

STILLBIRTH AND NEONATAL DEATH SOCIETY ("SANDS")

FORM FOR APPOINTMENT OF PROXY

See attached instructions

I, *[name]* _____ of

[address] _____, being a

Member of SANDS (membership number _____) hereby appoint *[tick one]*:

_____ The Chairman of the Meeting

_____ The following individual *[print name and address below]*:

as my proxy to vote in my name and on my behalf at the Annual General Meeting of the Company, to be held on 18 October 2014, and at any adjournment thereof (the "AGM").

This proxy appointment is to be used in respect of the Resolutions that will be considered at the Meeting as follows:

Note: If you do not indicate below how your proxy is to vote, the proxy may vote or abstain as he or she thinks fit.

Resolution No 1: That the Members of the Charity re-appoint HW Fisher & Company as the charity's auditors for the financial year ending 31 March 2015, and that the Charity's Trustees are authorised to fix the auditors' remuneration.

[circle your choice below]

FOR

AGAINST

ABSTAIN

Resolution No 2: That the draft Articles of Association presented to the Members at this web address: <http://www.uk-sands.org/about-us/membership/agm-notice> be adopted as the Articles of Association of the Company in substitution for, and to the exclusion, of all existing Articles of Association of the Company.

[circle your choice below]

FOR

AGAINST

ABSTAIN

Resolution 3:

- 3.1 That Sarah-Jane Evans, who retires by rotation in accordance with the Articles of Association, be re-appointed as a Trustee of the Charity

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.2 That Reg Bailey, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.3 That Margaret Jane Evans, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.4 That Alyson Hunter, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.5 That Joel Mitchell, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.6 That Catherine Roberts, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

- 3.7 That Zoe Renton, having consented to act, be appointed to serve as a Trustee of the Charity with effect from the end of the meeting.

[circle your choice below]

FOR

AGAINST

ABSTAIN

Signature of Member (required):

Signed this _____ day of [] 2014

See Instructions below for how to deliver this Proxy Form to Sands.

Proxy Form Instructions

1. As a Member of Sands 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 charity. You can only appoint a proxy using the procedures set out in these Instructions. If you are planning to attend the AGM in person, there is no need to complete a Proxy Form.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you appoint a proxy and subsequently attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a Member of Sands but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name and address where indicated on the Proxy Form. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, 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 Chairman and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions follow the instructions on the Proxy Form. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion.

5. To appoint a proxy this form must be

- completed and signed by you;
- either (a) posted, (b) scanned and emailed (**note your handwritten signature MUST appear in the scanned document**) or (c) hand-delivered to *Michael Smith, Company Secretary, Sands, 28 Portland Place, London W1B 1LY*; and
- **received by Sands no later than 48 hours before the start time of the meeting.**

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

8. Should you have questions regarding your proxy appointment, please email company.secretary@uk-sands.org

Registered Charity Number (England & Wales): 299679

Scottish Charity Number: SC042789

Company Registration Number: 2212082

Registered Office: 28 Portland Place, London W1B 1LY