

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action you should take, you are recommended to consult immediately, if you are resident in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos 1 to 3) 2007 (as amended) of Ireland or the Investment Intermediaries Act 1995 of Ireland or, if you are resident in the United Kingdom, an organisation or firm authorised or exempted under the UK Financial Services and Markets Act 2000 (as amended).

If you have sold or otherwise transferred all of your ICG Units, subject to the comments below in respect of a Prohibited Territory, please forward the Circular and Notice of EGM (but not this personalised Tender Form or personalised Form of Proxy) and other relevant documents, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold only part of your holding of ICG Units, you should retain these documents and consult the bank, stockbroker or other agent through whom the sale was effected. However, these documents should not be forwarded to or sent in or into Australia, Canada, Japan, the Republic of South Africa or the United States.

The Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone and e-mail) of interstate or foreign commerce of, or any facilities of a national securities exchange of Australia, Canada, Japan, the Republic of South Africa or the United States. Copies of the Circular and this Tender Form are not being and must not be mailed or otherwise distributed or sent in or into Australia, Canada, Japan, the Republic of South Africa or the United States including to Shareholders with registered addresses in these jurisdictions or to persons whom the Company knows to be trustees, nominees or custodians holding ICG Units for such persons.

This Tender Form should be read in conjunction with the accompanying Circular dated 7 September 2012 the terms and conditions of which form part of this Tender Form. Unless the context otherwise requires, the definitions used in the accompanying Circular apply in this Tender Form.

NCB, which is regulated by the Central Bank of Ireland, is acting exclusively for ICG and no one else in connection with the Tender Offer and the matters referred to in this document. NCB will not be responsible to anyone other than ICG for providing the protections afforded to customers of NCB nor for providing advice in relation to the Tender Offer or any other matters referred to in this document.

IRISH CONTINENTAL GROUP PLC

(Incorporated and registered in Ireland under the Companies Acts with registered number 41043)

Return of Capital to Qualifying Shareholders by way of Tender Offer

Tender Form

DO NOT COMPLETE OR RETURN THIS TENDER FORM IF YOU DO NOT WISH TO TENDER ANY ICG UNITS

Acceptances of the Tender Offer must be received by 1.00 p.m. (Irish time) on 4 October 2012

To accept the Tender Offer, complete this Tender Form on page 3 by following the instructions and notes for guidance set out on pages 2 and 4. In particular, please sign Box 3 on page 3 of this Tender Form in the presence of a witness who must also sign in the box and state his or her name and address.

- If your ICG Units are in certificated form (that is, not in CREST), return this Tender Form, duly completed, signed and accompanied by your share certificate(s) and/or other document(s) of title, by post to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, or by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland so as to arrive by no later than 1.00 p.m. (Irish time) on 4 October 2012. A reply-paid envelope is enclosed for documents lodged by post from within Ireland.
- If your ICG Units are in certificated form and your share certificate(s) and/or other document(s) of title is/are with your bank, stockbroker or other agent, you should complete and sign this Tender Form and arrange for it to be lodged by such agent, together with the relevant share certificate(s) and/or other document(s) of title, unless your share certificate(s) and/or other document(s) of title is/are not readily available, in which case please refer to note 5 on page 4 of this Tender Form. If your share certificate(s) and/or other document(s) of title is/are lost, please refer to note 6 on page 4 of this Tender Form.
- If your ICG Units are in uncertificated form (that is, in CREST), you should not complete or return a Tender Form, but take action as set out in paragraph 3(iii) Part III of the Circular.
- If you hold ICG Units in both certificated and uncertificated form, you should complete a Tender Form in relation to the certificated holding(s) only. Similarly, if you hold ICG Units in certificated form but under different designations you should complete a separate Tender Form in respect of each designation. You can obtain further Forms of Acceptance by contacting Computershare Investor Services (Ireland) Limited between 9.00 a.m. and 5.00 p.m. on any Dublin business day on telephone number (01) 447 5483 or, if telephoning from outside Ireland, on telephone number +353 1 447 5483.
- Please read Part III of the Circular, the terms of which are incorporated into and form part of this Tender Form.
- If you hold ICG Units jointly with others, you must arrange for all your co-holders to sign this Tender Form.
- A Tender Form sent in an envelope postmarked in Australia, Canada, Japan, the Republic of South Africa, or the United States or otherwise appearing to the Company or the Receiving Agent to have been sent from Australia, Canada, Japan, the Republic of South Africa, or the United States, may be rejected as an invalid tender.

If you are in any doubt as to how to complete this Tender Form, please contact Computershare Investor Services (Ireland) Limited on either of the telephone numbers listed above. For legal reasons, Computershare Investor Services (Ireland) Limited will not be able to provide advice on the merits of the Tender Offer or provide financial advice.

DO NOT DETACH ANY PART OF THIS TENDER FORM

HOW TO COMPLETE THE TENDER FORM ON PAGE 3

The provisions of Part III to the Circular are deemed to be incorporated in and form part of this Tender Form.

- 1** If your address details in Box 1 have changed or are incomplete please tick the box and show the updated information, in **BLOCK CAPITALS** using **BLACK INK**.

If you have any queries regarding the completion of this form, please contact Computershare Investor Services (Ireland) Limited on (01) 447 5483 or +353 1 447 5483 if calling from outside Ireland between 9.00 a.m. and 5.00 p.m. on any Dublin business day.

2 **THE TENDER OFFER**

To accept the Offer, insert in Box 2 the total number of ICG Units in respect of which you wish to accept the Tender Offer. You must also sign Box 3 in accordance with the instructions set out below, which will constitute your acceptance of the Tender Offer.

If no number or a number greater than your registered holding of ICG Units is written in Box 2 and you have signed Box 3, you will be deemed to have accepted the Tender Offer in respect of your entire registered holding of ICG Units.

PLEASE REMEMBER TO SEND US YOUR VALID SHARE CERTIFICATE(S)

3 **SIGNATURES**

To accept the Tender Offer you must sign Box 3 and, in the case of a joint holding, arrange for ALL joint holders to do likewise. All registered holders, including joint holders, who are individuals must sign Box 3 in the presence of a witness who must also sign Box 3 where indicated. If these instructions are not followed, this Tender Form will be invalid. The witness must be over 18 years of age and should not be another joint holder signing the Tender Form. The same witness may witness the signature of each joint holder. The witness should also print his/her name and address where indicated.

A body corporate incorporated in Ireland must execute this Tender Form under seal, the seal being affixed and witnessed in accordance with its articles of association or equivalent regulations and in accordance with applicable legislation. A body corporate incorporated outside Ireland should execute this Tender Form in accordance with the laws of the territory in which the relevant body corporate is incorporated and with the provisions of its articles of association or equivalent regulations. Any person signing this Tender Form on behalf of a body corporate should state the office which he/she holds in the relevant company.

This Tender Form should not be signed in Australia, Canada, Japan, the Republic of South Africa or the United States. This Tender Form shall, when executed, take effect as a deed.

4 **U.S. AND OTHER OVERSEAS PERSONS**

If you are unable to give the warranties and representations required by paragraph 5 of Part III to the Circular, you must put "NO" in Box 4 and you should read paragraph 5 of Part III to the Circular. If you do not put "NO" in Box 4 you will be deemed to have given such warranties and representations.

5 **ALTERNATIVE ADDRESS**

Complete Box 5 if you wish the consideration and/or other documents to be sent to someone other than the sole or first-named registered holder at the address set out in Box 1 (e.g. your bank manager or stock broker).

Kindly Note: This form is issued only to the addressee(s) and is specific to the class of security and the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; (ii) classes of security; or (iii) uniquely designated accounts. ICG, NCB and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

PLEASE COMPLETE AS EXPLAINED ON PAGE 2 AND 4 (To be completed in BLOCK CAPITALS)

The provisions of Part III to the Circular are deemed to be incorporated in and form part of this Tender Form.

1

Please tick this box if your address details in Box 1 have changed or are incomplete and update below in BLOCK capitals:

House Number: Post Code:

Street/Road Name
(BLOCK CAPITALS)

Town/City.....
(BLOCK CAPITALS)

Country.....
(BLOCK CAPITALS)

For information purposes only: Number of **ICG Units** held by you as at the close of business on 5 September 2012.

Please enter here a daytime telephone number (including Area Code) where you can be contacted in the event of any query arising from completion of this Tender Form. ➔

Tel:

2

TO ACCEPT THE TENDER OFFER

Complete Boxes 2, 3 and, if appropriate Boxes 4 and/or 5

Note: If you tender all of your ICG Units and other Shareholders do not take up their full entitlement, all of your ICG Units could potentially be repurchased. Therefore, if you only wish for a certain portion of your holding to be sold, only tender that portion of your holding.

Number of **ICG Units** for which you are accepting the Tender Offer.

3

ALL SHAREHOLDERS TO SIGN HERE TO ACCEPT THE OFFER. N.B. ALL SHAREHOLDER SIGNATURE(S) MUST BE WITNESSED.

Execution by individuals: Signed and delivered as a deed by:

	Signature(s) of Shareholder(s)	Name of Witness	Signature of Witness	Address of Witness
1	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
3	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

NOTE: The witness must be a person who is over 18 years of age who is not another joint holder and the same witness may witness on behalf of all or any registered holders

Execution by a Company: The common seal was affixed/executed as a deed on behalf of the Company named above in the presence of:



Signature

Name of Director

Signature

Name of *Director/Secretary/ Witness (if applicable)

*Delete as appropriate

4

RESTRICTED OVERSEAS PERSONS ONLY

Only complete this box by inserting "NO" if you are a Non-Qualifying Shareholder and UNABLE to give the representations and warranties required by paragraph 5 of Part III of the Circular.

5

ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION

Address outside Australia, Canada, Japan, the Republic of South Africa and United States to which consideration is to be sent, if not as specified above.

Name _____
Address _____
Postcode _____

PLEASE REMEMBER TO SEND US YOUR VALID ICG UNITS CERTIFICATE(S).

If you have lost your certificate(s) and have already applied for a letter of indemnity, place a cross ☒ in this box

**ADDITIONAL NOTES REGARDING THE COMPLETION
OF THIS TENDER FORM**

In order to be effective, this Tender Form must, except as mentioned below, be signed by the registered holder or, in the case of a joint holding, by ALL the joint holders or under a power of attorney. A body corporate incorporated in Ireland must execute this Tender Form under seal, the seal being affixed and witnessed in accordance with its articles of association or equivalent regulations and in accordance with applicable legislation. A body corporate incorporated outside Ireland should execute this Tender Form in accordance with the laws of the territory in which the relevant body corporate is incorporated and with the provisions of its articles of association or equivalent regulations. Any person signing this Tender Form on behalf of a body corporate should state the office which he/she holds in the relevant company.

In order to avoid inconvenience and delay, the following points may assist you:

1. **If a holder is away from home (e.g. abroad or on holiday):**
Send this Tender Form by the quickest means (e.g. airmail) to the holder (but not in or into Australia, Canada, Japan, the Republic of South Africa or the United States) for execution or, if he has executed a power of attorney, have this Tender Form signed by the attorney in the presence of a witness who must also sign this Tender Form. In the latter case, the original power of attorney (or a copy thereof duly certified) must be lodged with this Tender Form. No other signatures are acceptable.
2. **If you have sold or transferred all, or wish to sell or transfer part, of your holding of ICG Units:**
If you have sold or transferred all of your ICG Units, you should send this Tender Form at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee (but not in or into the United States, Australia, the Republic of South Africa, Canada or Japan). If your ICG Units are in certificated form, and you wish to sell or transfer part of your holding of ICG Units and to accept the Tender Offer in respect of the balance but are unable to obtain the balance share certificate, you should ensure that the stockbroker, bank or other agent through whom you make the sale or transfer obtains the appropriate endorsement or indication, signed on behalf of ICG's registrars, Computershare Investor Services (Ireland) Limited, in respect of the balance of your holding of ICG Units.
3. **If the sole holder has died:**
A grant of probate or letters of administration must be obtained in respect of the relevant ICG Units. If the grant of probate or letters of administration has/have been registered with ICG's registrars, this Tender Form must be signed by the personal representative(s) of the deceased holder each in the presence of an independent witness who must also sign this Tender Form. This Tender Form should then be lodged with Computershare Investor Services (Ireland) Limited at either of the addresses given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. If the grant of probate or letters of administration has/have not been registered with ICG's registrars, the personal representative(s) or the prospective personal representative(s) should sign this Tender Form and forward it to Computershare Investor Services (Ireland) Ltd at either of the addresses given on the cover page of this Tender Form, together with the relevant share certificate(s) and/or other document(s) of title. However, once obtained, the grant of probate or letters of administration must be lodged before the consideration due under the Tender Offer can be forwarded to the personal representative(s).
4. **If one of the joint holders has died:**
This Tender Form is valid if signed by the surviving holder(s) (each in the presence of an independent witness) and, if the ICG Units are held in certificated form, lodged with the share certificate(s) and/or other document(s) of title and, in all cases, death certificate(s), and an office copy grant of probate or letters of administration of the deceased holder. These documents will be returned as directed.
5. **If your ICG Units are in certificated form and the certificate(s) are held by your stockbroker, bank or other agent:**
 - (a) If your share certificate(s) and/or other document(s) of title is/are with your stockbroker, bank or other agent, you should complete this Tender Form and, if the certificate(s) is/are readily available, arrange for this Tender Form to be lodged by such agent with Computershare Investor Services (Ireland) Ltd at the address given on the cover page of this Tender Form, accompanied by the share certificate(s) and/or other document(s) of title.
 - (b) If the share certificate(s) is/are not readily available, lodge this Tender Form with Computershare Investor Services (Ireland) Ltd at the address given on the cover page of this Tender Form, duly completed together with a note saying e.g. "certificate(s) to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. (It will be helpful for your agent, unless he is in the United States, Australia, the Republic of South Africa, Canada or Japan, to be informed of the full terms of the Tender Offer.)
6. **If your ICG Units are in certificated form and you have lost any of your share certificate(s) and/or other document(s) of title:**
Complete and execute this Tender Form and lodge it, together with a letter of explanation and any share certificate(s) and/or other document(s) of title which are available, with Computershare Investor Services (Ireland) Ltd at the address given on the cover page of this Tender Form. At the same time you should write to ICG's Registrars, Computershare Investor Services (Ireland) Limited, requesting a letter of indemnity for the lost share certificate(s) and/or other document(s) of title. When completed in accordance with the instructions given, you should return the letter of indemnity to Computershare Investor Services (Ireland) Ltd at the address given on the cover page of this Tender Form.
7. **If the Tender Form is signed under a power of attorney:**
The completed Tender Form, together with any share certificate(s) and/or other document(s) of title, should be lodged with Computershare Investor Services (Ireland) Limited at the address set out on the cover page of this Tender Form, accompanied by the original power of attorney (or a copy thereof duly certified). The power of attorney will be duly noted by Computershare Investor Services (Ireland) Limited and returned as directed.
8. **If your full name or other particulars differ from those appearing on your share certificate(s):**
 - (a) Incorrect name e.g.:
Name on the certificate(s)..... John Smith
Correct name..... Jon Smyth
complete this Tender Form with the correct name and lodge it, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the certificate and the person who has signed this Tender Form are one and the same.
 - (b) Incorrect address: insert the correct address in Box 1 of this Tender Form.
 - (c) Change of name: lodge your marriage certificate or the deed poll with this Tender Form for noting. These documents will be returned as directed.
9. **If you are outside Ireland:**
The attention of Non-Qualifying Shareholders is drawn to paragraph 11 of Part III of the Circular. Without prejudice to paragraph 11 of Part III, NCB and/or its agents reserve the right to treat as valid any acceptance of the Tender Offer which is not entirely in order.
10. **Payment of Consideration:**
The consideration payable under the Tender Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited at the address set out on the cover page of this Tender Form.
11. **Incomplete Forms:**
Without prejudice to paragraph 8 of Part III of the Circular, NCB and/or its agents reserve the right to treat as valid any acceptance of the Tender Offer which is not entirely in order or which is not accompanied by the relevant TTE instruction or (as appropriate) the relevant share certificate(s) and/or other document(s) of title. In either event, no consideration due under the Tender Offer will be sent until after the relevant transfer to escrow has been made or (as appropriate) the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to NCB have been received.