

**FY2024**  
**Roche Bay Limited**  
**PROXY & NOTICE OF**  
**ANNUAL MEETING OF MEMBERS**



**SOLICITED BY MANAGEMENT**

I/We \_\_\_\_\_ being a member of the above Company with shares HEREBY APPOINT Isaiah W. Cox and Mark Radom, each with full power to act without the others and each with full power of substitution or in lieu of the foregoing \_\_\_\_\_ to be my/our proxy to vote for me/us at the meeting of members to be held on the Internet at [www.rochebay.com](http://www.rochebay.com) on the 18<sup>th</sup> day of February 2025 at the hour 1800 hours (London Time), or at any adjournment thereof.

- (a) VOTED FOR ( ) AGAINST ( ) WITHHELD FROM VOTING ( ) the election of **Jack France**, Director, for a three-year term.
- (b) VOTED FOR ( ) AGAINST ( ) WITHHELD FROM VOTING ( ) to approve and ratify that, effective April 30, 2025 or as soon as possible thereafter, the Company shall terminate its domicile in Gibraltar and establish a new domicile in the Isle of Man.
- (c) VOTED FOR ( ) AGAINST ( ) WITHHELD FROM VOTING ( ) the appointment of **Moore Stephens** as Auditor of the Company for the year ending 30 September 2025.
- (d) VOTED FOR ( ) AGAINST ( ) WITHHELD FROM VOTING ( ) to approve that all future notices of the Company's annual general meetings or special meetings may be provided by email to shareholders whose email addresses are known to the Company and to amend the Company's articles of association to expressly permit such notice.
- (e) VOTED FOR ( ) AGAINST ( ) WITHHELD FROM VOTING ( ) to approve and ratify all acts and resolutions of the Board of Directors since the last annual meeting of the members of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

For voting on-line, you will need:

**Username:**

**Password:**

\_\_\_\_\_  
**Signature of Member** (name to be written exactly as it appears to the left, or on your share certificate, or Signature of Member and Intermediary's Name in which the shares are held)

Number of shares owned:

Shareholders are requested to confirm or provide the following information:

**Citizenship:**

**Occupation:**

**Phone #:**

**Email:**

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

**NOTE:**

- (1) EACH MEMBER HAS THE RIGHT TO APPOINT A PERSON, WHO NEED NOT BE A MEMBER, TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING OTHER THAN THE PERSONS SPECIFIED ABOVE. Such right may be exercised by inserting the name of the person to be appointed in the space provided after "in lieu of the foregoing," or by completing another proper form of Proxy. Each member can vote their proxy and attend the meeting and vote in person or vote electronically. The Record Date for the meeting is 22 January 2025.
- (2) If this form of Proxy is to be utilized, it must be dated and signed by the member, or by an Attorney duly authorized in writing, or, if the member is a Corporation, under its Corporate Seal or under the hand of an Officer or Attorney thereof duly authorized. This Proxy is acceptable if sent by electronic form to [proxy@rochebay.com](mailto:proxy@rochebay.com), and also can be voted at the Roche Bay Web Site [www.rochebay.com](http://www.rochebay.com) from 22 January 2025. Faxed copies are acceptable if sent to +1.503.296.2163 or any of the Roche Bay corporate offices.
- (3) Unless otherwise specified, the shares represented by this Proxy instrument will be voted. If the choice is specified with respect to the matter to be dealt with at the meeting referred to above, such shares will be voted in accordance with the specifications made. IF NO CHOICE IS SPECIFIED, it is presently intended to vote such shares for the approval of all matters set out in the notice, including the election of JACK FRANCE for a 3-year term, the appointment of MOORE STEPHENS as auditor, the termination of the Company's domicile in Gibraltar, the establishment of a new domicile at the Isle of Man and the approval of email notice of annual general and special meetings to shareholders whose email addresses are known to the Company and to amend the Company's articles of association to permit such

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notice and THIS PROXY CONFERS DISCRETIONARY AUTHORITY TO DO SO. This Proxy also confers authority for the above named to vote in his/their discretion with respect to amendments or variations to the matters identified in the Notice of Annual Meeting accompanying this Proxy instrument or matters which may properly come before the meeting.