



Antigua Commercial Bank

TERMS OF REFERENCE- SCRUTINEER

Having volunteered to act as a Scrutineer during the Annual General Meeting of Shareholders or at any Special Shareholders' Meeting, in respect of the tabulation of a vote by Shareholders after the demand of a poll;

I HEREBY UNDERTAKE, AGREE TO AND RECOGNIZE THE FOLLOWING:-

- (i) Not to, either directly or indirectly, divulge or communicate any information with respect to the vote of a shareholder, whether in person or by proxy, acquired by me in the performance of my duties or functions;
- (ii) To carry out my duties and functions in accordance with the requirements as detailed herein;
- (iii) Not to use any image or voice recording device (including cameras, video recorders and video enabled mobile phones) to record images of ballot papers or the counting process;

SCRUTINEER- FUNCTIONS & DUTIES

As a Scrutineer it is accepted that my main role is to ensure the integrity in the conduct of a vote by Shareholders together with representatives of the Company's External Auditors and any other support staff, as made available from time to time.

In general, it is understood that I should exercise oversight over the voting process to prevent the occurrence of irregularities or genuine mistakes. I am to observe the counting of the ballots, in order to confirm that the rules of voting as detailed in the Company's Bylaws are duly complied with and that the counting is consistent and fair.

I undertake to comply with all directives issued by Representatives of the Company's External Auditors.

I further undertake to ensure that the voting process is conducted in accordance with the relevant sections of Clause 12 of the Company's Bylaws which specifically mandates, inter alia, that upon a ballot, every Shareholder, proxy holder or individual authorized to represent a Shareholder shall have one vote for every dollar held in the share capital of the Company.

That having obtained confirmation from the Representatives of the Company's External Auditors, present at the subject Meeting and at the time of the tabulation of a vote, that Shareholders' proxy information had been duly verified and is accurately reflected in the Voting Programme for the Company, I shall accept said confirmation and not seek to examine deposited Proxy Forms in this regard.

During the performance of my duties, it is accepted that I may:-

- observe all voting procedures;
- object to the right of any person to vote;
- generally raise any alleged irregularities or objections during the conduct of the vote;
- inspect any ballot paper at the count;
- assist in the verification of the count;

It is understood that at all times, my conduct should be professional and respectful with the obligation in respect of Non-Disclosure to be strictly followed. It is further understood, that if in the opinion of the Representatives of the Company's External Auditors, that by my conduct I have demonstrated an intention to disrupt and /or unreasonably delay the counting process, without just cause, it shall be at their exclusive discretion to relieve me of my duties as Scrutineer.

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Scrutineer(Name and Signature)	
.....	
Witness	(Name and Signature)Date