

OliveX Holdings Limited ACN 631 675 986

# **Notice of General Meeting**

Notice is given that the general meeting of the Company will be held at:

Time 10:00am (AWST)

Date Thursday, 13 July 2023

Place Level 1, 50 Kings Park Road,

West Perth WA 6005

**Important**: This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant or other professional adviser.

# **Notice of General Meeting**

Notice is given that the general meeting of OliveX Holdings Limited ACN 631 675 986 (**Company**) will be held at 10:00am (AWST) on Thursday, 13 July 2023 at Level 1, 50 Kings Park Road, West Perth WA 6005 (**Meeting**).

# Agenda

# 1 Resolution 1 – Withdrawal of Listing on NSX

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 2.25 (Section I) and for all other purposes, the directors of the Company are authorised to withdraw the listing of the Company from the official list of the National Stock Exchange of Australia Limited."

# Venue

The Meeting will be held physically at Level 1, 50 Kings Park Road, West Perth WA 6005.

The health and safety of Shareholders, personnel and other stakeholders is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19 in Australia.

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an in-person meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide an update ahead of the Meeting by releasing an NSX announcement.

# **Voting entitlements**

The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001 (Cth)*, for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 10:00 am (AWST) on Tuesday, 11 July 2023. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

# Voting in person

Given the current COVID-19 circumstances in Western Australia and in the interests of the health and safety of our Shareholders, the Company will implement social distancing and other arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

In light of the evolving COVID-19 situation, Shareholders are strongly encouraged to consider appointing the Chair as proxy to attend and vote at the Meeting on their behalf.

#### Poll

Shareholders are advised that all Resolutions to be considered at the Meeting will be put to a poll, in accordance with the provisions of the Company's Constitution.

# **Proxies**

- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The Proxy Form sent with this Notice should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company's share registry, Link Market Services:
  - (i) by post to:

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

(ii) by hand at:

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

(iii) online at www.linkmarketservices.com.au:

Select 'Investor Login' and in the "Single Holding" section enter OliveX Holdings Limited or the NSX code OLX in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and follow the security procedure 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; or

- (iv) by facsimile to +61 2 9287 0309, so that they are received no later than 48 hours before the commencement of the Meeting.
- (j) The Chair intends to vote all undirected proxies in favour of the Resolutions.

# **Document components**

This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

Terms used in this Notice which are defined in the Explanatory Statement have the meanings given to them in the Explanatory Statement.

# **Authorisation**

By order of the Board.

Marshall Lee Company Secretary

2 June 2023

# **Explanatory Statement**

This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolutions.

# 1 Resolution 1 – Withdrawal of Listing on NSX

# 1.1 Background

After careful consideration, the Board of the Company has come to the conclusion that it is in the best interest of the Company and its Shareholders to seek the withdrawal of the Company from the official list of the NSX (**Delisting**). Upon Delisting, the Company's Shares will cease altogether to be quoted on the NSX and will not be able to be traded through the market operated by NSX.

The underlying factors which have results in the Board coming to this conclusion are as follows:

- (a) When OLX listed on the NSX, the Board believed that there would be significant opportunities to:
  - (i) expand its shareholder base by creating improved marketability and liquidity of the Company's securities;
  - (ii) improve access to equity capital markets and fundraising opportunities to support its growth plans; and
  - (iii) improve the Company's profile and exposure to prospective investors.
- (b) However, the Board has formed the view that:
  - (i) the Company's listing on the NSX has provided very minimal liquidity for its Shares;
  - (ii) there are very few online participating stockbrokers on NSX; and
  - (iii) certain Shareholders have experienced difficulty in trading Shares through NSX Participant brokers

which has resulted in the inability of the Company to achieve the objectives set out in paragraph (a) above.

(c) In light of the above, the Board is of the view that the financial, administrative and compliance obligations and costs associated with maintaining an NSX listing are no longer justified and therefore no longer in the best interest of its Shareholders.

The Board has considered what it regards are the potential and perceived advantages and disadvantages when the decision was made to put the delisting proposal to the Shareholders, including those set out in Sections 1.4 and 1.5.

# 1.2 Listing Rule 2.25 (Section I)

Listing Rule 2.25 (Section I) allows NSX to remove an entity from trading from its official list at the request of the listed entity. This proposal requires approval of the Company's shareholders, by **special resolution** with a minimum of a three-quarter majority vote.

If Resolution 1 is passed and, the Company will be able to voluntarily withdraw from the official list of the NSX and the Company's shares will cease altogether to be quoted on the NSX and will not be able to be traded through the market operated by NSX.

If Resolution 1 is not passed, the Company will not be permitted to voluntarily withdraw from the official list of the NSX and the Company's shares will remain quoted on the NSX and will continue to be able to be traded through the market operated by NSX.

### 1.3 Key Dates

The Company proposes the following timetable for the implementation of the proposal, assuming Shareholder approval under Resolution 1 is obtained:

Friday, 26 May 2023	Application to NSX to obtain waiver of 90 days' notice period
Tuesday, 30 May 2023	Notice of Meeting issued
Thursday, 13 July 2023	General Meeting held
Thursday, 13 July 2023	Announcement regarding outcome of General Meeting
Thursday, 13 July 2023	Company suspended from quotation
Thursday, 20 July 2023	Last day outstanding settlements to be completed
Friday, 21 July 2023	Company and all securities removed from the official list of the NSX

# 1.4 Reasons for Delisting

The Board has considered a range of factors in reaching their decision to recommend that Shareholders approval the Company's removal from the official list of the NSX. The principal factors considered by the Board are as follows:

### (a) Low level of trading on the NSX

A key reason for the Company seeking to delist from the NSX is the relatively low level of trading on the NSX and very few online participating stockbrokers on NSX to improve such levels of trading. The Company's shares only traded 15 times in the last 12 months and has not traded since 5 October 2022.

# (b) Lack of Liquidity

As a direct consequence to the low level of trading on the NSX, the Company's Shares has been relatively illiquid which has contributed to high volatility in the Company's share price and has limited the Company's ability to secure broad institutional ownership and undertake capital markets transactions (as discussed further in paragraph (c) below). Whilst the Company's share registry is tightly held (with 84 Shareholders out of a total 247 Shareholders holding 94% of the issued capital) which may have contributed to the historically low levels of trading, there has been low levels of demand for the Shares on market which has resulted in a limited ability for these Shareholders to trade their Shares to facilitate a more dispersed register.

The Directors also believe that the low liquidity of the Shares on the NSX makes it difficult for Shareholders to sell their Shares now or in the future.

Accordingly, the Board has formed the view that the Company's listing on NSX provides little to no benefit to OliveX Holdings Limited or its Shareholders.

# (c) Capital raising consequences

The composition of the Company's share register combined with low market capitalisation, a low trading price and resulting low liquidity of the Shares have made it difficult for the Company to seek to raise public capital and attract broader institutional ownership. Furthermore, even if the Company was able to raise further capital whilst listed on NSX (either now or in the short to medium term), this would likely impose a higher dilutionary cost

on non-participating Shareholders than if the Company was more fairly valued. Such a raise is, in the Board's view, not consistent with preserving shareholder value.

The Board considers that the Company will have access to a much broader universe of technology-focused, global institutional investors after Delisting, including those who are unable to invest in NSX-listed companies due to investment mandates.

# (d) Operational growth and strategic and corporate opportunities

This calendar year alone, the Company has achieved approximately A\$3.1 million in NFT sales (being more than double the total revenue generated in 2022), making this the highest revenue generating year for the Company since inception. The Company does not believe that the Delisting will affect the Company's operational growth in this regard.

In addition, the Board considers that the Company will have greater flexibility to pursue and execute value-enhancing strategic opportunities and corporate transactions following a Delisting.

# (e) <u>Listing and related costs</u>

Given the low level of trading of the Shares on the NSX, the Board considered that the financial, administrative and compliance obligations and costs associated with maintaining an NSX listing are no longer justified nor is the high level of compliance costs in the best interest of Shareholders. The proposed delisting is not expected to have any adverse effect on the financial position of the Company and is expected to result in savings of approximately A\$197,000 per year combining the cost of annual listing fees (approximately \$29,244.05) in addition to other registry, trading and professional fees. However, notwithstanding the Delisting, the Company will continue to be a disclosing entity under the Corporations Act. Therefore, it will continue to incur certain associated financial reporting and compliance costs, but these costs are expected to be significantly less than if the Company were to maintain its listing.

# (f) Management time and effort

A significant portion of the Company's management time is presently being dedicated to time-intensive matters relating to the Company's NSX listing. If the Company proceeds to Delist, management's time will be able to be spent on other matters for the benefit of the Company.

# 1.5 Disadvantages of delisting

Shareholders may perceive certain potential disadvantages associated with the Company's removal from the official list of the NSX, including the following:

# (a) Reduced ability to sell Shares and realise investment in the Company

As the Shares will no longer be traded on the NSX after being Delisted, and will only be capable of sale by private transaction, the liquidity of Shares will be directly affected and its likely to be further diminished. However, as noted above, the NSX market for Shares has generally been illiquid since listing, which the Directors consider has negatively affected the value of the Shares.

After Delisting, the Directors will continue to assess appropriate measures to enable Shareholders to realise the value of their investment in the Company.

# (b) The fact that the Company is no longer listed may result in a perception that the Company's Shares have less value

Generally speaking, investors are likely to ascribe a higher valuation to the securities in a company that is listed on a recognised exchange. However, due to the relatively illiquid market on the NSX, the market price of the Company's Shares has not had the ability to accurately reflect the value of the Company in recent times, particularly in light of the

significant increase in the Company's revenue this year (the Company has already generated more revenue this year than any other year since inception with a further six months left to generate additional revenue). The Company's shares only traded on 15 days during 2022, with the market price ranging between A\$0.90 and A\$2.05 and has not traded since 5 October 2022. Accordingly, the Directors do not consider that removal of the Company from the NSX will have any material adverse effect on the valuation of the Company's Shares.

(c) After removal from the NSX, the Company will have more limited means by which it can raise capital by the issue of securities

As an unlisted company, the Company may no longer be able to issue securities using limited disclosure documents. Therefore, if the Company wishes to raise capital following Delisting, it would generally have to do so either by way of an offer of securities under a prospectus or by way of a placement to sophisticated and professional investors. Notwithstanding this, the Directors do not consider that removal of the Company from the NSX will have any material effect on the Company ability raise funds in the future. On the contrary, the Board considers that the Company will have access to a much broader universe of technology-focused, global institutional investors after Delisting, including those who are unable to invest in NSX-listed companies due to investment mandates.

(d) The requirements of the NSX Listing Rules will no longer apply to the Company

The reduction of obligations associated with a listing on the NSX may include relief from some reporting and disclosure requirements, removal of restrictions on the issue of Shares by the Company, requirements concerning significant changes to the Company's activities and relief from certain corporate governance matters. The absence of continued restrictions in these areas may be perceived to be a disadvantage to some Shareholders. However, the Directors will be seeking to implement communication strategies with its Shareholders following Delisting to ensure that it continues to update Shareholders on its activities and to ensure that any concerns or other feedback from Shareholders in relation to the Company and its activities are adequately addressed.

# 1.6 Trading of Shares following Delisting

Following the Delisting of the Company, the Company's shareholders will not be able to buy and sell shares in the Company through the NSX. The rules in relation to the transfer, transmission and registration of unlisted shares are predominantly found in the Company's constitution (a copy of which is available by contacting the Company) and the Corporations Act.

Below is a summary of the procedure which will generally need to be followed in order to transfer shares in the Company following Delisting:

- (a) agreement between the buyer and the seller on the shares to be sold, the applicable sale price, and any other terms and conditions to the sale;
- (b) creation of a transfer instrument. This must be in writing and set out particulars of the relevant shares to be sold, be signed by or on behalf of the transferee and transferor, show the place of registration of the Company and state whether or not the transferee will hold the shares beneficially or non-beneficially upon registration;
- (c) payment of the agreed sale price in the manner agreed;
- (d) lodgement by the buyer of the transfer instrument with the Company for registration; and
- (e) registration of the transferee's interest in the Company's share register and issuance of holding statements to the new registered owner of the shares.

#### 1.7 Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

The Board also recommends that Shareholders seek legal, financial and tax advance about the potential impact of this Resolution, including the potential advantages and disadvantages of holding shares in a company that is not listed on the NSX.

# 2 Enquiries

Shareholders should contact the Company Secretary, Mr Marshall Lee on +61 8 9278 2478 or via email at <a href="mailto:info@olivex.ai">info@olivex.ai</a> if they have any queries in respect of the matters set out in these documents.

# **Definitions**

\$ means Australian dollars.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors.

**Chair** means the chairperson of the Meeting.

Company means OliveX Holdings Limited (ACN 631 675 986).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

**Delisting** means the withdrawal of the Company from the official list of the NSX and **Delist** and **Delisted** has the corresponding meaning.

**Director** means a director of the Company.

**Explanatory Statement** means this explanatory statement (including all section references, definitions, schedules, attachments and similar components within this document) accompanying the Notice.

Listing Rules or NSX Listing Rules means the official listing rules of NSX.

**Meeting** means the general meeting convened by this Notice.

**Notice** means this document (including the Explanatory Statement and Proxy Form) or the notice of general meeting section of this document (as the context requires).

**NSX** means NSX Limited (ACN 008 624 691) or the financial market operated by NSX Limited, as the context requires.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means a resolution set out in the Notice.

Section means a section in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

# **LODGE YOUR VOTE**

ONLINE

https://investorcentre.linkgroup.com

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**BY MAIL** 

OliveX Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

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BY FAX

+61 2 9287 0309

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**BY HAND** 

Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

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**ALL ENQUIRIES TO** 



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# PROXY FORM

I/We being a member(s) of OliveX Holdings Limited and entitled to participate in 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 Thursday, 13 July 2023 at Level 1, 50 Kings Park Road, West Perth WA 6005 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of 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\*

1 Withdrawal of Listing on NSX



\* 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 your votes will not be counted in computing the required majority on a poll.

# SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Director

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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

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**

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 participate in 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 participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must 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 Tuesday, 11 July 2023, 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:



#### https://investorcentre.linkgroup.com

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).



#### 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 https://investorcentre.linkgroup.com 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

OliveX Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



#### BY FAX

+61 2 9287 0309



#### **BY HAND**

Deliver it to Link Market Services Limited\* Parramatta Square Level 22, Tower 6 10 Darcy Street Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions







# **COMMUNICATIONS 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, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).