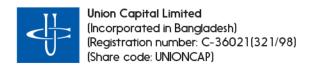
FORM OF PROXY



For use of the shareholders of Union Capital Limited who on the Record Date of 28 May 2018 are entitled to exercise any voting rights in relation to the resolutions to be proposed at the Annual General Meeting to be held on 28 June 2018 at 11:00 am at the Spectra Convention Centre, House –19, Road –7, Gulshan–1, Dhaka or at any adjournment thereof. Should a shareholder not wish to attend the Annual General Meeting in person, such shareholder may provide his/her/its/their nominee with his/her/its voting instruction and such nominee will complete all necessary documentations in order to attend and vote at the Annual General Meeting.

//we					
Of (address)					
being the holder(s) of_	ordinary shares in the company, appoint				
at or at any adjournme	as neneral meeting that will be held for the purpose of passent thereof, and to vote for and/or against such resolutegistered in my/our name(s), in accordance with the follow	ing ordinary res ions and/or to (olutions to be p abstain from vo	roposed there	
			Number of votes		
ORDINARY BUSINESS		(one	(one vote per ordinary share)		
Agendum		For	Against	Abstain	
AGM 18-20-01	: Receive and adopt the Audited Financial Statements of the Company as of and for the year ended 31 December 2017 together with the reports of the Auditors and Directors thereon;				
AGM 18-20-02	: Declaration of dividend for the year 2017;				
AGM 18-20-03	: Retirement & re-appointment of Directors;				
AGM 18-20-04	: Appointment of the Auditors of the Company for the year 2018 and fixation of their remuneration;				
cease to be in force 28 June 2018 at 11	elegate his/her/its/their authority to any other po and effect immediately after the Annual General :00 am at the Spectra Convention Centre, House reof, unless it is revoked earlier.	Meeting of th	ne Company t	o be held or	
Signed at (place)	on (d	on (date)		June 2018	
Attested by me					
(where applicable)					
Please read the notes g	iven on next page.				

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NOTES TO FORM OF PROXY

Summary of the rights of a shareholder to be represented by proxy as contained in Section 85 of the Companies Act, 1994 and notes to the Form of Proxy.

- Each holder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend, participate in, speak and vote or abstain from voting in place of that holder at the Annual General Meeting.
- A proxy appointment must be in writing, dated and signed by the holder appointing the proxy.
- A holder's instructions to the proxy have to be indicated by the insertion of the relevant number of votes exercisable by that holder in the appropriate box provided. Failure to comply with this will be deemed to vote in favour of the ordinary resolutions at the Annual General Meeting.
- 4. A holder or his/her/its/their proxy is not obliged to vote in respect of all the ordinary shares held by such holder or represented by such proxy, but the total number of votes for or against the ordinary resolutions and in respect of which any abstention is recorded may not exceed the total number of votes to which the holder or his/her/its/their proxy is entitled.
- 5. Documentary evidence establishing the authority of a person signing this form of proxy in a representative capacity has to be attached to this form of proxy, unless previously recorded by the Company Secretary. Examples of satisfactory identification include a valid National ID card, a valid driving license or a valid passport.
- Any alterations or corrections to this form of proxy must be initiated by the authorized signatory/signatories.
- 7. The completion and lodging of this form of proxy will not preclude the original shareholder from attending the Annual General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such holder wish to do so, in which case this proxy will be suspended accordingly.
- Form of Proxy have to be lodged with or posted to the Company Secretary. Union Capital Limited. Noor Tower, 73 Sonargoan Road. Dhaka-1205 before a proxy may exercise any voting rights of a holder at the Annual General Meeting. The Form of Proxy is requested to be received no later than 6:00 p.m. on 26 June 2018.
- Holders attending the Annual General Meeting will be offered the opportunity of putting questions to the Directors and Management.

282 | Annual Report 2017 Union Capital Limited