

Cairn Homes p.l.c. (the “Company”) notifies you of the extraordinary general meeting of the Company to be held at the Company’s registered office at 7 Grand Canal, Grand Canal Street Lower, Dublin 2, D02 KW81, Ireland on 12 October 2020 at 11:00 a.m.

Shareholder Reference Number

## Form of Proxy - Extraordinary General Meeting to be held on 12 October 2020 at 11:00 a.m. (the “EGM”)



Cast your Proxy online...It’s fast, easy and secure!

[www.eproxyappointment.com](http://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: 916769

SRN:

PIN:



To view the Circular containing the Notice of EGM online log on to: <http://www.cairnhomes.com>

**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, Ireland  
or through the voting website, [www.eproxyappointment.com](http://www.eproxyappointment.com), by 11:00 a.m. on 10 October 2020**

### Notes:

- Notwithstanding Note 2, 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 and comply with applicable requirements. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements.
- A member who is entitled to attend, speak, ask questions and vote at the EGM of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the EGM or any adjournment thereof. A member may appoint more than one proxy to attend, speak, ask questions and vote at the EGM or any adjournment thereof in respect of ordinary shares held in different securities accounts. Only ordinary shareholders have the right to appoint a proxy to attend, speak, ask questions and vote on his/her/its behalf at the EGM or any adjournment thereof. Such a member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees and such intermediary may cast votes attaching to some of the ordinary shares differently from other ordinary shares held by it. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the EGM should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the constitution of the Company. A proxy need not be a member of the Company but must attend the meeting to represent you. Any ordinary shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, (phone number +353 1 447 5566).
- To be effective, the Form of Proxy 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 practising in the Republic of Ireland, must be deposited with the Registrars of the Company Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the form must be initialled by the person who signs it.
- 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 EGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the EGM or any adjournment thereof) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may:
  - be submitted by fax to +353 1 447 5572, provided it is received in legible form; or
  - be submitted electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the shareholder portal on the Computershare Investor Services (Ireland) Limited website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your control number, shareholder reference number and your PIN number, which can be found above on this Form of Proxy; or
  - 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 Registrar under CREST Participant ID 3RA50.
- This Form of Proxy must (i) in the case of an individual member be signed by the appointer or by his/her/its attorney or submitted electronically by the member or his/her/its attorney; or (ii) in the case of a body corporate be executed either under its common seal or signed on its behalf by a duly authorised officer or attorney or submitted electronically in accordance with notes 4.ii. and 4.iii. above.
- 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.
- If you desire to appoint a proxy other than the Chairman of the EGM, please insert the proxy’s name in block capitals in the space provided and delete the words “the Chairman of the EGM or”. If you intend to appoint a proxy other than the chair of the EGM, we would ask that, as a contingency measure, you would additionally appoint the chair 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 wider range of contingent scenarios.
- A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to you to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by this Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy). A proxy shall provide any Substitute Proxy with a copy (electronic or otherwise) of this Form of Proxy where possible. A Substitute Proxy shall be bound by, and shall be entitled to act in all respects in accordance with, the terms of this Form of Proxy. All references to ‘proxy’ shall be deemed to include persons who are Substitute Proxies for the time being. Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote “For”, “Against”, to “Abstain” your vote or give him/her/it “Discretion” to vote as he/she/it wishes by marking as appropriate. If no such specific instructions are given, the proxy will vote or abstain from voting at his/her/its discretion. The abstain option is provided to enable you to abstain on any particular resolution. **It should be noted that a vote cast as abstain is not a vote in law and will not be counted in the calculation of the proportion of votes “For” and “Against” the resolution.**
- On any other business or matters which may properly come before the EGM or any adjournment thereof, and whether procedural, administrative and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the EGM) not specified in the Notice of the EGM or this Form of Proxy, the proxy will act at his/her/its discretion.
- If you are appointing a proxy other than the Chairman of the EGM or any other officer of the Company, please provide him/her/it with the Attendance Card attached hereto where possible to facilitate his/her/its attendance.
- Pursuant to Section 1095 of the Companies Act 2014 and Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the EGM, or if relevant, any adjournment thereof, 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 10 October 2020 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 and vote at the general meeting, or if relevant, any adjournment thereof. 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 EGM.

**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 when a Poll is called.

**Resolution** (see note 8 overleaf)

## Ordinary Resolution

1. THAT the Transaction (such term, and other capitalised terms set out in this resolution, being defined in the Circular within which is included the Notice of Extraordinary General Meeting at which this resolution is to be considered), be and is hereby approved, authorised, confirmed and ratified for the purposes of Section 238 of the Companies Act 2014 and otherwise, and any director of each of the Company and Cairn Homes Properties Limited respectively be and are hereby authorised to negotiate, settle, approve and take all such actions and execute and deliver all such documents (including without limitation, the Property Acquisition Agreement and the Parent Company Guarantee) necessary or desirable to complete and give full effect to the Transaction on behalf of the Company and Cairn Homes Properties Limited respectively.

For  Against  Discretion  Abstain

\_\_\_\_\_  
Signature

## Form of Proxy

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

Please leave this box blank if you have selected the Chairman of the EGM. 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 extraordinary general meeting of Cairn Homes p.l.c. to be held at the Company's registered office at 7 Grand Canal, Grand Canal Street Lower, Dublin 2, D02 KW81, Ireland on 12 October 2020 at 11:00 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 mark here to indicate that this proxy appointment is one of multiple appointments being made.

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.

**Resolution** (see note 8 overleaf)

## Ordinary Resolution

1. THAT the Transaction (such term, and other capitalised terms set out in this resolution, being defined in the Circular within which is included the Notice of Extraordinary General Meeting at which this resolution is to be considered), be and is hereby approved, authorised, confirmed and ratified for the purposes of Section 238 of the Companies Act 2014 and otherwise, and any director of each of the Company and Cairn Homes Properties Limited respectively be and are hereby authorised to negotiate, settle, approve and take all such actions and execute and deliver all such documents (including without limitation, the Property Acquisition Agreement and the Parent Company Guarantee) necessary or desirable to complete and give full effect to the Transaction on behalf of the Company and Cairn Homes Properties Limited respectively.

For  Against  Discretion  Abstain

I/We direct my/our proxy to vote on the resolution proposed at the EGM as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may as he/she/it sees fit or abstain in relation to any business of the meeting.

**Signature**

**Date**

DD / MM / YY

In the case of a corporation, 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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