

28 July 2020

Irish Continental Group plc

Result of Annual General Meeting (“AGM”)

At the AGM of Irish Continental Group plc held today, Tuesday 28 July 2020, all resolutions proposed were passed on a poll.

In compliance with health authority guidance the AGM was held with minimum attendance to ensure social distancing protocols were adhered to and the Company would like to thank shareholders for their forbearance in not attending today’s AGM. Shareholders were requested to appoint the chair of the meeting as their proxy to ensure their votes were included in the poll.

The full text of each resolution was included in the Notice of the Annual General Meeting published and circulated to shareholders on 3 July 2020 and which is available on the Company’s website www.icg.ie.

The table below sets out the results of the poll on each resolution.

	RESOLUTION	For		Against		Total Votes	Withheld
		Number	%	Number	%	Number	Number
ANNUAL GENERAL MEETING							
1	To received and consider the Financial Statements for the Year ended 31 December 2019 and the reports of the Directors and Auditors thereon	146,140,088	99.96%	58,246	0.04%	146,198,334	97,200
	To re-elect each of the Directors who being eligible offer themselves for re-appointment:						
2.a	John B. McGuckian	137,870,386	95.75%	6,124,548	4.25%	143,994,934	2,300,600
2.b	Eamonn Rothwell	139,493,514	95.41%	6,717,020	4.59%	146,210,534	85,000
2.c	David Ledwidge	140,936,092	96.41%	5,243,276	3.59%	146,179,368	116,166
2.d	Catherine Duffy	115,345,004	87.09%	17,093,881	12.91%	132,438,885	13,856,649
2.e	Brian O’Kelly	105,128,413	79.37%	27,327,222	20.63%	132,455,635	13,839,899
2.f	John Sheehan	128,788,297	88.08%	17,422,237	11.92%	146,210,534	85,000
3	To authorise the Directors to fix the remuneration of the auditors for the year ending 31 December 2020	146,156,754	99.97%	43,580	0.03%	146,200,334	95,200
4	To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2019 (as an advisory resolution)	96,665,020	70.66%	38,888,031	29.34%	132,553,051	13,742,483
5	General authority to allot relevant securities	138,156,378	94.49%	8,054,156	5.51%	146,210,534	85,000

6	To disapply statutory pre-emption provisions in specified circumstances for up to 5% of issued share capital	140,942,732	99.90%	134,556	0.10%	141,077,288	5,218,246
7	To disapply statutory pre-emption provisions for up to an additional 5% of issued share capital in connection with specified transactions	140,942,732	99.90%	134,556	0.10%	141,077,288	5,218,246
8	To authorise the Company to make market purchases of its own shares	146,136,608	99.95%	73,926	0.05%	146,210,534	85,000
9	To authorise the Company to re-issue treasury shares	146,108,778	99.93%	100,756	0.07%	146,209,534	86,000
10	Authority to convene certain general meetings on 14 days' notice	127,301,110	87.07%	18,909,424	12.93%	146,210,534	85,000

Resolutions 1 to 5 were proposed as ordinary resolutions and Resolutions 6 to 10 were proposed as special resolutions. Votes withheld are not a vote in law and are not considered in counting the total votes for and against.

The Board notes that a minority of shareholders voted against the advisory resolution on the Report of the Remuneration Committee and the re-election of the Committee Chairman. As part of ongoing engagement with shareholders ahead of the AGM, the Board received feedback from a number of shareholders and has a clear understanding of their views and expectations. In the period ahead, the Board will review all feedback from shareholders and build on past practice and continue its programme of engagement with shareholders on this and other matters.

Copies of the resolutions passed will be submitted to the Irish Stock Exchange and the UK National Storage Mechanism. These will shortly be available for inspection at Companies Announcements Office, Euronext Dublin, The Exchange, Foster Place, Dublin 2, and at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Tom Corcoran
Company Secretary