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| **Extraordinary General Meeting** **PROXY FORM**  |
| **11th March 2021 at 5pm** (or any adjournment thereof.)  |
| Please read the Notice of Meeting, and Explanatory Notes below, before completing this form.I, (*Insert name in BLOCK CAPITALS*), being a fully paid up member of The Marketing Institute of Ireland and being eligible to vote, of  (*Insert address*), hereby appoint *(Tick as appropriate):* □ Chairperson of Meeting, or □ The following person *(Insert name of member)*  or failing him/her, *(Insert name of member)* as my Proxy to attend, speak and vote for me on my behalf at the AGM of Marketing Institute of Ireland CLG to be held on the above date and at any adjournment thereof. **VOTING INSTRUCTIONS to Proxy - Choice to be marked with an “X”** Motions are listed on the ‘Notice of Meeting’ and are also available from the Institute website.  |
| **Motion**  | For  | Abstain  | Against  |   | **Motion**  | For  | Abstain  | Against  |
| **1**  |   |   |   |   | **5**  |   |   |   |
| **2**  |   |   |   |   | **6**  |   |   |   |
| **3**  |   |   |   |   | **7**  |   |   |   |
| **4**  |   |   |   |   | **8**  |   |   |   |
|  Member Signature: Date:  |
| **EXPLANATORY NOTES** 1. Only fully paid up members of the Institute may complete a Proxy Form. (This includes full members on Corporate Plan).
2. Only a member having the right to vote may be a Proxy on behalf of another member.
3. A Proxy maybe appointed in respect of all or any part of the resolutions to be considered and voted upon at this Extraordinary General Meeting or any subsequent adjournment.
4. The completed Proxy Form can be used to vote in favour of, abstain, or against each resolution. Unless otherwise instructed, the Proxy will vote as he /she thinks fit.
5. A completed Proxy Form (duly signed by the member) may be scanned and emailed to the Marketing Institute cecilia@mii.ie.
6. Emailed, posted and hand delivered completed Proxy Forms must be deposited not less than 48 hours before the time of the holding of the EGM.
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Marketing Institute of Ireland CLG. Registered in Ireland No. 19888

Registered Office: South County Business Park, Leopardstown, Dublin 18

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|  | Text  Description automatically generated**Extraordinary General Meeting LIST OF MOTIONS**  |
|  | **11th March 2021 at 5pm**  |
| **No.**  | **Motion**  |
| **1**  | That the articles of association be amended* 1. by the deletion of the existing Article 35 and the insertion of the following new Article 35:

35. The Board shall appoint a Chairperson to be the Chairperson of the Institute and of the Board and who shall hold office until the next third subsequent annual general meeting of the Institute. A Director who is appointed as Chairperson shall not hold the office of Chairperson for more than the 3 consecutive terms up to a maximum of 9 years.Article 35 will afford the Board the option to appoint a Director of the Board as Chairperson for up to a maximum of 9 years, or 3 consecutive terms.  |
| **2**  | That the articles of association be amendedby the insertion of the following new Article 63.1:63.1 A meeting of the directors or of a committee established by the directors may consist of a conference between some or all of the directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and:-* + 1. a director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
		2. such a meeting shall be deemed to take place:-
		3. where the largest group of those participating in the conference is assembled;
		4. if there is no such group, where the chairperson of the meeting then is;
		5. if neither subparagraph 63.1.3 or 63.1.4 applies, in such location as the meeting itself decides.”

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