



Letter from the Chairman in relation to the Annual General Meeting

31 March 2025

Dear Shareholder,

The Notice of the Annual General Meeting of FBD Holdings plc (the “Company” or “FBD”), which will be held at 11.00 a.m. on 8 May 2025 in The Irish Farm Centre, Bluebell, Dublin 12, follows this letter on pages 5 to 8.

I want to set out in this letter details of the business to come before the meeting.

Resolution 1 deals with the consideration of the financial statements of the Company for the year ended 31 December 2024.

Resolution 2 deals with the declaration of a dividend on the 14% non-cumulative preference shares for the year ended 31 December 2024, payable, if approved, on 11 June 2025 to holders of 14% non-cumulative preference shares on the Register of Members at the close of business on 2 May 2025. A dividend cannot be declared on the ordinary shares unless and until the dividend on the 14% preference shares has been declared.

Resolution 3 deals with the declaration of a dividend on the 8% non-cumulative preference shares for the year ended 31 December 2024, payable, if approved, on 11 June 2025 to holders of 8% non-cumulative preference shares on the Register of Members at the close of business on 2 May 2025. A dividend cannot be declared on the ordinary shares unless and until the dividend on the 8% preference shares has been declared.

Resolution 4 deals with the declaration of a final dividend of 100 cent per ordinary share for the year ended 31 December 2024, payable, if approved, on 11 June 2025 to holders of ordinary shares on the Register of Members at the close of business on 2 May 2025.

Resolution 5 asks shareholders to receive and consider the Report on Directors’ Remuneration. This Report is set out on pages 74 to 94 of the Annual Report. The resolution is an advisory non-binding resolution, and it is the Company’s practice to put this to a shareholder vote each year.

Resolution 6 deals with the proposed re-election of each of the Directors who are putting themselves forward for re-election. It is the Company’s practice that all Directors continuing in office will submit themselves for re-election at each Annual General Meeting. Biographies of all the Directors proposed for re-election are set out on pages 28 to 31 of the Annual Report in the Report of the Directors.

Page 70 and 71 of the Annual Report outlines the balance of skills and experience that the Board has identified as critical to its composition at this time and to the Group’s long term sustainable success. A formal evaluation of the performance of each Director has been undertaken. I can confirm that each Director continues to contribute and perform effectively and demonstrates commitment to their role as Director.

Resolution 7 is a standard resolution which authorises the Directors to fix the remuneration of the Auditors.

Resolution 8 will be proposed as an Ordinary Resolution to renew the Directors’ authority under Section 1021 of the Companies Act 2014 to allot shares up to an aggregate nominal value of €7,107,642 (representing approximately 33% of the issued ordinary share capital (excluding treasury shares) as at 31 March 2025 being the latest practicable date prior to the publication of this letter).

The total number of treasury shares held by the Company as at 31 March 2025 is 164,005 representing 0.46% of the total issued ordinary share capital (excluding treasury shares).

The Board currently has no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Company's employee share schemes or share incentive plans and the Board will only exercise this authority if it considers it to be in the best interests of shareholders generally at that time. This authority, if renewed, will expire on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2026.

Resolution 9 will be proposed as a Special Resolution to renew the Directors' authority to issue shares for cash other than strictly pro-rata to existing shareholdings in certain circumstances being, (a) in specific circumstances relating to rights issues, (b) any other issue of shares for cash and is limited to an aggregate nominal value of €1,076,916 (representing approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 March 2025 being the latest practicable date prior to the publication of this letter) and/or (c) the allotment of equity securities pursuant to the Company's employee share schemes or share incentive plans for the time being in force.

The Board currently has no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Company's employee share schemes or share incentive plans and the Board will only exercise this authority if it considers it to be in the best interests of shareholders generally at that time. This authority, if renewed, will expire on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2026.

Resolution 10 will be proposed as a Special Resolution to authorise the Directors to issue shares for cash other than strictly pro-rata to existing shareholdings. The proposed authority is limited to (a) the allotment of shares for cash up to an aggregate nominal value of €1,076,916 (representing approximately 5% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 March 2025 being the latest practicable date prior to the publication of this letter); and (b) will only be used in connection with an acquisition or other capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles which is announced contemporaneously with the allotment, or has taken place in the preceding twelve-month period and is disclosed in the announcement of the allotment.

The Board currently has no intention to issue shares pursuant to this authority and the Directors will exercise these authorities only if they consider them to be in the best interests of shareholders generally at that time. These authorities will expire on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2026.

Resolution 11 will be proposed as a Special Resolution to renew the authority, the renewal of which is usually sought every year, for the Company, or any subsidiary of the Company, to make market purchases of the Company's ordinary shares up to 10% of the aggregate nominal value of the Company's total issued share capital. The text of the resolution sets out the minimum and maximum prices which may be paid for ordinary shares purchased in this manner.

The total number of conditional awards over ordinary shares in the Company outstanding on 31 March 2025 is 653,985 representing 1.60% of the issued share capital with voting rights on that date. If the Directors were to exercise the authority being renewed by this resolution up to the maximum allowed and to cancel such shares and all other shares held in treasury, these conditional awards would represent 2.22% of the total issued share capital.

The Board will only exercise this authority if it considers it to be in the best interests of shareholders generally at that time.

This authority, if renewed, will expire on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2026.

Resolution 12 will be proposed as a Special Resolution to set the price ranges at which the Company may re-issue treasury shares off-market.

The Board will only exercise this authority if it considers it to be in the best interests of shareholders generally at that time. This authority, if renewed, will expire on the earlier of the date of the next Annual General Meeting of the Company or 8 August 2026.

Resolution 13 will be proposed as a Special Resolution to maintain the existing authority in the Company's Articles of Association which permits the convening of an Extraordinary General Meeting of the Company on 14 days' notice where the purpose of the meeting is to consider an Ordinary Resolution only.

Resolution 14 will be proposed as a Special Resolution, to reduce the share premium account of the Company subject to receiving the confirmation of the High Court in accordance with sections 84 and 85 of the Companies Act 2014.

Under Irish law, a company may only pay dividends and make other distributions out of profits available for that purpose, which generally means a company's accumulated realised profits less accumulated realised losses, and includes reserves created by way of a share capital reduction.

The directors consider it appropriate to reduce the share premium account so as to create greater distributable reserves which will give FBD greater flexibility to make dividends to shareholders in the future. This is consistent with FBD's dividend policy of rewarding shareholders through regular annual dividends while retaining sufficient capital in order to maintain a healthy capital adequacy to support future capital requirements. The directors are of the view that at this stage of the Company's growth, the creation of greater distributable reserves through a reduction of the share premium account is appropriate and is in the best interests of the Company and its shareholders.

Subject to both shareholder approval and the confirmation of the Irish High Court, it is proposed to cancel the entire amount standing to the credit of the share premium account of the Company as at 31 December 2024 (approximately €16.3 million) together with any additional sums added to the share premium account in the intervening period up to the Court confirmation, such that the reserve resulting from such cancellation be treated as profits available for distribution (the **"Capital Reduction"**). This effectively would result in the amount standing to the credit of the share premium account (or such lesser amount as the High Court may determine) moving from non-distributable reserves of the Company to the distributable reserves of the Company. The total amount of the share premium account as at 31 December 2024 is €16.3 million however it is expected that the share premium will increase as a result of issuances pursuant to the Company's employee share schemes in the ordinary course and it is proposed that, to the extent any such increase does occur prior to the confirmation of the Irish High Court, any such additional share premium would also be cancelled as part of the Capital Reduction.

Although no current proposal exists to make any distribution of or otherwise deploy the proposed distributable reserves to shareholders, the directors believe that the resulting flexibility provided by the Capital Reduction, if approved, will be regarded by shareholders as a positive development and is consistent with FBD's dividend policy of rewarding shareholders through regular annual dividends while retaining sufficient capital in order to maintain a healthy capital adequacy to support future capital requirements.

The Capital Reduction will have no impact on the number of ordinary shares held by shareholders or on their proportionate interests in the issued ordinary shares, nor will there be any change in the number of ordinary shares in issue. The directors are also satisfied that the Capital Reduction will not have any impact on the working capital or other funding requirements of the Company.

Form of Proxy

Those shareholders unable to attend the Meeting may appoint a proxy. The appointment may be submitted by post by completing the enclosed Form of Proxy and returning it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, Ireland. Your Form of Proxy may also be submitted through the internet. Instructions on how to do this are set out on the Form of Proxy.

To ensure all shareholders are fully represented by voting at the meeting, we would urge all shareholders, regardless of the number of 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 11.00 a.m. on Tuesday, 6 May 2025.

For shareholders whose name appears on the Register of Members of the Company, please refer to the Form of Proxy for instructions and the notes to the Notice of the Meeting on pages 9 to 11.

Persons holding interests in ordinary shares through the Euroclear System or CREST (in the case of holders of CREST Depositary Interests), 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.

To be valid all proxy votes must be received by the Company's Registrar not less than 48 hours before the time appointed for the Meeting i.e. 11.00 a.m. on 6 May 2025.

Recommendation

The Directors are satisfied that the resolutions set out in the Notice of the Annual General Meeting are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of each of the resolutions set out in the Notice of Annual General Meeting, as they intend to do in respect of all of the ordinary shares which they own or control in the capital of the Company.

Yours faithfully,

Liam Herlihy

Chairman

Notice of Annual General Meeting of FBD Holdings plc

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held in The Irish Farm Centre, Bluebell, Dublin 12, Ireland on Thursday, 8 May 2025 at 11.00 a.m. for the following purposes:

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

- 1 To receive and consider the financial statements for the Company for the year ended 31 December 2024 and the reports of the Directors and the auditors thereon.
- 2 To declare a dividend on the 14% non-cumulative preference shares.
- 3 To declare a dividend on the 8% non-cumulative preference shares.
- 4 To declare a final dividend of 100 cent per ordinary share.
- 5 To receive and consider the Report on Directors' Remuneration appearing in the Annual Report for the year ended 31 December 2024 (Advisory Resolution).
- 6 By separate resolutions, to re-elect the following persons as Directors of the Company:
 - a) James Bergin
 - b) Mary Brennan
 - c) Sylvia Cronin
 - d) Olive Gaughan
 - e) Francie Gorman
 - f) Patrick Murphy
 - g) Tomás Ó Midheach
 - h) Richard Pike
 - i) Jean Sharp
 - j) Kate Tobin
- 7 To authorise the Directors to fix the remuneration of the Auditors.
- 8 That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 1021 of the said Act) up to an aggregate nominal amount of €7,107,642 during the period commencing on the date of the passing of this Resolution and shall expire at the close of business on the date of the next Annual General Meeting of the Company or 8 August 2026 whichever is the earlier, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

To consider and, if thought fit, pass the following resolutions as **Special Resolutions**:

- 9 That the Directors be and they are hereby authorised pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of the said Act) for cash pursuant to the authority conferred on them by Resolution 8 above as if sub-section (1) of Section 1022 of the said Act did not apply to any such allotment, provided that this power shall be limited to:
 - (a) the allotment of equity securities in connection with any rights issue, open offer, or other pre-emptive offer in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the laws of any territory or the requirements of any regulatory body or any stock exchange in any territory or legal or practical problems in connection with fractional entitlement, securities laws or otherwise); and/or
 - (b) the allotment of equity securities up to but not exceeding an aggregate nominal amount of €1,076,916; and/or
 - (c) the allotment of equity securities pursuant to any employee share schemes or share incentive plans of the Company for the time being in force,

such authority to be effective from the time of passing this Resolution and shall expire at the close of business on the date of the next Annual General Meeting of the Company or 8 August 2026 whichever is the earlier, and provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

- 10 That the Directors be and they are hereby authorised, in addition to any authority granted under Resolution 9, pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of the said Act) for cash pursuant to the authority conferred on them by Resolution 8 above as if sub-section (1) of Section 1022 of the said Act did not apply to any such allotment, provided that this power shall be:

- (a) limited to the allotment of equity securities up to but not exceeding an aggregate nominal amount of €1,076,916 and
- (b) used only for the purposes of financing (or re-financing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-Emption Group prior to the date of the notice containing this resolution,

such authority to be effective from the time of passing this Resolution and shall expire at the close of business on the date of the next Annual General Meeting of the Company or 8 August 2026 whichever is the earlier, and provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

- 11 That the Company and/or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) be and are hereby generally authorised to make market purchases and overseas market purchases (in each case as defined in Section 1072 of the Companies Act 2014) of shares of any class of the Company ("the **Shares**") on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act 2014, the Articles of Association of the Company and to the following restrictions and provisions:

- (a) the aggregate nominal value of the Shares authorised to be acquired pursuant to the terms of this Resolution shall not exceed 10% of the aggregate nominal value of the total issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
- (b) the minimum price which may be paid for any Share shall be the nominal value of the Share;
- (c) the maximum price which may be paid for any Share (a "**Relevant Share**") shall be the higher of:
 - (i) an amount equal to 105% of the average market value of a Relevant Share as determined in accordance with this paragraph (c); and
 - (ii) the price stipulated by the Commission Delegated Regulation (EU) 2016/1052 and any corresponding provision of any replacement legislation, being the higher of the price of the last independent trade of any number of Relevant Shares and the highest current independent bid for any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out,

where the average market value of a Relevant Share for the purpose of sub-paragraph (i) shall be an amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in relation to the Shares of the same class as the Relevant Share shall be appropriate for each of the five consecutive business days immediately preceding the day on which the Relevant Share is purchased, as determined from the information published in the Euronext Dublin Daily Official List reporting the business done on each of those five business days;

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day,

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day then that day shall not count as one of the said business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

The authority hereby conferred will expire at the close of business on the date of the next Annual General Meeting of the Company or 8 August 2026 whichever is the earlier, unless previously varied, revoked or renewed in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company or any such subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

12 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 the said Companies Act 2014) for the time being held by the Company may be re-allotted off-market shall be as follows:

- (a) the maximum price shall be an amount equal to 120% of the Appropriate Price as defined in paragraph (c); and
- (b) subject to paragraph (c) hereof, the minimum price shall be:
 - (i) in the case of an employees' share scheme (as defined by section 64 of the Companies Act 2014), an amount equal to the price payable in respect of the share as provided for in such employees' share scheme; or
 - (ii) in all other cases and circumstances where treasury shares are re-allotted off-market, an amount equal to 95% of the Appropriate Price (as defined in paragraph (c)); and
- (c) "Appropriate Price" means the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below) in relation to shares of the class of which such treasury shares to be re-allotted shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-allotted, as determined from information published in the Euronext Dublin Exchange Daily Official List reporting the business done on each of those five business days;
 - (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
 - (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
 - (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported for any particular day, then that day shall not count as one of the said business days for the purposes of determining the Appropriate Price. If the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on Euronext Dublin or its equivalent.

The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company, or 8 August 2026 whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014.

13 That it is hereby resolved, in accordance with Section 1102 of the Companies Act 2014, the Directors be and they are hereby 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 days' notice and accordingly that the provision in Article 50(a) of the Company's Articles of Association shall continue to be effective.

14 That it is hereby resolved, subject to receiving the confirmation of the High Court in accordance with sections 84 and 85 of the Companies Act 2014, to reduce the company capital of the Company in the following manner:

- (a) subject to (b) below, the entire amount standing to the credit of the share premium account of the Company as at the effective date of capital reduction or such lesser amount as the Irish High Court may determine, be cancelled and extinguished such that the reserve resulting from such cancellation be treated as profits available for distribution as defined by section 117 of the Companies Act 2014; and

- (b) the Directors of the Company (or any duly authorised committee thereof), or such other person as may be authorised by the Directors of the Company, be and they are hereby authorised to determine, on behalf of the Company, to proceed to seek confirmation from the Irish High Court of a reduction of the entire amount standing to the credit of the share premium account as at the effective date of capital reduction or such lesser amount as the Directors of the Company (or any duly authorised committee thereof), or such other person as may be authorised by the Directors of the Company, may approve in their absolute discretion, or to determine not to proceed to seek confirmation of the Irish High Court at all in pursuance with paragraph (a) above.

By order of the Board

Nadine Conlon

Company Secretary

FBD House, Bluebell, Dublin 12, Ireland

31 March 2025

Information for Shareholders

1. Entitlement to participate in the Annual General Meeting (“AGM”)

Pursuant to Section 1105 of the Companies Act, 2014, the Company hereby specifies that only those shareholders registered in the Register of Members of the Company as at 6 p.m. on the day which is four days before the date of the meeting (or if the AGM is adjourned, at 6 p.m. on the day which is 4 days before the date appointed for the adjourned meeting) (the “Record Date”), irrespective of how many FBD Holdings plc shares he/she holds, shall be entitled to attend, speak, ask questions and vote at the AGM in respect of the number of shares registered in their name at that time.

Changes in the Register after the Record Date will be disregarded in determining the right of any person to attend and/or vote at the meeting or the number of votes any shareholder may have in the case of a poll vote.

2. Appointment of Proxy

The process for appointing a proxy depends on the manner in which you hold your interest in the Company.

For shareholders whose name appears on the Register of Members of the Company, please refer to the notes under paragraph (i) below and the Form of Proxy for instructions.

Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CREST Depository Interests (“CDIs”) should read the notes under paragraphs (ii) and (iii) below and should also consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.

(i) Registered Shareholders

For shareholders whose name appears on the Register of Members of the Company (i.e. those shareholders who do not hold their interests in shares through Euroclear Bank or CREST), you may appoint a proxy by completing the enclosed Form of Proxy. To be valid, Proxy Forms must be delivered in writing, together with any power of attorney or other authority under which it is signed or a certified copy thereof, to the Company’s Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, Ireland to be received no later than 11.00 a.m. on 6 May 2025. If you are appointing someone other than the Chairman as your proxy, then you must fill in the details of that person in the box located underneath the wording “I/We hereby appoint the Chairman of the Meeting OR the following person” on the Form of Proxy.

You may also submit a proxy by electronic means via the Registrar’s website www.eproxypointment.com.

To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

If you appoint the Chairman or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by ticking the relevant boxes on the Form of Proxy. Completing and returning a Form of Proxy will not preclude you from attending and voting at the meeting should you so wish.

Completion of a form of proxy will not affect your right to attend, speak, ask questions and/or vote at the meeting in person.

(ii) Participants in the Euroclear Bank system

Holders of interests in 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.

(iii) CREST members with holdings of CDIs

Euroclear UK & Ireland Limited (“EUI”), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company’s ordinary shares 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.

If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.

Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

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

3. Deadlines for receipt by the Company of proxy voting instructions

All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) 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 (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

4. How to exercise your voting rights

As a shareholder, you have a number of ways to exercise your right to vote:

- By attending the AGM in person.
- By appointing the Chairman or some other person as a proxy to vote on your behalf.
- By appointing a proxy via the processes as described under paragraph 2 above.

In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the Register of Members.

5. Tabling Agenda Items

If you or a group of shareholders hold 1,223,084 or more ordinary and/or preference shares of €0.60 each in FBD Holdings plc (i.e. at least 3% of the issued share capital of the Company carrying voting rights), you or the group of shareholders acting together have the right to put an item on the agenda for the AGM. In order to exercise this right, written details of the item you wish to have included on the agenda for the AGM together with a written explanation setting out why you wish to have the item included on the agenda, and evidence of the shareholding, must have been received by the Company Secretary at FBD Holdings plc, FBD House, Bluebell, Dublin 12, Ireland or by e-mail to investorrelations@fbd.ie no later than 11.00 a.m. on Thursday, 27 March 2025 (i.e. 42 days before the time scheduled for the holding of the AGM). An item cannot be included on the agenda for the AGM unless the foregoing conditions are satisfied and it is received by the stated deadline.

6. Tabling Draft Resolutions

If you or a group of shareholders hold 1,223,084 or more ordinary and/or preference shares of €0.60 each in FBD Holdings plc (i.e. at least 3% of the issued share capital of the Company carrying voting rights), you or the group of shareholders acting together have the right to table a draft resolution for inclusion on the agenda for the AGM subject to any contrary provision in company law.

In order to exercise this right, the text of the draft resolution and evidence of shareholding must have been received by post by the Company Secretary at FBD Holdings plc, FBD House, Bluebell, Dublin by Thursday, 27 March 2025 (i.e. 42 days before the time scheduled for the holding of the AGM). A resolution cannot be included on the agenda for the AGM unless it is received in either of the foregoing manners by the stated deadline. Furthermore, shareholders are reminded that there are provisions in company law, and otherwise, which impose other conditions on the right of shareholders to propose resolutions at a General Meeting of a company.

7. Right to ask questions

Pursuant to Section 1107 of the Companies Act 2014, shareholders have a right to ask questions related to items on the AGM agenda and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of shareholders unless:

- answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
- the answer has already been given on a website in a question and answer format; or
- 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.

8. How to request/inspect documentation relating to the meeting

The annual financial statements, reports of the Directors and the Auditors and the Report of the Remuneration Committee are contained in the Company's Annual Report which was dispatched to shareholders on 31 March 2025. The Annual Report is also available on the Company's website www.fbdgroup.com.

Should you not receive a Form of Proxy, or should you wish to be sent copies of any documents relating to the meeting, you may request these by telephoning the Company's Registrar on +353 1 4475 101 or by writing to the Company Secretary either by post at FBD House, Bluebell, Dublin 12, Ireland or by e-mail to investorrelations@fbd.ie.

The Memorandum and Articles of Association of the Company are available on the Company's website www.fbdgroup.com and may also be inspected during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the Company's Registered Office at FBD House, Bluebell, Dublin 12, Ireland up to and including the date of the Annual General Meeting and at the Annual General Meeting itself.

9. Further Information

This AGM notice, details of the total number of shares and voting rights at the date of giving this notice, the documents to be submitted to the meeting, copies of any draft resolutions and a copy of the Form of Proxy are available on the Company's website at www.fbdgroup.com.