

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended), or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended) of the United Kingdom, or from another appropriately authorised independent professional financial adviser if you are taking advice in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all of your registered holding of ordinary shares in Uniphar plc, please send this document and the accompanying Proxy Form at once to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your holding of ordinary shares in Uniphar plc, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.



**Uniphar plc**

*(incorporated and registered in Ireland with registered number 224324)*

## **Notice of Annual General Meeting**

**Annual General Meeting**

**11 May 2022 at 11 a.m.**

**at the offices of William Fry LLP, 6th Floor, 2 Grand Canal Square, Dublin 2,  
D02 A342, Ireland**

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# GUIDE TO PARTICIPATION IN THE AGM

Uniphar plc (the "**Company**" or "**Uniphar**") values the participation of its shareholders at its Annual General Meeting ("**AGM**") and encourages all shareholders to take part in the meeting either in person or by voting and raising questions in advance. The Company acknowledges that many shareholders will not be in a position to physically attend the meeting in person and as such has put in place a number of measures to facilitate remote participation by all shareholders, as further explained below. In the interests of the health and safety of all attendees we would encourage those intending to attend in person to carry out an antigen test in advance of attending the meeting.

## Voting

Proxy voting can be carried out in advance of the AGM. If you hold ordinary shares in the Company in certificated (ie paper) form, you are encouraged to vote in one of the following ways:

- postal voting by completing and returning the Proxy Form enclosed; or
- via the website of our registrars, Computershare Investor Services (Ireland) Limited at [www.eproxyappointment.com](http://www.eproxyappointment.com).

If you hold your interests in ordinary shares under Belgian law rights either (i) through a participant account in the Euroclear Bank SA/NV ("**Euroclear Bank**") system ("**EB Participants**") or (ii) as CREST Depository Interests ("**CDIs**") through the CREST system ("**CREST**"), you are urged to consult with your 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. For further instructions on proxy voting, please see the enclosed Proxy Form and the 'Shareholder Information' section of this document.

## Questions

Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5 p.m. on 9 May 2022) by

email to the Company Secretary, at [companysecretary@uniphar.ie](mailto:companysecretary@uniphar.ie) or by post to the Company's registered office, marked for the attention of the Company Secretary. Questions submitted using this method will be addressed by the Chair of the meeting.

## AGM Conference Call

A conference call facility will be provided to allow shareholders to listen live to the business of the AGM. Please note that you will not be able to use this facility to vote, raise points or issues or ask questions. If you wish to listen live to the AGM proceedings, you can register for the conference call and receive participant log-in details at <https://www.uniphar.ie/static/investors/shareholder-centre/AGM>. Shareholders availing of this facility should ensure to submit any votes in advance of the meeting as it will not be possible to vote using the conference call facility.

## Updates

The meeting will be held in accordance with prevailing Government COVID-19 related restrictions and public health guidance, if any. As the meeting arrangements could change at short notice any such change will be communicated to shareholders by way of Regulatory Information Service. The Board encourages shareholders to check Regulatory Information Services and the Company's website [www.uniphar.ie](http://www.uniphar.ie) for any updates in relation to the AGM. Shareholders are also encouraged to keep up to date with, and follow, Government restrictions and public health guidance, if any, as circumstances may change at short notice.

## E-communications

In line with Uniphar's increased emphasis on sustainability, the Company encourages shareholders to elect to receive Uniphar communications electronically. Shareholders can opt-in to e-communications by registering online at [www.investorcentre.com/ie](http://www.investorcentre.com/ie) and selecting eComms Signup.

# UNIPHAR PUBLIC LIMITED COMPANY (the "Company")

(Registered in Ireland, No. 224324)

## Directors

Maurice Pratt (Chairman)  
Ger Rabbette (Chief Executive Officer)  
Tim Dolphin (Chief Financial Officer)  
Jeff Berkowitz (Independent Non-Executive Director)  
Jim Gaul (Independent Non-Executive Director)  
Liz Hctor (Independent Non-Executive Director)  
Paul Hogan (Independent Non-Executive Director)  
Sue Webb (Independent Non-Executive Director)

## Registered Office

4045 Kingswood Road  
Citywest Business Park  
Co. Dublin  
D24 V06K  
Ireland

1 April 2022

Dear Shareholder

## Introduction

On behalf of the board of directors of Uniphar (the "**Board**"), I am pleased to enclose notice of the Company's 2022 Annual General Meeting. This meeting will be held on Wednesday, 11 May 2022 at 11 a.m. at the offices of William Fry LLP, 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland.

Notice of the AGM is set out on pages 6 to 10 of this document.

Enclosed with this document are:

- a Proxy Form and Attendance Card for the AGM; and
- a copy of the Annual Report of the Company for the year ended 31 December 2021.

## Business to be conducted at the AGM

### Ordinary Business

Resolutions 1 to 4 deal with ordinary business.

#### **Resolution 1 – Annual Report and Financial Statements**

Resolution 1 relates to reviewing the Company's affairs and considering the Company's Financial Statements for the year ended 31 December 2021.

#### **Resolution 2 – Final Dividend**

Resolution 2 proposes to declare a final dividend of €2.9 million on the Ordinary Shares of €0.08 each in

the capital of the Company ("**Ordinary Shares**") (representing €0.01062 per Ordinary Share) in respect of the year ended 31 December 2021. If approved, it is expected that the dividend will be paid on 13 May 2022 to persons who are registered as shareholders of the Company at close of business on 22 April 2022.

#### **Resolution 3 – Re-Election of Directors**

In early 2022, the Board resolved to adopt the UK Corporate Governance Code as the Corporate Governance Code applicable to the Group. In line with this commitment, the Board is proposing, at Resolution 10, to amend the Company's Articles of Association to provide for annual retirement and re-election of all Directors. Accordingly, if Resolution 10 is passed, at next year's AGM, all Directors shall retire and, if eligible and willing to act, be proposed for re-election.

In the meantime, at this year's AGM, all Directors are voluntarily offering themselves for election or re-election.

The names of the Directors together with a detailed description of the skills, expertise and experience that each of the Directors brings to the Board are set out on pages 60 and 61 of the 2021 Annual Report. The re-appointment of each Director will be considered separately as ordinary resolutions.

The Board regularly reviews the performance of Directors and is satisfied that all the Directors proposed for re-appointment continue to perform effectively and to demonstrate commitment to their respective roles. Details of the process used to evaluate the effectiveness of the Board and of individual Directors are set out on page 66 of the 2021 Annual Report.

#### **Resolution 4 – Remuneration of Auditors**

Resolution 4 relates to the authority of the Directors to fix the remuneration of the Company's Auditors, PricewaterhouseCoopers.

In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

#### **Special Business**

Resolutions 5 to 9 inclusive concern routine authorities for listed companies regarding the share capital of the Company. Resolutions 5 to 8 are being proposed in accordance with Investment Association ("IA") and Pre-emption Group guidelines. The IA is a trade body that represents investment and asset managers in the United Kingdom whose guidelines are routinely followed by listed companies in the United Kingdom and Ireland. The Pre-emption Group comprises representatives of listed companies, investors and intermediaries and publishes guidance on the disapplication of pre-emption rights and monitors and reports on how this guidance is applied. Resolution 10 relates to an amendment to the Company's Articles of Association to provide for annual retirement and re-election of all Directors in line with the UK Corporate Governance Code.

#### **Resolution 5 – Authority to allot Relevant Securities**

The IA guidelines on directors' authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of a company's issued share capital subject to certain conditions, including that any allotment in excess of one-third of a company's issued share capital is only to be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with the IA guidelines, the Board is seeking shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of €14,415,203.70 representing the IA guideline limit of approximately two-thirds of the Company's issued share capital as at the date of this document. Of this amount, €7,207,601.84 (representing approximately one-third of the Company's issued share capital as at the date of this document) can only be allotted pursuant to a fully pre-emptive rights issue. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. If adopted, the authority under this Resolution will expire at next year's AGM

or 15 months after the forthcoming AGM, whichever is the earlier.

#### **Resolution 6 – Authority to Dis-apply Statutory Pre-emption Rights**

Resolution 6 has been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

The Directors will, at the forthcoming AGM, seek power to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, by way of rights issue or open offer or otherwise up to an aggregate nominal value of €1,092,060.96. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this document and shall apply to all allotments for cash and any treasury shares that may be re-issued for cash other than by way of rights issue or open offer. If adopted, the power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

#### **Resolution 7 – Authority to Allot New Shares up to an Additional 5% for Cash to Fund an Acquisition or Other Capital Investment**

Resolution 7 has also been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

If adopted, this Resolution would authorise the Directors to allot additional shares for cash up to an aggregate nominal value of €1,092,060.96. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this document and shall apply to all allotments, on a non-pre-emptive basis, for cash and any treasury shares that may be re-issued for cash. This authority may only be used where the proceeds of any such allotment are to be used for the purposes of financing (or re-financing, 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 capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group. The power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

In accordance with the Pre-emption Group Statement of Principles, the Board confirms in relation to Resolutions 6 and 7 that it does not intend

to issue non-pre-emptively for cash equity securities representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with shareholders.

#### ***Resolution 8 – Authority to Make Market Purchases of the Company's Ordinary Shares***

Under Resolution 8, shareholders are being asked to give the Company and/or any of its subsidiaries authority to make market purchases of up to 10% of the Company's Ordinary Shares. This Resolution has been prepared in accordance with the IA Guidelines.

The Directors monitor the Company's share price and may from time to time exercise this power to make market purchases of the Company's Ordinary Shares, at price levels which they consider to be in the best interests of the shareholders generally, after taking account of the Company's overall financial position. The minimum price which may be paid for any market purchase of the Company's Ordinary Shares will be the nominal value of the shares and the maximum price which may be paid will be the greater of (i) 105% of the average market price of such shares for the previous five days and (ii) the higher of the price quoted for the last independent trade and the highest current independent bid or offer for such shares. The power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

#### ***Resolution 9 - Authority to Re-issue Treasury Shares***

Shareholders are being asked to sanction the price range at which any treasury share (that is a share of the Company redeemed or purchased and held by

the Company rather than being cancelled) may be re-issued other than on a stock exchange. The maximum and minimum prices at which such a share may be re-issued are 120% and 95%, respectively of the appropriate price of a share calculated over the five business days immediately preceding the date of such re-issue as detailed further in the Notice of the AGM. If adopted, the authority under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

#### ***Resolution 10 – Amendment of Articles of Association***

In early 2022, the Board resolved to adopt the UK Corporate Governance Code as the Corporate Governance Code of the Group. In line with this commitment, the Board is proposing, at Resolution 10, to amend the Company's Articles of Association to provide for annual retirement and re-election of all Directors.

### **Recommendation**

**Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of all the Ordinary Shares which can be voted by them.**

Details on how you can vote are set out on page 2 and in the Shareholder Information section beginning on page 11 of this document.

Yours sincerely

Maurice Pratt  
Chairman



# NOTICE OF ANNUAL GENERAL MEETING

## Uniphar plc

Year ended 31 December 2021

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Uniphar plc (the "**Company**") will be held at 11 a.m. on 11 May 2022 at the offices of William Fry LLP, 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland for the following purposes:

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

1. To receive and consider the financial statements of the Company for the year ended 31 December 2021 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.
2. To declare a final dividend of €2.9 million (being €0.01062 per share) on the Ordinary Shares for the year ended 31 December 2021 which shall be payable on 13 May 2022 to shareholders on the register at the close of business on 22 April 2022.
3. To re-elect the following Directors:
  - (a) Ger Rabbette;
  - (b) Tim Dolphin;
  - (c) Paul Hogan;
  - (d) Sue Webb;
  - (e) Jeff Berkowitz;
  - (f) Jim Gaul;
  - (g) Liz Hctor; and
  - (h) Maurice Pratt,(each of which shall be proposed by separate resolution).
4. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 31 December 2022.
5. "That the Directors are hereby unconditionally authorised to exercise all the powers of the

Company to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate nominal amount of:

- (a) €7,207,601.84 (90,095,023 Ordinary Shares), representing approximately 33% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting; and
- (b) €14,415,203.70 (180,190,046 Ordinary Shares) (after deducting from such limit any relevant securities allotted under paragraph (a) of this Resolution) being equivalent to approximately 66% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting, provided that (i) they are equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) and (ii) they are offered by way of a rights issue to holders of Ordinary Shares on the register of members at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record date(s), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise.

The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, provided however 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, to pass the following resolutions as **Special Resolutions**:

6. "That, subject to the approval of Resolution 5 in the Notice of this meeting, the Directors are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act 2014 to allot equity securities (as defined in Section 1023 of the Companies Act 2014) for cash, pursuant to the authority conferred by the said Resolution 5 as if sub-section (1) of Section 1022 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 offer of securities, open for a period fixed by the Directors, by way of rights issue or open offer in favour of holders of Ordinary Shares (other than those holders with registered addresses outside Ireland to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any persons having a right to subscribe for or convert securities into Ordinary Shares (including, without limitation, any person entitled to options under any of the Company's share option schemes and/or share incentive plans for the time being) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares or such persons are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them or for which they are entitled to subscribe or convert into, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirement of any recognised body or stock exchange in, any territory; and

(b) in addition to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities on the basis that the aggregate nominal value of any shares which may be allotted pursuant to this authority together with all treasury shares (as defined in Section 106 of the Companies Act 2014) re-issued pursuant to Resolution 9 in the Notice of this meeting may not exceed €1,092,060.96 (13,650,762 Ordinary Shares) representing approximately 5% of the nominal value of the issued share capital

(excluding treasury shares) as at the date of the Notice of this meeting.

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save 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 authority hereby conferred had not expired."

7. "That, subject to the approval of Resolution 5 in the Notice of this meeting, the Directors are hereby authorised in addition to any authority granted under Resolution 6 in the Notice of this meeting to allot equity securities (as defined in Section 1023 of the Companies Act 2014) pursuant to the authority conferred by the said Resolution 5 for cash as if sub-section (1) of Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

(a) the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, 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 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 of this meeting; and

(b) the nominal value of all equity securities allotted pursuant to this authority together with the nominal value of all treasury shares (as defined in Section 106 of the Companies Act 2014) re-issued pursuant to Resolution 9 in the Notice of this meeting may not exceed €1,092,060.96 (13,650,762 Ordinary Shares) representing approximately 5% of the nominal value of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting.

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save 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 authority hereby conferred had not expired."

8. "That the Company and/or any subsidiary (as defined by Section 7 of the Companies Act 2014) of the Company is hereby generally authorised to make market purchases and overseas market purchases (as defined by Section 1072 of the Companies Act 2014) Ordinary Shares on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

(a) the maximum number of Ordinary Shares authorised to be acquired pursuant to this Resolution shall not exceed 27,301,525 Ordinary Shares representing approximately 10% of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting;

(b) the minimum price (excluding expenses) which may be paid for any Ordinary Share shall be an amount equal to the nominal value thereof;

(c) the maximum price (excluding expenses) which may be paid for any Ordinary Share (a "**relevant share**") shall be an amount equal to the greater of:

(i) 105% of the average of the five amounts resulting from determining whichever of the following (A), (B) or (C) specified below in relation to the Ordinary Shares shall be appropriate for each of the five business days immediately preceding the day on which the relevant share is purchased, as determined from the information published by the trading venue where the purchase will be carried out reporting the business done on each of those five business days:

(A) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or

(B) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

(C) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five 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 The Irish Stock Exchange plc, trading as Euronext Dublin, or its equivalent; and

(ii) the higher of the price quoted for:

(A) the last independent trade of; and

(B) the highest current independent bid or offer for,

Ordinary Shares on the trading venue where the purchase pursuant to the authority conferred by this Resolution will be carried out.

The authority hereby granted shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the 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 or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority hereby conferred had not expired."

9. "That, subject to the passing of Resolution 8 in the Notice of this meeting, for the purposes of Section 1078 of the Companies Act 2014, the re-issue price range at which any treasury shares (as defined in Section 106 of the Companies Act 2014) for the time being held by



the Company may be re-issued off-market shall be as follows:

- (a) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120% of the "appropriate price"; and
- (b) the minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Euronext Dublin Listing Rules) operated by the Company or, in all other cases, an amount equal to 95% of the appropriate price.

For the purposes of this Resolution the expression "**appropriate price**" shall mean 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 share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information published in the Daily Official List of The Irish Stock Exchange plc, trading as Euronext Dublin, reporting the business done in 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 high or low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five 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 The Irish Stock Exchange plc, trading as 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 after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 1078 of the Companies Act 2014."

10. "That the Articles of Association of the Company be amended by:

- (a) the deletion in the existing Article 54(b) and the existing Article 79(d) of the words "by rotation or otherwise";
- (b) the deletion in the existing Article 74 of the words "and he shall not retire by rotation at such meeting or be taken into account in determining the Directors who are to retire by rotation at such meeting";
- (c) the deletion of the existing Article 85 and the substitution therefor with the following:

"85. Retirement

- (a) Sections 144(3), 144(4) and 1090 of the Act shall not apply to the Company. As permitted by Section 157 of the Act, Section 165 of the Act shall not apply to the Company.
- (b) At each annual general meeting of the Company every Director shall retire from office.
- (c) A retiring Director shall be eligible for re-election.
- (d) If a retiring Director is not reappointed (or deemed to be reappointed pursuant to these Articles) at the annual general meeting at which he retires, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting."; and
- (d) the deletion in the existing Article 86 and in the existing Article 87 of the words "by rotation";

- (e) the deletion in the existing Article 88(a) of the words "and may also determine the rotation in which any additional Directors are to retire"; and
- (f) the deletion in the existing Article 88(b) of the words "and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting" and the substitution therefor with the words "and shall be then eligible for re-election".

For and on behalf of the Board

**Aisling McCarthy**

**Company Secretary**

4045 Kingswood Road  
Citywest Business Park  
Co. Dublin  
D24 V06K  
Ireland

1 April 2022

# SHAREHOLDER INFORMATION FOR ANNUAL GENERAL MEETING OF UNIPHAR PLC

## Entitlement to Attend and Vote

1. The Company, pursuant to Section 1087G of the Companies Act 2014, specifies that only those shareholders registered in the register of members of the Company as at the close of business on Saturday, 7 May 2022 (or in the case of an adjournment as at the close of business on the day that falls four days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
2. If you hold ordinary shares in certificated (ie paper) form, you have several ways to exercise your right to vote:
  - (a) by attending the AGM in person; or
  - (b) by appointing (either electronically or by returning a completed Proxy Form) the Chair of the meeting or another person as a proxy to vote on your behalf.
3. 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 joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the share.

## Appointment of Proxy

4. A shareholder (a registered member of the Company) who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting at the meeting should the member subsequently wish to do so. You may appoint more than one proxy to attend, speak, ask questions relating to items on the agenda and vote at the meeting in respect of separate share(s) held by you. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Proxy Form.
5. You may appoint the Chair of the meeting or another individual as your proxy.
6. Shareholders may submit a proxy:
  - (a) by completing the Proxy Form, making sure to sign and date the form at the bottom and return it to the Company's registrars, Computershare Investor Services (Ireland) Limited. If you are appointing someone other than the Chair of the meeting as your proxy, then you must fill in the contact details of your representative at the meeting on the Proxy Form. If you appoint the Chair of the meeting 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 Proxy Form; or
  - (b) electronically by logging on to the website of the registrars, Computershare Investor Services (Ireland) Limited at [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your Control Number, Shareholder Reference Number (SRN) and your PIN, which can be found on your Proxy Form, and you will be asked to agree to certain conditions.
7. To be valid, Proxy Forms duly signed together with the power of attorney or such other authority (if any) under which they are executed (or a notarially certified copy of such power or authority) must be lodged with the Company's registrars, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), or PO Box 13030, Dublin 24, Ireland (if delivered by post), by not later than 11 a.m. on Monday, 9 May 2022.
8. Persons who hold their interests in Ordinary Shares as Belgian law rights through the Euroclear system or as CDIs through the CREST system should see notes 9 to 18 below and consult with their custodian, 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.

## Further information for EB Participants

9. EB Participants can submit third party 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 – Service Description".
10. EB Participants can either send:
  - (a) electronic voting instructions to instruct the sole registered shareholder of all Ordinary Shares held through the Euroclear system, Euroclear Nominees Limited ("**Euroclear Nominees**") on how to vote. In following instructions from EB Participants, Euroclear Nominees will either vote itself or appoint the Chair as proxy, in respect of all or specific resolution(s) to:
    - (i) vote in favour;
    - (ii) vote against;
    - (iii) abstain; or
    - (iv) give a discretionary vote to the Chair; or
  - (b) proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the meeting and vote 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).
11. Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline (being 48 hours before the time appointed for the AGM or any adjournment of the AGM).
12. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation other than through the submission of third party proxy appointment instructions.

13. EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

## Further information for holders of CDIs

14. Euroclear UK & Ireland Limited ("**EUI**"), the operator of the CREST system, has arranged for holders of CDIs to issue voting instructions relating to Ordinary Shares via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). CDI holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
15. 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. Completed application forms should be returned 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](mailto:eui.srd2@euroclear.com). Fully completed application forms will be shared by EUI with Broadridge. 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.
16. 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. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
17. CDI holders 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.

## Deadlines for receipt by the Company of proxy voting instructions

18. All proxy appointments and voting instructions (whether submitted directly or through the

Euroclear system or (via a holding of CDIs) the CREST system) must be received by the Company's registrars not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear 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.

## Questions

19. Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5 p.m. on Monday, 9 May 2022) by email to the Company Secretary, at [companysecretary@uniphar.ie](mailto:companysecretary@uniphar.ie) or by post to the Company's registered office, marked for the attention of the Company Secretary. Questions submitted using this method will be addressed by the Chair of the meeting.

## Election and Re-election of Directors

20. Biographical details for the Directors standing for election or re-election at the AGM are set out in the accompanying Annual Report. The Chairman and Board are pleased to recommend the re-election of each of those Directors.

## AGM Documentation

21. Copies of all documentation tabled before the AGM are available on the Company's website, [www.uniphar.ie](http://www.uniphar.ie). Should you not receive a Proxy Form, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's registrars Computershare Investor Services (Ireland) Limited (on +353 1 447 5566) or by writing to the Company Secretary at the Company's registered office.

## Further AGM Information

22. The information contained in this document, together with any updated information in relation to the AGM, can be found on the Company's website, [www.uniphar.ie](http://www.uniphar.ie).