

Abbey plc ("the Company") invites you to attend the extraordinary general meeting ("EGM") of the Company to be held at **Abbey House, Main Street, Clonee, Co. Meath** on Thursday, 30 September 2021 at 10.30 a.m.

Shareholder Reference Number

Form of Proxy - Extraordinary General Meeting ("EGM") to be held on Thursday, 30 September 2021



Cast your Proxy online 24hrs a day
...It's fast, easy and secure!
www.eproxyappointment.com

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 917427

SRN:

PIN:



To view the EGM Notice, online log on to <http://abbeyplc.ie/diary-events>

To be effective, all proxy appointments must be lodged with the Company's Registrar at:
Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 or through the voting website,
see above, by 28 September 2021 at 10.30 a.m.

Explanatory Notes:

- Only those members registered in the Register of Members at 6.00 p.m. on 28 September 2021 or if the EGM is adjourned, at 6.00 p.m. on the day that falls 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the Register of Member after that time and date will be disregarded in determining the right of any person to attend and/or vote at the EGM or any adjournment thereof.
- A member who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the EGM and may appoint more than one proxy to attend on the same occasion. Only members shall have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the EGM and at any adjournment thereof. The appointment of a proxy will not preclude a member from attending, speaking, asking questions and voting at the EGM should such member subsequently wish to do so. A proxy shall be bound by the Company's constitution. A proxy need not be a member of the Company. Any member wishing to appoint more than one proxy should contact the Company's Registrars by sending an email to clientservices@computershare.ie.
- Please indicate in the box next to the proxy holder's name (see reverse) the number of ordinary shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). All proxy forms must be signed and should be returned together in the same envelope.
- If you intend to appoint a proxy other than the Chairman of the EGM, we would ask that, as a contingency measure, you would additionally appoint the Chairman of the EGM as an alternative in the event the initially intended proxy is unable to attend for any reason (and does not appoint a substitute). This will facilitate your vote being included in a wider range of contingent scenarios.
- A proxy shall be entitled, with your prior consent, to nominate and appoint a substitute (Substitute Proxy) for him or her for any of the purposes contemplated by this proxy form with liberty to revoke any such appointment at his or her discretion. A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this proxy form. A Substitute Proxy shall be bound, and act in all respects, as a proxy is and would in accordance with the terms of this proxy form and, on appointment of a Substitute Proxy, all references to 'proxy' herein shall be construed as references to 'Substitute Proxy'.
- To be effective, this proxy form duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practicing in the Republic of Ireland, must be deposited with the Company's Registrar, so as to be received in any case no later than the deadline set out above. Alternatively, subject to the Company's constitution and provided it is received no later than the deadline set out above, the appointment of a proxy may:
 - be submitted by fax to +353 (0)1 447 5572, provided it is received in legible form; or
 - be submitted electronically via the internet, subject to the terms and conditions of electronic voting, by accessing the Company's Registrar's website, www.eproxyappointment.com. You will need your Shareholder Reference Number (SRN), PIN and Control Number, all of which are printed on your proxy form. A member who wishes to appoint more than one proxy by electronic means must contact the Company's Registrar by sending an email to clientservices@computershare.ie.
- In the case of an individual, this proxy form must be signed by the appointer or his/her attorney. In the case of a corporation, this proxy form must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note (ii) above.
- Any alterations made to this proxy form must be initialled by the person who signs it.
- In respect of any other business which may properly come before the EGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the EGM) not specified in the notice of EGM, the proxy will act at his/her discretion.
- The Company will take all appropriate safety measures as the directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the EGM to ensure the safety of any attendees and others involved with it. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on +353 1 447 5104 to request a change of address form or go to www.investorcentre.com/ie to use the online Investor Centre service.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

All Holders

Poll Card

To be completed **only** at the EGM if a Poll is called.

Vote
For Against Withheld

1.

THAT all of the existing issued Ordinary Shares of €0.32 each in the capital of the Company (**Ordinary Shares**) be and are hereby consolidated into ordinary shares of €14,400.00 each (**Consolidated Ordinary Shares**) on the basis of one Consolidated Ordinary Share for every 45,000 Ordinary Shares (the **Share Consolidation**) with the fractional entitlements arising therefrom to be dealt with in such manner as may be contemplated by the articles of association of the Company (for the time being and from time to time) and that any director of the Company be and is hereby irrevocably and unconditionally authorised to do and perform all such further acts and things as may appear necessary or desirable to give effect to or otherwise in connection with the Share Consolidation and all matters arising therefrom including, without prejudice to the generality of the foregoing, issuing, executing under hand or as a deed, and/or despatching any certificates, documents, mandates, powers of attorney, notices, consents, or requests considered by the Independent Board to be appropriate in connection therewith.

Signature

Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.



I/We hereby appoint the Chairman of the Meeting OR the following person

Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at an Extraordinary General Meeting of **Abbey plc to be held at Abbey House, Main Street, Clonee, Co. Meath on 30 September 2021** at 10.30 a.m. and at any adjournment thereof. I/ We direct that my/ our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Vote
For Against Withheld

1.

THAT all of the existing issued Ordinary Shares of €0.32 each in the capital of the Company (**Ordinary Shares**) be and are hereby consolidated into ordinary shares of €14,400.00 each (**Consolidated Ordinary Shares**) on the basis of one Consolidated Ordinary Share for every 45,000 Ordinary Shares (the **Share Consolidation**) with the fractional entitlements arising therefrom to be dealt with in such manner as may be contemplated by the articles of association of the Company (for the time being and from time to time) and that any director of the Company be and is hereby irrevocably and unconditionally authorised to do and perform all such further acts and things as may appear necessary or desirable to give effect to or otherwise in connection with the Share Consolidation and all matters arising therefrom including, without prejudice to the generality of the foregoing, issuing, executing under hand or as a deed, and/or despatching any certificates, documents, mandates, powers of attorney, notices, consents, or requests considered by the Independent Board to be appropriate in connection therewith.

I/we direct my/our proxy to vote on any resolution proposed at the meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting (or any adjournment thereof) including any motion to amend a resolution or adjourn the meeting.

Signature

Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

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