

VALLEY POND CORP. — PROXY FOR 2020 SPECIAL SHAREHOLDERS MEETING

The undersigned Shareholder hereby appoints Peter Blackler and Allison Easton, or either of them with full power of substitution, attorneys and proxies to represent the undersigned at the **Special Meeting** of the Shareholders of the Valley Pond Corporation, a Massachusetts corporation, to be held on **Wednesday, March 18, 2020, at 8:00 PM in the Donaldson Auditorium**, Lincoln Brooks School, Ballfield Rd., Lincoln, MA, to vote in the name and place of the undersigned with all the powers which the undersigned would possess if personally present, all of the regular common shares of the Corporation standing in the name of the undersigned, upon such business as may properly come before the meeting, including the following:

Nominated slate to serve as Directors for 3-year terms to end in spring 2023:
Elizabeth Lieblich, Alice Waugh, and Laura Taylor.

For the above slate ____ **Against the above slate** ____

If no choice is made, the shares represented hereby will be voted **in favor** of the nominated slate of Directors. This proxy is solicited by the Directors. Receipt of a copy of the Notice of Special Meeting is hereby acknowledged. Please date and sign this Proxy and **return it WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING.**

Date: _____, 2020

Signature: _____

Print name: _____