

OPPORTUNITY FINANCE NETWORK

Process for Proxy Voting at the Annual Membership Meeting

Any Member of Opportunity Finance Network (OFN) who cannot attend OFN's Annual Membership Meeting (the "Meeting") may vote at the Meeting via proxy. The Secretary of Opportunity Finance Network will identify, appoint and authorize an individual to act as proxy for all Members wishing to vote in this way. Any Member who does not attend the Meeting may direct this individual how to vote on its behalf by completing an electronic ballot as described below.

Around about the time that the annual OFN Board Elections Process begins, OFN staff will inform the Members of the individual appointed to act as proxy (the "Proxy") at the Meeting.

Members who wish to vote via proxy will email the Proxy to request a proxy ballot. The Proxy will email that Member a unique, one-time-use-only link to an electronic ballot (the "e-ballot"). The language, items to be voted on, and all other information on the e-ballot will be identical to the paper ballot to be used at the Annual Membership Meeting.

Members may direct the proxy to vote any time after receipt of the e-ballot, up to the adjournment of the Meeting. A Member may change its vote if it wishes up to the call to order of the Meeting by notifying the Proxy, and receiving and completing a new, unique e-ballot. The Proxy will delete the past submission(s) associated with that Member so that each Member submits only one ballot.

The Proxy will bring the list of Members who directed their proxy to her or him to the Annual Membership Meeting to include in the quorum count. The Proxy will ensure the proxy ballots are added to the Governance & Nominating Committee's tally of the paper ballots collected at the Annual Membership Meeting.