

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

This letter should be read in conjunction with the circular to e2v Shareholders dated 21 December 2016 (the "Scheme Document") which can be found on the main e2v website at www.e2v.com. The definitions used in the Scheme Document apply in this letter except where the context otherwise requires.

The release, publication or distribution of this document and/or the accompanying documents (in whole or in part) in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

21 December 2016

*To: All participants in the e2v 2004 Long-Term Incentive Plan and the e2v 2013 Long-Term Incentive Plan (together, the "**Plans**")*

Dear Colleague

RECOMMENDED CASH OFFER FOR E2V TECHNOLOGIES PLC ("e2v") BY TELEDYNE BIDCO ("Teledyne")

Summary

As you may be aware, the boards of Teledyne and e2v have recently reached agreement on the terms of a recommended cash acquisition by which the entire issued and to be issued ordinary share capital of e2v will be acquired by Teledyne (the "**Acquisition**").

Under the terms of the Acquisition, holders of e2v Shares will be entitled to receive 275 pence in cash for each e2v Share (the "**Consideration**").

A special procedure is being used for the Acquisition known as a 'Scheme of Arrangement' under Part 26 of the Companies Act 2006 (the "**Scheme**"). More details about this can be found on the main e2v website at www.e2v.com (where you can also obtain a copy of the Scheme Document). The effective date of the takeover of e2v is expected to be on or about 22 March 2017 ("**Effective Date**").

The Scheme remains subject to shareholder approval, the Court approving the Scheme ("**Court Sanction**") and certain other conditions. If the Scheme does not become effective, the Options granted to you under the Plan (the "**Options**") will continue in the same manner as they would have done absent the Scheme.

The purpose of this letter is to explain the implications of the Acquisition for the Options.

How the Acquisition will affect your Options

Options which are currently exercisable

Options which are currently exercisable (those granted with 3-year vesting periods in 2012 and 2013) will lapse shortly after Court Sanction, which is expected to be on or about 21 March 2017 2017.

To exercise your Options before they lapse, use the enclosed exercise form.

Options which are not currently exercisable

Options which are not currently exercisable (those granted with 4-year vesting periods in 2013 and with 3-year vesting periods in 2014, 2015 and 2016) will become exercisable to the extent the e2v remuneration committee (the “**Committee**”) has determined that the performance conditions have been met. You will receive a further letter from e2v in the new year setting out the number of shares over which your Options will become exercisable.

To the extent Options do become exercisable, they will become exercisable with effect from Court Sanction, which is expected to be on or about 21 March 2017. Where such Options are not exercised within one month from Court Sanction, they will lapse. Any Options which do not become exercisable will lapse on Court Sanction.

The Proposal

This letter gives you the opportunity to agree to exercise your Options with effect from Court Sanction and sell the resulting e2v Shares to Teledyne (the “**Proposal**”) by completing the enclosed exercise form. You should read this letter and the attached Appendix on tax before making your decision. If you are not sure of your tax position or if you are not a UK taxpayer you may want to take your own tax advice.

If you accept the Proposal

If you accept the Proposal and the Scheme is sanctioned by the Court, the e2v Shares you acquire on exercise of your Options will be transferred to Teledyne upon the Scheme becoming effective. You will receive the Consideration for such shares (after deduction of income tax and employee national insurance) through payroll as soon as practicable following the Effective Date (and in any event within fourteen days of that date).

If you do not accept the Proposal

If you exercise your Options within one month following Court Sanction, the e2v Shares you receive will in any event be acquired by Teledyne for 275 pence in cash per e2v Share pursuant to compulsory purchase provisions to be included in the Articles of Association of e2v. If you do not exercise your Options within one month of Court Sanction they will lapse and become worthless.

Further Information

The likely tax consequences for UK taxpayers of the exercise of Options are summarised in the Appendix to this letter. The precise consequences will depend on your own particular circumstances.

If the Scheme is not sanctioned by the Court, your Options will continue as they would have done absent the Scheme and you will be able (subject to the rules of the Plan) to acquire e2v Shares in due course.

If your Options are already exercisable for a reason unconnected with the Scheme (e.g. they have already vested or your employment has ceased in certain circumstances) the choices detailed above may still be available to you provided your Options have not lapsed by the Effective Date. The Scheme will not extend the window of exercise of your Options.

If you have any queries about this letter, your Options or the Scheme then please contact Nick Wargent on 01245 493 493.

Please note that none of e2v, Teledyne or any of their respective officers or employees can give any advice as to the action which you should take. If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from a qualified financial adviser authorised under the Financial Services and Markets Act 2000, if you are resident in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

Yours sincerely

A handwritten signature in black ink that reads "S. Blair". The signature is written in a cursive style and is underlined.

Steve Blair

for and on behalf of e2v technologies plc

Group CEO

REGULATORY NOTES

The e2v Directors, who have been so advised by Investec and Rothschild, consider the terms of the proposals in respect of Option(s) contained in this letter to be fair and reasonable in the context of the Acquisition. Accordingly, the e2v Directors recommend you to take the course of action most suited to your personal circumstances. In providing advice to the e2v Directors, Investec and Rothschild have taken into account the commercial assessments of the e2v Directors.

The e2v Directors (whose names are set out in paragraph 2.1 of Part V of the Scheme Document) accept responsibility for the information contained in this document. To the best of the knowledge and belief of the e2v Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Teledyne Directors (whose names are set out in paragraph 2.2 of Part V of the Scheme Document) accept responsibility for the information contained in this letter relating to Teledyne Bidco, each member of the Teledyne Group and themselves and their respective immediate families, related trusts and connected persons. To the best of the knowledge and belief of the Teledyne Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

The Teledyne Bidco Directors (whose names are set out in paragraph 2.3 of Part V of the Scheme Document) accept responsibility for the information contained in this letter relating to Teledyne Bidco, each member of the Teledyne Group and themselves and their respective immediate families, related trusts and connected persons. To the best of the knowledge and belief of the Teledyne Bidco Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this letter for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Investec, which is authorised by the PRA and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for e2v and for no one else in connection with the matters set out in this letter and will not regard any other person as its client in relation to the matters referred to in this letter and will not be responsible to anyone other than e2v for providing the protections afforded to clients of Investec nor for providing advice in relation to the Acquisition or any other matter or arrangement referred to in this letter.

Rothschild, which is authorised and regulated in the United Kingdom by the FCA, is acting exclusively as financial adviser to e2v and no one else in connection with the matters referred to in this letter and will not regard any other person as its client in relation to the matters referred to in this letter and will not be responsible to anyone other than e2v for providing the protections afforded to clients of Rothschild nor for providing advice in relation to the matters referred to in this letter.

Investec and Rothschild have given and not withdrawn their consent to the issue of this document with the inclusion of the references herein to its name in the form and context in which they are included.

A copy of the Scheme Document has been published on the company's website at www.e2v.com. e2v will send within two Business Days, without charge, to each person to whom a copy of this letter has been sent (each a "Recipient"), on their request, a copy of the Scheme Document or any other relevant documents published on the company's website in connection with the Acquisition. Requests should be addressed to Equiniti Limited, Aspect House, Spencer Road, Lancing BN99 6DA. The helpline number is 0371 384 2688 (or +44 121 415 if calling from outside the UK). Lines are open 8.30am to 5.30pm (UK time) Monday to Friday (excluding public holidays in England and Wales). Calls to the helpline from outside the UK will be charged at the applicable international rates, different charges may apply to calls made from mobile telephones. Recipients may also request that all future documents, announcements and information sent to them in relation to the e2v Acquisition be in hard copy form. The helpline cannot provide advice on the merits of the Scheme nor give any financial, legal or tax advice. This letter does not

constitute a summary of the Scheme Document and should not be regarded as a substitute for reading it in full.

APPENDIX

Tax Summary

The following is a summary for holders of Options resident in the UK of certain aspects of the taxation implications of the exercise of Options. It is intended as a guide only. The precise taxation consequences for you will depend on your particular circumstances. Neither e2v nor Teledyne (nor any of their respective officers or employees) can provide you with specific tax advice. If you are in any doubt as to your tax position or if you are subject to taxation in another jurisdiction, you are advised to seek professional advice.

Income Tax and National Insurance

Upon exercise of your Options, income tax at your marginal rate will arise. The income tax liability which arises on the exercise of your Options will be calculated on the market value of your e2v Shares on the date of exercise (likely to be the cash amount you receive under the Acquisition). So, assuming that you have an Option under which you are able to acquire 20,000 e2v Shares and that the market value of an e2v Share when your Option is exercised is 275 pence, income tax would be payable on $20,000 \times 275 \text{ pence} = \text{£}55,000$. If you are a higher rate taxpayer, $\text{£}22,000$ ($\text{£}55,000 \times 40\%$) income tax would be deducted.

A national insurance charge will also arise on the exercise of Options:

If you earn less than the upper earnings limit (£827 per week) there will be a charge at the employee national insurance contribution rate (currently 12%).

If your earnings exceed the upper earnings limit there will be an employee national insurance contribution charge of 2% on the excess.

It is intended that any income tax or employee national insurance liability which arises on the exercise of Options will be collected via PAYE and deducted from the Consideration payable to you.

The Company will pay the employer national insurance contributions which arise on your exercise of your Options.

Capital Gains Tax

As you will be subject to income tax in respect of the exercise of Options, the base cost of the e2v Shares you acquire on the exercise of those Options will in broad terms equal the market value of those e2v Shares at the date of exercise (likely to be 275 pence per e2v Share). As these shares will be disposed of pursuant to the Scheme very shortly after exercise, **no** capital gains tax liability should therefore arise on their disposal.