

## DYSLEXIA SCOTLAND (the “Company”)

### Guide to Proxy Voting

Under Articles 6-8 of the Articles of Association of the Company and under the Companies Act 2006, every member has a right to attend, vote and speak at general meetings either in person or by proxy.

This note is a guide for members wishing to appoint a proxy.

### **Execution of Proxies**

The instrument appointing a proxy must be signed by the member or by the member’s duly authorised attorney or representative. A proxy need not be a member of the Company. However no member shall be entitled to vote personally or by proxy or as a proxy for another member unless all monies presently payable by them to the Company have been paid.

### **Delivery of Proxies**

The instrument appointing a proxy and (if required by the Board) any authority under which it is executed must be delivered to the registered office of the Company (or to such other place in the United Kingdom as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document)

- in the case of a meeting or an adjourned meeting, **not less than 48 hours before** the time appointed for holding the meeting or adjourned meeting (excluding weekends, Christmas Day, Good Friday and any local or national bank holiday);
- in the case of a poll taken more than 48 hours after it was demanded, **24 hours before** the time appointed for the taking of the poll.

An instrument of proxy which is not so delivered shall be invalid.

When two or more valid but differing instruments of proxy are delivered in respect of the same member for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others. If the

Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that member.

Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.

To be valid the proxy must be completed and either lodged in hard copy at the registered office of the Company or if an e-mail address is provided in the notice convening the meeting, by e-mail to the specified address.

### **Form of Proxy**

Instruments of proxy shall be in any usual form or in such other form as the Board may approve. The Board may, if it thinks fit, but subject to the provisions of the Companies Acts, send with a notice of any meeting, forms of instrument of proxy for use at the meeting.

The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

### **Cancellation of Proxy's Authority**

A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid (notwithstanding the previous determination of the authority of the person voting or demanding a poll), unless notice in writing of the determination was received by the Company at the registered office (or such other place in the United Kingdom as was specified for the delivery of instruments of proxy in the notice convening the meeting or other accompanying document) not later than the last time at which an instrument of proxy should have been delivered in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded. Please contact the registered office of the Company if you have any further queries regarding the appointment of proxies.