



Attendance Card

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

Irish Continental Group plc ("the Company") invites you to attend the Annual General Meeting ("AGM") of the Company to be held at the **Gibson Hotel, The Point Village, East Wall Road, Dublin 1** on Wednesday, 17 May 2017 at 11:00 a.m.

Shareholder Reference Number

Form of Proxy - Annual General Meeting ("AGM") to be held on 17 May 2017 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: 914338

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, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website, see above, by 15 May 2017 at 11.00 a.m.

Explanatory Notes:

- Every shareholder has the right to appoint a proxy, who need not be a shareholder, to exercise all or any of his/her rights, to attend, speak, ask questions and vote on his/her 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 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 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. Please also 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.
- 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 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. 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.
- 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 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.
- Any alterations made to this form should be initialled.
- 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 2016 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. To declare a final dividend of 7.76 euro cent per Ordinary Share for the year ended 31 December 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. (i) To re-appoint J. B. McGuckian as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (ii) To re-appoint E. Rothwell as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (iii) To re-appoint D. Ledwidge as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (iv) To re-appoint C. Duffy as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (v) To re-appoint B. O'Kelly as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (vi) To re-appoint J. Sheehan as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise the directors to fix the auditors remuneration | <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 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Amendment of limits applicable to the Irish Continental Group Restricted Share Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approve the Irish Continental Group Performance Share Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. General authority to allot relevant securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolutions | | | |
| 9. To disapply statutory pre-emption provisions in specified circumstances for up to 5% of issued share capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To disapply statutory pre-emption provisions for up to an additional 5% of issued share capital in connection with specified transactions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To authorise the Company to make market purchases of its own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Company to re-issue treasury shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. 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 Gibson Hotel, The Point Village, East Wall Road, Dublin 1** on 17 May 2017 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 2016 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. To declare a final dividend of 7.76 euro cent per Ordinary Share for the year ended 31 December 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. (i) To re-appoint J. B. McGuckian as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (ii) To re-appoint E. Rothwell as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (iii) To re-appoint D. Ledwidge as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (iv) To re-appoint C. Duffy as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (v) To re-appoint B. O'Kelly as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (vi) To re-appoint J. Sheehan as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To authorise the directors to fix the auditors remuneration | <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 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Amendment of limits applicable to the Irish Continental Group Restricted Share Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approve the Irish Continental Group Performance Share Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. General authority to allot relevant securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Resolutions | | | |
| 9. To disapply statutory pre-emption provisions in specified circumstances for up to 5% of issued share capital | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To disapply statutory pre-emption provisions for up to an additional 5% of issued share capital in connection with specified transactions | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To authorise the Company to make market purchases of its own shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To authorise the Company to re-issue treasury shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. 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).