

# FORM OF PROXY



**Union Capital Limited**  
 (Incorporated in Bangladesh)  
 (Registration number: C-36021(321/98)  
 (Share code: UNIONCAP)

For use of the shareholders of Union Capital Limited who on the Record Date of 29 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 20 June 2019 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.

I/We \_\_\_\_\_

Of (address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ ordinary shares in the company, appoint \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting that will be held for the purpose of passing ordinary resolutions to be proposed there at or at any adjournment thereof, and to vote for and/or against such resolutions and/or to abstain from voting in respect of the ordinary shares registered in my/our name(s), in accordance with the following instructions:

ORDINARY BUSINESS	Agendum	Number of votes (one vote per ordinary share)		
		For	Against	Abstain
AGM 19-21-01	: Receive and adopt the Audited Financial Statements of the Company as of and for the year ended 31 December 2018 together with the reports of the Auditors and Directors thereon;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 19-21-02	: Declaration of dividend for the year 2018;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 19-21-03	: Retirement & re-appointment of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 19-21-04	: Appointment of the Auditors of the Company for the year 2019 and fixation of their remuneration;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 19-21-05	: Appointment of auditors for certification on the compliance on conditions of Corporate Governance Code (CGC) of the Company for 2019 and fixation of their remuneration;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A proxy may not delegate his/her/its/their authority to any other person. This form of proxy will lapse and cease to be in force and effect immediately after the Annual General Meeting of the Company to be held on 20 June 2019 at 11:00 am at the Spectra Convention Centre, House - 19, Road - 7, Gulshan-1, Dhaka or at any adjournment thereof, unless it is revoked earlier.

Signed at (place) \_\_\_\_\_ on (date) \_\_\_\_\_ June 2019 \_\_\_\_\_

Attested by me \_\_\_\_\_

(where applicable)

Please read the notes given on next page.

**Please read the notes given on next page.**

## **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.*

1. 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.
2. A proxy appointment must be in writing, dated and signed by the holder appointing the proxy.
3. 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.
6. 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.
8. 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 18 June 2019.
9. Holders attending the Annual General Meeting will be offered the opportunity of putting questions to the Directors and Management.