

NOTICE OF AVAILABILITY

The Notice of Court Meeting and Scheme Document to which this Proxy Form relates are available on the Company's website at www.whirelandplc.com

NOTES TO THE FORM OF PROXY

- 1
- Before completing this Form of Proxy, please also read the sections entitled "Action to be Taken" set out in the Scheme Document. Save where otherwise defined herein, capitalised terms and expressions used in this Form of Proxy shall have the meanings given to them in the scheme document of the Company dated 10 December 2025 (the "Scheme Document").
- 2
- Only Scheme Shareholders, or their duly appointed representatives, are entitled to attend and vote at the Court Meeting. A member entitled to vote may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend and vote on his/her behalf.
- 3
- The Form of Proxy gives your proxy(ies) full rights to attend and vote. If you appoint a proxy other than the Chairman of the Court Meeting, you must ensure they attend in person in order for them to represent you at the Court Meeting. WH Ireland Shareholders (or their proxy, as applicable) are not required to register to attend the Court Meeting in person, but are encouraged to do so to facilitate planning and the smooth running of the Court Meeting.
- 4
- The appointment of a proxy will not prevent a Scheme Shareholder from subsequently attending and voting at the Court Meeting in person should they decide to do so. All Scheme Shareholders are entitled to attend and vote at the Court Meeting, whether or not they have returned a Form of Proxy.
- 5
- To be valid, the Form of Proxy, and any power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be: (a) sent by post to the Registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, West Midlands, B62 8HD or (for uncertificated holders only), (b) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive no later than 11:00 a.m. on 6 January 2026 or, if the Court Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Court Meeting. Alternatively, members of the Company who prefer to register the appointment of their proxy electronically via the Internet can do so through the Neville Registrars website at www.sharegateway.co.uk by using your their personal proxy registration code (Activity Code) shown below. A proxy appointment made electronically will not be valid if sent to any address other than that provided or if received by Neville Registrars after 11:00 a.m. on 6 January 2026 (or, in the case of an adjourned Meeting, later than 48 hours (excluding nonworking days) prior to the time and date set for the adjourned Meeting). Please note that any electronic communication found to contain a computer virus will not be accepted. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended). The CREST Manual is available on the Euroclear website (www.euroclear.com).
- 6
- Please indicate how you wish to vote with a signature in either the box marked "FOR the Scheme" or the box marked "AGAINST the Scheme". Unless otherwise instructed, the person appointed as proxy will exercise their discretion as to how they vote or whether they abstain from voting on the resolution and on any other business (including amendments to the resolution and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- 7
- If this Form of Proxy is returned duly signed but without any indication as to how the person(s) appointed proxy shall vote, they will exercise their discretion as to how they vote and whether or not they abstain from voting.
- 8
- Only those Scheme Shareholders registered in the register of members of the Company as at 6.00 p.m. on 6 January 2026 or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two business days before the date of such adjourned meeting will be entitled to attend and/or vote at the Court Meeting in respect of the number of Scheme Shares registered in their name at that time. Changes to entries on the relevant register of shareholders after 6.00 p.m. on 6 January 2026, or, if the Court Meeting is adjourned, 6.00 p.m. on the day which is two business days before the date of such adjourned meeting will be disregarded in determining the rights of any person to attend and/or vote at the Court Meeting.
- 9
- If you wish to appoint a proxy other than the Chairman of the Court Meeting, please insert their name in the space provided and delete 'the Chairman of the Meeting'. To appoint more than one proxy, you should copy this Form of Proxy and indicate in the box the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies, please also mark the box where indicated. If you do not mark the box indicating that you have appointed multiple proxies, then you will be deemed to have appointed the nominated proxy over all your shares. If you appoint multiple proxies (and mark the box accordingly) but do not specify on one proxy form the number of shares over which the relevant proxy may vote, then that proxy form will cover the difference between your total holding of shares and the number of shares indicated on any other proxy form. If you have appointed multiple proxies but do not specify on two or more proxy forms the number of shares over which each proxy may vote, then your holding of shares (other than any shares covered by a proxy form where you did indicate the number of shares over which the proxy may vote) will be divided evenly across the number of proxies appointed by such proxy forms.
- 10
- In the case of joint holders, the names of all joint holders should be given but only one need sign the Form of Proxy, and the vote of the senior joint holder who tenders a vote will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 11
- A Scheme Shareholder which is a corporation may authorise a person or persons to act as its representative(s) at the Court Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual Scheme Shareholder, provided that it does not do so in relation to the same Scheme Shares.
- 12
- If a Scheme Shareholder appoints a proxy or proxies and then decides to attend the Court Meeting in person and vote on a poll using their poll card, then the vote in person will override the proxy vote(s). If the vote in person is in respect of the Scheme Shareholder's entire holding, then all proxy votes will be disregarded. If, however, the Scheme Shareholder votes at the Court Meeting in respect of less than the Scheme Shareholder's entire holding, and the Scheme Shareholder indicates on their poll card that all proxies are to be disregarded, that shall be the case; but if the Scheme Shareholder does not specifically revoke proxies, then the vote in person will be treated in the same way as if it were the last received proxy and earlier proxies will only be disregarded to the extent that to count them would result in the number of votes being cast exceeding the Scheme Shareholder's entire holding.
- 13
- Neither the death nor the incapacity of a Scheme Shareholder who has appointed a proxy, nor the revocation or termination by a Scheme Shareholder of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, insanity, revocation or termination shall have been either (i) received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any part of a day that is not a business day) before the commencement of the Court Meeting (or adjournment thereof) or (ii) handed to a representative of the Registrar on behalf of the Chair of the Court Meeting at the Court Meeting before the start of the Court Meeting.
- 14
- Any alterations to this Form of Proxy should be initialised by the person who has signed the form.

If you wish to appoint a Proxy, please complete and return this Form of Proxy to Neville Registrars using the pre-paid envelope provided. If documents are posted outside the United Kingdom, please return this Form of Proxy in an envelope to Neville Registrars, Neville House, Steelpark Road, Halesowen B62 8HD and pay the appropriate postage charge.

IN THE HIGH COURT OF JUSTICE, BUSINESS AND PROPERTY COURTS
OF ENGLAND AND WALES, COMPANIES COURT
IN THE MATTER OF W.H. IRELAND GROUP PLC AND
IN THE MATTER OF THE COMPANIES ACT 2006

CR-2025-008018

Your Personal Proxy Registration Code is: ABCD-123-EFG

W.H. Ireland Group PLC

(Incorporated in England and Wales with Registered Number 3870190)

FORM OF PROXY

I/We _____ being (a) member(s) of the Company and entitled to vote at the Court Meeting, hereby appoint
(Please only complete if appointing someone other than the Chair of the Meeting)

or failing him/her, the Chairman of the Meeting as my/our proxy, to attend, speak and vote for me/us and on my/our behalf at the Court Meeting of the Company, to be held on 8 January 2026 at the offices of the Company, 24 Martin Lane, London, EC4R 0AR at 11:00 a.m. and at any adjournment thereof.

If you wish to approve the Scheme, tick the box marked "FOR the Scheme" and sign below that box.
If you wish to vote "against" the Scheme, tick the box marked "AGAINST the Scheme" and sign below that box.

FOR the Scheme

AGAINST the Scheme

Signed:

Signed:

Mark this box with an "X" if you are appointing more than one proxy: ☐

Leave blank to authorise your proxy to act in relation to your full entitlement or enter the number of shares in relation to which your proxy is authorised to vote:

Attendance Card

Name
Address 1
Address 2
Address 3
Address 4
Address 5
Address 6

The Court Meeting will start at 11:00 a.m. and is being held on 8 January 2026 at the offices of the Company, 24 Martin Lane, London, EC4R 0AR.

If you plan to attend the Court Meeting, please bring this card with you to ensure you gain entry as quickly as possible.

Please present this card at the registration desk. It will be used to show that you have the right to attend, speak and vote at the Court Meeting.

In addition to completing, signing and returning this BLUE Form of Proxy for the Court Meeting, please also complete, sign and return the enclosed WHITE Form of Proxy for the General Meeting. It is important that as many votes as possible are cast at the Court Meeting so that the Court may be satisfied that there is a fair representation of Scheme Shareholder opinion. Therefore, you are strongly encouraged to complete, sign and return both Forms of Proxy, or to appoint a proxy through CREST or electronically, as soon as possible.

