

## **ASX** ANNOUNCEMENT

20 December 2017

ASX:TAP

**Tap Oil Limited** ABN 89 068 572 341

Level 1, 47 Colin Street West Perth WA 6005 Australia

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www.tapoil.com.au

## **Notice of General Meeting Despatched**

**Tap Oil Limited** advises that it has today despatched the following documents to shareholders:

- 1. Statement of Directors, Messrs Menzies and Mansell and Ms Hall;
- Notice of General Meeting for the general meeting of shareholders that is being convened at the request of Risco Energy Investments (SEA) Limited (Risco) nominee director Mr Tom Soulsby, to be held at Parmelia House, 191 St Georges Terrace, Perth at 10.00am (AWST) on 2 February 2018;
- 3. Member's Statement pursuant to section 249P of the Corporations Act made by Risco in its capacity as a member of the Company; and
- 4. Proxy form.

#### Investor enquiries

James Menzies Chris Bath

Executive Chairman CFO & General Manager Phone: +618 9485 1000 Phone: +618 9485 1000

#### 20 December 2017

#### Dear Shareholders

Risco has called a General Meeting of the Company for the removal of James Menzies and Peter Mansell as Directors of the Company.

The reasons given by Risco are clearly set out. We do not propose repeating them in this letter. Suffice it to say that we do not accept those reasons.

When we got notice of Risco's intention to change the Board of Tap, all three of us offered our resignations as Directors of the Company, conditional upon, amongst other things, an acceptable replacement Board comprised of a majority of directors independent of the Company's two largest shareholders, Risco and Mr Chatchai Yenbamroong (**Chatchai**). That offer was refused.

We had a number of concerns about Risco's proposed resolutions;

- 1. That Risco and Northern Gulf Petroleum (**NGP**) / Chatchai who, between them, hold approximately 45% of the shares in the Company, may be acting in concert to take control of the Company's Board;
- 2. That, by virtue of that Board control, the Company may be dragged into the current dispute between NGP and Mubadala Petroleum, the operator of the Manora oil field.

We were concerned that those actions would be detrimental to the interests of shareholders (other than Risco and Chatchai).

We applied to the Takeovers Panel for an order that NGP/Chatchai and Risco were acting in concert and for appropriate consequential relief. The Panel formed the view that there was not sufficient evidence to prove our contentions.

Based on correspondence received prior to receipt of Risco's proposal, we expect that NGP/Chatchai will support Risco's proposed resolutions. If this occurs, then unless almost all Tap shareholders (other than Risco and NGP/Chatchai) vote against Risco's proposed resolutions, the composition of your Board is likely to change.

Andrea Hall is not supportive of the path forward proposed by Risco for the Company and intends to resign her Directorship in the short term.

We would encourage all shareholders to vote on the proposed composition of your Board. In doing so, you should be aware that we will be voting all of our shares against Risco's proposed resolutions.

Yours Sincerely the Non-Aligned Directors

James Menzies Executive Chairman Peter Mansell Non-Executive Director Andrea Hall Non-Executive Director

# NOTICE OF GENERAL MEETING OF TAP OIL LIMITED (ACN 068 572 341) (the Company)

Notice is given that an Extraordinary General Meeting of the Company will be held at Parmelia House, 191 St Georges Terrace, Perth, Western Australia, at 10.00 am (AWST) on 2 February 2018.

## **Business of General Meeting**

#### 1. Resolution 1: Removal of Mr James Menzies as Director

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

"That, subject to each of resolutions 2, 3, 4 and 5 being approved, Mr James Menzies be removed as a Director of the Company, effective immediately."

## 2. Resolution 2: Removal of Mr Peter Mansell as Director

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

"That, subject to each of resolutions 1, 3, 4 and 5 being approved, Mr Peter Mansell be removed as a Director of the Company, effective immediately."

## 3. Resolution 3: Removal of Mr Thomas Soulsby as Director

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

"That, subject to each of resolutions 1, 2, 4 and 5 being approved, Mr Thomas Soulsby be removed as a Director of the Company, effective immediately."

## 4. Resolution 4: Election of Mr Chris Newton as Director

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

"That, subject to each of resolutions 1, 2, 3 and 5 being approved, Mr Chris Newton be elected as a Director of the Company, effective immediately."

#### 5. Resolution 5: Election of Mr Govert van Ek as Director

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

"That, subject to each of resolutions 1, 2, 3 and 4 being approved, Mr Govert Van Ek be elected as a Director of the Company, effective immediately."

## 6. Resolution 6: Removal of newly appointed directors

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

"That any person appointed as director of the Company in the period between 1 December 2017 and this general meeting, not including any Australian resident appointed to fill a casual vacancy caused by Ms Andrea Hall's resignation, be removed as a director of the Company, effective immediately."

Each of the above resolutions 1 to 5 is conditional on each other resolution being approved. No such resolution will be effective unless all resolutions 1 to 5 are approved

## Authority to call meeting

This meeting is called by Mr Soulsby as a director of the Company pursuant to s249CA of the *Corporations Act 2001* (Cth) (**Corporations Act**).

#### Member's statement and notices

The Company received a notice from Risco Energy Investments (SEA) Limited (**Risco**), a member of the Company holding 22.1% of the Company's Shares, dated 17 November 2017, of Risco's intention to move resolutions to remove Mr Soulsby, Mr Menzies and Mr Mansell as Directors of the Company and appoint Mr van Ek and Mr Newton as Directors of the Company at a general meeting of the Company. The reasons given by Risco for this are contained in a member's statement given to the Company for the purposes of s249P of the Corporations Act. That member's statement is attached to, and forms part of, this notice of meeting.

Risco has also provided nominations in respect of Mr Newton and Mr van Ek, and signed consents to be nominated and to act as Director of the Company from each of those persons.

#### **Proposed New Directors**

## Chris Newton (currently alternate director to Mr Tom Soulsby)

Mr Chris Newton is a geology graduate from the University of Durham, England and also holds a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia (SIA). Chris has had a 37-year career in oil and gas covering the spectrum of the industry – from exploration, development, production and petroleum economics to strategic planning, business development and senior leadership.

Chris has spent more than 25 years in senior resource industry roles in South-East Asia including as Managing Director of Fletcher Challenge in Brunei and of Shell Deepwater Borneo, President of Santos' Indonesian operations, and CEO of Jakarta-listed oil and gas company EMP, and Business Development and Operations Director at Risco Energy.

Chris was an active Director of the Indonesian Petroleum Association (IPA) between 2003 to 2008, including serving as President from 2004 to 2007. He is the oil and gas advisor to the Jakarta-based Castle Asia Group and is also currently a Director of Lion Energy Ltd.

#### Govert van Ek (proposed new Independent Director)

Dr. Govert van Ek served as Chief Executive Officer of Spyker Energy Plc, an upstream oil and gas company head quartered in London. In 2010 he served as Business Development Executive at Spyker Energy SAS and later as Chief Executive until the 2012 sale of its oil and gas assets to a Barclays Bank supported start-up Tulip Oil B.V.

Dr. van Ek has over 18 years' oil and gas company and financing experience. He joined Shell International Exploration and Production in January 1996 as an engineer and was seconded into the NAM in the Netherlands, where he worked in operations, engineering and business development of onshore and offshore fields in the Netherlands. He became a Chartered Mechanical Engineer whilst at Shell. He then spent 8 years at investment banks specialising in small oil and gas companies and his responsibilities included signing off on technical matters (including later the oil and gas reserves). Dr. van Ek was brought in as Managing Director of Sun Resources NL (an ASX listed company) from March 2013 to July 2014 in an attempt to turn around that company. He also served as head of upstream oil and gas at BNP Paribas. He served as Chief Financial Officer of oil and gas junior Munro Energy in 2007 and then founded a successful M&A boutique firm providing strategic advice to junior oil and gas companies including public companies. He has been a member of the American Institute of Petroleum Negotiators (A.I.P.N), Society of Petroleum Engineers (S.P.E), S.E.A.P.E.X and a Chartered Mechanical Engineer in the U.K.

Dr. van Ek awarded a Ph.D from UMIST (U.K) in Total Technology in 1996. In 2016 he cofounded Power Ledger where he is a Board Member and Commercial Director.

## **NOTES**

The Notice of Extraordinary General Meeting, Member's Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

#### Determination on entitlement to attend and vote

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), Mr. Soulsby has determined that the persons eligible to vote at the Extraordinary General Meeting (the Meeting) are those registered Shareholders of the Company at 4.00pm (AWST) on 31 January 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

#### How to vote

You may vote by attending the Meeting in person, by proxy, or by an authorised representative.

## **Voting in Person**

To vote in person, attend the Meeting on the date and at the place set out in the Notice. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholdings against the Company's share register and note attendances.

## **Voting by Proxy**

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received by the Company's Share Registrar by no later than 10.00am (AWST) on 31 January 2018. Proxy Forms received after that time will be invalid. Proxy forms must be received before that time via any of the following methods:

• lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Shareholders Login' and in the 'Single Holding' section enter Tap Oil Limited or the ASX code TAP in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

- by mobile device by scanning the QR code on your proxy form or entering the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding;
- by hand to LINK Market Services, 1A Homebush Bay Drive, Rhodes NSW 2138;
- by post to Tap Oil Limited, c/- LINK Market Services Ltd, Locked Bag A14, Sydney South NSW 1235; or
- by fax to +61 2 9287 0309.

A Shareholder has the right to appoint a proxy, who need not be a Shareholder of the Company. A proxy can be an individual or body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.

If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of votes each may exercise, each proxy may exercise half the votes.

Proxies are reminded that they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

If you hold your Shares beneficially and have received these materials through your broker, nominee holder or through another intermediary, please complete and return the Proxy Form in accordance with the instructions provided to you by your broker, nominee holder or other intermediary.

## **Corporate Representatives**

A corporate Shareholder may elect to appoint an individual to act as its representative at the Meeting in accordance with Section 250D of the Corporations Act. An appointment of a corporate representative must be in writing, be signed by the corporate Shareholder and must include the representative's name or the name of the office held by the representative. The instrument of appointment must be lodged, by post or by facsimile, with the Company and/or the Company's Share Registrar, LINK, by no later than the start of the Meeting.

Appointment of corporate representative documents are available by request or by contacting LINK on +61 1300 554 474 (toll free within Australia).

## **Enquiries**

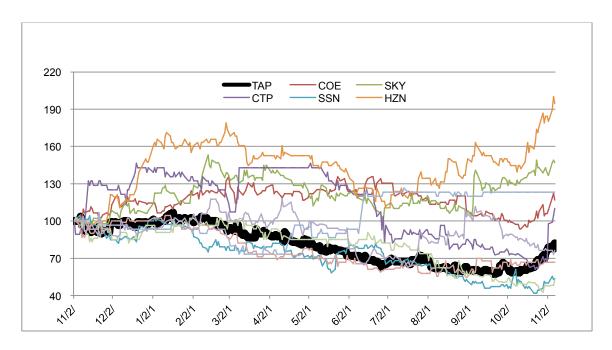
Shareholders are invited to contact Mr. Tom Soulsby at tom.soulsby@tapoil.com.au if they have any queries in respect of the matters set out in this Notice.

## MEMBER'S STATEMENT PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT 2001

Set out below is a member's statement provided to Tap Oil Ltd. Tap Oil Ltd is required by the Corporations Act (2001) to provide this statement to all its shareholders.

This statement is made by Risco Energy Investments (SEA) Limited in its capacity as a member of Tap Oil Ltd, with at least 22.1% of the votes that may be cast at a general meeting of the Company.

Current strategy has failed to deliver - Tap Oil appointed Mr James Menzies to the Board of Tap Oil in May 2016 and he was subsequently appointed Executive Chairman in December 2016. Mr Menzies outlined a growth strategy to shareholders in February 2017 at Tap's Annual General Meeting with a strategic direction set on growing in Southeast Asia, targeting oil and gas production and development hubs with low risk step out exploration. Mr Menzies soon thereafter put in place a Business Development team. Since that time, no deals have been secured and the share price has declined from 9cps, to a low of 5cps, and is currently 6.9cps. Tap has been a bottom quartile performer against its peer group.



We believe that shareholders are rightly concerned about the execution of this strategy, the cost of the strategy and how the strategy would be funded.

Furthermore, Mr Menzies is London based and focused mainly on Business Development. For a Perth based company with assets in Australasia, Risco believe this excessive and unsustainable.

**Manora field in decline** – Tap's main asset, its 30% interest in the G1/48 Service Contract, Gulf of Thailand contains the Manora Field. The field is in decline and while significant potential remains this will consume capital and should be Tap's primary focus. Tap needs to do more to decrease Manora and corporate costs to enable realization of the Manora residual value.

**Board size and cost** – Tap has a board that is costing close to A\$500,000 per annum and Risco believes that this board is not fit for purpose for a company of this size and market capitalization. The Board needs to be downsized while retaining the skills needed to execute a revised strategy.

**Revised strategy** – Risco believes that Tap is currently under-valued and the unfunded growth strategy is one of the major reasons for this. Risco suggests that shareholder value maximization and delivery, through tax effective capital return, can best be achieved by adopting a harvest strategy around Manora and the residual Australian portfolio and early capital return to shareholders. With the company being now debt free and oil price strengthening, it is time for shareholders' patience to be rewarded, rather than seeing profits frittered away into uncertain ventures as in the past.

**General & Administration Costs** – Despite reductions, Tap continues to run an excessively high G&A expense of nearly US\$4m per year. The Board should aggressively target further reduction.

**Share price decline** – Total shareholder return (TSR) is the ultimate measure of the Board's performance. The Board has presided over a share price decline of 21% and bottom tier peer-group relative TSR since the appointment of Mr Menzies as Chairman.

#### **Proposed Board Restructure**

In accordance with the above, Risco has given to the Company notice of intention to move resolutions regarding:

- 1. the removal of Mr James Menzies as an executive director of the Company
- 2. the removal of Mr Peter Mansell as a non-executive director of the Company
- the removal of Thomas Soulsby as a non-executive director of the Company;
- 4. the appointment of Chris Newton as a director of the Company
- 5. the appointment of Govert van Ek as a director of the Company

Mr Newton would in effect replace Mr Soulsby as Risco's nominee on the Board.

Signed consents to act as director have been obtained from Mr van Ek and Mr Newton, and these have also been provided to the Company, along with a formal nomination for their election as directors. Risco has requested its nominee, Mr Soulsby, to call a general meeting for the purpose of considering and voting on these resolutions.

Risco intends to vote in favor all five resolution.

In addition, if all five resolutions are passed, Risco will request its nominee on the Board to propose and vote in favor of a Board resolution to limit the annual remuneration of non-executive directors to A\$60,000 per annum (excluding superannuation). Non-executive directors' remuneration is currently circa A\$80,000 per annum.

#### Reasons in Support

Voting in favour of resolutions 1 to 5 would mean that the Board would comprise 4 directors: Two independent directors (Mrs Hall and Mr van Ek), 1 nominee from Risco (Mr Newton) and 1 nominee from NGP (Mr Sreesangkom). The skills set of the new board would be well suited to execute a simpler, harvest strategy and minimise costs to optimise returns to shareholders.

Whilst the above composition does not strictly comply with recommended ASX guidelines (not requirements) for listed companies, Risco notes that Tap does not currently comply with the guidelines (as it has only 2 independent directors out of 5 directors) and such a situation is not uncommon for a company of Tap's size.

We strongly believe that the above appointments and removals would be in the best interests the Company, and request that you vote in favour of the resolutions at the general meeting.



ABN 89 068 572 341

#### **LODGE YOUR VOTE**

ONLINE

www.linkmarketservices.com.au



**BY MAIL** 

Tap Oil Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



**BY HAND** 

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138



**ALL ENQUIRIES TO** 

Telephone: +61 1300 554 474



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## **PROXY FORM**

I/We being a member(s) of Tap Oil Limited and entitled to attend and vote hereby appoint:

#### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:00am (AWST) on Friday, 2 February 2018 at Parmelia House, 191 St Georges Terrace, Perth, Western Australia (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies against each item of business.

## **VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an  $\boxtimes$ 

	Resolutions	For Against Abstain*	For Against Abstain*
7	Removal of Mr James Menzies as     Director	5 Election of Mr Govert van Ek as Director	
SIEP	Removal of Mr Peter Mansell as Director	6 Removal of Newly Appointed Directors	
<i>y</i> ,	3 Removal of Mr Thomas Soulsby as Director		
	4 Election of Mr Chris Newton as Director		

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and votes will not be counted in computing the required majority on a poll.
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## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

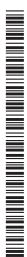
Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## **HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM**

#### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

#### APPOINTMENT OF PROXY

A shareholder who is entitled to attend and to vote at the meeting may appoint a person as proxy. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

#### **DEFAULT TO CHAIRMAN OF THE MEETING**

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

#### **VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT**

If you are entitled to cast two or more votes then you may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

#### **CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

#### **LODGEMENT OF A PROXY FORM**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Wednesday, 31 January 2018,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### **ONLINE**

#### www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### **BY MAIL**

Tap Oil Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



#### **BY FAX**

+61 2 9287 0309



#### **BY HAND**

delivering it to Link Market Services Limited\*
1A Homebush Bay Drive
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am-5:00pm)







## **COMMUNICATION PREFERENCE**

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



## **ONLINE**

#### www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).