



**IMBALIE BEAUTY LIMITED**  
(Incorporated in the Republic of South Africa)  
(Registration number 2003/025374/06)  
(Share Code: ILE ISIN Code: ZAE000165239)  
("Imbalie Beauty" or "Company")

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## NOTICE OF GENERAL MEETING OF IMBALIE BEAUTY SHAREHOLDERS

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Shareholders are referred to the circular sent to shareholders on 3 November 2021 regarding the general meeting to have been held on 3 December 2021. On 2 December 2021, a SENS announcement was released notifying shareholders of the postponement of the general meeting. Below is an update to shareholders and notification of the general meeting to be held on **Monday, 17 January 2022**.

### 1. Sale of shares by major shareholders

Imbalie Beauty announced on SENS on 28 June 2021 that Holistics Remedies (Pty) Ltd, SA Madiba Investments (Pty) Ltd, Unihold Group (Pty) Ltd and Esna Colyn ("Major Shareholders"), who are major shareholders and/or directors of Imbalie Beauty, entered into a written sale of shares agreement ("Sale of Shares Agreement"), dated 24 June 2021, with Shenver Investments (Pty) Ltd and Baxfex (Pty) Ltd (collectively the "Purchasers"), to sell some of their shares in Imbalie Beauty ("Subject Shares") to the Purchasers.

The Sale of Shares Agreement has lapsed as certain of the suspensive conditions to which it is subject have not been fulfilled and accordingly the Sale of Shares Agreement is not to be implemented.

The Major Shareholders have however been approached by an investor who has indicated his desire to purchase the Subject Shares at the same consideration from the Major Shareholders.

### 2. Update on iBLOOM transaction and postponement of general meeting

Imbalie Beauty announced on SENS a firm intention announcement on 6 July 2021 that Imbalie Beauty entered into a written sale of shares and claims agreement ("Disposal Agreement"), dated 24 June 2021, with iBLOOM (Pty) Ltd ("iBLOOM"), in terms of which Imbalie Beauty sold to iBLOOM all its shares in and claims against the wholly owned subsidiaries of Imbalie Beauty. A circular was sent to shareholders on 3 November 2021 notifying them of the general meeting scheduled to be held on Friday, 3 December 2021.

The Sale of Shares Agreement and the Disposal Agreement were entered into as one indivisible transaction and, if the Sale of Shares Agreement terminates, the Disposal Agreement automatically lapses.

Following the meeting held on 2 December 2021, Imbalie Beauty released a SENS announcement on notifying shareholders that the said general meeting was postponed until further notice.

In light of the potential new disposal of the Subject Shares as contemplated in paragraph 1 above, Imbalie Beauty and iBLOOM have agreed to enter into a written revival agreement, pursuant to which revival agreement the Disposal Agreement is to be revived, which revival agreement shall be subject, inter alia, to the suspensive condition to the effect that the Major Shareholders are obliged to sell the Subject Shares in terms of the new sale of shares agreement by no later than 31 January 2022.

The said revival agreement will be entered into on the same terms and conditions between Imbalie Beauty and iBLOOM, i.e. there will be no change in the offeree nor the offeror. The information and details contained in the said circular will not change save for the parties entering into the Sale of Shares Agreement.

**Notice is hereby given to Imbalie Beauty Shareholders that a general meeting of Imbalie Beauty Shareholders will be held electronically at 10h00 on Monday, 17 January 2022.**

**Purpose:**

The purpose of the General Meeting is to consider and, if deemed fit, pass, with or without modification, the resolutions set out hereunder in the manner required by the Companies Act.

**Notes:**

- In terms of section 63(1) of the Companies Act, meeting participants (including proxies and representatives) will be required to present reasonably satisfactory identification and the person presiding at the General Meeting must be reasonably satisfied that the right of that person to participate and vote at the General Meeting, either as a Shareholder, as a proxy for or representative of a Shareholder, has been reasonably verified before being entitled to attend, speak and vote at the General Meeting. Acceptable forms of identification include a valid green-bar coded or smart card identification document issued by the South African Department of Home Affairs, a South African driver's licence or a valid passport.
- Certificated Shareholders or Own-Name Dematerialised Shareholders who are entitled to attend, participate in and vote at the General Meeting are reminded that they are entitled to appoint a proxy to attend, participate in and vote at the General Meeting in place of such Shareholder, provided that in doing so such Shareholder completes the attached Form of Proxy (*blue*) and follows the prescribed procedures set forth at the end of this Notice of General Meeting under the title: "*Voting and Proxies*".

**Record Dates:**

In terms of section 59(1)(a) and (b) of the Companies Act (and, to the extent relevant, the JSE Listings Requirements), the Board has set the following record dates for the purposes of determining which Shareholders are entitled to:

- receive the Circular and the incorporated Notice of the General Meeting (being the date on which a Shareholder must be registered in the Imbalie Beauty Register in order to receive the Notice of General Meeting), which date is **Friday, 26 November 2021**; and
- participate in and vote at the General Meeting (being the date on which a Shareholder must be registered in the Imbalie Beauty Register in order to participate in and vote at the General Meeting), which date is **Friday, 31 December 2021**.

**Please note that Imbalie Beauty intends to provide for participation at the General Meeting by way of electronic communication. In this regard, please read the notes at the end of this Notice of General Meeting.**

**Special Resolution Number 1 – Approval of the Disposal, pursuant to sections 112 and 115 of the Companies Act**

*"Resolved as a special resolution that, the Disposal in terms of which Imbalie Beauty will dispose of all its shares in and claims against the Subsidiaries to iBLOOM, on the terms set out in the Disposal Agreement, be and is hereby approved in terms of sections 112 and 115(2)(a) and (b) of the Companies Act."*

**Threshold:**

In terms of the Companies Act and the MOI, the adoption of this Special Resolution Number will require the support of at least 75% (seventy-five percent) of the voting rights exercised on the resolution.

As iBLOOM is a Related Party to Imbalie Beauty for the purposes of the JSE Listings Requirements (by virtue of the fact that the Major Shareholders are also the holders and beneficial owners of shares in iBLOOM), in order to implement the Disposal Agreement, Special Resolution Number 1 must be passed by Imbalie Shareholders (other than the Major Shareholders), although they will be taken into account in determining the quorum for the general meeting.

**Reason and effect:**

As the Disposal by Imbalie Beauty of all its shares in and claims against the Subsidiaries to iBLOOM as contemplated in this Special Resolution will constitute a disposal of the greater part of Imbalie Beauty's assets, the provisions of section 112 read with section 115 of the Companies Act require, inter alia, that such Disposal be approved by Imbalie Beauty Shareholders by way of a special resolution.

The effect of adopting Special Resolution Number 1 will be that the Company will have obtained the requisite approval of the Imbalie Beauty Shareholders for the Disposal as required by sections 112 and 115 of the Companies Act.

**Ordinary Resolution Number 1 – Directors' and Company Secretary's Authority**

*"Resolved as an ordinary resolution that each Director (acting individually or jointly with other Directors and/or the Company Secretary) and the Company Secretary (acting individually or jointly with any Director/s) be and are hereby authorised and empowered to do all such things, sign all such documents and take all such actions, or procure the doing of all such things, the signature of all such documents and the taking of all such actions, as may be necessary or desirable for or incidental to the (i) implementation of the Agreement and the Disposal (ii) giving effect to of the special resolutions set out in this Notice of General Meeting, and anything already done in this respect be and is hereby ratified to the fullest extent permitted by law."*

**Threshold:**

In terms of the Companies Act and the MOI, the adoption of this Ordinary Resolution Number 1 will require the support of more than 50% (fifty percent) of the voting rights exercised on the resolution.

**Reason and effect:**

The reason for Ordinary Resolution Number 1 is to authorise each Director and/or the Company Secretary to do all such things as may be necessary or desirable for or incidental to the implementation of the Disposal and the Agreement or the giving effect to the special and ordinary resolutions set out in this Notice of General Meeting, and to ratify anything already done in this respect to the fullest extent permitted by law.

The effect of adopting Ordinary Resolution Number 1 will be to authorise each Director and/or the Company Secretary to do all such things as may be necessary or desirable for or incidental to the implementation of the Disposal and the Agreement or the giving effect to the special and ordinary resolutions set out in this Notice of General Meeting, and to ratify anything already done in this respect to the fullest extent permitted by law.

**VOTING AND PROXIES**

Certificated Shareholders and Own-Name Dematerialised Shareholders who are entitled to attend, speak and vote at the General Meeting, are entitled to appoint a proxy to attend, speak and vote in their stead. A proxy need not be a Shareholder and shall be entitled to vote on a show of hands or a poll. It is requested that Forms of Proxy (*blue*) be forwarded so as to reach the Transfer Secretary by no later than 24 (twenty-four) hours before the commencement of the General Meeting, i.e. by **10:00 (South African Standard Time) on Friday, 14 January 2022**. If Certificated Shareholders or Own-Name Dematerialised Shareholders who are entitled to attend, speak and vote at the General Meeting

do not deliver Forms of Proxy to the Transfer Secretary by the time stipulated above, such Shareholders will nevertheless be entitled to lodge the Form of Proxy (*blue*) in respect of the General Meeting up to immediately prior to the General Meeting, in accordance with the instructions therein.

Shareholders who have Dematerialised their Imbalie Beauty Shares, other than Own-Name Dematerialised Shareholders, should contact their CSDP or Broker in the manner and within the time stipulated in the agreement entered into between them and their CSDP or Broker:

- to furnish them with their voting instructions; or
- in the event that they wish to attend the General Meeting, to obtain the necessary letter of representation to do so.

On a poll, every Shareholder present in person or represented by proxy or by representative and entitled to vote, shall be entitled to cast 1 (one) vote per Imbalie Beauty Share held.

### **ELECTRONIC PARTICIPATION**

Should any shareholder (or representative or proxy for a shareholder) wish to participate in the meeting to be held entirely by means of electronic communication, that shareholder should apply in writing (including details on how the shareholder or representative (including proxy) can be contacted) to the Company and Transfer Secretaries via email at [admin@4axregistry.co.za](mailto:admin@4axregistry.co.za) for the Transfer Secretary to arrange for the shareholder (or representative or proxy) to provide reasonably satisfactory identification for the purposes of section 63(1) of the Companies Act 71 of 2008, as amended (Companies Act) and for the Transfer Secretary to provide the shareholder (or representative or proxy) with the link to the Online Registration and Voting Platform as well as the process to register and vote online.

Forms of identification that will be accepted include original and valid identity documents, driver's licences and passports.

Shareholders are advised to ensure that they are identified and registered to attend the Virtual general meeting by preferably no later than **Friday, 14 January 2022 at 13:00**, to ensure that they do not experience any delays in accessing the meeting.

By order of the Board

**IMBALIE BEAUTY LIMITED**

#### **Paige Atkins**

Company Secretary

15 December 2021

Woodmead, Sandton

#### **Transfer Secretary**

CTSE Registry Services Proprietary Limited

(previously named 4Africa Exchange

Registry Proprietary Limited)

(Registration number 2016/396777/07)

5<sup>th</sup> Floor, Block B

The Woodstock Exchange Building

66 - 68 Albert Road

Woodstock, South Africa

Telephone: +27 (0)11 100 8389

Email: [admin@4axregistry.co.za](mailto:admin@4axregistry.co.za)



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**FORM OF PROXY**

**All terms defined in the circular dated 3 November 2021 ("Circular") shall bear the same meanings when used in this Form of Proxy.**

**FOR USE BY CERTIFICATED SHAREHOLDERS OR OWN-NAME DEMATERIALISED SHAREHOLDERS AT THE GENERAL MEETING OF IMBALIE BEAUTY TO BE HELD ENTIRELY BY ELECTROIC MEANS AT 10H00 (SOUTH AFRICAN STANDARD TIME) ON MONDAY, 17 JANUARY 2022.**

For completion by Certificated Shareholders and Own-Name Dematerialised Shareholders who are unable to attend and vote at the General Meeting of the Company to be held entirely by electronic means **at 10:00 (South African Standard Time) on Monday, 17 January 2022** or at any postponed or adjourned meeting.

Dematerialised Shareholders (other than Own-Name Dematerialised Shareholders) must **not** complete this Form of Proxy but should timeously:

- (i) inform their CSDP or Broker of their intention to attend the General Meeting and request such CSDP or Broker to issue them with the necessary letter of representation to attend; or
- (ii) provide such CSDP or Broker with their voting instructions should they not wish to attend the General Meeting in person but wish to be represented at such meeting.

Each Certificated Shareholder and Own-Name Dematerialised Shareholder is entitled to appoint a proxy (who need not be a Imbalie Beauty Shareholder) to attend, speak and vote in place of that Shareholder at the General Meeting. Please read the notes to this Form of Proxy below.

I/We (please print names in full)	
of (address)	
Telephone/Cellphone number:	Email address:
being the holder/s of	Shares in the Company, do hereby appoint:
1.	or failing him/her,
2.	or failing him/her,

3. the chairman of the General Meeting,

as my/our proxy to attend and speak on my/our behalf at this General Meeting or at any postponement or adjournment thereof, and to vote or to abstain from voting at the General Meeting as follows on the Ordinary and Special Resolutions to be proposed at such meeting:

	For	Against	Abstain
<b>Special Resolution Number 1: Approval of the Disposal, pursuant to sections 112 and 115 of the Companies Act</b>			
<b>Ordinary Resolution Number 1: Directors' and Company Secretary's Authority</b>			

If you wish to cast your votes in a certain way, or which to abstain from voting, in respect of:

- a lesser number of Shares than you hold, insert in the appropriate box provided the number of Shares held in respect of which you desire to vote (see note 5); or
- all Shares held by you, insert an "X" in the appropriate box.

If no indication is given, the proxy may vote or abstain as she/he sees fit.

Signed at	this	day of	2021/2022
Signature			
Assisted by me, where applicable (name and signature)			

**Please read the notes below.**

**On a poll, every Imbalie Beauty Shareholder or his proxy shall have one vote for each Imbalie Beauty Share held or represented by him.**

### **NOTES TO THE FORM OF PROXY**

1. An Imbalie Beauty Shareholder may insert the name of a proxy or the names of two alternative proxies of his choice in the spaces provided with or without deleting the chairman of the General Meeting, but any such deletion must be initialled by the Imbalie Beauty Shareholder. The person whose name appears first on this Form of Proxy and who is present at the General Meeting will be entitled to act as proxy to the exclusion of those whose names follow.
2. Please indicate how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of Imbalie Beauty Shares exercisable by you, insert the number of Imbalie Beauty Shares held in respect of which you wish to vote. Failure to provide an indication as to the manner in which you wish your votes to be cast will be deemed to authorise and compel the chairman, if the chairman is an authorised proxy, to vote in favour of the resolutions, or to authorise any other proxy to vote for or against the resolutions or abstain from voting as he deems fit, in respect of all your votes exercisable thereat. An Imbalie Beauty Shareholder or his proxy is not obliged to use all the votes exercisable by the Imbalie Beauty Shareholder or its proxy, but the total of the votes cast and in respect whereof abstention is recorded may not exceed the total of the votes exercisable by the Imbalie Beauty Shareholder or his proxy
3. Forms of proxy (enclosed) must be dated and signed by the Shareholder appointing a proxy and, for the sake of good order. Shareholders are urged (but not required) to submit forms of proxy to the offices of the Transfer Secretary, CTSE Registry Services Proprietary Limited, 5th Floor, Block B, The Woodstock Exchange Building, 66 - 68 Albert Road, Woodstock, South Africa or email: admin@4axregistry.co.za, to be received by no later than 10:00 (South African Standard Time) on Monday, 10 January 2022. If a

Shareholder does not lodge, email or post the completed Form of Proxy (blue), in accordance with the above instruction, to reach the Transfer Secretary by the relevant time, that Shareholder will nevertheless be entitled to lodge the Form of Proxy with the chairman of the General Meeting immediately prior to the commencement of the General Meeting.

4. Any alteration or correction made to this Form of Proxy must be initialled by the signatory(ies).
5. Documentary evidence establishing the authority of a person signing this Form of Proxy in a representative capacity must be attached to this Form of Proxy unless previously recorded by the Transfer Secretary or waived by the chairman of the General Meeting.
6. The completion and lodging of this Form of Proxy will not preclude the relevant Imbalie Beauty Shareholder from attending the General Meeting and speaking and voting in person thereat to the exclusion of any proxy appointed in terms hereof, should such Imbalie Beauty Shareholder wish to do so.
7. The chairman of the General Meeting may accept or reject any form of proxy which is completed and/or received other than in accordance with these notes and instructions, provided that the chairman is satisfied as to the manner in which the Imbalie Beauty Shareholder wishes to vote.
8. This Form of Proxy shall not be valid after the expiration of the General Meeting or any adjournment thereof.
9. Joint holders – any such persons may vote at the General Meeting in respect of such joint Imbalie Beauty Shares as if he were solely entitled thereto, but if more than one of such joint holders are present or represented at the General Meeting, that one of the said persons whose name stands first in the register in respect of such Imbalie Beauty Shares or his proxy, as the case may be, is alone entitled to vote in respect thereof.

#### **Summary of the rights established in terms of Section 58 of the Companies Act:**

For purposes of this summary, “shareholder” shall have the meaning ascribed thereto in the Companies Act.

1. At any time, a shareholder of a company is entitled to appoint an individual, including an individual who is not a shareholder of that company, as a proxy, to participate in, and speak and vote at, a shareholders’ meeting on behalf of the shareholder.
2. A proxy appointment must be in writing, dated and signed by the relevant shareholder, and such proxy appointment remains valid for one year after the date upon which the proxy was signed, or any longer or shorter period expressly set out in the appointment, unless it is revoked in a manner contemplated in Section 58(4)(c) of the Companies Act or expires earlier as contemplated in Section 58(8)(d) of the Companies Act.
3. Except to the extent that the Memorandum of Incorporation of a company provides otherwise –
  - 3.1 a shareholder of the relevant company may appoint two or more persons concurrently as proxies, and may appoint more than one proxy to exercise voting rights attached to different securities held by such shareholder;
  - 3.2 a proxy may delegate his authority to act on behalf of a shareholder to another person, subject to any restriction set out in the instrument appointing the proxy; and
  - 3.3 a copy of the instrument appointing a proxy must be delivered to the relevant company, or to any other person on behalf of the relevant company, before the proxy exercises any rights of the shareholder at a shareholders’ meeting.



4. Irrespective of the form of instrument used to appoint a proxy, the appointment of the proxy is suspended at any time and to the extent that the shareholder who appointed that proxy chooses to act directly and in person in the exercise of any rights as a shareholder of the relevant company.
5. Unless the proxy appointment expressly states otherwise, the appointment of a proxy is revocable. If the appointment of a proxy is revocable, a shareholder may revoke the proxy appointment by cancelling it in writing, or making a later inconsistent appointment of a proxy, and delivering a copy of the revocation instrument to the proxy and the company.
6. The revocation of a proxy appointment constitutes a complete and final cancellation of the proxy's authority to act on behalf of the relevant shareholder as of the later of the date: (a) stated in the revocation instrument, if any; or (b) upon which the revocation instrument is delivered to the proxy and the relevant company as required in Section 58(4)(c)(ii) of the Companies Act.
7. If the instrument appointing a proxy or proxies has been delivered to the relevant company, as long as that appointment remains in effect, any notice that is required by the Companies Act or the relevant company's Memorandum of Incorporation to be delivered by such company to the shareholder, must be delivered by such company to the shareholder, or to the proxy or proxies, if the shareholder has directed the relevant company to do so in writing and paid any reasonable fee charged by the company for doing so.
8. A proxy is entitled to exercise, or abstain from exercising, any voting right of the relevant shareholder without direction, except to the extent that the Memorandum of Incorporation, or the instrument appointing the proxy provide otherwise.
9. If a company issues an invitation to shareholders to appoint one or more persons named by such company as a proxy, or supplies a form of instrument for appointing a proxy:
  - 9.1 such invitation must be sent to every shareholder who is entitled to notice of the meeting at which the proxy is intended to be exercised;
  - 9.2 the invitation, or form of instrument supplied by the relevant company, must: (a) bear a reasonably prominent summary of the rights established in Section 58 of the Companies Act; (b) contain adequate blank space, immediately preceding the name or names of any person or persons named in it, to enable a shareholder to write in the name and, if so desired, an alternative name of a proxy chosen by such shareholder; and (c) provide adequate space for the shareholder to indicate whether the appointed proxy is to vote in favour or against the applicable resolution/s to be put at the relevant meeting, or is to abstain from voting;
  - 9.3 the company must not require that the proxy appointment be made irrevocable; and
  - 9.4 the proxy appointment remains valid only until the end of the relevant meeting at which it was intended to be used, unless revoked as contemplated in Section 58(5) of the Companies Act.



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**ELECTRONIC PARTICIPATION FORM ("FORM")**

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Where appropriate and applicable, the terms defined in the Circular shall bear the same meanings wherever used they are used in this Form.

**ELECTRONIC PARTICIPATION IN THE GENERAL MEETING TO BE HELD ON MONDAY, 17 JANUARY 2022**

The Company has retained the services of CTSE Registry Services Proprietary Limited to remotely host the General Meeting on an interactive electronic platform, in order to facilitate remote participation and voting by Shareholders.

- Shareholders or their proxies who wish to participate in the General Meeting via electronic communication must apply to the Transfer Secretaries via email to *admin@4axregistry.co.za*
- Shareholders who have Dematerialised their Shares, other than those Dematerialised Shareholders with "own-name" registration, should contact their CSDP or Broker in the manner and time stipulated in their agreement with their CSDP or Broker:
- to furnish them with their voting instructions; and
- in the event that they wish to participate in the General Meeting or appoint a proxy, to obtain the necessary authority to do so.
- Shareholders will be able to vote during the General Meeting through an electronic participation platform. Such Shareholders, should they wish to have their vote(s) counted at the General Meeting, must provide the Transfer Secretaries with the information requested below.

Each Shareholder, who has complied with the requirements below, will be contacted by CTSE Registry Services Proprietary Limited by no later than **Friday, 14 January 2022** via email/mobile with a unique link to allow them to participate in the electronic General Meeting.

- The cost of the Shareholder's phone call or data usage will be at his/her own expense and will be billed separately by his/her own telephone service provider.
- The Shareholder's unique access credentials will be forwarded to the email/cell number provided below.

**APPLICATION FORM**

Name and surname of Shareholder: \_\_\_\_\_

Name and surname of Shareholder representative  
*(if applicable)*: \_\_\_\_\_

Identity number of Shareholder or representative: \_\_\_\_\_

Email address: \_\_\_\_\_

Mobile number: \_\_\_\_\_

Telephone number: \_\_\_\_\_

Name of CSDP or Broker  
*(If Shares are held in Dematerialised format)*: \_\_\_\_\_

SCA number/Broker account number or own name account number: \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**TERMS AND CONDITIONS FOR PARTICIPATION AT THE GENERAL MEETING TO BE HELD ON MONDAY, 17 JANUARY 2022 VIA ELECTRONIC COMMUNICATION**

- The cost of dialling in using a telecommunication line/webcast/web-streaming to participate in the General Meeting is for the expense of the Shareholder and will be billed separately by the Shareholder’s own telephone service provider.
- The Shareholder acknowledges that the telecommunication lines/webcast/web-streaming are provided by a third party and that he/she will have no claim against the Company, the Transfer Secretaries, the JSE and/or third party service providers, whether for consequential damages or otherwise, arising from the use of the telecommunication lines/webcast/web-streaming or any defect in it or from total or partial failure of the telecommunication lines/webcast/web-streaming and connections linking the telecommunication lines/webcast/web-streaming to the General Meeting. In order to ensure that all votes are taken into account, Shareholders are encouraged to submit a completed Form of Proxy or provide their CSDP or Broker with their voting instructions, as the case may be.
- Shareholders will be able to vote during the General Meeting through an electronic participation platform. Such Shareholders, should they wish to have their vote(s) counted at the General Meeting, must act in accordance with the requirements set out above.
- Once the Shareholder has received the link, the onus to safeguard this information remains with the Shareholder.
- The application will only be deemed successful if this Form has been fully completed and signed by the Shareholder and delivered or emailed to the Transfer Secretaries at *admin@4axregistry.co.za* **prior to the commencement of the General Meeting**, together with proof of identification.

Shareholder’s name:

\_\_\_\_\_

Signature:

\_\_\_\_\_

Date:

\_\_\_\_\_

**Important:** You are required to attach a copy of your identity document/driver’s licence/passport when submitting the application. In addition, in respect of any Shareholder who is a juristic Person, you must also submit copies of registration documents together with the authorising resolution authorising you as the representative of such Shareholder at the General Meeting.