**VOTING INSTRUCTIONS**

IMPORTANT: The Board recommends that Members vote in favour of each item of business. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

1. **Voting, direct votes and proxy votes**

1.1 A Member entitled to attend and vote at the AGM may vote by:

(a) attending the meeting in person or via video conferencing platform (Zoom);

(b) appointing a proxy representative vote at the meeting on their behalf; or

(c) lodging a valid notice of their voting intention by means of a direct vote.

1.2 A Member may only vote by one of the methods listed in paragraph 1.1 above.

1.3 **Members who do not plan to attend the AGM are encouraged to complete and return a voting form, or to register their direct vote or proxy electronically** (see below). Members may withdraw their direct vote or proxy, and attend and vote at the AGM, even if they have sent a voting form to the Foundation or registered their vote electronically.

**How to lodge a direct vote or appoint a proxy**

1.4 A Member may lodge a direct vote or appoint a proxy by:

(a) using the voting form provided with this Notice of AGM; or

(b) the electronic medium available at the website lupusfoundationjamaica.org. Members who use this medium will be taken to have signed or authenticated their voting form if it is submitted in accordance with the instructions given on the website.

**Direct voting**

1.5 A Member may lodge a direct vote by indicating on the voting form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form.

1.6 If a Member indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no votes will be voted on that item.

1.7 If a Member indicates that they are lodging their votes directly and then marks more than one box on an item, their vote on that item will be invalid.

**Appointing a proxy**

1.8 A proxy need not be a Member of the Foundation

1.9 A Member may direct their proxy how to vote by indicating on the voting form that they are appointing a proxy to vote on their behalf and then placing a mark in one of the boxes opposite each item of business on the voting form.

1.10 If a Member appointing a proxy does not mark any of the boxes on a given item, the proxy may vote as the proxy chooses in respect of the undirected votes.

If the Member directs the proxy to cast their votes on any item, the proxy must not vote on a show of hands in respect of that item, but may vote on a poll.

1.11 If a Member appointing a proxy marks more than one box on an item, their vote on that item will be invalid.

1.12 Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

**Undirected proxies**

1.14 The Company’s Chairman will chair the AGM and intends to vote all available undirected proxies in favour of all the resolutions. If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give her directions about how your vote should be cast, then, in accordance with the express authority provided for in the proxy form, the Chairman will vote in favour of the resolution on item 5.

**Signing the voting form**

1.15 The voting form must be signed or otherwise authenticated by the Member to be valid.

**Lodging the voting form**

1.16 To be effective, **the voting form must be received** by the Foundation at its registered office at 7 Barbados Avenue, New Kingston, or by email (scanned image) to info@lupusfoundationjamaica.org by **12 pm Wed July 1**.

1.17 A Member who wishes to submit a **direct vote electronically** through the website lupusfoundationjamaica.org may do so from **9 am Monday June 29 and 12 pm July 1, 2020**.

**Electronic voting**

1.18 Electronic voting will again be used at this year’s AGM and, accordingly, the Chairman of the Meeting intends to call a poll, by electronic means, on each resolution.

**Voting register**

1.19 The Nomination Committee has determined that those eligible to participate in the AGM (including voting), shall be those **persons recorded in the Foundation’s register as at 7 pm Sunday, June 28, 2020**.

**2. How to get to the AGM**

2.1 **Attending in Person**: Due to the Covid 19 outbreak and related restrictions on gathering, members are encouraged to participate via video conferencing. **No more than 5 members will be accommodated on location**. These 5 persons will be taken in order of request and will have **received direct confirmation** by telephone or email. Persons not receiving such confirmation should not attend the location.

Address: 7 Barbados Avenue, New Kingston, Kingston. The location is on the ground floor and accommodates wheelchair access with assistance (4 inch step). Parking is available opposite the office in the municipal parking lot, free of charge and at one’s own risk.

2.2 **Participating via Video Conferencing (Zoom).** This is the recommended option for participation.

**Zoom access information**: Meeting ID 826 2612 5507 Meeting Password 638662

* Open your browser (Chrome recommended) and go to zoom.us. Select tab in upper right corner “Join a Meeting”. Enter meeting ID and password as prompted. Select “Allow” when prompted by the browser to launch Zoom.
* Alternatively, if the Zoom app is already installed, simply open the app and enter the Meeting ID when prompted
* Or, use the following invitation link in your browser to be taken directly to the meeting: <https://us02web.zoom.us/j/82626125507?pwd=OHVDK0RyeUxKVjJFRFhlYVlBOEN0UT09>

3. **Registration**

If you are submitting a direct vote or attending the AGM in person, it will assist us with registration if you bring along the voting form provided.