



FORM OF PROXY
EXTRAORDINARY GENERAL MEETING

For use at the Extraordinary General Meeting (the "Meeting") to be held at 11.00 a.m. at the registered office of the Company, 17 Pembroke Street Upper, Dublin 2 on February 16, 2021 and any adjournment thereof.

I/We the undersigned being a member/members of the above named Company hereby appoint the Chairman of the Meeting as my/or proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on February 16, 2021 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the resolutions as indicated by an "X" in the appropriate box. Unless otherwise directed, the proxy may vote as he/she thinks fit.

Table with 3 columns: Special Resolutions, For, Against. Row 1: To approve the Migration of the Migrating Shares to Euroclear Bank's Central Securities Depository. Row 2: To amend the Articles of Association in the manner set out in the exhibit to the Notice of the Meeting.

Table with 3 columns: Ordinary Resolution, For, Against. Row 3: To authorise and instruct the Company to take all steps to give effect to the Migration.

Signature \_\_\_\_\_

Dated \_\_\_\_\_ 2021

Name in full (BLOCK CAPITALS)

Address
\_\_\_\_\_
\_\_\_\_\_
\_\_\_\_\_

Notes:

- 1. A member entitled to attend and vote at the above meeting should appoint the Chairman of the meeting to act as Proxy on his/her behalf.
2. To be effective, a Form of Proxy (if executed by an Attorney together with any power of attorney or other authority under which it is executed, or a notorially certified copy thereof) must be completed and reach the registered offices of the Company's registrars, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, not less than forty eight hours before the time appointed for the Meeting.
3. The Form of Proxy must (i) in the case of an individual member be signed by the member or his/her attorney duly authorised in writing; or (ii) in the case of a body corporate be given either under its common seal or signed on its behalf by its duly authorised officer or attorney.
4. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The Company, pursuant to Section 1105 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (as amended), specifies that only those shareholders registered in the register of members of the Company as at close of business on 14 February 2021 (or in the case of an adjournment as at as at close of business 2 days before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.