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If you are in any doubt as to what action you should take you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser which, if you are taking advice in Ireland, is authorised or exempted under the Investment Intermediaries Act 1995 or the European Communities (Markets in Financial Instruments Directive) Regulations 2007 (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, if you are taking advice other than in Ireland or the United Kingdom, is an appropriately authorised independent adviser.

If you have sold or otherwise transferred all your shares, please forward this document together with the Form of Proxy 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.

**Letter from the Chairman and
Notice of Annual General Meeting**



Notice of the Annual General Meeting of Kenmare Resources plc
to be held on 14 May 2019 at 2.00 p.m.
at The Westbury Hotel, Grafton Street, Dublin 2 is set out in this document



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Kenmare Resources plc (“**Kenmare**” or the “**Company**”)
8 April 2019

Notice of Annual General Meeting (“AGM”)

Dear shareholder,

I enclose for your attention Notice of the AGM of Kenmare, and invite you to join me on 14 May 2019 at The Westbury Hotel, Grafton Street, Dublin 2 at 2.00 p.m.

The resolutions to be proposed at the forthcoming AGM are set out in the Notice of AGM on pages 4 and 5 of this circular, with further explanatory notes set out on pages 6 to 12 of this circular.

I would encourage all shareholders to read the Company’s Strategic Report for 2018 contained in the Annual Report, which is available on www.kenmareresources.com.

In line with Kenmare’s commitment to best practice in corporate governance, all of the Directors will retire at the AGM and offer themselves for re-election by the shareholders.

In July 2018, Mr. Clever Fonseca was appointed to the Board as a Non-Executive Director. In line with Kenmare’s Articles of Association, Clever will offer himself for election at the AGM, and I recommend him for election by shareholders to the Board.

The performance of the Board is reviewed annually, and each of the Directors has made a substantial contribution to the leadership and governance of the Company during the year. A brief biography of each of the Directors standing for re-election is set out in the notes to the resolutions.

This year, once again and in line with the recommendations of the UK Corporate Governance Code, shareholders are being asked to consider the Directors’ Remuneration Report for the year ended 31 December 2018. The Company has no legal obligation to put this resolution to its shareholders, and the resolution is an advisory resolution which will not be binding on the Company. It is being put to shareholders in accordance with the Company’s commitment to best corporate governance practice and as an acknowledgment of shareholders’ right to have a “Say-on-Pay”. The Remuneration Policy, which was approved by shareholders at the 2017 AGM, is not required to be approved by shareholders at the AGM. It is the Board’s intention to operate in line with the Remuneration Policy as approved at the 2017 AGM and to seek a further advisory vote from its shareholders should the policy change or, if earlier, next year.

During 2018 and this year the Audit Committee conducted an external audit tender process. As a result of this process the Audit Committee recommended to the Board the appointment of KPMG as Group auditor and the Board endorsed the Audit Committee’s recommendation. The appointment of KPMG as external auditor is being put to shareholders at the 2019 AGM.

The other items of special business relate to the renewal for a further 12-month period of share allotment authorities previously given and are matters which are now standard for most public companies.

Your participation at the AGM is important for the Company and I would encourage every shareholder to take part in the meeting, either by attending the AGM or (if you are not able to attend) by casting your vote by proxy. Details of how you can vote, either in person or by proxy, are set out in the general notes to this circular.

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours sincerely,

Steven McTiernan
Chairman

Directors: Steven McTiernan (Chairman), Peter Bacchus, Michael Carvill, Clever Fonseca,
Elizabeth Headon, Timothy Keating, Graham Martin, Tony McCluskey, Gabriel Smith. Secretary: Deirdre Corcoran

Registered Office: 4th Floor, Styne House, Hatch Street Upper, Dublin 2, Ireland. **Registered No.** 37550. Registered in Dublin, Ireland

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Kenmare Resources plc will be held at The Westbury Hotel, Grafton Street, Dublin 2 on 14 May 2019 at 2.00 p.m. for the following purposes:

ORDINARY BUSINESS

1. Following a review of the Company's affairs, to consider the Financial Statements and the Directors' Report and the Independent Auditors' Report thereon for the year ended 31 December 2018.
2. To consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy) as set out on pages 68 to 78 of the Annual Report for the year ended 31 December 2018.
3. To re-elect the following Directors:

- (a) Mr. P. Bacchus
- (b) Mr. M. Carvill
- (c) Ms. E. Headon
- (d) Mr. T. Keating
- (e) Mr. G. Martin
- (f) Mr. T. McCluskey
- (g) Mr. S. McTiernan
- (h) Mr. G. Smith

(each of which shall be proposed as a separate resolution).

4. To elect Mr. C. Fonseca as a Director.
5. To approve the appointment of KPMG as statutory auditor to the Company.
6. To authorise the Directors to fix the remuneration of the auditor.
7. To consider and, if thought fit, pass the following resolution as a special resolution:

That, for the purpose of article 50(a) of the Articles of Association of the Company, the Directors be and are hereby generally and unconditionally 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. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to exercise all 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 equal to €36,534. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or, if earlier, 14 August 2020 (unless previously renewed, varied or revoked by the Company in general meeting) 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 notwithstanding that the authority hereby conferred has expired.

9. To consider and, if thought fit, pass the following resolution as a special resolution:

That, subject to the passing of resolution 8 above, the Directors be and are hereby empowered 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 by Resolution 8 above as if sub-Section (1) of Section 1022 of the said Act did not apply to any such allotment and provided that this power shall be limited to the allotment of equity securities:-

- (a) in connection with any offer of securities open for any period fixed by the Directors by way of rights issue, open offer or other invitation to, or in favour of, holders of ordinary shares and holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary but subject to such exclusions or arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal, regulatory or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and
- (b) (in addition to the power conferred by paragraph (a) of this resolution), up to a maximum aggregate nominal value equal to the nominal value of 5% of the issued ordinary share capital as at the close of business on the date of passing of this resolution.

The power hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, 14 August 2020 (unless previously renewed, varied or revoked by the Company in general meeting) 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 power conferred hereby had not expired.

By order of the Board,
Deirdre Corcoran
Company Secretary
8 April 2019

GENERAL NOTES:

Entitlement to attend and vote

- (1) Only those shareholders registered on the Company's register of members:
- at 6.00 p.m. on the day two days prior to the Annual General Meeting; or
 - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

Information regarding the meeting

- (2) Information regarding the Annual General Meeting, including the information required by Section 1103 of the Companies Act 2014, is available from www.kenmareresources.com.

Attending in person

- (3) The Annual General Meeting will be held at 2.00 p.m. on 14 May 2019 at The Westbury Hotel, Grafton Street, Dublin 2, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

- (4) A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
- (6) To be valid, the Form of Proxy must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (7) 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 appropriate action on their behalf.
- (8) 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 and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by Computershare Investor Services (Ireland) Limited, as issuer's agent, (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in this notice of 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.

- (9) 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 his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by 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.
- (10) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (11) In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- (12) 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 in respect of a joint holding.
- (13) If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.

Action to be taken

- (14) Electronic proxy appointment is available for the Annual General Meeting. This facility enables a shareholder to lodge its proxy appointment by electronic means by logging on to the website of the Registrars, www.eproxyappointment.com. There will be a Control Number required in addition to the SRN and PIN in order to log into the meeting which will be printed on all Proxy Cards and outlined in the email broadcast to eComms holders. Alternatively, for those who hold ordinary shares in CREST, a shareholder may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Computershare (CREST participant ID 3RA50). In each case the proxy appointment must be received by no later than 2.00 p.m. on 12 May 2019.

Issued shares and total voting rights

- (15) The total number of issued ordinary shares on the date of this notice of Annual General Meeting is 109,601,551. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75 per cent. of votes cast by those who vote either in person or by proxy to be passed.

Questions at the Annual General Meeting

- (16) Under Section 1107 of the Companies Act 2014, the Company must answer any question you ask relating to the business being dealt with at the Annual General Meeting unless:
- answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
 - the answer has already been given on a website in the form of an answer to a question; or
 - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions and put items on the agenda

- (17) Pursuant to Section 1104(1)(a) of the Companies Act 2014 and subject to any contrary provision of company law, a shareholder or group of shareholders holding 3% of the Company's issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have the right to put an item on the agenda of an Annual General Meeting. In the case of the 2019 Annual General Meeting, the latest date for submission of such requests/resolutions was 2 April 2019 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item the shareholder(s) wish to have included in the AGM agenda;
- must set out in writing the shareholder(s)' reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, any such request should be signed by the shareholder(s), state the full name and address of the shareholder(s) and be sent either in hard copy to the Company Secretary, Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2, D02 DY27, Ireland, or, if in electronic form, by email to info@kenmareresources.com.

Any requested item must not be defamatory of any person.

- (18) Pursuant to Section 1104(1)(b) of the Companies Act 2014 and subject to any contrary provision of company law, a shareholder or group of shareholders holding 3% of the Company's issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting have the right to table a draft resolution relating to an item on the agenda of a general meeting. In the case of the 2019 Annual General Meeting, the latest date for submission of such resolutions was 2 April 2019 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, any such request should be signed by the shareholder(s), state the full name and address of the shareholder(s) and be sent either in hard copy to the Company Secretary, Kenmare Resources plc, 4th Floor, Styne House, Hatch Street Upper, Dublin 2, D02 DY27, Ireland, or, if in electronic form, by email to info@kenmareresources.com.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

NOTES ON RESOLUTIONS:

Resolution 1: Financial statements

The Directors will present the Annual Report and Accounts of the Company for the year ended 31 December 2018. A full copy of the Annual Report is available on www.kenmareresources.com.

Resolutions 2: Directors' Remuneration Report

Resolution 2 is to consider the Directors' Remuneration Report (other than the Directors' Remuneration Policy) as set out in pages 68 to 78 of the Annual Report for the year ended 31 December 2018.

Kenmare Resources plc is an Irish-incorporated company and is therefore not subject to the UK company law requirement to submit its Directors' Remuneration Report to a binding shareholder vote. However, we have adopted the remuneration report format set out under UK company law and will submit the annual report on Directors' remuneration for the 2018 financial year to shareholders for approval. Given the different legal jurisdiction in which the Company operates, this approval will be on an advisory rather than binding basis.

Kenmare's Remuneration Policy, which was approved by shareholders at the 2017 AGM, is not required to be approved by shareholders at the AGM. It is the Board's intention to operate in line with the Remuneration Policy as approved at the 2017 AGM and to seek a further advisory vote from its shareholders should the policy change or, if earlier, in a year's time.

Resolution 3: Re-election of Directors

Kenmare Resources plc is led by a strong and effective Board of Directors. The performance of the Board is reviewed annually, and each of the Directors has made a substantial contribution to the leadership and governance of the Company during the year and continues to contribute effectively and to demonstrate commitment to their respective roles.

Peter Bacchus (Non-Executive Director) (subject to re-election in Resolution 3(a))

Appointed 2017

Skills and experience: Peter Bacchus has served as European Head of Investment Banking at US investment bank Jefferies, Global Head of Mining & Metals at Morgan Stanley, and Head of Investment Banking, Industrials and Natural Resources at Citigroup, in Asia and Australia. He has over 20 years' experience in investment banking, with a focus on the global natural resources sector and has, over this period, led a number of transformational transactions in the industry. He is a Member of the Institute of Chartered Accountants, England & Wales, and holds an MA in Economics from the University of Cambridge, United Kingdom.

External appointments: Peter Bacchus is the Chairman and Chief Executive of Bacchus Capital Advisers Ltd, an independent investment banking boutique based in London. He is also a Non-Executive Director of US and South African-listed Gold Fields and Australian-listed Galaxy Resources.

Michael Carvill (Managing Director) (subject to re-election in Resolution 3(b))

Appointed 1986

Skills and experience: Michael Carvill is a Fellow of the Institute of Engineers of Ireland (FIEI). He holds a BSc in Mechanical Engineering from Queen's University Belfast and an MBA from the Wharton School of the University of Pennsylvania. He worked as a contracts engineer in Algeria and as a project engineer at Tara Mines, Ireland.

External appointments: Michael is a Director of Vico Camperdown Ltd and Merindol Ltd.

Elizabeth Headon (Non-Executive Director) (subject to re-election in Resolution 3(c))

Appointed 2011

Skills and experience: Elizabeth Headon has over 20 years' experience in communications, corporate affairs and social responsibility. Previously she was Chief Executive of the Digicel Haiti Foundation and worked in Mozambique on the Kenmare Moma Development Association. She has a BA, MA and MBA from the National University of Ireland.

External appointments: Elizabeth sits on the boards of a number of non-listed and state companies and is an Executive Director of Gibney Communications.

Tim Keating (Non-Executive Director) (subject to re-election in Resolution 3(d))

Appointed 2016

Skills and experience: From 2010 to 2013 Tim Keating was CEO of African Nickel Ltd, a nickel sulphide development company, where he grew the business through several acquisitions, project development and fundraisings. He also worked at Madini Mineral Resources (2014-2015), Investec Bank for the Commodities and Resource Finance Team (2004–2010), and Black Mountain Mine, owned by Anglo American plc, in South Africa. He has a BSc in Mining Engineering from West Virginia University, a B. Comm in Economics & Law from University of Witwatersrand, South Africa, and a Mine Manager's Certificate of Competency.

External appointments: Tim Keating is Head of Mining Investments Private Equity at the State General Reserve Fund (SGRF), a sovereign wealth fund of the Sultanate of Oman. He is also a Non-Executive Director of Kore Potash Ltd.

Graham Martin (Non-Executive Director) (subject to re-election in Resolution 3(e))

Appointed 2016

Skills and experience: Graham Martin is an experienced natural resources executive having served as an Executive Director, General Counsel and Company Secretary at Tullow Oil plc, an oil and gas exploration and production company listed on the London, Irish and Ghanaian stock exchanges. From 1997 until 2016, he was heavily involved in the growth of Tullow into a FTSE 100 business and in the company's active M&A programme. Prior to Tullow, he was a partner at the US energy law firm Vinson & Elkins LLP. He holds a degree in Law and Economics from the University of Edinburgh.

External appointments: He is Chairman of United Oil and Gas plc.

Tony McCluskey (Financial Director) (subject to re-election in Resolution 3(f))

Appointed 1999

Skills and experience: Tony McCluskey has worked with Kenmare since 1991. He was originally appointed as Company Secretary and Financial Controller, before becoming Financial Director in 1999. He holds a Bachelor of Commerce degree from University College Cork and is a Fellow of the Institute of Chartered Accountants. Before joining Kenmare, he worked for a number of years with Deloitte as a Senior Manager in Dublin. He has worked on a part-time basis as a lecturer with Chartered Accountants Ireland and has worked overseas.

Steven McTiernan (Chairman and Non-Executive Director) (subject to re-election in Resolution 3(g))

Appointed 2013

Skills and experience: Steven McTiernan has over 45 years of diverse natural resources industry and investment banking experience with Amoco, BP, NatWest Markets, CIBC and the Chase Manhattan Bank, where he was Senior Vice President. He served as Senior Independent Director of Tullow Oil plc and was a Non-Executive Director for 11 years until January 2013, was an Independent Director at First Quantum Minerals Ltd until June 2012, and was an Independent Director at Songa Offshore SE until January 2014. He received an MA in Natural Sciences from the University of Cambridge.

External appointments: He serves as Non-Executive Chairman of Hurricane Energy plc.

Gabriel Smith (Non-Executive Director) (subject to re-election in Resolution 3(h))

Appointed 2013

Skills and experience: Gabriel Smith has considerable executive experience and has been on several boards representing companies in different industries. He began his career as a Loan Officer at Citibank London. He was Managing Director of a technical trading company before joining Tinfos, a Norwegian silicomanganese, pig iron and titanium dioxide producer, as Chief Executive Officer from 1990 to 2007. From 2003 to 2006 he held the position of Chairman of Pan Fish, and from 2007 to 2009 he held the position as Chairman of Lighthouse Caledonia, both public companies in the seafood sector. He received his undergraduate degree in Economics from Dartmouth College and has an MBA from Amos Tuck School in the US.

External appointments: He sits on the Board of Tinfos, now restructured as a hydro company.

Resolution 4: Election of Director

Clever Fonseca (Non-Executive Director) (subject to election in Resolution 4)

Appointed 2018

Skills and experience: Clever Fonseca has worked in the titanium industry for over 35 years and has extensive knowledge and board-level management experience of mineral sands mining. He has experience of working in the titanium pigment and feedstock industries. He was responsible for developing Brazil's only dredge-mined mineral sands operation, was Vice President of Global Supply and Mining for Millennium Inorganic Chemicals (now Cristal Global) in the US, and also served as Executive Director of Mineral Deposits Ltd in Melbourne. Most recently, he was Chief Executive of TiZir Ltd, where he was responsible both for the development of the Grand Côte mineral sands mine in Senegal and its integration with the TTI smelter at Tyssedal to form TiZir. He retired from TiZir in 2012. He has a BSc in Mining Engineering from Universidade Federal De Pernambuco, and an MBA from Fundacao Getulio Vargas, both in Brazil.

Resolution 5: Auditor appointment

During 2018 and this year the Audit Committee conducted an external audit tender process. Suitable candidates to participate in the process were identified and a detailed request for proposal was issued. Initial information meetings on the Group and audit process were held with the respective candidates and senior finance staff. Audit tender documents were submitted to the Audit Committee and tender presentations were conducted. As a result of this process the Audit Committee recommended to the Board the appointment of KPMG as Group auditor and the Board endorsed the Audit Committee's recommendation. The appointment of KPMG as external auditor is being put to shareholders at the 2019 AGM.

Resolution 6: Auditor's remuneration

The Directors are seeking to renew their authority to fix the remuneration of the auditor for the year ending 31 December 2019.

Resolution 7: General meetings

Shareholders are being asked to renew, until the Annual General Meeting to be held in 2020, the authority allowing the Company to call a general meeting to consider an ordinary resolution on 14 days' notice. As a matter of policy, the 14 day notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

Resolution 8: Allotment of shares

At the Annual General Meeting of the Company held in 2018, shareholders gave the Directors a general authority under Section 1021 of the Companies Act, 2014 to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting. Shareholders are therefore being asked to renew the Directors' authority to allot shares in the Company.

By Resolution 8, the Directors will, at the forthcoming Annual General Meeting, seek authority to issue new shares up to a nominal value equal to €36,534 (which is equal to approximately one third of the existing issued ordinary share capital of the Company). The authority will, if renewed, expire at the conclusion of the Annual General Meeting to be held in 2020 or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to this authority except for issues of ordinary shares under the Kenmare Resources plc Restricted Share Plan 2017 and the Kenmare Incentive Plan 2014. There are no treasury shares in issue.

Resolution 9: Dis-application of pre-emption rights

The power given to the Directors at the 2018 Annual General Meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expires at the conclusion of the forthcoming Annual General Meeting.

Shareholders are therefore also being asked to renew, until the Annual General Meeting to be held in 2020 or 15 months after the forthcoming Annual General Meeting, whichever is the earlier, the Directors' authority to allot shares for cash otherwise than in accordance with statutory pre-emption provisions in the event of a rights issue or in respect of any other issue of equity securities for cash up to an aggregate nominal value equal to approximately 5% of the nominal value of the issued ordinary share capital on the date that the resolution is passed.