

BRITISH TEXEL SHEEP SOCIETY LIMITED - PROXY VOTING FORM

I / We being member(s) of The British Texel Sheep Society Limited (with Flock Code) hereby appoint and failing him/her, the Chairman as my/our proxy to vote for me/us at the Annual General Meeting of the Society to be held at **Woodland Grange Conference Centre, Old Milverton Lane, Leamington Spa, CV326RN, on Thursday 23rd November 2023 at 15.30** and at every adjournment thereof such proxy to vote for or against the resolutions set out below as indicated on this form of proxy.

Notice is hereby given that the Annual General Meeting of the Society will be held for the following purposes: -

RESOLUTION 2.: Approval of the minutes and Matters Arising of the AGM which took place on 12th November 2022 in the Argyle Suite, Drimsynie Estate Hotel, Lochgoilhead, Cairndow, PA24 8AD

For Against

RESOLUTION 5.: To receive, consider and adopt the income and expenditure account for the year ended 31st March 2023 and the balance sheet as at that date and; to receive, consider and adopt the reports of the Board of Directors and the Auditors for the year ended 31st March 2023.

For Against

RESOLUTION 6.: To confirm the appointment of Dafferns LLP as the Auditors for the Society and to authorise the Board of Directors to fix their remuneration.

For Against

SPECIAL RESOLUTION 7.: To receive, and if thought fit, pass the following

- A. That paragraph (a) of article 38 of Part 2 of the articles be deleted and replaced by the following in substitution therefor:-

For the purposes of election of area members the Board of Directors shall divide the United Kingdom and overseas into areas, the boundaries of which shall be decided by the Board of Directors and which may be varied from time to time as the Board of Directors may so decide. Save in relation to overseas countries each area so specified shall be entitled to elect one member to the Board of Directors, but such a member shall reside in the area for which he or she seeks election. Such a member elected shall be known as an area member. The election of area members shall be by ballot of the members of the Society resident within the area for which the member is seeking election and shall further be subject to the provisions of Article 39. Such ballot shall take place by such means as the Board of Directors in its sole discretion deems appropriate including but not by way of limitation by post or in electronic form. The area member of the Board of Directors allocated to the overseas members shall be the Chairman from time to time.

- B. That the definition of the Bye-laws in article 1 of Part 2 of the articles be amended to refer to regulation 42(a) and not regulation 45(a).

For Against

By order of the Board

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Dated November 23rd November 2023

Registered office: The Mechanics Workshop, New Lanark,
Lanark, South Lanarkshire, ML11 9DB
Company Number SC055423

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 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, 4th 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, 4th 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.