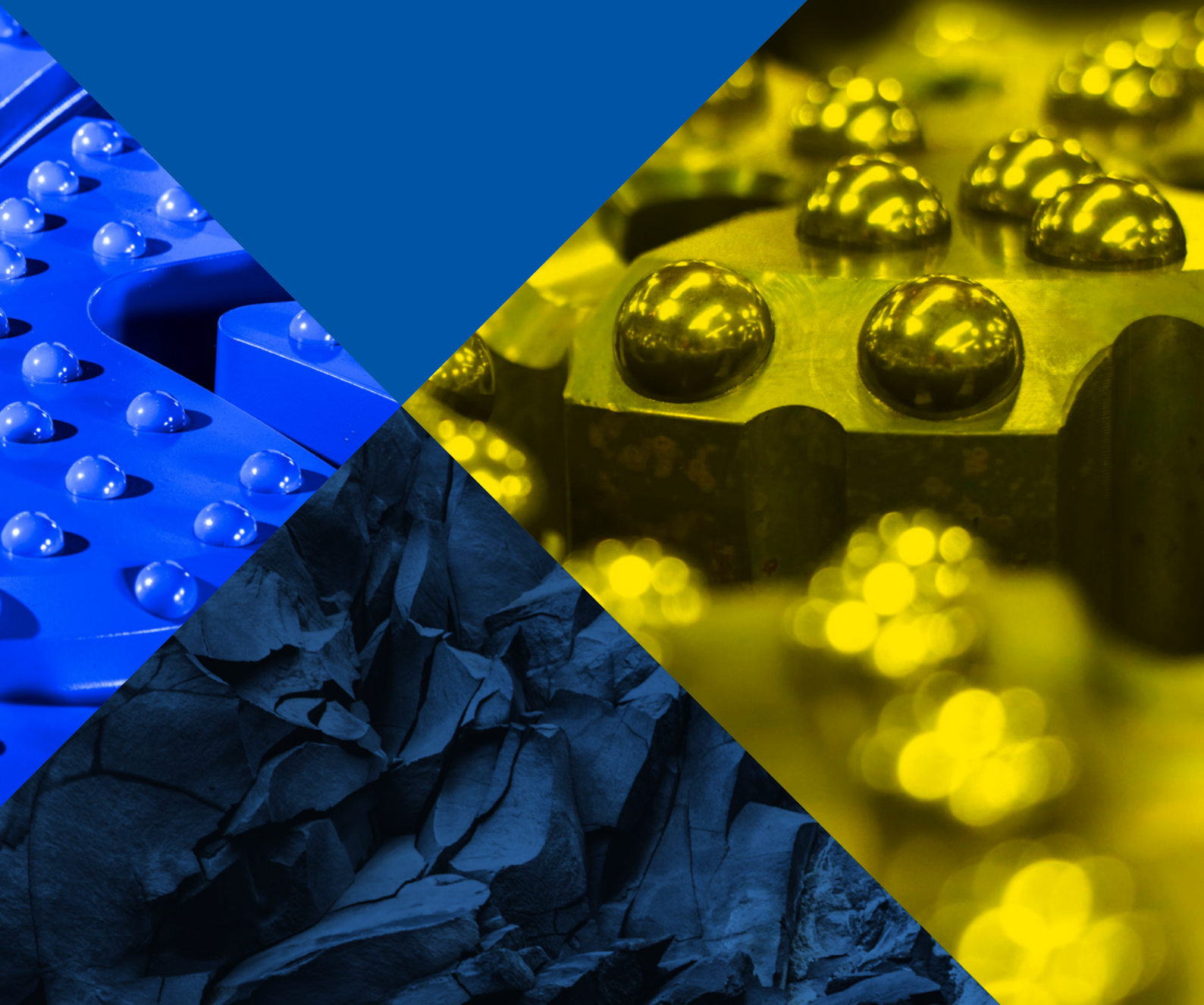


# MINCON NOTICE OF ANNUAL GENERAL MEETING

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06 MAY 2021





# MINCON GROUP PLC

*(incorporated and registered in Ireland under the  
Companies Acts with registered number 531494)*

## NOTICE OF ANNUAL GENERAL MEETING

### **ANNUAL GENERAL MEETING**

06 MAY 2021 AT 10.00 A.M.

AT THE COMPANY'S REGISTERED OFFICE,  
SMITHSTOWN INDUSTRIAL ESTATE,  
SHANNON, CO. CLARE, IRELAND

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Notice of the Annual General Meeting of Mincon Group plc to be held at the Company's Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 6 May 2021 is set out at the end of this document. This document should be read as a whole. Your attention is drawn to the letter from Hugh McCullough, Chairman of Mincon Group plc, set out in this document, which contains a unanimous recommendation from the Board that you vote in favour of all of the Resolutions to be proposed at the Annual General Meeting.

**Shareholders will find enclosed with this document a Form of Proxy for the Annual General Meeting. To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to be received by the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, by not later than 10.00 a.m. on 4 May 2021. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Annual General Meeting should they so wish.**

If you have sold or otherwise transferred all your Ordinary Shares, please forward this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold only part of your holding of Ordinary Shares, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

# IMPORTANT INFORMATION

## Coronavirus COVID-19



The Company considers the well-being of Shareholders, employees and attendees a top priority. Based on the latest available guidance from the Health Service Executive (“HSE”) in Ireland, we expect the Annual General Meeting to proceed on 6 May 2021 but under very constrained circumstances.

In line with the measures advised by the HSE and Irish Government restrictions on public gatherings, we have put in place a number of measures to minimise the risk of spreading the Coronavirus (COVID-19) at the AGM and we encourage all Shareholders, on this occasion, to refrain from attending the AGM in person and to complete and return their Forms of Proxy as soon as possible to ensure their vote is registered at the AGM.

Given the severity of the circumstances and the health risks involved, the Directors will take all appropriate safety measures to ensure the safety of attendees and others involved in the AGM, including restricting attendance at the AGM, should it be deemed necessary or desirable.

### Voting

All resolutions at the AGM will be decided by way of poll (which incorporates proxy votes received within the prescribed timelines prior to the meeting) and the Company will publish the results of the poll on its website following the AGM.

Proxy voting can be carried out in advance of the AGM by availing of one of the following options:

1. If you hold ordinary shares in the Company in certificated (i.e. paper) form by postal voting by completing the Proxy Form enclosed; or
2. If you hold your interests in ordinary shares as Belgian law rights either (i) through a participant account in the Euroclear system (“**EB Participants**”) or (ii) as CREST Depository Interests (“**CDIs**”) through the CREST system, you are urged to consult with your 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. These processes and timelines will differ from the comparable processes and timelines that applied in CREST.

For further instructions on proxy voting, please see the enclosed Form of Proxy and the Notes to the Notice of AGM.

### Questions

Shareholders may submit questions relating to the business of the AGM in advance (so as to be received by no later than 10.00 a.m. on 4 May 2021) by email to the Company Secretary, Barry Vaughan, at [InvestorRelations@mincon.com](mailto:InvestorRelations@mincon.com) or by post to the Company’s registered office, marked for the attention of the Company Secretary. Questions submitted using this method will be addressed by the Chairman of the meeting.

### AGM Conference Call

For your convenience and safety, we intend to conduct the AGM proceedings over a live conference call. You will be able to access the call using the numbers below:

|                      |                                            |
|----------------------|--------------------------------------------|
| Ireland              | +353 766 801190                            |
| Germany              | +49 21141873479                            |
| Hong Kong            | +852 5808 1308                             |
| United Kingdom       | +44 1209440000                             |
| United States        | +1 (970) 984 6000                          |
| <b>Conference ID</b> | <b>82954300# (don’t forget the # sign)</b> |

If you plan on dialling-in from a country not listed above, please refer to the Appendix on page 11 of this document.

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the Voting and Questions sections above.

### Updates

The Board encourages Shareholders to check Regulatory Information Services and the Company’s website [www.mincon.com](http://www.mincon.com) for any updates in relation to the AGM. Shareholders are also encouraged to keep up to date with Government announcements and to follow HSE/World Health Organization guidance as circumstances may change at short notice.

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## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

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|                                                                                   |                          |
|-----------------------------------------------------------------------------------|--------------------------|
| Latest date and time for receipt of Forms of Proxy for the Annual General Meeting | 4 May 2021 at 10.00 a.m. |
| Date and time of Annual General Meeting                                           | 6 May 2021 at 10.00 a.m. |

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# DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires or unless it is otherwise specifically provided:

|                                          |                                                                                                                                                                                                                                                                     |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>“Act”</b>                             | the Companies Act 2014;                                                                                                                                                                                                                                             |
| <b>“AGM” or “Annual General Meeting”</b> | the annual general meeting of the Company, to be held at the Company’s Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 6 May 2021 or any adjournment thereof, notice of which is set out at the end of this document; |
| <b>“Auditors”</b>                        | KPMG;                                                                                                                                                                                                                                                               |
| <b>“Board”</b>                           | the board of directors of Mincon;                                                                                                                                                                                                                                   |
| <b>“Company” or “Mincon”</b>             | Mincon Group plc;                                                                                                                                                                                                                                                   |
| <b>“Directors”</b>                       | the directors of the Company from time to time;                                                                                                                                                                                                                     |
| <b>“Ordinary Shares”</b>                 | ordinary shares of €0.01 each in the share capital of the Company; and                                                                                                                                                                                              |
| <b>“Shareholder(s)”</b>                  | holder(s) of Ordinary Shares.                                                                                                                                                                                                                                       |

## Notes:

- (i) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.
- (ii) The symbols “€” and “c” refer to euro and euro cent, respectively, being the lawful currency of Ireland provided for in Council Regulation (EC) No. 974/98 of 8 May 1998.
- (iii) Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine or neuter gender.
- (iv) All references to time in this document are to Irish Standard Time (as set out in the Standard Time Act 1968 and the Standard Time (Amendment) Act 1971).

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# LETTER FROM THE CHAIRMAN

## Registered Office

Smithstown Industrial Estate  
Shannon  
Co. Clare, Ireland

## Directors

Hugh McCullough (Chairman)  
Joseph Purcell (Chief Executive Officer)  
Thomas Purcell (Executive Director)

Patrick Purcell (Non-Executive Director)  
John Doris (Senior Independent Non-Executive Director)  
Paul Lynch (Independent Non Executive Director)

6 April 2021

Dear Shareholder,

## Introduction

The annual general meeting (“**AGM**”) of Mincon Group plc (the “**Company**”) will be held at the Company’s Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland at 10.00 a.m. on 6 May 2021. The notice of meeting is attached.

## Coronavirus (COVID-19)

In light of the ongoing Coronavirus (COVID-19) situation and in accordance with the continuing restrictions on public gatherings issued by the Irish Government and the current guidance from the Health Service Executive (“**HSE**”) in Ireland, there remain significant restrictions on indoor gatherings of people not from the same household. There is no guarantee that such restrictions, or a variation of them, will be lifted in whole or in part by the date of the AGM.

We are therefore asking Shareholders to refrain from attending the AGM in person and to complete and return the enclosed Form of Proxy (see *Representation at the AGM* section below) as soon as possible to ensure their vote is registered at the AGM. Please ensure you have read the *Important Information - Coronavirus (COVID-19)* notice on page 2 of this document, as this contains details of the measures we have put in place in relation to this year’s AGM. These measures are designed to balance Shareholder participation at the AGM with the unprecedented health and safety considerations posed by the current Coronavirus (COVID-19) pandemic.

## Ordinary Business at AGM

In accordance with the Company’s Articles of Association, at the AGM Patrick Purcell and John Doris will retire by rotation and offer themselves for re-election (Resolutions 2 and 3).

I would encourage all Shareholders to read the review of the Company’s business for 2020 contained in the Annual Report, which has been posted to Shareholders and is also available on [www.mincon.com](http://www.mincon.com). In response to the initial emergence of the COVID-19 pandemic last year, the Board decided to adopt a prudent approach by suspending the interim dividend for 2020. However, following a review of the Group’s performance in the interim period and an assessment of its ongoing capital requirements, the Board stated its intention in the interim trading announcement released on 9 November 2020 to increase the final dividend declared in respect of the financial year 2020 so that the final dividend will be in line with the total dividend paid for 2019. The Board is therefore pleased to recommend a final dividend of 2.10 cent per Ordinary Share which, if approved at the AGM, will give a total dividend for the year of 2.10 cent per Ordinary Share (Resolution 4). It is proposed that this dividend will be payable on 18 June 2021 to Shareholders on the register of members at the close of business on 28 May 2021.

In addition to the ordinary business to be transacted at the AGM, which is referred to in Resolutions 1 to 5 of the notice, the Directors propose that special business, as set out in Resolutions 6 through 9 in the notice of AGM, be transacted at the AGM. A brief explanation of these matters is set out below.

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## Special Business at AGM

### **Resolution 6 – Allotment of shares**

Resolution 6 seeks to renew the directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to one third of the issued share capital of the Company at the close of business on the date of the AGM. This authority will expire on the earlier of the date of the 2022 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied.

### **Resolution 7 – Disapplication of pre-emption rights**

The effect of Resolution 7 is to renew the existing authority of the Directors to allot new Ordinary Shares for cash without reference to the statutory pre-emption rights of Shareholders. This renewed new authority will be limited to the allotment of Ordinary Shares in connection with any rights issue or open offer to Shareholders and, in addition, the allotment of Ordinary Shares for cash up to a maximum aggregate nominal value of 10% of the issued share capital of the Company at the close of business on the date of the AGM. While there are no current plans or proposals to increase the Company's issued share capital, the Board feels it prudent to increase the disapplication provision from 5% to 10%. The Board believes that such a move will provide additional financing flexibility for the Group's development plans and protect against potential disruption caused by COVID-19 and/or other unforeseen conditions in the debt finance markets. This authority will expire on the earlier of the date of the 2022 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied.

### **Resolutions 8 and 9 – Purchase of own shares and re-issue**

The effect of Resolutions 8 and 9 is to grant authority to the Company to make market purchases and re-issuance of its own shares in accordance with the provisions contained in the Company's Articles of Association. The authority will expire on the earlier of the date of the 2022 AGM and the date which is 15 months after the passing of this Resolution, unless previously renewed, revoked or varied. The maximum amount of shares that may be purchased by the Company under this authority is 10% of the Ordinary Shares in issue at the close of business on the date of the AGM.

## Representation at the AGM

Your vote is important, regardless of the number of shares you own. While we are asking Shareholders to refrain from physical attendance at the AGM, we would strongly encourage you to vote your shares.

If you hold Ordinary Shares in certificated (i.e. paper) form voting can occur by way of postal voting, by completing the Proxy Form enclosed. You are requested to complete, sign and return the Proxy Form as soon as possible. To be valid, the Proxy Form should be returned to the registrars of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or to PO Box 13030, Dublin 24, Ireland (if delivered by post), to arrive no later than 10.00 a.m. on 4 May 2021; or

This will also be the Company's first AGM since the migration of the holding and settlement of uncertificated shares in the Company from CREST to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**Euroclear system**") on 15 March 2021. I would urge those of you who hold your interests in Ordinary Shares as Belgian law rights either (i) through a participant account in the Euroclear system ("**EB Participants**") or (ii) as CREST Depository Interests ("**CDIs**") through the CREST system to consult with your 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. These processes and timelines will differ from the comparable processes and timelines that applied in CREST.

## Recommendation

The Board considers the approval of the Resolutions set out in the notice of the AGM to be in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings, being in aggregate 119,752,963 Ordinary Shares, representing approximately 56.44 % of the existing issued ordinary share capital. The Resolutions that you are being asked to vote on at the Annual General Meeting are set out in the notice of Annual General Meeting included in this document.

Yours sincerely,

**Hugh McCullough**  
Chairman

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**MINCON GROUP PLC  
(THE “COMPANY”)**

# **NOTICE OF ANNUAL GENERAL MEETING**

## **Year ended 31 December 2020**

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the Company's Registered Office, Smithstown Industrial Estate, Shannon, Co. Clare, Ireland on 6 May 2021 at 10.00 a.m. to consider and, if thought fit, pass the following Resolutions, of which Resolutions 1, 2, 3, 4 and 5 will be proposed as ordinary resolutions and Resolutions 6, 7, 8 and 9 will be proposed as special resolutions:

## **RESOLUTIONS**

### ***Ordinary business of the meeting***

1. To receive and consider the financial statements of the Company for the financial year ended 31 December 2020, together with the Reports of the Directors and Auditors thereon, and to review the Company's affairs.
2. To re-elect Patrick Purcell as Director, who retires by rotation in accordance with Article 88.1 of the Articles of Association of the Company and, being eligible, offers himself for re-election, and who is recommended by the Board of Directors.
3. To re-elect John Doris as Director, who retires by rotation in accordance with Article 88.1 of the Articles of Association of the Company and, being eligible, offers himself for re-election, and who is recommended by the Board of Directors.
4. To declare a final dividend for the year ended 31 December 2020 of 2.10 cent per Ordinary Share, which shall be payable on 18 June 2021 to Shareholders on the register of members at the close of business on 28 May 2021.
5. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2021.

### ***Special business of the meeting***

6. “That the Directors of the Company be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of the Companies Act 2014) up to an aggregate nominal value equivalent to one third of the issued share capital of the Company at the close of business on the date of this meeting. The authority conferred by this Resolution shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company's next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by the Company in general meeting. The Company may before any such expiry make an offer or agreement which would or might require any such relevant securities to be allotted in pursuance of such offer or agreement after such expiry and the Directors of the Company may allot relevant securities pursuant to such offer or agreement as if the powers conferred hereby had not expired.”
7. “That, subject to the passing of Resolution 6 above, the Directors of the Company be and are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act 2014 to allot equity securities (as defined by Section 1023 of the Companies Act 2014) for cash pursuant to the authority conferred on the Directors of the Company by Resolution 6 above as if sub-section (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that the powers conferred by this Resolution shall be limited to:
  - (a) the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 2014 and held as treasury shares) in connection with any offer of securities, open for a period fixed by the Directors of the Company, by way of rights issue, open offer or otherwise in favour of the holders of ordinary shares in the capital of the Company (“**Ordinary Shares**”) and/or any persons having a right to subscribe for or convert securities into Ordinary Shares (including without limitation, any person entitled to options under any of the Company's share option schemes for the time being) and subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient to deal with any regulatory, legal or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and



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- (b) (in addition to the power conferred by paragraph (a) of this Resolution) the allotment of equity securities (including without limitation, any shares purchased by the Company pursuant to the provisions of the Companies Act 2014 and held as treasury shares) up to a maximum aggregate nominal value of 10 per cent. of the aggregate nominal value of the issued Ordinary Share capital of the Company at the close of business on the date of this meeting.

The authority hereby conferred shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company's next annual general meeting after the passing of this Resolution unless previously varied, revoked or renewed by the Company by special resolution. The Company may before any such expiry make an offer or agreement which would or might require any such equity securities to be allotted in pursuance of such offer or agreement after such expiry and the Directors of the Company may allot equity securities pursuant to such offer or agreement as if the powers conferred hereby had not expired."

8. "That the Company and/or any of its subsidiaries (as such expression is defined by Section 7 of the Companies Act 2014) be generally authorised to make market purchases or overseas market purchases (each as defined in Section 1072 the Companies Act 2014) of shares of any class of the Company on such terms and conditions and in such manner as the Directors of the Company may from time to time determine in accordance with and subject to the provisions of the Companies Act 2014 and to the following provisions:
- (a) the maximum number of shares authorised to be acquired by the Company and/or any of its subsidiaries pursuant to this Resolution shall not exceed, in the aggregate, 10 per cent. of the Company's issued share capital as at close of business on the date of this meeting;
  - (b) the maximum price which may be paid for any share purchased pursuant to the authority hereby conferred (a "**Relevant Share**") shall be an amount equal to of the highest of:
    - (i) the nominal value of such share;
    - (ii) the higher of the price of the last independent trade and the highest current bid for shares of the same class as the Relevant Share on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out;
    - (iii) 105 per cent. of the average of the Relevant Price for shares of the same class as the Relevant Share in respect of each of the five business days immediately preceding the day on which the Relevant Share is purchased; and
    - (iv) (if there shall be any), 105 per cent. of the average of the middle market prices for shares of the same class as the Relevant Share, as derived from the London Stock Exchange Daily Official List (or any successor publication thereto), for the five Business Days immediately preceding the day on which the Relevant Share is purchased,

where the expression "**Relevant Price**", shall mean, in respect of any business day on which there shall be a dealing on The Irish Stock Exchange plc (trading as "**Euronext Dublin**") in respect of shares of the same class as the Relevant Share, the closing quotation price in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto) and, in respect of any business day on which there shall be no such dealing, the price which is equal to (x) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto), or (y) if there shall be only one such market guide price so published, the market guide price so published, provided that if there shall not be any market guide price published for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. 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 Euronext Growth Market of Euronext Dublin or its equivalent;

- (c) the minimum price to be paid for any Relevant Share shall be the nominal value thereof; and
- (d) the authority hereby conferred shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company's next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any such subsidiary may, before such expiration enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiration and may complete any such contract as if the authority conferred hereby had not expired.

For the purposes of the authority hereby conferred, neither the Company nor the Directors shall be required to select the shares to be purchased on a pro rata basis or in any particular manner as between the holders of shares of the same class or as between the holders of shares of different classes or in accordance with the rights as to dividends or capital attached to any class of shares."

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9. “That, subject to the passing of Resolution 8 above, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares (as defined by Section 106 of the Companies Act 2014) for the time being held by the Company may be re-issued off-market shall be as follows:
- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent. of the Appropriate Price;
  - (b) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95 per cent. of the Appropriate Price; and
  - (c) the re-issue price range as determined by the preceding paragraphs shall expire on the earlier of (i) the date which is fifteen months from the date of the passing of this Resolution, and (ii) the close of business on the date of the Company’s next annual general meeting after the passing of this Resolution, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1078 of the Companies Act 2014.

For the purposes of this Resolution, the expression “**Appropriate Price**” shall mean the higher of:

- (a) the average of the Relevant Price for shares of the class of which such treasury share is to be re-issued in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued; and
- (b) (if there shall be any), the average of the middle market prices for shares of the class of which such treasury share is to be re-issued, as derived from the London Stock Exchange Daily Official List (or any successor publication thereto), for the five business days immediately preceding the day on which the such treasury share is reissued,

where the expression “**Relevant Price**” shall mean, in respect of any business day on which there shall be a dealing on the Euronext Growth Market of Euronext Dublin in respect of shares of the class of which the treasury share is to be reissued, the closing quotation price in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto) and, in respect of any business day on which there shall be no such dealing, the price which is equal to (x) the mid-point between the high and low market guide prices in respect of such shares for such business day as published in the Euronext Dublin Daily Official List (or any successor publication thereto), or (y) if there shall be only one such market guide price so published, the market guide price so published, provided that if there shall not be any market guide price published for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price.”

BY ORDER OF THE BOARD

**Barry Vaughan**  
**Company Secretary**

***Registered Office:***

Smithstown Industrial Estate Shannon  
Co. Clare  
Ireland

**Dated: 6 April 2021**

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## Notes:

1. Shareholders are entitled to attend and vote at the Annual General Meeting of the Company (however, in light of the ongoing circumstances arising from Coronavirus (COVID-19), we would ask that Shareholders refrain from physical attendance at the AGM). A Shareholder may appoint one or more proxies to attend, speak and vote on his behalf in respect of separate Ordinary Shares held by him. Shareholders may appoint the Chairman of the meeting or another individual that will attend the meeting as their proxy. A proxy need not be a member of the Company.
2. Only those shareholders registered on the Company's register of members at the close of business on the day before the day that falls 72 hours before the date of the AGM or, if the AGM is adjourned, at the close of business on the day before the day that falls 72 hours before the date of the adjourned AGM shall be entitled to attend and vote at the AGM or, if relevant, any adjournment thereof. 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 vote at the AGM.
3. If you hold Ordinary Shares in certificated (i.e. paper) form voting can occur by way of postal voting, by completing the Proxy Form enclosed. You are requested to complete, sign and return the Proxy Form as soon as possible. To be valid, the Proxy Form should be returned to the registrars of the Company, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or to PO Box 13030, Dublin 24, Ireland (if delivered by post), to arrive no later than 10.00 a.m. on 4 May 2021.
4. Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should see notes 5 to 7 below and consult with their custodian, 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.

## Further information for EB Participants

5. Holders of interests in Ordinary Shares as Belgian law rights through the Euroclear system (other than via 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 holders of CDIs

6. Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system, has arranged for holders of CDIs to issue voting instructions relating to Ordinary Shares via a third-party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CDI holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.

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. Completed application forms should be returned 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](mailto:eui.srd2@euroclear.com). Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

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. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

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

# AGM CONFERENCE CALL APPENDIX

For your convenience and safety, we intend to conduct the AGM proceedings over a live conference call. You will be able to access the call using the numbers below:

|              |                   |             |                 |                    |                   |
|--------------|-------------------|-------------|-----------------|--------------------|-------------------|
| Argentina    | +54 1159839463    | Germany     | +49 21141873479 | Peru               | +51 17089708      |
| Australia    | +61 283104080     | Greece      | +30 2111984708  | Poland             | +48 223073708     |
| Austria      | +43 720883290     | Hong Kong   | +852 5808 1308  | Portugal           | +351 308805720    |
| Belgium      | +32 (2)8086621    | Hungary     | +36 1 700 8330  | Puerto Rico        | +1 7879455853     |
| Brazil       | +55 11 4280 6697  | India       | +91 8071279431  | Romania            | +40 316300648     |
| Bulgaria     | +359 24925969     | Ireland     | +353 766 801190 | Russian Federation | +7 495 11816 71   |
| Canada       | +1 647 556 5305   | Israel      | +972 3 372 6655 | Singapore          | +65 31583501      |
| Chile        | +56 225813474     | Italy       | +39 06 94800790 | Slovakia           | +421 233006926    |
| China        | +86 10 5387 6030  | Japan       | +81 3 45782091  | Slovenia           | +386 82880231     |
| Colombia     | +57 15086967      | Korea       | +82 260222366   | South Africa       | +27 875505592     |
| Croatia      | +385 13000966     | Latvia      | +371 6616 3825  | Spain              | +34 911237260     |
| Cyprus       | +357 22007165     | Lithuania   | +370 5214 0651  | Sweden             | +46 852504150     |
| Czech Rep    | +420 228882295    | Luxembourg  | +352 20880311   | Switzerland        | +41 (22)5181313   |
| Denmark      | +45 69918704      | Malaysia    | +60 392121975   | Thailand           | +66 20268233      |
| Dom Republic | +1 18299566563    | Malta       | +356 27781139   | Turkey             | +90 8503902865    |
| El Salvador  | +503 21368442     | Mexico      | +52 55 41629025 | United Kingdom     | +44 1209440000    |
| Estonia      | +372 8801 138     | Netherlands | +31 202629640   | United States      | +1 (970) 984 6000 |
| Finland      | +35 8931581940    | New Zealand | +64 44880087    | Vietnam            | +84 86 9402539    |
| France       | +33 (9) 75182363  | Norway      | +47 67209300    |                    |                   |
| Georgia      | +995 995706777612 | Panama      | +507 8339694    |                    |                   |

To access the call, you will be prompted for the conference code: **82954300# - don't forget the # sign.**

If you plan on dialling-in from a country which is not included on the above list, please email [InvestorRelations@mincon.com](mailto:InvestorRelations@mincon.com)

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the Voting and Questions sections of the *Important Information - Coronavirus (COVID-19)* notice on page 2 of this document.