

Cpl Resources plc (the "Company") notifies you of the Annual General Meeting ("AGM") of the Company to be held at 6th Floor, 2 Grand Canal Square, Dublin 2, D02 A342, Ireland on 23 November 2020 at 4.00 p.m. and any adjournment thereof.

Shareholder Reference Number

Form of Proxy - Annual General Meeting to be held on 23 November 2020 at 4.00 p.m.

Please Note: This Form of Proxy is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised Form of Proxy 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.

Explanatory Notes:

1. Every Shareholder has the right to appoint some other person of their choice, who need not be a Shareholder, to attend and act on their behalf at the Meeting. If you wish to appoint a person other than the Chairman of the AGM, 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 act on their behalf at the Meeting provided each proxy is appointed to exercise rights attached to separate 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 Form of Proxy 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.
2. To appoint more than one proxy, an additional Form(s) of Proxy may be obtained by contacting the Company's Registrars' helpline on +353 1 447 5459 or you may photocopy the **reverse only** of this Form of Proxy. 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 of Proxy must be signed and should be returned together in the same envelope.
3. To be effective, the Form of Proxy duly completed and 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.
4. 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 (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.
5. 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.
6. 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 as at 6.00 p.m. on the day which is two days before the date of the Meeting (or in the case of an adjournment as at 6.00 p.m. on the day which is two days before 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.
7. In the case of joint Shareholders the signature of the first named holder will suffice.
8. Any alterations made to this Form of Proxy should be initialled.
9. The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.
10. The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrars' helpline on +353 1 447 5459 to request a change of address form.

To be effective, all votes must be lodged at the office of 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 4.00 p.m. on 21 November 2020.

All Named Holders:

SRN.

Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Resolutions

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. (a) To re-elect Anne Heraty, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. (b) To re-elect Lorna Conn, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 30 June 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 4. To authorise the Directors to allot relevant securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 5. To approve the dis-application of pre-emption rights in specified circumstances. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To approve the dis-application of pre-emption rights in additional circumstances to fund an acquisition or other capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To amend the Articles of Association of the Company to provide for electronic proxy voting. | <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 of the Meeting. Do not insert your own name(s).

as my/our proxy to attend and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at 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. and at any adjournment thereof.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Resolutions

- | | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 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. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. (a) To re-elect Anne Heraty, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. (b) To re-elect Lorna Conn, who retires by rotation in accordance with Article 85 of the Articles of Association of the Company, as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To authorise the Directors to fix the remuneration of the Company's Auditors for the year ending 30 June 2021. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

- | | For | Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| 4. To authorise the Directors to allot relevant securities. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Special Resolutions

- | | | | |
|---|--------------------------|--------------------------|--------------------------|
| 5. To approve the dis-application of pre-emption rights in specified circumstances. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To approve the dis-application of pre-emption rights in additional circumstances to fund an acquisition or other capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To amend the Articles of Association of the Company to provide for electronic proxy voting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this Form of Proxy. Unless otherwise instructed 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 body corporate, this Form of 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).