Victory Hill Management Co. Limited Registered in the UK, Company number: 04659245 Address: Estate Office, Winterthur Way, Basingstoke RG21 7UB

**PROXY APPOINTMENT & VOTING INTENTIONS FORM** (EGM NOV 2013)

***Part 1: YOUR DETAILS***

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| Do I need to complete this form? |
| 1. If you plan to attend the meeting you may vote in person at the meeting. Simply bring this form and a form of identification (e.g.: driving licence) with you to the meeting. 2. If you are do not plan to attend the meeting, you may either:    1. Choose not to vote *or*    2. Appoint a proxy to attend & vote under your direction *or*    3. Appoint a proxy to attend & vote at their discretion.   Affix Address Label Here   1. It you wish to appoint a proxy, you must complete and return this form by noon on the day prior to the EGM. Please read the instructions on the reverse of this form prior to its completion.   *Your vote is important. Please either attend this meeting  or appoint a proxy to act on your behalf. Thank you.* |

To help us confirm your entitlement to vote, if your details differ to those above, please enter your personal details below. Please provide your daytime contact number in case we need to contact verify your form.

|  |  |
| --- | --- |
| **(a) Membership Number** (Your Flat Number) | **(c) Registered Name and Address** |
| **(b) Daytime Contact Number** |

***Part 2: APPOINTMENT OF A PROXY***

I, being a member of Victory Hill Management Company Limited, hereby appoint the individual named below to act as my/our proxy at the Extra Ordinary General Meeting of VHMC to be held at The Red Lion Hotel, Basingstoke 19:30 on Thursday 14th November 2013. I hereby appoint my/our proxy to act generally at the meeting on my/our behalf and to vote either as directed below or, if no direction is given, as the proxy sees fit both during the meeting and, if required, at any subsequent adjournment of the meeting.

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| --- | --- |
| **(a) Either** Enter *name of proxy* | **(b) Or** Appoint Jaz Parmar as your Proxy  If you are unsure who to appoint, **Jaz Parmar (Director, VHMC)** will be happy to act on your behalf. **You must tick this box to appoint Jaz as your proxy.** |

***Part 3: VOTING DIRECTIONS***

For each item of business please mark X in one box only to indicate your voting instruction. If you do not specifically indicate how to vote then your proxy may decide how to vote on your behalf.

|  |  |  |  |
| --- | --- | --- | --- |
| *Resolutions* | **For** | Against | Abstain |
| **1 of 2:** To accept the appointment of multiple directors through a single resolution |  |  |  |
| **2 of 2:** To accept the appointment of three persons, Miriam Carr, Martin Edge and Simon Hirst, as directors of VHMC. |  |  |  |

***Part 4: VALIDATION***

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| **Signed** | **Date** |

*You must date and sign this form for it to be valid.*

**INSTRUCTTIONS & GUIDANCE NOTES**

**SECTION 1 – KNOW YOUR RIGHTS**

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; appointment of a proxy does not preclude you from attending the meeting and voting in person but if you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated; a proxy does not need to be a member of the Company but must attend the meeting to represent you.

If you choose to appoint a proxy, you should return one form for each vote (i.e.: for each property that you own). Only one form should be submitted per property. In the event multiple valid forms are received, the form with the latest signed date (4(b)) will be deemed valid. If you wish to change your nominated proxy or voting intentions after you have submitted your form, you should submit a new form with your revised instructions clearly showing a later signed date (4(b)) than your original form.

If you plan to attend the meeting in person, you need not submit a proxy / voting intentions form.

**SECTION 2 – GUIDANCE ON COMPLETING PROXY FORM**

**Part 1. YOUR DETAILS**

Your membership number (a) is your property number (i.e.: Flat 999 would be assigned member number 999); Your full name (b) and address (c) are those as shown in the VHMC’s Register of Members. Please continue to part 2.

**Part 2. APPOINTMENT OF A PROXY**

|  |  |
| --- | --- |
| *Attending in person & voting in person* | Please bring this form, together with a valid form of identification, with you to the meeting. |
| *Appointing a named proxy to vote on your behalf* | *If you wish to appoint a named proxy you must place a cross against the grey box shown in part 2(a); you must also enter the full name of the individual you wish to nominate in part 2(a).* |
| *Appointing Jaz Parmar as your proxy to vote on your behalf* | *If you wish to appoint Jaz Parmar as your proxy, you must place a cross in the grey box shown in part 2(b).* |

If your form is returned signed and neither part 2(a) or part 2(b) is complete marked and complete (as above) then the Chair will act as your proxy. If your proxy is unable to attend the meeting, then the Chair will also act as your proxy.

**Part 3. VOTING DIRECTIONS**

If you choose to attend in person, you will be able to vote on proposed resolutions during the meeting. If you are unable or unwilling to attend and choose instead to appoint a proxy, you should direct your proxy how to vote. Unless you direct your proxy on how to vote, your proxy is not compelled to exercise your vote – votes not exercised will be transferred to the Chair. You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. If you mark your vote then your proxy will be compelled to vote in that way.

To vote for the proposal cross the box under for; to vote against the proposal cross the box under against. If you do not wish to vote at all regarding the proposal cross the box under abstain. If you are undecided and want to leave the decision to your proxy at the meeting then do not mark any box against the items – your proxy will then decide how to vote at the meeting. If you place an X in more than one box against an item then the proxy will not know how to vote and your vote will be invalid.

**Part 4. VALIDATION**

The Member must sign. If the proxy is signed under power of attorney or via Deed of Trust, please provide a copy.

**SECTION 3 – RETURNING YOUR PROXY FORM**

There are 3 ways for you to lodge your completed Proxy Form:

|  |  |  |
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| In Person | **By Post** (preferred) | By E-mail |
| To be handed to the Company Secretary in a sealed envelope at the registered office of VHMC:  Estate Manager,  Winterthur Way  Basingstoke  RG21 7UB | To be posted to the Company Secretary in the sealed envelope (provided) to:  **VHMC EGM RESPONSE,**  C/o Estate Manager  Winterthur Way  Basingstoke  RG21 7UB | To be completed, signed, scanned and e-mailed to the Company Secretary at:  [vhmc@cranleys.co.uk](mailto:vhmc@cranleys.co.uk) AND  [proxy4vhmc@gmail.com](mailto:proxy4vhmc@gmail.com)  **Please ensure** **you send your response to BOTH addresses** in order to ensure your response is received. |