

# Non-Revocable Proxy

BE IT KNOWN, that for good consideration, the undersigned, being the owner of \_\_\_\_\_ shares of voting stock of \_\_\_\_\_ (the "Corporation"), hereby grant to \_\_\_\_\_, a non-revocable proxy to vote on behalf of the undersigned \_\_\_\_\_ shares of the said stock at any future meeting of the stockholders of the Corporation, and the said proxy holder is entitled to attend the said meetings on my behalf or vote the said shares through mail proxy.

During the pendency of this proxy, the rights to vote the said shares shall be exclusively held by the proxy holder and shall not be voted by the undersigned. This proxy shall not be revocable and shall remain in effect until \_\_\_\_\_, 201(x), when all rights hereunder shall terminate.

The undersigned agrees to annex a legend to said the shares stating the existence of this outstanding proxy, as all rights hereunder shall survive any sale or transfer of the said shares.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 201(x).

IN WITNESS WHEREOF I have hereunto set my hand and seal on the day and year first above written.

\_\_\_\_\_

in the presence of:

\_\_\_\_\_

WITNESS