

Irish Continental Group plc
(Registered in Ireland No.: 41043)

At the Extraordinary General Meeting of Irish Continental Group plc (“the Company”) held on 2 October 2012 the following resolutions were passed.

As a special resolution:

1 “THAT subject to and for the purposes of the Companies Act, 1990, and in substitution for the authority, granted at the Company’s annual general meeting on 30 May 2012, the Company be and is hereby generally authorised in accordance with Section 215 of the Companies Act, 1990 to make one or more market purchases (within the meaning of Section 212) of ICG Units in the capital of the Company (comprising one Ordinary Share of EURO 65 cent. each and ten Redeemable Shares of EURO 0.001 cent each) pursuant to, for the purpose of, or in connection with, a tender offer for ICG Units on the terms set out or referred to in the circular to the Company’s shareholders dated 7 September 2012, of which this Notice forms part, provided that:

(i) the maximum aggregate number of ICG Units hereby authorised to be purchased is 6,027,019;

(ii) the minimum price which may be paid for an ICG Unit purchased pursuant to the authority hereby conferred is the aggregate nominal value of the shares comprised therein, exclusive of expenses;

(iii) the maximum price which may be paid for an ICG Unit purchased pursuant to the authority hereby conferred is €18.50, exclusive of expenses;

(iv) the authority hereby conferred revokes the earlier authority granted by the Shareholders at the annual general meeting of the Company on 30 May 2012;

(v) this authority hereby conferred shall expire at the conclusion of the next annual general meeting or (if earlier) 30 November 2013 unless previously varied revoked or renewed; and

(vi) the Company may before such expiry make a contract for the purchase of ICG Units which would or might be wholly or partly executed after such expiry and may make a purchase of ICG Units pursuant to any such contract as if the authority hereby conferred had not expired.”

As ordinary resolutions:

2(a) “**THAT**, subject to the passing of Resolution 1, Resolution 2(b), Resolution 2 (c) and Resolution 2 (d), the sale by John B. McGuckian of such number of ICG Units as shall be his full entitlement, pursuant to a tender offer made by NCB Limited on the terms set out or referred to in the document of which this Notice forms part be and is hereby approved.”

2(b) “**THAT**, subject to the passing of Resolution 1, Resolution 2(a), Resolution 2 (c) and Resolution 2 (d), the sale by Eamonn Rothwell of such number of ICG Units as shall be his full entitlement, pursuant to a tender offer made by NCB Limited on the terms set out or referred to in the document of which this Notice forms part be and is hereby approved.”

2(c) “**THAT**, subject to the passing of Resolution 1, Resolution 2(a), Resolution 2 (b) and Resolution 2 (d), the sale by Garry O’Dea of such number of ICG Units as shall be his full entitlement, pursuant to a tender offer made by NCB Limited on the terms set out or referred to in the document of which this Notice forms part be and is hereby approved.”

2(d) “**THAT**, subject to the passing of Resolution 1, Resolution 2(a), Resolution 2 (b) and Resolution 2 (c), the sale by Anthony Kelly of such number of ICG Units as shall be his full entitlement, pursuant to a tender offer made by NCB Limited on the terms set out or referred to in the document of which this Notice forms part be and is hereby approved.”

Tom Corcoran
Company Secretary