

THE MULTIPLE SCLEROSIS SOCIETY OF IRELAND LIMITED
 (the "Company")
FORM OF PROXY

I (see note (a) below) [name of the Member] ("the Member")
 of
 [address of the Member]

being a member of the Company hereby appoint the Chairperson of the meeting as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the Annual General Meeting ("AGM") of the Company to be held on 19th September 2020 at 3.00 p.m. in the MS Care Centre, 65 Bushy Park Road, Rathgar, Dublin 6, and at any adjournment of the meeting. **(Note due to social distancing requirements, it is envisaged that the Chairperson and Company Secretary will be present at the meeting, with the Chief Executive in attendance.)**

The proxy is to vote as follows:

Voting Instructions to Proxy (choice to be marked with a tick "√")			
Number or description of resolution:	In Favour	Abstain	Against
Ordinary Resolutions			
1. To receive and consider the consolidated financial statements for the year ended 31 December 2019 together with the directors' report and the auditors' report thereon;			
2. To re-elect Mr Eugene Kearney as Director;			
3. To re-elect Ms Jacinta Kelly as Director;			
4. To re-elect Mr Martin Power as Director;			
5. To elect Ms Aveen Murray as Director;			
6. To authorise the Directors to fix the remuneration of the Auditors.			
Special Resolutions			
7. Proposed Amendment to Article 41 – The Board shall meet at a time, place and date to be determined in accordance with such bye-laws as may be made in that regard from time to time. The Secretary and Chief Executive of MS Ireland may be invited to attend meetings of the Board but will not have the right to vote at such meetings, save in the case of a Secretary who is also a Director of MS Ireland, who will retain the right to vote as a Director.			
8. Proposed Amendment to Article 56 – No person other than a Director retiring at the annual general meeting shall, save where recommended by the Board be eligible for election to the office of Director at any general meeting unless, and in accordance with such bye-laws as may be made in that regard from time to time pursuant to Article 45 hereof, there has been left at the Office not less than 14 days before the day appointed for the general meeting (or such earlier time as may be provided for in the Bye-laws), notice in writing, signed by not less than fifteen Members of their intention to propose such a person for election, and also notice in writing signed by that person of his willingness to be elected.			
9. New Article 82A – Where no address or email address for service is provided by the Member in accordance with the Bye-Laws, any notice or document referred to in Article 80 or 81 shall be deemed to have been served by posting the notice to the MS Ireland website.			

<p>10. Amendment to Article 85 – The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.</p>			
<p>11. Amendment to Object Clauses 4(12) and 9; Articles 10, 42, 59, 67, 69, 76, 79 and 80 – Amending members to Members in the Constitution where the context relates to members of MS Ireland</p>			
<p>Unless otherwise instructed the proxy will vote as he or she thinks fit.</p>			
<p>To be valid this form must be signed Signature of the Member: Dated:</p>			

NOTES:

- a) A Member must insert her/his full name and registered address in type or block letters.
- b) The proxy form must be signed by the Member or her/his attorney; and
- c) To be valid this proxy form and any power of attorney under which it is signed must reach the Secretary of the Company by post or by hand to 80 Northumberland Road, Dublin 4, D04 T856 at or before 3.00 p.m. on Thursday, 17th September 2020 being not less than forty-eight hours before the time appointed for the holding of the meeting.
- d) The relevant insertion or correction should be made where * appears.