

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Hudson Ltd.**

**Form: 6-K**

**Date Filed: 2019-03-25**

Corporate Issuer CIK: 1714368

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16  
OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2019  
Commission File Number: 001-38378

**Hudson Ltd.**

(Translation of registrant's name into English)

4 New Square  
Bedfont Lakes  
Feltham, Middlesex TW14 8HA  
United Kingdom  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Hudson Ltd.**

By: /s/ Adrian Bartella

\_\_\_\_\_  
Name: Adrian Bartella

Title: Chief Financial Officer

Date: March 25, 2019

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## EXHIBIT INDEX

Exhibit	Description
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No.	
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<a href="#">99.1</a>	Hudson Ltd. – Notice of 2019 Annual General Meeting of Shareholders
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<a href="#">99.2</a>	Hudson Ltd. Proxy Statement
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<a href="#">99.3</a>	Form of Proxy Card
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**NOTICE OF****2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

25 March 2019

To the shareholders of Hudson Ltd.:

Notice is hereby given that the 2019 Annual General Meeting of Shareholders (the "Annual General Meeting") of Hudson Ltd., an exempted company limited by shares under the Companies Act 1981 of Bermuda as amended (the "Company"), will be held at the Four Seasons Park Lane Hotel, Hamilton Place, Park Lane, London, W1J 7DR, United Kingdom on 7 May 2019, at 9:00 a.m., local time, for the following purposes:

1. To elect three Class II Directors to serve three-year terms on the Board of Directors until the 2022 annual general meeting of shareholders of the Company or until their respective offices shall otherwise be vacated pursuant to the Company's bye-laws.
2. To appoint Ernst & Young AG as independent registered public accounting firm for the Company for the fiscal year ending 31 December 2019 and authorize the Company's Audit Committee to fix their remuneration.

We will also present at the Annual General Meeting the financial statements for the year ended 31 December 2018 and auditors' report thereon and lay them before the shareholders in accordance with Bermuda law.

The Board of Directors has fixed the close of business in the City of New York on 15 March 2019 as the record date for the Annual General Meeting (the "Record Date"), and only holders of record of Class A common shares and Class B common shares of the Company at such time will be entitled to notice of, to attend and to vote at the Annual General Meeting or any adjournment or postponement thereof. The foregoing items of business are more fully described in the proxy materials for the Annual General Meeting.

Only shareholders and their legal proxy holders may attend the Annual General Meeting. For specific instructions on how to attend the Annual General Meeting in person or to appoint a proxy, please refer to "Attendance at the Annual General Meeting" in the Company's proxy materials.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 7 MAY 2019:**

**THE COMPANY'S PROXY MATERIALS AND ANNUAL REPORT ON FORM 20-F FOR THE FISCAL YEAR ENDED 31 DECEMBER 2018 (INCLUDING THE COMPANY'S FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON) ARE AVAILABLE AT [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM).**

By order of the Board of Directors,

/s/ Juan Carlos Torres Carretero  
Juan Carlos Torres Carretero  
Chairman of the Board of Directors

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## GENERAL INFORMATION

This Proxy Statement is being provided to solicit proxies on behalf of the Board of Directors of Hudson Ltd, an exempted company limited by shares under the Companies Act 1981 of Bermuda as amended (the “Company,” “Hudson Group,” “we” or “us”) for use at the Company’s 2019 Annual General Meeting of Shareholders (the “Annual General Meeting”) to be held at the Four Seasons Park Lane Hotel, Hamilton Place, Park Lane, London, W1J 7DR, United Kingdom on 7 May 2019, at 9:00 a.m., local time, and any adjournment or postponement thereof. We expect to mail this Proxy Statement, together with the Notice of 2019 Annual General Meeting of Shareholders (the “Notice”) and a proxy card, to shareholders of record as of the Record Date (as defined below) on or about 25 March 2019.

### Foreign Private Issuer

We are a “foreign private issuer” within the meaning of Rule 3b-4 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as a result, we are not required to comply with U.S. federal proxy requirements.

### Record Date

The Board of Directors has fixed the close of business in the City of New York on 15 March 2019, as the record date for the Annual General Meeting (the “Record Date”), and only holders of record of Class A common shares and Class B common shares of the Company at such time (“Shareholders of Record”) will be entitled to notice of, to attend and to vote at the Annual General Meeting or any adjournment or postponement thereof.

### Annual General Meeting Materials

We intend to mail the Notice, this Proxy Statement and a proxy card to our Shareholders of Record on or about 25 March 2019.

### Who May Vote

Only Shareholders of Record will be entitled to notice of, to attend and to vote at, the Annual General Meeting. On the Record Date, 39,379,571 Class A common shares were issued and outstanding and 53,093,315 Class B common shares were issued and outstanding. Each Class A common share is entitled to one vote at the Annual General Meeting, and each Class B common share is entitled to ten votes at the Annual General Meeting.

### What Constitutes a Quorum

Shareholders may not take action at the Annual General Meeting unless there is a quorum present at the meeting. A meeting of shareholders is duly constituted, and a quorum is present, if there are one or more persons present at the meeting and representing in person or by proxy at least 15% of the total voting rights of all issued and outstanding shares in the Company; provided that for so long as there are any Class B common shares issued and outstanding, at least one holder of Class B common shares shall be required to be present in person or represented by proxy to constitute a quorum.

Broker non-votes (as described below) will not be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes. Abstentions will be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes.

### Broker Non-Votes and Abstentions

Broker non-votes occur when brokers holding shares in street name for beneficial owners do not receive instructions from the beneficial owners about how to vote their shares. An abstention occurs when a shareholder withholds such shareholder’s vote by checking the “ABSTAIN” box on the proxy card, or similarly elects to abstain via Internet or telephone voting.

Based on current New York Stock Exchange (“NYSE”) rules, your broker will NOT be able to vote your shares with respect to the election of directors if you have not provided instructions to your broker. We strongly encourage you to provide instructions to your broker to vote your common shares and exercise your right as a shareholder. As such, only those votes cast “FOR” or “AGAINST” are counted for the purposes of determining the number of votes cast in connection with the proposal to elect directors (Proposal 1). Abstentions and broker non-votes have no effect on the outcome of Proposal 1.

### Vote Required

*Proposal No. 1:* Under applicable Bermuda law and our Bye-laws, directors are elected by the affirmative vote of a simple majority vote of all votes cast at the Annual General Meeting, if a quorum is present. Our Bye-laws do not provide for cumulative voting.

## Voting Process and Revocation of Proxies

If you are a Shareholder of Record, there are three ways to vote by proxy:

- *By Internet* — You can vote over the Internet at <http://www.proxyvote.com> by following the instructions in the Notice and the proxy card. You will need to enter your control number, which is a 16-digit number located in a box on your proxy card that is included with your proxy materials. We encourage you to vote by Internet.
- *By Telephone* — You may vote and submit your proxy by calling toll-free 1-800-690-6903 and providing your control number, which is a 16-digit number located in a box on your proxy card that is included with your proxy materials.
- *By Mail* — You can vote by mail by marking, dating, signing and returning the proxy card in the postage-paid envelope.

Telephone and Internet voting facilities for Shareholders of Record will be available 24 hours a day and will close at 11:59 p.m. Eastern Daylight Time on 3 May 2019. Submitting your proxy by any of these methods will not affect your ability to attend the Annual General Meeting in-person and vote at the Annual General Meeting. However, in-person attendance at the Annual General Meeting is subject to certain verification procedures described in the item "Attendance at the Annual General Meeting" below.

If your Class A common shares are held in "street name," meaning you are a beneficial owner with your shares held through a bank or brokerage firm, you will receive instructions from your bank or brokerage firm on behalf of Cede & Co., who is the holder of record of your shares. You must follow the instructions of the holder of record in order for your shares to be voted. Telephone and Internet voting may also be offered to shareholders owning shares through certain banks and brokers, according to their individual policies.

The Company has retained Broadridge as an independent tabulator to receive and tabulate the proxies.

If you submit proxy voting instructions and direct how your shares will be voted, the individuals named as proxies will vote your shares in the manner you indicate. If you submit proxy voting instructions but do not direct how your shares will be voted, the individuals named as proxies will vote your shares "FOR" each of the proposals at the Annual General Meeting as set out in the Notice of 2019 Annual General Meeting of Shareholders and this Proxy Statement.

A shareholder who has given a proxy may revoke it at any time before it is exercised at the Annual General Meeting by:

- attending the Annual General Meeting and voting in person;
- voting again by the Internet or telephone (only the last vote cast by each shareholder of record will be counted), provided that the shareholder does so before 11:59 p.m. Eastern Daylight Time on 3 May 2019;
- delivering a written notice, at the address given below, bearing a date later than that indicated on the proxy card or the date you voted by Internet or telephone, but prior to the date of the Annual General Meeting, stating that the proxy is revoked; or
- signing and delivering a subsequently dated proxy card prior to the vote at the Annual General Meeting.

You should send any written notice or new proxy card to Vote Processing, c/o Broadridge, at 51 Mercedes Way, Edgewood, NY 11717, USA.

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If you are a registered holder you may request a new proxy card by calling Broadridge at 1-800-690-6903, or visit <http://www.proxyvote.com> to submit a request online.

Any shareholder owning shares in street name may change or revoke previously given voting instructions by contacting the bank or brokerage firm holding the Class A common shares or by obtaining a legal proxy from such bank or brokerage firm and voting in person at the Annual General Meeting. Your last vote, prior to or at the Annual General Meeting, is the vote that will be counted.

#### **Attendance at the Annual General Meeting**

Only shareholders or their legal proxy holders are invited to attend the Annual General Meeting. To be admitted to the Annual General Meeting, you will need to mail proof of ownership of common shares of the Company as of the Record Date to the Company prior to attending. If you hold your Class A common shares in street name through a bank or brokerage firm, a brokerage statement reflecting your ownership as of the Record Date or a letter from a bank or broker is sufficient proof of ownership. A copy of the proxy card, brokerage statement or letter must be received by the Company at Hudson Ltd., Attn: Deborah Belevan, One Meadowlands Plaza, East Rutherford, NJ 07073, USA by 11:59 p.m. Eastern Daylight Time on 3 May 2019, and the appointment of such proxy which is not received in this manner or by this date will be invalid. The chairman of the Annual General Meeting under the Company's Bye-laws has discretion to determine the validity of a proxy, and such chairman's decision is final. To attend the meeting, a form of photo identification (such as a driver's license or passport) and valid proof of ownership of our Class A common shares or a valid legal proxy must also be provided in person.

#### **Solicitation of Proxies**

We will pay the cost of soliciting proxies for the Annual General Meeting. We may solicit by mail, telephone, personal contact and electronic means and arrangements are made with brokerage houses and other custodians, nominees and fiduciaries to send the Notices, and if requested, other proxy materials, to beneficial owners.

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**PROPOSAL NOS. 1, 2 AND 3  
ELECTION OF DIRECTORS**

**Proposals No. 1, 2 and 3 – Board Composition and Election of Directors**

Our Board of Directors has nominated the following individuals as nominees for election as Class II Directors of our Board of Directors at the Annual General Meeting, to serve three-year terms until the Company’s 2022 annual general meeting or until their respective offices shall otherwise be vacated pursuant to the Company’s By-laws:

- Proposal 1: To elect James Cohen as a Class II Director of the Company;
- Proposal 2: To elect Mary J. Steele Guilfoile as a Class II Director of the Company; and
- Proposal 3: To elect James E. Skinner as a Class II Director of the Company.

Each of these nominees currently serves as a member of our Board of Directors.

The following table lists each of our nominees for the Board of Directors, and their respective ages and current positions with the Company:

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Class</b>
James Cohen	60	Deputy Chairman	Class II
Mary J. Steele Guilfoile	64	Director	Class II
James E. Skinner	65	Director	Class II

The following is a brief biography of each of our nominees to the Board of Directors:

**James Cohen** has been a member of the Company’s Board of Directors since 2018. Mr. Cohen is a Deputy Chairman of the Board of Directors and Chairman of its Nomination and Remuneration Committee. Mr. Cohen served as a member of the board of directors of Dufrey AG from 2009 to 2016. In 1980, he joined his family’s wholesale magazine distribution business, Hudson County News Company. In 1984, he founded the Hudson News travel retail business; he has been President & Chief Executive Officer of Hudson Media Inc. since 1994. Hudson Media Inc. continues today as Hudson News Distributors, the leading magazine distributor in the Eastern United States. In addition, Mr. Cohen is the Chairman and Chief Executive Officer of Hudson Capital Properties, an owner and developer of multi-family rental properties located predominantly in the Southeastern and Midwestern United States, and serves on the board of directors of COMAG Marketing Group, LLC. Mr. Cohen holds a bachelor’s degree in economics from the Wharton School of the University of Pennsylvania.

**Mary J. Steele Guilfoile** has been a member of the Company’s Board of Directors since 2018 and is the Chairwoman of its Audit Committee. Ms. Guilfoile is currently Chairman of MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm, and is a Partner of The Beacon Group, LP, a private investment group. Ms. Guilfoile served as Executive Vice President and Corporate Treasurer at JPMorgan Chase & Co. and as Chief Administrative Officer of its investment bank from 2000 through 2002, and previously served as a Partner, CFO and COO of The Beacon Group, LLC, a private equity, strategic advisory and wealth management partnership, from 1996 through 2000. She has been a member of the boards of directors of C.H. Robinson Worldwide, Inc. since 2012, currently serving as a member of the audit committee, The Interpublic Group of Companies, Inc. since 2007, currently serving as the chair of the compensation and governance committees, member of the executive and the corporate governance committees and Pitney Bowes Inc., since 2018, currently serving as a member of the audit and finance committees. Ms. Guilfoile holds a bachelor’s degree in accounting from Boston College Carroll School of Management and a master’s degree in business administration from Columbia Business School, and is a certified public accountant.

**James E. Skinner** has been a member of the Company’s Board of Directors since 2018. Mr. Skinner served as Vice Chairman of The Neiman Marcus Group LLC from July 2015 until his retirement in February 2016. Mr. Skinner previously held a variety of positions at The Neiman Marcus Group LLC from 2001, including Executive Vice President, Chief Operating Officer and Chief Financial Officer. In 2000, Mr. Skinner served as Senior Vice President and Chief Financial Officer of CapRock Communications Corporation. From 1991 to 2000, Mr. Skinner served in several positions with CompUSA Inc., including Executive Vice President and Chief Financial Officer beginning in 1994. Mr. Skinner also served as a partner with Ernst & Young LLP from 1987 until 1991. Mr. Skinner has served as a member of the board of directors of Fossil Group, Inc. since 2007 and Ares Commercial Real Estate Corporation since 2016. Mr. Skinner holds a bachelor’s degree in business administration and accounting from Texas Tech University and is a certified public accountant in Texas.

**Vote Required and Board Recommendation**

If a quorum is present, Proposals 1, 2 and 3 shall be passed by a simple majority vote of all votes cast at the Annual General Meeting. Abstentions and broker non-votes will have no effect on the vote.

**Our Board of Directors unanimously recommends a vote “FOR” Proposals 1, 2 and 3 regarding the election of the three (3) nominees named above. Unless contrary voting instructions are provided, the persons named as proxies will vote “FOR” the election of the three (3) nominees named above to hold office as directors until the 2022 annual general meeting of shareholders or until their respective offices shall otherwise be vacated.**



**PROPOSAL NO. 4 AND 5  
AUDITORS**

**Proposal No. 4 – Appointment of Auditors**

The Company, at each annual general meeting, is to appoint auditors to hold office until the close of the next such meeting. Ernst & Young AG has been recommended by the Board of Directors and the Audit Committee to serve as the independent registered public accounting firm for the Company for the fiscal year ending 31 December 2019 and they have accepted the appointment, subject to their appointment by the Company's shareholders at the Annual General Meeting. Accordingly, it is proposed by Proposal 4 to appoint Ernst & Young AG as auditors to the Company to hold office until the close of the next such meeting.

**Proposal No. 5 – Auditors Remuneration**

It is proposed by Proposal No. 5 to authorize the Audit Committee, which is composed of three independent Directors, to fix the remuneration of Ernst & Young AG for the fiscal year ending 31 December 2019.

**Vote Required and Board Recommendation**

If a quorum is present, Proposals 4 and 5 shall be passed by a simple majority vote of all votes cast at the Annual General Meeting. Abstentions and broker non-votes will have no effect on the vote.

**Our Board of Directors unanimously recommends a vote "FOR" Proposal 4 to appoint Ernst & Young AG to serve as the Company's independent registered public accounting firm for the fiscal year ending 31 December 2019. Our Board of Directors unanimously recommends a vote "FOR" Proposal 5 to authorize the Company's Audit Committee to determine the remuneration of Ernst & Young AG. Unless contrary voting instructions are provided, the persons named as proxies will vote "FOR" Proposal 4 to appoint Ernst & Young AG to serve as the Company's independent registered public accounting firm for the fiscal year ending 31 December 2019 and "FOR" Proposal 5 to authorize the Company's Audit Committee to determine the remuneration of Ernst & Young AG for the fiscal year ending 31 December 2019.**

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## ANNUAL REPORT AND ACCOUNTS

The Board of Directors will present to shareholders at the Annual General Meeting the financial statements for the year ended 31 December 2018, together with the Auditors' report thereon and lay them before the shareholders in accordance with Bermuda law. Our 2018 Annual Report on Form 20-F (including the financial statements and auditors' report thereon) is available for shareholders to view or download at [www.proxyvote.com](http://www.proxyvote.com) under Hudson Ltd. The 2018 Annual Report on Form 20-F is also available on the Investor Relations page of our website at [www.investors.hudsongroup.com](http://www.investors.hudsongroup.com). Shareholders may request copies of the 2018 Annual Report by contacting us at [investorrelations@hudsongroup.com](mailto:investorrelations@hudsongroup.com) or writing to: Hudson Ltd., Attn: Investor Relations, One Meadowlands Plaza, East Rutherford, NJ 07073, USA.

## SHAREHOLDER COMMUNICATIONS

Shareholders and interested parties may contact any of the Company's directors, including the Chairman, or any committee of the Board by sending an email to [investorrelations@hudsongroup.com](mailto:investorrelations@hudsongroup.com) or writing them as follows:

Hudson Ltd.  
Attn: Investor Relations  
Bedfont Lakes  
Feltham, Middlesex TW14 8HA  
United Kingdom

## OTHER MATTERS

Our Board of Directors has no knowledge of any other matters to be presented at the Annual General Meeting other than those described herein. If any other business properly comes before the shareholders at the Annual General Meeting, however, it is intended that the proxy holders will vote on such matters in accordance with their discretion.

**YOUR VOTE IS IMPORTANT. OUR BOARD OF DIRECTORS URGES YOU TO VOTE VIA INTERNET, TELEPHONE OR BY MARKING, DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD.**

Feltham, Middlesex, United Kingdom  
25 March 2019

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**HUDSON LTD.  
4 NEW SQUARE  
BEDFONT LAKES  
FELTHAM, MIDDLESEX TW14 8HA  
UNITED KINGDOM**

**2019 ANNUAL GENERAL MEETING**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 3, 2019. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903 (USA)**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 3, 2019. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**


Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, USA. Only votes received by 11:59 P.M. ET on May 3, 2019 will be considered.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

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KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

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**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<p><b>HUDSON LTD.</b></p> <p><b>2019 ANNUAL GENERAL MEETING</b></p>					
<p><b>The Board of Directors recommends you vote FOR the following proposals:</b></p>					
1. To elect James Cohen as a Class II Director for a 3-year term.	For	Against	Abstain	<input type="checkbox"/>	<input type="checkbox"/>
2. To elect Mary J. Steele Guilfoile as a Class II Director for a 3-year term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To elect James E. Skinner as a Class II Director for a 3-year term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Ernst & Young AG as our independent registered public accounting firm for the fiscal year ending 31 December 2019.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorize the Audit Committee to fix the remuneration of Ernst & Young AG.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>For address changes, please check this box and write them on the back where indicated. <input type="checkbox"/></p>					
<p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.</p>					
<input type="text"/> Signature (PLEASE SIGN WITHIN BOX)		<input type="text"/> Date		<input type="text"/> Signature (Joint Owners)	
				<input type="text"/> Date	

**Important Notice Regarding the Availability of Proxy Materials for Hudson Ltd.'s 2019 Annual General Meeting:**  
The Notice and Proxy Statement and 2018 Annual Report on Form 20-F are available at [www.proxyvote.com](http://www.proxyvote.com).

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**PROXY**  
**THIS PROXY IS SOLICITED ON BEHALF OF**  
**THE BOARD OF DIRECTORS OF HUDSON LTD.**

The undersigned hereby appoints Julián Díaz González and Pascal Duclos, or either of them, as proxies, each with power to appoint his substitute, as proxy and attorney-in-fact and hereby authorizes each of them to represent and vote, as provided on the other side, all shares of Hudson Ltd. which the undersigned is entitled to vote and, in his discretion, to vote upon such other business as may properly come before the Annual General Meeting of Shareholders of the Company to be held on May 7, 2019 in London, United Kingdom or any adjournment thereof, with all powers which the undersigned would possess if present at the Meeting.

**THIS PROXY CARD, WHEN PROPERLY EXECUTED AND RECEIVED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE BUT THE CARD IS SIGNED, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES UNDER PROPOSALS 1, 2 AND 3 AND FOR PROPOSALS 4 AND 5, AND IN THE DISCRETION OF THE PROXIES WITH RESPECT TO SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.**

Address Changes/Comments: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**(Continued and to be marked, dated and signed, on the other side)**