

Cairn Homes p.l.c. (the “Company”) invites you to attend the annual general meeting of the Company to be held at The Marker Hotel, Grand Canal Square, Docklands, Dublin 2 D02 CK38 Ireland on 22 May 2019 at 11:00 a.m.

Shareholder Reference Number

## Form of Proxy - Annual General Meeting to be held on 22 May 2019 at 11:00 a.m. (the “AGM”)



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: 915790

SRN:

PIN:



To view the Notice of AGM and Annual Report online log on to: [www.cairnhomes.com](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 20 May 2019

### Notes:

- A member who is entitled to attend, speak, ask questions and vote at the AGM of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM or any adjournment thereof. A member may appoint more than one proxy to attend, speak, ask questions and vote at the AGM 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 AGM 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 AGM 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 AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM 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 AGM or any adjournment thereof or (in the case of a poll taken otherwise than at or on the same day as the AGM 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 3.ii. and 3.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 AGM, please insert the proxy's name in block capitals in the space provided and delete the words “the Chairman of the AGM or”.
- 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 obtain 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 resolutions.**
- On any other business which may properly come before the AGM or any adjournment thereof, and whether procedural and/or substantive in nature (including, without limitation, any motion to amend a resolution or adjourn the AGM) not specified in the Notice of the AGM 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 AGM or any other officer of the Company, please provide him/her/it with the Attendance Card attached hereto 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 AGM, 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 20 May 2019 or if the AGM 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 AGM.

**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 (see note 7 overleaf)

### Ordinary Resolutions

	For	Against	Discretion	Abstain
1. To receive and consider the Accounts for the year ended 31 December 2018 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Remuneration Committee Report (other than the Remuneration Policy) for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the following Directors;				
3(a) Re-appointment of John Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-appointment of Michael Stanley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) Re-appointment of Tim Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d) Re-appointment of Alan McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(e) Re-appointment of Andrew Bernhardt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(f) Re-appointment of Gary Britton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(g) Re-appointment of Giles Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(h) Re-appointment of David O'Beirne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(i) Re-appointment of Jayne McGivern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Discretion	Abstain
3(j) Re-appointment of Linda Hickey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the convening of certain general meetings by 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>				
7. Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal/regulatory purposes).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority to make market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authority to set price range for allotment of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the establishment of the Cairn Homes plc Savings Related Share Option Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature

## Form of Proxy

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 Cairn Homes p.l.c. to be held at The Marker Hotel, Grand Canal Square, Docklands, Dublin 2 D02 CK38, Ireland on 22 May 2019 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 1 (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.

## Resolutions (see note 7 overleaf)

### Ordinary Resolutions

	For	Against	Discretion	Abstain
1. To receive and consider the Accounts for the year ended 31 December 2018 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Remuneration Committee Report (other than the Remuneration Policy) for the year ended 31 December 2018.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint the following Directors;				
3(a) Re-appointment of John Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-appointment of Michael Stanley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(c) Re-appointment of Tim Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(d) Re-appointment of Alan McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(e) Re-appointment of Andrew Bernhardt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(f) Re-appointment of Gary Britton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(g) Re-appointment of Giles Davies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(h) Re-appointment of David O'Beirne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(i) Re-appointment of Jayne McGivern	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Discretion	Abstain
3(j) Re-appointment of Linda Hickey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to determine the remuneration of the Auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the convening of certain general meetings by 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolutions</b>				
7. Disapplication of pre-emption rights (allotment of up to 5% for cash, other specified allotments and for legal/regulatory purposes).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Disapplication of pre-emption rights (allotment of up to an additional 5% for acquisitions/specified capital investments).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authority to make market purchases.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authority to set price range for allotment of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To authorise the establishment of the Cairn Homes plc Savings Related Share Option Scheme.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We direct my/our proxy to vote on the resolutions proposed at the AGM 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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