

Abbey plc ("the Company") invites you to attend the annual general meeting ("AGM") of the Company to be held at **The Grand Hotel, Malahide, County Dublin**, on Friday, 4 October 2019, at 10.30 a.m.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 4 October 2019



Cast your Proxy online 24 hours 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: 915975

SRN:

PIN:



To view the Company's 2019 Annual Report, including the AGM Notice, online log on to <http://abbeyplc.ie/financials>

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 2 October 2019 at 10.30am.

Explanatory Notes:

1. A member has the right to appoint some other person(s) of their choice, who need not be a member, as his/her proxy to exercise all or any of his/her rights, to attend, speak and vote on his/her behalf at the AGM. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder in the space provided (see reverse).
2. A member may appoint more than one proxy to attend, speak and vote at the meeting provided each proxy is appointed to exercise rights attached to shares held in different securities accounts. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5104. Please indicate 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. 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 forms must be signed and should be returned together in the same envelope.
3. To be effective, the completed Form of Proxy together with any original power of attorney or in the case of a corporate member any authority under which it is executed or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Registrar of the Company at the address and before the deadline set out above.
4. The proxy form must be signed (i) in the case of an individual by the appointor or his/her attorney; and (ii) in the case of a body corporate, be given either under its common seal or be signed on its behalf by a duly authorised attorney or signatory.
5. Alternatively, subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or any adjourned AGM thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM or any adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
 - i. be submitted by telefax to +353 (1) 447 5572, provided it is received in legible form; or
 - ii. be submitted electronically by accessing the Company Registrar's website, www.eproxyappointment.com. You will require your Control Number, Shareholder Reference Number (SRN) and PIN number as printed on your Form of Proxy. A member who wishes to appoint more than one proxy by electronic means must contact the Company Registrar by sending an email to clientservices@computershare.ie. Full details of the procedures, including voting instructions are given on the website; or
6. be submitted through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST Proxy instructions must be done and authenticated in accordance with Euroclear specifications as set out in the CREST Manual and received by the Company Registrar under (ID 3RA50). To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID 3RA50) not later than 10.30 a.m. on 2 October 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5) (a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", or to "Vote Withheld". If no such specific instructions are given, the proxy will vote your vote at his/her discretion. **A vote cast as "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" or "Against" the resolution.**
7. Pursuant to regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.00 p.m. on the day which is two days before the date of the meeting (or in the case of an adjournment as at 6.00 p.m. on the day which is two days before the date of 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, speak and vote at the meeting.
8. Any alterations made to this form should be initialled.
9. The appointment of a proxy will not preclude a member from attending the meeting asking questions and voting in person. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
10. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
11. On any other business which may properly come before the AGM and/or any adjourned AGM thereof and whether procedural and/or substantive in nature (including any motion to amend a resolution or adjourn the AGM) not specified in the Notice of the AGM or this Form of Proxy, the proxy will act at his/her discretion in voting on such matters.
12. 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 AGM if a Poll is called.

Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Company's statutory financial statements for the year ended 30 April 2019 together with the reports of the Directors and the statutory auditors thereon, and to review of the affairs of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To confirm and declare a dividend of 11 cents per ordinary share for the year ended 30 April 2019. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect as a Director Mr. David A. Gallagher (Member of Audit Committee and Remuneration Committee) who retires at the Annual General Meeting under Article 98 of the Company's Articles of Association and, being eligible, offers himself for re-appointment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect as a Director Ms. Avril M. Gallagher (member of audit committee and remuneration committee) who retires at the AGM under Article 87 of the Company's Articles of Association and, being eligible, offers herself for appointment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 5. To authorise the Directors to determine the remuneration of the statutory auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Directors to allot and issue all relevant securities pursuant to Section 1021 of the Companies Act 2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 7. To authorise the Directors to allot equity securities pursuant to Sections 1022 and 1023(3) of the Companies Act 2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the Directors to make market purchases and overseas market purchases of ordinary shares in the capital of the company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 the Annual General Meeting of **Abbey plc to be held at The Grand Hotel, Malahide, County Dublin** on 4 October 2019, at 10.30am., 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.

Ordinary Resolutions

- | | For | Against | Vote
Withheld |
|--|-------------------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Company's statutory financial statements for the year ended 30 April 2019 together with the reports of the Directors and the statutory auditors thereon, and to review of the affairs of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To confirm and declare a dividend of 11 cents per ordinary share for the year ended 30 April 2019. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To re-elect as a Director Mr. David A. Gallagher (Member of Audit Committee and Remuneration Committee) who retires at the Annual General Meeting under Article 98 of the Company's Articles of Association and, being eligible, offers himself for re-appointment. | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To elect as a Director Ms. Avril M. Gallagher (member of audit committee and remuneration committee) who retires at the AGM under Article 87 of the Company's Articles of Association and, being eligible, offers herself for appointment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote
Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 5. To authorise the Directors to determine the remuneration of the statutory auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Directors to allot and issue all relevant securities pursuant to Section 1021 of the Companies Act 2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|--|--------------------------|--------------------------|--------------------------|
| 7. To authorise the Directors to allot equity securities pursuant to Sections 1022 and 1023(3) of the Companies Act 2014. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To authorise the Directors to make market purchases and overseas market purchases of ordinary shares in the capital of the company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/we direct my/our proxy to vote on the resolutions 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).