

**GA15 PROXY FORM**

**15th Annual General Assembly of RSPO Members**

15 November 2018

Kota Kinabalu, Sabah, Malaysia

|  |
| --- |
| * ***Closing date for submission of proxy is 13 November 2018, 1400 hours (GMT+8)*** * ***Only completed forms will be accepted*** * **RSPO will carry out an identification verification process of all proxy holders attending for and on behalf of a member during registration and collection of ballot papers at the General Assembly. Kindly note that a proxy holder must produce a national identification document or passport for verification purposes. RSPO may disallow the collection of ballot papers should the proxy holder fail to produce a relevant identification document.** |

**Step-by-step Guidelines:**

1. This form is only for Ordinary Members of RSPO who are eligible to vote.
2. Confirm your selection from the 3 proxy options outlined with a cross (X) in the relevant box.
3. Indicate your vote preference for each resolution in the table provided or bestow full discretion to your proxy to vote on your behalf with a cross (X) in the correct box.
4. Please complete parts I to III in this form.
5. Print out the completed form and sign it.
6. Send your **signed** proxy form by fax (+603-2302 1542) or email at [ga@rspo.org](mailto:ga@rspo.org) as soon as possible but no later than 13 November 2018, 1400 hours (GMT+8) to ensure that the required quorum for the general assembly is met.
7. Fax or email the form to your appointed proxy and the Secretariat if you have selected option 1 – which is a proxy you have identified on your own.
8. If you have selected proxy Option 2 (a Board of Governors member) or Option 3 (Chairperson), the RSPO Secretariat will directly inform the selected Board of Governor member or the Chairperson of their appointment as your proxy.
9. A confirmation email will be sent to you once you have completed and submitted the proxy form.
10. For any enquiries or clarification, please email [ga@rspo.org](mailto:ga@rspo.org) or call +603 2302 1500.

**Who can be a proxy?**

1. Must be a RSPO Member.
2. Can be from any membership type: Ordinary Member or Affiliate Member or Supply Chain Associate Member.
3. Must be able to attend the General Assembly in person.
4. Proxy does not have to be from the same membership/stakeholder category.

**PART I – ORGANIZATION DETAILS**

**Please complete the form by TYPING into the grey boxes.**

|  |  |
| --- | --- |
| RSPO Membership number: | *Please obtain your membership number from*[***http://www.rspo.org/members***](http://www.rspo.org/members)*Key in your organization name* |
| Membership Type: | *Ordinary Member* |
| Membership Sector: |  |
| Organization: |  |
| Address: |  |
| Country: |  |
| Tel no/Fax no: | / |
| Full name: |  |
| Position in the organization: |  |
| Email address: |  |

**PART II – PROXY OPTION**

If you are unable to attend the General Assembly, please confirm the appointment of your proxy with a cross (X) on ONE (1) of these three (3) options:

**OPTION 1**:  I choose to identify and appoint a proxy of my own

As an Ordinary Member of the ROUNDTABLE ON SUSTAINABLE PALM OIL (RSPO) we hereby appoint:

|  |  |
| --- | --- |
| Name of proxy: |  |
| Organization: |  |
| Email address: |  |

*I shall fax/email to my proxy and the Secretariat this completed and signed form*

**OPTION 2**:  I choose to appoint a Board of Governor member as my proxy

If you are unable to identify a proxy of your own, it is recommended that you appoint a Board of Governor member (not necessarily from the same membership/stakeholder category). List of all Board of Governor members are available in Appendix I of this Proxy Form.

Name of proxy/Name of Board of Governor Member (Please select only ONE):

OR

*\*\* The RSPO Secretariat will email your completed and signed proxy form to the selected Board of Governor member*

**OPTION 3**:  I choose to appoint the Chairperson of the General Assembly as my proxy

If you are unable to identify a proxy of your own or a Board of Governor member, it is recommended that the Chairperson of the General Assembly be appointed as your proxy.

*\*\* The RSPO Secretariat will email your completed and signed proxy form to the Chairperson*

**PART III – RESOLUTIONS FOR THE GENERAL ASSEMBLY**

**Please cross (X) one option from below:**

**Option 1:**

I hereby confirm that my appointed proxy will submit my voting preference on the specific resolutions as indicated in the table below

**Option 2:**

I hereby give full discretion to my appointed proxy to vote on my organization’s behalf

***If you have selected Option 1 above, please place a cross (X) on your votes in the tables below.***

***In the case you do not cross (X) in any of the vote options below; it will be considered an abstention from voting.***

|  |  |  |  |
| --- | --- | --- | --- |
| **Agenda Item** | **Description** | **Vote** | **Vote** |
| 4 | To confirm the minutes of the last General Assembly held on 30 November 2017 - **by show of hands**  <http://www.rspo.org/ga/ga15/GA14DraftMinutes.pdf>  <http://www.rspo.org/ga/ga15/GA14AttendanceList.pdf> | For | Against |
| 5 | To receive and adopt the Treasurer’s Report and Financial Statements for the year ended 30 June 2018 of the RSPO.  <http://www.rspo.org/ga/ga15/Treasurers_report_2018.pdf>  <http://www.rspo.org/ga/ga15/RSPO_Financial_Statements_30_Jun_2018.pdf> | For | Against |

| **Resolution** | **Description** | **Vote** | **Vote** |
| --- | --- | --- | --- |
| 6a | To confirm the appointment of PricewaterhouseCoopers as the auditors of the RSPO for the financial year ending 30 June 2019. | For | Against |
| 6b | Requiring members involved in primary procurement to publish third-party supplying mills lists  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6b.pdf> | For | Against |
| 6c | Delinking Auditors from the operations they audit  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6c.pdf> | For | Against |
| 6d | Discouraging RSPO members subject to complaints from avoiding their obligations by divestment or withdrawing their membership  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6d.pdf> | For | Against |
| 6e | Resolution to extend Smallholder Interim Group (SHIG)  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6e.pdf> | For | Against |
| 6f | Proposal to exempt smallholders from immediate suspension as required under point 4.9.4 of the RSPO Certification System for Principles & Criteria 2017 until the endorsement of the new independent smallholder standards  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6f.pdf> | For | Against |
| 6g | Adoption of Principles and Criteria for the Production of Sustainable Palm Oil (2018)  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6g.pdf>  <http://www.rspo.org/ga/ga15/Resolutions/RSPO_P&C_2018.pdf> | For | Against |
| 6h | Resolution to amend the Statutes of the RSPO to formalise the election of alternates for the RSPO Board of Governors <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6h.pdf> | For | Against |
| 6i | Resolution to amend the Statutes of the RSPO to support its tax exemption status in Switzerland  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6i.pdf> | For | Against |
| 6j | Resolution to amend the Statutes of the RSPO to provide procedure for voting in the event of tie vote  <http://www.rspo.org/ga/ga15/Resolutions/ResolutionGA15-6j.pdf> | For | Against |

**PART IV – ELECTION OF BOARD OF GOVERNORS SEATS**

|  |  |  |
| --- | --- | --- |
| **Election** | **Constituents** | **Vote** |
|  | **Oil Palm Growers - Smallholders** |  |
| 1 | **FELDA** is retiring and available for re-election. There will be no election and FELDA will serve another term as no other nominations have been received. |  |
|  | **Oil Palm Growers – Rest of the World** |  |
| 2 | **Agrocaribe** is retiring and available for re-election. There will be no election and Agrocaribe will serve another term as no other nominations have been received. |  |
|  | **Processors and/or Traders** |  |
| 3 | **AAK AB** is retiring and available for election. There will be no election and AAK AB will serve another term as no other nominations have been received. |  |
|  | **Consumer Goods Manufacturers** |  |
| 4 | **Mondelez International** is retiring and is not available for re-election. Nominations were received from Kao Corporation and The Procter & Gamble Company. Election among the Consumer Goods Manufacturers sub-sector will therefore be held and only members in the sub-sector are eligible to vote.  Biodata of the nominees can be downloaded at:  <http://www.rspo.org/ga/ga15/GA15Nominations_CGM.pdf>   1. Kao Corporation 2. The Procter & Gamble Company | Select one |
|  | **Retailers** |  |
| 5 | **Retailers Palm Oil Group** is retiring and available for re-election. There will be no election and Retailers Palm Oil Group will serve another term as no other nominations have been received.  **Marks & Spencer** has retired and the seat is available for election. There will be no election as no other nominations have been received. This seat will remain vacant. |  |
|  | **Banks and Investors** |  |
| 6 | **Rabobank** is retiring and available for re-election. There will be no election and Rabobank will serve another term as no other nominations have been received. |  |
|  | **Environmental NGOs** |  |
| 7 | **WWF International** is retiring and available for re-election. There will be no election and WWF International will serve another term as no other nominations have been received. |  |
|  | **Social NGOs** |  |
| 8 | **Both ENDS** is retiring and available for re-election. There will be no election and Both ENDS will serve another term as no other nominations have been received. |  |

**PART V – SUBMISSION OF PROXY FORM (MANDATORY)**

Signature :

Authorized Person :

Date :

1. Send your **signed** proxy form by fax (+603-2302 1542) or email ([ga@rspo.org](mailto:ga@rspo.org) ) as soon as possible but no later than 13 November 2018, 1400 hours (GMT+8) to enable the RSPO Secretariat to ensure that the required quorum for the general assembly is met.
2. Fax or Email the form to your appointed proxy if you have selected option 1 – which is a proxy you have identified on your own.
3. A confirmation email will be sent to you once you have completed and submitted the proxy form to [ga@rspo.org](mailto:ga@rspo.org)
4. For any enquiries or clarification, please email [ga@rspo.org](mailto:ga@rspo.org) or call +603 2302 1500.

**APPENDIX 1**

**RSPO Board of Governors 2018**

| **Name** | **Membership Sector** | **Position in RSPO Board** | **Company** | **Email** |
| --- | --- | --- | --- | --- |
| Dato' Carl Bek-Nielsen | Oil Palm Growers | Co-Chairman | MPOA | [cbn@plantations.biz](mailto:cbn@plantations.biz) |
| Chew Jit Seng | Oil Palm Growers | Alternate Member | MPOA | [Jitseng.chew@genting.com](mailto:Jitseng.chew@genting.com) |
| Elizabeth Clarke | Environmental NGOs | Substantive Member | WWF | [eclarke@wwf.sg](mailto:eclarke@wwf.sg) |
| Agus Purnomo | Oil Palm Growers | Vice President II | Golden Agri-Resources Ltd | apurnomo@goldenagri.com.sg |
| Jose Roberto Montenegro | Oil Palm Growers | Vice President III | Agrocaribe | [jmontenegro@agroamerica.com](mailto:jmontenegro@agroamerica.com) |
| Olivier Tichit | Oil Palm Growers | Alternate Member | SIPEF Group | [ortichit@sipef.com](mailto:ortichit@sipef.com) |
| Audrey Lee | Oil Palm Growers | Alternate Member | Olam International Limited | audrey.lee@olamnet.com |
| Tim Stephenson | Processors & Traders | Treasurer | AAK | [tim.stephenson@aak.com](mailto:tim.stephenson@aak.com) |
| Caroline Westerik | Processors & Traders | Alternate Member | AAK | [caroline.westerik@aak.com](mailto:caroline.westerik@aak.com) |
| Jonathan Horrell | Consumer Goods Manufacturer | Substantive Member | Mondelez International | [jhorrell@mdlz.com](mailto:jhorrell@mdlz.com) |
| Daphne Hameeteman | Processors & Traders | Substantive Member | Wilmar International Limited | daphne.hameeteman@eu.wilmar-intl.com |
| Dr. Belinda Howell | Retailers | Substantive Member | Retailers’ Palm Oil Group | [belinda.howell@rpog.org](mailto:belinda.howell@rpog.org) |
| Geraldine Lim | Bank & Investors | Substantive Member | Rabobank | [geraldine.lim@rabobank.com](mailto:geraldine.lim@rabobank.com) |
| Ian Hay | Bank & Investors | Substantive Member | HSBC | [ianhay@hsbc.com.hk](mailto:ianhay@hsbc.com.hk) |
| Johan Verburg | Social NGOs | Substantive Member | Oxfam International | [johan.verburg@oxfamnovib.nl](mailto:johan.verburg@oxfamnovib.nl) |
| Paul Wolvekamp | Social NGOs | Substantive Member | Both ENDS | [pw@bothends.org](mailto:pw@bothends.org) |
| Anne Rosenbarger | Environmental NGOs | Substantive Member | World Resources Institute | [arosenbarger@wri.org](mailto:arosenbarger@wri.org) |