

**FORM OF PROXY**

**IRISH FORUM ON NATURAL CAPITAL COMPANY LIMITED  
(the "Company")  
Company Number: 632971**

I .....  
(Name in full in block capitals)  
of (address) .....

.....(the **Member**)  
being a member of the Company **HEREBY APPOINT** \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ or failing him/her the Chairperson  
of the meeting as proxy of the Member, to attend, speak and vote for the Member on behalf of the  
Member at the Annual General Meeting of the Company to be held on, Wednesday 26 April 2023 and at  
any adjournment of the meeting.

I wish this proxy to be used as shown below (see Note 1)

<b>NUMBER OF RESOLUTION</b>	<b>DESCRIPTION OF RESOLUTION</b>	<b>IN FAVOUR</b>	<b>ABSTAIN</b>	<b>AGAINST</b>
1.	To receive and consider the Company's financial statements for the year ended 31 December 2022 and the report of the Directors and Auditors thereon.			
2.	Intentionally left blank			
3.	It was noted that the statutory auditors Whiteside Cullinan would continue in office pursuant to section 383 of the Companies Act 2014.			
4.	To authorise the directors to fix the auditors remuneration.			
5.1	To re-elect Alan Costello, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election as director with immediate effect.			
5.2	To re-elect Daragh Gaffney, who retires by rotation in accordance with the Constitution			

	and, being eligible, offers himself for re-election as director with immediate effect.			
5.3	To re-elect Fiona Ross, who retires by rotation in accordance with the Constitution and, being eligible, offers herself for re-election as director with immediate effect.			
6.	<p style="text-align: center;"><b>Special Resolution:</b></p> <p style="text-align: center;"><b>THAT</b>, the form of the Constitution of the Company in the form attached and for the purposes of identification marked "A" will be amended:</p> <p>Current clause 2 states</p> <p><b>The number of members with which the company proposes to register is two but the Directors may from time to time register an increase of members in accordance with sub section 4 of Section 1199 of the Act.</b></p> <p>Proposed new clause</p> <p>For the purposes of registration, the number of members of the Company is taken to be 1,200 but the Company may from time to time register an increase of members.</p> <p><b>The members of the Company shall be</b></p> <p><b>(i) the subscribers to the Memorandum of Association and</b></p> <p><b>(ii) the persons who are listed in the Company's register of members immediately prior to the date of adoption of these Articles and who send to the Company, no later than 3 months from such date, their name, address and written consent to be a member and</b></p> <p><b>(iii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.</b></p>			

Unless otherwise instructed the proxy will vote or abstain as he or she thinks fit.

Signature(s): \_\_\_\_\_

Date: \_\_\_\_\_

**NOTES:**

- (1) Please insert an 'X' in either the 'IN FAVOUR', 'ABSTAIN' or 'AGAINST' box. If all boxes are left blank the proxy will vote or abstain as he/she thinks fit.
- (2) If the appointer is a corporate shareholder, the form of proxy must be under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
- (3) This form of proxy shall be deemed to confer authority on the proxy to vote as he or she thinks fit on any amendment of a resolution put to the meeting.
- (4) The return of this form of proxy will not prevent a shareholder from attending the meeting and voting in person if he/she so wishes.
- (5) Forms of proxy must reach the Secretary at the registered office of the Company before the time appointed for the holding of the meeting or may be delivered by electronic means to Fiona Ross at [rossfio@gmail.com](mailto:rossfio@gmail.com)
- (6) In the case of joint holders, the signature of the first named in the register of members will be accepted to the exclusion of all others.