

**Regen SW - Annual General Meeting
Member's proxy notice**

Before completing this form, please read the explanatory notes below

*Please note that this form must be returned to Regen SW's offices at 1 Bradninch Court, Castle Street, Exeter, EX4 3PL by no later than **10:00am on 9 September 2020** in order to be a valid proxy notice.*

I /We, being a member of Regen SW, appoint the Chairman of the meeting or (see note 4)

as my proxy to attend, speak and vote on my behalf at the Annual General Meeting of the Company to be held on **9 September 2020 at 10:00am as a webinar** and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against	Vote withheld
SPECIAL BUSINESS			
1. To consider and, if thought fit, pass the following resolution which will be proposed as a special resolution: That the first sentence of Article 3.2 of the Company's Articles of Association be deleted and replaced by the following: "The Directors shall consist of at least five and not more than ten persons who being individuals are over the age of 18, all of whom must support the Objects".			
ORDINARY BUSINESS			
2. To note that the following directors will retire under article 3.4 of the Company's articles of association and to reappoint them as directors of the Company: (a) Michael Huntingford (b) Alan John			
3. To appoint the following people as directors of the Company: (a) Philippa Eddie and			

(b) (subject to resolution number 1 having been passed) Kayte O'Neil			
4. To receive the annual report on the company's activities.			
5. To receive the accounts for the year ended 31 December 2019 together with the directors' report and auditors' report on those accounts.			
6. To appoint Simpkins Edwards as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the directors to determine their remuneration.			
Signature	Date		

Entitlement to attend and vote

- 1 Only those members registered on the Company's register of members:
- At 10:00 am on 9 September 2020; or,
 - If this Meeting is adjourned, at the time fixed for the commencement of the adjourned meeting,
- shall be entitled to attend and vote at the Meeting.

Appointment of proxies

- 2 If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 3 If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in this "Appointment of proxies" section.
- 4 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

- 5 A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard-copy proxy form

- 6 The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to Regen SW, 1 Bradninch Court, Castle Street, Exeter, EX4 3PL; and
- received by the Company before the time fixed for the meeting or any adjournment thereof.

Appointment of proxy by email

- 7 To appoint a proxy by email, you must use the format of the proxy form and the email should be:

- sent from the member's email address;
- delivered to pscott@regen.co.uk before the time fixed for the meeting or any adjournment thereof and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

Changing proxy instructions

- 8 To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Regen SW, 1 Bradninch Court, Castle Street, Exeter, EX4 3PL.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

- 9 In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Company Secretary, Regen SW, Ground Floor, Bradninch Court, Castle Street, Exeter, EX4 3PL.
- By sending an e-mail to pscott@regen.co.uk

In either case, the revocation notice must be received by the Company before the time fixed for the meeting or any adjournment thereof.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

10 Except as provided above, members who have general queries about the Meeting should use the following means of communication (no other methods of communication will be accepted):

- calling our main line on 01392 494399 or
- email pscott@regen.co.uk