

**PROXY**

**USED CAR DEALERS ASSOCIATION OF ONTARIO**  
(the "Corporation")

**ANNUAL MEETING OF MEMBERS**  
**June 22, 2023**

**THIS PROXY WILL BE USED AT THE ANNUAL MEETING OF MEMBERS OF THE CORPORATION TO BE HELD ON THE 22<sup>ND</sup> DAY OF JUNE, 2023 AT 4:00 P.M. (EST), THE HILTON DOUBLETREE HOTEL, 925 DIXON ROAD, TORONTO ONTARIO**

The undersigned member in good standing of the Corporation hereby appoints Steve Peck, President of the Corporation, or \_\_\_\_\_, as the proxyholder(s) of the undersigned to attend and act at the annual meeting of members of the said Corporation to be held on the 22<sup>nd</sup> day of June, 2023 and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were personally present at the said meeting or such adjournment or adjournments thereof. The undersigned hereby revokes any proxy previously given with reference to the said meeting and adjournment(s) thereof. Without limiting the generality of the power hereby conferred, the proxyholder(s) designated above are specifically directed:

To vote or withhold from voting the membership registered in the name of the undersigned as specified below (Please check one of the choices for each item below): [See Note 3]:

**TICK HERE**

1. Vote \_\_\_ or withhold from voting \_\_\_ in the election of directors

**TICK HERE**

2. Vote \_\_\_ or withhold from voting \_\_\_ in the appointment of auditors with authority granted to the directors to fix the remuneration of such public accountant

**COMPLETE**

DATED \_\_\_\_\_ [please insert date]

\_\_\_\_\_  
Name of Member / Dealer [please print]

\_\_\_\_\_  
Signature of Owner / Principal  
(sole proprietor, partner or officer/director)

\_\_\_\_\_  
Print Owner / Principal Name

\_\_\_\_\_  
Dealership Registration Number

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## NOTES

- 1. Each member of the Corporation has the right to vote at the meeting either in person or by proxy. If a member is unable to be present at the meeting, the member has the right to appoint a person to be the member's proxyholder to attend and act on his/her behalf at the meeting other than the person designated in the Proxy. Such right may be exercised by striking out the names of the designated person and by inserting in the space provided the name of the person to be appointed.**
2. 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 with respect to any matter to be acted on, the membership is to be voted accordingly.
- 3. If no specification has been made with respect to voting for, voting against, or withholding from voting these matters, the proxyholder is instructed to vote the membership represented by this proxy in favour of such matters.**
4. The person named in this proxy (unless the name is struck out in accordance with Note 1 above) intends to vote for the resolutions set forth above, and where specified above shall be voted as instructed.
5. This proxy confers authority to the proxyholder to vote in his or her discretion in respect of any amendments or variations to the matters listed in this proxy or other matters that may properly come before the meeting and any adjournment or adjournments.
- 6. This proxy form must be signed and dated by the member or attorney authorized in writing, or, if the member is a corporation, by any officer or attorney thereof duly authorized. If the proxy form is executed by an attorney, the authority of the attorney to so act must accompany the proxy form. The signed proxy form must be returned to the Corporation before the meeting.**