

Company Number: SC308709

**SCOTTISH GOLF LIMITED**  
**(the "Company")**  
**Proxy Form**

Before completing this form, please read the explanatory notes attached.

I, ..... of .....  
a Member of the Company, hereby appoint:

of ..... or failing him/her

of ..... (*see Note 1.3*)

as my proxy to exercise all or any of my rights to attend, speak and vote on my behalf at the annual general meeting of the Company to be held on the fourth day of March Two Thousand and Eighteen and at any adjournment thereof (the "**Meeting**").

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion. I authorise my 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.

No	ORDINARY RESOLUTIONS	For	Against
1	<b>THAT</b> the minutes of the 2017 AGM of the Company, be approved.		
2	<b>THAT</b> the accounts of the Company for the period ended 30 September 2017, together with the directors' report and the auditors' report be approved and adopted.		
3	<b>THAT</b> RSM be appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which the accounts are laid before the Company.		
4	<b>THAT</b> the appointment of June McEwan as President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.		
5	<b>THAT</b> the appointment of Malcolm Mitchell as Senior Vice President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.		
6	<b>THAT</b> the appointment of David Fleming as Junior Vice President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.		
7	<b>THAT</b> the appointment of Lorna Brown, as a director of the Company, who will hold office for the period up to the date of the Company's 2020 AGM, be approved.		
8	<b>THAT</b> the appointment of Brendan Dick, as a director of the Company, who will hold office for the period up to the date of the Company's 2021 AGM, be approved.		

<b>9</b>	<b>THAT</b> the appointment of Sean Duffy, as a director of the Company who will hold office for the period up to the date of the Company's 2021 AGM, be approved.		
<b>10</b>	<b>THAT</b> the appointment of Bill Woodley, as a director of the Company who will hold office for the period up to the date of the Company's 2021 AGM, be approved.		
<b>11</b>	<b>THAT</b> the affiliation fee, based on membership numbers at 30 September 2018 and invoiced for payment by 31 March 2019, be collected on a per capita basis of £15 per playing member, be approved.		
	<b>SPECIAL RESOLUTIONS</b>		
<b>12</b>	<b>THAT</b> the amendments to the articles of association of the Company, highlighted in green at Appendix 1, be approved.		
<b>13</b>	<b>THAT</b> the amendments to the articles of association of the Company, highlighted in pink at Appendix 1, be approved noting, specifically in connection with the proposed amendments to Article 49, that the Company intends moving to a Board of Directors which will be composed of seven Directors by 2020.		
<b>14</b>	<b>THAT</b> the amendments to the articles of association of the Company, highlighted in blue at Appendix 1, be approved.		

<b>NAME: (Signature)</b>	
<b>PRINT NAME:</b>	
<b>DATE</b>	

## **Explanatory Notes**

### **1. Appointment of Proxies**

- 1.1 As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You can only appoint a proxy using the proxy form and the procedures set out in these notes.
- 1.2 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.
- 1.3 A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint a person other than the chairman of the Meeting as your proxy, insert that person's full name in the box. If you sign and return the proxy form with no name inserted in the box, the chairman of the meeting will be deemed to be your proxy. If you appoint someone other than the chairman as your proxy, you are responsible for ensuring that they attend the Meeting and are aware of your voting intentions, if necessary. If you wish your proxy to make any comments on your behalf at the Meeting, you will need to appoint someone other than the chairman and give your proxy the relevant instructions directly.

### **2. Signing and returning the proxy form**

- 2.1 To appoint a proxy, you must complete and sign the proxy form and then:
  - (a) send it by post or deliver it to the Company marked for the attention of the company secretary at The Dukes, St. Andrews, Fife KY16 8NX (the "**Registered Office**"); or
  - (b) email a scanned copy of it to "info@scottishgolf.org" (the "**Email Address**") (please put "Proxy Form" as the subject of the email).
- 2.2 To be valid the proxy form must be received by the Company not less than 48 hours before the time of the Meeting.

### **3. Queries and Communication**

If you have any queries regarding the appointment of a proxy you should contact Scottish Golf on 01334 466477.