

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in WH Ireland Group plc, please forward this document and the accompanying annual report and accounts (but not the personalised form of proxy) to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have received this document as a purchaser or transferee of shares in the Company, you should contact the Company's registrars, Neville Registrars on 0121 585 1131 to request a form of proxy.

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**WH IRELAND GROUP PLC**

*(a company incorporated in England and Wales with registered number 03870190)*

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice of the Annual General Meeting of the Company to be held at the Company's offices at 24 Martin Lane, London EC4R 0DR on 30 September 2024 at 11.00 a.m. is set out in this document.

Shareholders are requested to return the enclosed Form of Proxy for use in connection with the Annual General Meeting as soon as possible which, to be valid, must be completed and returned in accordance with the instructions printed thereon, so as to arrive at the offices of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 11.00 a.m. on 26 September 2024. Completion and return of a form of proxy will not preclude members from attending, speaking and voting in person at the Annual General Meeting if they so wish and are so entitled. Alternatively, if you are a CREST member, you may register your appointment of a proxy electronically by using the CREST electronic proxy appointment service. Further details are set out in the Notes to the Notice of Annual General Meeting and the Form of Proxy.

**WH IRELAND GROUP PLC  
NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of WH Ireland Group plc (the "**Company**") will be held at the offices of the Company, 24 Martin Lane, London EC4R 0DR on 30 September 2024 at 11.00 a.m. to consider and, if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions

**ORDINARY RESOLUTIONS**

- 1 To receive the Company's annual accounts for the financial year ended 31 March 2024 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts.
- 2 To appoint RSM UK Audit LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025 and to authorise the directors to fix their remuneration.
- 3 To re-elect Simon Moore who, having been appointed since the Company's last annual general meeting, retires in accordance with article 29 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 4 To re-elect Garry Stran who, having been appointed since the Company's last annual general meeting, retires in accordance with article 29 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.

**BY ORDER OF THE BOARD**

Simon Jackson

Company Secretary

**Date:** 30 August 2024

**Registered office:**

24 Martin Lane, London, EC4R 0DR

**NOTES:**

- 1 A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. A member may appoint more than one proxy in relation to this meeting, provided that each proxy is appointed to exercise rights attached to a different share or shares held by that member. A proxy need not also be a member. Completion and return of a form of proxy (or any CREST Proxy Instruction, as described in paragraphs 8 to 10 below) will not preclude a

- member from attending the meeting and voting in person, if they so wish and are so entitled.
- 2 If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.
  - 3 A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 11.00 a.m. on 26 September 2024 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
  - 4 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to commencement of the meeting. If the revocation is received after the time specified, the original proxy appointment will remain valid unless the member attends the meeting and votes in person.
  - 5 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to the commencement of the meeting. If the revocation is received after the time specified, the original corporate representative appointment will remain valid unless the member attends the meeting and votes in person.
  - 6 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy in respect of the same shares, 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).
  - 7 The right to vote at the meeting shall be determined by reference to the register of members of the Company. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 26 September 2024 (or, in the event of any adjournment, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote in respect of the number of

shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to vote at the meeting.

- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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.
- 9 In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is 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 Company's agent (ID 7RA11) by the latest time for proxy appointments set out in paragraph 3 above. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear 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 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 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- 11 As at 29 August 2024, the latest practicable date prior to the date of this notice, the Company's issued share capital consisted of 235,986,209 ordinary shares of 1 pence each, carrying one vote each and, therefore, the total number of voting rights in the Company as at 29 August 2024 were 235,986,209.
- 11 You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents (including

the form of proxy and the annual report and accounts) to communicate with the Company for any purposes other than those expressly stated.

- 12 Your personal data includes all data provided by you, or on your behalf, which related to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

## **EXPLANATORY NOTES:**

Resolutions 1 to 4 (inclusive) are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution.

An explanation of each of the resolutions is set out below:

### **Resolution 1 – Annual Report and Accounts**

The Directors are required to present to the annual general meeting the audited accounts and the Directors' and Auditors' Reports for the financial year ended 31 March 2024.

### **Resolutions 2 – Auditors**

The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to shareholders. Accordingly, this resolution proposes the re-appointment of RSM UK Audit LLP as the auditors of the Company. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 2 grants this authority to the directors.

### **Resolutions 3 and 4 – Re-election of Directors**

Article 29.1 of the Company's articles of association requires any directors who have been appointed by the Board since the last annual general meeting and any directors who were not appointed or reappointed at one of the preceding two annual general meetings to retire from office. Any such director is entitled to offer himself for re-election.

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