

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2017 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the UK Financial Services and Markets Act 2000).

If you have sold or transferred all your shares in Norish plc, please pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# Norish plc

## Annual General Meeting 2021

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A letter from the Chairman of Norish plc ("**the Company**") is set out on pages 2 and 3 of this document.

Notice convening the Annual General Meeting of the Company to be held at the Herbert Park Hotel, Ballsbridge, Dublin D04 R2T2, Ireland at 11.00 a.m. on Thursday, 7 October 2021 and related statement of procedures are set out on pages 4 to 9 of this document.

To be valid, Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company at its registered office or by the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland so as to be received by the Company's Registrar no later than 11.00 am on Tuesday, 5 October 2021.

**Please take note of the enclosed statement of arrangements for the Annual General Meeting, which set out the arrangements for the conduct of the Annual General Meeting in view of government restrictions on travel and public gatherings introduced to reduce the spread of COVID-19.**

**NORISH PUBLIC LIMITED COMPANY**

(Registered in the Republic of Ireland, Registered Number 51842)

*Directors*

Ted O'Neill (Executive Chairman)  
Kieran Mahon (Group Managing Director)  
Aidan Hughes (Finance Director)  
Torgeir Mantor (Norwegian)  
William McCarter  
Seán Savage

*Registered Office*

6th Floor  
South Bank House  
Barrow Street  
Dublin 4  
D04 TR29  
Ireland

*Secretary*

Gerard Murphy

10 September 2021

*To the shareholders of Norish plc (“the Company”)*

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming Annual General Meeting, all of which the Board of Directors are recommending for your approval. I draw your attention to the Notice of Annual General Meeting of the Company which will be held at 11.00 a.m. on Thursday, 7 October 2021 at the Herbert Park Hotel, Ballsbridge, Dublin D04 R2T2, Ireland, which is included in this document.

**Resolution 1 – receipt and consideration of the accounts**

This is a resolution to receive and consider the Company’s financial statements for the financial year ended 31 December 2020.

**Resolution 2 – declaration of dividend**

This is a resolution to declare a final dividend of 2.0 €cent per share, to be paid on 15 October 2021 to those shareholders on the register on 24 September 2021.

**Resolutions 3, 4 and 5 – re-election of retiring Directors**

Resolutions 3 and 4 are resolutions to re-elect Torgeir Mantor and William McCarter who, in accordance with Article 90 (a) of the Company’s Articles of Association, retire by rotation, and being eligible, offer themselves for re-election.

Resolution 5 is a resolution to re-elect Kieran Mahon who, in accordance with Article 90 (b) of the Company’s Articles of Association, retires, and being eligible, offers himself for re-election.

**Resolution 6 – Auditors’ remuneration**

Grant Thornton, the statutory auditor, continues in office in accordance with the Companies Act 2014. This resolution is an ordinary resolution to permit the Directors to fix the auditor’s remuneration. The Directors will have this authority no matter who is auditor.

**Resolutions 7, 8, 9, 10 and 11 – Share Capital**

Resolution 7 is an ordinary resolution to grant a general authority to the directors to allot “relevant securities”, which means shares in the Company (other than shares allotted pursuant to an employee share schemes) and rights to subscribe for, or convert any security into, shares. Under paragraph (i) of Resolution 7, the Directors will be authorised to allot new shares or grant rights to subscribe for or convert securities into Ordinary Shares representing approximately one third of the total issued share

capital. Paragraph (ii) of Resolution 7 is in line with guidance issued by the Investment Association. It gives the Directors authority to allot new shares or grant rights to subscribe for or convert securities into Ordinary Shares representing approximately two thirds of the total issued share capital, as reduced by any shares issued under paragraph (i) of Resolution 7, in connection with a pro rata rights issue to existing shareholders.

Resolution 8 is a special resolution to authorise the Directors to allot “equity securities” without the application of statutory pre-emption rights in respect of any shares allotted pursuant to:

- (i) a rights issue, open offer or other pre-emptive offer, without limited; and
- (ii) in respect of any other kind of offer, for cash up to an aggregate nominal amount of 5 per cent of the issued share capital of the Company,

The Directors also confirm their intention that, (except in relation to the additional 5% referred to below) in accordance with the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015, no more than 7.5% of the issued ordinary share capital will be issued for cash on a non-pre-emptive basis during any rolling three year period without prior shareholder consultation.

Resolution 9 is a special resolution to dis-apply pre-emption rights in respect of any shares allotted for cash up to a further nominal amount of 5 per cent of the issued share capital of the Company. This resolution will be used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015.

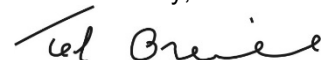
The authorities sought under Resolutions 7, 8 and 9 will expire 15 months after the passing of the resolutions or at the conclusion of the 2022 AGM, whichever occurs first.

Resolution 10 is a special resolution to authorise the Company to make market purchases of shares up to 10% of the aggregate of the present issued share capital. The Directors have no present intention of exercising this authority and it will be exercised only if the Directors consider it would be in the best interests of the remaining shareholders generally. This authority will expire 15 months after the passing of the resolution or at close of trading on the date of the 2022 AGM, whichever first occurs. Resolution 11 is a special resolution to authorise the Company to reissue repurchased shares and to set a reissue price range for those shares subject to the limits of Resolutions 7, 8 and 9. It is anticipated that any shares repurchased will be cancelled.

### **Recommendation**

The Directors believe that the proposals set out in the resolutions before the meeting are in the best interests of the Company and of shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions at the Annual General Meeting, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully,



**Ted O'Neill**

Executive Chairman

**NORISH PUBLIC LIMITED COMPANY**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of Norish plc will be held at the Herbert Park Hotel, Ballsbridge, Dublin D04 R2T2, Ireland at 11.00 a.m. on Thursday, 7 October 2021 for the following purposes:

1. To review the business of the Company and to receive the Financial Statements for the year ended 31 December 2019 and the reports of the Directors and Auditors thereon (**Resolution 1**).
2. To declare a final dividend of 2.0 €cent per share per Ordinary Share of €0.25 each payable on 15 October 2021 to those shareholders on the register on 24 September 2021, subject to payment thereof in currencies in accordance with such procedures (including as to determination of applicable exchange rate) as may be specified by the Directors (**Resolution 2**).
3. To re-elect Torgeir Mantor as Director, who is retiring in accordance with Article 90 (a) of the Company's Articles of Association (**Resolution 3**).
4. To re-elect William McCarter as Director, who is retiring in accordance with Article 90 (a) of the Company's Articles of Association (**Resolution 4**).
5. To re-elect Kieran Mahon as Director, who is retiring in accordance with Article 90 (b) of the Company's Articles of Association (**Resolution 5**).
6. To authorise the Directors to fix the remuneration of the Auditors in respect of the period expiring at the next AGM of the Company (**Resolution 6**).
7. To consider and if thought fit to pass the following as an ordinary resolution (**Resolution 7**):

That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 1021 of the Companies Act 2014 (the "2014 Act") and Article 6 of the Articles of Association and in substitution for any existing authorities to exercise all the powers of the Company to allot relevant securities (as defined by that section):

- (i) up to a maximum aggregate nominal amount of €2,505,865; and
- (ii) comprising equity securities (as defined in section 1023(1) of the 2014 Act) up to an aggregate nominal amount of €5,011,730, (including within such limit any shares and rights to subscribe for or convert any security into shares allotted under paragraph (i) above) in connection with or pursuant to an offer or invitation by way of a rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory.

This authority shall be in substitution for and shall replace any existing authorities and shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2022, save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted

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after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

7. To consider and if thought fit to pass the following as a special resolution (**Resolution 8**):

That subject to the passing of Resolution 6 the Directors be and are hereby empowered pursuant to section 1023(3) of the Companies Act 2014 (the "2014 Act") to allot equity securities (as defined in section 1023(1) of the 2014 Act) of the Company, to include the re-issue of treasury shares, for cash under the authority given by that resolution as if section 1022 of the 2014 Act did not apply to any such allotment or re-issue provided that this power shall be limited to the allotment of equity securities and the re-issue of treasury shares (as applicable) for cash:

- (i) in connection with or pursuant to an offer or invitation (but in the case of the authority granted under Resolution 6(ii), by way of a rights issue only) in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical problems which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and
- (ii) in the case of the authority granted under Resolution 6(i), and otherwise than pursuant to sub-paragraph (i) of this resolution, up to an aggregate nominal amount of €375,880 being approximately 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this circular,

such authority to expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2022, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements as if the power conferred hereby had not expired.

8. To consider and if thought fit to pass the following as a special resolution (**Resolution 9**):

That subject to the passing of Resolution 6 in addition to any authority granted under Resolution 7 the Directors be and are hereby empowered pursuant to section 1023(3) of the Companies Act 2014 (the "2014 Act") to allot equity securities (as defined in section 1023(1) of the 2014 Act) of the Company, to include the re-issue of treasury shares, for cash under the authority given by that resolution as if section 1022 of the 2014 Act did not apply to any such allotment or re-issue provided that this power shall be limited to the allotment of equity securities and the re-issue of treasury shares (as applicable) for cash:

- (i) such power to be limited to the allotment of equity securities or re-issue of treasury shares up to an aggregate nominal amount €375,880 being approximately 5 per cent of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this resolution; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group on 12 March 2015,

such power to expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2022, except that the Company may before

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such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements as if the power conferred hereby had not expired.

9. To consider and if thought fit to pass the following as a special resolution (**Resolution 10**):

That the Company (and any subsidiary of the Company for the time being) be and is hereby authorised to make market purchases including overseas market purchases of any shares of and in the Company (including any contract of purchase, which will or might be concluded wholly or partly after the expiry date below), provided that:

- (a) the maximum number of shares, which may be acquired pursuant to this authorisation shall be 3,007,038 representing approximately 10% of the issued shares of and in the Company immediately following the passing of this Resolution;
- (b) the maximum price at which a purchase pursuant to this authorisation will be made will be 5% above the average of the official closing prices of the relevant shares on the London Stock Exchange for the five days before the purchase is made;
- (c) the minimum price, which may be paid for shares purchased pursuant to this authorisation will be the par value thereof; and
- (d) this authorisation will expire at close of trading on the date of the next AGM of the Company or 15 months from the passing of this Resolution, whichever first occurs, save that the Company may make a purchase after the expiry of the authorisation in any case where the contract of purchase is executed before the authorisation expired.

10. To consider and if thought fit to pass the following as a special resolution (**Resolution 11**):

That the Directors be and are hereby empowered pursuant to section 1021 of the Companies Act 2014 to re-issue treasury shares within the meaning of section 106 of the Companies Act 2014) as relevant securities and pursuant to section 1023 of the Companies Act 2014, to reissue treasury shares as equity securities as if subsection (1) of section 1022 of the Companies Act 2014), did not apply to any such reissue provided that:

- (a) this power shall be subject to the limits provided by Resolutions 6, 7 and 8 and shall expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the date hereof, whichever first occurs, save that the Company may before such expiry make an offer or agreement, which would or might require such reissue to occur after such expiry and the Directors may reissue securities pursuant to such offer or agreement as if the power conferred hereby had not expired;
- (b) the price at which any treasury shares may be re-issued off market (within the meaning of section 1078 of the Companies Act 2014) shall be:
  - (i) in the case of reissues other than to satisfy entitlements under share options or employee share schemes not more than 25% above and not more than 5% below the average of the official closing prices of the relevant shares for the five days before the relevant reissue is made;
  - (ii) in the case of reissues to satisfy entitlements under share options or employee share schemes, not more than 25% above that average and not less than par value.

By Order of the Board.  
The Directors  
Norish plc.

Dated: 10 September 2021

**Registered Office:**  
6th Floor  
South Bank House  
Dublin 4  
D04 TR29  
Ireland

## STATEMENT OF PROCEDURES

### Important notice to Shareholders regarding Coronavirus (COVID-19)

- 1 We are closely monitoring the situation and the measures advised by the Government of Ireland in relation to the ongoing COVID-19 pandemic and will endeavour to take all recommendations into account in the deciding the procedures that will apply to the conduct of the AGM. We will notify members if there is any change to the procedures for the holding of the AGM required in order to comply with such measures or other public health guidance.

### Record date

- 2 The Company, pursuant to Section 1087G of the Companies Act 2014, has specified that only those shareholders registered in the Register of Members of the Company as at 6pm on 4 October 2021 (or in the case of an adjournment as at 6pm on the day before a date not more than 72 hours before the adjourned meeting) shall be entitled to participate and vote at the AGM. Changes in the register after this time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.

### Appointment of proxies and exercise of voting rights

- 3 Following the migration of the Company's ordinary shares from the CREST system ("**CREST**") to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") on 15 March 2021 (the "**Migration**"), the process for appointing a proxy and/or voting at the meeting will now depend on the manner in which you hold your Ordinary Shares in the Company (see paragraph 4 below).
- 4 The ways in which a holder of Ordinary Shares can exercise a right to vote will depend on the manner in which such shares are held:
  - (a) in the case of shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form ("**Certificated Holders**"):
    - (i) by attending the AGM in person; or
    - (ii) by appointing the Chair of the AGM or another person as a proxy to attend the AGM and vote on your behalf by returning a completed Form of Proxy in accordance with paragraph 5; or
  - (b) in the case of holders of CREST Depository Interests ("**CDIs**") ("**CDI Holders**"):
    - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third party service provider; or
    - (ii) by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and
  - (c) in the case of persons who hold their interests in Ordinary Shares through a participant account in the Euroclear Bank SA/NV ("**Euroclear Bank**") system (the "**EB System**") ("**EB Participants**"):
    - (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
    - (ii) by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chair of the AGM) to attend and vote at the meeting.

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Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact the relevant custodian.

### **Appointment of proxies by Certificated Holders**

- 5 A Form of Proxy is enclosed. Certificated Holders who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible but in any event so as to be received by the Company's Registrar no later than 11.00 am on Tuesday, 5 October 2021. The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting in person at the AGM, or any adjournment thereof, should they wish to do so.

### **Proxy voting by CDI Holders**

- 6 In respect of CDI Holders, Euroclear UK & Ireland Limited ("**EUI**"), the operator of the CREST system ("**CREST**"), has arranged for voting instructions relating to CDIs held in CREST to be received via Broadridge. Further details on this service are set out on the "All you need to know about SRD II in Euroclear UK & Ireland" webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).
- 7 If you are a CDI Holder, you will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com).
- 8 Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you, share further detailed information on the service offering, and initiate the process for granting your access to the Broadridge platform.
- 9 Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. Alternatively, a CDI Holder can send a third party proxy voting instruction through the Broadridge platform in order to appoint a third party (who may be a corporate representative or the CDI Holder itself) to attend and vote at the meeting in respect of the number of Ordinary Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third party proxy appointment instructions through Broadridge.
- 10 Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out below. In light of the expected requirement for a nationality declaration to be included on or with voting instructions to Broadridge, Broadridge may set a deadline that is more than two (2) days prior to Euroclear Bank's voting instruction deadline.

**At the date of this Notice of AGM, Broadridge has not clarified how their voting arrangements will operate where the record date is later than the voting instruction date,**



however as the CDI voting deadline is expected to be before the record date, CDI holders that want to appoint and instruct the chair of the AGM as their proxy and to vote on their behalf at the AGM may need to make additional arrangements to send a TTE (transfer-to-escrow) instruction to an EUI escrow account. If required, it is envisaged that the securities will be released from escrow, as soon as practicably possible, on the business day following the record date for the AGM, unless otherwise specified by Broadridge. TTE instructions are read in conjunction with the voting instructions formally lodged and on their own do not constitute voting instructions.

CDI Holders should pay close attention to any notices specifically relating to this AGM and are strongly encouraged to familiarise themselves with Broadridge's new arrangements when clarified, including the new voting deadlines and procedures, and requirements in relation to nationality declarations, and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.

CDI holders are additionally advised that any purchases which are expected to settle after the Broadridge voting deadline but before the record date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights. It is understood that Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

#### **Proxy voting by EB Participants**

- 11 EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**EB Services Description**"), which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).

EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
- (i) vote in favour of all or a specific resolution(s);
  - (ii) vote against all or a specific resolution(s);
  - (iii) abstain in respect of all or a specific resolution(s); or
  - (iv) give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.
- 12 Euroclear Bank's voting instruction deadline is expected to be 8:00 a.m. (Irish time) on 11:00 am on Tuesday, 5 October 2021. It is not expected that it will be possible to change or cancel voting instructions after Euroclear Bank's voting deadline.