

**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 advisor being, if you are resident in Ireland, an organisation or firm authorised under European Union (Markets in Financial Instruments)

Regulations 2017 (as amended) 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 advisor.

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 to be held on 7 May 2026 at 12:00 noon at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland 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  
W: www.kenmareresources.com

To the shareholders,

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

13 April 2026

**Notice of Annual General Meeting**

Dear shareholder

I enclose for your attention Notice of the Annual General Meeting (**AGM**) of Kenmare to be held on 7 May 2026 at 12:00 noon at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland. I hope that you can join us and look forward to meeting with you then.

**Business of the AGM**

The Resolutions to be proposed at the forthcoming AGM are set out in the Notice of AGM on pages 5 to 7 of this document, with further explanatory notes set out on pages 3 to 4.

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 re-election by the shareholders. A biography of each of the Directors standing for re-election is set out in the 2025 Annual Report (pages 106 and 107) and on our website, www.kenmareresources.com.

In addition to the ordinary business to be transacted at the AGM (Resolutions 1 to 5), the items of special business to be transacted at the AGM (Resolutions 6 to 11) relate to the approval of the Directors’ Remuneration Policy, the approval of a new employee share scheme and the renewal of share capital authorities approved by shareholders at last year’s AGM and which will remain valid until the conclusion of the 2027 AGM. Each of the resolutions is explained in more detail on the following pages.

**Meeting arrangements and voting**

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 before 12:00 noon on 5 May 2026.

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. Details of how you can vote, either in person or by proxy, are set out on pages 8 to 9 of this document.

**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, Mette Dobel, Elaine Dorward-King, Clever Fonseca, Thomas Hickey  
Ekaterina Ray, 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 2025. A full copy of the Annual Report is available at [www.kenmareresources.com](http://www.kenmareresources.com).

#### **Resolutions 2 and 6: 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 2025. The reports are contained in the Annual Report which is available at [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 2023 AGM, we are also asking shareholders to consider the proposed new Directors' Remuneration Policy as set out in detail on pages 145 to 153 of the 2025 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, this vote 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: 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 re-election/election by the shareholders.

A biography of each of the Directors standing for re-election/election, including what they contribute to the Company, is set out on pages 106 and 107 of the 2025 Annual Report and on our website at [www.kenmareresources.com](http://www.kenmareresources.com). The Directors' broad range of skills, qualifications and experience continue to be important to the Company's long-term sustainable success.

The performance of the Board is reviewed annually. Details of the external Board performance review carried out in 2025 are set out on page 116 of the 2025 Annual Report. This found that the Board and its committees are operating well with high calibre Directors who bring a range of skills and expertise highly relevant to the Company's strategy and ambition. Certain areas were highlighted for follow up by the Board and these are noted on page 117 of the 2025 Annual Report.

#### **Resolution 4: Auditor's Remuneration**

Resolution 4 authorises the Directors to fix the remuneration of the auditor for the year ending 31 December 2026.

#### **Resolution 5: Notice for meetings**

Resolution 5 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 AGM 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 7: Adoption of the 2026 KRSP**

This resolution seeks approval for the introduction of the Kenmare Resources plc Restricted Share Plan 2026 (the "2026 KRSP"). The 2026 KRSP is intended to replace the Kenmare Resources plc Restricted Share Plan 2017 currently operated by the Company which will expire in 2027. The rules of the 2026 KRSP do not materially differ from the current plan, other than the increase in the maximum individual award limit (which now only applies to Executive Directors) from 100% to 125% of salary. Subject to shareholder approval, the 2026 KRSP will come into effect on 1 January 2027. The principal features of the 2026 KRSP are summarised in Appendix A to these notes.

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

At the AGM of the Company held in 2025, 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 AGM. 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 €29,743. This represents approximately 33⅓% of the ordinary shares in issue (at the latest practicable date before publication of this document). This authority will expire at the conclusion of the next AGM of the Company or, if earlier, 7 August 2027 (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) and, if approved, the 2026 KRSP. There are no treasury shares in issue.

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

The power given to the Directors at the 2025 AGM 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 10% 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, 7 August 2027 (unless previously renewed, varied or revoked by the Company in general meeting).

The Pre-emption Group's Statement of Principles ("the 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 on an unrestricted basis and up to an additional aggregate of 10% of the issued ordinary capital in connection with an acquisition or specified capital investment (up, in each case, from 5% prior to 2022). The Company notes the increase in the acceptable levels of authority set out in the Principles and their adoption by increasing numbers of issuers since the Principles were revised. This year the Board has therefore decided to seek authority under Resolution 9 for the disapplication of pre-emption rights up to a maximum of 10% of the Company's issued share capital on an unrestricted basis in 2026 (up from 5% in 2025). The Board considers that this Resolution 9 is in the best interests of the Company and its shareholders and is necessary to afford flexibility (albeit at the lower level of 10%) to raise capital if needed. The Board will keep this under review in future years.

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 AGM of the Company held in 2025, 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 their shares in the Company.

Resolution 10 also sets out the minimum and maximum prices which may be paid by the Company when making market purchases of its own Shares.

There were outstanding, at the latest practicable date prior to publishing this document, options to subscribe for 2,566,713 ordinary shares, representing approximately 2.9% 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 3.2% 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 AGM.

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 a 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 12:00 noon at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on 7 May 2026 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 2025.
2. To consider the Remuneration Committee Report and the Annual Report on Remuneration as set out on pages 132 to 144 (inclusive) of the Annual Report for the year ended 31 December 2025.
3. To re-elect the following Directors: (a) Issa Al Balushi (b) Mette Dobel (c) Elaine Dorward-King (d) Clever Fonseca (e) Tom Hickey (f) Deirdre Somers and (g) Andrew Webb, and to elect the following Director: (h) Katia Ray, (each of which shall be proposed as a separate resolution).
4. To authorise the Directors to fix the remuneration of the auditor.
5. 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**

6. 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 145 to 153 of the Annual Report for the year ended 31 December 2025.

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

That:

- (i) the rules of the Kenmare Resources plc Restricted Share Plan 2026 (the “2026 KRSP”) (the principal features of which are summarised in Appendix A to this notice of Annual General Meeting and a copy of which is produced in draft to the meeting, initialled by the Chairman of the meeting for the purposes of identification) be and are hereby approved, and the Directors of the Company be and are hereby authorised to do all such things in accordance with applicable law as may be necessary or desirable to carry the 2026 KRSP into effect, including making such modifications as the Directors consider appropriate to take account of the requirements of the Financial Conduct Authority, the Irish Stock Exchange plc (trading as Euronext Dublin), the Revenue Commissioners of Ireland, HM Revenue and Customs and best practice; and
- (ii) the Directors be authorised to adopt further schemes for the benefit of employees outside Ireland and the UK based on the 2026 KRSP but modified to take account of local tax, exchange control or securities law in overseas territories, provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation in the 2026 KRSP.

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 €29,743. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 7 August 2027 (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 10% 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, 7 August 2027 (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**

13 April 2026

## 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 3 May 2026; or if the AGM is adjourned for 14 days or more, 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).

### Information regarding the meeting

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

### Attending in person

3. The AGM will be held at 12:00 noon on 7 May 2026 at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland. If a shareholder wishes to attend the AGM in person, they are recommended to attend at least 15 minutes before the time appointed for holding of the AGM to allow time for registration. Shareholders should bring the attendance card attached to their Form of Proxy and present it at the shareholder registration desk before the commencement of the AGM. If (in the unlikely event) it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available by Regulatory Information Service and on Kenmare's website at [www.kenmareresources.com](http://www.kenmareresources.com). During the meeting, should shareholders (or their duly appointed proxies) attend in person, they may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorised by the Chairman.

### 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 AGM (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 they 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, shareholders will require their unique PIN (which will expire at the end of the voting period), their 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 a shareholder holds CDIs and wishes to submit electronic voting instructions or proxy appointment instructions they must use the Broadridge Global Proxy Voting service. To avail of the voting service, a shareholder 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: uk-membership@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will then contact the shareholder 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 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 89,228,161 and, as at that date, there are no treasury shares in issue.
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, shareholders have a right to ask questions related to items on the agenda of the AGM and the Company must answer such questions subject to any reasonable measures the Company may take to ensure the identification of shareholders and 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) 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 AGM and to table a draft resolution for an item on the agenda of an AGM. In the case of the 2026 Annual General Meeting, the latest date for submission of such requests/resolutions is 26 March 2026 (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 and/or resolution the shareholder(s) wish to have included in the AGM agenda;
- in respect of items to be 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. 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.

## APPENDIX A

### SUMMARY OF THE PRINCIPAL FEATURES OF THE KENMARE RESTRICTED SHARE PLAN 2026 (“THE 2026 KRSP”)

#### Introduction

The 2026 KRSP is a discretionary share scheme under which awards over ordinary shares in the Company (“Awards”) may be made to selected employees or Executive Directors of the Company or any of its subsidiaries (the “Group”).

The Remuneration Committee (the “Committee”) will be responsible for the operation of the 2026 KRSP.

Awards under the 2026 KRSP may be granted by way of either a restricted share award in the form of either a nil-cost option or a conditional share award (“Restricted Share Award”) or a deferred share award in the form a nil-cost option which relates to such part of any Annual Award which the Committee has determined will be deferred into shares (“Deferred Bonus Award”).

Restricted Share Awards or Deferred Bonus Awards may be satisfied by the issue of new shares or by the transfer of shares held in treasury or by the trustee of an employee benefit trust.

Awards under the 2026 KRSP are not pensionable.

#### Eligibility

A participant must be an employee or Executive Director of the Group at the time an Award is made. Participation in the 2026 KRSP will be at the discretion of the Committee.

#### Individual Limits

The maximum amount which may be granted to any individual, who is an Executive Director, under the 2026 KRSP in any financial year will be:

- In respect of a Deferred Bonus Award up to 125% of salary
- In respect of a Restricted Share Award the normal maximum will be 125% of salary rising to an absolute maximum of 175% of salary in exceptional circumstances

#### Performance and other conditions

It is the Committee’s current intention that Awards made to Executive Directors and certain senior employees will continue to be subject to a discretionary underpin. It is not intended at this time that Awards to other employees will be subject to any performance targets or other conditions. However, the rules of the 2026 KRSP allow the flexibility for the Committee to impose performance targets or other conditions on the vesting of Awards.

The Committee may adjust the level of vesting of an Award upwards or downwards (including for the avoidance of doubt to nil) after the application of any performance target and/or any other conditions if, in its opinion, (a) the level of vesting is not a fair and accurate reflection of the performance of the Company, the Group or any Group Member(s) or of the participant; and/or (b) there is any other factor or circumstance which would make the level of vesting inappropriate without adjustment.

The Committee may vary or waive any performance target applying to an Award if an event occurs which causes the Committee to consider that the performance target is no longer appropriate, provided that such variation or waiver is reasonable in the circumstances and, except in the case of a waiver, produces a fairer measure of performance and is not materially less difficult to satisfy, taking account of the relevant event.

#### Cessation of employment

Except in certain circumstances, set out below, an Award which has not already vested will lapse immediately upon a participant ceasing to be employed by or holding office with the Group.

If a participant ceases to be so employed because of his death, ill-health, injury, disability, redundancy, retirement with the agreement of his employer, the participant being employed by a company which ceases to be a Group company or being employed in an undertaking which is transferred to a person who is not a Group company or in other circumstances at the discretion of the Committee (each a “Good Leaver Reason”), a time pro-rated proportion of his Award will ordinarily vest on the date when it would have vested if they had not so ceased to be a Group employee or Director. Alternatively, the Committee may determine that a time pro-rated proportion of his Award will vest immediately upon the cessation of employment.

In respect of a Deferred Bonus Award, on cessation of employment, the Committee may decide that an award shall not lapse on cessation and may be exercised in such manner and during such period as is set by the Committee and subject to any conditions as it may require in its absolute discretion. The intention of the Committee is that, in normal circumstances, Deferred Bonus Awards will generally be retained in full on ceasing employment.

To the extent that Awards granted in the form of options vest for a Good Leaver Reason, they may be exercised for a period of six months following vesting (or such longer period as the Committee determines and a period of one year in the case of death) and will otherwise lapse at the end of that period.

### **Making of Share Awards**

The Committee (or trustees of any trust created by a Group member) may grant Awards.

Awards may be granted after 1 January 2027 during the 42 days beginning on: (i) the day after the announcement of the Company's results for any period; (ii) any day on which the Committee determines that circumstances are sufficiently exceptional to justify the making of an Award at that time; or (iii) if any dealing restrictions applied during any such period, the day after the lifting of such dealing restrictions. However, no Awards may be granted more than ten years from the date when the 2026 KRSP was approved by shareholders.

No payment will be required for the making of an Award and Awards are not transferable (except on death).

### **Dilution Limits**

An Award may not be made under the 2026 KRSP if it would cause the aggregate number of shares issued or issuable under any employee share scheme operated by the Company in the preceding 10 years to exceed 10% of the Company's issued ordinary share capital at that time.

This limit excludes any share awards which lapse, as well as any share awards which are satisfied by the transfer of existing shares. However, for as long as is required by guidelines issued The Investment Association, the transfer of treasury shares will be treated as an issue of new shares.

### **Vesting and exercise**

A Restricted Share Award will not normally vest before the third anniversary of grant. For Restricted Share Awards granted by way of a nil-cost option, options will normally remain exercisable for a period determined by the Committee at grant, which shall not exceed seven years from grant.

Deferred Bonus Awards will normally vest three years after the start of the bonus year to which they relate and will normally remain exercisable for a period determined by the Committee at grant, which shall not exceed seven years from grant.

### **Holding periods**

It is the Committee's current intention that shares resulting from Awards made to Executive Directors and certain senior employees will continue to be subject to a holding period (currently two years). There is no current intention to make Awards to other employees subject to holding periods, but the rules of the 2026 KRSP provide the flexibility for the Committee to determine at the time that an Award is granted that a holding period will apply to any shares acquired pursuant to the Award. During any such applicable holding period participants will be required to retain the shares acquired on the vesting of an Award (or the exercise of an option) and shall not be permitted to transfer, assign or otherwise dispose of such shares for a specified period after the vesting date, subject to being permitted to sell such number of shares as may be necessary to meet any tax liability arising on vesting or exercise and subject to certain other limited exceptions or if the Committee in its discretion determines otherwise.

### **Malus and clawback**

The Committee may determine, at the time that an Award is granted, that the Award shall be subject to the malus and/or clawback provisions set out below.

The Committee may decide, at any time prior to the vesting of an Award, that the number of shares subject to the Award shall be reduced (including to nil) on such basis that the Committee in its discretion considers to be fair and reasonable, where the Committee determines that one or more of the following trigger events have occurred:

1. the discovery of a material misstatement resulting in an adjustment in the audited consolidated accounts of the Company or any other member of the Group;
2. the discovery that the assessment of any performance target or other condition in respect of an Award was based on error, or inaccurate or misleading information; and/or
3. the discovery that any information used to determine the number of shares subject to an Award was based on error, or inaccurate or misleading information; and/or
4. there has been an action or conduct of an Award holder which, in the reasonable opinion of the Committee amounts to fraud or gross misconduct; and/or
5. a regulatory breach by the Company or any member of the Group resulting in material financial or reputation harm, provided that the Committee is satisfied that the relevant participant was wholly or partly responsible for the regulatory breach and that the financial or reputational harm is attributable to them.
  - action or conduct which the Board considers amounts to misbehaviour by the Award Holder; and/or
  - events or behaviour which lead to (a) censure by a regulatory authority; (b) a significant detrimental impact on the reputation of the Group; or (c) corporate failure.

The Committee may require a participant to transfer to the Company all or some of the shares acquired on the vesting of the Award, or pay certain amounts to the Company, in the period of two years following the vesting of the Award or the exercise of an option in the circumstances described above.

### **Corporate events**

In the event of a takeover, compulsory acquisition, scheme or arrangement or winding up of the Company or if the Committee determines where the Company is affected by a demerger or similar other event, an Award will vest immediately.

Where an Award vests immediately in these circumstances, unless the Committee determines otherwise, the number of shares vesting will be reduced pro-rata to reflect the proportion of the vesting period which has elapsed.

An Award may be exchanged for an award over shares in an acquiring company if an offer to exchange is made and accepted by the participant or if the Committee, with the consent of the acquiring company, determines that Awards should automatically be exchanged.

### **Variations of share capital**

In the event of a variation of the share capital of the Company, including by way of a capitalisation issue, rights issue, demerger or other distribution, a special dividend or distribution, rights offer or bonus issue or any sub-division, consolidation, or reduction in the Company's share capital, either or both of the number of shares and the description of the shares subject to an Award may be adjusted in such manner as the Committee determines.

### **Alternative settlement**

At its discretion, the Committee may decide to satisfy on exercise of an option granted under the 2026 KRSP either (i) with a cash payment equal to any gain that the participant would have made had the relevant option been satisfied with shares after payment of any price due on exercise; or (ii) with the transfer or issue of shares equal in value to any gain that the participant would have made had the relevant option been satisfied with shares on exercise.

### **Rights attaching to shares**

An Award will not confer any shareholder rights, such as the right to vote or to receive any dividend, where the record date is prior to the allotment or transfer of shares to the participant following the vesting of the Award or the exercise of the relevant option and the receipt by the participant of the underlying shares.

Any shares allotted when a Restricted Share Award or Deferred Bonus Award vests will rank equally with shares then in issue (except for rights arising by reference to a record date prior to their issue).

A participant awarded shares subject to restrictions (such as holding periods) shall have the same rights as a holder of shares in issue at the time that the participant acquires the shares, save to the extent set out in the agreement with the participant relating to those shares.

A participant may be entitled to receive a payment in cash or shares upon his acquisition of the shares subject to his Award in respect of dividends on those shares. The payment would be of an amount equal to any dividends paid on the number of shares acquired pursuant to the Award during the period from the date that the Award was made to the date that the Award vests.

### **Amendments**

The Committee may, at any time, amend the provisions of the 2026 KRSP in any respect. The prior approval of shareholders at a general meeting of the Company must be obtained in the case of any amendment to the advantage of participants which is made to the provisions relating to eligibility, individual or overall limits, the persons to whom an Award can be made under the 2026 KRSP, the price at which shares can be acquired under an Award under the 2026 KRSP, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval, save that there are exceptions for any minor amendment to benefit the administration of the 2026 KRSP, to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company and/or its other Group companies.

Amendments may not adversely affect the rights of participants except where the participant is notified of and has approved such amendment, where the amendment is made to take account of any matter or circumstance which the Committee reasonably considers is a relevant legal or regulatory requirement, or any other matter or circumstance which the Committee reasonably considers is relevant and requires an amendment to be made.

### **Note**

This section summarises the main features of the Kenmare Resources plc Restricted Share Plan 2026 but does not form part of it and should not be taken as affecting the interpretation of the detailed terms and conditions constituting the rules. Copies of the Kenmare Resources plc Restricted Share Plan 2026 will be available for inspection at the offices of McCann FitzGerald LLP, Tower 42, Level 38C, 25 Old Broad Street, London EC2N 1HQ, England and Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland during normal business hours on Monday to Friday each week (except for public holidays) and on the UK National Storage Mechanism from the date of this document until the date of the Annual General Meeting. The Directors reserve the right, up to the time of the Meeting, to make such amendments and additions to the Rules as they consider necessary or desirable, provided that such amendments and additions do not conflict in any material respect with the summary set out in this section.