

*All resolutions passed by Irish Residential Properties REIT plc*

*at its 2022 Annual General Meeting*

*other than resolutions concerning ordinary business*

**Special Business**

6. To receive and consider the Report of the Remuneration Committee on Directors' Remuneration for the year ended 31 December 2021 (other than the Remuneration Policy) as set out on pages 83 to 100 of the Company's 2021 Annual Report (**Resolution 6**).
7. To consider and, if thought fit, to pass the following as an ordinary resolution (**Resolution 7**):

That, the Directors be and they 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 and issue all relevant securities (within the meaning of Section 1021 of the Companies Act 2014) of the Company:

- (a) without prejudice to or limitation of any power and authority granted pursuant to paragraph (b) of this Resolution 7, up to an aggregate nominal value of €17,650,866.27 representing approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company as at 5 p.m. on 11 April 2022; and
- (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 7, up to an aggregate nominal value of €8,828,081.03 representing a further approximately 16.67% of the aggregate nominal value of the issued ordinary share capital of the Company as at 5 p.m. on 11 April 2022 provided that any equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 7  
(b) are offered by way of one or more rights issues for period(s) fixed by the Directors to or in favour of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company at such record date(s) as the Directors may determine and where the equity securities respectively attributable to the interests of such holders and persons are proportional in nominal value (as nearly as may be practicable) to the respective number of equity securities held by them on such record date(s), and subject generally, but without limitation to any of the foregoing, to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to legal and/or practical issues (including to deal with any fractional entitlements and/or arising in respect of overseas members and/or jurisdictional issues) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory.

The authority hereby conferred under this Resolution 7 shall commence at the time of the passing of this resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or close of business on the date which is 15 calendar months after the date of passing this resolution, whichever is earlier, unless and to the extent that such power is varied, revoked, or renewed prior to such date; provided that the Company may before such expiry make offer(s) and/or agreement(s) which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of any such offer(s) and/or agreement(s) as if the power conferred hereby had not expired.

9. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 9**):

That the Company and any subsidiary of the Company for the time being be and they are each hereby generally and unconditionally authorised to make market purchases including overseas market purchases (in each case within the meaning of Section 1072 of the Companies Act 2014), of any ordinary shares in the share capital of the Company (including any contract of purchase, which will or might be concluded wholly or partly after the expiry date below) on such terms and conditions and in such manner as the Directors may determine from time to time subject to the provisions of the Companies Act 2014, provided that:

- a. the maximum number of ordinary shares, which may be acquired pursuant to this authorisation is €7,943,684.19, representing 15% of the issued ordinary shares in the share capital of Company as at 5 p.m. on 11 April 2022;
- b. the maximum price (excluding expenses) at which a purchase pursuant to this authorisation will be made will be the higher of:
  - i. 105% of the “Appropriate Price” as defined below; and
  - ii. the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 adopted by the European Commission pursuant to Article 5 of Regulation No. 596/2014 of the European Parliament and Council (being the value of an ordinary share calculated on the basis of the higher of the price quoted for:
    - 1. the last independent trade of; and
    - 2. the highest current independent bid or offer for,any number of ordinary shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out);
- c. the minimum price (excluding expenses), which may be paid for ordinary shares purchased pursuant to this authorisation will be an amount equal to the nominal value thereof; and

- d. this authority expires at close of trading on the earlier of the date of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date which is 15 calendar months after the passing of this special resolution unless and to the extent varied, revoked or renewed by special resolution prior to such date, save that the Company may make a purchase after the expiry of the authorisation in any case where the contract of purchase is executed wholly or partly before the authorisation expired and may complete any such contract as if the authority conferred had not expired.

For the purpose of Resolution 9 and Resolution 10, the “**Appropriate Price**” is the average of the five amounts resulting from determining whichever of the following (I), (II) or (III) specified below in relation to shares of the class of which such treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is re-issued, as determined from information on the business done published in the Daily Official List in Dublin of the Irish Stock Exchange plc (trading as Euronext Dublin) relating to each of these five business days:

- I. if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- II. if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- III. if there shall not be any dealing reported for the day, the average of the high and low market guide prices for the day,

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day, then that day shall not count as one of the said five business days for the purposes of determining the “Appropriate Price”. If the means of providing the foregoing information as to dealings and prices by reference to which the “Appropriate Price” is to be determined is altered or is replaced by some other means, then the “Appropriate Price” is to be determined on the basis of the equivalent information published by the relevant authority in relation to dealings published in the Daily Official List in Dublin of the Irish Stock Exchange plc (trading as Euronext Dublin) or its equivalent.

10. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 10**):

That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to re-allot treasury shares (within the meaning of Section 106 of the Companies Act 2014) as relevant securities and pursuant to Section 1023 of the Companies Act 2014, to re-allot treasury shares as equity securities as if Section 1022(1) of the Companies Act 2014 did not apply to any such re-allotment provided that:

**Re: Euronext Dublin – LR 6.1.60**

- a. this power shall be subject to the limits provided by Resolutions 7, 8(a) and 8(b) and shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date which is 15 calendar months after the passing of this special resolution unless and to the extent varied, revoked or renewed by special resolution prior to such date, save that the Company may before such expiry make offer(s) and/or agreement(s), which would or might require such re-allotment to occur after such expiry and the Directors may re-allot securities pursuant to any such offer(s) and/or agreement(s) as if the power conferred hereby had not expired;
- b. the price range at which any treasury shares may be re-allotted off market for the purposes of Section 109 or Section 1078 of the Companies Act 2014 shall be as follows:
  - i. the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Appropriate Price, as defined in Resolution 9 above;
  - ii. in the case of re-allotments of shares other than to satisfy entitlements under the Company's LTIP, share options or employees' share schemes, the minimum price at which a treasury share may be re-allotted off-market shall be not less than 95% of the Appropriate Price, as defined in Resolution 9 above (provided always that no treasury share shall be issued at a price lower than its nominal value); or
  - iii. in the case of re-allotments of shares to satisfy entitlements under the Company's LTIP, share options or employees' share schemes, the minimum price at which a treasury share may be re-allotted off-market shall be an amount equal to the nominal value thereof.