

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser who, if you are taking advice in Ireland, is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, if you are taking advice in the United Kingdom, is authorised under the Financial Services and Markets Act 2000 (as amended) of the United Kingdom or, from another appropriately authorised independent professional financial adviser if you are taking advice in a territory outside Ireland or the United Kingdom.

If you have sold or otherwise transferred all of your registered holding of Ordinary Shares, please send this document and the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold only part of your registered holding of Ordinary Shares, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.

This document is dated 23 October 2020.



Cpl Resources plc

(incorporated and registered in Ireland with registered number 287278)

Notice of Annual General Meeting

**Annual General Meeting
23 November 2020 at 4.00 p.m.
at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland**

A letter from John Hennessy, Chairman of Cpl Resources plc is set out on pages 5 to 7 of this document.

Notice of the Annual General Meeting of Cpl Resources plc to be held at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland on 23 November 2020 at 4.00 p.m. is set out on pages 8 to 14 of this document. This document should be read as a whole.

Shareholders will find enclosed a Form of Proxy for the Annual General Meeting. If you wish to appoint a proxy, the Form of Proxy should be completed and returned as soon as possible and, in any event, so as to be received by the Company's Registrars, Computershare Investor Services (Ireland) Limited, at PO Box 13030, Dublin 24, Ireland (if delivered by post), or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), by not later than 4.00 p.m. on 21 November 2020.

CORONAVIRUS (COVID-19) IMPORTANT INFORMATION

Approach to AGM

This year's AGM is being convened in unusual circumstances given the ongoing Coronavirus (COVID-19) pandemic. Cpl Resources plc considers the well-being of Shareholders, employees and attendees at the AGM a top priority.

The Company is legally required to hold the AGM before the end of 2020. In light of the Government's latest restrictions on public gatherings, the Directors have considered deferring the AGM to a later date in 2020. However, there is no guarantee that the COVID-19 restrictions will be lifted before the end of the year.

In these circumstances, arrangements have been made to proceed with the AGM on 23 November 2020 in line with the measures advised by the Health Service Executive ("HSE") in Ireland and in a manner so as to minimise the risk of spreading COVID-19.

To this end, we strongly request that all Shareholders do not attend the AGM in person and instead complete and return their Forms of Proxy as soon as possible to ensure their vote is registered at the AGM. Instead of attending the AGM, we invite you to listen to the proceedings of the meeting by dialling into the live conference call, details of which are below in the section headed 'AGM Conference Call'.

In order to satisfy the necessary quorum requirements of three persons present at the AGM, the only planned attendees at the AGM will be the Chairman and two other members of senior management (each being a member, a proxy for a member and/or a duly authorised representative of a corporate member). To comply with latest HSE guidance, we may be required to refuse entry to the meeting. The meeting will be conducted efficiently and concluded promptly.

Voting

We would strongly encourage you to vote your shares by completing, signing and returning the enclosed Form of Proxy as soon as possible.

All resolutions at the AGM will be decided by way of poll (which incorporates proxy votes received within the prescribed timelines prior to the meeting) and the Company will publish the results of the poll on its website following the AGM.

To be valid, the Form of Proxy should be returned to the Company's Registrars, Computershare Investor Services (Ireland) Limited, at PO Box 13030, Dublin 24, Ireland (if delivered by post), or 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), so as to be received by no later than 4.00 p.m. on 21 November 2020.

For further instructions on proxy voting, please see the enclosed Form of Proxy and the 'Shareholder Information' section of this document.

Questions

Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5.00 p.m. on 19 November 2020) by email to our Company Secretary, Wilton Secretarial Limited, at wsl@williamfry.com, or by post to 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland, marked for the attention of Deirdre Mooney. Questions submitted will, subject to timing constraints, be addressed by the Chairman of the meeting.

AGM Conference Call

For your convenience and safety, we intend to conduct the proceedings over a live conference call. You will be able to access the conference call using the details below:

- **Conference ID:** 653 863 3482
- **Participant Passcode:** 777444
- **Dial-in Numbers:**
 - Republic of Ireland: 1800949238 Toll-free or +35312408941
 - United Kingdom: 08004561369 Toll-free or +442039017895
 - United States: 8884754499 Toll-free or +19292056099

Shareholders will not be able to vote or ask questions via the conference call facility and we would therefore refer you to the 'Voting' and 'Questions' sections above.

Updates

Shareholders should check Regulatory Information Services and the Company's website www.cpl.com for any updates in relation to the AGM.

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EXPECTED TIMETABLE

Latest time for return of Forms of Proxy for Annual General Meeting	4.00 p.m. on 21 November 2020
Annual General Meeting	4.00 p.m. on 23 November 2020

AGENDA OF ANNUAL GENERAL MEETING

Ordinary Business

1. To receive and consider the financial statements of the Company for the year ended 30 June 2020 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.
2. Re-election of Directors retiring by rotation.
3. Authorisation to fix the remuneration of the Auditors.

Special Business

4. Authorisation to allot relevant securities.
5. Authorisation to dis-apply statutory pre-emption rights and allot up to 5% of the issued ordinary share capital for cash.
6. Authorisation to dis-apply statutory pre-emption rights and allot an additional 5% of the issued ordinary share capital for cash to fund an acquisition or other capital investment.
7. Alteration of Articles of Association to provide for electronic proxy voting.

Capitalised terms used in this document are defined on page 15.

LETTER FROM THE CHAIRMAN



Cpl Resources Public Limited Company
(the "Company")
(Registered in Ireland, No. 287278)

Directors

John Hennessy, Chairman*
Anne Heraty
Paul Carroll
Lorna Conn
Breffni Byrne*
Colm Long*
Elaine Coughlan*
**Denotes non-executive*

Registered Office
83 Merrion Square
Dublin 2
D02 R299
Ireland

23 October 2020

Dear Shareholder,

Introduction

On behalf of the Board, I am pleased to enclose notice of the Company's 2020 AGM. This meeting will be held on 23 November 2020 at 4.00 p.m. at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland.

Notice of the AGM is set out on pages 8 to 14 of this document.

Enclosed with this document are:

- a Form of Proxy; and
- a copy of the Annual Report of the Company for the year ended 30 June 2020.

Ordinary Business

Resolutions 1 to 3 deal with ordinary business.

Resolution 1 relates to reviewing the Company's affairs and considering the Company's financial statements for the year ended 30 June 2020.

Pursuant to **Resolution 2**, the following Directors, who retire by rotation in accordance with Article 85 of the Articles of Association, will be proposed for re-election at this year's AGM:

- (a) Anne Heraty; and
- (b) Lorna Conn.

Biographies for each of the Directors standing for re-election at the AGM are available on the Company's website at www.cpl.com/about-us/for-investors/corporate-governance/board-of-directors/.

Resolution 3 relates to the authority of the Directors to fix the remuneration of the Auditors.

In addition to the ordinary business to be transacted at the AGM, there are various items of special business which are described further below.

Special Business

Resolutions 4 to 6 inclusive concern routine authorities for listed companies regarding the share capital of the Company. These items of special business are being proposed in accordance with Investment Association ("IA") and Pre-emption Group guidelines.

Resolution 4: Ordinary Resolution – Authority to Allot Relevant Securities

The IA guidelines on directors' authority to allot shares state that IA members will permit, and treat as routine, resolutions seeking authority to allot shares representing up to two-thirds of the Company's issued share capital subject to certain conditions, including that any allotment in excess of one-third of the Company's issued share capital is only to be used to allot shares pursuant to a fully pre-emptive rights issue.

In accordance with the IA guidelines, the Board is seeking Shareholders' authority to allot shares in the capital of the Company up to a maximum nominal amount of €1,849,729.00 representing the IA guideline limit of approximately two-thirds of the Company's issued share capital as at the date of this document. Of this amount, €924,864.50 (representing approximately one-third of the Company's issued share capital as at the date of this document) can only be allotted pursuant to a fully pre-emptive rights issue. The Directors have no present intention of exercising this authority. However, the Directors consider it appropriate to maintain the flexibility that this authority provides. If adopted, the authority under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution 5: Special Resolution – Authority to Dis-apply Statutory Pre-emption Rights

Resolution 5 has been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

The Directors will, at the forthcoming AGM, seek power to allot shares for cash, otherwise than in accordance with statutory pre-emption rights, by way of rights issue or open offer or otherwise up to an aggregate nominal value of €138,729.60. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this document and shall apply to all allotments for cash other than by way of rights issue or open offer. If adopted, the power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

Resolution 6: Special Resolution – Authority to Dis-apply Statutory Pre-emption Rights and to Allot New Shares up to an Additional 5% for Cash to Fund an Acquisition or Other Capital Investment

Resolution 6 has also been prepared in accordance with the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in 2015.

If adopted, this Resolution would authorise the Directors to allot additional shares for cash up to an aggregate nominal value of €138,729.60. This limit is equivalent to approximately 5% of the nominal value of the issued ordinary share capital of the Company as at the date of this document and shall apply to all allotments, on a non-pre-emptive basis, for cash. This authority may only be used where

the proceeds of any such allotment are to be used for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group. The power under this Resolution will expire at next year's AGM or 15 months after the forthcoming AGM, whichever is the earlier.

In accordance with the Pre-emption Group Statement of Principles, the Board confirms in relation to Resolutions 5 and 6 that it does not intend to issue non-pre-emptively for cash equity securities representing more than 7.5% of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing Shareholders, save in connection with an acquisition or specified capital investment, without prior consultation with Shareholders.

Resolution 7: Special Resolution – Alteration of Articles of Association to provide for Electronic Proxy Voting

The Company's Articles of Association currently provide for proxy votes by submitting proxy forms to the Company/its Registrars in advance of general meetings.

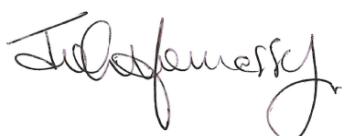
Shareholders are being asked to approve certain amendments to Article 70, 71 and 73 of the Company's Articles of Association to facilitate electronic proxy voting by Shareholders at future general meetings of the Company.

A redline showing the amendments to Article 70, 71 and 73 of the Articles of Association proposed by Resolution 7 is available on the Company's website (www.cpl.com).

Recommendation

Your Board believes that the Resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the Resolutions as they intend to do in respect of all of the Ordinary Shares held or beneficially owned by them.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'John Hennessy', written in a cursive style.

JOHN HENNESSY
Chairman

**Cpl Resources plc
(the "Company")**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2020 Annual General Meeting of the Company will be held at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland on 23 November 2020 at 4.00 p.m. for the following purposes:

1. To receive and consider the financial statements of the Company for the year ended 30 June 2020 together with the reports of the Directors and Auditors thereon, and to review the Company's affairs.
2. By separate resolutions, to re-elect as Directors the following persons, who retire by rotation in accordance with Article 85 of the Articles of Association of the Company and, being eligible, offer themselves for re-election, and who are recommended by the Board of Directors for re-election:
 - (a) Anne Heraty; and
 - (b) Lorna Conn.
3. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 30 June 2021.

As special business to consider and, if thought fit, pass the following resolutions:

4. **AS AN ORDINARY RESOLUTION: Authority to Allot Relevant Securities**

"That the Directors are hereby unconditionally authorised 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 an aggregate nominal amount of:

- (a) €924,864.50 (9,248,645 Ordinary Shares of €0.10 each ("**Ordinary Shares**")), representing approximately 33% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting; and
- (b) €1,849,729.00 (18,497,290 Ordinary Shares) (after deducting from such limit any relevant securities allotted under paragraph (a) of this Resolution) being equivalent to approximately 66% of the aggregate nominal value of the issued share capital of the Company (excluding treasury shares) as at the date of the Notice of this meeting, provided that (i) they are equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) and (ii) they are offered by way of a rights issue to holders of Ordinary Shares on the register of members at such record dates as the Directors may determine where the equity securities respectively attributable to the interests of the holders of Ordinary Shares are proportionate (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record dates, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise.

The authority hereby conferred shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, provided however 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 authority hereby conferred had not expired."

5. **AS A SPECIAL RESOLUTION: Authority to Dis-apply Statutory Pre-emption Rights**

"That, subject to the approval of Resolution 4 in the Notice of this meeting, the Directors are hereby empowered pursuant to Sections 1022 and 1023 of the Companies Act 2014 to allot equity securities (as defined in Section 1023 of the Companies Act 2014) for cash, pursuant to the authority conferred by Resolution 4 as if sub-section (1) of Section 1022 did not apply to any such allotment, provided that this power shall be limited to:

- (a) *the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue or open offer in favour of holders of Ordinary Shares (other than those holders with registered addresses outside Ireland to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any persons having a right to subscribe for or convert securities into Ordinary Shares (including, without limitation, any person entitled to options under any of the Company's share option schemes and/or share incentive plans for the time being) where the equity securities respectively attributable to the interests of such holders of Ordinary Shares or such persons are proportionate (as nearly as may be) to the respective number of Ordinary Shares held by them or for which they are entitled to subscribe or convert into subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirements of any recognised body or stock exchange in, any territory; and*
- (b) *in addition to the authority conferred by paragraph (a) of this Resolution, the allotment of equity securities on the basis that the aggregate nominal value of any shares which may be allotted pursuant to this authority may not exceed €138,729.60 (1,387,296 Ordinary Shares) representing approximately 5% of the nominal value of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting.*

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save 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 authority hereby conferred had not expired."

6. **AS A SPECIAL RESOLUTION: Authority to Dis-apply Statutory Pre-emption Rights and to Allot New Shares up to an Additional 5% for Cash to Fund an Acquisition or Other Capital Investment**

"That, subject to the approval of Resolution 4 in the Notice of this meeting, the Directors are hereby authorised in addition to any authority granted under Resolution 5 in the Notice of this meeting to allot equity securities (as defined in Section 1023 of the Companies Act 2014) for cash as if Section 1022 of the Companies Act 2014 did not apply to any such allotment, provided that:

- (a) *the proceeds of any such allotment are to be used only for the purposes of financing (or re-financing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the Pre-emption Group prior to the date of the Notice of this meeting; and*
- (b) *the nominal value of all equity securities allotted pursuant to this authority may not exceed €138,729.60 (1,387,296 Ordinary Shares) representing approximately 5%*

of the nominal value of the issued share capital (excluding treasury shares) as at the date of the Notice of this meeting.

This authority shall expire at the close of business on the date of the next Annual General Meeting of the Company after the passing of this Resolution or at midnight on the date which is 15 months after the passing of this Resolution, whichever is the earlier, save 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 authority hereby conferred had not expired."

7. **AS A SPECIAL RESOLUTION: Alteration of Articles of Association to provide for Electronic Proxy Voting**

"That:

- (a) *the Articles of Association of the Company be amended by deleting the existing Article 70 and replacing it with the following:*

"70. Appointment of Proxy

- (a) *Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his behalf and may appoint more than one proxy to attend, speak, ask questions relating to items on the agenda and vote at the same meeting in respect of separate shares held by him. The appointment of a proxy shall be in writing (in electronic form or otherwise) in any usual form or in any other form which the Directors may approve. A member shall be entitled to appoint a proxy by electronic means, to an address and in the manner specified by the Company.*
- (b) *The Directors may send, at the expense of the Company, by post or otherwise, to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting or at any class meeting, either in blank or nominating any one or more of the Directors or any other persons in the alternative.*
- (c) *Without limiting the foregoing, in relation to any shares which are held in uncertificated form, the Directors may from time to time permit appointments of a proxy to be made by means of an electronic communication in the form of an uncertificated proxy instruction, that is, a properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system concerned and received by such participant in that system acting on behalf of the Company as the Directors may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Directors (subject always to the facilities and requirements of the relevant system concerned), and may in a similar manner permit supplements to, or amendments or revocations of, any such uncertificated proxy instruction to be made by like means. The Directors may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Directors may treat any such uncertificated proxy instruction which purports to be or is*

expressed to be sent on behalf of a Holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that Holder."

- (b) *the Articles of Association of the Company be amended by deleting the existing Article 71 and replacing it with the following:*

"71. Deposit of Proxy Instruments

- (a) *Where the instrument appointing a proxy and any authority under which it is executed or a copy, certified notorially or in some other way approved by the Directors, is to be received by the Company:-*

(i) *in physical form, it shall be deposited at the Office or (at the option of the member) at such other place or places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting; or*

(ii) *in electronic form, it may be so received where an address has been specified by the Company for the purpose of receiving Electronic Communications:-*

(A) *in the notice convening the meeting;*

(B) *in any appointment of proxy sent out by the Company in relation to the meeting; or*

(C) *in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting;*

provided that it is so received by the Company not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that:-

(i) *in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll;*

(ii) *an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates; and*

(iii) *the Secretary may accept proxy forms submitted by telefax provided such telefaxes are received, to the*

satisfaction of the Secretary, in clear and tangible form not less than forty-eight hours before the time appointed as aforesaid.

(b) For the purposes of this Article 71:

- (i) "Electronic Communication" shall have the meaning given to such expression in Section 2 of the Electronic Commerce Act 2000; and
- (ii) references to receipt of any Electronic Communications shall be limited to receipt in such manner as the Company has approved."

(c) the Articles of Association of the Company be amended by deleting the existing Article 73 and replacing it with the following:

"73. Effect of Revocation of Proxy or of Authorisation

"A vote given or poll demanded in accordance with the terms of an instrument of proxy or a resolution authorising a representative to act on behalf of a body corporate shall be valid notwithstanding the death or insanity of the principal or the revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed or the revocation or termination of the resolution authorising the representative to act or the transfer of the share in respect of which the instrument of transfer or the authorisation of the representative to act was given, unless notice in writing (whether in electronic form or otherwise) of any such death, insanity, revocation, termination or transfer was (x) received by the Company at the Office or at such other place or one of such other places or an address (if any), at which the instrument of proxy could have been duly deposited in respect of such meeting, in any such case not later than the close of business (local time) at the place where it was so received on the day before the meeting to which it relates, (y) handed to the chairman of the meeting or the Secretary at the place of the meeting or adjourned meeting at which the vote is to be given or poll demanded, before the commencement of such meeting or adjourned meeting, or (z) in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, handed to the chairman of the meeting or the Secretary at the place, and prior to the time, appointed for the taking of the poll."

By Order of the Board

Wilton Secretarial Limited
Secretary

Registered Office
83 Merrion Square,
Dublin 2, D02 R299, Ireland

Date: 23 October 2020

SHAREHOLDER INFORMATION FOR ANNUAL GENERAL MEETING

Entitlement to Attend and Vote

1. The Company, pursuant to Section 1095 of the Act and Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996, hereby specifies that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on 21 November 2020 (or in the case of an adjournment as at 6.00 p.m. on the day that falls two days before the date of the adjourned meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend, speak and/or vote at the meeting.
2. As a member, you can exercise your right to vote:
 - a) by attending the AGM in person (in light of the unprecedented circumstances arising from COVID-19, we would ask that all Shareholders refrain from physical attendance at the AGM); or
 - b) by appointing (by returning a completed Form of Proxy) the Chairman of the meeting or another person as a proxy to vote on your behalf.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes 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 of the Company in respect of the share.

Appointment of Proxy

4. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting at the meeting should the member subsequently wish to do so. You may appoint more than one proxy to attend, speak, ask questions relating to items on the agenda and vote at the meeting in respect of separate share(s) held by you. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the enclosed Form of Proxy.
5. You may appoint the Chairman of the meeting or another individual as your proxy. You may appoint a proxy by completing the Form of Proxy, making sure to sign and date the form at the bottom and return it to the Company's Registrars, Computershare Investor Services (Ireland) Limited. If you are appointing someone other than the Chairman of the meeting as your proxy, then you must fill in the contact details of your representative at the meeting on the Form of Proxy. If you appoint the Chairman of the meeting or another person as a proxy to vote on your behalf, please make sure to indicate how you wish your votes to be cast by marking the relevant boxes on the Form of Proxy.
6. To be valid, Forms of Proxy duly signed together with the power of attorney or such other authority (if any) under which they are executed (or a notarially certified copy of such power or authority) must be lodged with the Company's Registrars, Computershare Investor Services (Ireland) Limited at PO Box 13030, Dublin 24, Ireland (if delivered by post) or at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland (if delivered by hand), by not later than 4.00 p.m. on 21 November 2020.

Questions

7. Shareholders may submit questions relating to the business of the meeting in advance (so as to be received by no later than 5.00 p.m. on 19 November 2020) by email to our Company Secretary, Wilton Secretarial Limited, at wsl@williamfry.com, or by post to 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland, marked for the attention of Deirdre Mooney. Questions submitted using this method will, subject to timing constraints, be addressed by the Chairman of the meeting.

Re-election of Directors

8. Biographical details for the Directors standing for re-election at the AGM are set out in the accompanying Annual Report. The Chairman and Board are pleased to recommend the re-election of each of those Directors.

AGM Documentation

9. Copies of all documentation tabled before the AGM are available on the Company's website, www.cpl.com. Should you not receive a Form of Proxy, or should you wish to be sent copies of these documents, you may request this by telephoning the Company's Registrars Computershare Investor Services (Ireland) Limited (on +353 1 447 5566) or by writing to the Company Secretary at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland marked for the attention of Deirdre Mooney.

Further AGM Information

10. The information contained in this document, together with any updated information in relation to the AGM, can be found on the Company's website, www.cpl.com.

DEFINITIONS

The following definitions apply throughout this document, unless the context otherwise requires or unless it is otherwise specifically provided:

"Act"	the Companies Act 2014;
"AGM" or "Annual General Meeting"	the annual general meeting of the Company to be held at 6 th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland on 23 November 2020 at 4.00 p.m. or any adjournment thereof, notice of which is set out on pages 8 to 14 of this document;
"Articles of Association"	the articles of association of the Company;
"Auditors"	KPMG;
"Board"	the board of directors, whose names are set out on page 5 of this document;
"Company" or "Cpl"	Cpl Resources plc;
"Directors"	the directors of the Company from time to time;
"document"	this document;
"IA"	the Investment Association, a trade body that represents investment and asset managers in the United Kingdom whose guidelines are routinely followed by listed companies in Ireland and the United Kingdom;
"Ordinary Shares"	Ordinary Shares of €0.10 each in the share capital of the Company;
"Pre-emption Group"	the Pre-emption Group, a group which comprises representatives of listed companies, investors and intermediaries and publishes guidance on the disapplication of pre-emption rights and monitors and reports on how this guidance is applied; and
"Shareholder(s)"	holder(s) of Ordinary Shares.

Notes:

- (i) Unless otherwise stated in this document, all references to statutes or other forms of legislation shall refer to statutes or forms of legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.
- (ii) The symbols "€" and "c" refer to euro and euro cent respectively, being the lawful currency of Ireland provided for in Council Regulation (EC) No. 974/98 of 8 May 1998.
- (iii) Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine or neuter gender.
- (iv) All references to time in this document are to Irish Standard Time (as set out in the Standard Time Act 1968 and the Standard Time (Amendment) Act 1971).