

Donegal Investment Group plc (“the Company”) invites you to attend the Annual General Meeting (“AGM”) of the Company to be held at the **Company’s Head Office, Ballyraine, Letterkenny, Co. Donegal** on Friday, 1 October 2021 at 11.30 a.m.

Shareholder Reference Number

Form of Proxy - Annual General Meeting (the “AGM”) to be held on 1 October 2021 at 11.30 a.m.



Cast your Proxy online...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: 917444

SRN:

PIN:



To view the AGM Documentation online log on to: <http://www.donegaligroup.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 or through the voting website, see above, by 29 September 2021 at 11.30 a.m.

Explanatory Notes:

- The procedures for the holding of the AGM are set out in the Covid-19 Important Notice which has been issued in connection with the AGM (together with any amendments notified via the Company’s website, the “Covid-19 Important Notice”).
- The Company, pursuant to Section 1087G of the Companies Act 2014, has specified that only those shareholders registered in the Register of Members of the Company as at 6pm on 27 September 2021 (or in the case of an adjournment as at 6pm on the day before a date not more than 72 hours before the adjourned meeting) shall be entitled to participate and vote at the AGM. Changes in the register after this time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.
- Following the migration of the Company’s ordinary shares (“Ordinary Shares”) from the CREST system (the “CREST System”) to the system operated by Euroclear Bank SA/NV (the “EB System”) on 15 March 2021, the process for appointing a proxy now depends on the manner in which you hold your interest in the Company’s Ordinary Shares. All proxy voting instructions (whether submitted directly or through the EB System or CREST System) must be received by the Registrar not less than 48 hours before the time appointed for the AGM or any adjournment thereof. However, persons holding through the EB System or the CREST System will also need to comply with any additional voting deadlines imposed by the respective systems. All affected persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity. Further details on how persons who hold Ordinary Shares in uncertificated form can vote at the AGM are set out in the Notice of AGM.
- Every member has the right to appoint a proxy, who need not be a member of the Company, to exercise all or any of his/her/its rights, (in each case subject to the restrictions and procedures in the Covid-19 Important Notice) to attend, speak, ask questions and vote on his/her/its behalf at the meeting, or any adjournment thereof. If you wish to appoint a person other than the Chairman of the meeting, please insert the name of your chosen proxy holder, in block capitals, in the space provided (please also consult the Covid-19 Important Notice in this regard).
- A member may appoint more than one proxy (in each case subject to the restrictions and procedures in the Covid-19 Important Notice) to attend, speak, ask questions and vote at the meeting or any adjournment thereof, provided that each proxy is appointed to exercise rights attached to different Ordinary Shares held by that member. To appoint more than one proxy, an additional proxy form (may be obtained by contacting the Registrar’s helpline on + 353 1 447 5462 or you may photocopy this form. Please 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 Ordinary Shares in respect of 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 entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full entitlement for that designated account). All forms must be signed and should be returned together in the same envelope.
- Where a poll is taken at the AGM, a shareholder, present in person or proxy, holding more than one Ordinary Share is not required to cast all their votes in the same way.
- In the absence of Covid-19 restrictions (which, as specified in the Covid-19 Important Notice as at the date of this Form of Proxy, preclude attendance in person), the appointment of a proxy will not preclude a member from attending the AGM and voting in person.
- Holders of Ordinary Shares in certificated form who wish to appoint a proxy should complete and return this Form of Proxy. To be effective, the completed and executed Form of Proxy together with any original power of attorney or other authority under which is it executed, such authority notarially certified must be deposited with the Registrar of the Company by post or by hand to Computershare (Ireland) Limited so as to be received 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 on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.
- For a shareholder whose name appears on the register of members of the Company (being shareholders holding Ordinary Shares in certificated form), your proxy may be submitted:
 - by post or by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland; or
 - electronically by accessing the Registrar’s website, www.eproxyappointment.com. You will need to enter a Control Number, a Shareholder Reference Number (“SRN”) and a PIN and agree to the terms and conditions specified by the Company’s Registrar.
- This Form of Proxy must (i) in the case of an individual shareholder be signed 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 an authorised officer or attorney or submitted electronically in accordance with note 8 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 on the register of members in respect of the joint holding.
- The ‘Abstain’ option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote to abstain is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.
- On any other business which may properly come before the meeting 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 meeting) and not specified in the Notice of AGM or this Form of Proxy, the proxy will act at his/her discretion in voting on such matters.

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	Abstain
1. To receive and consider the Company's financial statements for the financial period ended 31 August 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Padraic Lenehan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the remuneration of the non-executive directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

6. To authorise the directors to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. (a) To authorise the company to make market purchases of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the company to set the re-issue price range of treasury shares.	<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 AGM 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 **Donegal Investment Group plc to be held at the Company's Head Office, Ballyraine, Letterkenny, Co. Donegal** on 1 October 2021 at 11.30 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 5 (see front).**

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

Ordinary Resolutions

	For	Against	Abstain
1. To receive and consider the Company's financial statements for the financial period ended 31 August 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Padraic Lenehan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the remuneration of the non-executive directors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the directors to allot relevant securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

6. To authorise the directors to disapply pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. (a) To authorise the company to make market purchases of shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the company to set the re-issue price range of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the AGM (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 AGM.

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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