
PART VI

NOTICE OF EXTRAORDINARY GENERAL MEETING

Balmoral International Land Holdings plc

(Registered in the Republic of Ireland, Registered Number 501110)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Balmoral International Land Holdings plc (the “**Company**” or “**Balmoral**”) will be held on Thursday, 21 November 2024 at 11:00am at Arthur Cox LLP, 10 Earlsfort Terrace, Dublin 2, D02 T380 for the purpose of considering and, if thought fit, passing the following resolutions:

AS AN ORDINARY RESOLUTION:

(Resolution 1)

THAT for the purpose of article 96(g) of the articles of association of the Company and for all other lawful purposes, the material interests of the Directors of the Company in their being the holders of an aggregate interest in 4,325,226 Ordinary Shares in the capital of the Company (representing 56.87% of the issued Ordinary Shares in the capital of the Company and consisting of: (i) 1,732,931 Ordinary Shares representing 22.79% of the issued Ordinary Shares in the capital of the Company which are legally and/or beneficially held by the Directors; and (ii) 2,592,295 Ordinary Shares or 34.09% of the issued Ordinary Shares in the capital of the Company held by Huntroyde Limited, which is owned and controlled by Tom Murphy and Carl McCann), be and is hereby noted and that the Directors of the Company be entitled to vote and be counted in the quorum in respect of any resolutions, whether board resolutions or shareholder resolutions, in respect of the Transaction (as defined in Resolution 2), and that any actions taken by the Directors prior to the passing of this resolution which would have been within the authority conferred by this resolution, be and are hereby approved confirmed and ratified.

AS SPECIAL RESOLUTIONS:

(Resolution 2)

THAT the take private of the Company pursuant to which: (i) Shareholders in the Company holding less than 25,000 Ordinary Shares shall have their shares mandatorily redeemed by the Company for a price of €10.50 per Ordinary Share; (ii) Shareholders holding 25,000 or more Ordinary Shares shall have their shares mandatorily redeemed by the Company for a price of €10.50 per Ordinary Share unless they opt out of the Share Redemption; and (iii) the Company shall be re-registered as a private limited company (items (i), (ii) and (iii) are together the “**Transaction**”) be and is hereby approved.

(Resolution 3)

THAT the articles of association of the Company are hereby amended by the inclusion of the following new article 4A:

- “4A. Unless the Board determines otherwise and provided that in no event shall any Ordinary Shares in the capital of the Company be redeemed that would result in the nominal value of the issued share capital of the Company falling below €25,000, any Ordinary Share in the capital of the Company shall be deemed to be a Redeemable Ordinary Share on and from the time that the Board determines shall be the effective time for a transaction between the Company and any person (who may or may not be a member) pursuant to which the Company acquires or will acquire an Ordinary Share in the capital of the Company, or an interest in Ordinary Shares in the capital of the Company, from the relevant person, save for an acquisition for nil consideration pursuant to section 102(1)(a) of the Act, provided that the Board shall not make

such determination unless Shareholders holding not less than 80% of the issued Ordinary Shares in the Company have voted in favour of, consented to, or otherwise approved such transaction. In these circumstances, such shares shall be automatically redeemed by the Company without further action which, save where acquired for nil consideration in accordance with the Act, shall constitute the redemption of a Redeemable Ordinary Share in accordance with Chapter 6 of Part 3 of the Act. The redemption price payable upon such redemption shall be €10.50 per Ordinary Share in the capital of the Company. No resolution, whether special or otherwise, shall be required to be passed to deem an Ordinary Share in the capital of the Company a Redeemable Ordinary Share or to effect the redemption of such Redeemable Ordinary Share.”

(Resolution 4)

THAT, subsequent to and conditional upon a share redemption transaction being implemented pursuant to article 4A, the 5,000,000 non-voting Deferred Shares of €0.01 each in the capital of the Company be re-designated as and converted into 50,000,000 Ordinary Shares of €0.001 each and, accordingly, that the following changes be made to the constitution of the Company:

- (a) that the memorandum of association of the Company be amended by deleting regulation 5 thereof and substituting therefor the following new regulation 5:

“5. The share capital of the Company is €1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each.”.
- (b) that the articles of association of the Company be amended by deleting article 2(a) thereof and substituting therefor the following new article 2(a):

“2(a) The share capital of the Company is €1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each.”

(Resolution 5)

THAT in order to effect the re-registration of the Company as a Private Limited Company:

- (a) the Company be re-registered as a Private Limited Company;
- (b) the Company’s name be changed from Balmoral International Land Holdings Public Limited Company to Balmoral International Land Holdings Limited and that regulation 1 of the memorandum of association of the Company be updated accordingly;
- (c) that regulation 2 of the memorandum of association of the Company be amended by the deletion of the regulation 2 and the substitution therefore of the words “The Company is a private company limited by shares, registered under Part 2 of the Companies Act 2014”;
- (d) that regulation 3 of the memorandum of association of the Company (which details the Company’s objects) be deleted in its entirety without affecting the numbering of the subsequent articles of the memorandum of association; and
- (e) that such re-registration as a private company and related amendments to the Company’s Constitution shall take effect after the Company has effected the share redemption in accordance with the new Article 4A of the articles of association of the Company.

Notes:

1) Conditions for participating in the meeting

Any member entitled to attend, speak and vote at a general meeting of the Company has the right to attend, speak, and vote at the EGM. Completion of a Form of Proxy will not affect your right to attend, speak and vote at the EGM in person. The right to participate in the EGM is subject to the registration of the shares on the EGM Record Date (defined at note 2) below.

2) Record Date for EGM

The record date for the meeting shall be 6:00pm on Tuesday, 19 November 2024 (“**EGM Record Date**”) (or in the case of adjournment 6:00pm on the day that is two days before 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 EGM Record Date shall be disregarded in determining the right of any person to attend and vote at the meeting.

3) Appointment of proxy

If you cannot attend the EGM in person, you may appoint a proxy (or proxies) to attend, speak, ask questions and vote on your behalf. For this purpose, an individualised Form of Proxy has been sent to each Shareholder. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her/its behalf. A proxy need not be a member of the Company. You may appoint the Chairman of the Company or another individual as your proxy. You may appoint a proxy by completing the Form of Proxy, making sure to sign and date the form at the bottom and return it in the pre-paid envelope provided. Forms of Proxy, to be valid, must reach the Company’s Registrar, Computershare Investor Services (Ireland) Limited, Unit 3100, Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 not later than 11:00am on Tuesday, 19 November 2024. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of your representative at the meeting in the box located underneath the wording “I/We hereby appoint the Chairman of the EGM OR the following person” on the Form of Proxy.

If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy. Completing and returning a Form of Proxy will not preclude you from attending and voting at the meeting should you so wish.

The appointment of a proxy may be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company’s Registrar’s website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy.

4) How to exercise your voting rights

As a Shareholder, you may exercise your right to vote:

- (i) by attending the EGM in person; or
- (ii) by appointing the Chairman or another person as a proxy to vote on your behalf.

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 the names stand in the register of members.

5) How to request/inspect documentation relating to the meeting

If you are an Eligible Shareholder and wish to opt out of the having your Ordinary Shares redeemed pursuant to the Transaction you may request an Opt-Out Notice by contacting the Company Secretary at 29 North Anne Street, Dublin 7, D07 PH36, Ireland or alternatively by email at investorrelations@bilplc.com and return the completed Opt-Out Notice to the Company before 6:00pm on 28 November 2024.