

The Insolvency Act 1986

PROXY

Pursuant to Rules 7.14 and 7.15 of the Insolvency (Scotland) Rules 1986

Simply Communications UK Limited

In Compulsory Liquidation

Name of Creditor/Member

\_\_\_\_\_

Address

\_\_\_\_\_  
\_\_\_\_\_

(hereinafter called 'the principal')

Insert the name and address of the proxy holder and of any alternatives. A proxy holder must be an individual aged over 18.

Name of Proxy-Holder 1.

\_\_\_\_\_

Address

\_\_\_\_\_  
\_\_\_\_\_

Whom failing 2.

\_\_\_\_\_  
\_\_\_\_\_

Whom failing 3.

\_\_\_\_\_  
\_\_\_\_\_

I appoint the above person to be the principal's proxy-holder at:-

Delete as appropriate

\*all meetings in the above insolvency proceedings relating to the above company

\*the meeting of creditors/members of the above Company to be held on

\_\_\_\_\_

or at any adjournment of that meeting.

Voting Instructions

The proxy-holder is authorised to vote or abstain from voting in the name, and on behalf, of the principal in respect of any matter(s), including resolution(s), arising for determination at said meeting(s) and any adjournment(s) thereof and to propose any resolution(s) in the name of the principal, either

- (i) in accordance with instructions given below, or
- (ii) if no instructions are given, in accordance with his/her own discretion.

Complete only if you wish to instruct the proxy-holder to vote for a specific person as liquidator

1. To \*propose/support a resolution for the appointment of

\_\_\_\_\_ whom failing \_\_\_\_\_

\_\_\_\_\_ as liquidator of the company.

Delete if the proxy-holder is only to vote as directed in (1)

(In the event of a person named in paragraph (1) withdrawing or being eliminated from any vote, the proxy-holder may vote or abstain in any further ballot at his/her discretion)

Set forth any voting instructions for the proxy-holder. If more room is required, attach a separate sheet

Signed \_\_\_\_\_ Date \_\_\_\_\_

Name in BLOCK LETTERS \_\_\_\_\_

Position of signatory in relation to the creditor/member or other authority for signing

\_\_\_\_\_  
\_\_\_\_\_

#### Notes for the Principal and Proxy-holder

1. The chairman of the meeting who may be nominated as proxy-holder, will be the insolvency practitioner who is presently \*liquidator/receiver/administrator/nominee under the voluntary arrangement or a director of the company.
2. All proxies must be in this form or a form substantially to the same effect with such variations as circumstances may require (Rules 7.15(3) and 7.30).
3. To be valid the proxy must be lodged at or before the meeting at which it is to be used (Rule 7.16(2)).
4. Where the chairman is nominated as proxy-holder he cannot decline the nomination (Rule 7.14(4)).
5. The proxy-holder may vote for or against a resolution for the appointment of a named person to be liquidator jointly with another person, unless the proxy states otherwise (Rule 7.16(4)).
6. The proxy-holder may propose any resolution in favour of which he would vote by virtue of this proxy (Rule 7.16(5)).
7. The proxy-holder may vote at his discretion on any resolutions not dealt with in the proxy, unless the proxy states otherwise (Rule 7.16(6)).
8. The proxy-holder may not vote in favour of any resolution which places him, or any associates of his in a position to receive remuneration out of the insolvent estate unless the proxy specifically directs him so to vote (Rule 7.19(1)).
9. Unless the proxy contains a statement to the contrary, the proxy-holder has a mandate to act as representative of the principal on the creditors' or liquidation committee (Rule 4.48).