

NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixteenth (“16th”) Annual General Meeting (“AGM”) of JCBNEXT BERHAD (“JcbNext” or “the Company”) will be conducted fully virtual via Remote Participation Voting (“RPEV”) facilities for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Date : Friday, 17 July 2020
Time : 10.30 a.m.
Meeting Platform : <https://web.lumiagm.com/>
Broadcast Venue : 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan Malaysia
Mode of Communication : 1) Submit questions to the Board prior to the 16th AGM by emailing to ir@jcbnext.com no later than 5.00 p.m., Friday, 10 July 2020.
2) Post questions to the Board via real time submission of typed text at <https://web.lumiagm.com/> during live streaming of 16th AGM.

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon
(Please refer to Note 1 of the Explanatory Notes)
- To approve the payment of Final Dividend of 4.0 sen per ordinary share under single-tier system in respect of the financial year ended 31 December 2019.
Ordinary Resolution 1
- To approve the Directors’ Fees up to an aggregate amount of RM262,000.00 for the financial year ending 31 December 2020 and Benefits Payable to Non-Executive Directors up to an aggregate amount of RM38,000.00 for the period from the date of AGM until the next AGM of the Company in year 2021 and the payment thereof.
Ordinary Resolution 2
- To re-elect Datuk Ali bin Abdul Kadir who is retiring under Clause 96 of the Constitution of the Company.
Ordinary Resolution 3
- To re-elect Ms Cindy Eunbyol Ko who is retiring under Clause 103 of the Constitution of the Company.
Ordinary Resolution 4
- To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.
Ordinary Resolution 5

As Special Business

To consider and, if thought fit, to pass the following resolutions:

- Proposed Renewal of Authority to Allot Shares pursuant to Section 76 of the Companies Act 2016**
“THAT pursuant to Section 76 of the Companies Act 2016 (the “Act”), the Directors be and are hereby authorised to allot and issue shares in the Company at any time and from time to time until the conclusion of the next AGM of the Company upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) at the time of issue, subject always to the approval of all the relevant regulatory bodies being obtained for such allotment and issue.”
Ordinary Resolution 6
- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares of up to 10% of its Total Number of Issued Shares (“Proposed Share Buy-Back”)**

“THAT subject to the Act, rules, regulations and orders made pursuant to the Act, provisions of the Constitution of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised, to the extent permitted by law, to make purchases of ordinary shares comprised in the Company’s total number of issued shares, such purchases to be made through Bursa Securities and to take all such steps as necessary (including opening and maintaining of a central depositories account under the Securities Industry (Central Depositories Act 1991) and enter into any agreements, arrangements, and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities from time to time subject further to the following:

- the maximum aggregate number of ordinary shares in the Company (“JcbNext Shares”) which may be purchased and/or held by the Company shall not exceed ten per centum (10%) of the total number of issued shares of the Company, subject to the provisions of the Listing Requirements;
- the maximum funds to be allocated by the Company for the purpose of purchasing the JcbNext Shares under the Proposed Share Buy-Back shall not exceed the retained profits of the Company for the time being. Based on the audited financial statements of the Company for the financial year ended 31 December 2019, the audited retained profits of the Company stood at approximately RM80.61 million;
- the authority conferred by this resolution to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this ordinary resolution and will continue to be in force until:
 - the conclusion of the next AGM of the Company, following the general meeting at which this resolution was passed at which time it will lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions but not as to prejudice the completion of purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority;
 - the expiration of the period within which the next AGM after that date is required by law to be held; or
 - revoked or varied by ordinary resolution passed by the shareholders in general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of JcbNext Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority; and

upon the purchase(s) of JcbNext Shares by the Company, the Directors of the Company be and are hereby authorised to decide at their absolute discretion to either cancel any portion or all of JcbNext Shares so purchased or to retain JcbNext Shares so purchased as treasury shares, and to deal with such treasury shares in the manner as set out in Section 127 of the Act and the Listing Requirements and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the purchase(s) of the JcbNext Shares by the Company with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the JcbNext Shares.”

Ordinary Resolution 7

- To transact any other business of which due notice shall have been given in accordance with the Constitution of the Company and the Act.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the 16th AGM to be held on Friday, 17 July 2020, a Final Dividend of 4.0 sen per ordinary share under single-tier system in respect of the financial year ended 31 December 2019 will be paid to shareholders on 13 August 2020. The entitlement date for the said dividend shall be on 28 July 2020.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

- Shares transferred into the Depositor’s securities account before 4.00 p.m. on 28 July 2020 in respect of the transfers; and
- Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

BY ORDER OF THE BOARD

TAI YIT CHAN
(SSM PC No. 202008001023)
(MAICSA 7009143)

WONG WEI FONG
(SSM PC No. 201908001352)
(MAICSA 7006751)
Company Secretaries

Selangor Darul Ehsan
Date: 19 June 2020

NOTES :

- Precautionary measures against COVID-19 pandemic**
 - In light of the current COVID-19 pandemic and having regard to the well-being and safety of our Shareholders, the 16th AGM shall be held as a fully virtual meeting where shareholders are only allowed to participate remotely via live streaming and online voting using RPEV facilities which are available on Boardroom Smart Investor Portal at <https://web.lumiagm.com/>. Please follow the procedures provided in the Administrative Details of the 16th AGM in order to register, participate and vote remotely via RPEV facilities.
 - With RPEV facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of the Company) and vote at the 16th AGM, in the comfort of your home. Shareholders may use the query box facility to submit questions real time during the AGM or e-mail questions to ir@jcbnext.com no later than 5.00 p.m., Friday, 10 July 2020.
 - The venue of the 16th AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue (Broadcast Venue) and to facilitate the conduct of the fully virtual meeting. **No Shareholders/Proxy(ies) from the public shall be physically present at the Broadcast Venue.**
- Proxy**
 - Since the 16th AGM will be conducted via a fully virtual meeting, all Shareholders are advised to participate in the 16th AGM remotely by registering yourself at <https://boardroomlimited.my> so that you would be able to participate in the virtual 16th AGM at <https://web.lumiagm.com/>.
 - A member entitled to attend and vote is entitled to appoint not more than two (2) proxies. Where a member appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointment shall be invalid. There shall be no restriction as to the qualification of the proxy.
 - If a Shareholder of the Company entitled to attend and vote at a meeting of the Company is not able to participate in the 16th AGM via RPEV facilities on Friday, 17 July 2020, in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, released by Securities Commission Malaysia on 18 April 2020 and revised on 11 June 2020 (“SC Guidance Note”), we strongly encourage all Shareholders to appoint the Chairman of the Meeting as his/her Proxy and indicate the voting instructions in the instrument appointing a Proxy (Proxy Form).
 - Where a member is an exempt authorised nominee which holds shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
 - The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:
In Hardcopy Form

The Hardcopy Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

The Proxy Form shall be deposited at the Share Registrar’s Office of the Company, Boardroom Share Registrar Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof.

By Electronic Means

The Proxy Form may be submitted:

- to the Share Registrar of the Company, Boardroom Share Registrar Sdn. Bhd. via e-mail to bsr.helpdesk@boardroomlimited.com, not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof; or
- via electronic means (“e-Proxy”) through the Boardroom Share Registrar’s smart investor portal at <https://boardroomlimited.my> by logging in and selecting “E-PROXY LODGEMENT” not less than forty-eight (48) hours before the time set for holding the AGM or any adjournment thereof (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

3. Shareholders entitled to participate and vote

In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 July 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf.

4. Voting

- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the Notice of the 16th AGM will be put to vote by way of poll.
- If no name is inserted in the space provided for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- The lodging of a form of proxy does not preclude a member from attending and voting at the meeting should the member subsequently decide to do so.
- Please refer to the voting procedure as specified in the Administrative Details of the 16th AGM.
- Upon completion of the voting session for the 16th AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the Meeting’s declaration whether the resolutions are duly passed.

EXPLANATORY NOTES

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolution 2 – Directors’ Fees and Benefits Payable

The amount of Directors’ Fee payable includes fee payable to Directors as a member of Board and Board Committees. The amount of Benefits Payable to Non-Executive Directors comprise meeting allowances only. Other than the Directors’ Fees and Benefits Payable from the Company, the Non-Executive Directors do not receive any Directors’ Fees or Benefits Payable from any of the subsidiaries with JcbNext Group.

In the event that the proposed Directors’ Fees and Benefits Payable during the above period exceed the estimated amount sought at the 16th AGM, approval will be sought at the next AGM for additional Directors’ Fees and Benefits Payable to meet the shortfall.

3. Ordinary Resolution 6 – Proposed Renewal of Authority to Allot Shares pursuant to Section 76 of the Act

The Company had, during its Fifteenth AGM held on 27 June 2019, obtained its shareholders’ approval for the general mandate for issuance of shares pursuant to Section 76 of the Act. As at the date of this notice, the Company has not issued any shares pursuant to that mandate.

Ordinary Resolution 6 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisitions.

4. Ordinary Resolution 7 - Proposed Share Buy-Back

The proposed Ordinary Resolution 7, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of JcbNext Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company following the 16th AGM is required by law to be held.

Further information on the Proposed Share Buy-Back is set out in the Statement to Shareholders dated 19 June 2020 which was despatched together with this Annual Report.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

JcbNext Berhad
[Registration No. 200401002875 (641378-W)]

Administrative Details of the Sixteenth (“16th”) Annual General Meeting

Meeting Date	: Friday, 17 July 2020
Time	: 10.30 a.m.
Meeting Platform	: https://web.lumiagm.com/
Broadcast Venue	: 12th Floor, Menara Symphony No. 5, Jalan Prof. Khoo Kay Kim Seksyen 13, 46200 Petaling Jaya Selangor Darul Ehsan Malaysia
Mode of Communication	: 1) Submit questions to the Board prior to the 16 th Annual General Meeting (“AGM”) by emailing to ir@jcbnext.com no later than 5.00 p.m., Friday, 10 July 2020. 2) Post questions to the Board via real time submission of typed text at https://web.lumiagm.com/ during live streaming of the 16 th AGM.

Dear Shareholders,

In light of the COVID-19 pandemic and having regard to the well-being and safety of our Shareholders, the 16th AGM of JcbNext Berhad (“the Company”) will be conducted **fully virtual** through live streaming and online remote voting via **REMOTE PARTICIPATION ELECTRONIC VOTING (“RPEV”)** facilities. This is in line with the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers, released by Securities Commission Malaysia on 18 April 2020 and revised on 11 June 2020.

In line with the Malaysian Code on Corporate Governance Practice 12.3, by conducting a virtual AGM, this would promote greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM. **No Shareholders/Proxies/Corporate Representatives from the public shall be physically present nor admitted at the Broadcast Venue on the day of the AGM.**

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

Digital Copies of Annual General Meeting Documents

The following documents are available for download from Bursa Malaysia Berhad and the Company’s website at https://www.jcbnext.com/?page_id=183:-



1. Annual Report 2019;
2. Corporate Governance Report 2019;
3. Notice of the 16th AGM;
4. Proxy Form;
5. Administrative Details of the 16th AGM; and
6. Statement to Shareholders in relation to Proposed Renewal of Authority for the Company to purchase its own Ordinary Shares of up to Ten Percent (10%) of Total Number of Issued Shares dated 19 June 2020 (“Statement to Shareholders”)

If you wish to receive a printed black and white copy of the Annual Report 2019 and/or Statement to Shareholders, please email your request to ir@jcbnext.com accompanied by your full name, CDS Account Number, full mailing address and telephone number. The Annual

Report 2019 and/or Statement to Shareholders will be delivered to you within four (4) market days from the date of receipt of the written request.

Procedures for RPEV Facilities

Procedure		Action
Before the day of the AGM		
1.	Register Online with Boardroom Smart Investor Portal	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> Access website https://boardroomlimited.my Click <<Login>> and click <<Register>> to sign up as a user. Complete registration and upload softcopy of MyKAD (for Malaysian) front and back or Passport (for non-Malaysian). Please enter a valid email address. Your registration will be verified and approved within one business day and an email notification will be provided.
Procedure		Action
Before the day of the AGM		
2.	Submit request for remote participation	<p>Registration for remote access will be opened on Saturday, 20 June 2020. Please note that the closing time to submit your request is on Wednesday, 15 July 2020 at 10.30 a.m. (48 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> Log in to https://boardroomlimited.my Select “Hybrid/Virtual Meeting” from main menu and select the correct Corporate Event “JCB 16th AGM” Virtual AGM. Enter your CDS Account. Read and agree to the terms & condition and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKAD (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form of Proxy to submit the request. Please provide a copy of Corporate Representative’s MyKad (for Malaysian) front and back or Passport (for non-Malaysian) as well as his/her email address.
3	Email notification	<ol style="list-style-type: none"> You will receive notification(s) from Boardroom Share Registrars Sdn. Bhd. (“Boardroom”) that your request(s) has been received and is/are being verified. Upon system verification against the General Meeting Record of Depositories as at 10 July 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password.

On the day of the AGM		
4.	Login to Meeting Platform	<p>a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM.</p> <p>b. The Meeting Platform can be accessed via one of the following:-</p> <ul style="list-style-type: none"> ➤ Download the free Lumi AGM application from Apple App Store or Google Play Store; ➤ Scan the QR Code provided in the email notification; ➤ Navigate to the website at https://web.lumiagm.com/ <p>c. Insert the Meeting ID and sign in with the user ID and password provided to you via the email notification in Step 3.</p>
5.	Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the  broadcast icon.</p> <p>b. If you would like to ask a question during the AGM, select the  messaging icon.</p> <p>c. Type your message within the chat box, once completed click the send button.</p>
6.	Voting	<p>a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices.</p> <p>b. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press “Cancel”.</p>
7.	End of Participation	Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the Messaging window will be disabled.

Entitlement to Participate the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on **10 July 2020** (General Meeting Record of Depositors) shall be eligible to participate the meeting or appoint proxy(ies) to participate on his/her behalf.

Proxy

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar’s office not less than forty-eight (48) hours before the time appointed for holding the meeting. Details of our Share Registrar’s office can be found in the enquiry section of this document.

Alternatively, you may deposit your proxy form(s) by electronic means through the Boardroom’s smart investor portal at <https://boardroomlimited.my> by logging in and selecting “E-PROXY LODGEMENT”.

Revocation of Proxy

If you have submitted your Proxy Form and subsequently decide to appoint another person or wish to participate in our virtual AGM personally, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Distribution of Vouchers or Door Gifts

There will be no distribution of vouchers or door gifts for the participation in the AGM.

No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.):-

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia
General Line : 603-7890 4700
Fax Number : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.