**EXTRAORDINARY GENERAL MEETING**

**OF**

**Irish Continental Group plc**

(the **Company**)

The Company held an extraordinary general meeting at its registered office, Ferryport, Alexandra Road, Dublin 1, D01 W2F5 Ireland on Friday, 12 February 2021 at 11 a.m. and passed the following Resolutions:

1 **Special resolution within the meaning of sections 4, 5 and 8 of the Migration of Participating Securities Act 2019**

**"WHEREAS:-**

(a) the Company has notified Euroclear Bank SA/NV (**Euroclear Bank**) by a letter dated 23 November 2020 of the proposal that the relevant Participating Securities in the Company are to be the subject of Migration, in accordance with the Migration of Participating Securities Act 2019 (the **Migration Act**);

(b) the Company has received a statement in writing from Euroclear Bank dated 24 November 2020 (as required by section 5(6)(a) of the Migration Act) to the effect that the provision of the services of Euroclear Bank's settlement system to the Company will, on and from the Live Date, be in compliance with Article 23 of Regulation (EU) No 909/2014 of the European Parliament and of the Council of 23 July 2014 (**CSDR**); and

(c) the Company has received the statement from Euroclear Bank dated 24 November 2020 (as required by section 5(6)(b) of the Migration Act) to the effect that following;

(i) such inquiries as have been made of the Company by Euroclear Bank, and

(ii) the provision of such information by or on behalf of the Company, in writing, to Euroclear Bank as specified by Euroclear Bank,

Euroclear Bank is satisfied that the relevant Participating Securities in the Company meet the criteria stipulated by Euroclear Bank for the entry of the Participating Securities into the settlement system operated by Euroclear Bank.

**IT IS HEREBY RESOLVED** that this meeting approves of the Company giving its consent to Migration of the Migrating Shares to Euroclear Bank's central securities depository (which is authorised in Belgium for the purposes of CSDR) on the basis that the implementation of Migration shall be determined by and take effect subject to a resolution of the board of directors of the Company (or a committee thereof) at its discretion and provided that as part of Migration the title to the Migrating Shares will become and be vested in Euroclear Nominees Limited being a company incorporated under the laws of England and Wales with registration number 02369969 as part of Migration and acting in its capacity as the trustee for and/or nominee of Euroclear Bank for the purposes of the Migrating Shares being admitted to the Euroclear System. It being understood that:-

**Circular** means the circular issued by the Company to its shareholders and dated 15 January 2021;

**Euroclear System** means has the same meaning as defined in the Circular;

**Live Date** has the same meaning as defined in the Circular;

**Migration** has the same meaning as defined in the Circular;

**Migrating Shares** has the same meaning as defined in the Circular;

**Participating Securities** has the same meaning as defined in the Circular; and

**relevant Participating Securities** means all Participating Securities recorded in the register of members of the Company on the Live Date."

2 **Special resolution for the purposes of the Companies Act 2014**

"That, subject to the adoption of Resolution 1 in the Notice of this EGM, the Articles of Association of the Company, which have been signed by the Chairman of this EGM for identification purposes and which have been available for inspection at the registered office of the Company since the date of the Notice of this EGM, be approved and adopted as the new Articles of Association of the Company on and with effect from the passing of this Resolution and to the exclusion of the existing Articles of Association of the Company."

3 **Ordinary resolution for the purposes of the Companies Act 2014**

"That, subject to the adoption of Resolutions 1 and 2 in the Notice of this EGM, the Company be and is hereby authorised and instructed to:

(a) take any and all actions which the Directors, in their absolute discretion, consider necessary or desirable to implement Migration and/or the matters in connection with Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide (as amended from time to time)); and

(b) appoint of any persons as attorney or agent for the holders of the Migrating Shares to do any and all things, including the execution and delivery of all such documents and/or instructions as may, in the opinion of the attorney or agent, be necessary or desirable to implement Migration and/or the matters in connection with Migration referred to in the Circular (including the procedures and processes described in the EB Migration Guide (as amended from time to time)) including:

(i) instructing Euroclear Bank and/or Euroclear Nominees to credit the interests of the holders of the Migrating Shares in the Migrating Shares (i.e. the Belgian Law Rights representing the Migrating Shares to which such holder was entitled) to the account of the CREST Nominee (CIN (Belgium) Limited) in the Euroclear System, as nominee and for the benefit of the CREST Depository (or the account of such other nominee(s) of the CREST Depository as it may determine);

(ii) any action necessary or desirable to enable the CREST Depository to hold the interests in the Migrating Shares referred to in sub-paragraph (i) above on trust pursuant to the terms of the CREST Deed Poll or otherwise and for the benefit of the holders of the CREST Depository Interests (**CDIs**) (being the relevant holders of the Migrating Shares);

(iii) any action necessary or desirable to enable the issuance of CDIs by the CREST Depository to the relevant holders of the Migrating Shares, including any action deemed necessary or desirable in order to authorise Euroclear Bank, the CREST Nominee and/or any other relevant entity to instruct the CREST Depository and/or EUI to issue the CDIs to the relevant holders of the Migrating Shares pursuant to the terms of the CREST Deed Poll or otherwise; and

(iv) without prejudice to the rights and entitlements of the Company otherwise so to do, the release by the Company's registrar, the secretary of the Company and/or EUI of such personal data of a holder of Migrating Shares as is required by Euroclear Bank, the CREST Depository and/or EUI to effect Migration and the issue of the CDIs.

It being understood that capitalised terms used in this Resolution shall have the meaning given to them in the circular issued by the Company to its shareholders on 15 January 2021 and dated 15 January 2021."