

**INTERNATIONAL INSTITUTE OF BUSINESS ANALYSIS**  
(the “Corporation”)

**FORM OF PROXY**

**For the annual and special meeting of members of the Corporation to be held on June 5, 2017 and at any adjournment thereof**

By completing, signing and dating this proxy, any Member of the Corporation may appoint a proxyholder to attend and act at the Annual and Special Meeting of the Members in the manner and to the extent authorized by this proxy. To be effective, the proxy must be signed and dated by an authorized signatory of the Member and delivered by email to proxyvote@iiba.org before the submission deadline of 9:00 a.m. Eastern Time on Monday, June 5, 2017.

**Appointment of Proxyholder**

The undersigned member of the Corporation hereby appoints Michele Maritato, Chair of the Corporation, or **the Member may appoint a proxyholder and any alternative proxyholder(s), other than the person designated in this proxy, to attend and act on their behalf at the meeting by designating such person(s) in the space provided below:**

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(Print name of person to be your proxyholder)

AND

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(Print name(s) of person(s) to be your alternative proxyholder(s), if any)

**as the proxyholder of the undersigned, to attend, act and vote for and on behalf of the undersigned at the Annual and Special Meeting of the Members of the Corporation to be held by Webinar on Monday, the 5<sup>th</sup> day of June, 2017 at 7:00 p.m. Eastern Time, and at any adjournment or adjournments thereof (the “Meeting”)** in the same manner, to the same extent and with the same power as if the undersigned were present at the Meeting or such adjournment or adjournment thereof.

**Revoking Proxy**

The undersigned may revoke this proxy by depositing an instrument or act in writing executed by the undersigned (or in Quebec, signed by the Member or by their agent or mandatary):

(a) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting, or the day of the continuation of that Meeting after an adjournment of that Meeting, at which the proxy is to be used; or

(b) with the chairperson of the Meeting on the day of the Meeting or the day of the continuation of that Meeting after an adjournment of that Meeting.

## Voting

The proxyholder shall vote in accordance with the instructions of the Member on any ballot that may be called for and if the Member specifies a choice below with respect to any matter to be acted on, the proxyholder shall vote accordingly. When the proxy is signed, unless specific voting instructions are set forth below in respect of any specific business to be put to the meeting, the proxyholder shall vote in favour of that matter. For certainty, unless specifically instructed otherwise below, the proxyholder shall be entitled to exercise discretion in respect of voting on any amendments to matters that may properly come before the Meeting.

### Matter Voting Instructions

A. (mark one only):

FOR  or AGAINST  or, if no specification is made, vote to accept the financial statements for the year ended December 31, 2016 together with the Auditor's Report as presented.

B. (mark one only):

FOR  or WITHHOLD  or, if no specification is made, vote to approve the appointment of Grant Thornton as the auditor of the Corporation to hold office until the next Annual Meeting.

C. (mark one only):

FOR  or AGAINST  or, if no specification is made, vote to approve, with or without amendment, the special resolution approving the restated articles of incorporation to amend the articles of continuance of the Corporation under the *Canada Not-for-profit Corporations Act* (the "**Act**").

D. (mark one only):

FOR  or AGAINST  or, if no specification is made, vote to approve, with or without amendment, the special resolution adopting Bylaw Number Seven as the general By-Law of the Corporation.

E. In his or her discretion with respect to such other business as may properly come before the meeting of members or any adjournment or adjournments thereof.

This proxy revokes and supersedes all proxies of an earlier date.

The undersigned ratifies and confirms and agrees to ratify and confirm all that such proxy may lawfully do by virtue hereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

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NAME OF MEMBER (please print)

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SIGNATURE OF MEMBER