

**BRITISH TEXEL SHEEP SOCIETY LIMITED - 2018 PROXY VOTING FORM**

I / We ..... being member(s) of The British Texel Sheep Society Limited (with Flock Code.....) hereby appoint ..... and failing him, the Chairman as my / our proxy to vote for me / us at the Meeting of the Society to be held at North lakes Hotel, Penrith AT 17.30 on Saturday 17<sup>th</sup> November 2018, and at every adjournment thereof such proxy to vote for or against the resolutions set out below as indicated on this form of proxy.

**RESOLUTION: To Approve** Minutes of the AGM held on 10/11/2017 at Oulton Hall, Leeds

For ..... Against .....

**RESOLUTION: To Receive** and adopt the statement of accounts & balance sheet for the Society year ending 31/03/18

For ..... Against .....

**RESOLUTION: To Re-appoint** Dafferns LLP as auditors of the Society & to authorise Texel Board of Directors and to fix their remuneration

For ..... Against .....

**SPECIAL RESOLUTION: To amend Article 10: Subscriptions.**

**Current Article:** Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time on the recommendation of the Board of Directors be fixed by the Society in General Meeting and such subscription shall be due and payable on the 1st day of October in every year.

**Amendment:**

- 1. Every member shall pay to the Society in advance such annual subscription (if any) as may rise or fall by the annual retail price Index\* [RPI] in the month of September in the preceding year and be fixed by the Board of Directors.

For ..... Against .....

OR

- 2. Every member shall pay to the Society in advance such annual subscription (if any) as may from time to time be fixed by the Board of Directors.

For ..... Against .....

*\*[The Retail Price Index [RPI] measures the change in the price of goods and services purchased by consumers].*

Signed .....

Date.....

Member

*If a member does not indicate how he wishes his proxy to vote the proxy will be free to vote or abstain as he thinks fit.*

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

### Appointment of proxies

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 the meeting. You should download the proxy form from the Society website at <https://texel.uk/agm> or contact the Society to request a copy to be sent to you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form.
3. If you do not give your proxy an indication of how to vote on any resolution, 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.

### Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.
5. To appoint a proxy using the proxy form, the form must be...
  - completed and signed;
  - sent or delivered to the Company at The Mechanics Workshop, New Lanark, Lanark, South Lanarkshire ML11 9DB or The Texel Sheep Society, Unit 74, 4<sup>th</sup> Street, Stoneleigh Park, Kenilworth, Warwickshire CV8 2LG
  - received by the Company no later than 48 hours prior to the commencement of the meeting.
6. Any power of attorney or any other authority under which the 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. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
8. 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 the Chief Executive.
9. 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 appointments

10. In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to The Mechanics Workshop, New Lanark, Lanark, South Lanarkshire ML11 9DB, or Texel Sheep Society, Unit 74, 4<sup>th</sup> Street, Stoneleigh Park, Kenilworth, CV8 2LG. 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 no later than the commencement of the meeting or adjourned meeting at which the proxy is used.
12. 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, your proxy appointment will automatically be terminated.