

## **accesso Technology Group plc 2014 AGM**

### **Summary of Proxies Received**

The Chairman announced at the AGM that 39 valid proxy forms had been received, in respect of 7,117,273 Ordinary Shares.

The breakdown of proxies received by resolution was as follows:-

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Discretionary</b>
<b>1</b>	6,869,729	0	0	247,544
<b>2</b>	7,116,273	0	0	1,000
<b>3</b>	6,956,191	168,882	0	1,000
<b>4</b>	6,869,729	0	0	247,544
<b>5</b>	7,116,273	0	0	1,000
<b>6</b>	7,116,273	0	0	1,000
<b>7</b>	5,745,472	0	1,370,801	1,000
<b>8</b>	5,041,613	1,067,186	1,006,974	1,500



27 May 2014

**accesso® Technology Group plc**

**("accesso" or the "Group")**

**Results of Annual General Meeting**

**accesso** Technology Group plc (**AIM: ACSO**), the premier technology solutions provider to the global attractions and leisure industry, announces that at its Annual General Meeting held earlier today, all resolutions put to the meeting were duly passed.

**For further information, please contact:**

**accesso Technology Group plc**

Tom Burnet, Chief Executive Officer  
John Alder, Chief Financial Officer

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**FTI Consulting, LLP**

Matt Dixon, Lucy Delaney, Jessica Liebmann

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**accesso® Technology Group: about us**

**accesso** (AIM: ACSO) is the premier technology solutions provider to the global attractions and leisure industry. Our patented and award-winning solutions drive increased revenue for attraction operators by significantly improving the most important part of an attraction visit: the guest experience. Our solutions add value to operators at every point in the guest journey:

- **We drive attendance**

The **accesso Passport®** ticketing suite is a comprehensive, easy-to-use cloud solution that processes many millions of ticket and season passes every year, enabling operators to maximise up-sell and cross-sell with ease to drive greater revenue.

- **We handle payments**

Our payment gateway carries level 1 PCI security certification and 24/7 support. It provides the tools, security and support operators need to drive sales and has so far processed more than \$5 billion in transactions.

- **We take guests out of line**

Since 2001 over nine million guests have used a patented **accesso LoQueue<sup>SM</sup>** solution to queue less, ride more, enjoy a better experience and increase their in-attraction spend.

- **We simplify point-of-sale**

We offer a comprehensive point-of-sale solution through software modules combine ticketing, membership, retail, food/beverage transactions, rentals, credit card processing and many other functions into in a single system eliminating the need for separate systems and databases.

- **We increase engagement**

**accesso** enables operators to engage more deeply and profitably with guests: pre-sale, in-attraction or post-visit. Our mobile apps have provided more than 2.75 million people with rich iOS and Android content to better plan their visit, buy their ticket on-the-go and unlock new experiences within an attraction.

Over 400 attractions worldwide currently employ **accesso** technology – from theme parks, to water parks, cultural attractions and sporting events ski and snow parks. We are proud that our solutions are trusted by the majority of the leading names in the leisure industry, including Six Flags Entertainment, Cedar Fair Entertainment, Merlin Entertainments, International Speedway Corporation, Palace Entertainment, Compagnie des Alpes, and Herschend Family Entertainment.

**accesso** is a public company, listed on AIM: a market operated by the London Stock Exchange.

For more information visit [www.accesso.com](http://www.accesso.com)

**Ends**



27 May 2014

accesso® Technology Group plc

("accesso" or the "Group")

#### AGM Statement

**accesso** Technology Group plc (**AIM: ACSO**), the premier technology solutions provider to the global attractions and leisure industry will today, at 10:30, hold its Annual General Meeting (the "AGM" or the "Meeting"). At that time the Chairman of the Meeting will provide the following update on trading for the four months ended 30 April 2014:

*"We are now operating in our first full twelve months of the Group's new financial calendar, which sees our financial year-end move from 31 October to 31 December. Whilst only four months of the current financial year have passed, it is customary for me to update shareholders on our current trading progress at the AGM. All of us on the Board would like that tradition to continue.*

*I am pleased to report that we have made a confident start to the year. In the past four months we have secured a promising number of new business wins, particularly in North America, which taken together demonstrate our extended capabilities and geographic reach as a Group. We have set clear strategic priorities for this year and, even at this early stage, have made encouraging progress against several of those.*

*One of our priorities is to take advantage of the opportunities opened up to us by our latest acquisition, Siriusware. As we reported in our Preliminary Results in March, early evidence of how we can do this is already showing through, illustrated by five agreements signed for a variety of Siriusware Salespoint Solutions with a range of popular US attractions. I look forward to being able to update the market with further wins in due course. We have also proven our ability to combine Siriusware capabilities with other parts of our offering. During the period we signed a three year agreement with Holiday World & Splashin' Safari to provide the accesso Passport® eCommerce platform alongside the Siriusware Salespoint Solution already providing a comprehensive point of sale and ecommerce system for the park.*

*This combined win also speaks to another of our priorities: to deepen and extend our relationships with customers to make them stronger, stickier and cover more parts of the value chain. We have made progress here in a number of ways. In March we signed a 3 year Master Services Agreement with Merlin Entertainments plc. Merlin is the world's second-largest attractions operator, and already deploys our queuing technology across three of their parks. This agreement creates a framework through which Merlin may utilize the accesso Passport® suite of ticketing and e-commerce solutions. The agreement will run for a three-year term and includes a trial installation of the accesso eCommerce Suite at THORPE PARK Resort.*

*Our newest solutions also provide another way to deepen our customer relationships. Our installation of Qsmart<sup>SM</sup>, our patented smartphone-based queuing solution at the LEGOLAND Windsor Resort is a good example of this. The agreement not only opens up a new revenue stream, but also extends the terms of our existing Qbot<sup>SM</sup> mandate with the park for a further three years.*

*It is also a priority for us to expand geographically, both in terms of taking particular service lines to markets other parts of our Group already serve, as well as stepping into entirely new markets altogether. In terms of new markets, Asia is a key focus for us. We remain very excited to have signed a three year Memorandum of Understanding for our first Qsmart installation at The Movie Animation Park Studios in Ipoh, Malaysia. In March we were also able to announce our first ticketing win in Europe, which builds on an existing relationship for our queuing technology. The agreement, which runs for three years with Compagnie des Alpes, will see us provide the accesso Passport eCommerce solution to five parks in Belgium and Holland.*

*We remain at an early stage of the financial year and there is much still to be done. Nevertheless we are making good progress in important areas of focus, delivering combined wins for queuing and ticketing offerings, deepening our relationships with existing customers, and extending some of our longest-standing*

*relationships further in to the future. With all of that in mind, the Board believes that accesso currently remains well positioned to perform in line with its expectations for the year as a whole."*

### **Long Term Incentive Plan ("LTIP")**

Resolution 8 of the AGM seeks approval and adoption of the LTIP, a summary of which is set out in Appendix 1 to the AGM notice. Having consulted with a number of shareholders, while awards shall normally vest on the third anniversary of the date of grant, the Remuneration Committee intends to introduce a requirement that any awards made would be subject to a holding period following vesting of 6 months, save that if a fiscal event arises on vesting shares could be sold immediately to cover the tax liability only. In addition, the Remuneration Committee will review this holding period in 2015 and on an annual basis thereafter.

### **For further information, please contact:**

<b>accesso Technology Group plc</b>	<b>+44 (0)118 934 7400</b>
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**Ends**

**accesso Technology Group plc**

**("accesso" or the "Company")**

**Registered number 3959429**

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be held at Unit 2, The Pavilions, Ruscombe Park, Twyford, Berkshire, RG10 9NN on Tuesday 27 May 2014 at 10.30 a.m. for the following purposes:

**Ordinary Business**

- Resolution 1:** To receive the audited financial statements of the Company for the period ended 31 December 2013 and to receive the Directors' Report and the Auditors' Report thereon.
- Resolution 2:** To re-elect as a Director, Mr Leonard Sim, who retires by rotation and offers himself for re-election.
- Resolution 3:** To re-elect as a Director, Mr David Ranken Gammon, who retires by rotation and offers himself for re-election.
- Resolution 4:** To re-appoint BDO LLP as Auditors of the Company until the conclusion of the next Annual General Meeting.
- Resolution 5:** To authorise the Directors to determine the remuneration of the Auditors.

**Special Business**

- Resolution 6:** To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**"THAT** in substitution for all existing authorities the Directors be given power under Section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ('Rights')

(i) up to an aggregate nominal amount of £67,716.70; and,

(ii) up to a further aggregate nominal amount of £67,716.70 provided that (a) they are equity securities (within the meaning of section 560(1) of the Act) and (b) they are offered by way of a rights issue to holders of ordinary shares in the Company at such record dates as the directors may determine where the equity securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held by them on any such record date, subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or any other matter whatsoever,

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company or 30 May 2015 (whichever is sooner) unless any offer or agreement is made before the end of that period in which case the Directors may allot shares and grant Rights pursuant to such offer or agreement as if the power granted by this resolution had not expired."

**Resolution 7:** To consider and, if thought fit, pass the following resolution as a special resolution:

**“THAT**, in substitution for all existing powers and subject to the passing of Resolution 7, the Directors be given power to allot equity securities (as defined in Section 560 of the Companies Act 2006) as if the pre-emption provisions of Section 561 of the Act did not apply to such allotment. The power shall be limited to the allotment of equity securities up to an aggregate nominal amount of £20,315 being 10% of the Company’s issued share capital and shall expire at the next Annual General Meeting of the Company or 30 May 2015 (whichever is the sooner) unless any offer or agreement is made before expiry of this power in which case the Directors may allot securities pursuant to such offer or agreement as if the power granted by this resolution had not expired.”

**Resolution 8:** To consider and if thought fit pass the following resolution as an ordinary resolution:

**“That** the accesso Technology Group 2014 Long Term Incentive Plan (“LTIP”) in the form now produced to the meeting and initialled by the chairman, a summary of which is set out in Appendix 1, be approved and adopted subject to such changes (not being changes of a material or substantive nature) as the Remuneration Committee may in its discretion consider necessary or desirable in order to put the LTIP into effect.”

**Registered Office:-**

Thames House  
Portsmouth Road  
Esher  
Surrey  
KT10 9AD

BY ORDER OF THE BOARD

**Douglas Armour**  
**Company Secretary**  
**25 April 2014**

**Your attention is drawn to the Notes below**

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint more than one proxy to exercise all or any of his rights to attend, speak and vote in his place on a show of hands or on a poll provided that each proxy is appointed to a different share or shares. Such proxy need not be a member of the Company. A form of proxy is enclosed. Appointment of a proxy will not preclude a member from attending the meeting and voting in person.
2. To be valid, the completed and signed form of proxy must be returned to the Company’s Registrars, SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD by 10.30 a.m. on Thursday 22 May 2014. Lodging a form of proxy does not preclude a member from attending and voting at the meeting.



3. Any corporation which is a member may appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same shares.
4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended), entitlement to attend and vote at the Meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at the close of business on Thursday 22 May 2014, the day which is two working days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
5. You may not use any electronic address provided either in this notice of AGM or any related documents (including the form of proxy) to communicate for any purposes other than those expressly stated.
6. The following documents are available for inspection during normal business hours at the Company's registered office up to the date of the Annual General Meeting and will be available for inspection at the place of the Annual General Meeting from 15 minutes before the start of the meeting until conclusion of the meeting:
  - Copies of all Directors' Service Contracts for periods in excess of one year with the Company or any of its subsidiaries;

#### **Explanatory notes to the resolutions**

##### **Resolution 1 Annual Report and Accounts**

The directors must lay before shareholders the accounts of the Company for the period ended 31 December 2013, the report of the directors and the report of the auditors of the Company on these accounts.

##### **Resolutions 2 to 3 Directors**

Article 111 of the Articles of Association requires that at each annual general meeting one-third of the directors, or if the number of directors is not three or a multiple of three, the number of directors nearest to but not exceeding one third shall retire by rotation.

Resolution 2 proposes the re-election of Leonard Sim who was appointed as a director on 23 August 2000 as one of the directors retiring by rotation at this annual general meeting.

Resolution 3 proposed the re-election of David Ranken Gammon who was appointed as a director on 30 November 2010 as the other director retiring by rotation at this annual general meeting.

Biographical details of the directors offering themselves for re-election are included in the last page of this notice.

The Board of Directors considers the performance of each of the Directors standing for re-election at the Annual General Meeting to be fully effective and they each demonstrate the commitment and behaviours expected of an access director. The Board of Directors also

concluded that the non-executive director standing for re-election is independent in terms of the criteria set out in the UK Corporate Governance Code.

#### **Resolution 4 and 5 Reappointment and remuneration of auditors**

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company to hold office until the next such meeting. Resolution 4 proposes the reappointment of BDO LLP as auditors to the Company. Resolution 5 authorises the directors to agree the auditors' remuneration.

#### **Resolution 6 Authority to allot shares**

The authority sought by this resolution is for the Directors to be authorised to allot Ordinary Shares up to two-thirds of the Company's current issued share capital at the date of this notice. Paragraph (i) of the resolution will give the Directors a general authority to allot up to an aggregate nominal value of £67,716.70 being the equivalent of one-third of the Company's issued ordinary share capital at the date of this notice. This is in accordance with the ABI guidelines. In addition, the guidelines permit the authority to extend to a further third of the issued share capital, where any such shares allotted using this additional authority are in connection with a rights issue. Paragraph (ii) of the resolution proposes this additional authority be granted to the Directors.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources. Should the additional authority described in paragraph (ii) of the resolution be used, all Directors will stand for re-election at the next Annual General Meeting as required by the ABI.

#### **Resolution 7 Disapplication of pre-emption rights**

When shares are to be allotted for cash, Section 561 of the Companies Act 2006 provides that existing shareholders have pre-emption rights and that any new shares are offered first to such shareholders in proportion to their existing shareholdings. This resolution is seeking to authorise the Directors to allot shares of up to an aggregate nominal amount of £20,315 otherwise than on a pro-rata basis. This represents 10% of the Company's issued share capital at the date of this notice and is within guidelines issued by institutional investors for companies listed on AIM.

The Directors are seeking the annual renewal of this authority in accordance with best practice and to ensure the Company has maximum flexibility in managing its capital resources.

#### **Resolution 8 Long Term Incentive Plan ("LTIP")**

This proposed ordinary resolution, is to approve and adopt the LTIP subject to such minor changes as the Committee may consider necessary and desirable in order to put the LTIP into effect. A summary of the LTIP is set out in Appendix 1 to this letter.

#### **Voting Recommendation**

**The Board of Directors believes that all of the proposed resolutions set out in the Annual General Meeting notice are in the best interests of shareholders as a whole and the Company and unanimously recommends that members vote in favour of all the resolutions, as the Directors intend to do in respect of their own beneficial shareholdings.**

***Details of the Directors offering themselves for re-election:-***

***Leonard Sim, Founding Director***

*Leonard is the inventor of accesso's LoQueue virtual queuing system, which was conceived while he ran Tellurian, a sales agency in data communication devices and software.*

*Previously, Sim ran technical sales teams for Rockwell Semiconductor and Ferranti Semiconductor after a period as an electronics engineer at Plessey Radar. He gained an Honours Electronic Engineering degree from Heriot-Watt University, Edinburgh in 1971.*

*Sim's responsibilities include business development and strategic planning.*

***David Gammon, Non-executive Director***

*David has widespread experience in developing and building technology based businesses. Since 2001, David has focused on finding, advising and investing in UK technology companies. David founded Rockspring, an advisory and investment firm, which focuses on early stage technology companies and where David continues as CEO today. Other current positions include non-executive directorships at Imaginatik plc and Frontier Developments plc. He is Group Strategic Advisor to Marshall of Cambridge (Holdings) Limited.*

*Previous experience includes NED and advisor at artificial general intelligence company DeepMind Technologies Limited, advisor to Hawkwood Capital LLP, NED at real time location technology specialist Ubisense Trading Limited, NED at internet TV specialist Amino Technologies plc, NED at smart metering and software company BGlobal plc and acting CFO at internet specialist Envisional Solutions Limited. Earlier in his career David worked as an investment banker for over 15 years*

*David is also a member of the audit and remuneration committees.*

## **Appendix 1**

### **Summary of the principal features of the accesso Technology Group 2014 Long Term Incentive Plan ("LTIP")**

#### **1. Eligibility**

The LTIP is discretionary and will enable the Board's remuneration committee ("**Committee**") to make grants to any employee of the Group, although the current intention of the Committee is that LTIP awards ("**Awards**") be restricted to executive directors and senior management in the UK and the US. Awards will permit the holder to acquire ordinary shares in the Company for no more than their nominal value, subject to the rules of the LTIP. Where the Company and potential participants are eligible, Awards may be granted as enterprise management incentive options, or an equivalent in the US, which would have favourable tax consequences for the Award holder, but not otherwise affect the terms of the Award.

#### **2. Performance conditions**

The vesting of Awards will be subject to challenging performance conditions set by the Committee. Because the Company has few if any direct competitors, the conditions will be absolute and not comparative. A brief description of conditions imposed will be provided in the Company's annual report.

#### **3. Timing of Awards**

Awards will be made within 42 days of the approval of the LTIP by shareholders, and subsequently within 42 days after the publication of the Company's results for any period. The Committee may only grant outside such periods in exceptional circumstances where necessary to recruit or retain a director or senior manager, and may not in any event grant an Award during a close period.

#### **4. Dilution and individual limits**

Awards may at the discretion of the Committee be satisfied in new issue shares, treasury shares or shares purchased for the purpose by the Company's employee benefit trust. Shares issued on the release of Awards will rank *pari passu* with ordinary shares in issue, but will not rank for dividends declared by reference to a record date prior to the release date.

No Award may be granted on any date if, as a result, the total number of ordinary shares issued or remaining issuable pursuant to Awards or options granted under the LTIP, the Company's Enterprise Management Incentive Plan, or its equivalent in the US, would exceed 12 per cent of the issued ordinary share capital of the Company on that date.

In addition, ordinary shares subject to Awards granted to any employee in a financial year will not normally exceed in value 100 per cent of their remuneration for that year, provided that in exceptional circumstances where the Committee considers it necessary in order to recruit or retain an executive, an Award may be granted over ordinary shares with a value of up to 150 per cent of the executive's remuneration for that year.

#### **5. Vesting and release of Awards**

Awards shall normally vest on the third anniversary of the date of grant, and will not generally be released before such date, unless paragraphs 6 or 7 below apply.

## **6. Early vesting**

If a participant ceases to be employed within the Group due to death or for any reason other than for cause, Awards will be released to the extent performance targets (adapted, if necessary, at the discretion of the Committee, to take into account the shortened period) have been achieved. If a participant ceases employment for cause, their Awards will lapse in full.

## **7. Change of control**

In the event of a change of control or winding up of the Company (including by reason of an offer or scheme of arrangement), Awards will be released in accordance with the performance conditions applied up to the date of completion of the change of control, subject to the Committee's discretion to waive the performance conditions in whole or in part.

## **8. Variation in share capital**

The Committee may make such adjustments to Awards as it considers appropriate to preserve their value in the event of any variation in the ordinary share capital of the Company or to take account of any demerger or special dividend paid (or similar event which materially affects the market price of ordinary shares).

## **9. Tax indemnity**

As a condition of receiving their Award, participants are required to indemnify their employing company against any taxes arising on the release of Awards, including secondary class I national insurance charges.

## **10. Amendments**

The Committee may amend the LTIP as it considers appropriate. However, shareholder approval is required to amend any provision to the material advantage of participants relating to eligibility, dilution limits, the terms of vesting, the rights attaching to the shares acquired under the LTIP, or to the provisions relating to the adjustment of Awards. Shareholder approval is not required for minor amendments to benefit the administration of the LTIP, to take account of changes in legislation or to obtain or maintain favourable tax or regulatory treatment for participants or the Company. In particular, the LTIP may be adapted for operation in the US.

## **11. General**

Awards will be made for no monetary consideration. Benefits under the LTIP will not be pensionable. Awards are not transferable except on death.

**accesso Technology Group plc (the "Company")**

**Registered number 3959429**

**Form of Proxy**

I/We, \_\_\_\_\_ of \_\_\_\_\_ being a  
member of acceso Technology Group plc hereby appoint the Chairman of the meeting or  
\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to  
vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on  
Tuesday 27 May 2014 and at any adjournment thereof.

☐

Please tick here if this proxy appointment is one of multiple appointments being made. Please refer to Explanatory Note 2.

Please indicate with an 'X' in the space below how you wish your votes to be cast.

Resolutions		For	Against	Discretionary	Vote Withheld
1	To receive the report and accounts for the period ended 31 December 2013				
2	To re-elect Leonard Sim as a director				
3	To re-elect David Ranken Gammon as a director				
4	To re-appoint BDO LLP as auditors				
5	To authorise the directors to determine the auditors remuneration				
6	To renew the directors' authority to allot securities				
7	To waive shareholders' rights of pre-emption on allotment of securities				
8	To approve and adopt the Long Term Incentive Plan				

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

.....  
Signature or common seal (please refer to Explanatory Note 3). (Any one joint holder may sign)

**Printed Name:**

#### **Explanatory Notes:**

1. Every shareholder has the right to appoint some other person(s) of their choice who need not be a shareholder as his proxy, to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. To appoint a person other than the Chairman please insert the name of your chosen proxy holder in the space provided. Unless you authorise your proxy to act in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account), please specify next to their name the number of shares in relation to which they are authorised.
2. To appoint more than one proxy, you should photocopy this form and specify next to the proxy holder's name the number of shares in relation to which they are authorised to act. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
3. To be valid this proxy form must, in the case of an individual, be signed by the holder or his/her attorney, or, in the case of a corporation, be either given under its common seal or signed on its behalf by an attorney or duly authorised officer, and lodged with SLC Registrars, Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD no later than 10.30 a.m. on Thursday 22 May 2014 before the time appointed for the meeting. Any Power of Attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
4. The 'Vote Withheld' box is provided to enable you to abstain on any particular resolution. However, it should be noted that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes 'for' and 'against' a resolution.
5. Only those shareholders registered on the register of members of the Company at 6.00 p.m. on Thursday 22 May 2014 shall be entitled to attend or vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the entries on the register of members thereafter will be disregarded in determining the rights of any person to attend or vote at the meeting.
6. In the case of joint shareholders, the signature of one holder on a proxy card will be accepted and the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
7. If in respect of any resolution you have not indicated as to how your proxy should vote, or you have marked as 'Discretionary', your proxy will have discretion to vote on that resolution, in respect of your total holding, as they see fit. Your proxy will also have the discretion to vote as they see fit on any other business which may properly come before the meeting, including amendments to resolutions, and at any adjournment of the meeting.
8. The completion and return of this form will not preclude a member from attending the meeting and voting in person.