



April 2020

**Ultra Electronics Holdings plc
the "Company")**

Proposed Amendments to Articles of Association

Resolution 18 of the forthcoming Annual General Meeting ("AGM") of the Company proposes to adopt new Articles of Association ("Articles") in substitution of existing Articles as set out in the Notice of AGM 2020.

The proposed changes include updating the Company's Articles to allow general meetings to take place by electronic means or by means of a physical meeting and electronic participation or similar (known as "hybrid" meetings).

Whereas the Board wishes to have the flexibility in future years to hold meetings virtually or via a hybrid approach, it is not the intention to use solely electronic means to hold AGMs in future years. As stated in the Chairman's Explanatory Letter in the Notice of AGM, in normal circumstances, the Board values very highly the opportunity to meet shareholders in person at its AGM. However, as the COVID-19 pandemic has demonstrated, it may be necessary, and indeed beneficial to shareholders, for the Board to have the ability to hold general meetings using electronic means or a hybrid approach when face to face arrangements are not viable.