

Proposed Combination of HLAoR with ABoR by Plan of Distribution; Special Meeting of Members September 8, 2026

The undersigned member of Highland Lakes Association of REALTORS®, Inc. (the "Association") hereby appoints:

Courtney Wing, President of the Association,

as my proxy, with full power of substitution, to vote on my behalf at the Special Meeting of Members to be held on September 8, 2026 at 10:00 a.m. Central Time, and at any adjournment or postponement thereof, on the following proposal as recommended by the Board of Directors of the Association and described in the accompanying letter and the materials available [HERE](#).

PROPOSED RESOLUTION: Approval of the proposed transactions:

RESOLVED, that the Association be wound up and its assets be distributed to Austin Board of REALTORS® in accordance with the Plan of Distribution attached hereto as [Exhibit A](#), which is hereby approved and adopted.

- ☐ FOR Proposed Resolution
- ☐ AGAINST Proposed Resolution

A vote FOR the Proposed Resolution approves transactions described above. If the Proposed Resolution is not approved, the transactions will not take effect and the Association will continue to operate as it does currently.

This proxy will be voted as directed above. If neither voting option is selected, the proxy will be invalid and no vote will be cast on the member's behalf. This proxy may be revoked at any time before it is voted and, unless otherwise specified, expires 11 months after the date of execution.

Electronic Signature

Please type your full name to authorize this proxy.

Complete

EXHIBIT A

**PLAN OF DISTRIBUTION
OF
HIGHLAND LAKES ASSOCIATION OF REALTORS®, INC.**

This Plan of Distribution (the “Plan”) of Highland Lakes Association of REALTORS®, Inc., a Texas nonprofit corporation (the “Corporation”), is intended to accomplish the winding up and complete liquidation of the Corporation and is as follows:

1. The Plan shall be and become effective upon its approval by the directors of the Corporation and its approval and adoption by the members of the Corporation in accordance with the laws of the State of Texas.
2. After approval and adoption of the Plan, the Corporation shall cease to carry on its business, except insofar as may be necessary for the winding up thereof.
3. The officers of the Corporation shall manage the process of winding up the business and affairs of the Corporation.
4. The Corporation shall collect its assets, pay, satisfy or discharge all its debts, liabilities, and obligations, or make adequate provision for payment, satisfaction or discharge thereof, and do all other acts required to liquidate its business and affairs, except that if the properties and assets of the Corporation are not sufficient to pay, satisfy, or discharge all the Corporation’s debts, liabilities, and obligations, the Corporation shall apply its properties and assets so far as they will go to the just and equitable payment, satisfaction, or discharge of its debts, liabilities, and obligations, or shall make adequate provision for such application.
5. As soon as practicable, the Corporation shall:
 - (a) distribute in complete liquidation the remainder of its properties and assets, either in cash or in kind, to Austin Board of REALTORS®, a Texas nonprofit corporation, (less any assets retained to meet claims, including unascertained or contingent liabilities or expenses, and specifically set aside for that purpose); and
 - (b) formally terminate in accordance with the laws of the State of Texas.