

**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 European Union (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 Market Act, 2000 of the United Kingdom or, if you are not so resident, from another appropriately authorised independent financial adviser.

If you have sold or otherwise transferred all your shares in Kenmare Resources plc, please forward this document together with the form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.



**LETTER FROM THE CHAIRMAN  
AND NOTICE OF  
ANNUAL GENERAL MEETING**

Notice of the Annual General Meeting of Kenmare Resources plc ("AGM") to be held on 11 May 2023 at 12:00 p.m. at The Westbury Hotel, Balfe Street, Dublin 2 is set out in this document.

PART I

LETTER FROM THE CHAIRMAN



Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2, D02 DY27, Ireland  
T: +353 1 671 0411 E: [info@kenmareresources.com](mailto:info@kenmareresources.com)  
W: [www.kenmareresources.com](http://www.kenmareresources.com)

To the Shareholders,

Kenmare Resources plc (“**Kenmare**” or the “**Company**”)

19 April 2023

**Notice of Annual General Meeting**

Dear Shareholder

I enclose for your attention Notice of the Annual General Meeting of Kenmare to be held on 11 May 2023 at The Westbury Hotel, Balfe Street, Dublin 2 at 12.00 p.m. I hope that you can join us and look forward to meeting with you then.

The Resolutions to be proposed at the forthcoming AGM are set out in the Notice of AGM on pages 6 to 8 of this document, with further explanatory notes set out on pages 9 to 11.

I would like to draw your particular attention to the following items of business in the Notice of AGM.

**Election and re-election of Directors**

In line with Kenmare’s commitment to best practice in corporate governance, all of the Directors will retire at the AGM and will offer themselves for election or re-election by the shareholders.

A number of important changes to the composition of the Board took place during the year.

Steven McTiernan, Tony McCluskey and Sameer Oundhakar stepped down, and I would like to thank them sincerely for their important contributions to Kenmare’s success in recent years. As you know, I assumed the role of Chairman following Steven’s departure and would like to thank Steven for his advice and support during the transition. I would also like to acknowledge Tony’s tremendous contribution to Kenmare. Alongside Michael Carvill, he led the Company from the exploration phase through to mine development and onto expansion and his dedication to the role was unwavering through his tenure.

With effect from 26 September 2022, Tom Hickey was co-opted to the Board and appointed as Financial Director. Tom brings significant financial and natural resources experience to Kenmare, having served for 15 years as Executive Director of various public companies, including eight years as Chief Financial Officer of the African and South American-focused oil and gas producer Tullow Oil plc. He has a Bachelor of Commerce degree and a Diploma in Professional Accounting, both from University College Dublin, and he is a Fellow of the Irish Institute of Chartered Accountants.

On 25 January 2023, Issa Al Balushi was appointed as a Director, having been nominated by African Acquisition S.à.r.l. (“AAS”) Kenmare’s largest investor. Issa is a Manager in Economic Diversification Investments at Oman Investment Authority (“OIA”) (which controls AAS), has over 10 years of experience in the financial industry and investment and has worked as a portfolio manager for several international and national OIA assets. Issa holds a Master’s degree in Financial Analysis from UNSW, Sydney and a Bachelor of Science, Finance from SQU, Muscat.

These two most recent appointments have brought enhanced financial and markets experience as well as additional ethnic diversity and wide geographical experience to the Board and we were delighted to welcome them to the Board. The current composition of the Board provides an overall balance of experience, skills and knowledge necessary to create long-term sustainable value for the Company and its stakeholders and would meet the recommendations of the Parker review and the Hampton-Alexander review regarding Board ethnic and gender diversity respectively, were they applicable to the Company.

In line with Kenmare’s Articles of Association, both Tom and Issa will offer themselves for election at the AGM, and I recommend them for election by shareholders to the Board.

**Attendance & Voting**

To facilitate shareholder communication, the AGM will be broadcast by conference call. Shareholders will be able to access the call using the numbers below:

**Republic of Ireland:**

Local: +353 1 5822023

Toll-Free: +353 1800 001199

**UK:**

Local: +44 20 34814247

Toll-Free: +44 800 2606466

**USA:**

Local: +1 (646) 307-1963

Toll-Free: +1 (800) 715-9871

While there will be an opportunity to ask questions on the day, Shareholders who wish to submit questions at the AGM, may wish to do so in advance by emailing [agm@kenmareresources.com](mailto:agm@kenmareresources.com) before 12 noon on 9 May 2023.

This year voting will be done by way of a poll – a written vote – on each of the resolutions put to the meeting. This allows you the opportunity to participate in the decision-making of the Company and have your votes recorded in proportion to the number of shares you hold.

Your participation at the AGM is important to the Company, and I would encourage every shareholder to take part in the meeting either by attending the AGM or, if you are not able to attend, by completing and returning a form of proxy or making an electronic proxy appointment. The appointment of a proxy will not prevent a member attending the AGM and voting in person if the member wishes to do so.

**Recommendation**

The Board believes that all the proposals set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole, and unanimously recommends that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings of shares in the Company.

Yours faithfully,

**Andrew Webb**  
Chairman

**Directors:** Andrew Webb (Chairman), Issa Al Balushi, Michael Carvill, Mette Dobel, Elaine Dorward-King, Clever Fonseca, Thomas Hickey, Graham Martin, Deirdre Somers. Secretary: Chelita Healy

**Registered Office:** 4th Floor, Styne House, Hatch Street Upper, Dublin 2, D02 DY27, Ireland. **Registered No.** 37550. Registered in Dublin, Ireland

**PART II**  
**NOTES ON THE RESOLUTIONS**

**Resolution 1: Financial Statements, Directors' Report and Auditor's Report**

The Directors will present the report and accounts of the Company for the year ended 31 December 2022. A full copy of the Annual Report is available on [www.kenmareresources.com](http://www.kenmareresources.com).

**Resolutions 2 and 7: Remuneration Report and Remuneration Policy**

Shareholders are being asked to consider the Remuneration Committee Report and the Annual Report on Remuneration for the year ended 31 December 2022. The reports are contained in the Annual Report which is available on [www.kenmareresources.com](http://www.kenmareresources.com). This is an advisory resolution that is not binding on the Company and is being put to shareholders in accordance with section 1110N of the Companies Act 2014.

As the Directors' Remuneration Policy was last approved by shareholders at the 2020 AGM, we are also asking shareholders to consider the proposed new Directors' Remuneration Policy as set out in detail on pages 135 to 145 of the 2022 Annual Report.

As an Irish incorporated company, the Directors' Remuneration Policy complies with the requirements of the Companies Act 2014 and, on a voluntary basis, with the regulations set out in the UK's Large and Medium-sized Companies and Groups (Accounts and Report) Regulations 2008 (as amended). In accordance with the Companies Act 2014, the vote on the policy at the Company's forthcoming AGM will be advisory only, and not binding, but if the policy is not approved by that advisory vote, the current policy will continue to apply and the Company will prepare a revised remuneration policy and hold an advisory vote in respect of that revised policy at the following general meeting. The Board will take due notice of shareholder feedback on the policy and it is the Board's intention to operate in line with the approved policy. The Company would seek a further advisory vote from its shareholders should the current policy change or, if earlier, in three years' time.

**Resolution 3: Dividend**

The Board is recommending a final dividend of USc43.33 per share on the Ordinary Shares in issue in the capital of the Company in respect of the year ended 31 December 2022. This is in addition to the interim dividend of USc10.98 per share paid in October 2022. Subject to approval by shareholders at the AGM, the final dividend will be paid on 19 May 2023 to shareholders registered on the record date, 14 April 2023.

**Resolution 4: Re-election & Election of Directors**

In line with Kenmare's commitment to best practice in corporate governance, all of the Directors will retire at the AGM and offer themselves for election or re-election by the shareholders.

The performance of the Board is reviewed annually. The recent internal evaluation found that each of the Directors has made a substantial contribution to the leadership and governance of the Company during the year. Details of this internal Board evaluation are set out on page 99 of the 2022 Annual Report. A biography of each of the Directors standing for re-election and election is set out on pages 86 and 87 of the 2022 Annual Report and on our website at [www.kenmareresources.com](http://www.kenmareresources.com). The Directors' broad range of skills, qualification and experience continue to be important to the Company's long-term sustainable success.

**Resolution 5: Auditor's Remuneration**

Resolution 5 authorises the Directors to fix the remuneration of the auditor for the year ending 31 December 2023.

**Resolution 6: Notice for meetings**

Resolution 6 is a special resolution and authorises the Directors to call a general meeting on not less than 14 days' notice. This shortened period will not be applicable to an Annual General Meeting or to a meeting convened to pass a special resolution and will expire at the conclusion of the next annual general meeting. As a matter of policy, the 14 day notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

### **Resolution 8: Allotment of Shares**

At the annual general meeting of the Company held in 2022, shareholders gave the Directors a general authority under Section 1021 of the Companies Act, 2014 to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting. Shareholders are therefore being asked to renew the Directors' authority to allot shares in the Company.

Resolution 8 is an ordinary resolution and proposes to authorise the Directors to issue shares up to an aggregate nominal value of €31,609. This represents approximately 33¼% of the Ordinary Shares in issue (at the latest practicable date before publication of this Circular). This authority will expire at the conclusion of the next annual general meeting of the Company or, if earlier, 11 August 2024 (unless previously renewed, varied or revoked by the Company in general meeting). The Directors have currently no intention to issue shares pursuant to this authority except pursuant to awards made under the Kenmare Resources plc Restricted Share Plan 2017 (as amended). There are no treasury shares in issue.

### **Resolution 9 (special resolution): Disapplication of pre-emption rights**

The power given to the Directors at the 2022 annual general meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expires at the conclusion of the forthcoming AGM.

Resolution 9 is a special resolution and empowers the Directors to allot shares and other equity securities in the Company for cash without first offering them to existing shareholders in proportion to their holdings. This power is limited to shares having an aggregate nominal value equal to the nominal value of 5% of the issued ordinary share capital as at the close of business on the date of the AGM and will expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 11 August 2024 (unless previously renewed, varied or revoked by the Company in general meeting).

The Pre-emption Group's Statement of Principles, as updated in November 2022, supports the annual disapplication of pre-emption rights in respect of issues of shares and other equity securities for cash up to an aggregate of 10% of the issued ordinary capital.

The Directors currently have no intention to allot such shares at the present time and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

### **Resolution 10 (special resolution): Authority to make market purchases of the Company's own shares**

At the annual general meeting of the Company held in 2022, shareholders gave the Directors a general authority to make market purchases (as defined in section 1072 of the Companies Act 2014). That authority will expire at the conclusion of the forthcoming Annual General Meeting. Shareholders are therefore being asked to renew this authority.

Resolution 10 is a special resolution and proposes to renew the Company's authority to make market purchases of up to 10% of its own shares. The authority would only be exercised if market conditions make it advantageous to do so and if the Directors were to consider that such purchases would be in the best interests of shareholders. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares. The authority, if given, will not oblige any shareholder to sell his or her shares in the Company.

Resolution 10 sets out the minimum and maximum prices which may be paid.

There were outstanding, at the latest practicable date prior to publishing this Circular, options to subscribe for 2,660,015 Ordinary Shares, representing approximately 2.81% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 3.12% of the Company's issued share capital.

### **Resolution 11 (special resolution): Authority to reissue Ordinary Shares**

The approval of the price range at which the Company may re-issue treasury shares also expires at the conclusion of the forthcoming Annual General Meeting.

Resolution 11 is a special resolution and proposes to approve the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on Euronext Dublin. The maximum and minimum prices at which such a share may be reissued are, generally, 120% and 95%, respectively, of the average market price of a share calculated over the five business days immediately preceding the date of such reissue. As at the date of this notice, the Company held no Ordinary Shares as treasury shares.

**NOTICE OF ANNUAL GENERAL MEETING OF  
KENMARE RESOURCES PLC  
(the “Company”)**

**NOTICE** is hereby given that the Annual General Meeting (“AGM”) of the Company will be held at The Westbury Hotel, Balfe Street, Dublin 2 Ireland at 12:00 p.m. on 11 May 2023 for the following purpose:

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

**ORDINARY BUSINESS**

1. Following a review of the Company’s affairs, to consider the Financial Statements and the Directors’ Report and the Independent Auditor’s Report thereon for the year ended 31 December 2022.
2. To consider the Remuneration Committee Report and the Annual Report on Remuneration as set out on pages 118 to 134 (inclusive) of the Annual Report for the year ended 31 December 2022.
3. To declare a final dividend of US\$43.33 per share on the ordinary shares of €0.001 each in the capital of the Company for the year ended 31 December 2022.
4. To re-elect the following Directors: (a) Michael Carvill (b) Mette Dobel (c) Elaine Dorward-King (d) Clever Fonseca (e) Graham Martin (f) Deirdre Somers and (g) Andrew Webb and to elect the following Directors: (h) Tom Hickey and (i) Issa Al Balushi (each of which shall be proposed as a separate resolution).
5. To authorise the Directors to fix the remuneration of the auditor.
6. To consider and, if thought fit, pass the following resolution as a special resolution:

That the Directors 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 days’ notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

**SPECIAL BUSINESS**

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To approve, on an advisory basis, the Directors’ Remuneration Policy as set out on pages 135 to 145 of the Annual Report for the year ended 31 December 2022.

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to exercise all powers of the Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount equal to €31,609. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or, if earlier, 11 August 2024 (unless previously renewed, varied or revoked by the Company in general meeting) 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 offer or agreement notwithstanding that the authority hereby conferred has expired.

9. To consider and, if thought fit, pass the following resolution as a special resolution:

That, subject to the passing of Resolution 8 above, the Directors be and are hereby empowered pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of the said Act) for cash pursuant to the authority conferred by Resolution 8 above as if sub-Section (1) of Section 1022 of the said Act did not apply to any such allotment and provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with any offer of securities open for any period fixed by the Directors by way of rights issue, open offer or other invitation to, or in favour of, holders of ordinary shares and holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and
- (b) (in addition to the power conferred by paragraph (a) of this resolution), up to a maximum aggregate nominal value equal to the nominal value of 5% of the issued ordinary share capital as at the close of business on the date of passing of this resolution.

The power hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, 11 August 2024 (unless previously renewed, varied or revoked by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

10. To consider and, if thought fit, pass the following resolution as a special resolution:

That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) be and they are hereby generally authorised to make market purchases (as defined in section 1072 of the Companies Act 2014) of ordinary shares of €0.001 each in the capital of the Company (“**Shares**”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
- (b) the minimum price that may be paid for any Share is €0.001;
- (c) the maximum price that may be paid for any Share (a “**Relevant Share**”) shall not be more than the higher of:
  - (i) an amount equal to 105 per cent. of the average market value of a Share as determined in accordance with this paragraph (c); and
  - (ii) that stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 (or by any corresponding provision of legislation replacing that regulation),

where the average market value of a Share for the purpose of sub-paragraph (i) shall be the amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in respect of Shares shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased as determined from the information published in the Euronext Dublin Daily Official List reporting the business done on each of those five days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of this paragraph (c); provided that, if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the maximum price; and if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange (trading as Euronext Dublin) or its equivalent;

- (d) the authority conferred by this Resolution shall include authority to make overseas market purchases (as defined by Section 1072 of the Companies Act 2014) of Shares on the London Stock Exchange, provided that (1) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (2) the maximum price which may be paid for any Shares so purchased shall be the higher of:
  - (i) five per cent. above the average of the closing prices for the Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,

provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (e) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or the date 18 months after the passing of this Resolution (whichever shall be the earlier) but the Company or any subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

11. To consider and if thought fit to pass the following resolution as a special resolution:

That:

- (a) for the purposes of sections 109 and 1078 of the Companies Act, 2014, the re-allotment price range at which any treasury shares (as defined by the said Companies Act 2014) for the time being held by the Company may be re-allotted off-market as ordinary shares shall be as follows:
  - (i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and
  - (ii) the minimum price at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company and, in all other cases, shall be an amount equal to 95 per cent. of the Appropriate Price;
- (b) for the purposes of this Resolution the expression "Appropriate Price" shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in respect of ordinary shares of €0.001 each of the Company shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re-allotted, as determined from information published in the Euronext Dublin Daily Official List reporting the business done on each of those five business days:
  - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
  - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
  - (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day:

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange (trading as Euronext Dublin) or its equivalent; and
- (c) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or on the date 18 months after the passing of this Resolution (whichever shall be earlier).

By order of the Board

**Chelita Healy**  
**Company Secretary**

19 April 2023

## GENERAL NOTES:

### Entitlement to attend and vote

1. The Company hereby specifies that only those shareholders registered on the Company's register of members at the close of business on 7 May 2023; or if the AGM is adjourned, at the close of business on the fourth day before the adjourned AGM, shall be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of Ordinary Shares registered in their names at the time or, if relevant, any adjournment thereof (subject to any requirement of law that this record date be an earlier date). Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and/or vote at the AGM. The Company expects to facilitate Shareholders' attendance in person at the AGM but the Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with any COVID-19 related or other public health measures and advice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available as quickly as possible by regulatory announcement and on our website.

### Information regarding the meeting

2. Information regarding the AGM, including the information required by Section 1103 of the Companies Act 2014, is available from [www.kenmareresources.com](http://www.kenmareresources.com).

### Attending in person

3. The AGM will be held at 12.00 p.m. on 11 May 2023 at The Westbury Hotel, Balfe Street, Dublin 2, Ireland.

### Appointment of proxies

4. A shareholder (a registered member of the Company) who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder (please see notes (5) to (9) below). Persons who hold their interests in Ordinary Shares through the Euroclear Bank system or as CDIs (CREST Depository Interests) should see notes (10) to (15) below and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
5. A shareholder may appoint more than one proxy to attend and vote at the AGM in respect of shares held in different securities accounts. A shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a shareholder of the Company.
6. A Form of Proxy for use by shareholders is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the AGM and voting in person should he or she wish to do so.
7. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) or to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
8. In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.
9. To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:

[www.eproxyappointment.com](http://www.eproxyappointment.com)

To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

#### **Further information for participants in the Euroclear Bank system**

10. Holders of interests in Kenmare shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

#### **Further information for CREST members with holdings of CDIs**

11. Euroclear UK & International Limited (“EUI”), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company’s Ordinary Shares via a third party service provider, Broadridge Financial Solutions Limited (“Broadridge”). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
12. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
13. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge’s voting deadline will be earlier than Euroclear Bank’s voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge’s voting deadline.
14. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

#### **Deadlines for receipt by the Company of proxy voting instructions**

15. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) 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 Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

#### **Issued shares and total voting rights**

16. The total number of issued Ordinary Shares in the Company on the date of this Notice of AGM is 94,829,551.
17. Voting on the resolutions will be decided on a poll. This means that shareholders who attend the AGM, as well as those who are not able to attend but have sent proxy forms, may have their votes taken into account according to the number of shares they hold.
18. The ordinary resolutions require a simple majority of votes cast by shareholders voting (in person or by proxy) to be passed. The special resolutions require the approval of 75 percent of votes cast (in person or by proxy) at the meeting to be passed.

#### **Questions at the meeting**

19. Pursuant to Section 1107 of the Companies Act 2014, the Company must answer any question which a shareholder may ask relating to the business being dealt with at the AGM unless:
  - (a) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
  - (b) the answer has already been given on a 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.

### **Shareholders' right to table draft resolutions and to put items on the Agenda**

20. Pursuant to Section 1104(1)(a) of the Companies Act 2014 and subject to any contrary provision of company law, a shareholder or group of shareholders holding 3% of the Company's issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have the right to put an item on the agenda of an annual general meeting. In the case of the 2023 Annual General Meeting, the latest date for submission of such requests/resolutions is 30 March 2023 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item the shareholder(s) wish to have included in the AGM agenda;
- must set out in writing the shareholder(s)' reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, any such request should be signed by the shareholder(s), state the full name and address of the shareholder(s) and sent either in hard copy to the Company Secretary, Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2, D02 DY27, Ireland, or, if in electronic form, by email to [info@kenmareresources.com](mailto:info@kenmareresources.com).

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any requested item must not be defamatory of any person.

