

PROXY FORM

KITCHENER-WATERLOO SYMPHONY ORCHESTRA ASSOCIATION INC. FORM OF PROXY

Annual General Meeting
To be held on Friday, October 30, 2009

THIS PROXY IS SOLICITED BY THE KITCHENER-WATERLOO SYMPHONY ORCHESTRA INC. ("KWS") in connection with the Annual General Meeting (the "AGM") of Members, to be held in Conrad Centre for the Performing Arts, 36 King St W, Kitchener, Ontario, on Friday, October 30, 2009 at 4:15 pm. or any adjournment thereof.

A member has the right to appoint as his or her proxyholder, a person (who need not be a member or an officer or director of the Association) other than the person designated below by inserting the name of such person in the blank space provided or by completing another proper proxy form.

THE UNDERSIGNED, being a Member, HEREBY APPOINTS, NOMINATES AND CONSTITUTES one of the following individuals as Proxyholder for and on behalf of the undersigned, with full power of substitution.
*(Circle **one** choice below and, if choice 3, fill in the name of an alternate individual. If no choice is circled and choice 3 is left blank, then the undersigned will be deemed to have selected choice 1 below.)*

- Choice 1 Ron Craigen, Chair, or failing him,
- Choice 2 Dave Crozier, Board Member, or failing him,
- Choice 3 the following person: _____

(**Print** name of selected Proxyholder)

The Proxyholder will have the power and right:

- a. to attend at the AGM on October 30, 2009 and any adjournment thereof;
- b. to act for and on behalf of the undersigned at the Meeting;
- c. to cast the number of votes which the undersigned would be entitled to cast at the AGM pursuant to the by-laws of the Corporation; and,
- d. to exercise at the AGM such powers as the undersigned could exercise if personally present at the Meeting and otherwise to act for and on behalf of the undersigned in respect of all matters that may come before the Meeting.

If desired, the Undersigned Member may provide specific direction to the Proxyholder indicating the Member's voting specifications by attaching written instructions with this Proxy. If no specification is indicated, then the votes represented by this Proxy will be voted on at the discretion of the Proxyholder so designated by the Undersigned Member with respect to any matter coming before the AGM which may require a vote by the Membership, including the election of Directors.

THE UNDERSIGNED hereby confers sole discretionary authority upon the Proxyholder to act at the Meeting and at any adjournment thereof and on behalf of and in the name of the undersigned and to cast the number of votes that the undersigned would be entitled to cast if personally present at the meeting.

THE UNDERSIGNED hereby ratifies and confirms and agrees to ratify and confirm all that the Proxyholder may lawfully do by virtue thereof with respect to any and all matters which may properly come before the AGM.

THE UNDERSIGNED hereby revokes any proxy previously given in respect of the AGM.

DATED the _____ day of _____, 2009.

Signature of Member

Print name

- A. Sign & return this Proxy to: Executive Assistant, Kitchener-Waterloo Symphony, 36 King St W Kitchener ON N2G 1A3
- B. To be valid, this Proxy must be on file with the Kitchener-Waterloo Symphony on or before Tuesday, October 27, 2009 at 4:00 pm.
- C. If this Proxy is not dated in the space provided, it is deemed to bear the date on which it was mailed by the Symphony.
- D. A Proxy may be faxed to the KWS at 519.745.4474.