

Schedule 3

Boston Town Deal Board - Proxy Vote Procedure

1. A Board Member is entitled to appoint a person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the BTDB.
2. Proxies may only be validly appointed by a notice in writing (a proxy notice) which:
 - (i) states the name and address of the Board Member appointing the proxy;
 - (ii) identifies the person appointed to be that Board Member's proxy and the date of the meeting for the purpose to which that person is appointed;
 - (iii) is signed by or on behalf of the Board Member appointing the proxy, or is authenticated in such manner as the Board Member may determine; and
is delivered to the secretary to the BTDB not less than 24 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Board Members, in their discretion, accept the notice at any time before the meeting

3. Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
4. Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the specified meeting to which it relates, as well as the meeting itself.
5. A person who is entitled to attend, speak or vote at a specified meeting remains so entitled in respect of that meeting or adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
6. An appointment under a proxy notice may be revoked by delivering to the secretary to the BTDB a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
7. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
8. If a proxy notice is not executed by the person authorised in the notice given to the secretary in accordance with 2 (iii) above, the vote will be deemed invalid, unless the Board Member exercising the proxy procedure attends the meeting in person.