



THE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS IN IRELAND

SCHEME 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 court-ordered meeting of the members of CPA Ireland convened pursuant to section 450 of the Companies Act 2014 and to be held at 17 Harcourt Street, Dublin 2, D02 W963, Ireland at 2.45 p.m. on 17 May 2024 (the “Scheme Meeting”) 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 box)

	For	Against	Abstain	As Proxy sees fit
<u>Special resolution</u> “That the Scheme in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the High Court be agreed to”.				

Signature of Member

Membership Number

Name

Dated



NOTES

1. Members entitled to attend, speak and vote at the Scheme Meeting may vote in person at the Scheme Meeting 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 Scheme Meeting.
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;
 - (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 2.45 p.m. on 15 May 2024, or, in the case of an adjournment to the Scheme Meeting, 48 hours before the time appointed for the adjourned meeting. However, if not so returned, this instrument of proxy (together with any such authority, if applicable) may be handed to the chairperson of the Scheme Meeting or a representative of CPA Ireland on behalf of the chairperson, before the start of the Scheme Meeting.
5. Entitlement to attend and vote at the Scheme Meeting 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 Scheme Meeting.
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 the 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” the resolution. Unless otherwise directed by placing an “X” in the box above, 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.