## SINGAPORE POST LIMITED

(Incorporated in the Republic of Singapore) Company Registration Number: 199201623M

# **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 32<sup>nd</sup> ANNUAL GENERAL MEETING of Singapore Post Limited ("Company") will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 and using virtual meeting technology on Wednesday, 24 July 2024 at 2.30 p.m. (Singapore time) to transact the following business:

## **ROUTINE BUSINESS**

- 1. To receive and adopt the audited Financial Statements for the financial year ended 31 March 2024, and the Directors' Statement and Independent Auditor's Report thereon (Ordinary Resolution 1)
- 2. To declare a final tax exempt one-tier dividend of 0.56 cents per ordinary share in respect of the financial year ended (Ordinary Resolution 2) To re-elect Ms Elizabeth Kong Sau Wai, a director who retires in accordance with Article 98(a) of the Company's Constitution and who,
- being eligible, offers herself for re-election. (Ordinary Resolution 3)
- 4. To re-elect the following directors who retire in accordance with Article 98(b) of the Company's Constitution and who, being eligible, offer themselves for re-election:
  - (Ordinary Resolution 4) (a) Mrs Fang Ai Lian (b) Ms Lim Cheng Cheng (Ordinary Resolution 5)
- 5. To re-elect the following directors who retire in accordance with Article 104 of the Company's Constitution and who, being eligible,
- offer themselves for re-election: (Ordinary Resolution 6) (a) Mr Gan Chee Yen
- (Ordinary Resolution 7) (b) Ms Yasmin Binti Aladad Khan
- To approve directors' fees payable by the Company of \$\$1,207,970 for the financial year ended 31 March 2024 (2023: \$\$1,240,410). (Ordinary Resolution 8)
- 7. To re-appoint Deloitte & Touche LLP as Auditor of the Company and to authorise the directors to fix its (Ordinary Resolution 9) remuneration.

## **EXPLANATORY NOTES ON ROUTINE BUSINESS TO BE TRANSACTED**

### **Ordinary Resolution 3**

Ms Elizabeth Kong Sau Wai will, upon re-election as a director of the Company, remain as a member of the Board Sustainability Committee, the Finance and Investment Committee and the Nominations and Corporate Governance Committee. Ms Kong is considered by the Board of Directors to be independent. Information relating to Ms Kong, including the information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), can be found in the "Board of Directors" section and the "Additional Information on Directors Seeking Re-Election" section of the Company's Annual Report 2023/24.

Mrs Fang Ai Lian will, upon re-election as a director of the Company, remain as the lead independent director, the chairman of the Audit Committee and the Nominations and Corporate Governance Committee and a member of the Compensation Committee. Mrs Fang is considered by the Board of Directors to be independent. Information relating to Mrs Fang, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the "Board of Directors" section and the "Additional Information on Directors Seeking Re-Election" section of the Company's Annual Report 2023/24.

## **Ordinary Resolution 5**

Ms Lim Cheng Cheng will, upon re-election as a director of the Company, remain as a member of the Finance and Investment Committee. Ms Lim is considered by the Board of Directors to be non-independent as she is the Group Chief Corporate Officer of Singtel, which is a 21.96% shareholder of the Company. Information relating to Ms Lim, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the "Board of Directors" section and the "Additional Information on Directors Seeking Re-Election" section of the Company's Annual Report 2023/24.

## **Ordinary Resolution 6**

Mr Gan Chee Yen will, upon re-election as a director of the Company, remain as a member of the Audit Committee, the Nominations and Corporate Governance Committee and the Board Risk and Technology Committee. Mr Gan is considered by the Board of Directors to be independent. Information relating to Mr Gan, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the "Board of Directors" section and the "Additional Information on Directors Seeking Re-Election" section of the Company's Annual Report 2023/24.

## **Ordinary Resolution 7**

Ms Yasmin Binti Aladad Khan will, upon re-election as a director of the Company, remain as a member of the Finance and Investment Committee, the Compensation Committee and the Board Sustainability Committee. Ms Yasmin is considered by the Board of Directors to be independent. Information relating to Ms Yasmin, including the information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST, can be found in the "Board of Directors" section and the "Additional Information on Directors Seeking Re-Election" section of the Company's Annual Report 2023/24.

### **Ordinary Resolution 8**

Additional information on the directors' fees (including information on the non-executive directors' remuneration framework) can be found in the "Corporate Governance Report" section of the Company's Annual Report 2023/24.

To consider and, if thought fit, to pass with or without any amendments, the following Resolutions 10 to 13 as ordinary resolutions: Authority to Issue Shares and to Make or Grant Convertible Instruments

- That authority be and is hereby given to the directors to:
- (a) (i) issue shares of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible
  - at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue or consolidation or sub-division of shares,
  - and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. (Ordinary Resolution 10)

# Authority to Grant Share Awards and Allot/Issue Shares

- 9. That approval be and is hereby given to the directors to:
  - grant awards in accordance with the provisions of the Singapore Post Restricted Share Plan 2013 ("Restricted Share Plan 2013") and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan 2013; and
  - (b) allot and issue from time to time such number of ordinary shares as may be required to be issued pursuant to the exercise of options granted under Singapore Post Share Option Scheme 2012 ("Share Option Scheme 2012"),

provided that the aggregate number of (i) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to awards granted under the Restricted Share Plan 2013, and (ii) new ordinary shares allotted and issued and/or to be allotted and issued pursuant to options granted under the Share Option Scheme 2012, shall not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) from time to time and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited. (Ordinary Resolution 11)

# Proposed Renewal of the Shareholders Mandate for Interested Person Transactions

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's Letter to Shareholders dated 25 June 2024 ("Letter") with any party who is of the class of interested persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in sub-paragraph (a) above ("Shareholders Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution. (Ordinary Resolution 12)

# **Proposed Renewal of the Share Purchase Mandate**

# 11. That

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 ("Act"), the exercise by the directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST") and/or any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"); and/or
  - off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Purchase Mandate");

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the directors pursuant to the Share Purchase Mandate may be exercised by the directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
  - the date on which the next Annual General Meeting of the Company is held; the date by which the next Annual General Meeting of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full

# (c) in this Resolution:

"Average Closing Price" means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs during the relevant five-day period and the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase; "date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

"Maximum Limit" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed, whether pursuant to a market purchase or

the directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Share Purchase Mandate and/or this Resolution.

## BY ORDER OF THE BOARD

Jonathan Ooi Wei Hsin (Mr) Company Secretary

Singapore 25 June 2024

## **EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED**

## STATEMENT PURSUANT TO ARTICLE 61 OF THE CONSTITUTION OF THE COMPANY

an off-market purchase, 105% of the Average Closing Price of the Shares; and

Ordinary Resolution 10 is to empower the directors to issue shares of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 10% for issues other than on a pro rata basis to shareholders of the Company. The 10% sub-limit for non-pro rata share issues is lower than the 20% sub-limit allowed under the Listing Manual of the SGX-ST. The Company is seeking approval from shareholders for a lower sub-limit for non-pro rata share issues as it does not anticipate that it will require a higher sub-limit before the next Annual General Meeting. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 10 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 10 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

## **Ordinary Resolution 11**

Ordinary Resolution 11 is to empower the directors:

- (a) to grant awards in accordance with the provisions of the Restricted Share Plan 2013 and to allot and issue from time to time such number of fully paid-up ordinary shares as may be required to be delivered pursuant to the vesting of awards under the Restricted Share
- (b) to allot and issue ordinary shares pursuant to the Share Option Scheme 2012,

provided that the aggregate number of ordinary shares allotted and issued and/or to be allotted and issued pursuant to the Restricted Share Plan 2013 and the Share Option Scheme 2012 does not exceed 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) for the time being. The Share Option Scheme 2012 expired on 28 June 2022. The expiry of the Share Option Scheme 2012 does not, however, affect the options which have been granted and accepted prior to such expiry, whether such options have been exercised (whether fully or partially) or not.

Although the Rules of the Restricted Share Plan 2013 and the Share Option Scheme 2012 provide that the maximum aggregate number of ordinary shares which may be issued under the Restricted Share Plan 2013 and the Share Option Scheme 2012 is limited to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings) of the Company, Ordinary Resolution 11 provides for a lower limit, namely, 5% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings), as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

## **Ordinary Resolution 12**

Ordinary Resolution 12 is to renew the mandate to enable the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into certain interested person transactions with certain specified classes of interested persons as described in the Appendix to the Letter. Ordinary Resolution 12 will, if passed, continue to be in force until the conclusion of the next Annual General Meeting of the Company.

### **Ordinary Resolution 13**

Ordinary Resolution 13 is to renew the mandate to enable the Company to purchase or otherwise acquire its issued Shares, on the terms and subject to the conditions set out in the Resolution.

The Company intends to use internal and external sources of funds to finance its purchase or acquisition of Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held

Based on the existing issued Shares of the Company as at 30 May 2024 ("Latest Practicable Date") (out of which 25,136,880 Shares were held in treasury and no shares were held as subsidiary holdings as at the Latest Practicable Date), and assuming that on or prior to the Annual General Meeting, (a) no further Shares are issued, (b) no further Shares are purchased or acquired, or held by the Company as treasury shares, (c) no treasury shares are transferred out of treasury or cancelled, and (d) no Shares are held as subsidiary holdings, the purchase by the Company of 10% of its issued Shares (excluding the 25,136,880 Shares held in treasury as at that date) will result in the purchase or acquisition of 224,995,264 Shares.

In the case of both market purchases and off-market purchases by the Company and assuming that the Company purchases or acquires the 224,995,264 Shares at the Maximum Price of \$\$0.516 for one Share (being the price equivalent to 5% above the average of the last dealt prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 224,995,264 Shares is \$\$116,097,556.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 March 2024 based on these assumptions are set out in paragraph 3.7 of the Letter.

### Notes: Format of Meeting

The Annual General Meeting will be held at Suntec Singapore Convention & Exhibition Centre, Level 3, Summit 1, 1 Raffles Boulevard, Suntec City, Singapore 039593 ("Physical Meeting") and using virtual meeting technology ("Virtual Meeting") on Wednesday, 24 July 2024 at 2.30 p.m. (Singapore time). Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Annual General Meeting by attending the Physical Meeting in person or by participating in the Virtual Meeting using virtual meeting technology.

Printed copies of this Notice and the accompanying proxy form will be sent by post to members. These documents will also be published  $on the Company's website at the URL \underline{https://www.singpost.com/about-\underline{us/investor-relations/shareholder-\underline{meetings}} \ and \ the SGX \ website$ at the URL https://www.sgx.com/securities/company-announcements.

# Arrangements for Participating in Meeting

- Arrangements relating to
- (a) in-person attendance at the Annual General Meeting by shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
- (b) attendance at the Annual General Meeting by shareholders, including CPF and SRS investors, and (where applicable) duly appointed virtual meeting technology (including arrangements by which they are to pre-register  $pre-registration\ website\ at\ the\ URL\ \underline{https://conveneagm.com/sg/singpost2024}\ for\ access\ to\ the\ Virtual\ Meeting\ electronically\ via\ Access to\ the\ Virtual\ Meeting\ electronically\ electronical\ electronic$ live audio-visual webcast or live audio-only stream);
- (c) submission of questions by shareholders, including CPF and SRS investors, in advance of, or at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or at, the Annual General Meeting; and
- voting at the Annual General Meeting (i) by shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) or representative(s); (ii) by CPF or SRS investors if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (iii) by shareholders, or CPF or SRS investors, appointing the Chairman of the Meeting as proxy to vote on their behalf at the Annual

are set out in the accompanying Company's announcement dated 25 June 2024. This announcement may be accessed at the Company's website at the URL https://www.singpost.com/about-us/investor-relations/shareholder-meetings and the SGX website at the URL https://www.sgx.com/securities/company-announcements.

# Appointment of Proxy(ies)

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
  - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner

- A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
- The instrument appointing a proxy(ies) must be submitted to the Company in the following manner: (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory
- Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or (b) if submitted electronically, be submitted:
  - via email to the Company's Share Registrar at <a href="mailto:srs.proxy@boardroomlimited.com">srs.proxy@boardroomlimited.com</a>; or

by clicking on the hyperlink for "Letter to Shareholders" under "FY2023/24 AGM".

(ii) via the online process through the pre-registration website at the URL https://conveneagm.com/sg/singpost2024 and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for holding the

- Annual General Meeting 6. CPF and SRS investors:
- (a) may vote at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 July 2024.

# Access to Documents

- The Company's Annual Report 2023/24 and the Letter to Shareholders dated 25 June 2024 (in relation to the proposed renewal of the shareholders mandate for interested person transactions and the proposed renewal of the share purchase mandate) have been published and may be accessed at the Company's website as follows:
  - (a) the Company's Annual Report 2023/24 may be accessed at the URL  $\underline{\text{https://www.singpost.com/about-us/investor-relations/annual-reports}}$
  - by clicking on the hyperlink for "DOWNLOAD FULL ANNUAL REPORT" under "FY2023/24"; and  $(b) \quad \text{the Letter to Shareholders dated 25 June 2024 may be accessed at the URL} \\ \underline{\text{https://www.singpost.com/about-us/investor-relations/shareholder-meetings}}$

The above documents will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements. Members may request for printed copies of these documents by completing and returning the request form (sent to them by post together with printed copies of this Notice and the accompanying proxy form) no later than 11 July 2024.

# Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or quidelines (collectively, the "Purposes"); (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) 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.

Photographic, sound and/or video recordings of the Annual General Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the Annual General Meeting. Accordingly, the personal data of a member and/or of his/her/its proxy(ies) or representative(s) (such as his/her name, his/her presence at the Annual General Meeting and any questions he/she may raise or motions he/she may propose) may be recorded by the Company for such purpose.