

CYANCONNODE HOLDINGS PLC

ATTENDING AND VOTING AT GENERAL MEETINGS IF YOU ARE IN A NOMINEE ACCOUNT

If you want further advice on this topic, please contact the Company Secretary on cosec@cyanconnode.com

It is important to emphasise that only “Members” of the company are guaranteed the right to attend any General Meetings and vote on resolutions put to members. Members will be listed on the share register and only those who hold their shares in either paper certificate form or are “Personal Crest Members” will be listed in the register. If you hold shares in the nominee account of a stockbroker, you will not be on the share register and you are not a “Member” of the company. You are only the “Beneficial Owner” of the shares.

The shares held on your behalf (and for other clients) by stockbrokers in a nominee account are typically “pooled” and there will be one entry in the register for all of them, in the stockbroker’s name. The company will therefore not know you and will not recognise you as a shareholder. Indeed they will definitely not allow you to vote directly, and can bar you from attending or speaking at General Meetings. There is an alternative to “pooled” nominees used by very few stockbrokers which are “designated” nominee accounts, but the shares are still in essence held in the nominee’s name.

Attending a General Meeting

CyanConnode will allow you to attend its General Meetings if you sign in as a “Guest”, even if you are not a beneficial shareholder at its discretion. Only those guests who have received permission in advance of the meeting will be allowed in, so if you would like to attend and are not a member please contact the company Secretary on cosec@cyanconnode.com. As a guest you may be prevented from asking questions or speaking depending on time constraints at the meeting.

If you are a shareholder in a nominee account, you must get a “Letter of Representation” or “Proxy” from your stockbroker – see below - if you wish to speak or vote.

If there is a “show of hands” vote on the resolutions at a General Meeting (as normally takes place), any “Guests” should not be putting their hands up of course as they have no rights to vote.

Voting at a General Meeting

How do you get to vote if your shares are in a nominee account? First bear in mind that if you are holding shares in a nominee account, only your stockbroker can in theory vote those shares (because it is their name on the register).

However, there are three ways that in practise enable you to exercise a vote, and the first two involve getting the voting rights assigned to you. These are:

1. By the broker appointing you as their proxy for the number of shares for which you are the beneficial owner. Such a proxy will normally enable you to attend the Meeting also, and would need to be lodged with the registrar a few days before the relevant Meeting (and a copy supplied to you which you can present if you attend the Meeting).

2. By obtaining a “letter of representation” from the broker in respect of the number of shares for which you are the beneficial owner. This is equivalent in some ways to a proxy appointment. This also will enable you to attend the Meeting and vote as if you were the owner of the shares at that Meeting (if a poll is called or on a “show of hands” vote).

3. To vote is via a mechanism that some brokers have introduced where you can notify them how you wish to vote and they will submit a proxy form to the company (instructing the Chairman how to vote on their behalf). You will of course realise that the broker might get conflicting instructions from their various clients, but this can now be handled because the broker can vote so many shares “for” a resolution and so many shares “against” (i.e. they can split their total votes depending on the number of “instructions” they receive, ignoring the votes where they receive no instructions). But you will still need a separate “letter of representation” or a copy of the proxy form if you wish to attend a Meeting in person.

Only a few brokers offer this voting facility on an automatic basis at present (along with information provision also because unless you receive the documents issued by the company you may not know how to vote) - the ones we know of are Brewin Dolphin, Killik & Co., Natwest Stockbrokers, TD Waterhouse and The Share Centre.

If none of the above mechanisms are used, then your broker may simply not vote your shares (or in some cases they might even make their own minds up on how to vote).

To determine which of the above facilities might be available to enable your vote to be exercised, you should contact your stockbroker, or examine the contract terms that they have put in place. There may be a charge for issuing a proxy letter or letter of representation, but the third way (if available) is usually free of charge.

If there is a really critical vote, or your shares are held by a stockbroker who has not “enfranchised” their clients (i.e. enabled voting via one of the above means), then you may want to “re-materialise” your holding into a share certificate or transfer it into a Personal Crest Account so that you are on the share register – but this can take many days to do. Whatever you decide to do, bear in mind that you have to sort this matter out several days before the actual Meeting, to ensure the company receives a proxy vote in time. Any received after the deadline (which is a few days before the meeting) will be ignored, with no exceptions.

Contrast the problems above with the situation where you hold shares in a Personal Crest Account (or in certificated form, although in the modern era the former is much better in most respects). In that case you can turn up at any General Meeting and be recognised as a member (i.e. a shareholder with voting rights).

Indeed you don't even need to remember to bring with you the meeting registration form that is issued because the company can always check your name is on the register and any reasonable proof of identity will suffice.

Another possible way to ensure you can attend meetings, even if your holding is primarily in a nominee account, is to buy a small number of shares and hold them in certificated form or in a Personal Crest Account. Indeed one share will suffice. That will also ensure you get notices from the company as all other members do, and it will enable you to get into the meeting, speak or ask questions, but you can only vote for those shares you hold in that form of course.

A further alternative is to identify a shareholder who is on the register, and ask them to appoint you as their proxy (instead of the default of the "Chairman"). By submitting the proxy form to the company, naming you as their proxy, this gives you the right to attend the meeting (and speak at it). The person making you their proxy, can put their voting instructions on the form, or leave it blank so you can use your discretion if a poll is called. Obviously though if you are representing a shareholder as proxy, that normally means they cannot also attend and vote themselves.

Can these arrangements be changed after you have submitted a proxy form? In summary yes. A later proxy form is usually taken to replace an earlier one when received by the registrars.

If you have submitted a proxy form as a member, naming the Chairman as your proxy before a meeting, you can still attend the meeting in person. You can also change your vote if a poll is called. If you are on the register it is always worthwhile submitting a proxy vote naming the Chairman (of the meeting) in case you cannot attend the meeting due to a last minute problem.