

FORM OF PROXY

I, _____ (name), being the appointed nominee of _____ (company name, individual members may leave blank), a voting member of the British Chamber of Commerce in Myanmar ("**Chamber**"), am unable to attend the Annual General Meeting to be held on **Wednesday 8 November 2017**.

I therefore choose to:

- Appoint the Chairman to vote as proxy on my behalf
- Hereby appoint _____ who is an additional member of our company with the Chamber, to attend the Annual General Meeting and vote as proxy on my behalf
- Hereby appoint _____ who is the appointed nominee of _____ (other company), being another company that is a voting member of the Chamber, to attend the Annual General Meeting and vote as proxy on my behalf
- Vote by proxy in the following manner on the resolutions stated below:

RESOLUTIONS

SPECIAL RESOLUTION

To approve the adoption of the proposed new Articles of Association as follows:

The Board proposes amendments to the Articles as follows:

1. To increase the number of Directors to 11. With the increase in size of the Membership, the Board believes that the aims and purposes of the Chamber can be better served, and the Members better represented, by having a greater number of Directors. The Board proposes to increase the number of Directors from 9 to 11.
2. To amend the rules for the election of Directors.
Under the current Articles, all directors must retire and, if they choose, seek re-election at Biennial General Meetings (specifically 2015, 2017, 2019 and so on). This process could result in there being no continuity between the Directors on the Board before and after a Biennial General Meeting which risks disruption to the Chamber's operations. Instead the Board proposes that at least 5 Directors resign and, if they choose, seek re-election at every Annual General Meeting. At the Annual General Meeting in 2018, 5 Directors who will be elected in 2017 will be selected by the Board to resign and, if they choose, seek re-election for a further 2-year term. Thereafter, it is expected that Directors will serve full 2-year terms. Note that there is no change to the rule that all Directors must seek re-election at least every 2 years.
3. To remove the term limit on Directors.
Under the current Articles, each Director may serve a maximum number of 2 consecutive terms of 2 years as a Director. The Board does not believe that this term limit is beneficial to the Chamber. Since each Director must seek re-election at least every 2 years, the

FOR

AGAINST

ABSTAIN

Board proposes to remove the term limit.

4. To clarify that individual Members can be Qualified Persons.
The definition of who is qualified to be a Director excludes individual Members. The Board proposes to change this to clarify that individual Members are qualified to be Directors.
5. To remove reference to Central Executive Committee. The current Articles refer to the Board or Central Executive Committee. The latter term is no longer in use and the Board proposes to remove it from the Articles.
6. To fix some typos and minor inconsistencies.

Name: (BLOCK LETTERS): _____

Signature: _____ Date: _____

Note 1:

For proxy votes to be exercised by the Secretary of the meeting, an X can be inserted on this form of proxy to direct how the vote should be cast in respect of each resolution. For any item not so marked, the Secretary shall vote or abstain as he or she thinks fit.

Note 2:

In respect of the appointment of another proxy attending the meeting, the proxy shall be permitted to exercise a vote or abstain on behalf of the Voting Member as he or she thinks fit.

Note 3:

Any Voting Member may change its Nominee at any time by giving not less than seven days prior written notice to the Secretary.

**Please contact the Chamber should you be unsure of your membership status or eligibility to vote.
Please return the completed proxy form to the Secretary, Richard Emerson, by 6:00pm on 31 October
2017. Email: britchamagm@gmail.com**