

**Form:** Irrevocable Proxy

**Description:** This is a form of irrevocable proxy, granting another party the right to vote shares held by the shareholder.

## IRREVOCABLE PROXY

[Name of Corporation]

The undersigned, as record holder of the securities of [name of corporation] described below, hereby revokes any previous proxies and irrevocably appoints [name] as the undersigned's proxy to attend all shareholders' meetings and to vote, execute consents, and otherwise represent those shares in the same manner and with the same effect as if the undersigned were personally present at any such meeting or voting such securities or personally acting on any matters submitted to shareholders for approval or consent.

The proxy holder will have the full power of substitution and revocation.

[This proxy is made pursuant to an agreement of \_\_\_\_\_, dated \_\_\_\_\_.]

This proxy will be irrevocable until [date]. This proxy will be revocable, notwithstanding the period of irrevocability specified above, as required under applicable law.

THIS PROXY SHALL BE SIGNED EXACTLY AS THE SHAREHOLDER'S NAME APPEARS ON HIS STOCK CERTIFICATE. JOINT SHAREHOLDERS MUST EACH SIGN THIS PROXY. IF SIGNED BY AN ATTORNEY IN FACT, THE POWER OF ATTORNEY MUST BE ATTACHED.

\_\_\_\_\_  
[signature]

\_\_\_\_\_  
[printed name exactly as on stock certificate]

### Securities Information:

Certificate No.: \_\_\_\_\_

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

Class of Shares: \_\_\_\_\_