



F.B.D. HOLDINGS PLC

PROXY VOTING – IMPORTANT INFORMATION

Following the migration of the Company's shares from the CREST system to the system operated by Euroclear Bank SA/NV (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the 2023 Annual General Meeting (the "Meeting") will now depend on the manner in which you hold your shares.

You can exercise your right to vote in the following ways:

1. **If you are a certificated shareholder, the manner in which you exercise your vote is unchanged, please refer to the Form of Proxy for instructions.**
2. If you hold your interests in the Company's shares through a participant account in the Euroclear Bank System ("EB Participants") by (i) sending electronic voting instructions to Euroclear Bank via SWIFT or through EasyWay Corporate Actions; or (ii) 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 chairman of the Meeting) to attend and vote at the Meeting.
3. If you hold your interests in the Company's shares as CREST Depository Instruments ("CDIs") in the CREST system ("CDI Holders") by (i) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("Broadridge"); or (ii) appointing a proxy via the Broadridge Global Proxy Voting Service.

Persons who hold their interests in the 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 Meeting through the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further Information for EB Participants

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". EB Participants can either send:

1. electronic voting instructions to instruct Euroclear Nominees to either itself or by appointing the chair of the Meeting as proxy:
 - 1.1 give discretionary vote to the chair of the Meeting for all or a specific resolution(s);
 - 1.2 vote in favour of all or a specific resolution(s);
 - 1.3 vote against all or a specific resolution(s); or
 - 1.4 abstain for all or a specific resolution(s); or
2. a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the chair of the Meeting) (who may be a corporate representative or the EB Participant themselves) to attend the Meeting, subject to any restrictions in place in relation to the COVID-19 pandemic, and vote for 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, nationality code). 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.

Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline, which, in the case of the Meeting, would be a deadline of on 10.00 a.m. on 9 May 2023. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further Information for CDI Holders

CDI Holders 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 Meeting through the respective systems.

Euroclear UK & Ireland Limited ("EUI"), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge Financial Solutions Limited. Further details on this service are set out on the "All you need to know about SRD II" in Euroclear UK & Ireland webpage (see section CREST International Service – Proxy voting).

If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. If you have not already set up this system, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the Meeting and Voting Client Setup Form (CRT408). 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. 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 their 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 themselves) to attend and vote at the Meeting for 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.

1. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
2. CDI Holders should pay close attention to any notices specifically relating to the Meeting and are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take any further actions required by Broadridge before they can avail of the Broadridge voting service as soon as possible.