



## 2023 DIRECTORS ELECTION AND SPECIAL RESOLUTION – FAQs

### 1. How do I vote?

You can vote either by mail-in ballot, securely online or in branch through a secure voting portal. **You are permitted to vote using one method only.**

As an eligible voting member, you were mailed a notice, together with a mail-in ballot that included a unique ballot # and password. You will need your ballot # and password to vote online or in branch.

### 2. How do I vote by mail-in ballot?

You may vote by completing the mail-in ballot you received with the notice. Once you have marked your ballot by placing an X beside your selections, you can place the ballot into the supplied return envelope (no postage is required), seal the envelope and mail the envelope to the Returning Officer c/o Avenue 4 by 5 pm on April 20, 2023 (please allow four business days for mailing as per Canada Post).

### 3. How do I vote online?

Online voting will open on April 10, 2023 at 9 am and close on April 20, 2023 at 5 pm.

You may vote securely online, by visiting [propsera.ca](http://propsera.ca) (clicking on the 2023 Special Resolution + Directors Election banner) or on [prosperavote.ca](http://prosperavote.ca).

**You will need your ballot # and password to vote online.**

### 4. How do I vote in branch?

In branch voting will open on April 10, 2023 at 9:30 am and close on April 20, 2023 at 5 pm.

In branch voting is done the same way as online voting, except it is done in branch. You can vote in branch through a secure online portal, in the same manner as you would online. **You must bring your ballot (the portion that includes your unique ballot # and password) along with a piece of government issued photo ID**, to a Prospera employee in the branch, for assistance with online in branch voting.

### 5. What is a Designation of Authorized Representative, and when do I need to complete it?

If you are a business, corporation, partnership or other entity, you must complete a Designation of Authorized Representative, to designate someone to vote on behalf of the entity. You are required to complete the designation whether your entity is voting by mail-in ballot, online or in-branch.

#### *By mail-in ballot*

To designate an authorized representative, entities must complete the Designation of Authorized Representative portion of their mail-in ballot located on the reverse side of the ballot.

*By online ballot (same as in branch voting)*

Entities voting online will be required to enter their ballot # and password, then will be prompted to download and complete the designation.

Once the designation has been completed and signed (electronic signatures are valid) by the signing authorities of the business, corporation, partnership or other entity on file with Prospera, the designation must be emailed to [membervote@prospera.ca](mailto:membervote@prospera.ca). If the entity does not complete and return a copy of the designation to [membervote@prospera.ca](mailto:membervote@prospera.ca) prior to the voting deadline of 5 pm on April 20, the vote of the entity will be disallowed.

You can complete the designation form ahead of casting your vote by downloading the designation form at [prosperavote.ca](http://prosperavote.ca), completing, signing, and returning it by email to [membervote@prospera.ca](mailto:membervote@prospera.ca).

**6. What if I've lost or did not receive a notice and ballot by mail?**

In that case, you can receive a generic mail-in ballot (upon member verification, which includes a declaration) in the branch. You must attend the branch to obtain a generic mail-in ballot and show government issued photo ID.

If you wish to vote online, you can obtain your unique ballot # and password, which was noted on your ballot (upon member verification) in the branch or by calling the MSC.

You must attend in branch to swear a declaration prior to receiving a generic ballot or show government issued photo ID prior to receiving their unique ballot # and password.

**7. Why do I need to swear a declaration if I've lost my ballot?**

This requirement is set out in Prospera's Rules, and ensures that the appropriate eligible voting member is given a ballot.

**8. Why do I need to go in branch to get a generic mail-in ballot?**

You need to attend a branch in order to swear a declaration as required by Prospera's Rules to obtain a generic mail-in ballot.

**9. To whom are the returned ballots submitted?**

Mail-in ballots and electronic votes are sent directly to the Returning Officer c/o Avenue4 (our third-party administrator) for authentication and tabulation.



## 10. When is the Voting Period?

Voting in the 2023 Directors Election and Special Resolution Vote **commences at 9 am on April 10, 2023 and ends at 5 pm on April 20, 2023**. All mail-in ballots must be received by the Returning Officer c/o Avenue 4 (our third-party administrator) by 5 pm on April 20, 2023. Voting can be completed electronically via [prospera.ca](https://prospera.ca) or [prosperavote.ca](https://prosperavote.ca) until 5 pm on April 20, 2023. Mail-in ballots received prior to the commencement of voting (9 am on April 10, 2023) will be deemed effective and dated as of 9 am on April 10.

## 11. When will the results be announced?

Join us at our 2023 Annual General Meeting, where we will announce the results of the 2023 Directors Election and Special Resolution vote. The Annual General Meeting will be held virtually on Thursday, April 27, 2023 at 6:30 pm. The results will also be posted on [prospera.ca](https://prospera.ca) and in branch the following day.

Pre-registration for the AGM will be open from March 30 to April 20, 2023. Information will be posted to [prospera.ca](https://prospera.ca) (click the 2023 AGM banner) in the coming weeks. Be sure to check back soon.

The virtual AGM can be accessed at [prospera2023agm.com](https://prospera2023agm.com)

## 12. When can I register for the 2023 AGM?

Pre-registration for the AGM will be open from March 30 to April 20, 2023. Information will be posted to [prospera.ca](https://prospera.ca) (click the 2023 AGM banner) in the coming weeks. Be sure to check back soon.

The virtual AGM can be accessed at [prospera2023agm.com](https://prospera2023agm.com)

## 13. What percentage of the member vote needs to be in favour of the Special Resolution for the resolution to pass?

Legislation requires that a majority of not less than two-thirds of the votes cast by eligible voting members be in favour of the Special Resolution in order for the resolution to pass.

## 14. Who is eligible to vote?

To be eligible to vote in the 2023 Directors Election and Special Resolution Vote, you must be 19 years or older and be a member in good standing.

Member in good standing means, on or before November 15, 2022, you held five membership shares.

## 15. As I have a joint account with Prospera, will both of us be eligible to vote?

If each of you have purchased five membership shares you will each receive a notice in the mail (together with a mail-in ballot) that includes your unique ballot # and password to securely vote.



**16. How can we be sure the vote is confidential?**

An independent returning officer is appointed by the board to oversee the election ballot counting process. The online and mail-in ballots are designed to ensure the secrecy of your vote. Mail-in and online ballots are sent directly to the returning officer care of Avenue 4 for authentication. Once authenticated, mail-in ballots are processed through a secure site and cross-referenced with the online votes to eliminate any duplicate votes. After all ballots are processed, the results are tabulated and provided to the returning officer.

**17. Why do I have to vote for 4 candidates?**

Prospera’s Rules require that you vote for the number of candidates to be elected in a director’s election; otherwise, your ballot is considered invalid and not counted. As part of this year’s special resolution, an amendment to Prospera’s rules is being proposed which, if approved, will eliminate this requirement for future director elections and allow you to vote for the number of candidates of your choice, but not exceed the number of candidates to be elected. This means you will not be forced to vote for candidates that you would not vote for otherwise.

**18. Do I have to vote in both the Directors Election and Special Resolution for my ballot to count?**

No. You can choose to vote in either, or in both, it is entirely up to you.

**19. Who has been appointed Returning Officer?**

The Board of Directors has appointed KPMG LLP as the Returning Officer.

**20. What is the role of the Returning Officer?**

The Return Officer provides oversight of the 2023 Directors Election and Special Resolution voting and tabulation process.