H M Revenue & Customs. The SIP will be operated through a UK resident trust (the 'Trust'). The trustees of the Trust (the 'Trustees') will buy or subscribe for shares that are awarded to or acquired by employees under the SIP and will hold these shares in the Trust on their behalf under the terms of the SIP.

The main features of the SIP are as follows:

Eligibility

All employees of the Group who are resident and ordinarily resident in the United Kingdom and who are determined by the Company to be qualifying employees are eligible to participate in any offer made by the Company under the Plan. Non-UK resident employees may also be invited to participate in the SIP.

The Company may require employees to have completed a minimum qualifying period of employment before they are eligible to participate, but such period may not exceed 18 months ending on the date shares are awarded and/or purchased under the SIP.

Basis for participation

The SIP provides for the acquisition by participating employees of one or more of four categories of shares:

The Company may award 'Free Shares' to participants and or allow participants to give up salary to purchase 'Partnership Shares', and to the extent that they do so, the Company may award up to two 'Matching Shares' for each Partnership Share purchased. Any dividends arising on shares held in the SIP may also be reinvested to acquire further 'Dividend Shares' under the SIP.

The Directors will determine in any year whether participation in the SIP will be offered and, if so, the basis on which each of the above categories may be offered.

Free Shares

The Company may award Free Shares to participating employees (subject to the annual statutory Individual Limits).

The number of Free Shares awarded to participants will be determined by the Directors on the basis of objective criteria and may also be subject to performance measures. Performance measures may be based on personal, team, or divisional targets and the relevant measure selected will be notified to all qualifying employees.

Partnership Shares

The Company may invite applications from qualifying employees to enter into a contract under the SIP to buy Partnership Shares by deduction from pre-tax salary (subject to the annual statutory Individual Limits). The Company may specify a maximum number of shares to be available for purchase as Partnership Shares under any particular invitation.

As determined by the Directors, deductions may either be:

- a) transferred directly to the Trustees to be applied in the acquisition of Partnership Shares. Within 30 days of the deduction from salary, the Trustees will acquire Partnership Shares which will then be held in the Trust on the participant's behalf. The purchase price paid for the Partnership Shares will be determined as the market value of the shares on the date of acquisition; or
- b) accumulated over an accumulation period and held in an account until the end of an accumulation period not exceeding 12 months. Within 30 days of the end of the accumulation period the Trustees shall apply the accumulated funds to acquire Partnership Shares and hold such Shares in the Trust on the participant's behalf. The Directors will decide in respect of each offer whether the purchase price paid for the Partnership Shares will be determined as the market value of the shares at the start of the accumulation period or the market value on the day the shares are acquired or the lower of those two values.

Where the Company decides to offer the opportunity for the acquisition of Partnership Shares it may also offer Matching Shares to those participants who elect to buy Partnership Shares. Allocations of Matching Shares will be made on the same day as Partnership Shares are acquired on behalf of participants by the Trustees.

The Company will decide the basis on which Matching Shares are allocated (subject to the statutory individual limits). Allocations of Matching Shares will be made to all participants on the same basis. The maximum permissible number of Matching Shares according to the law is two Matching Shares for each Partnership Share purchased.

Dividend Shares

Matching Shares

Participants will be entitled to dividends paid on their Free Shares, Matching Shares and Partnership Shares while they are held in the Trust.

At the discretion of the Directors, dividends arising on shares held in the Trust under the SIP may either be paid directly to a participant in cash or reinvested, subject to the individual limits, for the acquisition of further shares under the SIP on behalf of the participant.

Individual limits

The value of Free Shares which may be awarded to a participant under the SIP in any year shall not exceed the statutory maximum of \pounds 3,600 per annum (or such higher limit as may be specified in the relevant SIP legislation from time to time).

The maximum amount which can be deducted from a participant's salary for the purpose of buying Partnership Shares shall not exceed the statutory maximum being the lower of 10% of salary or £1,800 per annum (or such higher limit as may be specified in the relevant SIP legislation from time to time).

The number of Matching Shares which may be awarded to a participant purchasing Partnership Shares under the SIP shall not exceed the statutory maximum which is currently two Matching Shares for every one Partnership Share purchased.

There is no limit on the number or value of shares that may be acquired in the Plan as Dividend Shares.

Holding periods

Free Shares and Matching Shares must be held in the Trust by the Trustees for a holding period of between three and five years, or, if earlier, until the employee leaves the Group. The Directors shall determine the applicable holding period at the time the offer is made.

Dividend Shares must be held in the Trust by the Trustees for a holding period of three years or, if earlier, until the employee leaves the Group.

Participants may withdraw their Partnership Shares from the SIP at any time.

Termination of employment and forfeiture provisions

On termination of employment with the Company or any company within the Group, a participant is required to withdraw all shares from the SIP (other than those which are forfeited under the terms of any offer under the SIP).

The SIP may provide for Free Shares and/or Matching Shares to be forfeited if an employee terminates employment with the Group within a specified period (the 'Forfeiture Period') unless the termination of employment is by reason of death, injury, disability or sale of the business for which the participant works out of the Group or the participant's employment is transferred out of the Group. The Forfeiture Period may not exceed three years from the date the allocation of Free Shares/Matching Shares is made.

In addition the Directors may provide that Matching Shares may be subject to forfeiture if the corresponding Partnership Shares are withdrawn within three years of purchase.

Voting rights

The Directors will determine whether participants shall have the right to exercise any voting rights attaching to Shares held under the SIP.

Limits on the issue of shares

The SIP will be subject to a limit on the number of new shares in the Company that may be issued. In any rolling ten-year period not more than 10% of the issued ordinary share capital of the Company may be issued or issuable pursuant to the rights acquired in total under the SIP, the Treatt plc Long Term Incentive Plan and any other employees' share schemes adopted by the Company.

Adjustment of awards

On a variation of the capital of the Company, the number of Shares held under the SIP will be adjusted in such manner as the Directors determine, subject to written confirmation from the Company's auditors that the adjustment is, in their opinion, fair and reasonable.

Reconstructions and takeovers

In the event of any reconstruction or change in control of the Company, shares must be either withdrawn from the SIP, or, if certain circumstances are met, exchanged for shares in the new holding which will continue to be held in the Trust under the SIP under the same terms and subject to the same rights and restrictions as the original shares.

Alterations

The SIP may at any time be altered by the Directors in any respect, provided that the prior approval of the shareholders in general meeting will be obtained for alterations or additions to the advantage of participants, except for minor amendments to benefit the administration of the SIP, to take account of existing or proposed legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for the Company and or any member of the Group.

To the extent required by the law, H M Revenue & Customs approval will be sought in respect of any proposed amendment to a 'key feature' of the SIP (ie, being a feature which is necessary to meet the requirements of the relevant legislation governing the SIP).

Rights attaching to shares

Ordinary shares allotted under the SIP will rank equally with all other shares of the Company for the time being in issue and the Company will apply for admission of any new shares issued under the SIP to any relevant exchange.

Funding the SIP

Each participating company within the Group may fund the Trustees of the Trust to subscribe for or buy shares in the market or privately. The Company may only fund the Trust at such time that it has sufficient distributable reserves to do so. The acquisition price for private purchases must not be materially more than the market price of a share at that time and the subscription of shares must be at market value or, if higher, at nominal value.

General

Benefits under the SIP are not pensionable.

APPENDIX 2 SUMMARY OF PROVISIONS OF THE TREATT PLC 2024 LONG TERM INCENTIVE PLAN ('LTIP')

The Company proposes to continue the LTIP to incentivise executive directors ('Directors') and employees of the Company's group ('Group').

The LTIP is capable of making awards of share options, conditional share awards, conditional phantom awards and Restricted Stock Units in the US ('Awards').

It is intended that the LTIP will be used to make awards of 'nil cost' share options to selected employees of the Company in the UK which may be satisfied by issue or transfer of shares (or a cash equivalent amount), and Restricted Stock Units, which may at the discretion of the Company be satisfied by the issue or transfer of shares, or payment in cash of equivalent value, once vesting conditions have been met, to employees in the US.

All Awards granted to executive directors will be made in accordance with the Company's Director's Remuneration Policy as approved by shareholders from time to time.

It is proposed that all options granted under the LTIP will have an exercise price equal to the nominal value of a share in the case of an option satisfied by shares issued directly to participants and nil in the case of an option to acquire shares held in the Treatt Employee Benefit Trust ('EBT'). Restricted Stock Units will similarly be awarded for the nominal value in the case of newly issued shares, and nil in the case of shares held in the EBT. The LTIP will be administered by the remuneration committee of the board of directors ('Committee'), which will determine any dispute under or question in connection with the Plan.

Grants of awards

Awards may be granted to eligible employees at the discretion of the Committee. Awards may be granted only:

- i) during the period of 42 days following the date of adoption of the LTIP by the Company;
- ii) during the period of 42 days following the announcement of yearly, half yearly or other period financial results of the Company; or
- iii) on any other date, if in the opinion of the Committee, the circumstances are exceptional.

In the event that any restrictions imposed by statute, order, regulation or Government directive, or by the UK Market Abuse Regulation or the share dealing policy adopted by the Company prevents the Company from making Awards, the Award will be made within 42 days after that restriction is removed.

Eligibility

All full-time employees and Directors of the Group shall be eligible to participate in the LTIP at the discretion of the Committee. The making and level of Awards will be determined from year to year on an individual basis by the Committee and, for Directors, in accordance with the Director's Remuneration Policy.

Performance conditions

The Committee may impose performance conditions ('Performance Conditions') applying usually over a period of at least three years that must normally be satisfied before Awards vest. The Performance Conditions will be determined at the time of grant to ensure that they are sufficiently stretching and for Directors will be set in accordance with the Director's Remuneration Policy. If, on vesting, the Committee considered that the level of vesting is inappropriate notwithstanding the satisfaction of any Performance Conditions, it will be able to reduce the extent to which an Award is treated as having vested.

Malus and clawback

Awards may be reduced to such extent (which could be zero) prior to the Award vesting (malus) or up to three years after an Award vesting (clawback) as determined by the Committee in the event of:

- i) a material misstatement, error or misrepresentation of the Company's financial results;
- any error or incorrect statement or fact and/or information or assumption used in determination of vesting;
- iii) any error in assessing a Performance Condition;
- iv) the reliance, by the Committee, on incorrect statements and/or facts in the assessment of Performance Conditions;
- v) a participant leaves employment by reason of misconduct;
- vi) any circumstances coming to light after a participant ceases to hold office or employment for any reason, which would have entitled the employer to dismiss the participant summarily;
- vii) the Company being placed in receivership, compulsory liquidation, administration, being subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors;
- viii) serious reputational damage; or
- viii) corporate failure on the part of the participant.

The Committee shall have the right to clawback from the participant by reducing Awards under the LTIP, cash bonus, other share awards under any other of the Group's employee share schemes, or salary (or any other means the Committee specify):

Limit of participation

The market value of shares over which Awards may be made under the LTIP may not exceed the limit set in the Remuneration Policy for Directors (which is currently 150% of salary) and may not exceed 150% of salary for below-Board employees.

Total number of shares available

No award may be granted under the LTIP on any date if, as a result, the aggregate number of Shares issued, or committed to be issued, pursuant to Awards and pursuant to grants made during the previous ten years under all other employee share plans established by the Company, would exceed 10% of the issued ordinary share capital of the Company on that date.

Further, no award may be granted under the LTIP on any date if, as a result, the aggregate number of Shares issued, or committed to be issued, pursuant to Awards and pursuant to grants or appropriations made during the previous ten years under all other executive share plans established by the Company, would exceed 5% of the issued ordinary share capital of the Company on that date. For this purpose, newly issued shares will include shares issued out of treasury.

Vesting of Restricted Stock Units and exercise of options

Awards will normally vest once Performance Conditions have been either satisfied or waived or are treated as satisfied under the provisions described below. Options shall generally be exercisable after a period beginning with the date on which it is established that a Performance Condition has been satisfied and ending up to ten years from the date of grant. Restricted Stock Units may not be sold, exchanged, pledged or otherwise disposed of until they vest. To the extent that they do not vest, Awards will lapse.

In addition to the any Performance Conditions, Awards made to Directors of the Company will be subject to a five-year holding period such that they may not sell the shares they receive (other than as required to cover tax due on exercise, or in exceptional circumstances) until, at the earliest, the fifth anniversary of the date on which Awards are granted.

In the case of a takeover, demerger or a statutory reconstruction, the Committee may at its discretion, and acting fairly and reasonably, Awards will vest earlier than the normal vesting date. The Committee may determine the proportion or number of Awards that will vest in their absolute discretion taking into account, unless they determine otherwise, the extent the Performance Conditions are satisfied and any pro-rata reduction for time.

Award holders may be able to exchange their Awards under the LTIP for Awards over the shares of the Company making any takeover or on an internal reconstruction involving the Company coming under the control of another but remaining under the control of the person or persons who had control of the Company before the reconstruction.

Employees leaving the Company

If an Award holder ceases to hold office or employment with the Group as a Good Leaver, Awards shall, at the discretion of the Committee either vest at the date of cessation or at the normal time of vesting. The Committee shall determine the level of vesting taking into account, amongst other factors, whether to pro-rate Awards for time and whether to test Performance Conditions.

For Director Good Leaver treatment, subject to the prevailing Directors' Remuneration Policy as amended from time to time, a time pro-rated proportion of outstanding Awards (as determined by the Committee) may be retained and can vest subject to attainment of the Performance Conditions at the normal vesting time for the Awards. Any originally specified holding periods would normally continue to be applied to the vesting shares. For Directors, alternatively, a time pro-rated number of Awards may vest subject to an assessment of the Performance Conditions early on termination and may be exercised within six months of leaving the Group (and the Committee may disapply holding periods).

A 'Good Leaver' is any employee leaving by reason of injury or disability, redundancy, death in service, the transfer of the employment outside the Group, the sale of a Company outside the Group or any other reason determined by the Committee. If an Award holder dies after having ceased to hold employment with the Group, the Committee may determine the extent to which any unvested Awards vest.

If an Award holder leaves for any other reason, all Awards shall lapse.

Variation of share capital

In the event of a variation of share capital the Directors may adjust the number of shares under the Award and, where appropriate, the exercise price to reflect such variation.

Alteration of the LTIP

The Directors may at any time alter or amend the provisions of the LTIP provided that no alteration may be made to the advantage of existing or new Award holders without the approval of shareholders by ordinary resolution, except for any such alteration where the amendments are minor, to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax treatment.

Pensions

Benefits under the LTIP will not be pensionable.

NOTES ON VOTING PROCEDURES AND GENERAL RIGHTS OF SHAREHOLDERS

Only those persons entered in the Register of Members of the Company (the Register) as at close of business on 23 January 2024 (the Record Date) shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares in the capital of the Company registered in their names at that time. Changes to entries on the Register for certificated or uncertificated shares of the Company after the Record Date shall be disregarded in determining the rights of any person to attend or vote at the AGM. Should the AGM be adjourned to a time no more than 48 hours after the Record Date, that time will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the votes they may cast) at the adjourned AGM. Should the AGM be adjourned for a longer period, to be so entitled, members must have been entered on the Register by close of business 48 hours prior to the adjourned AGM (excluding weekends and public holidays) or, if the Company gives notice of the adjourned AGM, at the time specified in such notice.

Voting at the meeting will be conducted by poll rather than on a show of hands, which the Board believes provides a more accurate reflection of shareholder views and takes into account the number of shares held by each member. Those shareholders who are unable to attend the meeting should submit a form of proxy as detailed below. Shareholders attending the meeting may also wish to vote in advance of the meeting by submitting a form of proxy. Members who have done so will not need to vote at the meeting unless they wish to change their vote or the way in which the proxy is instructed to vote. It will not be possible to vote at the meeting if joining remotely.

A member entitled to attend and vote at this meeting may appoint a proxy or proxies to attend and vote instead of him or her. The proxy need not be a member of the Company. Shareholders are requested to complete and submit their proxy appointment online by using the Signal Shares share portal service at www.signalshares.com as soon as possible and, in any event, by no later than 10.30am on 23 January 2024, being 48 hours before the time appointed for the holding of the AGM (or in the case of an adjournment, no later than 48 hours (excluding non-business days) before the time fixed for the holding of the adjourned meeting). To do so, you will need to log in to your Treatt plc Signal Shares account, or register if you have not previously done so. To register you will need your Investor Code, which is detailed on your share certificate or is available from our registrars, Link Group.

Proxy appointments can also be made by completing a paper proxy form and returning it to Link Group in accordance with the instructions printed on the form. If you require a paper proxy form, please contact Link Group by email at enquiries/@linkgroup.co.uk or by telephone on +44 (0) 371 664 0300. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Lines are open 9.00am – 5.30pm Monday to Friday excluding bank holidays in England and Wales. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the meeting or any adjournment of the meeting.

An abstention option is provided on the form of proxy to enable you to instruct your proxy to abstain on any particular resolution, however, it should be noted that an abstention in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 25 January 2024 and any adjournment(s) of the meeting 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 voting 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. Please note the following:

- a) 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 ('EUI') specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or 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 issuer's agent (ID RA10) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- b) 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 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 service providers are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- c) 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. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.30am on 23 January 2024 in order to be considered valid or, if the meeting is adjourned, by the time which is 48 hours before the time of the adjourned meeting.

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.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006 (as amended by the Companies (Shareholders' Rights) Regulations 2009), each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is therefore no longer necessary to nominate a designated corporate representative.

Pursuant to Section 319A of the Companies Act 2006, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.

Members satisfying the thresholds in Section 338 of the Companies Act 2006 may require the Company to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which those members intend to move (and which may properly be moved) at the AGM. A resolution may properly be moved at the AGM unless (i) it would, if passed, be ineffective (whether by reason of any inconsistency with any enactment or the Company's constitution or otherwise); (ii) it is defamatory of any person; or (iii) it is frivolous or vexatious. The business which may be dealt with at the AGM includes a resolution circulated pursuant to this right. A request made pursuant to this right may be in hard copy or electronic form, must identify the resolution of which notice is to be given, must be authenticated by the person(s) making it and must be received by the Company no later than six weeks before the date of the AGM.

Members satisfying the thresholds in Section 338A of the Companies Act 2006 may request the Company to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM. A matter may properly be included in the business at the AGM unless (i) it is defamatory of any person or (ii) it is frivolous or vexatious. A request made pursuant to this right may be in hard copy or electronic form, must identify the matter to be included in the business, must be accompanied by a statement setting out the grounds for the request, must be authenticated by the person(s) making it and must be received by the Company no later than six weeks before the date of the AGM.

The Company may process personal data of participants at or in relation to the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the Company's privacy notices for details of how the Company will process personal data.

In accordance with Section 311A of the Companies Act 2006, the contents of this notice of meeting details the total number of shares in respect of which members are entitled to exercise voting rights at the AGM, the total voting rights members are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this notice will be available on the Company's website www.treatt.com.

Under section 527 of the Companies Act 2006, 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 auditor's 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, (in each case) that the members propose to raise at the AGM. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the 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 auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under section 527 of the Act to publish on a website.

As at 21 November 2023 the Company's issued share capital consists of 61,129,589 ordinary shares. The number of shares held in the Employee Benefit Trust and Treatt Share Incentive Plan, under which voting rights are waived, is 499,841. The total number of voting rights in the Company as at 21 November 2023 (the latest practicable date prior to publication of this Notice) is 60,629,748.

A statement of Directors' share transactions, copies of the Directors' service contracts, letters of appointment of the Non-executive Directors, the Treatt plc 2024 Long Term Incentive Plan and Treatt plc 2024 Share Incentive Plan are available for inspection during usual business hours at the registered office of the Company from the date of this notice until the close of the AGM (Saturdays, Sundays and public holidays excluded).

Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so using the following means:

- Calling the Company Secretariat on +44 (0) 1284 702500;
- Emailing the Company Secretariat on Cosec@treatt.com; or
- Writing to: The Company Secretariat, Treatt plc, Skyliner Way, Bury St Edmunds, Suffolk, IP32 7FR.

Overview