



## Attendance Card

Please bring this card with you to the EGM and present it at Shareholder registration/accreditation.

Irish Continental Group plc ("the Company") will convene the Extraordinary General Meeting ("EGM") of the Company at the Company's registered office at **Ferryport, Alexandra Road, Dublin 1, D01 W2F5** on Friday, 12 February 2021 at 11:00 a.m. Your attention is drawn to the Chairman's Letter and the request not to attend the EGM in person but to submit your votes through the proxy voting service in accordance with the instructions outlined below.

Shareholder Reference Number

### Form of Proxy - Extraordinary General Meeting to be held on Friday, 12 February 2021 at 11:00 a.m.



Cast your Proxy online...It's fast, easy and secure!

[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 916899

SRN:

PIN:



To view the EGM Documentation online log on to: [www.icg.ie](http://www.icg.ie)

**To be effective, all proxy appointments must be lodged with the Company's Registrar at:  
Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland  
or through the voting website, see above, by 11:00 a.m. on Wednesday, 10 February 2021**

#### Notes:

- Notwithstanding Note 2, the Company will take all appropriate safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the EGM to ensure the safety of any attendees and others involved with it and comply with applicable requirements. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements
- Every shareholder has the right to appoint a proxy, who need not be a shareholder, to exercise all or any of his/her/its rights, to attend, speak, ask questions and vote on his/her/its behalf at the meeting, or any adjournment thereof. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder, in block capitals, in the space provided (see reverse). If you intend to appoint a proxy other than the Chairman, as a contingency measure, please additionally appoint the Chairman as an alternative in the event the initially intended proxy is unable to attend for any reason. This will facilitate your vote being included in a wider range of contingent scenarios.
- A shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the meeting or any adjournment thereof, provided that each proxy is appointed to exercise rights attached to different shares held by that shareholder. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5483 or you may photocopy this form. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All forms must be signed and should be returned together in the same envelope. Where a poll is taken at the EGM, a shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To be effective, the completed and executed, Form of Proxy together with any original power of attorney or other authority under which it is executed, or a copy of such authority notorially certified must be deposited with the Registrar of the Company by post to Computershare Investor Services (Ireland) Limited so as to be received no later than 48 hours before the time appointed for the meeting or any adjournment thereof, or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) 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.
- Alternatively, subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the meeting or the adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the meeting or at any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
  - be submitted by fax to +353 (1) 447 5572, provided it is received in legible form; or
  - be submitted electronically by accessing the Registrar's website, [www.eproxyappointment.com](http://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
  - 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).
- This Form of Proxy must (i) in the case of an individual shareholder be signed or submitted electronically by the shareholder or his/her attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by an authorised officer or attorney or submitted electronically in accordance with note 4 above.
- In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members in respect of the joint holding.
- A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy where possible. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to 'proxy' shall be deemed to include persons who are Substitute Proxies for the time being
- The 'Abstain' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote to Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to section 1095 and 1105 of the Companies Act 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company at close of business on the day which is two days before the date of the meeting (or in the case of an adjournment as at close of business on the day which is two days before the date of the adjourned meeting). Changes to entries on the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- On any other business which may properly come before the meeting or any adjournment thereof and whether procedural, administrative and/or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) and not specified in the Notice of the Meeting or this Form of Proxy, the proxy will act at his/her discretion in voting on such matters.
- The above is how your address appears on the register of members. If this information is incorrect please ring the Registrar's helpline on +353 1 447 5483 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

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

All Holders

# Poll Card

To be completed **only** at the EGM if a Poll is called.

## Resolutions

	For	Against	Withhold
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve changes associated with Migration to the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions to implement the Migration including the appointment of attorneys or agents.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\_\_\_\_\_  
Signature

## Form of Proxy

In light of restrictions in connection with COVID-19, shareholders are requested not to attend the EGM in person and instead to appoint the Chairman of the EGM (or their substitute(s)) as their proxy.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

I/We, being a shareholder/shareholders of Irish Continental Group plc hereby appoint the Chairman of the EGM, with full power of substitution, OR the following person

*	**
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as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement on my/our behalf on any matter at the EGM of Irish Continental Group plc to be held at the Company's registered office at **Ferryport, Alexandra Road, Dublin 1, D01 W2F5** on Friday, 12 February 2021 at 11:00 a.m. and at any adjournment of that meeting.

\* Please leave this box blank if you have selected the Chairman. Do not insert your own name(s). Please include address if you have selected a person other than the Chairman.

\*\* Please leave this box blank if you are appointing a proxy in respect of your full voting entitlement. If you are appointing the proxy in relation to less than your full voting entitlement, please insert the number of shares in relation to which they are authorised to act.

\*\*\* For the appointment of more than one proxy, please refer to Explanatory Notes 2 and 3 (see front).

I/We would like my/our proxy to vote on the resolutions proposed at the EGM as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

## Resolutions

	For	Against	Withhold
1. To approve the Migration of the Migrating Shares to Euroclear Bank's central securities depository.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve changes associated with Migration to the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To authorise the Company to take all actions to implement the Migration including the appointment of attorneys or agents.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct my/our proxy to vote on the resolution proposed at the EGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may as he/she/it sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

