

# Registered issuer guidebook

A guide to Broadridge's corporate client services





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# 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, Broadridge 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 services; our ISO 9001:2015 certification, the internationally recognized standard for quality; and ISO 27001:2022 certification, the internationally recognized standard for an Information Security Management System.

We look forward to serving your investor communication needs throughout the year. For access to your company's proxy campaign information, visit: [issuer.broadridge.com](https://issuer.broadridge.com).

To access the website, you will need your email address and password. If you have forgotten your password, go to [issuer.broadridge.com](https://issuer.broadridge.com) and click "Forgot Password." If you do not have access, an officer of the company may request it by sending an email with the company's name, CUSIP number, the user's name, email address and phone number to your dedicated Relationship Manager.

If you have additional questions, contact your dedicated Relationship Manager.

We are available Monday through Friday from 9:00 a.m. - 6:00 p.m. ET.


Call: After Hours Escalation Service at +1 631-257-4466.

The information in this document is for informational purposes only and is not intended to be legal, financial, or other form of advice and no legal or business decision should be based on its content.

# Look what's coming In 2025

## Distribution Summary Report

It is a report created to present a summary of the client's shareholder's ownership breakdown by the distribution channels and key distribution milestones.

Broadridge

Ready for Next

Distribution Summary |

Record Date:  
Meeting Date:

DISTRIBUTION CHANNELS

Beneficial	Distributions*	Shares	Mail Commenced	Mail Completed	% of Shares
Full Package	8,051	25,011,219	07/02/2021	07/09/2021	19.08%
Email	8,998	12,919,966	07/10/2021	07/10/2021	9.85%
Institutional	1,121	42,284,836	07/02/2021	07/02/2021	32.25%
TOTAL	18,170	80,216,021			

Registered	Distributions*	Shares	Mail Commenced	Mail Completed	% of Shares
Full Package	88	37,068,731	07/02/2021	07/08/2021	28.27%
Email	1	13,818,180	07/10/2021	07/10/2021	10.54%
TOTAL	89	50,886,911			

\*Distributions include suppressions through householding and consolidation

INTERMEDIARY AGENT SUMMARY

Agent	Accounts Reported	Quantities Requested	Distribution Completed
FOLIO INVESTMENTS	0	2	07/08/2021
MEDIANT	3,274	76	07/08/2021
PROXYTRUST	0	2	07/08/2021
SAY COMMUNICATIONS LLC	426		

Bank/Broker Year Over Year Position Increase

## Bank/Broker Year Over Year Position Increase Report

Reports can be run throughout the year according to the issuer's FYE and if they meet the criteria of having bank/broker positions increase of 15% or higher when compared to their previous proxy mailing.

Bank/Broker Year Over Year Position Increase Report

BENEFICIAL COMPARISON		COMPANY NAME	TOTAL POSITIONS PROCESSED
Current Broker Search:			422,543
Prior Broker Search:			130,356
Delta			292,187
Delta %			224.15%

Comparison of Bank/Broker Positions

BANK/BROKERS	PRIOR BROKER SEARCH	CURRENT BROKER SEARCH	DELTA	DELTA %
TD AMERITRADE CLEARING, INC.	16,456	70,973	54,517	331%
NATIONAL FINANCIAL SERVICES LLC	24,675	75,858	51,183	207%
CHARLES SCHWAB & CO., INC.	12,234	54,960	42,726	349%
APEX CLEARING CORPORATION	2,643	27,174	24,531	928%
E*TRADE SECURITIES LLC	8,377	32,270	23,893	285%
MERRILL LYNCH	9,662	27,433	17,771	184%
MORGAN STANLEY	9,868	22,346	12,478	126%
VANGUARD BROKERAGE SERVICES	2,169	13,182	11,013	508%
WELLS FARGO CLEARING SERVICES	7,637	15,291	7,654	100%
PERSHING LLC	2,467	9,616	7,149	290%
ALL ELSE	34,168	73,440	39,272	115%
Totals:	130,356	422,543	292,187	224%



## STEPS

Solutions and Services | Planning | Distribution | Voting | Invoicing

### STEP 1

# 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 your dedicated Relationship Manager or Calling Client Services: +1 631 257 4581.

## Things to consider

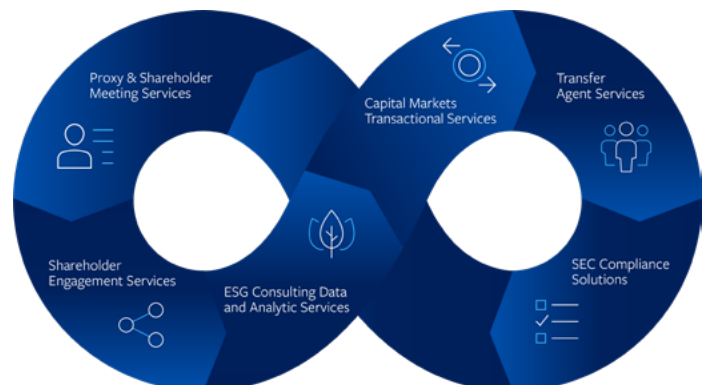
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- We offer a multitude of products and services in-house to simplify your shareholder communications process
  - From the start, our clients are assigned a dedicated Relationship Manager
  - Branding and customization throughout your mailing process with options for enhanced proxy designs
  - We provide several cost-saving options to create the most affordable mailings and meetings
  - Go the extra mile with our White Glove Service
  - With Voting Analysis, we will help to create a strategy based on voting needs
  - Analytical Reports (e.g., Notice and Access, Cost-Benefit Analysis, Share Range Analysis) can help you identify a time and cost-effective mail strategy
  - Consider if you will be hosting a physical (in person), virtual, or a hybrid meeting
- 

## 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.



### One stop shop

- Disclosure Solutions: Typesetting, EDGAR Filing, Workiva, and Print
- Stock Transfer Agent and Registrar Solutions
- Inspector of Elections (Stock Transfer Agent and Registered clients only)
- Inventory Management
- Webhosting

### Savings

- Notice & Access
- Virtual Shareholder Meeting
- Open Enrollment Website

### Branding

- Enhanced Packaging
- Interactive Online Document Management
- ProxyVote Branding
- Customized HTML Emails

### Additional services

- Shareholder Data Services (SDS)
- Shareholder Meeting Registration & Validation
- Accelerated Mail Date (AMD)
- Follow-up (Reminder) Mailing
- White Glove Service
- Analytical Reports
- Call Center
- Non-Objecting Beneficial Owners (NOBO) Lists
- Geographical Surveys
- Information on Shareholder Meetings
- Corporate Actions
- Stratification Mailing
- ProxyPulse <https://ProxyPulse.Broadridge.com/>

## 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 work with a dedicated team to oversee the entire proxy process from planning the initial proxy notifications to certifying the final vote returns. Our dedicated Relationship Managers are experienced and trained to guide you through every step of the proxy process.

### One stop shop

Disclosure Solutions: with Enhanced Proxy Design, Typesetting, EDGAR Filing, Workiva®, and Printing through Broadridge, you can access a full complement of high-quality financial printing and finishing services, all managed by a print specialist.

- Pre-Press
- Typesetting Services
- Digital Printing
- Sheetfed Printing
- Web Printing
- Full-scale Color Printing
- Complete Bindery

## Proxy Design in Workiva

With the Broadridge Proxy Design service, multiple Workiva clients have discovered how to take advantage of the product's design features, while retaining the benefits and control of Workiva. Broadridge's design team identified the trend toward managing the proxy in Workiva early and built Workiva expertise on top of their design expertise. Now as official Workiva partners, Broadridge has designed proxies for brands and corporations of all sizes across multiple industries. Whether you already have your proxy set up in Workiva or are considering it, engaging with Broadridge Proxy Design can align your goals with an approach that works for you.

## Set up an existing design in Workiva

Happy with your existing design, but not sure how to set it up in your Workiva environment? Work with the Broadridge design team to convert your existing design to a Workiva template and then update with your 2024/2025 content.

## Maintenance

If you already have a stylized proxy in Workiva, you may need help to upgrade some graphics, add a section or even just support creating a print ready PDF out of Workiva.

### Custom Design

At Broadridge, we believe good proxy design leads to positive proxy outcomes for issuers. Whether you have already had an overall style upgrade or are considering it, engaging with Broadridge Proxy Design can align your goals with an approach that works for you.

More than 50% of the proxies produced at Broadridge include stylized elements. Work with our design team to design a new style customized to your brand and communication goals. A good fit if starting from scratch or after a rebranding. Broadridge has designed proxies for brands and corporations of all sizes across multiple industries. Go to our Proxy Design Library to see samples of our work.

## Proxy Headstart

Get started with a modern looking proxy with Proxy Headstart. Pick a predefined template and map your content to it. Requiring less decision making and less time than a custom design, Proxy Headstart can get you started with a new design that you can upgrade and adjust in coming years. Check out our Proxy Headstart Catalog for more details.

## Maintenance Packages

If you already have a stylized proxy and need some small changes or you want to make more meaningful update in the context of that design, consider one of our typeset and EDGAR packages.

### Typesetting

Using our proprietary typesetting software we can format documents from Word, PPT, PDF, Excel, InDesign, etc., into our XPP/Profile System. Through the use of our single-source technology, alteration to typeset will simultaneously update the EDGAR version.

### EDGAR Filing

EDGAR provides an electronic filing process for filers and filing agents submitting documents. The EDGAR system accepts both ASCII and HTML (HTML may include XBRL information) documents as official filings.

*Every project is backed by the undisputed reliability and quality you've come to expect from Broadridge.*

### Workiva

The partnership between Workiva and Broadridge allows for a fully integrated print capability between the two organizations where Workiva customers will seamlessly deliver their Proxy, 10Qs, 10Ks (Annual Reports) to Broadridge for printing.

### Print

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. The print industry is getting increasingly creative. With packaging techniques like 3D folds, organizations are experiencing impressive customer engagement results. These innovative print techniques are finding their way to mailboxes and capturing customer attention.

Large volumes, last minute edits, and mandatory mail dates, can make it challenging to get these critical communications into the hands of investors on budget, on time, year after year. Streamline this process and ensure a smooth transition from printing to distribution. The firm you trust to process your critical communications handle the print production as well. With the full-service solution, you can eliminate costly shipping charges, expedite processing and print only the quantity required - to exact specifications.

### 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 or cost penalties.
- An advanced technology platform that is highly scalable and flexible.
- Unparalleled data security with ISO 27001 certification — the world's highest accreditation for information protection and security.

### Inspector of Elections

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

### Inventory Management

For those issuers choosing the Notice and Access proxy distribution model, we can warehouse materials and fulfill material requests.

### Webhosting

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 prior to voting.

### Registered HTML Emails:

The Registered Proxy Default, the first level of customizations, which include the Company logo and Job Level text, and the second level of customizations, which can either be the Broadridge Default with client customizations (i.e., Metropolitan Capital) or a fully customized email (designed and/or provided by the Issuer).



# Optimize your ESG strategy

## SPECIALIZED EXPERTISE UNCOVERS OPPORTUNITIES IN ESG REPORTING

- Fill gaps in policies, enhance processes and implement measurements
- Align ESG disclosures with industry standards, frameworks and ratings
- Position your ESG capabilities effectively with investors and other stakeholders
- Drive increases in ESG ratings
- Chart a roadmap for continued improvement



### ACCOUNTING FOR CARBON

When it comes to ESG factors, carbon often takes the lead. Our carbon accounting, environmental impact calculations and ESG investor reporting service helps companies answer key questions:

- What is my company's carbon footprint?
- How can we set long-term environmental impact reduction goals?
- How can we improve our ESG ratings by responding to investor ESG reporting programs?

## BUILD AND PROMOTE YOUR ESG CAPABILITIES

Once you align your ESG program with your corporate strategy, promoting how it collectively supports your financial sustainability is your next priority. To maximize the impact of your ESG efforts, you must control your ESG narrative. Broadridge and Third Economy can help.

## THE EXPERTISE YOU NEED

Broadridge provides a scalable, proven approach to enhancing ESG strategies. We specialize in effectively positioning programs with shareholders and investors. Third Economy assesses, builds and promotes corporate ESG capabilities to maximize outcomes. Together, we'll help you become more effective in addressing ESG risks and capitalize on related opportunities.

## THE RATINGS YOU HAVE EARNED

When you leverage industry ESG standards, frameworks and ratings to speak a common language, good things happen. Your ESG strategies and actions become clearer. Your ratings rise to reflect them. Your positioning with investors becomes enhanced. It's also easier to chart a roadmap for continued improvement.

## THE SUPPORT YOU REQUIRE

We'll work hands-on with your team to effectively communicate your ESG strategy to institutional investors, shareholders, rating agencies and other stakeholders. We meet you where you are, help you to define measurable milestones and deliverables, and prepare you for optimized ESG performance over time. End-to-end, we'll manage the entire process so you don't have to, guiding you in optimizing each step.

## GAIN A CLEAR ROADMAP FORWARD

- Create a framework with qualitative statements like "we believe in a diverse work environment" and other key messages you need to convey.
- Develop metrics for those qualitative statements that you can track over time to help improve perception and scores.
- Form goals against the metrics to take your ESG journey to the next level.

Our proven process brings out your ESG best. The process is rigorous. The results, significant.



WHEN YOU ALIGN WITH ESG STANDARDS, FRAMEWORKS AND RATINGS, YOUR ESG ACTIONS SHINE.



#### ABOUT OUR PARTNERSHIP

Broadridge has partnered with Third Economy, a leading sustainable investment research and advisory firm, to provide ESG services to corporate issuers.

Get started today. Talk to an expert.

+1 844 364 4966 or visit [broadridge.com](https://broadridge.com)

Broadridge, a global Fintech leader with over \$4.5 billion in revenues and part of the S&P 500® Index, provides communications, technology, data and intelligence. We help drive business transformation for our clients with solutions for enriching client engagement, navigating risk, optimizing efficiency and generating revenue growth.

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



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Ready for Next

Communications  
Technology  
Data and Analytics

## Branding

### Enhanced Packaging

We offer enhanced material packaging to help you get noticed and drive voter participation. Designed and customized with your brand and messaging, enhanced packaging provides new envelope and polywrap options.

### Interactive Online Document Management

We offer Interactive Online Document Management 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.

### 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.NGS](https://www.proxyvote.com/NGS).

## Savings

### Notice and Access

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 package mailing, you can send a Notice of Internet Availability to the majority of shareholders that will direct them to a website where they can access shareholder materials, vote their shares and request paper copies of the materials.

### Virtual Shareholder Meeting

A 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. To learn more about VSM, go to:

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

### Open Enrollment Website

Open Enrollment allows you to collect shareholder electronic delivery consents 24/7/365 days of the year. 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.



## Additional services

### Shareholder Data Services (SDS)

We offer an online reporting tool that provides a 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.

### Shareholder Meeting Registration & Validation

You can now 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. It also adds insight and efficiency to the planning and execution of every shareholder meeting.

### Accelerated Mail Date

All proxy mailings are processed on a first in, first out basis. In most situations, the maximum allowable, five (5) business days turnaround for beneficial shareholders and three (3) business days for the registered shareholders, from material receipt to delivery to a mailing stream. 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. Contact your Relationship Manager for different mailing options.

### Follow-Up (Reminder) Mailing

- **Notice and Access Model** — Option to issue a follow-up mailing 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 Package 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.

### White Glove Service

Our White Glove Service covers everything from on-site meeting support to special pulls and expedited, preferred printing for the premiere shareholder.

### Shareholder Meeting Report

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: [Issuer.Broadridge.com](https://Issuer.Broadridge.com). Contact your dedicated Relationship Manager for website access.

### Call Centers

Where every caller is directly connected to a trained customer service representative with access to real-time shareholder information.



## Non-Objecting Beneficial Owners (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. We can provide a list of all NOBOs for a given record date via the Client Portal, which you can download to Excel. 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 takes five (5) business days from the record date to receive your list.

## Geographic Survey

Provides a report listing of shareholders and number of shares in each state, province, or country.

### Geographic Survey Formats

- U.S. Geographical Survey
- International Geographical Survey

## Informational Shareholder 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 for informational 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 universe. 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.

## Stratified Mailing

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 or mail model (Notice and Access or Full Package). 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. You also have the option of stratifying your mailing with enhanced packaging.

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.
- 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 dedicated Relationship Manager.

## ProxyPulse

ProxyPulse is an annual report providing issuers unique insights into voting and other shareholder trends as they take shape. This is available to you at no cost. Download the latest version at: [www.Proxypulse.com](http://www.Proxypulse.com).

**STEP 2**

# Planning

## Things to consider

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- Will your record and meeting dates allow enough time to mail via Notice and Access?
- 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
- The SEC, DTCC, and your Stock Exchange may require advance notice of your record and meeting dates
- NYSE clients only: You must notify NYSE at least 10 calendar days prior to the record date of your meeting
- Issuer Portal is available 24/7 and has many different functionalities to assist with your campaign, including timeline updates, shareholder reports, and voting information



## 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-Package Model or Notice and Access Model

\*Please consult your bylaws and NYSE rules to see if Notice and Access is available for use at your Special Meeting.

Go to [issuer.broadridge.com](https://issuer.broadridge.com) to access your proxy campaign and learn about additional Beneficial and Registered Proxy solutions

### Full package proxy model

With the Full Package Proxy model, all shareholders are sent a complete set of your meeting materials. For Example, e.g., Proxy Card, Proxy Statement, and Annual Report.

By default, shareholders receive their materials in hard copy form via 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 accordingly.

### 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 Package proxy package, you can mail a Notice of Internet Availability to 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 Package model; or even use a combined targeted approach that blends Notice of Internet Availability mailings in combination with a Full Package mailing.

### 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.

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 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 14 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 a 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

## Additional services

### Record Date / Meeting Date:

When choosing dates for your upcoming annual or special meeting please be mindful of the following:

The Issuer's board of directors may set a record date, to be finalized after consulting with your company's legal counsel, bylaws and/or articles of incorporation.

The latter will largely depend upon state of incorporation. Delaware, for example, states that the record date shall not be more than 60 nor less than 10 calendar days before the date of such meeting.

Particularly when utilizing the Notice & Access model, Broadridge recommends the record date and the meeting date be a 56 - 60 calendar days apart. This will ensure a smooth process allowing enough time to send the Notice of Internet Availability of Proxy Materials to shareholders at least 40 calendar days prior to the meeting date.

### Filing Date / Commencement Date

Typically, the date the DEF-14A proxy statement is filed with the SEC will be the same day or shortly thereafter, Broadridge will commence the mailing of your meeting's proxy materials. A notarized affidavit stating as such will be provided after the mailing and before the meeting takes place.

**Helpful tip:** Broadridge recommends a DEF 14A SEC EDGAR file/mail commence date at least three business days prior to the scheduled Day 40 Notice mail complete date. This is to avoid any last moment changes to your meeting agenda (i.e., Director Slate and/or Vote Proposals) that may jeopardize the SEC required Day 40 mailing completion of all Notices of Internet Availability.

### Additional important dates on the campaign timeline / schedule

Important note: Only the Initial Vote Report is cumulative		
Mailing completed prior to meeting date	25 days or more	(15-Day Vote) The Initial Vote Report will include votes received from your mail one day prior to the date listed on the report
	Less than 25 days and more than 15 days	(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



The timeline will help you determine due dates for critical milestones in the proxy process. Upon request, your dedicated Relationship Manager 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.

### Product and Service Highlight

Interactive timeline — As a Sharelink client, your Relationship Manager will customize a timeline to help track key dates and responsibilities. This new interactive timeline is found on the [Issuer.Broadridge.com](https://Issuer.Broadridge.com) landing page and is viewable to anyone that has access to your mailing details. The timeline automatically updates based on services being added or changed.

### Record and meeting date notification

Once your company has the finalized dates for the meeting, contact your Broadridge account representative with the information below to begin the process:

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

### Proxy Checklist:

Below are the items Broadridge will need in order to initiate your mailing:

- Updated Director Slate, Vote Proposals, and Appointee language
- 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
- Mailing Instructions
- Time and location of meeting
- SEC File Date
- Last date to request hard copy materials
- Surplus disposition
- Provide USPS Mailer ID (MID)

### **Broker search date notification**

SEC Rule 14a-13 requires your company to notify or “search” the banks and brokers at least 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 (street) shareholders that hold shares in your company.

For reference, Broadridge is the agent chosen by many of the banks and brokers to handle the distribution and vote tabulation process for Beneficial shareholders. The remaining banks and brokers engage other service providers, with respect to their proxy services.

The most efficient way to provide Broadridge notification of these critical dates is to contact your Account Representative or dedicated Relationship Manager.

### **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. Failure to provide timely notification of record and meeting dates may result in having to establish new dates.

### **Material estimate request**

Prior to your record date, you will be provided with preliminary print estimates. We do not recommend that these take place of final print quantities. They are for planning purposes of printed sets of material and will show increase/decrease in bank/broker positions.

This estimate should be used for planning purposes as 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:

[Issuer.Broadridge.com](http://Issuer.Broadridge.com).

### **Transfer agent/record keeper notifications**

As part of the Sharelink service, Broadridge will be handling the delivery of proxy information to your registered shareholder population. To accomplish this, you can generate the notifications on our client portal. If assistance is needed, your dedicated Relationship Manager is available. This email instructs the Transfer Agent/Record Keeper to deliver all relevant shareholder file information for processing.

### **DTCC/CEDE notification, registration and authorization**

Please note that CEDE & Co. (the nominee name of Depository Trust & Clearing Corporation (DTCC)) requires notification of your record date. Similar to the record keeper notification, you can generate the notifications on our client portal. If assistance is needed, your dedicated Relationship Manager is available. You will need to approve Broadridge Financial Solutions as a third party to have access to your Securities Positions Listing report in order for Broadridge to properly reconcile outstanding shares for tabulation purposes.

### **Canadian depository service notice (CDS) if applicable**

Please note that similar to the United States, CEDE & Co. (the nominee name of the Canadian Depository Service (CDS)) also requires notification of your record date. Your Relationship Manager will send the necessary email (and copy) to request access to Canadian brokerage positions for voting. This will enable Broadridge to tabulate 100% of all your outstanding shares.

## Providing USPS mailer identification

In order to expand their ability 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 and the continuation of postal and presort discounts, you will be asked to provide Broadridge with this number.

If you have any questions, please contact your Relationship Manager or the USPS at:

<https://Gateway.Uspis.com/eAdmin/View/knowledge? securityId=MID>.

## Introduction into the Client Portal

### Why is the Client Portal Important to Broadridge and our clients?

The Client Portal provides a single destination for all the work a client does with Broadridge. The design was created based on client feedback to ensure ease of use including mobile ability. The Portal is the single foundation across the Corporate Issuer market, including Proxy, ESG, and SDS, and will better integrate the Client Service team into an online service delivery: [Issuer.broadridge.com](https://Issuer.broadridge.com).

### Portal features for ShareLink

- Issuer Summary with key financial reporting indicators
- Acquire shareholder information quickly and easily
- Robust reporting module with complete inventory of standard reports and “as of” capabilities
- Alerts provide instant notifications of critical shareholder activity and events. Keep track of all your key campaign dates and tasks
- View real-time voting results
- Access regular updates on the status of your campaign. One-click access to Shareholder Data Services, Virtual Shareholder Meeting Administration, and other helpful tools
- Invoices now available (postage costs not included).
- Notification Letters now available through the issuer portal

### Viewing timeline

A timeline will help you determine due dates for critical milestones in the proxy process. Upon request, your dedicated Relationship Manager can prepare a customized timeline for you based on your record date and meeting date.

### Broker search date notification

Approximately three (3) business days after the official record date of your shareholder meeting, Beneficial positions will be available. This is known as the final broker search and is available on our website: [Issuer.Broadridge.com](https://Issuer.Broadridge.com).

### For Full Package Mailings

In a full package mailing, material quantity will reflect the number of hard copy packages to be distributed. This quantity does not include spoilage.

**Note:** To calculate the spoilage, please see the chart on page 24.

Final print quantities factors in special processing (“Preference Management”) by Broadridge. Most issuers will realize savings through a combination of preferences such as householding, consolidation, electronic delivery and ProxyEdge delivery. These preferences are described in the Distribution Process or in the Glossary section of this guidebook.



## SHAREHOLDER SEARCH

Search

## SHAREHOLDERS

Favorites »

Name

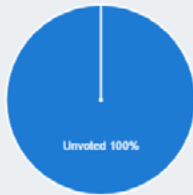
Account

Please [click here](#) to add your favorites.

## VOTE STATUS

View Details »

Voting Result as of: 10/26/2022



% VOTED 0%

% UNVOTED 100%

## SHAREHOLDER DATA SERVICES

View Details »

One integrated portal delivers a comprehensive suite of analytics and reports.



PREPARE



PROJECTION



TARGET



MONITOR



PERFORM

Analytical tools that enable you to monitor, target, and engage investors more effectively.

## CAMPAIGN OVERVIEW

Campaign List »

Annual Meeting	HEXTONE, INC. 2022 Campaign - Test Campaign		View Details
Record Date	10/04/2022	Meeting Date	12/30/2022
66 Days Until Meeting			
E-RICST4-0020			

## CAMPAIGN HIGHLIGHTS

View Full Timeline »

Timeline	Mailing Status
Email Release Date	10/20/2022
Surplus Instructions Received	10/28/2022
Expect Broadridge's Initial Invoice for Beneficial and Registered Records Processed and Mailed	11/03/2022
Notice Mail Deadline	11/18/2022
Earliest Date for Follow-Up Mailing	11/30/2022
Last Date to Receive Material to Obtain Broker Discretionary Vote on Routine Proposals	12/08/2022
Deadline to Complete Beneficial Mailing to Obtain Broker Discretionary Vote on Routine Proposals	12/15/2022
First Vote Report	12/15/2022

Affidavit of Distribution	12/15/2022
Reasonable Date Shareholders Must Request Material to Receive Prior to Meeting	12/16/2022
ONLY FOR DELAWARE INCORPORATED ISSUERS: Deadline to Complete the Proxy Distribution	12/20/2022
Meeting Date	12/30/2022
Expect Invoices from Other Entities (e.g., Mediant). Invoice Counts May Differ from Material Request	01/04/2023
Confirm & Submit Date of Last Contact Information	01/05/2023
Client Satisfaction Survey	01/09/2023

## REPORTS

View Recently Ran Reports »

Recently Run	Favorites	Scheduled Reports
Recently run reports.		
Report Name	Run Date	View
Client Report		<a href="#">View</a>
Omnibus Report		<a href="#">View</a>

## ESG

View Details »

## ESG Access



My score compared with 31,156 companies

Powered by CSRHub

## SUPPORT

**Mary Kathryn O'Brien**, Relationship Manager  
631-274-2993  
[MaryKathryn.Obrien@broadridge.com](mailto:MaryKathryn.Obrien@broadridge.com)

**Ken Engelhardt**, Sales  
631-254-7392  
[Kenneth.Engelhardt@broadridge.com](mailto:Kenneth.Engelhardt@broadridge.com)

**Brandon VanManen**, Supervisor  
(631)254-7364  
[Brandon.VanManen@broadridge.com](mailto:Brandon.VanManen@broadridge.com)

**Robert Hill**, Backup Relationship Manager  
631-274-2766  
[robert.hill@broadridge.com](mailto:robert.hill@broadridge.com)

## IMPORTANT LINKS

Proxy

- » Invoice Summary
- » Materials Estimate
- » Postage Calculator
- » N & A Savings Calculator
- » Timeline Calculator
- » Registered Issuer Guidebook
- » Shareholder Meeting Report

## DID YOU KNOW

## New Vote Instruction Form

As part of our commitment to improving shareholder communication, we're taking a fresh look at the Vote Instruction Form. It's easier to read with an intuitive design.

## Best practices for proxy design

Creating an engaging proxy statements can be easy and affordable. This guide shows you how.

## EDGAR Filing Calendar - SEC Filing Deadlines and Holidays

Managing all your filing deadlines can be difficult. Leverage this inclusive calendar to keep you and your team on track.



## For Notice and Access Mailings

For Notice and Access there will be shareholders who have pre-consented to receive a full set of materials instead of the notice.

## Stratified Notice and Access Mailings

Your company can provide 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 Relationship Manager to determine the actual quantity if you wish to use any of these options.

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

## 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 [Issuer.Broadridge.com](https://www.broadridge.com/issuer) is located under the Important Links on the landing page.

## Delivery alternatives

### 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 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 can lead to significant savings versus using USPS First-Class Mail. With proper planning, your company can manage the longer transit times.

### USPS First-Class Mail

Delivery time to shareholders averages three (3) to six (6) business days after the mailing vendor receives the material. USPS First-Class Mail can be used for domestic mail weighing thirteen (13) ounces or less. It is the most expensive postage rate of the three (3) options but on average has the fastest delivery time.

### First-Class Alternative

First-Class Alternative is a comparable option to First-Class offered by the 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.

Packages then arrive at their final destinations on average within one (1) to two (2) days of USPS First-Class service. We regularly conduct independent transit tests to verify this data. By using First-Class alternatives, your company can realize postage savings.

### Note:

If you have chosen the USPS First-Class Mail rate, and the materials are 13 ounces or greater, Priority 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 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 ounce. If the package weight is 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 International Economy, is the standard method and takes twelve to eighteen days (12-18) for delivery
- IPA – International Priority Air Mail (Foreign Express Alternative) takes five to seven days (5-7)

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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 1/4" 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)

### 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 9"x12" mailing vehicle (either envelope or poly) should be no smaller than 8"x11".



- Flat-sized 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-sized mail piece. Otherwise it does not meet the USPS 'Uniform Thickness' standards and will be considered a 'Parcel,' which adds significant postage costs

### USPS Standard Mail Drop Ship

Delivery time averages seven to fourteen (7-14) business days when using USPS Standard Mail and it's 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. On average, issuers can save \$0.01 per piece mailed.

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® instead of Drop Shipment.

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## Did you know?

To help reduce postage costs, mail weighing less than 3.5 ounces in a digest-size envelope (6"x9") would qualify for Standard Mail.

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## Standard Mail Non-Drop Ship

Delivery time averages seven to fourteen (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 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.

---

## Did you know?

Surplus material will be recycled by Broadridge unless surplus disposition instructions are provided 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 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 — in which 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 sample materials will help prevent delays in the mailing and may avoid costly additional printing.

## STEPS

Solutions and Services | Planning | **Distribution** | Voting | Invoicing

### STEP 3

# Distribution



## Things to consider

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- Your United States Mailer ID (MID) is required to stay in compliance with the USPS
  - 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
  - Advanced planning is required to distribute proxy materials in the most cost-effective manner
  - We can provide insight and assistance to manage requirements for, and implications of, various mailing methods
  - Within our current Proxy Distribution Service, all mailings are carried out on a first-in, first-out basis. However, some of our clients may have extraordinary needs regarding timing. Therefore, our Accelerated Mail Date can be used to meet your requirements
-

## 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 contact your dedicated Relationship Manager to see if materials have been received or whether the material has been mailed.

### 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 13 ounces. Also we offer mailing via USPS Standard Mail or USPS Bond Printer Matter if the weight is over 16 ounces.

#### Note:

Materials associated with the mailing such as the mailing envelope, business reply envelope and Vote Instruction Form will add an additional one 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.

### 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.
- Each machine can track the number of packages inserted. Contact your Relationship Manager to receive updates on the mailing insertion process.
- Hourly quality control checks ensure the correct material is inserted into each package.
- 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.



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## Did you know?

As a best practice, client sensitive information, including Personal Identifiable Information (PII), should be encrypted before it is sent to Broadridge. Within the financial service industry, PII may include one or more of the following items:

- National identification number (i.e., Social Security number)
- Shareholder first and last name
- Shareholder complete address
- Financial account number or banking information
- Shareholder email address
- Shareholder telephone number
- Vote instructions
- Security login ID's
- ePHI (medical for the HIPAA certified groups)
- Other types of PII

We request you to submit sensitive information to us using a Forced TLS (Transport Layer Security) Encryption, a secure facility for sending email communications over the internet. If you have any questions on how to process or submit your client sensitive files using Forced TLS Encryption or any other services, please let us know. Our experienced data security professionals are ready to help. In addition, you should also consult with your Information Security group before sending PII outside of your organization.

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## Traditional proxy

We mail all hard copy proxy materials within five business days from receipt of materials and instructions for beneficial shareholders and three business days for registered shareholders. In a traditional 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 business days per SEC Rules 14b-1 (for broker clients) and 14b-2 (for bank clients). Accelerated Mail Date (AMD) delivery options are available upon request.

## Notice and access

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

- **Notice** — allows shareholders to view material online and cast their vote. Notices are mailed between the SEC File Date and 40 days prior to meeting. See page 47 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 business days for beneficial shareholders (and three days for registered shareholders) after we receive materials and instructions but not before the SEC File Date.
- **Fulfillment** — Subsequent hard copy material or electronic material requests from shareholders who initially received the Notice of Internet Availability mail within three 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

### 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.

## 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"x9" envelope.

## 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)

All proxy mailings are processed on a first-in, first-out basis. In most situations, the maximum allowable, five-day turnaround for beneficial shareholders and three business days for registered shareholders, from material receipt to postal tender is adequate. However, at times you may need to expedite the process. Our 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 (including Same Day Mailing).

## 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.

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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 credit hold by our Collections Department. You may contact [issuercollections@broadridge.com](mailto:issuercollections@broadridge.com) to resolve any open billing inquiries.

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## 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 Transfer Agent, 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 Proxy Card or VoteInstruction Form for each account and only one set of proxy materials.

## 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 Proxy Cards or 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.

## Pre-Consents

The shareholder has consented previously to either the transfer agent or their underlying bank/broker to have their proxy distribution either electronically or via hard copy. They consent either during the Annual General Meeting period or on their own throughout the year. The consent is then stored by bank/broker and sent over on records at time of mailing or by the transfer agent. Therefore, if a company elects to use the Notice and Access model, the shareholder will receive communication according to their consent.

## Summary Processing

For our transfer agent and ShareLink clients, we can provide Summary Processing, which eliminates duplicate mailings going to the same individual. For example, a shareholder holding multiple accounts in certificate form will receive a single package of proxy material with a single Proxy Card listing the multiple accounts owned and the amount of shares held in each of those accounts. There will be a master control number assigned to the individual on the card that will allow the shareholder to vote all multiple proxies owned simultaneously.

## Other – Intermediary Agents

Broadridge will communicate with other intermediaries on your behalf. These intermediaries will ensure the banks/brokers that are not contracted with Broadridge receive notification of your proxy mailing. Intermediaries process runs parallel to the general proxy and regulated interim mailing timelines. This communication provides the basic information including: Issuer name, Class(es) of Stock, Broadridge Job Number, Record Date, Meeting Date, the Type of Meeting/Mailing, the Anticipated Mail Date. The Issuer's Invoice address is also provided so that the agents can bill clients directly.

### **Electronic Delivery to Employees and HR File Matching**

For our Transfer Agent and ShareLink® clients, we can perform additional registered shareholder preferences utilizing a file-matching process involving an issuer's human resource file of employees containing email addresses. That list would be compared to any shareholder files that we receive. The matching accounts will receive an electronic delivery of proxy information in lieu of a printed set of material delivered by mail.

### **Network Whitelist**

This letter is to ensure shareholder information that Broadridge delivers via email is processed uninterrupted through your network. We would request that you whitelist the Broadridge IP addresses on your spam filters. Please contact your Relationship Manager for the most up-to-date Whitelist Letter.

### **Mailing commencement - completion**

#### **Commencement**

The purpose of the commencement is to provide the client with certified proof of the initiation of mailing. In order to complete the commencement, the client has to provide card approval and finalized proxy materials.

#### **Affidavit**

The Notarized Affidavit of Distribution will be provided via e-mail to the client as a certified proof of commencing, listing the number of processed and distributed registered records and completion of the mailing.

#### **Note:**

Broadridge is the mailing agent for approximately 98% of the banks and brokers handling both the distribution and vote tabulation processes. The remaining banks and brokers, who engage other service providers, with respect to their proxy services, are commonly referred to as the "Other intermediary agents".

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### **Did you know?**

We commence the mailing for you electronically. The affidavit of distribution will be sent to you via e-mail once the mailing has ultimately been completed into the postal stream.

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## STEPS

Solutions and Services | Planning | Distribution | **Voting** | Invoicing

### STEP 4

# Voting



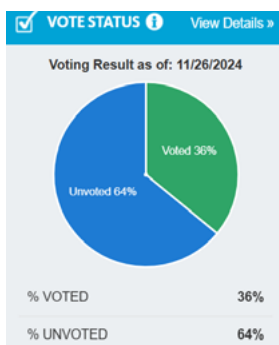
## Things to consider

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- The SEC and NYSE rules affect the election of directors and executive compensation
- Vote results are available only after the mailing is completed
- We have tools to assist if the vote return is lower than expected
- We provide complete Vote Tabulation and Reporting services for both beneficial and registered proxy mailings including the Final Vote Report. Using Broadridge as your tabulator will ensure that you have fully reconciled vote reports delivered on a daily basis, covering the beneficial, registered, and any employee shareholder plans
- Broadridge can provide an experienced independent Inspector of Elections for your meeting
- NYSE clients only: You must notify NYSE at least 10 calendar days prior to the record date of your meeting

## Issuer portal

Pending votes on the website are unreconciled vote results that have been received and will be reflected on the next available vote report. The last update for the day is at 4:00 p.m. ET. The daily Broadridge Tabulation Reports are reconciled.



## Aggregated Banks/Brokers Share Totals

Have the ability to view Proxy Vote Totals by Class of Stock page under the View Details option for Vote Status. Review the Top 100 Unvoted by Nominee and locate the Bank, Total Shares Represented, Total Unvoted Shares and percentage of unvoted shares under this category.

## Searching Registered Voters and VIP

Have the ability to review the voting status of individual registered or plan holders. You can also tag a shareholder as a favorite. Favorites can be viewed quicker and easier on the site.

## Important Links

Check material estimates, postage calculator, Notice and Access saving calculator, invoices and the timeline calculator all in one location.

## Downloading Reports

Populate your Omnibus Report, Shareholder Meeting Report and Client Report under our Reports tab.

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

As member firms, most brokers follow the NYSE rules on whether proposals are routine or non-routine and issue

### Note:

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

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. Non-routine proposals will not receive the broker discretionary vote.

Guidance on the increase in common stock and reverse stock split proposals are included in the proxy statement. If an issuer's proxy statement conflicts with the NYSE rule, the NYSE rules prevail even if the issuer is not listed on the NYSE. Unfortunately, if this conflict is not corrected it can result in shareholder complaints and litigation against the issuer. Please be aware that Broadridge will follow NYSE rules to determine if a proposal can be voted by the broker or if shareholder instruction is required. Please consult with your council for additional guidance if you are considering a proposal in this category.

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

- The proposal is deemed "routine" by the NYSE.
- Mailing is completed 15 calendar days or more prior to the meeting.
- Mailing includes a notice of meeting, proxy statement and Form 10-K.
- Broker participates in issuing discretionary voting.

## Regulatory changes affecting discretionary voting:

The 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, two, or three years.



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

### **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 shares will be adjusted and recalculated, as necessary, if additional instructed shares are received from the shareholders after the initial proportional vote is issued. When proportional voting is being used, please refer to the official tabulation reports distributed via email.

### **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 in which each director nominee must receive a majority of the votes cast at the meeting to be elected.

### **Proxy vote reporting and vote status information**

Voting status information can be found at [Issuer.Broadridge.com](https://www.broadridge.com/issuer). 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 [Issuer.Broadridge.com](https://www.broadridge.com/issuer). Once there, you can view summary tallies for proposals on your agenda. However, these summaries are unreconciled and we recommend to only use our vote reports for tabulation purposes.

## Notice of Internet Availability

The SEC has reviewed our Notice document, 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: [Issuer.Broadridge.com](https://www.Issuer.Broadridge.com). The Notice lists the shareholders' information and the proposals to be voted on. Shareholders will be directed to [www.ProxyVote.com](https://www.ProxyVote.com) in order to view meeting material, to vote their shares, or to request printed material.

See sample Notice of Internet Availability below

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.



**GENERAL  
BROKER**

HEXTONE, INC.  
P.O. BOX 1142  
EDGEMOORE, NY 11735

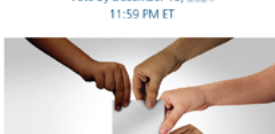
Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717

FLASHD-JOB#

## Your **Vote** Counts!

**HEXTONE, INC.**

2024 Annual Meeting  
Vote by December 15, 2024  
11:59 PM ET



1 OF 4

322,234  
148,294

30%

**Control # XXXX XXXX XXXX XXXX**

**OT**

g at the  
structions on

**CICS TEST CUSIP**  
2024 Annual Meeting  
Vote by March 28, 2024  
11:59 PM ET

	Board Recommend
	✔ For
	✔ For
	✔ For
	✔ For
	✔ For
	✔ For
	✔ For

3 Executive Compensation Proposal

4 Frequency Proposal

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

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

**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.

**HEXTONE, INC.**  
2024 Annual Meeting  
Vote by December 15, 2024  
11:59 PM ET

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b> 01) Director    04) Director 02) Director    05) Director 03) Director    06) Director	✓ For
2. Ratification of the appointment of Ernst & Young LLP as Hextone's independent registered public accounting firm	✓ For
3. Advisory vote to approve executive compensation	✓ For
4. A shareholder proposal entitled "Shareholder Proxy Access Amendments"	✗ Against
5. A shareholder proposal entitled "True Diversity Board Policy"	✗ Against

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

matters at their discretion if your voting instructions are not communicated less follow your instructions, even if the broker's discretionary vote has d prior to the meeting date.

1.00000  
322.224

## 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. 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.

### Proxy Card Language and Vote Instruction Form

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 on 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
- Options on how to submit a vote

**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.

**Follow-Up Notice Mailing (Reminder Mailing)**

An optional Follow-Up second Notice of Internet Availability or Reminder Notice can be mailed 10 calendar days after the initial Notice has mailed. If you wish to send an optional second Notice, please contact your Relationship Manager for further information.

**Follow-Up VIF mailing**

Your company can send a reminder mailing after you mail the initial 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 yet voted.

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**Did you know?**

The standard turnaround time for a reminder mailing is 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.

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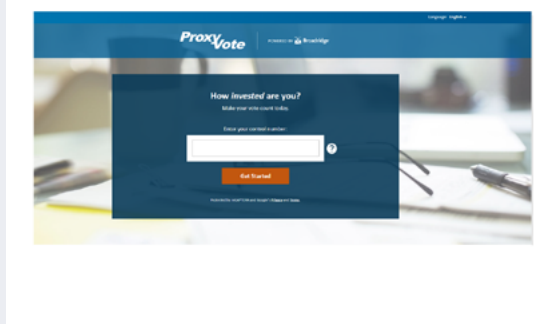
**Vote return options**

Internet Voting — All shareholders who receive the Notice of Internet Availability or Proxy Card may vote online from any device with internet access at: [www.ProxyVote.com](http://www.ProxyVote.com).

Shareholders will need to use their control number to access the site. This information is printed on each Notice and Proxy Card.

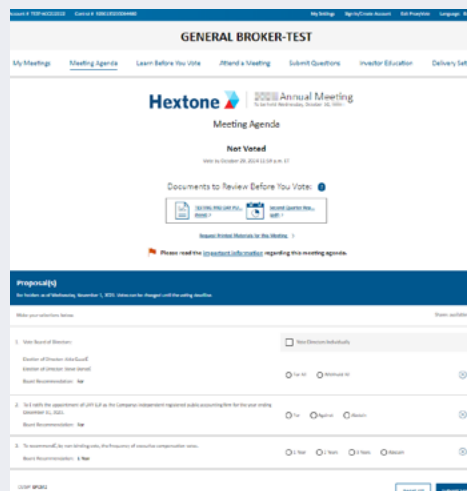
If the shareholder receives material electronically, the email they receive will contain all the information needed to cast an informed vote, including meeting information, hyperlinks to relevant documents, and voting instructions. Internet voting is available until 11:59 p.m., ET, the day before the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

Sample of ProxyVote.com Landing Page



Sample of ProxyVote.com Landing Page

ProxyVote.com



Sample of ProxyVote.com Voting Page

## Product and Service Highlight

### ProxyVote.com

Can be tailored to include your company colors, logo and banner, embed video messages, and a 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.

### Instructions for Telephone Voting (Full-Package Recipients or Follow-Up Notice)

A shareholder can vote via telephone using the phone number located on the Proxy Card, VIF or Follow-Up Notice. Telephone voting is available until 11:59 p.m., ET, the day before the shareholder meeting or the vote cut-off date.

### Instructions for Mail Returns Voting (Full-Package Recipients or Follow-Up Notice)

Each shareholder who receives a full hard copy mailing will receive a USPS First-Class Postage Paid 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 Business Reply Envelope with USPS Priority indicia that will get back to Broadridge within two days after receipt at the Post Office. Once here, we will process the vote same day.\*

\*If received by 4 p.m E.T.

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## Did you know?

All of your shareholders, whether they are beneficial, registered or employees, can vote using the same internet site and telephone number. [ProxyVote.com](https://www.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.

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## Legal Proxy

If a beneficial shareholder would like to attend the annual or special 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 [www.ProxyVote.com](https://www.ProxyVote.com).

## Vote reports

Broadridge issues voting results to companies based on the schedule reflected below. The voting results are issued on a “Vote Report” and provided to you or your designated agents. The voting results reported reflect instructions received from both registered and beneficial shareholders and broker discretionary voting, if applicable. All share amounts are provided to Broadridge by our registered, bank and broker clients and are reflected on the Vote Report.

- **15-Day (Initial) Vote Report** —The first Vote Report will be issued 15 calendar days prior to the meeting, and an updated tabulation report every business day thereafter.
- **Day Before Meeting** — Vote Reports will be generated after 5:00 p.m., ET the evening prior to the meeting.
- **Day of Meeting** — A Vote Report will be generated at approximately 8:30 a.m. or 12:00 p.m., Eastern Time the day of the meeting.

## Post meeting

### Issuer Client Satisfaction Survey

We would like to hear your comments. Please return the Issuer Client Satisfaction Survey when you receive it via email from our president one week following your meeting date. The responses that we receive are very important to us and each survey is reviewed by management to understand your experience.



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## Product and service highlight

By utilizing the **ShareLink®** service 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.

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### PROPOSAL #001 ELECTION OF DIRECTORS

***	FOR	AGAINST	WITHHELD	BROKER NON-VOTES
BENEFICIAL	32,478,577	0	81,295	2,747,037
REGISTERED	19,879	0	0	
TOTAL SHARES VOTED	32,498,456	0	81,295	
% OF VOTED	100.00%			
% OF OUTSTANDING	46.14%			
% OF VOTED W/ABS	99.75%		0.24%	
% OF OUTSTANDING W/ABS	46.14%		0.11%	

### PROPOSAL #001 ELECTION OF DIRECTORS INCLUDING DIRECTOR EXCEPTIONS

***	FOR	FOR %	WITHHELD	WTHLD %
DIRECTOR 1	32,167,016	98.73%	412,735	1.27%
DIRECTOR 2	32,196,870	99.75%	82,881	0.25%
DIRECTOR 3	32,242,466	98.96%	337,285	1.04%
DIRECTOR 4	32,242,761	98.97%	336,990	1.03%
DIRECTOR 5	32,267,135	99.04%	312,616	0.96%
DIRECTOR 6	32,192,881	99.73%	86,870	0.27%
DIRECTOR 7	32,271,809	99.05%	307,942	0.95%
DIRECTOR 8	32,278,815	99.08%	300,936	0.92%
DIRECTOR 9	32,273,725	99.06%	306,026	0.94%
DIRECTOR 10	32,491,762	99.73%	87,989	0.27%
TOTAL ALL DIRECTORS	323,225,240		2,572,270	
DIRECTOR AVERAGE	32,322,524		257,227	
% VOTED OF AVERAGE	99.21%		0.79%	

### PROPOSAL #002 TO APPROVE, BY NON-BINDING ADVISORY VOTE, EXECUTIVE COMPENSATION

***	FOR	AGAINST	ABSTAIN	BROKER NON VOTES
BENEFICIAL	32,409,782	51,217	98,873	2,747,037
REGISTERED	19,115	313	451	
TOTAL SHARES VOTED	32,428,897	51,530	99,324	
% OF VOTED	99.84%	0.15%		
% OF OUTSTANDING	46.04%	0.07%		
% OF VOTED W/ABS	99.53%	0.15%	0.30%	
% OF OUTSTANDING W/ABS	46.04%	0.07%	0.14%	

### PROPOSAL #004 RATIFY PRICEWATERHOUSECOOPERS LLP AS INDEP. REG. PUBLIC ACCT

***	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
BENEFICIAL	35,196,503	106,897	3,509	
REGISTERED	19,879	0	0	
TOTAL SHARES VOTED	35,216,382	106,897	3,509	
% OF VOTED	99.69%	0.30%		
% OF OUTSTANDING	50.00%	0.15%		
% OF VOTED W/ABS	99.68%	0.30%	0.00%	
% OF OUTSTANDING W/ABS	50.00%	0.15%	0.00%	

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## Product and service highlight

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

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## STEPS

Solutions and Services | Planning | Distribution | Voting | **Invoicing**

### STEP 5

# Invoicing



### 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 these invoices shortly after submitting your record date. The invoices represent the estimated postage expense that could be incurred and paid on the day(s) of your mailing.

The estimates are based on the postage amount from the prior year's processing invoices. If you plan to use the Notice and Access method of delivery for the first time, the estimates 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 invoices 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 four and Registered separately) and two for voting (Beneficial and Registered separately). Questions regarding invoices can be sent to [IssuerCollections@Broadridge.com](mailto:IssuerCollections@Broadridge.com).

### Processing invoice

Two processing invoices will be emailed to you within two weeks after your mailing has been completed. One invoice includes the agreed-upon ShareLink® fees for Registered and Plan processing, and the other includes the NYSE Regulated and Broadridge's at-cost fees for the beneficial processing. These processing invoices will be adjusted by the amount of the postage pre-payments received.

Sharelink Processing Invoice – This covers all processing for your registered shareholders and/or plan participants, including: Obtaining all registered shareholder and/or plan participant records, files and information, receiving materials to be mailed, coordinating timing and method of mailing,

## STEPS

Solutions and Services | Planning | Distribution | Voting | Invoicing

mailing material, tabulating votes and issuing votes in any provided tabulation reports. It also includes the fees for ancillary services that have been referenced previously in this guidebook that may have been included in your contract and campaign.

The beneficial processing invoice includes:

- **Processing Fee (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, issuing votes, mailing material and tabulating votes on behalf of our bank and broker clients.
- **Preference Management (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 section of this guidebook on behalf of our bank and broker clients.
- **Intermediary Nominee Coordination Fee (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.

The following items are included in each of the separate registered and beneficial processing invoices:

- **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(s).
- **Notice and Access Processing Fee (NYSE)** — These fees cover services we provide to support your company when you select the Notice

and Access delivery option for your shareholder population. 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 your shareholder population 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.

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

### Vote return invoice

Two voting invoices will be mailed to you within two weeks after your meeting date (registered and beneficial separately). These invoices include 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).

Broadridge is the agent chosen by many of the banks and brokers to handle the distribution and vote tabulation process for beneficial shareholders. The remaining banks and brokers engage other broker intermediary service providers with respect to their proxy services.

In the past, Broadridge consolidated invoices across all such service providers and presented these on our Sharelink invoices as “non-Broadridge disbursements.” However, invoice consolidation has created significant complications to the billing process, including delays in Broadridge invoicing due to third-party turnaround time as well as confusion when such service providers inconsistently billed Issuers directly.

Broadridge will continue to provide the additional broker intermediary search and distribution service, which provides a single point of contact for record date notification, one material request for you to identify the total number of shareholders and materials required, and a single location to send all your proxy materials.

However, in an effort to deliver superior client service, as of March 1, 2012, we have not included additional broker intermediary service providers’ invoice amounts in our Broadridge invoice. Instead, such amounts will be billed directly to you by the service provider engaged by the additional broker intermediary. This change will enable us to provide faster turnaround time of our invoices, reduce confusion caused by inconsistent third- party practices, and provide you with a higher level of transparency into all invoice charges across these third- party providers. There is nothing you need to do on your part. We notified these service providers to bill you directly after March 1, 2012.

- Mediant Communications
- ICE Systems (ProxyTrust)
- FolioFN
- Say Communications LLC

## **Invoice payment**

Invoices have payment terms that are net 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.

## STEPS

Solutions and Services | Planning | Distribution | Voting | Invoicing

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>
		FEDERAL ID #:
		Terms: Due Prior to Mail Date
BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS WILL INCUR THE FOLLOWING EXPENSES PROCESSING		
<b>THE BENEFICIAL PORTION OF THE ANNUAL MEETING FOR ABC CORP</b>		
<b>Job Information</b>	<b>Detail Charges</b>	<b>TOTAL CHARGES</b>
<b>JOB NUMBER:</b> P12345	<b>DESCRIPTION</b>	
<b>INVOICE DATE:</b> 00/00/00	Postage	\$12,000.00
<b>CUSIP NUMBER:</b> 555555	<b>Subtotal (US\$)</b>	<b>\$12,000.00</b>
<b>INVOICE NUMBER:</b> PXA1015730		
<p>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</p>		
<p><b>MAILING CHARGES ARE REQUIRED TO BE PAID IN FULL PRIOR TO THE DATE YOUR MAILING IS COMPLETED</b></p>		

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

**ISSUER NAME** ABC CORP

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

Terms: Due Prior to Mail Date


Total Due This Invoice - US \$ 12,000.00

AMOUNT ENCLOSED:

BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS



Sample of Processing Invoice

**Broadridge**

INVOICE

REMITTANCE ADDRESS

Mail to -  
BROADRIDGE ICS  
P.O. BOX 416423  
BOSTON, MA 02241-6423

SERVICEINQUIRIES (631) - 254-7447  
BILLING INQUIRIES (631) - 254-7422

INVOICE TERMS: NET 30 DAYS

INVOICE FOR THE FOLLOWING EXPENSES PROCESSING

6,386 SHAREOWNER POSITIONS  
FOR THE ANNUAL MEETING  
OF ABC CORP.

JOB INFORMATION

JOB # P12345  
INVOICE DATE 00/00/00  
CUSIP NUMBER 000000  
INVOICE# 123456  
INVOICEDUE DATE 00/00/00  
JOB MAIL DATE 00/00/00

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

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

*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 TOTAL20,402.46

PREPAYMENT ( 12,000.00 )


SALES TAX DUE1,101.16

**\*\*TOTAL DUE\*\* US\$9,503.62**

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.**

**Broadridge**

CUSIP NUMBERJOB #INVOICE #INVOICE DATE DUE DATE

000000	P12345	123456	00/00/00	00/00/00
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ISSUER NAME ABC CORP.

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

BRV00X

REMITTANCE:

TERMS: NET 30 DAYS

Total Due This Invoice - US\$9,503.62

AMOUNT ENCLOSED

BROADRIDGE




## STEPS

Solutions and Services | Planning | Distribution | Voting | Invoicing

### Sample of Processing Invoice

**INITIAL - REGISTERED SHARELINK INVOICE**

Page: 1 of 4



**Broadridge**

Bill To:  
 Attn: Accounts Payable  
 ABC Corp  
 123 Any Street  
 Anywhere, USA 12345

**REMITTANCE INSTRUCTIONS**

**WIRE TRANSFERS IN US\$**  
 BANK OF AMERICA, NEW YORK, NY  
 FBO: BROADRIDGE/BSG PROXY  
 FED ABA #026-00-5553 OR ACH ABA #021-20-0339  
 ACCOUNT #189-000-775  
 SWIFT CODE: BOFAUS3N  
 Please Reference Your CUSIP # and Invoice #

**CHECKS IN US\$**  
 BROADRIDGE/BSG  
 PO BOX 416423  
 BOSTON MA 02241

Please Reference Your CUSIP # and Invoice #  
 FEDERAL ID #22-3644417  
 BILLING & PAYMENT INQUIRIES: (631) 254-7422  
 BSG.INVOICES@BROADRIDGE.COM

Invoice	
12345	
Invoice Date	
00-MON-00	
Job Matl Date	Job #
00-MON-00	P12345
Purchase Order Number	
CUSIP #	
MC0000	
Terms	Due Date
N30	00-MON-00


THE APRIL 2014 MAILING FOR  
 ABC Corp.

Description	Charges
PROCESSING FEE	\$ 27.00
SERVICE FEE	\$ 6,500.70
POSTAGE	\$ 306.12
OTHER POSTAGE CHARGES	\$ 350.42
ENVELOPES & FORMS	\$ 12.82
<b>Subtotal</b>	<b>\$ 7,279.06</b>
CREDITS/DEBITS	\$ 0.00
PREPAID AMOUNTS	(\$ 0.00)
SALES TAX	\$ 48.95
<b>INVOICE TOTAL DUE</b>	<b>\$ 7,328.01</b>

DIRECT QUESTIONS REGARDING THIS INVOICE TO BROADRIDGE BILLING DEPARTMENT AT THE ABOVE TELEPHONE NUMBER. BROADRIDGE IS LOCATED AT 51 MERCEDES WAY, EDGEWOOD, NY 11717

Fact due accounts subject to a 11% Finance charge per month.  
 See Invoice Detail for your postage discounts and mailings eliminated.  
 Per piece Processing Fees cover Data Processing (70%) and Material Coordination (30%).

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**Broadridge**

**REMITTANCE:**

BROADRIDGE/BSG  
 PO BOX 416423  
 BOSTON MA 02241  
 Wire Transfer in US \$ BANK OF AMERICA, NEW YORK, NY  
 FBO: BROADRIDGE/BSG PROXY SWIFT CODE: BOFAUS3N  
 FED ABA #026-00-5553 OR ACH ABA #021-20-0339  
 ACCOUNT #189-000-775

**TERMS: N30**

CUSIP #	JOB #	INVOICE #	INVOICE DATE	DUE DATE
MC0000	P12345	12345	00-MON-00	00-MON-00

ABC Corp.

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

Invoice Total Due - US\$ 7,328.01

AMOUNT ENCLOSED

55555 0000000 231303050300 000000000000 050214 100000732801 9

# Frequently asked questions

## Planning

### Who is my main contact at Broadridge?

You may contact your dedicated Relationship Manager between 9:00 a.m. and 6:00 p.m., ET or our After Hours Escalation Service at +1 631 257 4466.

### 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 your dedicated Relationship Manager. Our delivery guidelines can be found on page 53.

### Sales team contact info: (please review the below chart)

ASSOCIATE	TITLE	PHONE
John Dunn	Head of Issuer Sales	+1 631 766 7365

### **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 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 in this method.

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

No. The Notice and Access model is only one mailing option available to provide information about your upcoming meeting.

- Under the full set model, Broadridge provides all the meeting materials and voting instruments to the shareholders via mail.
- An issuer or other soliciting person has the option to use a “hybrid” of both models where full sets of material are delivered to some shareholders and Notices to others. To pursue this option, please contact your Relationship Manager.

### **I want to do an Informational Shareholder Mailing (example: first-quarter report mailing or newsletter), so how do I notify Broadridge?**

Notify your Relationship Manager with the information. Please note the record date must be two business days in advance. It will take three business days from the record date for us to receive the banks and brokers shareholder data and retrieve the registered file from your transfer agent.

### **Why can't I request a past record date for an Informational Shareholder Mailing?**

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 (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?**

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 and maximize postal and presort discounts, 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?**

All mailing class can be used for a Notice of Internet Availability except for First-Class Alternative.

#### **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 shareholders 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 by:

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

Telephone: +1 800 579 1639

Email: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

### **Voting**

#### **What is a Proxy Card?**

It is a voting instrument created by the issuer, that includes appointee language and agenda for an upcoming meeting.

### **What is a Notice of Internet Availability?**

A Notice of Internet Availability allows shareholders to view material online and cast their vote.

### **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?**

Shareholders can vote in four ways:

- On the internet at [www.ProxyVote.com](http://www.ProxyVote.com) (computer and/or mobile device).
- By telephone.
- By returning the Proxy Card or VIF to Broadridge by mail using the enclosed business reply envelope.
- In person at the meeting:
  - Beneficial shareholder must request a legal proxy two weeks prior to meeting date.

### **What is a Virtual Shareholder Meeting (VSM)?**

A service offered for issuers to host their annual or special meeting digitally via our Virtual Meeting Platform.

### **Do I need a Legal Proxy for a Virtual Shareholder Meeting?**

If Broadridge is hosting the VSM a legal proxy is not needed.

### **What is a Hybrid VSM Meeting?**

This allows the issuer to have a physical meeting and allows the shareholder to join virtually if they are unable to attend in person.

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

The first Vote Report will be issued 15 calendar days prior to the meeting and every business day after. If you would like to receive reports earlier than 15 days, please contact your Relationship Manager.

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

Registered shareholders must contact the Issuer (who will then contact their Relationship Manager).

Beneficial shareholders must contact their bank or broker through which they own the shares to get a replacement Notice, VIF, or additional copies of the material.

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

Registered shareholder vote status and vote detail are available on demand at no charge. Please contact your Relationship Manager.

Beneficial shareholder vote status and vote detail are not available for disclosure; vote results are reported at the bank or broker level. By requesting a Voted NOBO list, you can see which NOBOS 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, financials, and a proxy statement. In addition, the mailing must be completed at least 15 calendar days prior to the meeting and the Broker firm must participate. 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 [issuer.broadridge.com](http://issuer.broadridge.com) mean?**

Pending Votes on the website are unreconciled 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 p.m. ET.

### **Can you provide a “Broker Non-Vote” report?**

Your broker non-votes are reported on your tabulation 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 [issuer.broadridge.com](https://issuer.broadridge.com) and the tabulation reports I've received?**

The Tabulation Reports represent your reconciled vote totals for the date printed on the report. The totals listed on the client 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.

- You can issue a reminder mailing after the initial proxy material mailing to help encourage more voting, or to send an amendment to the proxy. The follow-up mailing can be customized to reach a target audience.
- Another product available called Shareholder Data Services (SDS) can help identify a target audience. Ask your Relationship Manager for additional information on SDS.
- You may pull a voted/unvoted report for your registered holders from the client portal as well to view their vote statuses and plan accordingly with that information.

## **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 [Issuer.Broadridge.com](https://Issuer.Broadridge.com).

- **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** — Determines 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 United States, Canada, and abroad.

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

The request form is available at:

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

You may also request one by emailing your dedicated Relationship Manager. The costs can be calculated using the fee schedule on the top of the request form. You should receive the listing five business days after the record date via the Client Portal.

### **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 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 Invoices:

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

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

Notice of Internet Availability creation and print:

- Inserting form(s) in an envelope or equivalent, and presenting them to the U.S. 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 is at: [www.ProxyVote.com](http://www.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 their account.

## Fulfillment processing

### What is fulfillment?

- Nominees must make requests for material to the issuer within three business days of receipt of the request from a shareholder.
- Nominees must distribute material to requesting shareholders within three 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 year after the meeting date.

## Issuer client portal

### How do I gain access to the client portal?

You should contact your Relationship Manager who will be able to provide access to Issuer.Broadridge.com. Your Relationship Manager can also give you a walk through of the portal's features such as viewing your custom timeline.

### How do I log in if I forgot my password?

You may use your company email address.



# 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 – Friday 8:00 a.m. to 4:00 p.m. ET (Closed Saturday and Sunday).

March and April – Monday-Friday 6:30 a.m. to 4:00 p.m. ET (Closed Saturday and Sunday).

Deliveries received after 4:00 p.m. will be posted on the next business day.

For the Holiday Schedule, please contact your Relationship Manager.

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, FedEx, and DHL shipments.

- Attention information: Client Rep’s name, Department, and phone number on all packing slips.
- List number of skids/boxes per job.
- Include the following on the packing slip: (1) Number of enclosures, (2) Number of skids/boxes per enclosure, (3) Describe the enclosures and corresponding piece counts, (4) Broadridge job number(s), and NAF job number or ASN number. The NAF and ASN can be located on the Record Date Confirmation or the Notice and Access Fulfillment Request you may have received. Please contact your Broadridge representative if your job number is not known.
- Label each box (e.g., 1 of 3, 2 of 3, and 3 of 3, etc.) per job.
- Label each box with the Broadridge job number(s) and the NAF job number, or ASN number.
- Place sample of each enclosure in box # 1.
- We recommend a unique material code printed on the back of all enclosures.

\*It is vitally important to place enclosures in their own boxes or skids.\*

\*\*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 box, your material to Broadridge (Piece counts should range from 10,000 to 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 time when the truck is loaded properly.
- Please list the dimensions (LxWxH) on all Power Packs.

#### Please

- 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

**15-Day Rule (NYSE):** A discretionary vote on routine proposals may be issued 15 days before a meeting if material has been mailed 25 days or more before the meeting.

**10-Day Rule (NYSE):** A discretionary vote on routine proposals may be issued 10 days before a meeting if material has been mailed more than 15 days but less than 25 days before the meeting.

## A

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

**Annual Report (AR):** The 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.

**CDS:** Canadian Depository and Securities, the Canadian equivalent of the NYSE or NASDAQ.

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

**Class of Security:** The last three digits of a nine-digit 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 and eight 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 unique 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 vote per share times the number of directors to be elected.

**CUSIP:** Acronym for the Committee on Uniform Securities Identification Procedures. Standard & Poor's issues a unique nine-character identification called a CUSIP number. The first six digits of the CUSIP number identify the issuer and the last three 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.

## 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.

**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.

**Full Package Mailing:** A proxy mailing model that communicates to shareholders via hard copy materials.

**Full Package/Traditional:** A proxy mailing model that communicates to shareholders via hard copy materials (including a proxy ballot) or electronic delivery.

## 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 the shareholders.

## I

**Institutional Investors:** Organizations, that 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.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.

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

**Issuer Portal:** A platform available 24/7 that has many different functionalities to assist with your campaign, including timeline updates, shareholder reports and voting information.

## L

**Legal Proxy:** The issuance of a form, which 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):** A unique six- or nine-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.

## 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 comes in three formats: Full list, voted, and unvoted.

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

**Notice and Access:** A proxy mailing model that allows shareholders to view material online and cast their vote. Notices are mailed between the SEC File Date and 40 days prior to the meeting.

**Notice of Internet Availability:** A non-voting instrument that directs the shareholder to an online site to view the proxy materials as well as to vote.

**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 company.

**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 accounts, 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 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 five business days after receipt of the search card.

## Securities Industry & Financial Markets Association

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

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

**Shareholder Meeting Registration (SMR):** Offers the ability for shareholders to register in advance to attend a shareholder meeting. This can be used for in person, virtual, or hybrid meetings and allows Issuers to track who will be attending their meeting.

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



**Share Range Analysis:** Report that identifies the 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 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-Phase 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 purchasers.

## 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 United States Postal Service, which is an independent agency of the U.S. government responsible for providing postal service in the United States.

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

## V

**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 p.m., Eastern Time the night before the meeting.

Please note that 11:59 p.m. ET is not the cut off for all voting that will be included in your Vote Report. We will continue to collect non-electronic voting from multiple sources until the polls are closed.

**Virtual Shareholder Meeting (VSM):** Broadridge offers a service for issuers to host their annual or special meeting digitally via our Virtual Meeting Platform.

**Vote Report:** As your tabulator, Broadridge provides fully reconciled tabulation reports beginning 15 days prior to your meeting. Voting results reported reflect the beneficial, registered and any employee shareholder plans.

**Hybrid VSM:** If you are hosting a physical meeting, VSM allows your shareholders to join virtually if they are unable to attend in person.

## 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.

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