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Donegal Investment Group plc ("the Company") invites you to attend the Extraordinary General Meeting ("EGM") of the Company to be held at **The Silver Tassie Hotel, Ballymaleel, Ramelton Road, Letterkenny, Co. Donegal** on Wednesday, 16 May 2018 at 12.00 p.m. or immediately following the Annual General Meeting.


Shareholder Reference Number

C1234567890

J N T




**Form of Proxy** - Extraordinary General Meeting ("EGM") to be held on 16 May 2018 at 12.00 p.m. or immediately following the Annual General Meeting of the company.



**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: 915055  
SRN: C1234567890  
PIN: 1234



To view the EGM Documentation online log on to [www.donegaligroup.com](http://www.donegaligroup.com)

**To be effective, all proxy appointments must be lodged with the Company's Registrar at:  
Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 D18 Y2X6 or through the voting website,  
see above, by 14 May 2018 at 12.00 p.m.**

### Explanatory Notes:

- Only those persons holding ordinary shares of €0.13 each in the capital of the Company ("Shareholders") registered in the register of members of the Company at 6.00 p.m. on 14 May 2018 or if the Meeting 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 after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.
- A Shareholder who is entitled to attend, speak, ask questions and vote at the Meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the Meeting or any adjournment thereof. A Shareholder may appoint more than one proxy to attend, speak, ask questions and vote at the Meeting or any adjournment thereof in respect of ordinary shares held in different securities accounts. Only Shareholders have the right to appoint a proxy to attend, speak, ask questions and vote on his/her behalf at the Meeting or any adjournment thereof. Such a Shareholder 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 a Shareholder from attending, speaking, asking questions and voting at the Meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the articles of association of the Company. A proxy need not be a Shareholder of the Company but must attend the Meeting to represent you. Any Shareholder wishing to appoint more than one proxy should contact the Registrars of the Company, Computershare Investor Services (Ireland) Limited, at P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, D18 Y2X6 (phone number +353 1 447 5462).
- 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 either by post to Computershare Investor Services (Ireland) Limited, at P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin, Ireland or by hand (during normal business hours) to Computershare Investor Services (Ireland) Limited, at P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, D18 Y2X6, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting 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 articles of association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the Meeting 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 electronically, subject to the terms and conditions of electronic voting, via the internet by accessing the Company's Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). You will need your control number, shareholder reference number and you 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 Shareholder be signed by the appointor or by his/her attorney or submitted electronically by the Shareholder or his/her 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.i. and 4.ii. above.
- In the case of joint Shareholders, the vote of the senior Shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint Shareholder(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 Meeting or any adjournment thereof, please insert the proxy's name in block capitals in the space provided and delete the words "the Chairman of the Meeting or".
- A proxy need not be a Shareholder of the Company but must attend the relevant meeting in person to represent you.
- Please indicate how you wish your proxy to vote by marking the appropriate box. You may direct your proxy to vote "For", "Against", to "Vote Withheld" your vote or give him/her "Discretion" to vote as he/she wishes by marking as appropriate. If no such specific instructions are given, the proxy will vote or withhold from voting at his/her discretion. The Vote Withheld option is provided to enable you to abstain on any particular resolution. **It should be noted that 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" and "Against" the resolutions.**
- On any other business which may properly come before the Meeting or any adjournment thereof, and whether procedural and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the general meeting) not specified in the Notice of Meeting or this Form of Proxy, the proxy will act at his/her discretion.
- The completion and return/submission of this Form of Proxy will not preclude a member from attending and voting in person.
- If you are appointing a proxy other than the Chairman of the Meeting (or any adjournment thereof) or any other officer of the Company, please provide him/her with the Attendance Card attached hereto to facilitate his/her attendance.
- 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 pm on 14 May 2018 or if the Meeting is adjourned, at 6.00 pm on the day that falls 48 hours before the time appointed for 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 Meeting.

**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

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

# Poll Card

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

## Resolutions

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
| 1. Amend the memorandum and articles of association to permit the creation of the Redeemable Ordinary Shares and the Deferred Shares and the redemption of the Redeemable Ordinary Shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Increase the authorised share capital of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Amend Clause 6.5 in the Share Option Scheme 2005 and the Share Option Scheme 2015.  | <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 abstain box.

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

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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 Extraordinary General Meeting of **Donegal Investment Group plc to be held at The Silver Tassie Hotel, Ballymaleel, Ramelton Road, Letterkenny, Co. Donegal** on 16 May 2018 at 12.00 p.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.



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## Resolutions

- |  | For                      | Against                  | Vote Withheld            |
|--|--------------------------|--------------------------|--------------------------|
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| 2. Increase the authorised share capital of the Company.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Amend Clause 6.5 in the Share Option Scheme 2005 and the Share Option Scheme 2015.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/we direct my/our proxy to vote on the resolutions proposed at the EGM (and any adjournment thereof) 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. My/our proxy shall decide on how to vote on my/our behalf in respect of any procedural resolutions moved at the EGM.

Signature

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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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