

**Company Number: SC322717 The Mountaineering Council of Scotland,  
trading as Mountaineering Scotland (the "Company")  
Form of proxy for extraordinary general meeting – Member Clubs  
BEFORE COMPLETING THIS FORM PLEASE READ THE EXPLANATORY NOTES**

**IMPORTANT:** As a result of this years meeting being held online, the changes to the allocation of club votes, and the ability to split those votes we are requesting that all club votes are submitted in advance of the meeting. To ensure your club votes are included these should be submitted using the proxy form either by post or email no later than 4pm Monday 15 November 2021.

I/We,

<b>NAME OF MEMBER CLUB</b>	
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being a member of the Company, appoint

<b>NAME OF PROXY (CLUB REPRESENTATIVE)</b>	<i>(complete in block capitals)</i>
<b>TICK THIS BOX IF THIS PROXY APPOINTMENT IS ONE OF MULTIPLE APPOINTMENTS</b>	<input type="checkbox"/> <i>For the appointment of more than one proxy, please refer to note 3.1 below.</i>
<b>NUMBER OF VOTES TO WHICH THIS PROXY RELATES</b>	<input type="checkbox"/> <i>Note: Leave blank if you are only appointing one proxy in respect of all your votes</i>

or, if no one is named in the box as proxy, the chairman of the meeting as my/our proxy to exercise all or any of my/our rights to attend and speak for me/us and on my/our behalf at the annual general meeting of the Company to be held at 5:30pm on 20 November 2021 (and at any adjournment of the meeting) and to vote and/or abstain on the specified resolutions as indicated below, and as he or she thinks fit on any other business (including any amendments to resolutions) properly dealt with at the meeting (or adjourned meeting).

**IF YOU WISH TO APPOINT MORE THAN ONE PROXY, PLEASE REFER TO NOTE 3.1.**

**RESOLUTIONS**

Please indicate how you wish to vote	FOR	AGAINST	ABSTAIN
<p>1 The articles of association in the form of the annexed draft marked as "Draft A" be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.</p> <p>Annexed draft articles 'Draft A' is available to view at <a href="http://www.mountaineering.scot/agm2021">www.mountaineering.scot/agm2021</a></p>			

<p>2 (i) The proposed changes under special resolution number 1 shall apply to each member (or former member) of the Board who was appointed as a director prior to the passing of special resolution number 1 and the adoption of the changes to the Company's Articles of Association set out in that resolution; and</p> <p>(ii) any person who held office until the close of the AGM held on 20<sup>th</sup> November 2021 may be appointed as a member of the Board in accordance with Article 8.3 before the AGM to be held in 2022 (the "2022 AGM") and, should their appointment be approved at the 2022 AGM, that person shall retire as a member of the Board at the close of the AGM to be held in 2023.</p>			
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Please indicate with an 'X' to allocate your total number of votes to one option, or specify the number of votes you wish to allocate, in the appropriate box opposite the resolutions how you wish your vote to be cast. If you do not select either of the options for a resolution your proxy will vote (or abstain) as he or she thinks fit on the resolution.

<b>SIGNATURE:</b>	
<b>DATE:</b>	

## EXPLANATORY NOTES

1 You are entitled to appoint another person as your proxy to exercise all or any of your rights to attend and to speak and vote at the meeting. You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the different voting rights held by you. Please refer to explanatory note 3.1 for further information about appointing multiple proxies.

2 A proxy need not be a member of the Company but must attend the meeting to represent you. If you wish to appoint the chairman of the Company to act as your proxy, you do not need to insert a name of a proxy in the space provided. If you wish to appoint someone other than the chairman of the meeting to act as your proxy, insert the name of the person you wish to appoint in block capitals in the space provided. Where you appoint someone other than the chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions.

3 You may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the different voting rights held by you.

3.1 To appoint more than one proxy a separate proxy form should be completed for each proxy and each appointment should clearly identify the votes to which that particular proxy relates. Please contact Stuart Younie at The Mountaineering Council of Scotland, The Granary, West Mill Street, Perth, Scotland, PH1 5QP to obtain additional proxy forms.

3.2 Please indicate by ticking the box provided if the proxy is being appointed in relation to less than your full voting entitlement and enter the number of votes in relation to which they are authorised to act as your proxy in the box indicated. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement.

3.3 Clubs may specify the number of votes you wish to allocate to the options available for each vote, up to the value of your clubs total allocation of votes. For example, if your club is eligible for 20 votes you could split them 16 for and 4 against. How your club decides to allocate these votes is up to the club and should be considered under your constitution and would be subject to there being nothing in your club's constitution to the contrary. Alternatively, your club also has the option to abstain from voting on that resolution altogether.

4 To be effective, this proxy form, fully completed, together with the power of attorney or any other authority under which it is executed (or a notarially certified copy), must be lodged with the Company:

- by post to: For the attention of: Stuart Younie, Mountaineering Scotland, The Granary, West Mill Street, Perth, Scotland, PH1 5QP; or
- by email to: [info@mountaineering.scot](mailto:info@mountaineering.scot)
- using the online form (see details on our [website](#))

in each case not later than **4:00pm on Monday 15 November 2021**.

5 The completion and return of this proxy form will not prevent a member from attending the meeting and voting in person (clubs are asked to submit votes in advance of the online meeting).

6 A member is entitled to terminate the appointment of its proxy by notifying the proxy and the Company of the termination or by appointing a new proxy in place of the original proxy. To be effective, the notice of termination or the proxy form appointing a new proxy in place of the original proxy must be received by the Company using one of the methods set out above not later than **4:00pm on 19 November 2020**. Proxy forms received after the relevant cut-off time will be disregarded. Please

contact Stuart Younie at Mountaineering Scotland, The Granary, West Mill Street, Perth, Scotland, PH1 5QP or email [info@mountaineering.scot](mailto:info@mountaineering.scot) to obtain additional proxy forms.

7 If more than one proxy appointment is returned in respect of the same voting rights, the appointment last received before the latest time for the receipt of proxies (as set out in note 4) will take precedence.