

NOTICE OF ANNUAL GENERAL MEETING
BALMORAL INTERNATIONAL LAND HOLDINGS PLC

Year ended 31 December 2022

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Balmoral International Land Holdings plc (the “Company”) will be held at Hilton Dublin Airport Hotel, Northern Cross, Malahide Road, Dublin 17 on Wednesday, 28 June 2023 at 10:30 am.

The AGM is held for the following purposes:-

As ordinary business to consider and, if thought fit, pass the following resolutions as ordinary resolutions:-

1. To receive and consider the Company’s Financial Statements for the year ended 31 December 2022 and the reports of the directors and auditors on those Financial Statements and to review the Company’s affairs.
2. By separate resolutions to re-elect as directors the following who retire in accordance with the Articles of Association of the Company and, being eligible, offer themselves for re-election:
 - (A) Declan McCourt (Resolution 2 (A));
 - (B) Robert Knox (Resolution 2 (B)); and
 - (C) Thomas Murphy (Resolution 2 (C))
3. To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2023.

As special business to consider and, if thought fit, pass the following resolutions: -

4. AS AN ORDINARY RESOLUTION:

“That the directors are hereby unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount of:

- (a) €2,627.90 (262,790,101 shares) representing approximately 33.3% of the aggregate nominal value of the issued ordinary share capital of the Company; and
- (b) €5,255.80 (525,580,203 shares) (after deducting from such limit any relevant securities allotted under paragraph (a) above) being equivalent to approximately 66.6% of the aggregate nominal value of the issued ordinary share capital of the Company, provided that (i) they are equity securities (within the meaning of section 1023(1) of the Companies Act 2014); and (ii) they are offered by way of a rights issue, placing or other pre-emptive issue to holders of ordinary shares on the register of members at such record dates 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 dates, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise.
- (c) The authority hereby conferred shall expire at the earlier of the close of business on the date of the next AGM after the passing of this resolution or 28 September 2024 provided however 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 in pursuance of such offer or agreement as if the authority hereby conferred had not expired.”

5. AS A SPECIAL RESOLUTION:

“That, subject to the adoption of Resolution 4 pursuant to Article 8(d) of the Articles of Association and Sections 1022 and 1023 of the Companies Act 2014, the directors are hereby empowered to allot equity securities (as defined by Section 1023 of that Act) for cash pursuant to the authority to allot relevant securities conferred on the directors by Resolution 4 as if sub-section (1) of Section 1022 of that Act did not apply to any such allotment provided that this power shall be limited to the matters provided for in Article 8(d)(i) and (ii) of the Articles of Association and provided further that the aggregate nominal value of any shares which may be allotted pursuant to Article 8(d)(ii) may not exceed €1,576.74 (157,674,061 shares) representing 20% of the aggregate nominal value of the issued ordinary share capital of the Company provided that the authority hereby conferred shall expire at the earlier of the close of business on the date of the next AGM after the passing of this resolution or 28 September 2024 provided however 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 in pursuance of such offer or agreement as if the authority hereby conferred had not expired.”

For and on behalf of the Directors

N. Quigley
Secretary
1 Stokes Place
Dublin 2

24 May 2023

Notes:

- Any member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person. A member may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that member. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. A member may appoint a proxy or proxies electronically by logging onto the website of the registrars, Computershare Investor Services (Ireland) Limited: www.eproxyappointment.com. Members will be asked to enter the member Reference Number and PIN Number as printed on your Form of Proxy and agree to certain conditions.
- As a member, you have several ways to exercise your right to vote:
 - By appointing (either electronically or by returning a completed Form of Proxy) the Chairman or another person as a proxy to vote on your behalf; or
 - By attending the Annual General Meeting in person.
- To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 by not later than 10:30 am on Monday, 26 June 2023. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which names stand in the register of members.
- The record date for the meeting shall be 6.00 pm on Monday, 26 June 2023 (or in the case of adjournment as at 48 hours before the time of the adjourned meeting). A person shall be registered in the register of members of the Company by such record date in order to exercise the right of a member to participate and vote at the meeting and any change to an entry on the relevant register of members after the record date shall be disregarded in determining the right of any person to attend and vote at the meeting.

Biographical details for the Directors standing for re-election at the AGM are set out in the Annual Report.