

2027 Guide to Proxy Design

Five Key Strategies and Design Examples to Elevate Your Proxy Statement



Broadridge®

FalkHarrison

Proxy communications are a key lever to help advance strategic objectives

Corporate issuers are investing more than ever to get it right.

Enhancing your proxy design can help you clearly convey governance achievements and strategic vision. Strong communication builds shareholder trust and loyalty, essential for both short-term goals and long-term success.

But failure to optimize your proxy material could depress turnout, erode investor confidence, and even expose you to activist investors or negative press.



This Guide to Proxy Design is organized by topic, showcasing five proven design strategies. Each section provides practical tips and illustrates real-world examples you can implement right now. Examples are hyperlinked to their respective documents.

You'll see how to turn plain regulatory filings into compelling, engaging experiences so you can shape perceptions—and drive the outcomes you want.

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Strategy 1

Be Authentic.

Reinforce your brand.

Aligning proxy design with your brand look and feel helps build stakeholder loyalty by presenting a consistent and authentic image. Authenticity resonates with your audience, reinforcing trust and confidence. Let your design reflect your brand's true essence and make a lasting impression.



+++ PROXY SUMMARY

Key Business Highlights

IDEXX's Innovation Is Built on Sustained R&D Investment, Customer Engagement and Commercial Capability Development

Consistent with our Guiding Principle to **innovate with intelligence**, we have **invested over \$2.5 billion since 1998** in research and development. This significant investment, combined with our deep focus on our customers and their needs, enabled us to design, build and deliver a **fully-integrated, multi-modality diagnostic and software solution** and introduce a steady stream of innovative CAG diagnostic and software products and services that support increasing standards of care and help veterinarians to solve some of their most vexing clinical and business problems.

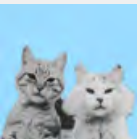
We approach our product, software and service innovations with a **Technology for Life** philosophy: we design for future extensibility and seek to enhance our innovations' value by expanding their capabilities, features and functionality over time. In addition, we incorporate and use **artificial intelligence (AI)** in our product, software and service innovations.

Some examples of our innovative products and services and our commercial capabilities are provided below.



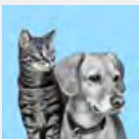
01

CAG Diagnostic Innovations: Instrument Platform Development



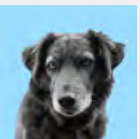
02

Customer-Facing Software, Data, AI and Connectivity Innovations



03

Helping Veterinarians Diagnose and Treat Cancer in Our Pets



04

Expanded Global Customer Engagement and Commercial Capabilities

16

IDEXX 2026 PROXY STATEMENT

2026 Proxy Statement

Notice of Annual Meeting of Shareholders



01

Board Composition, Backgrounds and Skills

The following summarizes select information regarding the composition, backgrounds and skills of our Board, assuming the election of Mr. Daniel M. Jurkus, Mr. Lawrence D. Kingsley and Sophie V. Vandenberg, PhD, at the 2026 Annual Meeting. The Board of Directors recommends a vote "FOR" the three Director nominees up for election. Refer to page 19 for further information about our Director nominees.

Board Member

Age⁽¹⁾

Independent

Director Since

Number of Other Public Company Boards

Audit Committee

Key Skills That Are Particularly Relevant to Board Service

James J. Mazzeika ⁽¹⁾	65	Yes	2015	1	Comp. Finance	+ Executive leadership + Corporate strategy + Corporate finance + Innovation and R&D + Digital + Sustainability
Kevin E. Pappas	52	Yes	2023	1	Comp. Finance	+ Executive leadership + Corporate strategy + Corporate finance + Innovation and R&D + Digital + Sustainability
Alan Emswiler	58	Yes	2019	None	Audit Comm.	+ Executive leadership + Corporate strategy + Corporate finance + Innovation and R&D + Digital + Sustainability
Sophie V. Vandenberg, PhD	64	Yes	2013	2	Gov. Finance	+ Executive leadership + Corporate strategy + Corporate finance + Innovation and R&D + Digital + Sustainability

Board Background and Tenure

Age Distribution

Tenure Distribution

Average Director Age

Average Tenure

“Authenticity powers innovation, and IDEXX is a leader in creating innovative solutions that improve the health and well-being of pets, people and livestock worldwide. When designing IDEXX’s proxy we aimed to bring to life their mission and creative style on each and every page.”

Megan Rodriguez

Senior Designer

FalkHarrison

5

Launched or advanced enough readiness for full commercial non-vet-related CAG solutions

22,000

More than 22,000 successfully placed premium instruments globally

99%+

Product availability globally

3

International commercial experience in Australia, Germany and the United Kingdom

57

U.S. and Premium Focus Sales (U.S. Veterinary practice customers)

5,500+

Customers in North America for IDEXX Care of the Animal (Symphony) streaming kits

Our 2025 financial performance factor was determined based on our performance against Board-approved goals for organic revenue growth, operating profit, earnings per share (EPS) and after-tax return on invested capital, including cash and investments (ROIC). Our 2025 performance exceeded the target goals for each metric as illustrated in the following graphs.

Organic Revenue Growth⁽¹⁾ (10% Weighting)

Operating Profit⁽¹⁾ (20% Weighting)

Earnings per Share⁽¹⁾ (20% Weighting)

ROIC⁽¹⁾ (20% Weighting)

Target Goal

Actual Result

Target Goal

Actual Result

Target Goal

Actual Result

Target Goal

Actual Result

1. Organic revenue growth and ROIC are non-GAAP financial measures. Refer to Appendix A for a description of organic revenue growth and ROIC. In addition, in evaluating financial performance, 2025 actual results were adjusted pursuant to the terms of our 2023 annual performance-based cash bonus plan to eliminate the effects of differences between actual bonus payments and the 2023 plan, as approved by the Compensation and Talent Committee. The effects of these adjustments are indicated in the legend of the 2025 Target Goal and are not reflected in the target goal, as well as other financial performance metrics under the 2025 Target Goal. Compensation – Stock Compensation (Page 17) and Compensation – Cash Compensation (Page 18) are provided in accordance with GAAP as presented in Appendix A.

Our performance against the four financial performance factor metrics shown in the graphs above resulted in a financial performance factor of 100% of target, as further described under “Our Financial Performance Factor” beginning on page 55. The Compensation and Talent Committee determined our non-financial performance factor was earned at 100% of target in light of management’s accomplishments against our business goals, as further described under “Our Non-Financial Performance Factor” beginning on page 56. Based on these factors, the Compensation and Talent Committee approved an overall payout of 140% of target for our non-CEO NEOs under our 2023 annual performance-based cash bonus plan. These payout percentages reflect our strong 2025 financial and business performance and are in comparison to the 91% of target payout approved under our 2024 annual performance-based cash bonus plan, demonstrating the meaningful, direct and appropriate alignment between year-to-year variation in our performance and executive pay.

In addition to our enterprise performance factors, the 2025 annual performance-based cash bonus plan allows for an individual NEO’s payout to be adjusted in recognition of his or her relative contributions to our achievement of our financial and non-financial performance goals, subject to a maximum payout cap of 200% of target. For 2025, the Compensation and Talent Committee determined that Mr. Mazzeika’s strategic contribution to our financial and non-financial goals was exceptional and applied an individual performance factor adjustment to increase his payout by 24%, resulting in a payout of 174% of target. In determining this individual performance adjustment for Mr. Mazzeika, the Compensation and Talent Committee considered his outstanding leadership and dedicated service to IDEXX, our sustained extraordinary performance and value creation during the term, his critical participation in IDEXX’s robust, thoughtful and orderly CEO succession planning process, and his leadership in driving our innovation strategy and extending our commercial capability to build the foundation for our future growth. None of our other NEOs received an individual adjustment to their payout for 2025.

2027 Proxy Guide

4

Strategy 2

Organize Your Story.

Let it flow.

Creating a memorable proxy design is about more than simple formatting. It’s about organizing your presentation into an impactful and compelling story, ensuring that your audience walks away with a clear, unmistakable impression. By focusing on the flow and organization of your document, your proxy will effectively communicate your message and will leave a lasting impact.



“We felt it was important to create a clear, easy-to-follow layout reinforced by consistent brand colors and visual elements. Bold section dividers, prominent headings, and strategic callout boxes guide readers to key information. Our goal was to engage shareholders with a design that intuitively leads them through the proxy, making complex information easier to navigate and understand.”

Tracey Burns
Production Manager
FalkHarrison

NOTICE OF 2026 ANNUAL MEETING OF SHAREHOLDERS

Meeting Details

- 

Date
Wednesday,
April 22, 2026
- 

Time
11:00 a.m.
Eastern Time
- 

Location
Virtual Meeting
- 

Record Date
February 23, 2026

Items of Business

- 1 Election of twelve director nominees named in this Proxy Statement for one-year terms to expire at the next annual meeting of shareholders.
 - 2 Advisory approval of executive compensation.
 - 3 Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2026.
 - 4 Shareholder Proposal – Shareholder right to act by written consent, if properly presented.
- Consideration of any other business properly brought before the meeting.

The Board of Directors has fixed February 23, 2026, as the record date for determining shareholders entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only

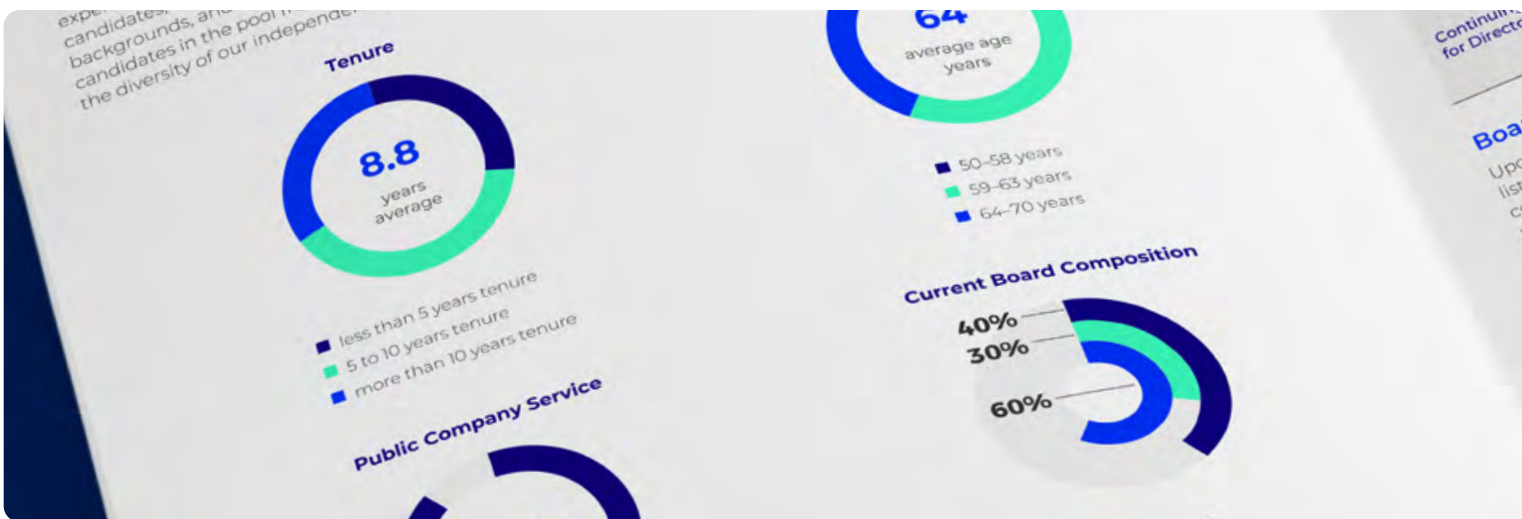
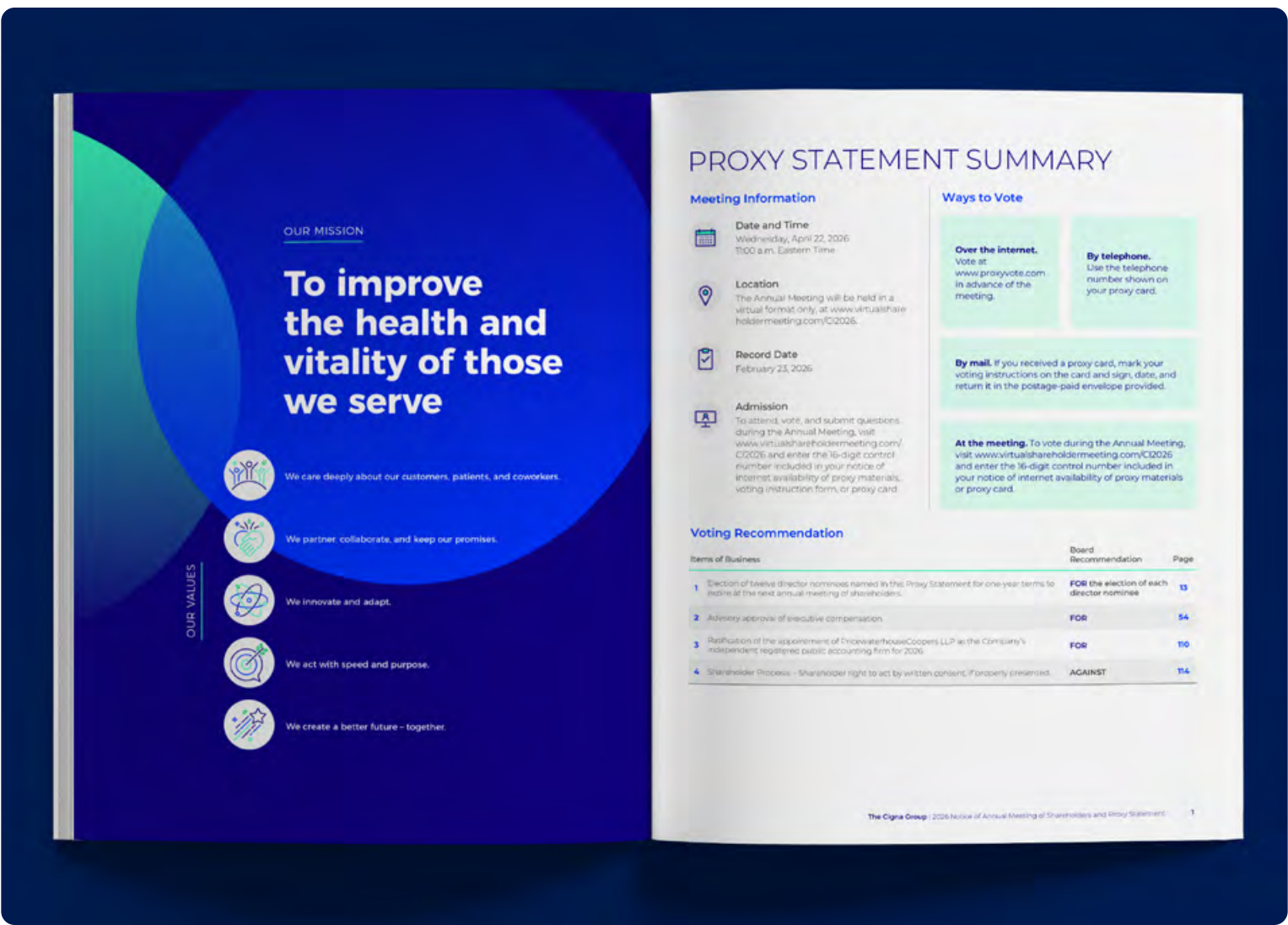


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Strategy 3

Provide Transparency.

Corporate Governance is the backbone of the proxy.

Highlighting transparency and fairness in your Corporate Governance practices not only strengthens confidence but also reassures stakeholders that you’re addressing their concerns and expectations. By detailing your proactive approach to Governance issues, you can significantly enhance your credibility and support.

CORPORATE GOVERNANCE

Included below is an overview of the process the Corporate Governance Committee undertakes when evaluating all director candidates, including those identified by shareholders.

Identification

The Corporate Governance Committee uses the minimum qualifications and attributes list, skills matrix, and additional considerations to identify desired candidates for representation on the Board.

Assessment

Candidates' background, skills, experiences, qualifications, attributes, freedom from conflicts of interest, and independence are assessed.

Consideration

After the pool of candidates is narrowed, the Corporate Governance Committee further considers each candidate's skills, qualifications, expertise, cognitive diversity, and potential contributions to the Board.

Interviews

Qualified candidates are discussed and interviewed by the Corporate Governance Committee and, as appropriate, the Non-Executive Chair and CEO.

Recommendation

The Corporate Governance Committee recommends nominees to the full Board.

Selection

The full Board selects, and may elect, nominees based on the Corporate Governance Committee's recommendation and confirmation of the desired skills, experiences, qualifications, and attributes for Board membership.

Voting

Shareholders vote on nominees at annual meetings of shareholders.

Shareholder Recommendations for Director Nominees

The Corporate Governance Committee will consider candidates for the Board that are recommended by shareholders. Shareholder-recommended candidates, whose nominations comply with the required procedures described in our By-Laws and who meet the criteria referred to in our Corporate Governance Guidelines, will be evaluated by the Corporate Governance Committee in the same manner as the Corporate Governance Committee's candidates. See "Shareholder Proposals for the 2027 Annual Meeting" in the Annual Meeting and Other Information section of this Proxy Statement for additional information regarding the process for shareholders to recommend director nominees.

Board Meetings and Attendance

Ten Board Meetings Held in 2025

Our Board holds at least four regular meetings each year, with special meetings as needed.

Calendar icons for Q1 and Q2

Q1Q2

During 2025, each director attended at least 80% of the total number of meetings held during the period in which the director served.

Our non-executive directors meet in executive session following every regular meeting and following special meetings when necessary. Mr. Weerasinghe, our Non-Executive Chair, attends all regular meetings and special meetings. Under our Corporate Governance Guidelines, all directors are required to attend the annual meeting of shareholders and all meetings of the Board of which they are a member at the time of the 2025 annual meeting of shareholders.

Key Board and Committee Oversight

Our directors serve as representatives for, and are accountable to, the Company. Board oversight is critical to the long-term success of the Company.

Strategy and Management

In addition to the specific oversight responsibilities identified below, the Board oversees the Company's management and affairs, including related planning processes, such as the annual review of the Company's strategy.

The Board actively engages with members of the Company's senior management, including the CEO, on a regular basis through direct reports, and other senior leaders regarding management initiatives across the Company. During 2025, this engagement during the annual meeting of shareholders included a range of topics, including information relating to:

✓ Financial performance and capital allocation, including cash dividends, share repurchases, debt financing, and other liquidity strategies;

✓ Global and regional priorities across our Fuel Systems and Aftermarket businesses, including product line strategies;

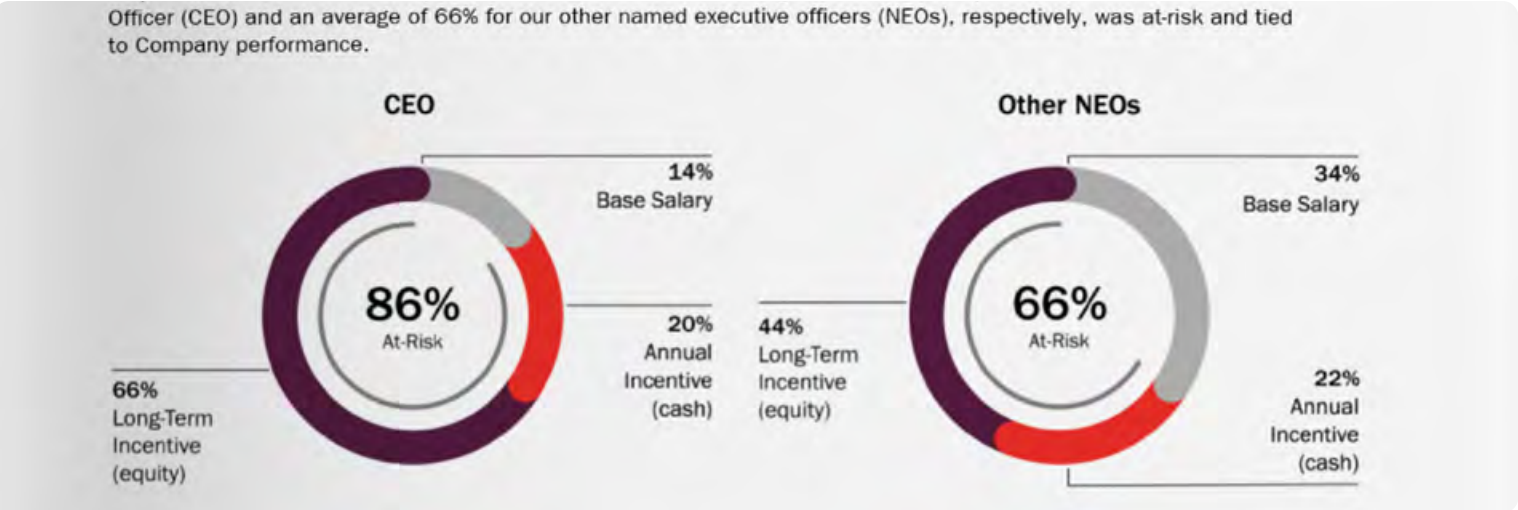
✓ Key products and solutions, including engineering, technology, and manufacturing; and

✓ New and emerging markets, including diversification and other strategic initiatives.

✓ Market, industry, and competitive developments;

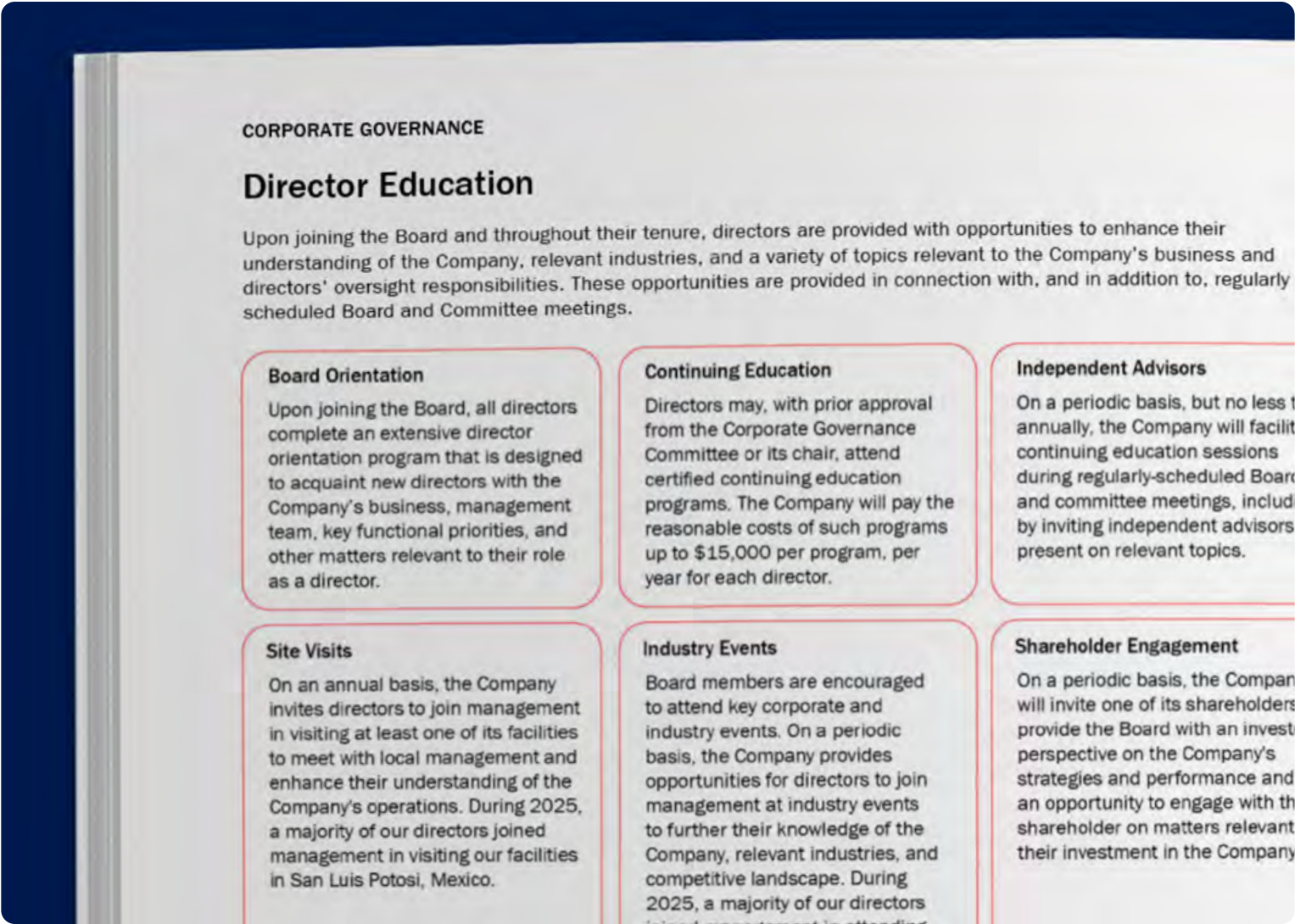
✓ Mergers and acquisitions, including strategy and

PHINIA



“Transparency is strengthened when complex information is presented with clarity, structure and purpose. Building on PHINIA’s previous proxy, we evolved the design while remaining true to its brand, refining key governance graphics to show how thoughtful design can make information easier for shareholders to navigate.”

Rachel Overmann
Senior Designer
FalkHarrison



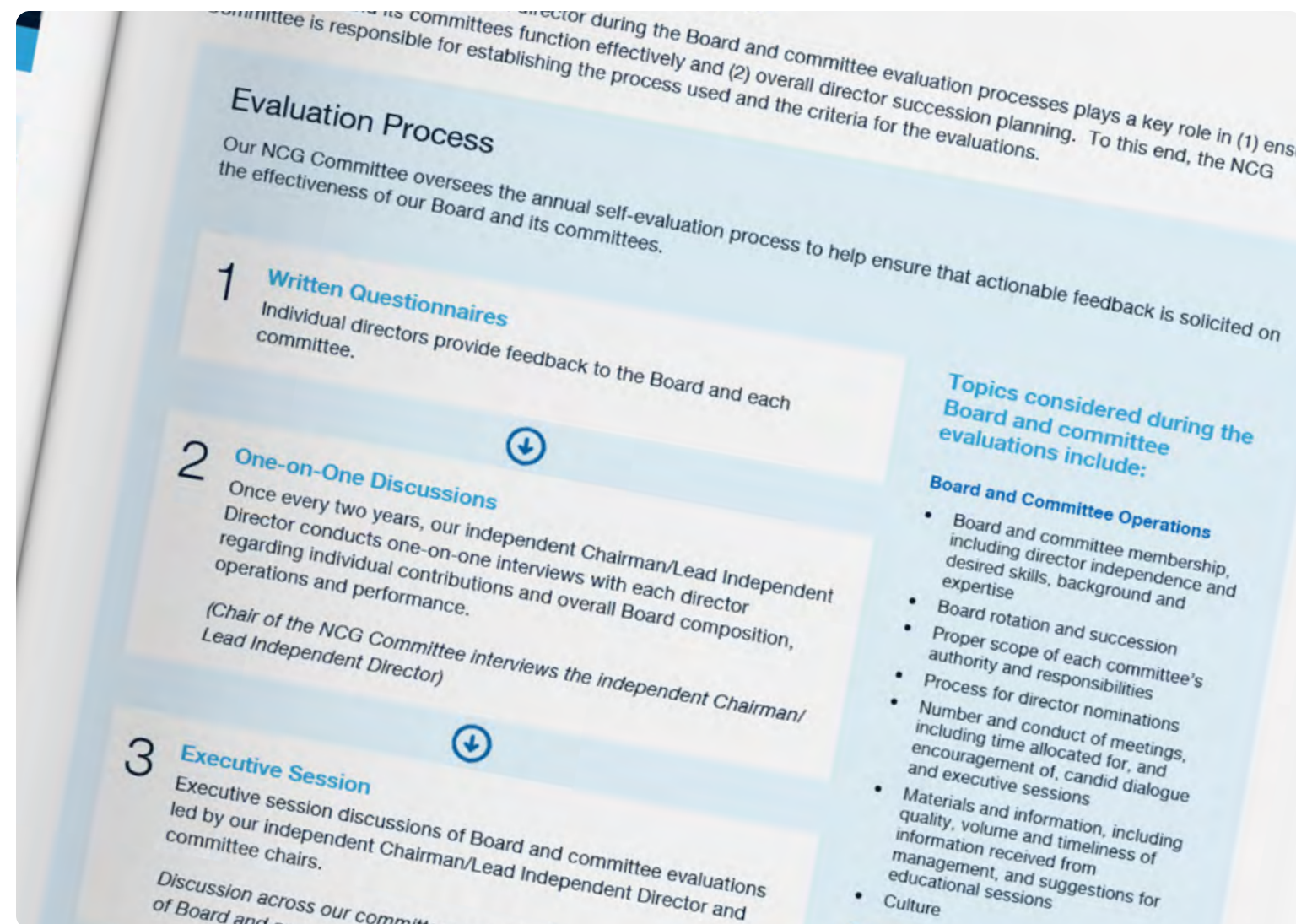
Strategy 4

Communicate Confidence.

Board disclosure and experience are key.

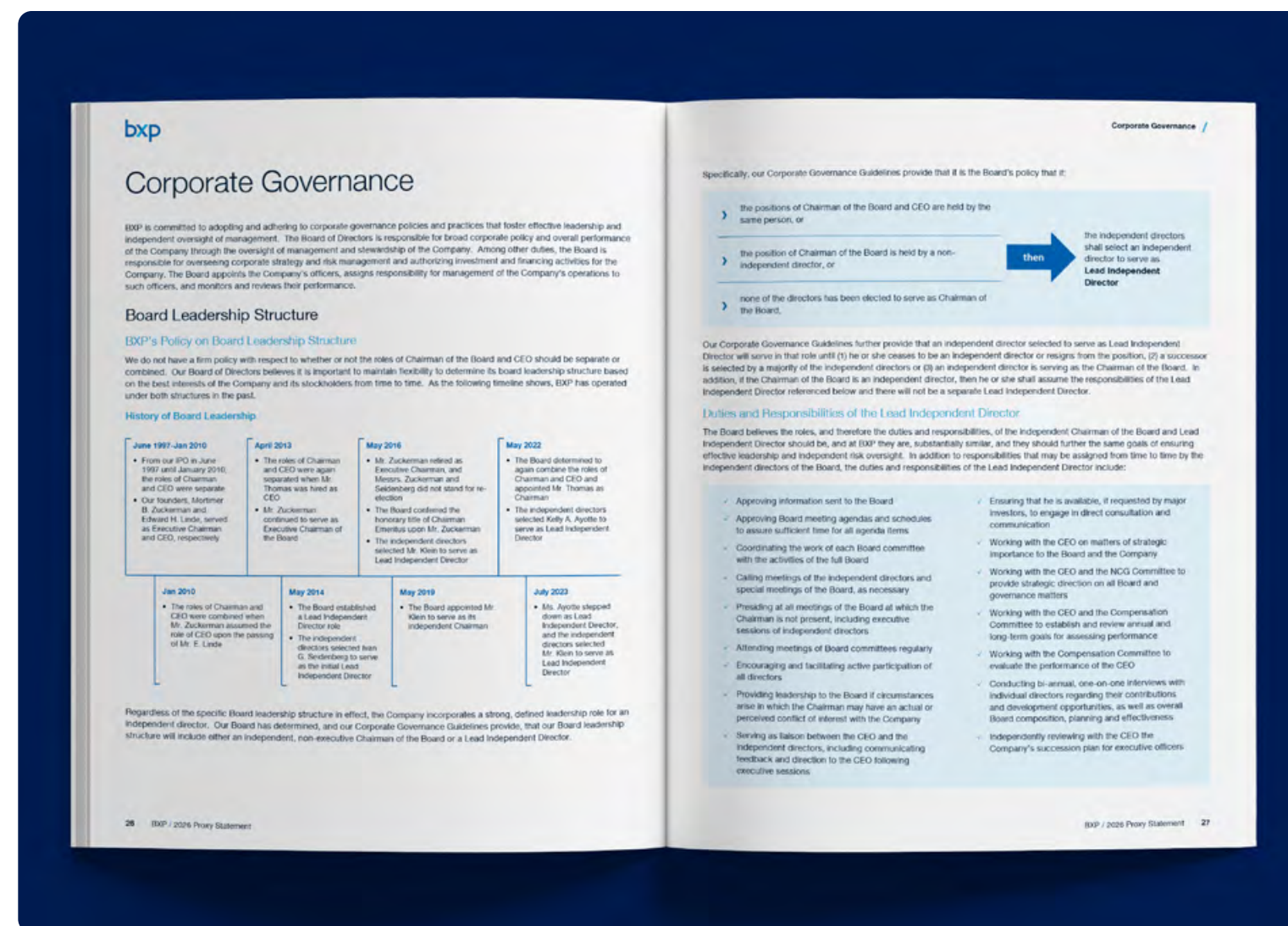
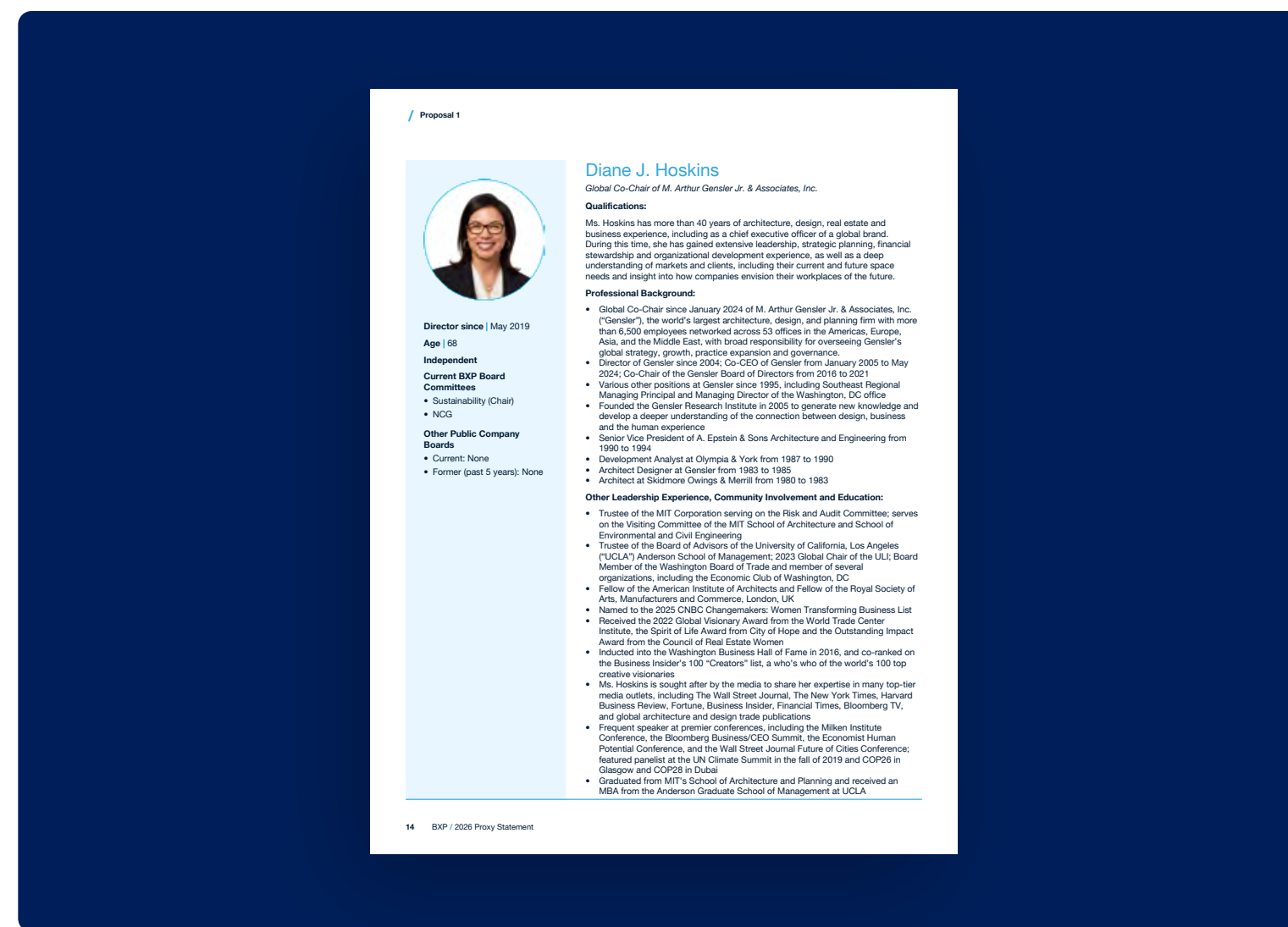
Showcase the unique strengths and diversity of the board, including independence, skills, leadership history, and past experiences. Make the board more human and relatable. Highlight board refreshment, elections, committee structures, shareholder engagement, and responsiveness to shareholder feedback.





“A message is always received with greater confidence when it looks and feels like an authentic extension of your brand. A review of BXP’s peers revealed an opportunity to elevate the overall presentation. We enhanced the design to align with the standard we believed investors and stakeholders would notice, appreciate, and respect.”

Katie Calandro
Creative Director
FalkHarrison



Strategy 5

Make an Impact.

Summarize key content.

Simplify, organize and engage. Make your message clear, your content easy to navigate, and your design impossible to ignore. Bold, visually compelling layouts capture attention, highlight what matters, and create momentum—giving readers a reason to keep reading—sometimes simply to see what comes next.



our short-term and long-term incentive programs.

The table below outlines the key areas of feedback we received and the specific actions we have taken in response.

What We Heard from Stockholders	What We Did
Simplify and strengthen pay-for-performance alignment	Implemented a full-year measurement period for our Short-Term Incentive (STI) program beginning in 2025, replacing the prior split H1/H2 structure. See the "2025 Annual Incentive Payout" section of the Compensation Discussion & Analysis on page 51.
Increase focus on financial performance in incentive plans	Added increased emphasis on financial metrics in our 2025 performance goals to more directly align executive compensation with the financial objectives of our JetForward strategy. See the "Annual Incentive Plan" section of the Compensation Discussion & Analysis on page 49.
	Included a Relative Total Stockholder Return (TSR) metric in our Long-Term



Board Skills and Experience Matrix

The chart below depicts the current skills, qualifications and expertise represented on our Board.

Skills and Experience	Boneparth	Ford	Geraghty	Jewett	Leduc	Lynn	McClure	Menke	Miller
International									
Aviation									
CEO									
Corporate Governance									
Finance/Capital									
Operations/Logistics									
Digital									

“Impact comes from more than the message itself—it comes from how it’s experienced. Through thoughtful design, we transformed JetBlue’s proxy statement into a publication that draws readers in, encourages exploration, and makes important information more memorable.”

Nick Waldinger
Senior Designer
FalkHarrison



Integrated thematic approach

Integrate Your Story.

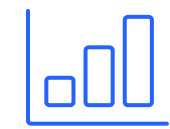
Build a communication platform.

Achieving your goals requires a holistic strategy that leverages every communication touchpoint. You won't persuade shareholders through your proxy alone. Design can connect a variety of documents and presentations that will deliver a more impactful, integrated story.

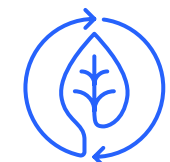
Consider the comprehensive experience:



01 Proxy statements



02 Annual reports & Form 10-Ks



03 Sustainability reports



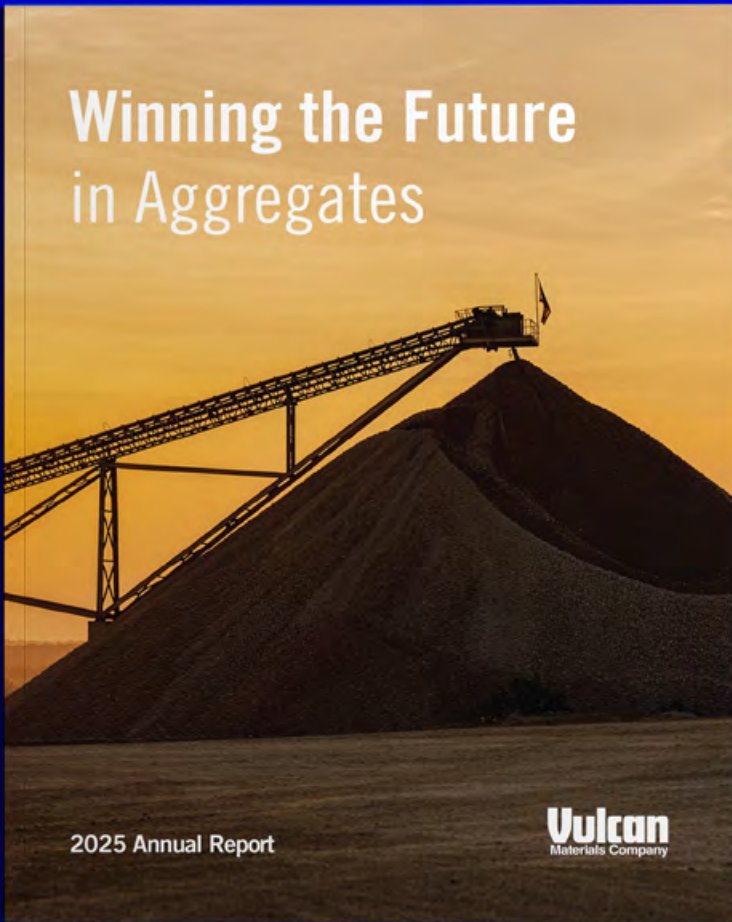
04 Investor relations presentations

Vulcan Materials

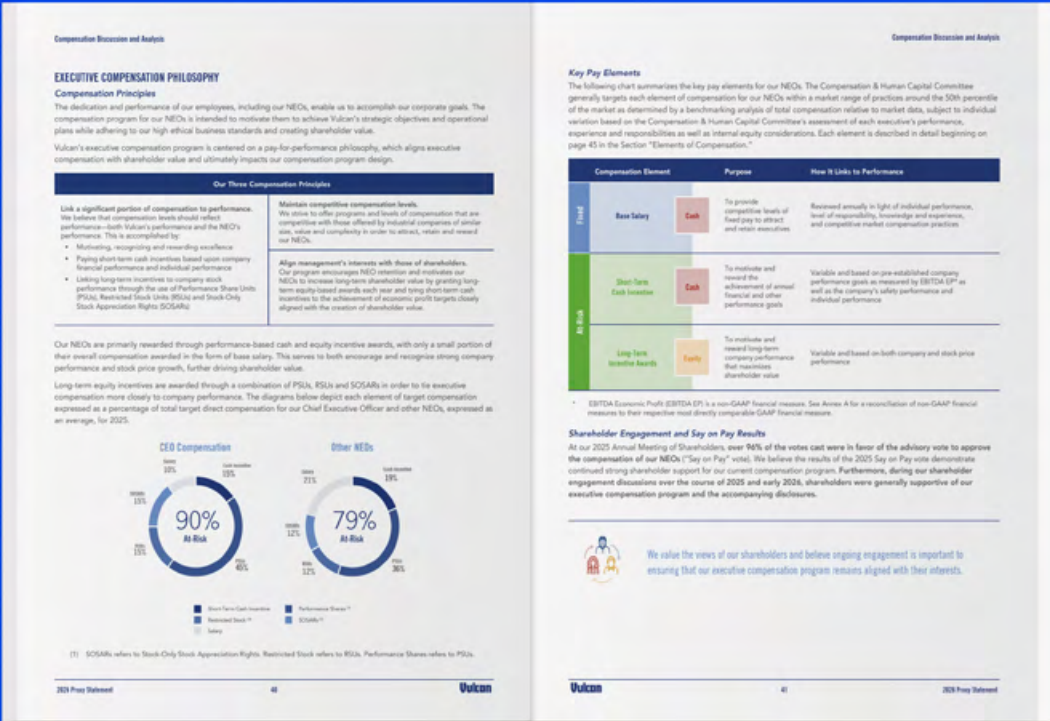
Proxy Statement



Annual Report

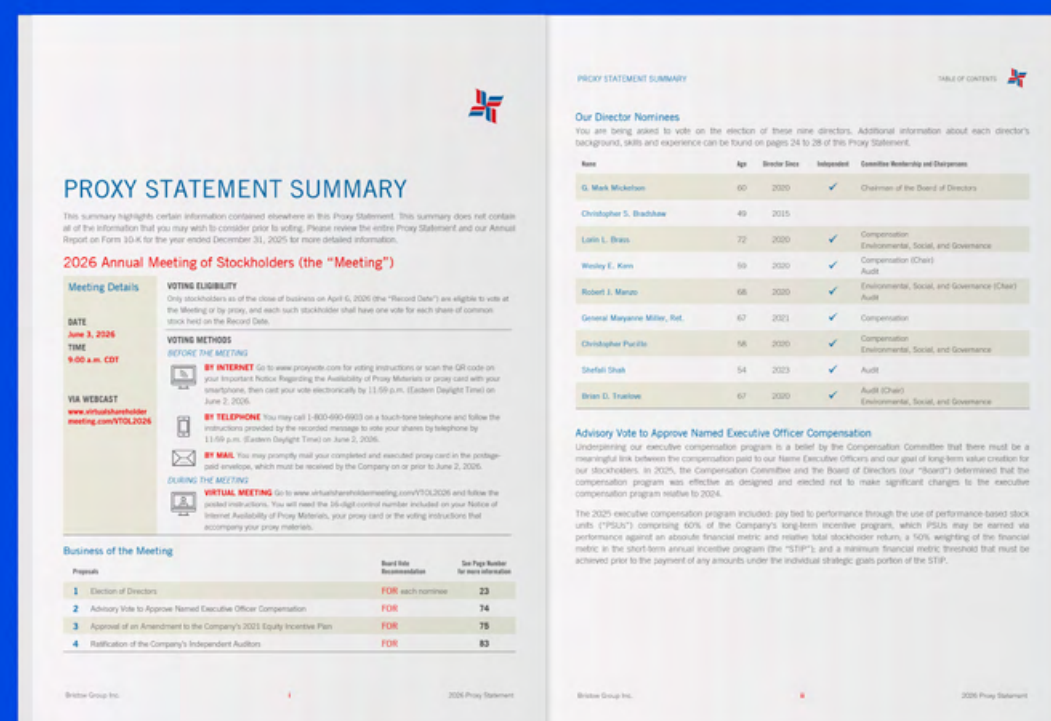
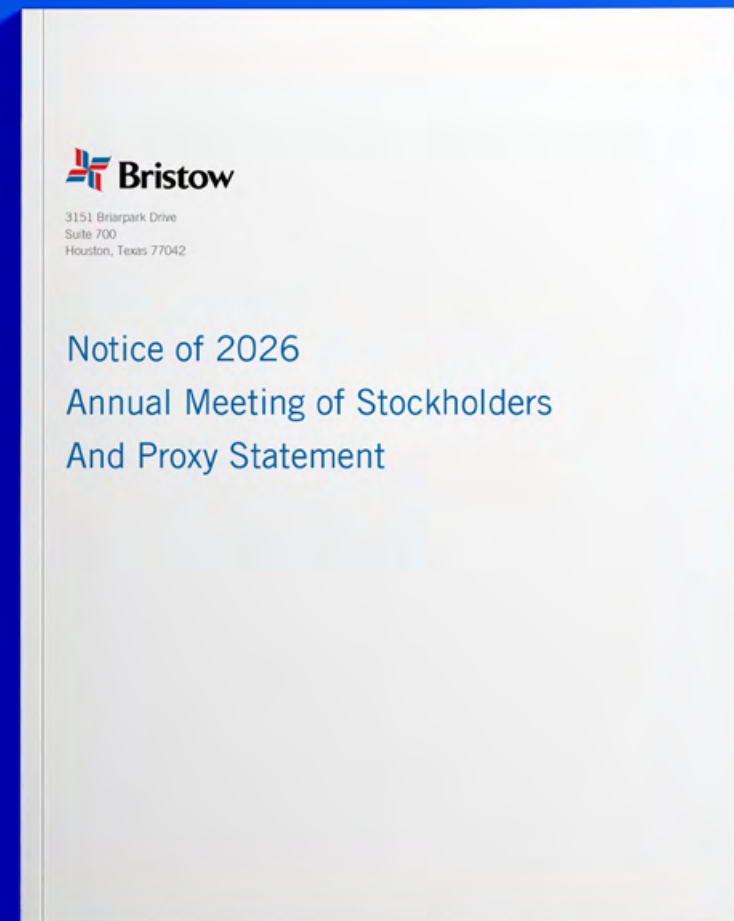


Form 10-K

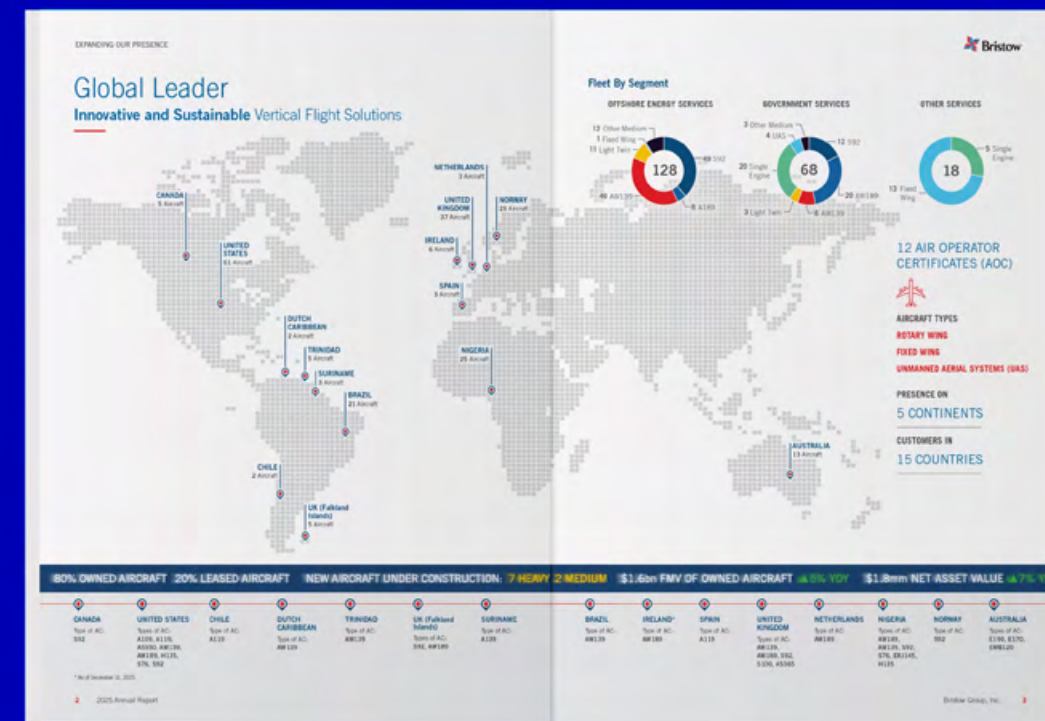


Bristow Group

Proxy Statement



Annual Report

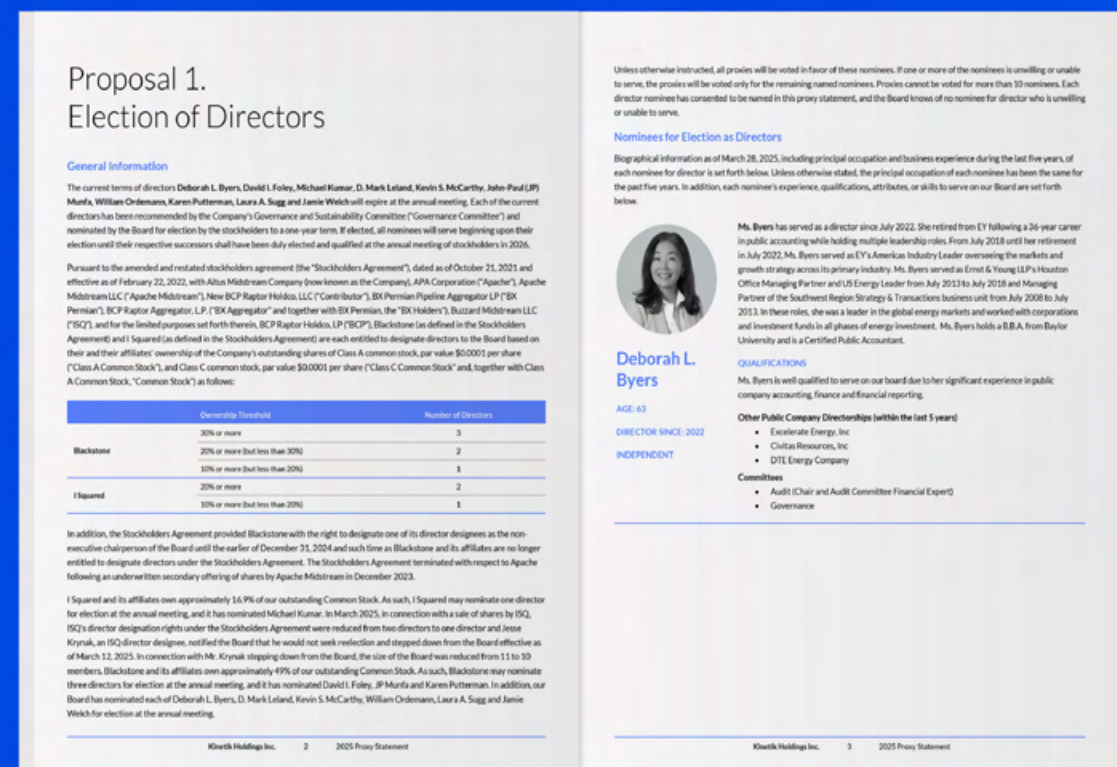


Sustainability Report

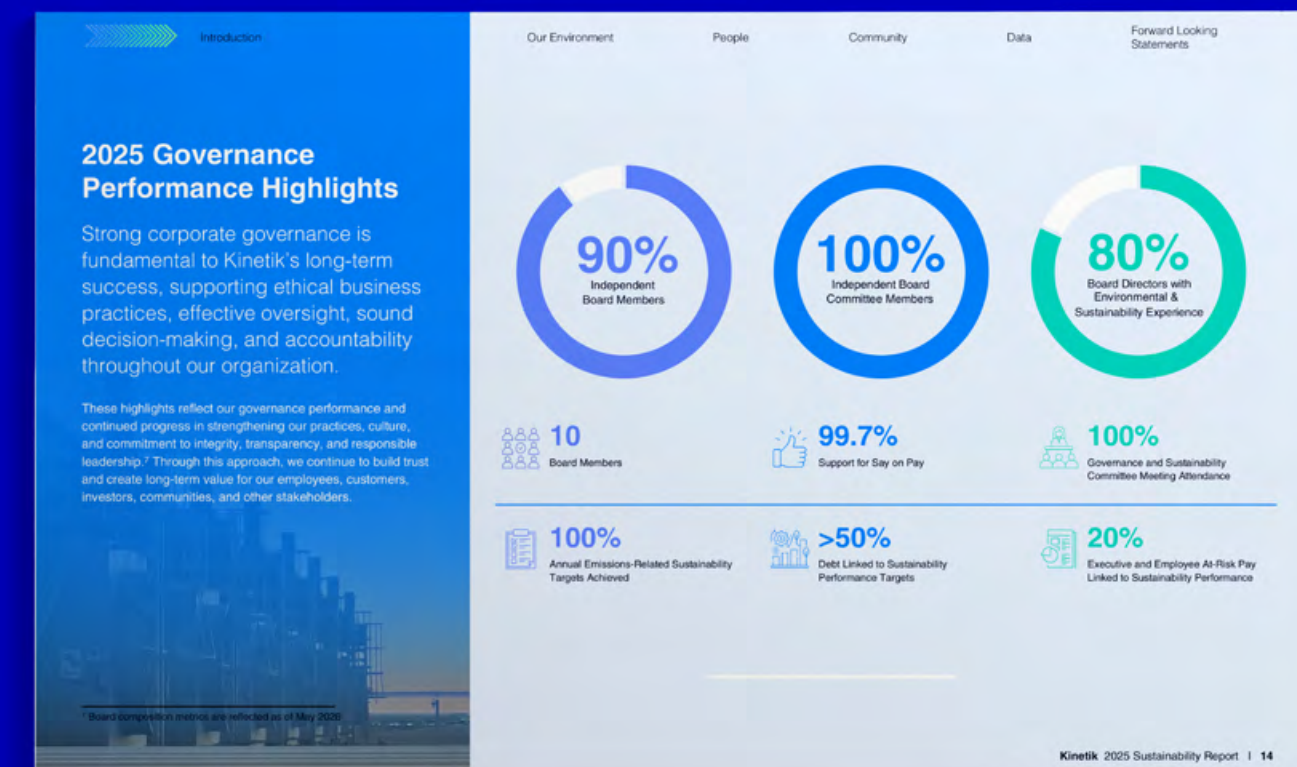


Kinetik

Proxy Statement

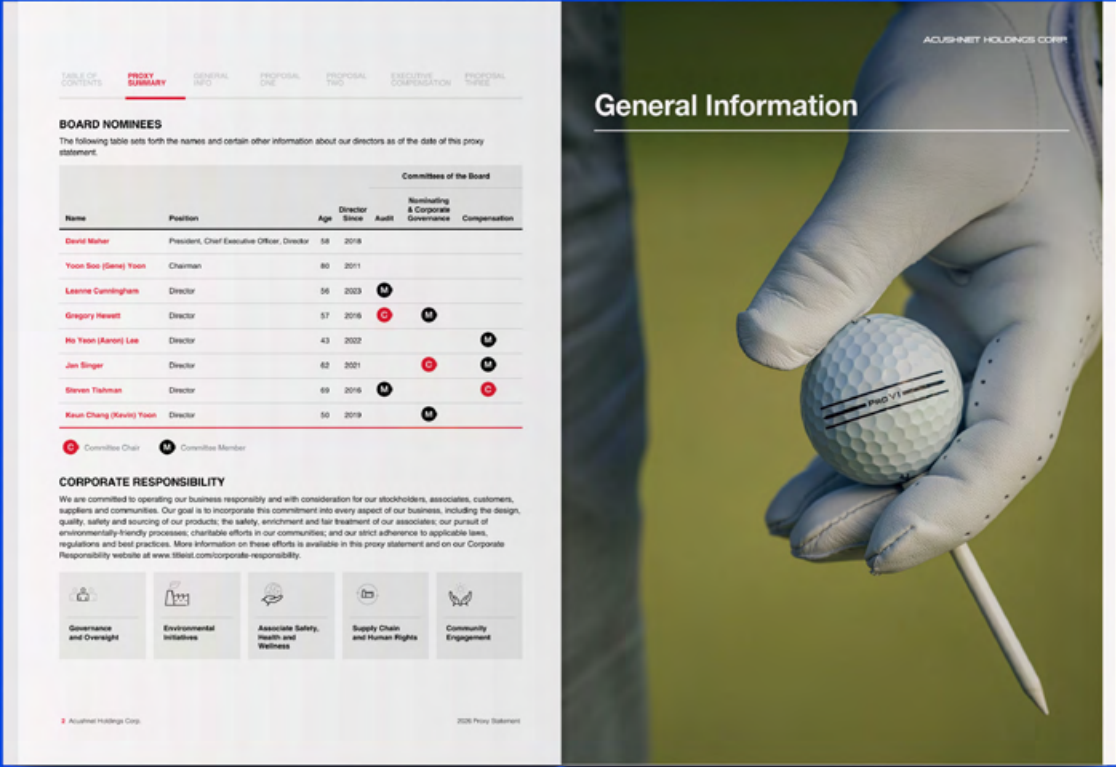


Sustainability Report

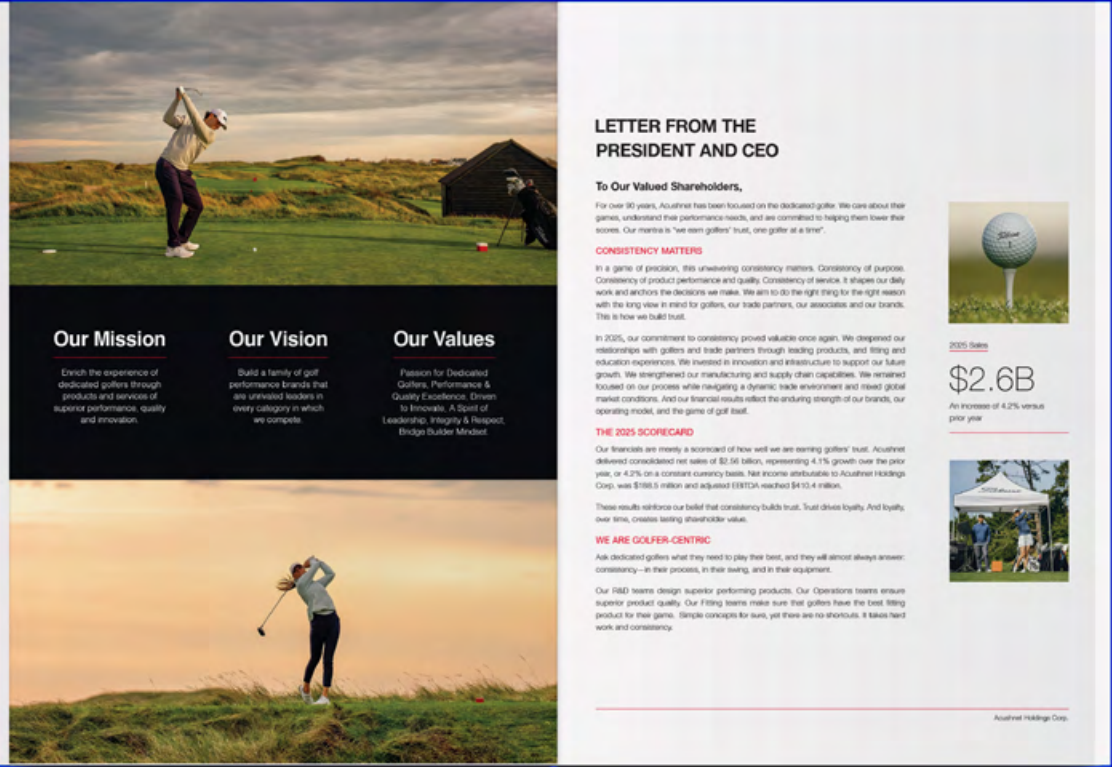
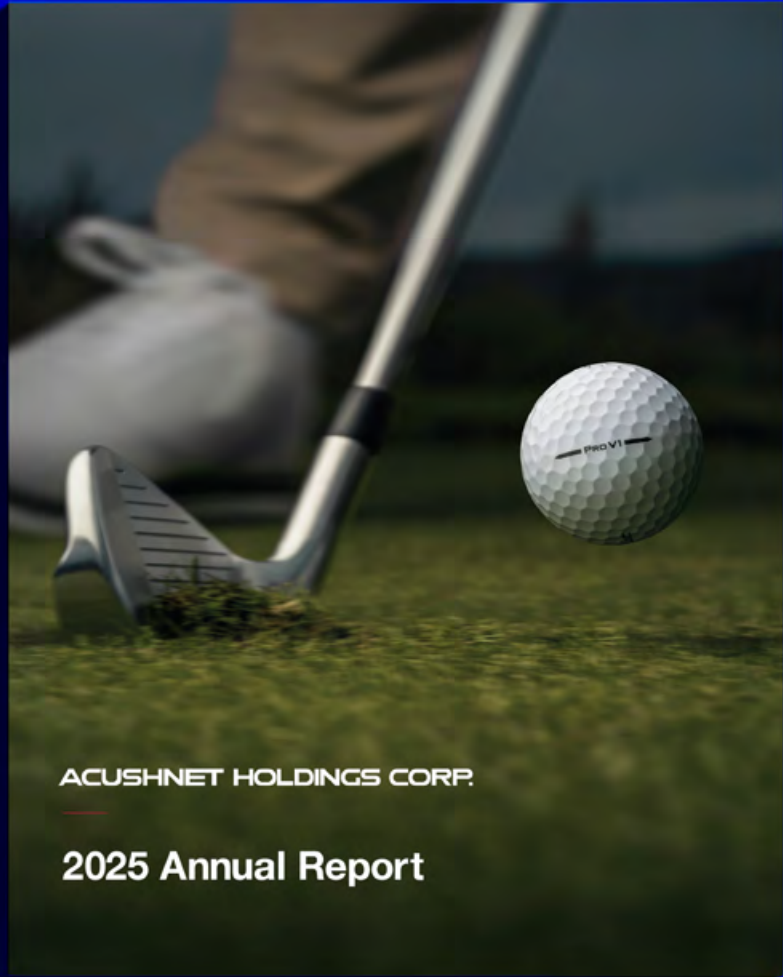


Acushnet Holdings

Proxy Statement

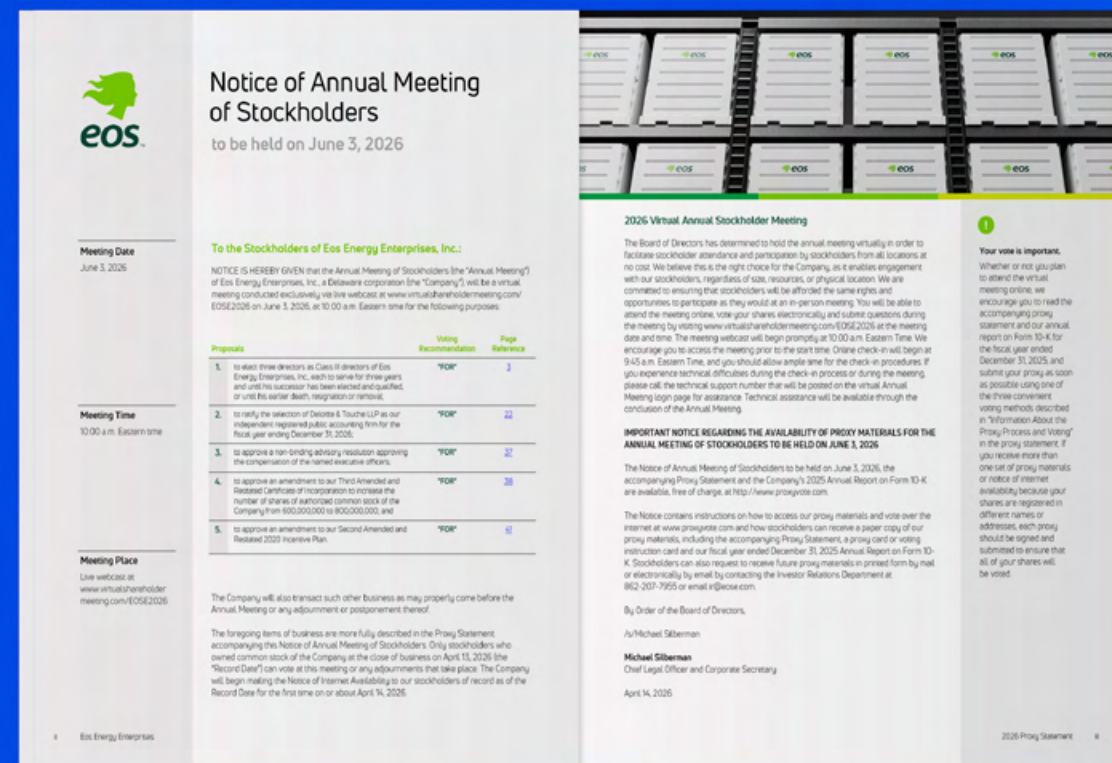


Annual Report



EOS Energy

Proxy Statement



Annual Report



Design examples

Explore our curated roster of powerful proxy examples.

The following section showcases a selection of proxy design work from our 200+ clients this past season, organized to follow the structure of a typical proxy statement.

From brand alignment and corporate governance structure to shareholder accountability and detailed nominee profiles, we illustrate the connection between strategic content and compelling design.



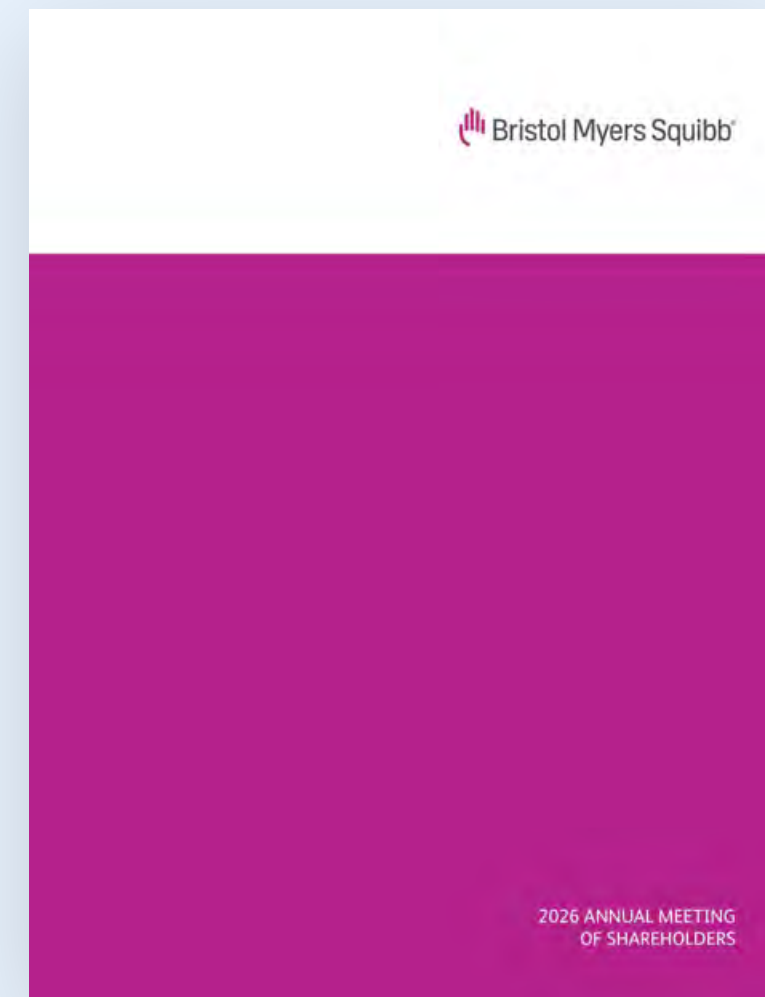
Front Covers

80%

included a designed cover, using the brand to make a strong first impression.



Acushnet Holdings



Bristol Myers Squibb



Veracyte



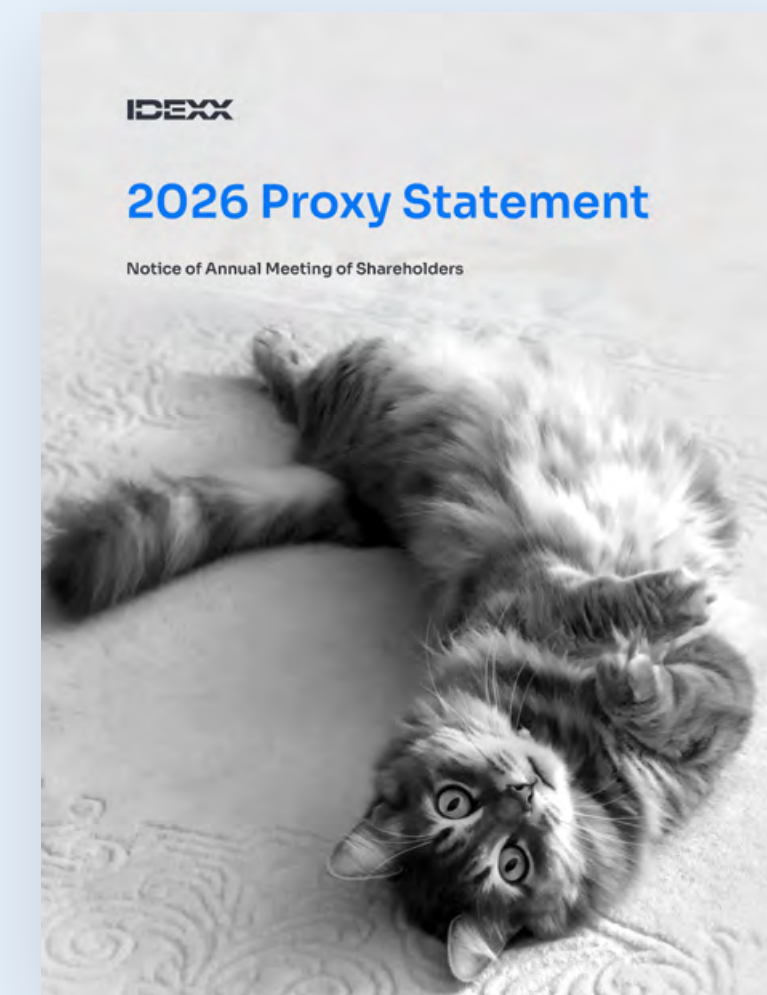
Capri Holdings



Visteon



Mercado Libre



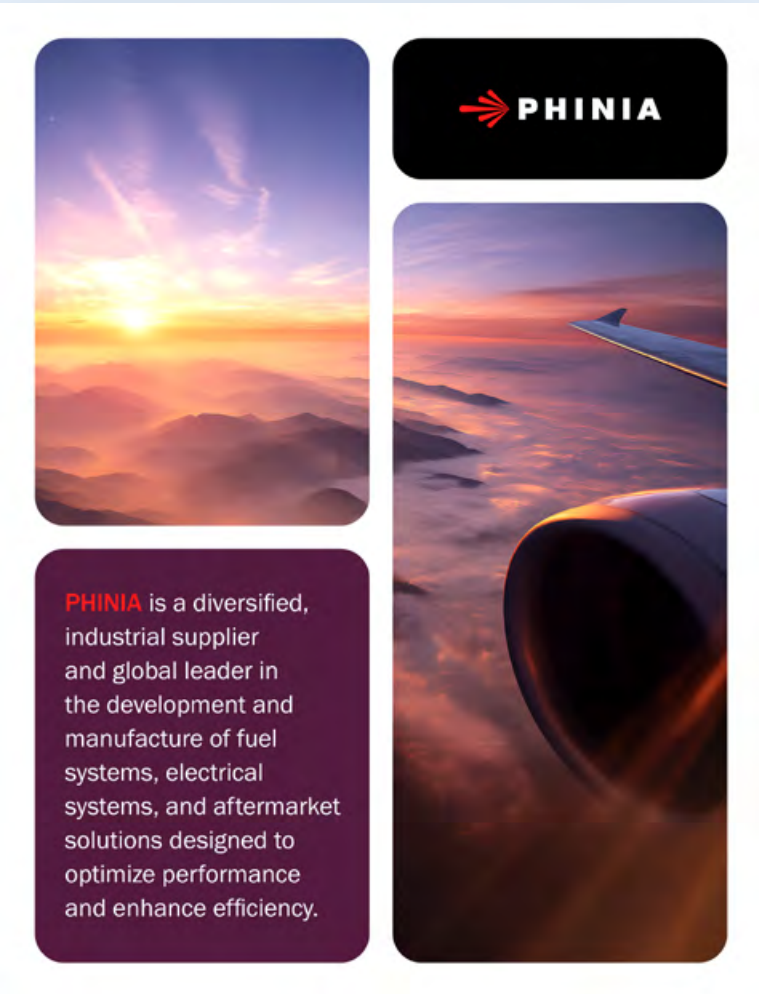
IDEXX



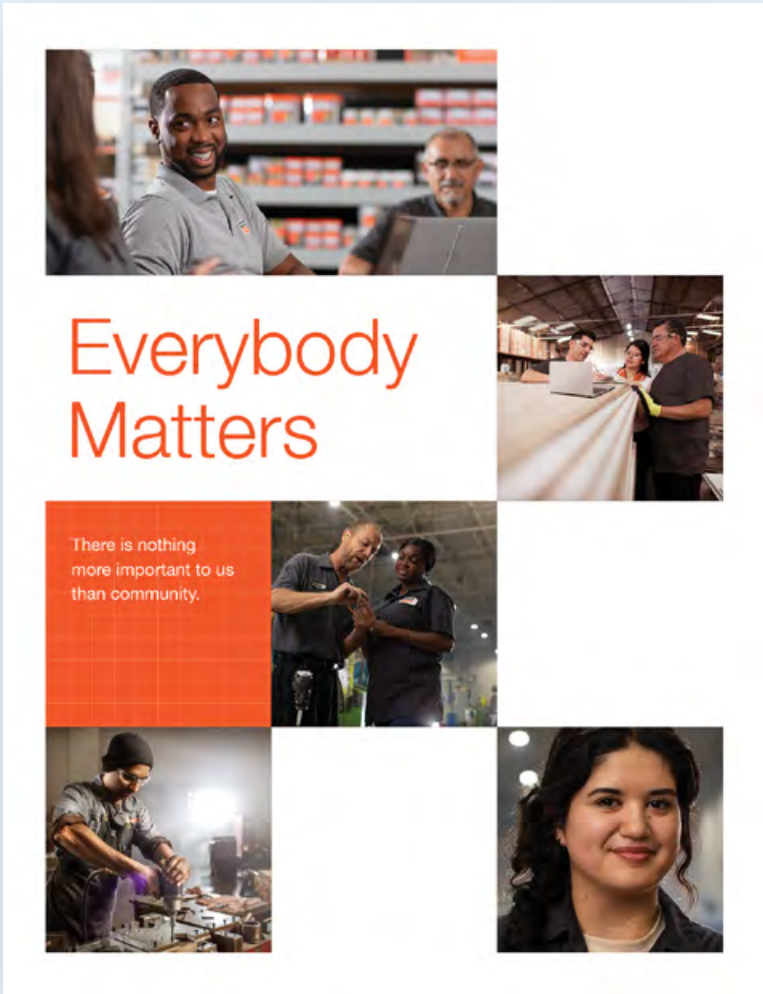
Northern Oil and Gas

Brand and Divider Pages

Reinforce company culture with a branded inside front cover. Divider pages make important sections easy to find and provide another opportunity to show off your brand.



Phinia



Simpson Manufacturing



Cigna



Regions Financial



JetBlue



Perrigo



Maximus



Coeur Mining

Letter from Chairman/CEO

71%
included a letter to
shareholders, which
is steadily becoming
standard.

Jamie Welch, Chief Executive Officer and President

Garrett
ADVANCING MOTION

X in f | garrettmotion www.garrettmotion.com

Notice of Annual Meeting of Shareholders

Provides a positive first impression, establishes clarity, and the tone for the rest of the document.



Notice of 2026 Annual Meeting of Stockholders

To be held Thursday, May 28, 2026

Meeting details



Date
Thursday, May 28, 2026



Time
11:30 a.m. Pacific Time



Location
This year's meeting is a virtual stockholder meeting conducted exclusively via a live audio webcast at www.virtualshareholdermeeting.com/CRM2026.

To the stockholders of Salesforce, Inc.:

NOTICE IS HEREBY GIVEN that the 2026 Annual Meeting of Stockholders (the "Annual Meeting") of Salesforce, Inc., a Delaware corporation ("Salesforce"), will be held on Thursday, May 28, 2026 at 11:30 a.m. Pacific Time. This year's meeting is a virtual stockholder meeting conducted exclusively via a live audio webcast at www.virtualshareholdermeeting.com/CRM2026.

The items of business are:

1 To elect Marc Benioff, Laura Alber, Amy Chang, Craig Conway, Arnold Donald, Parker Harris, David B. Kirk, Neelke Kroeze, Sacree Metria, Mason Morris, Oscar Munoz, John V. Ross, and Robin Washington to serve as directors.

2 To amend and restate our 2013 Equity Incentive Plan to increase the number of shares reserved for issuance by 34 million shares and extend the plan term.

3 To amend and restate our 2004 Employee Stock Purchase Plan to increase the number of shares reserved for employee purchase by 20 million shares.

4 To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2027.

5 To approve, on an advisory basis, the fiscal 2026 compensation of our named executive officers.

6 To consider and act upon one stockholder proposal described in the Proxy Statement, if properly presented at the meeting.

Salesforce, Inc.

V

2026 Proxy Statement

Salesforce



833 Folsom Street, Suite 100
San Francisco, CA 94107

Date
Monday, June 8, 2026

Time
2:00 P.M. Pacific Time

Place
www.virtualshareholdermeeting.com/ASAN2026

Notice of Annual Meeting of Stockholders

Dear Stockholders of Asana, Inc.:

We cordially invite you to attend the 2026 annual meeting of stockholders, or the Annual Meeting, of Asana, Inc., a Delaware corporation, which will be held as a virtual meeting on Monday, June 8, 2026 at 2:00 p.m. Pacific Time. The Annual Meeting will be held through a live audio-only webcast at www.virtualshareholdermeeting.com/ASAN2026, where you will also be able to submit questions and vote online.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1 To elect the three nominees for Class II directors to serve on Asana's Board of Directors until the 2029 annual meeting of stockholders and until their successors are duly elected and qualified.

2 To ratify the selection of PricewaterhouseCoopers LLP by the Audit Committee of Asana's Board of Directors as Asana's independent registered public accounting firm for its fiscal year ending January 31, 2027.

3 To solicit a non-binding advisory vote to approve the compensation of Asana's named executive officers; and

4 To transact such other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our Board of Directors has fixed the close of business on April 13, 2026 as the record date for the Annual Meeting, or the Record Date. Only stockholders of record on April 13, 2026 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

On or about April 20, 2026, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials, or the Notice, containing instructions on how to access our proxy statement and annual report. The Notice provides instructions on how to vote via the Internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail.

Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone, or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone, or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting virtually and to vote your shares at the Annual Meeting.

We appreciate your continued support of Asana.

By Order of the Board of Directors,

Katie Colendich
Katie Colendich
General Counsel & Corporate Secretary

San Francisco, California
April 20, 2026

2026 Proxy Statement

Asana



Northern Oil and Gas, Inc.
4350 Baker Road, Suite 400
Minnetonka, Minnesota 55343

Notice of 2026 Annual Meeting of Stockholders to be held May 21, 2026

To the Stockholders of Northern Oil and Gas, Inc.:

Notice is hereby given that the 2026 Annual Meeting of Stockholders of Northern Oil and Gas, Inc., a Delaware corporation (the "company," "we," "our" or "us"), will be conducted online at www.virtualshareholdermeeting.com/NOG2026 on Thursday, May 21, 2026, at 100 p.m. Central Time (the "Annual Meeting"). For purposes of attendance at the Annual Meeting, all references in this notice and the accompanying proxy statement to "attend," "present in person" or "in person" shall mean virtually present at the Annual Meeting. The Annual Meeting is being held for the following purposes:

1 To elect seven directors to serve until the Annual Meeting of Stockholders in 2027.

2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026.

3 To approve, on an advisory basis, the compensation paid to our named executive officers.

Date
Thursday, May 21, 2026

Time
100 p.m. Central Time

Location
www.virtualshareholdermeeting.com/NOG2026

Only stockholders of record at the close of business on March 26, 2026 are entitled to notice of, and to vote at, the Annual Meeting, or any adjournment(s) or postponement(s) thereof.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting. The following proxy materials and information are available for you to review online at www.noginc.com/investor-relations/financials/annual-reports: (i) our notice of annual meeting and proxy statement (which includes instructions on how to attend and vote your shares electronically during the Annual Meeting); (ii) our Annual Report on Form 10-K for the year ended December 31, 2025; and (iii) our form of proxy card.

Northern Oil and Gas



Notice of Annual Meeting

Only shareholders of record as of the close of business on March 13, 2026 are entitled to receive notice of, to attend, and to vote at, the Annual Meeting. Whether or not you plan to attend, we urge you to review these materials carefully and to vote online or by telephone, or, if you have received a paper copy of the proxy card, you may instead choose to vote by mailing your proxy card.

Proposal	Board Vote Recommendation	Page Reference
1. Election of Directors	FOR each nominee	5
2. Advisory Vote on Compensation of our Named Executive Officers (Say On Pay)	FOR	20
3. Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	21

Shareholders will be able to attend, vote and submit questions both before, and for a portion of, the meeting from any location via the Internet. To participate in the Annual Meeting (e.g., submit questions and/or vote), you will need the control number provided on your proxy card, voting instruction card or Notice of Internet Availability of Proxy Materials. If you are not a shareholder or do not have a control number, you may still access the Annual Meeting as a guest, but you will not be able to participate.

Shareholders will be able to attend, vote and submit questions both before, and for a portion of, the meeting from any location via the Internet. To participate in the Annual Meeting (e.g., submit questions and/or vote), you will need the control number provided on your proxy card, voting instruction card or Notice of Internet Availability of Proxy Materials. If you are not a shareholder or do not have a control number, you may still access the Annual Meeting as a guest, but you will not be able to participate.

How to Vote



Online

Vote online at www.proxyvote.com.



By Phone

Vote by phone by calling the number located on your proxy card.



By Mail

If you received a printed version of these proxy materials, you may vote by mail.

Meeting Information

Date & Time
Friday, May 8, 2026, at 9:00 a.m., Central Daylight Time

Access*
The Annual Meeting can be accessed virtually at www.virtualshareholdermeeting.com/VMC2026.

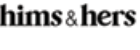
Record Date
March 13, 2026

* We have determined that the Annual Meeting will be held in a virtual meeting format only, via the Internet, with no physical in-person meeting.

Vulcan

2026 Proxy Statement

Vulcan Materials



Notice of 2026 Annual Meeting of Stockholders

Date
Thursday, June 11, 2026

Time
11:00 a.m. Pacific Time

Place
Virtually by visiting www.virtualshareholdermeeting.com/hhs2026

Record Date
Stockholders of record as of the close of business on April 15, 2026 are entitled to vote.

Items of Business

1 To elect the nine director nominees to serve until the 2027 annual meeting of stockholders;

2 To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026;

3 To approve, on an advisory basis, the compensation of our named executive officers; and

4 To transact such other business as may properly come before the Annual Meeting or any continuation or adjournment thereof.

Adjournments and Postponements

Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Voting

Your vote is important. We hope you plan to virtually attend the Annual Meeting, but whether or not you attend, we hope you will vote as soon as possible. To ensure that your vote will be received and counted, please vote online, by telephone or by mailing your proxy card, in each case by following the instructions included with the proxy card. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting and to submit your voting instructions using one of these voting options.

If you have any questions regarding this information or the proxy materials, please visit the investor relations section of our website at https://investors.himsandhers.com or contact our investor relations department at investor@himsandhers.com.

By Order of the Board of Directors



Scott Baughman
Chief Legal Officer and Corporate Secretary

San Francisco, California
April 28, 2026

2026 Proxy Statement

Hims and Hers



Notice of 2026 Annual General Meeting

Thursday, April 30, 2026 8:30 a.m. (Irish Time)

The 2026 Annual General Meeting ("AGM") of Shareholders of Perrigo Company plc ("Company" or "Perrigo") will be held on Thursday, April 30, 2026, at 8:30 a.m. (Irish Time) at 25 North Wall Quay, Dublin 1, D01 H104, Ireland.

Meeting Agenda

1 To elect, by separate resolutions, nine director nominees to serve until the 2027 Annual General Meeting of Shareholders;

2 To ratify, in a non-binding advisory vote, the appointment of Ernst & Young LLP as the Company's independent auditor, and authorize, in a binding vote, the Board of Directors, acting through the Audit Committee, to fix the remuneration of the auditor;

3 To provide advisory approval of the Company's executive compensation;

4 To approve the Company's 2026 Long-Term Incentive Plan;

5 To renew the Board's authority to issue shares under Irish law;

6 To renew the Board's authority to opt-out of statutory pre-emption rights under Irish law; and

7 To transact any other business that may properly come before the meeting.

Proposals 1 – 5 are ordinary resolutions requiring the approval of a simple majority of the votes cast at the meeting. Proposal 6 is a special resolution requiring the approval of not less than 75% of the votes cast. All proposals are more fully described in this Proxy Statement.

In addition to the above proposals, the business of the AGM shall include the consideration of the Company's Irish Statutory Financial Statements for the fiscal year ended December 31, 2025, along with the related directors' and auditor's reports and a review of the Company's affairs.

2026 Proxy Statement

Meeting Date
Thursday, April 30th, 2026

Meeting Time
8:30 a.m. (Irish Time)

Meeting Location
25 North Wall Quay, Dublin 1, D01 H104, Ireland

Perrigo



6101 Bollinger Canyon Road, Suite 500
San Ramon, CA 94583

2026 Annual Meeting of Stockholders

Notice of Annual Meeting of Stockholders

Meeting Details

Date and Time
Tuesday, April 7, 2026
8:00 a.m. (Pacific Time)

Location
The Cooper Companies, Inc.
6101 Bollinger Canyon Road, Suite 500
San Ramon, California 94583

Record Date
February 6, 2026

Meeting Agenda

1 Elect nine directors to our Board to serve for one-year terms expiring at the 2027 annual meeting of stockholders **FOR** each Director

2 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for the fiscal year ending October 31, 2026 **FOR**

3 Approve, on a non-binding, advisory basis, the compensation of our Named Executive Officers **FOR**

These items of business for the 2026 annual meeting of stockholders (the "Annual Meeting") of The Cooper Companies, Inc. ("Cooper", "Cooper Companies", "we" or the "Company") are more fully described in the proxy materials accompanying this notice. In addition, stockholders may be asked to consider and vote upon such other business as may properly come before the meeting. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended October 31, 2025 ("2025 Annual Report") or the Notice of Internet Availability of Proxy Materials are first being mailed or made available to all stockholders of record on or about February 24, 2026.

YOUR VOTE IS IMPORTANT TO US. Regardless of whether you plan to attend the Annual Meeting, we encourage you to vote your shares as soon as possible to ensure that your vote is recorded. We look forward to your participation.

By Order of the Board of Directors



Daniel G. McBride
Executive Vice President, Chief Operating Officer, General Counsel and Secretary

Dated: February 24, 2026

Cooper Companies



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

DATE
Thursday, May 7, 2026

TIME
8:00 a.m. CDT

LOCATION
www.virtualshareholdermeeting.com/YETI2026

YETI 2026 Annual Meeting of Stockholders (the "Annual Meeting") will be held virtually. There will not be a physical location for the Annual Meeting, and you will not be able to attend the Annual Meeting in person. To participate in the Annual Meeting, you will need to enter the control number and follow the instructions on your proxy card, voting instruction form, or Notice of Internet Availability. See "Questions and Answers about the Annual Meeting" beginning on page 59 of the accompanying proxy statement for more information, including how to vote.

ITEMS OF BUSINESS

At the Annual Meeting, stockholders will be asked to consider and vote on the following proposals:

1 Election of the four Class II director nominees named in the accompanying proxy statement to serve until YETI's 2029 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified;

2 Approval, by a non-binding advisory vote, of the compensation paid to YETI's named executive officers (a "say-on-pay" vote);

3 Approval, by a non-binding advisory vote, of the frequency of future say-on-pay votes (a "say-on-frequency" vote); and

4 Ratification of the appointment of PricewaterhouseCoopers LLP as YETI's independent registered public accounting firm for the fiscal year ending January 2, 2027.

The stockholders will also transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

STOCKHOLDERS ENTITLED TO VOTE

The Board of Directors has set the close of business on March 10, 2026 as the record date for determining those stockholders who are entitled to receive notice of, attend, and vote at the Annual Meeting or any adjournment(s) or postponement(s) thereof. Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, attend, and vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for examination at YETI's offices for ten days prior to the Annual Meeting.

This Notice of Annual Meeting of Stockholders, the accompanying proxy statement and YETI's 2025 Annual Report to Stockholders are available at www.proxyvote.com.

YETI 2026 Proxy Statement

YETI

2027 Proxy Guide

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More than a navigation tool, it reinforces your brand through use of photography, color, and graphic elements.

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JetBlue

Proxy Statement Summary

74% included a proxy summary with rapid adoption rates across the markets.

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Arcosa, Inc.

Proxy Statement Summary

MEETING DATE

Wednesday, May 13, 2026

MEETING TIME

8:30 a.m., CDT

MEETING PLACE

Live webcast at www.virtualshareholdermeeting.com/ACA2026

RECORD DATE

March 23, 2026

VOTING

Shareholders as of the record date are entitled to vote.

Agenda and Voting Recommendations

This Proxy Statement is being provided to the shareholders of Arcosa in connection with the solicitation of proxies by the Board of Directors of Arcosa (the "Board") to be voted at the 2026 Annual Meeting of Shareholders (the "Annual Meeting") to be held virtually at www.virtualshareholdermeeting.com/ACA2026 on Wednesday, May 13, 2026, at 8:30 a.m., CDT, or at any postponement or adjournment thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. Arcosa's mailing address is 500 N. Akard St., Suite 400, Dallas, Texas 75201.

Proposal	Description	Board Recommendation	Page
1	Election of nine (9) Directors to serve on the Board	FOR	8
2	Advisory vote to approve named executive officer compensation	FOR	31
3	Ratification of Ernst & Young as Arcosa's independent registered public accounting firm for the year ending December 31, 2026	FOR	65

How to Vote

ONLINE

Go to www.proxyvote.com

You will need the 16-digit control number provided in your proxy materials.

TOLL-FREE NUMBER

Use the toll-free number on the Notice or Proxy Card.

MAIL

Mark, sign, date, and promptly mail the enclosed Proxy Card in the postage-paid envelope.

SMART PHONE

Scan the QR code on your Notice or Proxy Card to vote.

Arcosa

Proxy Summary

This summary highlights certain information in this proxy statement. As it is only a summary, please review the complete proxy statement and 2025 annual report before you vote.

Proxy Voting Roadmap

Meeting Information:

Date

May 21, 2026

Time

7:30 a.m. Central Time

Virtual Location

www.virtualshareholdermeeting.com/TASK2026

Ways to Vote:

Vote By Internet

www.proxyvote.com

Vote By Phone

1-800-690-6903
Follow instructions shown on proxy card

Vote By Mail

If you received paper materials, mail to:
Vote Processing,
c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11777

Voting Recommendations:

Proposal	Board Recommendation	Page
01 To elect the three director nominees named in the proxy statement as Class II directors of the Company, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification (Proposal 1); and	FOR all nominees	30
02 To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 (Proposal 2).	FOR	49

TaskUs

Proxy Summary

Meeting Details

Date

June 1, 2026

Time

9:00 a.m. Pacific Time

Location

www.virtualshareholdermeeting.com/DOCU2026

Record Date

The record date for the Annual Meeting is April 7, 2026.

Ways to Vote

In Person

To vote online during the virtual Annual Meeting visit www.virtualshareholdermeeting.com/DOCU2026

Mail

To vote using the proxy card, simply complete, sign and date the proxy card and return it promptly in the envelope provided (if you elected to receive printed materials).

Phone

To vote over the telephone, dial 1-800-690-6903 (toll-free within the United States) using a touch-tone phone and follow the recorded instructions.

Internet

To vote through the Internet, go to www.proxyvote.com to complete an electronic proxy card.

Voting Recommendations

What are my voting choices on each matter? What are the Board of Director's (the "Board") recommendations?

Proposal	Voting Choices	Board Recommendation	Page
01 Election of Directors ⁽¹⁾	For Against Abstain	FOR	75
02 Ratification of the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year ending January 31, 2027	For Against Abstain	FOR	76
03 Approval, on an advisory basis, of our named executive officers' compensation	For Against Abstain	FOR	78
04 Approval, on an advisory basis, on frequency of future non-binding votes on our named executive officers' compensation	1 year 2 years 3 years Abstain	1 YEAR (annual "Say on Pay" votes)	79
05 Stockholder proposal to report on the risks of non-fiduciary executive compensation metrics	For Against Abstain	AGAINST	80

1. The voting choices and Board recommendation are with respect to each director nominee.

Docusign

Proxy Voting Summary

1 Proposal 1 ELECTION OF DIRECTORS (PAGE 9)

BOARD EXPERIENCE AND COMPOSITION

Director Nominees

Median Age

58 years

Median Tenure

9 years

Independence

3 of 3 nominees are independent

Full Board

Highly Engaged Board

- Actively involved in MercadoLibre's strategy
- 85% and 97% overall attendance rate at board and board committee meetings, respectively, during fiscal year 2025
- 7 Board and 11 Board committee meetings during fiscal year 2025

Independence

- All members of the Audit Committee, Compensation Committee, and Nominating and Governance Committee are independent
- Robust Lead Independent Director role

RELEVANT SKILLS AND EXPERIENCE

The director nominees bring a complementary mix of leadership experience, global perspective, and functional expertise aligned with MercadoLibre's integrated commerce, fintech, logistics, and technology ecosystem. Together, the board's overall composition supports effective oversight of strategy, capital allocation, innovation, and risk in complex, fast growing markets.

ENTREPRENEURSHIP

81%

PRIVATE EQUITY

5/9

FINANCE

5/9

RISK OVERSIGHT

4/9

LATAM MARKETS

81%

INNOVATION & TECHNOLOGY

6/9

CORPORATE GOVERNANCE

5/9

BANKING

4/9

INDUSTRY EXP. (COMMERCE)

7/9

INDUSTRY EXP. (FINTECH)

4/9

MEDIA & ENTERTAINMENT

3/9

MARKETING

4/9

OVERSIGHT

7/9

SECURITY

1/9

THE BOARD RECOMMENDS A VOTE **FOR** EACH DIRECTOR NOMINEE.

Mercado Libre

Proxy Statement Summary

DATE

Thursday, April 30, 2026

TIME

11:00 a.m. Eastern Time

LOCATION

Virtual Meeting Site: www.virtualshareholdermeeting.com/PZZA2026

RECORD DATE

March 9, 2026

The Board of Directors (the "Board") of Papa John's International, Inc. (the "Company" or "Papa John's") is soliciting proxies for use at the Annual Meeting of Stockholders (the "Annual Meeting") to be held virtually at 11:00 a.m. Eastern Time on April 30, 2026, and at any adjournment or postponement of the meeting. We have adopted a virtual format for our Annual Meeting again this year. We will provide a live webcast of the Annual Meeting at www.virtualshareholdermeeting.com/PZZA2026. An audio recording of the entire Annual Meeting will be available on the Papa John's Investor Relations website after the meeting. This Proxy Statement and the enclosed proxy card are first being mailed or given to stockholders on or about March 26, 2026.

At the Annual Meeting, stockholders will be asked to vote on the matters outlined in the Notice of Annual Meeting of Stockholders. These include the election of eight directors to the Board; the ratification of the selection of Ernst & Young LLP ("EY") as the Company's independent auditors for 2026; advisory approval of the compensation paid to the Company's named executive officers; an amendment to the Company's Certificate of Incorporation to remove supermajority voting provisions; an amendment to the Company's Certificate of Incorporation to lower the special meeting ownership threshold to 25%; and a stockholder proposal. If properly presented at the Annual Meeting.

Items	Board Recommendation	Page
01 Election of the eight directors nominated by the Board of Directors named in the attached Proxy Statement	FOR Each Nominee	5
02 Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for 2026	FOR	60
03 Advisory approval of the Company's executive compensation	FOR	61
04 Amendment of the Company's Certificate of Incorporation to remove supermajority voting provisions	FOR	62
05 Amendment of the Company's Certificate of Incorporation to lower the special meeting ownership threshold to 25%	FOR	64
06 A stockholder proposal contained in this Proxy Statement, if properly presented at the Annual Meeting	AGAINST	66

Papa Johns

Proxy Summary

Meeting Information

Date and Time

June 11, 2025
at 9:00 a.m. Eastern Time

Location

The Annual Meeting will be held virtually at www.virtualshareholdermeeting.com/ASIS2025

Record Date

April 15, 2025

Admission

You will be able to attend the Annual Meeting as well as vote and submit your questions during the live webcast of the meeting by visiting www.virtualshareholdermeeting.com/ASIS2025 and entering the 16-digit control number included in the Notice of Internet Availability of Proxy Materials, on your proxy card or in the instructions that accompanied your proxy materials.

Ways to Vote

By Internet

You may vote at www.proxyvote.com up until 11:59 p.m. Eastern Time on June 10, 2025.

During the Annual Meeting

You may vote during the Annual Meeting by visiting www.virtualshareholdermeeting.com/ASIS2025. You will need the control number included on your proxy card.

By Telephone

You may vote by calling 1-800-690-6903 up until 11:59 p.m. Eastern Time on June 10, 2025.

By Mail

You may vote by completing and mailing your proxy in the postage-paid envelope provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11777. Votes submitted through the mail must be received before the start of the Annual Meeting.

Voting Information

Name	Board Recommendation	Page
1 Election of Class I Directors	"FOR"	11
2 Ratification of the Appointment of Ernst & Young LLP as Absci Corporation's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2025	"FOR"	18

Absci

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

Annual Meeting of Stockholders

Date

Monday, June 8, 2026

Time

2:00 P.M. Pacific Time

Vote by Internet

at www.proxyvote.com. 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 7, 2026 (have your Notice or proxy card in hand when you visit the website).

Vote by Phone

by toll-free telephone until 11:59 p.m. Eastern Time on June 7, 2026 at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call).

Vote by Mail

by completing and mailing your proxy card so it is received prior to the Annual Meeting (if you received printed proxy materials).

Vote during the Annual Meeting

by attending and voting at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/ASANA2026, where stockholders may vote and submit questions (before and during the Annual Meeting (have your proxy card in hand when you visit the website)).

Voting Recommendations From Our Board of Directors:

Proposal	Recommendation
Proposal 1 The election of Krista Anderson-Coppelman, Sydney Carey, and Dan Rogers as Class III directors. Page 10	Nominees receiving the largest number of votes "FOR" such nominees are elected as directors. FOR
Proposal 2 The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2027. Page 31	Majority of votes present. FOR
Proposal 3 The approval, on an advisory basis, of the compensation of our named executive officers, or the Say-on-Pay vote. Page 34	Majority of votes present. FOR

Asana

Proxy Summary

This summary highlights information contained in this Proxy Statement. You should read the entire Proxy Statement before voting.

Meeting Details

Date & Time

June 4, 2026
10:00 AM Eastern Daylight Time

Location

4211 W. Boy Scout Blvd., Suite 800 Tampa, FL 33607

Record Date

April 6, 2026

How to Vote

Internet, telephone or mail proxy card

Voting Matters

Proposal	Board Recommendation
1 Election of four Class I Directors	FOR each nominee
2 Advisory vote on NEO compensation (say-on-pay)	FOR
3 Ratification of PricewaterhouseCoopers LLP as independent auditor	FOR

Class I Director Nominees up for Election at the 2026 Annual Meeting

Name	Age	Director Since	Independence	AC	CC	EC	NCGC	TCRC
Lovely Baldwin	67	September 2019	Non-Independent			•		
Sathish Muthukrishnan	52	June 2023	Independent					•
Sanita Parassaraman	53	January 2022	Independent	•				•
Ellyn Shoek	62	January 2022	Independent		•			•

• = Committee Chairperson • = Committee Member AC = Audit Committee CC = Compensation Committee EC = Executive Committee NCGC = Nominating & Corporate Governance Committee TCRC = Technology & Cyber Risk Committee

Board Composition

11 Total Directors

73% Independent Directors

27% Women on Board

62 Average Director Age

The Baldwin Group

2027 Proxy Guide

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Proposal 1: Election of Directors

Details and voting recommendations are combined into a concise, well-organized format.

Subsections

- Director Nominees Table
- Skills Matrix
- Director Biographies

Item 1 Election of the Board of Directors

2026 Director Nominees

The following biographies of our Director nominees reflect their Board Committee membership and Chair positions as of the date of this year's Annual Meeting. Each of our Board members has experience and skills in the enumerated categories included in our skills matrix chart above, however, we have designated in the biographies only the top three to five skills to indicate that a Director has particular strength in those areas.



Christopher S. Boerner, Ph.D.

Board Chair & Chief Executive Officer of the Company

Director Since: 2023

Age: 55

Board Committees

• None

Other Public Company Boards

• Colgate-Palmolive Company

Experience

- Bristol Myers Squibb, Chief Executive Officer (November 2023-present)
- Board Chair (April 2024-present); Board Member (2023-present)
- Executive Vice President, Chief Operating Officer (April 2023-October 2023)
- Executive Vice President, Chief Commercialization Officer (2018-2023)
- Head of International Markets (2017-2018); Head of U.S. Commercial Markets (2015-2017)
- Held leadership roles of increasing responsibility at Seattle Genetics, Inc. (2010-2015)
- Served in marketing leadership roles at Genentech (2002-2010)
- Worked at McKinsey & Company, earlier in his career, serving global pharmaceutical and biotechnology clients

Key Skills and Experience

- Executive Leadership
- Healthcare
- Sales & Marketing
- Financial
- Risk Management

Other

- Board of Directors of PhRMA (Pharmaceutical Research and Manufacturers of America)
- Board member, Chair of the Nominating and Corporate Governance Committee of Achaogen, Inc. (2014-2015)

Bristol Myers Squibb | 2024 Proxy Statement | 11

Proposal One Election of Directors

As recommended by the Nominating and Corporate Governance Committee, the Board's nominees for election to the Board by the stockholders are the following current members of the Board: Marc Benioff, Laura Alber, Amy Chang, Craig Conway, Arnold Donald, Parker Harris, David B. Kirk, Neelie Kroes, Sanjit Mahua, Mason Mont, Oscar Munoz, John V. Roos, and Robin Washington. Ms. Chang and Mr. Kirk were appointed by the Board effective July 9, 2025, and each of the other nominees was most recently elected by stockholders at the 2025 Annual Meeting of Stockholders.

It is intended that proxies will be voted, unless otherwise indicated, for the election of the nominees as directors to the Board to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified, subject to earlier resignation or removal. Although the Board has no reason to believe that any nominee will be unable or, for good cause, unwilling to serve as a director as of the Annual Meeting, if such an event should occur, the Board may designate a substitute nominee or reduce the size of the Board. If the Board designates a substitute nominee, the proxies will be voted for the election of such other person.

The Board, after taking into consideration the recommendation of the Nominating and Corporate Governance Committee, will determine whether or not to accept the pre-tendered resignation of any nominee for director, in an uncontested election, who receives a greater number of votes against his or her election than votes for such election.

Board of Directors' Recommendation

The Board of Directors recommends a vote **FOR** each of the nominees listed above.



Salesforce, Inc.

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Salesforce

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Proposal No. 1

Election of Directors

NOMINEES FOR ELECTION AS DIRECTORS

The Board, upon recommendation of the Governance and Sustainability Committee, has nominated the 11 people whose names are set forth below for election as directors, each nominated to serve for a one-year term until the 2027 Annual Meeting and until their successors are duly elected and qualified. Each director nominee is a current director.

The Board has no reason to believe that any of the nominees will be unable to serve. However, if any nominee is unable to serve or for good cause will not serve, the Board may reduce the size of our Board in accordance with our Bylaws, or the proxies may be voted for the election of such other person to the office of director as the Board may recommend in place of the nominee. Set forth below is certain information concerning the nominees, including age, experience, qualifications and principal occupation during at least the last five years, based on data furnished by each nominee.



The Board of Directors Recommends a Vote **"FOR"** each Director Nominee.



Brady Brewer
DIRECTOR

Age: 52

Director Since: 2025

Committees: Compensation and Management Development

Biography

Chief Executive Officer of Starbucks International at Starbucks Corporation since 2024. Executive Vice President, Global Chief Marketing Officer of Starbucks Corporation from 2020 to 2024. Senior Vice President, Digital Customer Experience at Starbucks Corporation from 2019 to 2020, and Chief Operating Officer, Starbucks Japan at Starbucks Corporation from 2016 to 2018. Mr. Brewer previously held various senior roles at Starbucks Corporation focused on marketing, brand, product, loyalty, store design, and digital.

Experience

With more than twenty years of global experience at Starbucks across marketing, digital customer experience innovation, food and beverage, research, development and engineering, creative and brand management, consumer insights, data analytics, and sustainability, Mr. Brewer has expertise leading initiatives that enhance the retail customer experience and brand loyalty, while achieving operational efficiencies. Mr. Brewer also has extensive international experience, including in his current role as Chief Executive Officer, International at Starbucks, where he is responsible for teams across Asia Pacific, Europe, the Middle East, Africa, Japan, Latin America and the Caribbean, as well as Starbucks' international licensing partners.

STARBUCKS

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Gap

Proposal 1 Election of Directors

The Board, upon the recommendation of the Corporate Governance Committee, has nominated eight individuals for election as directors at the Annual Meeting, to serve for a term of office expiring at the Company's 2027 annual meeting of shareholders and until his or her successor has been duly elected and qualified.

Each of the eight director nominees currently serves as a director on the Board. Each director nominee was chosen through a deliberate and thoughtful process over many months, based on extensive consideration of the current and anticipated needs of the Company. We expect that each director nominee will be able to serve, if elected. If any director nominee is not able to serve, proxies may be voted for substitute nominees, unless the Board chooses to reduce the number of directors serving on the Board.



Samuel R. Chapin

Independent

Senior Advisor, Rockefeller Capital Management; Retired, Former Executive Vice Chairman, Global Corporate and Investment Banking, Bank of America Merrill Lynch

Age: 68

Committees: CC, CGC



Brady D. Erickson

President and Chief Executive Officer, PHNIA Inc.

Age: 54

Committees: None



Robin Kendrick

Independent

Retired, Former President and Chief Executive Officer, Accuride Corporation

Age: 63

Committees: AC, CGC



Latonda Newton

Independent

Former Senior Vice President and Chief Diversity Officer, The Walt Disney Company

Age: 57

Committees: CC



D'ann Norman

Independent

Retired, Former Audit Partner, Ernst & Young LLP

Age: 59

Committees: AC*



Meghan M. Walsh

Independent

Retired, Former Senior Portfolio Manager and Head, Dividend Value, Invesco Ltd.

Age: 62

Committees: CGC



Rohan S. Weerasinghe

Independent

Non-Executive Chair, PHNIA Inc.; Retired, Former General Counsel, Citigroup, Inc.

Age: 75

Committees: CGC*



Roger J. Wood

Independent

Retired, Former Co-Chief Executive Officer, Tennessee Inc.

Age: 63

Committees: AC, CC*

COMMITTEE KEY: AC – Audit Committee | CC – Compensation Committee | CGC – Corporate Governance Committee | * Committee Chair

Our Board recommends that you vote **"FOR"** the election of each of the eight nominees.



PHNIA

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Phinia

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Proposal No. 1

Election of Class III Directors

3 board classes

1 class elected each year

Our Board is divided into three (3) classes with only one class of directors being elected in each year and each class serving a three (3) year term. The directors hold their office for a term of three (3) years or until their respective successors are elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Class I directors are Marian "Mimi" Walters and Jeffrey McNeil; Class II directors are Joe Mastrangelo, our CEO, Alex Dimirief, and Joseph Nigro, the Chair of our Board, and Class III directors are Jeff Bornstein, Claude Demby, and Nathaniel Fick.

As further described below, the holders of the Series B-1 Convertible Preferred Stock, per value \$0.0001 per share (the "Series B-1 Preferred Stock"); Series B-2 Convertible Preferred Stock, per value \$0.0001 per share (the "Series B-2 Preferred Stock"); Series B-3 Convertible Preferred Stock, per value \$0.0001 per share (the "Series B-3 Preferred Stock"); and the Series B-4 Convertible Preferred Stock, per value \$0.0001 per share (the "Series B-4 Preferred Stock"; and, collectively with the Series B-1 Preferred Stock, the Series B-2 Preferred Stock and the Series B-3 Preferred Stock, the "Preferred Stock") have the right, exclusively and voting together as a separate class, to appoint up to three (3) persons to serve as directors on the Board (the "Preferred Directors"). The sole holder of the Preferred Stock has previously appointed Nick Robinson, Gregory Neira, and David Urban to serve as Preferred Directors on the Board. The sole holder of the Preferred Stock has appointed Messrs. Robinson, Neira and Urban as Preferred Directors, each to serve a term of one (1) year or until their respective successors are elected and qualified. Because the holders of the Preferred Stock have the exclusive right to appoint the Preferred Directors, the holders of our common stock are not entitled to vote to elect such persons. For additional information concerning Preferred Stock director election and nomination rights, see "Corporate Governance – Board Composition."



EOS Energy

Proposal 1 / Election of Directors

BXP is currently governed by an eleven-member Board of Directors. At the 2026 annual meeting of stockholders, directors will be elected to hold office for a one-year term expiring at the 2027 annual meeting of stockholders. Directors hold office until their successors are duly elected and qualified, or until their earlier resignation or removal. Any director appointed to fill a vacancy on our Board of Directors will hold office for a term expiring at the next annual meeting of stockholders following such appointment.

Following the recommendation of the NCG Committee, our Board of Directors nominated the following directors for election at the 2026 annual meeting of stockholders:

Board of Directors Nominees

Bruce W. Duncan	Diane J. Hoskins
Mary E. Kipp	Joel I. Klein
Douglas T. Linde	Matthew J. Lustig
Timothy J. Naughton	Julie G. Richardson
Owen D. Thomas	William H. Walton, III
Derek Anthony (Tony) West	

Each nominee currently serves as a director of BXP. In making its recommendations, the NCG Committee considered a number of factors, including its criteria for Board membership, which include the minimum qualifications that must be possessed by a director candidate in order to be nominated for a position on our Board. Our Board of Directors anticipates that, if elected, the nominees will serve as directors. However, if any person nominated by our Board of Directors is unable to serve or for good cause will not serve, the proxies will be voted for the election of such other person as the Board may recommend.

Vote Required and Majority Voting Standard

Our By-laws provide for a majority voting standard. This means that, in an uncontested election, nominees for director are elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election. The majority voting standard would not apply in contested elections, which, generally, will include any situation in which BXP receives a notice that a stockholder has nominated a person for election to our Board of Directors at a meeting of stockholders that is not withdrawn on or before the tenth day before we first mail the notice for such meeting to the stockholders.

The majority voting standard will apply to the election of directors at the 2026 annual meeting of stockholders. Accordingly, nominees for director will be elected if the votes cast for such nominee's election exceed the votes cast against such nominee's election. Broker non-votes, if any, and abstentions will not be treated as votes cast.

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BXP

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EXECUTIVE COMPENSATION

PROPOSAL THREE

Proposal One Election of Directors

COMPOSITION OF OUR BOARD OF DIRECTORS

Our Board of Directors currently consists of eight members. In accordance with our Amended and Restated Certificate of Incorporation, each elected director shall hold office for a term expiring at the Company's next annual meeting of stockholders and until a successor has been duly elected and qualified, or until his or her earlier death, resignation, retirement, disqualification or removal from office.

The authorized number of directors may be changed only by the Board. Vacancies on the Board may be filled only by persons elected by a majority of the directors then in office. A director elected by the Board to fill a vacancy, including vacancies created by an increase in the number of directors, shall serve until the Company's next annual meeting of stockholders and until a successor has been duly elected and qualified, or until his or her earlier death, resignation, retirement, disqualification or removal from office.

The following table sets forth the names, ages and Board tenures of our directors as of the date of this proxy statement.

Name	Age	Position	Director Since
David Maher	58	President, Chief Executive Officer, Director	2018
Yoon Soo (Oene) Yoon	80	Chairman	2011
Leanne Cunningham ⁽¹⁾	56	Director	2023
Gregory Hewett ⁽¹⁾⁽²⁾	57	Director	2016
Ho Yoon (Aaron) Lee ⁽³⁾	43	Director	2022
Jan Singer ⁽¹⁾⁽³⁾	62	Director	2021
Steven Tishman ⁽¹⁾⁽³⁾	69	Director	2016
Kuan Chang (Kevin) Yoon ⁽³⁾	50	Director	2019

(1) Member of our Audit Committee.

(2) Member of our Nominating and Corporate Governance Committee.

(3) Member of our Compensation Committee.



Board Recommendation

Our Board of Directors recommends that you vote **"FOR"** the election of the listed nominees.

2026 Proxy Statement

Acushnet Holdings Corp. | 9

Acushnet Holdings

Proposal 1

Director Nominees Table

This table can be found in the proxy summary or at beginning of Proposal One. It is a very helpful resource that provides information about the Board at a glance.

PROXIMAL ONE – ELECTION OF DIRECTORS

Board Overview

Our Board is committed to driving effectiveness through an intentional, forward-looking approach to Board composition. The Board and its Nominating and Corporate Governance ("NCG") Committee regularly assess Board composition and performance to ensure that the appropriate skills and expertise are represented around the table. These efforts support a Board that is engaged, appropriately refreshed, and well positioned to provide balanced oversight across Regions' most critical strategic and risk areas.

DIRECTOR NOMINEES

Nominee	Age	Indep.	Director Since	Industry Representation	Committee Membership	Other Public Company Boards
 Mark A. Crosswhite Former Chairman, President and CEO, Alabama Power Company	63	✓ ^a	2002	Energy	Audit NCC	
 Noguer Davis Chief of Information Security Officer and Chief Product Privacy Officer, Comcast	64	✓ ^a	2002	Technology	Risk Technology	
 Thomas Golobay Chief, Emerging Energy and Sustainability, Phillips 66	70	✓ ^a	2019	Energy	Risk Technology	AGCO Corporation
 J. Thomas Hill Executive Chairman, Vulcan Materials Company	67	✓ ^a	2002	Manufacturing	CHR NCC	Vulcan Materials Company
 Roger W. Jenkins Former President and CEO, Murphy Oil Corporation	64	✓ ^a	2020	Oil and Gas	Risk Technology	Oceaneering International, Inc.
 John M. Johnson Former S&P, General Counsel and Corporate Secretary, Home Depot, Inc.	66	✓ ^a	2021	Consumer Products, Manufacturing, and Retail	CHB ^b NCC	Bancorp & Bancor, Global Payments Inc., Sysmex Corporation
 Ruth Ann Marshall Former President, The Americas, Mastercard International, Inc.	71	✓ ^a	2011	Financial Services	CHR NCC	Conagra Brands, Inc.
 Alan S. Rand Former EVP and Chief Financial Officer, Premier	58	✓ ^a	2023	Financial Services	Audit Technology	Reinsurance Group of America
 William C. Rhodes, III Chairman, AutoZone Inc.	60	✓ ^a	2024	Retail	Audit CHR	AutoZone, Inc.
 Lee J. Szydlager, III Co-Owner, Altec Inc.	65	✓ ^a	2003	Manufacturing and Transportation	Risk Technology	Vulcan Materials Company
 Joel S. Sequet Chairman and CEO, Pan American Life Insurance Group	69	✓ ^a	2017	Insurance	Audit ^b Risk	
 John M. Turner, Jr. Chairman, President and CEO, Regions Financial Corporation	64	CEO	2018	Financial Services		Southern Company
 Timothy Vinces President and CEO, Blue Cross and Blue Shield of Alabama	60	✓ ^a	2018	Healthcare and Insurance	Audit CHR	

^a Nominating Chair

Regions Financial Corporation | 2023 Proxy Statement

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Regions Financial

Proxy Summary

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Our Director Nominees

Our Governance and Nominations Committee and our Board have determined that the director nominees possess a broad range of abilities, viewpoints and experiences to effectively oversee JetBlue's long-term business strategy. The following table provides summary information about each director nominee. Detailed information about each director nominee's qualifications, experience and expertise can be found in their biographies starting on page 28.

Name	Age	Director since	Independent	Other Public Bodies	Committee Memberships as of 2024 Annual Meeting				
					Audit	Comp.	Active Safety	G&N	Finance
Peter Boneparth Independent Board Chair	66	2008	✓	—	✗	✗	✗	✗	✗
Monte Ford	66	2021	✓	1	✗	✗	✗	✗	✗
Josanna L. Geraghty	53	2024	✓	3	✗	✗	✗	✗	✗
Ellen Jewett	67	2011	✓	1	✗	✗	✗	✗	✗
Robert Leduc	70	2020	✓	2	✗	✗	✗	✗	✗
Jesse Lynn	55	2024	✓	1	✗	✗	✗	✗	✗
Teri P. McClure	62	2019	✓	2	✗	✗	✗	✗	✗
Sara Muller	57	2024	✓	1	✗	✗	✗	✗	✗
Steven D. Miller	37	2024	✓	—	✗	✗	✗	✗	✗
Nik Mittal	54	2022	✓	—	✗	✗	✗	✗	✗
Sarah Robb O'Hagan	53	2018	✓	—	✗	✗	✗	✗	✗
Vivak Sharma	51	2019	✓	—	✗	✗	✗	✗	✗
Thomas J. Winkelsmann	66	2013	✓	—	✗	✗	✗	✗	✗
Chair Member Financial Expert									

The nominees are comprised of nine men and four women, of whom eight identify as white, two as African American or Black, two as Asian and one prefers not to self-identify.

Well-Balanced Tenure

Our Board is committed to balancing tenure and refreshment to ensure an appropriate mix of skills, experiences, and perspectives across the Board and its Committees.

A bar chart titled "Well-Balanced Tenure" illustrating the distribution of board members based on how long they have served. The x-axis lists three categories of tenure: "0-4 years", "5-10 years", and ">10 years". The y-axis represents the number of directors, ranging from 0 to 5. The bars show that there are 5 directors with 0-4 years of tenure, 5 directors with 5-10 years of tenure, and 3 directors with more than 10 years of tenure.

Tenure Length	Number of Directors
0-4 years	5
5-10 years	5
>10 years	3

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jetblue

JetBlue

OUR BOARD OF DIRECTORS

PROPOSAL 1. ELECTION OF CLASS II DIRECTORS

The Board currently consists of nine qualified directors with skills aligned to our business and strategy. The term of our Class II directors expires at the Annual Meeting. Our Board has nominated each of the four current Class II directors for election at the Annual Meeting as further described under "Director Nominations" below. Each Class I and Class II director, described under "Directors Continuing in Office" below, will continue to serve as a director after the Annual Meeting.

Director nominations are elected by a plurality of the votes cast by holders of the shares of our common stock entitled to vote in the election of directors at a meeting of directors at which a quorum is present. This means that the four Class II director nominees who receive the most affirmative votes (among votes properly cast in person or by proxy) will be elected to the Board at the Annual Meeting.

The Board unanimously recommends that stockholders vote **"FOR ALL"** to elect each Class II director nominee to the Board.

OUR BOARD OF DIRECTORS

Name	Age	Class	Director Since	Current Term Expires	Committee Membership		
					Audit	Compensation and Talent	Nominating and Governance
Director Nominations							
Aime Arns	55	II	2025	2026	■		■
Mary Lou Kelley	65	II	2019	2026	■		■
Dustan E. McCoy	76	II	2018	2026		■	
Robert K. Shearer *	74	II	2018	2026	■ A		
Directors Continuing in Office							
Alan Dean	61	II	2020	2027	■ A		■
J. Magnus Winkler	60	II	2025	2027		■	■
Elizabeth L. Axelrod	63	I	2023	2028		■	■
Frank D. Gibrau	57	I	2020	2028	■	■	
Matthew J. Reiterjes	50	I	2016	2028			

* Chair of the Board ■ Committee Chair ■ Committee Member A Audit Committee Financial Expert

YETI 2026 Proxy Statement

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YETI

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Proposal One

Director Nominees

The chart below contains information regarding our director nominees for election at the 2020 Annual Meeting.

Director	Age	Tenure on Board*	Independence	Committees
Joseph Alvarado	73	8	✓	Human Resources - Chair
Rhys J. Best	79	21	✓	
Antonio Carrillo	59	12		
Jeffrey A. Craig	65	8	✓	Audit - Chair
Steven J. Demetriou	67	3	✓	Governance & Sustainability
John W. Lindsay	65	8	✓	Audit Human Resources
Kimberly S. Lubel	61	5	✓	Governance & Sustainability Human Resources
Julie A. Piggett	65	5	✓	Audit Governance & Sustainability
Melanie M. Trent	61	8	✓	Governance & Sustainability - Chair

* Includes years of service combined on both boards of Arcoxia and Trinity Industries, Inc., the former parent company of Arcoxia ("Former Parent" or "Trinity").

Balanced Board

Our directors bring a diverse set of skills, experience and perspective to the Board.

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Arcosa

Proxy Statement Summary

Director Nominees and Board Summary

Name and Primary Position	Age	Director Since	Independent	Audit	Committee Membership		
					Nominating and Corporate Governance	Compensation	Regulatory and Compliance
Mark Stapley Chief Executive Officer, Veracyte	56	2021	N				
Eliaz Barr, M.D. Head of Global Clinical Development and Chief Medical Officer, Merck Research Laboratories	61	2022	Y				●
Mona Bhandi, B.P.N. Founder and President, Tibiza Global Access LLC	63	2021	Y		●		●
Karl Eastham ● Board of Directors member, Personals, Inc.	76	2012	Y	●		C	
Robert S. Epstein, M.D., M.S. * Board of Directors member, Fate Therapeutics, Inc. and Illumina, Inc.	70	2015	Y		C		
Jane Holstein ● Former Chief Financial Officer, BioTech SE	62	2020	Y	C		●	
Evan Jones ● Managing member, Jiven Capital, LLC	69	2008	Y	●	●		C
Tom Miller, Ph.D. Co-founder and Chief Executive Officer, Jambite Therapeutics	47	2024	Y				●
Brent Shafer Chair, Baxter International, Inc. and Board of Directors member, Tactile Systems Technology, Inc.	68	2024	Y			●	

● Board Committee Member ● Committee Chairperson ● Chair of the Board ● Audit Committee Financial Expert

Board Composition

Gender

22%
Women

78%
Men

Legend: ● Female, ● Male

Age

63.6 YRS
Average Age

Legend: ● 45-60 years, ● 61-70 years, ● Over 70 years

Tenure

6.8 YRS
Average Tenure

Legend: ● 0-5 years, ● 6-10 years, ● Over 10 years

Independence

88.9%
Independent

11.1%
Non-independent

Legend: ● Independent, ● Non-independent

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Veracyte 2025 Proxy Statement

Veracyte

Directors and Corporate Governance							
Board Overview and Highlights							
The following table sets forth information as of April 1, 2026 with respect to our directors who we expect to continue in office after the 2026 Annual Meeting, including the three nominees standing for election at this Annual Meeting:							
Name	Age	Director Since	Independent	Audit Committee	Compensation Committee ^(*)	Nominating Committee ^(#)	
Class I Directors - Continuing in Office until the 2028 Annual Meeting							
Teresa Briggs	65	May 2020	Yes	●		●	
Blake J. Irving	66	August 2018	Yes		●		●
Anna Marrs	52	June 2023	Yes	●			
Brian Roberts ^(§)	57	March 2025	Yes	●			
Class II Directors - Nominees for Election at the Current Annual Meeting							
James Beer**	65	August 2020	Yes				
Cain A. Hayes	56	December 2020	Yes		●		
Allan Thygesen*	63	October 2022	No				
Class III Directors - Continuing in Office until the 2027 Annual Meeting ^(¶)							
Mike Rosenbaum	55	September 2025	Yes		●		
Enrique Salem	60	August 2013	Yes	●			
Peter Solvik	67	March 2006	Yes		●		●
Maggie Wilderottter	71	March 2018	Yes	●			
* President and CEO of Docusign ** Board Chair ● Committee Chair ◆ Member							
1. Formally named the Compensation and Leadership Development Committee (the "Compensation Committee")							
2. Formally named the Nominating and Corporate Governance Committee (the "Nominating Committee")							
3. Mr. Roberts's service as a member of the Audit Committee commences April 1, 2026.							
4. The Board anticipates seeking stockholder approval in 2026 to amend the Company's certificate of Incorporation to decelerify the Board. This action would phase out the three-year staggered terms of our directors starting in 2028 and transition to annual election of all directors by the 2030 annual meeting.							

Docusign

2026 Proxy Statement

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DocuSign

abscl		Proxy Summary		2
Board of Directors				
Name	Director Since	Age	Positions and Offices Held with Abscl Corporation	
Class II Directors - Term Expiring in 2025				
	Prof Dr Maneliza Pranginis, Ph.D.	2024	59	Director
	Daniel Rabinovitch	2022	61	Director
Class III Directors - Term Expiring in 2027				
	Sean McCain	2011	36	Founder, Chief Executive Officer and Director
	Joseph Strach, Ph.D.	2022	57	Director
	Mary Szela	2025	62	Director
Class I Directors - Term Expiring in 2028				
	Frans van Houten	2023	65	Director
	Karen McGivins	2020	59	Director

Absci

Committee Membership ⁽¹⁾							
Name and Principal Position	Age ⁽²⁾	Class	Director Since	Current Term Expires	Audit	Compensation	Nominating and ESG
Director Nominees							
Jojoop Weir Director Nominee President and Co-Founder, TaskUs	40	II	2018	2026			N
Michelle Gonzalez Director Nominee Corporate Vice President, MZ (Microsoft)	49	II	2022	2026		C	Y
Amel Duhalme Director Nominee Senior Managing Director, Blackstone	50	II	N/A	N/A		M	Y
Continuing Directors							
Bill Greenwood * Former Senior Managing Director, Blackstone	69	II	2022	2027	M		C Y
Rajit Kumar Chair, VFS Global	60	II	2019	2027	M		M Y
Mukesh Mehta Senior Managing Director, Blackstone	45	II	2018	2027		M	Y
Bryce Maddock CEO, Co-Founder and Chairperson, TaskUs	39	I	2018	2028			N
Kelly Turnish * Former CFO, Toltec	57	I	2021	2028	C	M	Y
New Continuing Directors							
Jacqueline D. Rosen Chair and CEO, Lead Bank	56	I	2019	2028			Y
Amel Dahi Senior Managing Director, Blackstone	53	II	2018	2026			Y

* Non-Committee Member C: Committee Chairperson * Audit Committee Financial Expert () Lead Independent Director
 (1) Reflects anticipated committee status as of May 21, 2026, assuming all nominees are elected
 (2) As of the Record Date, March 27, 2026.

38%

Female Directors

50%

Racially / Ethnically Diverse Directors

100%

Board Committees Chaired by Women

51

Average Director Age

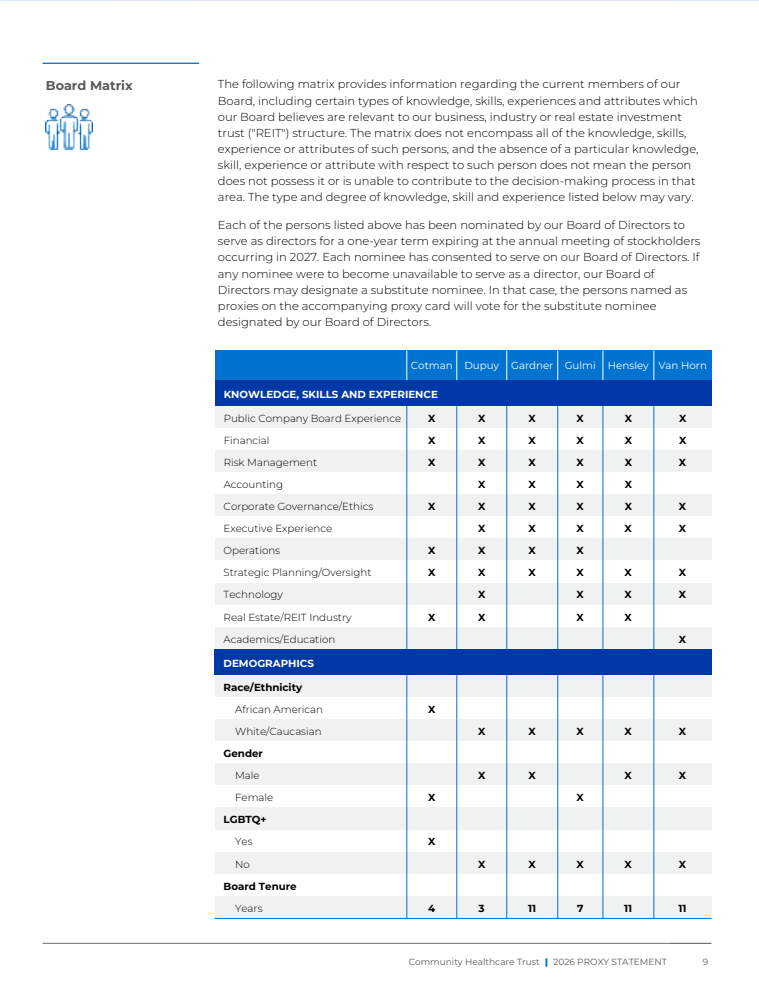
Reflects anticipated committee data as of May 21, 2026, assuming all nominees are elected

TaskUs

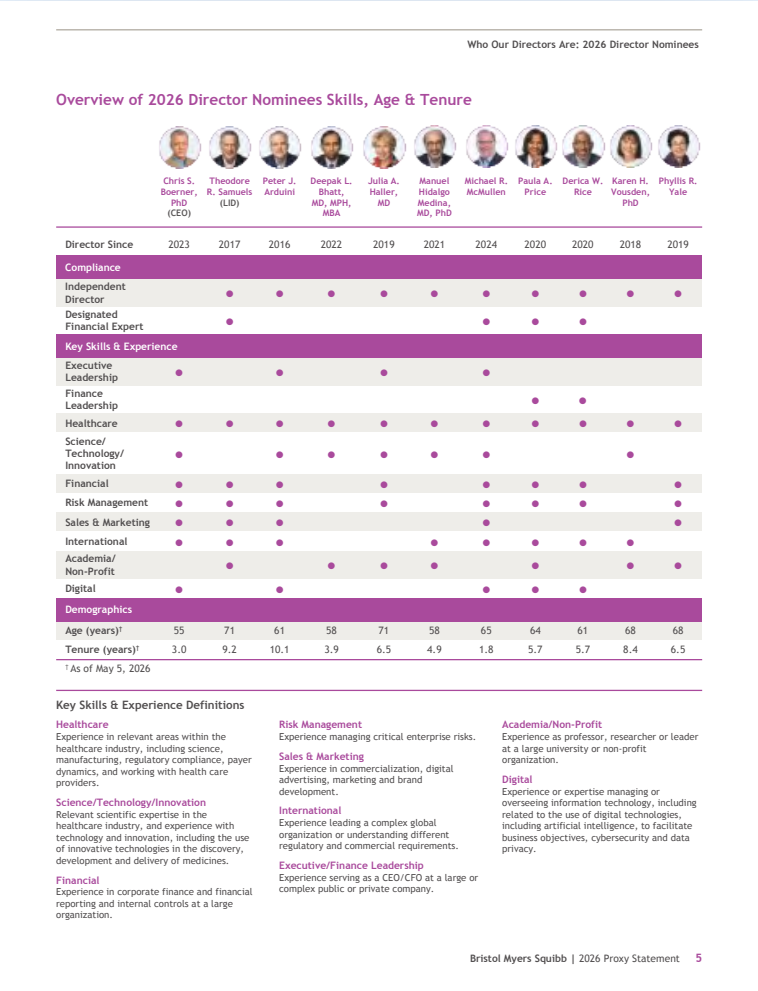
Proposal 1

Skills Matrix

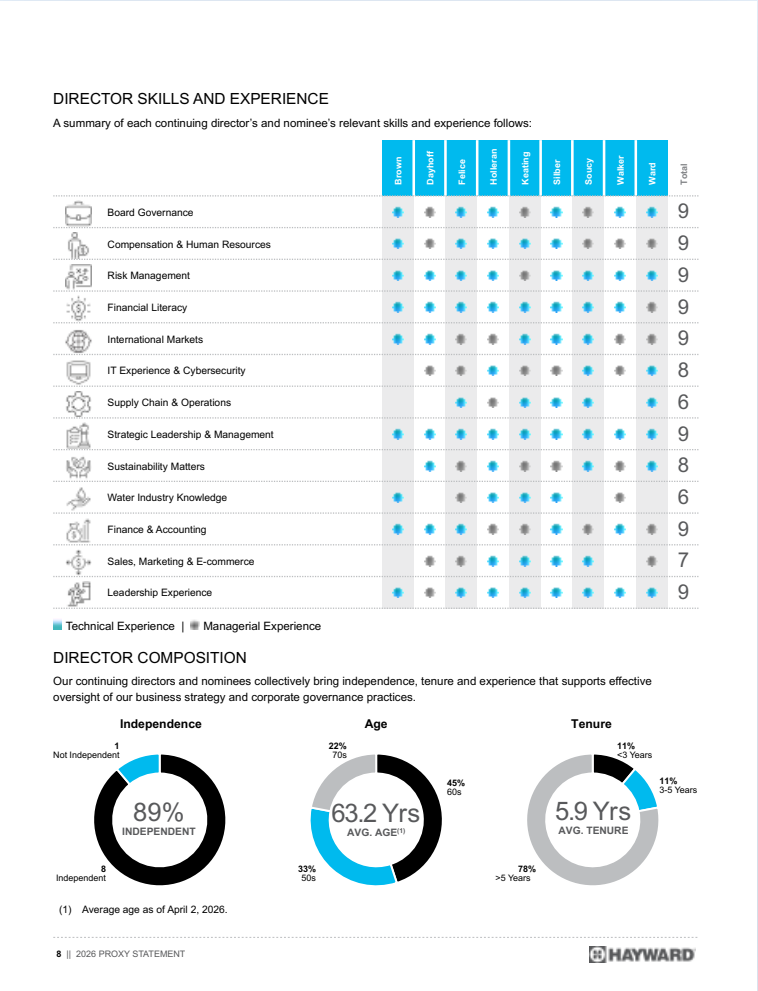
82% included an enhanced skills matrix to help shareholders visualize the board’s collective strengths.



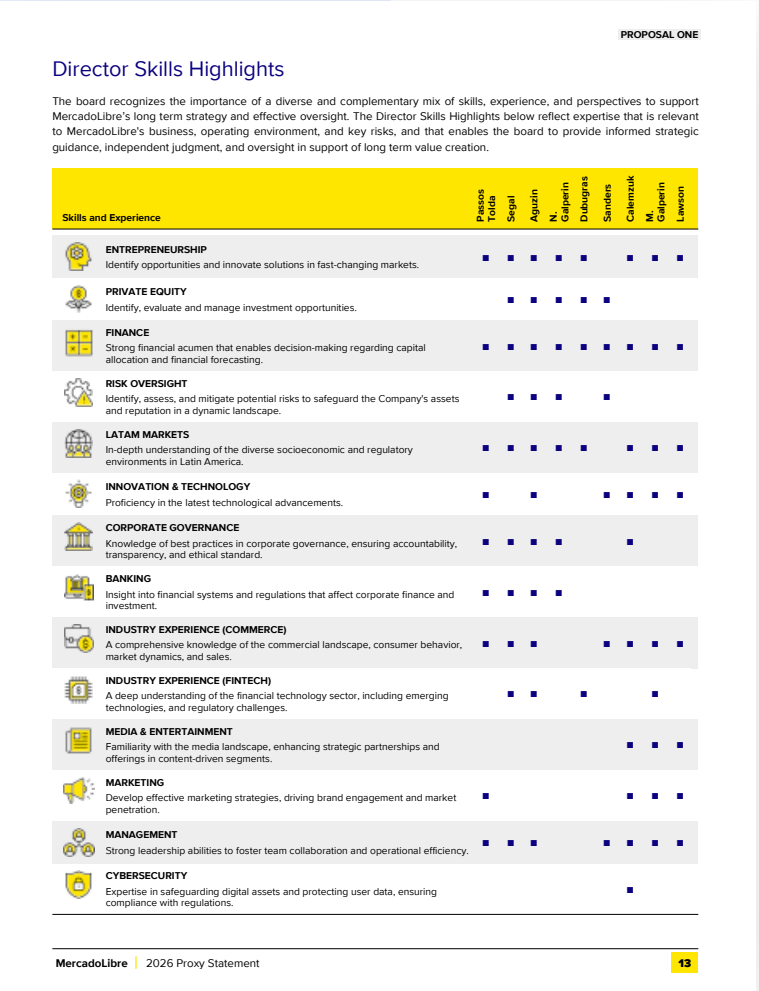
Community Health Care Trust



Bristol Myers Squibb



Hayward Holdings



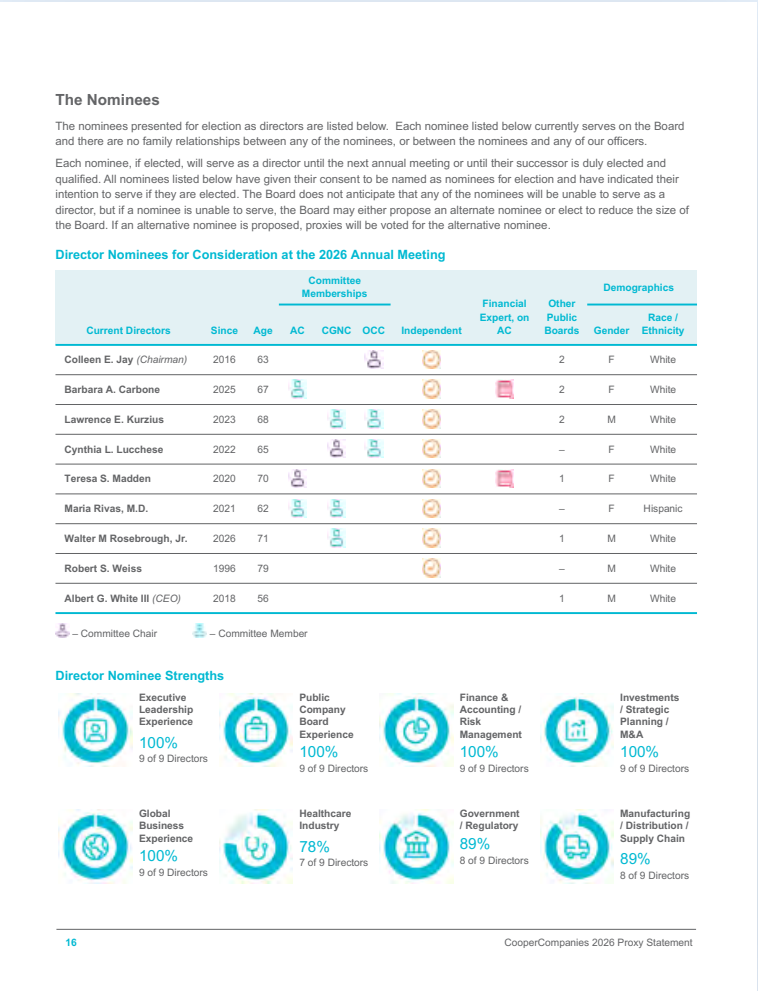
Mercado Libre



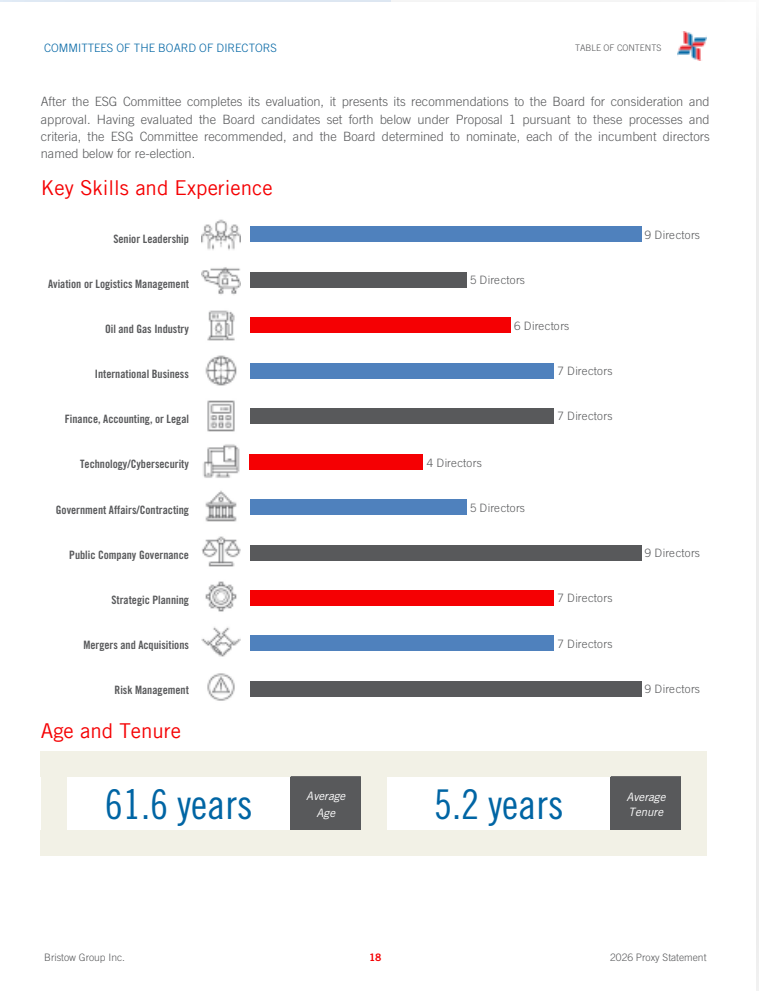
BXP



Flutter Entertainment



Cooper Companies



Bristow Group

83% included director photographs, helping to humanize each individual member.



Corporate Governance

46% included enhancements for Governance Highlights, Risk Oversight and Shareholder Engagement.

Subsections

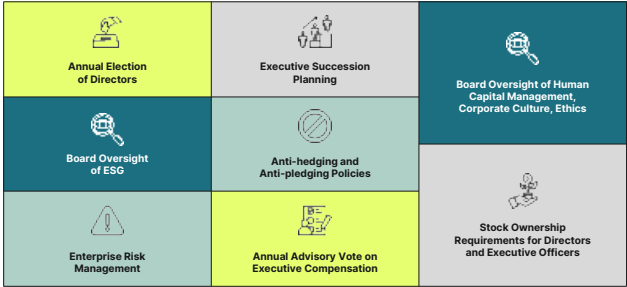
- Governance Highlights
- Risk Oversight
- Board Committees
- Shareholder Engagement

Corporate Governance Matters

Corporate Governance Guidelines and Code of Business Conduct

Good corporate governance is fundamental to the overall success of our business, serving our stockholders well and maintaining our integrity in the marketplace. Our key governing documents — Corporate Governance Guidelines, Code of Business Conduct, Amended and Restated Bylaws, and the charters for each of our Board committees — form our corporate governance framework. These documents cover topics including, but not limited to, director qualification criteria, director responsibilities, director compensation, director orientation and continuing education, communications from stockholders to our Board, succession planning, and the annual evaluations of our Board and its committees. Copies of these key governing documents are available on our investor website at investor.anterix.com. Any stockholder may obtain a printed copy upon request to our Chief Legal Officer and Corporate Secretary.

The highlights of our corporate governance program are included below:



Policies and Practices Highlights

Code of Business Conduct

Our Board has adopted a Code of Business Conduct (the "Code") that applies to our directors, officers, employees and affiliates. Our Audit Committee reviews and oversees the Code. We train our employees and Directors on the Code annually and provide additional compliance training on key topics and other policies on a rotational basis, including insider trading, anti-harassment, and discrimination. All employees and Directors are required annually to reaffirm their compliance with the Code. Employees are required to speak up about misconduct and report suspected or known Code violations. The Code prohibits retaliation against anyone who raises an issue or concern in good faith. Any waiver of the Code for our directors or executive officers may be made only by our Board or the Audit Committee. We intend to disclose on our website any material amendment to, or waiver of, any provision of the Code that would be required to be disclosed to stockholders under the rules of the SEC or Nasdaq.

Anterix

bxp

Corporate Governance

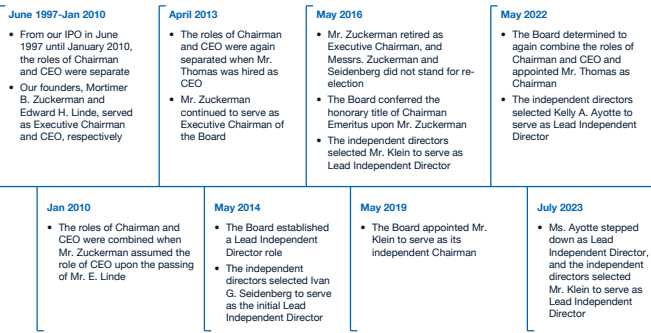
BXP is committed to adopting and adhering to corporate governance policies and practices that foster effective leadership and independent oversight of management. The Board of Directors is responsible for broad corporate policy and overall performance of the Company through the oversight of management and stewardship of the Company. Among other duties, the Board is responsible for overseeing corporate strategy and risk management and authorizing investment and financing activities for the Company. The Board appoints the Company's officers, assigns responsibility for management of the Company's operations to such officers, and monitors and reviews their performance.

Board Leadership Structure

BXP's Policy on Board Leadership Structure

We do not have a firm policy with respect to whether or not the roles of Chairman of the Board and CEO should be separate or combined. Our Board of Directors believes it is important to maintain flexibility to determine its board leadership structure based on the best interests of the Company and its stockholders from time to time. As the following timeline shows, BXP has operated under both structures in the past.

History of Board Leadership



Regardless of the specific Board leadership structure in effect, the Company incorporates a strong, defined leadership role for an independent director. Our Board has determined, and our Corporate Governance Guidelines provide, that our Board leadership structure will include either an independent, non-executive Chairman of the Board or a Lead Independent Director.

BXP

CORPORATE GOVERNANCE MATTERS

Election of Directors (Proposal 1)

The Board of Directors unanimously recommends that shareholders vote **FOR** each of the nominees.

Our Board has nominated the twelve directors named in this Proxy Statement for election at the Annual Meeting. Our Board is composed of individuals with expertise in fields relevant to The Cigna Group business; experience from different professions and industries; a broad range of age, race and ethnicity, gender, and global experience; and a range of tenures. Together, this diverse mix of skills and experience effectively supports our strategy.

The role of the Board, its leadership structure, and its governance practices are described in "Corporate Governance Policies and Practices" below. This section identifies the director expectations and qualifications considered by the Board and the Corporate Governance Committee in selecting and nominating directors, describes the process for director nominations and elections, and presents the biographies, skills, and qualifications of the director nominees.

Director Expectations and Qualifications

The Corporate Governance Committee, in consultation with the Board, has identified individual director expectations and qualifications that it believes every member of the Board should have. In addition, the Corporate Governance Committee has identified areas of expertise that are directly relevant to The Cigna Group business strategy in the short and long term, enable the Board to exercise its oversight function, and contribute to a well-functioning Board. In selecting these areas of expertise, the Board also considered best practices among other large companies. The Board regularly reviews these identified areas of expertise to ensure they support the evolution of the Company's mission and business strategy and the Board's needs. The Corporate Governance Committee and the Board take into consideration these criteria and the mix of skills and experience as part of the director recruitment, selection, evaluation, and nomination process.

Expectations and Qualifications of Every Director



Cigna

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Corporate Governance

Our Board of Directors and Committees

Meetings and Attendance

During the 2025 fiscal year, our Board of Directors held five meetings, our Audit Committee held eight meetings, our Compensation Committee held three meetings and our Governance, Nominating and ESG Committee held four meetings. In addition to regularly scheduled meetings, each committee may hold special meetings from time to time, and take action by written consent in lieu of a meeting. Each Board member attended at least 75% of the aggregate of the Board of Directors meetings held in 2025 and the Audit Committee, Compensation Committee, and Governance, Nominating and ESG Committee meetings held in 2025 for which he or she was a committee member, except for Mr. Esley, who attended one less meeting than necessary to achieve at least 75% attendance.

Board Committees

The Board of Directors has the following standing committees: Audit Committee; Compensation Committee; Governance, Nominating and ESG Committee; Executive Committee; and Acquisition Committee. Each of the committees are comprised entirely of independent directors. The table below shows the current membership of the committees and identifies our independent directors and nominees.

Committee Member	Audit Committee	Compensation Committee	Governance, Nominating and ESG Committee	Executive Committee	Acquisition Committee	Independent Directors
Bahram Akrafi						
Lisa Bromley						
Roy (Ernie) Esley ⁽¹⁾						
Michael Frantz						
William Kimble						
Shant Lusher						
Nicholas O'Grady						
Jennifer Pomerantz						

⁽¹⁾ Denotes committee member.
⁽²⁾ Denotes committee chairperson.
⁽³⁾ Mr. Akrafi has served as Chairperson of the Board of Directors since January 2018.
⁽⁴⁾ Mr. Esley will not stand for re-election at the Annual Meeting.

Northern Oil and Gas

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Corporate Governance

Key Governance Practices	- Independent Board Chairman - All directors are independent, except for CEO - NYSSE compliant clawback policy in place - Policies prohibiting short sales, hedging, margin accounts, and pledging of Arcosa stock - Independent directors regularly meet in scheduled executive sessions
Board Oversight	- All Board committees are 100% independent - ESRM program with full Board and committee oversight - Limits on other public company boards and audit committee service - Annual board and committee self-performance evaluations - Culture that focuses on sustainability
Shareholder Rights	- Shareholders' ability to nominate directors through proxy access - Robust director and senior officer stock ownership requirements - Majority voting policy for uncontested director elections - Annual advisory vote on executive compensation - Extensive shareholder engagement program - Annual election of all Directors

Our business affairs are managed under the direction of the Board in accordance with the General Corporation Law of the State of Delaware, our Restated Certificate of Incorporation, and our Amended and Restated Bylaws. The role of the Board is to oversee our management for the benefit of the shareholders. This responsibility includes (i) monitoring senior management's conduct of our business operations and affairs; (ii) reviewing and approving our financial objectives, strategies, and plans; (iii) risk management oversight; (iv) evaluating the performance of the CEO and other executive officers; and (v) overseeing our policies and procedures regarding corporate governance, legal compliance, ethical conduct, and maintenance of financial and accounting controls.

The Board has adopted Corporate Governance Principles, which are reviewed annually by the G&S Committee. We have a Code of Conduct, which is applicable to all of our employees, including the CEO, the CFO, and principal accounting officer and controller, as well as members of the Board. We intend to post any amendments to or waivers from our Code of Conduct on our website at investor.arcosa.com to the extent applicable to an executive officer, principal accounting officer and controller, or a director of Arcosa. The Corporate Governance Principles and the Code of Conduct are available on our website at investor.arcosa.com under the heading "Corporate Governance — Additional Governance Documents."

Arcosa

VISTRA

Corporate Governance

CORPORATE GOVERNANCE OVERVIEW

The following summarizes key elements of our corporate governance practices:

Board Independence

10 OUT OF 11 directors standing for election are independent (CEO is sole member of management serving on the Board)	ALL members of our five committees are independent APPROVAL REQUIRED from the Nominating and Governance Committee for outside board service, limited to two other public company boards concurrently (CEO is limited to one)	SEPARATE Chairman and CEO roles
--	---	--

Director Elections

ANNUAL election of directors	MAJORITY VOTING in uncontested elections and plurality voting in contested elections, with director resignation policy
DIRECTORS ARE OBLIGATED TO PROMPTLY TENDER RESIGNATION IF A MAJORITY VOTE IS NOT RECEIVED. Resignations tendered to the Nominating and Governance Committee will become effective upon acceptance by the Board in its sole discretion within 90 days following certification of the election results	

Board Best Practices

ANNUAL REVIEW of Board composition by Nominating and Governance committee	ANNUAL BOARD AND COMMITTEE SELF-EVALUATION PROCESS with identification and tracking of specific follow-up actions for continuous improvement
DIRECTOR ONBOARDING AND CONTINUING EDUCATION PROGRAM including Company site visits and information sessions with company management	

Vistra

CORPORATE GOVERNANCE

Board Leadership Structure

The Company's current Board leadership structure provides for a Non-Executive Chair of the Board who is appointed by the independent directors of the Board. Rohan S. Weersinghe has served as the Company's independent, Non-Executive Chair since the completion of the spin-off from the Company's former parent in July 2023 (the "Spin-Off").

The Board believes the current structure of separating the roles of the Chair and CEO takes advantage of the talents of the two leaders, enabling Mr. Ericson to devote his full attention to operating and actively managing the Company as CEO and Mr. Weersinghe to provide leadership, guidance, and oversight to the Board as Chair. With independent members of the Board serving as chairpersons and members of our Board committees, this leadership structure further enables the Board to provide independent oversight of material risks affecting the Company that are within the purview of such committees, as further described in the Risk Oversight section of this Proxy Statement. Given the dynamic and competitive environment in which the Company operates, the Board may reconsider its leadership structure from time to time based on changes in our circumstances and in the composition of the Board.

The Board does not have a policy on whether the roles of Chair and CEO should be separate and, if they are to be separate, whether the Chair should be selected from the nonemployee directors or be an employee of the Company. Pursuant to our Corporate Governance Guidelines, the Board will select its Chair and the Company's CEO in any way it considers to be in the best interests of the Company and its shareholders. If the Chair is not an independent director, the Board will annually select an independent director who has served as a member of the Board for at least one year to serve as Lead Director of the Board.

Our Corporate Governance Guidelines provide that the Non-Executive Chair or Lead Director, as applicable, shall have the following responsibilities:

- providing independent oversight of the Company's management and affairs on behalf of our shareholders to support the effectiveness and independence of our Board;
- serving as the principal liaison between our management and the independent directors;
- contributing to agenda planning and chairing the executive session of non-employee directors at each regularly scheduled Board meeting currently the responsibility of Mr. Weersinghe as Non-Executive Chair;
- facilitating discussion among the independent directors on key issues and concerns outside of Board meetings;
- consulting with the CEO and independent directors regarding Board agenda items;
- approving meeting schedules to assure there is sufficient time for discussion of all agenda items;
- approving information sent to the Board and the agenda and materials for each Board meeting and executive session of the Board's independent directors;
- presiding over all meetings of the Board;
- authority to call meetings of the independent directors;
- if requested by major shareholders, being available for consultation and direct communication;
- with the Corporate Governance Committee, overseeing the annual CEO, full Board, and individual director evaluation process; and
- other responsibilities that the independent directors as a whole might designate from time to time.

Phinia

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Corporate Governance

Board Composition

In connection with the closing of the Company's business combination with B Riley Principal Merger Corp. II, LLC (the "Sponsor") in 2020, we entered into a Director Nomination Agreement (the "Director Nomination Agreement") with the Sponsor and certain Company equity holders (the "Sellers"), pursuant to which the Sponsor and the Sellers had the right to designate members to be appointed or nominated for election to the Board of the Company, subject to terms and conditions set forth therein. In our classified board structure, Mr. Masprangers, Megan "Megan" Walters and Mr. Dinsdale, were originally appointed pursuant to the Director Nomination Agreement.

Our certificate of incorporation provides the number of directors, which is fixed from time to time by a resolution of our Board. The Board currently consists of seven directors elected by the holders of common stock, and three Preferred Directors appointed by the holders of the Investor Preferred Stock (as defined below).

3 Board Classes	Class I	Class II	Class III
The directors elected by our common stockholders are divided into three classes with only one class of directors being elected in each year and each class serving a three-year term, as follows:	The terms of our Class I directors, consisting of Marian "Megan" Walters and Jeffrey McNeil, will expire at the Company's annual meeting of stockholders in 2027.	The terms of our Class II directors, consisting of Joe Masprangers, Alex Cimball, and Joseph Altomare, will expire at the Company's annual meeting of stockholders in 2028.	The terms of our Class III directors, consisting of Claude Demby, Jeff Brimmon, and Nathaniel Puck, are nominated for re-election at this Annual Meeting.

The directors hold their office for a term of three years or until their respective successors are elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. In accordance with the Second Amended and Restated Bylaws of the Company, the Board will also be responsible for filling vacancies or newly created directorships on the Board that may occur between annual meetings of stockholders.

As set forth in the certificates of designation governing the Preferred Stock, at all times when holders of Preferred Stock of the Company (the "Investor Preferred Stock") beneficially own at least 10.0%, 15.0% or 30.0% of the capital stock of the Company, such holders of Investor Preferred Stock, exclusively and voting together as a separate class, have the right to appoint one (1), two (2) or three (3) Preferred Directors, respectively, to the Board. At all times holders of the Investor Preferred Stock beneficially own at least 40.0% of the capital stock of the Company, such holders of the Investor Preferred Stock, exclusively and voting together as a separate class, will have the right to nominate and designate a fourth director, who shall be designated by the Board or the nominating committee of the Board to a class of directors elected by the holders of the Company's common stock and thereafter

EOS Energy



Corporate Governance Highlights

Our Board is committed to strong corporate governance, active oversight, and accountability to our shareholders. Through ongoing evaluation and thoughtful enhancements, the Board continues to evolve Regions' governance framework to remain responsive to shareholder expectations, emerging risks, and leading practices. Supported by independent perspectives and a balanced mix of skills and experiences, the Board is well-positioned to provide disciplined oversight of management and support the continued advancement of our governance practices.

Governance Evolution and Best Practices

The highlights below reflect key governance enhancements and practices that support the Board's oversight and responsiveness.

- In February 2026, we amended our By-Laws to provide shareholders who own 25% or more of Regions stock with the **right to call a special meeting** (see the Current Report on Form 8-K filed with the Securities and Exchange Commission ("SEC") on February 4, 2026).
- In July 2025, we **revised certain committee charters** to clarify oversight responsibilities in key areas, including succession planning and risk oversight, as well as **enhanced the Director Onboarding and Ongoing Education Program** to reflect best practices.
- We **appointed Roger Jenkins**, Former President and CEO of Murphy Oil Corporation, to our Board in January 2025.
- In 2024, we migrated our Board self-evaluation to an electronic questionnaire and engaged a third-party board advisory service to assist in analyzing Director feedback. We further enhanced the process in 2025 with **additional open-ended questions** to improve the responses.

BOARD INDEPENDENCE, LEADERSHIP, AND COMPOSITION

Board Refreshment	Independent Board Leadership	Board Composition	Committee Leadership	Director Retirement Age
Intentional and ongoing Board refreshment. 7 Directors added in last 5 years.	Strong lead independent Director role with robust duties, 100% independence in standing committee membership.	Commitment to seeking wide-ranging skills, expertise and perspectives on the Board.	Strong independent committee chairs with balanced expertise and backgrounds.	Mandatory Director retirement age of 72.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Year-Round Engagement	Shareholder Right to Call Special Meeting	Proxy Access By-Law	Director Resignation Policy	Other Shareholder Rights
Ongoing dialogue with institutional shareholders and shareholders' representatives, including Director/Shareholder engagement when requested.	Our By-Laws permit shareholders who own 25% or more of Regions stock to call a special meeting of shareholders engagement when requested.	Shareholders owning at least 7% of Regions stock for at least 3 years may submit up to 2% 20% of Director nominees for inclusion in proxy statement.	Director who fails to receive a majority of the votes cast shall automatically be deemed to have tendered their resignation for the Board's consideration.	One Share, One Vote; Annual Director Election; No Poison Pill.

ADDITIONAL BEST PRACTICES

Actionable Evaluations	No Hedging/Pledging	Overboarding Policy	Stock Ownership Guidelines	Governance Documents
Electronic annual Board self-evaluations with third-party reporting and analysis, 1:1 calls, and group discussions.	Directors and executive officers are prohibited from entering into hedging arrangements or pledging stock.	Overboarding policy consistent with high standards of shareholders; no overboarded Directors under our policy.	Stock ownership guidelines for Directors and executive officers with sale restrictions until achieved.	Annual review of governance documents, including Corporate Governance Principles and committee charters.

Regions Financial Corporation | 2026 Proxy Statement

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Corporate Governance

Governance Highlights

Regions Financial

This overview of best practices on Governance topics makes a nice introduction to the Corporate Governance section.

Corporate Governance

Corporate Governance Highlights

Corporate governance is an area of significant focus for our Board and is a critical component of our success in driving sustained shareholder value. Highlights of our corporate governance standards are provided below:

☒ Majority vote standard for election of directors. Each director must be elected by a majority of votes cast, not a plurality.	☒ Shareholders holding 10% or more of our outstanding stock have the right to call a special meeting.
☒ No "ever-boarding." None of our directors serve on the board of directors of more than three other publicly held corporations.	☒ Majority independent Board. All of our directors are independent, except for our CEO.
☒ Regular shareholder engagement. We regularly engage with our shareholders to better understand their perspectives.	☒ Independent Audit, Human Capital and Compensation and Corporate Governance, Nominating and Sustainability Committees.
☒ No hedging the economic risk of owning AXIS stock or pledging of AXIS stock for loans or other obligations.	☒ Robust Code of Business Conduct. AXIS is committed to operating its business with the highest level of ethical conduct and has adopted a Code of Business Conduct that applies to all teammates and officers as well as the Board of Directors. Our Code of Business Conduct is available at https://investor.axiscapital.com/files/corporate-governance/corporate-governance-documents/default.aspx .
☒ Regular Board and Committee self-evaluation process .	☒
☒ Active Board refreshment process.	☒
☒ Board Attendance. No director attended less than 75% of the total number of meetings of the Board and the total number of meetings of all committees of the Board on which the director served.	☒ Stock Ownership Guidelines. All of our directors, named executive officers, and other senior executives are required to maintain compliance with their required minimum stock ownership amounts.

AXIS 2026 Proxy Statement

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AXIS Capital

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Corporate Governance

Corporate Governance Highlights

ACCOUNTABILITY TO SHAREHOLDERS

Annual Board Elections	All directors are elected annually. We do not have a classified / staggered Board.
Majority Voting Standard for Uncontested Director Elections	Our Bylaws provide for a majority voting standard in uncontested director elections. Any incumbent director who does not meet the majority voting standard must offer to resign from the Board.
Shareholder Action by Written Consent	Our Bylaws provide for shareholders to act by written consent to approve any action that would otherwise be required or permitted to be taken at a meeting of shareholders.
Shareholder Ability to Call Special Meetings	Our Bylaws provide for shareholders holding 10% or more of our common stock to call special meetings.
No Shareholder Rights Plan / Poison Pill	We have not adopted a shareholder rights plan / poison pill.

INDEPENDENT OVERSIGHT

Majority Independent Board	We are committed to maintaining at least two-thirds independent directors on our Board. 10 of 11 director nominees are independent.
Independent Board Committees	Each of our standing Board committees is composed solely of independent directors.
Board Committee Charters	Each of our standing Board committees has a charter outlining the committee's duties and responsibilities. We review each committee's charter at least annually to align with new requirements and developing best practices.
Separate Board Chair and CEO Roles	Since 2015, other than during periods of CEO transitions, we have separated the positions of CEO and Board Chair.
Independent Board Chair	Our Board Chair, Mayo Shattuck, is an independent director. Our Corporate Governance Guidelines also provide that the Board Chair is not an independent director and the Board determines if it is appropriate, the independent directors will designate an independent director to serve as Lead Independent Director.
Independent and Non-Management Executive Sessions	At each quarterly Board meeting, time is set aside for the non-management and/or independent directors to meet in executive session.

18 | 2026 Proxy Statement

FLUTTER ENTERTAINMENT

Gap

CORPORATE GOVERNANCE • • •

Notable Corporate Governance Highlights

Our Board has implemented and maintains strong corporate governance policies and practices, and it regularly reviews these policies and practices in light of the evolving landscape to identify and implement best practices for IDEXX that it believes will enable us to fulfill our Purpose and support the creation of exceptional long-term value. We believe that our strong governance policies and practices summarized below and the Board's effective stewardship have enabled us to achieve strong long-term financial performance relative to our peers and the S&P 500 index.

Board Independence

- Independent Non-Executive Board Chair (an independent Lead Director following our 2024 Annual Meeting)
- Fully independent Board except for our CEO (except for our CEO and Executive Chair following the 2026 Annual Meeting)
- Fully independent Audit, Compensation and Talent, Finance and Governance and Corporate Responsibility Committees
- Executive sessions of independent Directors generally held at each regularly scheduled Board meeting

Board Effectiveness

- Commitment to Board refreshment
- Robust Director nominee selection process aligned with our long term, strategic needs
- Focus on representation of a wide range of backgrounds, skills, experiences and perspectives on the Board
- Rigorous annual, 360-degree self-assessments of the Board, its Committees, the independent Board Chair and each Director
- Continuing education opportunities available for Directors on an ongoing basis
- Robust and tailored onboarding program for new Directors
- Director retirement at the next Annual Meeting after 75th birthday, subject to any approved exception

Strategy, Risk Management and Succession Planning

- Annual corporate strategy review by the Board
- Risk management oversight by the Board and its Committees
- Audit Committee oversight of cybersecurity risk management
- Board oversight of overall strategy and management of material environmental, social and governance risks and opportunities
- Active Board participation in and oversight of CEO and executive officer succession planning, including the previously announced planned CEO transition taking place in May 2026

IDEXX 2026 PROXY STATEMENT

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IDEXX

Corporate Governance

Governance Highlights

We are committed to upholding the highest standards of good corporate governance.

OUR GOVERNANCE HIGHLIGHTS INCLUDE:

- Strong and engaged independent Chair of the Board
- Entirely independent Board, other than the CEO
- Entirely independent Board committees
- Annual review of Board and Board committee leadership structure
- Annual Board and committee evaluations
- Demonstrated commitment to Board refreshment
- Policy on director time commitments and other board service
- Regular executive sessions of independent directors
- Meaningful director and Executive Officer share ownership guidelines
- Robust clawback policy
- One class of voting shares, each share is entitled to one vote
- Annual election of directors
- Majority voting for appointment of directors
- Annual review of committee charters and Corporate Governance Guidelines
- Proactive shareholder engagement
- No supermajority voting requirements, other than those required by law
- Right to call a special meeting
- No poison pill
- Regular review of Board and executive succession planning

6 | Flutter Entertainment plc 2026 Proxy Statement

Flutter Entertainment

Corporate Governance

Structure of the Board of Directors

Beginning with the Annual Meeting, all directors will stand for election for one year terms. Our Board of Directors was previously divided into three classes, with each class serving staggered three-year terms. As part of our regular engagement with our stockholders and our commitment to ESG, including our regular review of our corporate governance structure and evaluation of recent trends in corporate governance, following approval by our stockholders at the 2023 Annual Meeting, we filed a Restated Certificate to implement a declassification of the Board of Directors over a three-year period, and provide for the annual election of directors for one year terms, commencing upon the expiration of the directors' then-current terms. The declassification of our Board of Directors began with the directors nominated for election at the 2024 Annual Meeting, and will be effective for all directors as of the Annual Meeting.

Board Leadership Structure and Role in Risk Oversight

Our Nominating and Corporate Governance Committee periodically considers the leadership structure of our Board of Directors and makes such recommendations to our Board of Directors as our Nominating and Corporate Governance Committee deems appropriate. Our Board of Directors believes it is important to have flexibility in selecting the Chair of the Board of Directors and our Board of Directors leadership structure. The Board of Directors believes that it is currently in the best interests of Veracyte and its stockholders for Dr. Epstein, an independent director, to serve as our Chair. Dr. Epstein has served on our Board of Directors since January 2015 and has deep familiarity with our business and our industry, including in-depth knowledge of the issues, opportunities and challenges facing our company and its business, making him well-qualified to serve as our Chair. The Board of Directors believes that this leadership structure provides our Board of Directors with significant strengths and an independent leadership perspective. In his capacity as Chair, Dr. Epstein also serves ex officio on all committees of the Board of Directors and chairs executive sessions of the independent directors. The Board of Directors retains the authority to modify this structure as it deems appropriate. In making Board of Directors leadership structure determinations, the Board of Directors considers many factors, including the specific needs of the business and what is in the best interests of our stockholders. Any changes to the leadership structure of our Board of Directors, if made, will be disclosed on the Investor Relations portion of our website and in our proxy materials for the next Annual Meeting of Stockholders. Our Board of Directors, in its sole discretion, may seek input from our stockholders on the leadership structure of the Board of Directors.

Our Board of Directors is responsible for overseeing the overall risk management process at Veracyte. The responsibility for managing risk rests with executive management, while the committees of the Board of Directors and the Board of Directors as a whole participate in the oversight process. The risk oversight process of the Board of Directors builds upon

GOVERNANCE HIGHLIGHTS

- One-year terms for all directors
- 8 of 9 directors are independent
- Board leadership structure with an independent Chair of the Board
- Annual reporting on corporate responsibility and sustainability initiatives
- Comprehensive enterprise risk management practices
- Robust annual Board of Directors and committee self-assessment process
- Majority voting standard for uncontested elections of directors
- Robust related party transaction standards
- Robust stock ownership guidelines for directors and executives

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Veracyte

CORPORATE GOVERNANCE

Corporate Governance Highlights

☒ **Accountable to Stockholders**

- We do not have a classified board and all directors are elected annually.
- We have a majority voting standard for uncontested director elections.
- Our annual say-on-pay resolution ensures alignment with investors on executive pay.
- All pledging and hedging of Harmonic stock is restricted under our Insider Trading Policy.

☒ **Independent Board Leadership**

- Our Board Chair and CEO roles are separate.
- The independent directors meet in executive session at every regularly scheduled Board meeting without the CEO or other members of management present.
- All Board committees meet several times throughout the year, with regular executive sessions.

☒ **Board Effectiveness**

- 6 of 7 of our director nominees are independent.
- Our major board refreshment in 2024 added 3 of our current independent directors.
- All Board committee members are independent.
- The Audit Committee and Board provide risk oversight, including cybersecurity.
- Our Compensation Committee has an independent compensation consultant that reports to the committee.
- We have stock ownership requirements for directors and executive officers.
- Directors cannot serve on more than 5 public company boards (including Harmonic).
- Annual performance assessment of the Board and its committees.
- Regular review of Corporate Governance Guidelines, Bylaws and Board committee charters.

Board Leadership

We separate the roles of Chief Executive Officer ("CEO") and Chair of the Board in recognition of the differences between the two roles. The CEO is responsible for setting the strategic direction of the Company and for its operational management, leadership and performance, while the independent Chair of the Board provides guidance to the CEO and sets the agenda for, and presides over, meetings of the full Board. The Board believes that this structure of a separate Chair of the Board and CEO results in the proper balancing of responsibilities, experience, and independent perspectives that meets the current corporate governance needs and oversight responsibilities of the Board. The Board also believes that this structure benefits the Company by enabling our CEO to focus on strategic matters, operational management, leadership and performance. This leadership structure also allows the Company and the Board to benefit from Mr. Gallagher's insights in the global telecom and media industries, and significant experience in chairing public company boards.

Board Meetings and Committees

The Board of Directors held a total of twelve (12) meetings during the fiscal year ended December 31, 2025. Each director attended at least 75% of the aggregate of (i) the total number of meetings of our Board of Directors and (ii) the total number of meetings held by all committees of our Board of Directors on which he or she served during the periods that he or she served. Although we do not have a formal policy regarding attendance by members of our Board of Directors at the Annual Meeting, we strongly encourage, but do not require, our directors to attend. All of our directors who then served on our Board attended the 2025 annual meeting of stockholders.

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Harmonic

CORPORATE GOVERNANCE

Corporate Governance Highlights

Garrett is committed to good governance practices that protect and promote the long-term value of the Company for its shareholders. The Board regularly reviews our governance practices to ensure they reflect the evolving governance landscape and appropriately support and serve the best interests of the Company and its shareholders.

Independent Oversight

- 7 of 8 director nominees are independent.
- Non-Executive Chair of the Board
- Regular executive sessions of non-employee directors at Board meetings (chaired by Non-Executive Chair) and committee meetings (chaired by independent committee chairs)
- Fully independent Audit, Nominating & Governance, and Talent Management & Compensation committees
- Active Board and committee oversight of the Company's strategy and risk management

Board Effectiveness

- Directors have a deep and diverse set of skills and expertise relevant to oversight of our business operations and strategy
- Annual assessment of director skills and commitment to director refreshment to ensure Board meets the Company's evolving oversight needs
- The Board oversees risk management, reviewing and advising management on significant risks facing the Company, and fostering a culture of integrity and risk awareness
- Highly engaged Board with a combined attendance rate of approximately 96% in 2025
- Annual Board and committee self-evaluations
- Non-employee directors serve only until the next annual meeting of shareholders following their 75th birthday, unless otherwise determined by the Board
- Board has adopted a policy on continuing director education

Shareholder Rights

- Proxy access
- Majority voting for directors in uncontested elections
- Resignation policy for directors who do not receive a majority of the votes cast
- One class of voting stock, with each share of common stock entitled to one vote
- No poison pill
- No supermajority voting provisions
- No fee-shifting provisions

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Garrett Motion

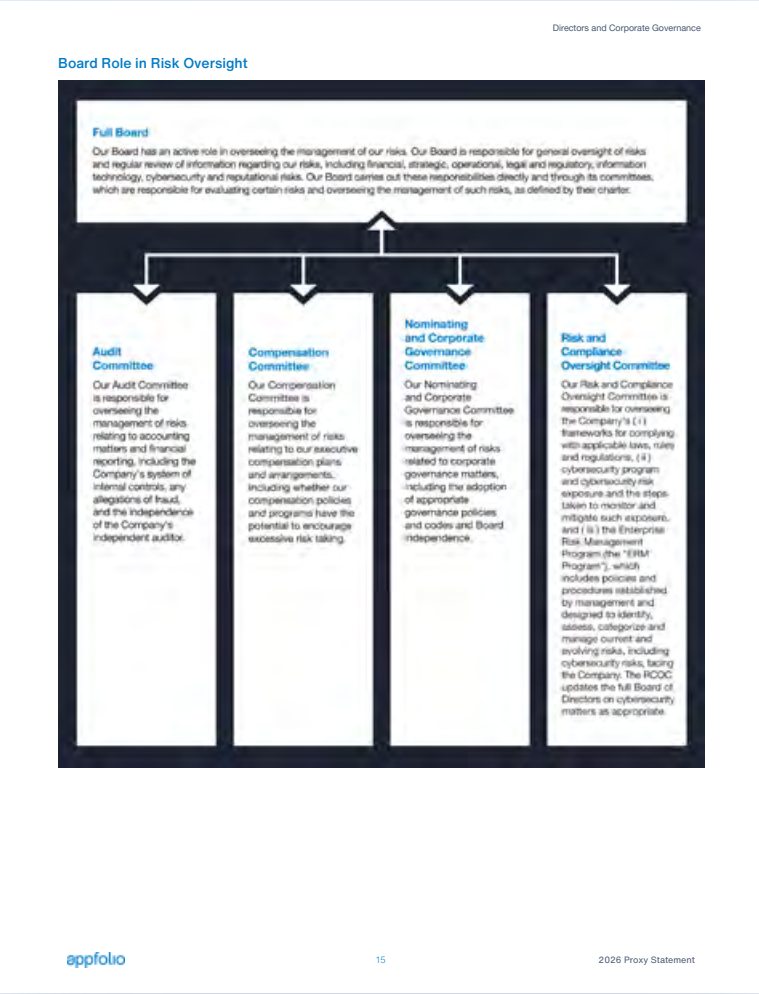
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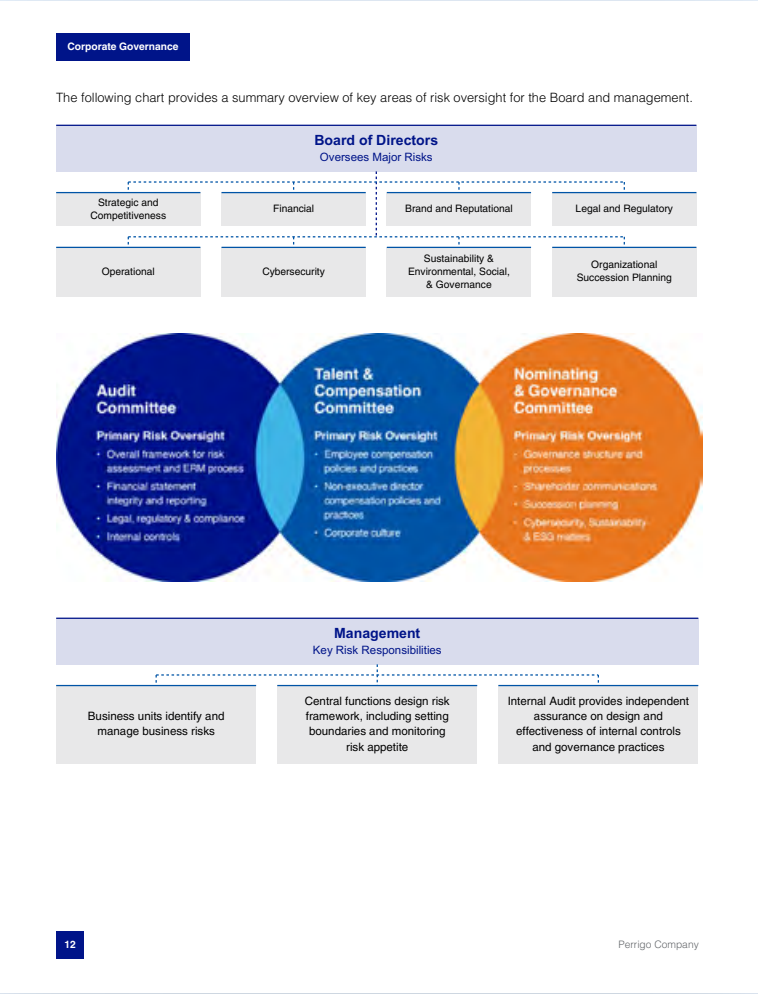
Corporate Governance

Risk Oversight

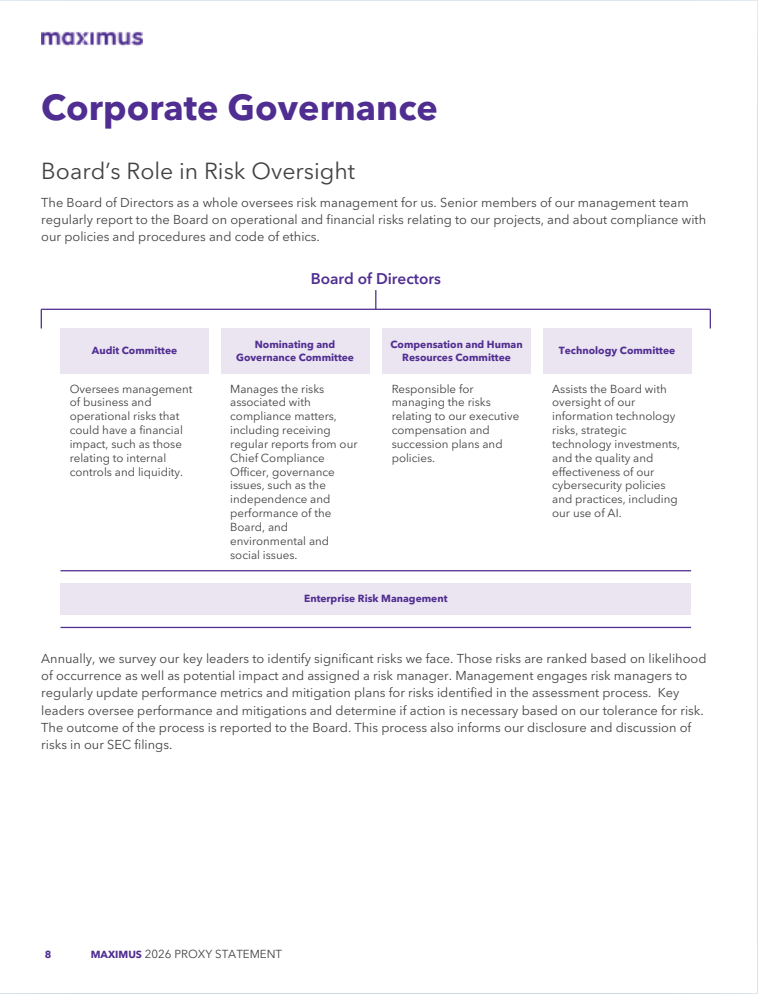
Graphically depicts reporting relationships and responsibilities of Board committees to the full board and enterprise risk management.



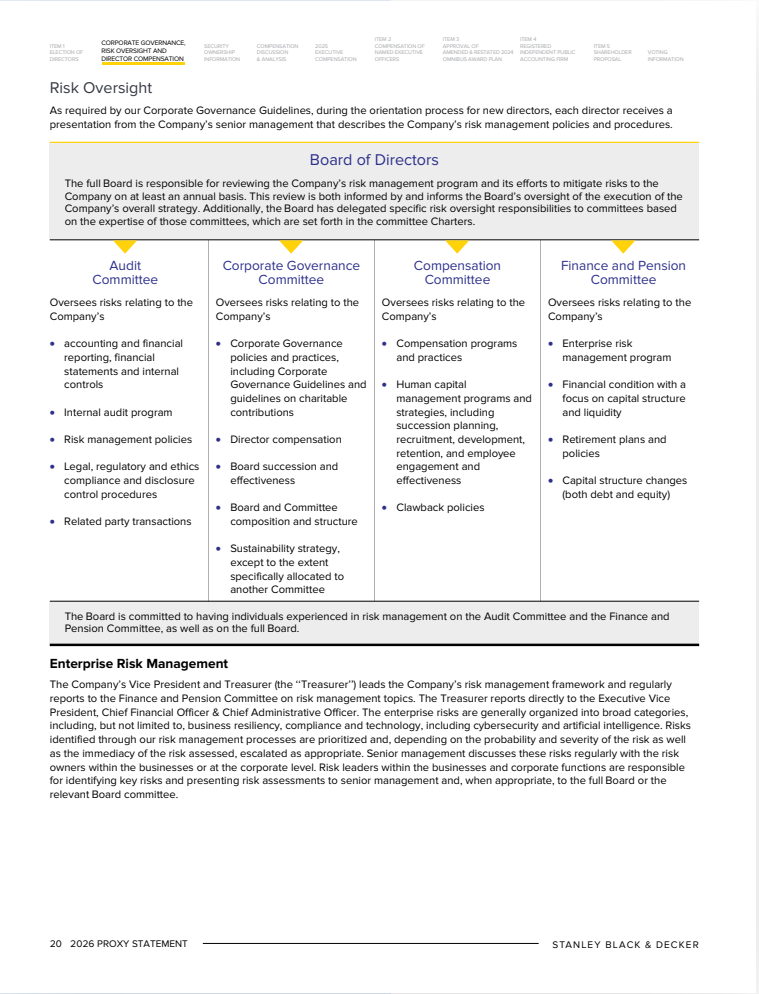
AppFolio



Perrigo



Maximus



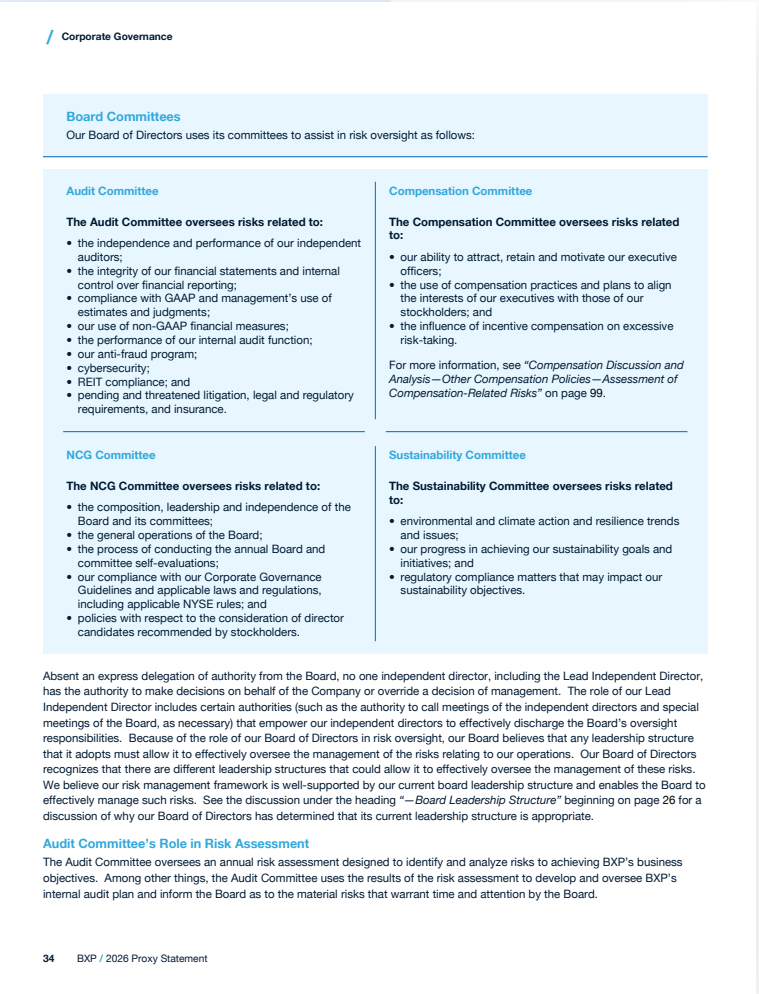
Stanley Black & Decker



Flutter Entertainment



Phinia



BXP

Corporate Governance

Board Committees

Identifies clarity on individual committee members, attendance, meeting frequency, and highlights.

Table of Contents	Board of Directors and Corporate Governance
Audit Committee	Current Members: Sydney Carey (Chair), Krista Anderson-Coppeman, Andrew Lindsay, and Lorie Norrington
	Number of meetings in fiscal year 2026: 8
Our Audit Committee consists of Krista Anderson-Coppeman, Sydney Carey, Andrew Lindsay, and Lorie Norrington. Our Board of Directors has determined that each member of the Audit Committee satisfies the independence requirements under the listing standards of each of the NYSE and the TSX as set forth in Rule 10A-3(b)(1) of the Exchange Act. The Chair of our Audit Committee is Ms. Carey. Our Board of Directors has determined that Messrs. Carey and Norrington are each an "audit committee financial expert" within the meaning of SEC regulations. Each member of our Audit Committee can read and understand financial statements and can communicate in accordance with applicable requirements. In arriving at these determinations, our Board of Directors has examined each Audit Committee member's scope of experience or the nature of their employment. The primary purpose of the Audit Committee is to discharge the responsibilities of our Board of Directors with respect to our corporate accounting and financial reporting processes, systems of internal control, and financial statement audits, and to oversee our independent registered public accounting firm. Specific responsibilities of our Audit Committee include: • helping our Board of Directors oversee our corporate accounting and financial reporting processes; • managing the selection, engagement, qualifications, independence, and performance of a qualified firm to serve as the independent registered public accounting firm to audit our financial statements; • discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results; • reviewing and approving our annual internal audit plan including responsibilities, budget, and staffing of the internal audit function and our plans for the continuation of the internal audit function; • meeting periodically with our management and our other personnel primarily responsible for the design and implementation of our internal audit function; • developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters; • reviewing related party transactions; • obtaining and reviewing a report by the independent registered public accounting firm at least annually that describes our internal control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law; • approving of, as required, pre-approving audit and permissible non-audit services to be performed by the independent registered public accounting firm; • reviewing major financial risk exposures, information security risk, data privacy risk, and cybersecurity risk, and reporting findings to the Board, who has final oversight responsibility over cybersecurity-related matters. Our Audit Committee operates under a written charter that satisfies the applicable rules and regulations of the SEC and the listing standards of each of the NYSE and the TSX. A copy of the charter of our Audit Committee is available on our website at https://investors.asana.com/governance/governance-documents. During our fiscal year ended January 31, 2026, our Audit Committee held eight meetings.	
Asana 2026 Proxy Statement	17

Asana

 CORPORATE GOVERNANCE			
COMMITTEES OF THE BOARD OF DIRECTORS			
The Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee facilitate and assist the Board in the execution of its responsibilities. In accordance with Nasdaq listing standards, each of these standing committees is comprised solely of independent directors. Charters for each of our standing committees are available on the Company's website at www.papagroup.com by first clicking on "Investor Relations" and then "Governance." The charter of each standing committee is also available in print to any stockholder who requests it.			
Name	Audit Committee	Compensation and Nominating Committee	Corporate Governance and Nominating Committee
Christopher J. Coleman			
John W. Garrett			
Stephen L. Gibbs			
Laurette T. Koeltner			
Jacodynn C. Mangani			
Sonya C. Medina			
John C. Miller			
Total A Member			
Meetings in Fiscal 2025	8	9	4
 Committee Chair  Committee Member			
AUDIT COMMITTEE			
CHAIR			
Laurette T. Koeltner			
CURRENT MEMBERS			
John W. Garrett Stephen L. Gibbs			
The Audit Committee's purpose is to assist the Board in fulfilling its oversight responsibilities for the accounting, financial reporting, internal control over financial reporting and disclosure controls and procedures of the Company and its subsidiaries. The Committee is responsible for the appointment, compensation and retention of the independent auditors and oversees the performance of the internal auditing function and the Company's compliance program with respect to legal and regulatory requirements and risk management. The Committee meets with management and the independent auditors to review and discuss the annual audited and quarterly unaudited financial statements, reviews the integrity of our accounting and financial reporting processes and audits of our financial statements, and prepares the Audit Committee Report included in this Proxy Statement. The Committee also is responsible for oversight of the Company's overall enterprise risk management function and reviews the Company's practices with respect to risk assessment and risk management and discusses the Company's risk exposures, including top risks, and the processes to identify, assess, manage and mitigate risks. In addition, the Committee oversees the Company's policies and practices with respect to publicly disclosed non-GAAP measures. The responsibilities of the Committee are more fully described in the Audit Committee's Charter. Each member of the Committee is independent as determined by the Board, based upon applicable laws and regulations and Nasdaq listing standards. In addition, the Board has determined that each member of the Committee is able to read and understand fundamental financial statements and each of Ms. Koeltner, Mr. Garrett, and Mr. Gibbs is an "audit committee financial expert" as defined by Securities and Exchange Commission ("SEC") rules.			

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Papa John's International, Inc.

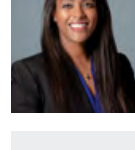
Papa Johns

Table of Contents	Information Regarding the Board of Directors and Corporate Governance
Audit Committee	Primary Responsibilities
Current Committee Members	We have adopted a committee charter that details the primary responsibilities of the Audit Committee, including:
G. Bradley Cole (Chair) - Kimberlee S. Caple - Richard Coston - Tiffany P. Olson	- Evaluating the performance, independence and qualifications of our independent auditors and determining whether to retain our existing independent auditors or engage new independent auditors; - Reviewing and approving the engagement of our independent auditors to perform audit services and any permissible non-audit services; - Monitoring the rotation of partners of our independent auditors on our engagement team as required by law; - Prior to engaging any independent auditor, and at least annually thereafter, reviewing relevant information reasonably believed to bear on the auditor's independence, and assessing and otherwise taking the appropriate action to oversee the independence of our independent auditor; - Reviewing our annual and interim financial statements and reports, including the disclosures contained under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," and discussing the statements and reports with our independent auditors and management; - Reviewing, with our independent auditors and management, significant issues that arise regarding accounting principles and financial statement presentation and matters concerning the scope, adequacy and effectiveness of our financial controls; - Reviewing with management and our independent auditors, as appropriate, the adequacy and effectiveness of our cybersecurity policies and controls; - Reviewing with management and our independent auditors any earnings announcements and other public announcements regarding material developments. Establishing procedures for the receipt, retention and treatment of complaints received by regarding financial controls, accounting or auditing matters and other matters; - Preparing the report that the SEC requires in our annual proxy statement; - Reviewing and providing oversight of any related person transactions in accordance with our related person transaction policy; - Reviewing and monitoring compliance with legal and regulatory responsibilities, including any material reports or inquiries from regulatory or governmental agencies, that could have a significant impact on the Company's financial statements and its core of business conduct and ethics ("Ethics Code"); - Reviewing our major risk exposures, including our major financial risk exposures, and reviewing and implementing risk guidelines and policies to identify, monitor and control exposures to strategic, financial, operational, regulatory, and other risks inherent in our business; - Reviewing on a periodic basis our investment policy; - Reviewing the Company's indemnification and insurance coverage for the Company's directors and executive officers; - Reviewing and evaluating on an annual basis the performance of the Audit Committee and the Audit Committee Charter; and - Reviewing and providing oversight of any risks associated with cyber security, including with risks related to artificial intelligence.
Financial Expertise and Independence	The report of the Audit Committee is set forth below under "Report of the Audit Committee of the Board of Directors."
Our Board of Directors has determined, based upon the recommendation of the Nominating and Corporate Governance Committee, that all members of the Audit Committee are "independent" in the accordance with the Nasdaq listing standards and SEC rules applicable to boards of directors in general and audit committee members in particular. The Board has determined that Mr. Cole qualifies as an "audit committee financial expert" as defined by the applicable SEC rules, and that each member of the Audit Committee is "financially sophisticated."	Audit Committee Report
The report of the Audit Committee is set forth below under "Report of the Audit Committee of the Board of Directors."	Report of the Audit Committee
Castele Biosciences 2026 Proxy Statement	23

Castle Biosciences

Table of Contents	Corporate Governance
Board Committee Responsibilities The charter for each Board Committee listed below is available on our website at http://investor.jetblue.com .	
Audit Committee Members: • Robert Leduc (Chair) • Ellen Jewett • Jesse Linn • Brian Marlin • Steven D. Miller • Mik Melis Meetings held in 2025: 7	Pursuant to its charter, the Audit Committee oversees: • the quality and integrity of our financial statements; • the appointment, compensation, qualifications, independence and performance of our independent registered public accounting firm; • compliance with ethics policies and procedures and legal and regulatory requirements; • our overall risk management process; • the performance of our internal audit function; • our accounting, financial reporting and disclosure process and the adequacy of systems of disclosure and internal accounting and financial controls; • management's assessment of cybersecurity, artificial intelligence, sustainability and other emerging risks; • overseeing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters, including confidential and anonymous disclosures; • oversight of the Company's anti-bribe programs and controls; and • other items, including risk assessment and compliance. The Audit Committee is also responsible for review and approval of any related person transactions required to be disclosed pursuant to Item 404(a) of Regulation S-K. The Board has determined that each member of the Audit Committee is financially literate within the meaning of the Nasdaq listing standards. In addition, the Board determined that each of Messrs. Leduc, Melis, Miller and Mittal and Ms. Jewett is an "audit committee financial expert" as defined under applicable SEC rules. The Audit Committee meets a minimum of four times a year and holds such additional meetings as it deems necessary to perform its responsibilities.
Governance and Nominating Committee Members: • Ellen Jewett (Chair) • Peter Borghaghi • Jesse Linn • Tim McClure • Thomas J. Winkelman Meetings held in 2025: 5	Pursuant to its charter, the Governance and Nominating Committee is responsible for: • developing corporate governance guidelines, policies and procedures, and recommending those policies and procedures to the Board for adoption; • making recommendations to the Board regarding the size, structure and functions of the Board and its committees; • developing and periodically reviewing Board membership criteria and the skills and characteristics that the Board is seeking and identifying and recommending new director nominees in accordance with selection criteria established by the Board; • conducting the annual evaluation of the performance of the Board and its committees, ensuring that the Audit, Compensation and Civil Governance and Nominating Committees of the Board and all other Board committees are composed of qualified directors; • developing and recommending a succession plan for the CEO; • evaluating director independence; • providing oversight of the Company's environmental, social and governance issues; and • providing oversight of the Company's political contributions and lobbying activities. The Governance and Nominating Committee meets a minimum of four times a year and holds such additional meetings as it deems necessary to perform its responsibilities.
jetBlue	13

JetBlue

TABLE OF CONTENTS	CORPORATE GOVERNANCE
Clearing House Oversight Committee  7 meetings in 2025 100% Independent	Committee Chair Howard J. Siegel (I) Committee Members Bryan T. Durkin (E), Martin J. Gepsman (E), William W. Hobert (E), Deborah J. Lucas (I/P), Patrick J. Mulchrone (E), William R. Shepard (E), Robert J. Terney (E) The clearing house oversight committee assists the board in providing oversight of the risk management activities and the senior management of the derivatives clearing house, including oversight with respect to the effectiveness of the clearing house risk management program.
Compensation Committee  6 meetings in 2025 100% Independent	Committee Chair Raheel Seifu (I/P) Committee Members Timothy S. Bilsborough (I/P), Charles P. Carey (I/P), Elizabeth A. Cook (E), Harold Ford Jr. (I/P), Phyllis M. Lockett (I/P) The compensation committee assists the board in fulfilling its responsibilities in connection with the compensation of board members and senior management and oversees the compensation programs for our employees. It performs this function by, among other things, establishing and overseeing our compensation programs, approving compensation for our executive officers, recommending to the board the compensation of board members who do not serve as our officers, overseeing the administration of our equity award plans and approving the filing of the Compensation Discussion and Analysis section, in accordance with applicable rules and regulations of the SEC, in our proxy statements.
	2026 PROXY STATEMENT CME GROUP 43

CME Group

The Board's Role and Responsibilities	Table of Contents
Current Chair: Mr. Banks Current Committee Members: • Mr. Andrews • Mr. Conry • Mr. Davidson	Nominating and CSR Committee Principal Functions and Additional Information • Identifies individuals qualified to become Board members and recommends to the Board each year the director nominees for the next annual meeting of stockholders. • Recommends to the Board the directors to serve on each Board committee. • Reviews and assesses the Company's policies, practices and strategy regarding environmental and social matters. • Leads the Board in its annual review of the performance of the Board and its committees. • Develops, reviews and recommends to the Board any changes to our Corporate Governance Guidelines the committee deems appropriate. • Monitors compliance with our nonemployee directors' stock ownership guidelines. • Recommends to the Board the compensation of nonemployee directors. For more information about the Nominating and CSR Committee's processes and procedures for the consideration and determination of director compensation, see the 2025 Director Compensation Statement.
Current Chair: Mr. Knight Current Committee Members: • Mr. Conry • Mr. Davidson • Mr. Ford • Mr. Owsley	Corporate Strategy and Acquisitions Committee Principal Functions and Additional Information • Provides guidance on and oversight of the Company's strategic plan, including the strategic planning process. • Works with management on the identification and prioritization of strategic goals and expectations, and reviews and evaluates potential acquisitions, joint ventures, strategic alliances and divestitures. • Monitors at least annually the Company's progress in implementing its strategic plan and recommends modifications to the plan where appropriate. • Periodically monitors the results of acquisitions, divestitures and alliances.
26	Simpson Manufacturing Co., Inc. – 2026 Proxy Statement

Simpson Manufacturing

How our Board Is Organized The following descriptions reflect each standing Board Committee's membership and Chair effective as of March 25, 2026.	
Audit Committee Committee Chair Denise M. Rice Additional Members Michael R. McKullen Paula A. Price Theodore R. Samuels Phyllis A. Fale	Key Responsibilities • Overseeing and monitoring the quality of our accounting and auditing practices, including, among others, reviewing and approving the internal audit charter, audit plan, audit budget and decisions regarding appointments and replacement of Chief Audit Officer • Appointing, compensating and providing oversight of the performance of our independent registered public accountants for the purpose of preparing or issuing audit reports and related work regarding our financial statements and the effectiveness of our internal control over financial reporting • Assessing the Board's fulfilling its responsibilities for general oversight of (i) compliance with legal and regulatory requirements, (ii) the performance of our internal audit function and (iii) the effectiveness of enterprise risk assessment and risk management policies and guidelines • Reviewing our disclosure controls and procedures, periodic filings with the SEC, earnings releases and earnings guidance • Producing the required Audit Committee Report for inclusion in our Proxy Statement • Reviewing the effectiveness of our compliance and ethics program • Overseeing our information security and data protection program, including by way of receiving regular updates from management and our Chief Information Security Officer
Committee on Directors and Corporate Governance Committee Chair Theodore R. Samuels Additional Members John A. Hatter, Jr.D. Michael Hidalgo Medina, M.D., Ph.D. Paula A. Price	Key Responsibilities • Providing oversight of our corporate governance affairs and reviewing corporate governance practices and policies, including annually reviewing the Corporate Governance Guidelines and recommending any changes to the Board • Identifying individuals qualified to become Board members and recommending that our Board select the director nominees for the next annual meeting of shareholders • Reviewing and recommending annually to our Board the composition of non-employee directors and overseeing and recommending any change in Board composition • Considering questions of potential conflicts of interest involving directors and senior management and establishing, maintaining and overseeing related party transaction policies and procedures • Evaluating and making recommendations to our Board regarding the responsibilities of each Board Committee, including its structure, operations and authority to delegate to subcommittees • Evaluating and making recommendations to the Board concerning director independence and defining specific categorical standards for director independence • Providing oversight of the Company's political activities as well as identifying and monitoring risks related to the Company's political activities, along with risks related to the Company's SD initiatives • Overseeing the annual evaluation process of the Board and its Committees

Bristol Myers Squibb

BOARD COMMITTEES			
The Board of Directors has three standing committees, with each committee described below. The members of each committee are also listed below. The committees consist solely of independent directors.			
Board Members	Audit	Compensation	Nominating and Corporate Governance
Reginald H. Gilyard		●	▲
Paul H. McDowell			
Richard Lieb	▲		
Kathleen R. Allen, Ph.D.	●	●	●
Gregory J. Whyte	●	▲	●
▲ Chair ● Member			
AUDIT COMMITTEE			
Members: Richard J. Lieb (Chair), Kathleen R. Allen, Gregory J. Whyte	Independent: All		Meetings in 2025: Four
Responsibilities include: - Oversee the integrity of the Company's financial statements; - Appoint, retain, and oversee the Company's independent registered public accounting firm; - Review the scope and results of the audit engagement with the independent registered public accounting firm, including the independent registered public accounting firm's letters to the Audit Committee; - Review and monitor the compensation of the Company's independent registered public accounting firm and approve professional services provided by the independent registered public accounting firm, including the range of audit and non-audit fees; - Review and monitor the independent auditor's qualifications and independence; and - Review the scope, plan and performance of our internal audit function. The Board has determined that Dr. Allen and Messrs. Lieb and Whyte qualify as audit committee financial experts, as defined by the SEC, and that all of the members of the Audit Committee are financially literate under the current listing standards of the NYSE and meet the NYSE and SEC independence requirements for audit committee members. The Audit Committee's report on our financial statements for the fiscal year ended December 31, 2025 is discussed below under the heading "Audit Committee Report."			

Orion Properties

Shareholder Engagement

60% included a summary on outreach and engagement to shareholders, citing frequency of meetings, feedback to the board and responsiveness.

CME Group

Salesforce

Gap

Phinia

Hydro One

Regions Financial

Hayward Holdings

Visteon

Executive Officers

Provides details on the Executive Officers— individual positions and biographies, designed to instill confidence and humanize the leadership team.

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Executive Officers

The following table sets forth information about our executive officers as of April 21, 2026.

Name	Age	Position
Jabbok Schlacks	48	Founder, Chief Executive Officer, and Director
William J. Schlacks IV	42	Founder, President, Director, and Board Secretary
David Marquardt	58	Chief Financial Officer and Chief Accounting Officer
Mark Wopata	34	Executive Vice President, Finance and Chief Data Officer

Executive Officers

Jabbok Schlacks' business background information is set forth under "Nominees for Director" above.

William J. Schlacks' business background information is set forth under "Nominees for Director" above.

David Marquardt

Age: 58

Mark Wopata

Age: 34

EquipmentShare.com Inc

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2026 Proxy Statement

EquipmentShare

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Executive Officers

Our Board of Directors has oversight over executive management succession, which they evaluate on a consistent basis. Our executive management team comprises the following individuals as of April 6, 2026.

Executive Officer Biographies



Trevor Baldwin

Chief Executive Officer



Bradford Hale

Chief Financial Officer

Trevor Baldwin, age 40, has served as Chief Executive Officer of The Baldwin Group since May 2019 and has served as director since September 2019. As Chief Executive Officer, Mr. Baldwin is responsible for leading the Firm in all areas of strategy, operations and business development, finance and human resources.

Mr. Baldwin joined what is today the middle market business in 2009 as a Commercial Risk Advisor working primarily with healthcare and private equity clients. Over time he led the Firm's Commercial Risk Management Group as Managing Director, following which he served as Baldwin's President & Chief Operating Officer. Before joining The Baldwin Group, Mr. Baldwin worked at the private equity firm HealthEdge Investment Partners, LLC.

Mr. Baldwin graduated from Florida State University with a Bachelor of Arts degree in Risk Management & Insurance.

Bradford Hale, age 45, joined The Baldwin Group as Chief Accounting Officer in May 2019 and was appointed Chief Financial Officer effective April 1, 2021. As Chief Financial Officer, Mr. Hale is responsible for leading the Firm's treasury, finance, accounting and financial reporting functions.

From September 2014 to May 2019, Mr. Hale served as Managing Director and shareholder at CB2 MMA, LLC, where he led the Accounting Advisory Practice through projects focused on complex accounting and SEC matters. From June 2010 to September 2014, Mr. Hale was the Director of Accounting and Risk Management for Bloomin' Brands, Inc., after starting his career at Deloitte where he focused on serving insurance clients.

Mr. Hale has a Bachelor's and Master's degree in Accountancy from Wake Forest University and is a Certified Public Accountant in Florida. He serves as an Advisory Board member for Voices for Children, a Trustee for St. Mary's Episcopal Day School and a Board member of the Shobon Private Trust Company, and volunteers on various committees for Hyde Park United Methodist Church.

The Baldwin Group

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The Baldwin Group

Executive Officers

Set forth below are biographical summaries of our Executive Officers as of April 2, 2026, other than Mr. Jackson, our CEO and Executive Director, whose biographical summary is set forth above in "Proposal 1 – Election and Re-Election of Directors."



Rob Coldrake

Age: 47



Amy Howe

Age: 54

Rob Coldrake was appointed as our Chief Financial Officer in May 2024. Prior to this, Rob was CFO of the International Division for four years, overseeing a portfolio of brands including Hokenstors, Adjardist and Better International. He was also instrumental in delivering the global growth and acquisition strategy successfully overseeing the acquisitions and subsequent integrations of Jungle, Sisco and Mobast. Prior to joining Flutter, Mr. Coldrake was Chief Financial Officer for the Markets and Airlines of TTA Group, a multinational leisure, travel, and tourism company, having previously held a number of senior finance positions including Finance Director of the UK&I and Nordic businesses in his 14 year tenure at TTA. Mr. Coldrake started his career at PricewaterhouseCoopers where he worked for seven years, primarily in audit, but also gaining some significant transaction experience. He is a qualified Chartered Accountant. Mr. Coldrake holds a bachelor's degree in print journalism from the University of Westminster.

Amy Howe has served as the chief executive officer of our United States division since July 2021, where she leads the FanFuel business in North America. Prior to her appointment as Chief Executive Officer, Ms. Howe was President of FanFuel from February 2021 to July 2021 with responsibility for leading the Company's core commercial functions across its Sportbook, Casino, Racing and Daily Fantasy businesses. Before that, she was at Live Nation Ticketmaster from 2016 to 2021, where her most recent role was President and Chief Operating Officer for Ticketmaster and, prior to that, a partner at McKinsey & Company. Ms. Howe holds a bachelor of science degree from Cornell University and earned a master's degree in business administration from the Wharton School at the University of Pennsylvania.

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Flutter Entertainment

Management

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following table and biographies set forth information regarding our current executive officers as of the date hereof, except for Mr. Burke, whose information is listed above.

Name	Age	Position / Office
Kristopher E. Moldovan	54	Executive Vice President and Chief Financial Officer
Stacey Doré	53	Chief Strategy and Sustainability Officer & Executive Vice President Public Affairs
Scott A. Hudson	62	Executive Vice President and President Vistra Retail
Stephanie Zapata Moore	52	Executive Vice President, General Counsel, and Chief Compliance Officer

KRISTOPHER E. MOLDOVAN

AGE: 54

Executive Vice President and Chief Financial Officer

BIOGRAPHICAL INFORMATION:

Mr. Moldovan has served as the Executive Vice President and Chief Financial Officer since August 2022. In this role, Mr. Moldovan is responsible for leading the execution of all financial activities for Vistra, including investor relations, treasury, financial planning and analysis, controllership, tax, risk management, internal audit and supply chain. Mr. Moldovan has been with Vistra and its predecessor companies since 2006 and, from 2017 to 2022, served as Senior Vice President and Treasurer, where he was responsible for all treasury-related activities, including financing activities and assuring the availability of liquidity and cash resources, among other responsibilities. From 2010 to 2017, he was the Company's Assistant Treasurer. Mr. Moldovan originally joined the Company as Senior Counsel, where much of his work focused on finance and mergers and acquisitions. Before joining Vistra, he was an attorney for Gibson, Dunn & Crutcher, LLP in Dallas and for Wildman, Harrold, Allen & Dixon in Chicago, where he gained extensive experience in M&A, finance, and general corporate advisory. Mr. Moldovan serves on the NYSE Institute Advisory Board and the Board of Advisors for the Maguire Energy Institute at the SMU Cox School of Business. Mr. Moldovan holds a bachelor's degree in engineering from the University of Illinois, a juris doctor from Duke University School of Law, and a graduate finance certificate from Southern Methodist University Cox School of Business.

VISTRA

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Vistra

Fiscal Year 2026 Executive Officers

The following table provides certain information about DocuSign's executive officers serving as of April 1, 2026.

Current Officers	Name	Age	Position(s)
	Allan Thygesen	63	President, Chief Executive Officer
	Blake Grayson	52	Executive Vice President, Chief Financial Officer
	Robert Chawani	50	President, General Manager, Growth
	Paula Hansen	54	President, Chief Revenue Officer
	James P. Shaughnessy	71	Chief Legal Officer

Fiscal 2026 Executive Officer Biographies

For information regarding Mr. Thygesen, please see the section above entitled "Directors and Corporate Governance – Biographies".

Blake Grayson has served as our Executive Vice President and Chief Financial Officer since June 2023. Mr. Grayson previously served as Chief Financial Officer of The Trade Desk from December 2019 to May 2023. Prior to joining The Trade Desk, Mr. Grayson was at Amazon.com, Inc. from February 2009 to December 2019, where he served in a number of positions. Most recently, Mr. Grayson was Vice President, Finance, for the International Consumer business, serving from April 2018 to December 2019 as the Head of Finance for businesses in the UK, Germany, France, Italy, Spain, Turkey, India, Japan, China, Australia, Brazil, the Middle East, and Singapore, as well as worldwide finance teams for Automated Marketing, Kindle Content/Books and Global Payments. Prior to that, Mr. Grayson was Vice President, Finance for Amazon Marketplace between April 2015 and April 2018 and Finance Director, North America retail (Consumables, Amazon Fresh, and Global Payments) from March 2013 to April 2015. Prior to his employment with Amazon, from 2003 to 2009, Mr. Grayson worked for Washington Mutual/J.P. Morgan Chase leading payments finance and financial planning and analysis functions, and previously worked in the wireless and financial services industries. Mr. Grayson received a B.A. in Business Administration (Phi Beta Kappa) from the University of Washington and an M.B.A. (with honors) from the University of Southern California.

Robert Chawani has served as our President and General Manager, Growth since February 2023. From March 2017 to February 2023, Mr. Chawani served as Chief Marketing Officer at Alkermes, Inc., a SaaS company. Prior to Alkermes, Mr. Chawani served as Chief Revenue & Marketing Officer for social e-commerce platform Spring. Mr. Chawani also previously served in various roles of increasing responsibility at eBay Inc., including most recently as Chief Marketing Officer of North America. Mr. Chawani holds a B.S. in marketing from DePaul University and an M.B.A. from UC Berkeley Haas School of Business, and studied at Kansai Gaidai University in Japan.

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DocuSign

Executive Officers

The following table identifies our executive officers as of April 28, 2026:

Name	Age	Position
Sean Duffy	42	Chief Executive Officer, Co-Founder and Director
Steve Cook	40	Chief Financial Officer
Wei-Li Shao	55	President

The following biographical information is furnished with regard to our executive officers (except for Mr. Duffy, whose biographical information appears above under "Nominees for Class I Director").



Steve Cook



Wei-Li Shao

Chief Financial Officer | Age: 40

Steve Cook has served as our Chief Financial Officer since July 2021. Prior to joining our company, Mr. Cook held various finance roles at Life Healthcare, Inc., d/b/a One Medical, a primary care provider now owned by Amazon, serving as Vice President, Head of Strategic Finance from January 2021 to July 2021, Senior Director, Strategic Finance and Head of FP&A from January 2020 to December 2020, and Director, Strategic Finance from February 2018 to December 2019. Prior to that, he held various finance roles at Salesforce, Inc., a cloud-based software company, from October 2011 to January 2018. Mr. Cook holds a B.A. in Political Science from the University of California, San Diego.

President | Age: 55

Wei-Li Shao has served as our President since December 2021, after previously serving as our Chief Commercial Officer from May 2019 to December 2021. Prior to joining our company, Mr. Shao held various roles at Eli Lilly and Company, a global pharmaceutical company, from 2001 to February 2019, including Vice President of Lilly Chronic Diabetes, General Manager of Lilly Taiwan, Lilly New Zealand, and most recently as Vice President of the U.S. Neuroscience Business Unit. Mr. Shao holds a B.S. in Biochemistry from the University of Wisconsin-Madison and an M.B.A. from Indiana University's Kelley School of Business.

Omada Health, Inc.

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Omada Health

EXECUTIVE OFFICERS

Our executive officers serve at the discretion of our board, and serve until their successors are elected and qualified or until their earlier death, resignation or removal. Our former Chief Executive Officer, Marcos Galperin, transitioned to a new role as Executive Chairman of the Board effective January 1, 2026, and on such date Ariel Szarfstejn was appointed as our new CEO. The following table contains information regarding our executive officers as of April 23, 2026.

Name	Age	Position
Ariel Szarfstejn	44	Chief Executive Officer
Martin de los Santos	56	Executive Vice President and Chief Financial Officer
Oswaldo Gimenez	55	Fintech President
Daniel Rabinovich	48	President of Technology and Operations
Marcos Melamed	55	Senior Vice President and Chief Accounting Officer
Juan Martin de la Serna	59	Executive Vice President - Corporate Affairs
Agustin Costa	44	Executive Vice President - Shipping
Fernando Tumes	50	Executive Vice President - Marketplace

KEY QUALIFICATIONS

Ariel Szarfstejn has been our Chief Executive Officer since January 2026. From April 2024 to December 2025, he served as Commerce President. Prior to this appointment, he served as an Executive Vice President of Commerce, a position to which he was appointed in January 2022. He joined MercadoLibre in 2017 as Vice President of Strategy and Corporate Development. Then, from 2018 to 2020, he was Vice President of Mercado Envios, and from 2020 to 2021, Senior Vice President and head of Mercado Envios. Before joining MercadoLibre, Mr. Szarfstejn worked at Despegar.com where he was responsible for managing the hotels business unit. Prior to that, he spent several years leading strategy consulting projects for Boston Consulting Group in Latin America.

EDUCATION

- Master of Business Administration, Stanford University Graduate School of Business
- Bachelor's degree in Economics (cum laude), University of Buenos Aires

MercadoLibre

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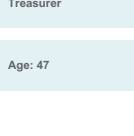
Mercado Libre

Executive Officers of the Company

Set forth below is information regarding our executive officers as of February 1, 2026 (other than our CEO, who is also a director and whose information appears above with information regarding our nominees for election as director).



Brian G. Andrews



Wei-Li Shao

Mr. Andrews has served as Executive Vice President since December 2020, Senior Vice President, Chief Financial Officer and Treasurer since May 2018, Treasurer since January 2013 and Vice President since November 2014. He also served as Vice President, Global Logistics and Service for CooperSurgical, a position he held from June 2017 to May 2018. Mr. Andrews previously served as Assistant Treasurer for the Company from April 2008 to December 2012. Prior to joining the Company, he held various corporate and investment banking positions at KeyBank Capital Markets from 2002 to 2006 and at ING Barings from 2000 to 2001.

Mr. Andrews holds a B.A. in Economics from Columbia University.

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Cooper Companies

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Executive Compensation

50% included enhancements in their Executive Compensation section, bringing greater clarity to key financial disclosures.

Subsections

- Executive Summary
- Say-on-Pay
- Summary Compensation Table

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Executive Compensation

We have opted to comply with the executive compensation disclosure rules applicable to "smaller reporting companies," as such term is defined under the Securities Act. This section should be read in conjunction with our Form 10-K, along with the remainder of this proxy statement. Compensation information included in the following section is presented in actual dollar amounts. For fiscal year ended December 31, 2025, our named executive officers ("NEOs") were:

For fiscal year ended December 31, 2025, our NEOs were⁽¹⁾:

- Mr. Javdi served as Chief Financial Officer from March 5, 2025 through May 27, 2025.
- Ms. Buczkowski was appointed to Chief Administration Officer on November 3, 2025.



Joe Mastrangelo
Chief Executive Officer



Nathan Kroeker
Chief Commercial Officer and Interim Chief Financial Officer (effective May 27, 2025)



Michelle Buczkowski
Chief Administration Officer⁽²⁾

Pay for Performance and Key 2025 Compensation Actions

We believe that compensation should be directly linked to performance and correlated to stockholder value. In evaluating and setting compensation for our NEOs, the Compensation Committee is guided by the following principles:

1.

Compensation should allow us to attract, motivate and retain a highly qualified, talented, and motivated executive team.

2.

Compensation should appropriately balance fixed and performance-based elements, including overall performance of the Company and the NEO's individual performance.

3.

Performance-based compensation should include short-term and long-term components, in order to build sustainable, long-term success and value for our stockholders; and

4.

Compensation decisions should be responsive to the views of our stockholders and be informed by market best practices.

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EOS Energy

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Executive Compensation

Compensation Discussion and Analysis

This Compensation Discussion and Analysis ("CD&A") describes our executive compensation philosophy and pay programs in 2025.

2025 COMPENSATION PROGRAM PHILOSOPHY

Our executive compensation program reflects our pay-for-performance philosophy. The HR Committee utilizes a combination of fixed and variable pay elements in order to achieve the following objectives:



Motivate achievement of annual performance goals across the entire organization in support of our strategic priorities.



Attract, retain, and motivate employees by providing market-competitive total compensation opportunities.



Emphasize a pay-for-performance culture by creating a strong link between pay and performance by placing a majority of compensation at risk based on achievement of pre-defined short-term goals and long-term performance goals.



Align employee and investor interests by establishing market-relevant metrics that drive shareholder value creation.

2025 NAMED EXECUTIVE OFFICERS

For 2025, our NEOs and their titles were:

Name	Principal Position
Antonio Carrillo	President and CEO
Gail M. Peck	Chief Financial Officer
Kerry S. Cole	Group President
Jesse E. Collins, Jr.	Group President
Raid S. Esal	Group President
Bryan P. Stevenson	Chief Legal Officer

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Arcosa

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Compensation Discussion and Analysis

We are driven by the core values in our Astmuth—core values which define who we are and what we stand for. Those core values guide our thoughts and actions, enabling us to lead with integrity. Our leadership results in innovative products and solutions for our clients, opportunities for our colleagues, collaborative trading with our insurance and reinsurance company partners, strength in our communities and the delivery of strong financial results to our shareholders. Our 2025 compensation of NEOs appropriately reflects and rewards their contributions to efficient execution across our business and thoughtful investments in innovative and proprietary technology platforms, which delivered margin expansion alongside our industry leading organic revenue growth profile in 2025. This Compensation Discussion and Analysis (the "CD&A") explains the guiding principles and practices upon which our executive compensation program is based, the compensation paid and earned by our NEOs for 2025, our pay-for-performance philosophy, and updates to our executive compensation program for 2026.

Our NEOs for the year ended December 31, 2025 are:

Name	Title
Trevor Baldwin	Chief Executive Officer
Braedon Hale	Chief Financial Officer
Daniel Galbraith	President, The Baldwin Group and Chief Executive Officer, Retail Brokerage Operations
Jim Roche	President, The Baldwin Group and Chief Executive Officer, Underwriting, Capacity & Technology Operations
Seth Cohen	General Counsel and Corporate Secretary

2025 Performance Highlights

2025 was a year of significant progress for The Baldwin Group. We delivered our sixth consecutive year of top-of-industry organic growth, expanded margins, and grew adjusted diluted EPS by double digits. During 2025, we grew total revenues 8% to \$1.5 billion, reported a 32% increase in GAAP net loss to \$54.2 million and a net loss margin of 4%, and our GAAP diluted loss per share increased 28% to \$0.50. Our other key accomplishments and highlights from 2025 include:

7%

Continued industry-leading organic revenue growth⁽¹⁾

23%

Adjusted EBITDA margin⁽¹⁾

20bps

Adjusted EBITDA margin expansion of 20 basis points (bps)

13%

Grew pro forma adjusted EBITDA⁽¹⁾ 13% to \$32.5 million

12%

Grew adjusted net income⁽¹⁾ by \$22.0 million, or 12%

11%

Grew adjusted diluted EPS⁽¹⁾ by 11% to \$1.67

1. Organic revenue growth, adjusted EBITDA, adjusted EBITDA margin, pro forma adjusted EBITDA, adjusted net income and adjusted diluted EPS are non-GAAP measures. Refer to the Appendix to this Proxy Statement for reconciliations of non-GAAP financial measures to comparable GAAP financial measures.

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The Baldwin Group

Executive and Director Compensation

We are providing compensation disclosure that satisfies the scaled disclosure requirements applicable to Emerging Growth Companies ("EGCs"), as defined in the Jumpstart Our Business Startups ("JOBS") Act. As an EGC, we are only required to disclose compensation for our principal executive and the two most highly compensated executive officers other than our CEO, which collectively comprise our named executive officers ("NEOs").

For 2025, our NEOs were as follows:



Bryce Maddock
Chief Executive Officer, Co-Founder and Chairperson



Jarrod Johnson
Chief Customer Officer



Stephan Dasout
Chief Operating Officer

2025 Financial and Operational Performance Highlights

Our goal is to build the world's leading provider of tech-enabled specialized business process services through a hybrid "technology plus talent" model, including Digital Customer Experience, Trust & Safety, and AI Services. We finished 2025 with record-breaking results, delivering full-year revenue of \$184 billion and Adjusted EBITDA of \$249.1 million—both all-time company highs. This performance was driven by our persistent focus on double-digit growth and the explosive demand for our AI Services, which grew 59% year-over-year. Throughout 2025, we scaled our investments in agentic AI technologies, consulting, and specialized talent to ensure TaskUs remains the service provider of choice in an AI-driven landscape. These investments, including \$25 million planned for 2026, position us to capture high-value opportunities in foundation model development and the Autonomous Vehicle and Robotics sectors. Over the long term, we believe this strategy will allow us to continue to drive durable revenue growth and Adjusted EBITDA margins that we expect will be among the best in our industry.

Revenue (in Millions)

2024: \$99.0, 2025: \$184.0

Adj. EBITDA (in Millions)

2024: \$20.9, 2025: \$249.1

New Client Win Rate

2024: 49%, 2025: 36%

Top 20 Client Concentration

2024: 68%, 2025: 71%

(1) Adjusted EBITDA is a non-GAAP measure. Please see "Glossary of Non-GAAP Financial Measures and Non-GAAP Reconciliations" at the end of the proxy statement.

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TaskUs

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Executive Compensation

Compensation Discussion and Analysis

Named Executive Officers

This Compensation Discussion and Analysis provides information about the material elements of compensation that are paid, awarded to, or earned by our named executive officers for fiscal year 2025. Our named executive officers for fiscal year 2025 (and their respective positions) were:

Name	Title
Nicholas O'Grady	Chief Executive Officer
Adam Dittan	President
Chad Allen	Chief Financial Officer
James Evans	Chief Technical Officer
Eric Romolo	Chief Legal Officer & Secretary

Our company reported strong financial and operating results for 2025.

Executive Summary

Company Performance

\$2.1b

oil and gas sales

9%

increase in total production

\$230m

combined dividends and stock repurchases

Our company reported strong financial and operating results for 2025, despite a challenging commodity price environment. We generated record production, cash flows from operations and Adjusted EBITDA and continued to build on our success in recent years. We continued to pursue our growth and diversification strategy with acquisitions across all of our basins. Our acquisition and development activity resulted in a 9% increase in our total production in 2025 compared to 2024. Despite a 14% decrease in average realized commodity prices per barrel of oil equivalent in 2025 compared to 2024, we still grew our cash flows from operations and Adjusted EBITDA year-over-year. We increased our total quarterly common stock dividends per share by 10% in 2025, and returned over \$230 million to stockholders in the form of dividends and common stock repurchases.

Compensation Program

For 2025, the Compensation Committee sought to implement an executive compensation program that is both highly competitive with our peer group and heavily focused on value-creation over the long-term.

The structure of our 2025 executive compensation program is substantially similar to 2024. It includes (i) base salary, (ii) a cash short-term incentive program ("STIP") dependent upon the achievement of quantitative

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Northern Oil and Gas

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Executive Compensation

Compensation Discussion and Analysis

Named Executive Officers

This Compensation Discussion and Analysis ("CD&A") provides an overview of our executive compensation philosophy, the objectives of our executive compensation program and each compensation component that we provide. In addition, we explain how and why our Compensation Committee arrived at specific compensation policies and decisions involving our NEOs for the year ended December 31, 2025. This CD&A is intended to be read in conjunction with the immediately following tables, which include historical context of pay.

The following executive officers constituted our named executive officers ("NEOs") for the year ended December 31, 2025:



MARC STAPLEY
Chief Executive Officer and Director



REBECCA CHAMBERS
Chief Financial Officer



PHILLIP FERBO
Chief Scientific Officer and Chief Medical Officer



JOHN LEITE
Global Chief Commercial Officer



ANNIE MCGUIRE
General Counsel and Head of Human Resources

Executive Summary

2025 Business Highlights

In 2025, we continued our strong performance through exceptional execution on the top line and bottom line through disciplined financial and budget management with our growth driven primarily by our Despher and Altima products.

Total Revenue

\$517.1M

↑ 16% over 2024

Testing Revenue

\$493.2M

↑ 18% over 2024

Net Income

\$66.4M

↑ 175% over 2024

Cash on Hand

\$412.9M

of cash, cash equivalents and short-term investments at end of year

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Veracyte

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis ("CD&A") describes PHINIA's executive compensation philosophy, objectives, and programs applicable to the following NEOs for 2025.



Brendy D. Ellison
President and Chief Executive Officer



Chris P. Groppe
Senior Vice President and Chief Financial Officer



Robert Boyle
Senior Vice President, General Counsel and Secretary



Alisa Di Beasi
Senior Vice President and Chief Human Resource Officer



Pedro Abreu
Vice President and Chief Strategy Officer

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Executive Compensation

Compensation Discussion and Analysis

2025 Performance Update¹

We made substantial progress on our "3-S" plan in 2025 by advancing our Enterprise Strategy, which outlines a tangible roadmap to drive performance and Total Shareholder Return ("TSR") on our journey to become "One Perrigo". We clearly defined our Business Model to deliver a focused portfolio of consumer health solutions that delight consumers and, in partnership with our customers, improve access and accelerate category growth. Now, we are laser-focused on scaling more molecules, at more price points, to more consumers, in support of Our Purpose: Making Lives Better Through Trusted Health and Wellness Solutions. Accessible to All.

We anchored our strategic plan around three clear steps:

1. Stabilize

We stabilized our store brand business evidenced by solid share and distribution gains. We also stabilized supply in Infant Formula, recovering service levels above 95%, even as demand recovery slowed and competition intensified.

2. Streamline

We simplified our portfolio and implemented a new commercial operating model, consolidated and delivered meaningful benefits from our Project Energize and Supply Chain Reinvention programs and announced the divestiture of Dermacosmetics & strategic reviews for Infant Formula and Oral Care.

3. Strengthen

We strengthened our innovation pipeline vs. prior year, prioritized our key brands, bolstered capabilities and are directing resources where they impact the most.

In addition to these advancements, the Company achieved its full-year 2025 adjusted EPS within its updated guidance range, delivered low-single-digit adjusted operating income growth and expanded adjusted operating margin, due in part to accretive initiatives and new products. These successes were achieved despite challenging market conditions.

Other strategic and operational highlights include:

☑ Grew Market Share in both Store Brands and Key Brands in the U.S. (Perrigo store brand volume share gained 60 basis points¹, and Perrigo key brands' share gained 10 basis points¹).

☑ Strengthened our Innovation Pipeline with a potential unadjusted dollar value 3X greater than 2024.

☑ Customer service levels have strengthened and we consistently achieved greater than 90% with top customers.

¹ See Appendix A for reconciliation of Adjusted (non-GAAP) to Reported (GAAP).

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Perrigo

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Executive Compensation

Say-on-Pay

21% included a Say-on-Pay callout, highlighting the link between pay, performance and shareholder interests.

Executive Compensation

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2025 Say-on-Pay Advisory Vote Outcome

In 2025, our executive compensation program received favorable support of approximately 89% of votes cast by our stockholders, continuing our strong average support over the prior three years of 95% (2023-2025). Management and the Committee reviewed this result and believe it to be a strong indication of support for the Company's executive compensation program and alignment of the program with stockholder interests. We value stockholder feedback and throughout 2025 were actively engaged with our stockholders. During 2025, these discussions reinforced broad support for our current compensation program, while also providing constructive insights regarding the long-term incentive design. As detailed throughout this Compensation Discussion & Analysis, we believe the officer compensation program is strongly aligned with shareholder value creation, and that it reflects solid corporate governance practices.

89%Support received from stockholders for our 2025 say-on-pay proposal

Executive Compensation Program Design and Governance Practices

Our executive compensation program is designed to provide strong alignment between executive pay, stockholder interests, and company performance, and incorporates best practices. Here are some of the compensation practices we follow and those we avoid.

What We Do

- ✓ The Organization and Compensation Committee of the Board of Directors approves all aspects of executive officer pay
- ✓ Target pay levels to be, on average, within a competitive range of the median of comparable companies, considering an individual's responsibilities, business impact, performance and other factors
- ✓ Provide the majority of pay through performance-based annual and long-term incentive programs
- ✓ Balance short- and long-term incentives using multiple performance metrics, covering individual, financial and total shareholder return performance
- ✓ Cap incentive awards that are based on performance goals
- ✓ Have "double trigger" (qualifying termination of employment following a change in control) requirements for NEO severance payments and/or equity acceleration for all of the NEOs' outstanding awards
- ✓ Maintain guidelines for robust stock ownership by our NEOs to ensure ongoing and meaningful alignment with shareholders
- ✓ Have a compensation recoupment ("clawback") policy for executive officers covering incentive-based compensation (both cash and equity) in the event of a financial restatement
- ✓ Prohibit hedging transactions, purchasing the Company's common stock on margin or pledging such shares
- ✓ Review key elements of the officer pay program annually, as conducted by the Committee, which also considers our business and talent needs, and market trends
- ✓ Use an independent compensation consultant to evaluate our executive compensation program relative to our peers, and outside legal counsel to draft our executive compensation plans and award agreements

What We Don't Do

- ✗ Do not provide excise tax gross-ups
- ✗ Do not have compensation practices that encourage unnecessary and excessive risk taking
- ✗ Do not replicate options, reload, exchange or grant stock options or stock appreciation rights below market value without shareholder approval
- ✗ Do not provide dividends or dividend equivalents on unearned PSUs unless and until the underlying PSU vests (and if such PSUs are forfeited, no dividend equivalents are paid out)
- ✗ Do not provide our allowances, club memberships or similar perquisites

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Visteon Corporation

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Visteon

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Compensation Discussion and Analysis

CEO's total target equity value and 25% of our other NEOs' respective total target equity values. Beginning in 2024, the PSUs are earned based on achievement of pre-established corporate performance goals measured over a three-year performance period.

SAY-ON-PAY ADVISORY VOTE RESULTS

At our 2025 annual meeting of stockholders, approximately 94% of votes cast on the Say-on-Pay advisory proposal were in favor of our executive compensation program, demonstrating significant stockholder support for the overall structure of our executive compensation program and the compensation paid to our NEOs for 2024. The Compensation Committee considered this strong stockholder support and did not make any significant changes to the overall structure of our executive compensation program for 2025. Our Board and the Compensation Committee value our stockholders' opinions and will continue to consider the outcome of Say-on-Pay votes when making future compensation decisions for our NEOs.

94%Support

2025 STOCKHOLDER OUTREACH

We believe that active and transparent engagement with our stockholders is fundamental to our commitment to delivering sustainable long-term value. Each year, we proactively seek engagement with our top 25 stockholders. In 2025, our outreach efforts resulted in select members of our Board and management meeting with stockholders representing approximately 20% of our outstanding shares.

Our 2025 engagement discussions included feedback on our executive compensation program. Stockholders generally expressed support for the overall structure and alignment of our compensation framework with performance and long-term value creation. More specifically, stockholders indicated that the structure provided a clear framework for short-term incentives and strong alignment with performance. Further, the addition of performance stock units was viewed favorably as an enhancement to our long-term incentive design.

Feedback from these engagements is reviewed by management and our Board. Stockholder input has informed ongoing enhancements to our executive compensation program, including continued emphasis on performance-based, long-term incentives aligned with stockholder interests and key operating and financial metrics. We remain committed to maintaining open lines of communication with our stockholders and incorporating constructive feedback into our policies, practices, and strategic priorities.

Castle Biosciences 2026 Proxy Statement

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Castle Biosciences

EXECUTIVE COMPENSATION

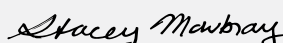
Say on Pay

In accordance with Hydro One's corporate governance guidelines, the company will hold an advisory vote on the approach to executive compensation (say on pay). The purpose of a say on pay vote is to obtain shareholder input on executive compensation at each annual meeting. Please refer to further details on page 5.

2025 Say on Pay voting results
98.98% For Vote

The HRC and the board remain committed to open and transparent communication about our executive compensation program. We trust this CD&A provides you with clear and relevant information that allows you to understand and evaluate our executive compensation program and practices, and to cast an informed say on pay vote at the upcoming annual meeting of shareholders. We welcome your comments and questions and invite you to submit them by email, c/o the Corporate Secretary at corporatesecretary@HydroOne.com.

Sincerely,


Stacey Mowbray
Chair of the Human Resources Committee



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Hydro One Limited

2026 Management Information Circular

Hydro One

Summary of 2025 Executive Compensation Practices

The Compensation Committee strives to ensure that our executive compensation program aligns with the interests of our stockholders and adheres to our pay-for-performance philosophy. Our executive compensation program received 99.8% stockholder support at the 2025 annual meeting of stockholders. The Compensation Committee made all material 2025 compensation decisions for our NEOs in the first quarter of 2025, prior to the 2025 say on pay vote, but we believe that no changes were warranted to the program based on the high level of stockholder support.

99%Stockholder Support

We strive to maintain judicious governance standards and compensation practices by regularly reviewing best practices. We incorporated many best practices when forming our 2025 compensation program for the NEOs, including the following:

What We Do

- ✓ Provide that the vast majority of NEO compensation is at risk and variable and in the form of annual incentive and long-term incentive awards.
- ✓ Require that all annual equity awards have a minimum of three years before any initial vesting.
- ✓ Emphasize long-term performance by granting at least 50% of NEO long-term incentive awards in the form of performance-based equity.
- ✓ Prohibit employees from short selling, pledging, or hedging our securities.
- ✓ Utilize equity ownership guidelines for executive officers and directors.
- ✓ Recommend an annual advisory vote on executive compensation in order to provide stockholders with a frequent opportunity to give feedback on compensation programs.
- ✓ Provide for "double trigger" severance benefits in the event of a change of control and qualifying termination.
- ✓ Engage an independent compensation consultant, Meridian Compensation Partners ("Meridian"), to assess our practices.
- ✓ Motivate management to achieve the Company's operational and strategic goals.

What We Don't Do

- ✗ Automatically increase salaries each year or make lock-step changes in compensation based on peer group compensation levels or metrics.
- ✗ Pay guaranteed or multi-year cash bonuses.
- ✗ Pay guaranteed or multi-year cash bonuses.
- ✗ Provide significant perquisites.
- ✗ Provide Section 280G or 409A tax gross-ups.
- ✗ No single-trigger change in control protections in 2025 and future long-term incentive plan grants.

Kinetik Holdings Inc.

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2026 Proxy Statement

Kinetik

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Compensation Discussion and Analysis

Named Executive Officers and Roles in Fiscal 2025


Richard Dickson
President & Chief Executive Officer, Gap Inc.


Katrina O'Connell
Executive Vice President & Chief Financial Officer, Gap Inc.


Horacio (Halo) Barbeito
President & Chief Executive Officer, Old Navy


Mark Bechtard
President & Chief Executive Officer, Gap Brand


Eric Chan
Executive Vice President & Chief Business and Strategy Officer, Gap Inc.

Listening to Our Shareholders



The Committee actively considers the ideas and concerns of our shareholders regarding executive compensation and the results of the advisory vote on executive compensation, commonly referred to as a Say-on-Pay vote, when assessing our compensation practices and policies, and we hold a Say-on-Pay vote annually.

A Say-on-Pay vote was presented to our shareholders at our 2025 Annual Meeting and approved by approximately 98% of shareholders present and voting thereon. In addition, on an annual basis, we engage directly with some of our largest shareholders as another means to gather their input and concerns, and management informs the Compensation Committee of any compensation-related feedback they receive. Prior to our 2025 Annual Meeting, we invited our top 25 shareholders (not including members of the Fisher family), representing approximately 45% of our outstanding ownership at that time, to engage in discussion with us on our executive compensation program. Shareholders representing approximately 2% of our outstanding ownership at that time accepted our invitation to engage. See "[Corporate Governance-Shareholder Engagement](#)" for more information on our shareholder outreach program.

Based on the low rate of acceptance to our invitation to engage on our executive compensation program and discussions and feedback with shareholders that did accept, we believe our shareholders continue to view our executive compensation program favorably. As a result, the Compensation Committee retained its general approach to executive compensation in fiscal 2025 and continued to apply the same pay-for-performance principles and philosophy as in prior fiscal years.

98%

Say-on-Pay Approval

At the 2025 Annual Meeting, shareholders were very supportive of the structure and philosophy of our pay program during fiscal 2024, with 98% of shares present and voting thereon voting to approve our Say-on-Pay proposal. We continued to set rigorous goals and align pay with performance and achievement of our strategic priorities during fiscal 2025.

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Gap

Executive Compensation

Test Volume

Total Test Volume
179,528

↑ 18% over 2024, driven by Decipher and Alrima

Decipher Prostate Test Validated by
115 Publications

demonstrating the clinical validity and utility of the test, making it the most validated gene expression prostate test

↑ 22 publications over 2024

Launched
v2 Transcriptome

for Alrima testing to improve lab efficiency and provide results for more patients

Other Highlights

- Progressed with the launch of our **first whole-genome MRD test** in Maca Invasive Bladder Cancer, submitting the technical assessment for TrueMRD to NCI in March of 2025. Adding MRD to our novel Veracyte Diagnostic Platform will expand our ability to serve patients across the cancer care continuum.

2025 Compensation Highlights

**Annual Cash Incentive Compensation Tied to Financial Performance.** In 2025, our annual incentive award plan was designed to drive performance on key financial metrics – testing revenue and adjusted EBITDA as a percentage of revenue. These metrics were achieved at 118%.

**Equity Mix.** In 2025, our NEOs were granted a mix of PSUs and RSUs, with the equity mix consisting of 50% PSUs (at target) and 50% RSUs.

Say-on-Pay Results

In 2025,
97.3%

of stockholders supported our 2025 say-on-pay proposal

In 2024,
95.2%

of stockholders supported our 2024 say-on-pay proposal

In 2023,
97.0%

of stockholders supported our 2023 say-on-pay proposal

In 2022,
91.7%

of stockholders supported our 2022 say-on-pay proposal

Veracyte received approximately **97.3% support** from stockholders for our 2025 say-on-pay proposal. The Compensation Committee is appreciative of this support and believes it indicates that stockholders are supportive of our pay program structure and the alignment we have created between management and stockholder interests. The Compensation Committee will continue to consider the results of future stockholder votes, along with other forms of stockholder input and feedback, when structuring executive pay.

Veracyte 2026 Proxy Statement

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Veracyte

EXECUTIVE COMPENSATION • • •

Results of the 2025 "Say-on-Pay" Advisory Vote

At our 2025 Annual Meeting, our shareholders casting votes on the proposal voted approximately 94% (represented by 63,288,595 votes) in favor of approving the compensation of our NEOs. Although the results of this vote are non-binding, the Compensation and Talent Committee considered these results in determining compensation policies and decisions and concluded that the compensation paid to our NEOs and our overall pay practices are strongly supported by our shareholders.

We regularly engage shareholders on a year-round basis to convey our strategy and actively listen to their perspectives and concerns, including regarding our executive compensation program. For more information about our shareholder engagement efforts, refer to the discussion under "Shareholder Communication and Engagement" beginning on page 58.

Our Shareholders voted approximately
94% in favor of approving the compensation of our NEOs on average at our last three annual meetings.

Compensation Benchmarking and Peer Group

The Compensation and Talent Committee believes that market data, including compensation data from a peer group of comparable companies, is essential to determining compensation targets and actual awards that attract and retain highly talented executive officers. The Compensation and Talent Committee uses market data to assess the competitiveness of our compensation packages relative to similar companies and to ensure that our compensation program is consistent with our compensation philosophy. Annually (and more frequently, where appropriate), the Compensation and Talent Committee engages its independent compensation consultant to conduct a market benchmarking study for our executive officers, including our CEO and other NEOs. The Compensation and Talent Committee's objective is to provide executive officers with target total direct compensation that is generally within a competitive market range as compared to similar positions, unless the circumstances warrant a different determination.

Our executive compensation program is benchmarked against a peer group of healthcare equipment and supplies, veterinary medicine and life sciences tools and services companies selected by our Compensation and Talent Committee. The Compensation and Talent Committee, with input from our independent compensation consultant, reassesses our peer group composition annually to identify appropriate changes needed to ensure that the peer group continues to provide an appropriate benchmark for competitive pay analysis.

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IDEXX

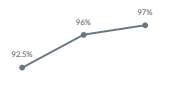
Compensation Discussion and Analysis

Say-On-Pay Results

We currently submit an advisory vote to our stockholders annually to approve our NEO compensation. At the 2025 annual meeting of stockholders, 97% of votes cast were in support of the annual, advisory "say-on-pay" proposal.

The Company will continue to regularly engage with our stockholders on executive compensation matters and will continue to strive to address issues and suggestions received through these stockholder engagement efforts. We believe that our regular robust dialogue on these and other topics demonstrates our commitment to strong corporate governance and that the strong support for our compensation program in 2023, 2024 and 2025 reflects the continued alignment of executive compensation to performance.

97% of votes cast were in support of the annual, advisory "say-on-pay" proposal



Compensation Committee Procedures, Compensation Consultant and Input of Named Executive Officers

Our Compensation Committee is responsible for recommending to the independent directors the amount and composition of compensation paid to our Chief Executive Officer and, along with our Chief Executive Officer, review and makes recommendations to our Board of Directors with respect to the compensation for all other executive officers. Our Compensation Committee exercises its independent judgment in reviewing and approving the executive compensation program as a whole, as well as specific compensation levels for each executive officer.

Independent Consultant

Our Compensation Committee has retained Frederic W. Cook & Co., Inc. ("FW Cook") as its consultant. Under the direction of our Compensation Committee, FW Cook advises and consults on compensation issues and compensation program design and conducts analyses of regulatory, legislative and accounting developments and competitive practices related to executive compensation. FW Cook provides our Compensation Committee with information on executive compensation trends, best practices and advice for potential improvements to the executive compensation program. FW Cook also advises our Compensation Committee on the design of the compensation program for non-employee directors. FW Cook reports directly to our Compensation Committee, and a representative of FW Cook attends certain Compensation Committee meetings, is available to participate in executive sessions and communicates directly with our Compensation Committee chair or its members outside of meetings.

In compliance with the disclosure requirements of the SEC regarding the independence of compensation consultants, FW Cook addressed each of the six independence factors established by Nasdaq with our Compensation Committee. Their responses affirmed the independence of FW Cook on executive compensation matters. FW Cook does not work for management, receives no compensation from the Company other than for its work in advising our Compensation Committee, and maintains no other economic relationships with the Company. Our Compensation Committee determined that the engagement of FW Cook does not raise any conflicts of interest or similar concerns.

As part of the process of assessing the effectiveness of the Company's compensation programs, our Compensation Committee permits FW Cook to receive input from our Chief Executive Officer regarding the Company's strategic goals and the manner in which the compensation plans should support these goals, and permits our Chief Executive Officer to give recommendations as to the amounts and structure of NEO compensation.

DiamondRock Hospitality

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DiamondRock

2027 Proxy Guide

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Executive Compensation

Summary Compensation Table

Clean, well-organized content presented in an easy-to-read format further brings clarity to complex and dense financial tables.

Executive Compensation

SUMMARY COMPENSATION TABLE
The following table sets forth, for the three most recently completed fiscal years, information concerning the compensation of our NEOs for the fiscal year ended December 31, 2025.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
J. Thomas Hill Chairman and Chief Executive Officer	2025	1,235,000	—	7,966,313	1,976,388	3,043,000	(50,306)	559,009	14,699,497
	2024	1,235,000	—	6,817,300	1,703,957	2,776,300	—	603,755	12,860,753
	2023	1,235,000	—	6,274,449	1,568,491	2,038,900	(72,005)	485,718	13,530,733
Ronnie A. Pruitt Chief Operating Officer	2025	791,667	—	2,203,950	550,252	1,228,900	—	416,234	5,191,093
	2024	780,000	—	2,005,640	501,519	1,067,800	—	654,498	4,939,457
	2023	609,500	—	2,277,471	194,005	1,144,600	—	117,167	4,342,743
Thompson S. Baker, II President	2025	800,000	—	5,496,254	623,759	1,232,000	—	204,381	8,356,394
	2024	800,000	—	2,334,150	584,386	1,124,000	—	119,786	4,962,322
	2023	752,000	—	3,805,727	451,714	1,635,200	—	169,147	6,813,788
David P. Clement Senior Vice President	2025	613,333	—	2,436,938	234,172	806,300	12,381	136,730	4,239,854
	2024	595,167	—	911,430	227,885	674,400	(128,675)	136,567	2,416,774
	2023	566,500	—	2,277,471	194,005	817,000	(14,791)	105,919	3,944,104
Mary Andrews Controller and Chief Financial Officer	2025	697,500	—	1,544,024	386,437	1,027,000	10,963	183,873	3,649,797
	2024	662,500	—	1,459,770	364,270	901,000	(7,074)	166,253	3,543,719
	2023	591,667	—	1,247,521	312,021	1,165,100	6,793	96,533	3,419,435

(1) Pursuant to the rules of the SEC, we have provided a grant date fair value for Stock Awards and Option Awards in accordance with the provisions of FASB ASC Topic 718. For Option Awards (including SOBs), the fair value is estimated as of the date of grant using the Black-Scholes option pricing model, which requires the use of certain assumptions, including the risk-free interest rate, dividend yield, volatility and expected term. The risk-free interest rate is based on the yield at the date of grant of a U.S. Treasury security with a maturity period equal to the expected term of the option's expected term. The dividend yield assumption is based on our historical dividend payouts adjusted for current expectations of future dividend payouts. The volatility assumption is based on the historical volatility and expectations regarding future volatility of our common stock over a period equal to the option's expected term. The expected term of options granted is based on historical experience and expectations about future exercises and represents the period of time that options granted are expected to be exercised. For the highest performance level, the maximum number of shares payable and grant date estimated grant date values are 47,780 shares (\$1,086,510) for Mr. Hill; 13,120 shares (\$3,358,646) for Mr. Pruitt; 14,860 shares (\$3,742,746) for Mr. Baker; 5,380 shares (\$1,495,470) for Mr. Clement; and 9,200 shares (\$2,317,296) for Mr. Carls. We do not believe that the fair value estimated on the grant date, either by the Black-Scholes model or any other model, are necessarily indicative of the values that might eventually be realized by an exercise.

Vulcan Materials

Compensation Tables

SUMMARY COMPENSATION TABLE
The table below sets forth the compensation paid in fiscal years 2025, 2024, and 2023 to our principal executive officers and the three most highly compensated executive officers. Mr. Dupuy, Mr. Monroe, Ms. Stach, and Mr. Meyer are referred to in this proxy statement as our named executive officers.

Each of our named executive officers took 50% of his or her salary and bonus under our 2024 Incentive Plan for the year ending December 31, 2025, took 50% of his or her salary and 100% of his or her bonus and long-term incentive compensation in the form of restricted common stock under our 2024 Incentive Plan or our 2024 Incentive Plan for the year ending December 31, 2024, and took 100% of his or her salary, bonus and long-term incentive compensation under our 2024 Incentive Plan in the form of restricted stock for the year ending December 31, 2023. In compliance with the terms of the Alignment of Interest Program, as amended, described above, the election to acquire stock, otherwise payable in cash, caused the named executive officers to be eligible to receive additional stock awards based upon a multiple described on page 22 of this proxy statement.

All shares of restricted stock issued in lieu of cash compensation and any shares of restricted stock issued under the Alignment of Interest Program, as amended, are subject to a vesting schedule whereby no shares vest until the third, fifth or eighth anniversary of the date of grant, at which time 100% of the shares of restricted stock will vest, subject to continued employment and each named executive officer's employment agreement.

The following table sets forth the compensation of our named executive officers for the fiscal years 2025, 2024, and 2023.

NAME & PRINCIPAL POSITION	Year	Salary	Bonus	Stock Awards	All Other Compensation	Total
David H. Dupuy ⁽¹⁾ Chief Executive Officer and President	2025	333,334	333,334	30,000	330,000	1,046,668
	2024	333,334	333,334	—	666,668	1,333,336
	2023	—	67,834	776,700	2,059,913	3,534,247
William C. Monroe ⁽¹⁾ Chief Financial Officer and Executive Vice President	2025	247,200	247,200	229,896	1,029,588	1,506,884
	2024	247,200	247,200	—	494,400	988,800
	2023	—	280,000	1,003,678	13,025	1,487,703
Ligh Ann Stach Chief Accounting Officer and Executive Vice President	2025	228,800	228,800	21,374	588,365	1,047,349
	2024	228,800	228,800	—	459,000	916,600
	2023	—	446,274	1,500,298	13,825	2,496,397
Timothy L. Meyer ⁽¹⁾ Former Executive Vice President—East Management, through May 31, 2025	2025	74,983	74,983	—	30,505	180,471
	2024	74,983	74,983	—	349,766	499,732
	2023	—	339,579	407,465	1,047,756	1,894,800

(1) All of our named executive officers agreed to take 50% of their salary in cash and acquire shares of restricted common stock in lieu of the remaining 50% of their salary for the fiscal years ended December 31, 2025 and 2024. All of our named executive officers agreed to acquire shares of restricted common stock in lieu of all cash compensation for the fiscal years ended December 31, 2023.

(2) All of our named executive officers agreed to take 50% of their bonus in cash and acquire shares of restricted common stock in lieu of the remaining 50% of their bonus for the fiscal year ended December 31, 2025. All of our named executive officers agreed to take 50% of their bonus for the fiscal year ended December 31, 2024.

Community Health Care Trust

Executive Compensation

Our named executive officers for the year ended December 31, 2025 are:

- Sean McClain, our President, Founder and Chief Executive Officer;
- Zachariah Jonsson, Ph.D., our Chief Financial Officer and Chief Business Officer; and
- Andreas Busch, Ph.D., our Chief Innovation Officer.

2025 Summary Compensation Table

The following table presents the compensation awarded to, earned by or paid to each of our named executive officers for the years indicated.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	Non-equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
Sean McClain President, Founder and Chief Executive Officer	2025	689,936	—	650,484	1,959,630	372,565	14,000	3,686,615
	2024	660,400	—	2,292,050	2,424,498	396,240	13,800	9,766,988
Zachariah Jonsson, Ph.D. Chief Financial Officer and Chief Business Officer	2025	553,453	—	650,484	839,804	249,054	14,000	2,306,795
	2024	533,000	—	903,444	1,517,907	266,500	13,800	2,832,651
Andreas Busch, Ph.D. Chief Innovation Officer ⁽⁴⁾	2025	712,797	—	81,054	239,422	384,910	142,954	1,561,137
	2024	654,095	—	365,750	1,106,612	392,457	125,500	2,644,420

⁽⁴⁾ Amounts reflected above for Dr. Busch have been converted from Swiss Francs to US Dollars using an average exchange rate of (1) 1.22 USD to 1 CHF for 2025 and (2) 1.14 USD to 1 CHF for 2024.

(1) The amounts reported represent the aggregate grant date fair value of the restricted stock units or stock options, as applicable, granted to our named executive officers, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock units or stock options, as applicable, reported in these columns are set forth in [Footnote 12](#) of our financial statements included in the 2025 Annual Report. The amount reported to Ms. McClain's 2024 stock awards include performance-based restricted stock units which vest upon certain market-based conditions and is determined using a Monte Carlo simulation valuation method with a grant date fair value of \$5,492,250. The amount reported to Dr. Jonsson's 2025 stock awards include the grant date fair value of both time-based restricted stock units and performance-based restricted stock units. The vesting of the performance-based restricted stock units was subject to the achievement of certain performance conditions, and such grant date fair value is based on the probable outcome of such objectives. The grant date fair value of Dr. Jonsson's 2025 performance-based restricted stock units, based on maximum achievement of such objectives was \$371,754. The amounts reported in these columns reflect the accounting value for these awards and do not correspond to the actual economic value that may be realized by our named executive officers upon the vesting, settlement or exercise of the equity awards, as applicable, or any sale of the underlying shares of common stock.

Absci

Compensation Tables

Summary Compensation Table
The below summary compensation table contains compensation paid to our NEOs during the years ended December 31, 2025, 2024 and 2023.

Name and Position	Year	Salary ⁽¹⁾ (\$)	Bonus ⁽¹⁾ (\$)	Stock Awards ⁽¹⁾ (\$)	Non-equity Incentive Plan Compensation ⁽¹⁾ (\$)	All Other Compensation ⁽¹⁾ (\$)	Total (\$)
Trevor Baldwin Chief Executive Officer	2025	400,000	—	3,068,032	1,785,000	—	5,253,032
	2024	400,000	—	3,137,414	2,170,000	—	5,707,414
	2023	400,000	—	3,828,490	2,169,600	—	6,398,090
Bradford Hale Chief Financial Officer	2025	300,000	—	1,380,595	672,188	20,240	2,373,023
	2024	300,000	—	1,411,832	1,083,593	20,000	2,815,425
	2023	300,000	—	1,722,798	1,122,600	20,000	3,165,398
Daniel Galbraith President, The Baldwin Group and CEO, Retail Brokerage Operations	2025	300,000	—	1,380,595	670,500	22,200	2,373,395
	2024	300,000	750,000	1,411,832	1,099,593	23,800	3,585,225
	2023	300,000	—	1,722,798	1,104,600	21,500	3,148,898
Jim Roche ⁽¹⁾ President, The Baldwin Group and CEO, Underwriting Capacity & Technology Operations	2025	300,000	—	1,380,595	807,188	12,000	2,499,783
	2024	300,000	—	1,411,832	1,069,593	11,961	2,793,386
Scott Cohen ⁽¹⁾ General Counsel	2025	300,000	—	613,556	448,125	11,841	1,373,522
	2024	300,000	—	492,602	571,670	11,539	1,375,811

1. Mr. Roche's salary for 2024 includes \$170,000 paid throughout the year and \$130,000 paid in pro rata quarterly installments.

2. For 2024, the amount shown represents a \$750,000 bonus paid to Mr. Galbraith in recognition of his promotion to President, The Baldwin Group and CEO, Retail Brokerage Operations.

3. For 2025, the amounts shown represent the grant date fair value of PSUs (with a performance period of January 1, 2025 to December 31, 2027) during the year ended December 31, 2025, as follows: Mr. Baldwin—431,414 PSUs; Mr. Hale—22,056 PSUs; Mr. Galbraith—22,056 PSUs; Mr. Roche—3,802 PSUs; and Mr. Cohen—3,802 PSUs. For 2024, the amounts shown represent the grant date fair value of PSUs with a performance period of January 1, 2024 to December 31, 2024, as follows: Mr. Baldwin—431,414 PSUs; Mr. Hale—22,056 PSUs; Mr. Galbraith—22,056 PSUs; Mr. Roche—3,802 PSUs; and Mr. Cohen—3,802 PSUs. For 2023, the amounts shown represent the grant date fair value of PSUs with a performance period of January 1, 2023 to December 31, 2023, as follows: Mr. Baldwin—431,414 PSUs; Mr. Hale—22,056 PSUs; Mr. Galbraith—22,056 PSUs; Mr. Roche—3,802 PSUs; and Mr. Cohen—3,802 PSUs. For 2023, the amounts shown represent the dollar value of bonuses in respect of 2023 performance paid to our NEOs in 2024 in fully vested shares of our Class A common stock issued under our Omnibus Plan, as follows: Mr. Baldwin—73,973 shares; Mr. Hale—38,246 shares; and Mr. Galbraith—57,433 shares.

4. For 2025, the amounts shown represent the dollar value of bonuses in respect of 2025 performance paid to our NEOs in 2026 in fully vested shares of our Class A common stock issued under our Omnibus Plan as follows: Mr. Baldwin—76,972 shares; Mr. Hale—38,246 shares; Mr. Galbraith—57,433 shares; Mr. Roche—19,314 shares; and Mr. Cohen—19,314 shares. For 2024, the amounts shown represent the dollar value of bonuses in respect of 2024 performance paid to our NEOs in 2025 in fully vested shares of our Class A common stock issued under our Omnibus Plan, as follows: Mr. Baldwin—54,095 shares; Mr. Hale—27,119 shares; Mr. Galbraith—27,119 shares; Mr. Roche—25,793 shares; and Mr. Cohen—14,302 shares. For 2023, the amounts shown represent the dollar value of bonuses in respect of 2023 performance paid to our NEOs in 2024 in fully vested shares of our Class A common stock issued under our Omnibus Plan, as follows: Mr. Baldwin—73,973 shares; Mr. Hale—38,246 shares; and Mr. Galbraith—57,433 shares.

5. For 2025, the amounts shown represent (i) tax preparation services paid for by Baldwin Holdings on behalf of Messrs. Hale and Galbraith in their capacity as Baldwin Holdings Members in respect of 2024 shares at a cost of \$8,340 and \$10,200, respectively, and (ii) matching contributions under our 401(k) Plan for Messrs. Hale, Galbraith, Roche and Cohen of \$12,000, \$12,000, \$12,000 and \$11,841, respectively.

6. Only 2024 and 2025 compensation is required to be disclosed for Messrs. Roche and Cohen as 2024 was their first year as NEOs.

The Baldwin Group

Annual Compensation of Executive Officers

Summary Compensation Table
In the tables and discussion below, we summarize the compensation earned during fiscal years 2023, 2024 and 2025 by our Chief Executive Officer, our Chief Financial Officer, and our other NEOs.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$)
Bruce L. Cawell Chief Executive Officer and President	2025	976,923	—	4,862,177	3,300,000	—	71,568	11,210,668
	2024	886,904	—	4,303,063	2,970,000	—	20,947	10,180,914
	2023	850,000	—	5,598,751	892,500	—	18,689	7,349,940
David W. Mutyra Chief Financial Officer	2025	645,385	—	1,768,518	1,430,000	—	21,147	3,865,050
	2024	616,539	—	1,609,474	1,386,000	—	20,947	3,632,960
	2023	551,731	—	1,241,956	294,350	—	15,189	2,103,226
John T. Martinez ⁽¹⁾ Chief Legal Officer	2025	618,750	—	1,339,798	1,100,000	—	57,167	3,115,715
	2024	600,000	—	1,287,637	990,000	—	43,203	2,920,840
	2023	593,348	—	1,286,256	840,000	—	17,647	2,737,251
Rene R. Baylson GM U.S. Services	2024	566,539	—	1,287,637	1,020,800	—	17,447	2,892,423
	2023	530,000	—	841,741	306,075	—	15,189	1,693,005
Michelle F. Link ⁽¹⁾ Chief Human Resources Officer	2025	469,231	—	964,692	836,000	—	40,065	2,317,988
	2024	443,249	—	858,480	742,500	—	46,276	2,090,545

1. The amounts in this column reflect the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of PSU and RSU awards granted during the year ended December 31, 2025, as follows: Mr. Cawell—4,862,177 PSUs; Mr. Mutyra—1,768,518 PSUs; Mr. Martinez—1,339,798 PSUs; Mr. Link—964,692 PSUs; and Mr. Baylson—1,287,637 PSUs. For 2024, the amounts shown represent the aggregate grant date fair value of the awards of \$88.47 for Mr. Cawell; \$54.80 for Mr. Link; \$3,500 for an annual physical for Mr. Mutyra; and Mr. Martinez, \$36,000 for Mr. Martinez and \$30,403 for Mr. Link for financial planning services, and \$53,923 for physical security services for Mr. Cawell.

2. The amounts in this column reflect the aggregate grant date fair value of the awards of \$88.47 for Mr. Cawell; \$54.80 for Mr. Link; \$3,500 for an annual physical for Mr. Mutyra; and Mr. Martinez, \$36,000 for Mr. Martinez and \$30,403 for Mr. Link for financial planning services, and \$53,923 for physical security services for Mr. Cawell.

3. The amounts in this column reflect the aggregate grant date fair value of the awards of \$88.47 for Mr. Cawell; \$54.80 for Mr. Link; \$3,500 for an annual physical for Mr. Mutyra; and Mr. Martinez, \$36,000 for Mr. Martinez and \$30,403 for Mr. Link for financial planning services, and \$53,923 for physical security services for Mr. Cawell.

4. The amounts in this column reflect the aggregate grant date fair value of the awards of \$88.47 for Mr. Cawell; \$54.80 for Mr. Link; \$3,500 for an annual physical for Mr. Mutyra; and Mr. Martinez, \$36,000 for Mr. Martinez and \$30,403 for Mr. Link for financial planning services, and \$53,923 for physical security services for Mr. Cawell.

Maximus

Compensation of our Named Executive Officers

2025 Summary Compensation Table
The following table contains information about the compensation earned by each of our NEOs during our most recently completed fiscal year ended December 31, 2025.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽¹⁾	All Other Compensation (\$) ⁽¹⁾	Total (\$)
Robert J. Scaringe Chief Executive Officer	2025	1,115,385	—	26,640,700	373,461,570	1,015,001	406,424	402,639,080
	2024	1,000,000	—	9,359,360	3,896,573	294,231	342,018	14,892,219
	2023	768,000	—	6,966,400	1,173,858	277,811	78,364	14,256,433
Claire McDonough Chief Financial Officer	2025	548,077	—	8,857,398	1,714,299	389,563	7,700	14,487,178
	2024	450,000	—	5,368,207	2,248,022	67,800	8,200	8,171,829
	2023	450,000	—	2,022,009	2,281,235	164,200	19,083	5,046,577
Michael Callahan Chief Administrative Officer	2025	548,077	—	8,858,235	5,142,817	399,563	5,000	9,950,739

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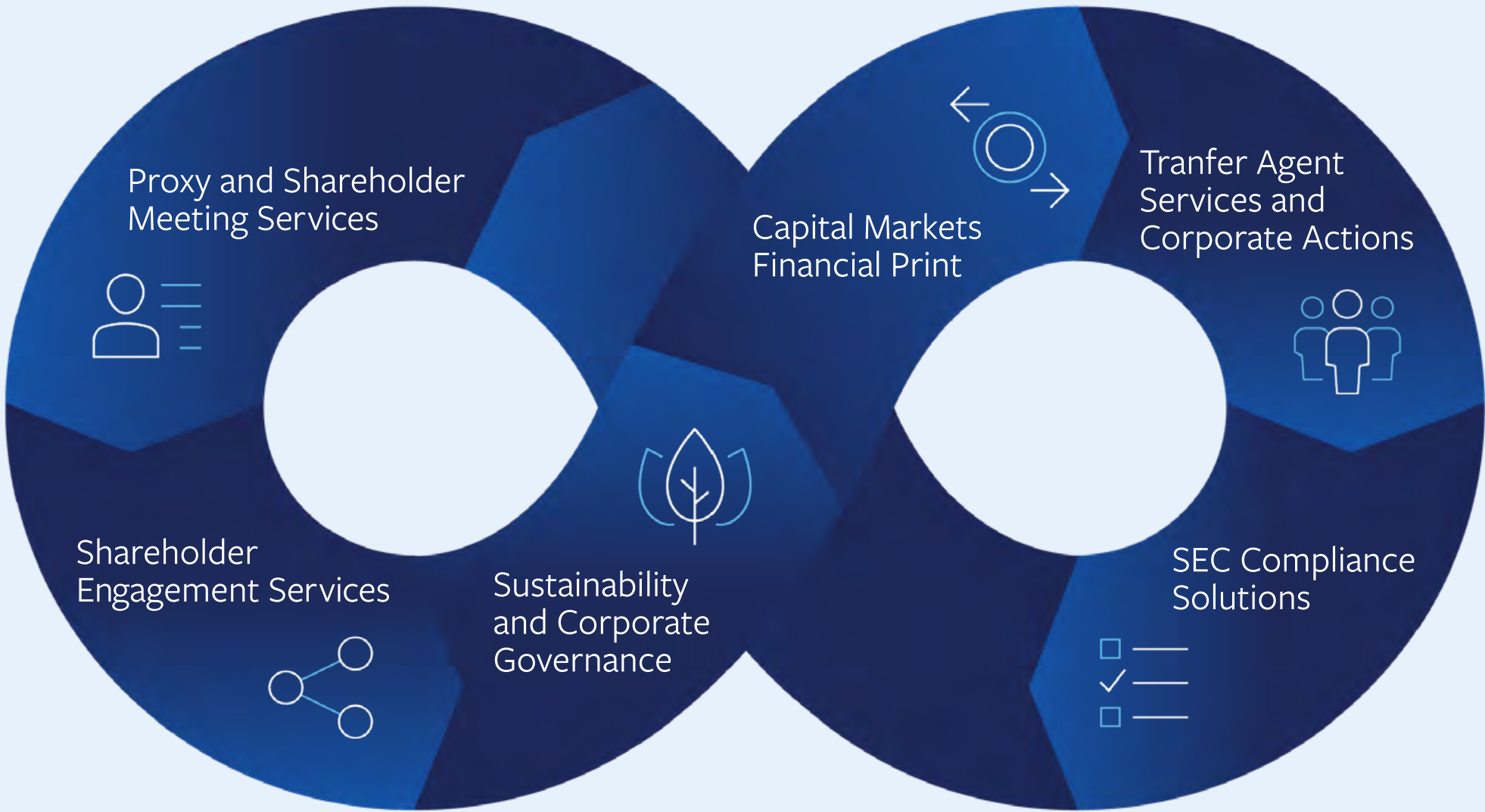
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