

# Beneficial issuer guidebook

A guide to Broadridge's corporate client services



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# Contacts

## **Beneficial Corporate Client Services**

**Website:** [www.MyService.Broadridge.com](http://www.MyService.Broadridge.com)

**Email:** [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com)

**Call:** +1 631-254-7067 option number 2

## **USPS Mailer Identification (MID)**

**Call:** 877-672-0007 or

**Email:** [intelligentmailsupport@usps.gov](mailto:intelligentmailsupport@usps.gov)

**Billing Inquiry:** [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com)

**Invoices Inquiry:** [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com)

If you need invoices uploaded to a portal, please email instructions to [Electronicuploads@broadridge.com](mailto:Electronicuploads@broadridge.com)

If you require a purchase order number on invoices, please create once you set up your new job and email the PO# to [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com)

For Copies of Invoices and W-9's, please email: [BSG.Invoices@Broadridge.com](mailto:BSG.Invoices@Broadridge.com) and for billing inquiries please dial 631-254-7422

## **Shareholder Vote Inquiry**

**Internet:** [ProxyVote.com](http://ProxyVote.com)

**Telephone:** +1 800-579-1639

**Email:** [Sendmaterial@proxymvote.com](mailto:Sendmaterial@proxymvote.com)

## **Head of Issuer Sales**

John Dunn 631-766-7365

## **Delivery Guidelines**

We request an advanced electronic notification of shipment sent to the following email address [Thehut@broadridge.com](mailto:Thehut@broadridge.com)

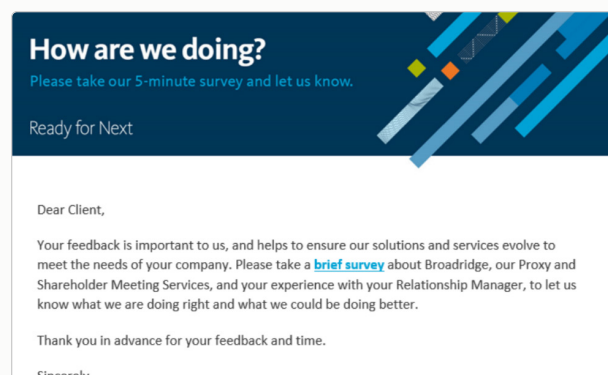
**Receiving Office:** +1 631-254-7297

**24 Hour Direction Hotline:** +1 631-254-7553

# Welcome

Broadridge provides public companies with the strategic approach they need to effectively reach their shareholders. With decades of proxy processing, shareholder communications experience and state-of-the-art technology, we can help make managing your proxy and investor communications as simple and efficient as possible.

Our commitment to continuous growth and improvement is evidenced by the SSAE 18 examinations of our service. Additionally, we hold an ISO 9001:2015 certification (Quality Management System) and ISO 27001:2022 certification (Information Security Management System), both internationally recognized growth and improvement standards.



Thank you for your interest in our services! We are committed to supporting your investor communication needs throughout the year.

#### **Accessing Your Proxy Campaign Information:**

To access your company's proxy campaign information, please visit:

[MyService.Broadridge.com](https://MyService.Broadridge.com).

#### **Login Information:**

Username: Your email address

Password: If you have forgotten your password, click on "Forgot Password" on the login page to reset it.

#### **Requesting Access:**

If you do not have access, an officer of your company can request it. Please send an email to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) and include the following details:

- Company's name
- CUSIP number
- User's name
- Email address
- Phone number

#### **Additional Support Availability:**

Monday through Friday from 9:00 AM to 6:00 PM Eastern Time

Email: [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com)

Call: +1 631-254-7067 option 2

#### **Issuer Client Satisfaction Survey:**

We value your feedback! You will receive an Issuer Client Satisfaction Survey via email from our president one week after your meeting date. Please take a moment to complete it. Your responses are crucial for us to improve and understand your experience. Each survey is reviewed by management.

#### **Disclaimer:**

The information in this document is for informational purposes only and should not be considered legal, financial, or any other form of advice. Please consult with a professional advisor before making any legal or business decisions based on this content. Thank you for choosing our services. We look forward to assisting you throughout the year.

## STEP 1

# Planning

## Things to consider

- **Material Printing:** Do you know who is printing your material? Broadridge offers Typesetting, Edgarization and Print proxy services.
- **Shareholder Annual Meeting:** are you hosting physical or virtual shareholder annual meeting? Broadridge can provide numerous Virtual Meeting options.
- **Record Date:** Must be two business days in advance. Will your record and meeting dates allow enough time to mail via Notice and Access?
- **Broker search results:** Due to investors moving in and out of positions, the results of the preliminary Broker Search could be significantly different from the final results that you receive on the Record Date.
- **Analytical Reports:** Analytical Reports (e.g., Notice and Access Cost Benefit Analysis, Share Range Analysis) can help you develop a cost- and time-effective mail strategy.
- **Create a campaign:** We have improved our Client Portal and the look has changed. We have simplified a few keys steps to include easier access to creating a new campaign, editing your campaign, seeing the voting agenda and if using Notice and Access, approving the Notice card. There is also additional information available on this page.





## Choose a model of distribution

When planning for your upcoming annual or special meeting you have the option to deliver proxy materials by one of two methods:

### **Full-Set Proxy Model** or **Notice and Access Model**

Visit us online at: [www.Broadridge.com/corporate-issuer-solutions](http://www.Broadridge.com/corporate-issuer-solutions) to view our **Beneficial and Registered Proxy Solutions**. You are also encouraged to access and view your proxy campaign at: [www.MyService.Broadridge.com](http://www.MyService.Broadridge.com). Contact us at [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) to obtain access if you do not have access already.

### **Full-set proxy model**

With the Full-Set Proxy Model, all shareholders are sent a hard copy set of your meeting materials.

By default, shareholders receive their materials in hard copy form through the Postal Service. However, shareholders can affirmatively consent to receive their materials by electronic delivery. Broadridge maintains each shareholder's preference in a database and delivers materials according to shareholder preference.

### **Notice and access model**

The SEC Notice and Access or "E-Proxy" rules provide the opportunity to leverage technology and reduce the cost associated with the shareholder meeting process. Instead of a full-set proxy package, you can mail a Notice of Internet Availability to the majority of your shareholders that will direct them to a website where they can access shareholder materials, vote their shares and request paper copies of the materials.

There are several factors to consider in making the choice to implement Notice and Access: whether you fully adopt the Notice and Access model; use a full-set model; or even use a combined targeted approach that blends Notice of Internet Availability mailings in combination with a full-set mailing (stratification).

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### **Did you know?**

You are responsible for supplying shareholder materials to be mailed as well as reimbursing nominees (i.e., banks and brokers) for their reasonable costs to distribute the materials.

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There are notifications that need to be completed to initiate the Notice and Access process. Please be sure to notify Broadridge as soon as you make the decision to utilize Notice and Access.

## If you choose the notice and access model

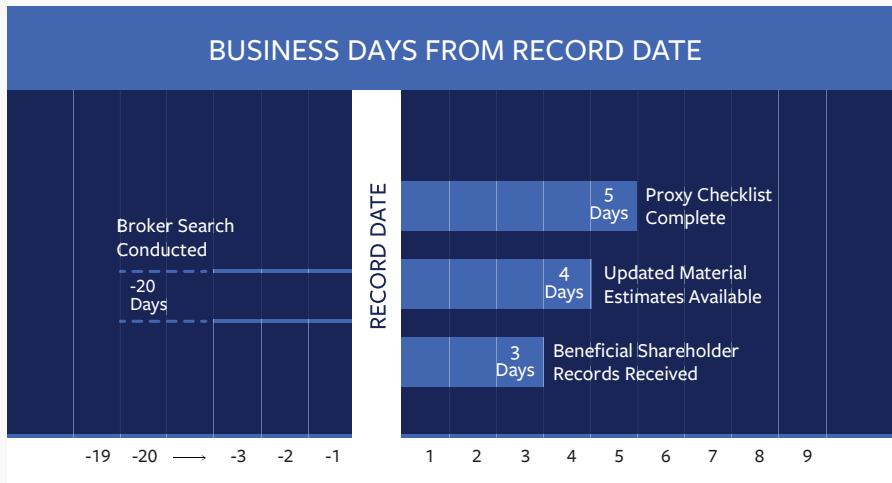
- Send a Notice of Internet Availability of Proxy Materials to shareholders at least forty (40) days prior to the meeting date.
- Post proxy materials on a publicly accessible website other than the SEC's EDGAR site. See page 38 about our webhosting service.
- Provide hard copy materials upon request for one year after the shareholder meeting.
- File the proxy materials with the SEC prior to mailing the Notice of Internet Availability.

### Key points:

- The SEC permits your company and soliciting persons to include explanatory materials with their Notice of Internet Availability mailings to shareholders.
- Ten (10) calendar days or more after sending the Notice of Internet Availability, your company may send a proxy card, a second votable notice or Vote Instruction Form to shareholders via a reminder mailing.
- The Notice and Access model cannot be used for business combination transactions.
- Shareholders can elect to continue to receive hard copy of materials.



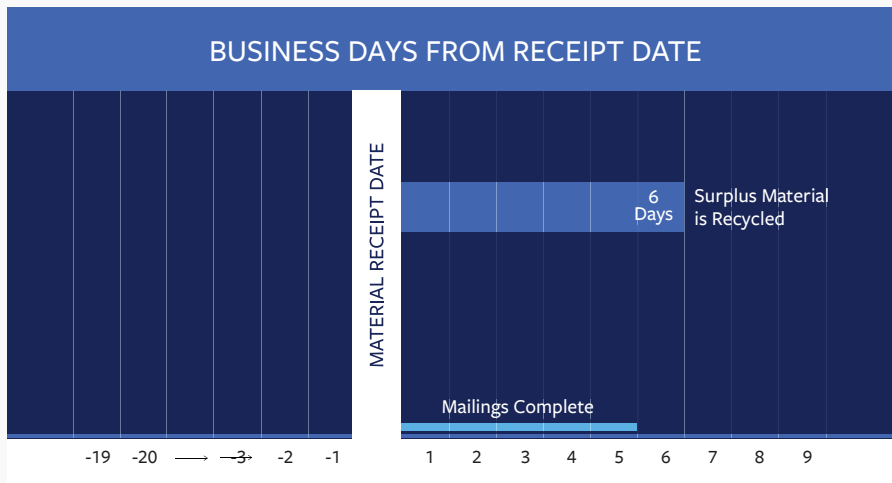
# Traditional proxy timeline



## Step 1: Planning

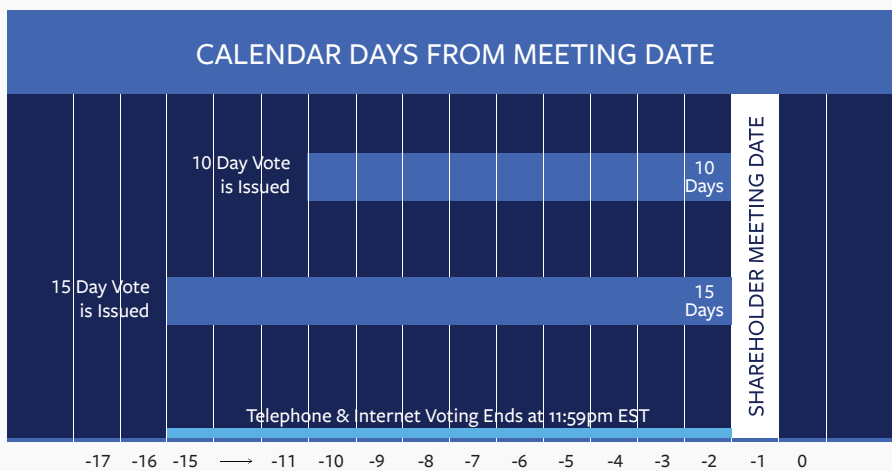
Note: If the date falls on a weekend or holiday, use the next business day.

Per SEC Rule 14a-13, we need to be notified at least 20 calendar days prior to the Record Date.



## Step 2: Distribution

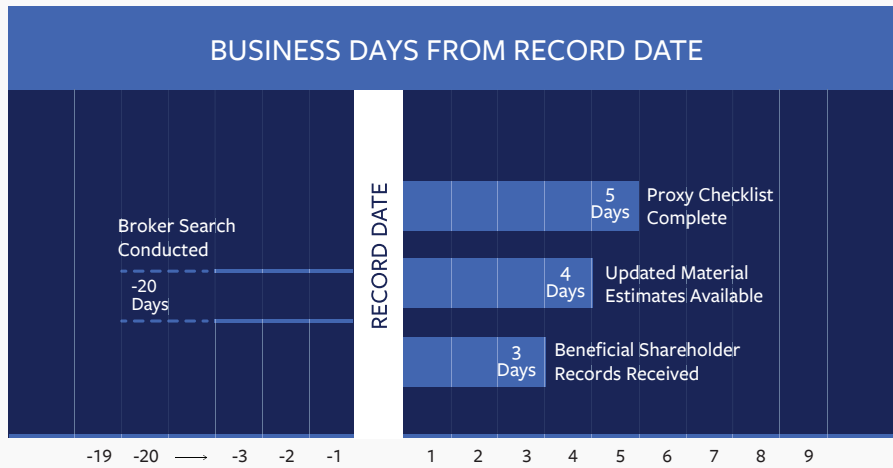
SEC filings should be completed, and documents should be posted to a website prior to Broadridge receiving the materials. SEC regulations require that we mail materials within five business days following receipt of materials and/or instructions.



## Step 3: Voting

A 15-Day Initial Vote report will be issued so long as we mail more than 25 calendar days prior to your meeting.

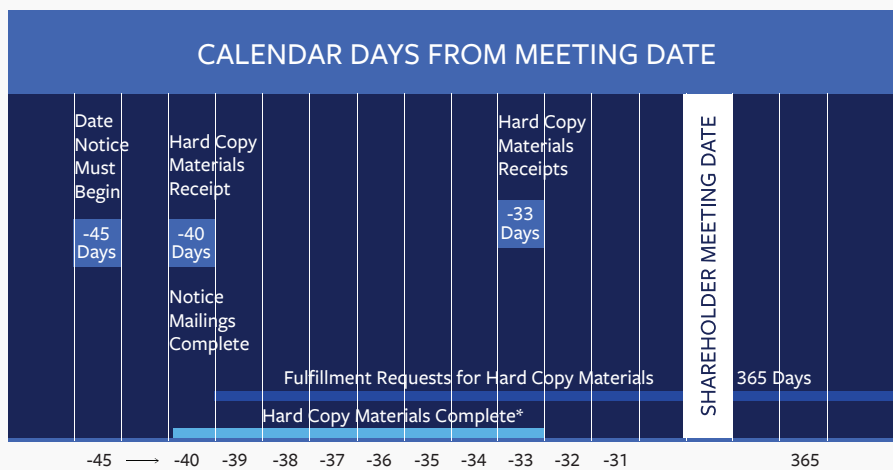
# Notice and Access timeline



## Step 1: Planning

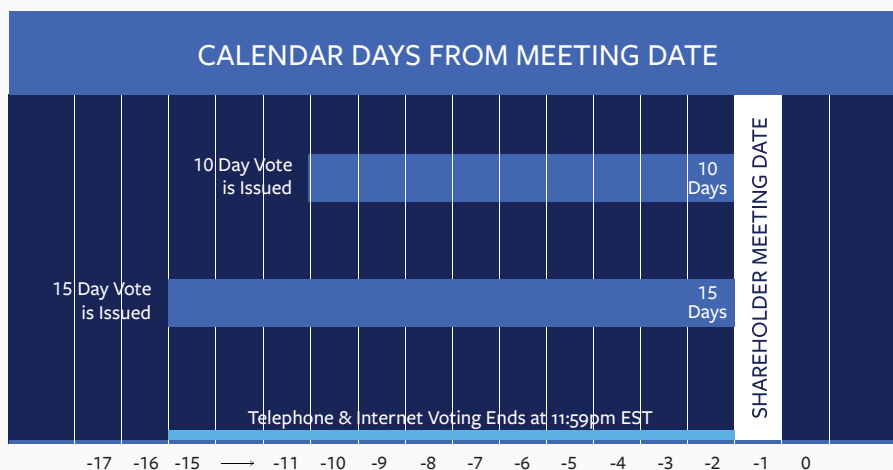
**Note:** If the date falls on a weekend or holiday, use the next business day.

Beneficial shareholder records are returned from banks and brokers three business days after the Record Date.



## Step 2: Distribution

Notice of Internet Availability must be created and approved five (5) business days prior to the 40th day so Broadridge can ensure your notices are mailed on time.



## Step 3: Voting

Your proxy timeline should be finalized only after consulting with your company's legal counsel, by-laws and/or articles of incorporation.



## Timing of notice and access model

Record Date		
SEC Filing Date		
Meeting Date		
Data element	Days Before Meeting	Dates
Broker search date	80	
Initial drafts of vote instruments	65	
Last date for issuer to confirm use of Notice and Access Model	60	
Record Date	60	
Shareholder records received from banks and brokers (three business days after the record date) Hard copy material quantities confirmed		
PDFs provided for print proof creation		
Mail method and other instructions confirmed	55	
Print ready documents provided (document customization)	50	
Demo links for interactive document provided for client approval	47	
Client approval of document customization demo links	46	
Final approval of proposal language (notice/vote instruction card)	45	
Provide PDF of links for electronic delivery/webhosting		
(Non-document customization clients only)	45	
Date notice will begin printing	45	
Emails for electronic delivery released	40	
Last date to mail notice to shareholders, file proxy material and post to website	40	
Earliest possible date optional second notice can be mailed	30	
Last date to mail hard copy material and obtain 15-day broker discretionary voting	25	
Date of first vote (15-day vote) is issued	15	
Last reasonable date shareholder can request material before annual shareholder meeting (Broadridge Inventory Management Agent)	13	
Last date to request material	Meeting + 365	

The timeline will help you determine due dates for critical milestones in the proxy process. Upon request your Client Service Professional can prepare a customized timeline for you based on your record date and meeting date. If milestone dates aren't met, we may have to accelerate the process resulting in an additional fee.

## Record and meeting date notification

Once your company has the finalized dates for the meeting, visit our website at: [MyService.Broadridge.com](https://www.broadridge.com/my-service) with the information below to begin the process:

- Record Date
- Meeting Date
- Class of Stock
- Model of Distribution – Notice and Access or Traditional

### Proxy checklist

The following is required prior to receiving your hard copy material to ensure a smooth mailing process and to avoid delays:

- One sample of the final proxy card in PDF form emailed to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com)
- PDFs of documents if Broadridge is webhosting
- URL links for documents if Broadridge is not webhosting
- List of enclosure(s) to be mailed
- Material delivery date to Broadridge
- Postage selection
- Time and location of meeting\*
- SEC Filing Date\*
- Fulfillment agent information if Broadridge is not warehousing the material\*
- Last date to request hard-copy materials\*
- Surplus disposition
- Provide USPS Mailer ID (MID)

\* Only Notice and Access model - to be confirmed online.

## Broker search date notification

SEC Rule 14a-13 requires your company to notify the banks and brokers of your record and meeting date, at least twenty (20) business days prior to the record date. By notifying Broadridge of your record date, you are fulfilling this requirement for all the nominees Broadridge represents. When Broadridge receives this notification, we contact our bank and broker clients electronically and “search” for the beneficial shareholders that hold shares in your company.

The most efficient way to notify us of these critical dates is through our website: [MyService.Broadridge.com](https://www.broadridge.com/my-service).

## Stock exchange record date notification

If your company is listed on a stock exchange, you may be obligated to provide the exchange advance notification of any updates or changes to your record date. Our broker search does not satisfy this requirement. The NYSE in particular requires this information; however, please follow up with your stock exchange representative, transfer agent and/or corporate council to review the rules and assist with providing the appropriate documentation that may be needed.

## Material request

Approximately three (3) business days after your record date notification, you will receive a “Material Request” email based on our search results. This is considered a preliminary search, satisfying SEC Rule 14a-13 for the banks and brokers that Broadridge represents.

This estimate should be used for planning purposes only since investors moving into and out of positions can result in an increase or decrease in the final amount. You may also access this information through our website: [MyService.Broadridge.com](https://www.broadridge.com/my-service).

## Record date confirmation

Approximately three (3) business days after the official record date of your shareholder meeting, you and your agent will receive a Record Date Confirmation Notice via email. This is known as the final broker search and is available on our website: [MyService.Broadridge.com](https://www.broadridge.com/my-service).

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## Delivery options

### For Full-Set mailings

You will receive an estimate of the number of beneficial shareholders and the number of material sets required for mailing. This quantity does not include spoilage, so be sure to factor in extra material.

### For Notice and Access mailings

You will receive an estimate of the number of beneficial shareholders and the number of material sets required for mailing. The Notice and Access amount is an estimate of those accounts that have requested the receipt of full packages instead of the notice. Your company can choose to stratify a population of shareholders with a full package of proxy material (rather than sending only the Notice of Internet Availability) even if those shareholders have not elected to receive a full package. The notice quantity does not include allowance for spoilage or shareholder requests for fulfillment.

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**Note:**

**To calculate the spoilage, please see the chart on page 17.**

### **For Full-Set mailings**

In a full-set mailing, material quantity will reflect the number of hard copy packages to be distributed. This quantity does not include spoilage (see Delivery Guidelines on page 48).

The Record Date Confirmation Notice also includes the quantity of mailings that are to be eliminated as a result of special processing (Preference Management) by Broadridge. Most issuers will notice savings through a combination of preferences such as householding, consolidation, electronic delivery and ProxyEdge® delivery. These preferences are described in the Distribution Process or Glossary section of this guidebook.

### **For Notice and Access mailings**

The Notice and Access amount is for those accounts that have requested the receipt of full packages instead of the notice and does not include spoilage.

### **Stratified Notice and Access mailings**

Your company can choose to furnish a population of shareholders with a full package of proxy materials rather than only sending the Notice of Internet Availability even if those shareholders have not elected to receive a full package. You can send full packages to shareholders based on the number of shares held or if the account has previously voted. Please contact your Client Service Professional to determine the actual quantity if you wish to use any of these options since the Record Date Confirmation Notice does not take this special processing into account.

You can automatically send full packages to shareholders above a predetermined share amount. The share threshold of your choice will be used for this distribution only.

## **Postage options**

Broadridge works closely with the United States Postal Service® (USPS), United Parcel Service® (UPS) and other mail carriers. With a wide range of mailing options, we can design a plan to fit your mailing time frame and budget. Please note, whatever option you choose, the actual cost will vary and is based on the size, shape and weight of the material. Several tools are available to assist you in making your decision at [MyService.Broadridge.com](https://www.broadridge.com/my-service).

### **USPS Mailer Identification (MID)**

In order to offer Full Service Intelligent Mail® to their customers, the USPS has imposed a mandate for all mailing vendors to provide a Mailer Identifier (MID) when material is presented to them for delivery. The MID is a unique 6- or 9-digit number assigned by the USPS. This number identifies the owner and the sender of the mail piece. To ensure compliance with this regulation you will be asked to provide Broadridge with this number. If you do not already have a MID from the USPS, we can assist you with obtaining one at no cost to you. If you have any questions, please call 877-672-0007 or email [intelligentmailsupport@usps.gov](mailto:intelligentmailsupport@usps.gov).

### **Broadridge postage calculator**

Broadridge has tools to calculate and compare your postage costs between USPS First-Class™, First-Class Alternative and USPS Standard Mail®. The postage estimate calculator on [MyService.Broadridge.com](https://www.broadridge.com/my-service) is located under the Tools section on the landing page. Select “Postage Calculator” from the drop-down menu to view the calculator. Please refer to the following chart for the postage options that are available when deciding on a mail method.

### **USPS standard mail drop ship**

Delivery time averages seven (7) to fourteen (14) business days. When a campaign that is using USPS Standard Mail is of a certain piece count and package weight, Drop Shipment can be used as a savings to the Issuer. These packages are shipped by an approved vendor to USPS processing facilities.

## Delivery alternatives

### USPS First-Class Mail®

Delivery time averages three (3) to six (6) business days after the mailing vendor receives the material. USPS First-Class Mail® can be used for all domestic mail weighing thirteen (13) ounces or less.

### USPS Priority Mail®

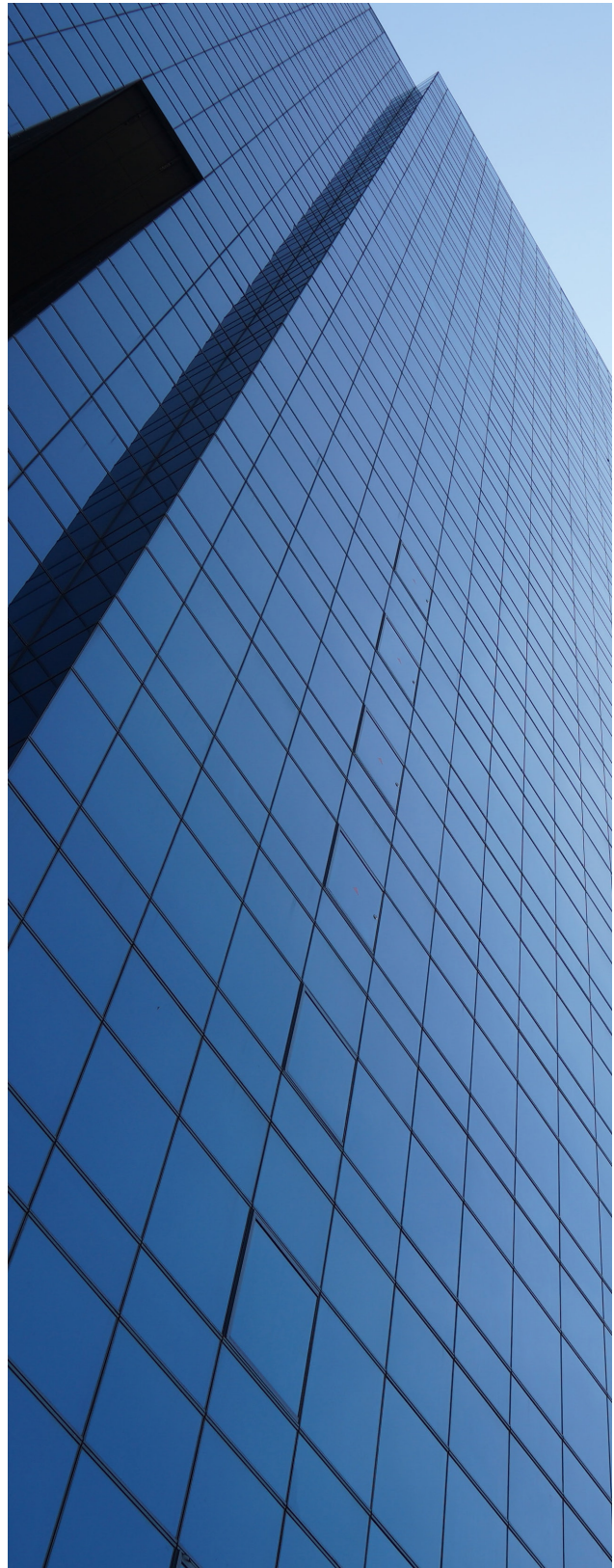
Delivery time averages two (2) to four (4) business days after the mailing vendor receives the material. This service can be used for most mailings. Per USPS regulations, this service must be used when a domestic package weighing more than thirteen (13) ounces is mailed via USPS First-Class Mail.

Packages then arrive at their final destinations on average within two (2) to three (3) days of USPS First-Class service. We regularly conduct independent transit tests to verify this data.

- Flat-size mail pieces must be uniformly thick so that any bumps, protrusions, or other irregularities do not cause more than 1/4" variance in thickness.
- If a digest sized mail piece is larger than 1/4" thick or weighs more than three ounces, we recommend printing the booklet as a flat size mail piece.

### USPS Standard Mail®

Delivery time averages seven (7) to fourteen (14) business days but may take up to three (3) weeks. Previously known as Third Class or Bulk, you can use USPS Standard Mail for all domestic mail weighing less than sixteen (16) ounces with a minimum of two-hundred (200) pieces or fifty (50) lbs. When selecting USPS Standard Mail, we recommend that you mail at least thirty (30) to thirty-five (35) days prior to your meeting date. Taking advantage of this can lead to significant savings versus using USPS First-Class Mail. With proper planning, your company can manage the longer transit times.





US Estimated Postage Costs		International Estimated Postage Costs	
Standard Mail Flat Estimated Postage	\$1.052	International Economy Estimated Postage	\$3.852
First Class Alternative Flat Estimated Postage	\$1.696	Foreign Express Alternative Flat Estimated Postage	\$14.340
First Class Flat Estimated Postage	\$1.712		

\* U.S. postage rates effective as of 07/14/2024

\* International postage rates effective as of 07/14/2024

**Did you know?**

If no mail class is chosen, by default we will mail all full-package proxy materials by First-Class Alternative when the material is received more than 15 days prior to the meeting.

The postage calculations listed on our website ([www.MyService.Broadridge.com](http://www.MyService.Broadridge.com)) are presented as a tool to assist our clients in planning upcoming mailings. This information is not intended to provide final postage costs and should not be used as a postage quote. There are many factors that will contribute to final postage rates. The rates presented above may not include factors such as foreign postage, presorting fees, postal discounts and unusual envelope sizes or thickness (this is not an exhaustive list). However, when planning your mailing with Annual Report designers and printers, attorneys and financial printers, the calculations presented can assist you with deciding such things as the weight of paper selected, the number of pages and the consolidation of documents.

**Uniform thickness**

All contents of mail pieces should mirror their mail packaging in length and height to avoid being nonuniformly thick, and to avoid shifting within the mailing vehicle. For example, material being shipped in any 9x12 mailing vehicle (either envelope or poly) should be no smaller than 8x11.

**First-class alternative**

First-Class Alternative is a comparable option to First-Class offered by UPS. Delivery time averages four (4) to seven (7) business days after the mailing vendor receives the material. With the First-Class Alternative mail method, your packages are sent directly to UPS’s regional processing facilities using their technology and nationwide transportation network.

**Note:**

If you have chosen the USPS First-Class Mail rate, and the materials are thirteen (13) ounces or greater, Priority postage rate will be used. If the thickness of material is also 3/4” inches or more, the package is considered Parcel and will mail via USPS Priority Parcel.

All First-Class Alternative envelopes are processed as non-letter sized packages. The package weight requirement to qualify for this cost-saving mail method is a minimum of one (1) ounce. If the package weight is sixteen (16) ounces or greater, it will be indicated on the invoice as Priority Alternative.

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## Did you know?

### There are options available to expedite mail to your foreign shareholders:

- Regular foreign mail, which is First-Class Economy Blend, is the standard method and takes twelve to eighteen days (12-18) for delivery
- IPA – International Priority Air Mail takes five to seven days (5,7)
- UPS courier – takes two to three days (2-3)

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#### Tip:

It is more cost-effective to mail letter-sized packages by USPS Standard Mail® or USPS First-Class Mail® than First-Class Alternative. If we receive proxy materials fifteen (15) days or less before the meeting, the default mail method is USPS First-Class.

### Thickness of materials

Once a mail piece exceeds  $\frac{3}{4}$ " thick it is deemed a Parcel and charged applicable pricing. You can click on the link below and it shows USPS dimensions for letters and flats:

[Pe.usps.com/businessmail101?ViewName=Flats](https://pe.usps.com/businessmail101?ViewName=Flats)

After your printed material has been received, Broadridge will make the determination if the mailing qualifies for Drop Shipment using criteria provided by the USPS. If you are not interested in using the Drop Shipment option, you must notify us before we receive your materials. If there are changes in final package weight, piece counts and other factors we may use USPS Standard Mail Shipment.

### Standard mail non-drop ship

Delivery time averages seven (7) to fourteen (14) business days but may take up to three (3) weeks. Previously known as Third Class or Bulk, you can use USPS Standard Mail rather than USPS First-Class to help reduce costs. USPS Standard Mail can be used for all domestic mail weighing less than sixteen (16) ounces with a minimum of 200 pieces or 50 lbs. When selecting USPS Standard Mail, we recommend that you mail at least thirty (30) to thirty-five (35) days prior to your meeting date. Taking advantage of this service can lead to significant savings versus using USPS First-Class Mail. With proper planning, your company can manage the longer transit times.

## Standard mail non-drop ship

Delivery time averages 7-14 business days but may take up to three weeks. Previously known as Third Class or Bulk, you can use USPS Standard Mail rather than USPS First-Class to help reduce costs. USPS Standard Mail can be used for all domestic mail weighing less than 16 ounces with a minimum of 200 pieces or 50 lbs.

### Note:

A Bulk Processing Fee will apply if you choose to use this method. Please refer to the fee schedule. There will be a significant increase in postage fees for packages weighing 16 ounces or more.

For full package beneficial shareholders, our Basic Service will mail materials to shareholders with 20,000 shares or more, and holders outside of the continental United States by USPS First-Class or First-Class Alternative. Only upon specific instructions will we mail to these holders by USPS Standard Mail® or change the stratification level. Any changes to the postage stratification level, and/or any special processing (including but not limited to full package stratification by shares and voting history), may incur additional processing charges.

If you choose the USPS Standard Mail rate to deliver materials to your beneficial shareholders, and the materials are 16 ounces or greater, then Bound Printed Matter postage rate will be used. If the thickness of material is also 3/4" or more, the package is considered Parcel and will mail via Parcel Post Standard Alternative.

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## Did you know?

Surplus material will be recycled by Broadridge unless surplus disposition instructions are made prior to your material delivery.

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## Stratified postage options

We can separate the shareholders into two populations by a given share amount. This allows your company to specify a different mail class for each population. This is called stratification.

By stratifying a mailing, you can achieve substantial postage savings while expediting mailing to your largest shareholders. As a general rule, 80% of the shares in beneficial ownership are held by 20% of the shareholders.

Below are examples of a typical stratified mailing.

- Shareholders holding 10,000 shares and above will be mailed using First Class alternative.
  - Shareholders holding less than 10,000 shares will be mailed using USPS Standard Mail.
- OR
- Shareholders holding 10,000 shares and above will receive full packages.
  - Shareholders holding fewer than 10,000 shares will receive the Notice of Internet Availability if using Notice and Access.

You can choose your own stratification based on a share range analysis report provided by your relationship manager.

## Postage (Outbound)

Postage is charged according to rates established by the United States Postal Service (USPS) for the size and class of packages mailed. Postage charges on your invoice will reflect the actual number of positions mailed which may be less than the number of accounts passed to us from bank or broker clients due to:

- Suppression mailing to some investor accounts
- Insufficient receipt of material
- Electronic delivery
- Householding – we combine material for multiple shareowners or accounts into one envelope

We will use alternatives to the Postal Service such as UPS First-Class Alternative if such alternatives provide equal or greater assurance of timely delivery. Further, at our expense, we may use presort services to minimize postal service processing and therefore achieve postal discounts (so long as presort services do not delay delivery). To maximize savings, Broadridge passes through to the issuer a portion of the postal discounts realized by the use of alternative delivery or presort services, in accordance with the guidelines of the NYSE.

**Product and service highlight**

No matter what mailing strategy you choose, our ShareLink® Service simplifies the broker search process by providing quantities that include beneficial shareholders, registered shareholders or employee holders, which satisfies SEC Rule 14a-13.



**Tip:**

Requesting a standard or custom share range analysis can help determine share amounts and break points when selecting postage for shareholders to receive notices and full packages.

**Spoilage chart**

The following chart is included to assist you in calculating the necessary quantities allowing for spoilage.

Number of Pieces in Mailing	Approximate Spoilage Rate
0 - 2,000	10%
2,001 - 5,000	7%
5,001 - 15,000	5%
15,001 - 50,000	4%
50,001 - 100,000	3%
100,001 - 1,000,000	2%
More Than 1,000,001	1.5%

Issuers should follow this spoilage chart when determining the amount of materials to send to Broadridge. Sending ample materials will help prevent delays in the mailing and may avoid costly additional printing.

**STEP 2**

# Distribution



## Things to consider

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- **MID:** Your United States Mailer ID (MID) is required to stay in compliance with the USPS.
  - **Material mailing:** We mail material directly to the shareholders on behalf of many of the banks and brokers in the industry. As a result, we may be responsible for mailing a large portion of your company's material.
  - **ShareLink® Service:** We can provide insight and assistance to help manage requirements for various mailing methods. Through our ShareLink® service, Broadridge executes a one-stop-shop approach by providing material to non-Broadridge broker clients that do not work directly with Broadridge.
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## Mailing process

### Before your mailing begins:

We examine the material before it is mailed to the shareholder. When the material meets our standards, we ensure the insertion and mailing process proceeds without delay.

Unique IDs are assigned to each type of delivered material. At any time, you can visit [MyService.Broadridge.com](https://www.broadridge.com/my-service) or contact a Client Service Professional to see exactly where the material is located to see the status of your mailing.

- Agenda information and the proxy card language as created on the Vote Instruction Form (VIF) and/or Notice of Internet Availability, are validated to ensure they match the Proxy Statement. The type of enclosures received need to match with the instructions you provide to avoid delays.

### Prior to printing your shareholder addresses:

- We use National Change of Address (NCOA) to ensure packages are mailed to the shareholder's current address. NCOA is a secure dataset of approximately 160 million entries which enables us to update mailing lists with new addresses from individuals, families and businesses. All shareholder addresses are run through this process as standard practice. To ensure timely delivery, packages identified will mail via USPS First-Class Mail® or USPS® Priority Mail if the package weight is more than thirteen (13) ounces.

### During and after the printing of your shareholder addresses:

- We review printed addresses to ensure the information meets our standards and that addresses are easy to read.
- We ensure the logos are reviewed for clarity and alignment before the material and addresses are matched and processed.
- Hourly quality control checks ensure the correct material is inserted into each package.
- At any time you may contact us via email at [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com)
- We execute final quality reviews before packages are released to the mailing vendor. A reconciliation process ensures that the number of packages at the start of the process match the number of packages we release to the mailing vendor

### Full-set proxy

We mail all hard copy proxy materials within five (5) business days from receipt of materials and instructions. In a full-set mailing, shareholders who choose to receive materials electronically will receive emails once the hard copy mailing is completed. On average, mailings are completed sooner but can take up to five (5) business days per SEC Rules 14b-1 (for broker clients) and 14b-2 (for bank clients).

#### Note:

Materials associated with the mailing such as the mailing envelope, business reply envelope and Vote Instruction Form will add an additional one (1) ounce to the final package weight.

- Householding allows us to consolidate associated shareholder accounts from multiple packages to single packages, providing greater cost savings.
- We optimize postal discounts by leveraging all the information provided by the banks/brokers to place the most efficient order with USPS.

## Notice and Access

When Notice and Access is employed the mailing is broken down into three (3) distributions:

- **Notice** – Initial notice. See page 40 regarding the optional second Notice of Internet Availability.
- **Full-package** – Hard copy material distribution to the shareholders, except those who choose to receive their materials electronically, mails within five (5) business days after we receive materials and instructions but not before the SEC filing date.
- **Fulfillment** – Subsequent hard copy material or electronic material requests from shareholders who initially received the Notice of Internet Availability mail within three (3) business days of the shareholder's request (only if we are providing Inventory Management Services; see the Additional Services section). Distribution can take longer if we are not providing Inventory Management Services.

## Additional material handling

### Folding

Your company will incur a per-piece charge for all material requiring folding prior to mailing. The benefit of folding your material to letter size is to lower USPS letter postage rates versus flat-rate postage fees. To avoid this additional expense as well as potential mailing delays, we recommend that you request your printer deliver all letter-sized material in a half-fold for a 6" x 9" envelope.

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## Did you know?

If there is an open billing inquiry on your account, your mailing may be held pending a release from our Collections Department. You may contact [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com) to resolve any open billing inquiries.

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## Hand insertion

Additional processing fees apply to mailings that require hand insertion, folding, nesting, or materials outside of USPS standard dimensions [Pe.usps.com/text/dmm300/201.htm](https://pe.usps.com/text/dmm300/201.htm). Fees are assessed on a case-by-case basis and depend in part on the number of pieces and the complexity of the mailing.

## Accelerated Mail Date (AMD)

The SEC regulates Broadridge to mail within five (5) business days following receipt of materials, or confirmation of all mailing instructions. Accelerated Mail Date allows Broadridge to guarantee that your materials mail sooner, for an additional fee. Contact your Client Services Professional to schedule if an Accelerated Mail Date is needed.

## Mail preference management

Broadridge collects and maintains shareholder delivery preferences. Preferences include electronic delivery, householding and Notice and Access. Mail preferences help reduce printing and postage costs associated with proxy material.

### Tip:

Notice vs. Full-Package Stratification

Under the Notice and Access Model, a company can choose to furnish a population of shareholders with a full package of proxy materials as opposed to a Notice of Internet Availability even if those shareholders have not elected to receive a full package.

## **Mail preference management**

Broadridge collects and maintains shareholder delivery preferences. Preferences include electronic delivery, householding and Notice and Access. Mail preferences help reduce printing and postage costs associated with proxy material.

### **Electronic delivery**

Electronic Delivery is a method in which shareholders receive notification of proxy and non-proxy materials by email instead of hard copy postal delivery.

Shareholders must have previously consented through their bank or broker with a valid email address to receive these notifications. Our standard email contains all the information a shareholder needs to cast an informed vote, including the meeting information, hyperlinks to the relevant documents and voting instructions.

If we are unable to successfully deliver the information electronically, we can produce an electronic delivery failure notification letter, which is mailed to the shareholder.

The notification contains all the necessary information for a shareholder to vote their shares and view electronic versions of the proxy material, as well as instructions to update their electronic delivery enrollment information.

### **Consolidation**

Consolidation eliminates duplicate mailings going to the same individual. A shareholder holding multiple accounts with the same bank or broker may receive a separate Vote Instruction Form for each account and only one set of proxy material.

## **Householding**

Householding is a mailing preference developed by Broadridge that allows for one package of material to be sent to members of a household with the same last name and mailing address. The package will contain one set of documents, plus separate VIFs for each shareholder. Prior consent is required from shareholders. We maintain a householding preference database for all of our clients.

### **ProxyEdge®**

ProxyEdge® is Broadridge's electronic voting and record-keeping platform used primarily by institutional investors and money managers. Accounts controlled by the same manager are grouped together and one set of material is sent electronically. This process eliminates the need to send paper material to the individual accounts.

### **Managed account processing (special processing)**

Using instructions and data provided by banks and brokers, accounts that have delegated voting authority for the account to a money manager are combined into a single distribution to the money manager that includes a voting form and one set of meeting materials, thus reducing costs for both materials and postage. Voting instructions received from a money manager are "exploded" to each of the underlying beneficial accounts, which allow reporting at the beneficial owner account level.

**STEP 3**

# Voting



## Things to consider

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- **Regulations:** The SEC and NYSE rules affect the election of directors and executive compensation.
  - **Vote reports:** Vote results are available only after the mailing is completed.
  - **Low votes:** Broadridge has tools to assist with in-house solicitation if the vote return is lower than expected.
  - **Using Broadridge for ShareLink® service model we can provide the following:** Broadridge can provide Final Vote Report, complete Vote Tabulation and Reporting services for both beneficial and registered proxy mailings. Using Broadridge as your tabulator will ensure that you have fully reconciled and audited vote reports delivered on time, daily, covering the beneficial, registered and employee shareholder segments.
  - Broadridge can supply an experienced Inspector of Election to attend your meeting.
-

## Discretionary (routine) vs. non-discretionary (non-routine) proposal

As member firms, most brokers follow the New York Stock Exchange rules on whether proposals are routine or non-routine and issue discretionary voting according to NYSE Rule 452. Since banks are not member firms, they do not have discretionary voting rights. Only routine proposals can receive the broker discretionary vote. Discretionary voting is when brokers vote the shares they represent if an instruction has not been received from the shareholder, however, non-routine proposals will not receive the broker discretionary vote.

### A discretionary vote will be issued when all the following conditions are met:

- The proposal is deemed “routine” by the NYSE.
- Mailing is completed fifteen 15 calendar days or more prior to the meeting.
- Mailing includes a notice of meeting, Proxy Statement and annual financial statements (annual report, Form 10-K or financial statement).
- Broker participates in issuing discretionary voting.

Every once in a while, we receive a request to change a proposal ruling after proxy coding codes a proposal either routine or non-routine. Proxy coding codes proposals based on NYSE ruling. If you receive any such request in the future, please use the talking points below.

As the broker’s agent we cannot accommodate an issuer client’s request to change the ruling on a proposal even though their proxy statement states a different ruling. We are obligated to keep our broker clients compliant with the rules of the NYSE. If the issuer becomes insistent, we should refer them to our contact at the NYSE. If the NYSE decides we can change the ruling, then we can reissue the vote. Both shareholder and management proposals can be of two types:

- Routine proposals, which deal with matters that will not affect the privileges and rights associated with ownership of stock in the business. Examples of this type are proposals for the ratification of auditors.
- Non-routine proposals, effect the issuing of new stock, election of directors, a merger with another company, or any other proposal stockholders could have concerns with, and would affect their ownership.

In the United States, under the New York Stock Exchange Rules, a broker can vote on behalf of a shareholder. This will be done if you have not given your broker instructions about voting ten days before the shareholders meeting is scheduled, and you are considered a beneficial owner with your stocks held in Street Name. However, the broker can only vote on routine proposals, and is also not allowed to vote on non-routine or contested proposals where the shareholders disagree with management.

If you have a routine proposal, you will receive the broker votes providing Broadridge mails financial documents, a notice of meeting and a proxy statement. In addition, the mailing must be completed 15 calendar days prior to the meeting. On non-routine items, the shareholders have to cast a vote on the proposal.

### Regulatory changes affecting discretionary voting

The U.S. Securities and Exchange Commission (SEC) approved an amendment to NYSE Rule 452 that eliminated broker discretionary voting for all elections of directors, whether the meeting is contested or not.

The SEC also adopted rules requiring corporate issuers to provide a non-binding shareholder advisory vote in Proxy Statements on all forms of compensation (including salary, bonuses, etc.) of their named executive officers at least once every three years as required under the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Say-on-Pay”). Additionally, your company is required to provide a non-binding shareholder advisory vote to determine how often votes on executive compensation will occur every one (1), two (2) or three (3) years.

Say-on-Pay proposals, as well as any proposals involving executive compensation, are categorized as non-routine by the NYSE.

#### Note:

Not all brokers participate in discretionary voting. Please plan accordingly as this may affect your final vote totals and achieving quorum.



## Proportional voting

Under a proportional voting system, uninstructed shares are voted in the same proportion as instructed shares, with no minimum amount of instructed shares being required. Some of our broker clients have authorized us to suppress giving their full discretionary vote with management's recommendations for routine proposals (as classified by the NYSE) and instead calculate and issue, on its behalf, a proportional vote for the unvoted shares. The method of calculating the proportional vote in terms of identifying unvoted accounts is determined by each firm. In some cases, proportional voting is applied to all unvoted shares and in other cases proportional voting is applied only to unvoted retail accounts.

The proportional vote is calculated by taking the actual vote returns and calculating the percentage of "For," "Against" and "Abstain/Withhold" votes. The percentages for each of these categories are then applied to the remaining unvoted shares, and those shares are applied to the appropriate voting category.

The proportional vote is issued on average two (2) business days prior to the meeting date. The proportional shares will be adjusted and recalculated, as necessary, if additional instructed shares are received from the shareholders after the initial proportional vote is issued.

## Majority and plurality voting

### Plurality voting

A single slate director election standard in which the director nominees receiving the greatest number of votes cast in favor at the meeting are elected. With this standard, it is possible that a director receiving only one share voted in favor at the meeting could be elected.

### Majority voting

A director election standard where each director nominee must receive a majority of the votes cast at the meeting to be elected.

#### Note:

We recommend for you to contact NYSE before adding any language in your company's Proxy Statement that pertains to any proposal being routine or non-routine.

## Proxy vote reporting and vote status information

Voting status information can be found at [MyServiceBroadridge.com](https://www.MyServiceBroadridge.com). In some instances, issuers have received requests for voting status information from proponents for a particular proposal.

If you decide to share such information with a proponent, you may access it by logging on to [MyServiceBroadridge.com](https://www.MyServiceBroadridge.com). Once there, you can view un-audited summary tallies for proposals on your agenda. This un-audited summary should not be used for tabulation purposes.

## Voting instruments

### Notice of internet availability


The Notice and Access rule requires that a Notice of Internet Availability of Proxy Materials ("Notice") be mailed to every shareholder so long as they have not pre-consented to receive a hard copy or email. This is the first communication that your shareholders will receive if you are using the Notice and Access method of delivery.

The SEC has reviewed our (Intermediary) Notice, which has been approved by our bank and broker clients. The standard format encourages the shareholder to choose electronic participation to view the materials and vote. The Notice contains important information, which must be conveyed to your shareholders. The information needed for the Notice creation is obtained when the job is set up on our website: [MyServiceBroadridge.com](https://www.MyServiceBroadridge.com). The Notice lists the shareholders' information and the proposals to be voted on. Shareholders will be directed to [ProxyVote.com](https://www.ProxyVote.com) in order to view meeting material, to vote their shares or to request printed material.

The SEC allows the inclusion of educational material to be mailed with the Notice to clarify to shareholders on how to vote their shares. We have created an educational insert that can be mailed with the Notice. For more information, see the Additional Services section of this guidebook.

See sample Notice of Internet Availability on the next page.

**Sample Vote Instruction Form and notice of internet availability**



GENERAL BROKER


Hextone, Inc.  
P.O. Box 9142  
Farmingdale, NY 11735

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717

FLASHID-JOB#

## Your Vote Counts!

CICS TEST CUSIP  
YYYY Annual Meeting  
Vote by April 05, YYYY  
11:59 PM ET




1 OF 2  
322,224  
148,294  
30#

**and it's time to vote!**  
 ented at the Annual Meeting. **This is an important notice regarding the  
 er meeting to be held on April 06, YYYY.**

OR you can receive a free paper or email copy of the material(s) by requesting  
 a copy of the material(s) for this and/or future shareholder meetings, you may  
 9 or (3) send an email to [sendmaterial@proxymaterial.com](mailto:sendmaterial@proxymaterial.com). If sending an email,  
 v) in the subject line. Unless requested, you will not otherwise receive a paper or

ormation and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control # XXXX XXXX XXXX XXXX



**Vote in Person at the Meeting\***

April 06, YYYY  
11:11 AM EST

TBD

\*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at [www.ProxyVote.com](http://www.ProxyVote.com) or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

[Vote at www.ProxyVote.com](http://www.ProxyVote.com)

**Control # 7463907343789**

**THIS IS NOT A VOTABLE BALLOT**

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

SHARE CLASSES REPRESENTED FOR VOTING

THE COMPANY NAME INC. - COMMON ASDFGHIJKL	123456789.1234
THE COMPANY NAME INC. - CLASS A	123456789.1234
THE COMPANY NAME INC. - CLASS B	123456789.1234
THE COMPANY NAME INC. - CLASS C	123456789.1234
THE COMPANY NAME INC. - CLASS D	123456789.1234
THE COMPANY NAME INC. - CLASS E	123456789.1234
THE COMPANY NAME INC. - CLASS F	123456789.1234
THE COMPANY NAME INC. - 401 K	123456789.1234

Voting Items	Board Recommendations
1. Election of Directors <b>Nominees:</b> 01) Director 1 02) Director 2 03) Director 3	<input checked="" type="checkbox"/> For
2. Ratification of the appointment of Ernst & Young LLP as Hextone's independent registered public accounting firm	<input checked="" type="checkbox"/> For
3. Advisory vote to approve executive compensation	<input checked="" type="checkbox"/> For
4. A shareholder proposal entitled "Shareholder Proxy Access Amendments"	<input checked="" type="checkbox"/> Against
5. A shareholder proposal entitled "True Diversity Board Policy"	<input checked="" type="checkbox"/> Against

oting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".

1,00000  
322,224  
148,294  
CETID

E55083-P67116

**Product and service highlight**

**The Vote Instruction Form and notice of internet availability**

These documents undergo an extensive quality control review process before printing. The standard template for these documents has been reviewed and approved by our bank and broker clients.

## Proxy card language and Vote Instruction Form (VIF)

The proxy card contains important information which must be conveyed to your shareholders. We use your proxy card to create the VIF, which is a standardized one-page document mailed to beneficial shareholders on behalf of the banks and brokers. The VIF, like the proxy card, lists the shareholder's information and proposals to be voted on. Beneficial shareholders use the VIF to instruct their bank or broker how they want their shares voted. The VIF includes:

- Meeting date and time
- The shareholder's unique Control Number
- Proposals to be voted on
- Signature Box
- Shareholder's Name, Address, and Account
- Voting Options
- Number of votable shares
- Nominee Return Address
- Issuer's name and CUSIP number
- Enclosure(s)

---

### Did you know?

After the completed mailing the company will receive a sample package from the mailing including a voter instruction form. The VIF will not contain the 16-digit control number and no action is needed.

---

All shareholder meeting material must be listed either in the Proxy Statement or on the voting instrument. It is important that you, the issuer, provide Broadridge with a copy of your finalized proxy card language as soon as it is available so the VIF can be created.

Please email the proxy card in PDF format to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) indicating in the subject line your company's name and CUSIP number.

See sample of the Vote Instruction Form (VIF) on the following page.

#### Note:

During creation of the VIF, Broadridge follows the rules and guidance provided by NYSE to determine if a proposal should be routine or non-routine. Before including language in your Proxy Statement that describes if brokers can use their discretionary authority to vote, please contact the NYSE to ensure your understanding is accurate. Broadridge's obligation is to keep our brokers (NYSE members) compliant. Broadridge would be happy to provide guidance if asked, but suggest you contact NYSE directly.

## Sample Vote Instruction Form (VIF)

**Telephone internet vote instructions**

**Control number used for voting**

**Vote in person by requesting a legal proxy**

**THIS IS A VOTING INSTRUCTION FORM.**  
You are receiving this voting instruction form because you hold shares in the above security. You have the right to vote on proposals being presented at the upcoming Annual Meeting to be held on **01/24/YY**.

**Make your vote count.**  
Vote must be received by **01/23/YYYY** to be counted.

**CONTROL NUMBER**  
→ **0123 4567 8192 1239**

Visit [www.ProxyVote.com](http://www.ProxyVote.com) | Call 1-800-454-8683 | Return this form in the enclosed envelope | Attend and vote at the meeting

**THIS VOTING INSTRUCTION FORM IS VALID ONLY WHEN SIGNED AND DATED. PLEASE USE BLUE OR BLACK INK AND RETURN ONLY THE BOTTOM PORTION.**

**VOTING INSTRUCTIONS**  
As the record holder for your shares, we are providing you with these voting instructions. Please provide us with your voting instructions. If you sign and return this form, we will vote your shares in accordance with the board's recommendations.

**CICS TEST CUSIP**

Please check this box if you plan to attend the Meeting and vote your shares in person.

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

For All	Withhold All	For All Except
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board recommends you vote FOR the following director nominee(s): 1, 2, 3 and 4

1. Election of Directors

**Nominees**

01 Director A  
02 Director B  
03 Director C  
04 Director D

The Board recommends you vote FOR the following proposal(s): 2 and 3

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2. Management Proposal  
3. Executive Compensation Proposal

The Board recommends you vote 1 YEAR on the following proposal: 4

1 year	2 years	3 years	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Frequency Proposal

\*NOTE\* Such other business as may properly come before the meeting or any adjournment thereof.

Signature [PLEASE SIGN WITHIN BOX] \_\_\_\_\_ Date \_\_\_\_\_

0123 4567 8192 1239 01/24/YY 123,456,789,012.00000  
CICST1101 \*\*\*\*\*ACCOUNT P22127-01S GS2

The reverse side of the VIF contains important instructions for shareholders.

### Instruction 1

For any agenda item deemed Routine by the NYSE, the shares will be voted in the discretion of the broker without instructions from the shareholder.

### Instruction 2

For any agenda item deemed Non-Routine by the NYSE, the broker may not vote the shares on behalf of the shareholder; the shareholder must return voting instructions.

### Instruction 3

In order for the shareholder's shares to be represented at the meeting, it is necessary for Broadridge to have your specific voting instructions.

### Instruction 4

We have previously sent a proxy solicitation to the shareholder and have not received voting instructions. At the issuer's request we are sending a second VIF.

## The Vote Instruction Form (VIF)

These documents undergo an extensive quality control review process before printing. The standard template for these documents has been reviewed and approved by our bank and broker clients. Requesting a proof is not required and may delay the mailing. In addition, you may incur additional processing fees if you request edits to the Vote Instruction Form that alter the document's existing template.

## Follow-up VIF mailing

Your company can send a reminder mailing after you mail the proxy materials to help solicit more votes or to send an amendment to your proxy materials. The reminder mailing can be customized to reach a target audience, e.g., shareholders who have not voted, shareholders with a certain amount of shares, or a combination of both. For example, you can request a follow-up mailing targeted to shareholders with 10,000 shares or more who have not voted.

## Did you know?

The standard turnaround time for a reminder mailing is forty-eight (48) hours from the material delivery date. Please see the Follow-Up Reminder Mailing in the Additional Services section for more information. To streamline the process, Broadridge can print the reminder mailing material for you.

## Product and Service Highlight

### ProxyVote.com

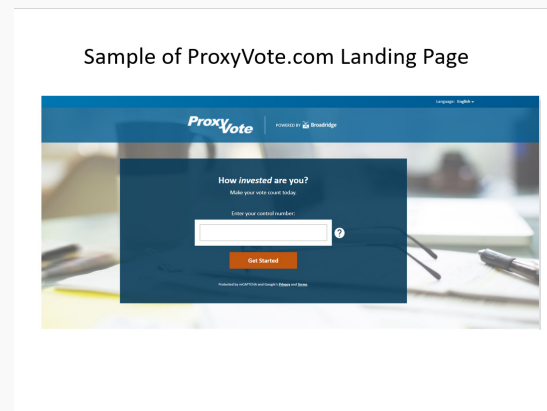
Can be tailored to include your company colors, logo and banner, embed video messages and link to your Virtual Shareholder Meeting and pre-meeting questions. The pages can be modified based on shareholder type — registered, beneficial, or Employee Holders — allowing you to adapt your message based on the recipient. Contact your client professional if you are interested in using this service.

## Vote return options

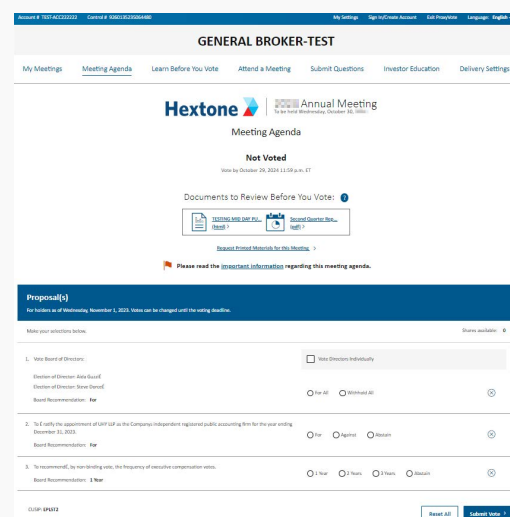
Internet Voting – All Shareholders who receive the Notice of Internet Availability or VIF may vote online from any device with Internet access at: [ProxyVote.com](https://ProxyVote.com). Shareholders will need to use their control number to access the site. This information is printed on each Notice and VIF.

If the shareholder receives material electronically, the email they receive will contain all the information needed to cast an informed vote, including meeting information, hyperlinks to relevant documents and voting instructions. Internet voting is available until 11:59 PM, Eastern Time, the day before the shareholder meeting or vote cutoff date.

[ProxyVote.com](https://ProxyVote.com) is shown below.



Sample of ProxyVote.com Landing Page



Sample of ProxyVote.com Voting Page



### Instructions for telephone voting (full-package recipients or follow-up notice)

A shareholder can vote via telephone using the phone number located on the VIF or the Second Notice. Telephone voting is available until 11:59 PM, Eastern Time, the day before the shareholder meeting or vote cutoff date.

---

### Did you know?

All of your shareholders, whether they are beneficial, registered or employees, can vote using the same internet site and telephone number when Broadridge is handling the registered processing. [ProxyVote.com](#) is also the only site available that offers beneficial, registered and employee shareholders the opportunity to sign up for electronic delivery at the conclusion of their voting session.

---

### Instructions for mail returns voting (full-package recipients or follow-up second notice)

Each shareholder who receives a full hard copy mailing will receive a USPS First-Class Business Reply Envelope (BRE) to return their vote. The shareholder simply places the VIF or ballot in the BRE and sends it back to Broadridge. If you need a faster return, a great option is our Priority Return Service. The service utilizes a BRE with USPS Priority Indicia that will get it back to Broadridge within two (2) business days of your shareholder mailing it. Once received, we will process the vote same day.

### Legal proxy

If a beneficial shareholder would like to attend the annual meeting and cast a vote in person, they may do so by requesting a legal proxy from their bank or broker. Instructions for obtaining the legal proxy are on the VIF or [ProxyVote.com](#).


## Vote reports

Broadridge issues voting results to companies or their agents on behalf of our bank and broker clients based on the schedule reflected below. The voting results are issued on our audited “Vote Report” and provided to you or your designated agent. The voting results reported reflect instructions received from beneficial shareholders and broker discretionary voting, if applicable. All share amounts are provided to Broadridge by our bank and broker clients and are reflected on the Vote Report without modification by us.

- **15-Day (initial) vote report** - If your proxy material mails twenty-five (25) or more calendar days prior to your shareholder meeting, the first vote report will be issued fifteen (15) calendar days prior to the meeting.
- **10-Day (initial) vote report** - If your proxy material mails less than twenty-five (25) calendar days but at least fifteen (15) calendar days prior to your shareholder meeting, the first vote report will be issued ten (10) calendar days prior to the meeting.
- **Daily (supplemental) vote reports** - Beginning on the 14th or 9th day prior to the meeting, daily reports will be issued up to and including the day of the meeting if there are additional votes to issue.
- **Day before meeting** - Vote reports will be generated after 5:00 PM, Eastern Time, the evening prior to the meeting
- **Day of meeting** - A vote report will be generated at approximately 8:00 AM and 12:00 PM, Eastern Time, the day of the meeting..

The first vote issued (“Initial Vote Report”) will be cumulative, showing all the votes returned for the bank and broker clients at that time. Any supplemental voting will show only the newly returned votes. They are not cumulative and must be added to the first vote. Voting reports that are issued after the Initial Vote Report are supplemental.

Sample Vote Report (Refer to key on next page)

 <b>Broadridge®</b>		51 Mercedes Way Edgewood, NY 11717 www.broadridge.com		A	B	C
				(BROKERS) (SUPPLEMENTAL) 00/00/2012		
Bank A	D	E	8686539	1*	2	3*
00XX/DTC	000XX			5579274	7985627	5547514
		FOR		0	526984	45541
		AGN		32557	173926	23547
		ABS		5611831	8686539	4778
		SAY ON PAY FREQUENCY ABSTAIN -- -->				
Broker B			987654	1*	2	3*
00YY/DTC	000YY (DIREXP)	G		52697	47369	5000
LEGAL PROXY			2336	0	3645	4791
		H		500	1000	7469
		SAY ON PAY FREQUENCY ABSTAIN -- -->				3257
		I	VOTE TO DATE	1*	2	3*
			FOR	879651	879151	36971
			AGN	0	107503	4741
LEGAL PROXY			ABS	107503	1000	49574
			SAY ON PAY FREQUENCY ABSTAIN -- -->			7559
Broker C			561676	1*	2	3*
00ZZ/DTC	000ZZ			10794	124598	14598
LEGAL PROXY			300	0	13334	55749
				1000	155	5635
			SAY ON PAY FREQUENCY ABSTAIN -- -->			9785
		K	*** UNINSTRUCTED RETAIL SHARES FOR CLIENT 00ZZ:	457058 ***		
CUSIP TOTALS:		L	10235869	1*	2	3*
			FOR	5590068	8157594	5567112
LEGAL PROXY:			AGN	0	533963	106081
			ABS	34057	175081	36651
			SAY ON PAY FREQUENCY ABSTAIN -- -->			25379
			SAY-ON-PAY PROPOSAL 03			
			VOTING FREQUENCY OPTIONS:			
			FOR=1, AGN=2, ABS=3 YEAR(S)			
BUSY COMPANY		N		CUSIP	123456089	
123 ANY STREET				MEETING	00/00/00	
YOUR TOWN, NY, 11701				RECORD	00/00/00	

THIS BROADRIDGE CLIENT PROXY IS ASSIGNED TO THE NAMED ISSUERS PROXY COMMITTEE ON BEHALF OF THE BROKERAGE FIRMS AND NOMINEES LISTED. THE TOTAL NUMBER OF SHARES INDICATED FOR EACH FIRM REPRESENTS SUCH FIRMS' OWN SHARES AND THE SHARES OF THE ISSUER HELD BY THE FIRM IN ITS OWN NAME OR IN THE NAME OF A DEPOSITARY. THE TOTAL NUMBER OF SHARES REPRESENTED BY THE FIRM IS THE TOTAL NUMBER OF SHARES REPRESENTED HEREIN FURTHER ASSIGNED TO THE NAMED ISSUERS PROXY COMMITTEE DISCRETIONARY AUTHORITY TO VOTE ON BEHALF OF THE ISSUER.

**VOTE AUTHORITY SIGNED BY BROADRIDGE'S ATTORNEY IN FACT**

IF THIS PROXY READS SUPPLEMENTAL PROXY, IT REPRESENTS EITHER ADDITIONAL VOTING ON PROPOSALS FOR WHICH THE BROKERAGE FIRMS OF NOMINEES LISTED

## Product and service highlight

If you use ShareLink® for both the beneficial and registered shareholders for their proxy mailings, we provide complete Vote Tabulation and Reporting services. Using Broadridge as your tabulator will ensure that you have fully reconciled and audited vote reports delivered on time, daily, covering the beneficial, registered and employee shareholder segments.

- A** The vote report is sorted by the name of the bank or broker.
- B** This Initial Vote Report shows if this report is the Initial Vote Report or a Supplemental Vote Report.
- C** Report date.
- D** This is the Broadridge Client Number. The Depository Trust Company reporting number is provided for reconciliation purposes.
- E** This is the maximum number of shares that can be voted for each broker or bank.
- F** Proposal number. Non-routine proposals will be indicated with an asterisk (\*).
- G** If shareowners withhold their shares for a specific director, a separate DIRECTOR EXCEPTION (DIREXP) report will be issued.
- H** The share amount that is designated as Legal Proxies.
- I** This is the vote to date as received by each broker or bank. This field is only on the SUPPLEMENTAL vote report and it includes the total number of Legal Proxy shares.
- J** Say-on-Pay Frequency Proposal.
- K** Indicates proportional voting is in effect for this broker. An updated vote report advising how shares should be applied will be issued approximately two (2) business days prior to the meeting.
- L** This is the maximum number of shares that can be voted on this report.
- M** This is the actual number of shares that were voted on this vote report. This number is inclusive of the brokers and banks contained in this report and does not consider any other vote reports that may have been issued.
- N** Company's Name, record date, meeting date and CUSIP number. A separate vote report will be issued for each nine-(9) digit CUSIP number.
- O** Say-on-Pay Frequency Proposal Legend showing the proposal number and the voting frequency options.
- P** This section explains Broadridge's voting authority.

**Important note: Only the initial vote report is cumulative.**

<b>Mailing completed prior to meeting date</b>	<b>25 days or more</b>	(15-Day Vote) The initial Vote Report will include votes received from your mail one day prior to the date listed on the report. (14-Day Vote, 13-Day Vote, etc.) The Supplemental Vote Reports will only include any new votes that were not captured in the previous reports. If there are no new updates a Supplemental Vote Report will NOT be issued.
	<b>Less than 25 days and more than 15 days</b>	(10-Day Vote) The Initial Vote Report will include votes received from your mail date to one day prior to the date listed on the report. (9-Day Vote, 8-Day Vote, etc.) The Supplemental Vote Reports will only include any new votes received that were not captured in the previous reports. If there are no new updates a Supplemental Vote Report will NOT be issued.

## Product and service highlight

Most states require that a shareholder meeting be attended by an Inspector of Election. Broadridge can act as the master tabulator as part of our ShareLink® Service, and can also supply an experienced Inspector to attend your meeting.

**STEP 4**

# Invoicing



## Things to consider

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### Invoicing

- You will receive as many as four (4) invoices for the Proxy Mailing
- An invoice for estimated postage
- A processing invoice
- Up to two (2) vote return invoices
- Special invoice delivery requirements
- If you need invoices uploaded to a portal, please email instructions to [Electronicuploads@broadridge.com](mailto:Electronicuploads@broadridge.com) once you set up your new job. Lead time is required for any setup.
- If you require a purchase order number on invoices, please create once you set up your new job and email the PO# to [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com).
- A postage prepayment invoice will be released if the estimated postage is greater than \$10K.
- For Copies of Invoices and W-9's, please email: [BSG.Invoices@Broadridge.com](mailto:BSG.Invoices@Broadridge.com) and for billing inquiries please dial 631-254-7422.
- Our prepayments now include Envelopes/Form/BRE in addition to postage. This is also calculated based on the prior year's processing invoice.

## Invoice for estimated postage

Consistent with industry standards, it is our policy that your company makes an advance payment on postage expenses. You can expect to receive this invoice shortly after submitting your record date. This invoice represents the estimated postage expense that could be incurred and paid on the day(s) of your mailing.

This estimate is based on the postage amount from the prior year's processing invoice. If you plan to use the Notice and Access method of delivery for the first time, the estimate can be adjusted accordingly. Since the estimated postage amount must be received prior to the date of your mailing, please schedule your payment accordingly. Your actual invoice will be adjusted by the amount of the postage payment received.

To ensure that your payment is received and applied in an accurate and timely fashion, please see the payment remittance instructions listed on the invoice. To expedite receipt and application of your payment, we encourage you to send payments electronically, via ACH or Federal Wire.

Once your mailing is complete, you will receive two (2) or more additional invoices: one (1) for processing (mailing) and one (1) or more for voting.

Questions regarding invoices can be sent to [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com).

## Processing invoice

The processing invoice will be mailed to you within two (2) weeks after your mailing has been completed. This invoice will be adjusted by the amount of the postage pre-payment received. This invoice includes:

- **Processing fee (regulated by NYSE)** – This fee covers all processing for your beneficial shareholders, including: obtaining all beneficial shareholder information receiving materials to be mailed, coordinating timing and method of mailing, mailing material, tabulating votes, and issuing votes on behalf of our bank and broker clients.

- **Preference management (regulated by NYSE)** – This fee is charged for each instance in which the mailing of physical material to a beneficial shareholder is eliminated as outlined under the mail preferences portion of this guidebook on behalf of our bank and broker clients.
- **Intermediary nominee coordination fee (regulated by NYSE)** – This fee covers the coordination and consolidation of several processes on behalf of multiple nominees (Banks and Brokers). This coordination results in a single search card, a single material request, a single record date confirmation, greater postage discounts, consolidated vote reporting (in time frames as prescribed by the NYSE) and issuance of consolidated invoices on behalf of our bank and broker clients.
- **Postage processing fees** – These charges represent rates for the distribution of your proxy material based on the mailing option of your choice.
- **Bulk processing/drop shipment fees** – Represents processing costs incurred to prepare mail for Standard or Bound Printed Matter.
- **Envelope/forms** – This represents our cost for the type and quantity of envelopes and forms used to process your mailing.
- **Notice and Access processing fee (regulated by NYSE)** – This fee covers services we provide on behalf of banks and brokers to support your company when you select the Notice and Access delivery option for beneficial shareholders. Those services include: creation of the Notice of Internet Availability, access to a standard landing page and shareholder portal, an internet link allowing shareholders to view material, standard vote options, on-demand shareholder fulfillment and all related data processing.
- **Notice and Access optional services** – These fees cover company-selected additional services in connection with the Notice and Access delivery option for beneficial shareholders and may include: electronic document customization, webhosting, inventory management and the development of a custom landing page.



- **Failure letters** – This charge covers costs incurred to produce and deliver failure notification letters sent to e-delivery shareholders where emails could not be delivered electronically. Paper and Postage Elimination fees are not charged in these instances.

**Note:**

Samples of the Estimated Postage Invoice and the Processing Invoice with the adjustment are shown on the following pages.

## Vote return invoice

The voting invoice will be mailed to you within two (2) weeks after your meeting date. This invoice includes charges for processing of vote returns, including:

- **Internet** – Shareholders who vote their shares via the internet.
- **Telephone** – Shareholders who vote their shares via telephone.
- **Mail** – Shareholders who return their VIF through the mail.
- **ProxyEdge®** – Institutions who utilize our electronic platform ProxyEdge® to vote.
- Notice and Access fulfillment which includes out-of-pocket expenses related to the previous year's fulfillment (from 15 days after the previous year's meeting through 365 days after the meeting) and current year's fulfillment (all fulfillment activity up to 14 days after the current meeting).

## Invoice payment

Invoices have payment terms that are net thirty (30) days from the invoice date. The invoice for estimated postage is due upon receipt as postage needs to be funded on the day your mailing is completed.

### Payments can be made by:

- Federal wire
- ACH (Automated Clearing House) wire
- Check

To expedite receipt and application of your payment, we ask that you submit payment by ACH or Federal Wire. Please include the CUSIP number and the invoice number(s) when paying by check or by wire. If paying by check, also include the invoice remittance stub. This will ensure prompt and accurate application of your payment. All invoices have remittance instructions including the account numbers and ABA numbers you need to make wire payments. You will also find the address if payment is being made by check. If you have any questions about your invoice, payment, or require invoices to be sent by email or electronic upload, please email us at: [Issuercollections@broadridge.com](mailto:Issuercollections@broadridge.com) or call Billing Inquiries at +1 631-254-7422. Please be sure to provide your CUSIP and invoice number(s) on all inquiries.

Sample invoice for estimated postage



INVOICE FOR ESTIMATED POSTAGE

<b>REMITTANCE ADDRESS</b>		<b>SERVICE INQUIRIES: (631) 254-7447</b> <b>BILLING INQUIRIES: (631) 254-7422</b>
	BROADRIDGE ICS P.O. BOX 416423	FEDERAL ID #:
BROADRIDGE INVESTOR COMMUNICATION		Terms: Due Prior to Mail Date
<b>THE BENEFICIAL PORTION OF THE ANNUAL MEETING FOR ABC CORP</b>		

<u>Job Information</u>	<u>Description</u>	<u>Detail Charges</u>
<b>JOB NUMBER:</b> P12345	Postage	TOTAL CHARGES \$12,000.00
<b>INVOICE DATE:</b> 00/00/00	<b>Subtotal (US\$)</b>	<b>\$12,000.00</b>
<b>CUSIP NUMBER:</b> 555555		
<b>INVOICE NUMBER:</b> PXA1015730		

Broadridge Investor Communication Solutions acts on behalf of certain Brokers/Nominees to distribute proxies, quarterly reports and other communications from corporate issuers (including "opposition" parties) to their shareholders. Please note, our services have likely been coordinated with your shareholder relations department or your corporate secretary. Direct questions regarding this invoice to Broadridge Investor Communication Solutions Billing Department at the telephone number above. Broadridge Investor Communication Solutions is located at: 51 Mercedes Way, Edgewood, NY 11717

**MAILING CHARGES ARE REQUIRED TO BE PAID IN FULL PRIOR TO THE DATE YOUR MAILING IS COMPLETED**

ABC CORP.  
123 ANY STREET  
ANYWHERE, USA 12345

**\*\* TOTAL DUE (USD) \*\* \$12,000.00**

\* NOTE: Once payment is received, this advance will be deducted from the total cost of your mailing.

The estimated postage listed above reflects the estimated cost of mailing proxy materials to your shareholders and is based on your most recently invoiced proxy mailing. If there has been a significant change in your shareholder base since your last mailing or if you have changed your mail method and would prefer a revised estimate, please contact Broadridge at [bsg.invoices@broadridge.com](mailto:bsg.invoices@broadridge.com)

REMITTANCE INSTRUCTIONS:



CUSIP NUMBER	JOB NUMBER	INVOICE NUMBER	INVOICE DATE
555555	P12345	PXA1015730	00/00/00

Terms: Due Prior to Mail Date

Total Due This Invoice - US \$ 12,000.00

AMOUNT ENCLOSED:

ISSUER NAME ABC CORP

Please return this portion with your payment in US dollars. Include your CUSIP Number on your check, made payable to:

BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS

Sample of processing invoice



INVOICE

<b>REMITTANCE ADDRESS</b>		<b>SERVICE INQUIRIES (631) - 254-7447</b> <b>BILLING INQUIRIES (631) - 254-7422</b>
Mail to -	BROADRIDGE ICS PO BOX 112422	
		<b>INVOICE TERMS: NET 30 DAYS</b>

**INVOICE FOR THE FOLLOWING EXPENSES PROCESSING**  
**6,386 SHAREOWNER POSITIONS**  
**FOR THE ANNUAL MEETING**  
**OF ABC CORP.**

**JOB INFORMATION**

<b>JOB #</b>	P12345
INVOICE DATE	00/00/00
CUSIP NUMBER	000000
INVOICE #	123456
INVOICE DUE DATE	00/00/00
JOB MAIL DATE	00/00/00

**DETAIL CHARGES**

ITEM	TOTAL CHARGES
PROCESSING UNIT & INTERMEDIARY UNIT	4,077.40
PREFERENCE MANAGEMENT	1,281.00
INTERMEDIARY NOMINEE COORDINATION FEE	2,442.00
ANCILLARY SERVICES	3,000.00
POSTAGE	8,253.33
BULK PROCESSING FEE	588.74
ENVELOPES / FORMS	553.13
ADDITIONAL CHARGES AND CREDITS	206.86

BROADRIDGE ACTS ON BEHALF OF CERTAIN BROKERS/NOMINEES TO DISTRIBUTE PROXIES, QUARTERLY REPORTS AND OTHER COMMUNICATIONS FROM CORPORATE ISSUERS (INCLUDING "OPPOSITION" PARTIES) TO THEIR SHAREOWNERS. THIS INVOICE IS CALCULATED AT RATES PRESCRIBED BY THE NEW YORK STOCK EXCHANGE WHEN APPLICABLE. PLEASE NOTE, OUR SERVICES HAVE LIKELY BEEN COORDINATED WITH YOUR SHAREOWNER RELATIONS DEPARTMENT OR YOUR CORPORATE SECRETARY. DIRECT QUESTIONS REGARDING THIS INVOICE TO BROADRIDGE BILLING DEPARTMENT AT THE ABOVE TELEPHONE NUMBER. BROADRIDGE IS LOCATED AT 51 MERCEDESWAY, EDGEWOOD, NY, 11717

*See Invoice detail for your postage discounts and mailings eliminated. The Processing Fee (as prescribed by the NYSE) is primarily for Data Processing (70%) and Material Coordination (30%).*

ABC CORP.  
123 ANY STREET  
ANYWHERE, USA 12345

SUB TOTAL	20,402.46
PREPAYMENT	( 12,000.00 )
SALES TAX DUE	1,101.16
<b>**TOTAL DUE** US\$</b>	<b>9,503.62</b>

SEE SALES TAX INFORMATION SHEET FOR DETAILS.  
SEE EXPLANATIONS ON THE BACK OF THIS PAGE.

*Past due accounts subject to a 1 1/2 % finance charge per month.*

**NOTE: Billing for vote returns will follow approximately two weeks after meeting date.**



**REMITTANCE:**

**TERMS: NET 30 DAYS**

CUSIP NUMBER	JOB #	INVOICE #	INVOICE DATE	DUE DATE
000000	P12345	123456	00/00/00	00/00/00

**Total Due This Invoice - US\$** 9,503.62

**ISSUER NAME** ABC CORP.

**AMOUNT ENCLOSED**

**Please return this portion with your payment in US dollars. Include your cusip number on your check made payable to:**

**BROADRIDGE**

BRV00X

**STEP 5**

# Solutions and Services

We provide additional solutions and services to further support the proxy process.

**If you would like more information, please reach out to us by:**

**Emailing Client Services:**  
[BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com)

**Calling Client Services:**  
+1 631-254-7067 (select option 2)

John Dunn  
Head of Issuer Sales  
+1 621-766-7365

## **Simplify the annual meeting process**

### **Registered shareholder distribution (ShareLink®)**

In addition to supporting the majority of U.S. banks and brokers in the distribution of beneficial shareholder communications, Broadridge also manages the registered shareholder portion of your proxy mailings. Each of our ShareLink® clients works with a dedicated team to oversee the entire proxy process from planning the initial proxy notifications to certifying the final vote returns. Our Client Service Professionals are experienced and trained to guide you through every step of the proxy process.

### **EDGAR, proxy design, and print services**

SEC deadlines, last minute edits, mandatory mail dates and large volumes can make it difficult to get critical communications into the hands of investors on budget and on time. You can streamline this process by using Broadridge for all your financial print needs. Eliminate the need for multiple vendors and costly shipping charges.

We ensure a smooth transition from typesetting and EDGAR conversion to SEC filing, printing and distribution with high-quality commercial print and finishing services. We also offer affordable design options for an enhanced proxy design. Plus, we make sure you print only the quantity required, helping to save you time and minimize waste.

### **Accelerated Mail Date (AMD)**

All proxy mailings are processed on a first-in, first-out basis. In most situations, as regulated by SEC, five (5) day turnaround from material receipt to postal tender is adequate. However, at times you may need to expedite the process. Our Accelerated Mail Date (AMD) service ensures that materials are tendered to the Postal Service vendor according to your requirements. This option prioritizes a mailing, shortening the turnaround time.

### **Inventory management (Notice and access model only)**

For those issuers choosing the Notice and Access Model for proxy distribution model, an inventory management solution is available.

After the completion of the mailing, anyone that received a notice can request hard copy material up to a year following your meeting date. Broadridge is obligated to fulfil these requests. To assist with this, we would keep a set of material on hand in a secure location for future fulfillment requests by your shareholders.

### **Interactive online document conversion**

Proxy documents are often considered mere compliance documents. But, facing new governance challenges, companies are rethinking ways to make these documents more user-friendly in order to better communicate the company's message. We offer Interactive Online Document Conversion services that can convert your annual report, Proxy Statement and related proxy materials into an enhanced electronic format. We deliver a better document that seamlessly renders on any computer, browser, smartphone or tablet without requiring additional software. Shareholders benefit from quick load times and searchable content, dropdown menu navigation and direct linking to an electronic voting website.

### **Webhosting**

As required by the Notice and Access rule, corporate issuers filing proxy materials with the SEC must post these materials to a public website at the time of their mailing to shareholders. Our Webhosting solution offers state-of-the-art technology and delivers an efficient online experience for you and your shareholders, making it easy for shareholders to locate and view your shareholder meeting materials.

### **Shareholder meeting registration and validation**

You can improve the planning process for a safe, secure and successful shareholder meeting with Shareholder Meeting Registration. Now you can gain up-to-the-minute insight, help your board understand exactly who to expect, streamline attendee verifications at the door and add enhanced security. This solution lets you register and verify all your attendees, including both registered and beneficial shareholders. It also adds insight and efficiency to the planning and execution of every shareholder meeting.



## **NOBO lists**

Beneficial shareholders are divided into two categories: Objecting Beneficial Owners (OBOs) and Non-Objecting Beneficial Owners (NOBOs). Per SEC Rules 14b-1 and 14b-2, a NOBO list shows the beneficial owners that do not object to the issuer knowing their name, mailing address and share amount. Email addresses and telephone numbers are not included on the list due to shareholder security. We can produce a list of all NOBOs for a given record date, which you can download via [MyService.Broadridge.com](https://myservice.broadridge.com). The record date of the request must be at least two (2) or more business days in the future from the date we receive your request. It can take up to five (5) business days from the record date for the list to be available online.

The following guidelines apply to the NOBO request process for all issuers and third parties acting on behalf of their clients:

- A NOBO request form must be completed in its entirety and must be signed by an officer of the company. Using the online version will ensure all information is legible to help avoid unnecessary delays.
- Attestation document (2nd page of the NOBO request form) must be signed by an officer and notarized.
- Completed documents should be emailed to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com).
- Each request for NOBO data will require the submission of both pages in order to be considered in good order and processed. Incomplete requests will be returned to the requester and no action will be taken on the request.

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## **Do you want to know who your shareholders are?**

The NOBO list contains only a partial listing of shareholders. The list represents only those shareholders who own shares through a bank or broker and do not object to their name being provided upon an issuer's request.

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- Upon submission of a request in good order, the request will be processed and a security token will be emailed to the recipient listed on the NOBO request form three (3) business days following the record date. This will be necessary to download the NOBO list.

To access the NOBO request form and attestation letter, please go to: [Non-Objecting Beneficial Owner \(NOBO\) Request Form | Broadridge](#).

## **Vote tabulation and reporting services (stock transfer agent and registered clients only)**

If we are handling your company's proxy mailing for both registered and beneficial shareholders, you can receive comprehensive vote tabulation and reporting services. Our service delivers fully reconciled and audited vote reports on a daily basis, covering all shareholder segments.

## **Inspector of election (stock transfer agent and registered clients only)**

Most states require that a shareholder meeting be attended and monitored by an Inspector of Election. Should you require an Inspector, we can supply an experienced, independent third-party Inspector to attend your meeting.

## Vote connect

Vote Connect is an automated, high-volume pre-communications and reminder call program used to stimulate retail shareholder voting during a proxy campaign. Vote Connect enables you to record a custom shareholder message, using one of your executives or a professional speaker. Vote Connect then employs automated shareholder telephone number lookup to target shareholder calls by requested population and timeframe. Modifications throughout the campaign are possible based on response metrics.

## Open enrollment website

Open Enrollment allows you to collect shareholder electronic delivery consents. Using a valid email address, shareholders can sign up for electronic delivery of shareholder communications, including proxy materials. We store these consents and apply them to all future mailings.

## Engage shareholders and promote your brand

### Virtual shareholder meeting (VSM)

Virtual Shareholder Meeting allows your company to hold your annual meeting online, either on a stand-alone basis or in conjunction with your physical meeting. This service enables shareholders to attend your meeting, vote live during the meeting and ask questions in a secure online environment. We offer many different options for VSM in the wake of the Covid-19 pandemic. To learn more, contact your Client Service professional.

### Shareholder data services

We offer insights and guidance to better understand and engage with shareholders. Our Shareholder Data Services offering provides a comprehensive view of prior and current shareholder and voting data across a range of dimensions: Share ownership, share ranges, vote history, voting projections, opportunity analysis and vote timing. These insights can be leveraged to craft a dynamic shareholder engagement strategy to ensure voting goals are met.

### Enhanced packaging

Enhanced packaging material can help you get noticed and drive voter participation. Designed and customized with your brand and messaging, enhanced packaging provides envelope and polywrap options.

## ProxyVote branding

You can enhance the shareholder experience and help drive voting rates higher by customizing the emails and online voting sites. By adding your logo, messaging and other features, you can build a stronger connection with your shareholders. They can request materials, opt-in for e-delivery and also connect to a Virtual Shareholder Meeting all from [ProxyVote.com](https://www.ProxyVote.com).NGS.

## Follow-up (reminder) mailing

- **Notice and Access model** - Option to issue a follow-up mailing ten (10) calendar days after mailing the initial Notice of Internet Availability. This is the only time an issuer can mail a Notice with a form to allow shareholders to vote. Additional enclosures can also be included
- **Full-Set Proxy model** - Option to do a follow-up mailing at any point after initial proxy materials are sent in order to encourage more voting or to send an amendment to the proxy materials. These mailings usually include a copy of the original voting instrument (VIF/Proxy Card), Telephone/Internet voting instructions, a company-supplied shareholder letter and a Business Reply Envelope (BRE).
- **Emails only** - You can choose to send reminder emails to encourage more voting. This communication method applies to shareholders who choose to receive email delivery of proxy materials through their bank or broker.

## Additional proxy resources

### Analytical reports

We can provide a wide variety of reports that show statistical results from your meeting including shares broken down by bank and broker ownership, vote return method and mail suppression cost savings.

Additionally, we can help determine if mailing by Notice and Access makes economic sense for your company by providing a cost analysis of the mailing options. You can also view some historical reports on our website:

[MyService.Broadridge.com](https://www.MyService.Broadridge.com).

## Non- mailing data reporting

There is now a report request form that will need to complete and signed by an officer of the company. If the form is not completed correctly it will be sent back to the issuer with the requested revisions. You may request any or all of the following reports by emailing the completed form to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com).

**Geographic survey** – Provides a report listing shareholdings in each state, province or country where one (1) or more shareholders reside. Included in the report are the number of shareholders in each region and the total number of shares that region represents. It is available in the following formats:

- U.S. geographical survey
- International geographical survey

**Standard share range** - Provides the number of shares and the number of shareholder accounts. It is available in the following formats:

- Pre-suppression or post-suppression
- Voted or unvoted
- NOBO or OBO

**Customized share range** - Provides the number of shares and the number of shareholder accounts at intervals that are outside of our standard ranges. It is available in the following formats:

- Custom pre-suppression or custom post
- Suppression custom voted or custom unvoted
- Custom NOBO or custom OBO

**Voted/un-voted share range** - Provides the number of voted shares and the number of voted accounts. This is only available for an active proxy mailing so long as the meeting date has not passed.

**Broadridge bank/broker listing** - Provides the name, number of accounts and number of shares held by each bank and broker.

## Additional solutions

### Stock transfer agent and registrar solutions

We offer a comprehensive suite of services to address all your stock transfer and registrar needs - helping you achieve the greatest efficiencies and tap into the potential of your shareholder base. Services include:

- **A client portal** that provides detailed, customizable reports and advanced search and filtering capabilities.
- A client-branded **shareholder portal** with a customized landing page that enables shareholders to manage their accounts using unique options such as Smart Messaging (SMS) alerts and information.
- **U.S.-based call centers** where every caller is directly connected to a trained customer service representative with access to real-time shareholder information.
- **A smooth onboarding process** with a 140-point data check process that reveals opportunities such as resolving lost shareholder accounts and consolidating uncashed checks.
- **Fully transparent contracts** with no hidden clauses and cost penalties – just clear, easy-to-understand terms.
- **An advanced technology platform** that is highly scalable and flexible.
- **Unparalleled data security** with an ISO 27001 certification – the world's highest accreditation for information protection and security.

### Non-proxy (interim) shareholder communication mailings

Just as we can coordinate the distribution of shareholder communications for a special or annual meeting, we can also coordinate the distribution of material that is for non-proxy purposes. These can include quarterly reports, annual reports, prospectuses, information statements and/or press releases.

## **Corporate actions**

From mergers and acquisitions to IPOs and stock splits, you can leverage our flexible communications services as a single-source solution to communicate efficiently with your entire shareholder base. Our shareholder communications services are a timely, cost-effective way to reach beneficial and retail shareholders alike, delivering an impactful online experience that fosters participation.

## **Workiva**

The Newly formed partnership between Workiva and Broadridge allows for a fully integrated print capability between the two organizations where Workiva customers will seamlessly deliver their Proxy, 10-Q's, and 10k's (Annual Reports) to Broadridge for printing.

## 2023 Proxy Season

### **Key Statistics & Performance Rating Report**

This report covers shareholder meetings (i.e., proxy “jobs”) mailed between February 15 to June 30, 2022.

[Download the full report.](#)

# Frequently asked questions

## Planning

### Who is my main contact at Broadridge?

You may contact [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) or call +1 631-254-7067, option 2 between 9:00 AM and 6:00 PM, Eastern Time to speak with a Client Service Professional.

### How do I update my company or transfer agent information?

Issuers can update company information online at [MyService.Broadridge.com](https://MyService.Broadridge.com) or by sending an email to [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com).

### How do we update Email address and Alert update?

Click on TOOLS, go to EMAILS AND ALERTS, go to COMPANY INFORMATION UPDATES AND REQUESTS tab

### Where do I send materials for distribution?

Broadridge Financial Solutions, Inc.  
Attn: Receiving Department  
51 Mercedes Way  
Edgewood, NY 11717

When mailing materials to Broadridge, reference your job number and CUSIP number on each box or skid. Please have the enclosures shipped in separate boxes. If material is for multiple jobs, ship each enclosure in a separate box on separate skids, if applicable. If you do not know your job number, please contact a Client Service Professional. Our delivery guidelines can be found at the end of this section.



### **Can Broadridge mail to other shareholders besides the beneficial holders?**

Yes. We can mail to your registered shareholders, as well as your employee shareholders, if you use our one-stop-shop ShareLink® solution. Please contact your Client Service Professional or [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) for more information.

### **What is Notice and Access?**

Your company can provide shareholders a Notice of Internet Availability by mail. This provides the shareholder the agenda information and the location of an Internet website. All meeting materials are located on the Internet at the time of the notice mailing and are available for up to one (1) year after the meeting date. The materials are searchable and printable. There is also a smaller full set mailing to a subset of shareholders who have opted not to receive the Notice of Internet Availability. Electronic Delivery is available to shareholders who have opted to receive it in this method.

### **Do I need to use Notice and Access?**

No. The Notice and Access Model is only one (1) mailing option available to provide information about your upcoming meeting.

- Under the full set model, the issuer provides via mail all the meeting materials and the Vote Instruction Form (VIF) to the shareholder.

An issuer or other soliciting person has the option to use a “stratification” of the Notice and access Model. For example, you can target large shareholders by sending a full set instead of a notice of internet availability. To pursue this option, please contact [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) or call +1 631-254-7067, option 2 between 9:00 AM and 6:00 PM, Eastern Time to speak with a Client Service Professional.

### **I want to do a non-proxy mailing (example: first quarter report mailing or newsletter), how do I notify Broadridge?**

Notification of your mailing should be completed by [MyService.Broadridge.com](https://www.broadridge.com/my-service). We need two (2) business days in order to set up a record date to do the mailing. It will take three (3) business days from the record date for us to complete the Broker Search and provide you with the number of sets of material required to complete the mailing.

### **Why can't I request a past record date for non-proxy mailings?**

Not all banks and brokers can go back in time with respect to shareholder information. Therefore, we do not have the ability to request past record dates.

### **I want to mail my material as a self-mailer. Can Broadridge accommodate this?**

Yes. A self-mailer is a flyer, booklet, brochure, newsletter or other piece that mails without an envelope. All self-mailers MUST have tabs (or wafer seals) to secure loose edges. If the material is not tabbed per USPS postal requirements, we will insert and mail the material in an envelope and you may incur additional processing and/or postal fees.

## **Distribution**

### **Why is Broadridge requesting a Mailer Identifier (MID) from me?**

In order to offer Full Service Intelligent Mail to their customers, the USPS requires all mailing vendors to provide a Mailer Identifier (MID). The MID, assigned by the USPS, is a unique 6- or 9-digit number that identifies the owner or sender of the mail piece. To ensure compliance with USPS, you will need to provide us with this number. If you don't already have an MID from the USPS, we can help you obtain one at no cost.

### **What class of mail is available for the Notice-only mailing?**

Any mailing class can be used for a Notice of Internet Availability with the exception of First-Class Alternative, due to the weight restriction.

### **What should I do if I receive correspondence about Broadridge not having enough material to mail?**

We send a notification with detailed instructions. Please email [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) with the CUSIP number, job number and delivery date so we can complete the mailing or if there are any further questions.

### **If a beneficial shareholder receives the Notice by mail, but later decides they want a paper or email copy, what can they do?**

The Notice of Internet Availability includes instructions on how a beneficial owner can request a copy of the proxy materials. The shareholder must have the control number located on the notice. The shareholder can obtain a paper or email copy in these ways:

1. Internet: [ProxyVote.com](https://www.proxyvote.com)
2. Telephone: +1 800-579-1639
3. Email: [Sendmaterial@proxyvote.com](mailto:Sendmaterial@proxyvote.com)

## **Voting**

### **What is a VIF?**

A VIF or “Vote Instruction Form” is the equivalent of your company’s proxy card, which is sent to beneficial shareholders for voting purposes.

### **How can shareholders vote?**

Beneficial shareholders can vote in four ways:

- On the Internet at [ProxyVote.com](https://www.proxyvote.com) (computer and/or mobile device)
- By telephone
- By returning the VIF to Broadridge by mail using the enclosed business reply envelope
- In person at the meeting, if they request a legal proxy prior to meeting date

### **When will I begin to receive voting results?**

If your proxy material mails twenty-five (25) or more calendar days prior to your shareholder meeting, the first vote report will be issued fifteen (15) calendar days prior to the meeting. If your proxy material mails less than twenty-five (25) calendar days but at least fifteen (15) calendar days prior to your shareholder meeting, the first vote report will be issued ten (10) calendar days prior to the meeting.

### **How can a shareholder receive a replacement VIF, Notice or material?**

The shareholder must contact their bank or broker through whom they own the shares to get a replacement Notice, VIF or get additional copies of the material.

### **Can you tell me if and/or how an individual shareholder account has voted?**

We cannot disclose how an individual shareholder account voted. All vote results are reported at the bank or broker level. By requesting a Voted NOBO list you can see which non-objecting beneficial holders have voted, but not how they have voted. There is also an unvoted NOBO list. Both are optional reports that can be used as solicitation tools.

### **What is the difference between routine and non-routine voting?**

The NYSE determines whether proposals should be deemed Routine or Non-Routine. Routine proposals receive the broker discretionary vote if the following conditions are met: Mail must include a notice of meeting, a Proxy Statement and annual financial statements. In addition, the mailing must be completed at least fifteen (15) calendar days prior to the meeting. On Non-Routine items, the shareholders must cast a vote on the proposal since the broker cannot vote on their behalf.

### **What does “pending votes” on MyService.Broadridge.com mean?**

Pending Votes on the website are unaudited vote results that have been received and will be reflected on the next vote report. The last update for the day is at 4:00 PM Eastern Time.

### **Can you provide a “broker non-vote” report?**

We do not generate a “broker non-vote report”. A broker non-vote occurs when there are Routine and Non-Routine items to be voted on. The broker shares can be voted on the Routine items (this is discretionary voting). For the Non-Routine items, the shareholders must return a vote in order for the shares to be counted. The difference in the number of shares that were voted on the Routine items vs. the Non-Routine items is the “broker non-vote.”

### **Can you explain the difference between the vote totals on MyService.Broadridge.com and the printed client proxies I’ve received?**

The client proxies represent your legal vote totals for the date printed on the report. The totals listed on the web portal are not reconciled and should only be used as an approximation of your vote totals.

## **My vote return is lower than expected. How can I get my shares voted?**

We have tools that can assist you.

- **Vote connect** – See description on page 40.
- You can issue a reminder mailing after the initial proxy material mailing to help receive more votes, or send an amendment to the Proxy. The follow-up mailing can be customized to reach a target audience.

## **ADDITIONAL SERVICES**

### **What types of analytical reports can you request?**

We can generate reports from previous jobs in our system or a new job can be created for the most up-to-date results. Some reports are available on [MyService.Broadridge.com](https://www.broadridge.com). Please contact [BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com) for assistance in retrieving these reports.

- **Shareholder meeting report** - Provides statistical results from your meeting, including: Shares distinguished by bank and broker ownership, vote return method and mail suppression cost savings.
- **Standard, voted and unvoted NOBO reports** - Determines who your shareholders are and if they have voted. Please note: Voted and Unvoted NOBOs are only available from Record Date to Meeting date
- **Standard and custom share range analysis** - Determine the share range in which your securities are concentrated. This can be generated based on Pre-Suppression, Post-Suppression, OBO and NOBO status.
- **U.S. and international geographical analysis** - Determines where your investors are located in the U.S., Canada, and abroad.

## **How do I obtain a NOBO list? How much does it cost?**

The request form is available at:

[Broadridge.com/resource/nobo-list-requests](https://www.broadridge.com/resource/nobo-list-requests).

You may also request one by emailing.

[BSGIssuerServices@Broadridge.com](mailto:BSGIssuerServices@Broadridge.com).

The costs can be calculated using the fee schedule on the top of the request form. You should receive the listing within five (5) business days after the record date.

## **What is the difference between an OBO and a NOBO?**

Beneficial shareholders are sorted into two categories: Objecting Beneficial Owners (OBOs) and Non-Objecting Beneficial Owners (NOBOs). A shareholder has the choice to be either an OBO or a NOBO and selects this status through their bank or broker when they establish the account.

- **OBOs:** Shareholders that select OBO status decline release of their account registration information.
- **NOBOs:** Shareholders that select NOBO status agree to release registration information to issuers and outside parties.

## **Is there an OBO list?**

No. We cannot disclose any information regarding OBOs. The issuer can request the number of accounts and shares with OBO status.

## **Can I track who is trading, buying, selling or shorting my stock?**

We are only able to provide you a “snapshot” of holders since we do not actually maintain shareholder records. This is done using the Non-Objecting Beneficial Owners (NOBO) list. This list does not track trading activity. It only shows shareholders who owned shares as of a particular date and did not object to their information being made available to an issuer.

## **Billing/invoicing**

### **Why don't I have to execute a contract with Broadridge to mail to the beneficial shareholders?**

The SEC rules require public companies to reimburse nominees for the expense of distributing shareholder communications to beneficial owners of securities held in street-name. The reimbursement rates are set by the NYSE. We act as a billing and collection agent for many nominees with respect to this reimbursement. We bill on behalf of

the nominee, collect the fees and remit to the nominee any difference between the fee that the nominee is entitled to collect and the amount that the nominee has agreed to pay us for our services.

### Are Broadridge fees regulated?

Our fees are not regulated but some of the fees that we bill on behalf of our bank and broker clients are regulated.

Click [here](#) to see a listing of NYSE Regulated Fees.

### When will I receive the invoice for Broadridge services?

Proxy mailings may have as many as four (4) Invoices:

- **Estimated postage invoice:** About one (1) week after we are notified of your record and meeting dates
- **Processing invoice:** Within two (2) weeks after the mailing is complete
- **Vote invoice(s):** Within two (2) weeks after your meeting date
- **Non-proxy mailings:** Within two (2) weeks after the mailing is completed

### What is included in the Notice and Access processing fee?

Notice of Internet Availability (Notice) creation and print:

- Inserting form(s) in an envelope or equivalent and presenting them to the United States Postal Service
- Collection and testing of Internet links to each of the documents included in the issuer's meeting material
- Creation of a landing page at [ProxyVote.com](#)

Shareholders go to a single site to access the functionality required by the rule:

- View material, which is presented as hyperlinks
- Request full set of material, which is described below
- Vote their position(s)

Material request processing:

- The rule requires that shareholders receiving a Notice must be able to request a full set of material by:
  - Internet
  - Email
  - Telephone

Shareholders must be able to request either a hard copy set or an electronic set of the material. The shareholders must only be allowed to request material for this meeting or make a permanent election to receive material for all issuers held in his or her account.

## Fulfillment processing:

### What is fulfillment?

- Nominees must make requests for material to the issuer within three (3) business days of receipt of the request from a shareholder.
- Nominees must distribute material to requesting shareholders within three (3) business days of receiving material from the issuer.
- This process needs to be in place from 40 days prior to the meeting date to one (1) year after the meeting date.

### Why am I mailing hardcopies with Notice and Access?

- Virtually every Notice and Access job will have a subset of shareholders who will receive hard copy sets of material due to prior consents to always receive material for every position held in their account.
- We maintain a shareholder database to manage permanent consent to always receive hardcopy materials
- Shareholders must be able to change their preference
- The shareholder records need to be split into two (2) production streams.
- The timing of these streams will vary due to the requirement that the Notice be mailed at least forty (40) days before meeting date (although full packages can be sent at a later time).
- All incoming records and voting transactions need to be reconciled at the job or issuer level.

## Broadridge hours and delivery guidelines

Broadridge Financial Solutions  
51 Mercedes Way  
Edgewood, NY 11717

Receiving Office  
+1 631-254-7297  
24 Hour Direction Hotline  
+1 631-254-7553

### General receiving hours

**May through February** – Monday through Friday 8:00 AM to 4:00 PM (Closed Saturday and Sunday)

**March and April** – Monday through Friday 6:30 AM to 4:00 PM (Closed Saturday and Sunday)

Deliveries received after 4:00 PM will be posted for the following Business Day

**Deliveries may be diverted to an outside warehouse that is located within a five mile radius. We will not accept any COD or Bill-to-Recipient shipments.**

### Delivery guidelines

We request an advanced electronic notification of shipment sent to the following email address

[Thehut@broadridge.com](mailto:Thehut@broadridge.com). The subject line should read “Broadridge Delivery [and the name of the Trucking Company and/or Printer].” Please attach the Manifest/Packing Slip associated with the shipment to the email with the information listed on the next page. To facilitate timely processing of your mailing, please follow these material delivery guidelines:

#### 1. Manifest/packing slip\* one per shipment\* required for all UPS, Fed EX, and DHL shipments.

A box containing mixed enclosures must be identified with a packing slip placed on the top of the box.

#### 2. Skids

- Skid dimensions are not to exceed 42” in width, 48” in length, and 50” in height.
- Skids should be of good quality to facilitate safe shipping and storage.
- Skids should be shrink-wrapped at least three times in order to protect your material during shipment.
- “Power Pack” or “Gaylord”, rather than a box for your material to Broadridge (piece counts should range from 10,000 – 200,000 pieces). Power Packs should have cardboard wrapped around the material, wood on top, shrink-wrapping and bands in both directions.
- If there is no cardboard wrapping, then the skids must have corner boards, wood on top, at least four turns of shrink-wrapping and banding in both directions.
- Please “Do Not Load Skids Sideways in the Trailer.” We have machines that can offload two skids at a time when the truck is loaded properly.
- Please list the dimensions (LxWxH) on all power packs.

- Do not wrap material individually, or in sets of 5 or 10, etc., or in plastic!
- Do not put separators between pieces!
- All full boxes/bundles must be the same count per, except for the partial.
- Skids should have crossbeam supports under the front and back of each pallet and be wrapped properly.

If materials are not properly wrapped, they may be damaged while in transit.

# Glossary

## A

**ADR (American Depositary Receipt):** A negotiable certificate issued by a U.S. bank representing a specific number of shares of a foreign stock traded on a U.S. stock exchange. ADRs make it easier for Americans to invest in foreign companies due to the widespread availability of dollar-denominated price information, lower transaction costs and timely dividend distributions.

**Agenda:** The proposals presented by an issuer to be voted on by shareholders.

**Annual Report (AR):** Document that is prepared annually to provide shareholders with a company's financial information.

## B

**Bank:** A commercial institution licensed as a receiver of deposits.

**Beneficial Owner:** A legal term where specific property rights ("use and title") in equity belong to a person even though legal title of the property belongs to another person.

**BRE:** A business reply envelope that is utilized by a shareholder to return their Voting Instructions to Broadridge.

**Broker-Dealer:** A party who effects securities transactions on behalf of its customers, as well as for its own market position.

**Broker Non-Vote:** When a customer does not provide the voting instructions on non-routine matters for shares owned but held in the name of the broker.

**Buck Slip:** A form on which the shareholder's name and address is printed and used for mailing purposes.

## C

**Carrier:** An agent that delivers packages, i.e., Federal Express, United Parcel Service (UPS), Yellow Freight, etc.

**Cede & Co.:** Depository Trust Company's (DTC) nominee name.

**Class of Security:** The last three (3) digits of a nine-digit (9) CUSIP number that indicates the class of security, e.g., common, preferred, debt issue.

**Classified Board:** A structure for a board of directors in which a portion of the directors serve for different term lengths depending on their classification. Under a classified system, directors serve terms usually lasting between one (1) and eight (8) years; longer terms are often awarded to more senior board positions.

**Client Proxy (Multi-Proxy):** Tabulation report we release on behalf of our broker/bank clients on a daily basis.

**Common Stock:** Securities that represent ownership in a corporation; the one type of security that must be issued by a corporation.

**Consent Solicitation:** A request for security holders to cast a vote without convening.

**Contest:** A meeting for which there is a group in opposition to the proposals presented by the management of the company.

**Control Number:** A number that identifies a specific shareholder for voting purposes.

**Corporation:** This is the most common form of business organization. It is chartered by a state and given many legal rights as an entity separate from its owners. This form of business is characterized by the limited liability of its owners and ability to issue shares of easily transferable stock.

**Cumulative Voting:** The procedure of voting for a company's directors; each shareholder is entitled one (1) vote per share times the number of directors to be elected.

**CUSIP:** Acronym for the Committee on Uniform Securities Identification Procedures. Standard and Poor's issues a unique nine (9) character identification called a CUSIP number. The first six (6) digits of the CUSIP number identify the issuer and the last three (3) identify the individual security.

## D

**Depository Trust Company (DTC):** A central repository through which members electronically transfer stock and bond certificates (a clearinghouse facility). The Depository Trust Company was set up to provide an infrastructure for settling trades in municipal, mortgage-backed and corporate securities.

**Director:** Individuals elected by the shareholders of a corporation who have certain responsibilities established in the corporation's charter.



**Director Exception:** Shareholder withholds authority to vote on certain directors.

**Discretionary Voting:** Under NYSE Rules 451 and 452, brokers may vote the shares they hold for beneficial owners if the company mails at least 15 days prior to the meeting. This applies only for routine matters as defined by NYSE Rule 452. Not all brokers participate in Discretionary Voting.

## E

**EDGAR:** Acronym for Electronic Data Gathering, Analysis and Retrieval, which is an automated system that collects, validates and indexes any forms a company is required to file with the Securities and Exchange Commission (SEC).

**ESG:** Stands for Environmental, Social and corporate Governance. Broadridge now has the ability to assist corporate issuers with monitoring and improving their ESG score.

**Electronic Delivery:** The method by which shareholders receive notification of annual meeting material, or other shareholder material, via email instead of hard-copy postal delivery.

**Enclosure:** The material that is to be inserted into an envelope for mailing purposes.

## F

**Form 10-K:** The form used by public companies to report their fiscal year-end financial results to the SEC. Companies may choose to send a Form 10-K instead of an Annual Report.

**FYE:** Acronym for “fiscal year end.”

## H

**Holder of Record:** The person whose name appears on the shareholder of record list maintained by the corporation or their transfer agent.

**Householding:** Multiple voting forms and related materials can be combined for more than one shareholder with the same last name and address with the consent of those shareholders.

## I

**Initial Vote Report:** Material mails more than twenty-five (25) calendar days prior to the meeting you will receive the Initial Vote Report fifteen (15) calendar days before the meeting. Material mails less than twenty-five (25) but at least 15 calendar days prior to the meeting you will receive the Initial Vote Report ten (10) calendar days before the meeting.

**Institutional Investors:** Organizations, which pool large sums of money and invest those sums in companies. They include banks, insurance companies, retirement or pension funds, hedge funds and mutual funds.

**Interim Mailing:** A mailing where a shareholder vote is not being solicited.

**Issuer Name:** Company/Fund name.

**IVR:** Acronym for Interactive Voice Response, which is an interactive technology that allows a computer to detect voice and keypad inputs.

## L

**Legal Proxy:** The issuance of a form, that transfers voting entitlement from the broker or bank to the beneficial shareholder.

**Late Vote:** A vote that is received after the cut-off date or meeting date. These shares will only be reflected if the meeting is adjourned.

## M

**Mailer Identification Number (MID):** is a unique six (6) or nine (9) digit number assigned by the United States Postal Service. It is required by the USPS for compliance.

**Majority Voting:** A director election standard where each director nominee must receive a majority of votes cast at the meeting to be elected.

**Managed Account:** An investment account that is owned by an individual investor but managed by a professional money manager.

**Manual Vote:** A voting instruction received that is manually processed.

**Media:** A document that contains the mailing address.

**Meeting Date:** Date a company holds its shareholder meeting.

**MyService.Broadridge.com:** Broadridge’s web-based client service portal for shareholder communication mailing campaigns. It provides secure and convenient access to real-time information such as proxy voting results, job status and proxy planning tools.

## N

**Non-Objecting Beneficial Owner (NOBO):** Shareholders who purchase securities through a broker or bank that do not object to the bank or broker releasing their names to requesting companies.

**NOBO List:** A listing of non-objecting beneficial owners. It is a Report of Beneficial owners who allow their information to be provided. The NOBO request form provides additional information on how you can retrieve this report.

**Nominee:** A person or firm to whom securities or other properties are transferred to facilitate transactions, while leaving the customer as the actual owner.

**Non-Mailing Data Reporting:** Series of beneficial shareholder reports as of a particular record date that Broadridge can provide for a fee

**Non-Routine Proposal:** A proposal on a proxy card requiring a response from the beneficial owner, which does not fall under the NYSE Rule 452. The broker cannot vote on behalf of the beneficial owner; it can only vote after specific instructions have been received from the beneficial owner.

**NPS:** Notice (of meeting) and Proxy Statement.

**Number of Positions:** Total number of shareholder accounts for each job.

**NYSE:** Acronym for New York Stock Exchange.

## O

**Objecting Beneficial Owner (OBO):** Shareholders who purchase securities through a broker or bank and object to allowing the bank or broker to release their names to a requesting corporation.

**Omnibus Proxy:** Identifies the broker/bank ownership as of a record date.

## P

**Pending Vote:** Votes tabulated by Broadridge but not yet communicated to the tabulating agent.

**Plurality Voting:** A director election standard in which the director nominee slate receiving the greatest number of votes cast in favor at the meeting is elected. With this standard, it is possible that a director receiving at least one share voted in favor at the meeting could be elected.

**Postage Class:** Class of mail used for the shareholder distribution. Some examples are USPS First-Class Mail®, First-Class Alternative and USPS Standard Mail®.

**Postage Rate:** Amount of postage required to mail a package.

**Positions:** The number of shareholders of a corporation.

**Post-Suppression:** Number of accounts that are receiving physical sets of materials.

**Pre-Suppression:** Number of total accounts for a company prior to any eliminations for mailing purposes.

**Proportional Voting:** A method of voting for routine proposals in which a broker will vote uninstructed shares in the same proportion as the instructed shares were voted.

**Proxy:** The authority or instrument that permits a shareholder's voting right to be granted to an agent of the shareholder. Proxy may also mean the person empowered to act as agent to vote in place of the shareholder.

**Proxy Card:** A voting instrument created by the issuer, which reflects items to be voted on for an upcoming meeting.

**ProxyEdge:** Broadridge electronic voting platform used mostly by money managers and institutions.

**Proxy Mailing:** A mailing where a shareholder vote is being solicited.

**Proxy Solicitation:** The process of obtaining shareholders' votes on proposals. Proxy Solicitation materials are issued to give shareholders information that enables them to vote in an informed manner. The materials presented to shareholders must be filed with the SEC before they are given to shareholders. The SEC makes certain that the materials comply with disclosure rules, including disclosing all appropriate facts about the issues that shareholders will be voting on.

**Proxy Statement:** Information required by the SEC that must be provided to shareholders of issuers soliciting proxies.

**ProxyVote.com:** Broadridge's Internet website where shareholders may submit voting instructions or sign up for electronic delivery.

**Publicly Held Company:** A company whose common stock has been registered with the SEC and sold on an exchange to the general public.

## Q

**Quorum:** The minimum number of shares necessary to conduct a shareholder meeting, in person or by proxy, as determined by the corporate bylaws, corporate charter, or state law.

## R

**Receive Date:** The date material is received by Broadridge.

**Record Date:** The date established by a corporation's board of directors, used to determine which shareholders are to be included in an informational or Proxy Mailing.

**Record Date Confirmation:** A request to a company, or their designated agent, for material as of the record date.

**Registered Owner:** Owners whose names are recorded on the books of the issuer or the issuer's agent, called a Registrar.

**Retail Investor:** Individual investors who buy and sell securities for their personal account and not for another company or organization.

**Routine Proposal:** Proposal type as defined by NYSE Rule 452 upon which brokers may exercise their discretion in voting uninstructed shares. This rule does not apply to banks, their nominees or their depository positions, nor to non-routine proposals.

## S

**SEC:** Acronym for United States Securities and Exchange Commission.

**Search Card:** The SEC requires that issuers send an inquiry (search card) to all banks, brokers and nominees no later than twenty (20) business days prior to the record date for an annual shareholder meeting, or as soon as practically possible for a special meeting. The Search Card includes record, mail and meeting dates. Each bank, broker and nominee must provide the total number of sets of material they require in order to mail to beneficial holders no later than (5) five business days after receipt of the Search Card.

**Securities Industry and Financial Markets Association (SIFMA):** A not-for-profit industry organization representing the interests of investment, banking and securities brokerage firms.

**Shareholder:** Individual(s) or Entities owning securities in a company.

**Shareholder Proposal:** A proposal submitted by a shareholder pursuant to SEC Rule 14a-8.

**Share Range Analysis:** Report that identifies number of shareholder accounts in a specific share range.

**Shares:** Certificates or book entries representing ownership in a corporation or similar entity.

**Short Job:** Mailing that could not be completed due to a shortage of material received.

**Solicitor:** Agent hired by issuer to distribute material and to solicit proxies.

**Staggered Board:** A method of electing a company's board of directors that puts up only part of the board for re-election in any (1) one year. This method contrasts the system in which all board members go up for re-election annually.

**Street Name:** Shareholder who holds stock through a broker or bank, i.e., beneficial holder.

## T

**Transfer Agent:** An agent employed by a corporation or mutual fund to maintain shareholder records, including purchases, sales and account balances.

**Time-Phased Voting:** Under Time-Phased Voting, shareholders who have held the stock for a given period of time are given more votes per share than recent purchases.

## U

**URL:** Acronym for Uniform Resource Locator. An internet address of a website, file or document in the general format.

**Uninstructed Shares:** Instructions on how to vote these shares were not received from the shareholder to the broker. For routine agenda items, these shares may be voted by the broker per NYSE Rule 452.

**USPS:** Acronym for the United States Postal Service, which is an independent agency of the United States Government responsible for providing postal service in the United States.

**UPS:** Acronym for United Parcel Services, which is a package delivery company that provides transportation, logistics, and financial services in the United States and internationally.

## V

**Virtual Shareholder Meeting (VSM):** Conduct annual meetings online via streaming audio or video, authenticate attendees, and enable validated shareholders to submit questions and vote their shares online in the annual meeting.

**Vote Instruction Form (VIF):** The form used by Broadridge to collect voting instructions from beneficial shareholders of its broker and bank clients.

**Vote Cut-Off:** The last date voting is accepted. Unless advised otherwise, Broadridge's default vote cut-off for telephone and internet voting is 11:59 PM, Eastern Time, the night before the meeting.

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## Go further. With Broadridge

An integrated approach to shareholder communications and regulatory disclosures, driven by innovation and accountability.

Corporate Issuers and law firms rely on us for their investor and shareholder communications and regulatory disclosures. Our end-to-end, integrated solutions simplify their workload, provide budget clarity and deliver results.



Broadridge Financial Solutions (NYSE: BR) is a global technology leader with the trusted expertise and transformative technology to help clients and the financial services industry operate, innovate, and grow. We power investing, governance, and communications for our clients – driving operational resiliency, elevating business performance, and transforming investor experiences.

Our technology and operations platforms process and generate over 7 billion communications per year and underpin the daily trading of more than \$10 trillion of securities globally. A certified Great Place to Work®, Broadridge is part of the S&P 500® Index, employing over 14,000 associates in 21 countries.

[Broadridge.com](https://www.broadridge.com)

