

Annual General Meeting, Friday 22 September 2023

Form of proxy

(for use by members not attending the AGM)

In order for your proxy to be valid, you must sign this form.

Name:

Membership number:

Signature:

If you wish the duly appointed chair of the meeting to act as your proxy, put a cross (X) in the first box against 'The chair of the meeting, or'; otherwise put a cross (X) in the second box and write the name of your proxy in block capitals in the space provided. Your proxy must be another member of the Institute eligible to vote at this meeting. If your proxy is unable to attend the meeting, your proxy appointment will revert to the chair. If you do not want this to happen then you should delete the words 'The chair of the meeting, or' in which case if your proxy does not attend your vote will not be counted.

I, being a member of The Chartered Governance Institute hereby appoint:

The chair of the meeting, or

as my proxy to vote for me and on my behalf at the Annual General Meeting of The Chartered Governance Institute (the Institute) to be held at 18:00 hrs. (local time) on Friday, 22 September 2023 at the Metropolitan Hotel (Connaught Room), 645 Howe St., Vancouver, British Columbia, Canada and virtually via Lumi.

Please indicate with a cross (X) in the spaces below how you wish your vote to be cast. In the absence of such indication the proxy will exercise his/her discretion in voting or in abstaining from voting as they see fit on the specified resolution and, unless instructed otherwise, may also vote or abstain from voting as they think fit on any other business (including on a resolution to amend a resolution, to propose a new resolution or to adjourn the meeting) which may properly come before the meeting.

	For	Against	Withheld
1. To receive and consider the report of the Council on the business of the Institute for the year ended 30 June 2023 as set out in Appendix A to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive comprehensive financial statements of the Institute for the year ended 30 June 2023 as set out in Appendix B to this notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please read the notes and instructions below before returning this form.

- 1 A proxy must vote in accordance with any instructions given by the member by whom they are appointed.
- 2 The 'vote withheld' option is provided so that you can instruct your proxy to abstain from voting on a particular resolution. A 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' or 'against' a resolution.
- 3 To be valid, this form must be received by the Institute Secretary at least 48 hours before the time that the meeting or the adjourned meeting is due to start, i.e. no later than **08:00 hrs BST on Wednesday 20 September 2023**.
- 4 Once completed, send the whole form to: The Secretary, CGI, Saffron House, 6–10 Kirby Street, London EC1N 8TS, United Kingdom by post or by email agm@cgi.org.uk
- 5 By completing and returning this form, you are not prevented from attending the meeting in person if you later decide to do so. However, your attendance will revoke the appointment of a proxy.