

NOTICE OF AVAILABILITY

The Notice of General 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
- Full details of the Special Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the notice of General Meeting which is set out in the scheme document of the Company dated 10 December 2025 (the "Scheme Document"). 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.
- 2
- Only WH Ireland Shareholders, or their duly appointed representatives, are entitled to attend and vote at the General 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 General Meeting, you must ensure they attend in person in order for them to represent you at the General Meeting. WH Ireland Shareholders (or their proxy, as applicable) are not required to register to attend the General Meeting in person, but are encouraged to do so to facilitate planning and the smooth running of the General Meeting.
- 4
- If you wish to appoint a proxy other than the Chairman of the General 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.
- 5
- Please indicate, by inserting a cross in the appropriate box, how you wish your votes to be cast. To abstain from voting on a resolution, select the "Withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given your proxy will vote or abstain at his/her discretion. If you return this form with a cross in multiple voting boxes this proxy form will be invalid. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General Meeting.
- 6
- To be entitled to vote at the General Meeting (and for the purpose of determining the number of votes you may cast) (or any adjourned meeting), you must be entered on the Company's Register of Members as at 6:00 p.m. on 6 January 2026 or if the meeting is adjourned, as at 6.00 p.m. two days before the date set for the adjourned meeting. Changes to entries on the relevant register of shareholders after 6.00 p.m. on 6 January 2026, or, if the General 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 General Meeting.
- 7
- If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 8
- Any alterations to this Form of Proxy should be initialled by the person who has signed the form.
- 9
- Completion and return of this Form of Proxy will not prevent you from attending in person, speaking and voting at the General Meeting, or any adjournment thereof, should you wish to do so.
- 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
- To be valid, this Form of Proxy, and any power of attorney or other authority under which it is executed (or a 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 11:15 a.m. on 6 January 2026 or, if the General Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned General 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 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 11:15 a.m. on 6 January 2026 (or, in the case of an adjourned General Meeting, later than 48 hours (excluding non-working days) prior to the time and date set for the adjourned General 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).

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.

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 General 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 General Meeting of the Company, to be held on 8 January 2026 at the offices of the Company, 24 Martin Lane, London, EC4R 0DR at 11:15 a.m. (or as soon thereafter as the Court Meeting is concluded or adjourned) and at any adjournment thereof.

Special Resolution

- 1
- To give effect to the Scheme and amend the articles of association of W.H. Ireland Group plc, as set out in the Notice

FOR

AGAINST

WITHHELD

☐

☐

☐

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

If you are planning to attend the General Meeting, please tick the following box: ☐

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

Signed:

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:

Date:

D

D

-

M

M

-

Y

Y



Attendance Card



In addition to completing, signing and returning this WHITE Form of Proxy for the General Meeting, please also complete, sign and return the enclosed BLUE Form of Proxy for the Court Meeting.

