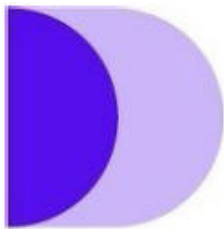


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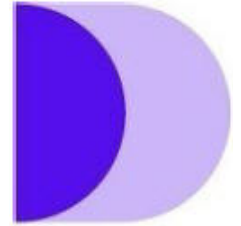
Exhibit 99.1



**CHAIRMAN'S LETTER AND
NOTICE OF ANNUAL MEETING**
BUENOS AIRES, ARGENTINA
NOVEMBER 16, 2023

DESPEGAR.COM, CORP.

**COMMERCE HOUSE, WICKHAMS CAY 1
ROAD TOWN, TORTOLA
BRITISH VIRGIN ISLANDS**



To Our Valued Shareholders:

I am pleased to invite you to attend the 2023 Annual Meeting of Shareholders of Despegar.com, Corp. (the “Company”). The meeting will be held at 10:00 a.m. (Buenos Aires local time) on Monday, December 11, 2023 at the Company’s office located at Av. Corrientes 800, Piso 18, Ciudad Autónoma de Buenos Aires, Argentina C1043AAU. We have opted to hold the meeting in a virtual format (although you may attend in person if you so choose). You will be able to attend the Annual Meeting online and vote your shares electronically during the Annual Meeting via a live audio webcast by visiting meetnow.global/MWZ7U64.

Attached to this letter are a Notice of Annual Meeting of Shareholders and Proxy Statement, which describe the business to be conducted at the meeting. This Proxy Statement and the enclosed proxy card are first being sent to shareholders on or about November 16, 2023. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting and to submit your voting instructions by proxy.

Whether or not you plan to attend the meeting, your vote is important to us. You may vote your shares by proxy before the meeting on the Internet, by telephone or by completing, signing and promptly returning a proxy card, or you may vote via the Internet (or in person) at the meeting. We encourage you to vote by Internet, by telephone or by proxy card in advance even if you plan to attend the meeting. By doing so, you will ensure that your shares are represented and voted at the meeting.

As the date of the meeting approaches, if we have not received your vote, you may receive a phone call from a representative of Georgeson LLC (“Georgeson”), the Company’s proxy solicitor, reminding you to exercise your right to vote. Should you have any questions with respect to voting your shares, please call our proxy solicitor, Georgeson, at 1-888-658-5755 from the US, US territories and Canada or 1-781-575-2137 if you are outside the US, US territories and Canada.

Thank you in advance for your participation and your consideration in this important matter.

Sincerely,

Nilesh Lakhani
Chairman of the Board

DESPEGAR.COM, CORP.
(BVI COMPANY NUMBER 1936519)
(the “Company”)

NOTICE OF 2023 ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2023 Annual Meeting (the “**Meeting**”) of the shareholders of Despegar.com, Corp. (the “**Company**”) will be held at the Company’s office located at Av. Corrientes 800, Piso 18, Ciudad Autónoma de Buenos Aires, Argentina C1043AAU at 10:00 a.m. (Buenos Aires local time) on Monday, December 11, 2023. We have opted to hold the meeting in a virtual format (although you may also attend in person). You will be able to attend the Annual Meeting online and vote your shares electronically during the Annual Meeting via a live audio webcast by visiting meetnow.global/MWZ7U64.

The Meeting is being held for the following purposes:

AGENDA

1. To consider and if thought appropriate re-elect Nilesh Lakhani as a Class III Director of the Company, to hold office for a further term of three years (until the conclusion of the Company’s annual meeting of shareholders in 2026).
2. To consider and if thought appropriate re-elect Damián Scokin as a Class III Director of the Company, to hold office for a term of three years (until the conclusion of the Company’s annual meeting of shareholders in 2026).
3. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2023.
4. To consider and if thought appropriate approve the following amendment to article 11.11(a) of the Company’s articles of association and authorize the Company to file an amended and restated memorandum and articles of association incorporating such amendment:

Quorum; Meeting Adjournment. A meeting of shareholders is duly constituted and quorate if, at the commencement of the meeting, there are present in person or by proxy not less than a simple majority of the votes of the shares entitled to vote on the resolutions to be considered at the meeting. If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened pursuant to a Requisition Notice, shall be dissolved; in any other case it shall stand adjourned to such other date, time and place as the Chairman may determine and announce at the meeting (without the need for any further notice to shareholders). At any such adjourned meeting ~~at which~~, a quorum shall be present ~~or represented~~; if there are present in person or by proxy not less than one-third of the votes of the shares entitled to vote on the resolutions to be considered at the meeting and any business may be transacted that might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each shareholder of record entitled to vote at the meeting.

5. To consider such other business as may properly come before the Annual Meeting in accordance with the laws of the British Virgin Islands and the articles of association of the Company, and any adjournments or postponements thereof.

RECORD DATE: You are entitled to receive notice of and vote at the Meeting, or any adjournment, if you were a holder of Ordinary Shares or Series B Preferred Shares of the Company on November 13, 2023.

VOTING BY PROXY: To ensure your shares are voted, you may vote your shares over the Internet, by telephone or by completing, signing and mailing the enclosed proxy card. Voting procedures are described on the following page and on the proxy card.

By order of the Board of Directors,



Nilesh Lakhani
Chairman of the Board

PROXY VOTING METHODS

If at the close of business on November 13, 2023, you were a shareholder of record of Ordinary Shares or Series B Preferred Shares (i.e., you held shares directly in your name as a “shareholder of record” (also referred to as “registered shareholder”)) you may vote your shares over the Internet at the Meeting. If you were a shareholder of record, you may vote your shares in advance over the Internet, by telephone or by mail. Shareholders of record entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

Proxy cards with respect to shares held of record must be received no later than 5:00 p.m. Eastern time on December 6, 2023. A vote by Internet or by telephone may be made any time up to the closing of voting at the Meeting.

If you hold your shares in street name, you may submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your bank, broker or other nominee on how to submit voting instructions.

To vote by proxy if you are a shareholder of record:

BY INTERNET

- Go to the website indicated on your proxy card, or scan the QR code on your proxy card with your smartphone, and follow the instructions, 24 hours a day, seven days a week.
- You will need the account number and control number included on your proxy card to obtain your records and to create an electronic voting instruction form.

BY TELEPHONE

- From a touch-tone telephone, dial the telephone number indicated on your proxy card and follow the recorded instructions, 24 hours a day, seven days a week.
- You will need the account number and control number included on your proxy card in order to vote by telephone.

BY MAIL

- Mark your selections on the proxy card.
- Date and sign your name exactly as it appears on your proxy card.
- Mail the proxy card in the enclosed postage-paid envelope provided to you.

YOUR VOTE IS IMPORTANT TO US. THANK YOU FOR VOTING.

Should you have any questions with respect to voting your shares, please call our proxy solicitor, Georgeson, at 1-888-658-5755 from the US, US territories and Canada or 1-781-575-2137 if you are outside the US, US territories and Canada.

CHANGING OR REVOKING YOUR PROXY

Whether you have voted by Internet, telephone or mail, if you are a stockholder of record, you may change your vote and revoke your proxy by:

- sending a written statement to that effect to Computershare, provided such statement is received no later than 5:00 p.m. Eastern time on December 6, 2023;
- voting by Internet or telephone at a later time than your previous vote and before the conclusion of the Meeting;
- submitting a properly signed proxy card, which has a later date than your previous vote, and that is received no later than 5:00 p.m. Eastern time on December 6, 2023; or
- attending the Meeting and voting in person.

If you hold shares in street name, please refer to information from your bank, broker or other nominee on how to revoke or submit new voting instructions.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

QUORUM; VOTE REQUIREMENTS

We are required to have a quorum of shareholders present to conduct business at the Meeting. The presence in person or by proxy of shareholders holding not less than a simple majority of the votes of the shares entitled to vote on the proposals to be considered at the Meeting constitutes a quorum.

For Proposals No. 1 and No. 2, the re-election of directors, under our articles of association, directors are elected by a plurality vote, which means that the director nominees with the greatest number of votes cast, even if less than a majority, will be elected. There is no cumulative voting.

For Proposals No. 3 and No. 4, the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm and the proposed amendment to Company's articles of association, we are seeking a resolution of shareholders approved by the affirmative vote of not less than a simple majority of the votes of those shareholders at the meeting present in person or represented by proxy and entitled to vote and voting on the proposal.

It is important to note that the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2023 (Proposal No. 3) is non-binding and advisory. While the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm is not required by our articles of association or otherwise, if our shareholders fail to ratify the selection, we will consider it notice to the Board and the Audit Committee to consider the selection of a different firm.

Abstentions will be counted in determining whether a quorum has been reached. However, only votes cast for a director will be counted for purposes of electing a director and, thus, abstentions generally will not affect the outcome of the election. Only votes cast regarding the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm and those cast regarding the proposed amendment to Company's articles of association will be counted and, thus, abstentions generally will not affect the outcome of the ratification or the approval of the amendment.

If two or more persons are jointly regarded as holders of a share, each of them may be present in person or by proxy at the Meeting, but if such persons are present in person or by proxy they must vote as one.

ATTENDING AND VOTING AT THE MEETING

You will be able to attend the Meeting in person or online by visiting meetnow.global/MWZ7U64. You also will be able to vote your shares online by attending the Meeting by webcast. To participate in the Meeting, you will need to review the information included on your proxy card or on the instructions that accompanied your proxy materials.

If attending online, we recommend that you give yourself ample time to log in before the Meeting begins. Shareholders of record and duly appointed proxyholders (including Beneficial Shareholders who have duly appointed and registered themselves as proxyholders) who participate at the Meeting will be able to listen to the Meeting, ask questions and vote, provided that they are connected to the Internet. For shareholders of record, the control number located on your proxy card or in the email notification you received is your "Control Number" to access the Meeting. Computershare will provide duly appointed proxyholders with a Username by email after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered.

Shareholders will also be able to attend the Meeting physically. If you choose to attend in person, registration and seating will begin at 9:45 a.m. (Buenos Aires local time). Shareholders and proxyholders will be asked to present valid picture identification, such as a driver's license or passport and, if applicable, a completed legal proxy form, before being admitted to the Meeting. If you are a Beneficial Shareholder, you will also need proof of ownership in order to attend the Meeting. A recent brokerage statement or letter from your brokerage firm, bank or other intermediary are examples of proof of ownership. In addition, if you are a Beneficial Shareholder and you intend to vote at the Meeting, you will need to bring your legal proxy from your brokerage firm, bank or other intermediary.

Admission to the Meeting will be reserved for shareholders of the Company or their duly appointed proxies.

If you are a shareholder of record and wish to attend and vote at the Meeting, no action is required ahead of the Meeting.

If you are a "street name" holder and wish to attend and vote at the Meeting, you **MUST** obtain a valid legal proxy from your brokerage firm, bank or other intermediary and then register in advance to attend the Meeting. Follow the instructions from your broker, bank or other intermediary included with these materials or contact your broker, bank or other intermediary to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other intermediary, you **MUST** then register to attend the Meeting. To register to attend the Meeting online by webcast you must submit proof of your proxy power (legal proxy) reflecting your share holdings in the Company along with your name and email address to Computershare. Requests for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m., Eastern Time, on December 6, 2023.

You will receive a confirmation of your registration by email after Computershare receives your registration materials.

Requests for registration should be directed to Computershare as follows:

By E-Mail:

Forward the email from your broker, or attach an image of your legal proxy, to legalproxy@computershare.com.

By Mail:

Computershare
Despegar.com, Corp. Legal Proxy
P.O. Box 43001
Providence, RI 02940-3001

Street name holders who have not duly appointed and registered themselves as proxyholder will not be able to attend and vote at the Meeting.

PROPOSAL NO. 1 AND PROPOSAL NO. 2 - RE-ELECTION OF DIRECTORS

Our business and affairs are managed by, or under the direction or supervision of, our board of directors. Our board of directors has all the powers necessary for managing, and for directing and supervising, our business and affairs and may exercise all our company powers and do all such lawful acts and things as are not by applicable law or our memorandum and articles of association required to be exercised or done by our shareholders. Accordingly, our board of directors has significant discretion (and, regarding the vast majority of management and governance matters, exclusive discretion) in the management and control of our business and affairs.

Our board of directors currently consists of seven members. Our memorandum and articles of association authorize us to have up to eight directors or such other number of directors as is from time to time fixed by resolution of the board.

Our board of directors is divided into three classes designated as the “Class I Directors,” “Class II Directors” and “Class III Directors” plus a director appointed by the L Catterton as holder of the Series A Preferred Shares of the Company (the “L. Catterton Director”) and a director appointed by Waha Capital as the holder of the Series B Preferred Shares (the “Series B Director”), although no Series B Director is currently appointed. Pursuant to our memorandum and articles of association, each of our directors (other than the L. Catterton Director and Series B Director) is appointed at an annual meeting of shareholders for a period of three years, with each director serving until the third annual meeting of shareholders following his or her election. In addition, Expedia, Inc. (“Expedia”) has the right to designate one individual to be a nominee for election to the board of directors pursuant to a nominating agreement with the Company. As of the date of this Chairman’s Letter and Notice of Annual Meeting, one of the members of the board of directors of the Company, Jon Gieselman, whose term expires at the annual meeting of the Company’s stockholders to be held in 2024, was nominated by Expedia. Therefore, Expedia is not entitled to nominate a director under the nominating agreement with the Company until Mr. Gieselman no longer serves on the board of directors of the Company.

Our incumbent Class I, II and III Directors are divided among the three classes as follows:

- the Class I Directors are Jon Gieselman and Michael James Doyle, and their terms will expire at the annual meeting of stockholders to be held in 2024;
- the Class II Directors are Martín Rastellino and Mario Eduardo Vázquez, and their current terms will expire at the annual meeting of stockholders to be held in 2025; and
- the Class III Directors are Nilesh Lakhani and Damián Scokin, and their terms will expire at the Meeting.

The L Catterton Director is currently Ramiro Lauzan.

The Board has considered and nominated Nilesh Lakhani and Damián Scokin for further three-year term expiring at the Annual Meeting of Shareholders in 2026. Action will be taken at the Meeting for the re-election of these two Class III Director nominees.

Unless otherwise instructed, the persons named in the form of proxy card (the “proxyholders”) included with this Proxy Statement intend to vote the proxies held by them “FOR” the re-election of the Class III Director nominees named above. Each of the nominees have indicated that they will be willing and able to serve as directors. If any of these nominees ceases to be a candidate for re-election by the time of the Meeting (a contingency which the Board does not expect to occur), such proxies may be voted by the proxyholders in accordance with the recommendation of the Board.

Elections for Class I, II and III Directors will take place by a plurality of the votes of the shares present in person or represented by proxy at the annual meeting and entitled to vote on the election of directors. No Class I, II or III Director may be elected or re-elected at any special meeting of our shareholders.

Nominees for Re-election as Class III Directors

The following information describes the experience and qualifications of each Class III Director, each of whom is nominated for re-election:

Nilesh Lakhani has over 25 years of operating experience and has served on the boards of a number of emerging market consumer internet companies. He has served as a member of our board of directors since 2012 and as Chairman of our board of directors since 2019. Mr. Lakhani is also a director and a member of the audit committee of Ozon (Nasdaq: OZON) since 2021. Mr. Lakhani served on the board of directors of Netshoes (NYSE: NETS). He also served as an independent director on the board of directors of QIWI (Nasdaq: QIWI). Mr. Lakhani was an Operating Partner at Lumia Capital, a technology venture fund focused on emerging markets. He has also held key executive positions with growth companies in the technology, media and financial services industries. He was the Chief Financial Officer of oDesk Corporation (now Upwork, Nasdaq: UPWK). Prior to that, he was the Chief Financial Officer of Yandex (Nasdaq: YNDX). He also served as Chief Financial Officer of CTC Media (Nasdaq: CTCM). Prior to that, Mr. Lakhani was Vice President of Global Operations at Electronic Arts. Mr. Lakhani also served as Senior Vice President with Transamerica Corporation, and worked with the merchant banking arm of GE Capital. Mr. Lakhani holds a bachelor's degree in Economics from the University of Manchester, and an MBA from the University of San Francisco.

Damián Scokin joined Despegar in December 2016 and has served as our CEO since February 2017 and as a member of our board of directors since April 2017. Prior to becoming our CEO, Mr. Scokin was the CEO of Ultrapetrol (Bahamas) Limited, where he continues to be a member of the company's board of directors. Mr. Scokin held several positions within the LATAM Airlines Group. Mr. Scokin served as CEO for LATAM's International Business Unit. Mr. Scokin started his career as an associate of McKinsey & Company in Boston, where he eventually became partner. Mr. Scokin holds a bachelor's degree in Economics, a bachelor's degree Industrial Engineering degree from the University of Buenos Aires and a Master of Business Administration from Harvard Business School.

Board Meeting Attendance

We have the following committees of the Board:

Audit Committee, which consists of Mr. Mario Eduardo Vázquez, Mr. Michael Doyle and Mr. Martín Rastellino, with Mr. Vázquez serving as chair. Messrs. Vázquez, Doyle and Rastellino each satisfy the independence requirements of Rule 10A-3 under the Exchange Act. Our board of directors also has determined that Messrs. Vázquez, Doyle and Rastellino qualify as audit committee financial experts within the meaning of applicable SEC rules.

Nomination and Compensation Committee, which consists of Ramiro Lauzan, Mr. Nilesh Lakhani and Mr. Martín Rastellino, with Mr. Nilesh Lakhani serving as chair.

Strategy Committee, which consists of Mr. Nilesh Lakhani, Mr. Martín Rastellino, Mr. Michael Doyle and Ramiro Lauzan, with Mr. Martín Rastellino serving as chair.

Directors are expected to attend annual meetings of shareholders. During fiscal year 2023 to date, the Board held 4 meetings. During the same time period, the Audit Committee held 4 meetings, the Nomination and Compensation Committee held 2 meetings and the Strategy committee held 4 meetings. During such time, each of our directors attended over 87% of the meetings of the Board and committees during the time in which he served as a member of the Board or such committee.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RE-ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

**PROPOSAL NO. 3 - RATIFICATION OF INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM**

The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2023.

Although ratification is not required by our articles of association or otherwise, the Board is submitting the appointment of PricewaterhouseCoopers LLP to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm. If our shareholders fail to ratify the selection, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm (although will not require the Board to select a different firm). Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time if it determines that such a change would be in the best interests of the Company and our shareholders.

The shares represented by your proxy will be voted **"FOR"** the ratification of the appointment of PricewaterhouseCoopers LLP unless you specify otherwise.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF
PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM FOR 2023.**

PROPOSAL NO. 4 – AMENDMENT TO ARTICLES OF ASSOCIATION

The Company is governed by its memorandum and articles of association. It is proposed to amend article 11.11(a) of the Company's articles of association as set-out in this Notice of the 2023 Annual Meeting of Shareholders.

The quorum for a meeting of the Company's shareholders is a simple majority of the votes of the shares entitled to vote on the resolutions to be considered at the meeting. If a quorum is not reached within 2 hours of the appointed time of a meeting of shareholders that has been convened by the Company, the chairman of the meeting can adjourn and reconvene the meeting to a later time to allow quorum to be met (the "**Reconvened Meeting**"). Under the Company's current articles of association, the quorum for a Reconvened Meeting is also a simple majority of the votes of the shares entitled to vote. The proposed amendment would reduce the quorum for a Reconvened Meeting to one-third of the votes of the shares entitled to vote.

Due to the nature of the Company's shareholder base, it has become increasingly difficult for the Company to obtain quorum. While we note that to date, quorum has always been present at the appointed time of the Company's meetings of shareholders and there has not been any need to hold a Reconvened Meeting, in recent years the Company has devoted considerable effort and resources to ensure that quorum has been met (including the hiring of a proxy solicitor). The Board of Directors believes that without the proposed amendment there is an increasing risk that the Company will not be able to obtain a quorum at future annual meetings and subsequent Reconvened Meetings, thus hindering the Company's ability to conduct business. The Board of Directors believes that the proposed amendment balances shareholder's rights in keeping the current quorum requirement for shareholder meetings while helping to ensure the quorum requirements will be met at any Reconvened Meeting without undue effort, delay and cost.

The Board of Directors has approved this proposed amendment to the articles of association pursuant to clause 9(a) of the Company's memorandum of association.

The shares represented by your proxy will be voted "**FOR**" the proposed amendment to the Company's articles of association unless you specify otherwise.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION.

DESPEGAR.COM, CORP.
 Av. Corrientes 800, Piso 18,
 Ciudad Autónoma de
 Buenos Aires, Argentina
 C1043AAU

Vote By Internet - Go to www.investorvote.com/DESP or scan the QR code with your smartphone. Use the Internet to transmit your voting instructions and for electronic delivery of information. Have your proxy card in hand when you access the web site and follow the steps outlined on the website. You will also be able to register here for future electronic delivery of shareholder materials and electronic voting by clicking on the "Go Green" button.

Vote By Telephone - You can vote by calling (on a touch tone telephone) 1-800-652-VOTE (8683) from the US, US territories and Canada or 1-781-575-2300 if you are outside the US, US territories and Canada. Follow the instructions provided on the recorded message. You will need your 15-digit control number on your proxy card.

Vote by Mail - Mark, date, sign and return the enclosed proxy card, whether or not you plan to physically attend the Meeting. If you are located in the United States, you can return your proxy card by mail in the enclosed postage-paid envelope. If you are located outside the United States, you should add the necessary postage to the enclosed envelope.

The 2023 Annual Meeting of Shareholders of Despegar.com, Corp. will be held on Monday, December 11, 2023 at 10:00 a.m. (Buenos Aires local time) at the Company's office located at Av. Corrientes 800, Piso 18, Ciudad Autónoma de Buenos Aires, Argentina C1043AAU. Shareholders may also attend and participate in the meeting online by visiting meetnow.global/MWZTU64.

To access the virtual meeting, you must have the information that is printed in the shaded bar located on the reverse side of this form.



Small steps make an impact.
 Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/DESP

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – DESPEGAR.COM, CORP.
+

Proxy Solicited on Behalf of the Board of Directors

2023 Annual Meeting of Shareholders

I/We, the undersigned, being a shareholder/shareholders of the Company, hereby appoint Amit Singh, Monica Alexandra Soares da Silva, Luca Pfeifer, or any of them, each with the power of substitution, as my/our Proxy to attend and to vote on my/our behalf at the 2023 Annual Meeting of the Company to be held at 10:00 a.m. (Buenos Aires local time) on Monday, December 11, 2023 and at any adjournments and postponements of the 2023 Annual Meeting. I/We direct that my/our vote(s) be cast or withheld on the proposals as set out in the Notice of Annual Meeting as indicated by an 'X' in the appropriate box on the reverse side and, in respect of any proposals where no such indication is made and/or on any other business which may properly come before the 2023 Annual Meeting, in such manner as my/our Proxy thinks fit.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR Nilesh Lakhani and FOR Damián Scokin and FOR Proposals 3 and 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the 2023 Annual Meeting and at any adjournments and postponements thereof.

(Items to be voted appear on reverse side)

C Non-Voting Items
+

Change of Address – Please print new address below.

