



FBD

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 submit your proxy for the Annual General Meeting of the Company to be held at **FBD House, Bluebell, Dublin 12**, on Wednesday 12 May 2021 at 11:00 a.m.

Due to unprecedented circumstances we ask you to refrain from attending in person.

Shareholder Reference Number

Please detach this portion before posting this form.

Form of Proxy - Annual General Meeting ('AGM') of FBD Holdings plc to be held on 12 May 2021



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: 917157

SRN:

PIN:



View the Annual Report online: www.fbdgroup.com

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

Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland by 10 May 2021 at 11:00 a.m.

Explanatory Notes:

- 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 AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- 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.
- 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. Details of the requirements are set out 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
- 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.
- Pursuant to Section 1105 of the Companies Act, 2014, 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 four days before the date of the meeting or if the AGM is adjourned, at 6:00 p.m. on the day which is four days before the date 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.
- Following the migration of the Company's ordinary shares from the CREST system to the securities settlement system operated by Euroclear Bank SA/NV ("Euroclear Bank") (the "EB System") on 15 March 2021, the process for appointing a proxy and/or voting at the meeting will depend on the manner in which you hold your ordinary shares. This Form of Proxy is for completion by shareholders whose names appear on the register of members of the Company (i.e. those who hold their ordinary shares in certificated (i.e. paper) form) and who wish to appoint a proxy for the AGM. Persons who hold their interests in ordinary shares as Belgian law rights through the EB System or as CREST Depository Interests through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes for the AGM through the respective systems.
- 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 to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- 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 AGM if a Poll is called.

Resolutions

| | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To receive and consider the Report on Directors' Remuneration appearing in the Financial Statements for the year ended 31 December 2020 (Advisory Resolution). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To receive and consider the FBD Remuneration Policy (Advisory Resolution). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect the following persons as Directors of the Company: | | | |
| (a) Walter Bogaerts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) Mary Brennan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) Sylvia Cronin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) Tim Cullinan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) Liam Herlihy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (f) David O'Connor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (g) John O'Grady | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| (h) Tomás Ó Midheach | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (i) Richard Pike | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (j) Pdraig Walshe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Directors to fix the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To renew the Directors authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To amend the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To approve a limited disapplication of pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To authorise the Company to make market purchases of its own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To set the off-market re-issue price range for the Company's shares held in treasury. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To maintain the existing authority to convene an EGM by 14 days' notice. | <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.



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 FBD Holdings plc to be held at **FBD House, Bluebell, Dublin 12**, on Wednesday 12 May 2021 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 tick here to indicate that this proxy appointment is one of multiple appointments being made.

Resolutions

| | For | Against | Vote Withheld |
|---|-------------------------------------|--------------------------|--------------------------|
| 1. To receive and consider the Report of the Directors and the Financial Statements for the year ended 31 December 2020. | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To receive and consider the Report on Directors' Remuneration appearing in the Financial Statements for the year ended 31 December 2020 (Advisory Resolution). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To receive and consider the FBD Remuneration Policy (Advisory Resolution). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-elect the following persons as Directors of the Company: | | | |
| (a) Walter Bogaerts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (b) Mary Brennan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (c) Sylvia Cronin | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (d) Tim Cullinan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (e) Liam Herlihy | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (f) David O'Connor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (g) John O'Grady | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| (h) Tomás Ó Midheach | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (i) Richard Pike | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| (j) Pdraig Walshe | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Directors to fix the remuneration of the Auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To renew the Directors authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To amend the Articles of Association. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To approve a limited disapplication of pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To authorise the Company to make market purchases of its own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To set the off-market re-issue price range for the Company's shares held in treasury. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To maintain the existing authority to convene an EGM by 14 days' notice. | <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.

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).