



NOTICE IS HEREBY GIVEN

Annual General Meeting of IQE plc

Tuesday 25 June 2024 at 9:00 am.

Dear fellow shareholder,

I am pleased to invite you to IQE plc's (IQE or Company) Annual General Meeting (AGM) which will be held at 9:00am on Tuesday 25 June 2024 at Peel Hunt LLP, 7th Floor, 100 Liverpool St, London EC2M 2AT, United Kingdom.

Arrangements

We will continue to offer our shareholders with a choice of joining the AGM either in person or by joining our live webcast. Those attending the live webcast will not count towards the quorum of the meeting and will need to cast their votes in advance of the meeting by submitting a proxy vote.

You can join the AGM webcast at: https://brrmedia.news/IQE_AGM24. You will need your unique Shareholder Reference Number which can be found printed on your Proxy Form or Notice of Availability. The webcast will start promptly at 9:00am and will last for approximately one hour.

If you have any questions to ask the Board, I encourage you to submit those questions using the above link prior to the AGM or by emailing **AGM@iqep.com**. The webcast will also, for a limited period of time, enable you to submit written questions, and the key themes from those questions will then be put to the Board during the Q&A part of the AGM. If you will be attending the AGM in person, we encourage you to submit your question in advance. We may consolidate questions into similar themes and will publish a recording of the AGM on our website at www.iqep.com/investors/agm/ as soon as possible following the AGM.

We recommend that shareholders consult the AGM page of our website at <https://www.iqep.com/investors/agm/> for any updates on the arrangements for the AGM before making plans for attendance.

Voting

Voting on all resolutions will be by way of a poll. We think this is the fairest approach as shareholder votes are counted according to the number of shares held.

Shareholders joining by webcast will not be able to vote through the webcast platform, so I strongly encourage you to complete and submit your proxy vote in advance of the AGM using one of the following methods:

- **Electronic Proxy Voting:** You can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your usual user ID and password, or you can register if you have not previously done so. To register you will require your Shareholder Reference Number printed at the top of the Proxy Form or Notice of Availability.
- **Paper Proxy Voting:** to submit your proxy vote via paper, please complete the proxy form and return to our Registrars.
- **CREST:** CREST members who wish to appoint a proxy via the CREST electronic proxy appointment service should refer to note 4 on page 4 of this document
- **Institutional investors** may also be able to appoint a proxy electronically via the Proxymity platform – please go to www.proxymity.io. Please refer to note 5 on page 4 of this document.

Shareholders are strongly encouraged to appoint the Chair of the meeting as their proxy. Proxy votes must be received no later than 9:00am on Friday 21 June 2024.

Those attending the meeting in person will be able to vote by submitting a paper poll card which will be provided at the shareholder registration desk before the AGM. We strongly encourage all of our shareholders to vote in advance of the meeting by submitting a proxy vote.

Voting will be open from the time the chair of the AGM declares the poll open until it is closed.

The Board believes that the proposed resolutions set out in the Notice of Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of the resolutions to be put to the meeting.

Further information

Further information regarding the arrangements for this year's AGM is available on the Company's website at <https://investors.iqep.com/investors/agm>.

Additionally, the full annual report and accounts in respect of the financial year ended 31 December 2023 has been published on the Company's website at www.iqep.com/investors/results-reports-presentations/. A copy of the report will be enclosed with this notice if you have requested a printed copy.

If you are unable to locate any of the documents on the Company's website, need help with voting or require a paper proxy form sent to you, please contact our Registrar, Equiniti, on 0371 384 2030 if calling from the United Kingdom or +44 (0) 371 384 2030 if calling from outside of the United Kingdom. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England and Wales).

Yours faithfully,



Phil Smith, Chairman

24 May 2024

IQE plc, Pascal Close, Cardiff, CF3 0LW, UK

Tel: +44 29 2083 9400

Website: www.iqep.com

Notice of Meeting

IQE plc (IQE or Company) Notice of Meeting

NOTICE IS HEREBY GIVEN

That the twenty-second Annual General Meeting (AGM) of IQE plc (IQE or Company) will be held on Tuesday 25 June 2024 at 9:00am. The meeting will be held at Peel Hunt LLP, 7th Floor, 100 Liverpool St, London EC2M 2AT, United Kingdom, for the transaction of the following business:

The Board considers all of the resolutions to be in the best interests of the company and its shareholders as a whole and recommends that you vote FOR all of the resolutions.

Resolution 1 – Reports and Accounts

To receive the director's report and audited financial statements, and the directors' and auditors' reports, for the financial year ended 31 December 2023.

Resolution 2 – Directors' Remuneration Report

To receive the directors' annual report on remuneration set out on pages 72 to 85 of the Company's annual report and accounts for the year ended 31 December 2023 (this is an advisory vote).

Resolution 3

To re-elect Phil Smith

Resolution 4

To re-elect Americo Lemos

Resolution 5

To elect Jutta Meier

Resolution 6

To re-elect Ellen Carol Chesney

Resolution 7

To re-elect Victoria Hull

Resolution 8

To re-elect Andrew Nelson

Resolution 9

To elect Bamdad Bastani

Resolution 10

To elect Maria Marced

Resolution 11

To re-elect Harmesh Suniara

Resolution 12 – Reappointment of auditor

To re-appoint KPMG LLP as Auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company, and authorise the directors to fix their remuneration.

Resolution 13 – Directors' authority to allot shares

To generally and unconditionally authorise the Directors, in accordance with section 551 of the Companies Act 2006 and article 15 of the Company's articles of association (Articles) and in substitution for all existing authorities to the extent unused, 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 of £3,206,152.72; and

(b) up to a further aggregate nominal amount of £3,206,152.72 provided that (i) they are equity securities (within the meaning of section 560(1) of the Companies Act 2006) and (ii) they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date and to other holders of equity securities entitled to participate therein, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter.

This authority shall expire on the earlier of 15 months after the date of passing of this resolution and the conclusion of the next annual general meeting of the Company following the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

Notice of Meeting continued

Resolution 14 – Disapplication of pre-emption rights

That, if resolution 13 is passed, to authorise the directors, pursuant to sections 570 and 573 of the Companies Act 2006, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited: (A) in connection with an offer by way of a rights issue or other pre-emptive issues to holders of ordinary shares in the capital of the Company in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, record dates, or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange; (B) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of £961,845.82; and (C) to the 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 of Meeting, such authority to expire at the end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months after the date of passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 15 – Disapplication of pre-emption rights (additional authority)

That if resolution 13 is passed, to authorise the Directors, pursuant to section 570 and 573 of the Companies Act 2006, in addition to any authority granted under resolution 14 to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be: (A) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £961,845.82, 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 determine to be either an acquisition or a 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 of Meeting; 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% 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 Board of the Company determines 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 end of the next annual general meeting of the Company (or, if earlier, at the close of business on the date falling 15 months after the date of passing of this resolution but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolutions 1 to 13 will be proposed as ordinary resolutions. For each of those resolutions to be passed, more than 50% of the votes cast must be in favour of the resolution.

Resolutions 14 and 15 will be proposed as special resolutions. For each of those resolutions to be passed, at least 75% of the votes cast must be in favour of the resolution.

ANY OTHER BUSINESS

To transact any other ordinary business which may be transacted at an Annual General Meeting.

By Order of the Board of Directors



Tom Dale

EVP, General Counsel & Company Secretary

Notes:

1. A member who would be ordinarily entitled to attend and vote at the AGM may appoint one or more proxies (who need not be a member of the Company) to attend and to speak and to vote on his or her behalf whether by show of hands or on a poll. A member can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by him/her. Please note the Company's suggestions regarding the appointment of a proxy.
2. In order to vote at the AGM or any adjourned meeting (and also for the purpose of calculating how many votes a person may cast), a person must have his/her name entered on the register of members of the Company by close of business on Friday 21 June 2024 (or close of business two days before any adjourned meeting). Changes to entries on the register of members after this time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
3. Any member has the right to ask any question relating to the business being dealt with at the meeting. The Company has provided members with means to ask questions and has asked that questions be provided in advance of the meeting. The Company will answer the themes raised by the questions following the meeting unless exempted by the provisions of section 319A of the Act.
4. In order to be valid an appointment of proxy (together with any authority under which it is executed or a copy of the authority certified notary) must be returned by one of the following methods: (a) in hard copy form by post, by courier or by hand to the Company's registrars, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; (b) via the Company's Registrars' online portfolio service, Shareview, you can submit your proxy by logging on to your portfolio at www.shareview.co.uk using your usual user ID and password. Once logged in, simply click 'View' on the 'My Investments' page, click on the link to vote then follow the on-screen instructions. If you have not previously registered for this facility, you will first be asked to register as a new user, for which you will require your Shareholder Reference Number (which can be found on your Proxy Form or Notice of Availability); (c) in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below and in each case must be received by the Company not later than 9.00am on Friday 21 June 2024. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournment thereof 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. In order for a proxy appointment, or instruction, made by means of CREST to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland 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 relates to the appointment of a proxy or to 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 RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. 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. The Company may treat as invalid a CREST Proxy instruction in the circumstances set out in Regulation 35(5) of the Uncertificated Securities Regulations 2001. 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 therefore 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 or her 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.

5. 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 Proximity, please go to www.proximity.io. Your proxy must be lodged by 9:00 am on Friday 21 June 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.
6. All directors of the company are required by the articles of association to retire and offer themselves for election or re-election at each AGM. In accordance with this requirement, Phil Smith, Americo Lemos, Jutta Meier, Carol Chesney, Victoria Hull, Andrew Nelson, Bambad Bastani, Maria Marced and Harmesh Suniara will retire and offer themselves for re-election as directors. Biographical details of the directors, including their membership of Board committees, are set out in the annual report and accounts for the year ended 31 December 2023.
7. The issued share capital of the Company as at 1 May 2024 was 961,845,817 ordinary shares of £0.01 each (excluding treasury shares), carrying one vote each.
8. Copies of the service contracts of the directors are available for inspection at the registered office of the Company during normal business hours on any weekday from the date of this notice until the close of the meeting.
9. Notes to resolutions 13, 14 and 15

General explanation: Directors' authority to allot shares

These resolutions seek limited authority from shareholders for the Company to allot shares, and limited authority to allot shares in certain circumstances without first offering them to existing shareholders. They enable the Company to raise capital quickly and easily when needed, and permit the Directors to allot shares as consideration in a transaction. The Company is seeking authority to allot shares at its AGM for the full amount permitted by institutional investor guidelines in order to allow the Board as much flexibility as possible. The Board believes that this authority is in the interests of the Company and its shareholders as a whole.

Resolution 13 – Directors' authority to allot shares

The Investment Association Share Capital Management Guidelines (the IA guidelines) state that an authority to allot up to two thirds of the existing issued share capital should be regarded by shareholders as routine business. The Company has taken authority for the full amount in prior years and seeks to do so again this year under resolution 13. The directors are seeking authority to allot shares up to an aggregate nominal amount of £6,412,305.44. This is equal to two thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 1 May 2024, being the latest practicable date prior to the publication of this notice. In accordance with the IA guidelines, one half of this amount, that is one third of the Company's issued ordinary share capital (excluding treasury shares) as at 1 May 2024, can be used only if the relevant securities are equity securities and are offered in connection with a rights issue (and which therefore does not include an open offer).

The authority conferred pursuant to resolution 13 will expire on the earlier of 15 months after the date of passing of this resolution and the conclusion of the Annual General Meeting of the Company next following the passing of this resolution.

The Directors have no current intention of issuing shares other than in relation to the Company's employee share schemes.

Resolutions 14 and 15 – Disapplication of pre-emption rights

Resolutions 14 and 15 seek limited authority for the Directors to allot shares for cash under the authority granted under resolution 13 in certain circumstances without first offering them to existing shareholders. This is known as the disapplication of pre-emption rights.

The authorities requested comply with institutional shareholder guidance, and in particular with the Pre-Emption Group's Statement of Principles on disapplying pre-emption rights as revised in November 2022 (Pre-emption Principles). The Pre-emption Principles allow the Directors to issue shares for cash otherwise than in connection with a pre-emptive offer, up to 10% of a Company's issued share capital on an unrestricted basis together with an additional 10%, provided that the Directors confirm that they intend to use the additional 10% authority only in connection an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the 12-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer.

The Board considers that it is in the best interests of its shareholders generally that the maximum authorities should be sought in line with the Pre-emption Principles. If supported this authority would provide the Board with the flexibility, conferred by resolutions 14 and 15, to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions. This allows the Board to raise capital quickly and easily in order to finance business opportunities when they arise in line with strategy.