

## Glenveagh Properties plc

### AGM Special Business:

**The following items of special business were passed at the Annual General Meeting held on 22 May 2025.**

3. To receive and consider the Report of the Remuneration Committee for the period ended 31 December 2024.
4. To receive and consider the Remuneration Policy
7. The Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot and issue all relevant securities of the Company (within the meaning of Section 1021 of the Companies Act 2014):
  - a) without prejudice to or limitation of any power and authority granted under paragraph (b) of this Resolution 6, up to an aggregate nominal amount of €192,706 representing approximately 33.3% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at 5p.m. on 13 March 2024 (being the latest practicable date prior to the date of this Notice of AGM); and
  - b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 6, up to an aggregate nominal value of €192,706 representing a further approximately 33.33% of the aggregate nominal value of the issued share capital (excluding treasury shares) of the Company as at 5p.m. on 13 March 2024 (being the latest practicable date prior to the date of this Notice of AGM) provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph (b) of Resolution 6 are offered by way of one or more rights issues open for a period or periods fixed by the Directors to or in favour collectively of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any share option scheme or share incentive plan of the Company then in force) at such record dates as the Directors may determine and where the equity securities respectively attributable to the interests of such holders are proportional in nominal value (as near as may be reasonable) to the respective number of equity securities held by them on such record dates, and subject generally to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory.

The authority hereby conferred shall commence at the time of the passing of this Resolution 6 and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution 6 or at midnight on the date which is 15 calendar months after the date of passing this Resolution 6 (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date; provided 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 an offer or agreement as if the power conferred by this Resolution 6 had not expired.

8. That, subject to and conditional upon Resolution 7 of this Notice of AGM being passed, and in addition and without prejudice to or limitation of any power and authority granted under Resolution 9, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity

securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 6 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution 7 and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 8 or at midnight on the date which is 15 calendar months after the date of passing this Resolution 8 (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and such power being limited to:

(a) the allotment of equity securities in connection with any one or more offer of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation or otherwise to or in favour collectively of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any Company employee share schemes or share incentive plans then in force) at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be reasonably be) to the respective number of ordinary shares held by them and subject thereto to the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and/or

(b) the allotment of equity securities up to a maximum aggregate nominal value of €54,835, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5p.m. on 21 March 2025; and/or

(c) the allotment of equity securities or sale of treasury shares (other than under paragraph (a) or (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and/or

(d) the allotment of equity securities pursuant to any Company employee share schemes or share incentive plans then in force.

9. That, subject to and conditional upon Resolution 8 of this Notice of AGM being passed and, in addition and without prejudice to or limitation of any power and authority granted under this Resolution 9, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 8 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution 9 and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 9 or midnight on the date which is 15 calendar months after the date of passing this Resolution 9 (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and:

(a) this power shall be limited to the allotment of equity securities up to a maximum aggregate nominal value of €54,835, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5p.m. on 21 March 2025; and

(b) the net proceeds of any such allotment are to be used only for the purposes of financing (or refinancing, if the authority is

to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the most recently published Statement of Principles on Disapplying the Pre-Emption Rights in effect and as applied prior to the date of this Notice of AGM; and

(c) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre Emption Rights most recently published by the Pre-Emption Group Prior to the date of this notice.

10. That, pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and they are each hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act) of ordinary shares in the capital of the Company on such terms and conditions and in such manner as the Directors may determine from time to time, but subject however to the provisions of that Act and to the following restrictions and provisions:

- (a) the maximum number of ordinary shares authorised to be acquired shall not exceed 10% of the ordinary share capital in issue in the Company (excluding treasury shares) as at 5p.m. on the day on which this Resolution is passed;
- (b) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof; and
- (c) the maximum price (excluding expenses) which may be paid for any ordinary share shall be the higher of:
  - (i) 5% above the average of the closing prices of the Company's ordinary shares taken from the Euronext Dublin Daily Official List and/or the London Stock Exchange Daily Official List (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to the day the purchase is made (Market Purchase Appropriate Price), or if on any such business day there shall be no dealing of ordinary shares on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
  - (ii) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 relating to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (being the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade, and (ii) the highest current independent purchase bid for, any number of ordinary shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out), provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the date of passing this Resolution 10 or at midnight on the date which is 15 calendar months after the date of passing this Resolution 10 (whichever is earlier), unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company may, before such expiry, enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

11. That, for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:

- (a) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the "Treasury Share Appropriate Price"; and
- (b) the minimum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 95% of the "Treasury Share Appropriate Price" (provided always that no treasury share shall be issued at a price lower than its nominal value); and

- (c) for the purposes of paragraphs (a) and (b) of this Resolution 11, the expression Treasury Share Appropriate Price shall mean the lower of the average of the closing prices of the Company's ordinary shares taken from the Euronext Dublin Daily Official List and the average of the closing prices of the Company's ordinary shares taken from the London Stock Exchange Daily Official List in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable. The authority hereby conferred shall expire on the conclusion of the next annual general meeting of the Company after the date of passing this Resolution 11 or at midnight on the date which is 15 calendar months after the date of passing this Resolution 11 (whichever is earlier), unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.
12. That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors of the Company be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the Memorandum and Articles of Association of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this Resolution 12 unless previously renewed, varied or revoked by the Company in general meeting.
13. That, the authorised share capital of the Company be and is hereby reduced from €1,400,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each, 200,000,000 Founder Shares of €0.001 each and 200,000,000 Deferred Shares of €0.001 each to €1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each, by the cancellation of 200,000,000 Founder Shares of €0.001 each and 200,000,000 Deferred Shares of €0.001 each.
14. That, subject to and conditional upon Resolution 13 of the Notice of AGM being passed, the Memorandum and Articles of Association of the Company be amended in the following manner:
- (a) Clause 4 of the memorandum of association be deleted in its entirety and replaced with the following: "The share capital of the Company is: 1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each. The shares in the original or any increased share capital may be divided into several classes and there may be attached thereto respectively and preferential, deferred or other special rights, privileges, conditions or restrictions."
- (b) Article 1(d) of the articles of association be amended as follows:
- (i) the definition of "Adjusted Issue Price" be deleted in its entirety;
  - (ii) the definition of "Adjustment Event" be deleted in its entirety;
  - (iii) the definition of "Available Assets" be deleted in its entirety;
  - (iv) the definition of "Change of Control" be deleted in its entirety;
  - (v) the definition of "Change of Control Company Value" be deleted in its entirety;
  - (vi) the definition of "Change of Control Date" be deleted in its entirety;
  - (vii) the definition of "Change of Control Founder Share Value" be deleted in its entirety;
  - (viii) the definition of "Change of Control Hurdle Amount" be deleted in its entirety;
  - (ix) the definition of "Change of Control Performance Condition" be deleted in its entirety;
  - (x) the definition of "Change of Control Price" be deleted in its entirety;
  - (xi) the definition of "Change of Control Shareholder Return" be deleted in its entirety;
  - (xii) the definition of "Company Conversion Notice" be deleted in its entirety;
  - (xiii) the definition of "Company Deadline" be deleted in its entirety;
  - (xiv) the definition of "Compulsory Transfer Completion Date" be deleted in its entirety;
  - (xv) the definition of "Compulsory Transfer Notice" be deleted in its entirety;
  - (xvi) the definition of "Compulsory Transfer Shares" be deleted in its entirety;
  - (xvii) the definition of "Compulsory Transferor" be deleted in its entirety;
  - (xviii) the definition of "Control" be deleted in its entirety;
  - (xix) the definition of "Conversion Notice" be deleted in its entirety;
  - the definition of "Conversion Price" be deleted in its entirety;
  - (xxi) the definition of "Converting Shareholder" be deleted in its entirety;
  - (xxii) the definition of "Defaulting Compulsory Transferor" be deleted in its entirety;

- (xxiii) the definition of “Deferred Shares” be deleted in its entirety;
- (xxiv) the definition of “Disqualified Founder” be deleted in its entirety;
- (xxv) the definition of “Disqualifying Event” be deleted in its entirety;
- (xxvi) the definition of “Effective” be deleted in its entirety;
- (xxvii) a new definition of “electronic communications technology” be included as follows: ““electronic communications technology” has the meaning given to it in Section 176A of the 2014 Act (without prejudice generally to Article 1(c))”;
- (xxviii) the definition of “Excess Entitlement” be deleted in its entirety;
- (xxix) the definition of “Family Member” be deleted in its entirety;
- (xxx) the definition of “Family Trust” be deleted in its entirety;
- (xxxi) the definition of “Founder” be deleted in its entirety;
- (xxxii) the definition of “Founder Shareholders” be deleted in its entirety;
- (xxxiii) the definition of “Founder Shares” be deleted in its entirety;
- (xxxiv) the definition of “Founder Shares Committee” be deleted in its entirety;
- (xxxv) the definition of “Founder Shares Hurdle Price” be deleted in its entirety;
- (xxxvi) the definition of “Founder Shareholder Notice” be deleted in its entirety;
- (xxxvii) the definition of “Founder Shares Performance Condition” be deleted in its entirety;
- (xxxviii) the definition of “Founder Share Value” be deleted in its entirety;
- (xxxix) the definition of “fully diluted basis” be deleted in its entirety;
- (xl) the definition of “Highest Average Closing Price” be deleted in its entirety;
- (xli) the definition of “Initial Market Capitalisation” be deleted in its entirety;
- (xlii) the definition of “Liquidation Founder Share Value” be deleted in its entirety;
- (xliii) the definition of “Liquidation Hurdle Amount” be deleted in its entirety;
- (xliv) the definition of “Liquidation Performance Condition” be deleted in its entirety;
- (xlv) the definition of “Liquidation Shareholder Return” be deleted in its entirety;
- (xlvi) the definition of “Lock-Up Agreement” be deleted in its entirety;
- (xlvii) the definition of “Ordinary Share Entitlement” be deleted in its entirety;
- (xlviii) the definition of “Performance Condition Market Capitalisation” be deleted in its entirety;
- (xlix) the definition of “Rebased Market Capitalisation” be deleted in its entirety;
- (l) the definition of “Relative Proportion” be deleted in its entirety;
- (li) the definition of “Relevant Shareholders” be deleted in its entirety;
- (lii) the definition of “Relevant Shares” be deleted in its entirety;
- (liii) the definition of “Relevant Years” be deleted in its entirety;
- (liv) the definition of “Shareholder Conversion Notice” be deleted in its entirety;
- (lv) the definition of “Test Periods” be deleted in its entirety;
- (lvi) the definition of “Total Shareholder Return” be deleted in its entirety;
- (lvii) the definition of “Value Return” be deleted in its entirety;
- (c) Article 1(k) of the articles of association be amended by including “as such term is defined in the 1996 Regulations”;
- (d) Article 1(n) of the articles of association be deleted in its entirety;
- (e) The share capital clause in article 2 of the articles of association be deleted in its entirety and replaced with the following: “The Share Capital of the Company is €1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each.”
- (f) Articles 2.1, 2.2 and 2.3 of the articles of association be deleted in their respective entireties.
- (g) Article 5(e)(ii) of the articles of association be amended by the deletion of the words “Every such request shall,  
in the case of certificated shares in the Company, be accompanied by the certificate(s) (if any) for the shares in the Company to which it relates.”
- (h) Article 5(g)(iii) of the articles of association be amended by the deletion of the words “certificate or other” after the words “upon surrender of any”  
;
- (i) Article 12 of the articles of association be deleted in its entirety and replaced with a new Article 12 titled “General” and stating the following: “The Company shall not be bound to register more than four persons as joint Holders of any share (except in the case of executors or trustees of a deceased Member).”;
- (j) Articles 13 and 14 of the articles of association be deleted in their respective entireties.
- (k) Article 14(A)(a)(v)(B) of the articles of association be amended by the replacement of the words “Participating Securities as no longer being in uncertificated form” with “withdrawal”;

(l) Article 14(A)(b) of the articles of association be amended by the replacement of the words “Articles 12,13,14 and” with “Article”;

(m) Article 17 of the articles of association be amended by replacing the words “The Directors may, if deemed necessary or desirable, also change or procure the changing of any share held in uncertificated form to be sold pursuant to the provisions of this Part IV into certificated form prior to any such sale and may, or may authorise any person or persons to, execute and do all such documents, acts and things as may be required in order to effect such change under the 1996 Regulations, the 2014 Act (or any regulation made thereunder) or otherwise” with “Prior to any such sale, the Directors may, if deemed necessary or desirable, do all such things and execute and deliver all such documents and electronic communications as may be required by Euroclear Bank or as may, in the opinion of the Directors, be necessary or desirable to transfer any share in Euroclear Nominees (or such other nominee(s) of Euroclear Bank as they may determine) to effect a transfer of such shares into Euroclear Bank.”;

(n) Article 18 of the articles of association be amended by replacing the words “the certificate for the” with “any evidence of title in respect of”;

(o) Article 27 of the articles of association be amended by replacing the words “The Directors may, if deemed necessary or desirable, also change any share held in uncertificated form to be sold or otherwise disposed of pursuant to the provisions of this Part V into certificated form prior to any such sale or disposal and may, or may authorise any person or persons to, execute and do all such documents, acts and things as may be required in order to effect such change under the 1996 Regulations or otherwise.” With “Prior to any such sale or disposal, the Directors may, if deemed necessary or desirable, do all such things and execute and deliver all such documents and electronic communications as may be required by Euroclear Bank or as may, in the opinion of the Directors, be necessary or desirable to transfer any share in Euroclear Nominees (or such other nominee(s) of Euroclear Bank as they may determine) to effect a transfer of such shares into Euroclear Bank.”

(p) Article 32(a) of the articles of association be amended by deleting “by instrument in writing” and “usual or common form or any other”;

(q) Article 32(b) of the articles of association be amended by including “(including, without limitation, in connection with such evidence and transfer)” after the words “also to implement any ancillary arrangements”;

(r) Article 33(a) of the articles of association be amended by including “(if any)” after the words “the instrument of transfer”;

(s) Article 34(c)(i) of the articles of association be amended by replacing the words “the certificate (if any) of the shares to which it relates and such of there” with “such”;

(t) Article 34(d) of the articles of association be amended by deleting the word “only”;

(u) Article 50 of the articles of association be amended by including the words “(including general meetings using electronic communications technology)” after the existing title;

(v) Article 50(a) of the articles of association be amended by including the words “held wholly by the use of electronic communications technology or unless” before the words “otherwise determined by ordinary resolution of the members”;

(w) Article 50 of the articles of association be amended by the addition of the following two new paragraphs (c) and (d):

(c) The Company may hold a general meeting exclusively at a physical venue or wholly by the use of electronic communications technology or by a combination of a physical venue and by the use of electronic communications technology. For the purposes of these Articles, a reference in these Articles (howsoever expressed) to a physical venue at which a general meeting is held shall be disregarded in the context of a general meeting held wholly by the use of electronic communications technology.

(d) For the purposes of these Articles, a person who participates in a general meeting by the use of electronic communications technology shall be regarded as being present at the meeting, and for that purpose, a reference in these Articles (howsoever expressed) to a member present in person or by proxy at a meeting shall be construed as including a reference to any member who participates, including by proxy, in that meeting by the use of electronic communications technology.”

(x) Article 51(b) of the articles of association be amended by including the words “(including, without limitation, to section 181 of the 2014 Act”) after the words “Notices of general meetings shall comply with all of the provisions of the Act relating thereto”;

(y) Article 51(e) of the articles of association be amended by including the words “or for any other purpose they deem appropriate or necessary” after the words “The Directors may, for the purpose of controlling the level of attendance at any place specified for the holding of a general meeting.”;

(z) Article 120 of the articles of association be amended by replacing the words “(including any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account)” with: “(including, without limitation to section 126 of the 2014 Act, any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account or any other reserve account not available for distribution)”;

(aa) Article 121 of the articles of association be amended by replacing the words “(including any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account)” with: “(including, without limitation to section 126 of the 2014 Act, any capital redemption reserve fund or capital conversion reserve fund or revaluation reserve fund or share premium account or any other reserve account not available for distribution)”;

(bb) That Article 124 of the articles of association be amended by deleting the words “(including a share certificate)” after “A notice or document”;

(cc) That Article 139(g) of the articles of association be amended by deleting the words “may issue a new certificate to the transferee and” after “notwithstanding the absence of any share certificate being lodged in respect thereof and”.

15. That, the rules of the Company’s Savings Related Share Option Scheme (SAYE Scheme) and Long Term Incentive Plan 2017 (LTIP) be and are hereby amended to limit the aggregate number of Shares issuable pursuant to options granted under the SAYE Scheme and options granted under the LTIP, together with Shares issuable pursuant to awards under any other employees’ share scheme operated by the Company in the preceding 10 year period, to 10% of the Company’s issued ordinary share capital from time to time.