

All resolutions passed by Irish Residential Properties REIT plc

at its 2024 Annual General Meeting

other than resolutions concerning ordinary business

Special Business

6. To receive and consider the Report of the Remuneration Committee on Directors' Remuneration for the year ended 31 December 2023 (other than the Remuneration Policy) as set out on pages 134 to 144 of the Company's 2023 Annual Report (**Resolution 6**).
7. To receive and consider the Remuneration Policy contained in the Report of the Remuneration Committee on Directors' Remuneration for the year ended 31 December 2023, as set out on pages 126 to 133 of the Company's 2023 Annual Report (**Resolution 7**).
8. To consider and, if thought fit, to pass the following as an ordinary resolution (**Resolution 8**).

THAT:

- (a) the rules of the I-RES 2024 Long Term Incentive Plan (the "**2024 LTIP**") in the form produced to the Meeting and initialled by the Chairman of the Annual General Meeting for the purposes of identification, the principal terms of which are summarised in Appendix 2 to the Notice of AGM, be and are hereby approved and the Directors be and are generally authorised to adopt the 2024 LTIP and to do all acts and things that they consider necessary or expedient to effectively adopt, give effect to, implement and operate the 2024 LTIP and to make any such minor amendments to the rules of the 2024 LTIP as they may consider appropriate, to benefit the administration of the LTIP and/or to take account of best practice; and
 - (b) the Directors be and are hereby authorised to adopt further plans based on the 2024 LTIP, but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the 2024 LTIP.
9. To consider and, if thought fit, to pass the following as an ordinary resolution (**Resolution 9**):

THAT, the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot and issue all relevant securities (within the meaning of Section 1021 of the Companies Act 2014) of the Company:

- (a) without prejudice to or limitation of any power and authority granted pursuant to paragraph (b) of this Resolution 9, up to an aggregate nominal value of €17,650,866.27 representing approximately 33.33% of the aggregate nominal value of the issued ordinary share capital of the Company as at 5 p.m. on 3 April 2024; and
- (b) without prejudice to or limitation of any power and authority granted under paragraph (a) of this Resolution 9, up to an aggregate nominal value of €8,828,081.03 representing a further approximately 16.67% of the aggregate nominal value of the issued ordinary share capital of the Company as at 5 p.m. on 3 April 2024 provided that any equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) allotted pursuant to the authority in this paragraph 9(b) are offered by way of one or more rights issues for period(s) fixed by the Directors to or in favour of the holders of equity securities on the register of members and/or any persons having a right to subscribe for equity securities in the capital of the Company at such record date(s) as the Directors may determine and where the equity securities respectively attributable to the interests of such holders and persons are proportional in nominal value (as nearly as may be practicable) to the respective number of equity securities held by them on such record date(s), and subject generally, but without limitation to any of the foregoing, to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to legal and/or practical issues (including to deal with any fractional entitlements and/or arising in respect of overseas members and/or jurisdictional issues) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory.

Re: Euronext Dublin – LR 6.1.60

The authority hereby conferred under this Resolution 9 shall commence at the time of the passing of this resolution and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or close of business on the date which is 15 calendar months after the date of passing this resolution, whichever is earlier, unless and to the extent that such power is varied, revoked, or renewed prior to such date; provided that the Company may before such expiry make offer(s) and/or agreement(s) which would or might require relevant securities to be allotted after such expiry, and the Directors may allot relevant securities in pursuance of any such offer(s) and/or agreement(s) as if the power conferred hereby had not expired.

10. To consider and, if thought fit, to pass the following special resolutions, each being separate special resolutions:

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

THAT, subject to the passing of Resolution 9 and for the purposes of Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally empowered, in addition to and without prejudice to or limitation of any power and/or authority granted pursuant to Resolution 10(b), to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to and in accordance with the authority conferred pursuant to Resolution 9 and/or the Articles of Association of the Company as if Section 1022(1) of the Companies Act 2014 did not apply to such allotment, to include the re-allotment of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities in connection with any one or more issues or offerings to or in favour of holders of equity securities and/or any other persons entitled to participate in such issue or offering (other than the Company itself in respect of any shares held by it as treasury shares) at such record date(s) as the Directors may determine where the equity securities respectively attributable to the interests of such holders and persons are proportionate in nominal value (as nearly as may be practicable) to the respective number of equity securities held by or deemed to be held by them on the record date(s) of such allotment(s) and subject thereto to the allotment in any case by way of placing or otherwise of any equity securities not taken up in such issues or offerings as the Directors may determine; and generally subject only to such exclusions or other arrangements as the Directors may consider necessary or expedient in relation to any legal and/or practical issues (including to deal with any fractional entitlements and/or arising in respect of overseas members and/or jurisdictional issues) under the laws or requirements of any regulatory body or stock exchange in any territory; and
- (ii) the allotment, other than on foot of the power conferred by sub-paragraph (i) above, of equity securities up to an aggregate nominal value of €2,647,894.73, representing 5% of the issued ordinary share capital of the Company as at 5 p.m. on 3 April 2024,

provided that the power hereby conferred shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date which is 15 calendar months after the passing of this special resolution unless and to the extent varied, revoked or renewed prior to such date in accordance with the provisions of the Companies Act 2014, save that the Company may, before such expiry, make offer(s) and/or agreement(s) which would or might require equity securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer (s) and/or agreement(s) as if the power hereby conferred had not expired.

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

THAT, subject to the passing of Resolution 9, for the purposes of Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby generally and unconditionally empowered, in addition to and without prejudice to or limitation of any power and/or authority granted pursuant to Resolution 10(a), to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to and in accordance with the authority

conferred pursuant to Resolution 9 and/or the Articles of Association of the Company as if Section 1022(1) of the Companies Act 2014 did not apply to such allotment, to include the re- allotment of any treasury shares from time to time, provided that the powers conferred by this resolution shall be limited to:

- (i) the allotment of equity securities up to an aggregate nominal value of €2,647,894.73, representing 5% of the issued ordinary share capital of the Company as at 5 p.m. on 3 April 2024; and
- (ii) where the proceeds of the allotment are to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group and in effect prior to the date of the notice containing this resolution,

provided that the power hereby conferred shall expire on the earlier of the conclusion of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date which is 15 calendar months after the passing of this special resolution unless and to the extent revoked, varied or renewed prior to such date in accordance with the provisions of the Companies Act 2014, save that the Company may, before such expiry, make offer(s) and/or agreement(s) which would or might require equity securities to be allotted or issued after such expiry and the Directors may allot equity securities in pursuance of any such offer(s) and/or agreement(s) as if the power hereby conferred had not expired.

11. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 11**):

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

- (a) the aggregate nominal value of the ordinary shares authorised to be acquired pursuant to the terms of this resolution shall not exceed €7,943,684.19, representing 15% of the issued ordinary shares in the share capital of Company as at 5 p.m. on 3 April 2024;
- (b) the maximum price (excluding expenses) at which a purchase pursuant to this authorisation will be made will be the higher of:
 - (i) 105% of the “Appropriate Price” as defined below; and
 - (ii) the amount stipulated by Article 3(2) of Commission Delegated Regulation (EU) 2016/1052 adopted by the European Commission pursuant to Article 5 of Regulation No. 596/2014 of the European Parliament and Council (being the value of an ordinary share calculated on the basis of the higher of the price quoted for:
 - a. the last independent trade of; and
 - b. the highest current independent bid or offer for,any number of ordinary shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out);
- (c) the minimum price (excluding expenses), which may be paid for ordinary shares purchased pursuant to this authorisation will be an amount equal to the nominal value thereof; and
- (d) this authority expires at close of trading on the earlier of the date of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date

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

For the purpose of Resolution 11 and Resolution 12, the “**Appropriate Price**” is the average of the five amounts resulting from determining whichever of the following (I), (II) or (III) specified below in relation to shares of the class of which such share is to be acquired or (as the case may be) treasury share is to be re-issued shall be appropriate in respect of each of the five business days immediately preceding the day on which the share is to be acquired or (as the case may be) the treasury share is to be re-issued, as determined from information on the business done published in the Daily Official List in Dublin of the Irish Stock Exchange plc (trading as Euronext Dublin) relating to each of these five business days:

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

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

12. To consider and, if thought fit, to pass the following as a special resolution (**Resolution 12**):

THAT, subject to the passing of resolution 11 above, for the purposes of Section 109 and Section 1078 of the Companies Act 2014, the price range at which any treasury shares may be re-allotted off market shall be as follows:

- (a) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120% of the Appropriate Price, as defined in Resolution 11 above;
- (b) in the case of re-allotments of shares other than to satisfy entitlements under the Company’s LTIP, share options or employees’ share schemes, the minimum price at which a treasury share may be re-allotted off-market shall be not less than 95% of the Appropriate Price, as defined in Resolution 11 above (provided always that no treasury share shall be issued at a price lower than its nominal value); and
- (c) in the case of re-allotments of shares to satisfy entitlements under the Company’s LTIP, share options or employees’ share schemes, the minimum price at which a treasury share may be re-allotted off-market shall be an amount equal to the nominal value thereof,

and the authority hereby conferred shall expire at close of trading on the earlier of the date of the next annual general meeting of the Company after the passing of this resolution or the close of business on the date which is 15 calendar months after the passing of this special resolution.

Re: Euronext Dublin – LR 6.1.60

References to the Companies Act 2014 in this Notice of Annual General Meeting shall be read in all cases as a reference to the Companies Act 2014 (as amended).