

# Donegal Investment Group plc

(Registered in Ireland No.162921)

## *Directors:*

Geoffrey Vance (Chairman)\*  
Ian Ireland (Managing Director)  
Padraic Lenehan (Finance Director)  
Geoffrey McClay\*  
Patrick J Kelly\*  
Norman Witherow\*  
Michael Griffin\*  
Frank Browne\*  
Henry McGarvey\*

*\*Denotes non-executive director*

## *Registered Office*

Ballyraine  
Letterkenny  
Co Donegal  
F92 H688

## *Company Secretary:*

Padraic Lenehan

## Notice of an Extraordinary General Meeting

14 January 2021

Dear Shareholder,

An Extraordinary General Meeting of Donegal Investment Group plc (the **Company**) will be held at Ballyraine, Letterkenny, Co. Donegal, F92 H688 at 11.30 a.m. on 10 February 2020 (the **EGM**).

The business of the EGM is to consider and, if thought fit, approve resolutions (including changes to the Company's Articles of Association) (the **Resolutions**) relating to the replacement of CREST with a system operated by Euroclear Bank SA/NV (**Euroclear Bank**) for the electronic settlement of trading in the Company's ordinary shares (the **Shares**), including the transfer of uncertificated securities of the Company to the nominee of Euroclear Bank (the **Migration**). Approval of the Resolutions is necessary to ensure the Company's shares can continue to be settled electronically when they are traded on the Euronext Growth market of Euronext Dublin and remain eligible for continued admission to trading and listing.

**If the Resolutions are not passed and the Company does not participate in the Migration, the Company believes that this would have a material adverse impact on liquidity in, and could have a material adverse impact on the market value of, the Shares as well as the relative attractiveness of the Shares for investors.**

**The Board encourages shareholders to appoint the Chairman of the EGM as their proxy rather than another person who may not be permitted to attend the EGM in person, by submitting a Form of Proxy not less than 48 hours before the time appointed for the EGM, in order to ensure their vote is counted and be represented at the EGM without attending in person.**

The Circular which includes the Notice of the EGM (the **Circular**) is available to view on the Company's website [www.donegaligroup.com/investor-centre/egm2021](http://www.donegaligroup.com/investor-centre/egm2021), together with copies of the documents referred to in the Circular, and will be available for inspection during normal business hours on any business day from the date of this announcement until the EGM at the registered office of the Company. Shareholders are requested not to attend at the registered office to inspect documents, but instead to inspect them online.

A Form of Proxy for use at the EGM is enclosed. If you wish to validly appoint a proxy by post, the Form of Proxy should be completed and signed in accordance with the instructions printed thereon, and returned by post so as to be received by the Company's Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 no later than 11.30 a.m. on 8 February 2021.

The appointment of a proxy may also be submitted electronically, subject to the terms and conditions of electronic voting: (i) via the internet by accessing the Company's Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com) and submitting your proxy by 11.30 a.m. on 8 February 2021 (you will need

your control number, shareholder reference number and your PIN number, which can be found on your Form of Proxy); or (ii) 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 by 11.30 a.m. on 8 February 2021.

### **Public Health Guidelines and the EGM**

In line with Irish Government Restrictions in relation to travel and public gatherings, which were introduced to control the spread of COVID-19 and to limit and mitigate risks to the health and safety of our shareholders, employees and directors, the EGM will be held with the minimum necessary quorum present in person. While no other shareholder should attend the EGM in person, all shareholders are invited to join the EGM via webcast ([www.donegaligroup.com](http://www.donegaligroup.com)). As the conditions for the holding of the EGM may change at short notice, shareholders are encouraged to consult the Company's website and to keep up to date with Government announcements.

Any relevant updates regarding the EGM, including any changes to the arrangements outlined in the Circular, will be announced via a Regulatory Information Service and will be available on [www.donegaligroup.com/news](http://www.donegaligroup.com/news).

**In order to ensure that electronic trading of the Company's Shares may continue to be settled at all relevant times in a legally compliant manner, and to ensure ongoing compliance with the electronic share trading requirements for listing on Euronext Growth, the Board of Directors believes that each of the Resolutions are in the best interests of the Company and its Shareholders as a whole and the Board of Directors unanimously recommends that you vote in favour of each of these Resolutions, as they intend to do so themselves in respect of all of the Shares held or beneficially owned by them which, as at the date of this letter, amount to in aggregate 235,921 Shares representing approximately 8.15% of the issued ordinary Share capital of the Company on that date.**

Yours faithfully,

Geoffrey Vance

Chairman