ICON OFFSHORE

ICON OFFSHORE BERHAD Reg. No. 201201011310 (984830-D) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Icon Offshore Berhad ("Icon" or "Company") will be conducted on a virtual basis at the broadcast venue of Icon's Boardroom, 16-01, Level 16, Menara Tan & Tan, 207, Jalan Tun Razak, 50450 Kuala Lumpur, Wilayah Persekutuan via remote participation and electronic voting facilities on Wednesday, 31 May 2023 at 12:30 p.m. or immediately following the conclusion or adjournment (as the case may be) of another Extraordinary General Meeting which is scheduled to be held on a virtual basis on the same day at 11:30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED TERMINATION OF THE COMPANY'S EXISTING EMPLOYEES' SHARE SCHEME ("PROPOSED TERMINATION OF EXISTING ESS"

"THAT, subject to the passing of Ordinary Resolution 2, as well as the approvals being obtained from the relevant parties, a and is hereby given for the Company to terminate its existing employees' share scheme which was implemented on 1 Janua

AND THAT the Board of Directors of the Company ("Board" or "Directors") be and is hereby authorised and empowered to do all such acts, deeds and things as they may consider necessary, expedient and/or appropriate with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and to take all such steps and enter into all such agreements, arrangements and undertakings and to carry out any other matters as may be required to implement, complete and give full effect to the Proposed Termination of Existing ESS."

ORDINARY RESOLUTION 2

PROPOSED ESTABLISHMENT OF A NEW LONG-TERM INCENTIVE PLAN OF UP TO 5% OF THE TOTAL NUMBER OF ISSUED SHARES IN ICON OFFSHORE BERHAD (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE LONG-TERM INCENTIVE PLAN ("PROPOSED LTIP")

"THAT, subject to the passing of Ordinary Resolution 1, as well as the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, the Board, be and is hereby authorised and empowered to:

- establish, implement and administer the Proposed LTIP during the duration of the Proposed LTIP for the eligible employees of Icon and its subsidiaries ("Group") (excluding subsidiaries which are dormant, if any) who fulfil the eligibility criteria ("Eligible Persons") in accordance with the provisions of the by-laws governing the rules, terms and conditions of the Proposed LTIP ("By-Laws"), a draft of which is set out in Appendix I of the circular to the shareholders of Icon dated 15 May 2023 in relation to the Proposed LTIP ("Circular") ("Circular"):
- (circular), allot and issue and/or transfer such number of ordinary shares in Icon ("Icon Share(s)" or "Share(s)") from time to time to the Eligible Persons upon the vesting of any award of Icon Shares in writing to the Eligible Persons at no payment by the Eligible Persons ("ESGP Award(s)") and/or exercise of the share options awarded in writing to the Eligible Persons ("ESOS Option(s)") to subscribe for new Icon Shares at the prescribed exercise price, subject to the terms and conditions of the By-Laws ("ESOS Award(s)"), provided that the total number of such Icon Shares to be issued under the Proposed LTIP shall not in aggregate exceed 5% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time during the duration of the Proposed LTIP (collectively, the ESGP Award(s) and ESOS Award(s) are referred to as "LTIP Award(s)"); (ii)

or the Proposed LIP (collectively, the ESOF Award(s) and ESOS Award(s) are referred to as LIP Award(s)); Any new Shares to be issued pursuant to the exercise of ESOS Options, shall upon allotment and issuance, rank equally in all respects with the existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date of such dividends, rights, allotments and/or any other forms of distribution precedes the relevant date of allotment and issuance of the new Shares. The new Shares will be subject to all provisions of the Constitution of Icon and such amendments thereafter, if any; and

Any existing Shares and/or treasury shares transferred in satisfaction of the ESGP Award will rank equally in all respects with the existing Shares, including voting rights, and will be entitled to all dividends, rights, allotments and/or any other forms of distribution that may be declared subsequent to the date of transfer of such Shares;

- add, amend, modify and/or delete all or any part of the terms and conditions as set out in the By-Laws governing the Proposed LTIP from time to time provided that such addition, amendment, modification and/or deletion are effected in accordance with the provisions of the By-Laws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed LTIP; (iii)
- do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad for the listing of and quotation for new Icon Shares that may, hereafter from time to time, be allotted and issued under the Proposed LTIP; and (iv)
- to appoint and authorise a committee ("ESS Committee") by which the Proposed LTIP will be administered in accordance with the By-Laws by the said ESS Committee, who will be responsible for, among others, implementing and administering the Proposed LTIP. The members of the ESS Committee shall comprise such number of Directors and/or senior management personnel of the Group to be identified from time to time.

AND THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/or expedient to implement, finalise and give full effect to the Proposed LTIP;

AND THAT pursuant to Section 85 of the Companies Act 2016 ("Act") read together with Clause 58 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Icon Shares ranking equally to the existing issued Icon Shares arising from any issuance of new Icon Shares to the Eligible Persons pursuant to the Proposed LTIP;

AND THAT the draft By-Laws as set out in Appendix I of the Circular and which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), be and is hereby approved and adopted." **ORDINARY RESOLUTION 3**

PROPOSED ALLOCATION OF LTIP AWARDS TO DATO' SRI HADIAN BIN HASHIM, MANAGING DIRECTOR OF ICON PURSUANT TO THE PROPOSED LTIP

"THAT, subject to the passing of the Ordinary Resolution 2 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESS Committee, from time to time throughout the duration of the Proposed LTIP, to offer and grant Dato' Sri Hadian Bin Hashim, ESOS Options and/ or awards of Icon Shares pursuant to the Proposed ESGP under the Proposed LTIP (where applicable), in accordance with the Listing Requirements (where applicable) and/ or any prevailing guidelines issued by Bursa Malaysia Securities Berhad and/ or any other relevant authorities, as amended from time to time, for the purposes as set out in the Circular and subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the practice of the ON. the provisions of the By-Laws, provided always that:-

- (i) he does not participate in the deliberation or discussion of his own allocation;
- not more than 10% of the new Icon Shares which may be made available under the Proposed LTIP shall be allocated to him, if he, either singly or collectively through persons connected to him, holds 20% or more of the total number of issued shares of Icon (excluding treasury shares), if any; and (ii)
- subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the By-Laws, the Listing Requirements, or any prevailing guidelines issued by Bursa Malaysia Securities Berhad or any other relevant authority, as amended from time to time; (iii)

AND THAT pursuant to Section 85 of the Act read together with Clause 58 of the Constitution of the Company, the shareholders of the Company do hereby waive their pre-emptive rights to be offered new Icon Shares ranking equally to the existing issued Icon Shares arising from any issuance of new Icon Shares to Dato' Sri Hadian Bin Hashim pursuant to the Proposed LTIP;

AND THAT the Board is also authorised to issue and allot new Icon Shares and/ or transfer existing Icon Shares (including treasury shares) corresponding to the number of Icon Shares arising from the exercise of the ESOS Options and/ or pursuant to the vesting of the ESOP Award that may be awarded to him under the Proposed LTIP."

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689) CHIN MUN YEE (SSM PC NO. 201908002785) (MAICSA 7019243) TAN LOO EE (SSM PC NO. 201908002686) (MAICSA 7063694) Company Secretaries

Kuala Lumpur, Malays 15 May 2023

- (i)
- (ii)
- The broadcast venue, which is the main venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company's Constitution, which require the Chairman to be present at the main venue of the EGM. Members, provies and/or corporate representatives WILL NOT BE ALLOWED to be physically present at the broadcast venue on the day of the EGM. Members, provide and/or corporate representatives WILL NOT BE ALLOWED to be physically present at the broadcast venue on the day of the EGM. Members, provide and/or corporate representatives WILL NOT BE ALLOWED to be physically present at the broadcast venue on the day of the EGM. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the EGM via the Remote Participation and Electronic Voting facilities ("RPEV") provided by BoardroomShare Registrars Sdn. Bhd. via <u>https://meeting.bbaardroom/imited.mv/</u>. Please follow the procedures for RPEV provided in the Administrative Guide for the EGM and read the notes below in order to participate remotely via RPEV.
 In respect of deposited securities, only members whose names appear in the Record of Depositors on 25 May 2023 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the EGM via appoint proxy(les) to attend, participate, speak and vote in his stead. A member who is entitled to participate and vote at the EGM via appoint more than 1 proxy to participate and vote at the EGM via papoint unce the proportions of his shareholdings to be represented by each proxy. (iii)
- (v) (vi)

- Immerse appoints more than 1 proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by eac proxy. A proxy may but does not need to be a member of the Company. Notwithstanding this, a member entitled to participate and vote at the EGM is entitled 1 appoint any person as his proxy to participate and vote instead of the member at the EGM. There shall be no restriction as to the qualification of the prox A proxy appointed to participate and vote at the EGM shall have the same rights as the member to speak at the EGM. A member may appoint not more than 2 proxies to attend at the same EGM. Where a member of the Company is an authorised nominee as defined und the Securities Industry (Central Depositories) Act, 1991 (SICDA). It may appoint at least 1 proxy but not more than 2 proxies in respect of each securitie account it holds to which ordinary shares of the Company standing to the credit of the said securities account Where a member or the authorised nominee appoints 2 proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 1 securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee EGM, the appointment shall be invalid unless h specifies the proportions of his holdings to be represented by each proxy. An exempt authorised nominee teffers to an authorised nominee defined und the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA. The appointment of a proxy may be made by electronic means or in a hard copy form in the following manner and must be received by the Company to route:
- to vote: (a) By electronic form The form of proxy can be electronically lodged with the Share Registrar of the Company via Boardroom Smart Investor Portal at <u>https://investor.boardroomlimited.com</u> (applicable to individual members only). Kindly refer to the Administrative Guide on the procedures for electronic lodgement of form of proxy via Boardroom Smart Investor Portal. (b) In hard copy form. In the case of an appointment made in hard copy form, the form of proxy must be deposited with the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 1th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ensan.
 Please refer to the Administrative Guide for shareholders/proxies attending the EGM for further details.
- (x)

ICON OFFSHORE

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS/ PROXIES ATTENDING THE EXTRAORDINARY GENERAL MEETING ("EGM")

Date of EGM	:	Wednesday, 31 May 2023
Time	:	12:30 p.m. or immediately following the conclusion or adjournment (as the case may be) of another Extraordinary General Meeting which is scheduled to be held on a virtual basis on the same day at 11:30 a.m., whichever is later
Broadcast Venue	:	Icon Offshore Berhad's Boardroom, 16-01, Level 16, Menara Tan & Tan, 207, Jalan Tun Razak, 50450 Kuala Lumpur, Wilayah Persekutuan
Meeting Platform	:	https://meeting.boardroomlimited.my
Mode of Communication	:	 Type text in the meeting platform. The Messaging window facility will be opened concurrently with the Virtual Meeting Portal, i.e., one (1) hour before the EGM, which is from 11:30 a.m. on Wednesday, 31 May 2023. Shareholders may submit questions in advance on the EGM resolutions commencing from 9 May 2023, and in any event no later than Monday, 29 May 2023 at 12:30 p.m., via Boardroom's website at <u>https://investor.boardroomlimited.com</u> using the same user ID and password provided in Step 2 below and select "SUBMIT QUESTION" to pose questions ("Pre- EGM Meeting Questions").

Dear Shareholders,

As part of safety measures for our shareholders, Icon Offshore Berhad's ("Company") EGM will be conducted virtually by way of live streaming and online remote voting using the Remote Participation and Electronic Voting ("RPEV") facilities without physical attendance by shareholders, proxies and corporate representatives.

In line with the Malaysian Code on Corporate Governance Practice 13.3, by conducting a virtual meeting, this would facilitategreater 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 remotely (including posequestions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the virtual EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the virtual EGM.

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

Broadcast Venue

The broadcast venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and in accordance with Clause 70 of the Company's Constitution which requires the Chairman of the Meeting to be present at themain venue.

Shareholders/proxies/corporate representatives <u>WILL NOT BE ALLOWED</u> to be physically present nor will they be admitted at the broadcast venue on the day of the EGM.

Shareholders will have to register to attend the EGM remotely by using the Online EGM, details of which are as set out below.

Entitlement to Participate in the Virtual EGM

In respect of deposited securities, only members whose names appear on the General Meeting Record of Depositors as at 25 May 2023 shall be eligible to participate and vote at the virtual EGM or appoint proxy(ies)/corporate representatives toparticipate and vote on his/her/their behalf.

Voting Procedure

- 1. The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of BursaMalaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting (e-Voting) and SKY Corporate Services Sdn. Bhd. as Scrutineers to verifythe poll results.
- 2. For the purposes of the virtual EGM, the remote participation and e-Voting will be carried out via the following voting devices: Personal smart mobile phones [], tablets [] or computers/laptops [].
- 3. There are two (2) methods for members and proxies who wish to use their personal voting device to vote. The methods are:
 - Use QR Scanner Code given in the e-mail to you; OR
 - Go to the website URL https://meeting.boardroomlimited.my
- 4. The polling will only commence after the announcement of poll session being opened by the Chairman until such timewhen the Chairman announces the closure of poll.
- 5. The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will declare whether the resolutions put to vote were successfully carried or not.
- 6. You must ensure that you are connected to the internet at all times in order to participate and vote remotely when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the EGM is maintained. Kindly note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as forremote online voting is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

Online Registration Procedure

- 1. If you choose to participate in the meeting online, you will be able to view a live webcast of the Meeting, ask the board questions and submit your votes in real time whilst the meeting is in progress.
- 2. Kindy follow the steps below on how to request for a login ID and password.

Step 1 Register Online with BSIP (for first-time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. Youmay proceed to Step 2. Submit a request for Remote Participation user ID and password.]

- (a) Access website <u>https://investor.boardroomlimited.com</u>.
- (b) Click <<**Register**>> to sign up as a user.
- (c) Please select the correct account type i.e. sign up as "Shareholder" or "Corporate Holder"
- (d) Complete registration with all required information. Upload a softcopy of your or representative's MyKad/ Identification Card (front and back) or Passport in JPEG, PNG or PDF format (as the case maybe).
- (e) For corporate holder, kindly attach the authorization letter as well. Click "Sign Up".
- (f) You will receive an e-mail from the BSIP Online for e-mail address verification. Click "Verify E-mail Address" to proceed with registration.
- (g) Once your e-mail address is verified, you will be re-directed to BSIP Online for verification of your mobile number. Click "Request OTP Code" and an OTP code will be sent to the registered mobile number. Click "Enter" to enter the OTP code to complete the process.
- (h) An e-mail will be sent to you within 1 business day informing you on the approval of your BSIP account. You can login to the BSIP at <u>https://investor.boardroomlimited.com</u> with the e-mail address and password that you have provided during the registration to proceed with the next step.

Step 2 Submit Request for Remote Participation User ID and Password

[Note: The registration for remote access will be opened on 9 May 2023.]

For Individual or Corporate Shareholders

- Login to https://investor.boardroomlimited.com using your user ID and password from Step 1 above.
- Select "ICON OFFSHORE BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING" from the list of Meeting Events and click "Enter".

To attend the virtual EGM remotely

- Click on "Register for RPEV".
- Read and agree to the terms & conditions and enter your CDS account no. to submit your request.

To Appoint Proxy

- Click on "Submit eProxy Form".
- Select the company you would like to be represented (if more than one) for Corporate Shareholder.
- Enter your CDS Account Number and number of securities held.
- Select your proxy either the Chairman of the meeting or individual named proxy(ies)
- Read and accept the General Terms and Conditions by clicking "Next".
- Enter the required particulars of your proxy(ies).
- Indicate your voting instructions "FOR" or "AGAINST", otherwise your proxy will decide your vote.
- Click "Apply".
- Download or print the eProxy form as acknowledgement.

Authorised Nominee and Exempt Authorised Nominee

Via BSIP

- Login to <u>https://investor.boardroomlimited.com</u> using your user ID and password from Step 1 above.
- Select "ICON OFFSHORE BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meetings and click "Enter".
- Click on "Submit eProxy Form".
- Select the company you would like to be represented (if more than one).
- Proceed to download the file format for "Submission of Proxy Form" from BSIP.
- Prepare the file for the appointment of proxies by inserting the required data.
- Proceed to upload the duly completed proxy appointment file.
- Review and confirm your proxy appointment and click "Submit".
- Download or print the eProxy form as acknowledgement.

Via email

 For Corporate Shareholders/Authorised Nominees/Exempt Authorised Nominees/Attorneys, you may also write to <u>BSR.Helpdesk@boardroomlimited.com</u> and provide the name of the shareholder, CDS account no. and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be), a copy of MyKad or passport, and a valid email address are required.

Note: If you are the authorised representative for more than one (1) authorised nominee/exempt authorised nominee/ corporate holder, kindly click the home button and select "Edit Profile" in order to add Company name

- (a) You will receive a notification from Boardroom that your request has been received and is being verified.
- (b) Upon system verification against the EGM's Record of Depositors, you will receive an e-mail from Boardroom either approving or rejecting your registration for remote participation.
- (c) You will also receive your remote participation user ID and password along with the e-mail from Boardroom if your registration is approved.
- (d) Kindly be informed that you will be receiving an e-mail from Boardroom on the registration for Virtual EGM.
- (e) Please note that the closing time to submit your request is no later than 12:30 p.m. on 29 May 2023 (48 hours before the EGM).

Step 3 - Login to Virtual Meeting Portal

[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the Internet connectivity available at the location of the remote users.]

- (a) The Virtual Meeting Portal will be open for login starting at 11:30 a.m. on 31 May 2023, one (1) hour before the commencement of the EGM.
- (b) Follow the steps given to you in the e-mail along with your remote access user ID and password to login to the Virtual Meeting portal. (Refer to Step 2(c) above).
- (c) The steps will also guide you on how to view the live webcast, ask questions and vote.
- (d) The live webcast will end, and the Messaging window will be disabled the moment the Chairman announces the closure of the EGM.
- (e) Thereafter, you can logout from Virtual Meeting Portal.

Lodgment of Proxy Form

If you are unable to attend the online EGM and wish to appoint the Chairman of the EGM as your proxy to vote on your behalf, please deposit your proxy form at the office of Boardroom Share Registrars Sdn. Bhd. at **11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** no later than 12:30 p.m. on 29 May 2023 (48 hours before the EGM). Any alteration to the Form of Proxy must be initialed.

Alternatively, the proxy appointment may also be lodged electronically at <u>https://investor.boardroomlimited.com</u>, which isfree and available to all individual shareholders no later than 12:30 p.m. on 29 May 2023 (48 hours before the EGM). For further information, kindly refer to the **"Online Registration Procedure"** above.

If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.

Revocation of Proxy

If you have submitted your Form(s) of Proxy and subsequently decided to appoint another person or wish to participate in ouronline EGM yourself, please write in to <u>BSR.Helpdesk@boardroomlimited.com</u> to revoke the earlier appointed proxy no later than 12:30 p.m. on 29 May 2023 (48 hours before the EGM). On revocation, your proxy(ies) will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.

Participation through Live Webcast, Question and Voting at the EGM

The Chairman and the Board will endeavour their best to respond to the questions submitted by shareholders which are related to the resolutions to be tabled at the EGM.

All modes of communications are accepted for the purpose of posting questions to the Chairman and Board before or during the EGM. Shareholders are however encouraged to post questions via the online platform during the EGM.

Shareholders may proceed to cast votes on the proposed resolutions, which will be tabled at the EGM, upon the commencement of the meeting at the scheduled starting time. Shareholders are reminded to cast their votes before the poll is closed.

Shareholders who participate in the EGM are able to view the Company's presentation or slides via the live webcast.

Recording or Photography at the Online EGM

No recording or photography of the EGM proceeding is allowed without the prior written permission of the Company.

Enquiry

Please e-mail to the Company's Poll Administrator, Boardroom Share Registrars Sdn. Bhd. at <u>BSR.Helpdesk@</u> <u>boardroomlimited.com</u> or <u>call the helpdesk number at 03-7890 4700</u> if you have queries pertaining to the RPEV, prior to the virtual EGM.

Personal Data Privacy

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.