

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should consult your stockbroker, solicitor, accountant or other professional adviser. If you have sold or otherwise transferred all of your shares in Solid State PLC (the "Company"), please pass this document together with the accompanying proxy form as soon as possible to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



NOTICE OF THE ANNUAL GENERAL MEETING

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The annual general meeting is being held at the registered office of the company in the usual way and in accordance with the current Articles of Association.

If any shareholders are intending to attend the meeting in person, we would request that they register this intention at least 48 hours in advance of the meeting at (investor.information@solidstateplc.com).

In order to ensure that shareholders are able to follow the proceedings of the AGM without attending in person, the Company will provide access online via the Investor Meet Company platform. However, please note that shareholders will not be able to vote online at the AGM via the platform and are therefore requested to submit their votes via proxy, as early as possible. Shareholders are invited to submit any questions for the Board to consider. Questions can be pre submitted ahead of the AGM via the Investor Meet Company Platform up until 9am the day before the AGM or submitted at any time during the AGM itself.

Shareholders that wish to attend the AGM remotely should register for the event in advance by using the following link:

<https://www.investormeetcompany.com/solid-state-plc/register-investor>

In resolution 3 the final dividend is subject to approval by shareholders at the AGM. The final dividend will be paid on 27 September 2024 to shareholders on the register at the close of business on 6 September 2024, and the shares will be marked ex-dividend on 5 September 2024.

Following shareholder feedback, in resolution 14 the Company is seeking to issue 4 new ordinary shares of £0.05p each for each ordinary share of £0.05 each held by shareholders at the record date of 6.00pm on 1 October 2024, with a view to improving the liquidity and accessibility of the Company's shares and encourage retail participation and attract new investors while rewarding our long term shareholder base.

Notice is hereby given that the annual general meeting of Solid State PLC will be held at 2 Ravensbank Business Park, Hedera Road Redditch B98 9EY, on 12 September 2024 at 9.30am for the following purposes:

ORDINARY RESOLUTIONS

1. To receive the accounts for the year ended 31 March 2024, together with the reports of the Directors and auditors thereon. (Resolution 1)
2. To approve the Directors' Annual Report on Remuneration (this is an advisory vote). (Resolution 2)
3. To declare a final dividend of 14.5p per share. (Resolution 3)
4. To reappoint Nigel F Rogers as a director of the company. (Resolution 4)
5. To reappoint Gary S Marsh as a director of the company. (Resolution 5)
6. To reappoint John L Macmichael as a director of the company. (Resolution 6)
7. To reappoint Peter O James as a director of the company. (Resolution 7)
8. To reappoint Matthew T Richards as a director of the company. (Resolution 8)
9. To reappoint Peter J Magowan as a director of the company. (Resolution 9)
10. To reappoint Samantha J Smith as a director of the company. (Resolution 10)
11. To reappoint RSM UK Audit LLP as auditors of the Company. (Resolution 11)
12. To authorise the Directors to fix the auditors' remuneration. (Resolution 12)
13. To pass the following resolution:

That the Directors be generally and unconditionally authorised to allot shares in the Company (**Relevant Securities**):

- i. comprising equity securities (as defined by section 560 of the Companies Act 2006) up to an aggregate nominal amount of £187,714.63 (which is 33% of the issued share capital) (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph (ii) below) in connection with an offer by way of a rights issue:
 - a. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
 - b. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

- ii. in any other case, up to an aggregate nominal amount of £113,766.44 (which is 20% of the issued share capital) (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph i) above, provided that this authority shall, unless renewed, varied or revoked by the Company, expire after a period of 18 months from the passing of this resolution or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot Relevant Securities but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities. (Resolution 13)

14. To pass the following resolution:

THAT the directors of the Company be generally and unconditionally authorised to:

- i. capitalise a sum not exceeding £2,500,000 standing to the credit of the Company's share premium account, and to apply such sum in paying up in full up to 50,000,000 Ordinary Shares of £0.05 each in the capital of the Company (Bonus Shares) that may be allotted under the authority given by sub-paragraph ii of this resolution 14 (Bonus Shares); and
- ii. in accordance with section 551 of the Companies Act 2006 (CA 2006), allot and issue, credited as fully paid up, the Bonus Shares to the holders of Ordinary Shares of £0.05 each in the capital of the Company on the basis of 4 Bonus Shares for every 1 Ordinary Share of £0.05 each held and recorded in the register of members of the Company at 18.00 on 1 October 2024 (or such other time and date as the directors may determine), and such authority shall for the purposes of section 551 of the CA 2006 expire at the conclusion of the next annual general meeting of the Company, or, if earlier, 31 March 2025. (Resolution 14)

SPECIAL RESOLUTIONS

15. To pass the following resolution:

That the Company is authorised to allot equity securities pursuant to resolution 13 above up to an aggregate nominal amount of £56,883.22, which is 10% of the issued share capital, as if Section 561 of the Companies Act 2006 (existing shareholders – right of pre-emption):

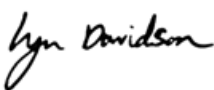
- i. did not apply to the allotment; or
- ii. applied to the allotment with such modifications as the Directors may determine provided that this authority shall, unless renewed, varied or revoked by the company, expire after a period of 18 months from the passing of this resolution save that the company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by the resolution has expired. (Resolution 15)

16. To pass the following resolution:

That the Company is, pursuant to Section 701 of the Companies Act 2006, hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:-

- i. the minimum price which may be paid for the ordinary shares is 5p per ordinary share;
- ii. the maximum price that may be paid for such shares is, in respect of a share contracted to be purchased on any day, an amount (exclusive of all expenses) equal to 105 per cent of the average middle market quotations of the ordinary shares of the company as derived from the Daily Official List of the London Stock Exchange on the 10 dealing days immediately preceding the day on which the shares are contracted to be purchased;
- iii. the authority hereby conferred shall expire after a period of 18 months from the passing of this resolution unless such authority is renewed prior to such expiry;
- iv. the authority hereby conferred is in substitution for any existing authority to purchase ordinary shares under the said Section 701;
- v. the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which will be executed wholly or partly after the expiry of such authority and may make a purchase or purchases of ordinary shares in pursuance of any such contract; and
- vi. the maximum number of ordinary shares hereby authorised to be purchased by the Company does not exceed 15 per cent of the issued ordinary share capital of the Company at the date of the passing of this resolution. (Resolution 16)

BY ORDER OF THE BOARD



L Davidson FCA

Secretary

7 August 2024

Registered office: 2 Ravensbank Business Park, Hedera Road, Redditch, B98 9EY

NOTICE OF ANNUAL GENERAL MEETING

CONTINUED

NOTES:

Entitlement to attend and vote

1. Only those members registered on the Company's register of members at close of business 2 days before the time appointed for the meeting, or if this meeting is adjourned, at close of business on the day two days prior to the adjourned meeting shall be entitled to attend and vote at this meeting.

Attending in person

2. If you wish to attend the meeting in person, please bring photographic identification with you to the meeting.

Appointment of proxies

3. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
4. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
5. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
6. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
7. A vote withheld is not a vote in law, which means that the vote will not be counted in the circulation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

8. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, not later than 48 hours before the time appointed for the Meeting. The completion and return of a form of proxy will not, however, preclude shareholders from attending and voting in person at the Meeting.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power of authority) must be included with the proxy form.

Appointment of proxy joint members

9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in

respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

10. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; and amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

11. In order to revoke a proxy instruction, you will need to inform the Company using one of the following methods:
 - a. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appoint to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD.
 - b. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power of authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, not later than 48 hours before the time appointed for the Meeting.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

12. As at 7 August 2024 the Company's issued share capital comprised of 11,376,644 ordinary shares of 5p each which includes 7,196 shares held in treasury. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 7 August 2024 is 11,369,448.

Documents on display

13. The following documents will be available for inspection at the place of the Annual General Meeting prior to the meeting until the time of the Meeting and for at least 15 minutes prior to the meeting:
 - a. The register of Directors' interests in the share capital and debentures of the Company; and
 - b. Copies of service agreements under which Directors of the Company are employed
 - c. The full rules of the LTIP
 - d. The full rules of the CSOP
 - e. Copies of the new Articles of Association of Solid State PLC Company No 00771335.