

**SOURCE MARKETS II PUBLIC LIMITED COMPANY**

**(the “Company”)**

Incorporated in Ireland, Registered No.: 567964

Registered Office  
32 Molesworth Street  
Dublin 2

**Notice of Annual General Meeting of the Company**

Notice is hereby given that an Annual General Meeting (“**AGM**”) of the Company will be held at 32 Molesworth Street, Dublin 2 on Thursday 7 June 2018 at 11.00am for the purpose of transacting the following business:

**Ordinary Business:**

1. To receive and adopt the Report of the Directors’ and Auditors and Financial Statements of the Company for the period ended 31 December 2017 and to review the Company’s affairs;
2. To reappoint PwC as Auditors of the Company;
3. To authorise the Directors to fix the Remuneration of the Auditors; and
4. To conduct any other business of the Company as may properly be brought before the Meeting.

Dated this 24 April 2018

**By order of the Board**

*MFD Secretaries Limited*

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**Company Secretary**

**Note:** A member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend, speak and vote on their behalf. A body corporate may appoint an authorised representative to attend, speak and vote on its behalf. A proxy or an authorised representative need not be a member of the Company.

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**FORM OF PROXY**

I,/We\*

being a Shareholder of the above named Company, hereby appoint the Chairman of the Company or failing him, \_\_\_\_\_ or failing him/her \_\_\_\_\_ or failing him/her, Ms Imelda Murphy of 32 Molesworth Street, Dublin 2 or failing her, Mr Brendan Byrne of 32 Molesworth Street, Dublin 2 or failing him, Ms Jenny McGowran of 32 Molesworth Street, Dublin 2 or failing her, any other representative of MFD Secretaries Limited and any of the Directors of the Company as my/our\* proxy and to vote for me/us\* on my/our\* behalf at the Annual General Meeting of the Company to be held at 32 Molesworth Street, Dublin 2, on Thursday 7 June 2018 at 11.00am and at any adjournment thereof.

Please indicate with an “X” in the boxes below how you wish the proxy to vote.

	<b>RESOLUTIONS</b>	<b>YES</b>	<b>NO</b>	<b>ABSTAIN</b>
1.	To receive and adopt the Directors’ Report and Financial Statements for the period ended 31 December 2017			
2.	To reappoint PwC as the Auditors of the Company			
3.	To authorise the Directors to fix the Remuneration of the Auditors			

Signed this            day of                            2018

Signature: \_\_\_\_\_  
**For and on behalf of**

**NOTES:-**

- (a) If this form of proxy is signed and returned without any indication of how the person appointed proxy shall vote, he/she will exercise discretion as to how he/she votes and whether or not he/she abstains from voting.
- (b) Where the Member is an individual, this proxy may be executed by an attorney of such Member duly authorised in writing to do so.
- (c) In the case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.
- (d) Where this form of proxy is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorised.
- (e) Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish.
- (f) Original signed forms of proxy must be deposited at the Registered Office of the Company, 32 Molesworth Street, Dublin 2, Ireland for the attention of MFD Secretaries Limited, at least 48 hours of the holding of the meeting or adjourned meeting. A proxy form may be posted to the Company for the attention of MFD Secretaries Limited, 32 Molesworth Street, Dublin 2, Ireland or sent by email to [mfdsecretaries@maplesfs.com](mailto:mfdsecretaries@maplesfs.com) with the original to follow by post.