



**THE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS IN IRELAND**

**ANNUAL GENERAL MEETING**

**FORM OF PROXY**

I....., being a member of the Institute of Certified Public Accountants in Ireland (“CPA Ireland”) hereby appoint the Chairperson, or their nominee, being a full member of CPA Ireland, or \_\_\_\_\_, being a full member of CPA Ireland, as my proxy to attend, speak, vote and act for me and on my behalf at the annual general meeting of CPA Ireland to be held at 17 Harcourt Street, Dublin 2, D02 W963, Ireland at 2.30 p.m. on 17 May 2024 (the “AGM”) and at any adjournment thereof.

I direct my proxy to vote on the resolutions set out below as indicated by an ‘X’ in the appropriate box.

**VOTING INSTRUCTIONS**

**(please mark ‘X’ in the appropriate boxes below)**

		For	Against	Abstain	As Proxy sees fit
<b>ORDINARY RESOLUTIONS</b>					
1.	“To confirm that there is no change in the appointment of the statutory auditors of CPA Ireland and that UHY Farrelly Dawe White Limited (the “Auditor”) will continue in office pursuant to section 383 of the Companies Act 2014.”				
2.	“To authorise the Council of CPA Ireland to fix the remuneration of the Auditor for the year ending 31 December 2024.”				
<b>SPECIAL RESOLUTIONS</b>					
3.	“That subject to the approval by the requisite majority of members of CPA Ireland at the court-ordered meeting of the members of CPA Ireland, the scheme of arrangement that is				

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		For	Against	Abstain	As Proxy sees fit
	included in the document of which this notice forms a part, referred to as the “ <b>Scheme of Arrangement</b> ” (a copy of which has been produced to this meeting and for the purposes of identification signed by the chair thereof), in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the High Court of Ireland be approved, and that the members of the Council of CPA Ireland be authorised and directed to take all such action as they consider necessary or appropriate for carrying out the Scheme of Arrangement into effect.”				
4.	“That subject to resolution 3 being approved and written approval from the Irish Auditing and Accounting Supervisory Authority (IAASA) being obtained, the Constitution in the form posted on CPA Ireland’s website www.cpaireland.ie, be adopted as the Constitution of CPA Ireland to the exclusion of all existing constitutions or memoranda and articles of association of CPA Ireland, to take effect from the date of receipt by CPA Ireland of said written approval from IAASA.”				
<b>ORDINARY RESOLUTION</b>					
5.	“That any motion by the chair of the AGM to adjourn the AGM, or any adjournments thereof, to another time and place if necessary or appropriate to solicit additional proxies if there are insufficient votes at the time of the AGM to approve any resolutions, be approved.”				

**Signature of Member** \_\_\_\_\_ **Membership Number** \_\_\_\_\_  
**Name** \_\_\_\_\_ **Dated:** \_\_\_\_\_



## **NOTES**

1. Members entitled to attend, speak and vote at the AGM may vote in person at the AGM or they may appoint as their proxy any other member to exercise all or any of their rights to attend, speak and vote at the AGM.
2. If it is desired to appoint another member as proxy, the words “Chairperson, or their nominee,” should be deleted above and the name of the proxy, who must be a member of CPA Ireland, inserted at the space following such words. Please note that proxies may be asked to present identification.
3. The return of an instrument of proxy will not preclude any member from attending the meeting, speaking, asking questions and voting in person should he/she wish to do so.
4. To be effective, this completed instrument of proxy, together with any power of attorney or other authority under which it is signed, or a notarially certified copy of that power or authority, must be returned to CPA Ireland either:
  - (i) by email to [secretary@cpaireland.ie](mailto:secretary@cpaireland.ie);
  - (ii) by post to the **Secretary, CPA Ireland, 17 Harcourt Street, Dublin 2, D02 W963, Ireland**;
  - or,
  - (iii) (during normal business hours only) by hand to the foregoing address,in each case to be received not later than 2.30 p.m. on 15 May 2024, or, in the case of an adjournment to the AGM, 48 hours before the time appointed for the adjourned meeting.
5. Entitlement to attend and vote at the AGM will be determined by reference to the register of members of CPA Ireland (the “**Register of Members**”) at 6.00 p.m. on 15 May 2024 (or in the case of an adjournment, 6.00 p.m. on the day which is two days (excluding non-working days) prior to the adjourned meeting). Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.
6. A proxy is required to vote in accordance with any instructions given to him/her. The “Abstain” option is provided to enable you to abstain on any particular resolution. It should be noted, however, that it is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution. Unless otherwise directed by placing an “X” in the appropriate boxes, and in respect of any other resolutions proposed during the meeting, the proxy will vote as he/she thinks fit or will abstain from voting.