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If you sell or have sold or otherwise transferred all your ICG Units in Irish Continental Group p.l.c. ("ICG" or the "Company"), please send this document, and the accompanying documents (with the exception of any personalised documentation) at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



IRISH CONTINENTAL GROUP

CHAIRMAN'S LETTER

and

NOTICE OF ANNUAL GENERAL MEETING

This document should be read as a whole. Your attention is drawn to the letter from John B. McGuckian, Chairman of ICG, which contains a unanimous recommendation from the Board that you vote in favour of the resolutions to be proposed at the Annual General Meeting ("AGM").

Notice of the AGM of ICG to be held at the Gibson Hotel, The Point Village, East Wall Road, Dublin D01X2P2 on Friday 13 May 2016 at 11.00 a. m. is set out in this document.

An individualised Form of Proxy has been sent to each shareholder. Whether or not ICG shareholders wish to attend the AGM, they are asked to complete the Form of Proxy in accordance with the instructions printed on the form and to return it either by post or by hand as soon as possible but in any event so as to be received by ICG's Registrars, **Computershare Investor Services (Ireland) Limited, at P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin D18Y2X6, by no later than 11.00 a.m. on Wednesday 11 May 2016.** Alternatively, you may appoint a proxy electronically by visiting www.eproxyappointment.com. You will need your shareholder reference number ("SRN"), PIN and Control Number all of which are printed on the individualised Form of Proxy to appoint a proxy electronically.



IRISH CONTINENTAL GROUP

(Incorporated and registered in Ireland under the Companies Acts 1963-2013 with registered number 41043)

Directors

John B. McGuckian (Chairman)
Eamonn Rothwell*
David Ledwidge*
Catherine Duffy
Brian O'Kelly
John Sheehan

Registered Office

Ferryport
Alexandra Road
Dublin
Ireland

Company Secretary

Thomas Corcoran

* Executive director

12 April 2016

ANNUAL GENERAL MEETING

Dear Shareholder

I am writing to you to outline the background to the resolutions to be proposed at the forthcoming Annual General Meeting ("AGM") of Irish Continental Group p.l.c. (the "Company" or "ICG"), all of which the Board considers to be in the Company's best interests and which are recommended by the Board for your approval.

Your attention is drawn to the Notice of AGM set out on page 5 of this document convening the AGM which will be held at the Gibson Hotel, The Point Village, East Wall Road, Dublin D01X2P2 on Friday 13 May 2016 at 11.00 a.m.

The business to be transacted at the AGM is set out in resolutions 1 to 12 in the Notice of AGM.

Resolution 1: Financial Statements, Annual Report and Affairs of the Company

Resolution 1 relates to the financial statements and the reports of the Directors and Auditors for the period ended 31 December 2015 and a review of the affairs of the Company. This resolution is proposed as an ordinary resolution. It is an advisory non-binding resolution.

Resolution 2: Recommendation for payment of dividend

Resolution 2 relates to the recommendation by the Board for the payment of a final dividend of 7.387 cent per Ordinary Share in respect of the year ended 31 December 2015. As previously announced, the final dividend will be paid on 10 June 2016 to the holders of Ordinary Shares on the register at close of business on 27 May 2016. Irish dividend withholding tax will be deducted where appropriate and the receipt of the proposed final dividend should be treated as income for Irish tax purposes and taxed accordingly. This resolution is proposed as an ordinary resolution.

Resolution 3: Election of Directors

Resolution 3 deals with the re-election of Directors. The Company's articles of association requires that at least one third of the Directors shall retire by rotation at the Company's AGM each year. The Company's articles of association further provides that David Ledwidge, Chief Financial Officer, who was co-opted to the Board on 3 March 2016, is subject to re-appointment by the shareholders having been co-opted to the Board since the date of the last AGM.

However, in compliance with the recommendations of the UK Corporate Governance Code, all Directors will retire and present themselves for re-election by the shareholders. Full biographical details of all Directors are found on pages 36 and 37 of the 2015 Annual Report. The re-appointment of each Director will be considered separately and these resolutions are proposed as ordinary resolutions.

As set out on page 46 of the 2015 Annual Report, I led a Board evaluation process and reported that each Director was contributing effectively and demonstrating commitment to the role. Separately, the Independent non-Executive Directors undertook an evaluation of my performance as Chairman and Brian O'Kelly, Senior Independent Director reported that I was providing effective leadership of the Board.

All of the non-executive Directors are considered by the Board to be independent of management and free of any relationships which could interfere with the exercise of their independent judgement. In considering their independence, the Board has taken into account a number of factors including their length of service on the Board, other directorships held and material business interests.

I have served on the Board for more than nine years since my first appointment. The Board has considered the knowledge, skills and experience that I contribute to the Company and have concluded that I am both independent in character and judgement and to be of continued significant benefit to the Board. The Board also concluded that I was considered to be independent at the date of my appointment as Chairman in 2004.

Catherine Duffy is a Senior Partner at the law firm A&L Goodbody, the Group's legal advisers. Details of the legal fees that were incurred by the Company, which were on an arm's length basis at standard commercial terms, are set out at Note 34 to the Financial Statements. The Board has considered this relationship and does not consider it to affect Catherine's independence as a non-executive Director of the Company.

Resolution 4: Remuneration of Auditors

Resolution 4 authorises the Directors to determine the remuneration of the Auditors. This resolution is proposed as an ordinary resolution.

Resolution 5: Directors' Report on Remuneration

Resolution 5 is to receive and consider the Report of the Remuneration Committee for the year ended 31 December 2015 which is contained in the 2015 Annual Report. Such a resolution is often referred to as a "say on pay" resolution. This is being proposed as an advisory non-binding resolution. While it is not mandatory for companies to put such a resolution to shareholders, it is best practice and ICG is committed to maintaining the highest standards of corporate governance. This resolution is proposed as an ordinary resolution.

Resolution 6: General authority to allot shares

Resolution 6 proposes to give the Directors a general authority under Section 1021 of the Companies Act 2014 until the earlier of the conclusion of the 2017 AGM of the Company or 11 August 2017 to allot shares up to an aggregate nominal value of 33.33% of the issued ordinary share capital and the authorised but unissued redeemable share capital of the Company provided that the authority granted by this resolution will not have the effect of increasing the current number of ICG Units in issue by more than 33.33%. By way of background, ordinary shares and redeemable shares are inextricably linked as an ICG Unit (as this term is defined in the Company's articles of association for the time being) such that the issued share capital of the Company comprises of ICG Units. This resolution is proposed as an ordinary resolution.

Resolution 7: Disapplication of Statutory Pre-Emption Provisions

Resolution 7 proposes to grant to the Directors the authority to allot equity securities for cash without the need to comply with the statutory pre-emption provisions of Section 1022 of the Companies Act 2014. The disapplication of the statutory pre-emption provisions will be limited to the allotment of equity securities in connection with any offer of securities on a pre-emptive basis (with customary exclusions to deal with legal regulatory or practical problems in certain jurisdictions including dealing with fractional entitlements), the allotment of equity securities pursuant to the Company's share option schemes for the time being in force and in relation to an issue of up to 10% of the Company's currently issued share capital (including in relation to the exercise of share options). This resolution is a common one at annual general meetings of companies on the Official List of the Irish and/or London Stock Exchanges and is in line with institutional shareholder guidance, in particular with the Pre-emption Group's Statement of Principles (the 'Pre-emption Principles'). The Pre-emption Principles were revised in March 2015 to allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of a company's issued share capital provided that the company confirms that it intends to use the additional 5% authority only in connection with an acquisition or capital investment. In accordance with the Pre-emption Principles, the Board confirms in relation to resolution 7 that: (a) it intends that any use of the authority in excess of 5% of the Company's issued ordinary share

capital would be only in connection with an acquisition or specified capital investment; and (b) it does not intend to issue shares for cash 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. For this purpose and reflecting the Pre-emption principles, an acquisition or specified capital investment means one that is announced contemporaneously with the issue of share capital, or that has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

This authority will expire on the earlier of the conclusion of the 2017 AGM of the Company or 11 August 2017. The Directors do not have any current intention to exercise this power. This resolution is proposed as a special resolution.

Resolution 8: Authorisation of market purchases of the Company's shares

Resolution 8 proposes to authorise the Company or any of its subsidiaries to purchase up to 15% of the Company's existing issued share capital, excluding shares held as treasury shares by the Company. This authority will, if renewed, expire on the earlier of the date of the 2017 AGM of the Company or 11 August 2017 unless previously varied, revoked or renewed by shareholders in a general meeting. The Directors have previously exercised the Company's authority to purchase its own shares and may do so in the future but only following careful consideration and at price levels which the Directors consider to be in the best interests of shareholders generally.

Under the terms of resolution 8 the minimum price which may be paid for any of the Company's own shares is an amount equal to the nominal value of the shares being acquired and the maximum price which may be paid is the higher of: (i) an amount equal to 105% of the then average market value of the shares for the five business days prior to the day of purchase; and (ii) the price stipulated by Article 5(1) of the Commission Regulation (EC) of 22 December, 2003 (No.2273/2003) or its replacement. This resolution is proposed as a special resolution.

Resolution 9: Authorisation for the re-issue of treasury shares

Resolution 9 proposes that, where the Company's shares have been purchased or redeemed and are held as "treasury shares", these shares may be re-issued off-market at a maximum price of 120% and a minimum price of 95% of the Appropriate Price (as defined in the resolution). The determination of the re-issue price range will expire on the earlier of the date of the AGM in 2017 or 11 August 2017 unless previously varied, revoked or renewed by shareholders in a general meeting. This resolution is proposed as a special resolution.

Resolution 10: Authority to convene certain general meetings on 14 days' notice

Resolution 10 proposes to renew the Company's authority to convene on 14 days notice, an extraordinary general meeting of the Company solely to consider ordinary resolutions. The Company's articles of association allows the Company to convene a general meeting of shareholders (except the AGM or a meeting to consider a special resolution) on 14 days notice. Section 1102 of the Companies Act 2014 statutorily sets this notice period at 21 days unless shareholders on an annual basis pass a special resolution to preserve, where appropriate, that shorter notice period contained in the Articles. The Directors consider that it is in the interests of the Company to retain that flexibility and, if this resolution is passed, the authority will be effective until the Company's next annual general meeting. This resolution is proposed as a special resolution.

Resolutions 11 and 12: Amendments to the Company's memorandum and articles of association

Resolutions 11 and 12 propose amendments to the Company's memorandum and articles of association (the "M&A") to bring them in line with the Companies Act 2014 and current practice. An explanation of the changes that are proposed to be made to the Company's M&A by these resolutions are set out in the Appendix to the Notice of AGM. These resolutions are proposed as special resolutions.

A copy of the new M&A, together with a comparison against the existing M&A, are available on the Company's website (www.icg.ie), at its registered office and at the offices of A&L Goodbody at Augustine House, Austin Friars, London EC2N 2HA, United Kingdom.

Actions to be taken

A Form of Proxy has been sent to each shareholder for use in connection with the AGM.

Whether or not you intend to be present at the AGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and to return it as soon as possible and, in any event, so as to be received by Computershare Investor Services (Ireland) Limited, at P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin D18Y2X6 not later than 11.00 a.m. on Wednesday 11 May 2016. Alternatively, you may submit a proxy by visiting www.eproxyappointment.com. You will need your shareholder reference number ("SRN"), PIN and Control Number all of which are printed on the individualised Form of Proxy to appoint a proxy electronically. Completion and return of the Form of Proxy will not preclude shareholders from attending the meeting and voting in person on the Resolutions, should they wish to do so.

Recommendation

The Board considers the Resolutions to be in the best interest of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the Resolutions at the AGM, as they intend to do so in respect of their own beneficial holdings being in aggregate 28,066,588 ICG Units, representing approximately 15.04% of the existing issued share capital of the Company.

Yours faithfully



John B. McGuckian
Chairman

Notice of Annual General Meeting

NOTICE is hereby given that an Annual General Meeting of Irish Continental Group p.l.c. ("AGM") will be held at the Gibson Hotel, The Point Village, East Wall Road, Dublin D01X2P2 on 13 May 2016 at 11.00 a.m. for the following purposes:

Ordinary Business

TO CONSIDER and, if thought fit, to pass the following resolutions as ordinary resolutions:

1. To receive and consider the financial statements for the year ended 31 December, 2015 and the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To declare a final dividend of 7.387 cent per ordinary share for the year ended 31 December 2015.
3. To re-elect (in each case by separate resolution) each of the Directors who, being eligible, offer themselves for re-appointment:
 - (i) John B. McGuckian;
 - (ii) Eamonn Rothwell;
 - (iii) David Ledwidge;
 - (iv) Catherine Duffy;
 - (v) Brian O'Kelly; and
 - (vi) John Sheehan.
4. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December, 2016.
5. To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2015.

Special Business

6. That the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount equal to €4,086,986 (representing approximately, the aggregate of: (i) 33.33% of the aggregate nominal value of the issued ordinary share capital (excluding treasury shares); and (ii) the authorised but unissued redeemable share capital of the Company as at 11 April, 2016 (being the latest practicable date prior to the date of this Notice of AGM)). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August 2017, whichever is earlier, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of the authority conferred by this ordinary resolution which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

TO CONSIDER and, if thought fit, to pass the following resolutions as special resolutions:

7. That the Directors of the Company be and are hereby empowered pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 to allot equity securities (as defined by the said Section 1023 of the Companies Act 2014) for cash (including in the case of sub-paragraphs (i), (ii) and (iii) below, any shares purchased by the Company and held as treasury shares), pursuant to the authority referred to at Resolution 6 of this Notice of AGM, as if the said Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, provided that this power shall be limited to:
- (i) 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, open offer or other invitation to or in favour of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any of the Company's share option scheme or share incentive plans then in force) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of ordinary shares held by them and subject thereto the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory;
 - (ii) the allotment of equity securities pursuant to any of the Company's share option schemes for the time being in force; and
 - (iii) the allotment of equity securities up to a maximum aggregate nominal value of €1,212,717 representing approximately 10% of the issued ordinary share capital of the Company as at the close of business on 11 April 2016,

provided such that the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August, 2017, whichever is earlier, unless previously varied, revoked or renewed; and provided further, that the Company may before such expiry make an offer or agreement which would or might require equity securities (as defined by the said Section 1023 of the Companies Act 2014) to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

8. That pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and is hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act), of ICG Units (as this term is defined in the Company's articles of association for the time being "ICG Units") in the Company on such terms and conditions and in such manner as the Directors of the Company may determine from time to time; but subject however to the applicable provisions of the Act and to the following restrictions and provisions:
- (i) the maximum number of ICG Units authorised to be acquired shall not exceed 15% of the share capital of the Company in issue at close of business on the date of the passing of this Resolution;
 - (ii) the minimum price (excluding expenses), which may be paid for any ICG Unit shall be an amount equal to the aggregate nominal value of the shares comprised therein; and

- (iii) the maximum price (excluding expenses) which may be paid for any ICG Unit shall be the higher of:
- A. 5% above the lower of the average of the closing prices of the Company's ICG Units taken from the Irish Stock Exchange Daily Official List and the average of the closing prices of the Company's ICG Units taken from the London Stock Exchange Daily Official List in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the purchase is made (the "Relevant Price"), or if on any business day there shall be no dealing of ICG Units on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Relevant Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and
 - B. either: (1) the amount stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003 (the MAD Regulation), being the value of an ICG Unit calculated on the basis of the higher of the price quoted for: (i) the last independent trade of, and (ii) the highest current independent bid or offer for, any number of ICG Units on the trading venue(s) where the purchase pursuant to the authority conferred by this Resolution will be carried out, or (2) following a repeal of the MAD Regulation with effect from 3 July 2016, the amount stipulated in accordance with applicable regulatory technical standards developed pursuant to Article 5 of Regulation No. 596/2014 of the European Parliament and Council.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August, 2017, 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 may, before such expiry, enter into a contract for the purchase of ICG Units which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

9. That for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:
- (i) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the "Appropriate Price"; and
 - (ii) the minimum price (excluding expenses) at which a treasury share may be re-allotted 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 Main Securities Market Listing Rules issued by the Irish Stock Exchange) operated by the Company, or in all other cases shall be an amount equal to 95% of the "Appropriate Price" (provided always that no treasury share shall be issued at a price lower than its nominal value); and
 - (iii) for the purposes of sub-paragraphs (i) and (ii), the expression "Appropriate Price" shall mean the lower of the average of the closing prices of the Company's ICG Units taken from the Irish Stock Exchange Daily Official List and the average of the closing prices of the Company's ICG Units taken from the London Stock Exchange Daily Official List in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ICG Units on the trading venue or a closing price is not otherwise available, the Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable.

The authority hereby conferred shall expire on close of business on the date of the next annual general meeting of the Company or at the close of business on 11 August, 2017, whichever is the earlier, unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-issue or re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.

10. That, in accordance with Section 1102 of the Companies Act 2014, a general meeting of the Company, other than an annual general meeting or a general meeting for the passing of a special resolution, may be called on 14 days' clear notice (as defined in the articles of association of the Company).
11. That Clause 2 of the Memorandum of Association of the Company be deleted in its entirety and the words " The Company is a public limited company registered under Part 17 of the Companies Act 2014" be substituted therefor.
12. That the Articles of Association produced to the meeting (a copy of which regulations are marked "AA13052016" for identification) be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

And to transact any other business which may properly be brought before the meeting.

By Order of the Board

Thomas Corcoran

Secretary

Registered Office: Ferryport, Alexandra Road, Dublin 1.

Date: 12 April 2016

Appendix

1. Introduction

The Companies Act 2014 (the "Act") commenced on 1 June 2015 and represents a consolidation and modernisation of Irish company law.

Resolutions 11 and 12, if passed, will amend the memorandum of association and adopt revised articles of association (the "New Articles") of the Company in which statutory references and certain other concepts referenced within the memorandum and the current articles of association (the "Current Articles") will be updated to bring them in line with the Companies Act 2014 and current practice. The proposed amendments will also selectively dis-apply certain elective provisions of the Act in order to avoid unintended changes to the Company's memorandum and articles of association as they stood immediately prior to the commencement of the Act.

2. Resolution 11

Resolution 11 is being proposed in order to ensure that Clause 2 of the memorandum of association of the Company complies with the form of constitution of a public limited company that is provided for in Schedule 9 of the Act. The form of constitution for a public limited company that is provided in Schedule 9 of the Act provides that the constitution of a public limited company must state in its memorandum of association that "The company is a public limited company, registered under Part 17 of the Companies Act 2014". Resolution 11, if approved, will include this required text in Clause 2 of the memorandum of association of the Company.

3. Resolution 12

Under this resolution, it is proposed that the following amendments be made to the Company's Current Articles:

3.1 Summary of optional provisions in the Act

The Act adopts a new approach with respect to the constitution of every company. Instead of making provision for an optional model set of articles of association as was done under Table A of the First Schedule of the Companies Act 1963, the Act now contains specific sections of the Act which automatically apply to a company by default unless the articles of association of a company specifically exclude the relevant sections of the Act. As many of these default provisions deal with matters which are already provided for or will be provided for in the Company's New Articles if resolution 12 is passed, it is necessary to include new provisions in the opening clause of the New Articles to clarify the position in relation to the treatment/applicability of optional provisions in the Act to the Company's New Articles (as provided in Article 1(i) and (ii)) and also to dis-apply certain optional sections of the Act. The following table sets out a summary of each of the provisions of the Act which are specifically excluded from the New Articles by Article 1 (iii) of the New Articles.

For the avoidance of doubt, all references to Sections in this Appendix are to Sections of the Act and all references to Articles are to references to the relevant Article of the New Articles unless otherwise specified.

Dis-Application Section of the Act	Subject matter/reason for dis-application of the relevant section
Section 43(2)	Section 43(2) of the Act deals with the use of a company's seal. This Section is being dis-applied as equivalent, but more detailed provisions on the use of the Company's seal is included in Articles 132, 133,134 and 135 of the New Articles.
Sections 77 to 81	Sections 77 to 81 of the Act deal with the making of calls in respect of unpaid amounts due on shares issued by a company. These Sections are being dis-applied as the matter is already provided for in Articles 19 to 31 of the New Articles.

Dis-Application Section of the Act	Subject matter/reason for dis-application of the relevant section
Section 95(1)	Section 95(1) of the Act deals with the directors' right to refuse to transfer shares in a company. This Section is being dis-applied as the directors' discretion to decline to transfer a share is dealt with in Articles 34 and 35 of the New Articles.
Sections 96(2) to 96(11)	Sections 96(2) to 96(11) of the Act deal with the transmission of shares in a company. These Sections are being dis-applied as this matter will be dealt with in Article 44 to 46 of the new Articles.
Sections 124 and 125	Sections 125 and 126 of the Act deal with the declaration of the payment of dividends by a company. These Sections are being dis-applied as this matter is already provided for in Articles 136 to 145 of the New Articles.
Sections 144(3) and 144(4)	Sections 144(3) and 144(4) of the Act deal with the appointment of directors. These Sections are being dis-applied as the matter is already provided for in Articles 94 to 101 of the New Articles.
Section 148(2)	Section 148(2) of the Act deals with how the office of a director may be vacated. This Section is being dis-applied as the matter is already provided for in Article 102 of the New Articles.
Section 158 to 165	Sections 158 to 165 deal with the proceedings of directors, for example the directors power of management and delegation, the provisions relating to the managing director, meetings of the directors and committees thereof and the appointment of alternate directors. These Sections have been dis-applied as they are already provided for in Articles 104 to 128 of the New Articles.
Section 180(5)	Section 180(5) provides that no person other than any person specified in the preceding subsections of Section 180 can receive notice of a general meeting of a company. This provision is dis-applied as the New Articles outline all persons who shall be entitled to notice of a general meeting of the Company and the Company would not like to limit this list to the individuals referred to in Section 180 of the Act.
Section 182(2) and 182(5)	Sections 182(2) and 182(5) deal with the quorum required for a general meeting of the Company. These Sections are being dis-applied as this matter is already provided for in Article 64 of the New Articles.
Section 183(3)	Section 183(3) restricts a member from appointing more than one proxy unless the constitution of a company provides otherwise. This Section is being dis-applied as members may appoint more than one proxy in accordance with the terms of Article 80 of the New Articles.

Dis-Application Section of the Act	Subject matter/reason for dis-application of the relevant section
Section 186(c)	Section 186(c) provides that the business of an annual general meeting of a company must include the declaration of a dividend and the authorisation of the directors to approve the remuneration of the statutory auditors. This Section is being dis-applied as items of business that shall be on the agenda of an annual general meeting may be determined by the directors in accordance with Article 63 of the New Articles (save for items of business that are required to be included in the business of all annual general meetings under Sections 186(a) and 186(b)).
Sections 187(2) to 187(8)	Sections 187 and 188 deal with the conduct of general meetings These Sections are being dis-applied as they are dealt with in Articles 63 to 71 of the New Articles.
Section 188 (2) to 188(8)	Sections 188(2) to 188(8) deal with voting at general meetings of a company. These Sections are being dis-applied as the matter is already provided for in Articles 71 to 77 of the New Articles.
Sections 218 (3), (4) and (5)	Sections 218(3), 218(4) and 218(5) deal with the service of notice on members of a company. These Sections are being dis-applied as the matter is already provided for in Articles 157 to 166 of the New Articles.
Section 229(1), 230 and 1113	Sections 229(1), 230 and 1113 deal with the interest of directors. These Sections are being dis-applied as the matter is already provided for in Articles 108 to 116 of the New Articles.
Section 338(5) and 338(6)	Sections 338(5) and 338(6) deal with the delivery of the financial statements of a company via that company's website. These Sections are being dis-applied as the Company has taken the required steps to give effect to this matter pursuant to the Transparency (Directive 2004/109/EC) Regulations 2007 and as this matter is also dealt with in Article 166 of the New Articles.
Section 618(1)(b)	Section 618(1)(b) deals with the distribution of property on a winding up of a company. This Section is dis-applied as it is already provided for in Articles 168 and 169 of the New Articles.
Sections 1090 (2) to 1090 (7)	Sections 1090 (2) to 1090 (7) deal with retirement by rotation of directors. These Sections are dis-applied as the matter is already dealt with in Article 95 of the New Articles.
Sections 1092 (2) and 1092(3)	Sections 1092(2) and 1092(3) deal with the remuneration and expenses of directors. These Sections have been dis-applied as they are already dealt with in Articles 90 to 92 of the New Articles.

3.2 Amendments to other Articles

The following amendments are proposed to the Current Articles:

Article number	Article heading	Explanation for proposed amendment
All relevant Articles		<p>Where references are made in the Articles to the old Companies Act 1963 to 2013 (or any part thereof), such references have been amended to refer to the applicable corresponding Section of the Act.</p> <p>In addition, where capital letters are used for a particular term throughout the Current Articles and that term is not defined, such references have been amended to lower case letters for such terms in the New Articles (e.g. general meetings, special or ordinary resolutions). Similarly, references to relevant defined terms that were used in the Current Articles that have been amended in the New Articles to reflect the updated definitions that are included in Article 1(iv) of the New Articles have been amended accordingly throughout the New Articles.</p> <p>In various places in the New Articles the expression "undenominated capital" is being inserted as this expression is now used in the Act to refer to that part of a Company's issued share capital which is not represented by the nominal value paid up on the issued shares.</p>
Article 1 (iv)	Interpretation	Certain definitions have been updated to reflect updates to relevant legislation and new definitions included in the Act.
Article 1 (v)	Interpretation	This Article has been amended to provide that references to the masculine gender in the New Articles will also include reference to the feminine and neuter gender and vice versa and that words importing the singular number shall include the plural number and vice versa.
Article 1 (xi)	Interpretation	A new Article 1 (xi) has been included in the New Articles to clarify that any reference to Euro in the New Articles is a reference to the lawful currency of Ireland for the time being.
Article 1 (xii)	Interpretation	A new Article 1 (xii) has be included in the New Articles to clarify that any reference to a share being in uncertificated form are reference to that share being an uncertificated unit of security as that term is defined in the Companies Act 1990 (Uncertified Securities) Regulations, 1996 (as amended).
Article 1 (xiii)	Interpretation	A new Article 1 (xiii) has been included in the New Articles to clarify that while the provisions of Section 83 and 84 of the Act which deal with the variation and reduction of a company's capital are "optional provisions" under the Act, Section 83 and 84 shall apply to the Company notwithstanding any other provision of the Company's New Articles.
Article 3	Capital	Article 3 has been amended to clarify that the Company may redeem any redeemable shares in accordance with the provisions of the Acts and that the Company may cancel or hold such redeemable shares as treasury shares at its discretion.

Article number	Article heading	Explanation for proposed amendment
Article 6	Allotment of Shares	Section 69(4) of the Act provides that only directors may allot shares and this provision seems to suggest that only directors and not a committee of directors could approve an allotment of relevant shares. Article 6 is being amended to clarify that all unissued shares in the Company shall be at the disposal of the directors of the Company and any committee of the directors.
Article 7	Allotment of Shares	A new Article 7 is being included in the Articles to clarify that the directors of the Company have the authority to grant options to subscribe for shares to employees of the Company under the Company's employee share scheme for the time in force.
Article 8	Allotment of Shares	A new Article 8 is being included in the Articles to provide that the Company may issue warrants to subscribe for shares in the Company to any person to whom the Company has granted the right to subscribe for shares in the Company.
Article 10	Allotment of Shares	Article 10 is being amended to clarify that the Company or any of its subsidiaries may pay commissions or brokerage fees in connection with the allotment or subscription for shares in the Company provided that any such payment is permitted and made in accordance with the provisions of the Acts.
Article 11	Trusts not recognised	Article 11 is being amended to clarify that nothing in Article 11 shall limit the Company's right to require a member to deliver information relating to the ownership of the members shares as may otherwise be permitted under the Acts.
Article 12	Share Certificates	Article 12 is being amended to provide that the cost for obtaining an additional or new share certificate by a member shall not exceed the amount permitted under Section 99 of the Act. In addition, text relating to the procedure for use of the Company seal has been deleted from this Article as this procedure is outlined in Articles 134 and 135 in the New Articles.
Article 14	Share Certificates	This Article has been amended to provide that in addition to the directors' power to implement arrangements for evidencing title to shares and the transfer of shares in accordance with relevant legislation that they may also modify or dis-apply such provisions of the Articles if they deem such action necessary or desirable in the circumstances.
Article 18	Lien	Article 18 provides that where the Company has a lien on a share and the Company seeks to enforce such lien by selling the relevant share, that for the purpose of giving effect to such sale, the directors may authorise a person to execute the instrument of transfer on behalf of the member. Additional text has been included in Article 18 to provide that the directors may also change or procure the changing of any share held in uncertificated form into certificated form prior to any such sale and may authorise a person to execute such documents as may be required to effect such change under the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 (as amended).

Article number	Article heading	Explanation for proposed amendment
Article 19	Calls on shares	Article 19 is being amended to ensure that the Company may make calls on all types of shares regardless of their terms of allotment as Section 77(3) of the Act provides that a company may not make calls on shares in circumstances where the conditions of allotment provide for payment at fixed times unless a company's constitution provides otherwise.
Article 21	Calls on Share	Article 21 provides that interest of 10% may be charged on a call payable that is not paid on time by a member. The rate of interest referred to in this Article is being amended to reflect Section 77(8) of the Act which provides that interest at the "appropriate rate" shall be charged on all amounts called in respect of share that is not paid on the day appointed for payment. The appropriate rate is defined as 5% per annum or at such other rate of interest as may be determined under the Act.
Article 25	Calls on Shares	Article 25 provides that the directors of a company may pay interest on all or any money advanced by a member that is due upon his shares beyond the sums actually called up thereon. The rate of interest previously provided for in this Article was a rate of 10%. The proposed amendment to this Article would reduce the rate of interest to 5% to bring it in line with the provisions of Section 78(4) of the Act which provides that any such interest should be charged at the "appropriate rate" being 5% per annum or at such other rate of interest as may be determined under the Act.
Article 28	Forfeiture of Shares	A new Article 28 is being included in the Articles to provide that on a trial or hearing of any action for the recovery of money due on a call it shall be sufficient proof that the name of the member being sued is entered on the register of members as the holder of the relevant shares in which the debt accrued, that the call is recorded in the minute book of the Company and that notice of the call was duly given to the relevant member.
Article 29	Forfeiture of Shares	Article 29 provides that any share which a notice of a call has been served upon may, by a resolution of the directors be forfeited. This Article is being amended to clarify that any forfeiture of shares shall include all dividends declared in respect of the forfeited share or other moneys payable in respect of the forfeited shares and that the directors may accept a surrender of any share liable to be forfeited upon terms and conditions to be agreed by the directors.
Article 30	Forfeiture of Shares	Article 30 is being amended to provide that where a forfeited share is being sold that for the purpose of giving effect to such sale, the directors may authorise a person to execute the instrument of transfer on behalf of the member and may also change or procure the changing of any share held in uncertificated form to be sold into certificated form prior to any such sale and may authorise a person to execute such documents as may be required to give effect to such change under the Companies Act 1990 (Uncertificated Securities) Regulations, 1996 (as amended).
Article 31	Forfeiture of Shares	The rate of interest referred to in Article 31 shall be amended from 10% to 5% or as such other rate of interest as may be specified pursuant to the Acts in accordance with the definition of "appropriate interest" as defined in the Act.

Article number	Article heading	Explanation for proposed amendment
Article 32 (ii) and (iii)	Forfeiture of Shares	New sub-paragraphs (ii) and (iii) are being included in Article 32 to provide that the provisions of the Articles as to forfeiture shall apply in the case of non-payment of any sum which becomes payable at a fixed time as if the same had been payable under a call on same and that the directors may accept the surrender of any share which the Directors have resolved to be forfeited.
Article 33	Purchase of own Shares	Article 33 is being amended and updated to provide that subject to the Acts, the Company (or any of its subsidiaries) may purchase any of the Company's shares provided such purchase is approved by special resolution of the members of the Company. The Article further provides that any such shares that are purchased may be cancelled or held as treasury shares and that any resolution approving such purchase shall remain valid for the period provided for in the relevant resolution approving same or as permitted under the Acts.
Article 34	Transfer of Shares	Article 34 is being amended to ensure that it will be consistent with Section 95(2)(a) of the Act which outlines the circumstances where a director may refuse to register a transfer of a share and to clarify that directors may only decline to register a transfer of shares in uncertificated form in circumstances permitted under the Companies Act 1990 (Uncertified Securities) Regulations, 1996 (as amended).
Article 35 (ii), (iii) and (iii)	Transfer of Shares	New sub-paragraphs (ii), and (iii) of Article 35 are being included in the Articles to give the directors authority to implement arrangements to evidence the transfer of shares in accordance with relevant legislation and to allow for the transfer of shares by means of a computer based system as permitted under the Companies Act 1990 (Uncertified Securities) Regulations, 1996 (as amended). A new Article 35 (iii) is being included in the Articles to clarify that to the extent that any provisions of the Articles are inconsistent with the holding of shares in uncertificated form or the transfer of title to uncertificated shares under the Act and the Companies Act 1990 (Uncertified Securities) Regulations, 1996 (as amended) any such provisions shall not apply to any uncertificated shares.
Old Article 38	Transfer of Shares	Article 38 has been deleted as it is dealt with in Article 34 of the New Articles.
Article 40	Transfer of Shares	Article 40 has been amended to clarify that the registration of shares may only be suspended by the Directors subject to and in accordance with the provisions of the Acts and the Companies Act 1990 (Uncertified Securities) Regulations, 1996 (as amended).
Article 45	Transmission of Shares	Article 45 has been amended to expand the circumstances when the procedure for the transmission of shares shall apply to include circumstances of the death and bankruptcy of a member to also include any liquidation or insolvency of a member or circumstances when a person becomes entitled to a share by operation of any law, directive, or regulation.
Old Article 45	Transmission of Shares	The old Article 45 is being deleted as the subject matter thereof is covered by Article 46 of the New Articles.

Article number	Article heading	Explanation for proposed amendment
Article 46	Transmission of Shares	Article 46 is being amended to clarify that any person becoming entitled to a share in the circumstances outlined in Article 45 of the New Articles shall provide reasonable evidence to show title to the shares to the directors. This amendment is consistent with the provisions of the Acts.
Article 50	Alteration of Capital	Additional text has been included at the beginning of Article 50 to provide that the provisions of Article 50 are without prejudice or limitation to the Company's powers to vary its capital under the Act. This amendment ties into the new Article 1(xiii). Additional text has also been included in the last paragraph of Article 50 to expand the types of reserve funds referred to, to include any capital conversion reserve fund or any undenominated capital and to clarify that an alteration to the capital of the Company shall be deemed not to amend the rights attaching to any shares in the capital of the Company unless otherwise provided in the terms of any such alteration.
Article 55	Convening General Meetings	Article 55 is being amended to ensure that the provisions thereof are consistent with the provisions relating to the convening of general meetings under the Act.
Article 56	Notice of General Meeting	The Old Article 55 of the Articles set out the notice periods for calling general meetings. This Article has been deleted but the substance of this Old Article is now included in Article 56 of the New Articles and has been clarified to state that the Company may only call general meetings on 14 clear days' notice subject to the Company complying with the provisions relating to the calling general meetings on shorter notice that are set out in Section 1102 of the Act.
Article 57	Notice of General Meetings	A new Article 57 has been included in the New Articles to clarify how and to whom notices of general meetings shall be given. This new Article is consistent with the provisions of Section 180(1) of the Act.
Article 58	Notice of General Meetings	Article 58 has been amended to ensure that the information that is required to be included in a notice of a general meeting complies with Sections 181 and 1103 of the Act.
Article 59 (ii)	Notice of General Meetings	Article 59 (ii) has been amended to provide that a member must deliver a draft resolution for inclusion on the agenda for a general meeting of the Company at least 42 days prior to the general meeting to which the draft resolution relates (rather than at least 30 days prior to the general meeting as provided in the Current Articles). This amendment is being made to ensure that the New Articles are consistent with Section 1104(2) of the Act.
Articles 61 and 62	Notice of Meetings	New Articles 61 and 62 are being included in the New Articles to clarify the procedures for the operation and management of general meetings in circumstances where the venue allocated for a general meeting is not adequate to accommodate all persons wishing to attend the meeting.
Article 63	Proceedings at General Meetings	The concept of ordinary and special business of an annual general meeting has been removed by the Act. Article 63 is being amended in order to ensure that it will be consistent with Section 186 of the Act which constitutes what the business of a company's annual general meeting shall include.

Article number	Article heading	Explanation for proposed amendment
Article 66	Chairman of the General Meetings	A new Article 66 is being included in the New Articles to clarify the role of the chairman of general meetings and his/her powers.
Article 67	Adjournment of General Meetings	Article 67 has been amended to clarify the circumstances upon which the chairman of a general meeting may adjourn a general meeting.
Article 69	Amendments to resolutions and tabling resolutions at General Meetings	A new Article 69 is being included in the New Articles to clarify when amendments to resolutions that are proposed at a general meeting may be accepted or voted upon. This Article reflects the required notice periods that must be given to members before a special resolution or an ordinary resolution may be tabled at a general meeting. The provisions of Article 69 are consistent with the provisions relating to amendments to resolutions at general meetings that are included in the articles of association of other publically listed companies.
Article 70	Entitlement to demand a poll	Article 77 is being amended to ensure that it is consistent with Section 189(2) of the Act which specifies who may demand a poll at a general meeting and to clarify what happens when a demand for a poll is withdrawn. New Articles 70(v) and 70(vii) have been included in the New Articles to clarify the time when a poll shall be taken and the procedure for taking a poll.
Article 71	Votes of Members	A new Article 71 is being included in the New Articles to clarify in accordance with the Acts that only persons registered on the register of members of the Company on the record date (as this term is defined in the Articles and Section 1105 of the Act) may exercise a right as a member to participate in the meeting.
Article 72	Votes of Members	Article 72 is being amended to clarify the procedure for voting by a member or his proxy at a general meeting.
Article 75	Votes of Joint Holders	A new Article 75 is being included in the Articles to clarify how joint holders may vote at general meetings.
Article 76	Votes by incapacitated holders	Article 76 is being amended to clarify how a member who is adjudged by any competent court or tribunal or determined in accordance with the Articles not to possess an adequate decision making capacity or a member which has an enduring power of attorney may vote at a general meeting.
Articles 80, 81, 82, 83, 84, 85, 86 and 87	Appointment of Proxy	Sections 183, 184 and 1108 of the Act prescribe a mandatory form of proxy and outline, amongst other things, various rules and regulations relating to the appointment of a proxy, the deposit of a proxy (by post, electronic or other means), revocation of proxies and information relating to a member's rights which he/she must be informed of when appointing a proxy. To reflect the new rules relating to the appointment of proxies under the Act and in order to modernise the language included in the Current Articles, the old provisions relating to the appointment of proxies in the Current Articles have been amended by the inclusion of new Articles 80, 81, 82, 83, 84, 85, 86 and 87.
Article 90	Directors	Additional text has been included in the last sentence of Article 90 to clarify that any sum payable to a director pursuant to Article 90 (i.e. ordinary remuneration for serving as a director of a company) shall be distinct from any remuneration or other amounts payable to a director pursuant to any other provision of the Articles.

Article number	Article heading	Explanation for proposed amendment
Article 93	Directors	Section 228(1)(d) of the Acts restricts the use of company property by directors. To mitigate the literal interpretation or effect of this Section, a new Article 93 has been included in the Articles in order to ensure that directors can continue to use company property in accordance with the Company's internal policies and procedures and the relevant director's contract of employment.
Article 94	Appointment, rotation, disqualification and removal of directors	A new Article 94 has been included in the New Articles to deal with a scenario where all directors offer themselves for re-appointment at a general meeting and where none or some of the directors are only appointed, resulting in there not being the required number of directors to constitute a quorum. This Article provides that in such circumstances, the directors who retire at such meeting may appoint such number of directors to meet the quorum requirements to allow the business of the Company to operate pending the calling of a further general meeting to appoint new directors.
Article 102	Appointment, rotation, disqualification and removal of directors	Article 102 has been amended to ensure that the circumstances when the office of a director shall be vacated are consistent with the provisions of Section 148 of the Act.
Article 103	Appointment, rotation, disqualification and removal of directors	Article 103 has been amended to reflect the provisions of Section 146 of the Act which outlines the procedure to be followed by a company to remove a director from office.
Article 106	Powers of Directors	Article 106(i) has been amended to clarify that the directors power to manage the business of the Company is subject to the provisions of the Company's constitution and also any directions made by the members by special resolution. This amendment has been made to ensure that this Article is consistent with Section 158(1) of the Act. A new Article 106(ii) has been included in the New Articles to clarify that any direction given to the directors by way of special resolution of the members shall not be considered until the members comply with the provisions relating to the tabling of a resolution at a general meeting as set out in Article 59 of the New Articles.
Article 108	Directors' Interests	Article 108 has been amended to ensure that the provisions of this Article are consistent with Section 231(4) and 231(5) of the Act which specifies the type of general notice to be given to the directors by another director disclosing his/her conflict of interest.
Article 109	Directors' Interests	Article 109 has been updated to clarify when a director may not vote at a meeting of the directors. This amendment is consistent with the provisions of the Act.

Article number	Article heading	Explanation for proposed amendment
Article 110 (vi), (vii) and (viii)	Directors' Interests	New Articles 110 (vi), (vii) and (viii) have been included in the Articles to expand the circumstances where a director will be deemed not to have a conflict and shall be entitled to vote at a meeting of the directors. These new circumstances include matters being considered by the directors relating to the adoption or amendment to any superannuation fund or retirement scheme which he/she may have the benefit of if it is approved; any proposal relating to the adoption or amendments to any scheme for enabling employees to acquire shares in the company; and any proposal concerning insurance which the Company proposes to acquire for the benefit of the directors.
Article 112	Directors' Interests	Section 228(1)(e) and 228(2) of the Act codifies for the first time the fiduciary duties of the directors. It is proposed in that context to include a new Article 112 in order to make it clear that Section 228(1)(e) (which prohibits a director from agreeing to restrict his power to exercise an independent judgement) will not restrict anything which may be done by any director in accordance with the prior authorisation of the board. In addition, the new Article prohibits any individual director from entering into any commitment which might otherwise be permitted by Section 228(2) without the prior approval of the board or any committee of the board.
Article 120	Proceedings of Directors	Article 120 provides that the quorum necessary for the transaction of the business of the directors shall be three directors. This Article is being amended to reduce the quorum requirement for the transaction of business by the directors to two directors. This amendment is consistent with Section 160 of the Act.
Article 128	Proceedings of Directors	Article 128 empowers the directors to pass resolutions in writing provided that such resolutions are signed by all directors. This Article has been expanded upon to clarify that any such resolution shall take effect at the time that it is signed by the last director and that the signatures to any such resolution may be delivered by post or electronic means.
Section 129	Secretary	Additional text has been included in Article 129 to provide that the appointment of the secretary of the Company shall be subject to the provisions of the Acts.
Article 134 and 135	Seal	Articles 134 and 135 have been amended to update the procedures and requirements to be followed when affixing the Company's seal to an instrument or to any certificates for shares or debentures or other securities of the Company.
Article 137	Dividends	Additional text has been included in Article 137 to clarify that the declaration of dividends of the Company shall be subject to the provisions of the Acts and Article 136 of the Articles.
Article 142	Dividends	Article 142 has been updated to allow for the payment of a dividend by various means (i.e. by inter-bank transfer, by cheque or through a securities account or relevant system for shares in uncertificated form) and to clarify the procedure and rules for paying dividends to members..

Article number	Article heading	Explanation for proposed amendment
Article 145 (v)	Dividends	Article 145(v) provides that a dividend will not be paid in cash on ordinary shares if an election to receive additional ordinary shares in the capital of the Company has been made instead by a member. The Article further provides that the directors may capitalise any amount standing to the credit of any reserve or fund of the Company and this Article has been amended to clarify that any such reserve may include any share premium account, capital redemption reserve fund or any un-denominated capital.
Article 147	Capitalisation of Profits	Article 147 allows the Company by ordinary resolution to capitalise its reserves and that the directors be authorised to pay such capitalised amounts to the members either in or towards the paying up of amounts unpaid on shares or debentures (as the case maybe). This Article has been amended to extend the reserve accounts that can be used for this purpose by providing that in addition to the Company's capital redemption reserve fund and share premium account, the Company may also capitalise any un-denominated account or capital conversion reserve funds or revaluation reserve funds.
Article 148	Capitalisation of Profits	A new Article 148 has been included in the Articles to allow the Company by ordinary resolution to capitalise its reserves and that the directors be authorised to pay such capitalised amounts to the members in or towards the paying up in full unissued shares to be allotted as fully paid bonus shares to members. The reserve accounts available to the Company for this purpose include the Company's capital redemption reserve fund, share premium account, any un-denominated account or capital conversion reserve funds or revaluation reserve funds.
Articles 150 to 155	Accounts	Chapter 2 of Part 6 of the Act uses new terminology and introduces new provisions with regard to the maintenance of accounting records and these Articles have been updated to reflect these changes.
Article 167	Secrecy	Article 167(i) has been amended to specify that the directors may determine rules and regulations outlining when the Company's records may be available for inspection by the members. A new Article 167(ii) has also been included to provide that all officers and employees of the Company must, if requested by the directors to do so, enter into a confidentiality agreement prior to taking up his/her role with the Company whereby the officer/employee shall agree that they shall observe strict secrecy and confidentiality relating to the business of the Company.
Article 171 and 172	Indemnity	Article 171 has be amended to clarify the circumstances when officers of the Company shall be indemnified out of the assets of the Company. This amendment is consistent with the provisions of the Act. A new Article 172 has been included in the New Articles to provide that the Company may, to extent permitted by law, arrange and pay for insurance to cover any liability, loss or expenditure incurred by an officer of the Company in relation to anything done or alleged to have been done or omitted to have been done by his/ her in his/her capacity as an officer of the Company.

AGM NOTICE: NOTES

The following information is provided to the members of the Company in accordance with Section 1103 of the Companies Act, 2014:

Conditions for participating in the meeting

1. Every member, irrespective of how many ICG Units he or she holds, has the right to attend and ask questions at the AGM. Every holder of ordinary shares additionally has the right to vote at the AGM in person or by proxy. Completion of a form of proxy will not affect a member's right to attend, speak, ask questions and vote at the AGM in person. The right to participate in the AGM is subject to the registration of the shares on the Record Date (as hereafter defined).
2. The Company, pursuant to Section 1095 of the Companies Act 2014 and, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, specifies that only those members registered in the register of members of the Company as at 6 p.m. on 11 May 2016 ("Record Date") (or in the case of an adjournment 6 p.m. on the day which is 48 hours before the time appointed for the holding of the adjourned meeting) shall be entitled to attend, speak, ask questions and, in the case of holders of ordinary shares, vote at the meeting in respect of the number of ordinary shares registered in their names at the time (or if relevant, any adjournment thereof). Changes in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

3. A member entitled to attend, speak, ask questions and vote is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion 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 and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the meeting should the member subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a member of the Company. If you wish to appoint more than one proxy please contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, by emailing clientservices@computershare.ie.
4. A Form of Proxy is enclosed with your AGM Notice. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrars of the Company, by post to Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin, D18Y2X6, Ireland so as to be received no later than 48 hours before the time appointed for the AGM or the adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.
5. Alternatively, subject to the articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or the adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - (a) be submitted by fax to +353 (1) 447 5572, provided it is received in legible form; or
 - (b) be submitted electronically by accessing the Registrar's website, www.eproxyappointment.com. You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy. Full details of the procedures, including voting instructions are given on the website; or
 - (c) be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Registrar under ID 3RA50.

6. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 5.
7. On any other business which may properly come before the AGM, or any adjournment thereof (whether procedural or substantive in nature, including without limitation any motion to amend a resolution or adjourn the meeting), the proxy will act at his/her discretion in voting on such matters.

How to exercise your voting rights and total number of issued shares

8. As a member, you have several ways to exercise your right to vote:
 - (a) by attending the AGM in person;
 - (b) by appointing the Chairman or another person as a proxy to vote on your behalf; or
 - (c) by appointing a proxy via the CREST System if you hold your shares in CREST.
9. In the case of joint holders, the vote of the senior holder 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.
10. The total number of issued ordinary shares in issue in the Company on 11 April 2016 is 186,571,890. Each ordinary share carries one vote. On a vote on a show of hands, every ordinary member present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every ordinary member shall have one vote for every ordinary share of which he or she is the holder. All resolutions at the AGM will be determined on a show of hands. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy.

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

11. Pursuant to Section 1104 of the Companies Act 2014, a member or a group of members holding 3% of the issued share capital, representing at least 3% of the total voting rights of all members who have a right to vote at the AGM have had a right to put an item on the agenda for the AGM and/or table a draft resolution for inclusion in the agenda of the AGM subject to any contrary provisions in company law which impose other conditions on the right of members to put items on the agenda for or to propose resolutions at the AGM.

Requests:

- (a) may be in hard copy form or in electronic form;
- (b) must set out in writing details of the item to be included and/or draft resolution in full or, if supporting an item to be included or a draft resolution sent by another member, clearly identify the item to be included and/or the draft resolution which is being supported;
- (c) must be authenticated by the person or persons making it (by identifying the member or members meeting the qualification criteria and, if in hard copy, by being signed by the member or members); and
- (d) must have been received by the Company no later than 5 p.m. on 1 April 2016 having regard to the 42 day period specified in Section 1104 of the Companies Act, 2014. For this purpose and in accordance with Section 1104, the date of the AGM was placed on the Company's website before the end of 2015.

In addition to the above, requests must be made in one of the following ways:

- (e) a hard copy request which is signed by the member(s), stating the full name and address of the member(s) and is sent to the Company Secretary at the Company's Registered office; or
- (f) a request which states the full name and address of the member(s) and is sent to info@icg.ie.

A requested item or 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 requested item or draft resolution must not be defamatory of any person.

Members' right to ask questions

12. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the AGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding at least four business days prior to the AGM by post to the Company Secretary, at the Company's Registered Office or by email to infor@icg.ie.
13. Under Section 1107 of the Companies Act 2014, the Company must answer any question which a member may ask relating to the business being dealt with at the AGM unless:
 - (a) answering the question would interfere unduly with the preparation of the AGM or the confidentiality and business interests of the Company;
 - (b) the answer has already been given on a website in a question and answer format: or
 - (c) it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

How to request/ inspect documentation relating to the meeting

14. The annual financial statements, directors' report and auditor's report are contained in the Company's Annual Report which was published on 12 April 2016 and is available on the Company's website, www.icg.ie.
15. Should you wish to be sent copies of documents relating to the meeting, you may request this by telephoning the Company's Registrars on +353 1 4475483 or by writing to the Company Secretary at the address set out above.



IRISH CONTINENTAL GROUP

IRISH CONTINENTAL GROUP PLC

CHAIRMAN'S LETTER &
NOTICE OF ANNUAL GENERAL MEETING