



Attendance Card

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

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

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 12 May 2021 at 11.00 a.m.



Cast your Proxy online...**It's fast, easy and secure!**
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: 917134

SRN:

PIN:



To view the AGM Documentation online log on to **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
or through the voting website, see above, by 11.00 a.m. on 10 May 2021.

Explanatory Notes:

- Notwithstanding any other matter herein, the Company will take all appropriate safety measures as the Directors may in the their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the meeting to ensure the safety of attendees and others involved with it and comply with applicable requirements. Such measures may, without limitation, include the restriction of the number of attendees, and health and/or compliance related checks and requirements.
- The process for appointing a proxy now depends on the manner in which you hold your interest in the Company's shares. All proxy voting instructions (whether submitted directly or through the Euroclear Bank or Crest (for those persons holding CDIs) systems must be received by the Registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or the CREST system will also need to comply with any additional voting deadlines imposed by the respective service offerings. All persons affected are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. If you hold your shares in uncertificated (electronic) form, details on how you can vote at the AGM are available in the Notice of Meeting and on the Company's website www.icg.ie
- 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). 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.
- 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 AGM, 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 notarially 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 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.
- For shareholders whose name appears on the register of members of the Company (being shareholders holding shares in certificated (paper) form), your 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. 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 by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland.
- 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 6 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.
- 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 the Companies Act 2014 (as amended), 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 6pm on 8 May 2021 (or in the case of an adjournment at 6pm on the day immediately preceding the date which falls 72 hours 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 to use the online Investor Centre service.
- Subject to note 1, 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 AGM if a Poll is called.

Ordinary Resolutions

	For	Against	Abstain
1. To receive and consider the 2020 financial statements and the reports of the directors and auditor thereon and a review of the affairs of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) To re-appoint J. B. McGuckian as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-appoint E. Rothwell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-appoint D. Ledwidge as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-appoint B. O'Kelly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-appoint J. Sheehan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-appoint L. Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the appointment of KPMG as statutory auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the directors to fix the auditors remuneration for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
5. To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To receive and consider the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. General authority to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
8. To disapply statutory pre-emption provisions in specified circumstances for up to 5% of the issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To disapply statutory pre-emption provisions for up to an additional 5% of the issued share capital in connection with specified transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Company to re-allot treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to convene certain general meetings on 14 days notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example. You can also instruct your proxy not to vote on a resolution by inserting an "X" in the abstain box.



I/We hereby appoint the Chairman of the AGM OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

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 Annual General Meeting of **Irish Continental Group plc to be held at the Company's registered office Ferryport, Alexandra Road, Dublin 1, D01 W2FS** on 12 May 2021 at 11.00 a.m., and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

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

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions

	For	Against	Abstain
1. To receive and consider the 2020 financial statements and the reports of the directors and auditor thereon and a review of the affairs of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) To re-appoint J. B. McGuckian as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-appoint E. Rothwell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-appoint D. Ledwidge as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-appoint B O'Kelly as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-appoint J. Sheehan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-appoint L. Williams as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the appointment of KPMG as statutory auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the directors to fix the auditors remuneration for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
5. To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To receive and consider the Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. General authority to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolutions			
8. To disapply statutory pre-emption provisions in specified circumstances for up to 5% of the issued share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To disapply statutory pre-emption provisions for up to an additional 5% of the issued share capital in connection with specified transactions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To authorise the Company to make market purchases of its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the Company to re-allot treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Authority to convene certain general meetings on 14 days notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the AGM (and any adjournment thereof) as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting. My/our proxy shall decide on how to vote on my/our behalf in respect of any procedural resolutions moved at the AGM.

Signature

Date

DD / MM / YY

In the case of a body corporate, 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).