Annual General Meeting of [Company name] (the ‘Company’) to be held on [Date of AGM] at [Registered office address/other address].

If you wish to vote at the Annual General Meeting but are unable to attend in person you may appoint a proxy or proxies to act on your behalf by completing this form and lodging it with the Company in accordance with the instructions below.

I/We (enter name here) .......................................................................................................................

of (enter address here) .........................................................................................................................

being a shareholder of [Company name], hereby appoint the Chairman of the meeting or

(enter name here) ........................................................................................................................

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Annual General Meeting and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as indicated with an ‘X’ in the relevant box below (see note 1 below). If no indication is given, my/our proxy will vote or abstain from voting at their discretion and I/ we authorise my/our proxy to vote (or abstain from voting) as they think fit in relation to any other matter which is properly put before the meeting (including any resolution to adjourn the meeting or to amend any resolution proposed at the meeting).

| **Resolutions** | **For** | **Against** | **Vote withheld** |
| --- | --- | --- | --- |
| **Ordinary resolutions** |  |
| 1. To receive and adopt the directors’ report and accounts of the Company for the year ended [enter last accounting year end]
 |  |
|  |  |  |  |  |  |  |
|  |
| 1. To elect [director name] as a director
 |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| 1. To declare a final dividend of [enter amount] per share.
 |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
| **Special resolutions** |  |
| 1. [First special resolution]
 |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |

Date: .........................................................................

Signature: ........................................................................................................................
(see notes 2,3 and 4 below)

Please return to: Company secretary, [company name and address]

1. If you want your proxy to vote for or against a resolution you may insert an ‘X’ in the appropriate box. If you do not want your proxy to vote on any particular resolution, you may insert an ‘X’ in the ‘Vote Withheld’ box. A ‘Vote Withheld’ is not a ‘vote’ and will not be counted in the calculation of the votes ‘For’ and ‘Against’ a resolution. If you do not indicate how your proxy is to vote, your proxy can vote or withhold your vote as your proxy thinks fit. Your proxy will also be entitled to vote at his or her discretion on any other resolution properly put to the AGM.

2. This form of proxy must be signed by the shareholder or the shareholder’s attorney. Where the shareholder is a company, this proxy form must be executed under its common seal or signed as a deed or signed on its behalf by an officer of the company or an attorney for the company.

4. Only those shareholders registered in the register of members of the Company at [enter time] on [enter date] shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their names at that time. Changes to entries on the register after this time shall be disregarded in determining the right of any person to attend, speak and vote at the Annual General Meeting