

Donegal Investment Group plc  
(the "Company" or "Donegal")

**Form of Proxy**

**Extraordinary General Meeting 2017**

I/We being an ordinary shareholder(s) of the Company hereby appoint (see Note 2)

Name of Proxy: .....

Address: .....

.....

.....

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the General Meeting of the Company to be held on 27 November 2017 and at any adjournment thereof.

I/We direct the proxy to vote for/against the resolution to be proposed at such meeting as indicated below.

\*Please indicate with an 'X' in the spaces below how you wish the proxy to vote in respect of each of the resolutions detailed in the Notice convening the meeting.

Resolutions	For*	Against*	Vote* Withheld
1. That the Disposal of the Disposal Shares by Donegal, as defined and more particularly described in the circular sent to Shareholders dated 10 November 2017 (the "Circular") on the terms and subject to the conditions of the Settlement Agreement (as defined in the Circular) being a disposal resulting in a fundamental change of business of Donegal for the purposes of Rule 15 of the ESM Rules and the terms of the sale of the Disposal Shares as set out in the Settlement Agreement, each be and are hereby approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Notes**

(Note: unless otherwise directed the proxy will vote or abstain from voting as he/she thinks fit).

- This form of proxy, to be valid, must be lodged at Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 so as to arrive not later than 11.00 a.m. on 25 November 2017.
- If you wish the Chairman of the meeting to act as your proxy please insert "Chairman" opposite "name of proxy" above.
- The "Vote Withheld" option 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 votes "For" or "Against" a resolution.
- In the case of a corporation, the form must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tends a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for the purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The completion and return of this form will not preclude you from attending and voting at the Extraordinary General Meeting should you subsequently decide to do so.

Signature .....

Dated .....

Donegal Investment Group plc

Please bring this card with you to the meeting. Whilst not essential it will greatly assist us in admitting you quickly.

Detach here

**Attendance Card**

Extraordinary General Meeting of Donegal Investment Group plc to be held at The Silver Tassie Hotel, Ballymaleel, Ramelton Road, Letterkenny on 27 November 2017, at 11.00 a.m.

Signature of Shareholder .....

If you are a proxy Name of proxy (Block Letters) _____  Signature _____
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