



## VENTURE CORPORATION LIMITED

(Incorporated in Singapore)  
(Company Registration No: 198402886H)

### NOTICE OF ANNUAL GENERAL MEETING

#### **Informal Briefing on FY2024 Results**

**The Company's Chief Financial Officer, Ms Anthea Ng, will take questions on our FY2024 financial results from 9.30 a.m. to 10.00 a.m. (Singapore time) prior to the commencement of the Annual General Meeting.**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Venture Corporation Limited (the "**Company**") will be held at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873, on **Thursday, 24 April 2025 at 10.30 a.m. (Singapore time)** for the following purposes:

#### **AS ORDINARY BUSINESS**

- Resolution 1.** To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 ("**FY2024**") together with the Auditor's Report thereon.
- Resolution 2.** To declare a final one-tier tax-exempt dividend of 50 cents per ordinary share for FY2024 (FY2023: final one-tier tax-exempt dividend of 50 cents per ordinary share).
- Resolution 3.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers himself for re-election:
- Mr Wong Ngit Liong
- Resolution 4.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers herself for re-election:
- Ms Tan Seok Hoong @Mrs Audrey Liow
- Resolution 5.** To re-elect the following Director, who will retire by rotation pursuant to Regulation 106 of the Constitution of the Company and who, being eligible, offers himself for re-election:
- Mr Chua Kee Lock
- Resolution 6.** To re-elect the following Director, who will retire pursuant to Regulation 110 of the Constitution of the Company and who, being eligible, offers herself for re-election:
- Ms Chong Siak Ching
- Resolution 7.** To approve the payment of Directors' fees of S\$754,372 for FY2024 (FY2023: S\$715,260).
- Resolution 8.** To re-appoint Messrs Deloitte & Touche LLP as the Company's Auditor and to authorise the Directors to fix their remuneration.

#### **AS SPECIAL BUSINESS**

To consider, and, if thought fit, to pass, with or without any amendments, the following resolutions as Ordinary Resolutions:

#### **Resolution 9. Authority to allot and issue shares**

That, pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (A) (i) issue shares of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/  
or

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- (ii) make or grant offers, awards, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued during the continuance of this authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (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,

provided that:

- (a) 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 30% of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) 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) shall not exceed 10% of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (b) below);
- (b) subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) 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 convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares,

provided further that adjustments in accordance with sub-paragraph (b)(i) or (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) 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 of the Company;
- (d) in this Resolution, “**subsidiary holdings**” has the meaning ascribed to it in the Listing Manual of the SGX-ST; and
- (e) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the earlier of (i) the conclusion of the next Annual General Meeting of the Company; or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held.

## **Resolution 10. That authority be and is hereby given to the Directors of the Company to:**

- (a) offer and grant options and/or share awards pursuant to the provisions of the Venture Corporation Executives’ Share Option Scheme 2025 (the “**2025 Scheme**”) and the Venture Corporation Restricted Share Plan 2021 (the “**RSP 2021**”), respectively, during the Relevant Period; and

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- (b) allot and issue such number of Shares in the Company from time to time as may be required to be issued pursuant to the exercise of options and/or the vesting of share awards granted pursuant to sub-paragraph (a) above,

provided that the maximum number of Shares to be issued in connection with the grant of options and/or awards during the Relevant Period pursuant to sub-paragraph (a) above, **shall not exceed 0.5%** of the total number of issued Shares (excluding treasury shares) as of the date immediately before the grant of the options and/or share awards pursuant to sub-paragraph (a),

and in this Resolution, “**Relevant Period**” means the period from the date of this Annual General Meeting until the earlier of (i) the conclusion of the next Annual General Meeting of the Company; or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held.

## Resolution 11. Renewal of the Share Purchase Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire 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:

- (i) market purchase(s) on the SGX-ST; and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) 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 Companies Act,

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

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company 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:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) 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 or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (c) in this Resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares for the five (5) consecutive Market Days (as defined in the Letter to Shareholders dated 2 April 2025) on which the Shares were transacted on the SGX-ST 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 Manual of the SGX-ST for any corporate action which occurs during the relevant five-day period and the day on which the purchases are made, or in the case of off-market purchases, the date of the making of the offer pursuant to the off-market purchase;

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**"date of the making of the offer"** means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;

**"Maximum Limit"** means that **number of issued Shares representing 5% of the total number of issued Shares** as at the date of the passing of this Resolution (excluding subsidiary holdings and any Shares which are held as treasury shares as at that date);

**"Maximum Price"**, in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and

**"subsidiary holdings"** has the meaning ascribed to it in the Listing Manual of the SGX-ST; and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or such Director may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

**Juliana Zhang**  
Company Secretary

Singapore  
2 April 2025

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## Explanatory Notes:

**Resolution 2** Ordinary Resolution 2 is to approve the declaration of a final dividend of 50 cents per ordinary share. If approved, the total one-tier tax-exempt dividend per ordinary share for FY2024 is 75 cents which comprises the proposed final dividend of 50 cents and the interim dividend of 25 cents paid on 12 September 2024.

**Resolution 3** Mr Wong Ngit Liong was last re-elected as a Director of the Company on 28 April 2022. Mr Wong Ngit Liong, upon re-election as a Director of the Company, will continue to serve as the Executive Chairman, a member of the Nominating Committee, Chairman of the Investment Committee and Chairman of the Science, Technology & Innovation Committee (formerly the Science, Technology & Engineering Committee).

The profile and experience of Mr Wong Ngit Liong can be found in the "Board of Directors" and "Additional Information on Directors Seeking Re-election" sections of the 2024 Annual Report.

**Resolution 4** Ms Tan Seok Hoong @Mrs Audrey Liow was last re-elected as a Director of the Company on 28 April 2022. She is considered by the Board of Directors to be an Independent Non-Executive Director.

Upon her re-election as a Director of the Company, Ms Tan Seok Hoong @Mrs Audrey Liow will continue to serve as the Lead Independent Director, Chairperson of the Audit & Risk Committee and a member of the Remuneration Committee.

The profile and experience of Ms Tan Seok Hoong @Mrs Audrey Liow can be found in the "Board of Directors" and "Additional Information on Directors Seeking Re-election" sections of the 2024 Annual Report.

**Resolution 5** Mr Chua Kee Lock was last re-elected as a Director of the Company on 28 April 2022. He is considered by the Board of Directors to be an Independent Non-Executive Director.

Upon his re-election as a Director of the Company, Mr Chua Kee Lock will continue to serve as a member of the Audit & Risk Committee and the Investment Committee.

The profile and experience of Mr Chua Kee Lock can be found in the "Board of Directors" and "Additional Information on Directors Seeking Re-election" sections of the 2024 Annual Report.

**Resolution 6** Ms Chong Siak Ching was appointed as a Director of the Company on 1 June 2024. She is considered by the Board of Directors to be an Independent Non-Executive Director.

Upon her re-election as a Director of the Company, Ms Chong Siak Ching will continue to serve as a member of the Audit & Risk Committee and the Nominating Committee.

The profile and experience of Ms Chong Siak Ching can be found in the "Board of Directors" and "Additional Information on Directors Seeking Re-election" sections of the 2024 Annual Report.

**Resolution 7** Ordinary Resolution 7 is to approve the payment of Directors' fees of S\$754,372 for FY2024 (FY2023: S\$715,260), for services rendered by the Non-Executive Directors on (i) the Board and the Board Committees, i.e. the Audit & Risk Committee, the Nominating Committee and the Remuneration Committee, and (ii) the Investment Committee and the Science, Technology & Innovation Committee.

In January 2025, the Remuneration Committee reviewed the Board fee structure benchmarked against listed companies of comparable size, complexity of operations, global presence and industry, and taking into account the responsibilities, workload and time commitment required of the Directors. Due to the increasing complexities of the Group's activities, the Board and Board Committees are shouldering more responsibilities, and their workload and time commitment have increased. The Remuneration Committee has therefore recommended a revision of the Board fee structure. The Board fee structure was last revised in 2018, in respect of Directors' fees for FY2017. In this regard, the Board has accepted the Remuneration Committee's recommendation and is recommending that shareholders approve the payment of S\$754,372 as Directors' fees for FY2024, based on the revised Board fee structure.

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Directors' fees are paid upon approval of the shareholders at the Annual General Meeting. There is no scheme or arrangement for payment of Directors' fees in the form of equity.

Additional information on Directors' fees can be found in the "Corporate Governance Report" within the 2024 Annual Report.

**Resolution 9** Ordinary Resolution 9, if passed, will authorise the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting or the date by which such Annual General Meeting of the Company is required by law to be held, whichever is the earlier (unless varied or revoked by the Company in general meeting), to allot and issue Shares and/or make or grant offers, awards, agreements or options in the Company that might or would require Shares to be issued up to an aggregate of not more than 30% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) ("**30% Limit**"), of which up to 10% may be issued other than on a pro rata basis to shareholders.

The Listing Manual of the SGX-ST enables the Company to seek a general mandate to permit its Directors to issue Shares up to an aggregate of not more than 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) if made on a pro rata basis to shareholders. The Company however, is only seeking a mandate to issue up to the 30% Limit. The Company is also only seeking the general mandate for a sub-limit of 10% for the issue of Shares other than on a pro rata basis to shareholders instead of the 20% permitted under the Listing Manual of the SGX-ST. The Company believes that the lower limit sought for the issue of Shares made other than on a pro rata basis to shareholders is adequate for the time being and will review this limit annually.

**Resolution 10** Ordinary Resolution 10, if passed, will authorise the Directors to grant options under the 2025 Scheme pursuant to Grant No. 1 and/or share awards under the RSP 2021 pursuant to Award B4 during the Relevant Period, and allot and issue Shares pursuant to the exercise of such options/awards granted under the 2025 Scheme Grant No. 1 and RSP 2021 Award B4, respectively. The Resolution sets out the limit that the aggregate number of Shares to be issued pursuant to the grant of options and/or share awards during the Relevant Period shall not exceed 0.5% of the total number of issued Shares (excluding treasury shares) in the capital of the Company as of the date immediately before the grant of the options and/or share awards.

The Company has internally set a maximum combined Share Plans' limit of 5% (for both options and awards, including any utilisation of treasury shares). This limit is below the combined permissible limit of 10% approved under the Share Plans.

**Resolution 11** Ordinary Resolution 11, if passed, will renew the mandate to permit the Company to purchase or otherwise acquire Shares on the terms and subject to the conditions of the Resolution.

The Company may use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchases or acquisitions of its 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 of Annual General Meeting as these will depend on, *inter alia*, the aggregate number of Shares purchased or acquired and the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are cancelled or held in treasury.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate are based on the Audited Financial Statements of the Group (as defined in the Letter to Shareholders dated 2 April 2025) for FY2024 and the assumptions set out in paragraph 2.7 of the Letter to Shareholders dated 2 April 2025. Please refer to the said Letter to Shareholders for more details.

The Company is seeking a Maximum Limit of 5% of the total number of issued Shares, which is lower than the 10% limit allowed under the Listing Manual of the SGX-ST.

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## Notes:

### Format of Meeting

1. The Annual General Meeting will be held at 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 on Thursday, 24 April 2025 at 10.30 a.m. (Singapore time). **There will be no option for shareholders to participate virtually.** Please bring along your NRIC or passport to enable the Company to verify your identity.

Printed copies of the Notice of Annual General Meeting, Proxy Form and Request Form will be mailed to shareholders. This Notice is also available on the Company's website at <https://venture.listedcompany.com/ar.html> and SGX's website at <https://www.sgx.com/securities/company-announcements>.

2. Each of the resolutions to be put to vote at the Annual General Meeting (and at any adjournment thereof) will be voted on by way of a poll.

### Appointment of Proxy(ies)

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) 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 form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy. In relation to a relevant intermediary who wishes to appoint more than two (2) proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC or passport number and proportion of shareholding (number of shares, class of shares and percentage) in relation to which the proxy has been appointed. If the relevant information is not specified, the first named proxy shall be deemed to represent 100% of the shareholdings. For the avoidance of doubt, a CPF Agent Bank who intends to appoint Central Provident Fund Investment Scheme investors ("CPFIS") or Supplementary Retirement Scheme ("SRS") investors as its proxies shall comply with this Note.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act.

4. 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.
5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 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, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

in either case, at least 72 hours before the time appointed for holding the Annual General Meeting.

A shareholder who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the proxy form which is sent to him/her/it by post or download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his or her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either in accordance with its Constitution or under the hand of an attorney or duly authorised officer.

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7. Where the instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument appointing a proxy(ies) which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment) appointing a proxy(ies).
9. Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent such shareholder from attending, speaking and voting at the Annual General Meeting if he or she so wishes. The appointment of the proxy(ies) for the Annual General Meeting will be deemed to be revoked if the shareholder attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Annual General Meeting.
10. In the case of a member whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”), the Company shall be entitled to reject an instrument appointing a proxy(ies) lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting, as certified by the CDP to the Company.
11. CPFIS 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 11 April 2025**.

## *Submission of Questions*

12. Shareholders (including CPFIS/SRS investors) may submit questions related to the resolutions to be tabled for approval at the Annual General Meeting in advance of the Annual General Meeting, in the following manner, no later than **5.00 p.m. on 11 April 2025** (the “**Cut-Off Time**”):
  - (a) by email. Shareholders may submit their questions by email to [investor.relations@venture.com.sg](mailto:investor.relations@venture.com.sg); or
  - (b) by post. Shareholders may submit their questions by post to 5006 Ang Mo Kio Avenue 5, #05-01 TECHplace II, Singapore 569873 (Attn: Investor Relations Department).

When sending questions by email or by post, shareholders should state their (i) full name, (ii) address, (iii) contact number and/or email address and (iv) the manner in which the shareholder holds shares in the Company (e.g., via CDP, Scrip-based, CPF or SRS).

13. The Company will address all substantial and relevant questions received from shareholders by 17 April 2025. Responses will be available on the Company’s website at <https://venture.listedcompany.com/ar.html> and on SGX’s website at <https://www.sgx.com/securities/company-announcements>. The Company will respond to any subsequent clarifications sought or follow-up questions received after the Cut-Off Time in respect of substantial and relevant matters, prior to or at the Annual General Meeting. Where substantially similar questions are received, the Company will consolidate its response to such questions.
14. Shareholders, including CPFIS and SRS investors, and (where applicable) duly appointed proxies may also ask the Chairman of the Meeting questions related to the resolutions to be tabled for approval at the Annual General Meeting, at the Annual General Meeting itself.



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## *Access to Documents*

15. The 2024 Annual Report and the Letter to Shareholders dated 2 April 2025 in relation to the proposed renewal of the Share Purchase Mandate are available on the Company's website at <https://venture.listedcompany.com/ar.html> and on SGX's website at <https://www.sgx.com/securities/company-announcements>. You will need an internet browser and PDF reader to view these documents.
16. Shareholders may request for a printed copy of the 2024 Annual Report and the Letter to Shareholders by completing the Request Form which has been sent to shareholders via post.

## **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 (i) 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 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 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 (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.