

PROXY FORM INSTRUCTIONS

Form of Proxy – Annual General Meeting to be held on Friday, June 7, 2024, at 2:30 p.m. (ADT)

1. In accordance with the By-laws of the AIC this proxy form may be used by Designated Members of the Institute (AACIs, CRAs) and Candidates to vote on specific issues at the June 7, 2024 Annual General Meeting.
2. Pursuant to Section 171(1) of the *Canada Not-for-profit Corporations Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - i. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - ii. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - iii. if a form of proxy is created by a person other than the member, the form of proxy shall:
 - A. indicate, in bold-face type,
 - i. the meeting at which it is to be used,
 - ii. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - iii. instructions on the manner in which the member may appoint the proxyholder,
 - B. contain a designated blank space for the date of the signature,
 - C. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - D. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - E. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - F. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under

subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;

- iv. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- v. If a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- vi. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the *Canada Not-for-profit Corporations Act*, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3. Proxies must be received **no later than May 24, 2024**, at the AIC office 403-200 Catherine Street, Ottawa, ON, K2P 2K9. You may also choose to send the proxy by e-mail to info@aicanada.ca or by fax to 613.234.7197.
4. If you wish to appoint an individual to attend the annual meeting and to vote on your behalf, please insert the name of your chosen proxy holder in the space provided.
5. The proxy form should be signed in the exact manner as your name appears on the proxy.
6. If you complete and submit this proxy, the proxy holder will vote in accordance with your instructions on pages 3 to 5 of this form. Unless specifically instructed otherwise on the proxy form, this proxy also confers discretionary authority for the person appointed herein to vote in his or her discretion in respect of amendments to the matters identified in the notice of meeting or such matters that may properly come before the meeting.
7. **If you attend the meeting, either in person or electronically through the voting portal of the AGM webcast, you must revoke your proxy in writing in accordance with the terms stated below.**

Pages 3 to 5 of this proxy must be completed and returned to the Appraisal Institute of Canada for your instructions to be executed. Proxies must be received no later than **May 24, 2024**, at the AIC office 403-200 Catherine Street, Ottawa, ON, K2P 2K9. You may also send the proxy by e-mail to info@aicanada.ca or by fax to 613.234.7197

TO: Appraisal Institute of Canada (the “AIC”)

By completing, signing and dating this proxy, any Designated Member (AACIs and CRAs) or Candidate of the AIC in Good Standing may appoint a proxyholder (as described above), to attend and act at any meeting of the members in the manner and to the extent authorized by this proxy. Proxies must be received, in the form provided, by the AIC at its registered office located at 403-200 Catherine Street, Ottawa, ON, K2P 2K9 no later than **May 24, 2024**. The proxy form may also be sent by email to info@aicanada.ca or by facsimile to 613.234.7197.

AIC Proxyholder

The undersigned, a Designated Member in Good Standing of the AIC, hereby appoints as the undersigned’s Past President **Suzanne de Jong P. App. AACI Fellow** as proxyholder to attend, act and vote for and on behalf of the undersigned at the Annual General Meeting of Members of the AIC to be held at **2:30 p.m. on Friday June 7, 2024** at the **Delta Hotels by Marriott Prince Edward Malpeque Ballroom**, and at any adjournment(s) thereof (the “Meeting”) on all matters which may properly come before the Meeting in the same manner, to the same extent and with the same power, as if the undersigned were present at said Meeting.

In the event that the undersigned does not wish to rely on the proxyholder specified, the undersigned can appoint a proxyholder of his or her choice by filling out the section below.

Proxyholder

The undersigned may appoint a proxyholder and any alternative proxyholder(s) other than the person designated above in this proxy, as the single proxyholder of the undersigned to attend and act on their behalf at the Meeting by designating such person(s) in the space provided below:

Print name of the individual to be your proxy holder

or, failing them,

Print name of the individual to be your proxy holder

Voting Instructions

The proxy must be signed in the exact manner as your name appears on the proxy.

The proxyholder shall vote in accordance with the instructions of the undersigned on any ballot that may be called for and if the undersigned specifies a choice below with respect to any matter to be acted on, the proxyholder shall vote accordingly. Unless specific voting instructions are set forth below in respect of any specific business to be put to the Meeting, the proxyholder shall be entitled to vote in such manner as the proxyholder determines at the Meeting. For certainty, unless specifically instructed otherwise below, the proxyholder shall be entitled to exercise discretion in respect of voting on any amendments to matters that may properly come before the Meeting.

MOTION #	MATTER	VOTING INSTRUCTIONS
1	BE IT RESOLVED that the appointment of the Parliamentarian, Lori Lukinuk, CP-T, PRP, and the Scrutineers be approved, as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
2	BE IT RESOLVED that the AGM 2024 Agenda be approved, as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
3	BE IT RESOLVED that the AGM Standing Rules be approved, as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
4	BE IT RESOLVED that the Executive Committee be Appointed to the Minutes Approval Committee.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
5	BE IT RESOLVED that the minutes of the previous AGM of June 2, 2023, be approved, as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
6	BE IT RESOLVED that all proposed changes to the By-Laws, other than the proposed deletion of Section 6.12 and the proposed amendments to Section 6.14, are hereby approved as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
7	BE IT RESOLVED as a special resolution that the proposed deletion of Section 6.12 of the By-Laws and the proposed amendments to Section 6.14 are hereby approved as presented.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
8	BE IT RESOLVED that <i>KPMG LLP</i> be appointed the public accountants of the AIC for the year ending December 31, 2024.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
9	BE IT RESOLVED that the individuals listed on the slate be hereby elected to the AIC Board of Directors for a term of two year: <ul style="list-style-type: none"> • Brett Garnett, P. App., AACI, British Columbia • Mark Poechman, P. App., AACI, Alberta • Raeka Ravindran, P. App., CRA, Ontario • Paul Duarte, P. App., CRA, Ontario • Dean MacKinnon, P. App., AACI, Prince Edward Island 	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST

Revoking Proxy

The undersigned hereby revokes any proxies dated prior to the date hereof. A member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary.

- i. that the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
- ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

DATED the _____ day of _____, 20_____.

Signature: _____

Name: _____

Member #: _____

- AACI**
- CRA**
- Candidate**