[LETTERHEAD]

NOTICE OF MEETING OF THE BOARD OF DIRECTORS TO BE HELD ON [DATE]

Members of the Board of Directors:

In accordance with [Section [NUMBER] of the [STATE CORPORATE LAW] and] the by-laws of [COMPANY] (the "Company"), a [regular] **OR** [special] meeting of the Board of Directors of the Company will be held on [DATE], at XX:XX [a.m.] **OR** [p.m.], local time, at [LOCATION], [ADDRESS].

The following business will be transacted at the meeting:

1. [LIST AGENDA ITEMS;]

2. [LIST AGENDA ITEMS;]

3. [Transact any other business that properly comes before the meeting.]

[Members of the Board may participate in this meeting via telephone conference call by dialing [NUMBER] using the following [PASSCODE].]

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|  | [NAME][Secretary][DATE] |