

THE FRIENDS OF OXFORD BOTANIC GARDEN & ARBORETUM (the **Company**)

Extraordinary General Meeting
Form of proxy

Member name: _____

Member address: _____

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

The member named above (the **Member**) being a member of the Company appoints the person listed in the box below as their proxy to attend, speak and vote on their behalf at the Extraordinary General Meeting of the Company to be held on Monday 24th March 2025 at 6.30pm and at any adjournment of the meeting.

Name of proxy ¹	
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The Member directs its proxy to vote on the following resolution as it has indicated by marking the appropriate box with an 'X'

RESOLUTIONS	For	Against
ORDINARY RESOLUTION		
To approve the Asset Transfer Deed		

<div>Signed by the Member</div> <div>Signature:</div> <div>.....</div>	<div>Date:</div> <div>.....</div>
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¹ If you wish to appoint the chairman of the meeting to act as your proxy, leave this box blank

NOTES

FORM OF PROXY

1. As a member of the Company you are entitled to appoint a proxy or proxies 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. This form of proxy confers authority to demand or join in demanding a poll.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person.

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 full name in the box. 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.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

VOTING DIRECTIONS

5. 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

6. To appoint a proxy using this form, the form must be completed and signed and:
 - a. sent or delivered to:
 - i. The Directors
The Friends of Oxford Botanic Garden & Arboretum
Oxford Botanic Garden, Rose Lane, Oxford, Oxfordshire, OX1 4AZ; or
 - ii. friends.administrator@obg.ox.ac.uk; and
 - b. received at the address specified in (a)(i) or (ii) above by 6.30pm on Saturday 22nd March 2025 (being 48 hours before the start of the meeting).
7. 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.
8. If you submit more than one valid proxy appointment, the appointment received last before 6.30pm on Saturday 22nd March 2025 will take precedence.

CHANGING PROXY APPOINTMENT

9. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

TERMINATION OF PROXY APPOINTMENT

10. A member may terminate a proxy instruction but to do so you will need to send a notice clearly stating your intention to revoke your proxy appointment to either address specified in note 6.a above. 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.
11. The revocation notice must be received by the Company before the time specified in the notice for the start of the meeting.
12. If you attempt to revoke your proxy appointment but the revocation is not received by the Company before the time specified in the notice for the start of the meeting, your original proxy appointment will remain valid unless you attend the meeting and vote in person.