

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000, as amended, if you are resident in the United Kingdom or, if not, from another appropriately authorised independent professional adviser.

If you have sold or otherwise transferred all of your shares in WH Ireland Group plc, please forward this document and the accompanying annual report and accounts (but not the personalised form of proxy) to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have received this document as a purchaser or transferee of shares in the Company, you should contact the Company's registrars, Neville Registrars on 0121 585 1131 to request a form of proxy.

Company number: 03870190

**WH IRELAND GROUP PLC
REVISED NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting of WH Ireland Group plc (the "**Company**") will be held at the offices of the Company, 24 Martin Lane, London EC4R 0DR on Thursday 12 September 2019 at 2.00 p.m. to consider and, if thought fit, to pass the following resolutions, of which resolutions 1 to 7 (inclusive) will be proposed as ordinary resolutions and resolutions 8 and 9 will be proposed as special resolutions. Resolutions 7 to 9 (inclusive) are items of special business.

ORDINARY RESOLUTIONS

- 1 To receive the Company's annual accounts for the financial year ended 31 March 2019 together with the directors' report, the directors' remuneration report and the auditors' report on those accounts.
- 2 To re-appoint BDO LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company to be held in 2020 and to authorise the directors to fix their remuneration.
- 3 To re-elect Phillip Wale who, having been appointed since the Company's last annual general meeting, retires in accordance with article 28 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 4 To re-elect Philip Tansey who, having been appointed since the Company's last annual general meeting, retires in accordance with article 28 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 5 To re-elect Simon Lough who, having been appointed since the Company's last annual general meeting, retires in accordance with article 28 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.

- 6 To re-elect Richard Lee, who retires by rotation in accordance with article 28 of the articles of association of the Company and who, being eligible, offers himself for re-election as a director.
- 7 That, in substitution for any equivalent existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 551 of the Companies Act 2006 (the "**Act**") to exercise all or any of the powers of the Company to allot shares of the Company or to grant rights to subscribe for, or to convert any security into, shares of the Company up to an aggregate nominal value of £714,521 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company), provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company to be held in 2020 or, if earlier, 31 September 2020, save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require such securities to be allotted after the expiry of such period and the directors of the Company may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

- 8 That, subject to and conditional upon the passing of resolution 7 and in substitution for any equivalent existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560(1) of the Act) for cash pursuant to the authority conferred upon them by resolution 7 and/or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, as if section 561 of the Act did not apply to any such allotment provided that this authority and power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £107,178 (representing approximately 5 per cent. of the current issued share capital of the Company) provided that this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company to be held in 2020 or, if earlier, 31 September 2020, save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require such securities to be allotted after the expiry of such period and the directors of the Company may allot such securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
- 9 That the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company ("**Ordinary Shares**") provided that:
- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 4,287,127 (representing approximately 10 per cent. of the Company's existing issued share capital);
 - (b) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share is £0.05 (being its nominal value);

- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share is the higher of: (i) an amount equal to 105 per cent. of the average of the middle market quotations for an Ordinary Share as derived from the Daily Official List of London Stock Exchange plc for the 5 business days immediately preceding the day on which the Ordinary Share in question is purchased; and (ii) the value of an Ordinary Share calculated on the basis of the higher of the price quoted for the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System;
- (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company to be held in 2020 or, if earlier, 31 September 2020; and
- (e) the Company may make a contract or contracts to purchase Ordinary Shares under the authority hereby conferred prior to the expiry of such authority which contract or contracts will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Ordinary Shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

BY ORDER OF THE BOARD

.....

Katy Mitchell

Secretary

Date: 20 August 2019

Registered office:

24 Martin Lane, London, EC4R 0DR

NOTES:

- 1 A member of the Company entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to exercise any of his rights to attend, speak and vote at that meeting on his behalf. A proxy need not be a member of the Company. Completion and return of a form of proxy (or any CREST Proxy Instruction, as described in paragraphs 8 to 10 below) will not preclude a member from attending the meeting and voting in person, if they so wish.
- 2 If a member appoints more than one proxy, each proxy must be entitled to exercise the rights attached to different shares. If you submit more than one valid proxy appointment in respect of the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence. If you have already submitted a proxy form in respect of the

meeting, using the proxy form accompanying the Company's notice of annual general meeting dated 31 July 2019, that proxy form will remain valid unless revoked or replaced.

- 3 A proxy may only be appointed using the procedures set out in these notes and the notes to the form of proxy. To validly appoint a proxy, a member must complete, sign and date the enclosed form of proxy and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD, by 2.00 p.m. on 10 September 2019 (or, in the event that the meeting is adjourned, not less than 48 hours, excluding non-working days, before the time fixed for the holding of the adjourned meeting). Any power of attorney or any other authority under which the form of proxy is signed (or a duly certified copy of such power or authority) must be enclosed with the form of proxy.
- 4 In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to commencement of the meeting. If the revocation is received after the time specified, the original proxy appointment will remain valid unless the member attends the meeting and votes in person.
- 5 Any corporation which is a member of the Company may authorise one or more persons (who need not be a member of the Company) to attend, speak and vote at the meeting as the representative of that corporation. A certified copy of the board resolution of the corporation appointing the relevant person as the representative of that corporation in connection with the meeting must be deposited at the office of the Company's registrars, Neville Registrars, at Neville House, Steelpark Road, Halesowen, West Midlands B62 8HD prior to the commencement of the meeting. If the revocation is received after the time specified, the original corporate representative appointment will remain valid unless the member attends the meeting and votes in person.
- 6 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy in respect of the same shares, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first named being the most senior).
- 7 The right to vote at the meeting shall be determined by reference to the register of members of the Company. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), only those persons whose names are entered on the register of members of the Company at 6.00 p.m. on 10 September 2019 (or, in the event of any adjournment, at 6.00 p.m. on the date which is two days prior to the adjourned meeting) shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
- 8 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST

personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

- 9 In order for a proxy appointment or instruction made by means of the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Company's agent (ID 7RA11) by the latest time for proxy appointments set out in paragraph 3 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 10 CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
- 11 As at 19 August 2019, the latest practicable date prior to the date of this notice, the Company's issued share capital consisted of 42,871,276 ordinary shares of 5 pence each, carrying one vote each and, therefore, the total number of voting rights in the Company as at 19 August 2019 were 42,871,276.
- 12 You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this notice or in any related documents (including the form of proxy and the annual report and accounts) to communicate with the Company for any purposes other than those expressly stated.
- 13 Your personal data includes all data provided by you, or on your behalf, which related to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the

Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

EXPLANATORY NOTES:

Resolutions 1 to 7 are proposed as ordinary resolutions. For each of these to be passed, more than half of the votes cast must be in favour of the relevant resolution. Resolutions 8 and 9 are proposed as special resolutions. For each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

An explanation of each of the resolutions is set out below:

Resolution 1 – Annual Report and Accounts

The Directors are required to present to the annual general meeting (the "**AGM**" or "**Meeting**") the audited accounts and the Directors' and Auditors' Reports for the financial year ended 31 March 2019.

Resolutions 2 – Auditors

The Company is required to appoint an auditor at every general meeting of the Company at which accounts are presented to shareholders. The appointment of BDO LLP as auditors of the Company terminates at the conclusion of this Annual General Meeting. This resolution proposes the re-appointment of BDO LLP as the auditors of the Company. It is normal practice for a company's directors to be authorised to agree how much the auditors should be paid and Resolution 2 grants this authority to the directors.

Resolutions 3 to 6 – Re-election of Directors

Article 28.1 of the Company's articles of association requires any directors who have been appointed by the Board since the last annual general meeting and any directors who were not appointed or reappointed at one of the preceding two annual general meetings to retire from office. Any such director is entitled to offer himself for re-election.

As announced on 29 March 2019, the appointment of Simon Lough as a director of the Company was conditional upon the approval of such appointment by the FCA. As that approval was granted, and the appointment took place, following the dispatch of the Company's notice of annual general meeting dated 31 July 2019, the Company is required to issue a revised notice of annual general meeting in order to comply with Article 28.1 of the Company's articles of association as referred to above. However, please note that the date and time of the annual general meeting has not changed.

Resolutions 7 and 8 – Directors' general power to allot relevant securities

Resolution 7 is proposed to renew the directors' power to allot shares. Resolution 7 seeks to grant the directors authority to allot, pursuant to section 551 of the Act, shares or grant rights to subscribe for or to convert any security into shares in the Company up an aggregate nominal value of £714,521, which is equal to one third of the nominal value of the current issued ordinary share capital of the Company as at 19 August 2019 (being the latest practicable date prior to the publication of this notice).

Unless previously renewed, revoked or varied, the authorities sought under this resolution will expire at the conclusion of the next annual general meeting of the Company next annual general meeting of the Company to be held in 2020 or 31 September 2020 (whichever is the earlier).

Save in respect of the issue of options over 375,000 shares proposed to be granted to certain consultants of the Company, the Directors have no present intention of exercising either of the

authorities under this resolution, but the Board wishes to ensure that the Company has maximum flexibility in managing the financial resources of the Company.

As at the date of this notice, no shares are held by the Company in treasury.

Resolution 8 is to approve the partial disapplication of pre-emption rights in respect of the allotment of equity securities for cash. The passing of this resolution (together with resolution 7) would allow the directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings.

The authority would be limited to allotments or sales up to an aggregate nominal amount of £107,178 which represents approximately 5 per cent. of the nominal value of the current issued ordinary share capital of the Company as at 19 August 2019 (being the latest practicable date prior to the publication of this notice).

Unless previously renewed, revoked or varied, the authorities sought under this resolution will expire at the conclusion of the next annual general meeting of the Company next annual general meeting of the Company to be held in 2020 or 31 September 2020 (whichever is the earlier).

Resolution 9 – Authority for the market purchase by the Company of its own shares

The authority sought by resolution 9 limits the number of shares that could be purchased to a maximum of 4,287,127 ordinary shares (equivalent to 10 per cent. of the Company's issued ordinary share capital as at 19 August 2019 (being the latest practicable date prior to the publication of this notice)) and sets a minimum and maximum price.

Unless previously renewed, revoked or varied, the authority will expire at the conclusion of the annual general meeting of the Company to be held in 2020 or 31 September 2020 (whichever is the earlier).

The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares but will keep the matter under review, taking into account the financial resources of the Company, the Company's share price and future funding opportunities. The Directors will exercise this authority only when to do so would be in the best interests of the Company and of its shareholders generally, and could be expected to result in an increase in earnings per share of the Company. Any purchases of ordinary shares would be by means of market purchase through the London Stock Exchange.

Any shares the Company buys under this authority may either be cancelled or held in treasury. Treasury shares can be re-sold for cash, cancelled or used for the purposes of employee share schemes. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares. The Directors believe that it is desirable for the Company to have this choice as holding the purchased shares as treasury shares would give the Company the ability to re-sell or transfer them in the future and so provide the Company with additional flexibility in the management of its capital base.