

CANADIAN BUSINESS COUNCIL OF DUBAI AND THE NORTHERN EMIRATES

2019 ANNUAL GENERAL MEETING OF MEMBERS

INFORMATION PACKAGE

AND

PROXY VOTING CIRCULAR

The meeting will be held on Tuesday, May 28th 2019

From 5pm

At

Four Seasons Resort Dubai at Jumeirah Beach

1. SOLICITATION OF PROXIES

This Information Circular is provided by the Canadian Business Council Dubai (the **Council**) to inform you of the business to be conducted at the annual general meeting (the **Meeting**) of the members of the Council (the **Members**).

If you wish to appoint a representative to attend and vote at the Meeting on your behalf, you may provide an authorization to another Voting Member to act on your behalf (a **Proxy**).

2. MEMBERS ENTITLED TO VOTE

The Council's constitution (the **Constitution**) states that all Members are allowed to attend the Meeting. However, pursuant to the Constitution, only full members, associate members and offshore members (i.e. not honorary members) who, according to Council records, have paid their Council dues as of **14th May 2019** are entitled to vote at the Meeting (each a **Voting Member**).

Each Voting Member who is an individual is entitled to cast one vote, either in person or by proxy, at the Meeting. Each Voting Member who is a corporate Member is entitled to cast two votes on behalf of the corporate Member, either in person or by proxy, at the Meeting.

You may submit a proxy form online, or you may use the form of proxy instructions attached as Schedule A to this circular, or you may create another document for this purpose (each a Proxy Instruction). Each Proxy Instruction submitted in the form of a document on paper must be signed by the Voting Member.

3. BUSINESS TO BE CONDUCTED AT THE MEETING

3.1 Report of the Executive Committee

Members will receive a report of the Council's Executive Committee (the **EC**), which will include the minutes of the last Annual General Meeting and a summary of Council activities that have occurred since the last Annual General Meeting.

3.2 Report of the Honorary Auditor

Members will receive a report of the Honorary Auditor with regard to the Council's accounts for the fiscal year ending 30 April 2019.

3.3 Election of Honorary Auditor

The Constitution provides that the auditor of the Council will be selected at each Annual General Meeting of the Council. Accordingly, Voting Members will be asked to consider, and if deemed advisable, appoint Ashok Kapur & Associates to serve as Honorary Auditor of the Council until the next Annual General Meeting.

3.4 Election of Executive Committee Members

There are presently seven elected members of the EC, plus two ex-officio members, one ex-officio being the past CBC Chairman and one being a senior resident officer of the Canadian Consulate in Dubai. Voting Members will be asked to elect three EC members to hold office for a double two-year term.

Every nomination must be supported in writing by at least two Voting Members (excluding the individual seeking election) and must be confirmed in writing by the Member being nominated. All nominations must be received by the EC not later than **7 May 2019**. A list of proposed EC members will be circulated to the Voting Members not later than **14 May 2019**.

3.5 Other Matters

The Council knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting and detailed in this Information Circular. However, if any other matter properly comes before the Meeting, the accompanying proxy will be voted on such matter in accordance with the best judgment of the person or persons voting the proxy.

4. DESIGNATION OF CORPORATE REPRESENTATIVE

Each corporate Member is required to designate an individual person to represent the Corporate Member at the Meeting. If this individual wishes to appoint a proxy to vote for the corporate Member, the designation of the individual must be made on or prior to the date the proxy is submitted to the Council. Where the designated individual is attending the Meeting, his or her designation shall be made at the commencement of the Meeting by informing the Chairman. The form for the designation of an individual to represent a Corporate Member is attached as Schedule B to this circular and also may be submitted online.

5. REVOCABILITY OF PROXY

A Voting Member who has submitted a proxy may revoke it at any time prior to a vote being cast. If a Voting Member who has given a proxy attends personally at the Meeting, such Voting Member may revoke the proxy at the Meeting and vote in person. A proxy may also be revoked by the Voting Member by delivering a written notice (i) to the office of the Council before the last business day before the day of the Meeting, or (ii) to the Chairman of the Meeting on the day of the Meeting. If any such delivery is made, the proxy is effectively revoked.

6. EXERCISE OF DISCRETION BY PROXY

The Voting Member's vote (represented by the Proxy Instruction) will be voted in accordance with the instructions of the Voting Member, but if no instruction is given, the Voting Member's vote will be cast in favour of the matters set forth in this Circular (or any supplement to this Circular). If any amendments or variations to matters set forth in this Circular are proposed at the Meeting, or if any other matters properly come before the Meeting, the proxy confers discretionary authority upon the Proxy (and a designation by a corporate Member confers discretionary authority on the individual representing a Corporate Member) to vote on such amendments or variations or such other matters according to their best judgment. At the date of this Information Circular, the EC knows of no such amendments or variations or other matters to come before the Meeting.

7. QUORUM FOR MEETING

At the Meeting, 15% of the Voting Members will constitute a quorum.

8. APPROVAL REQUIREMENTS

8.1 Ordinary Matters

Ordinary matters to be considered at the Meeting will require approval by more than 50% of the votes cast by the Voting Members, in person or by proxy.

8.2 Special Matters

Special matters such as changes to the Articles of Association, require the approval of 75% of the votes cast by the Voting Members, in person or by proxy.