

## **BAILIWICK INVESTMENTS LIMITED**

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at The Farmhouse, Route des Bas Courtils, St Saviours, Guernsey on Thursday 30 May 2019 at 11.00 for the transaction of the following business.

Any shareholders unable to attend may appoint a proxy to act on their behalf and such proxies are to be lodged at the registered office of the Company no later than 48 hours prior to the meeting.

### **ORDINARY BUSINESS**

To consider and if thought fit, pass resolutions 1-8 each of which will be proposed as an ordinary resolution:

1. THAT the Report and Consolidated Financial Statements for the year ending 31 December 2018 be received and adopted.
2. THAT Sir Geoffrey Rowland, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.
3. THAT Mr John Henwood MBE, being eligible and having offered himself for re-election, be re-elected as a Director of the Company.
4. THAT Mrs Susie Farnon, being eligible and having offered herself for re-election, be re-elected as a Director of the Company.
5. THAT the remuneration of the Directors in respect of the year ending 31 December 2018 be approved.
6. THAT Grant Thornton Limited, having indicated their willingness to continue in office, be re-appointed as auditor of the Company until the conclusion of the next Annual General Meeting of the Company.
7. THAT the Directors be and are hereby authorised to fix the remuneration of the Company's auditor for their next period of office.
8. Authorise, for the purpose of section 315 of the Companies (Guernsey) Law, 2008, as amended (the "Law"), for the Company to make market acquisitions of its shares for all and any purposes, provided that:
  - a. The aggregate maximum number of Shares hereby authorised to be purchased shall be 14.99% of the Company's issued share capital;
  - b. The minimum price (exclusive of expenses) which may be paid for a Share is £0.01;
  - c. The maximum price (exclusive of expenses) payable by the Company which may be paid for each Share shall not be higher than 10 per cent above the average of the mid-market values of the Shares for the 5 business days prior to the date the purchase is made;
  - d. The authority hereby conferred shall (unless previously renewed or revoked) expire at the earlier of the conclusion of the Company's next annual general meeting or in eighteen (18) months from the date of this resolution;

- e. The Company may make a contract to purchase Shares under the authority hereby conferred prior to the expiry of such authority which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of Shares in pursuance of any such contract after such expiry; and
- f. The purchase price may be paid by the Company to the fullest extent permitted by the Law.

The timing of any purchases in accordance with the above authority will be decided by the board of directors of the Company.

By Order of the Board

**Registered Office:**

PO Box 141  
La Tonnelle House  
Les Banques  
St Sampson  
Guernsey

Saffery Champness Fund Services Limited  
Company Secretary

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. The appointment of a proxy will not preclude a member from being present at the meeting and voting in person if he or she should subsequently decide to do so.
2. A proxy form is enclosed and to be valid proxy forms together with the power of attorney or other authority (if any) under which it is signed or a notarial certified copy of that power or authority must be lodged not later than 48 hours before the time of the meeting with the Company Secretary at PO Box 141, La Tonnelle House, Les Banques, St Sampson, Guernsey GY1 3HS. A proxy delivered to the Company's registered office in accordance with the Articles of Incorporation of the Company shall also be valid.
3. A shareholder may attend, speak and vote at the meeting. A shareholder's voting entitlement will depend on the number of shares held at that time. Shareholders invested via a nominee name should ensure their votes are cast with the Nominee Company.
4. Where no instruction is given, either generally or in relation to any resolution, your proxy may vote at his or her discretion or refrain from voting as he or she sees fit. The Chairman of the meeting will decide any unclear voting instructions he receives. His decision will be final.
5. Changes to written proxy voting instructions for the Chairman must be made in writing and signed by the shareholder. The voting instruction received last (but not later than 48 hours before the time of the meeting) will be the one that is followed. The Chairman's decision concerning changes to proxy voting will be final. Alternatively, shareholders wishing to change their proxy voting instructions may do so by attending the meeting and voting in person.
6. Joint shareholders may attend the meeting. Any one shareholder may sign a proxy form or poll card on behalf of all joint shareholders. If more than one joint shareholder fills in a proxy form or poll card, the most recent voting instruction of the shareholder named first in the register of members will be accepted, whenever instructions from another joint holder are received.

# BAILIWICK INVESTMENTS LIMITED

I.....

of .....

being the Registered member of the above named Company, hereby appoint

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or failing him/her the Chairman of the meeting as my proxy to vote in my name and on my behalf at the Annual General Meeting of Bailiwick Investments Limited to be held on 30 May 2019 and at any adjournment thereof.

Please indicate with an "X" in the spaces below how you wish your votes to be cast in respect of the 9 resolutions which are set out in the Notice convening the Meeting. If no specific direction as to voting is given, your proxy will vote or abstain at his or her discretion. This form is to be used in respect of the resolutions as follows:

	FOR	AGAINST	ABSTAIN
<b>Resolution 1</b> To approve the Report and Consolidated Financial Statements for the year ending 31 December 2018			
<b>Resolution 2</b> To re-elect Sir Geoffrey Rowland as a Director of the Company			
<b>Resolution 3</b> To re-elect Mr John Henwood MBE as a Director of the Company			
<b>Resolution 4</b> To re-elect Mrs Susie Farnon as a Director of the Company			
<b>Resolution 5</b> To approve Directors' remuneration in respect of the year ending 31 December 2018			
<b>Resolution 6</b> To re-appoint Grant Thornton Limited as Auditor			
<b>Resolution 7</b> To authorise the directors to fix Auditor's remuneration			
<b>Resolution 8</b> To authorise, for the purpose of section 315 of the Companies (Guernsey) Law, 2008, as amended (the "Law"), for the Company to make market acquisitions of its shares for all and any purposes.			

Signed this.....day of.....2019

Signed.....

**Please return this form to:**

**PO Box 141, La Tonnelle House, Les Banques, St Sampson, Guernsey GY1 3HS**