

**THIS DOCUMENT AND ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the course of action to take, you should immediately consult your independent professional adviser, being, in the case of Irish resident shareholders, an organisation or firm authorised or exempt under the Investment Intermediaries Act 1995 (as amended) or an authorised investment firm within the meaning of the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or another appropriately authorised professional adviser if you are resident in a territory outside Ireland.

If you sell or otherwise transfer, or if you have sold or otherwise transferred all of your shares in Irish Residential Properties REIT plc, please forward this document and accompanying documents (but not the personalised Form of Proxy) to the purchaser or transferee of such shares or to the stockbroker, bank or the agent through whom the sale or transfer is being or was effected, for onward transfer to the purchaser or transferee. If you sell or otherwise transfer, or if you have sold or otherwise transferred some of your shares, you should immediately consult the stockbroker, bank or other agent through whom the sale or transfer is or was effected for the onward transfer to the relevant purchaser or transferee for the course of action you should take.

The Directors, whose names appear on page 7 of this document, accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

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## **Irish Residential Properties REIT plc**

*(incorporated in Ireland and registered under the Companies Act 2014 with registered number 529737)*

### **Circular to Shareholders and Notice of Extraordinary General Meeting**



#### **THIS IS AN IMPORTANT DOCUMENT**

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**YOUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE AGAINST ALL VISION RESOLUTIONS AT THE EGM**

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Your attention is drawn to the letter from the Board of Directors of Irish Residential Properties REIT plc (“**I-RES**” or the “**Company**”) set out on pages 7 to 17 of this document, which explains the purpose of the Vision Resolutions to be proposed at the Extraordinary General Meeting and includes a unanimous recommendation from the Board to shareholders of the Company (the “**Shareholders**”) to **VOTE AGAINST ALL VISION RESOLUTIONS** to be proposed at the EGM.

**Notice convening the Extraordinary General Meeting of the Company to be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson’s Quay, Dublin 2, D02 YT21, Ireland on Friday, 16 February 2024 at 11:00 a.m. and related Statement of Procedures are set out on pages 33 to 37 of this document.**

**YOUR VOTE IS IMPORTANT.** Whether or not Shareholders wish to attend the EGM, they are urged to **VOTE AGAINST** all Vision Resolutions **in advance of the EGM** by completing the enclosed Form of Proxy in accordance with the instructions printed on the form and return it, together with any authority under which it is executed or a copy of such authority certified notarially either by post or by hand (during normal business hours) to the Company’s registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible and, in any event, so as to be received no later than 11:00 a.m. on Wednesday, 14 February 2024. **Failing to vote is not the same as voting AGAINST the Vision Resolutions. The outcome will be determined by voting, and shares that are not voted will be irrelevant to the outcome.**

Shareholders are also invited to submit their votes in respect of the Vision Resolutions to be put to Shareholders at the EGM through any other means described in this document. The process of appointing a proxy will depend on the manner in which you hold your shares. Details of how to do this are provided in the Statement of Procedures to the Notice of Extraordinary General Meeting set out on pages 35 to 37 of this document. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

## EXECUTIVE SUMMARY

<p><b>Why have I received this document?</b></p>	<p>The Board of I-RES is convening an Extraordinary General Meeting (“EGM”) following a Requisition Notice received on 18 December 2023 from Vision Capital Corporation (“<b>Vision</b>”). Vision and its affiliates have an interest in approximately 5% of the Company’s existing issued share capital as at that date, which entitles Vision to requisition an EGM of the Company in accordance with shareholder rights under the Companies Act 2014.</p> <p>The EGM will be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson’s Quay, Dublin 2, D02 YT21, Ireland on Friday, 16 February 2024 at 11.00 a.m. (Irish time).</p>
<p><b>What is the Extraordinary General Meeting about?</b></p>	<p>The Vision Resolutions, as proposed in their Requisition Notice (and as set out at Resolutions 1 to 4 in the Notice of EGM attached at the end of this document) (the “<b>Vision Resolutions</b>”) seek to remove five of the nine existing Directors of I-RES and to appoint five Vision Nominees as Directors filling any vacancies arising.</p> <p>In addition, the Vision Resolutions seek the issue of a shareholder direction to the Board to appoint an adviser to assist I-RES in a strategic review process with a view to concluding a sale of I-RES or its assets or a liquidation within the next 24 months. The Vision Resolutions also seek to amend the Company’s Articles of Association to require that the Board comply with any such shareholder direction.</p> <p><b>THE BOARD BELIEVES THE VISION RESOLUTIONS ARE NOT IN THE BEST INTERESTS OF ALL SHAREHOLDERS AND RECOMMENDS THAT YOU VOTE AGAINST THESE AT THE EGM</b></p>
<p><b>Why VOTE AGAINST the Vision Resolutions?</b></p>	<p>The Vision Resolutions, put forward by a c.5% Shareholder, seek to take control of the Company by seeking five of the nine existing Board seats, and the total liquidity of I-RES in a defined period of time. The Board believes this seriously risks the value inherent in the assets and the platform of I-RES in forcing a risky and potentially value destructive approach that, while it might be in the interests of Vision, is not in the interests of Shareholders as a whole. Your independent, experienced Board understand the desire of certain Shareholders to achieve near term liquidity, but this must be balanced against the interests of all Shareholders and is committing to a Strategic Review which will explore all value maximising options, in order to determine the right way forward for IRES and all its Shareholders.</p> <p>The Board strongly recommends that Shareholders <b>VOTE AGAINST</b> all of the Vision Resolutions at the EGM, for the following reasons:</p> <ul style="list-style-type: none"> <li>• <b>The Company continues to deliver on its strategy with a proven track record and there are no grounds for an immediate change of the majority of the Board proposed by Vision</b> – The Board, together with Management, have taken the right strategic decisions over a number of years to maximise value for all Shareholders, which has placed the Company in a strong position in the current environment and for the future. Despite challenging market conditions, the Company has successfully repositioned to a fully integrated business with effective asset management and capital allocation. Over the last two years, through the addition of new properties with high sustainability ratings, disposal of properties, individual units and non-income earning assets at or above book value and significantly above cost, the Company has strengthened its balance sheet and the quality of the portfolio.</li> <li>• <b>The Board acts responsibly, in the best interests of all Shareholders and is open and responsive to market conditions and Shareholders</b> – Following recent discussions with Shareholders and careful consideration of the outlook for 2024, I-RES has today announced its decision to commence an I-RES-led strategic review of the Group in Q1, 2024. The review will comprise a comprehensive consideration of all strategic options available to the Company to maximise and unlock value for Shareholders including, but not limited to, new strategic initiatives, consolidation, combination, merger or other corporate action, a review of the Company’s status as a listed REIT, the sale of the entire issued share capital of the Company, and selling the Company’s assets and returning capital to Shareholders (“<b>Strategic Review</b>”).</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Vision is seeking to take majority control of the I-RES Board and to weaken independent oversight of the Company</b> – The Board believes that Vision, a minority Shareholder with only a 5% holding in the Company (which should not carry control rights), has put forward the Vision Resolutions principally as a means by which it can obtain control of five of the nine existing Board seats without paying Shareholders a premium or a fair price for obtaining control of the Company. The Board believes the Vision Nominees are likely to lack independent perspective and may compromise the effective governance of the Board. Three of the five Vision Nominees appear to have current or historical professional affiliations to Vision and, or, Ewing Morris, a 0.7% Shareholder, closely linked to Vision through support in another activist investment campaign and which publicly declared its alignment with Vision on I-RES matters at the 2023 AGM.</li> <li>• <b>Vision has no credible plan to create value</b> – Vision has not articulated an alternative business or operational strategy for the Company beyond a liquidation or a sale. Vision’s sole objective appears to be to create a forced liquidity event to serve its own interests through a sale of I-RES or its assets or a liquidation within 24 months, irrespective of market and other conditions. The Board notes that, notwithstanding Vision’s previous public campaign in 2023 and private campaigns since 2021, demanding that the Company be put up for sale, the Company has not received any approach from any potential offeror relating to the acquisition of the Company.</li> <li>• <b>The Board believes Vision’s campaign is intended to disrupt and destabilise the Company and its operations</b> – The proposal to remove the CEO and CFO of the Company shortly before reporting season, as well as the Chairman, Chair of the Audit Committee and Chair of the Remuneration Committee, opens up significant operational and reporting risk, is contrary to good governance, and importantly, would disrupt the orderly succession processes for the CEO and Chair which are currently being run in line with corporate governance best-practice in order to appoint the most suitable candidates to both roles.</li> <li>• <b>I-RES has a diverse and majority independent Board which has been renewed with an appropriate balance of skills and experience to steward I-RES into the future</b> – The Board comprises a well-balanced and highly experienced team focused on serving the interests of all Shareholders and other stakeholders over the long-term. Vision is proposing to replace proven and experienced Board members without advancing any clear rationale with nominees possessing significantly less real estate, public company, and local market expertise, leaving the Company in breach of key principles of the UK Corporate Governance Code.</li> </ul>
<b>How is the proposed Company-led Strategic Review different to the Strategic Review being forced by Vision?</b>	<ul style="list-style-type: none"> <li>• The I-RES proposed Strategic Review will enable the Board to actively consider and weigh the relative advantages and disadvantages of each potential option identified by the Strategic Review to achieve maximum value for all Shareholders having regard to the macro-economic and regulatory environment. By contrast, Vision is proposing a strategic review which constrains the Company to a predetermined forced sale within two years. The Board believes this framework is typical of a distressed sale situation and unnecessarily limiting at a time when the macro-economic outlook may be changing.</li> <li>• By rejecting the Vision Resolutions, all Shareholders will benefit from the outcome of a rigorous Strategic Review without yielding control of the Board and the Company to a 5% Shareholder, and without major disruption to the Company, its Board and Management. The current Board, to be refreshed with a new Chair and CEO in due course, has in-depth knowledge of the business and is best placed to carry out this Strategic Review, acting in the best interests of all Shareholders.</li> <li>• Unlike Vision’s limited strategic review proposal, the I-RES Strategic Review’s focus will include a sale of the business or of its assets as two of several options to be assessed rather than the only predetermined options.</li> </ul>
<b>How do I vote?</b>	<ul style="list-style-type: none"> <li>• A Form of Proxy for use at the EGM is enclosed. If you wish to validly appoint a proxy, the Form of Proxy should be completed and signed in accordance with the instructions printed thereon, and returned to the Company’s Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible and, in any event, by no later than 11 a.m. on Wednesday, 14 February 2024.</li> </ul>

	<ul style="list-style-type: none"> <li>• Alternatively, electronic proxy appointment is also available for the EGM. This facility enables Shareholders to appoint a proxy by electronic means by logging on to <a href="http://www.eproxyappointment.com">www.eproxyappointment.com</a>. To appoint a proxy on this website, Shareholders need to enter a Control Number, Shareholder Reference Number (SRN), PIN and agree to the terms and conditions specified by the Company's Registrar. The Control Number, the Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy. The electronic proxy appointment must be received electronically by no later than 11 a.m. on Wednesday, 14 February 2024.</li> <li>• Persons who hold interests in their Ordinary Shares through the Euroclear Bank system or as CDI's through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes or voting instructions for the EGM through the respective systems. Further instructions on how to appoint a proxy (including by Euroclear Bank participants and CDI holders) are set out at the end of this document under the heading "Statement of Procedures".</li> </ul>
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**THE BOARD BELIEVES THAT THE VISION RESOLUTIONS ARE NOT IN THE BEST INTERESTS OF THE COMPANY AND SHAREHOLDERS AS A WHOLE.**

**THEREFORE, THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE AGAINST ALL VISION RESOLUTIONS AT THE EGM.**

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## TIMETABLE FOR EXTRAORDINARY GENERAL MEETING

<i>Event</i>	<i>Time and Date</i>
Date of publication of this document	Monday, 8 January 2024
Latest time and date for receipt of Form of Proxy from Shareholders	11:00 a.m. on Wednesday, 14 February 2024
Voting record time for the EGM	6:00 p.m. on Monday, 12 February 2024
Time and date of the Extraordinary General Meeting	11:00 a.m. on Friday, 16 February 2024
Location of the Extraordinary General Meeting	The Clayton Hotel, Cardiff Lane, Sir John Rogerson's Quay, Dublin 2, D02 YT21, Ireland

**11:00 A.M. ON WEDNESDAY, 14 FEBRUARY 2024  
IS THE LATEST TIME FOR US TO RECEIVE YOUR PROXY FORM**

Each of the times and dates in the table above is indicative only and may be adjusted by I-RES, in which event details of the new times and dates will be notified, by way of an announcement issued via a regulatory information service, to the Irish Stock Exchange. References to times in this document are to Dublin times unless otherwise stated.

### FORWARD LOOKING STATEMENTS

This document contains forward-looking statements. These statements relate to the Company's or the Group's future prospects, developments and business strategies. Forward-looking statements are identified by their use of terms and phrases such as "potential", "estimate", "expect", "may", "will" or the negative of those, variations or comparable expressions, including references to assumptions.

The forward-looking statements in this document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. These forward-looking statements speak only as at the date of this document. No statement in this document is intended to constitute a profit forecast or profit estimate for any period.

Neither the Directors nor the Company undertake any obligation to update forward-looking statements or risk factors other than as required by the Euronext Dublin Listing Rules or by the rules of any other securities regulatory authority, whether as a result of new information, future events or otherwise.

### SOURCES AND BASES

This document contains statements concerning the relative financial position and/or performance of I-RES compared to nine peer companies operating in the European residential market. These statements are based on financial information published generally by the following companies each of which is a regulated European-based company operating in the residential rental market of comparable size to I-RES (i.e., with a meaningful free float market capitalisation of less than €1,500 million): Phoenix Spree Deutschland Ltd; Peach Property Group AG; HEBA Fastighets AB; KlaraBo Sverige AB; Svenska Nyttobostader AB<sup>1</sup>; European Residential REIT; Home Invest Belgium SA; Neobo Fastigheter AB; and John Mattson Fastighets AB.

<sup>1</sup> Svenska Nyttobostader AB is not included in NAV/SP benchmarking in this document as it does not report on NAV.

**PART I**

**LETTER FROM THE BOARD OF IRISH RESIDENTIAL  
PROPERTIES REIT PLC**

**IRISH RESIDENTIAL PROPERTIES REIT PUBLIC  
LIMITED COMPANY**

*(incorporated in Ireland and registered under the Companies Act 2014 with registered number 529737)*

**Directors**

*Declan Moylan, Independent Non-Executive Chairman*  
*Margaret Sweeney, Chief Executive Officer, Executive Director*  
*Brian Fagan, Chief Financial Officer, Executive Director*  
*Joan Garahy, Independent Non-Executive and Senior Independent Director*  
*Hugh Scott-Barrett, Independent Non-Executive Director (UK)*  
*Denise Turner, Independent Non-Executive Director*  
*Phillip Burns, Non-Executive Director (UK and USA)*  
*Stefanie Frensch, Independent Non-Executive Director (Germany)*  
*Tom Kavanagh, Independent Non-Executive Director*

**Registered Office**

*South Dock House*  
*Hanover Quay*  
*Dublin 2 D02W94*

**Company Secretary**

*Anna-Marie Curry*

8 January 2024

*To the shareholders of Irish Residential Properties REIT plc (“I-RES” or the “Company”), (the “Shareholders”)*

Dear Shareholder,

**1. INTRODUCTION**

The Board of I-RES is convening an Extraordinary General Meeting (“EGM”) to be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson’s Quay, Dublin 2, D02 YT21, Ireland on Friday, 16 February 2024 at 11:00 a.m.

The EGM is being convened as a result of a requisition received on 18 December 2023 from Vision. Vision notified I-RES on 18 December 2023 that it and its affiliates have an interest in 26,524,425 Ordinary Shares, representing approximately 5% of the Company's issued share capital as at that date, which entitles Vision to requisition an extraordinary general meeting of the Company in accordance with shareholder rights under the Irish Companies Act 2014.

The Vision Resolutions, as proposed in that requisition (and as set out at Resolutions 1 to 4 in the Notice of EGM attached at the end of this document) (the “**Vision Resolutions**”) seek to remove five of the nine existing Directors of I-RES in the following order: Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy and Tom Kavanagh (Resolution 1); and to appoint five Vision Nominees as Directors filling any vacancies arising under Resolution 1 in the following order: Amy Freedman, Richard Nesbitt, Colm Lauder, Mark Barr and Sharon Stern (Resolution 2).

In addition, the Vision Resolutions seek the issue of a shareholder direction to the Board to appoint an adviser to assist I-RES in a strategic review process with a view to concluding a sale of I-RES or its assets or a liquidation within the next 24 months (Resolution 4). The Vision Resolutions also seek to amend the Company’s Articles of Association to require that the Board comply with any such shareholder direction (Resolution 3).

This letter provides Shareholders with details of the Vision Resolutions, the existing Directors that Vision seeks to remove from the Board, the persons nominated for election to the Board by Vision, Vision’s relationship with the Company and various matters raised by Vision. It also includes the reasons for the Board’s unanimous recommendations to vote against the Vision Resolutions.



As noted in the Executive Summary, the Vision Resolutions, put forward by a c.5% Shareholder, seek to take control of the Company by seeking five of the nine existing Board seats, and the total liquidity of I-RES in a defined period of time. The Board believes this seriously risks the value inherent in the assets and the platform of I-RES in forcing a risky and potentially value destructive approach that, while it might be in the interests of Vision, is not in the interests of Shareholders as a whole. Your Board understands the desire of certain Shareholders to achieve near term liquidity, but this must be balanced against the interests of all Shareholders and is committing to a Strategic Review which will explore all value maximising options, in order to determine the right way forward for IRES and all its Shareholders.

In particular, your Board believes that:

- The existing Board, as re-elected by Shareholders in May 2023, is best placed to steward the future of the Company and has taken strategic decisions over the last number of years which have delivered value protection and enhancement for Shareholders. The Board believes that there are no grounds for the Board changes proposed by Vision.
- As announced today, the Board intends to implement a Strategic Review later in Q1 2024 meaning all Shareholders will benefit from the outcome of a rigorous and objective strategic review without yielding control of the Board and the Company to any one shareholder.
- The Board believes that the Vision Resolutions are not in the best interests of the Company and Shareholders as a whole. The Board believes that Vision has proposed the Vision Resolutions principally as a means by which it can obtain control of the Board without paying Shareholders a premium or a fair price for obtaining control of the Company. In addition, the Board believes that approval of the Vision Resolutions would have a negative impact on the effectiveness of the Board, its independent oversight of the Group, prejudice the business and its operations as well as impeding reporting of financial results for the year ended 31 December 2023.
- Under normal course governance practices the Board undergoes an orderly refresh with structured transition arrangements in place as and when required. The continued contribution of the existing and appropriately qualified Directors is required to ensure orderly stewardship, implementation of the Strategic Review and ensure the necessary degree of independence and balance of skills and experience on the Board.

**ACCORDINGLY, THE BOARD UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS  
VOTE AGAINST ALL VISION RESOLUTIONS AT THE EGM**

## **2. THE COMPANY'S HISTORY AND STRATEGY**

### *Overview*

Since the IPO in 2014 and following internalisation of the management of I-RES in 2022, the Board has set out and delivered a clear strategic vision and investment proposition to be the provider of choice for the private residential rental sector in Ireland. I-RES is known for providing excellent service, for operating responsibly, for minimising its environmental impact and maximising returns to all stakeholders and the communities in which it operates. I-RES places building a sustainable business at the heart of its strategy and its investment approach providing and operating a modern residential asset portfolio with key sustainability features.

The Board has overseen the growth of I-RES from 338 apartments at IPO in 2014 to 3,734 apartments and presided over the acquisition, development and management of a modern portfolio of assets with a total value of over €1.35 billion. The portfolio has consistently excellent occupancy rates in excess of 99%, an average age of approximately 14 years and strong energy and customer satisfaction ratings. The Company's carbon reduction and ESG strategy has delivered continued improvement as measured by external ratings including 86% of assets holding energy ratings A to C. These assets generate a sustainable rental income stream within a regulated REIT framework and distribute attractive income streams to I-RES' investors through the legally required pay-out ratio of 85% of property rental income to shareholders.

The Company is well managed and benchmarked across key cost metrics, including operational expenditure and general and administrative costs. I-RES maintains cost levels in line with its comparable European residential peers, with the ratio of general and administrative cost to total revenue at 13% for I-RES, compared to an average of 16% for those peers.



There have been significant changes in the regulatory and macro-economic landscape since the IPO and the Board has adapted I-RES' strategy accordingly to reflect the prevailing risk environment, ensuring the Company delivers on operational performance, allocation of capital and asset recycling to deliver long-term risk adjusted sustainable returns and maximise value for Shareholders.

For the first six years as a listed business, I-RES experienced relatively supportive macro-economic conditions with low interest rates and buoyant economic conditions in Ireland. The pandemic, coupled with the fastest rising interest rate environment in history, has seen broader public listed real estate valuations come under significant pressure. In addition, regulatory restrictions in Ireland imposing annual rent increases of no more than 2% since December 2021 has impacted I-RES' ability to increase rents despite high demand for properties continuing.

I-RES recent share price performance has reflected these macro trends. In spite of I-RES' strong underlying operational performance, I-RES' shares have broadly traded in line with broader European real estate NAV discounts. However, as of 4 January 2024, I-RES' discount to NAV was (-27%) versus an average discount of (-48%) for its comparable European residential peers.

I-RES has delivered greater total shareholder returns on average compared to its comparable European residential peers, with a total shareholder return of 2.4% over the 12-month period to 4 January 2024, compared to an average of (-22.5%) for such peers. I-RES also outperformed the peers' average in the three-year period to 15 December 2023.

A key action instigated by the Board to reduce costs, which stands to create greater longer-term value for Shareholders, was internalisation and the acquisition of the Company's investment manager which completed in 2022. With a fully internalised management structure and an integrated platform, I-RES is better positioned to control costs and the Company is on track to deliver a stable NRI margin broadly in line with 2022, reflecting ongoing focus and initiatives to mitigate cost inflation, maximise revenues from the portfolio and to leverage the Company's operating platform.

Whilst the macro conditions remain finely balanced, the Board has consistently listened to Shareholder concerns around the discount to NAV and has been active in seeking ways to address this. The Board continues to regularly review strategic options and ways to create further value. Despite challenging market conditions, the Company has successfully repositioned with effective asset management and capital allocation. Over the last two years, through the addition of new properties with high sustainability ratings, and the disposal of properties, individual units and non-income earning assets at or above book value and significantly above cost, the Company has strengthened its balance sheet and the quality of the portfolio.

At the AGM in 2023, the Board announced a programme of asset sales to highlight and deliver value. The Board has successfully delivered on this objective, realising approximately €100 million of asset sales in 2023, further strengthening the balance sheet with limited impact on earnings, given the Group's targeted strategy to deploy disposal proceeds against retiring the Group's most expensive financing facilities. Such pro-active capital management and maintenance of a robust financial position has meant that, unlike a number of European residential companies, I-RES has not needed to raise new capital nor place restrictions on, or withdrawals of, its dividend policy as a response to the recent challenging recent market environment.

The Board and Management successfully delivered another strong operational and financial performance for the first half of 2023 and announced continued strong performance and stable cash flows in its October 2023 trading update. Through a continued focus on operational excellence, Company revenues increased to €44.3 million, a 5.2% increase for the first half year 2023, period-on-period, which was supported by a consistently high occupancy rate of in excess of 99% throughout the period and robust NRI margins – a standout feature of the business. This strong operational performance, driven by organic rental growth across the Company's existing portfolio and the ongoing positive financial impact of portfolio expansion, together with intensive cost management, supported the increase in NRI of 5.1% to €34.3 million.

Since 2022, we have strategically invested in the creation of our vertically integrated operating platform which has supported a streamlining of our operations, including performance analysis, improved collection rates, improved service delivery, maximising ancillary revenue, cost and process efficiencies, supported ESG initiatives as well as a digitally enabled tenant information, engagement and service APP. The platform has already significantly transformed our operations and it demonstrates the Company's commitment to investing in and leveraging technology to improve service delivery, cost efficiency and ongoing value generation for the Company.

### *Chair and CEO succession processes*

The processes for selecting a new Chair and CEO of the Company are ongoing, with each being conducted in line with best practice under the UK Corporate Governance Code. External consultants are supporting the Company in both processes, ensuring a fair and transparent process for the appointment of the most suitable candidates to both roles. The appointment of both the Chair and CEO under these processes will be carefully managed to ensure an orderly transition and transfer of knowledge. The new Chair and CEO, along with the I-RES Board, will be key to the implementation of the Strategic Review, acting in the best interest of all Shareholders.

### *I-RES 2024 Strategic Review*

During 2023, the Board has continued its strong focus on assessing all options to create long-term value for Shareholders and has been in dialogue with its Shareholders on this topic. The Board is cognisant of the fact that the I-RES share price and discount to NAV continue to fail to reflect the underlying value of the assets, platform and I-RES business as a whole. As announced earlier today, following extensive and considered discussions internally and over the last couple of months with a number of Shareholders, including Vision, the Board has concluded that it is now an appropriate time to commence a formal strategic review which will seek proposals from third parties, to assess the future of I-RES. This review will formally commence later in Q1, 2024 following publication of the Company's results for the year ended 31 December 2023. Moreover, the Board believes that, while external macro factors continue to cause challenges in the real estate sector, there are early signs that 2024 may represent a more appropriate time to conduct a strategic review, with potential for greater financial market stability and moderating inflation levels resulting in the outlook for interest rates stabilising with potential for rate improvements. This backdrop affords more strategic flexibility to the Company.

The Strategic Review will comprise a comprehensive consideration of all strategic options available to the Company to maximise and unlock value for Shareholders, including, but not limited to, new strategic initiatives, some form of consolidation, combination, merger or other corporate action, a review of the Company's status as a listed REIT, the sale of the entire issued share capital of the Company, and selling the Company's assets and returning capital to Shareholders. Unlike Vision's limited and predetermined strategic review proposal, the Company's Strategic Review focus will include a sale of the business or of its assets as two of several options to be assessed rather than the only options.

Further details on the Strategic Review are outlined in section 7 (*The I-RES Strategic Review*) of this Part 1.

## **3. BACKGROUND TO 5% SHAREHOLDER REQUISITION**

### **3.1 History of Vision's interest in, and interaction with, the Company**

Vision is a Canadian-based international investment group, founded in 2008, which manages alternative investment funds that focus on investments in publicly traded securities in the real estate sector. Vision became a shareholder in the Company in 2014, with its shareholding reaching 5% for the first time in June 2021. Vision has a history of engagement in activist campaigns in its investee companies.

In particular, we note Vision's previous campaign against First Capital REIT. That campaign ultimately saw Vision, together with Ewing Capital in their capacities as shareholders of First Capital REIT, enter into a support and cooperation agreement pursuant to which it was agreed that Mr. Richard Nesbitt (a member of the Advisory Board of Vision since 2014 and now also proposed as a Vision Nominee to the Board of I-RES) would be appointed to the board of directors of First Capital REIT.

Ewing Morris is also a Canadian based investment manager, founded in 2011. Ewing Morris holds just 0.7% of the issued share capital of I-RES. Ewing Morris is linked to Vision through its previous support in the First Capital REIT campaign noted above and also through the publication of an open letter against I-RES in support of Vision prior to the 2023 AGM. Amy Freedman, a Vision Nominee to the Board of I-RES, is an employee of Ewing Morris.

Part II of this Circular sets out a chronology of Vision's investment in and relationship with the Company and references the open letter published by Ewing Morris in advance of the 2023 AGM.

### **3.2 Vision's Open Letters and Press Announcements**

Since April 2023, Vision has made a series of public announcements and issued a number of open letters criticising I-RES.

At all times, the Board has sought to engage with Vision constructively and has been responsive to Vision's requests. This constructive approach has not been reciprocated by Vision which, acting in its own interests, has elected to pursue a costly, distracting and unnecessary campaign against the Company of which this Requisition represents the latest action.

The Board has had active communication with Vision since 2021. The Board engaged positively with suggestions made by Vision on Board refreshment and included a potential candidate, identified by Vision, as part of its selection process to appoint a new non-executive Director in 2022. Through ongoing engagement, the Board sought to avoid unnecessary costs to Shareholders and the disruption of the 2023 AGM.

Details of the key elements of this engagement are set out in Part II of the Circular.

The Board is conscious that Vision's campaign against the Company is costly, distracting and risks damage to the Company and its Shareholders' interests. The Board accordingly engaged in discussions with Vision with a view to exploring whether there was a basis on which it could agree the withdrawal of the Requisition Notice. The discussions included adding a Board member, whilst being mindful of the minority nature of Vision's holding, the balance of existing Board skills and considering the interests of all Shareholders to try and avoid the unnecessary cost and disruption of an EGM. They also included the nature of a proposed I-RES strategic review. These discussions were unsuccessful.

The Board believes through these discussions with Vision, Vision's public and private communications prior to that, and through the substance of the Vision Resolutions, Vision has, since early 2021, made it clear that it is motivated solely by an ambition to achieve a sale of I-RES or its assets in the short-term irrespective of market and other conditions and irrespective of the Company's delivery over that period of a cost-effective operating model for the future of the business and its effective and efficient capital allocation. Vision has not engaged constructively in discussions with the Board. Vision has not articulated any alternative strategy or plan for the Company or its business to create shareholder value other than a sale or a liquidation.

The Company has incurred significant and unnecessary costs and expenses as well as diversion of Management time in dealing with Vision's actions, including ongoing communications, reviewing and responding to the public announcements and open letters from Vision during Vision's 2023 AGM campaign and preparing for this EGM.

#### **4. BOARD RESPONSE TO SPECIFIC VISION ALLEGATIONS IN ITS EGM REQUISITION**

In seeking to establish a case for Board change, Vision has made a number of criticisms of the Board and Management which require clear response and correction. In order to make an informed decision prior to voting at the EGM, Shareholders are urged to read Part III of this Circular in full which sets out the Board's responses to these criticisms.

#### **5. WHY YOU SHOULD VOTE AGAINST VISION RESOLUTIONS 1 AND 2**

The Vision Resolutions seek to remove five of the nine existing Directors of I-RES (Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy, and Tom Kavanagh) as Directors of I-RES (Resolution 1) and to appoint five Vision Nominees as Directors filling any vacancies arising under Resolution 1 in the following order: Amy Freedman, Richard Nesbitt, Colm Lauder, Mark Barr and Sharon Stern (Resolution 2).

The Biographies of the five existing I-RES Directors are set out in Part IV of this Circular. The Biographies of the Vision Nominees can be found in the Requisition Notice published by Vision on 18 December 2023 and available at <https://www.prnewswire.co.uk>.

The Board unanimously recommends that Shareholders **VOTE AGAINST** Resolutions 1 and 2 at the EGM, for the following reasons:

##### **5.1 The Company continues to deliver on its strategy with a proven track record and there are no grounds for the Board change proposed by Vision**

Over the last five full financial years to 31 December 2022, the Board, together with Management, increased net rental revenue from €41.2m to €65.7m, total property value from €921m to €1,499m, total number of residential units from 2,679 to 3,938 and NAV per share from 142.5c to 160c. Occupancy over this period has consistently remained at c.99% whilst LTV has been kept well below covenant limits as Management has executed against the Group's capital allocation and capital recycling policies. NRI margins have also been maintained at strong levels through

what laterally has been a period of significant and industry-wide inflation, due to disciplined cost management initiatives.

In addition to delivering consistently strong operational metrics, the Group successfully completed the acquisition and internalisation of the investment manager in 2022, representing a step-change in I-RES' investment proposition and ability to benefit from its platform's continued growth over the medium to long-term.

The current Board and Management continues to deliver strong operational and financial performance. In addition:

- with a fully internalised management structure and investment in technology, I-RES has been better positioned to control costs and the Company is on track to deliver a stable NRI margin broadly in line with 2022 despite the impact of persistent cost inflation throughout 2023;
- the Company increased the dividend payable to Shareholders by 6.5% in the first half of 2023 compared to the same period in 2022, and continues to recognise the importance of regular, stable dividends as an important contributor to long-term Shareholder returns;
- the Company's debt funding has been pro-actively and carefully re-structured, with the Company entering into a number of hedging arrangements in addition to paying down higher cost debt in a targeted manner and negotiating more favourable covenant terms in December 2023. Together, these actions have resulted in a higher proportion of fixed debt (which serves to protect the business against interest rate changes), a lower finance charge than would have been the case absent these actions and additional financing headroom under new covenants; and
- the Company continues to deliver on its carbon reduction and ESG strategy as evidenced by improved ratings from several external parties.

This strategic focus has placed the Company in a strong position as it considers all options for value in the current and future environment.

## **5.2 The Board acts responsibly and is open and responsive to market conditions and Shareholders**

The Board regularly reviews all options available to it in order to achieve the Company's stated strategy and maximise value for all Shareholders. Following careful consideration, I-RES has today announced its decision to undertake a Strategic Review in Q1 2024 following publication of the Company's results for the year ended 31 December 2023. The Strategic Review will comprise a comprehensive consideration of all strategic options that are open to the Company for the purpose of maximising value for all Shareholders.

During 2023, the Board has continued its strong focus on assessing all options to create long-term value for Shareholders and has been in dialogue with its Shareholders on this topic. The Board is cognisant of the fact that the I-RES share price and discount to NAV continue to fail to reflect the underlying value of the assets, platform and I-RES business as a whole. As announced earlier today, following extensive and considered discussions internally and over the last couple of months with a number of Shareholders, including Vision, the Board has concluded that it is now an appropriate time to conduct a formal strategic review which will seek proposals from third parties, to assess the future of I-RES. This review will formally commence later in Q1, 2024 following publication of the Company's results for the year ended 31 December 2023. Moreover, the Board believes that, while external macro factors continue to cause challenges in the real estate sector, there are early signs that 2024 may represent a more appropriate time to conduct a strategic review, with potential for greater financial market stability moderating inflation levels resulting in the outlook for interest rates stabilising, with potential for rate improvements. This backdrop affords more strategic flexibility to the Company.

The Board considers that it is vital that the current, Shareholder-elected, I-RES Board is permitted to conduct the Strategic Review. The current Board is highly experienced and skilled and balances the strong existing local real estate and international M&A and plc knowledge of long-standing independent Directors. The Board has been recently refreshed with newer members bringing valuable skills and experience to the Board. The Board is best-placed to steward an open and independent process in the interests of all stakeholders, in contrast to Vision's predetermined strategic review proposal which, the Board believes, is short-term, predetermined and limited in outlook, and which, Vision proposes, is to be led by a Board comprised of a majority of Vision-proposed directors and would restrict optionality for all Shareholders.

### **5.3 Vision is seeking to take majority control of the I-RES Board and to weaken independent oversight of the Group**

The Board believes that Vision, a minority Shareholder with just a 5% holding in the Company (which should not carry control rights), has put forward the Vision Resolutions principally as a means by which it can obtain control of five of the nine Board seats without paying Shareholders a premium or a fair price for obtaining control of the Company. This action would, in effect, pass control of your Board over to Vision which is seeking to push through its own agenda to achieve a sale of I-RES or its assets in the short term irrespective of market and other conditions. The Board firmly believes that this is inappropriate and not in the interests of Shareholders as a whole or the Company's wider stakeholders.

Vision has stated that the Vision Nominees would, on appointment, be classified as independent for the purposes of the UK Corporate Governance Code but has not established such independence. The Board considers that none of the Vision Nominees can reasonably be considered to be independent as a consequence of their affiliations with Vision.

In particular:

- three of the five Vision Nominees (Amy Freedman, Richard Nesbitt and Sharon Stern) have financial or professional connections with Vision or Ewing Morris, a 0.7% Shareholder closely linked to Vision through previous support and in activist investment campaigns, including through the publication of an open letter against I-RES in support of Vision and also in an activist situation in 2023 at First Capital REIT where Vision and Ewing Morris as shareholders of First Capital agreed a deal for a board seat for Richard Nesbitt.
- Amy Freedman is an employee of Ewing Morris and has three other non-executive current plc roles.
- one of the Vision Nominees, Mark Barr, is a former partner at the law firm representing Vision in its campaign against the Company.

If the Vision Resolutions were passed, the Board would comprise a majority of Directors nominated by Vision, a 5% shareholder – which is in breach of a key principle of the UK Corporate Governance Code that no “small group of individuals” should dominate “the board’s decision-making.”

If Vision were successful in taking effective control of the Company, by having nominated a majority of Directors on the Board, there is also a risk that financial indebtedness of the Company arising under the private placement of loan notes and banking facilities may require repayment and, in respect of the banking facilities, cancellation of the commitments. This arises as a consequence of the change of control which, under relevant legal documentation, may be triggered by the appointment and/or removal of a majority of the Board by Shareholders.

Frustratingly, the Vision Resolutions seek to re-open concerns on Board composition that were previously rejected by Shareholders at its 2023 AGM with the consequence that the Company and shareholders are again unnecessarily incurring significant costs and expenses in dealing with Vision's frustrating actions.

### **5.4 The Board believes Vision's campaign intends to disrupt and destabilise the Company and its operations**

The proposal to remove the CEO and CFO of the Company just ahead of reporting season, as well as the Chairman, Chair of the Audit Committee and Chair of the Remuneration Committee, opens up significant operational and reporting risk, is contrary to good governance, and importantly, would disrupt the orderly succession processes for the CEO and Chair which are currently being run in line with best-practice corporate governance in order to appoint the most suitable candidates to both roles. The Board believes the loss of these Board members could have a destabilising effect on the Company and its stakeholders, including staff, tenants, Government and regulators, and banking and finance providers. Further, as Vision is well aware, Board members stand for re-election annually at the AGM and for those seeking re-election, will do so again in less than three months from this EGM on 2 May 2024. Therefore, the additional risk and costs forced on the Company are unnecessary and come at a cost to all Shareholders.

As previously announced by the Company, Margaret Sweeney will retire as current Chief Executive Officer and Director of I-RES in April 2024. Ms. Sweeney has agreed to continue with the business beyond her six months' notice period, if necessary, to ensure an orderly transition to her successor. The Board considers that an orderly transition is key to the facilitation of a successful strategic review. The removal of Ms. Sweeney as a Director, if the relevant Vision Resolution were passed, would have the consequence of terminating her employment contract with the Company, which could materially prejudice the business and operations of the Company and disrupt the orderly



CEO appointment process which commenced in October 2023 and the transition process between Margaret Sweeney and her successor.

Mr. Declan Moylan, the current Chair of the Board, will retire at the end of his term in May 2024. If the Vision Resolutions are passed, Vision has also stated that it expects the new Chair of the Board to be chosen from among the Vision Nominees. The Board does not believe that the EGM is an appropriate mechanism to determine the pool of candidates for the next Chair (which is a matter for the Board to determine). The Board considers that it is necessary for Mr. Moylan to remain on the Board until his successor has been chosen through proper governance channels to allow an orderly transition.

Vision's actions to date have been operationally and financially detrimental to the Company. These actions have unnecessarily diverted valuable management time and financial resources away from the Company's day-to-day needs during a challenging time for the real estate sector.

**5.5 I-RES has a diverse and majority independent Board that has been renewed with a balance of skills and experience to steward I-RES into the future. Vision is proposing to replace proven Directors with nominees possessing significantly less experience in relevant fields.**

Vision has failed to advance a clear rationale for its proposed changes to the Board and has not put forward any credible reason as to why five of the six Irish resident Directors on the Board, being Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy, and Tom Kavanagh, each of whom have deep Company and local knowledge should be removed as Directors.

I-RES is the leading provider of quality private residential rental accommodation in Ireland with almost 4,000 homes in communities across Dublin and Cork. I-RES is a complex business with many stakeholders which is highly dependent on its Board and Management and their expertise. The current Board comprises a mix of non-executive and executive directors with a diversity of skills and background achieving a well-balanced team focused on serving the interests of all Shareholders and other stakeholders over the long-term.

- ✓ This Board meets all UK Corporate Governance Code requirements, including the requirements on independence and length of tenure (with Mr. Moylan availing of an extension under the UK Corporate Governance Code to facilitate effective succession planning)
- ✓ This Board has a clear majority (66%) of independent non-executive Directors
- ✓ This Board has the right blend of skills and experience and has continued to be renewed with the relatively recent appointments of Executive Director Brian Fagan and Independent Non-Executive Directors Stefanie Frensch, Hugh Scott-Barrett and Denise Turner
- ✓ The Board is diverse and, among other things, has achieved 44% female representation which is well in excess of the targets set by the *Balance for Better Business* Review Group
- ✓ All current members of the Board stood for, and were approved for, election by Shareholders at the 2023 AGM (and Directors will again stand for re-election in less than three months from this EGM on 2 May 2024)

Each of Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy, and Tom Kavanagh have made, and continue to make, a very significant contribution to the oversight, governance and performance of the Company since their respective appointments and contribute to a strong I-RES Board which is already working for the best interests of all Shareholders. Part IV (*I-RES Director Biographies*) of this Circular highlights the significant skills and contribution by each in this regard. These experienced Directors, together with the remaining four Board members, are best placed to steward the future of the Company in the interests of all Shareholders. Each Director's valuable input to your Company's Board would be lost, should the Vision Resolutions be passed.

Vision is proposing to replace proven Directors with nominees possessing collectively significantly less European public company and Irish real estate market experience. The Vision Nominees have less recent and relevant experience of the private residential rental accommodation industry in Ireland, M&A experience, property asset management, domestic market experience (including in real estate and public affairs), and I-RES stakeholder engagement. Vision has also failed to explain what roles the proposed directors would fulfil or the impact they would have on the success or strategy of the business.



As none of the Vision Nominees are qualified accountants, and as Vision proposes the removal of the CEO, the CFO and the Chair of the Audit Committee (all of whom hold this qualification), if, Resolutions 1 and 2 were to be passed, the Board would be left without accounting expertise and executive membership, in clear breach of the UK Corporate Governance Code. Further, the proposed board would comprise a majority (6 out of 9) international directors with related loss of local market knowledge.

For a summary of the Board's concerns in respect of the individual Vision Nominees being proposed by Vision, please see Part V.

## **6. WHY YOU SHOULD VOTE AGAINST VISION RESOLUTIONS 3 AND 4**

The Vision Resolutions seek the issue of a shareholder direction to the Board to appoint an adviser to assist I-RES in a strategic review process with a view to concluding a sale of I-RES or its assets or a liquidation within the next 24 months (Resolution 4). The Vision Resolutions also seek to amend the Company's Articles of Association to require that the Board comply with such shareholder direction (Resolution 3).

The Company has today announced its intention to conduct a Strategic Review (described below in section 7).

The Board would emphasise that, Vision has no credible plan to create value. Other than the narrow objective of a sale or a liquidation, Vision has never articulated an alternative business or operational strategy for the Company to deliver value for Shareholders. Vision's sole objective, as the Board understands it, is short-term liquidity through a sale of I-RES or its assets or a liquidation within 24 months, irrespective of market and other conditions, to serve its own interests and not, the Board believes, the interests of Shareholders as a whole. Vision is proposing a strategic review which constrains the Company to a predetermined forced sale within two years. The Board believes this framework is typical of a distressed sale situation and unnecessarily limiting at a time when the macro-economic outlook may be changing.

By contrast, the I-RES-led Strategic Review will enable the Board to actively consider and weigh the relative advantages and disadvantages of each potential option identified by the Strategic Review, allowing the Board the scope to achieve maximum value for all Shareholders having regard to the macro-economic and regulatory environment. Any benefits of a sale or change in strategy for the business identified as a consequence of the Strategic Review can be delivered for Shareholders without the disruptive and potentially damaging changes put forward by Vision as part of the Vision Resolutions which risk Shareholder value.

The Board believes that the I-RES-led Strategic Review offers a materially better outcome for Shareholders than the Vision-proposed review. The Board believes that, if the Vision Resolutions were passed, the Company would be constrained in its ability to achieve value for Shareholders. The Board, accordingly, unanimously recommends that Shareholders **VOTE AGAINST** Resolutions 3 and 4 at the EGM.

## **7. THE I-RES STRATEGIC REVIEW**

Following careful consideration and after discussions with Shareholders, I-RES has today announced its decision to formally launch an I-RES-led strategic review in Q1, 2024. The Strategic Review will comprise a comprehensive consideration of all strategic options available to the Company to maximise and unlock value for Shareholders, including, but not limited to, new strategic initiatives, some form of consolidation, combination, merger or other corporate action, a review of the Company's status as a listed REIT, the sale of the entire issued share capital of the Company, and selling the Company's assets and returning monies to Shareholders.

The Strategic Review will formally commence as soon as practicable in Q1 2024, following publication of the Company's results for the year ended 31 December 2023. The Board will also seek Shareholder feedback to inform the Board's decision-making process during the course of the Strategic Review.

While the Board remains confident in the long-term prospects and strategy of the Company, the Board recognises that the Company, like many real estate focused companies, faces a number of challenges, at both a macro and company specific level. In this regard, the Strategic Review will include examination of the following matters, among others:

- (a) the discount in the Company's share price relative to the net asset value of the Company's real estate property portfolio and its operating platform;
- (b) the desire for greater liquidity in the Company's Ordinary Shares;

- (c) challenges facing the Company in raising equity capital;
- (d) financing options available to the Company against the background of stabilising and potentially reducing interest rates;
- (e) the structure of the Company, including its status as a REIT and AIF and the related regulatory environment;
- (f) the continued development of the Company's operating platform; and
- (g) new strategic initiatives, some form of consolidation, combination, merger or other corporate action, the sale of the entire issued share capital of the Company, and selling the Company's assets and returning monies to Shareholders.

There is no certainty that any change will result from the Strategic Review or that any sale, strategic investment or other transaction will be concluded, nor as to the terms on which any offer, strategic investment or other transaction may be made. During the Strategic Review, the Board will continue to focus on optimising the performance of the Company and the Company's existing investment policy and strategy will continue to be applied. Shareholders will be updated in connection with the Strategic Review in due course. As at the date of this Circular, the Company is not in receipt of any approach nor in any discussion with any offeror or in talks with any potential counterparty generally in connection with a transaction.

#### *Why conduct a Strategic Review now?*

The Board regularly reviews all options available to it in order to achieve the Company's stated strategy and reiterates that it has always been, and remains, open to considering all value maximising options including, if received, offers for assets or the business as a whole.

The Board has long recognised that the current I-RES share price does not reflect the value of the Company's real estate assets and the underlying platform. Despite the strong Shareholder support for the current strategy, there are, as previously discussed with Vision, a range of macro factors which the Board believes are impacting the Company's share price at this time. These include, among other things, the recent strong growth in inflation and the associated change in the interest rate cycle and regulatory changes in Ireland. The Board conducted a private formal review in 2022 which explored a number of options and which concluded that market conditions at that time would have prevented full realisation of value.

The Board has continued its strong focus on assessing all options to create long-term value for Shareholders, and has remained in close dialogue with major Shareholders on its strategic direction. As a result of those discussions with shareholders, and with due consideration of the macroeconomic backdrop, the Board has concluded that it is now an appropriate time to conduct a formal strategic review to assess the future of I-RES. This review will formally commence later in Q1 2024, following publication of the Company's results for the year ended 31 December 2023. The Board believes that, while markets remain challenging, there are early signs that 2024 may represent a more appropriate time to conduct a strategic review, with greater financial market stability and moderating inflation levels resulting in the outlook for interest rates stabilising with potential for rate improvements. This backdrop affords more strategic flexibility to the Company.

#### *Who is best placed to lead the Strategic Review?*

The Board believes that the existing Board, as will be refreshed with a carefully selected Chair and CEO upon conclusion of the succession process, is best placed to steward the future of the Company in the interests of all Shareholders and to conduct the Strategic Review.

The Board will establish a Special Committee to initiate the Strategic Review process. The Special Committee will evaluate a broad range of options with the potential to unlock the inherent value contained within I-RES's portfolio of high-quality residential assets and operating platform. The Committee will oversee the process and will obtain international financial and real estate advice to assist with the Strategic Review.

## **8. THE EXTRAORDINARY GENERAL MEETING**

The Vision Resolutions will be proposed at an Extraordinary General Meeting of the Company to be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson's Quay, Dublin 2, D02 YT21, Ireland at 11:00 a.m. on Friday, 16 February 2024.

Each of Resolutions 1(a) to (e) and Resolutions 2(a) to (e) will be proposed as an ordinary resolution requiring approval by a majority of votes cast (in person or by proxy) to be passed.

In accordance with the Company's Articles of Association, the maximum number of Directors of the Company is nine. The Company currently has nine directors.

The appointment of any Vision Nominee as a Director at the EGM is, therefore, conditional upon a vacancy having arisen on the Board by the removal at the EGM of an Existing Director (as Vision has acknowledged in its Requisition Notice). If any of Resolutions 1(a) to (e) is not passed at the EGM (that is, if Shareholders do not vote at the EGM to remove any one or more of the Existing Directors as Directors) there will be fewer Board vacancies arising than the number of Vision Nominees proposed by Vision for appointment as Directors at the EGM.

In order to give effect to Vision's Requisition Notice insofar as is permitted by law and the Company's Articles of Association, the Board has resolved accordingly that, to the extent that any one or more of Resolutions 1(a) to (e) is not passed which has the effect that insufficient vacancies are created on the Board to accommodate the number of Board seats required for any Vision Nominees under Resolutions 2(a) to (e) that might be approved by Shareholders (if any), the vacancies created on the Board as a consequence of the removal of Existing Directors by the passing of any one or more of Resolutions 1(a) to (e) will be filled by the Vision Nominees (if any) appointed pursuant to Resolutions 2(a) to (e) in the order that Vision has proposed those nominees in its Requisition Notice.

Shareholders should note accordingly that, should any one or more of Resolutions 2(a) to (e) for the appointment of a Vision Nominee as Director be passed but there not be a Board vacancy open to be filled by the Vision Nominee in question, the Resolution would be treated as having no effect.

Each of Resolutions 3 and 4 will be proposed as a special resolution requiring approval by 75% or more of votes cast (in person or by proxy) to be passed.

Resolution 3, if passed, would amend the Company's Articles of Association to require that the Board comply with a shareholder direction of the type proposed by Resolution 4. The Board has been advised that the Board is not required to comply with a shareholder direction should Resolution 3 not be passed. Accordingly, the Board has determined that, should Resolution 4 be passed but Resolution 3 not be passed, Resolution 4 would be treated as having no effect. Shareholders should be aware, therefore, that Resolution 4 is in effect conditional upon Resolution 3 being passed.

Shareholders can attend and vote at the Extraordinary General Meeting in person. Should you choose not to physically attend the EGM, Shareholders can avail of the proxy voting service to ensure they can vote on the resolutions proposed at the Extraordinary General Meeting and be represented at the Extraordinary General Meeting. By submitting a proxy as soon as possible, you can ensure that your vote on the resolutions set out in the Notice of Extraordinary General Meeting is cast in accordance with your wishes without attending in person. Details of how to do this are provided in the Statement of Procedures set out on pages 35 to 37 of this document. Shareholders may raise questions in person during the meeting. The answers to validly posed questions will be answered at the EGM.

## **9. RECOMMENDATION TO VOTE AGAINST ALL RESOLUTIONS**

The process instituted by Vision is self-serving and not for the benefit of all Shareholders. It is distracting to the Company and its senior management, costing valuable time and money that would be better spent on continuing the achievement of I-RES' financial and operational goals.

**YOUR BOARD CONSIDERS THAT THE VISION RESOLUTIONS ARE NOT IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AS A WHOLE.**

**ACCORDINGLY, THE DIRECTORS UNANIMOUSLY RECOMMEND THAT YOU VOTE AGAINST ALL VISION RESOLUTIONS AT THE EGM AS THEY INTEND TO DO IN RESPECT OF THEIR OWN SHAREHOLDINGS.**

**The Board of Directors of  
Irish Residential Properties REIT Plc**

## PART II

### CHRONOLOGY OF EVENTS

Date	Event
2014 to 15 January 2021	Vision becomes a Shareholder in 2014, although its publicly disclosed shareholding does not exceed 3% until 15 January 2021.
20 January 2021 – 10 June 2021	Vision increases its publicly disclosed shareholding level, increasing its shareholding from 3.66% to 4.13% and subsequently from 4.13% to 5%.
19 July 2021	Vision commences active dialogue with I-RES. Vision criticises specific mechanics of NAV calculations and requests that I-RES publicly announce its intention to conduct a formal sales process for the Company.
August 2021	Following an initial July response, the Board engages with Vision following publication of financial results to discuss a wide spectrum of matters including value creation for shareholders, specific mechanics of NAV calculations and the asset valuation process undertaken by the Company's independent valuers on a bi-annual basis.
13 August 2021	The Company's Senior Independent Director and Chair meet with Vision to discuss asset valuations.
25 November 2021	Vision requests that I-RES engage with a prospective investor, which the Company facilitates in Dublin in accordance with normal engagement protocols with prospective investors. The discussions do not progress further beyond this initial discussion.
14 January 2022	Vision decreases its publicly disclosed shareholding level from 5% to 4.75%.
30 March 2022	Vision requests the addition of resolutions to be put to Shareholders at the Company's 2022 AGM, directing a formal sales process for the Company. The Board considers that a formal sales process, given the macro-economic challenges and regulatory backdrop, is highly unlikely to result in value maximisation for shareholders. Following extensive engagement, the proposed resolutions are withdrawn by Vision.
April 2022	Through engagement with Vision, I-RES includes Richard Nesbitt (a candidate identified by Vision) as part of its selection process to appoint a new non-executive Director in 2022. Following deliberations, the process identifies an alternative candidate.
2 September 2022	Vision increases its publicly disclosed shareholding level from 4.75% to 5.01%.
12 April 2023	Publication of Vision's first open letter to Shareholders ahead of the 2023 AGM, advocating that Shareholders vote against a number of the AGM resolutions proposed by the Board and advocating a sales process for the Company.
17 April 2023	The Board responds to confirm its recommendation that Shareholders vote in favour of all resolutions at the AGM, noting that formal sales processes are uncertain, disruptive for the business and stakeholders and that there is no external evidence that such a process would be successful in delivering value at the relevant time.
24 April 2023	Publication of a second open letter from Vision to Shareholders concerning the 2023 AGM, reiterating their call to Shareholders to vote against certain AGM Resolutions proposed by the Company.
24 April 2023	The Board responds to confirm it has no further comment to make beyond the public statements released to date, including its AGM update on 17 April 2023, which clearly set out the strategy for I-RES and the Board's focus on value maximisation, and unanimously recommends that Shareholders vote in favour of all resolutions at the AGM.

Date	Event
25 April 2023	Publication of open letter by Ewing Morris & Co (a 0.7% Canadian Shareholder) stating that it is aligned with Vision's comments in relation to the Company and that it will vote consistently with Vision's recommendations against certain directors and board proposals.
27 April 2023	Publication of a third open letter from Vision to Shareholders concerning the 2023 AGM, continuing to call for all Shareholders to vote against certain AGM resolutions proposed by the Board. The open letter includes allegations intended, the Board believes, to discredit the Board and disrupt voting at the AGM.
27 April 2023	The Board responds to the third open letter from Vision refuting Vision's allegations and noting that the Board considers the attempts taken by Vision to discredit the Board and disrupt voting at the AGM to be inappropriate, contrary to good governance practice and damaging to the voting process. Vision does not respond.
4 May 2023	At the 2023 AGM, all Directors proposed for re-election are re-elected by Shareholders. All other resolutions (other than those relating to the consideration of the remuneration report and the authorities to disapply pre-emption rights on issues of shares for cash in specified circumstances) are passed.
1 June 2023	Vision requests a conference call with Company and indicates their intention to requisition an extraordinary general meeting to propose resolutions removing five existing Directors from the Board and proposing five new Directors to the Board. The Board responds to Vision noting that it is not in Shareholders' interests to appoint five new Directors to the Board with immediate effect. The matter does not advance any further.
August 2023	I-RES engages with Vision (at the same time as other Shareholders) to discuss feedback on the existing Remuneration Policy of the Company.
18 September 2023	Vision requests a general update on the Board's activities and whether there has been any change in the Board's stance regarding either the sale of the Company or significant asset sales. The Company reiterates that it continues to keep all options under review in the interests of all Shareholders and that it is the opinion of the Board that a formal sales process, given the macro-economic challenges and regulatory backdrop, is highly unlikely to result in value maximisation for shareholders at that time.
29 September 2023	I-RES engages with Vision to discuss Vision's proposals regarding large-scale asset disposals. The Company reiterates that large-scale asset disposals are not feasible given the current market conditions, but the Board remains open to opportunities for suitable asset disposals that maximise value and are in the best interests of the Company and Shareholders.
November 2023	Vision requests that two directors be appointed to the Board of I-RES to represent Vision's interests, identifying Richard Nesbitt and an unnamed individual as the proposed candidates. The Board responds to Vision noting that it is not in the Shareholders' interests to appoint two directors to the Board with immediate effect, adding that it would be irresponsible and against best corporate governance practice to respond to this request from a 5% Shareholder.
18 December 2023	Vision serves a notice on the Company, requisitioning an extraordinary general meeting to consider the Vision Resolutions.
December – January 2024	The Board engaged in discussions with Vision with a view to exploring whether there was a basis on which it could agree the withdrawal of the Requisition Notice. The discussions included adding a Board member, whilst being mindful of the minority nature of Vision's holding, the balance of existing Board skills and considering the interests of all Shareholders to try and avoid the unnecessary cost and disruption of an EGM. They also included the nature of a proposed I-RES strategic review. These discussions were unsuccessful.



## PART III

### BOARD RESPONSE TO SPECIFIC VISION ALLEGATIONS IN ITS EGM REQUISITION

<p><b>Vision identifies the Board's actions as responsible for continued poor share price performance</b></p>	<ul style="list-style-type: none"> <li>• Vision's statement is misleading and without basis. Despite the accelerated interest rate environment over the last 18 months, challenging macro-economic conditions and the evolving regulatory environment within which I-RES operates, I-RES has delivered greater total shareholder returns on average compared to its comparable European residential peers, with a total shareholder return of 4.2% over the 12-month period to 15 December 2023, compared to a (-23.5%) for such peers.</li> </ul>
<p><b>Vision suggests the Board is responsible for a persistent discount relative to the market value of assets</b></p>	<ul style="list-style-type: none"> <li>• The Board shares concerns around the share price discount to NAV and has discussed this in detail with Vision. It is clear, however, that the share price performance has reflected macro trends, rather than the underlying operational performance or the strategy of the Board. Vision's statement ignores the impact of the macroeconomic environment and the fastest interest rate rise in recent history which has affected the real estate sector as a whole. I-RES' shares have traded in line with broader European real estate NAV discounts, albeit, as of 4 January 2024 (-27%) versus a discount of (-48%) for its comparable European residential peers.</li> <li>• Whilst the macro conditions remain challenging, the Board has consistently been active in seeking ways to address undervaluation and also to address Shareholder requirements for liquidity. To that end, the Board has focused on a number of business drivers to ensure the Group continues to perform and the long-term value inherent in the platform is recognised by the market. These drivers include continuing to deliver on value-maximising portfolio management and a capital recycling strategy. In 2023, execution on this strategy included the successful delivery on a c. €100 million asset disposal programme, realising attractive returns on original acquisition costs and transacting in line with book values, whilst also preserving a robust balance sheet and a net LTV position of 44.6% at 30 June 2023 versus its comparable European residential peers' net LTV of 52.8%. The LTV ratio was further reduced to 41.9% in October 2023 following completion of the c.€100 million asset disposal programme. This was achieved despite a more challenging transaction environment for real estate assets.</li> <li>• The Board is committed to delivering maximum value for Shareholders, and is open to all options to address the existing undervaluation and discount of the Company's share price to NAV. In this regard, the Company has today announced its intention to conduct the I-RES Strategic Review for the purpose of identifying those strategic options that are open to the Company to best unlock and maximise value for Shareholders.</li> </ul>
<p><b>Vision suggests cost structure is bloated</b></p>	<ul style="list-style-type: none"> <li>• Vision's statement is incorrect and without basis. Benchmarked across key cost metrics, including operational expenditure and general and administrative costs, I-RES maintains cost levels in line with its comparable European residential peers, with the ratio of general and administrative cost to total revenue at 13% for I-RES, compared to 16% for such peers. As a fully internalised business and a publicly listed REIT and AIF with full operating control, Management is focused on maximising all key operational metrics (including occupancy levels, NRI margin, collection rates, as well as cash flow and earnings). Management of I-RES' cost structure and investment in technology is a key lever in the maximisation of earnings and the valuation of the Company.</li> <li>• The Board would note, in this context, the current and future value achieved for all Shareholders following the strategic decision to internalise management in 2022. The transition costs including investment in high-performing technology systems across the business were provided for as non-recurring costs in FY 2021/2022. As set out in H1 2023 Interim Results Report, the Company's general and administrative costs are now stable and consistent with prior years despite significant inflationary cost pressures and with no material cost structure increases post- internalisation.</li> </ul>



<p><b>Vision suggests the balance sheet has been mismanaged and has led to destruction of Shareholder value</b></p>	<ul style="list-style-type: none"> <li>• I-RES rejects Vision's statement as incorrect and without basis. I-RES has always maintained a robust balance sheet with strong liquidity levels and without short-term obligations and that was well-positioned to navigate the macroeconomic headwinds of the last number of years. I-RES takes a proactive approach to its debt strategy to ensure the Group has laddering of debt maturities and the Group's leverage ratio and interest coverage ratio are maintained at a sustainable level and in adherence with lending covenants. I-RES maintains a prudent approach to debt and is committed to retaining a strong balance sheet position in order to support the generation of attractive long-term risk-adjusted returns for Shareholders.</li> <li>• In particular: <ul style="list-style-type: none"> <li>◦ I-RES has diversified funding sources comprising of private placement notes and a revolving credit facility provided by a syndicate of four banks with which I-RES has strong relationships;</li> <li>◦ debt maturities are laddered out to 2032;</li> <li>◦ 82% of drawn debt is hedged against interest rate volatility;</li> <li>◦ I-RES has a blended fixed cost of debt of 3.27%, well below the prevailing spot funding rate were the Group to attempt to refinance itself today;</li> <li>◦ the application of the proceeds from the 2023 c.€100 million asset disposal programme, which was broadly earnings neutral, further strengthened the balance sheet by retiring the Company's higher cost debt under its revolving credit facility, consistent with the Company's capital allocation policy;</li> <li>◦ in December 2023, the Group renegotiated certain covenants on its RCF and private placement note facilities, decreasing the minimum interest coverage ratio covenant to 175% from 200%;</li> <li>◦ following the recent c.€100m asset disposal programme, the business has downsized its RCF facility in-line with this which has resulted in an annual saving of c.€700,000 on commitment fees; and</li> <li>◦ the Company's robust balance sheet outperforms its comparable European residential peers from both a LTV and interest cover perspective; LTV has decreased further to 41.9% since the completion of the c.€100m assets disposal programme leaving ample headroom to the 50% level required for the Company's debt financial covenants and similarly, interest cover of 234% comfortably exceeds the current 175% requirement of the Company's debt financial covenants.</li> </ul> </li> <li>• Such pro-active capital management and maintenance of a robust financial position has meant that, unlike a number of European residential companies, I-RES has not needed to undertake dilutive equity recapitalisations nor place restrictions on, or withdrawals of, its dividend policy as a response to the recent challenging market environment.</li> </ul>
<p><b>Inefficiency and limitations of the REIT structure in Ireland</b></p>	<ul style="list-style-type: none"> <li>• The REIT structure is a globally recognised standard for investment in rental property assets, established in many developed economies across the world. REITs provide a number of benefits to both small and large investors, including liquidity, regular income through dividends, wider investor participation in the asset class, risk diversification, professional property management, high levels of transparency and also eliminate the double layer of taxation at corporate and shareholder level which would otherwise apply if the activity were to be undertaken by a property rental company.</li> <li>• Under the REIT regime, I-RES has been able to steadily grow its portfolio of rental units to become one of the largest providers of private residential rental accommodation in Ireland. As a publicly listed company it has been able to fund this growth through selective equity fundraisings and implementing long term debt funding structures while maintaining prudent leverage levels. In line with reporting requirements placed on listed companies, it has provided highly transparent levels of reporting for all stakeholders and has assisted in fostering increased levels of professionalism in the Irish private rental accommodation sector over the past decade.</li> </ul>

	<ul style="list-style-type: none"> <li>In recent years, the REIT regime in Ireland has been amended and changes have been made to the applicable fiscal terms which have, in the Board's view, resulted in some diminution in the attractiveness of Irish REITs for international investors. As part of its wider strategy, the Company is actively engaged with the Irish Government and relevant departments and regularly contributes to material consultations relevant to the sector, such as the Department of Finance's Fund's Sector 2030 consultation, the outcome of which will be an important determinant for the future fiscal framework for Irish REITs.</li> </ul> <p>However, the appropriateness of the REIT structure is one of the matters that will be examined as part of the I-RES Strategic Review.</p>
<b>Poor trading liquidity (in the context of the REIT structure in Ireland)</b>	<ul style="list-style-type: none"> <li>The Board rejects Vision's assertion that trading volumes in the Company's Ordinary Shares are characterised by notably poor trading liquidity. Over the last twelve months, prior to the Requisition Notice being served by Vision, average daily trading volumes in the Company's Ordinary Shares (relative to the overall issued share capital of the Company) compare favourably to its comparable European residential peers (only Neobo Fastigheter AB had higher average daily trading volumes<sup>2</sup>).</li> <li>As a Company with a property portfolio and operations solely focused in the Irish market, the Board believes that Euronext Dublin is the appropriate listing venue for the Ordinary Shares of the Company and offers domestic and international investors a recognised and reliable venue on which to trade the Ordinary Shares in a frictionless and liquid manner. However, the issue of liquidity of the Company's Ordinary Shares is one of the matters that will be examined as part of the I-RES Strategic Review.</li> </ul>
<b>Inability to effectively raise meaningful equity capital in a value-accretive manner (in the context of the REIT structure in Ireland)</b>	<ul style="list-style-type: none"> <li>REITs in Ireland have collectively raised an estimated €1.8 billion since the introduction of the regime and played a key role in attracting inward investment into the recovery of the Irish real estate market post the global financial crash. Since listing on Euronext Dublin in 2014, I-RES has raised approximately €550 million in equity finance and invested over €1 billion in Irish housing for the provision of professionally managed private rental accommodation for its highly diversified resident base.</li> <li>Capital raising (including for REITs) in Ireland and Europe via a placing structure is easy, efficient and well understood by market participants. Placings can be commenced and executed from start to finish in a matter of one to two weeks where shareholder authority is in place. The placing mechanism has recently been further enhanced with the main industry body (Pre-Emption Group) updating their guidelines to allow companies to disapply pre-emption rights of up to 20% on an annual basis (previously 10%), subject to certain conditions. The Board hopes that shareholder authority to afford the Company this flexibility will be granted by Shareholders at the 2024 AGM to open this as a potential capital raising avenue for I-RES.</li> <li>Lower levels of equity raising by European real estate companies in recent years is not a function of lower availability of capital but rather of value. The European residential real estate sector is trading below prevailing reported net asset values, meaning it is difficult to generate per-share value accretion when raising equity below NAV and therefore, recent equity fundraisings in the sector have primarily been limited to balance sheet recapitalisation purposes which I-RES has avoided due to consistent and ongoing financial prudence.</li> <li>The issue of effectively raising equity capital by the Company will be fully examined as part of the I-RES Strategic Review and Shareholders will be updated in this regard in due course. In the context of Vision's argument however, it is important to highlight that Vision has sought to constrain the ability of I-RES to raise capital and restricted the Company's access to the optionality provided by standard market pre-emption related resolutions by voting against equity issuance resolutions at the 2023 and 2022 AGM.</li> </ul>

<sup>2</sup> Average daily trading volumes for Neobo Fastigheter AB ("Neobo") calculated from 10 February 2023 (date of Neobo's first admission to trading) until 15 December 2023, being last trading day prior to receipt of the Requisition Notice from Vision.

<p><b>Challenges hindering I-RES ability to contribute to much-needed supply in significantly undersupplied Irish housing market</b></p>	<ul style="list-style-type: none"> <li>• Since listing, I-RES has continuously invested in and contributes to Ireland’s housing objectives, with close to 4,000 homes. I-RES has ensured the development of a modern efficient asset portfolio with high sustainability credentials with an average age of 14 years and high energy efficient ratings.</li> <li>• I-RES contributes to the supply of both private and public housing and its investment strategy is aligned with the integrated provision of housing and building sustainable communities with good public transport access and proximity to social infrastructure. This has delivered consistently strong occupancy levels in excess of 99%, at competitive relative rents which underpins NRI margin stability, inherent value in the portfolio and strong resident satisfaction scores.</li> <li>• I-RES places building a sustainable business at the heart of its strategy, providing and operating a modern residential asset portfolio with high sustainability features (I-RES delivered Ireland’s first LEED Gold residential apartment building in 2022). I-RES also embraces social impact and building communities into its day-to-day operating plans as well as close liaison with key stakeholders and has been making significant strides on its carbon reduction programme. This strategy has supported the resilience of the business including during the COVID pandemic as well as ongoing uncertainties due to inflation, energy crises and consumer stress from macro-economic movements. Since 2022 I-RES, as a fully internalised and integrated residential business with a strong operating platform, has greater flexibility and is now in a better position to leverage a range of options for future growth and ensure it fully utilises and maximises a return on all its assets including its operating platform (which is now considered a strategic asset in its own right in this sector).</li> <li>• I-RES has invested over €1 billion in Irish housing for the provision of professionally managed private rental accommodation for the Company’s diverse resident base. I-RES has invested over €213 million in the supply of 593 new residential units which may not have been developed in the absence of I-RES’ involvement.</li> <li>• I-RES will continue to support Ireland’s housing policy objectives and use its strategic flexibility to contribute further supply to a constrained market which is very much needed.</li> </ul>
<p><b>Vision’s criticism of I-RES compensation policies and payments</b></p>	<ul style="list-style-type: none"> <li>• I-RES remuneration is based on a shareholder-approved Remuneration Policy and LTIP and is reported on annually to Shareholders. The Board rejects any criticism that its remuneration policies are self-serving and notes that payout under the incentive plans has been well below maximum over the last three years.</li> <li>• Shareholders have shown strong support for remuneration matters at AGMs in prior years, with the Remuneration Policy (tabled for the first time in 2020 in accordance with requirements under Irish law) being approved by 99.2% of votes at the 2020 AGM and the Remuneration Report being approved by 100% of votes at the 2021 AGM and 96.1% of votes at the 2022 AGM. However, the Board acknowledges that the result of the vote on the Remuneration Report at the 2023 AGM reflects significant dissent from shareholders including Vision.</li> <li>• Since the 2023 AGM, the Chair of the Remuneration Committee has had further significant engagement with 11 of I-RES’ largest Shareholders (covering c.40% of the Company’s total issued share capital) particularly those Shareholders who voted against the Remuneration Report, including Vision, in order to identify their concerns with the Report. Based on feedback collated by the Company from this process to date, apart from a small number of shareholders including Vision, the dissent reflects a range of individual factors (including weighting of TSR, concern over potential windfall gains on LTIP, removal of NAV metric from STIP, reduced dividends), rather than one overarching theme.</li> <li>• In reviewing the current Remuneration Policy, the Remuneration Committee has taken on board the feedback and suggestions provided from a wide range of Shareholders (including Vision) in designing the New Remuneration Policy to be put to Shareholders at the 2024 AGM, and in respect of which Shareholders will again be consulted.</li> </ul>

	<ul style="list-style-type: none"> <li>• External benchmarking also confirms that remuneration of executives and fixed fees paid to the Chair are in the lower and median quartile compared with peers at other European and UK real estate companies and ISEQ companies of similar market capitalisation.<sup>3</sup> External benchmarking also confirms that fees paid to Non-Executive Directors are also in the lower and median quartile compared with ISEQ companies of similar market capitalisation.<sup>4</sup></li> </ul>
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<sup>3</sup> Source: Deloitte LLP, Comparator Groups: ISEQ – Dalata, Uniphar, Irish Continental, Cairn Homes, Glenveagh Properties, Kenmare Resources, Origin Enterprises. Real Estate – Vonovia, Deutsche Wohnen, LEG Immo, Unite Group, Kojamo, Grainger, Grand City, Xior, Empiric, Home Invest, Peach Property, TAG Immo, Adler Group.

<sup>4</sup> Source: Spencer Stuart, 2023 Ireland Spencer Stuart Board Index – Remuneration.

## PART IV

### I-RES DIRECTOR BIOGRAPHIES

I-RES has a strong Board working for the interests of all Shareholders, including the Directors which Vision propose be removed. Each of Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy, and Tom Kavanagh have made, and continue to make, a very significant contribution to the governance of the Company since their respective appointments as demonstrated in the table below.

#### Declan Moylan

Independent Non-Executive Chairman, appointed 31 March 2014

**Committees:** Nomination Committee (Chair), Remuneration Committee

**Skills and experience:** Mr. Moylan brings to the Board a wealth of legal and international public company board experience spanning a career of over 40 years. Mr. Moylan also has extensive Irish commercial experience advising international corporates establishing in Ireland. Mr. Moylan is a solicitor (admitted in Ireland, England and Wales) and spent 24 years with the Irish law firm Mason Hayes & Curran, including nine years as Managing Partner and two years as Chairman.

Mr. Moylan has significant chair and board leadership experience in commercial and not-for-profit organisations and has extensive fund experience from current and previously held Central Bank of Ireland approved roles within the funds industry. Mr. Moylan's areas of expertise include real estate, finance and government relations.

Mr. Moylan is a former member of Dublin City University Governing Authority, a former director of the Irish Museum of Modern Art in Dublin and of the Crawford Art Gallery in Cork and former Chairman of WEEE Ireland Limited.

**Significant external appointments:**

- Non-Executive Director of Nitro Software EMEA Limited and Monster Energy Limited, both subsidiaries of public companies listed in Australian Securities Exchange and on NASDAQ respectively.
- Chairman of Corum Butler QIAIF ICAV, an investment fund regulated by the Central Bank of Ireland focused on real estate assets across the eurozone.
- Member of the Audit Committee of the Office of Director of Public Prosecutions which supervises Irish State prosecutions in criminal matters, election and referendum petitions.

**Nationality:** Irish



- ✓ Independent
- ✓ Governance
- ✓ Public Company Boards
- ✓ Committee Chair experience
- ✓ M&A
- ✓ Foreign Direct Investment
- ✓ Government Relations
- ✓ Real Estate
- ✓ Corporate Finance
- ✓ Irish market experience

#### Margaret Sweeney

Executive Director and Chief Executive Officer, appointed 23 March 2016 (to the Board) and 1 November 2017 (as CEO)

**Committees:** Sustainability Committee

**Skills and experience:** Ms. Sweeney brings to the Board a wealth of strategic, commercial, M&A, real estate and public company experience. Ms. Sweeney has demonstrated strong leadership during her tenure, executing on a successful growth strategy, strong operating and financial performance as well as ensuring the underlying resilience of the business. Ms. Sweeney has successfully led a number of key projects during that time, including the restructuring of debt funding to support a robust balance sheet, delivering a significantly oversubscribed equity raise in 2019, the acquisition of the Marathon portfolio in 2019 and acquisition and internalisation of the investment management company in 2022. Ms. Sweeney also successfully navigated the Company through a volatile Covid-19 period, during which, despite the many challenges posed by the pandemic and Government restrictions, I-RES continued to deliver on its strategy while also prioritising the health and well-being of employees, residents, partners and suppliers. Ms. Sweeney's tenure has seen the business develop a strong, values-driven culture enshrining DE&I, and achieve employee engagement scores above 90% for the last two years. She has integrated an ESG and carbon reduction strategy across the whole business with continuous improvement in external benchmarking scores.

Ms. Sweeney is a proven business leader with significant CEO experience across a range of industries including DAA plc (Dublin Airport Authority) and Postbank Ireland Limited. Ms. Sweeney has significant financial and commercial experience, having spent 15 years at KPMG, including as a Director of Audit and Advisory Services and is a qualified Chartered Accountant. Ms. Sweeney also has prior experience operating in the regulated fund (including AIFMs) sector and previously held Central Bank of Ireland approved roles within the funds industry. She is recognised by her peers as a leader in the real estate sector in Ireland and was elected by the larger institutional funded companies in the market to be the Chair of IIP membership body to support active engagement with Government, policy makers, regulators and key stakeholders and influencers, a position she held for 4 years. She was elected and is an Advisory Board Member of EPRA.

Accredited as a Chartered Director, Ms. Sweeney most recently served as a non-executive director on the board of Dalata Hotel Group plc until April 2023 and chair of the board of Irish Institutional Property, until December 2023.

**Significant external appointments:** Non-Executive Director of Bank of Ireland Group plc and the Court of Directors of The Governor and Company of the Bank of Ireland.

**Nationality:** Irish



- ✓ Governance
- ✓ Public Company Boards
- ✓ Capital Markets
- ✓ Committee Chair experience
- ✓ Real Estate
- ✓ Public Sector and Government Relations
- ✓ Financial Expert
- ✓ Risk Management
- ✓ M&A
- ✓ Sustainability
- ✓ Regulated Entities
- ✓ Irish market experience



## Brian Fagan

Executive Director and Chief Financial Officer, appointed 11 April 2022 (having acted as Finance Director since 26 April 2021)

**Committees:** None.

**Skills and experience:** During his tenure, Mr. Fagan was integral in leading the successful internalisation including building a completely new Finance and IT function. He has driven the continued enhancement of the I-RES Living platform whilst initiating a focused cost management programme to deliver stable NRI margins despite significant inflationary headwinds. He has led the management of the balance sheet including the successful extension of the RCF facilities to 2026 with all syndicate members, whilst post completion of the asset disposal programme 82% of drawn debt is now hedged at a blended cost of debt at 3.27%.

Mr. Fagan brings to the Board extensive commercial and financial experience, having worked at Board Director/Senior Executive level in private and public companies across a variety of industries including property investment and development, healthcare manufacturing and distribution, oil and gas importation and distribution, agribusiness and manufacturing. Mr. Fagan has significant international property development experience, having spent seven years as chief financial officer of Island Capital an international real estate oriented investment company and sixteen years as group finance director of Ballymore Group, an international property development and investment group with operations in Ireland, the United Kingdom and continental Europe. Prior to that, Mr. Fagan worked for DCC plc and as Finance Director for Flogas plc.

Mr. Fagan also has experience in the regulated funds sector having previously held Central Bank of Ireland approved roles.

**Significant external appointments:** None.

**Nationality:** Irish



- ✓ Real Estate
- ✓ Development
- ✓ Financial Expert
- ✓ Internal Control
- ✓ IT
- ✓ Risk Management
- ✓ Corporate Finance
- ✓ M&A
- ✓ Regulated Entities
- ✓ Irish market experience

## Joan Garahy

Independent Non-Executive Director and Senior Independent Director, appointed 18 April 2017

**Committees:** Remuneration Committee (Chair), Nomination Committee

**Skills and experience:** Joan Garahy has served the Company as an Independent Non-Executive Director for approximately 7 years and was recently selected as the Senior Independent Director. She successfully chaired the Audit Committee from 2017 to 2023. She has taken on the role of Chair of the Remuneration committee since the AGM in 2023 and is running a programme to present a New Remuneration Policy to the 2024 AGM which saw engagement over a three-month period with the Company's largest shareholders, as well as Vision.

Ms. Garahy is a highly respected director of public companies, non-profits and charities and brings considerable governance experience and knowledge of remuneration matters in a global context gained over the last decade. Ms. Garahy brings to the Board a wealth of board and senior executive experience, being a former member of the board of Kerry Group plc, where she held the positions of Senior Independent Director, Chair of the Remuneration Committee and a member of the Audit Committee, and a current member of other plcs and clgs (see below) and as founder and former CEO of ClearView Investments & Pensions Limited, an independent financial advisory company which was acquired by Irish Life.

Ms. Garahy has significant knowledge of advising and managing investment funds having done so for more than 30 years, including as founder and former Managing Director of HBCL Investments & Pensions and as former Director of Investments at HC Financial Services. Prior to this, Ms. Garahy worked with the National Treasury Management Agency as Head of Research at the National Pension Reserve Fund, was Head of Research with Hibernian Investment Managers (now Aviva Investors) and spent 10 years as a stockbroker with both Goodbody Stockbrokers and NCB in Dublin. Ms. Garahy is a Qualified Financial Advisor, a registered stockbroker with an ACCA Diploma in Accounting & Finance and a Masters of Science from UCD.

**Significant external appointments:**

- Non-executive director of ICON plc, Chair of the Compensation & Organisation Committee, Member of the Nominations & Sustainability Committee.
- Non-executive director of IPB Insurance CLG, Chair of the Audit Committee, Member of the Remuneration Committee, Member of the Investment Committee, Member of the Sustainability Committee

**Nationality:** Irish



- ✓ Independent
- ✓ Governance
- ✓ Public Company Boards
- ✓ Senior Independent Director
- ✓ Committee Chair experience
- ✓ Financial Expert
- ✓ Capital Markets
- ✓ Pensions, Investments and Remuneration
- ✓ M&A
- ✓ Regulated Entities
- ✓ Entrepreneur
- ✓ Sustainability
- ✓ Irish market experience



## Tom Kavanagh

Independent Non-Executive Director, appointed 1 June 2018

**Committees:** Audit Committee (Chair), Sustainability Committee

**Skills and experience:** Mr. Kavanagh brings to the Board a wealth of experience in professional practice as a business adviser, having served as a partner at Deloitte Ireland. He has wide-ranging experience in professional practice as a business adviser, corporate restructuring expert and insolvency practitioner. His practice included advising on the restructuring of large portfolios of distressed Irish property assets.

Mr. Kavanagh has extensive board experience, having served as a director on the boards of a number of private companies and was a member of the board of the Credit Union Restructuring Board (REBO).

Mr. Kavanagh is a Chartered Accountant by profession and his executive education includes Value Creation through Effective Boards in Harvard Business School/IESE in 2019 and Sustainability Leadership in Cambridge University in 2020.

**Significant external appointments:** Chair of Chapter Zero Ireland, a community of Non-Executive Directors that lead Irish boardroom discussions on the impacts of climate change.

**Nationality:** Irish



- ✓ Independent
- ✓ Financial Expert
- ✓ Corporate Finance
- ✓ Committee Chair experience
- ✓ M&A
- ✓ Restructuring
- ✓ Real Estate
- ✓ Sustainability
- ✓ Irish market experience

## PART V

### BOARD'S OBSERVATIONS IN RESPECT OF THE VISION NOMINEES

Vision has failed to establish the relevant experience (including board and management experience within the listed REIT sector) and independence of the Vision Nominees. Three nominees (Richard Nesbitt, Amy Freedman and Sharon Stern) are closely linked to Vision and Ewing Morris (an investor publicly aligned with Vision in multiple activist attacks including I-RES) through a combination of direct employment or previous activist boardroom battles.

Further details on the Vision Nominee's background can be found in the Requisition Notice published by Vision on 18 December 2023.

The Board would note the following observations that Shareholders should take into account:

Vision Nominee	
<b>Amy Freedman</b>	<p>Ms. Freedman is an employee of Ewing Morris, which owns 0.7% of I-RES' shares. Ewing Morris has been strongly aligned with Vision in its campaign against I-RES prior to the 2023 AGM and also in a previous activist campaign against First Capital REIT. The Board considers that Ms. Freedman could not on that account be considered independent. The Board also considers it inappropriate that a 0.7% Shareholder should obtain board representation.</p> <p>Ms. Freedman already has three existing external board roles outside Ewing Morris and a key role at Ewing Morris, as Partner, Head of Engagement and Investing. The Board notes that Ms. Freedman lacks demonstrable experience of Irish real estate and may not have sufficient available time to bring to the role of director of I-RES.</p>
<b>Richard Nesbitt</b>	<p>Mr. Nesbitt was proposed to the Board as a potential candidate by Vision in 2022 and was considered by the Nomination Committee in the context of a director-appointment process run in 2022 that ultimately saw Hugh Scott-Barrett appointed to the Board. Mr. Nesbitt's background in North American real estate (although he had no listed non-executive board roles at the time his appointment was considered) was taken into account at that time and he was interviewed as part of the process. Mr Scott-Barrett brought European-listed real estate and capital markets experience to the Board.</p> <p>Mr. Nesbitt has been on the Advisory Board of Vision Capital since 2014, (a fact which is omitted from Vision's Requisition Press Release on the 18 December 2023 and the Requisition Notice) and is closely linked with Vision and Ewing Morris. In February 2023, Mr. Nesbitt was appointed as a director to the First Capital REIT Board in Canada as part of agreement reached between First Capital, Vision and Ewing Morris following an activist campaign led by Vision and Ewing Morris against that company. The Board considers that Mr. Nesbitt could not be considered independent of Vision and Ewing Morris in seeking to act on behalf of all Shareholders.</p>
<b>Colm Lauder</b>	<p>Mr. Lauder is a former research analyst at Goodbody Stockbrokers. He is currently a journalist and leads a consultancy business, Lingard Capital Advisers, newly established in December 2023.</p> <p>Other than analyst and advisory real estate experience gained in these roles, the Board notes that Mr. Lauder lacks demonstrable operational or management experience of Irish real estate and has no public company experience.</p>
<b>Mark Barr</b>	<p>Mr. Barr is a former partner of law firm Arthur Cox, specialising in real estate. Arthur Cox is Vision Capital's ongoing legal adviser. The Board questions whether Mr. Barr could be considered to be independent given his former firm's ongoing commercial advisory relationship with Vision.</p>

Vision Nominee	
<b>Sharon Stern</b>	<p>Ms. Stern is described by Vision as an entrepreneur and real estate investor. She has been linked to at least two previous activist campaigns, including one in which Ms. Stern was nominated by Ewing Morris to the Cedar Realty Trust Board (subsequently taken private) as part of an activist campaign in 2021.</p> <p>As noted above in respect of Ms. Freedman, Ewing Morris has been strongly aligned with Vision in its campaigns against I-RES and First Capital REIT. The Board considers that Ms Stern could not on that account be considered independent. The Board re-iterates that it considers it inappropriate that a 0.7% Shareholder should obtain board representation through these candidates.</p> <p>The Board also notes that Ms. Stern lacks demonstrable experience of Irish real estate and has limited relevant skills that it believes could be brought to the role as a director of I-RES.</p>

## PART VI

### DEFINITIONS

*In this document the following expressions have the following meanings unless the context otherwise requires or unless otherwise provided:*

“2023 AGM”	the annual general meeting of the Company held on 4 May 2023;
“2024 AGM”	the annual general meeting of the Company to be held on 2 May 2024;
“AIF”	an alternative investment fund within the meaning of AIFMD;
“AIFMD”	Directive 2011/61/EU of the European Parliament and of the Council of 8th June 2011 on Alternative Investment Fund Managers;
“Articles of Association”	the articles of association of Irish Residential Properties REIT plc, as amended from time to time;
“Board”	the board of Directors as at the date of this document, whose names are set out on page 7 of this document or where the context otherwise requires, the board of directors of the Company from time to time;
“Broadridge”	Broadridge Financial Solutions Limited;
“CDIs”	CREST depository interests;
“CEO”	Chief Executive Officer of the Company;
“CFO”	Chief Financial Officer of the Company;
“Chair”	Chairperson of the Company;
“Companies Act 2014”	the Irish Companies Act, 2014;
“Company”	Irish Residential Properties REIT plc, which is registered with the Irish Companies Registration Office under number 529737 and has a registered office at South Dock House, Hanover Quay, Dublin 2, Ireland D02 XW94;
“CREST”	the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by Euroclear UK in accordance with the Uncertificated Securities Regulations;
“CSD”	Central Securities Depository;
“Directors”	the directors of the Company from time to time;
“EB Participants”	persons who hold their interests in ordinary shares as Belgian law rights through the EB System;
“EB System”	the system operated by Euroclear Bank SA/NV;
“EGM” or “Extraordinary General Meeting”	the requisitioned extraordinary general meeting of the Company, to be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson’s Quay, Dublin 2, D02 YT21, Ireland on Friday, 16 February 2024 at 11.00 a.m. or any adjournment thereof, notice of which is set out at the end of this document;
“EPS”	earnings per share;
“Euroclear” or “EUI”	Euroclear UK & International Limited (formerly named CRESTCo Limited), the operator of CREST;
“Euroclear Bank”	Euroclear Bank SA/NV;
“Euronext Dublin”	The Irish Stock Exchange plc, trading as Euronext Dublin;

“Euronext Dublin Listing Rules”	the Euronext Dublin Listing Rules for companies, as published by Euronext Dublin;
“Ewing Morris”	Ewing Morris & Co. Investment Partners Ltd, a 0.7% Shareholder in the Company;
“Executive Director”	a Director who is a full or part-time employee of, or holder of an executive office with, a member of the Group;
“Existing Directors”	Declan Moylan, Margaret Sweeney, Brian Fagan, Joan Garahy and Tom Kavanagh each of whom Vision has sought by the Vision Resolutions to remove as a Director;
“Form of Proxy”	the form of proxy for use at the EGM;
“Group”	Irish Residential Properties REIT plc and its subsidiary undertakings;
“ICR”	interest coverage ratio;
“Ireland”	the island of Ireland, save for Northern Ireland;
“Irish Annex”	the Irish corporate governance annex to the UK Corporate Governance Code issued by Euronext Dublin;
“Irish Corporate Governance Code”	the Irish Corporate Governance Annex to the UK Code issued by the Irish Stock Exchange;
“Irish Takeover Rules”	the Irish Takeover Panel Act 1997, Takeover Rules 2022;
“Latest Practicable Date”	Friday, 5 January 2024, being the latest practicable date prior to the publication of this document;
“LTIP”	the Irish Residential Properties REIT plc 2014 Long Term Incentive Plan;
“Management”	the senior management team of the Company as at the date of this Circular responsible for the day-to-day running of I-RES and for executing the Company’s strategy;
“Memorandum of Association”	the memorandum of association of the Irish Residential Properties REIT plc, as amended from time to time;
“Net Asset Value” or “NAV”	the measure shown in a company’s balance sheet of all assets less all liabilities, and is equal to the equity attributable to shareholders in any company or group;
“New Remuneration Policy”	the remuneration policy to be presented to Shareholders at the 2024 AGM of the Company;
“Nominations Committee”	the nominations committee of the Company from time to time, which as at the date of the Circular is Declan Moylan, Denise Turner and Joan Garahy;
“Non-Executive Director”	a Director who is not a full or part-time employee, or holder of an executive office with, a member of the Group;
“Notice of EGM”	the notice of EGM set out at the end of this document;
“NRI”	net rental income;
“Ordinary Shares” or “shares”	ordinary shares of €0.10 each in the Company;
“PRS”	private rented sector;
“RCF”	Revolving Credit Facility;
“Record Date”	6 p.m. on Monday, 12 February 2024 (being the day which is four days prior to the EGM);

“Registrar” or “Computershare”	the Company’s registrar, being Computershare Investor Services (Ireland) Limited;
“REIT”	a real estate investment trust, as defined in section 705A Taxes Consolidation Act 1997 (as inserted by section 41(c) of the Finance Act);
“Remuneration Committee”	the remuneration committee of the Company from time to time;
“Remuneration Policy”	the existing Remuneration Policy of the Company as set out on pages 100 to 101 of the 2022 Annual Report which was approved by shareholders at the 2020 AGM;
“Requisition Notice”	the notice of requisition dated 18 December 2023 from Vision and affiliates of Vision requisitioning an extraordinary general meeting of the Company in accordance with Section 178 of the Companies Act 2014 (as that section applies to I-RES by virtue of Section 1101 of the Act);
“Shareholder(s)”	holder(s) of Ordinary Shares;
“Strategic Review”	The I-RES Strategic Review, as described in section 7 and as announced by the Company on 8 January 2024;
“subsidiary undertakings”	shall have the meaning given by the European Communities (Companies: Group Accounts) Regulations 1992;
“TSR”	total share return;
“UK Corporate Governance Code”	the UK Corporate Governance Code published by the Financial Reporting Council in 2018, as amended from time to time and as supplemented by the Irish Annex;
“Vision”	Vision Capital Corporation, a manager of alternative investment funds that focus on investments in publicly-traded securities in the real estate sector, based in Toronto, Canada;
“Vision Nominees”	Amy Freedman, Richard Nesbitt, Colm Lauder, Mark Barr, and Sharon Stern each of whom has been nominated by Vision for appointment to the Board at the EGM; and
“Vision Resolutions” or “Resolutions”	the resolutions contained in the Notice of EGM, to be proposed at the EGM in the manner specified in the Notice of EGM.

**Notes:**

- (i) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include an amendment, modification, re-enactment or extension thereof.
- (ii) The symbol “€” refers to euro, the lawful currency of Ireland pursuant to the provisions of the Economic and Monetary Union Act 1998. The symbols “Stg£” or “£” or “p” refer to sterling pounds and pence, the lawful currency of the United Kingdom, and the symbols “US\$” or “\$” refer to US dollars, the lawful currency of the United States of America.
- (iii) Words importing the singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine or neuter gender.



# IRISH RESIDENTIAL PROPERTIES REIT PLC

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice** is hereby given that an Extraordinary General Meeting of Irish Residential Properties REIT plc (the “**Company**”) will be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson’s Quay, Dublin 2, D02 YT21, Ireland, Ireland on Friday, 16 February 2024 at 11:00 a.m. for the purposes of considering the following resolutions (Resolutions 1(a) - (2) and 2(a) - (e) are proposed by Vision Capital Corporation (“**Vision**”) as ordinary resolutions, and Resolutions 3 and 4 are proposed by Vision as special resolutions).

1. The following resolutions 1 (a) to (e), each being separate ordinary resolutions (**Resolutions 1 (a) - (e)**):
  - (a) To remove as a Director Declan Moylan in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (b) To remove as a Director Margaret Sweeney in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (c) To remove as a Director Brian Fagan in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (d) To remove as a Director Joan Garahy in accordance with the Companies Act 2014 and the Company’s Constitution; and
  - (e) To remove as a Director Tom Kavanagh in accordance with the Companies Act 2014 and the Company’s Constitution.
2. The following resolutions 2 (a) to (e), each being separate ordinary resolutions (**Resolutions 2 (a) - (e)**):
  - (a) To appoint as a Director Amy Freedman in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (b) To appoint as a Director Richard Nesbitt in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (c) To appoint as a Director Colm Lauder in accordance with the Companies Act 2014 and the Company’s Constitution;
  - (d) To appoint as a Director Mark Barr in accordance with the Companies Act 2014 and the Company’s Constitution; and
  - (e) To appoint as a Director Sharon Stern in accordance with the Companies Act 2014 and the Company’s Constitution.
3. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 3**):

That Article 86(a) of the Articles of Association of the Company shall be amended with immediate effect by inserting the following **bold and underlined** text as a new final sentence in Article 86(a):

### **86. Directors’ Powers**

- (a) Subject to the provisions of the 2014 Act, the Memorandum of Association of the Company and these Articles, the business of the Company shall be managed by the Directors who may do all such acts and things and exercise all the powers of the Company as are not by the 2014 Act or by these Articles required to be done or exercised by the Company in general meeting. No alteration of the Memorandum of Association of the Company or of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors. **For the avoidance of doubt, the Directors shall comply with any direction given in accordance with Section 158 of the Companies Act 2014 to commence a sales process and/or strategic review for the Company from time to time and to take any and all actions in connection with the foregoing.**

4. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 4**):

That, in light of the following factors:

- (a) the persistent structural discount in the Company's share price relative to the market value in an arm's length property transaction for its real estate property portfolio and its operating platform;
- (b) the lack of liquidity in the Company's ordinary shares on Euronext Dublin;
- (c) that as a result of said structural discount and lack of liquidity in its ordinary shares, the Company faces challenges in effectively raising equity capital thereby impacting the Company's growth potential;
- (d) the Company's mismanagement of the balance sheet and ineffective and untimely response to both reducing debt levels and hedging the Company's variable interest rate exposure;
- (e) the Company's inefficient REIT structure that requires it to maintain a high dividend payout ratio and impacts its ability to retain cash flow for acquisitions, housing development, and/or deleveraging purposes;
- (f) poor stewardship and property management have been observed under the current management following the internalization of the REIT's management in 2021;
- (g) the misalignment between the Company's Board and Management, and I-RES shareholders is evident in the excessive remuneration, entrenchment of the Board and Management, and the elevated 'General and Administrative' expense cost structure of I-RES; and
- (h) transactions involving comparable companies suggest that overall shareholder value can be maximised by pursuing alternative privatization options,

the Directors of the Company be directed, in accordance with Section 158 of the Companies Act 2014 and Article 86(a) of the Company's Articles of Association (as amended by Resolution 3 if Resolution 3 is approved at the EGM), to:

- (i) appoint an internationally recognised financial, real-estate, and/or restructuring adviser(s) (the "**Appointment**") to advise the Company in undertaking a comprehensive review of the options available to the Company to maximise value for its shareholders including, without limitation, (a) a cash offer for the Company, (b) an asset disposal of the Company's assets and a return of value by the Company or (c) an asset disposal of the Company's assets followed by a winding up of the Company (the "**Review**");
- (ii) to use best endeavours to ensure that:
  - (A) the Appointment is made and to make a public announcement of the Appointment as soon as practicable following the EGM;
  - (B) the Appointment is reviewed on an ongoing basis by the Board to ensure that the adviser's performance is likely to result in the Company achieving the aims set out in this Resolution 4 and, if not, that a suitable alternative adviser is appointed forthwith;
  - (C) the Review is concluded within as short a time frame as is standard for a Review of this nature; and
  - (D) to use all reasonable endeavours to effectuate any sales or divestment process recommended by the Review and to ensure that any resulting transaction becomes effective in accordance with its terms within six to 24 months following the date of the EGM.

By Order of the Board.

Anna-Marie Curry  
Secretary  
Irish Residential Properties REIT plc  
South Dock House  
Hanover Quay  
Dublin 2  
D02 XW94  
Ireland

Dated: 8 January 2024

## STATEMENT OF PROCEDURES

**(i) Entitlement to attend and vote**

Only those Shareholders of the Company registered on the Company's register of members at:

- 6 p.m. on Monday, 12 February 2024 (being the day which is four days prior to the EGM) (the "**Record Date**"); or
- if the EGM is adjourned, at 6 p.m. on the day four days prior to the adjourned EGM,

shall be entitled to attend, speak, ask questions and, in respect of the number of shares in the Company registered in their name at that time, vote at the meeting, or, if relevant, any adjournment thereof. Changes to entries on that register after that time and date shall be disregarded in determining the rights of any person to attend and vote at the meeting.

**(ii) Availability of information in connection with the meeting on the Company's website**

Information regarding the EGM and the information required to be made available by Section 1103(3) of the Companies Act 2014, is available on the Company's website at [www.iresreit.ie](http://www.iresreit.ie).

**(iii) Attending in person**

The EGM will be held at the Clayton Hotel, Cardiff Lane, Sir John Rogerson's Quay, Dublin 2, D02 YT21, Ireland on Friday, 16 February 2024 at 11:00 a.m. and the Company welcomes Shareholders to attend the EGM in person. If it becomes necessary or appropriate to revise the current arrangements for the EGM, further information will be made available by Regulatory Information Service and on I-RES' website at [www.iresreit.ie](http://www.iresreit.ie).

If you wish to attend the EGM in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the EGM to allow time for registration. Please bring the Attendance Card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the EGM.

**(iv) Appointment of proxies**

Following the migration of the holding and settlement of uncertificated shares in the Company from the CREST system ("**CREST**") to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**"), ("**EB System**") on 15 March 2021, the process of appointing a proxy will depend on the manner in which you hold your ordinary shares in the Company.

- Shareholders whose name appears on the register of members of the Company (being those who hold their shares in certificated form and who do not hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST depository interests ("**CDIs**") through the CREST system and who are entitled to attend and vote at the EGM, may appoint (by electronic means or in writing) one or more proxies to attend, speak and vote on his or her behalf at the EGM. Please see notes vi to viii and xi below in this regard.
- Electronic proxy voting in respect of the ordinary shares registered in the name of Euroclear Nominees Limited ("**Euroclear Nominees**") as nominee for Euroclear Bank will occur through the use of a secured mechanism to exchange electronic messages as agreed by the Company with Euroclear Bank.
- Persons who hold their interests in ordinary shares as Belgian law rights through the EB System ("**EB Participants**") or as CDIs through CREST ("**CDI Holders**") should read notes (ix) to (xi) below (which is based on the information available to the Company as at Friday, 5 January 2024, the latest practicable date prior to the publication of this document) and should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the EGM through the respective systems.
- For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact your custodian.

**(v) Appointment of proxies – identity and multiple proxies**

A proxy need not be a Shareholder. A Shareholder may appoint more than one proxy to attend on the same occasion and vote in respect of shares held in different securities accounts. A Shareholder acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the shares differently from other shares held by it. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone +353 1 447 5511. The appointment of a proxy will not preclude a Shareholder from attending, speaking, asking questions and voting at the meeting should the Shareholder wish to do so.

**(vi) Appointment of Proxy by the Form of Proxy**

A Form of Proxy for use by Shareholders is enclosed with this Notice of Extraordinary General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a Shareholder from attending or speaking at the EGM or voting in person should they wish to do so.

To be valid, a Form of Proxy, duly signed and any power of attorney or other valid authority, if any, under which it is signed (or a copy of such authority certified notarially) must be returned by post to the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible and in any event by no later than 11.00 a.m. on Wednesday, 14 February 2024 or (in the case of a poll taken

otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used.

**(vii) Electronic Appointment of Proxy**

Shareholders who wish to appoint (or remove) proxies by electronic means may do so by accessing the Registrars' website [www.eproxyappointment.com](http://www.eproxyappointment.com). To do so, Shareholders will need their Control Number, Shareholder Reference Number (SRN) and PIN, which are printed on the enclosed Form of Proxy. Full details of the procedures, including voting instructions, are given on the website [www.eproxyappointment.com](http://www.eproxyappointment.com).

**(viii) Further information for EB Participants**

EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in December 2023 and entitled "*Euroclear Bank as issuer CSD for Irish corporate securities*".

EB Participants can either send:

- electronic voting instructions to instruct Euroclear Nominees (as sole registered shareholder of all ordinary shares held through the Euroclear system) to either itself, or by appointing the chairman as proxy, to:
  - vote in favour of all or a specific resolution(s);
  - vote against all or a specific resolution(s);
  - abstain from all or a specific resolution(s);
  - give a discretionary vote to the chairman in respect of one or more of the resolutions being put to a shareholder vote; or
- a proxy voting instruction to appoint a third party (other than Euroclear Nominees/the chairman of the meeting) to attend the meeting.

Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

**(ix) Further information for CREST members with holdings of CDIs**

Euroclear UK & International Limited ("EUI"), the operator of CREST has arranged for CDI Holders to issue voting instructions relating to the Company's ordinary shares via a third-party service provider, Broadridge Financial Solutions Limited ("**Broadridge**"). Further details on this service are set out on the "*All you need to know about SRD II in Euroclear UK & International*" webpage (see section CREST International Service – Proxy voting). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.

CDI Holders will be required to make use of the Euroclear UK & International proxy voting service facilitated on EUI's behalf by Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions as required. In addition, if you wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: [eui.srd2@euroclear.com](mailto:eui.srd2@euroclear.com). Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.

The voting service will process and deliver proxy voting instructions received from CREST members on the Broadridge voting deadline date to Euroclear Bank, by its cut-off and to agreed market requirements. The same voting options as described above for EB Participants will be available (i.e. electronic votes by means of chairman proxy appointments or appointing a third party proxy).

Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the EGM. Broadridge's voting deadline will be earlier than the Euroclear Bank's voting instruction deadline and is expected to be close of business two business days before Euroclear Bank's voting instruction deadline.

**CDI Holders should pay close attention to any notices specifically relating to this EGM and are strongly encouraged to familiarise themselves with Broadridge's arrangements, including voting deadlines and procedures, and to take any further actions required by Broadridge so that they can avail of this voting service.**

CDI Holders are additionally advised that any acquisition of shares which are expected to settle after the Broadridge voting deadline and before the Record Date will be settled on the basis that the purchaser may be unable to exercise any underlying voting or attendance rights.

Broadridge will use best endeavours to accept late votes, changes and cancellations from a CDI Holder after the voting deadline but there is no guarantee that these will be processed within the requisite timeframes.

There is no facility to offer a letter of representation/appoint a corporate representative other than through the submission of third-party proxy appointment instructions.

**(x) Deadlines for receipt by the Company of Proxy Voting Instructions**

All proxy appointments and voting instructions (whether submitted directly or through the EB System or (via a holding of CDIs) (CREST) must be received by the Registrar not less than 48 hours before the time appointed for the EGM or any adjournment of the EGM. However, persons holding through the EB System or (via a holding of CDIs) CREST will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

**(xi) Issued shares and total voting rights**

The total number of issued shares as at 6 p.m. on 5 January 2024 (the latest practicable date prior to the publication of this Notice of Extraordinary General Meeting) was 529,578,946 and as at that time and date, the Company does not hold any treasury shares.

On a vote by show of hands, every Shareholder who is present in person or by a duly authorised representative of a corporate shareholder or by proxy has one vote (but no individual shall have more than one vote). On a poll, every Shareholder shall have one vote for every share carrying rights of which he, she or it is the holder. On a poll a Shareholder, whether present in person or by a duly authorised representative of a corporate shareholder or by proxy, entitled to more than one vote need not, if the Shareholder votes, use all his, her or its votes or cast all the votes the Shareholder uses in the same way.

The resolutions proposed for adoption at the EGM comprise ordinary resolutions requiring a simple majority of Shareholders voting in person or by proxy or by a duly authorised representative of a corporate shareholder to be passed and special resolutions which require not less than 75% of Shareholders voting in person or by proxy or by a duly authorised representative of a corporate shareholder to be passed.

**(xii) Questions at the EGM**

Under Section 1107 of the Companies Act 2014, each Shareholder has the right to ask questions related to items on the agenda of the general meeting and to have such questions answered by the Company subject to any reasonable measures the Company may take to ensure the identification of the member, unless:

- answering the question would interfere unduly with the preparation for the EGM or the confidentiality and business interests of the Company;
- the answer has already been given on the Company's website by means of a question and answer forum; or
- it appears to the chairman of the EGM that it is undesirable in the interests of good order of the meeting that the question be answered.

**(xiii) Other resolutions**

The Extraordinary General Meeting is being convened to consider specific resolutions as incorporated in this Notice of EGM. As the text of the resolutions is set out in this Notice of Extraordinary General Meeting, Section 1104 of the Companies Act 2014 (which provides that a member or members meeting the prescribed qualification criteria may table a draft resolution for an item on the agenda of an extraordinary general meeting) is accordingly inapplicable.

