

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting (the "AGM") of ComfortDelGro Corporation Limited (the "Company") will be held on Friday, 24 April 2026 at 10.00 a.m. via electronic means and in person at:

**CASSIA MAIN BALLROOM, LEVEL 3
SANDS EXPO & CONVENTION CENTRE
10 BAYFRONT AVENUE
SINGAPORE 018956**

The AGM is for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2025 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a tax-exempt one-tier final dividend of 4.59 Singapore cents (S\$0.0459) per ordinary share in respect of the financial year ended 31 December 2025. **(Resolution 2)**
- To approve Directors' fees of up to S\$1,750,000 for the financial year ending 31 December 2026 (FY2026: S\$1,750,000). [Please refer to Explanatory Note (a)] **(Resolution 3)**
- To re-elect Mr Cheng Siak Kian, a Director retiring pursuant to Regulation 93 of the Company's Constitution. [Please refer to Explanatory Note (b)] **(Resolution 4)**
- To re-elect Ms Susan Kong Yim Pui, a Director retiring pursuant to Regulation 93 of the Company's Constitution. [Please refer to Explanatory Note (c)] **(Resolution 5)**
- To re-elect Professor Ooi Beng Chin, a Director retiring pursuant to Regulation 93 of the Company's Constitution. [Please refer to Explanatory Note (d)] **(Resolution 6)**
- To note that Ms Tham Ee Mern Llian, who will be retiring as a Director pursuant to Regulation 93 of the Company's Constitution, will not seek re-election at this AGM. [Please refer to Explanatory Note (e)]
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

ORDINARY RESOLUTIONS:

- AUTHORITY TO ISSUE SHARES UNDER THE COMFORTDELGRO EXECUTIVE SHARE AWARD SCHEME** **(Resolution 8)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors of the Company be and are hereby authorised to issue and grant awards ("Awards") in accordance with the provisions of the ComfortDelGro Executive Share Award Scheme ("Scheme") and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme, provided that the aggregate number of shares to be allotted and issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of all Awards, and all shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed two per centum (2%) of the total issued shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

(Note: The Scheme was approved at the AGM of the Company held on 26 April 2018.)

- RENEWAL OF SHARE BUYBACK MANDATE** **(Resolution 9)**

That for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "Companies Act"), the exercise by the Directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit (as hereinafter defined), as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- market purchase(s) (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"), or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- off-market purchase(s) (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act; and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the Listing Manual of the SGX-ST ("Listing Manual") as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");
- the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - the date on which the next AGM is held or required by law to be held;
 - the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting; and
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;
- in this Resolution:

"Maximum Limit" means that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at such price(s) as may be determined by the Directors from time to time; and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (including brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

 - in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
 - in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and ten per cent (110%) of the Average Closing Price, where:

"Relevant Period" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Average Closing Price" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days ("Market Day" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the offer pursuant to the Off-Market Purchase, which day shall be deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the purchases are made; and

"Day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buyback Mandate in any manner as they think fit, which is permitted under the Companies Act and the Company's Constitution; and

(e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Note: The Share Buyback Mandate was approved at the AGM of the Company held on 26 April 2018.)

[Please refer to Explanatory Note (g)]

NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on Tuesday, 5 May 2026 for the purpose of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 4.59 Singapore cents (S\$0.0459) per ordinary share for the financial year ended 31 December 2025 (the "Proposed Final Dividend").

Duly completed transfers of the Shares received by the Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068996 up to 5.00 p.m. on Tuesday, 5 May 2026 will be registered to determine Shareholders' entitlements to the Proposed Final Dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the Company as at 5.00 p.m. on Tuesday, 5 May 2026 will be entitled to the Proposed Final Dividend. The Proposed Final Dividend, if approved by the Shareholders at the Twenty-Third AGM of the Company, will be paid on Wednesday, 13 May 2026.

BY ORDER OF THE BOARD
COMFORTDELGRO CORPORATION LIMITED
Angeline Joyce Lee Siang Pohr
Cher Ya Li Shery
Company Secretaries
Singapore
26 March 2026

EXPLANATORY NOTES:

ORDINARY BUSINESS:

- Resolution 3 is to approve the Directors' fees for the Non-Executive Directors of the Company for the financial year ending 31 December 2026. The Directors' fees for the financial year ended 31 December 2025 amounted to about 1,631,883.61. The proposed Directors' fees for FY2026 are computed based on the anticipated number of Directors on the Board and composition of the Board Committees, as well as the anticipated number of Board and Board Committee meetings for FY2026. If the Resolution is passed, the Non-Executive Directors can be paid during the financial year in which the fees are incurred. In the event that the amount of Directors' fees payable at the next Annual General Meeting before any payments are made to the Non-Executive Directors for the shortfall.

- Mr Cheng Siak Kian will, upon re-election as a Director of the Company, continue to serve as a member of the Strategy & Investment Committee and the Sustainability Committee. Mr Cheng will be considered a Non-Independent Executive Director and hold the title of Managing Director/Group Chief Executive Officer of the Company.
- Ms Susan Kong Yim Pui will, upon re-election as a Director of the Company, continue to serve as a member of the Nominating and Remuneration Committee and the Strategy & Investment Committee. Ms Kong will be considered an Independent Non-Executive Director of the Company.
- Professor Ooi Beng Chin will, upon re-election as a Director of the Company, continue to serve as a member of the Board Risk Committee and the Strategy & Investment Committee. Prof Ooi will be considered an Independent Non-Executive Director of the Company.
- Ms Tham Ee Mern Llian will, upon her retirement as a Director of the Company at the end of the AGM, cease to be a member of the Audit Committee and the Board Risk Committee.

SPECIAL BUSINESS:

(a) Ordinary Resolution 8, if passed, will empower the Directors to offer and grant Awards under the Scheme in accordance with the provisions of the Scheme and to issue from time to time such number of fully paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme. The aggregate number of Shares which may be issued pursuant to the Scheme and any other share-based schemes (if applicable) shall not exceed in aggregate (for the entire duration of the Scheme) two per centum (2%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time. The Scheme was approved at the AGM of the Company held on 26 April 2018.

(b) Ordinary Resolution 9, if passed, will renew the Share Buyback Mandate, and empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Circular to Shareholders dated 26 March 2026, which is available at www.comfortdelgro.com.

The Company may use internal and external sources of funds to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect on the listing status of the Shares on the SGX-ST. The Company may use the proceeds from the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate and the impact on the Company's financial position cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased, whether the Shares are purchased or acquired out of capital or profits, the purchase prices paid at the relevant times, and whether the Shares purchased or acquired are held in treasury or cancelled.

²¹ Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled "Board of Directors", "Directors' Particulars" and "Additional Information on Directors Seeking Re-election" in the FY2025 Annual Report of the Company.

The rationale for the Share Buyback Mandate, the reasons of funds to be used for the Share Buyback Mandate, the impact of the Share Buyback Mandate on the Company's financial position, the implications arising as a result of the Share Buyback Mandate under the Singapore Code on Take-overs and Mergers and on the listing of the Company's Shares on the SGX-ST are set out in the Circular, which is enclosed together with this Notice.

An illustration of the total number of Shares which may be purchased or acquired by the Company up to the Maximum Limit, pursuant to the Share Buyback Mandate, is contained in paragraph 3.2.1 of the Circular.

An illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Limit at the relevant Maximum Price in the case of the illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Limit at the relevant Maximum Price in the case of Off-Market Purchases, pursuant to the Share Buyback Mandate, are contained in paragraph 3.5.2(b) of the Circular.

An illustration of the financial impact of the purchase or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Company for the financial year ended 31 December 2025 is set out in the Circular.

A share buyback mandate (the "2025 Mandate") on the same terms was renewed at the AGM of the Company held on 25 April 2025. Details of the Company's acquisition of Shares pursuant to the 2025 Mandate are contained in paragraph 3.9 of the Circular.

NOTES:

- A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
- Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
- A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

Relevant Intermediary means:

- a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1963 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

- Investors holding shares under the Central Provident Fund Investment Schemes ("CPF Investors") and/or Supplementary Retirement Scheme ("SRS Investors") who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e. by 10.00 a.m. on Tuesday, 14 April 2026). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.

- The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
 - If submitted by post, be deposited at the Company's registered office at 1 Pasir Panjang Road, #24-01, Labrador Tower, Singapore 118479; or
 - If submitted by electronic mail, be sent to agm2026@comfortdelgro.com; or
 - If submitted electronically, be lodged at the Company's AGM pre-registration website, www.convengam.sg/CDG_AGM2026, in each case, by 10.00 a.m. on Tuesday, 21 April 2026, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

- In the case of shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on Tuesday, 21 April 2026), as certified by The Central Depository (Pte) Limited to the Company.

- A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.

- The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

IMPORTANT INFORMATION

The AGM will be held physically ("Physical Meeting") and by electronic means ("Virtual Meeting"). Shareholders of the Company ("Shareholders") shall take note of the following arrangements for the conduct of the AGM on Friday, 24 April 2026 at 10.00 a.m.:

1. Attendance

The pre-registration procedures are set out below:

Virtual Meeting	Physical Meeting
Proceedings of the AGM will be broadcasted through live audio-visual and audio-only feeds ("Live Webcast"). All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: www.convengam.sg/CDG_AGM2026 for verification purposes by 10.00 a.m. on Tuesday, 21 April 2026, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Tuesday, 21 April 2026), failing which the appointment shall be invalid.	Please pre-register for verification purposes by 10.00 a.m. on Tuesday, 21 April 2026 at the URL: www.convengam.sg/CDG_AGM2026 and indicate your interest to attend the AGM physically at the AGM venue. Shareholders who are appointing Proxies (ies) to attend the Physical Meeting on his/her behalf should inform his/her Proxy(ies) to pre-register and specify his/her intention to attend the Physical Meeting at the URL: www.convengam.sg/CDG_AGM2026 not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Tuesday, 21 April 2026), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxies (ies) with a confirmation email by Wednesday, 22 April 2026 ("Confirmation Email for Virtual Meeting") via the email address provided during the pre-registration or as indicated in the Proxy Form to access the Live Webcast. Shareholders who are appointing Proxies (ies) to attend the Physical Meeting should inform his/her Proxy(ies) to pre-register at the URL: www.convengam.sg/CDG_AGM2026 not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e. by 10.00 a.m. on Tuesday, 21 April 2026), failing which the appointment shall be invalid.

Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast. Shareholders who have registered by 10.00 a.m. on Tuesday, 21 April 2026 but have not received the Confirmation Email for Virtual Meeting by Wednesday, 22 April 2026, please email IR@comfortdelgro.com.

If you have any queries on the attendance at the AGM venue, please email IR@comfortdelgro.com.

If you have any queries on the Live Webcast, please email IR@comfortdelgro.com or support@convengam.com or call the telephone number +65 6856 7330.

2. Submission of Questions

- Submission of questions in advance of the AGM:
 - electronic mail, to IR@comfortdelgro.com; or
 - the Company's AGM pre-registration website, www.convengam.sg/CDG_AGM2026.
 All questions must be submitted by 10.00 a.m. on Friday, 17 April 2026. The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Friday, 17 April 2026, which is more than seventy-two (72) hours prior to the closing date and time for the lodgement of the Proxy Form (i.e. 10.00 a.m. on Tuesday, 21 April 2026).

- Submission of questions during the AGM:

Virtual Meeting	Physical Meeting
Shareholders and Proxies (ies) who have pre-registered and been verified to attend the AGM proceedings via the Live Webcast may submit questions relating to the agenda of the AGM during the AGM by:	

- Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking the "Type Your Question" to input their queries in the question text box.

- Clicking the "Ask a Question" feature and then clicking the "Type Your Question" via the Live Webcast. The relevant Shareholder or Proxy will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual means during the AGM within a certain prescribed time limit.

- Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

3. Voting

Live voting will be conducted during the AGM for Shareholders and Proxies (ies) attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxies (ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting. Shareholders and Proxies (ies) will be required to login via the email address provided during the pre-registration or as indicated in the Proxy Form. The Proxy Form for the AGM may be accessed at the Company's website at www.comfortdelgro.com/agm2026proxyform or on SGXNET. The electronic Proxy Form is also available on the Company's AGM pre-registration site, www.convengam.sg/CDG_AGM2026.

- Live Voting:
 - Shareholders and Proxies (ies) may cast their votes in real time for each resolution to be tabled during the AGM via the login credentials created during the pre-registration via their SingPass accounts. Shareholders and Proxies (ies) will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxies (ies) must bring a web-browser enabled device in order to cast their votes. CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

- Voting via appointing the Chairman of the Meeting as proxy:
 - An alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the Meeting as proxy to vote on their behalf. Duly completed Proxy Forms must be:
 - deposited at the Company's registered office at 1 Pasir Panjang Road, #24-01, Labrador Tower, Singapore 118479; or
 - sent via electronic mail to agm2026@comfortdelgro.com; or
 - lodged at the Company's AGM pre-registration website, www.convengam.sg/CDG_AGM2026, and submitted by 10.00 a.m. on Tuesday, 21 April 2026, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

- CPF/SRS Investors:
 - CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on Tuesday, 14 April 2026), to ensure that their votes are submitted.

4. Access to documents or information relating to the AGM

The Annual Report for the financial year ended 31 December 2025 and the Circular dated 26 March 2026 in relation to the proposed renewal of the Share Buyback Mandate have been uploaded on SGXNET on 26 March 2026 and may be accessed via SGXNET and also the Company's website at www.comfortdelgro.com.

5. Filming and Photography

When a Shareholder or Proxy attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her video and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any other Shares on the SGX-ST, the member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with the applicable laws, regulations, rules and guidelines (collectively, the "Purposes"). (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of the member's proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any actions, proceedings, penalties, liabilities, claims, demands, costs, expenses, losses and damages suffered or incurred by the Company as a result of the member's breach of warranty.