



**NTR Public Limited Company
("the Company")
Form of Proxy
Extraordinary General Meeting**

To be held at The Marker Hotel, Grand Canal Square, Docklands, Dublin 2 immediately following the Company's Annual General Meeting to be held at 10.00am on Wednesday, 9 September 2015.

I/we being a holder of Ordinary Shares of the Company and entitled to vote, hereby appoint the

Chairman of the Meeting*, or (see note 1 below)

.....
as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting convened for 9 September 2015 and at any adjournment thereof. I/we direct my/our proxy to vote on the resolutions set out in the Notice convening the Meeting as instructed and in respect of other resolutions that may arise at the Meeting as the proxy thinks fit.

*If it is desired to appoint any other person please insert his/her name and address and delete the words "Chairman of the Meeting, or".

** Please indicate with an 'x' in the boxes below how you wish your votes to be cast. If you do not indicate how your proxy is to vote, the proxy will vote or abstain as he/she thinks fit.
*** "Abstain" will not be counted in the calculation of the votes "In Favour" and "Against" the resolutions.

RESOLUTIONS	In Favour**	Abstain***	Against**
SPECIAL BUSINESS:			
1 To approve conversion of 302,214 of the shares held by NTR Employee Benefit Trustee Limited pursuant to an employee share scheme to Redeemable Ordinary Shares. (Special Resolution)			
2 To authorise the Directors to apply to the High Court for a reduction of the Company's capital. (Special Resolution)			
3 To approve the Demerger and Redemption. (Special Resolution)			
4 To approve the reduction of the Company's reserves. (Ordinary Resolution)			
5 To approve the change of name of the Company to Altas plc. (Special Resolution)			

Notes

- Any member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a Form of Proxy will not affect the right of a member to attend, speak and vote at the meeting in person.
- To be effective, the Form of Proxy and the power of attorney or other authority, if any, under which it is signed (or a notarially certified copy of the power of attorney) must be lodged with the Company's Registrar, Capita Asset Services, Shareholder solutions (Ireland), P.O. Box 7117, Dublin 2 (if delivered by post) or to Capita Asset Services, Shareholder solutions (Ireland), 2 Grand Canal Square, Dublin 2 D02 A342 (if delivered by hand) to be received not later than 48 hours before the time for holding the Extraordinary General Meeting or adjourned Extraordinary General Meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion 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.
- The Company, pursuant to Section 1095 of the Companies Act 2014 and to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the Register of Members of the Company as at 6.00pm on 7 September 2015 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting 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 and/or vote at the Meeting.
- CREST members who wish to vote electronically should refer to the notes to the Notice of Extraordinary General Meeting.

Signature
only one joint holder to sign (see note (3))

Dated

Detach here

Attendance Card

NTR Public Limited Company

Please do not post the Attendance Card. It should be retained by the member or proxy (if any) and handed in at the shareholders' registration desk to facilitate attendance at the Extraordinary General Meeting.

Extraordinary General Meeting of NTR Public Limited Company to be held at The Marker Hotel, Grand Canal Square, Docklands, Dublin 2 immediately following the Company's Annual General Meeting to be held at 10.00am on Wednesday 9 September 2015.

Signature of Shareholder

<p>If you are a proxy Name of proxy (Block Letters).....</p> <p>Signature</p>
