



IRISH CONTINENTAL GROUP

Irish Continental Group plc, Ferryport, Alexandra Road, Dublin 1, D01 W2F5

ANNUAL GENERAL MEETING 12 MAY 2021

PROXY VOTING – IMPORTANT INFORMATION

Following the migration of the Company's Shares from the CREST system to the system operated by Euroclear Bank SA/NV on 15 March 2021, the process for appointing a proxy and/or voting in connection with the Resolutions to be proposed at the 2021 Annual General Meeting (the **AGM**) will now depend on the manner in which you hold your Shares.

You can exercise your right to vote in the following ways:

- 1 If you are a certificated shareholder, absent the COVID-19 restrictions, by attending the AGM in person or by appointing (either electronically or by returning a completed Form of Proxy) the chairman of the AGM or another person as a proxy to vote on your behalf;
- 2 If you hold your interests in the Company's Shares through a participant account in the Euroclear Bank System (the **EB System**) by (i) sending electronic voting instructions to Euroclear Bank; or (ii) sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) (**Euroclear Nominees**) or the chairman of the AGM) to attend and vote at the AGM; or
- 3 If you hold your interests in the Company's Shares as CREST Depository Instruments (**CDIs**) in the CREST system by (i) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited (**Broadridge**); or (ii) appointing a proxy via the Broadridge Global Proxy Voting service.

Persons who hold their interests in the Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems. For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Shareholders holding shares in certificated form

Shareholders whose names appear on the Register of Members of the Company (i.e. those Shareholders who hold their Shares in certificated form and who therefore do not hold their interests in Shares through the Euroclear Bank System (the **EB System**) or as CREST Depository Interests (**CDIs**) through CREST) will receive a Form of Proxy which must be completed, signed and returned to the Company's Registrar Computershare Investor Services (Ireland) Limited in accordance with the instructions printed on the form as soon as possible but in any event so as to be received by the Company's Registrar no later than 11.00am on Monday, 10 May 2021.

The completion and return of a Form of Proxy will not preclude Shareholders from attending and voting in person at the AGM, or any adjournment thereof, should you wish to do so and subject to any restrictions in place in relation to the COVID-19 pandemic.

Shareholders who have any queries in relation to the proxy voting process should contact the Registrars (Tel. +353 1 553 0050).

Further Information for Euroclear Bank Participants

Persons who hold their interests in the Company's Shares through a participant account in the EB System (**EB Participants**) can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "*Euroclear Bank as issuer CSD for Irish corporate securities*" (the **Euroclear Bank Service Description**). EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) (**Euroclear Nominees**) to either itself or by appointing the chairman of the AGM as proxy:
 - (i) vote in favour of all or a specific resolution(s);
 - (ii) vote against all or a specific resolution(s);
 - (iii) withhold their vote for all or a specific resolution(s); or
 - (iv) give discretionary vote to the chairman of the AGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the chairman of the AGM) (who may be a corporate representative or the EB Participant themselves) to attend the AGM, subject to any restrictions in place in relation to the COVID-19 pandemic, and vote for the number of Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address, nationality code). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

It is expected that Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one (1) hour prior to the Company's proxy appointment deadline, which, in the case of the AGM, would be a deadline of 10.00am on Monday, 10 May 2021. Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline.

EB Participants are strongly encouraged to familiarise themselves with the new arrangements with Euroclear Bank, including the new voting deadlines and procedures.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

Further Information for the holders of CDIs (CDI Holders)

CDI Holders should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.

Euroclear UK & Ireland Limited (**EUI**), the operator of CREST, has arranged for voting instructions relating to the CDIs held in CREST to be received via a third-party service provider, Broadridge. Further details on this service are set out on the "*All you need to know about SRD II*" in Euroclear UK & Ireland webpage (see section CREST International Service – Proxy voting).

If you are a CDI Holder, you will be required to make use of the EUI proxy voting service facilitated by Broadridge Global Proxy Voting service in order to receive AGM announcements and send back voting instructions, as required. To facilitate client set up, if you hold CDIs and wish to participate in the proxy voting service, you will need to complete the AGMs and Voting Client Set- up Form (CRT408) at [https://my.euroclear.com/users/en/login.html?resource=%2Fcontent%2Fdam%2Feuroclear%2FOperational%2FEUI%2FForms%2FCRT408%2520Meeting%2520Voting%2520Client%2520Set-Up%2520Form.xlsx&\\$\\$login\\$\\$=%24%24login%24%24&j_reason=unknown&j_reason_code=unknown](https://my.euroclear.com/users/en/login.html?resource=%2Fcontent%2Fdam%2Feuroclear%2FOperational%2FEUI%2FForms%2FCRT408%2520Meeting%2520Voting%2520Client%2520Set-Up%2520Form.xlsx&$$login$$=%24%24login%24%24&j_reason=unknown&j_reason_code=unknown)

Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: eui.srd2@euroclear.com.

Fully completed and returned applications forms will be shared with Broadridge by EUI. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.

Once CDI Holders have access to the Broadridge platform, they can complete and submit proxy appointments (including voting instructions) electronically. Broadridge will process and deliver proxy voting instructions received from CDI Holders by the Broadridge voting deadline date to Euroclear Bank, by their cut-off and to agreed market requirements. Broadridge's deadline will be earlier than Euroclear Bank's voting instruction deadline. Alternatively, a CDI Holder can send a third-party proxy voting instruction through the Broadridge platform in order to appoint a third-party (who may be a corporate representative or the CDI Holder themselves) to attend and vote at the AGM for the number of Shares specified in the proxy instruction (subject to the Broadridge voting deadline). There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

Broadridge's voting deadline is expected to be earlier than Euroclear Bank's voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.

CDI Holders are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge before they can avail of this voting service.