



To: ICGN Members
Re: AGM Voting Guide 2019
Date: 12 June 2019

This paper outlines the procedures of how to vote, how to appoint a proxy to attend the AGM on your behalf and other information about the AGM.

The next Annual General Meeting (AGM) of the International Corporate Governance Network (ICGN) will be held on 16 July 2019 at the Hotel New Otani, 4-1 Kioicho, Chiyoda City, Tokyo 102-8578, Japan.

The Chairperson will outline the business of the AGM. The Chairperson and the Chief Executive will provide an overview of plans for 2019. After this, there will be opportunities to ask questions. Members will be asked to introduce themselves prior to asking questions.

You will be asked to consider and vote on a number of resolutions. These resolutions are listed in full on the ICGN website under the section **About / AGM** at the following link:
<https://www.icgn.org/about/governance/annual-general-meeting>

Who can vote?

Only ICGN members who are on the ICGN membership register at 6pm BST on Sunday 14 July 2019 can attend and vote at the AGM in respect of their own name membership. Changes to the membership register after this deadline will not be taken into account in determining the right to attend and vote at the AGM. Electronic or hard copy voting instructions or proxy appointments advised to the ICGN (Attention: Amara Akpan, Assistant Company Secretary) prior to the submission deadline of 14th July 2019 may only be amended if you attend the AGM in person.

How to appoint a proxy

- Email secretariat@icgn.org providing your name and surname and the name and surname of the person you wish to appoint as your proxy/indicating you wish to appoint the Chairperson as your proxy; or
- Complete the voting instructions on the PDF document proxy form by choosing 'for', 'against', or 'withheld' for each of the resolutions. Sign and date the form and post it to the registered office of ICGN, Saffron House, 6-10 Kirby Street, London, EC1N 8TS, UK or via email to secretariat@icgn.org.

In both cases to be valid, any proxy form, must be received no later than 6pm BST on Sunday 14 July 2019. Please return your voting form at the above postal address or via email at secretariat@icgn.org.

Even if you return your completed voting form or appointed a proxy, you are still entitled to attend the meeting in person and vote in person. Should you have appointed a proxy and you wish to attend and vote on the day, the proxy you appointed in your voting form will no longer be able to vote on your behalf.

How to vote online

You can vote online instead of coming to the AGM in person. To do this, log on to your member profile on www.icgn.org and go to tab 'About' and 'AGM' or follow this link: www.icgn.org/about/governance/annual-general-meeting

Number of votes

On a poll, each member, who is entitled to vote and is present at the AGM in person or by proxy may cast one vote for each resolution. A proxy may cast the votes of the member he or she is acting for (in accordance with any instructions given) as well as any votes in his or her rights as an ICGN member. If you have appointed a proxy and no voting instructions are given, your proxy may vote or abstain from voting at his or her discretion. Your proxy may vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM.

On a show of hands, each member, who is entitled to vote and is present at the AGM in person or by proxy may cast one vote for each resolution.

Please note that a vote withheld is not a vote in law as the ICGN is incorporated in the United Kingdom. This means that it will not be counted in the votes 'for' or 'against' a resolution.

The results of the vote

Voting results will be available at the AGM after the meeting at www.icgn.org/about/governance/annual-general-meeting or contacting the ICGN via email secretariat@icgn.org or telephone +44(0)20 7612 7084.

Documents for inspection

- The company's articles of association can be downloaded from ICGN website on the ['Articles&Bylaws'](#) tab.