

# ASX Announcement

## 14 MARCH 2022



Dear Shareholder

The General Meeting (**Meeting**) of shareholders of Altamin Limited (ABN 63 078 510 988) (**Company**) will be held at Suite 3.5, 9 Bowman Street, South Perth 6151, Western Australia on 13 April 2022 at 3:00pm (AWST).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures in place to comply with the Federal Government and State Government's current restrictions on gatherings. In order to ensure that the Company complies with the COVID-19 restrictions, shareholders who wish to attend the Meeting in person will need to register their attendance by emailing the Company Secretary, Stephen Hills, at [info@altamin.com.au](mailto:info@altamin.com.au) or by phoning +61 (0)8 9321 5000 by no later than 5.00 pm (AWST) on 12 April 2022.

In accordance with section 253RA(2) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting (**Notice**) to shareholders unless a shareholder has requested a hard copy. The Notice can be viewed and downloaded from the Company's website at <https://www.altamin.com.au/> or ASX at [www2.asx.com.au](http://www2.asx.com.au).

The Company strongly encourages shareholders to lodge a directed proxy form prior to the Meeting. Proxies may be lodged using any of the following methods:

- in person to Automic, Level 5, 126 Phillip Street, Sydney, NSW 2000;
- by post to Automic, GPO Box 5193, Sydney, NSW 2001;
- by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au);
- by facsimile to + 61 2 8583 3040; or
- by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah>. Only registered shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).

Your proxy form must be received by 3:00pm (AWST) on 11 April 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting.

Circumstances relating to COVID-19 are constantly evolving and accordingly, we may make alternative arrangements to the way in which the Meeting is held. If this occurs, we will notify any changes via the Company's ASX announcement platform at [asx.com.au](http://asx.com.au) (ASX: AZI). Any shareholders who plan to physically attend the Meeting should closely monitor these platforms for any updates by the Company in regard to attending the Meeting in person and alternative arrangements.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic Group, 1300 288 664.

Yours sincerely,

Stephen Hills  
Finance Director / Company Secretary





# ALTAMIN LIMITED

ABN 63 078 510 988

## **NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

**Date of Meeting**

13 April 2022

**Time of Meeting**

3:00pm (AWST)

**Place of Meeting**

Suite 3.5, 9 Bowman Street, South Perth WA 6151

**A Proxy Form is enclosed or has otherwise been provided to you.**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

# Altamin Limited

## ABN 63 078 510 988

### NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Altamin Limited ABN 63 078 510 988 will be held at Suite 3.5, 9 Bowman Street, South Perth WA 6151 on 13 April 2022 at 3:00pm (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

Circumstances relating to COVID-19 are changing rapidly. The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.altamin.com.au/>.

### AGENDA

#### 1 Resolution 1 – Issue of Shares to Mr Geraint Harris (Managing Director) or his nominee(s)

To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,844,800 Shares at an issue price of \$0.06 per Share to Mr Geraint Harris, Managing Director, or his nominee(s) on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or his nominee(s); or
- (b) an Associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way ; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **OTHER BUSINESS**

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**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Stephen Hills', is written over a faint, circular stamp or watermark.

**Stephen Hills**  
Company Secretary

Dated: 14 March 2022

## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

## Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

## Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

## Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on

the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support Resolution 1, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to Resolution 1. These rules are explained in this Notice.
- To be effective, proxies must be received by 3:00pm (AWST time) on 11 April 2022. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - in person to Automic, Level 5, 126 Phillip Street, Sydney, NSW 2000;
  - by post to Automic, GPO Box 5193, Sydney, NSW 2001;
  - by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au);
  - by facsimile to + 61 2 8583 3040; or
  - by recording the proxy appointment and voting instructions via the internet at <https://investor.automic.com.au/#/loginsah>. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 3:00pm (AWST time) on 11 April 2022. If facsimile transmission is used, the Power of Attorney must be certified.

## Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5:00pm (AWST time) on 11 April 2022.

# Altamin Limited

## ABN 63 078 510 988

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### **1 Resolution 1 – Issue of Shares to Mr Geraint Harris (Managing Director) or his nominee(s)**

As announced by the Company on 25 February 2022, the Company successfully raised approximately \$6.059 million (before costs) via a non-renounceable pro-rata entitlement offer pursuant to which eligible Shareholders were offered 2 new Shares at an offer price of \$0.06 per Share for every 5 Shares held (**Entitlement Offer**).

Eligible Shareholders who applied for their entitlements in full under the Entitlement Offer were also able to apply for any additional Shares offered under the Entitlement Offer, which were not validly applied for by other Shareholders under their respective entitlements, under a shortfall facility (**Shortfall Facility**).

The Company's Managing Director, Mr Geraint Harris or his nominee(s), has taken up his full entitlements of \$160,551 under the Entitlement Offer and has committed to subscribe to, pursuant to the Shortfall Facility, 2,844,800 Shares at an issue price of \$0.06 per Share to raise \$170,688 (**Shortfall Facility Director Subscription**).

Funds raised pursuant to the Shortfall Facility Director Subscription will be applied at Gorno to advance the project to a definitive feasibility study level and conduct further diamond drilling with the goal of de-risking and expanding the existing mineral resource estimate. Also, upon receipt of drilling approvals and if sufficient funding is available, the Company intends to use the funds raised pursuant to the Shortfall Facility Director Subscription to commence exploration drilling this year at Punta Corna. The Board reserves the right to alter the way in which funds are applied.<sup>1</sup>

#### **Related Party Transactions Generally**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Geraint Harris is a related party of the Company. This Resolution relates to a proposed issue of Shares to Mr Geraint Harris or his nominee(s), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

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<sup>1</sup> Please refer to the ASX Announcement titled "Non-renounceable entitlement offer to raise up to approximately \$6.977 million" and dated 24 January 2022 for further information regarding use of funds.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefit is considered by the Board (in the absence of Mr Geraint Harris) to be on arms' length terms as Mr Geraint Harris (or his nominee(s)) is subscribing for Shares under the Shortfall Facility on the same terms as the other Shareholders who have subscribed for Shares under the Entitlement Offer and Shortfall Facility (if applicable).

#### **Directors' recommendation**

All the Directors were available to make a recommendation.

The Directors (in the absence of Mr Geraint Harris) recommend that Shareholders vote in favour of this Resolution. The Directors (in the absence of Mr Geraint Harris) are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution.

#### **Information Requirements - Listing Rules 10.11 and 10.13**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue Equity Securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an Associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Shares to Mr Geraint Harris or his nominee(s) pursuant to Mr Geraint Harris's subscription under the Shortfall Facility falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company to issue 2,844,800 Shares to Mr Geraint Harris or his nominee(s) pursuant to the Shortfall Facility Director Subscription.

If this Resolution is passed, the Company will be able to proceed with the issue of Shares to Mr Geraint Harris or his nominee(s) and the Company will raise \$170,688 from the issue of Shares to Mr Geraint Harris or his nominee(s).

The impact of passing this Resolution on Mr Geraint Harris's voting power in the Company, assuming he or his nominee(s) is issued 2,844,800 Shares, is set out in the following table:

Number of Shares	Number of Options	Percentage voting power in the Company on an undiluted basis ( <i>Total issued share capital of the Company is 391,716,752</i> )	Percentage voting power in the Company on a fully diluted basis ( <i>Total issued share capital of the Company is 406,352,792</i> )
12,210,266	3,000,000	3.12%	3.74%

If this Resolution is not passed, the Company will not be able to proceed with the issue of Shares to Mr Geraint Harris or his nominee(s) and the Company will not receive \$170,688 in application funds. The Company may seek other alternative sources of capital, if required.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Shares will be issued to Mr Geraint Harris, or his nominee(s), as noted above;
- (b) Mr Geraint Harris is a Listing Rule 10.11.1 party because he is the Managing Director of the Company;
- (c) 2,844,800 Shares will be issued;
- (d) the securities to be issued under this Resolution are fully paid ordinary shares in the Company;
- (e) the Shares will be issued on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (f) the Shares will be issued at an issue price of \$0.06 per Share;
- (g) \$170,688 will be raised by the issue of 2,844,800 Shares;
- (h) the funds raised are intended to be applied at Gorno to advance the project to a definitive feasibility study level and conduct further diamond drilling with the goal of de-risking and expanding the existing mineral resource estimate. Additionally, upon receipt of drilling approvals and if sufficient funding is available, the Company intends to use the funds raised to commence exploration drilling this year at Punta Corna<sup>2</sup>; and
- (i) a voting exclusion statement applies to this Resolution as set out in the Notice of Meeting.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

<sup>2</sup> Please refer to the ASX Announcement titled "Non-renounceable entitlement offer to raise up to approximately \$6.977 million" and dated 24 January 2022 for further information regarding use of funds.



## GLOSSARY

**\$** means Australian dollars.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Settlement Operating Rules** means the settlement operating rules of ASX Settlement Pty Ltd (ACN 008 504 532).

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Company** means Altamin Limited ABN 63 078 510 988.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means Corporations Act 2001 (Cth).

**Corporations Regulations** means Corporations Regulations 2001 (Cth).

**Directors** means the directors of the Company.

**Entitlement Offer** has the meaning given on page 6.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Gorno** means the Company's Gorno project.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the General Meeting convened by the Notice.

**Notice** means this Notice of General Meeting.

**Notice of Meeting** means this Notice of General Meeting.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

**Punta Corna** means the Company's Punta Corna project.

**Register of Shareholders** means the register of Shareholders kept by the Company in accordance with section 169 of the Corporations Act (including any branch register and any computerised or electronic subregister established and administered under the ASX Settlement Operating Rules).

**Resolution** means a resolution contained in the Notice.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Shortfall Facility** has the meaning given on page 6.

**Shortfall Facility Director Subscription** has the meaning given on page 6.

# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **3.00pm (AWST) on Monday, 11 April 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY VOTE ONLINE

**Vote online at <https://investor.automic.com.au/#/loginsah>**

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



## SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

<b>SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED</b>																																																											
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**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**