

## **VOTING AT GENERAL MEETINGS**

### **1. Content of proxy notices**

- 1.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
  - 1.1.1 states the name and address of the Member appointing the proxy;
  - 1.1.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 1.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 1.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 1.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 1.3 Proxy notices must specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 1.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 1.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - 1.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **2. Delivery of proxy notices**

- 2.1 Subject to the restrictions within the Companies Act, the Board shall stipulate from time to time when, how and where proxy notices should be delivered in respect of any general meeting.
- 2.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 2.3 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 2.4 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 2.5 If a proxy notice is not executed accompanied by written evidence execute it on the appointor's behalf.