



**THE ANNUAL GENERAL MEETING  
of  
DIRECTORS UK**

**will be held on**

**Wednesday 12<sup>th</sup> June 2019 at 6.45pm (doors open from 6pm)  
at Directors UK Offices, 22 Stukeley Street, London, WC2B 5LR**

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**R.S.V.P.**

**EITHER**

☐ I shall be attending the Annual General Meeting on Wednesday 12<sup>th</sup> June 2019

**OR**

☐ I am unable to attend the Annual General Meeting

If you wish to nominate a proxy please complete and return the proxy form overleaf.

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**UPDATE YOUR EMAIL ADDRESS:** To enable us to keep you better informed about Directors UK and our work on behalf of members please provide an up to date email address:

**Name (Printed):** .....

**Signature:** .....

**E-mail:** .....

*By providing your email address you consent to Directors UK holding and processing your personal data for the purposes of and in accordance with the Directors UK membership scheme and governance purposes.*



DIRECTORS UK LIMITED (Company)

Annual General Meeting

Form of proxy

[NAME AND ADDRESS OF MEMBER]

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

I \_\_\_\_\_ of

a Full, Distribution-only, Associate or Successor Member of Directors UK Limited

hereby appoint (*name*)

of (*address*)

and failing him or her, (*name*)

of (*address*)

to vote for me and on my behalf at the Annual

General Meeting of the Company to be held on the 12th day of June 2019 and at every adjournment thereof.

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

| RESOLUTION                                                                                                                                                                                                                                                                | FOR | AGAINST |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| <b>ORDINARY RESOLUTIONS</b>                                                                                                                                                                                                                                               |     |         |
| To accept the audited accounts for the financial year to 28th February 2019 – to see the audited accounts please visit the Directors UK website.                                                                                                                          |     |         |
| To appoint Berg Kaprow Lewis LLP as auditors until the next general meeting of the Company at which accounts are laid before the Members and to authorise the Board to determine the auditor's remuneration.                                                              |     |         |
| To approve the Annual Transparency Report – to see the Annual Transparency Report please visit the Directors UK website.                                                                                                                                                  |     |         |
| To approve and adopt the amendments to the General Policy of Distribution – to see the executive summary of proposed changes to the Policy please visit the Directors UK website.                                                                                         |     |         |
| To approve and adopt the proposal to set the gross fixed amount of annual remuneration for elected board members – to see the Remuneration Proposal please visit the Directors UK website.                                                                                |     |         |
| <b>SPECIAL RESOLUTION</b>                                                                                                                                                                                                                                                 |     |         |
| To approve to adopt the new Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association – to see the proposed new Articles of Association and executive summary please visit the Directors UK website. |     |         |

As witness my hand this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

## 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 chairman of the meeting, insert their full name on the form. If you leave this space blank, the chairman of the meeting will be appointed your proxy. Where you appoint as your proxy someone other than the chairman, 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 chairman 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 his or her 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 at 3rd and 4th Floor 20/22 Stukeley Street, London, England, WC2B 5LR; and
- Received by the Company no later than 10.30am on 10<sup>th</sup> June 2019.

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.

7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending a completed hard-copy proxy form to [info@directors.uk.com](mailto:info@directors.uk.com). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 10.30am on 12<sup>th</sup> June 2019.

8. 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. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

9. 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.