ICGN Annual General Meeting
Voting Instructions

Notification
The ICGN Annual General Meeting will be held on 23rd September 2020, 1400 – 1700 hrs BST as a virtual meeting, without the physical presence of Members. A link to attend the AGM meeting and voting platform will be emailed to eligible Members or their proxies on 15th September 2020. Anyone not in receipt of a link after that time can request it from Amiirah.Nobeebaccus@icgn.org

Agenda and papers
ICGN will publish the AGM agenda and papers on 21st August 2020 the ICGN website https://www.icgn.org/about/governance/annual-general-meeting and notify Members by email and telephone correspondence.

Recording
An audio and visual recording of the AGM proceedings, including voting results, will be made available to ICGN Members shortly after the AGM date. Minutes will be produced and approved by the ICGN Board in October 2020.

Eligibility
In order to cast your vote please ensure:

- You are a fully paid up ICGN Member.
- Your name is entered in the register as a member at least 10 days prior to the date of the meeting.

Choices
For a valid direct vote to be recorded you must mark FOR, AGAINST, or VOTE WITHHELD. If no option is selected on any resolution your vote will not be recorded for that item.

Please note that if you vote ‘withheld’ for a resolution, you are indicating that you wish to abstain. Under the law of England & Wales which governs ICGN’s constitution, ‘withheld’ votes are not counted in calculating the result.

Pre-AGM Vote Submission
There are three different ways in which you can vote. You may:

1. Vote in advance of the meeting instead of attending the AGM in person.
AGM resolutions can be found [here](#) Your voting instructions must be submitted by 14:00 BST 21st September 2020 in order to be valid.

2. Vote in person at the meeting

A link to the AGM meeting and voting platform will be emailed to eligible Members or their proxies on 15th September 2020. Anyone not in receipt of a link after that time can request it from [Amiirah.Nobeebaccus@icgn.org](mailto:Amiirah.Nobeebaccus@icgn.org). The link can be used to log into the platform and download the software in preparation for the AGM. This link gives more details on how the virtual AGM platform works: [https://www.icgn.org/icgn-agm-platform](https://www.icgn.org/icgn-agm-platform)

Only ICGN Members can attend and vote at the ICGN Annual General Meeting. ICGN Member identification is verified by the use of a password. The link will be sent to verified ICGN Members and proxies, it can be used to log into the virtual AGM platform and download the software in preparation for the AGM.

ICGN is using eXtramile to facilitate the casting of votes which will be recorded and publicly disclosed.

Members can ask questions live at the AGM or they can submit questions in advance of the meeting, to be answered during the online virtual AGM, via [Amiirah.Nobeebaccus@icgn.org](mailto:Amiirah.Nobeebaccus@icgn.org)

3. Appoint a proxy to vote on your behalf at the meeting.

If you wish to appoint a proxy you must: (1) determine who to appoint and (2) decide on whether to give them discretion on how to vote. There are two options in each case:

- You can choose to appoint the chair of the meeting to vote on your behalf. Alternatively, you can choose to appoint any other ICGN member as long as they are on the membership register at the deadline specified above.

- If you wish to instruct the proxy to vote according to your specific intentions on one or more resolutions, you will need to mark FOR, AGAINST, or VOTE WITHHELD against each of those resolutions (as if you were voting in advance). If you have appointed a proxy and no voting instructions are given, your proxy may vote or abstain from voting at their own discretion.

Your voting instructions must be submitted by 14:00 BST 21st September 2020 in order to be valid.

Changing your mind

- If you have previously submitted a vote in advance of the AGM or appointed a proxy, you are still entitled to attend the meeting in person and vote in person. To do so you must notify the ICGN Secretariat ([Amiirah.Nobeebaccus@icgn.org](mailto:Amiirah.Nobeebaccus@icgn.org)) that you wish to attend the AGM in person and your previously submitted votes must be nullified. This instruction must be submitted by 14:00 BST 21st September 2020 in order to be valid.

- 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.

Registering Multiple Votes
• Member organisations may be entitled to more than one vote depending on their membership category, size and the number of subscriptions they hold (see below). Please ensure you vote all of your allocated votes.

• If an investor, please ensure you cast the correct number of votes according to your band categorised by the level of assets under management (AuM), plus any additional membership subscriptions, as demonstrated below:

<table>
<thead>
<tr>
<th>AuM £bn</th>
<th>Membership / Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>&gt;60</td>
<td>4 Members / 4 Votes</td>
</tr>
<tr>
<td>&gt;10&lt;60</td>
<td>3 Members / 3 Votes</td>
</tr>
<tr>
<td>&gt;1&lt;10</td>
<td>2 Members / 2 Votes</td>
</tr>
<tr>
<td>&lt;1</td>
<td>1 Member / 1 Vote</td>
</tr>
</tbody>
</table>

• If a for-profit company, please ensure you cast the correct number of votes according to your band categorised by number of employees plus any additional membership subscriptions, as demonstrated below:

<table>
<thead>
<tr>
<th>Employees</th>
<th>Membership / Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>&gt;80,000</td>
<td>4 Members / 4 Votes</td>
</tr>
<tr>
<td>&gt;40,000&lt;80,000</td>
<td>3 Members / 3 Votes</td>
</tr>
<tr>
<td>&gt;1,000&lt;40,000</td>
<td>2 Members / 2 Votes</td>
</tr>
<tr>
<td>&lt;1,000</td>
<td>1 Member / 1 Vote</td>
</tr>
</tbody>
</table>