

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

At the Annual General Meeting of Irish Continental Group plc (“the Company”) held on 13 May 2016 the following ordinary resolutions were passed:

1. To receive and consider the financial statements for the year ended 31 December 2015 and the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To declare a final dividend of 7.387 euro cent per ordinary share for the year ended 31 December 2015.
3. To re-elect (in each case by separate resolution) each of the Directors who, being eligible, offer themselves for reappointment:
 - (i) John B. McGuckian
 - (ii) Eamonn Rothwell
 - (iii) David Ledwidge
 - (iv) Catherine Duffy
 - (v) Brian O’Kelly; and
 - (vi) John Sheehan
4. To authorise the Directors to fix the remuneration of the Auditors for the year ending 31 December 2016.
5. To receive and consider the Report of the Remuneration Committee for the year ended 31 December 2015.
6. That the Directors of the Company be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount equal to €4,086,986 (representing approximately, the aggregate of: (i) 33.33% of the aggregate nominal value of the issued ordinary share capital (excluding treasury shares); and (ii) the authorised but unissued redeemable share capital of the Company as at 11 April, 2016 (being the latest practicable date prior to the date of this Notice of AGM)). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August 2017, whichever is earlier, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of the authority conferred by this ordinary resolution which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

At the Annual General Meeting of Irish Continental Group plc (“the Company”) held on 13 May 2016 the following special resolutions were passed:

7. That the Directors of the Company be and are hereby empowered pursuant to Sections 1022 and 1023(3) of the Companies Act 2014 to allot equity securities (as defined by

the said Section 1023 of the Companies Act 2014) for cash (including in the case of sub-paragraphs (i), (ii) and (iii) below, any shares purchased by the Company and held as treasury shares), pursuant to the authority referred to at Resolution 6 of this Notice of AGM, as if the said Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, provided that this power shall be limited to:

(i) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or other invitation to or in favour of the holders of ordinary shares and/or any persons having a right to subscribe for equity securities in the capital of the Company (including, without limitation, any persons entitled or who may become entitled to acquire equity securities under any of the Company's share option scheme or share incentive plans then in force) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of ordinary shares held by them and subject thereto the allotment in any case by way of placing or otherwise of any securities not taken up in such issue or offer to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory;

(ii) the allotment of equity securities pursuant to any of the Company's share option schemes for the time being in force; and

(iii) the allotment of equity securities up to a maximum aggregate nominal value of €1,212,717 representing approximately 10% of the issued ordinary share capital of the Company as at the close of business on 11 April 2016,

provided such that the authority conferred by this Resolution shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August, 2017, whichever is earlier, unless previously varied, revoked or renewed; and provided further, that the Company may before such expiry make an offer or agreement which would or might require equity securities (as defined by the said Section 1023 of the Companies Act 2014) to be allotted after such expiry and the Directors may allot equity securities pursuant to such offer or agreement as if the power conferred hereby had not expired.

8. That pursuant to Section 1074 of the Companies Act 2014, the Company and any subsidiary of the Company be and is hereby generally authorised to make market purchases and overseas market purchases (in each case as defined by Section 1072 of that Act), of ICG Units (as this term is defined in the Company's articles of association for the time being "ICG Units") in the Company on such terms and conditions and in such manner as the Directors of the Company may determine from time to time; but subject however to the applicable provisions of the Act and to the following restrictions and provisions:

(i) the maximum number of ICG Units authorised to be acquired shall not exceed 15% of the share capital of the Company in issue at close of business on the date of the passing of this Resolution;

(ii) the minimum price (excluding expenses), which may be paid for any ICG Unit shall be an amount equal to the aggregate nominal value of the shares comprised therein; and

(iii) the maximum price (excluding expenses) which may be paid for any ICG Unit shall be the higher of:

A. 5% above the lower of the average of the closing prices of the Company's ICG Units taken from the Irish Stock Exchange Daily Official List and the average of the closing prices of the Company's ICG Units taken from the London Stock Exchange Daily Official List in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the purchase is made (the "Relevant Price"), or if on any business day there shall be no dealing of ICG Units on the trading venue where the purchase is carried out or a closing price is not otherwise available, the Relevant Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; and

B. either: (1) the amount stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003 (the MAD Regulation), being the value of an ICG Unit calculated on the basis of the higher of the price quoted for: (i) the last independent trade of, and (ii) the highest current independent bid or offer for, any number of ICG Units on the trading venue(s) where the purchase pursuant to the authority conferred by this Resolution will be carried out, or (2) following a repeal of the MAD Regulation with effect from 3 July 2016, the amount stipulated in accordance with applicable regulatory technical standards developed pursuant to Article 5 of Regulation No. 596/2014 of the European Parliament and Council.

The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on 11 August, 2017, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 1074 of the Companies Act 2014. The Company may, before such expiry, enter into a contract for the purchase of ICG Units which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

9. That for the purposes of Section 1078 of the Companies Act 2014, the re-allotment price range at which any treasury shares (as defined by Section 106 of that Act) for the time being held by the Company may be re-allotted off-market shall be as follows:

(i) the maximum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the "Appropriate Price"; and

(ii) the minimum price (excluding expenses) at which a treasury share may be re-allotted off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Main Securities Market Listing Rules issued by the Irish Stock Exchange) operated by

the Company, or in all other cases shall be an amount equal to 95% of the “Appropriate Price” (provided always that no treasury share shall be issued at a price lower than its nominal value); and

(iii) for the purposes of sub-paragraphs (i) and (ii), the expression “Appropriate Price” shall mean the lower of the average of the closing prices of the Company’s ICG Units taken from the Irish Stock Exchange Daily Official List and the average of the closing prices of the Company’s ICG Units taken from the London Stock Exchange Daily Official List in each case for the five business days (in Dublin and in London, respectively, as the case may be) prior to the day the re-allotment is made, or if on any business day there shall be no dealing of ICG Units on the trading venue or a closing price is not otherwise available, the Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable.

The authority hereby conferred shall expire on close of business on the date of the next annual general meeting of the Company or at the close of business on 11 August, 2017, whichever is the earlier, unless previously varied, revoked or renewed by special resolution. The Company may before such expiry make a contract for the re-allotment of treasury shares which would or might be wholly or partly executed after such expiry and may make a re-issue or re-allotment of treasury shares pursuant to any such contract as if the authority hereby conferred had not expired.

10. That, in accordance with Section 1102 of the Companies Act 2014, a general meeting of the Company, other than an annual general meeting or a general meeting for the passing of a special resolution, may be called on 14 days’ clear notice (as defined in the articles of association of the Company).
11. That Clause 2 of the Memorandum of Association of the Company be deleted in its entirety and the words “ The Company is a public limited company registered under Part 17 of the Companies Act 2014” be substituted therefor.
12. That the Articles of Association produced to the meeting (a copy of which regulations are marked “AA13052016” for identification) be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.