

PROXY FORM

Your vote is important – appointing a proxy can ensure that your vote counts even if you cannot attend the General Meeting of members.

To complete and lodge the proxy form validly please read the instructions below and the accompanying Notice of Meeting for details of each item of business.



1. Membership number *(last 8 digits)*, name and address

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.....
.....

Daytime contact number & email address

Please write your daytime telephone number & email address in case we need to contact you about your proxy form.

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2. Appointment of proxy

I, being a member of YHA Ltd, hereby appoint:

the Chair of the Meeting **OR**
(mark this box with **X**)

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(print the name of the person you wish to appoint as proxy)

OR if the person named does not attend, or if no person is named, the Chair of the Meeting as my proxy to act generally at the Meeting on my behalf and to vote as directed below or if no directions are given as the proxy sees fit at the Annual General Meeting of Members of YHA Ltd to be held at The Big Dig Archaeology & Education Centre, Sydney Harbour YHA, 110 Cumberland Street, Sydney at 11:00 am on Saturday 14 April 2018 and at any adjournment of that meeting. The Chair of the Meeting intends to vote any undirected proxies in favour of each item of business.

3. Voting directions to your proxy

For each item of business please mark X in one box only to indicate your voting instruction. If you do not direct how to vote below in relation to an item of business then your proxy may decide how to vote on that item.

- | | <u>In favour</u> | <u>Against</u> | <u>Abstain</u> |
|--|--------------------------|--------------------------|--------------------------|
| 1. That for the purposes of rule 7.7(a) of the Constitution, the aggregate limit on remuneration for directors in respect of a Financial Year is hereby fixed for the time being at \$150,000. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

4. Signature of Member Please sign and date

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..... / / 2018

Signature

See instructions for completing your proxy form at the back of this page

INSTRUCTIONS FOR COMPLETING YOUR PROXY FORM

1. Membership number, name and address. These are your details as they appear in the company's Register of Members.

2. Appointment of proxy. If you want your proxy to be someone other than the Chair of the Meeting please print their name in the box. If you leave this section blank or your named proxy does not attend the Meeting then the Chair will be your proxy. A proxy need not be a member of the company.

Remember that if you appoint someone other than the Chair to be your proxy then they are not compelled to cast your vote when the time comes, and if they did not then your vote would not count.

3. Voting directions to your proxy. You may direct your proxy how to vote on a given item of business by placing an X in one of the three boxes opposite that item. If your proxy votes then they must vote as you have directed.

1. If you want your proxy to vote for the proposal cross the box under **In favour.**

2. If you want your proxy to vote against the proposal cross the box under **Against.**

3. If you do not want your proxy to vote at all regarding the proposal cross the box under **Abstain.**

4. If you are undecided and want to leave the decision to your proxy at the

meeting do not mark any box against the item.

If you place an X in more than one box against an item your direction will be invalid and your proxy will not be able to vote for you on that item.

5. Signature. You must sign the proxy form. For organisations, the proxy form must be signed by a duly authorised person. If the proxy form is signed under authority or power of attorney, the authority or power of attorney or a certified copy of it must be deposited at the registered office of the company not later than 11:00 am Thursday 12 April 2018.

6. Lodging your proxy form. You may lodge your proxy form by:

Mail send to GPO Box 5276 Sydney NSW 2001 to reach the registered office of the company by not later than 11:00 am Thursday 12 April 2018,

OR Hand delivery to the company at Lvl 3, 9 Castlereagh Street Sydney, NSW 2000 by not later than 11:00 am Thursday 12 April 2018,

OR Fax transmitted in full to the company's fax number 02 9261 1969, by not later than 11:00 am Thursday 12 April 2018,

OR Email of a scanned version of this form to reach YHA@yha.com.au (quoting your membership number) by not later than 11:00 am Thursday 12 April 2018.