

## Attendance Card


Please bring this card with you to the Meeting and present it at Shareholder registration/accreditation.

The Chairman of FBD Holdings plc ("the Company") invites you to attend the Extraordinary General Meeting of the Company to be held at **The Irish Farm Centre, Old Naas Road, Bluebell, Dublin 12**, on Wednesday 30 December 2015 at 11:00 a.m.

Shareholder Reference Number

Please detach this portion before posting this form.

### Form of Proxy - Extraordinary General Meeting ('EGM') of FBD Holdings plc to be held on 30 December 2015



**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: 913367

SRN:

PIN:



View the Circular and Notice of Extraordinary General Meeting online: **www.fbdgroup.com**

To be effective, all proxy appointments must be lodged with the Company's registrars at:

**Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 by 28 December 2015 at 11:00 a.m.**

#### Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. 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). Where a poll is taken at the EGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5101 or you may photocopy the **reverse only** of this form. 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. 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 power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out below. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrars by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie)
4. The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' 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.
5. 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 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 close of business on the day which is two days before the date of the 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.
6. 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 number 3RA50) not later than 11:00 a.m. on 28 December 2015. 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.
7. 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 5101 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
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 and voting in person.

**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.

## Resolutions

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014 to exercise all the powers of the Company to allot relevant securities within the meaning of section 1021 of the Companies Act 2014 up to a maximum amount of the authorised but unissued shares in the capital of the Company at the date of this Resolution and such power shall expire on 28 April 2019 unless and to the extent that such authority is renewed, revoked or extended prior to such date, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

For  Against  Vote Withheld

2. That the Directors be and they are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of that section) for cash pursuant to the authority conferred by Resolution 1 above as if section 1022(1) the Companies Act 2014 did not apply to any such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities up to but not exceeding an aggregate nominal amount equal to 5% of the nominal value of the issued ordinary share capital of the Company on 14 May 2015; and

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €7,000,000 pursuant to the Convertible Bond (as such term is defined in the Circular of which this notice forms part),

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this special resolution or on the date which is 15 calendar months after the passing of this special resolution, whichever is the earlier, unless previously varied, revoked or renewed; provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

Signature \_\_\_\_\_

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



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 Extraordinary General Meeting of FBD Holdings plc to be held at **The Irish Farm Centre, Old Naas Road, Bluebell, Dublin 12**, on Wednesday 30 December 2015 at 11:00 a.m., and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the specified resolution 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.

## Resolutions

1. That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 1021 of the Companies Act 2014 to exercise all the powers of the Company to allot relevant securities within the meaning of section 1021 of the Companies Act 2014 up to a maximum amount of the authorised but unissued shares in the capital of the Company at the date of this Resolution and such power shall expire on 28 April 2019 unless and to the extent that such authority is renewed, revoked or extended prior to such date, provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

For  Against  Vote Withheld

2. That the Directors be and they are hereby empowered pursuant to section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of that section) for cash pursuant to the authority conferred by Resolution 1 above as if section 1022(1) the Companies Act 2014 did not apply to any such allotment, provided that this power shall be limited:

(a) to the allotment of equity securities up to but not exceeding an aggregate nominal amount equal to 5% of the nominal value of the issued ordinary share capital of the Company on 14 May 2015; and

(b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €7,000,000 pursuant to the Convertible Bond (as such term is defined in the Circular of which this notice forms part),

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this special resolution or on the date which is 15 calendar months after the passing of this special resolution, whichever is the earlier, unless previously varied, revoked or renewed; provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

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

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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