
PART V

QUESTIONS AND ANSWERS REGARDING THE TRANSACTION

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Set out below are some questions and answers relating to the Transaction. If in doubt you should consult your professional advisers concerning your particular circumstances.

Note: You should read the whole of this Circular and not rely solely on any single part of this Circular.

1. What is the Transaction?

The recommendation to take private the Company pursuant to which:

- (i) Shareholders in the Company holding fewer than 25,000 Ordinary Shares shall have their shares mandatorily redeemed by the Company for a price of €10.50 per Ordinary Share;
- (ii) Eligible Shareholders in the Company holding at least 25,000 Ordinary Shares shall have the option to continue as Shareholders in the Company; and
- (iii) the Company shall be re-registered as a private limited company.

Redeeming Shareholders shall cease to be Shareholders in the Company following the Transaction.

Redeeming Shareholders shall have all of their Ordinary Shares converted into Redeemable Ordinary Shares, and subsequently redeemed by the Company at the Redemption Price. Redeeming Shareholders whose shares are redeemed will be paid the proceeds of the redemption via cheque.

Continuing Shareholders shall not partake in the Share Redemption and will retain their Shares following the Transaction and have their Ordinary Shares held by a nominee company.

2. What is the rationale for the Transaction?

The Board believes that the Transaction will enable Shareholders to realise value for their Shares in circumstances where such Shares are no longer easily traded and where such trading is logistically burdensome and costly.

The Transaction will provide Shareholders with a cost-efficient method by which they can dispose of their Shares and assist those Shareholders who may want to realise a tax loss for other purposes.

The Board further believe it is the best use of the cash that the Company has accumulated to return funds to the Shareholders through this Transaction which enables Shareholders to dispose of their Shares, free of dealing costs.

3. Why is trading in Balmoral Shares constrained?

Trading in Balmoral Shares is constrained by the lack of a fully functioning market for them. The Shares are not listed on a stock exchange and trading is only possible on an informal basis. A seller must find a buyer to trade their Shares. Traditionally, the stockbrokers have facilitated

this process. However, due to the paperwork burden and an inability to trade the Shares electronically, stockbrokers are no longer facilitating dealing. It is unlikely that a market in the Shares will be developed in the future, given the regulatory constraints imposed by MIFID and Brexit.

4. **Why is Balmoral doing this now?**

Dealing in the Shares of the Company has become increasingly difficult over the last number of years and, in the last several years, the Company has been successful in improving its financial position from having a substantial amount of debt into a positive net cash position and believes that the Transaction represents a way of returning funds to Shareholders at a time when there are very limited alternative methods open to Shareholders to unlock the value in their Shares.

5. **Who will participate in the Transaction?**

The Transaction is mandatory and applies to all Shareholders holding Ordinary Shares who are included on the register of members of the Company on the Redemption Record Date. Eligible Shareholders may opt out of the Share Redemption and continue as Continuing Shareholders.

6. **Do I have to redeem my Ordinary Shares?**

Yes, unless you are a Continuing Shareholder (i.e. you are an Eligible Shareholder who has returned a valid Opt-Out Notice to the Company to opt out of the Share Redemption), your Ordinary Shares will be redeemed.

Continuing Shareholders shall not partake in the Share Redemption and will retain their Shares.

7. **What will I receive in consideration for the redemption of my Ordinary Shares?**

The Company will pay €10.50 per Ordinary Share.

8. **Who are the Irrevocable Continuing Shareholders?**

The Irrevocable Continuing Shareholders are certain Shareholders with whom the Company has entered into an Irrevocable Undertaking to opt out of the Share Redemption. They shall receive no Redemption Proceeds and will retain their Shares.

9. **Who are the Eligible Shareholders?**

Eligible Shareholders are certain Shareholders in the Company who hold at least 25,000 Ordinary Shares either individually or together with a Connected Person or Persons and may elect not to take part in the Share Redemption and may retain their Shares. An Eligible Shareholder who opts out must do so in respect of all of their Shares, as must a Connected Person or Connected Persons with whom they are aggregating their Shares in order to constitute an Eligible Shareholder.

10. **Who is a Connected Person?**

A Connected Person is a person or legal entity, with whom an Ordinary Shareholder can aggregate their shareholding, to meet the threshold of 25,000 Ordinary Shares and therefore together be considered an Eligible Shareholder and opt out of the Share Redemption.

The following are to be considered Connected Persons:

- (i) the spouse of an Ordinary Shareholder;

- (ii) the children of an Ordinary Shareholder;
- (iii) the parent of an Ordinary Shareholder;
- (iv) any company in which an Ordinary Shareholder or their spouse or children or parent has a controlling interest; and/or
- (v) any pension scheme the main beneficiary of which is an Ordinary Shareholder.

11. Who are the Continuing Shareholders?

The Continuing Shareholders are: (i) the Irrevocable Continuing Shareholders; and (ii) those Eligible Shareholders who have completed a valid Opt-Out Notice and returned it to the Company by the Opt-Out Notice Return Date. Post-Transaction the Continuing Shareholders will retain their Shares in the Company.

12. How does an Eligible Shareholder elect not to have their Ordinary Shares redeemed?

If you are an Eligible Shareholder who does not want to have your Ordinary Shares redeemed, you must request and complete an Opt-Out Notice.

The completed Opt-Out Notice and valid supporting documentation must be received by the Company Secretary at 29 North Anne Street, Dublin 7, D07 PH36 before the Opt-Out Notice Return Date in order for your Shares not to be redeemed pursuant to the Transaction.

13. How do I receive an Opt-Out Notice?

You must write to the Company Secretary at 29 North Anne Street, Dublin 7, D07 PH36, to request an Opt-Out Notice or you can contact the Company by email at investorrelations@bilplc.com to request the Opt-Out Notice. A form of letter to be sent to the Company Secretary to request an Opt-Out Notice or incorporated into an email is set out in the Appendix (and is available to download from the Company's website www.bilplc.com).

When requesting the Opt-Out Notice the Eligible Shareholder must include details of the basis upon which they are claiming to be an Eligible Shareholder (including where relevant a confirmation of the number of any Shares held by a nominee). Where a Shareholder is aggregating its shareholding with shareholdings of any Connected Person, the request must include a confirmation as to the basis on which such other Shareholder(s) constitute a Connected Person and evidence of same. The Company will assess your request and the details you have provided in order to determine whether you are an Eligible Shareholder (and may request further information and/or evidence from you to establish that you are an Eligible Shareholder and to verify your relationship with the Connected Person) and if satisfied that you are an Eligible Shareholder, return to you by post or by email (as applicable) the Opt-Out Notice for completion and return to the Company.

14. What are the other conditions for Eligible Shareholders to opt out?

It is a condition of opting out of the Share Redemption that: (i) you agree to transfer the legal interest in your Shares to a nominee company to hold the Shares in trust for you; and (ii) you agree to opt out in respect of all of your Shares (and not some only); and (iii) that you enter into a nominee agreement that will govern the management of your Shares.

A stock transfer form and nominee agreement will accompany the Opt-Out Notice when it is sent to you and must be completed and returned to the Company with the Opt-Out Notice. Eligible Shareholders who are opting out must also return their share certificate(s) or provide an indemnity in lieu if their share certificate has been lost or destroyed.

All of the above documents must be returned to the Company for an Opt-Out Notice to be considered valid. Eligible Shareholders should note that, if they opt out of the Share Redemption, they must opt out in respect of all of their Ordinary Shares (and not some only) and none of their Ordinary Shares will be redeemed. Similarly, if a Shareholder aggregates their holding of Ordinary Shares with a Connected Person or Connected Persons in order to meet the necessary threshold to constitute an Eligible Shareholder, then both the Shareholder in question and their Connected Person or Connected Persons must opt out in respect of all of their shares (and not some only) and will not have any of their respective Ordinary Shares redeemed.

15. What happens if I am an Eligible Shareholder and I do not return an Opt-Out Notice?

Any Eligible Shareholders who do not complete and return an Opt-Out Notice will have their Shares mandatorily redeemed and will become a Redeeming Shareholder.

16. How many of my Ordinary Shares will be redeemed?

All of your Ordinary Shares will be redeemed at the Redemption Price on the Redemption Date if you are a Redeeming Shareholder.

17. When will my Ordinary Shares be redeemed

If the Transaction is approved at the EGM to be held on 21 November 2024, your Ordinary Shares will be redeemed on the Redemption Date of 3 December 2024 or such later date as the Board may determine.

18. How much cash will I receive?

You will receive €10.50 for each Ordinary Share that is redeemed. If you are a Shareholder with a registered address in the UK, you will receive the Sterling equivalent of €10.50 as at the Redemption Record Date.

19. When and how will I receive my Redemption Proceeds?

Under the expected timetable of events, it is expected that payment for the Redemption Proceeds would be made to you within fourteen days of the Redemption Date. Payment will be made by way of a euro cheque issued by an Irish bank, except for those Shareholders who have their registered address in the United Kingdom in which case payment will be made by way of a sterling pound cheque issued from a U.K. bank.

Uncashed cheques may be requested to be re-issued by the Shareholder for up to 24 months from the date of issue of the cheque.

20. Can I delay having my shares redeemed until a later date?

No. All redemptions under the Transaction will be implemented simultaneously on the Redemption Date. Following the take private of the Company, the Company does not intend to offer any further redemption programmes.

21. What do I need to do?

You are encouraged to sign and return the Form of Proxy by 11:00am on Tuesday, 19 November 2024 to vote on the EGM Resolutions necessary to implement the Transaction. 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 should contact the Registrar, Computershare Investor

Services (Ireland) Limited, Unit 3100, Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 during normal business hours on telephone number 01 247 5694 if calling from Ireland or +353 1 247 5694 if calling from outside Ireland if you have any query in relation to your shareholding in the Company.

Subject to the EGM Resolutions being approved, you as a Shareholder will automatically be included in the Share Redemption. If you are an Eligible Shareholder and wish to opt out of the Share Redemption you must request a copy of the Opt-Out Notice from the Company by 11:00am on 19 November 2024 (as detailed in question 13 above) and return a completed Opt-Out Notice, together with the necessary supporting information and ancillary documents as referred to in question 13, to the Company on or before the Opt-Out Notice Return Date.

If you are an Eligible Shareholder and hold your Ordinary Shares through a nominee and do not wish to have your Shares redeemed, you should contact your nominee and request that they submit an Opt-Out Notice in respect of your Ordinary Shares.

22. My Shares are held through a nominee, what should I do?

You should contact your nominee to ensure that your instructions concerning your Shares are communicated to the Company by your nominee by the relevant dates set out in the transaction timetable on page 1 of this Circular.

23. What is the tax treatment for Irish or UK resident Shareholders?

For information about certain Irish and UK taxation aspects of the Transaction, please see Part II of this Circular. If you are in any doubt about your tax position, or if you are subject to tax in a jurisdiction other than Ireland or the UK, you should consult a professional adviser. All Shareholders are strongly advised to consult their professional advisers regarding their own personal circumstances and the tax implications of the proposed Transaction for them.

For certain Shareholders the Share Redemption will trigger a capital loss, owing to the fact they paid more for their Shares when they originally acquired them, than they are now receiving pursuant to the Share Redemption. For certain Shareholders such capital losses are allowed to accrue to the Shareholder and in certain circumstances can be offset against other taxable gains that the Shareholder has or will have in the future.

24. What happens if the EGM Resolutions are not approved at the EGM?

In such circumstances, the Board will not gain authority to implement the Transaction. Consequently, the planned Transaction will not proceed, and Shareholders will not receive the return of capital described in this document.

25. Who do I contact if I have a query?

You should contact the Registrar, Computershare Investor Services (Ireland) Limited, Unit 3100, Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 during normal business hours on telephone number 01 247 5694 if calling from Ireland or +353 1 247 5694 if calling from outside Ireland if you have any queries regarding your shareholding in the Company.

If you have specific queries regarding the Opt-Out Notice you should contact the Company by email at investorrelations@bilplc.com.