

## PROXY PROCESS AND INSTRUCTIONS FOR PROXY VOTING

If a SFYS Member (described herein as a “Voting Representative”) cannot be present in person at the SFYS Annual General Meeting (“AGM”) on October 13<sup>th</sup>, 2016 and wishes to participate in the voting process, s/he may complete the [Form of Proxy](http://www.sfyouthsoccer.com/annual-general-mtg-2016.html) [ linked from this SFYS web page: [www.sfyouthsoccer.com/annual-general-mtg-2016.html](http://www.sfyouthsoccer.com/annual-general-mtg-2016.html) ] according to the instructions below. If a valid Proxy is completed, the Voting Representative’s designated Proxy Holder will be allowed to vote on behalf of the Voting Representative at the AGM.

Please note the following:

- **Voting Representatives or their valid Proxy Holders must attend the AGM in person in order to participate in voting at the AGM.**
- **The Form of Proxy is not a ballot.** It allows the Voting Representative, if she or he wishes to do so, to instruct the Proxy Holder how to cast the Voting Representative’s vote. If a Voting Representative has granted a proxy and provided voting instructions to the Proxy Holder via the Form of Proxy, the Proxy Holder is required to vote in accordance with the Voting Representative’s instructions. If a Voting Representative who grants a proxy does not specify voting instructions on the Form of Proxy, the Proxy Holder may vote as s/he wishes.
- The proxy process puts significant burden on SFYS, Voting Representatives and Proxy Holders to correctly prepare, submit and follow the proxy instructions, and to verify proxy forms. As a result, any Proxy Holders who appear at the AGM with a completed Proxy that was not previously submitted to SFYS in advance of the meeting (as described below in the proxy instructions) should expect to go through a lengthier check-in process at the AGM. ***Given the above, if a team’s designated Voting Representative cannot attend the AGM in person, SFYS strongly recommends as an alternative to the team’s Voting Representative voting by proxy, the team simply identify a new designated Voting Representative who is able to attend the AGM. The form for the identification of the Voting Representative is available [here](#) on the AGM page of the SFYS website and will remain open until 5 pm on October 12, 2016.***

## PROXY INSTRUCTIONS

A team’s designated Voting Representative may vote by proxy. Below are instructions regarding the correct preparation of the proxy form. Please read these instructions carefully. **Failure to follow the instructions could lead to the invalidation of the Voting Representative’s vote.**

- **Form of Proxy.** Can be found at <http://www.sfyouthsoccer.com/annual-general-mtg-2016.html>. We encourage any designated Voting Representative who wishes to vote by proxy to use the

SFYS Form of Proxy to eliminate any potential questions regarding the validity of the proxy. Please note that, under applicable law, a proxy is only valid as to the election of Directors if it lists the names of the nominees at the time the notice of the AGM was sent to the Voting Representatives.

- **Completion of proxy form.** Must be fully completed, with the designated Voting Representative having provided all required information denoted on the form, including date and signature. (The designated Voting Representative list, which is frequently updated by SFYS as new team Voting Representative information is submitted, can be found [here](#) on the AGM page of the SFYS website).
- **Voting instructions.** A designated Voting Representative may provide specific voting instructions to the Proxy Holder or may allow the Proxy Holder to vote as s/he decides. However, if additional nominations are made from the floor, the proxy holder may vote for any of those additional nominees in addition to or instead of the individuals for whom the Voting Representative completing the proxy marked “For”, up to the total number of votes to be cast.
- **Dated signature.** Proxy must be dated and signed by the designated Voting Representative. Electronic /typed or wet signature will be accepted. Signature is subject to potential validation by SFYS.
- **Delivery.** Completed proxy forms can be submitted by email [send to: sfys-agm@sfyouthsoccer.com]; by U.S. mail or courier addressed to the corporation’s offices at 1434 Taraval St., San Francisco, CA 94116; in person at the SFYS office, or at the AGM. The deadlines for submitting proxies in advance of the AGM are as follows:
  - By email: 5 pm on October 10, 2016.
  - In person in advance of the AGM: 5 pm on October 12, 2016
  - By U.S. mail or courier: in time for the office to receive it by October 12<sup>th</sup>, 2016

We strongly encourage those designated Voting Representatives wishing vote by proxy to submit their proxy forms via email by October 10<sup>th</sup> at 5 pm. Any Proxy Holders who appear at the AGM with a completed Proxy that was not previously submitted to SFYS in advance of the meeting as described in this section should expect to go through a lengthier check-in process at the AGM.

- **Proxy Holder.** May be anyone over the age of 18.
- **AGM attendance.** Proxy Holder must attend the AGM in person. If the designated Voting Representative granting the proxy has not previously delivered a signed proxy to SFYS, the Proxy Holder must bring to the AGM a valid proxy completed and signed by the designated Voting Representative in order to receive a ballot and vote at the AGM.