

**FORM OF PROXY**

Name of Company: **CARIBBEAN CORPORATE GOVERNANCE INSTITUTE**

Particulars of Meeting: Annual Meeting of members to be held at the Courtyard by Marriott, Port of Spain, Trinidad on Friday April 17, 2015 at 5:00 p.m.

I, the undersigned (block letters please) .....

....., being a member in good

standing of the above named Institute, hereby appoint

.....

of .....

or failing him the Chairman of the Meeting to be my proxy to vote for me and on my behalf at the above Meeting and at any adjournment or adjournments thereof in accordance with the instructions specified overleaf (if any) but otherwise in the same manner, to the same extent and with the same powers as if the undersigned were present at the said Meeting or such adjournment or adjournments thereof.

Dated this ..... day of ..... 20\_\_\_\_

Signature of member .....

Please indicate with an "X" in the spaces overleaf your instructions on how you wish your votes to be cast. Unless otherwise instructed, the proxy may vote or abstain from voting as he/she deems fit.

**Return to:**  
**The Secretary**  
**Caribbean Corporate Governance Institute**  
**14 Alcazar Street,**  
**St. Clair**  
**Email: [secretary@caribbeangovernance.com](mailto:secretary@caribbeangovernance.com)**

		FOR	AGAINST
RESOLUTION 1	BE IT RESOLVED That having received and considered the audited financial statements of the Institute for the 18 month period ending December 31, 2013 and the reports of the auditors and directors thereon the same be and are hereby adopted by the Members of the Institute.	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2	BE IT RESOLVED That having received and considered the audited financial statements of the Institute for the year ending December 31, 2014 and the reports of the auditors and directors thereon the same be and are hereby adopted by the Members of the Institute	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3	BE IT RESOLVED THAT ..... be appointed a director of the Institute to hold office until the close of the third Annual Meeting following this appointment subject to earlier termination of such term in accordance with the Bye-laws of the Institute	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3	BE IT RESOLVED THAT ..... be appointed a director of the Institute to hold office until the close of the third Annual Meeting following this appointment subject to earlier termination of such term in accordance with the Bye-laws of the Institute	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4	BE IT RESOLVED THAT ..... be appointed a director of the Institute to hold office until the close of the third Annual Meeting following this appointment subject to earlier termination of such term in accordance with the Bye-laws of the Institute	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5	BE IT RESOLVED That ..... .....be appointed Auditors of the Institute to hold office until the close of the next Annual Meeting at such remuneration as may be agreed by the Directors	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6	BE AND IT IS HEREBY RESOLVED THAT the members do and hereby adopt the amendments proposed by the directors and that the existing bye-laws be revoked and replaced with new bye-laws in terms of the draft circulated as Appendix 4 to the Report of the Bye-laws Committee dated February 5, 2015.	<input type="checkbox"/>	<input type="checkbox"/>

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**To be valid, the Proxy Form must be completed and deposited at the office of The Secretary, Caribbean Corporate Governance Institute, 14 Alcazar Street, St. Clair, not less than 24 hours before the time for holding the Annual Meeting or adjourned Meeting.**