MACDONALD & COMPANY HOLDINGS LIMITED

Company number: 01729887

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Macdonald & Company Holdings Limited (the **Company**) will be held at 50 Great Marlborough Street, London, W1F 7JS, on 16 April 2026 at 11.00a.m. for the purpose of considering and, if thought fit, passing the following resolutions.

BUSINESS OF THE MEETING

ORDINARY RESOLUTION

1. Approval of Share Buy Back Contract

THAT, for the purposes of sections 694 and 695 of the Companies Act 2006, the terms of the share buy back agreement dated 27 March 2026 and made between (1) William Dalton Buck and William Robin Glover (together, the **Selling Shareholders**) and (2) the Company (the **Buy Back Agreement**), a copy of which is produced to the meeting and initialled by the Chair for the purposes of identification, pursuant to which the Company will purchase for cash certain of its own ordinary shares and C shares held by the Selling Shareholders (the **Buy Back Shares**), be and are hereby approved and that the Company be and is hereby authorised to enter into and perform the Buy Back Agreement.

ORDINARY RESOLUTION

2. Authority to Purchase the Buy-Back Shares

THAT the Company be and is hereby authorised, pursuant to sections 690 to 708 of the Companies Act 2006, to make an off-market purchase (as defined in section 693(2) of the Companies Act 2006) of its own ordinary shares and C shares in accordance with the Buy Back Agreement.

SPECIAL RESOLUTION

3. Cancellation of the Buy-Back Shares

THAT, upon completion of the purchase of the Buy Back Shares pursuant to the Buy Back Agreement, all of the shares so purchased be cancelled and that the share capital of the Company be reduced accordingly.

ORDINARY RESOLUTION

4. Approval of Memorandum of Terms for Off-Market Purchase of C Shares

THAT the terms of an agreement, as set out in the memorandum of terms produced to the meeting and signed by the chair of the meeting for the purposes of identification (**Memorandum of Terms**), proposed to be made between the Company and certain registered shareholders of the Company named in the Memorandum of Terms (the **Sellers**), each holding C shares of £0.10 each in the Company (**C Shares**), for the off-market purchase (as defined in Section 693(2) of the Companies Act 2006 (the **Act**)) of C Shares by the Company from the Sellers including that:

a) the maximum aggregate number of C Shares to be purchased under this resolution is 210,000 representing 18.9 per cent. of the Company's issued C Share capital (excluding treasury shares as at the date of this notice);

b) the minimum price (excluding expenses) which may be paid is £0.10 per Share; and

c) the maximum price (excluding expenses) which may be paid is £1.25 per Share;

be approved, and that the Company be authorised pursuant to Section 694 of the Act to enter into agreements with the Sellers for the off-market purchase of C Shares on such terms. Unless previously renewed, varied or revoked by the Company, the authority hereby conferred shall

expire at the conclusion of the Company's next Annual General Meeting or 15 months after the passing of this resolution (whichever is the earliest). The Company may make a contract or contracts to purchase C Shares under the authority conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of C Shares in pursuance of any such contract or contracts. The authority conferred by this resolution is in addition to all other existing authorities granted for the purchase of the Company's own shares.

By order of the Board

Company Secretary

Macdonald & Company Holdings Limited

Date: 30 March 2026

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IMPORTANT NOTES

1. **Explanation of Proposed Resolutions**

   Resolutions 1 to 3 will, if passed, authorise the directors to make purchases of certain shares in the Company registered in the names of the Selling Shareholders. This proposal is made in connection with a transaction to restructure the Group's interests in Asia which the directors consider to be in the best interests of the Company and its shareholders.

   Resolution 4 will, if passed, authorise the purchase of the Company's C Shares from relevant shareholders subject to certain limits, as set out in the resolution as to the number of shares that can be purchased and the price that can be paid for them. The directors are taking the opportunity to propose this resolution as the existing general authority for the purchase of own shares only applies to ordinary shares.

2. **Voting Restrictions**

   In accordance with section 695(1) of the Companies Act 2006, the Selling Shareholders, being William Dalton Buck and William Robin Glover, and any person connected with them (within the meaning of section 252 of the Companies Act 2006), are not entitled to vote on any resolution approving the Buy Back Agreement or authorising the purchase of the Buy Back Shares.

3. **Copies of Buy Back Agreement and Memorandum of Terms**

   Copies of:

   a) the Buy Back Agreement for the purchase of shares from the Selling Shareholders, and
   b) the Memorandum of Terms for the general off-market purchase of Shares,

   will be available for inspection at the registered office of the Company during normal business hours from the date of this Notice until the conclusion of the meeting and will be made available electronically to members on request.

4. **Entitlement to Attend to Vote**

   Members who are eligible and choose to attend the meeting will be required to comply with all reasonable requests to create a secure and safe environment. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders registered in the Company's register of members at 11:00a.m. on 14 April 2026 or, if the meeting is adjourned, at 11:00a.m. on the day two days prior to the adjourned meeting, will be entitled to attend, speak and vote at the meeting. Changes to the register of members

after the relevant deadline will be disregarded in determining the rights of any person to attend and vote at the meeting.

5. **Quorum**

The quorum for the meeting is two members present in person or by proxy who are eligible to vote on the resolutions set out in this notice of meeting.

6. Appointment of Proxies

Members are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote in your place. A form of proxy is enclosed. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.

A member may appoint more than one proxy, who may be the same person, in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

A proxy need not be a member of the Company but must attend the meeting to represent you. The appointment of a proxy does not preclude a shareholder from attending any meeting at which the shareholder is entitled to vote and voting in person should the shareholder wish to do so.

To be effective, the form of proxy must be (i) completed and signed, (ii) sent or delivered to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD, and (iii) received by Neville Registrars Limited no later than 11:00a.m. on 14 April 2026. Any power of attorney or other authority under which the form of proxy is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the form of proxy.

7. Changing Proxy Instructions

To change your proxy instructions, simply submit a new proxy appointment using the method set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of the proxies will take precedence.

8. Terminating Proxy Appointments

In order to revoke a proxy appointment, you will need to inform the Company by sending a signed hard copy notice clearly stating the intention to revoke the proxy appointment to the Company's registrars, Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a notarially certified copy or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by Neville Registrars Limited no later than 11:00a.m. on 14 April 2026. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

9. Corporate Representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.