

Annual General Meeting


Glenveagh
Home of the new.

15 MAY 2026 AT 11A.M. AT THE INTERCONTINENTAL HOTEL,
SIMMONSCOURT ROAD, BALLSBRIDGE, DUBLIN 4

THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser, who is authorised or exempted under the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), if you are resident in Ireland or who is authorised under the Financial Services and Markets Act, 2000 (as amended) if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside Ireland or the United Kingdom.

If you sell or have sold or otherwise transferred all of your Glenveagh Properties plc shares, please forward this document and the accompanying Form of Proxy to the purchaser or transferee or the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee.

Notice of the Annual General Meeting of Glenveagh Properties plc to be held at The InterContinental Hotel, Simonscourt Road, Ballsbridge, Dublin 4 on 15 May 2026 at 11a.m., is set out in this document, accompanied, for shareholders who are directly registered on the register of members of the Company as the holder of shares, by a Form of Proxy for use in connection with the resolutions at the meeting.

To be valid, the Form of Proxy must be returned so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 11 a.m. on 13 May 2026.

Holdings through the Euroclear Bank System (the **EB System**) or (via a holding of CDIs) the CREST system will need to comply with the earlier voting deadlines imposed by the respective service offerings, as notified to such holders by, or on behalf of, Euroclear Bank and Euroclear UK. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

The action to be taken by (i) shareholders who hold in book-entry form and are directly registered on the register of members; (ii) shareholders who hold through a participant account in the EB System; or (iii) shareholders who hold in the CREST system by way of a CDI holding, is further described in the Statement of Procedures contained at the end of the Notice of AGM contained at the end of this document.

Glenveagh's 2025 Annual Report is available to view online at: <https://glenveagh.ie/corporate>



Glenveagh Properties plc

(Incorporated in Ireland under the Companies Act 2014 – Company Registration Number 609461)

John Mulcahy	Non-executive Chairman
Stephen Garvey	Chief Executive Officer and Executive Director
Conor Murtagh	Chief Financial Officer and Executive Director
Pat McCann	Senior Independent Non-executive Director
Cara Ryan	Independent Non-executive Director
Camilla Hughes	Independent Non-executive Director
Emer Finn	Independent Non-executive Director
Lorna Conn	Independent Non-executive Director
Max Steinebach	Non-executive Director

Company Secretary: Chloe McCarthy

Registered Office: Block C, Maynooth Business Campus, Straffan Road, Maynooth, Kildare, Ireland

Chairman's letter to Shareholders

9 April 2026

Dear Shareholder,

The Annual General Meeting (**AGM**) of Glenveagh Properties plc (the **Company**) will be held at 11a.m. on 15 May 2026 at The InterContinental Hotel, Simonscourt Road, Ballsbridge, Dublin 4. The Annual Report and Financial Statements for the year ended 31 December 2025 are available to view and download from the Company's website: <https://glenveagh.ie/corporate>.

The Company recognises the importance of continuing engagement in the lead up to the meeting. Shareholders can submit questions for the Board in advance of the meeting by emailing the Company Secretary at chloe.mccarthy@glenveagh.ie no later than 12p.m. on Friday 8 May 2026, or by sending a letter and evidence of your shareholding at least four (4) business days prior to the AGM by post to the Company Secretary at the Company's registered address. The procedures for doing so are described in more detail in the notes to the Notice of AGM.

All shareholders can vote by way of a proxy voting service. The manner in which voting by proxy can be completed differs depending on the manner in which you hold your shares. All proxy voting instructions whether submitted directly or through the EB System or (via a holding of CDIs) CREST systems must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the EB System or (via a holding of CDIs) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

The formal Notice of AGM appears on pages 6 to 9 (both inclusive) of this document and this letter explains the 14 resolutions to be proposed at the AGM.

Resolution 1 – Financial statements, annual report and affairs of the Company

Resolution 1 is asking members to receive and consider the Financial Statements and the reports of the Directors and Auditors for the year ended 31 December 2025 and a review of the affairs of the Company. It should be noted that Resolution 1 is an advisory resolution and is not binding on the Company.

Resolution 2 – Report of the Remuneration Committee

Resolution 2 is asking members to receive and consider the Report of the Remuneration Committee as set out on page 75 of the 2025 Annual Report. It should be noted that Resolution 2 is an advisory resolution and is not binding on the Company.

Resolution 3 – Remuneration Policy

Resolution 3 is asking members to receive and consider the Remuneration Policy, details of which are set out on pages 78 of the 2025 Annual Report. It should be noted that Resolution 3 is an advisory resolution and is not binding on the Company.

Resolution 4 – Appointment & re-appointment of Directors

Resolution 4 deals with the appointment and re-appointment of Directors. In accordance with the provisions of the UK Corporate Governance Code, the Directors will retire from office at the end of the AGM and will offer themselves for re-appointment. The names of the Directors together with a detailed description of the skills, expertise and experience that each of the Directors brings to the Board are set out on pages 56 and 57 of the 2025 Annual Report.

Subject to re-appointment at this meeting, on 11 August 2026, I will have served 9 years as a Director and as Chairman of the Company. While cognisant of Provision 19 of the UK Corporate Governance Code and its recommendation that a chair should not remain in post for more than nine years from the date of their first appointment, the Board welcomes the flexibility within the Code to follow a provision, or explain clearly why a different approach works better in the specific context of their business.

As shareholders will be aware, in addition to being Chairman of the Board, I am also a Co-Founder of the Company and originally served as an Executive Chairman for the period from IPO in October 2017, before transitioning to a Non-executive role in January 2022. Notwithstanding the approaching nine-year milestone, the Board, led by the Senior Independent Director and supported by the Nomination Committee, has unanimously determined that it is in the best interests of the Company and its shareholders that I continue as Chairman and a Non-executive Director for an additional three-year term, subject to comprehensive annual review by the Board and to re-appointment by the shareholders at each AGM.

The Board will undertake a formal and structured succession process, with my further term as Chairman intended to support the Company's succession plan, allowing appropriate time to identify a suitable successor to lead the Board and to facilitate and ensure an orderly succession to the role.

The Board regularly reviews the performance of Directors. The Board is satisfied that all the Directors proposed for re-appointment have performed effectively and have demonstrated commitment to their respective roles.

The Board recommends that shareholders vote in favour of the resolutions to re-elect Directors.

Resolution 5 – Re-appointment of the Auditors

Resolution 5 is to re-appoint KPMG as auditors of the Company.

Resolution 6 – Remuneration of the Auditors

Resolution 6 authorises the Directors to determine the remuneration of the Company's auditors.

Resolution 7 – Board authority to allot shares

Resolution 7 seeks to authorise the Directors to allot shares. The Investment Association generally supports resolutions seeking authority to allot up to a separate and additional 33.33% of a company's issued share capital (excluding treasury shares) in addition to the 33.33% authority already supported where the additional authority is applied to allot shares pursuant to a rights issue.

Accordingly, Resolution 7 authorises the Directors to allot shares up to an aggregate nominal value of €344,341 (representing approximately 66.66% of the issued share capital of the Company (excluding treasury shares) as at 5p.m. on 27 March 2026 (the latest practicable date prior to the publication of this letter)) of which €172,170 (representing the separate and additional 33.33% of the issued share capital of the Company (excluding treasury shares) as at 5p.m. on 27 March 2026 (the latest practicable date prior to the publication of this letter) referred to above may be applied to allot shares pursuant to a rights issue.

The Directors have no current intention of exercising this authority. If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. This resolution is a common one at annual general meetings of companies listed on the main markets of the London Stock Exchange and/or Euronext Dublin and is in line with institutional shareholder guidance.

Resolutions 8 & 9 – Disapplication of statutory pre-emption rights in certain circumstances

Resolutions 8 and 9 will give the Directors the power to allot equity securities (essentially ordinary shares in the case of the Company) pursuant to the authority granted by Resolution 7 above for cash without complying with the pre-emption rights in the Companies Act 2014 in certain circumstances. The Companies Act 2014 provides for these pre-emption rights to be modified or disapplied.

This disapplication authority is in line with institutional shareholder guidance, and in particular within the limits set by the London-based Pre-Emption Group's Statement of Principles (the **Pre-Emption Principles**). The Pre Emption Principles were revised in November 2022 to allow companies to seek authority annually for an issue of shares for cash otherwise than in connection with a pre-emptive offer to include: (i) an authority up to 10% of a company's issued share capital for use on an unrestricted basis; and (ii) an additional authority up to a further 10% of a company's issued share capital for use in connection with either "an acquisition or specified capital investment" (as defined in the Pre Emption Principles) announced contemporaneously with the issue, or has taken place in the twelve month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer (as described in further detail in the most recently published Pre-Emption Principles prior to the date of this letter).

Accordingly, Resolution 8 is asking members to authorise the Directors to disapply the strict statutory pre-emption provisions in certain circumstances, being: (a) rights issues, open offers or other pre-emptive offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (b) for allotments (other than by way of pre-emptive offers) up to an aggregate nominal value of €51,656 which represents approximately 10% of the total nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 5p.m. on 27 March 2026 (the latest practicable date prior to the publication of this document), plus a further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 8(b) to be used only for the purposes of making a follow-on offer of the kind contemplated by paragraph 3 of Section 2B of the Pre-Emption Group Statement of Principles.

As noted in Resolution 7 above and in accordance with the Pre Emption Principles, the Directors confirm that they have no current intention of issuing equity securities, whether under the authority granted under Resolution 8(b) or otherwise, other than in relation to the Company's employee share scheme or share incentive plan.

Furthermore, Resolution 9 is asking members to authorise the Directors to disapply the strict statutory pre-emption provisions in additional circumstances, being for allotments (other than by way of pre-emptive offers) up to an additional aggregate nominal value of €51,656 which represents a further 10% of the total nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 5p.m. on 27 March 2026 (the latest practicable date prior to the publication of this document). In accordance with the Pre-Emption Principles, the Board confirms in relation to Resolution 9 that it intends that any use of the authority in excess of 10% of the Company's issued ordinary share capital (excluding treasury shares) would be only in connection with an acquisition or specified capital investment within the meaning of the Pre Emption Principles, further authority of up to an aggregate nominal amount equal to 20% of any allotments or sales under Resolution 9(a) to be used only for the purposes of making a follow-on offer of a kind contemplated by paragraph 3 of Section 2B of the Pre Emption Group Statement of Principles. For this purpose and reflecting the Pre-Emption Principles, an 'acquisition or specified capital investment' means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding 12 month period and is disclosed in the announcement of the issue.

If adopted, the authorities granted pursuant to Resolutions 8 and 9 will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. These resolutions are common at annual general meetings of companies on the main markets of the London Stock Exchange and/or Euronext Dublin and are in line with institutional shareholder guidance, and in particular with the Pre-Emption Principles.

Resolution 10 – Authority to make market purchases

Resolution 10 is asking members to give the Company (and its subsidiaries) the authority to make market purchases and overseas market purchases provided that the maximum number of ordinary shares authorised to be acquired shall not exceed 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the date of the passing of this Resolution 10. If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

The authority being sought from members under Resolution 10 will provide that the minimum price (excluding expenses) which may be paid for such ordinary shares shall be an amount not less than the nominal value of the ordinary shares and the maximum price will be the higher of:

- (a) 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 (the **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
- (b) the amount stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 relating to such regulatory technical standards for the conditions applicable to buy-backs and stabilisation (being the value of such 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 such ordinary shares on the trading venue where the purchase pursuant to the authority conferred by the resolution will be carried out).

Resolution 11 – Authority to re-issue treasury shares

Resolution 11 is asking members to give the Company the authority to re-allot treasury shares pursuant to Section 1078 of the Companies Act 2014 and the re-allotment price range at which treasury shares may be re-allotted is as follows:

- (a) the maximum price 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 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 re-allotted at a price lower than its nominal value).

If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier), unless previously varied, revoked or renewed. (For the purpose of this resolution, **Treasury Share Appropriate Price** means 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 London, respectively, as the case may be) prior to the day the re-issue 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)).

Resolution 12 – Notice of general meetings

Resolution 12 allows the Directors to call a general meeting (other than an annual general meeting) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions. Section 1102 of the Companies Act 2014 envisages that on an annual basis a company may pass a resolution such as this Resolution 12 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). This authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. This resolution is a common one at annual general meetings of companies listed on the main markets of the London Stock Exchange and/or Euronext Dublin.

Resolution 13 – Amendment and renaming of Long Term Incentive Plan 2017

Resolution 13 proposes amendments to the rules of the Long Term Incentive Plan 2017, as follows:

The LTIP is an executive incentive plan which was adopted by the Company on 26 September 2017 (the **2017 Plan**) under which the Remuneration Committee may grant options over shares to selected executives. The 2017 Plan as currently drafted will expire in relation to new awards from September 2027. The Company wishes to amend and restate the 2017 Plan, and rename it as the Glenveagh Properties plc Long Term Incentive Plan 2026 (the **2026 Plan**), in order to continue being able to grant awards to selected employees and executive directors for the next ten year period.

In addition to extending the life of the 2026 Plan for 10 years from its new adoption date, minor administrative and drafting updates to the rules are also being made.

Resolution 14 – Adoption of new CEO Special Option Plan

Resolution 14 proposes the adoption of a new one-off equity incentive arrangement for the Chief Executive in the form of the CEO Special Option Plan (the **CEO Plan**).

Following extensive engagement with our largest shareholders (those with holdings of 2.5% or more) in 2025, and in consultation with our remuneration consultants Ellason, the Remuneration Committee is recommending an adjustment to the remuneration policy to facilitate the grant of a one-off premium-priced share option award for the Chief Executive to ensure that his incentives are more strongly aligned with shareholders than ever as we enter this next stage of the Company's ambitious growth journey. This one-off grant reflects the critical importance of Glenveagh's Chief Executive, Stephen Garvey, in delivering on the Company's long-term strategy, and the Remuneration Committee considers it to be a more disciplined and shareholder-aligned mechanism to ensuring the retention and continued motivation of Stephen than making a structural upward reset to his existing pay package.

The proposed structure is strongly aligned with shareholder interests and supports the delivery of sustained value creation. Under the CEO Plan, Stephen will be granted a one-off share option award over 11 million shares which will vest in five equal tranches over a four to six year period in six-monthly intervals. The exercise prices for each tranche of share options will be set at between €3.25 and €4.25 per share, being significantly above the current share price, to ensure that shareholders benefit first from any upside, and once vested will remain exercisable until the tenth anniversary of grant, subject to continued employment and robust leaver provisions. This award will have no value to Stephen unless the share price is above the exercise prices and, to ensure further alignment with shareholders, especially downside risk, Stephen will be required to continue to hold at least 4m Glenveagh shares (approx. 36% of his existing 11m holding) for the duration of the option term.

In connection with the CEO Plan, the Company also proposes to establish an employee benefit trust to purchase and administer the shares in the capital of the Company that are required to satisfy the Option pursuant to and in accordance with the CEO Plan.

Full details of the CEO Plan are set out in the 2025 Annual Report, with a summary of the principal features provided in Appendix 1 to this letter. Copies of the rules of the CEO Plan are available for inspection at the registered office of the Company and at the office of A&L Goodbody Solicitors, 25 North Wall Quay, IFSC Dublin 1 during normal business hours on any weekday (except public holidays) up to Friday 15 May 2026 and at The InterContinental Hotel, Simonscourt Road, Ballsbridge, Dublin 4 from 15 minutes prior to the AGM until the conclusion of the Meeting.

Action to be taken

The action to be taken in order to vote on the Resolutions by (i) shareholders who hold in book-entry form and are directly registered on the register of members; (ii) shareholders who hold through a participant account in the EB System; or (iii) shareholders who hold in the CREST system by way of a CDI holding, is further described in the Statement of Procedures contained at the end of the Notice of AGM contained at the end of this document.

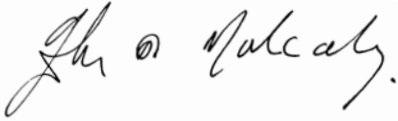
To be valid, the Form of Proxy must be returned so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland not later than 11a.m. on 13 May 2026.

Holdings through the EB System or (via a holding of CDIs) the CREST system will need to comply with the earlier voting deadlines imposed by the respective service offerings, as notified to such holders by, or on behalf of, Euroclear Bank and Euroclear UK. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Recommendation

The Board of Directors is satisfied that each of the Resolutions set out in the Notice of AGM are in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM.

Yours faithfully,

A handwritten signature in black ink, appearing to read "John Mulcahy", is written on a light-colored rectangular background.

John Mulcahy
Chairman

Notice of Annual General Meeting of Glenveagh Properties plc (the Company)

NOTICE is hereby given that the annual general meeting of the Company will be held at The InterContinental Hotel, Simmonscourt Road, Ballsbridge, Dublin 4 on 15 May 2026 at 11a.m. (**AGM**) for the following purposes:

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

1. To receive and consider the accounts for the year ended 31 December 2025 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2025.
3. To receive and consider the Remuneration Policy.
4. By separate resolutions, to appoint/re-appoint the following Directors:
 - (a) re-appointment of John Mulcahy;
 - (b) re-appointment of Stephen Garvey;
 - (c) re-appointment of Cara Ryan;
 - (d) re-appointment of Pat McCann;
 - (e) re-appointment of Camilla Hughes;
 - (f) re-appointment of Emer Finnan;
 - (g) re-appointment of Lorna Conn
 - (h) re-appointment of Max Steinebach; and
 - (i) re-appointment of Conor Murtagh
5. To re appoint KPMG as the auditor of the Company (Auditors) to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the Directors to determine the remuneration of the Auditors.
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 7, up to an aggregate nominal amount of €172,170 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 27 March 2026 (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 7, up to an aggregate nominal value of €172,170 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 27 March 2026 (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 7 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 7 and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution 7 or at midnight on the date which is 15 calendar months after the date of passing this Resolution 7 (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 7 had not expired.

To consider and, if thought fit, to pass the following resolutions as **special resolutions**:

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 7 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 8 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 €51,656, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5p.m. on 27 March 2026; 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 €51,656, which represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5p.m. on 27 March 2026; 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.

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

13. That, the Long Term Incentive Plan 2017 (**2017 LTIP**) be and is hereby amended, approved and renamed as the Glenveagh Properties plc Long Term Incentive Plan 2026 (**2026 Plan**) to enable the grant of options to selected employees to continue for the next ten-year period from the date of its adoption by the Board of the Company.
14. That the establishment of a new share option arrangement for the Chief Executive (to be known as the Glenveagh Properties plc CEO Special Option Plan (the **CEO Plan**)) the principal features of which are summarised in Appendix 1 to the Chairman's letter dated 9 April 2026, be and is hereby approved and the Directors be and are hereby generally and unconditionally authorised to:
- a. do all acts or things which they may consider necessary or desirable to effectively adopt, implement and operate the CEO Plan; and/or
 - b. make any such minor amendments to the terms of the CEO Plan as any Director shall deem necessary or desirable to benefit the administration of the CEO Plan, to take account of legislative changes or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for Mr Garvey, the Company or any other member of the Group; and/or
 - c. establish an employee benefit trust, in such manner as the Remuneration Committee of the Company may in its discretion determine in order to purchase, hold and administer the shares in the capital of the Company required to satisfy the award under the CEO Plan.

By order of the Board



Chloe McCarthy
Company Secretary
Block C, Maynooth Business Campus, Straffan Road, Maynooth, Co. Kildare, Ireland

9 April 2026

APPENDIX I**Principal features of the Glenveagh Properties plc CEO Special Option Plan**

The Glenveagh Properties plc CEO Special Option Plan (the CEO Plan) provides for the one-off grant to the Chief Executive of an option to acquire up to 11 million shares in the Company (the Option), as outlined below.

Unless stated otherwise, capitalised terms used in this Appendix I shall have the meaning given to them in the CEO Plan.

1 Basis of the CEO Plan

The Option will give the Chief Executive of the Company, Stephen Garvey, a right to acquire up to 11 million shares at a range of option prices per share, subject to vesting periods. During the vesting periods Mr Garvey will have no beneficial entitlement to the shares, and in particular no dividend or voting rights in respect of the shares.

The Remuneration Committee will have responsibility for overseeing and administering the CEO Plan.

The award under the CEO Plan will not reduce, amend or otherwise impact on the Chief Executive's participation in annual cash bonus arrangements and/or the Company's Long Term Incentive Plan 2017 (as amended, restated and renamed on 15 May 2026 and now known as the Glenveagh Properties plc Long Term Incentive Plan 2026).

2 Participation in the CEO Plan

The CEO Plan will not apply or extend to any other individual except Stephen Garvey.

3 Dilution

The CEO Plan will provide for a one-off grant of an option over 11 million shares. The Option may be satisfied upon exercise by any of the following (or any combination of these):

- + the acquisition of Shares purchased in the market
- + the allocation of Shares acquired by a trustee of any discretionary employee benefit trust established by the Company in conjunction with the CEO Plan or otherwise for the benefit of employees generally.

4 Vesting & Exercise

The Option will be subject to time-based vesting and will vest and become exercisable in five equal tranches as shown in Table I below. The vesting dates are set out in column A, the number of Shares in each tranche is as set out in column B, and the exercise price applicable to each tranche is shown in column C.

The vesting of each tranche of the Option is also conditional on Stephen Garvey continuing in his role as Chief Executive up to the date of vesting for the relevant tranche, and adhering to an additional shareholding requirement whereby he must continue to hold at least 4 million Company shares for the duration of the life of the Option.

The relevant tranche of the Option will have no value unless the share price is above the applicable exercise price for that tranche.

Table I

A. Date of Vesting	B. No. of Shares in respect of which Option vests	C. Exercise Price
15 May 2030 (being the 4th anniversary of Date of Grant)	2,200,000	€3.25
15 November 2030 (being the date that is 4 years and 6 months after Date of Grant)	2,200,000	€3.50
15 May 2031 (being the 5th anniversary of Date of Grant)	2,200,000	€3.75
15 November 2031 (being the date that is five years and six months of Date of Grant)	2,200,000	€4.00
15 May 2032 (being the 6th anniversary of Date of Grant)	2,200,000	€4.25
Total	11,000,000	

Once vested, the Option may be exercised at any time in relation to its vested portion(s) up to its expiry date of 10 years after the date of grant, unless it lapses prior to that date on foot of any other provisions of the CEO Plan.

5 Transferability

The Option is personal to Stephen Garvey and not transferable save in the event of his death.

6 Life of CEO Plan

The CEO Plan will terminate the day after the tenth anniversary of the date of grant of the Option or on such earlier date on which the entire Option has either been exercised and/or has lapsed under the terms of the CEO Plan.

7 Cessation of Employment

7.1 General Rule

If Stephen Garvey ceases to be Chief Executive between grant and vesting of the Option (or any part thereof):

- + the unvested tranche(s) of the Option will lapse in full, and
- + the vested tranche(s) of the option will be retained by him and be exercisable for a period of 12 months, unless it otherwise lapses prior to that time under the terms of the CEO Plan.

7.2 Good Leaver

If Stephen Garvey ceases to be Chief Executive on account of

- (a) Health Reasons;
- (b) redundancy (within the meaning of the Redundancy Payments Acts 1967 to 2022);
- (c) the company by which the Executive is employed ceasing to be under the Control of the Group; or
- (d) the transfer of the undertaking or part-undertaking in which the Executive is employed to a person other than a member of the Group;
- (e) any other circumstances at the discretion of the Remuneration Committee,
 - + the unvested portion(s) of the Option will be pro-rated and he will be permitted to retain that portion of the Option relating to the portion of the vesting period that has lapsed up to the date he ceases, and it will be exercisable up to the tenth anniversary of grant unless it otherwise lapses prior to that time under the terms of the CEO Plan, and
 - + he will retain the vested portion of the Option and it will be exercisable up to the tenth anniversary of grant unless it otherwise lapses prior to that time under the terms of the CEO Plan.

In the event of Stephen Garvey's death, the Remuneration Committee will determine the extent to which any part of the Option will be transferred to his legal personal representative.

8 Adjustment on capitalisation, rights issue etc

The terms of the Option may be adjusted on foot of any alteration taking place in the capital structure of the Company.

9 Change in control

In the event of a change in control of the Company (excluding any internal reorganisation) the Remuneration Committee will determine the consequences for the Options and may choose to accelerate, roll over, substitute, continue or cancel the Option for cash or otherwise vary the Option on such conditions as it may decide. In relation to any acceleration or cash settlement of the Option, the Remuneration Committee may pro-rate based on how much time has elapsed between the grant of the Option and the change in control event.

10 Malus & Clawback

The Option is subject to malus and clawback provisions. In particular:

- + prior to the vesting of the Option (or any part thereof), or prior to the exercise of any vested portion of the Option, the Remuneration Committee is entitled to reduce (including to nil) the number of Shares to which the Option relates, cancel the Option or impose such additional conditions as it shall determine;
- + following the exercise of the Option (or any part thereof), the Remuneration Committee is entitled to demand a return of any Shares acquired under the Option for nil consideration or demand the repayment of the proceeds of the sale of any such Shares. The Remuneration Committee will have discretion to determine the basis on which the amount of Shares or cash clawed back is calculated, including whether and if so to what extent to take account of any tax or social security liability paid.

These provisions expire on the second anniversary of the date on which the Option (or any part thereof) vests, with respect to the Shares subject to that vested tranche.

11 Other

The Option award made under the CEO Plan is not pensionable.

12 Adjustments and Alterations

The Option may be adjusted on foot of alterations in the capital structure of the company. If the Company declares a dividend, return of capital or other distribution the target exercise prices per share (as set out in column C of Table 1 above) may be adjusted downwards for any tranches of the Option that have not been exercised at that time to take account of the amount of such dividend, return of capital or other distribution per share.

No amendment to the advantage of the Chief Executive will be made to the following provisions of the CEO Plan without prior approval of the Company's shareholders in general meeting:

- + the maximum potential award under the Option
- + the vesting conditions
- + the adjustments that may be made in the event of a variation of capital.

This will not apply to any minor amendments to benefit the administration of the CEO Plan or which are necessary or desirable to take account of any change in legislation or to obtain or maintain favourable taxation, exchange control or regulatory treatment for any member of the Group or the Executive.

13 Employee Benefit Trust

The Company has determined that the option to be granted under the CEO Plan will only be satisfied by shares purchased in the market i.e. no newly issued or treasury shares will be used for the award under the CEO Plan. This will ensure that shareholders are not diluted as a result of the CEO Plan and it will also ensure that sufficient headroom remains available for the issuance of share capital under any other employee equity plans operated by the Company, within the limits already agreed by shareholders in this regard.

In order to facilitate the acquisition of shares in the market and hedge the Company's liabilities under the CEO Plan, it is proposed that the Company will establish a discretionary employee benefit trust (EBT) as the vehicle through which shares will be purchased in the market and held until required on the exercise of any part of the Option granted under the CEO Plan. Subject to obtaining shareholder approval of the CEO Plan, the Company will set up the EBT as soon as practicable thereafter for the benefit of employees generally and the Company will seek to optimise its costs by funding the EBT by way of either a loan or a cash contribution, within the parameters of company law and tax considerations. The EBT trust deed will not permit the trust to subscribe for newly issued or treasury shares. It is anticipated that the EBT will be set up in an offshore location (Jersey or Guernsey) and the Company will engage a professional trustee to operate the trust as a discretionary trust, with the trustee being both the legal and beneficial owner of any shares or cash held in the trust.

Copies of the rules of the proposed CEO Plan referred to above are available for inspection at the registered office of the Company and at the office of A&L Goodbody Solicitors, 25 North Wall Quay, IFSC Dublin 1 during normal business hours on any weekday (except public holidays) up to Friday 15 May 2026 and at The InterContinental Hotel, Simonscourt Road, Ballsbridge, Dublin 4 from 15 minutes prior to the AGM until the conclusion of the Meeting.

AGM Notice: Statement of Procedures

The following information is provided to members in accordance with Section 1103 of the Companies Act 2014.

Entitlement to attend and vote

1. The record date in respect of the AGM is 6p.m. on 11 May 2026 or, if the AGM is adjourned, 6p.m. on the day immediately preceding the date which falls 72 hours before the time appointed for the adjourned meeting. Only those members registered in the register of members of the Company as at 6p.m. on the record date shall be entitled to attend, speak, ask questions and, in respect of the number of ordinary shares registered in their name, vote and demand or join in demanding a poll at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

2. The process for appointing a proxy will depend on the manner in which you hold your interest in the Company.
3. A member who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions, vote, demand a poll and join in demand for a poll on his or her or its behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of ordinary shares held in different securities accounts. Only ordinary shareholders shall have the right to appoint a proxy to attend, speak, ask questions, vote, demand a poll and join in demand for a poll on his/her/its behalf at the AGM and at any adjournment thereof. Such a member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the general meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the Memorandum and Articles of Association of the Company. A proxy need not be a member of the Company.

Book-Entry Holders

4. For shareholders whose ownership is directly recorded on the register of members (i.e., those shareholders who hold in book-entry form and are directly registered on the register of members) a form of proxy is enclosed with the Notice of AGM (**Form of Proxy**). Subject to the Memorandum and Articles of Association of the Company and provided it is received (together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, your proxy may:
 - (a) be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited 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,
 - (b) be submitted by post to Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
5. In the case of a body corporate member, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.

EB Participants and CDI Holders

6. **Persons who hold their interests in ordinary shares as Belgian law rights through the EB system** or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank SA/NV (**Euroclear Bank**), please contact your custodian.

Further information for EB Participants

7. Participants in the Euroclear system (**EB Participants**) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the **EB Services Descriptions**). EB Participants can either send:
 - (a) electronic voting instructions to instruct Euroclear Nominees Limited (as sole registered shareholder of all ordinary shares held through the Euroclear system) (**Euroclear Nominees**) to either itself or by appointing the chairman as proxy:

- (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) abstain from all or a specific resolution(s); or
 - (iv) give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting and vote for the number of ordinary shares specified in the proxy voting instruction.
8. Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline. Your attention is drawn to section 6 of the EB Services Description in this regard.
 9. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.
 10. EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

Further information for CREST members with holdings of CDIs

11. Euroclear UK & International Limited (EUI), the operator of the CREST system has arranged for voting instructions relating to the CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited (**Broadridge**). CREST members can complete and submit proxy appointments (including voting instructions) electronically through Broadridge.
12. If you hold CDIs, you will be required to make use of the EUI proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. To facilitate client set up, you will need to complete the Broadridge Global Proxy Voting service Set-up Form (CRT408) prescribed by Broadridge.
13. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.
14. Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
15. The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third party proxy). Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above.
16. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions.
17. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

18. All proxy voting instructions (whether submitted directly or through the Euroclear or (via a holding of CDIs) CREST systems must be received by the Company's Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear or (via a holding of CDIs) CREST systems will also need to comply with any additional voting deadlines imposed by the respective service offerings. Again, all persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

Proxy voting

19. A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by the Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a **Substitute Proxy**). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of the Form of Proxy. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to 'proxy' shall be deemed to include persons who are Substitute Proxies for the time being. If no such specific instructions are given, the proxy will vote your vote at his/her discretion. A vote cast as abstain is not a vote in law and will not be counted in the calculation of the proportion of votes "for" or "against" the resolution.

20. On any other business which may properly come before the AGM and or any adjourned AGM thereof and whether procedural, administrative and/or substantive in nature (including any motion to amend a resolution or adjourn the AGM) not specified in the Notice of AGM or the Form of Proxy, the proxy will act at his/her discretion in voting on such matters.
21. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered ordinary shareholders and 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.

Total number of issued shares

22. The total number of issued ordinary shares as at 5p.m. on 27 March 2026 (being the latest practicable date prior to the date of the Notice of this AGM) is 516,562,546. A statement of the total number of issued ordinary shares on the date of this Notice of AGM is available on the Company's website.
23. Each ordinary share carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she is the holder. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.
24. We encourage shareholders to submit their Forms of Proxy to ensure they can vote and be represented at the AGM without the need to attend in person.

Questions at the AGM

25. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the AGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding at least four business days prior to the AGM by post to the Company Secretary, at the Company's registered office, or by email to chloe.mccarthy@glenveagh.ie.
26. Under Section 1107 of the Companies Act 2014, the Company must answer any question which a member may ask relating to the business being dealt with at the AGM unless:
 - (a) answering the question would interfere unduly with the preparation of the AGM or the confidentiality and business interests of the Company;
 - (b) the answer has already been given on the Company's website in a question and answer format; or
 - (c) it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

Members' right to table draft resolutions and to put items on the agenda

27. Pursuant to Section 1104 of the Companies Act 2014, a member or a group of members holding 3% of the issued share capital, representing at least 3% of the total voting rights of all members who have a right to vote at the AGM, have a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM. Requests:
 - (a) may be in hard copy form or in electronic form;
 - (b) must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;
 - (c) must be authenticated by the person or persons making it (by identifying the member or members meeting the qualification criteria and, if in hard copy, by being signed by the member or members); and
 - (d) must have been received by the Company no later than 2 April 2026 having regard to the 42-day period specified in Section 1104 of the Companies Act 2014.
28. In addition to the above, requests must be made in one of the following ways:
 - (a) a hard copy request which is signed by the member(s), stating the full name and address of the member(s) and is sent to the Company Secretary at the Company's Registered Office; or
 - (b) a request which states the full name and address of the member(s) and is sent to the Company Secretary at: chloe.mccarthy@glenveagh.ie.

29. A requested item or draft resolution must not be such as would be incapable of being passed or otherwise be ineffective or redundant (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association, or on account of the substantive nature of other resolutions on the agenda of the AGM, or otherwise). Any requested item or draft resolution must not be defamatory of any person.
30. Subject to the Companies Act 2014 and any provision of the Company's Memorandum and Articles of Association, where a resolution is proposed as a special resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered at the general meeting. Subject to the Companies Act 2014 and any provision of the Company's Memorandum and Articles of Association, where a resolution is proposed as an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless either at least 48 hours prior to the time appointed for holding the general meeting or adjourned meeting at which the ordinary resolution is to be proposed, notice in writing of the terms of the amendment and intention to move same has been lodged with the Company Secretary (at the Company's Registered Office), or the Chairman in his absolute discretion decides that it may be considered or voted upon.

Information regarding the AGM

31. Information regarding the AGM, including information required by Section 1103 of the Companies Act 2014, is available from the Company's website at: <https://glenveagh.ie/corporate>.



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