

This document is important. If you are in any doubt about what action you should take, you are recommended to consult your financial adviser. If you have sold or transferred all your shares, you should send this document and the Form of Proxy to the purchaser or to the stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Registered number: 01919797

Registered office: Trifast House, Bellbrook Park, Uckfield, East Sussex TN22 1QW

24 June 2019



Dear Shareholder

ANNUAL GENERAL MEETING

This letter explains the business to be conducted at this year's Annual General Meeting ("AGM"), which is to be held at Trifast House, Bellbrook Park, Uckfield, East Sussex TN22 1QW, on 24 July 2019 at 12 noon.

Ordinary Business

1 Annual Report and Financial Statements

The Directors must present their Annual Report and Financial Statements to the Meeting. This gives shareholders the opportunity to ask questions on the content before voting on the resolution.

2 Remuneration Report

Shareholders have an opportunity to cast an advisory vote on the Directors' Remuneration Report for the financial year ended 31 March 2019.

3 Dividend

The Board is recommending a final dividend of 3.05 pence per ordinary share.

4-10 Re-election of Directors

In accordance with the Corporate Governance Code, all Directors are subject to annual re-election. Accordingly, Malcolm Diamond, Mark Belton, Clare Foster, Glenda Roberts, Neil Warner, Jonathan Shearman and Scott Mac Meekin are offering themselves for re-election.

Biographical details for all Directors can be found in the Annual Report, or online at www.trifast.com.

11 Appointment of Auditor

An ordinary resolution will be proposed to re-appoint KPMG LLP as the Company's auditor to hold office until the conclusion of the next general meeting at which Accounts are laid before the Company.

12 Remuneration of the Auditor

An ordinary resolution will be proposed to authorise the Directors to determine the remuneration payable to the auditor.

Special Business

13 Authority to allot relevant securities

At the Company's last AGM, shareholders authorised the Directors, under section 551 of the Companies Act 2006 and the Company's Articles of Association, to allot ordinary shares and grant other share rights without the prior consent of shareholders. It is proposed by ordinary resolution to seek renewal of this authority and to so authorise the Directors for the period until the AGM in 2020, or if sooner, 24 October 2020. The £2,011,561 nominal amount of the ordinary shares to which this authority relates (referred to as the section 551 Amount) represents approximately 33% of the nominal amount of issued share capital of the Company as at the date hereof. The Directors have no present intention of exercising this authority.

14 Disapplication of pre-emption rights (unrestricted basis)

At the Company's last AGM, the Directors were empowered to allot ordinary shares for cash without first being required to offer such shares to existing shareholders pursuant to section 561 of the Companies Act 2006 and the Company's Articles of Association. It is proposed by special resolution that this authority also be renewed for the same period as the authority under Resolution 13. The £304,782 nominal amount of ordinary shares to which this authority relates represents approximately 5% of the issued share capital of the Company as at the date hereof.

15 Disapplication of pre-emption rights (acquisition basis)

In addition to the authority for disapplication of pre-emption rights set out at Resolution 14 above, in accordance with the guidance of the Pre-Emption Group, the Directors seek an additional authority to allot ordinary shares for cash without first being required to offer such shares to existing shareholders pursuant to section 561 of the Companies Act 2006 and the Company's Articles of Association for a further £304,782 nominal amount of ordinary shares representing approximately 5% of the issued share capital of the Company as at the date hereof. This allotment authority is only to be used for an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group. It is proposed by special resolution that this authority be given for the same period as the authority under Resolution 13.

16 Authority to purchase shares

This special resolution seeks authority for the Company to make market purchases of its own shares. If passed, the resolution gives authority for the Company to purchase up to 12,191,281 ordinary shares, representing approximately 10% of the Company's issued share capital (excluding treasury shares) as at the date hereof.

The resolution specifies the minimum and maximum prices which may be paid for any shares purchased under this authority. The authority will expire at the AGM in 2020 or, if sooner, 24 October 2020.

The Directors only intend to exercise the authority to purchase shares where they consider that such purchases will be in the best interests of shareholders generally and will result in an increase in earnings per share.

The Company may either cancel any shares it purchases under this authority or transfer them into treasury (and subsequently sell or transfer them out of treasury or cancel them).

17 Notice periods for general meetings

The Companies Act 2006 allows shareholders to approve a shorter notice period than 21 clear days to apply to general meetings, which cannot however be less than 14 clear days. Annual General Meetings will continue to be held on at least 21 clear days' notice.

In order to enable Directors to be able to utilise this ability, Resolution 17 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

Form of Proxy

You will find enclosed the Form of Proxy for use at the AGM. You are asked to complete and return it to the Company's Registrar as soon as possible, and in any event, not later than 12 noon on the day that is two working days prior to the Meeting.

The return of the Form of Proxy will not prevent you from attending the AGM and voting in person should you wish.

Recommendation

The Directors believe that the proposals set out in the Notice of Meeting are in the best interests of the shareholders as a whole. Accordingly, they unanimously recommend that you vote in favour of these resolutions, as they intend to do in respect of their own beneficial shareholdings.

Yours sincerely

Malcolm Diamond MBE
Non-Executive Chairman

NOTICE OF ANNUAL GENERAL MEETING TRIFAST PLC

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Trifast plc will be held at Trifast House, Bellbrook Park, Uckfield, East Sussex TN22 1QW on 24 July 2019 at 12 noon for the following purposes:

ORDINARY RESOLUTIONS

- 1 To consider the Company's Annual Report and Financial Statements and the reports of the Directors and Auditors for the year ended 31 March 2019.
- 2 To receive and approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) contained in the Annual Report.
- 3 To declare a final dividend.
- 4 To re-elect Malcolm Diamond as a Director.
- 5 To re-elect Mark Belton as a Director.
- 6 To re-elect Clare Foster as a Director.
- 7 To re-elect Glenda Roberts as a Director.
- 8 To re-elect Neil Warner as a Director.
- 9 To re-elect Jonathan Shearman as a Director.
- 10 To re-elect Scott Mac Meekin as a Director.
- 11 To re-appoint KPMG LLP as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- 12 To authorise the Directors to fix the remuneration of the auditor.

As special business, to consider and, if thought fit, pass the following resolutions (Resolution 13 is proposed as an ordinary resolution, Resolutions 14, 15, 16 and 17 as special resolutions):

- 13 THAT the authority and power conferred on the Directors by the Company's Articles of Association to allot shares in the Company or to grant rights to subscribe for, or to convert any security into, shares in the Company be renewed for the period ending on the date of the Annual General Meeting in 2020 or 24 October 2020, whichever is the earlier, and for such period the section 551 Amount be £2,011,561.

SPECIAL RESOLUTIONS

- 14 THAT the authority and power conferred on the Directors by the Company's Articles of Association to allot equity securities or to sell treasury shares wholly for cash be renewed for the period ending on the date of the Annual General Meeting in 2020 or 24 October 2020, whichever is the earlier:
 - (a) in connection with a rights issue; or
 - (b) otherwise than in connection with a rights issue, with a section 561 Amount of £304,782.
- 15 THAT in addition to the authority granted under Resolution 14, the authority and power conferred on the Directors by the Company's Articles of Association to allot equity securities or to sell treasury shares wholly for cash be further renewed for the period ending on the date of the Annual General Meeting in 2020 or 24 October 2020, whichever is the earlier, with an additional section 561 Amount of £304,782 to be used only for the purposes of financing (or refinancing if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment pursuant to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group.

16 THAT the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 5p each in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares which may be purchased is 12,191,281 ordinary shares;
- (b) the maximum price at which ordinary shares may be purchased is an amount equal to 5% above the average of the middle market quotations for the ordinary shares as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase and the minimum price is 5p per ordinary share (in both cases exclusive of expenses);
- (c) the authority to purchase conferred by this resolution shall expire on the date of the Annual General Meeting in 2020 or, if earlier, 24 October 2020 save that the Company may, before such expiry, enter into a contract to purchase ordinary shares under which such purchases will or may be completed or executed wholly or partly after the expiration of this authority and may make a purchase of ordinary shares in pursuance of any such contract; and
- (d) all ordinary shares purchased pursuant to the said authority shall be either:
 - (i) cancelled immediately upon completion of the purchase; or
 - (ii) held, sold, transferred or otherwise dealt with as treasury shares in accordance with the provisions of the Companies Act 2006.

17 THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf at the Meeting. If more than one proxy is appointed each proxy must be appointed in respect of different shares held by that member. A proxy need not be a member of the Company.

By order of the Board,

Lyndsey Case
Company Secretary

24 June 2019
Registered office:
Trifast House
Bellbrook Park
Uckfield
East Sussex
TN22 1QW

NOTES:

- 1 A Form of Proxy is enclosed. The appointment of a proxy will not prevent a shareholder from subsequently attending and voting at the Meeting in person, in which case any votes cast by the proxy will be excluded.
- 2 To be effective the instrument appointing a proxy, and (failing prior registration) any letter or power of attorney under which it is executed (or a duly certified copy thereof) must be deposited at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY.

As an alternative to completing the hard copy proxy form, shareholders can vote and appoint a proxy electronically by going to the following website www.investorcentre.co.uk/eproxy. You will be asked to enter the Control Number, the Shareholder Reference Number (SRN) and PIN as provided on your proxy card and agree to certain terms and conditions.

For either format of proxy to be valid, it must be received no later than 12 noon on the day that is two working days prior to the Meeting. Further details relating to the appointment of proxies are included in the proxy form.

- 3 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 by using the procedures described in the CREST Manual (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

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's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by the Company's agent (ID. 3RA50) no later than 12 noon on the day that is two working days prior to the Meeting. It is the responsibility of the CREST member concerned to take 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. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- 4 If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity 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 received no later than 12 noon on the day that is two working days prior to the Meeting in order to be considered valid. 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.
- 5 Information regarding the Meeting is also available from www.trifast.com.
- 6 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided they do not do so in relation to the same shares.
- 7 Copies of all contracts of service or letters of appointment under which Directors of the Company are engaged by the Company or any of its subsidiaries are available for inspection at the Company's Registered Office during business hours on any weekday (Saturdays and public holidays excluded) as well as at the offices of Charles Russell Speechlys LLP, 5 Fleet Place, London, EC4M 7RD and will also be available for inspection at the place of the Meeting from fifteen minutes before it is held until its conclusion.
- 8 On 24 June 2019, the total number of outstanding options under the Company's share option schemes to subscribe for shares in the Company amounted to 5,943,997. This represents approximately 4.9% of the Company's issued share capital (excluding treasury shares) on that date. If the authority to purchase shares in Resolution 16 was exercised in full, the options would represent approximately 5.4% of the issued share capital (excluding treasury shares) as at 24 June 2019. The Company currently holds no treasury shares.
- 9 Any person to whom this Notice of Meeting is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

- 10 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those shareholders registered in the Register of members of the Company as at 6pm on 22 July 2019 (or, if the Meeting is adjourned, by 6pm on the day that is two working days prior to the adjourned meeting) shall be entitled to attend or vote at the Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the relevant register of securities after 6pm on the relevant day shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
- 11 The vote on the Directors' Remuneration Report is advisory in nature. A Remuneration Policy will be put to shareholders again no later than the Company's AGM three years' after the last Remuneration Policy was adopted. A full copy of the Remuneration Policy can be found at the Company's website, www.trifast.com.
- 12 Members attending the Meeting will, subject as provided in the Company's Articles of Association, be entitled to ask questions relating to the business of the Meeting.
- 13 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 a statement on a website 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 circumstances connected with an auditor of the Company ceasing to hold office since the last AGM. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

