

PHRA PROXY INSTRUCTIONS

► OVERVIEW

The PHRA has provided this proxy so that you can vote in the upcoming Election even if you cannot attend the annual meeting. **If you do not follow these instructions, your Proxy will not be counted!**

► WHO CAN EXECUTE A PROXY?

You must be **eligible to vote** to execute a proxy. *You are eligible to vote if:*

1. **Your name is listed on the PHRA Stock Transfer Book as of November 20, 2018.** To confirm that your name is listed on the PHRA Stock Transfer Book, **read the address label** on the Second Notice of Election (which was attached to the envelope containing this document). That name is the same as the name listed on the PHRA Stock Transfer Book. Sometimes two names (i.e. both spouses) are listed on address label. **If two names appear** on the address label, **only one person** may execute this Proxy.

AND

2. **You have paid your 2018 annual dues (or inactive fee) as of November 20, 2018.** If you don't know whether you paid your annual dues (or inactive fee), please contact the Registrar.

► YOU MAY EXECUTE A GENERAL OR A SPECIFIC PROXY (But Only One!!!)

■ A General Proxy

When you execute a General Proxy, you are granting **someone else** the right to vote your share at the election in **any way** that he or she wishes. You must clearly identify the name and shareholder number of the individual whom you authorize to vote your share. You may designate either **an immediate family member** or another **shareholder** (who is **also** eligible to vote).

Do not designate a candidate, someone who will become a candidate, or the Registrar. If you do, your General Proxy will **not** be counted! The person you designate to vote your proxy **should hand deliver** your General Proxy to the Registrar **at the election**. You **may** mail your General Proxy to the Registrar, **but** if the person you designate to vote your proxy **does not attend** the meeting **or you fail to designate** someone to vote your proxy, your General Proxy **will not be counted** for any purpose, including establishing a quorum.

■ A Specific Proxy

When you execute a Specific Proxy, you are actually voting for the candidates and/or issues listed on the Proxy Form. The Specific Proxy acts like an absentee ballot—the Registrar will record your vote as it appears on the Specific Proxy. You **may** add the name of a candidate or an issue to your Specific Proxy. You (or someone else) **may mail** or **hand-deliver** your Specific Proxy to the Registrar.

► WHETHER YOU EXECUTE A GENERAL OR A SPECIFIC PROXY:

Your Proxy must identify your **name** and your **shareholder number**. You must also **fill in, sign, and date** the Proxy in **ink**. No one may fill out the form for you! You may not use any other form but this one. You may not communicate your proxy verbally or by e-mail. Your Proxy must be legible and clear.

► YOU CAN REVOKE YOUR PROXY

If you attend the Election, you may revoke your Proxy at any time prior to the moment the vote is called.

► PROXY LIMITATION

No one may **collect, deliver, or vote** more than **three** proxies.

► DEADLINE

All proxies must be received by the time the annual shareholders' meeting convenes. If mailed, they should be postmarked at least two days before the date of the annual meeting. Proxies that arrive after a candidate or issue has been voted on may not be counted toward that candidate or issue.

► IF YOU HAVE ANY QUESTIONS

Please contact the Registrar at our website (www.poplarheights.org).

