

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from an independent financial adviser being, if you are resident in Ireland, an organisation or firm authorised under the European Communities (Markets in Financial Instruments) Regulations 2017 or the Investment Intermediaries Act 1995 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised pursuant to the Financial Services and Markets Act 2000 of the United Kingdom or, if you are not so resident, from another appropriately authorised independent financial adviser. All Shareholders are advised to consult their professional advisers regarding their own tax position.**

This Tender Form should be read in conjunction with the accompanying circular to Shareholders dated 15 August 2023 (the “Circular”). Terms used in this Tender Form and not otherwise defined herein have the same meaning as in the Circular.

The Tender Offer is not being made, directly or indirectly, in the United States, Canada, Australia, New Zealand, South Africa or Japan (the “**Restricted Territories**”) and neither this Tender Form nor the accompanying Circular may be distributed or sent in, into or from any of the Restricted Territories and doing so may render invalid any purported tender. Any person (including, without limitation, custodians, nominees and trustees) who may be an Overseas Shareholder or have a contractual or legal obligation to forward this Tender Form and/or the accompanying Circular should read the paragraph headed “Overseas Shareholders” in Part III of the Circular before taking any action.

If you have sold or otherwise transferred all of your Ordinary Shares, please send this document, if not personalised, together with the Circular and other relevant documents, immediately to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

## **Kenmare Resources plc**

*(incorporated in Ireland under the Companies Act 2014 with registered number 37550)*

**Proposed Tender Offer by Peel Hunt LLP to purchase up to 5.9% of the Company’s issued Ordinary Shares**

# **TENDER FORM FOR ORDINARY SHARES HELD IN CERTIFICATED FORM ONLY**

*Not for use, Information only*

**IF YOU DO NOT WISH TO PARTICIPATE IN THE TENDER OFFER YOU SHOULD NOT COMPLETE OR RETURN  
THIS TENDER FORM**

### **IF YOU WISH TO PARTICIPATE IN THE TENDER OFFER**

- If you hold uncertificated interests in Ordinary Shares through Euroclear or, in the form of CDIs, in CREST, you should not complete and sign this Tender Form but should follow the instructions set out in Part III of the Circular as applicable.
- For Ordinary Shares held in certificated form, to participate in the Tender Offer, complete this Tender Form on page 3 by following the corresponding instructions set out on page 2. Additional information regarding the completion and lodging of this Tender Form is provided on page 4. A Tender Form, once lodged, cannot be withdrawn (subject to the terms and conditions of the Tender Offer). Full terms and conditions of the Tender Offer are set out in the accompanying Circular.
- Completed and signed Tender Form(s) should be sent by post (during normal business hours only) to the Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as **soon as possible and, in any event, so as to be received by no later than 1.00p.m. on 8 September 2023.**
- Tender Form(s) should be sent together with your share certificate(s) and/or other document(s) of title.

#### **Please note:**

- You should complete separate Tender Forms for Ordinary Shares held in certificated form but under different designations. You can obtain additional Tender Forms at the address set out at the bottom of this page.
- Please read Part III of the Circular before completing this Tender Form, the terms of which are incorporated in and form part of this Tender Form.
- If you have any questions on how to complete this Tender Form, please contact Computershare Investor Services (Ireland) Limited on +353 (0) 1 447 5106.
- Peel Hunt LLP and their agents reserve the right to treat tenders under the Tender Offer as valid if received at any place or in any manner determined by them otherwise than as set out in this Tender Form or in the accompanying Circular.
- The provisions of this Tender Form and any other terms of the Tender Offer may be waived, varied or modified as regards specific Shareholders or on a general basis by Peel Hunt LLP and their agents in their absolute discretion but only if they are satisfied that such waiver, variance or modification will not constitute or give rise to a breach of applicable securities or other legal or regulatory requirements.
- All references to times in this Tender Form are to Irish Standard Time unless otherwise stated.

Further copies of the Circular and this Tender Form are available from the Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.

# HOW TO COMPLETE THIS TENDER FORM

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## 1. Shareholder Details

Please check the following details:

- Name(s) and address: If your name(s) and addresses are shown incorrectly on this Tender Form or on any of your share certificates please see note 5B.
- Registered holding of Ordinary Shares: Box 1 sets out the total number of Ordinary Shares recorded against your name(s) on the Register at 6.00p.m. on 11 August 2023. This is provided for information purposes only and Shareholders should note that their entitlement to tender Ordinary Shares will be calculated on the basis of the number of Ordinary Shares recorded against their name(s) on the Register at 6.00p.m. on 8 September 2023, the Record Date.

If you have queries regarding your shareholding, you should contact Computershare Investor Services (Ireland) Limited on telephone number +353(0) 1 447 5106.

The Registrar can only provide information regarding the completion of Tender Forms and cannot provide Shareholders with legal, tax or financial advice.

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## 2. Election to Participate in the Tender Offer

- Please write the number of shares you wish to tender in Box 2
- Your Basic Entitlement will be the number of Ordinary Shares (rounded down to the nearest whole number) as represents 5.9 per cent. of your total holding of Ordinary Shares on the Record Date (i.e. Basic Entitlement = Your total holding of Ordinary Shares on the Record Date x 5.9 per cent. rounded down to the nearest whole number).

Your Basic Entitlement will be accepted in full but your tender of Ordinary Shares in excess of your Basic Entitlement will only be capable of acceptance by the Company on a pro rata basis, insofar as other Shareholders do not tender their entire Basic Entitlement. Such excess tenders, to the extent that they can only be satisfied in part, will be subject to scaling down pro rata, in proportion to the amount in excess of the Basic Entitlement so tendered (rounded down to the nearest whole number of Ordinary Shares) (save that tenders from Eligible Shareholders who hold Ordinary Shares in certificated form of 1,000 Ordinary Shares or fewer will be accepted in full subject to there being capacity to purchase those Ordinary Shares in accordance with the terms of the Tender Offer; if there is insufficient capacity to purchase all of such Ordinary Shares, as many tenders as possible from such Eligible Shareholders will be accepted in full) as described in Parts II and III of the Circular.

Any part of such an excess tender which is not capable of satisfaction as described above will not be accepted for purchase under the Tender Offer.

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## 3. Currency of Cash Consideration

Payment will be made to your mandated bank or building society account as recorded by the Registrar or, if no such mandate is registered, by cheque in sterling drawn on a branch of a UK clearing bank despatched to the address indicated in Box 1 or Box 5 unless you indicate that you want the consideration to be paid in euro drawn on a branch of an Irish clearing bank by completing Box 4. If no such election is indicated in Box 4, payment will be made by cheque in sterling.

Under the Currency Election Facility, Eligible Shareholders, may elect, by ticking Box 4 to receive in euro the cash amount payable to them in respect of accepted tenders on the basis that the cash amount payable in sterling to which they would otherwise be entitled under the Tender Offer will be paid in euro based on the exchange rate obtained by the Registrar within five Business Days before the date of settlement of the consideration in respect of the relevant Ordinary Shares (sterling amounts will be converted at a wholesale rate available at the time of execution by the Registrar less a 1% spread). Eligible Shareholders (other than Euroclear Nominees Limited), may elect to receive payment in euro for the whole only of their holding of Ordinary Shares in respect of which they validly tender, and may not elect to receive a combination of sterling and euro. The actual amount of euro received by any Eligible Shareholder who elects to receive their cash consideration in euro will depend upon the exchange rate prevailing on the day on which the Registrar converts the relevant amount of sterling into euro. Shareholders should be aware that the sterling/euro exchange rate which is prevailing at the date on which any election is made to receive euro and on the dates of despatch and receipt of payment may be different from that prevailing on the date on which the Registrar converts the sterling into euro. In all cases, fluctuations in the sterling/euro exchange rate are at the risk of tendering Eligible Shareholders who elect to receive their consideration in euro. Any Eligible Shareholder who wishes to receive instead a certain, fixed cash amount in sterling should not elect to receive euro.

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## 4. Signatures

**If you wish to participate in the Tender Offer, you MUST sign Box 3, regardless of which other Box(es) you complete. In the case of a joint holding, all the joint holders must sign.**

**By signing Box 3 you are irrevocably tendering on the terms of the Tender Offer as described in the Circular and this Tender Form, and you irrevocably undertake, represent, warrant and agree as provided in paragraph 7 of Part III of the Circular, in relation to certain matters concerning countries outside the Ireland and the UK.**

**Each individual signing must do so in the presence of an independent witness** who must be over 18 years of age and should not be one of the joint registered holders or otherwise have any financial interest in the relevant Ordinary Shares, or in the proceeds resulting from the execution of this Tender Form. The witness should state his or her name and address and sign where indicated. The same person may witness each signature of joint holders.

If this Tender Form is not signed by the registered holder(s), insert the name(s) and the capacity (e.g. executor(s)) of the person(s) signing this Tender Form. You should deliver evidence of your authority in accordance with the further Notes on page 4 of this form. A company incorporated in Ireland may affix its company seal, which should also be witnessed in accordance with its articles of association or other applicable regulation. A company to which Section 44 of the UK Companies Act 2006 (as amended) applies may execute this Tender Form as a deed by two directors, one director and the company secretary or one director in the presence of a witness in the execution part of Box 3.

*Notes:*

Enclose your share certificate(s) and/or other document(s) of title.

Peel Hunt LLP will remit the cash consideration to Computershare Investor Services (Ireland) Limited with instructions that such consideration be remitted to relevant Shareholders in accordance with the instructions set out in the Circular.

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## 5A. Alternative Address for Consideration and Returned Document(s)

If you want your consideration and/or other documents to be sent to someone other than the first named registered holder at the address set out in Box 1 on page 3 (e.g. your bank manager or stockbroker), you should complete Box 5 to include an alternate address, but not with an address outside the UK or Ireland.

## 5B. Change of Details

If your name or address in Box 1 on page 3 has changed or is incorrect please complete Box 1 with your new/correct name or address, as appropriate.

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**PLEASE COMPLETE AS EXPLAINED ON PAGE 2 AND 4 (To be completed in BLOCK CAPITALS)**

The provisions of Part III (Terms of the Tender Offer) of the Circular are deemed to be incorporated in and form part of this Tender Form.

**1 SHAREHOLDER INFORMATION**

Please tick this box if your address details in Box 1 have changed or are incomplete and update below in BLOCK capitals:

House Number:  Eircode/Post Code:

Street/Road Name .....  
(BLOCK CAPITALS)

Town/City .....  
(BLOCK CAPITALS)

Country .....  
(BLOCK CAPITALS)

For information purposes only:  
Number of Ordinary Shares held by you  
as at the close of business on 11 August 2023

Please enter here a daytime telephone number (including country code) where you can be contacted in the event of any query arising from completion of this Tender Form.

Tel:

**2 TO PARTICIPATE IN THE TENDER OFFER**

Complete Boxes 2, 3 and, if appropriate Boxes 4 and 5

Number of **Ordinary Shares** you are tendering into the Tender Offer

Note: If you tender all of your Ordinary Shares and other Shareholders do not take up their full entitlement, all of your Ordinary Shares could potentially be purchased. Therefore, if you only wish for a certain portion of your holding to be sold, only tender that portion of your holding.

**3 ALL SHAREHOLDERS TO SIGN HERE TO PARTICIPATE IN THE TENDER OFFER**

Execution as a deed by individuals: Signed and delivered as a deed by:  
N.B. ALL INDIVIDUAL SIGNATURE(S) MUST BE WITNESSED

	Signature(s) of Shareholder(s)	Name of Witness	Signature of Witness	Address of Witness
1	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**NOTE:** The witness must be a person who is over 18 years of age who is not another joint holder or otherwise has any financial interest in the relevant Ordinary Shares or in the proceeds resulting from the completion of the Tender Offer. The same witness may witness on behalf of all or any registered holders

Execution as a deed by a company: The common seal was affixed/executed as a deed on behalf of the company named above in the presence of:

	Signature <input type="text"/>	Name of Director <input type="text"/>
	Signature <input type="text"/>	Name of Director/Secretary/ Witness (if applicable) <input type="text"/>

**4 CURRENCY ELECTION**

Please tick this box if you wish your consideration to be paid in euro.

Please note if you do not make an election, the default currency is sterling.

**5 ALTERNATIVE ADDRESS FOR DISPATCH OF TENDER OFFER PROCEEDS**

Address outside the Restricted Territories to which the Tender Offer proceeds are to be sent, if not as specified above.

Name.....  
Address .....  
..... Eircode/Postcode .....

**PLEASE REMEMBER TO SEND YOUR VALID SHARE CERTIFICATE(S)**  
If you have lost your certificate(s) and have already applied for a letter of indemnity, place a cross  in this box

## NOTES REGARDING THE COMPLETION AND LODGING OF THIS TENDER FORM

### A. Where a power of attorney has been granted

If a holder has executed a power of attorney, the attorney must sign this Tender Form. The original power of attorney (or a duly certified copy, as provided in the Powers of Attorney Act 1996) must be lodged with this completed Tender Form with the Registrar at Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. No other signatures will be accepted. The Registrar will note the power of attorney and return it as directed.

### B. If the sole holder has died

If probate or letters of administration has/have been registered with the Registrar, this Tender Form must be executed by the personal representative(s) of the deceased, in the presence of a witness, and lodged with the Registrar at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland. If probate or letters of administration has/have been granted but has/have not been registered with the Company's registrars, the personal representative(s) should execute this Tender Form and lodge it with the Registrar at the address above with the share certificate(s) and/or document(s) of title. A copy of the probate or letters of administration must be lodged as soon as possible thereafter and in any event by 1.00p.m. on 8 September 2023 in order to validate this Tender Form.

### C. If one or more of the joint holders has died

This Tender Form is valid if executed by all the surviving holders, each in the presence of a witness, and lodged with the Registrar at the address above, accompanied by the share certificate(s) and/or other document(s) of title, and, in all cases, a valid copy of the death certificate, probate or letters of administration in respect of the deceased joint holder.

### D. If you hold your Ordinary Shares in certificated form and your share certificate(s) and/or other document(s) of title are held by your stockbroker, bank or other agent

If your share certificate(s) and/or other document(s) of title is/are held by your stockbroker, bank or other agent, complete this Tender Form and, if the share certificate(s) and/or other document(s) of title is/are readily available, deliver this completed Tender Form to your stockbroker, bank or other agent for lodging with the Registrar at the address above, accompanied by the relevant share certificate(s) and/or document(s) of title. If the share certificate(s) and/or other document(s) of title is/are not readily available, please contact Computershare Investor Services (Ireland) Limited by telephone on +353 (0) 1 447 5106, or by writing to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, as soon as possible.

### E. If your Ordinary Shares are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:

Complete and execute this Tender Form and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form. At the same time you should phone the Shareholder Helpline or write to Kenmare's registrars, Computershare Investor Services (Ireland) Limited, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services (Ireland) Limited at the address given on the cover page of this Tender Form and, in any event, so as to arrive by no later than 1.00p.m. on 8 September 2023.

### F. If you hold your Ordinary Shares in certificate form and your name(s) or other particulars are shown incorrectly on the certificate

- **Incorrect name(s)** - complete and lodge this Tender Form with the correct name(s) accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has executed this Tender Form are one and the same.
- **Incorrect address** - complete and lodge this Tender Form completing Box 1 with the correct address for reregistration
- **Change of name(s)** - lodge your marriage certificate or the relevant deed poll with this Tender Form for noting.