

Registered Issuer Guidebook

A Guide to Broadridge's Corporate Client Services





Contents

06	Solutions and Services
15	Planning
25	Distribution
30	Voting
38	Invoicing
44	Frequently Asked Questions
49	References
50	Glossary

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 27001:2013 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.

To access the website, you will need your email address and password. If you have forgotten your password, go to 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.

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.

To our valued clients,

The 2023 proxy season has the potential to raise the stakes on corporate governance due to the various economic pressures on company valuations, new rules governing the proxy process, and technology innovations that are expanding participation in corporate governance.

So, what do we see shaping the issuer landscape in 2023?

As the democratization of the investment process continues, we see the proliferation of mobile trading platforms combined with zero emissions making it easier and more attractive than ever for retail investors to participate. Millions of people have been buying stocks for the first time, including millennials and generation Z'ers. As a group, retail shareholders owned 31% of the “street-name” shares of the “average company in 2022, up from 29% in 2021.

This is a great opportunity to focus on getting those investors to vote and being a part of the corporate governance process.

Investors feel empowered too. They have endless information at their fingertips. Accordingly, we are seeing an uptick in investors pressuring companies on their Environmental, Social, Governance (ESG) activities. The number of ESG-related shareholder proposals in 2022 increased by 25% over 2021, driven by record numbers of environmental and social proposals. While governance-oriented proposals (such as voting rights issues) represent a plurality of all ESG proposals, the number of environmental and social proposals increased to 142 in 2022 from 133 in 2020.

If issuers are to thrive in this rapidly changing environment, they will need to re-think their traditional approaches around shareholder engagement.

How does Broadridge help issuers navigate this evolution in shareholder behavior?

Retail engagement | Broadridge enables meaningful year-round engagement because of our vast data network. We manage over five billion investor and consumer communications each year, and we maintain a comprehensive database of shareholder data. Our clients gain unprecedented insight into their shareholder base, voting habits, demographics, and communication delivery preferences. We also provide visibility into key industry trends along with granular data down to specific shareholder segments. Taken together, our data network empowers issuers to execute best practices and deliver the right message at the right time—in the right channel.

ESG | Our ESG Consulting Services, can get you to a scalable, proven approach to optimizing your ESG strategies. Lean on us for your ESG roadmap. And new this year, we have launched ESG Access™, our newest data/analytics solution built to deliver a consensus view of your ESG profile. Now you have a simplified tool to help you communicate how your company is navigating long-term risk and capitalizing on new opportunities.

VSM | Momentum behind VSMs continues to build. Shareholders value the accessible forum to meaningfully engage the board and management. Issuers value the cost savings and the reduced strain on event planning resources. All stakeholders appreciate that VSMs limit carbon impact, as virtual meetings don't require event space or travel.

Broadridge remains committed to VSM innovation. This year we unveiled new platform enhancements that simplify the experience for both issuers and attendees. Each client also enjoys a dedicated Broadridge event consultant who provide hands-on support and helps with strategic planning.

Whether you need to navigate new regulations or drive proxy outcomes, you're expected to do more with less. We understand. That's why our solutions are specifically designed to maximize engagement and your ROI. For nearly six decades, we've been providing the critical infrastructure that powers corporate governance and empowers issuers to drive the outcomes they want. Our technology, solutions and data help you get ahead of today's challenges while preparing for what's next.


Thank you for putting your trust in us once again. We're excited for another great year!

Best personal regards,
Dorothy J. Flynn
President, Broadridge Corporate Issuer Solutions

Look what's coming In 2023

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

New for future release

Voting Status Report

Billing Report

Bank/Broker Year Over Year Position Increase Report

Reports can be run thought out 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%

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: Email Your Dedicated Relationship Manager or Calling Client Services: +1 631 257 4581

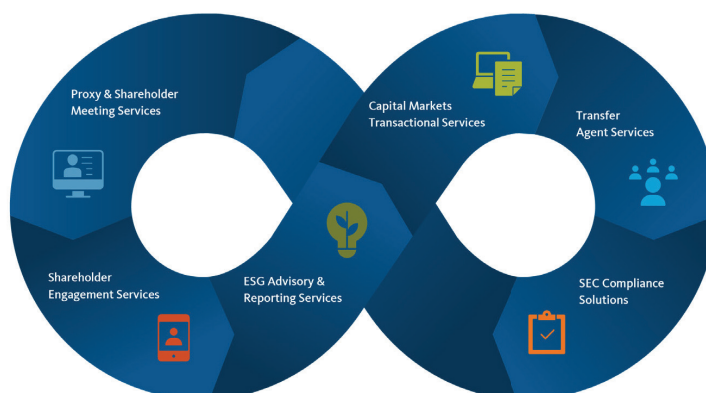
Things to consider

- We offer a multitude of products and services in-house to simplify your shareholder communications process.
 - 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.
 - 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 develop a cost and time effective mail strategy.
 - Consider if you will be hosting a Physical (in person) or Virtual Shareholder 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 (VSM)
- 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 Relationship Managers are experienced and trained to guide you through every step of the proxy process.

ONE STOP SHOP

Disclosure Solutions: 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 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.

Proxy Design by Broadridge

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 (Electronic Data Gathering Analysis & Retrieval) Filing

Acronym for Electronic Data Gathering, Analysis and Retrieval. EDGAR provides an electronic filing process for filers and filing agents submitting documents. The EDGAR system accepts both ASCII and HTML (HTML Documents may include XBRL information) documents as official filings.

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 you print only the quantity required—to exact specifications. Every project is backed by the undisputed reliability and quality you've come to expect from Broadridge.

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” alerts and information.
- U.S. based Call Centers where every caller is directly connected to a trained customer service representative with access to real-time shareholder information.
- A smooth onboarding process with a 140-point data check process that reveals opportunities such as resolving lost shareholder accounts and consolidating uncashed checks.
- Fully transparent contracts with no hidden clauses and cost penalties.
- 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 custom email (designed and/or provided by the Issuer).

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

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

Broadridge Financial Solutions (NYSE: BR), a global Fintech leader with \$5 billion in revenues, provides the critical infrastructure that powers investing, corporate governance, and communications to enable better financial lives. We deliver technology-driven solutions that drive business transformation for banks, broker-dealers, asset and wealth managers and public companies. Broadridge's infrastructure serves as a global communications hub enabling corporate governance by linking thousands of public companies and mutual funds to tens of millions of individual and institutional investors around the world. Our technology and operations platforms underpin the daily trading of more than U.S. \$9 trillion of equities, fixed income and other securities globally.

broadridge.com



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Ready for Next

SAVINGS

Notice & 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 (VSM)

Virtual Shareholder Meeting allows your company to hold your annual meeting online, either on a stand-alone basis or in conjunction with your physical meeting. This service enables shareholders to attend your meeting, vote live during the meeting and ask questions in a secure online environment. To learn more about VSM, go to:

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 complete 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 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 onsite 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.

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. US and international geographic surveys available.

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 package.

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 relationship manager.

ProxyPulse

ProxyPulse offers 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.

HEXTONE, INC. 2022 Campaign - Test Campaign - Timeline

[« Back to home](#)
















































































Audit HistoryExport  Refresh 

Options ▾ Add Timeline Status Recipients

Reorder TasksImport Manual TasksAdd Task

Showing 1 - 34 of 34

« Previous | Next »

Milestone/Deliverable	Responsibility	Show To Client	Manual Task	Anticipated Date	Status
  Notification Letters for your Transfer Agent/Record Keeper(s) and DTC Provided	Broadridge RA-PA	Yes	No	08/29/2022	Past Due 
  Broker Search Including All Banks, Brokers and Other Intermediaries (e.g., Mediant, SAY)	Broadridge	Yes	No	09/06/2022	Completed 
  Initial Proxy Card Language Due	Client	Yes	No	09/23/2022	Past Due 
  Last Date To Confirm Notice and Access Model	Client	Yes	No	09/23/2022	Completed 
  ONLY FOR NYSE ISSUERS WITH ANNUAL MEETINGS: Deadline to Notify the NYSE	Client	Yes	No	09/23/2022	Completed 
  Record Date	Client	Yes	No	10/04/2022	Completed 
  Shareholder Files Received	Broadridge	Yes	No	10/07/2022	Completed 
  Final Proxy Card Approval Due; Draft Proxy Statement Provided	Client	Yes	No	10/07/2022	Completed 
  Mailing Instructions Approved	Client	Yes	No	10/11/2022	Past Due 
  Inspector of Election Introduced	Broadridge	Yes	No	10/17/2022	Past Due 
  Final PDF for Webhosting Due	Client	Yes	No	10/17/2022	Past Due 
  Final Campaign Confirmation Sent to Client for Review	Broadridge RA-PA	Yes	No	10/17/2022	Past Due 
  Commence Mailing	Broadridge	Yes	No	10/18/2022	Completed 
  SEC Filing Date	Client	Yes	No	10/18/2022	Completed 
  Final Staging for Distribution of Full Packages	Broadridge PA-RA	Yes	No	10/18/2022	Past Due 
  Full Package Mail Date	Broadridge	Yes	No	10/19/2022	Completed 
  Email Release Date	Broadridge CPS ED	Yes	No	10/20/2022	Completed 
  Surplus Instructions Received	Client	Yes	No	10/28/2022	Pending
  Expect Broadridge's Initial Invoice for Beneficial and Registered Records Processed and Mailed	Broadridge	Yes	No	11/03/2022	Pending
  Notice Mail Deadline	Broadridge	Yes	No	11/18/2022	Pending
  Earliest Date for Follow-Up Mailing	Broadridge	Yes	No	11/30/2022	Pending
  Last Date to Receive Material to Obtain Broker Discretionary Vote on Routine Proposals	Client	Yes	No	12/08/2022	Pending
  Deadline to Complete Beneficial Mailing to Obtain Broker Discretionary Vote on Routine Proposals	Broadridge	Yes	No	12/15/2022	Pending
  First Vote Report	Broadridge	Yes	No	12/15/2022	Pending
  Affidavit of Distribution	Broadridge	Yes	No	12/15/2022	Pending
  Reasonable Date Shareholders Must Request Material to Receive Prior to Meeting	Client	Yes	No	12/16/2022	Pending
  ONLY FOR DELAWARE INCORPORATED ISSUERS: Deadline to Complete the Proxy Distribution	Broadridge	Yes	No	12/20/2022	Pending
  Meeting Date	Client	Yes	No	12/30/2022	Pending
  Expect Invoices from Other Entities (e.g., Mediant). Invoice Counts May Differ from Material Request	Client	Yes	No	01/04/2023	Pending
  Confirm & Submit Date of Last Contact Information	Broadridge RA-PA	No	No	01/05/2023	Pending
  Client Satisfaction Survey	Client	Yes	No	01/09/2023	Pending

STEP 2

Planning

Things to consider

- 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.
-



Choose a model of distribution

When planning for your upcoming annual or special meeting you have the option to deliver proxy materials by one of two methods: Full-Set Proxy Model or Notice and Access Model

Visit us online at: issuer.broadridge.com to view our Beneficial and Registered Proxy Solutions.

You are also encouraged to access and view your proxy campaign at: issuer.broadridge.com.

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

FULL PACKAGE PROXY MODEL

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

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.

ADDITIONAL IMPORTANT DATES ON THE CAMPAIGN TIMELINE / SCHEDULE

The 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. The 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.

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 9 about our webhosting service.
- Provide hard copy materials upon request for one year after the shareholder meeting.
- File the proxy materials with the SEC prior to mailing the Notice of Internet Availability.

Key Points:

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

If you choose Notice and Access, there are some timeline requirements that we have implemented to help you meet the requirements for your annual or special meeting process. You can also get a customized timeline by entering your record date and meeting date in our interactive web timeline at: issuer.broadridge.com.

CHOOSING DATES

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 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 after, 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.

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 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 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 Filing 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 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.

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, your Relationship Manager will provide you with a sample Notification e-mail for you to provide to your Transfer Agent and/or Record Keeper in advance of the upcoming record date. 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 DTCC, Depository Trust & Clearing Corporation) requires notification of your record date. Your Relationship Manager will provide you with a sample Notification e-mail for you to use to execute this notification properly. Your dedicated Relationship Manager will also provide you with detailed instructions to register online with DTCC. 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., CDS (the nominee name of the Canadian Depository Service) 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 to 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 do not already have a MID from the USPS, Broadridge can assist you with obtaining one at no cost. If you have any questions, please contact your Relationship Manager.

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 Corporate Issuer market, including Proxy, ESG and SDS, and will better integrate the Client Service team into online service delivery: issuer.broadridge.com.

NEW 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).

VIEWING TIMELINE

A timeline will help you determine due dates for critical milestones in the proxy process. Upon request, your 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.

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.

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.

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 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 three (3) ounce. If the package weight is 16 ounces or greater, it will be indicated on the invoice as Priority Alternative.

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).

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 3/4" thick, it is deemed a Parcel and charged applicable pricing. You can click on the link below and it shows USPS dimensions for letters and flats:

pe.usps.com/businessmail101?ViewName=Flats

Uniform Thickness

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



- Flat-size mail pieces must be uniformly thick so that any
- bumps, protrusions, or other irregularities do not cause more than 1/4" variance in thickness.
- If a digest-sized mail piece is larger than 1/4" thick or weighs more than three ounces, we recommend printing the booklet as a flat-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 7-14 business days when using USPS Standard Mail and is 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.

DID YOU KNOW?

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

Standard Mail Non-Drop Ship

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

Note:

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

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

If you choose the USPS Standard mail rate to deliver materials to your beneficial shareholders, and 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 or made prior to your material delivery.

Stratified Postage Options

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

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

Below are examples of a typical stratified mailing.

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

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

Postage (Outbound):

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

- Suppression mailing to some investor accounts
- Insufficient receipt of material
- Electronic delivery
- Householding – 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 or shareholders to receive notices and full packages.

SPOILAGE CHART

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

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

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

STEPS

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

STEP 3

Distribution



Things to consider

- 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 visit issuer.broadridge.com or contact your dedicated Relationship Manager to see if materials have been received and exactly where the material is located in our building 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. Please visit issuer.broadridge.com or 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.

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.

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 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 35 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 (three days for Registered Shareholders) after we receive materials and instructions but not before the SEC filing date.
- **Fulfillment** – Subsequent hard copy material or electronic material requests from shareholders who initially received the Notice of Internet Availability mail within three 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.

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.

ADDITIONAL MATERIAL HANDLING

Folding

Your company will incur a per-piece charge for all material requiring folding prior to mailing. The benefit of folding your material to letter size is to lower USPS letter postage rates versus flat-rate postage fees. To avoid this additional expense as well as potential mailing delays, we recommend that you request your printer deliver all letter-sized material in a half-fold for a 6x9 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. 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 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 (including Same Day Mailing).

DID YOU KNOW?

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

MAIL PREFERENCE MANAGEMENT

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

Electronic Delivery

Electronic Delivery is a method in which shareholders receive notification of proxy and non-proxy materials by email instead of hard copy postal delivery. Shareholders must have previously consented through their 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 Card 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 & 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.

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 completed into the postal stream.

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 address. 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".

STEPS

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

STEP 4

Voting

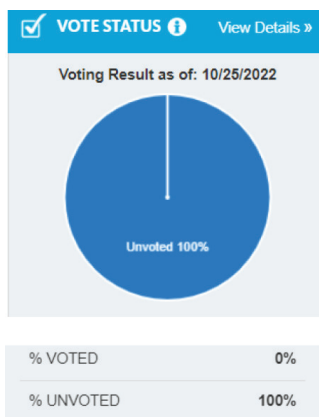


Things to consider

- 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

Unreconciled VS. Reconciled 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 PM Eastern Time. 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 Share 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 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 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.

NYSE proxy rules can be found at the following link:

NYSE Rules

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.

Note:

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

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. 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.** 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.

VOTING INSTRUMENTS

Notice of Internet Availability

The Notice and Access rule requires that a Notice of Internet Availability of Proxy Materials (“Notice”) be mailed to every shareholder except those who have pre-consented for a full printed copy of the proxy documents or who has signed up for electronic delivery by providing an email address.

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. The Notice lists the shareholders’ information and the proposals to be voted on. Shareholders will be directed to www.ProxyVote.com in order to view meeting material, to vote their shares or to request printed material.

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

See sample Notice of Internet Availability on the following page.

Note:

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

Sample Notice of Internet availability



Hexstone
HEXTONE, INC.
P.O. BOX 9142
FARMINGDALE, NY 11735

John Doe
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

E55082-P67116-010 R014120 J382914

Your Vote Counts!
HEXTONE, INC.
2022 Annual Meeting
Vote by March 3, 2022
11:59 PM ET

106
2
322
224
148
294
30#

and it's time to vote!

nted at the Annual Meeting. **This is an important notice regarding the**
er meeting to be held on March 4, 2022.

port online OR you can receive a free paper or email copy of the material(s)
uld like to request a copy of the material(s) for this and/or future shareholder
o call 1-800-579-1639 or (3) send an email to sendmaterial@proxymail.com. If
er (indicated below) in the subject line. Unless requested, you will not otherwise

ormation and to vote, visit www.ProxyVote.com

ontrol # **7463907343789**

s
e and
g a

 **Vote in Person or Virtually at the Meeting***
March 4, 2022
11:30 AM ET

Hilton Hotel
12345 E. City Blvd.
Queens, NY 11717
www.virtualshareholdermeeting.com/Hexstone

*Please check the meeting materials for any special requirements for meeting attendance. If you are attending the meeting in person, you will need to request a ballot to vote these shares.

Follow-Up Full Package 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.

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.

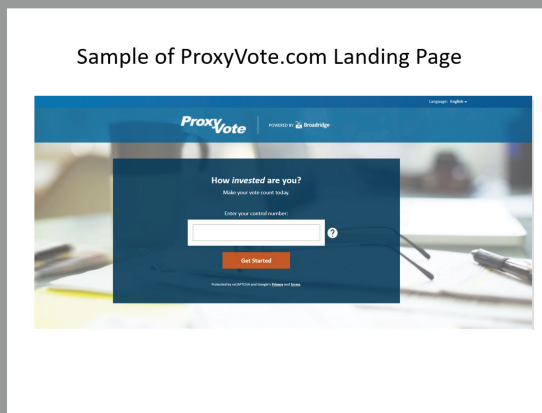
VOTE RETURN OPTIONS

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.

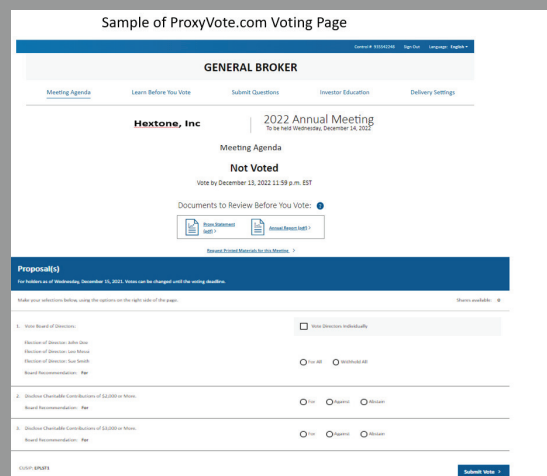
Shareholders will need to use their control number to access the site. This information is printed on each Notice, Proxy Card, and Voting Instruction Form (VIF)

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

[ProxyVote.com](http://www.ProxyVote.com) is shown on the next page.



Sample of ProxyVote.com Landing Page



Sample of ProxyVote.com Voting Page

Product and Service Highlight

ProxyVote.com

The voting site can be tailored to include your company colors, logo and banner, embed video messages and link to your Virtual Shareholder Meeting and pre-meeting questions. The pages can be modified based on shareholder type — registered 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 Second Notice. Telephone voting is available until 11:59 p.m., Eastern Time, the day before the shareholder meeting or vote cutoff date.

Instructions for Mail Returns Voting (Full-package Recipients or Follow-Up Second Notice)

Each shareholder who receives a full hard copy mailing will receive a USPS First-Class Postage Paid Business Reply Envelope (BRE) to return their vote. The shareholder simply places the VIF or ballot in the BRE and sends 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. ET.

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 or 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., Eastern Time 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

Client Satisfaction Survey

Your comments are valued and we want to hear them! Please return Client Satisfaction Survey. The responses that we receive are used to improve our services to exceed your expectations in the future.

DID YOU KNOW?

As part of our conservation efforts, we have partnered with American Forests to protect and restore forests, helping preserve the health of our planet for the benefit of its inhabitants. For every client satisfaction survey returned and conversion to paperless delivery of shareholder materials, Broadridge makes a donation to American Forests to further our work. The partnership has resulted in the planting of tens of thousands of trees around the world since 2014. Your assistance in helping us restore America's forests is greatly appreciated. More information about American Forests can be found at: www.americanforests.org.

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.

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	32,496,870	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	32,492,881	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%	

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.

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.

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, 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 (regulated by NYSE)** – This fee covers all processing for your beneficial shareholders, including: Obtaining all beneficial shareholder information, receiving materials to be mailed, coordinating timing and method of mailing, issuing votes, mailing material and tabulating votes on behalf of our bank and broker clients.
- **Preference Management (regulated by NYSE)** – This fee is charged for each instance in which the mailing of physical material to a beneficial shareholder is eliminated as outlined under the mail preferences portion of this guidebook on behalf of our bank and broker clients.
- **Intermediary Nominee Coordination Fee (regulated by NYSE)** – This fee covers the coordination and consolidation of several processes on behalf of multiple nominees (banks and brokers). This coordination results in a single search card, a single material request, a single record date confirmation; greater postage discounts, consolidated vote reporting (in time frames as prescribed by the NYSE), and issuance of consolidated invoices on behalf of our bank and broker clients.

The following items are included in each of the separate registered & 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.

- **Notice and Access Processing Fee (regulated by 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 or call Billing Inquiries at +1 631 254 7422. Please be sure to provide your CUSIP.

Sample Invoice for Estimated Postage



INVOICE FOR ESTIMATED POSTAGE

REMITTANCE ADDRESS		SERVICE INQUIRIES: (631) 254-7447
		BILLING INQUIRIES: (631) 254-7422
		FEDERAL ID #:
		Terms: Due Prior to Mail Date

BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS WILL INCUR THE FOLLOWING EXPENSES PROCESSING

THE BENEFICIAL PORTION OF THE ANNUAL MEETING FOR
ABC CORP

Job Information	Detail Charges	TOTAL CHARGES
JOB NUMBER: P12345	DESCRIPTION	
INVOICE DATE: 00/00/00	Postage	\$12,000.00
CUSIP NUMBER: 555555	Subtotal (US\$)	\$12,000.00
INVOICE NUMBER: PXA1015730		
Broadridge Investor Communication Solutions acts on behalf of certain Brokers/Nominees to distribute proxies, quarterly reports and other communications from corporate issuers (including "opposition" parties) to their shareowners. Please note, our services have likely been coordinated with your shareowner relations department or your corporate secretary. Direct questions regarding this invoice to Broadridge Investor Communication Solutions Billing Department at the telephone number above. Broadridge Investor Communication Solutions is located at: 51 Mercedes Way, Edgewood, NY 11717		
MAILING CHARGES ARE REQUIRED TO BE PAID IN FULL PRIOR TO THE DATE YOUR MAILING IS COMPLETED		

ABC CORP.
123 ANY STREET
ANYWHERE, USA 12345

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

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

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



REMITTANCE INSTRUCTIONS:

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

Terms: Due Prior to Mail Date

Total Due This Invoice - US \$ 12,000.00

AMOUNT ENCLOSED:

ISSUER NAME ABC CORP

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

BROADRIDGE INVESTOR COMMUNICATION SOLUTIONS

Sample of Processing Invoice



Broadridge®

INVOICE

REMITTANCE ADDRESS		SERVICE INQUIRIES (631) - 254-7447 BILLING INQUIRIES (631) - 254-7422
	Mail to -	
		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
INVOICE DUE DATE 00/00/00
JOB MAIL DATE 00/00/00

DETAIL CHARGES

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

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

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

ABC CORP.
123 ANY STREET
ANYWHERE, USA 12345

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.**

SUB TOTAL 20,402.46
PREPAYMENT (12,000.00)
SALES TAX DUE 1,101.16
****TOTAL DUE** US\$** 9,503.62
SEE SALES TAX INFORMATION SHEET FOR DETAILS.
SEE EXPLANATIONS ON THE BACK OF THIS PAGE.



Broadridge®

REMITTANCE:

--

TERMS: NET 30 DAYS

Total Due This Invoice - US\$ 9,503.62

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

ISSUER NAME ABC CORP.

AMOUNT ENCLOSED

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

BROADRIDGE

BRV00X

Sample of Processing Invoice

INITIAL - REGISTERED SHARELINK INVOICE

Page: 1 of 4



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/BISG PROXY FED ABA #026-00-5533 OR ACH ABA #021-20-0339 ACCOUNT #189-000-775 SWIFT CODE: BOFAUS3N Please Reference Your CUSIP # and Invoice #
CHECKS IN US\$
BROADRIDGE ICS PO BOX 416423 BOSTON MA 02241 Please Reference Your CUSIP # and Invoice # FEDERAL ID #02-3544417 BILLING & PAYMENT INQUIRIES: (811) 254-7422 BSG.INVOICES@BROADRIDGE.COM

Invoice	
12345	
Invoice Date	
00-MON-00	
Job Mail 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	\$ 308.12
OTHER POSTAGE CHARGES	\$ 350.42
ENVELOPES & FORMS	\$ 12.82
Subtotal	\$ 7,279.06

CREDITS/DEBITS	\$ 0.00
PREPAID AMOUNTS	(\$ 0.00)
SALES TAX	\$ 48.95
INVOICE TOTAL DUE	\$ 7,328.01

DIRECT QUESTIONS REGARDING THIS INVOICE TO BROADRIDGE BILLING DEPARTMENT AT THE ABOVE TELEPHONE NUMBER. BROADRIDGE IS LOCATED AT 91 MERCEDES WAY, EDGEWOOD, NY 11717

Past 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%).



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

REMITTANCE:

BROADRIDGE ICS PO BOX 416423 BOSTON MA 02241 Wire Transfer In US \$ BANK OF AMERICA, NEW YORK, NY FBO: BROADRIDGE/BISG PROXY SWIFT CODE: BOFAUS3N FED ABA #026-00-5533 OR ACH ABA #021-20-0339 ACCOUNT #189-000-775
TERMS: N30

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., Eastern Time 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 each mailing enclosure 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 50.

SALES TEAM CONTACT INFO:		
ASSOCIATE	REGION	PHONE
Jim Diaforli	(New York, NY) Eastern Region	+1 212 981 1415
Glen Wittenberg	(Chicago, IL & Atlanta, GA) Central & Southeast Region	+1 224 357 4140
Chris Hummel	(San Francisco, CA) Western Region	+1 650 610 0878

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 available online. 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 consented to receive an email.

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 Traditional (full set) model, Broadridge provides all the meeting materials and voting instruments to the shareholders via mail.
- An issuer 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 (a.k.a. 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 classes 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:

1. By Internet: www.ProxyVote.com
2. By Telephone: +1 800 579 1639
3. By Email: 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 (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.
 - Registered Shareholders can vote anytime.

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 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 get additional copies of the material.

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

Registered shareholder vote status is available via the Issuer Portal or please contact your Relationship Manager.

Beneficial shareholder vote status is not available for disclosure. Vote results are reported at the bank or broker level. By requesting a Voted Non-Objecting Beneficial Holders (NOBO) list you can see which NOBO holders have voted, but not how they have voted. There is also an unvoted NOBO list. Both are optional reports that can be used as solicitation tools.

What is the difference between Routine and Non-Routine voting?

The NYSE determines whether proposals should be deemed Routine or Non-Routine. Routine proposals receive the broker discretionary vote if the following conditions are met:

- Mailing must include a notice of meeting, financials and a proxy statement.
- Mailing must be completed at least 15 calendar days prior to the meeting.
- 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 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. Eastern Time.

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

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

Can you explain the difference between the vote totals on issuer.broadridge.com and the printed client proxies I’ve received?

The vote 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.

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.

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

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

The request form is available at:

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 Non-Objecting Beneficial Owners (NOBO) list. This list does not track trading activity. It only shows shareholders who owned shares as of a particular date and did not object to their information being made available to an issuer.

BILLING/INVOICING

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

The SEC rules require public companies to reimburse nominees for the expense of distributing shareholder communications to beneficial owners of securities held in street name. The reimbursement rates are set by the NYSE. We act as a billing and collection agent for many nominees with respect to this reimbursement. We bill on behalf of the nominee, collect the fees and remit to the nominee any difference between the fee that the nominee is entitled to collect and the amount that the nominee has agreed to pay us for our services.

Are Broadridge fees regulated?

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

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

When will I receive the invoice for Broadridge services?

Proxy mailings may have as many as four 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 (Notice) creation and print:

- Inserting form(s) in an envelope or equivalent, and presenting them to the United States Postal Service
- Collection and testing of Internet links to each of the documents included in the issuer's meeting material

Creation of a landing page at: 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.

Why am I mailing hardcopies with Notice and Access?

- Virtually every Notice and Access job will have shareholders who have pre-consented to receive physical copies.
- We maintain a shareholder database to manage permanent consent to always receive hardcopy materials.

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 AM to 4:00 PM ET (Closed Saturday and Sunday)

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

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

Broadridge requests an advanced electronic notification of shipment. An e-mail can be sent to the following e-mail address: Thehut@broadridge.com. The subject line should read "Broadridge Delivery and the name of the Trucking Company and/or Printer". Deliveries may be diverted to an outside warehouse that is located within a 5 mile radius Broadridge will not accept any COD or Bill to Recipient shipments Deliveries may be diverted to an outside warehouse that is located within a 5-mile radius.

We will not accept any COD or Bill-to-Recipient shipments.

DELIVERY GUIDELINES

We request an advanced electronic notification of shipment prior to delivery. Please reference the full delivery guidelines located in the appendix.

Manifest/Packing Slip*One per Shipment*- Required for all UPS, Fed EX, and DHL Shipments.

- 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): 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(Business Reply Envelope): A 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 shareholder does not provide the voting instructions on non-routine matters for shares owned but held in the name of the broker.

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

C

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

Cede & Co.: Depository Trust Company's (DTC) nominee name. The clearing house that holds shares in its name for banks, brokers and institutions in order to expedite the sale and transfer of stock.

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 (1) and eight (8) years; longer terms are often awarded to more senior board positions.

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

Commencement: The start date of the mailing. This date is reflected on the Affidavit of Mailing.

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 A request from the issuer for shareholders 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 16 digit number that identifies a specific shareholder for voting purposes.

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

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

CUSIP: Acronym for the Committee on Uniform Securities Identification Procedures. Standard & 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 (SEC).

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

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

F

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

FYE: Acronym for "fiscal year end."

H

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

Householding: Multiple voting forms and related materials can be combined for more than one shareholder with the same last name and address with the consent of 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 realtime information such as reports on proxy voting results, job status and proxy planning tools.

Issuer Name: Company/Fund name.

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 (9) digit number assigned by the United States Postal Service. It is required by the USPS for compliance.

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

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

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

Media: A document that contains the mailing address.

N

Non-Objecting Beneficial Owner (NOBO): Shareholders who purchase securities through a broker/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 of Internet Availability: A non-voting instrument that directs the shareholder to an online site to view the proxy materials as well as 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.

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

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

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

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

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

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

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

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

S

SEC: Acronym for United States Securities and Exchange Commission.

Search Card: The SEC requires that issuers send an inquiry (search card) to all banks, brokers and nominees no later than 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(s) owning securities in a company.

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

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

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

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

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

Staggered Board: A method of electing a company's board of directors that puts up only part of the board for re-election in any 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 United States 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.

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), a global Fintech leader with \$5 billion in revenues, provides the critical infrastructure that powers investing, corporate governance, and communications to enable better financial lives. We deliver technology-driven solutions that drive business transformation for banks, broker-dealers, asset and wealth managers and public companies. Broadridge's infrastructure serves as a global communications hub enabling corporate governance by linking thousands of public companies and mutual funds to tens of millions of individual and institutional investors around the world. Our technology and operations platforms underpin the daily trading of more than U.S. \$9 trillion of equities, fixed income and other securities globally.

broadridge.com



Broadridge®

