COVENTRY & WARWICKSHIRE CHAMBER OF COMMERCE

**(Company Number 02478695)**

**Extraordinary General Meeting: 27 June 2025**

**Form of proxy**

**Before completing this form, please read the explanatory notes**

I /We .......................................................................................................................................

of……………………………………………………………………………………………………………………………...

a member of Coventry & Warwickshire Chamber of Commerce, hereby appoint

…………………………………………………………………………………………………………………..

of ………………………………………………………………………………………….......................

and failing them (or if the above is blank) the Chairman of the Meeting to vote for me/us on my/our behalf at the Extraordinary General Meeting of Coventry & Warwickshire Chamber of Commerce to be held Friday 27th June 2025 and at every adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

|  |  |  |
| --- | --- | --- |
| **RESOLUTIONS** | **For** | **Against** |
| **SPECIAL RESOLUTION** |  |  |
| That the draft Articles of Association submitted to the meeting and for the purpose of identification initialed by the Chairman of the Meeting be and the same are hereby approved and adopted as the articles of association in substitution for and to the exclusion of all the existing articles of association of the Company. |  |  |
| **Signature** | **Date** |

**NOTES**

**FORM OF PROXY**

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.

**APPOINTMENT**

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chair of the meeting, insert their name in the relevant section above. If you leave this space blank, the chair of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chair, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair and give them the relevant instructions directly.

**VOTING DIRECTIONS**

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting, including a motion to adjourn.

**RETURNING YOUR FORM OF PROXY**

5. To appoint a proxy using this form, the form must be:

* Completed and signed;
* Sent or delivered to the Company by email to Brenda Scholtz at

 brendas@cw-chamber.co.uk and

* Received by the Company no later than 10am on 25 June 2025.

6. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

**CHANGING PROXY INSTRUCTIONS**

7. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Brenda Scholtz at brendas@cw-chamber.co.uk .

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

**TERMINATION OF PROXY APPOINTMENT**

8. You may terminate a proxy instruction but to do so you will need to inform the Company in writing either by:

* Sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
* Sending an email to Brenda Scholtz at brendas@cw-chamber.co.uk .

In either case, the revocation notice must be received by the Company no later than 10am on 25 June 2025.

9. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.