

# Irish Takeover Panel

**Miceal Ryan**

**Director General**

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29 October 2020

Mr. Mark Talbot  
William Fry  
2 Grand Canal Square  
Dublin 2

Dear Mark

**Re: Cpl Resources plc – Rule 21.2 consent**

I refer to your submission of 28 October 2020 in relation to the above and confirm that based solely on the confirmations in the letters from William Fry, Cpl and Rothschild & Co. consent has been granted under Rule 21.2 to permit Cpl to enter into the ERA subject to the following conditions:

- the Rule 2.5 announcement and the scheme document including a statement that the board of Cpl and Rothschild & Co., as the Rule 3 advisor, have each confirmed to the Panel that the ERA is in the best interests of the shareholders of Cpl; and
- a signed copy of the ERA being provided to the Panel.

[Terms defined in your letter shall have the same meaning in this letter.]

Yours sincerely



**Miceal Ryan**