

FORM OF PROXY



Union Capital Limited
 (Incorporated in Bangladesh)
 (Registration number: C-36021(321/98)
 (Share code: UNIONCAP)

For use of the shareholders of Union Capital Limited who on the Record Date of 31 May 2017 are entitled to exercise any voting rights in relation to the resolutions to be proposed at the Annual General Meeting to be held on 15 June 2017 at 11:00 am at the Spectra Convention Centre, House - 19, Road - 7, Gulshan-1, Dhaka or at any adjournment thereof. Should a shareholder not wish to attend the Annual General Meeting in person, such shareholder may provide his/her/its/their nominee with his/her/its voting instruction and such nominee will complete all necessary documentations in order to attend and vote at the Annual General Meeting.

I/We

Of (address).....

being the holder(s) of ordinary shares in the company, appoint

..... as my/our proxy to act for me/us and on my/our behalf at the annual general meeting

that will be held for the purpose of passing ordinary resolutions to be proposed thereat or at any adjournment thereof, and to vote for

and/or against such resolutions and/or to abstain from voting in respect of the ordinary shares registered in my/our name(s), in

accordance with the following instructions:

ORDINARY BUSINESS	Number of votes		
	(one vote per ordinary share)		
Agendum	For	Against	Abstain
AGM 17-19-01 : Receive and adopt the Audited Financial Statements of the Company as of and for the year ended 31 December 2016 together with the reports of the Auditors and Directors thereon;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 17-19-02 : Declaration of dividend for the year 2016;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 17-19-03 : Retirement & re-appointment of Directors;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
AGM 17-19-04 : Appointment of the Auditors of the Company for the year 2017 and fixation of their remuneration;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A proxy may not delegate his/her/its/their authority to any other person. This form of proxy will lapse and cease to be in force and effect immediately after the Annual General Meeting of the Company to be held on 15 June 2017 at 11:00 am at the Spectra Convention Centre, House - 19, Road - 7, Gulshan-1, Dhaka or at any adjournment thereof, unless it is revoked earlier.

Signed at (place)..... on (date) June 2017

Signature.....

Attested by me

(where applicable)

Please read the notes given on next page.