

Company No. 01445322

Association of Corporate Treasurers (The) (the "Company")

Form of Proxy

I,

of

being a member of the Company entitled to attend and vote at any general meeting of the Company, appoint:

The Chairman of the meeting, or

.....
(insert name of alternative proxy)

to act as my proxy and to vote in my name and on my behalf at the general meeting of the Company to be held on 27 February 2012 and at any adjournment thereof.

I direct my proxy to vote as indicated with an "X" in the relevant box below:

Special Resolutions	For	Against	Vote withheld	Discretionary
1. THAT the petition for the grant of a Royal Charter of Incorporation in the form of the document available at the following web address www.treasurers.org/charter and labelled "A" for the purposes of identification (the "Petition") be and is hereby approved.				
2. THAT the draft Royal Charter and the draft Bye-laws in the form of the documents available at the following web address www.treasurers.org/charter and labelled "B" and "C" respectively for the purposes of identification be and are hereby approved.				
3. THAT, subject to the passing of the foregoing Resolutions, the Council be and is hereby instructed to submit the Petition, draft Royal Charter and draft Bye-laws to the Privy Council.				
4. THAT, subject to the passing of the foregoing Resolutions and the granting of the Petition (thus creating the "Royal Charter Body"), the transfer of the business, assets and liabilities of the Company to the Royal Charter Body on such terms that the Council deems appropriate be and is hereby approved.				
5. THAT, subject to the passing of the foregoing Resolutions and the granting of the Petition, the regulations in the form of the document available at the following web address www.treasurers.org/charter and labelled "D" for the purposes of identification be and are hereby adopted as the new articles of association of the Company in substitution for and to the exclusion of all other articles of association with effect from the date of incorporation of the Royal Charter Body.				

Signature:

Dated:

See notes overleaf

Notes:

1. The Chairman of the meeting shall act as a proxy unless another proxy is desired, in which case insert the full name of your proxy in the space provided above. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that such person attends the meeting and is aware of your voting intentions. If you wish your proxy to speak on your behalf at the meeting you will need to appoint as your proxy someone other than the Chairman and instruct that person accordingly.
2. Please indicate with a cross in the appropriate box how you wish the proxy to vote. If you mark the box "vote withheld", it will mean that your proxy will abstain from voting and, accordingly, your vote will not be counted either for or against the relevant resolution. If you select "discretionary" or fail to select any of the given options, the proxy can vote as he or she chooses or can decide not to vote at all. The proxy will act in his or her discretion in relation to any business other than that specified above arising at the meeting (including any resolution to amend a resolution or to adjourn the meeting).
3. **When you have completed this form, sign it and return it to the Secretary, Ria Robinson, at ACT, 51 Moorgate, London EC2R 6BH, or scan and attach a copy of the signed document to an email and send it to charter@treasurers.org, entering "Proxy Form – EGM 27 Feb 2012" in the email subject box.** Any alteration or deletion must be signed and initialled.
4. To be valid, this form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Secretary or emailed to the Company as provided in paragraph 3 above not less than 48 hours before the time of the meeting or any adjournment of the meeting.
5. 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. Otherwise, in order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Secretary at ACT, 51 Moorgate, London EC2R 6BH, or by scanning and attaching a copy of such a signed notice to an email and sending it to charter@treasurers.org, entering "Proxy appointment revocation – EGM 27 Feb 2012" in the email subject box. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
6. If you appoint the Chairman as your proxy, any new or revised instructions to the Chairman as to how to vote at the meeting must be deposited with the Secretary or emailed to the Company as provided in paragraph 3 above not less than 48 hours before the time of the meeting or any adjournment of the meeting. The Chairman will not act upon any instructions received after that time.
7. If you submit more than one valid proxy appointment but the instructions in such appointments are not compatible with each other, the appointment received last before the latest time for the receipt of proxies will take precedence.