

**Institute of Operational Risk  
Annual General Meeting  
Proxy Form 18<sup>th</sup> November 2015**

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

NAME AND ADDRESS OF MEMBER

I, being a member of the Company appoint the Chairperson of the meeting or (see note 3)

as my proxy to attend, speak and vote on my behalf at the Annual General Meeting of the Company to be held on Wednesday 18<sup>th</sup> November 2015 at 6:00pm and at any adjournment of 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 and authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.

<b>RESOLUTIONS</b>	For	Against	Abstain
<b>ORDINARY BUSINESS</b>			
1. To approve the minutes of the 10th Annual General Meeting held on 27 <sup>th</sup> November 2014			
2. To receive and adopt the annual accounts of the Institute for the financial			

<b>RESOLUTIONS</b>	For	Against	Abstain
year ended 31 March 2015			
3. To receive the Directors' Report			
4. To elect Directors to vacancies on the Council:			
Nomination 1 - George Clark			
Nomination 2 - Caroline Coombe			
Nomination 3 - Mike Finlay			
Nomination 4 - Michael Grimwade			
Nomination 5 - Andrew Sheen			
Nomination 6 - Caroline Tinsley			

<b>Signature</b>	<b>Date</b>

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

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.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairperson of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairperson of the meeting will be deemed to be your proxy.

Where you appoint as your proxy someone other than the Chairperson, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairperson and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". 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.

5. To appoint a proxy using this form, the form must be:

- Completed and signed;
- Sent or delivered to the Company c/o 2 Old College Court, 29 Priory Street, Ware, Hertfordshire, SG12 0DE and
- Received by the Company no later than noon on Tuesday, 17<sup>th</sup> November 2015

6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by sending your completed form to [info@ior-institute.co.uk](mailto:info@ior-institute.co.uk). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than noon on Tuesday, 17<sup>th</sup> November 2015.

8. 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.

9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

11. If you appoint an individual as opposed to the Chairperson as your proxy, that individual must attend the AGM in person and must identify themselves to the Company Secretary on registration of attendance, demonstrating physical evidence of the duly completed proxy form. Unverified proxy will not be included in any votes cast.

12. With regard to a Corporate Member, while Corporate Representatives are welcome to attend the AGM, individual Corporate Representatives are not voting members and may thus not vote on any resolution at the AGM. The Corporate Member should exercise its right to a single vote through the nominated administrative representative, who may complete and appoint a proxy, including any single Corporate Representative, in the same manner as any other voting member.