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CAIRN

Annual General Meeting

Cairn Homes plc

**Friday, 10 May 2024 at 12:00 p.m. at The Merrion Hotel,
Merrion Street Upper, Dublin 2, D02 KF79**

The Group's 2023 Annual Report is available to view online at: www.cairnhomes.com

Notice of the Annual General Meeting of Cairn Homes plc to be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, D02 KF79 on Friday, 10 May 2024 at 12:00 p.m. is set out in this document, accompanied, for ordinary shareholders, by a Form of Proxy for use in connection with the resolutions at the meeting. Please note that voting instructions for persons holding interests in Cairn Homes plc through the Euroclear or CREST (via CDI) systems are provided on the Company's website. All such persons are recommended to consult their stockbroker or intermediary at the earliest opportunity. If it becomes necessary to adjust the AGM arrangements, an update will be provided to shareholders via RIS announcement and the Company's website www.cairnhomes.com.

Cairn Homes plc

(Incorporated in Ireland under the Companies Acts 1963–2013 – registered number 552564)

Directors:

John Reynolds	Independent Non-Executive Chairman
Michael Stanley	Chief Executive Officer
Shane Doherty	Chief Financial Officer
Gary Britton	Independent Non-Executive Director
Giles Davies	Independent Non-Executive Director
Linda Hickey	Independent Non-Executive Director
Orla O’Gorman	Independent Non-Executive Director
Julie Sinnamon	Independent Non-Executive Director

45 Mespil Road
Dublin 4
D04 W2F1
Ireland

Company Secretary:

Tara Grimley

26 March 2024

Chairman’s Letter to Shareholders

Dear Shareholder,

The Annual General Meeting (the “AGM”) of Cairn Homes plc (“Cairn” or the “Company”) will be held at 12:00 p.m. on Friday, 10 May 2024 at The Merrion Hotel, Merrion Street Upper, Dublin 2, D02 KF79. The Notice of the AGM is set out on pages 7 to 13 of this document (the “Notice of AGM”) and details the 14 resolutions to be proposed at the meeting. The Annual Report and Financial Statements for the year ended 31 December 2023 are available to view and download from the Company’s website.

Participation at the AGM

- (1) **to vote:** shareholders can vote at the AGM or avail of the existing proxy voting services (electronic and/or paper) available to all shareholders in the manner set out in the Notes to this Notice of AGM and on the Company’s website www.cairnhomes.com.
- (2) **to raise questions:** that you submit any questions that you would like to raise on the business of the AGM and/or might otherwise have raised in person at the AGM by emailing the Company Secretary at company.secretary@cairnhomes.com

To ensure all shareholders not in attendance are fully represented by voting at the meeting, we would urge all ordinary shareholders, regardless of the number of ordinary shares that you own, to complete, sign and return your proxy form as soon as possible but, in any event, so as to reach Computershare Investor Services (Ireland) Limited by 12:00 p.m. on Wednesday, 8 May 2024. Alternatively, ordinary shareholders may register their proxy appointment and voting instructions electronically via the internet, details of which are provided in the notes section of the Notice of AGM. Persons holding their interests in the Company through the Euroclear or CREST (via CDI) systems should note that they must also comply with any earlier voting deadlines imposed by Euroclear Bank or CREST. Further information in this respect is provided at the Notes to the Notice of AGM and on the Company’s website.

Note: Unless the context otherwise requires, references to information provided as at 5:00 p.m. on 20 March 2024 throughout this Notice of AGM are to that time being the latest practicable time and date for that information prior to the issue of this document.

Resolution 1 – Financial statements, annual report and affairs of the Company

Resolution 1 is asking members to receive and consider the financial statements and the reports of the Directors and Auditors for the year ended 31 December 2023 and a review of the affairs of the Company. Resolution 1 is an advisory resolution and is not binding on the Company.

Resolutions 2 and 3 – Directors’ Remuneration Report and Remuneration Policy

Shareholders will be invited to receive and consider the Directors’ Remuneration Report and separately the proposed Directors’ Remuneration Policy.

Resolution 2 is to receive and consider the Directors’ Remuneration Report for the year ended 31 December 2023. The Directors’ Remuneration Report can be found on pages 74 to 97 of the Annual Report. It provides details of Directors’ remuneration for the year ended 31 December 2023 and sets out the alignment between pay, performance and strategy. Resolution 2 is an advisory resolution and is not binding on the Company.

In accordance with the EU Shareholder Rights Directive, Resolution 3 is asking shareholders to receive and consider the Directors’ Remuneration Policy, which is set out in full in the Directors’ Remuneration Report on pages 79 to 82 of the Annual Report. Resolution 3 is an advisory resolution and is not binding on the Company.

In structuring the Policy, the Remuneration Committee carried out an extensive review of the Group's remuneration arrangements during 2023 and early 2024, before engaging with shareholders to discuss the changes and review feedback. Full details of this review and engagement are set out in the Directors' Remuneration Report on pages 74 to 97 of the Annual Report.

Resolution 4 – Dividend

Resolution 4 relates to the recommendation by the Board for the payment of a final dividend of 3.2 cent per ordinary share in respect of the year ended 31 December 2023. As previously announced by the Company, if approved by the meeting, the final dividend will be paid on 17 May 2024 to the holders of ordinary shares on the register at 5:00 p.m. on 26 April 2024. Irish dividend withholding tax will be deducted where appropriate and the receipt of the proposed final dividend should be treated as income for Irish tax purposes and taxed accordingly.

Resolution 5 – Re-election of Directors

Resolution 5 deals with the re-appointment of Directors. All directors stand for annual election by shareholders. In line with this, all of our Directors will be retiring at this year's AGM and, with the exception of Shane Doherty, will stand for re-election at the AGM.

Mr. Doherty announced his intention to step down as Chief Financial Officer in October 2023 with an agreement to remain on the Board for an interim period to support the orderly transition to his successor. Accordingly, Mr. Doherty will not seek re-election at the AGM. As previously announced, Mr. Richard Ball will join the Company as Chief Financial Officer on 10 April 2024 and will seek election as a director of the Company at the AGM.

The Directors' biographies, together with details of their skills and experiences are set out on pages 55 and 56 of our 2023 Annual Report. In accordance with the UK Corporate Governance Code, each of the current Directors will retire from office and will offer themselves for re-appointment.

The contribution that each of the Directors brings to the Board and the long-term success of the Company is also described in detail in the Annual Report. The re-appointment of each Director will be considered as a separate ordinary resolution.

On an annual basis, the Board, led by the Nomination Committee, reviews the performance of Directors and is satisfied that all Directors proposed for re-appointment continue to perform effectively, demonstrate commitment to their respective roles and support the long-term success of the Company.

Resolution 6 – Remuneration of the Auditors

Resolution 6 authorises the Directors to determine the remuneration of the Company's auditors.

Resolution 7 – Board authority to allot shares

Resolution 7 seeks to renew the authority of the Directors to allot shares. The Investment Association generally supports resolutions seeking authority to allot up to 66.66% of a company's issued share capital (excluding treasury shares) of which any allotment in excess of 33.33% of the issued share capital (excluding treasury shares) is applied to allot shares pursuant to a pre-emptive offer.

Accordingly, Resolution 7 authorises the Directors to allot shares up to an aggregate nominal value of €429,768 (representing approximately 66.66% of the issued share capital of the Company (excluding treasury shares) as at 5:00 p.m. on 20 March 2024) of which any allotment in excess of €214,884 (representing 33.33% of the issued share capital (excluding treasury shares) as at 5:00 p.m. on 20 March 2024) may be applied to allot shares pursuant to a pre-emptive offer.

The Directors have no current intention of exercising this authority. If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. This resolution is a common one at annual general meetings of companies listed on the main markets of Euronext Dublin and/or the London Stock Exchange and is in line with institutional shareholder guidance.

Resolutions 8 and 9 – Disapplication of statutory pre-emption rights in certain circumstances

The Companies Act 2014 sets out pre-emption rights for members where new equity securities (essentially ordinary shares in the case of the Company) are to be allotted for cash. The Companies Act 2014 also provides for these pre-emption rights to be modified or disapplied. The London based Pre-Emption Group has issued guidelines for such modifications or disapplications. These guidelines were revised in March 2015, May 2016, and more recently in November 2022. In the November 2022 version of the guidelines, the guideline threshold for the annual disapplication of pre-emption rights authorities was increased from 10% to 20% of a company's issued share capital, with some additional flexibility for follow-on offers of up to a maximum of an additional 4% of a company's issued share capital in specified circumstances. However, Resolutions 8 and 9 seek authority for the disapplication of pre-emption rights only up to a maximum of 10% of the Company's issued share capital consistent with the 2015 and 2016 guideline thresholds. The Board will keep this under review in future years.

Resolution 8 is asking members to renew the Directors' authority to disapply the strict statutory pre-emption provisions in certain circumstances, being: (a) rights issues, open offers or other pre-emptive offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (b) for allotments (other than by way of pre-emptive offers) up to an aggregate nominal value of €32,265 which represents approximately 5% of the total nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 5:00 p.m.

Chairman's Letter to Shareholders continued

on 20 March 2024.

Furthermore, Resolution 9 is asking members to authorise the Directors to disapply the strict statutory pre-emption provisions in additional circumstances, being for allotments (other than by way of pre-emptive offers) up to an additional aggregate nominal value of €32,265 which represents a further 5% of the total nominal value of the Company's issued ordinary share capital (excluding treasury shares) as at 5:00 p.m. on 20 March 2024. In accordance with the Pre-Emption Principles, the Board confirms in relation to Resolution 9 that it intends that any use of the authority in excess of 5% of the Company's issued ordinary share capital (excluding treasury shares) would be only in connection with an acquisition or specified capital investment. For this purpose and reflecting the Pre-Emption Principles, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

If adopted, the authorities granted pursuant to Resolutions 8 and 9 will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. These resolutions are common at annual general meetings of companies listed on the main markets of Euronext Dublin and/or the London Stock Exchange and are in line with institutional shareholder guidance, and in particular with the Pre-Emption Principles.

Resolution 10 – Authority to make market purchases

Resolution 10 is asking members to give the Company (and its subsidiaries) the authority to make market purchases and overseas market purchases provided that the maximum number of ordinary shares authorised to be acquired shall not exceed 15% of the issued ordinary share capital (excluding treasury shares) of the Company as at the date of the passing of this Resolution 10. If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

The Company is currently, via its brokers, conducting a buyback programme pursuant to the repurchase authority granted at the annual general meeting of the Company held on 11 May 2023. If adopted, the buyback programme will continue in accordance with its terms under the repurchase authority granted pursuant to this Resolution 10.

In addition, this authority and flexibility is being sought as it is common practice for companies listed on the main market of Euronext Dublin and/or the London Stock Exchange. Furthermore, such purchases would be made only at price levels which the Directors considered to be in the best interests of the members generally, after taking into account the Company's overall financial position.

In addition, the authority being sought from members will provide that the minimum price (excluding expenses) which may be paid for such ordinary shares shall be an amount not less than the nominal value of the ordinary shares and the maximum price will be the higher of:

- (a) 5% above the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out) in each case for the five business days prior to the day the purchase is made (the "Market Purchase Appropriate Price") or if on any such business day there shall be no dealing of ordinary shares on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
- (b) the amount stipulated by Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052 relating to such regulatory technical standards for the conditions applicable to buy-backs and stabilisation (being the value of such an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade; and (ii) the highest current independent purchase bid for any number of such ordinary shares on the trading venue where the purchase pursuant to the authority conferred by the resolution will be carried out).

Resolution 11 – Authority to re-issue treasury shares

Resolution 11 is asking members to give the Company the authority to re-allot treasury shares pursuant to Section 1078 of the Companies Act 2014 and the re-allotment price range at which treasury shares may be re-allotted is as follows:

- (a) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Treasury Share Appropriate Price; and
- (b) the minimum price at which a treasury share may be re-allotted off-market shall be an amount equal to 95% of the Treasury Share Appropriate Price (provided always that no treasury share shall be re-allotted at a price lower than its nominal value).

If adopted, this authority will expire at the conclusion of the next annual general meeting of the Company or at midnight on the date which is 15 months after the passing of the resolution (whichever is earlier), unless previously varied, revoked or renewed. (For the purpose of the resolution, Treasury Share Appropriate Price means the lower of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange in each case for the five business days (in Dublin and London, respectively, as the case may be) prior to the day the re-allotment is made (or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable)).

Resolution 12 – Notice of general meetings

Resolution 12 allows the Directors to call a general meeting (other than an annual general meeting) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions. Section 1102 of the Companies Act 2014 envisages that on an annual basis a company may pass a resolution such as this Resolution 12 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). This authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. This resolution is a common one at annual general meetings of companies listed on the main markets of Euronext Dublin and/or the London Stock Exchange.

Resolutions 13 and 14 – Administrative changes to the share capital structure of the Company related to the conclusion of the founder share scheme and the cancellation of the founder shares, deferred shares and A ordinary shares

The founder share scheme (FSS) provided for in the Company's memorandum and articles of association has now concluded in accordance with the relevant provisions and process for doing so set out in the Company's memorandum and articles of association. Pursuant to those provisions, all founder shares in issue at the conclusion of the FSS (that had not been previously converted or redeemed in accordance with the FSS) were converted on a one-for-one basis into deferred shares and subsequently surrendered to, and cancelled by, the Company.

Accordingly, it is now proposed to make certain administrative changes to the Company's share capital structure to reflect the conclusion of the FSS and, as there are no longer any founder shares or deferred shares in issue as a result of the conclusion of the FSS and no other use for these now historic share classes is contemplated, to cancel the authorised (but not in issue) founder shares and deferred shares in the share capital of the Company.

In addition, as there are no longer any A ordinary shares in the share capital of the Company in issue and no other use for this share class is contemplated, it is further proposed to cancel the authorised (but not in issue) A ordinary shares in the share capital of the Company.

Two resolutions are proposed to effect these administrative changes: Resolution 13, as an ordinary resolution, proposes to cancel the authorised (but not in issue) founder shares, deferred shares and A ordinary shares; and Resolution 14, as a special resolution and subject to the approval of Resolution 13, proposes certain limited changes to the memorandum and articles of association of the Company to (i) reflect the conclusion of the FSS and to remove all references and provisions related to the founder shares and (ii) to reflect the cancellation of the authorised (but not in issue) founder shares, deferred shares and A ordinary shares.

Resolution 13 – Cancellation of Founder Shares, Deferred Shares and A Ordinary Shares

Resolution 13 is asking members to authorise the cancellation by the Company of the authorised (but not in issue) founder shares, the deferred shares and the A ordinary shares.

Resolution 14 – Amendments to the memorandum and articles of association of the Company

Resolution 14 proposes amendments to the memorandum and articles of association of the Company to (i) reflect the conclusion of the FSS and to remove all references and provisions related to the founder shares and (ii) to reflect the cancellation of the authorised (but not in issue) founder shares, deferred shares and A ordinary shares. Resolution 14 also proposes a limited number of amendments to address legislative reference updates and to correct typographical errors in the memorandum and articles of association of the Company. An explanation of the proposed changes to the memorandum and articles of association is set out in the Appendix to this letter. Resolution 14 is proposed as a special resolution and is subject to the approval of Resolution 13.

A copy of the memorandum and articles of association incorporating the proposed changes, together with a comparison against the existing memorandum and articles of association (i) is available on the Company's website (www.cairnhomes.com), (ii) is available for inspection at the Company's registered office from the date of this letter until the conclusion of the AGM and (iii) will be available for inspection at the AGM for at least fifteen minutes before, and for the duration of, the AGM.

Recommendation

The Board of Directors is satisfied that each of the resolutions set out in the Notice of AGM are in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM.

Yours faithfully,

John Reynolds
Chairman

APPENDIX

Proposed changes to the Company's memorandum and articles of association

Below is an explanation of the proposed changes to the memorandum and articles of association of the Company, each of which is individually set out in full within Resolution 14. The changes proposed reflect (i) the conclusion of the FSS and the removal of all references and provisions related to the founder shares and (ii) the cancellation of the founder shares, deferred shares and A ordinary shares. Certain limited typographical and administrative changes are also proposed.

Subject to Resolutions 13 and 14 being passed at the AGM, the proposed changes will take immediate effect.

Paragraphs (a) and (b) of Resolution 14 propose two amendments to the memorandum of association to update legislative references.

Paragraph (c) of Resolution 14 proposes an amendment to clarify a typographical error.

Paragraph (d) of Resolution 14 proposes amendments to the share capital clause of the memorandum of association to reflect the cancellation of the founder shares, the deferred shares and the A ordinary shares.

With the exception of subparagraph (xlv), paragraph (e) of Resolution 14 proposes amendments to remove definitions relating to the founder shares, the deferred shares and the A ordinary shares that are no longer required. Paragraph (e)(xlv) of Resolution 14 proposes an amendment to update a reference to the UK Listing Authority with a reference to the Financial Conduct Authority.

Paragraph (f) of Resolution 14 proposes amendments to the share capital clause of the articles of association to reflect the cancellation of the founder shares, the deferred shares and the A ordinary shares.

Paragraph (g) of Resolution 14 proposes to delete articles 2.1, 2.2 and 2.2A in their entirety as they relate to the founder shares and the deferred shares.

Notice of Annual General Meeting of Cairn Homes plc (the “Company”)

NOTICE is hereby given that the annual general meeting of the Company will be held at The Merrion Hotel, Merrion Street Upper, Dublin 2, D02 KF79 on Friday, 10 May 2024 at 12:00 p.m. (“AGM”) for the following purposes:

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

1. To receive and consider the accounts for the year ended 31 December 2023 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To receive and consider the Directors’ Remuneration Report (other than the Remuneration Policy) for the year ended 31 December 2023.
3. To receive and consider the Remuneration Policy of the Company that is set out in pages 79 to 82 of the 2023 Annual Report.
4. To declare a final dividend of 3.2 cent per ordinary share for the year ended 31 December 2023.
5. By separate resolutions, to re-appoint (and in the case of Resolution 5(c), to appoint) the following Directors:
 - (a) John Reynolds;
 - (b) Michael Stanley;
 - (c) Richard Ball;
 - (d) Gary Britton;
 - (e) Giles Davies;
 - (f) Linda Hickey;
 - (g) Orla O’Gorman; and
 - (h) Julie Sinnamon.
6. To authorise the Directors to determine the remuneration of the Auditors.
7. The Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot and issue all relevant securities of the Company (within the meaning of Section 1021 of the Companies Act 2014):
 - (a) without prejudice to or limitation of any power and authority granted under paragraph (b) of this Resolution 7, up to an aggregate nominal amount of €214,884 representing approximately 33.33% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at 5:00 p.m. on 20 March 2024; and
 - (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 7, up to an aggregate nominal value of €214,884 representing a further approximately 33.33% of the aggregate nominal value of the issued share capital (excluding treasury shares) of the Company as at 5:00 p.m. on 20 March 2024 provided that any equity securities (as defined in Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 7(b) are offered by way of one or more pre-emptive open for a period or periods fixed by the Directors to or in favour of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any share option scheme or share incentive plan of the Company then in force) at such record date or dates as the Directors may determine and where the equity securities respectively attributable to the interests of such holders are proportional in nominal value (as near as may be reasonable) to the respective number of equity securities held by them on such record date or dates, and subject generally, to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems, requirements or restrictions under or arising as a consequence of the laws (including the implementation thereof) of, or the requirements of any regulatory body or stock exchange in, any territory.

The authority hereby conferred shall commence at the time of the passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date; provided that the Company may before such expiry make an offer(s) and/or agreement(s) which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

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

8. That, subject to and conditional upon Resolution 7 of the Notice of AGM being passed, and in addition and without prejudice to or limitation of any power and authority granted under Resolution 9, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 the Directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 7 of this Notice of AGM as

Notice of Annual General Meeting of Cairn Homes plc (the “Company”) continued

if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing of this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers, and/or enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and such power being limited to:

- (a) the allotment of equity securities in connection with any one or more offer of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation and/or otherwise to or in favour of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any Company employee share schemes or share incentive plans then in force) at such record date or dates as the Directors may determine where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be reasonably be) to the respective number of ordinary shares held by them and subject thereto to the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and; generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems, requirements or restrictions under or arising as a consequence of the laws (including the implementation thereof) of, or the requirements of any regulatory body or stock exchange, in any territory;
 - (b) and/or the allotment of equity securities up to a maximum aggregate nominal value of €32,265, which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5:00 p.m. on 20 March 2024;
 - (c) and/or the allotment of equity securities pursuant to any Company employee share schemes or share incentive plans then in force.
9. That, subject to and conditional upon Resolution 7 of the Notice of AGM being passed and, in addition and without prejudice to or limitation of any power and authority granted under Resolution 8, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 the Directors be and are hereby generally and unconditionally authorised to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 7 of this Notice of AGM as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power to be effective from the time of passing of this Resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing this Resolution (whichever is earlier) unless and to the extent that such power is renewed, revoked, or extended prior to such date but in each case, prior to its expiry the Company may make offers, and/ or enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired; and:
 - (a) such power being limited to the allotment of equity securities up to a maximum aggregate nominal value of €32,265, which represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 5:00 p.m. on 20 March 2024; and
 - (b) the net proceeds of such allotment are to 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 Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Statement of Principles on Disapplying the Pre-Emption Rights in effect and as applied prior to the date of this Notice of AGM.
10. That, pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and they are each hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act) of ordinary shares in the capital of the Company on such terms and conditions and in such manner as the Directors may, in their discretion, determine from time to time, but subject however to the provisions of that Act and to the following restrictions and provisions:
 - (a) the maximum number of ordinary shares authorised to be acquired shall not exceed 15% of the ordinary share capital in issue in the Company (excluding treasury shares) as at 5:00 p.m. on the day on which this Resolution is passed;
 - (b) the minimum price (excluding expenses) which may be paid for any ordinary share shall be an amount equal to the nominal value thereof; and
 - (c) the maximum price (excluding expenses) which may be paid for any ordinary share shall be the higher of:
 - (i) 5% above the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and/or the London Stock Exchange (as the case may be depending on where the purchase is carried out), in each case for the five business days prior to the day the purchase is made (the “Market Purchase Appropriate Price”), or if on any such business day there shall be no dealing of ordinary shares on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
 - (ii) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 relating to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (being the value of an ordinary share calculated on the basis of the higher of the price quoted for: (i) the last independent trade, and (ii) the highest current independent purchase bid for, any number of ordinary shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out);

provided that such authority shall expire on the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing of this Resolution (whichever is earlier), unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014.

The Company may, before such expiry, enter into a contract for the purchase of ordinary shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

11. That, for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:
- (a) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the "Treasury Share Appropriate Price"; and
 - (b) the minimum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 95% of the "Treasury Share Appropriate Price" (provided always that no treasury share shall be issued at a price lower than its nominal value); and
 - (c) for the purposes of sub-paragraphs (a) and (b) above, the expression "Treasury Share Appropriate Price" shall mean the lower of the average of the closing prices of the Company's ordinary shares taken from the main market of Euronext Dublin and the average of the closing prices of the Company's ordinary shares taken from the main market of the London Stock Exchange in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ordinary shares on the trading venue or a closing price is not otherwise available, the Treasury Share Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable.

The authority hereby conferred shall expire on the conclusion of the next annual general meeting of the Company after the date of passing of this Resolution or at midnight on the date which is 15 calendar months after the date of passing of this Resolution (whichever is earlier), unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.

12. That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors of the Company be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the memorandum and articles of association of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this Resolution unless previously renewed, varied or revoked by the Company in general meeting.

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

13. That, the authorised share capital of the Company be and is hereby reduced from €1,240,000 divided into 1,000,000,000 ordinary shares of €0.001 each, 100,000,000 founder shares of €0.001 each, 120,000,000 deferred shares of €0.001 each and 20,000 A ordinary shares of €1.00 each to €1,000,000 divided into 1,000,000,000 ordinary shares of €0.001 each by the cancellation of 100,000,000 founder shares of €0.001 each, 120,000,000 deferred shares of €0.001 each and 20,000 A ordinary shares of €1.00 each.

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

14. That, subject to and conditional upon Resolution 13 of the Notice of AGM being passed the memorandum and articles of association of the Company be amended in the following manner:
- (a) Clause 2(i) of the memorandum of association be amended by the replacement of the words "Section 155" with the words "Sections 7 and 8" and the replacement of the words "acts 1963" with the words "Act, 2014".
 - (b) Clause 2(ff)(iiii) of the memorandum of association be amended by the replacement of the words "Section 155" with the words "Sections 7 and 8" and the replacement of the words "acts 1963" with the words "Act, 2014".
 - (c) Clause 2(ff)(iv) of the memorandum of association be amended by the replacement of the words "one-fifth" with the words "one-fifth".
 - (d) Clause 4 of the memorandum of association be deleted in its entirety and replaced with the following:
"The Company's share capital is:
€1,000,000 divided into 1,000,000,000 Ordinary Shares of €0.001 each.
The shares in the original or any increased share capital may be divided into several classes and there may be attached thereto respectively and preferential, deferred or other special rights, privileges, conditions or restrictions."
 - (e) Article 1(d) of the articles of association be amended as follows,
 - i. That the definition of "A Ordinary Shares" be deleted in its entirety
 - ii. That the definition of "Adjusted Issue Price" be deleted in its entirety.
 - iii. That the definition of "Adjustment Event" be deleted in its entirety.
 - iv. That the definition of "Available Assets" be deleted in its entirety.
 - v. That the definition of "Change of Control" be deleted in its entirety.
 - vi. That the definition of "Change of Control Company Value" be deleted in its entirety.
 - vii. That the definition of "Change of Control Determination Date" be deleted in its entirety.

Notice of Annual General Meeting of Cairn Homes plc (the “Company”) continued

- viii. That the definition of “Change of Control Founder Share Value” be deleted in its entirety.
 - ix. That the definition of “Change of Control Hurdle Amount” be deleted in its entirety.
 - x. That the definition of “Change of Control Performance Condition” be deleted in its entirety.
 - xi. That the definition of “Change of Control Price” be deleted in its entirety.
 - xii. That the definition of “Change of Control Shareholder Return” be deleted in its entirety.
 - xiii. That the definition of “Company Conversion Notice” be deleted in its entirety.
 - xiv. That the definition of “Compulsory Transfer Completion Date” be deleted in its entirety.
 - xv. That the definition of “Compulsory Transfer Notice” be deleted in its entirety.
 - xvi. That the definition of “Compulsory Transfer Shares” be deleted in its entirety.
 - xvii. That the definition of “Compulsory Transferor” be deleted in its entirety.
 - xviii. That the definition of “Control” be deleted in its entirety.
 - xix. That the definition of “Conversion Price” be deleted in its entirety.
 - xx. That the definition of “Converting Shareholder” be deleted in its entirety.
 - xxi. That the definition of “Deadline” be deleted in its entirety.
 - xxii. That the definition of “Defaulting Compulsory Transferor” be deleted in its entirety.
 - xxiii. That the definition of “Deferred Shares” be deleted in its entirety.
 - xxiv. That the definition of “Disqualified Founder” be deleted in its entirety.
 - xxv. That the definition of “Disqualifying Event” be deleted in its entirety.
 - xxvi. That the definition of “Excess Entitlement” be deleted in its entirety.
 - xxvii. That the definition of “Family Member” be deleted in its entirety.
 - xxviii. That the definition of “Family Trust” be deleted in its entirety.
 - xxix. That the definition of “Founder” be deleted in its entirety.
 - xxx. That the definition of “Founder Relationship Agreement” be deleted in its entirety.
 - xxxi. That the definition of “Founder Shareholders” be deleted in its entirety.
 - xxxii. That the definition of “Founder Shares” be deleted in its entirety.
 - xxxiii. That the definition of “Founder Shares Hurdle Price” be deleted in its entirety.
 - xxxiv. That the definition of “Founder Share Notice” be deleted in its entirety.
 - xxxv. That the definition of “Founder Shares Performance Condition” be deleted in its entirety.
 - xxxvi. That the definition of “Founder Share Value” be deleted in its entirety.
 - xxxvii. That the definition of “fully diluted basis” be deleted in its entirety.
 - xxxviii. That the definition of “the Group” be deleted in its entirety.
 - xxxix. That the definition of “Highest Average Closing Price” be deleted in its entirety.
 - xl. That the definition of “Independent Expert” be deleted in its entirety.
 - xli. That the definition of “Initial Market Capitalisation” be deleted in its entirety.
 - xlii. That the definition of “Liquidation Founder Share Value” be deleted in its entirety.
 - xliii. That the definition of “Liquidation Hurdle Amount” be deleted in its entirety.
 - xliv. That the definition of “Liquidation Performance Condition” be deleted in its entirety.
 - xlv. That the definition of “Liquidation Shareholder Return” be deleted in its entirety.
 - xlvi. That the definition of “Listing Rules” be amended by the replacement of the words “UK Listing Authority” with the words “Financial Conduct Authority”.
 - xlvii. That the definition of “Lock-up Deed” be deleted in its entirety.
 - xlviii. That the definition of “Ordinary Share Entitlement” be deleted in its entirety.
 - xlix. That the definition of “Performance Condition Market Capitalisation” be deleted in its entirety.
 - I. That the definition of “Rebased Market Capitalisation” be deleted in its entirety.
 - II. That the definition of “Relative Proportion” be deleted in its entirety.
 - III. That the definition of “Relevant Shareholders” be deleted in its entirety.
 - IIII. That the definition of “Relevant Shares” be deleted in its entirety.
 - IV. That the definition of “Relevant Years” be deleted in its entirety.
 - V. That the definition of “Test Periods” be deleted in its entirety.
 - VI. That the definition of “Total Shareholder Return” be deleted in its entirety.
 - VII. That the definition of “Trading Day” be deleted in its entirety.
 - VIII. That the definition of “Value Return” be deleted in its entirety.
- (f) The share capital clause in Article 2 of the articles of association be deleted in its entirety and be replaced with the following:
“The Share Capital of the Company is €1,000,000 divided into 1,000,000,000 ordinary shares of €0.001 each.”
- (g) That Articles 2.1, 2.2 and 2.2A of the articles of association be deleted in their respective entireties.

By order of the Board

Tara Grimley
Company Secretary

45 Mespil Road
Dublin 4
D04 W2F1

26 March 2024

AGM Notice: Notes

The following information is provided to members in accordance with Section 1103 of the Companies Act 2014.

Entitlement to attend and vote

1. Notwithstanding any other matter referred to in these notes, the Company shall take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the AGM to ensure the safety of any attendees and others involved with it and comply with applicable requirements. Such measures may include, without limitation, the restriction of the number of attendees, and health or compliance related checks and requirements.
2. Only those members registered in the register of members of the Company at 6:00 p.m. on Monday, 6 May 2024 or if the AGM is adjourned, at 6:00 p.m. on the day immediately preceding the date that falls 72 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of proxies

3. The process for appointing a proxy depends on the manner in which you hold your interest in the Company.
4. A member who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions, vote, demand a poll and join in demand for a poll on his or her or its behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of ordinary shares held in different securities accounts. Only ordinary shareholders shall have the right to appoint a proxy to attend, speak, ask questions, vote, demand a poll and join in demand for a poll on his/her/its behalf at the AGM and at any adjournment thereof. Such a member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the general meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the memorandum and articles of association of the Company. A proxy need not be a member of the Company. Any ordinary shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited on +353 (0)1 4475566.
5. **Certificated (paper) shareholders:**
 - (a) A form of proxy for use by shareholders whose name appears on the register of members of the Company (usually shareholders who hold shares in the Company in certificated (paper) form i.e. not those persons holding interests in the Company's shares via Euroclear Bank or CREST) is enclosed with the Notice of AGM. Subject to the memorandum and articles of association of the Company and provided it is received (together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - be submitted by fax to +353 (0)1 447 5572, provided it is received in legible form; or
 - be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website www.eproxyappointment.com. You will need your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy or email notification if you have signed up to receive communications via email; or
 - be submitted by post to Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
 - (b) In the case of a body corporate member, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 5(a).
6. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural, administrative or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at his/her/its discretion.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered ordinary shareholders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

7. **Uncertificated (electronic) shareholders:** Persons who hold their interests in ordinary shares as Belgian law rights through the Euroclear Bank 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 proxy votes for the AGM via the respective systems. Further information is also provided on the Company's website www.cairnhomes.com. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian directly.

AGM Notice: Notes continued

Further information for Euroclear Bank participants

8. Holders of interests in Cairn shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM. Further information is also available on the Company's website www.cairnhomes.com.

Further information for CREST members holding CDIs

9. Euroclear UK & International ("EUI"), the operator of the CREST system has arranged for voting instructions relating to CDIs held in CREST to be received via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
10. If you hold CDIs, and you wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service Set-up Form (CRT408) prescribed by Broadridge. 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. Fully completed and returned applications forms will be shared with Broadridge by EUI. 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.
11. The voting service will process and deliver proxy voting instructions received in respect of CDIs on the Broadridge voting deadline date to Euroclear Bank by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third party proxy). Broadridge's voting instruction submission deadline will accordingly be earlier than the Euroclear Bank voting instruction submission deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline. Neither is there a facility to offer a letter of representation or appoint a corporate representative other than through the submission of third party proxy appointment instructions.
12. CREST members with holdings of CDIs 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 before they can avail of this voting service.

Proxy voting instruction deadlines for all shareholders

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

Voting rights and total number of issued shares

14. The total number of issued ordinary shares as at 20 March 2024 (the last practicable date prior to printing this Notice) is 645,297,549. Each ordinary share carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder shall have one vote for every ordinary share of which he or she or it is the holder. Ordinary resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.

Questions at the AGM

15. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. A member may also submit a question in writing by email to company.secretary@cairnhomes.com or by sending a letter and in each case, evidence of their shareholding at least four business days prior to the AGM by post to the Company Secretary, at the Company's registered office.
16. Under Section 1107 of the Companies Act 2014, the Company must answer any question which a member may ask relating to the business being dealt with at the AGM unless:
 - (a) answering the question would interfere unduly with the preparation of the AGM or the confidentiality and business interests of the Company;
 - (b) the answer has already been given on the Company's website in a question and answer format; or
 - (c) it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

Members' right to table draft resolutions and to put items on the agenda

17. Pursuant to Section 1104 of the Companies Act 2014, a member or a group of members holding 3% of the issued share capital, representing at least 3% of the total voting rights of all members who have a right to vote at the AGM, have a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM. Requests:
- (a) may be in hard copy form or in electronic form;
 - (b) must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;
 - (c) must be authenticated by the person or persons making it (by identifying the member or members meeting the qualification criteria and, if in hard copy, by being signed by the member or members); and
 - (d) must have been received by the Company no later than 29 March 2024 having regard to the 42 day period specified in Section 1104. For this purpose and in accordance with Section 1104, the date of the AGM was placed on the Company's website before the end of 2023.

In addition to the above, requests must be made in one of the following ways:

- (a) a hard copy request which is signed by the member(s), stating the full name and address of the member(s) and is sent to the Company Secretary at the Company's registered office; or
- (b) a request which states the full name and address of the member(s) and is sent to company.secretary@cairnhomes.com.

A requested item or draft resolution must not be such as would be incapable of being passed or otherwise be ineffective or redundant (whether by reason of inconsistency with any enactment or the Company's memorandum and articles of association, or on account of the substantive nature of other resolutions on the agenda of the AGM, or otherwise). Any requested item or draft resolution must not be defamatory of any person.

18. Subject to the Companies Act 2014 and any provision of the Company's memorandum and articles of association, where a resolution is proposed as a special resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered at the general meeting. Subject to the Companies Act 2014 and any provision of the Company's memorandum and articles of association, where a resolution is proposed as an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless either at least 48 hours prior to the time appointed for holding the general meeting or adjourned meeting at which the ordinary resolution is to be approved, notice in writing of the terms of the amendment and intention to move same has been lodged with the Company Secretary (at the Company's registered office), or the Chairman in his absolute discretion decides that it may be considered or voted upon.

Information regarding the AGM

19. Information regarding the AGM, including information required by Section 1103 of the Companies Act 2014, is available from www.cairnhomes.com.



Cairn Homes plc
Annual General Meeting