

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or as to what action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are a resident of the United Kingdom or, if not, another appropriately authorised independent professional adviser.

If you sell, have sold or otherwise transferred all of your ordinary shares in the Company, please send this document as soon as possible to the purchaser or transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you sell, have sold or otherwise transferred some (but not all) of your ordinary shares in the Company, please retain these documents and consult the stockbroker or other agent through whom the sale or transfer was effected.

HARLAND & WOLFF GROUP HOLDINGS PLC

(Registered in England and Wales with company number 06409712)

Directors:

Malcolm Groat (*Chairman*)
John Wood (*Chief Executive Officer*)
Arun Raman (*Chief Finance Officer*)
Sir Jonathon Band (*Non-Executive Director*)

Registered office:

Riverbank House
2 Swan Lane
London
United Kingdom
EC4R 3TT

15 August 2022

Dear Shareholder

1. Notice of annual general meeting

I have pleasure in sending you notice convening the annual general meeting of Harland & Wolff Group Holdings plc (the "**Company**") (the "**Annual General Meeting**"). The Annual General Meeting will be held on Tuesday, 6 September 2022 at 12:00 p.m. at the offices of Fieldfisher LLP, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. As you will see from the formal notice of meeting which follows this letter (the "**Notice**"), there are a number of items of business to be considered and the purpose of each resolution to be proposed (together, the "**Resolutions**") is set out in the explanatory notes on page 5.

You can vote in respect of your shareholding by attending the Annual General Meeting or by appointing one or more proxies to attend the meeting and vote on your behalf.

2. Actions to be taken by shareholders

Shareholders will not receive a form of proxy for the Annual General Meeting, instead you will find instructions in the section entitled "Notes" in the Notice to enable you to vote electronically and how to register to do so. To register, you will need your Investor Code, which can be found on your share certificate. Submission of a proxy vote will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof. Shareholders may request a paper form of proxy from our Registrar, Link Group if they do not have access to the internet. Proxy votes should be submitted as early as possible and in any event by no later than 12:00 p.m. on 2 September 2022 (or, in the case of an adjournment, no

later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

3. Recommendation

Your directors unanimously believe that the matters to be proposed at the Annual General Meeting are in the best interests of the Company and its Shareholders and unanimously recommend you to vote in favour of the Resolutions as they intend to do in respect of their own beneficial holdings in the Company.

Yours faithfully

Malcolm Groat

Chairman

HARLAND & WOLFF GROUP HOLDINGS PLC

(Registered in England and Wales with company number 06409712)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Harland & Wolff Group Holdings plc (the "**Company**") will be held on Tuesday, 6 September 2022 at 12:00 p.m. at Fieldfisher's offices, 9th Floor, Riverbank House, 2 Swan Lane, London EC4R 3TT. The business of the meeting will be to consider and, if thought fit, pass the following ordinary and special resolutions:

ORDINARY RESOLUTIONS

1. To receive the audited financial statements of the Company, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2021.
2. To re-appoint Sir Jonathon Band, who is subject to re-appointment in accordance with Article 87 of the Company's articles of association (the "**Articles**"), as a director of the Company.
3. To re-appoint Katya Zotova, who is subject to re-appointment in accordance with Article 87 of the Articles, as a director of the Company.
4. To re-appoint Malcolm Groat, who retires and offers himself for re-appointment as a director of the Company.
5. To re-appoint John Wood, who retires and offers himself for re-appointment as a director of the Company.
6. To re-appoint Arun Raman, who retires and offers himself for re-appointment as a director of the Company.
7. To re-appoint PKF Littlejohn LLP as auditors of the Company (the "**Auditors**"), to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which audited financial statements of the Company are laid before the Company.
8. To authorise the directors to determine the remuneration of the Auditors.
9. **THAT** the directors of the Company are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "**Act**") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £542,959.47 and this authorisation shall, unless previously revoked by resolution of the Company, expire 15 months from the date of this meeting or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2023. The Company may, at any time before such expiry, make offers or enter into agreements which would or might require shares to be allotted or Rights to be granted after such expiry and the directors may allot shares or grant Rights in pursuance of any such offer or agreement as if this authorisation had not expired.

SPECIAL RESOLUTION

10. **THAT** the directors of the Company are empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authorisation conferred by Resolution 9 above as if section 561 of the Act did not apply to the allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of, or invitation to apply for, equity securities made (i) to holders of ordinary shares in the Company in proportion (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on the record date for such offer and (ii) to holders of other equity securities as may be required by the rights attached to those securities or, if the directors consider it desirable, as may be permitted by such rights, but subject in each case to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and
- (b) the allotment (otherwise than pursuant to paragraph 10(a) above) of further equity securities up to an aggregate nominal amount of £244,331.76,

and this power shall, unless previously revoked by resolution of the Company, expire 15 months from the date of this meeting or, if earlier, at the conclusion of the annual general meeting of the Company to be held in 2023. The Company may, at any time before the expiry of this power, make offers or enter into agreements which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired.

BY ORDER OF THE BOARD

Fieldfisher Secretaries Limited

Company Secretary

Registered office:

Riverbank House,
2 Swan Lane,
London, EC4R 3TT

Dated: 15 August 2022

Explanatory Notes to the Resolutions:

An explanation of each of the resolutions contained in the notice of meeting is set out below.

Resolutions 1 to 9 (inclusive) will be proposed as ordinary resolutions. For an ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Resolution 10 will be proposed as a special resolution. For a special resolution to be passed, at least three quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual financial statements and reports

Under the Companies Act 2006 (the "**Act**"), the directors of the Company ("**Directors**") are required to lay before the Company in general meeting copies of its audited financial statements, the strategic report, the directors' report and the auditor's report for the financial year ended 31 December 2021. Resolution 1 will authorise receipt of those documents.

Resolutions 2 to 6: Retirement and reappointment of Directors

The Company's articles of association (the "**Articles**") provide that where the Directors have appointed a person to be a Director, that Director is to retire at the next following annual general meeting and may seek re-appointment. Sir Jonathon Band and Katya Zotova have been appointed since the last annual general meeting and are standing for re-appointment. Resolutions 2 and 3 will authorise their re-appointment.

The Articles also provide that at each annual general meeting of the Company, one third of Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one third, shall retire from office. If there are fewer than three Directors who are subject to retirement by rotation, one Director shall retire from office. Notwithstanding the provisions in the Articles, in order to follow best corporate governance practices, all of the Directors will retire at the meeting and offer themselves for re-appointment.

Resolutions 7 and 8: Re-appointment and remuneration of auditors

At each general meeting at which financial statements are laid before the shareholders, the Company is required to appoint an auditor to hold office until the next such meeting. PKF Littlejohn LLP is willing to continue in office and resolution 7 will reappoint them. Resolution 8 will authorise the Directors to determine the auditor's remuneration.

Resolution 9: Authority to allot shares

Under the Act, the Directors may allot shares and grant rights to subscribe for or convert any securities into shares if they are authorised to do so by shareholders in general meeting. The authorisation being sought will permit the Directors to allot shares or grant rights to subscribe for or convert any securities into shares up to an aggregate nominal amount of £542,959.47, representing approximately one third of the issued ordinary share capital of the Company as at the date of the notice of meeting.

As at the date of the notice of meeting, the Company does not hold any treasury shares.

The authorisations sought under this resolution will expire at the earlier of 15 months from the date of the meeting or the conclusion of the annual general meeting of the Company to be held in 2023.

Resolution 10: Disapplication of pre-emption rights

This resolution disapplies the pre-emption rights under the Act which would otherwise apply on an allotment of ordinary shares, the grant of rights to subscribe for or convert any securities into ordinary shares for cash. It is limited to allotments and grants of rights:

- made in connection with rights issues or other pre-emptive offers where the ordinary shares or rights are offered first to existing shareholders in proportion (as nearly as may be practicable) to their existing holdings of ordinary shares; and
- otherwise, up to an aggregate nominal amount of £244,331.76, representing approximately 15 per cent. of the issued ordinary share capital of the Company as at the date of the notice of meeting.

The power sought under this resolution will expire at the earlier of 15 months from the date of the meeting or the conclusion of the annual general meeting of the Company to be held in 2023.

Notes:

- (a) Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the Annual General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the Annual General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. The appointment of a proxy does not preclude a shareholder from attending and voting in person if he or she wishes to do so.
- (b) Shareholders are recommended to vote their shares electronically at www.signalshares.com. On the home page, search "Harland & Wolff Group Holdings Plc" and then register or log in, using your Investor Code. To vote at the Annual General Meeting, click on the "Vote Online Now" button by not later than 12:00 p.m. on 2 September 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it). Electronic votes and proxy votes should be submitted as early as possible and, in any event, to be received by no later than 12:00 p.m. on 2 September 2022. Any power of attorney or other authority under which the proxy is submitted must be sent to the Company's Registrar (Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company's Registrars by not later than 12:00 p.m. on 2 September 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of it).

You are entitled to request a hard copy form of proxy directly from the Registrar, Link Group, whose contact details can be found in Note (b). If a paper form of proxy is requested from the Company's Registrar, it must be completed and sent to the Company's Registrar (Link Group, PXS1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL) so as to have been received by the Company's Registrars by not later than 12:00 p.m. on 2 September 2022 (or 48 hours (excluding weekends and public holidays) before the time appointed for any adjournment of the meeting).

- (c) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID - RA10) not later than 48 hours before the time appointed for holding the Annual General Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. For further information on CREST procedures, limitations and systems timings, please refer to the CREST Manual. In all cases, for a proxy form to be valid, the CREST Voting Service information must be received by the Company's Registrar no later than 48 hours before the time appointed for the holding of the Annual General Meeting.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that their CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

- (d) 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 joint holder(s) and for this purpose, seniority shall be determined by the order in which the names appear on the register of members of the Company in respect of the joint holding.
- (e) Only those shareholders registered in the register of members of the Company at close of business on 2 September 2022 (or, in the event of any adjournment, close of business on the date which is two days (excluding non-working days) prior to the adjourned meeting) shall be entitled to attend and vote at the Annual General Meeting. Changes to the register of members and CREST transactions after that time will be disregarded and will not affect entitlements to attend and vote at the Annual General Meeting and no transfers of securities in certificated form will be registered from that time until the close of the Annual General Meeting.
- (f) In accordance with section 325 of the Companies Act 2006 (the "Act"), the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Act. Such rights can only be exercised by shareholders of the Company. Persons nominated to receive information rights under section 146 of the Act who have been sent a copy of this Notice are hereby informed, in accordance with section 149(2) of the Act, that they may have a right under an agreement with the registered shareholder by whom they were nominated to be appointed, or to have someone else appointed, as a proxy for the Annual General Meeting. If they have no such right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. Nominated persons should contact the registered shareholder by whom they were nominated in respect of these arrangements.
- (g) Corporate shareholders may authorise a person or persons to act as representative(s) to attend, speak and vote on their behalf at the Annual General Meeting by submitting a corporate representation letter. More than one corporate representative may be

appointed by a corporate shareholder, provided that each corporate representative has been appointed under a valid letter of representation. In accordance with the provisions of the Act, all such corporate representatives may exercise (on behalf of the corporate shareholder) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares as another representative of the same corporation.

- (h) As at close of business on 12 August 2022 (being the last business day prior to publication of this Notice), the Company's issued share capital comprised 162,887,840 Ordinary Shares each carrying one vote each. Therefore, the total number of voting rights in the Company as at 12 August 2022 is 162,887,840.
- (i) Pursuant to section 319A of the Act, the Company must cause to be answered at the Annual General Meeting any question relating to the business being dealt with at the Annual General Meeting which is put by a shareholder attending the Annual General Meeting, except in certain circumstances, including if it is undesirable in the interest of the Company or the good order of the Annual General Meeting that the question be answered, if to do so would involve the disclosure of confidential information, or if the answer has already been given on a website in the form of an answer to a question.
- (j) A copy of this Notice and other information required by section 311A of the Act will be available on the Company's website <https://www.harland-woff.com/>.
- (k) You may not use any electronic address provided either in this notice or any related documents to communicate with the Company for any purpose other than those expressly stated.