ANNUAL MEETING PLANNING GUIDE
Contents

INTRODUCTION .................................................................................................................. 2
ANNUAL MEETING RESPONSIBILITIES ......................................................................... 3
PART 1: PREPARATION ................................................................................................. 4
SCHEDULING DIAGRAMS ............................................................................................... 7
PART 2: RECORD DATE/MAILING .................................................................................. 8
CRITICAL ACTIVITIES .................................................................................................... 9
PART 3: TABULATION/MEETING .................................................................................. 10
APPENDIX ....................................................................................................................... 11
GLOSSARY OF TERMS ................................................................................................. 39
Your annual meeting is an important company event, offering a valuable opportunity to communicate with and meet your shareholders face to face, and to approve certain company changes critical to your organization. A successful meeting requires considerable planning, preparation and coordination with several parties: your transfer agent, the SEC, DTCC, your broker distributor/proxy solicitor and your print vendor.

As your transfer agent, Computershare offers a comprehensive portfolio of meeting services to help you organize and bring clarity to your annual meeting. The suite of services we offer supports many facets of your meeting — from coordinating the broker search and printing and mailing your materials to tabulating votes and assisting you at your meeting event.

In this guide we discuss the annual meeting process in three parts:

> The preparation stage
> The record date and proxy mailing
> The vote tabulation and annual meeting

If you would like any further information regarding our services, or if you have any specific questions on procedures regarding the annual meeting process, please contact your relationship management team.
A successful shareholder meeting requires coordination between a number of parties and processes. This annual meeting responsibilities flow chart outlines the primary functions that should be performed during the annual meeting season as well as the parties responsible for those functions.

<table>
<thead>
<tr>
<th>Issuer</th>
<th>Issuer or Computershare</th>
<th>Computershare</th>
<th>DTC</th>
<th>Broker distributor/ proxy solicitor</th>
<th>Brokers/nominees/ Broadridge</th>
</tr>
</thead>
<tbody>
<tr>
<td>Declaration of meeting and record date</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Determine whether to utilize the notice and access proxy mailing alternative</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Notify all applicable parties of meeting dates</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Arranged for printing of proxy statement and annual report</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Deliver proxy materials to all mailing agents</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Coordinate with employee plan providers and trustees for file and voting instructions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Annual shareholder meeting</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mail broker search card</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Collect search information</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Respond to broker search request</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Send proxy materials to beneficial shareholders</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Collect and count proxies from beneficial shareholders</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Provide Security Position Report and Omnibus Proxy listing</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Receive voted proxies from registered shareholders for tabulation</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Provide voting results to client</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Collect search information</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mail broker search card</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Below are some regulatory needs and servicing options for you to consider in planning for a smooth, efficient and cost-effective annual meeting. As you read through these items, please note Computershare can assist you throughout the meeting process by providing each of these services.

**PROXY SOLICITATION**

Ever-changing corporate governance issues have made proxy preparation more complex and controversial. Obtaining shareholder approval of resolutions is increasingly more difficult, and proxy voting is under intense scrutiny. You may want to consider proxy solicitation services if you are:

- Holding a say on pay vote
- Attempting to maximize voter response
- Concerned about reaching quorum requirements
- Approving special resolutions
- Defending against dissident shareholder groups
- Responding to shareholder proposals

Having a solicitor on your side may help ensure a successful annual meeting.

Computershare’s affiliate Georgeson can help you effectively target and communicate to key shareholder groups to secure the votes you need. Georgeson specializes in complex situations, leading you through the maze of tactics, procedures and challenges involved in soliciting proxies. A leader in creating new and innovative strategies to address the full range of a company’s proxy solicitation needs, Georgeson will:

- Review your preliminary proxy materials
- Identify controversial proposals
- Recommend solutions to obtain shareholder support
- Ensure distribution of materials to “street name” holders

**NOTICE AND ACCESS**

All issuers soliciting proxies under SEC rules are required to post annual meeting materials to the Internet and notify shareholders of availability. Issuers may choose to send a simple one-page notice document to shareholders – the “notice only option” – informing them how to access the company’s meeting materials on the Internet.

As full hard copy sets of materials are provided only on request, this option helps combat the rising costs of producing and delivering bulky paper proxy materials. Sending a one-page notice rather than a full set of paper materials also helps reduce your company’s carbon footprint by encouraging electronic document access.

Choosing the SEC’s notice only option can result in printing and mailing cost savings for your company.

Computershare’s Notice and Access solutions offer complete, end-to-end notice and access services, including Web hosting; the design, printing and delivery of the notice document; and fulfillment of requests for hard copy materials made through the meeting date.

At your discretion, we can also include our FAQ educational insert with your notice mailing. Refer to Appendix G for a sample notice document and FAQ.

**WEB HOSTING OF MATERIALS**

SEC rules require issuers to make proxy materials available on the Internet. The materials need to be in a format convenient for both reading online and printing on paper, and the website hosting them must be fully compliant with SEC notice and access confidentiality and privacy rules.

The more user-friendly your online materials are, the more likely shareholders will access them and embrace the concept of electronic communications.

EnVision, Computershare’s electronic document presentation and hosting solution, converts original PDFs to an interactive online view of your materials. The online view enables shareholders to navigate the contents as easily as turning the pages in a book – with no need for additional software – and also provides an opportunity for you to incorporate video into your shareholder message. Holders who would like a complete copy to review offline are able to download traditional PDF files of your materials. EnVision meets all SEC notice and access privacy requirements, and can offer registered shareholders immediate access to electronic voting options should you choose to offer them.
FINANCIAL PRINTING AND XBRL/EDGAR FILINGS
A number of financial documents are required for your annual meeting. While the markets are continuing to transition to more Web-based communications, there is still a need for printed materials. For those instances where ink on paper is required, accuracy, flexibility and cost savings are critical.

In addition to the existing rules concerning EDGAR filings of annual reports, the SEC requires all public companies to file an Extensible Business Reporting Language (XBRL) exhibit with their annual reports. XBRL is a technology that relies upon the input of data tags to identify and describe information in a company’s financial statements, and is the tool used to make your financial data interactive. Used by stock exchanges around the globe, XBRL is a global standard for business reporting and is required to keep your company compliant with the SEC mandate.

Computershare Communication Services can assist you with the printing of your meeting documents as well as the XBRL/EDGAR filing of these documents with the SEC.

HOUSEHOLDING
Computershare can help issuers with large registered shareholder bases reduce costs associated with printing and mailing annual reports and proxy statements by consolidating multiple mail packs sent to the same address. The SEC permits issuers to send a reduced number of materials to two or more shareholders who share the same last name and address. Implementing this process requires completion of a consent solicitation mailing to shareholders at least 60 days prior to the proxy mail date.

ELECTRONIC DELIVERY
The SEC allows issuers to electronically distribute annual meeting materials to registered shareholders who have consented to such delivery. Providing alternative communication options, such as electronic delivery, to your shareholders allows them to choose the option that’s right for them, thus presenting you the opportunity to increase shareholder engagement and satisfaction. Paperless delivery also saves printing and mailing costs, reducing your company’s impact on the environment.

Electronic delivery can be a cost-effective and efficient means of communicating with your shareholders.

Consider using Computershare’s electronic communications solution to notify shareholders of your annual meeting. Shareholders enrolled in electronic delivery receive an email notification when your meeting materials are available, allowing quick and convenient delivery of voting information. The email notification contains hyperlinks to your company’s annual report and proxy statement as well as to online voting.

Registered shareholders may enroll in electronic communications on our Investor Center™ website or during the online voting process.

For companies that participate in our eTree® initiative, each shareholder who enrolls in electronic communications via the eTree program has a tree planted on his or her behalf.

ELECTRONIC VOTING
Using electronic voting services to complement the traditional method of paper proxy voting provides your shareholders options and convenience when voting. When shareholders vote electronically, votes are recorded immediately. Electronic voting also reduces postage costs associated with returning voted paper proxy cards.

Computershare’s InvestorVote provides around-the-clock Internet and telephone voting access for your registered shareholders. A unique single login number is assigned to each eligible voter to ensure secure user validation. Votes cast electronically, either via our proxy voting website or telephone number, are updated in the tabulation database in real time.

In keeping with trends in investor behavior, we can offer mobile device users an optimized view of the InvestorVote website. Shareholders accessing the voting site on their handheld device are automatically directed to the mobile-optimized version of the website, providing them the ability to vote at their convenience and using their preferred device.

Our standard proxy card and notice forms include a QR (Quick Response) code. When the QR code is scanned with a QR code reader on a mobile device, it brings the user directly to the mobile optimized proxy voting website.
VIRTUAL MEETING

To increase shareholder engagement you may conduct your meeting virtually depending on your state of incorporation and bylaws. The virtual meeting can be offered as an alternative to your in-person meeting or in addition to it. The virtual meeting can be audio only or video and is fully branded with your corporate logo and colors. Shareholders will have the ability to view the meeting live and cast their votes by logging in to the meeting center with their unique control number which is included in their proxy materials. Shareholders can access links to your proxy materials, our integrated voting site, and ask questions. You can even open up your meeting to guests. The virtual meeting is optimized for any device and operating system allowing participation from anywhere.
Activities that should take place after your fiscal year ends

Please refer to SEC release No. 33-8644 and the SEC rules referenced therein for applicable reporting deadlines. In addition, section 203.01 of NYSE Listed Company Manual provides requirements for NYSE listed companies to make an annual report that includes audited financial statements available to shareholders on or through your company’s website, to post on your website an undertaking to provide all holders a hard copy of the company’s audited financials, and to issue a press release with certain disclosure requirements.

Important: Please consult your legal counsel for your company’s specific requirements.

Recommended time frames for events leading up to your annual meeting

Please refer to SEC release No. 33-8644 and the SEC rules referenced therein for applicable reporting deadlines. In addition, section 203.01 of NYSE Listed Company Manual provides requirements for NYSE listed companies to make an annual report that includes audited financial statements available to shareholders on or through your company’s website, to post on your website an undertaking to provide all holders a hard copy of the company’s audited financials, and to issue a press release with certain disclosure requirements.

Important: Please consult your legal counsel for your company’s specific requirements.
**Part 2: Record Date/Mailing**

**BROKER SEARCH**

The broker search is an SEC-mandated process, and must be initiated at least 20 business days prior to the record date. The main purpose of the search is to determine the number of annual reports and proxy statements required for mailing to beneficial holders.

Computershare Communication Services can manage your broker search and distribution needs. During the broker search process, we mail search cards to all banks, brokers and nominees. We then compile the response data and report back the total number of materials required so you can order the appropriate print quantities.

Should you choose another service provider, Computershare can work with any broker distributor on your behalf to alleviate some of the numerous tasks you have to perform.

**DEPOSITORY TRUST & CLEARING CORPORATION (DTCC) NOTIFICATION**

You will need to prepare and send an announcement letter on your company’s letterhead to DTCC. This letter indicates critical dates and classes of eligible voting stock. The letter should be submitted to DTCC at least seven calendar days prior to the record date; please forward a copy of the completed letter to Computershare for our files. A DTCC announcement letter template can be found in Appendix E.

You must also authorize Computershare and your other third-party agents (broker distributor/proxy solicitor) to electronically receive the Security Position Report (SPR) from DTCC. The authorization is required by DTCC on an annual basis to ensure that only authorized agents receive this highly confidential information on your behalf. DTCC website navigation information is available in Appendix E.

**FORMS PREPARATION AND PRINTING**

Computershare, as your tabulator, has certain design specifications for your proxy forms. For example, the location of the voting boxes on your proxy card must be in certain areas so our in-house scanners can accurately read the voting marks made by your shareholders. The placement of the mailing address must also be in a position to show through the window of our standard mailing envelopes.

We will assist you with the design and printing of the proxy card to increase accuracy and reduce the risk of noncompliance to our print specifications. If you choose to use one of Computershare’s Notice and Access solutions, we will assist you with designing and printing the notice document. We also have specific wording to include related to virtual meeting access if you choose that option.

Refer to Appendices F and G for samples of Computershare’s forms:

- Standard proxy card – default setup with “For” and “Withhold” boxes for each director nominee
- Majority proxy card – when a majority of votes is required to approve a director nominee
- Notice document

**MATERIALS DELIVERY AND MAILING**

When Computershare coordinates your mailing, your relationship management team will work closely with you to ensure your mailing goes as planned. It’s important that you inform us if your materials are of an unusual size or weight, or if you have extra enclosures, so we can work with you to have appropriate mailing envelopes available. Please refer to Appendix H for our printing and delivery guidelines.

Finally, please be advised that Computershare requires advanced payment of mailing expenses when estimated postage costs exceed $5,000. Your relationship management team will contact you with specific details, if necessary.

**SHAREHOLDER FILE AND AFFIDAVIT OF MAILING**

Computershare will provide you with a “certified shareholders” file. This file reflects the registered shareholders eligible to vote their shares as of the meeting record date. If we are responsible for mailing your proxy materials, we will also provide you with an Affidavit of Mailing.

You may wish to check with your company counsel to determine your specific state and bylaw requirements for having these items available on and around the time of your meeting date.

We have the ability to host the shareholder file online during your virtual meeting if required.
This critical activities chart lists some key tasks between your record date and mail date, as well as the associated Computershare recommended completion dates.

**Key tasks and recommended timelines:**

<table>
<thead>
<tr>
<th>Task</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Meeting format</td>
<td>Determine if your meeting will be in-person, full virtual or a hybrid virtual meeting. The meeting format will drive many subsequent tasks.</td>
</tr>
<tr>
<td>Meeting request via online tool or questionnaire</td>
<td>Computershare must receive meeting request information no later than two weeks prior to record date – the earlier the better. For clients choosing to utilize either our notice-only or stratified Notice and Access solution, please submit your meeting request four weeks prior to record date.</td>
</tr>
<tr>
<td>Proxy card text</td>
<td>Fax or email a draft of the proxy card text to Computershare no later than two weeks before the mail date.</td>
</tr>
<tr>
<td>Final sign-off on card</td>
<td>Final sign-off must be received by Computershare no later than six business days prior to mail date if you are utilizing electronic voting, three business days if you are not utilizing electronic voting.</td>
</tr>
<tr>
<td>Electronic distribution</td>
<td>Computershare will provide you with sample language for electronic distribution. The final language including the links to your materials must be approved no later than six business days prior to the mail date.</td>
</tr>
<tr>
<td>Web hosting checklist and print-ready PDFs</td>
<td>All client specifications for electronic hosting of materials must be received by Computershare no later than four business days prior to the mail date. This includes a completed Web hosting checklist, print-ready PDFs and logo files.</td>
</tr>
<tr>
<td>Electronic voting</td>
<td>Within six business days of the proxy card sign-off, Computershare will provide you with a link to test your Internet voting. This site needs to be approved at least two days prior to the mail date.</td>
</tr>
<tr>
<td>Proxy material delivered</td>
<td>All materials for the mailing must be at the mail facility two business days prior to the mail date. For clients with over 25,000 shareholders, please confirm with your relationship management team on production capacity as it might affect the amount of time necessary to complete the mailing.</td>
</tr>
<tr>
<td>Mail date</td>
<td>It is advisable to mail materials with at least three business days between record date and mail date and at least 30 to 40 days (depending on class of mail) between mail date and meeting date. This gives you and your vendors enough time to prepare materials for mailing. It also gives your shareholders enough time to review materials and respond with their vote. If you have any employee plans, we will need a day or two more between record date and mail date depending on your plan administrator's turnaround time.</td>
</tr>
</tbody>
</table>
VOTE TABULATION

In general, your shareholders are of two types — registered holders (those who hold shares in their name through Computershare, your transfer agent) and beneficial or “street” holders (those who hold shares through a bank or broker).

Computershare tabulates the shares voted by registered holders directly. Most banks and brokers contract with Broadridge to mail and vote proxies on their behalf. The first vote tabulation from Broadridge is typically submitted electronically to Computershare 10 to 15 days prior to the annual meeting, depending on when the materials were mailed.

Many issuers have the majority of outstanding shares held through banks and brokers in “street name.” Please be aware your voting percentage may appear low until Computershare receives the first votes representing street name holdings.

VOTE REPORTING AND REVIEW

Proxy Watch, on Computershare’s Issuer Online web tool for clients, provides you immediate access to your voting status, systemic alerts and comprehensive reporting tools. If you have engaged a proxy solicitor, Computershare can work with you to grant your solicitor access to Proxy Watch.

To ensure you are on target for achieving your desired quorum percentage, we recommend a vote review at least two weeks prior to your annual meeting. If you have received approximately the same vote return as in the past, under most circumstances it is reasonable to assume you are on track for a similar return for this meeting. If your voting results appear to be lagging, contact your relationship management team to discuss options available to you. These options may include:

› Using Proxy Watch to obtain a list of your largest unvoted registered holders so you can contact them directly
› Determining the status of shares voted for institutions and brokers
› Considering a second mailing to unvoted shareholders to prompt their response
› Discussing strategies with your proxy solicitor or considering retaining one
› All votes submitted online during virtual meetings are immediately reflected in Proxy Watch.

For more on Proxy Watch, refer to Appendix I.

THE ANNUAL MEETING

To conduct your annual meeting, several documents should be made available:

› Certified Shareholder List
› Oath of Inspector(s) of Election (signed and notarized)
› Affidavit of Mailing
› Shareholder ballot
› Proxy committee ballot

If a Computershare representative will be attending your meeting, please plan to discuss the event logistics with us so we fully understand our role at your annual meeting. It’s also best to provide us with a copy of the script so we can determine the specific types of numbers/voting results to be read during the meeting and to familiarize us with any speaking parts if our representative is acting as Inspector of Election.

After the meeting Computershare, as your tabulator, will provide you with a Certificate of Tabulation that shows the final vote result.

VIRTUAL MEETING

There are additional considerations when conducting a virtual meeting:

› There are a number of technical requirements and best practices in order to ensure that the virtual meeting runs smoothly. This information will be circulated well ahead of the meeting and should be shared with your IT department.
› About a week prior to your meeting there will be a logistics meeting to cover the virtual meeting control booth and dashboard including how to facilitate questions. Other details that will be addressed are the meeting presentation, number of speakers and their location(s).
› It is important to modify your meeting script to include information instructing shareholders on how to vote and ask questions. Computershare will provide you with a document detailing suggested wording and will review your script for accuracy.
› A dry-run of the meeting should ideally occur the day prior to your virtual meeting and in the same location with the same equipment that will be used during the live meeting. It’s also a good practice to have an IT employee available to assist if needed.
› After the meeting the recording will be available in the webcast control booth. After review Computershare is able to publish the recording. A direct access link will be available if you’d like to link to the recording from your website.
APPENDIX

A. Computershare Meeting Management Tool
B. Computershare Meeting Questionnaire for Clients Mailing Traditional Full Sets*
C. Computershare Meeting Questionnaire for Clients Mailing Notice Only or Mix*
D. EnVision™ Web Hosting Checklist*
E. Computershare Virtual Meeting Questionnaire
F. Announcement Letter to The Depository Trust & Clearing Corporation* and DTCC Website Navigation
G. Computershare Proxy Cards*
H. Sample Notice Document* and FAQ Educational Insert
I. Proxy Materials Printing and Delivery Tips
J. Computershare's Proxy Watch on Issuer Online

* You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
Computershare’s Meeting Management tool lets you create an interactive project plan that ties together the people, process and systems involved with executing your annual meeting. Via the Meeting Management tool, you can:

- Select and validate your proposed meeting dates against industry guidelines
- Initiate your meeting request with Computershare
- Track activities associated with your upcoming meeting project

**APPENDIX A**

**COMPUTERSHARE MEETING MANAGEMENT TOOL**

Step 1. Select Dates
Select your planned annual meeting date and answer a few initial questions. When you click **Calculate dates**, the tool automatically calculates milestone dates for your key activities.

If desired, the Record Date and Mail Date can be modified by using the calendar icons. Should you choose another date from the calendar, click **Recalculate dates** so the tool returns new due date results based on your updated date selection(s).

Once you have chosen and finalized your dates, click **Next** to move on to the next step.
Step 2. Request for Services
Initiate your meeting request online by providing some basic contact information and selecting the services you want Computershare to assist you with. Select “Follow Up” if you would like to submit your request, but need additional information or clarification on particular items. Click Submit to complete this step.

<table>
<thead>
<tr>
<th>Service</th>
<th>Select the option that applies.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Proxy Solicitation Services</strong></td>
<td>Will you be using Georgeson’s proxy solicitation services for your meeting?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td><strong>Printing and Design Services</strong></td>
<td>Will Computershare design and print your proxy cards or notice documents?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Would you like Computershare to print other meeting materials?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td><strong>Communication Services</strong></td>
<td>Will you be using Computershare’s Envision solution to host your meeting materials online?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Will Computershare be mailing meeting materials to shareholders?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Will you distribute meeting materials electronically to consenting shareholders?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td><strong>Tabulation Services</strong></td>
<td>Will Computershare be tabulating for your meeting?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Are there additional external registers to be included for tabulation?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td><strong>Employee Share Plan Services</strong></td>
<td>Will employee plans administered by Computershare be included for tabulation?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Are there additional external plans to be included for tabulation?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td></td>
<td>Will a forced consent file be sent for electronic distribution to employees plan participants?</td>
</tr>
<tr>
<td></td>
<td>Yes</td>
</tr>
</tbody>
</table>
Confirmation
Review a confirmation page which details your submitted meeting request. You will also receive an email confirmation, as will your Computershare representative who will be in touch regarding any follow up items.

Step 3. Activities
Track the status of your meeting project by referencing a list of activities and key dates associated with your meeting. The list of activities is specific to the details and services you selected.

Some activities require you to provide further details via the online tool. Once you indicate the required details, click Save to retain your updates. The tool sends an email summarizing your updates to your Computershare representative, who adds these details to your project plan.

To view a demo of the Computershare Meeting Management tool, go to:
COMPUTERSHARE MEETING QUESTIONNAIRE
(For clients mailing Traditional Full Sets)

Company Name

Company Address

Contact Name

Telephone                                            Fax                                              Email

Please provide the contact information of a person who can be reached on a daily basis. If there is more than one person, please provide their contact information to your relationship management team in a separate email.

1. Type of meeting  □ Annual    □ Special    □ Consent

2. Location and time of meeting ____________________________________________________________

   Please include the time zone.

3. Meeting dates
   Search date ____________________________  Mail date ____________________________
   Record date ____________________________  Meeting date ____________________________

   Please keep in mind that the broker search must be completed 20 business days prior to the record date.

4. Will a representative of Computershare be required to attend your meeting?    □ Yes    □ No

   How many representatives do you require?  ____________

   Will he/she/they be acting as Inspector(s) of Election?    □ Yes    □ No

5. Broker (street) search
   □ We instruct Computershare to handle the broker search.
   □ Our proxy solicitor/distribution agent will handle.

   Proxy Solicitor name, phone number and email, if applicable
   ________________________________________________________________________________

   Distribution agent name, phone number and email
   ________________________________________________________________________________

6. Electronic voting options
   □ Telephone voting & Internet voting   □ Telephone voting only
   □ Internet voting only                □ No electronic voting

7. Based on the electronic delivery consents Computershare has collected, will you distribute your meeting materials electronically this year?    □ Yes    □ No

   If this is the first time you are providing your shareholders with these services, we will require an opinion of counsel. Please ask your relationship management team for a sample of an opinion.

8. Will Computershare host your electronic documents?    □ Yes    □ No

   If yes, Computershare will host for  □ Registered and street holders    □ Registered holders only

   If yes, please fill out the Web hosting checklist in Appendix D.
9. Computershare will print

☐ Proxy card  ☐ Proxy statement
☐ Reply envelope  ☐ Mailing envelope
☐ Annual report  ☐ 10K
☐ Wrap (multiple documents)  ☐ Other ____________________________

Computershare Communication Services has the capability to print more than just your proxy card. Please ask your relationship management team for more information on our printing services and XBRL/EDGAR filing services.

10. Computershare will mail

☐ Proxy card  ☐ 10K
☐ Reply envelope  ☐ Wrap (multiple documents)
☐ Annual report  ☐ Other ____________________________
☐ Proxy statement

11. Class of mail

☐ First Class mail  ☐ Expedited mail*  ☐ Standard mail (bulk)**

*Computershare can distribute your materials via one of several providers as an alternative to First Class mail. This option maintains the delivery speed of First Class mail but offers a significant cost reduction to First Class rates.

**If you are using Standard mail, Computershare will require samples of your materials at least 14 business days prior to mail date. Your relationship management team can provide further details.

12. Disposition of excess material

☐ Destroy all  ☐ Return material to:  Name ________________________________

Address ________________________________

Date to be destroyed/returned ________________________________

13. Employee plan files

Will Computershare be mailing directly to employee plan participants?  ☐ Yes  ☐ No (skip to question 14)

How many employee plans will Computershare be mailing to?  ☐ One  ☐ Two or more

If you have indicated 'Two or more', please provide the information below for the first plan. We will require the following information for each additional plan via a separate email.

Employee plan name ________________________________

Plan file provider/recordkeeper name, phone number and email ________________________________

Trustee name, phone number and email ________________________________
Merge instructions

☐ Merge with common shareholder file  ☐ Do not merge with common shareholder file

Does the plan have confidential voting?  ☐ Yes  ☐ No

Will a forced consent file be sent for electronic distribution to the plan file?  ☐ Yes  ☐ No

If yes, please note that you or your plan recordkeeper must provide us with a file containing email addresses.

14. Voted/unvoted list to be provided via

☐ PDF via Issuer Online  ☐ CD-ROM  ☐ Paper  ☐ Not needed

Please note that for security purposes, paper lists are not recommended.

15. Voting instructions

☐ Suppress dividend reinvestment plan fractional shares, if applicable.

This does not apply to all clients. Please discuss with your relationship management team if this applies to your company.

Class(es) of voting stock and the share to vote ratio(s)

Class ________________ share = ______ vote(s)

Class ________________ share = ______ vote(s)

Other special instructions – please itemize (i.e., confidential voting, cumulative voting or any classes that do not have voting rights - for example, unvested shares)

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

Brief list of your proposals

Please provide your relationship management team with a copy of your proxy card as soon as it is available.

__________________________________________________________________________

__________________________________________________________________________

__________________________________________________________________________

Name of Authorized Officer

__________________________________________

Email of Authorized Officer

__________________________________________

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
COMPUTERSHARE MEETING QUESTIONNAIRE
(For clients mailing Notice Only or Mix)

Company Name ____________________________________________
Company Address ___________________________________________
Contact Name ______________________________________________
Telephone __________________ Fax __________________ Email ________________

Please provide the contact information of a person who can be reached on a daily basis. If there is more than one person, please provide their contact information to your relationship management team in a separate email.

1. Type of meeting □ Annual □ Special □ Consent

2. Location and time of meeting ____________________________________________
   Please include the time zone.

3. Meeting dates

   Search date ____________________ Mail date ____________________
   (Must be completed 20 business days prior to the record date.)
   (Notices must mail 40 days prior to the meeting date.)

   Record date ____________________ Meeting date ____________________
   (Should be 50 days or more before the meeting date;
   please speak to your relationship management team for specifics.)

4. Will a representative of Computershare be required to attend your meeting? □ Yes □ No
   How many representatives do you require? _______
   Will he/she/they be acting as Inspector(s) of Election? □ Yes □ No

5. Broker (street) search
   □ We instruct Computershare to handle the broker search.
   □ Our proxy solicitor/distribution agent will handle.
   Proxy Solicitor name, phone number ___________________________
   and email, if applicable _______________________________________

   Distribution agent name, phone number and email __________________________

6. Based on the electronic delivery consents Computershare has collected, will you distribute your meeting materials electronically this year? □ Yes □ No
   If this is the first time you are providing your shareholders with these services, we will require an opinion of counsel.
   Please ask your relationship management team for a sample of an opinion.

7. Will Computershare host your electronic documents? □ Yes □ No
   If yes, Computershare will host for □ Registered and street holders □ Registered holders only
   If yes, please fill out the Web hosting checklist in Appendix D.
8. Computershare will print
   - Notice
   - Proxy card
   - Reply envelope
   - Annual report
   - Wrap (multiple documents)
   - Proxy statement
   - Mailing envelope
   - 10K
   - Other

   Computershare Communication Services has the capability to print more than just your notice and proxy card. Please ask your relationship management team for more information on our printing services and XBRL/EDGAR filing services.

9. Computershare will mail
   - Notice only
   - Mix mailing (notice only to some, full set packages to others)

   If a mix mailing, please briefly describe the target registered holder segment population below.
   a) Notice only to _______________________________________
   b) Full set packages to ____________________________________

   If mailing a full set package to a segment of registered holders, please check all contents that apply.
   - Proxy card
   - Reply envelope
   - Annual report
   - Proxy statement
   - 10K
   - Wrap (multiple documents)
   - Other

10. Fulfillment contents through the meeting date include
    - Proxy card
    - Reply envelope
    - Annual report
    - Proxy statement
    - 10K
    - Wrap (multiple documents)
    - Other

11. Class of mail
    - Notice mailing First Class mail Standard mail (bulk)
    - Full Set mailing First Class mail Expedited mail* Standard mail (bulk)**

   Please be aware of the requirements regarding the weight and size of your package. Refer to the printing and delivery tips in the Appendix section of this document for further information. Fulfillment services are provided via expedited mail.

   *Computershare can distribute your materials via one of several providers as an alternative to First Class mail. This option maintains the delivery speed of First Class mail but offers a significant cost reduction to First Class rates.

   **If you are using Standard mail, Computershare will require samples of your materials at least 14 business days prior to mail date. Your relationship management team can provide further details.

12. Disposition of excess material
    - Destroy all
    - Return material to Name ______________________________________
      Address ______________________________________

    Date to be destroyed/returned ______________________________________

13. Employee plan files
    Will Computershare be mailing directly to employee plan participants? Yes No (skip to question 14)

    How many employee plans will Computershare be mailing to? One Two or more

    If you have indicated ‘Two or more’, please provide the information below for the first plan. We will require the following information for each additional plan via a separate email.
Employee plan name

Plan file provider/recordkeeper name, phone number and email

Trustee name, phone number and email

Merge instructions
- Merge with common shareholder file
- Do not merge with common shareholder file

Does the plan have confidential voting?  Yes  No

Will a forced consent file be sent for electronic distribution to the plan file?  Yes  No

If yes, please note that you or your plan recordkeeper must provide us with a file containing email addresses.

14. Voted/unvoted list to be provided via
- PDF via Issuer Online
- CD-ROM
- Paper
- Not needed

Please note that for security purposes, paper lists are not recommended.

15. Voting instructions
- Suppress dividend reinvestment plan fractional shares, if applicable.

This does not apply to all clients. Please discuss with your relationship management team if this applies to your company.

Class(es) of voting stock and the share to vote ratio(s)
- Class _______________ share = _______ vote(s)
- Class _______________ share = _______ vote(s)

Other special instructions - please itemize (i.e., confidential voting, cumulative voting or any classes that do not have voting rights - for example, unvested shares)

Brief list of your proposals

Please provide your relationship management team with a copy of your proxy card as soon as it is available.

Name of Authorized Officer

Email of Authorized Officer

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
ENVISION WEB HOSTING CHECKLIST

This document provides a summary of Computershare’s EnVision™ Web hosting solution for online meeting materials, along with a list of information that you must provide to Computershare for the electronic posting of your meeting documents. Computershare’s Envision solution includes the following features:

› Responsive design – device detection and adaptation to screen size
› Tablet/mobile optimization written in Web 3.0 Technologies
› Voting icon prominence
› High quality page images and polished presentation
› Clickable logo

Below is a screenshot of the nine segments of the landing page your holders will first see when they access your materials, followed by a checklist describing each segment and listing your options for each. For each customizable segment of the landing page, please choose the option you want and provide all necessary custom text. Please return the completed checklist to your relationship management team, who can also answer any questions you may have.

ENVISION CLIENT DEMO: www.envisionreports.com/clientdemo2

SCREENSHOT OF A COMPLETED LANDING PAGE
SEGMENT 1 - LOGO BANNER
Please provide a logo to be displayed on your Company branded micro-site.

If the logo is going to appear on a flat colored background (including black or white), it is recommended that the image be:
1. Acceptable file Formats: .AI, .EPS and .PSD
2. If providing a JPEG file format, dimensions should be no less than 90 pixels in height at 300dpi
3. If providing a PNG file format, background should be transparent

If entire top banner area (the area in which the logo sits in the left) is to be filled with photograph or imagery, it is recommended that the image be:
1. Dimensions: 1920px x 100px at 300 dpi
2. The company logo and whatever other photo/imagery, needs to be embedded into one single image file.
3. JPG file format if it's photography
4. PNG file format for geometric designs

Would you like your logo to be clickable to a website?
☐ Yes ☐ No
If yes, please provide URL for website: ____________________________________________

SEGMENT 2 - TITLE OF SITE
Choose your landing page title.
☐ Default text: “Company Name (Annual/Special) Meeting”
☐ Custom text: _______________________________________________________________

SEGMENT 3 - TOP VOTING ICON
☐ Links to Computershare’s secure online voting site InvestorVote™, which also allows your holders to make delivery preferences elections for proxy materials.
☐ NOT offering Internet voting - do not display the link to the InvestorVote™ online voting icon.

SEGMENT 4 - DOCUMENT THUMBNAILS
Note: Additional fees apply if 4 or more documents are hosted.

Annual report (select one)
☐ Default = “Company Name Annual Report”
☐ Custom text: _______________________________________________________________

Proxy statement (select one)
☐ Default = “Company Name Notice of Annual Meeting”
☐ Custom text: _______________________________________________________________

Financials, separate from annual report (select one)
☐ Default = “Company Name Form XX-XXX”
☐ Custom text: _______________________________________________________________
Additional Documents
☐ Custom text: ________________________________________________________________

Note: Additional fees apply.

Video
Custom text for header: __________________________________________________________
☐ Thumbnail graphic provided
☐ Create thumbnail from first screenshot of video

SEGMENT 5 – IMAGE BACKGROUND
Would you like an image in the background of your entire site?
☐ Yes   ☐ No
   If yes, please provide image you would like us to use. (Please refer to our EnVision Video and image specs.)

SEGMENT 6 – BACKGROUND VIDEO CLIP
Would you like a video to play in the background of your entire site?
☐ Yes   ☐ No
   If yes, please provide video you would like us to use in proper format.
   (Please refer to our EnVision Video and image specs.)

SEGMENT 7 – VOTING INSTRUCTIONS
Contains voting instructions, which will also link to materials/preference requests if mailing a notice.

Voting cut off time will default to 1:00 a.m. ET, the day of the meeting. The time indicated here should be the same as is stated on the proxy card, notice document or email. If you require a different cut off time please indicate below in the Custom Text section.

☐ Default text = ”Click on the icon to go to online voting. In order to vote, you will need identifying numbers from the proxy card, notice document or email you received. Your vote is important to us, so please vote at your earliest convenience. Note: Online voting is available until 1:00 a.m. ET, the day of the meeting.”

☐ Custom text = Change cut off time to: ________ ☐ AM ☐ PM
   (include time zone: ☐ ET ☐ CT ☐ MT ☐ PT)
   ☐ the day of the meeting
   ☐ the day prior to the meeting

☐ Internet voting not offered, do not display the link to InvestorVote™ online voting platform.

Please discuss any changes with your relationship management team.
SEGMENT 8 - MEETING INFORMATION
Contains information pertaining to where and when the annual/special meeting is being held. Using the template text shown, please update your meeting information in the space below.

“The 20XX Annual/Special Meeting of Shareholders of Company Name will be held at Place, Street Address, City, State, Zip on Day of Week, Month, Day, 20XX.

Click here to visit the company’s website.”

Update Here: ______________________________________________________
_____________________________________________________

Would you like to have the meeting address link to a map?
☐ Yes ☐ No

SEGMENT 9 - LINKS
Links to Computershare’s Investor Center site.

☐ Default: Use standard link to Investor Center.
☐ Existing: Use company specific landing page for Investor Center.
☐ None: Do not display link to Investor Center.

Optional: You can include links to anywhere on the Internet, including company website.
☐ Do not include any links

<table>
<thead>
<tr>
<th>URLS:</th>
<th>Website Title Description (exactly as it will appear):</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Optional: You can have the fulfillment and/or telephone voting numbers added for registered holders.

**Note:** Additional fees apply.

- Add the fulfillment and voting telephone numbers
- Add the fulfillment telephone number only
- Add the telephone voting number only
- Do not add any numbers to this section

**ENVISION ONLINE PRESENTATION PDF STANDARDS**

The following are PDF document requirements and recommendations for online hosting:

1. High resolution PDF document is recommended (print optimized/print quality vs. screen optimized, greater than 300 dpi).
2. Page sizing within each individual document are preferred to be uniformly sized.
3. All fonts must be fully embedded (not subset embedded) to be certain that they will render and print appropriately. No Multi-Master fonts.
4. PDF is recommended to be text-searchable and text-selectable. Text in a PDF is used to create the resulting searchable database. Images of text in a PDF (i.e. a PDF created by scanning hard copy) will not be searchable.
5. PDF cannot be encrypted, secured, or password protected; no security for reading, editing, or printing.
6. PDF cannot contain spreads (two separate pages in one page of the PDF). Readers spread layout only. PDF must have accurate page boundaries.
7. PDF must be created using Adobe® Acrobat Distiller with “press optimized” setting. Do NOT use Adobe PDF Writer.
8. PDF documents must NOT contain:
   - Marking with Adobe's graphic markup tools
   - Transparency’s, or layered images (content hidden by blocks of white or black boxes) Transparency’s and layered images do not always render properly online, which may cause missing images and/or images that do not fully load on the site.
   - PDF should not contain crop marks, margin controls (constrain proportions), and typesetting banners, headers/footers, stamps or watermarks, black lining or other marks that are not intended to appear on the final output.
9. PDF document optional recommendations:
   - Bookmark the document in Acrobat. Bookmarks are the PDF equivalent of a table of contents and will be replicated on the hosting site, Navigation section, Table of Contents Menu.
     **WE WILL ONLY BOOKMARK A DOCUMENT, IF THE DOCUMENT CONTAINS A TABLE OF CONTENTS PAGE.**
   - Name the pages in the document in Acrobat. Page naming is the PDF equivalent of section or chapter numbering. (For example, the introduction section could be written in roman numerals, I to V, the main section written in standard numbers, 1 to 100 and the appendices written in alphabetical numbering, A to Z). This type of numbering is extracted from the PDF and replicated on the hosting site, in the box identified “Page”.
   - Enable links in Acrobat. This process will automatically scan the PDF, identify any URLs (such as web addresses that start with “www” or an email addresses) and convert them into click-able links (instead of just plain text). Links will then be replicated on the hosting site, resulting in a user-friendly online document.

**Note:** PDF documents that do not meet the requirements listed above will be returned to you and must be corrected and resubmitted before the online presentation can be done.

You can also access a fillable version of this document online at [www.computershare-na.com/amg/appendix.zip](http://www.computershare-na.com/amg/appendix.zip)
VIRTUAL MEETING QUESTIONNAIRE

A. GENERAL MEETING DETAIL

1. Type of Meeting:
   - [ ] Full Virtual
   - [ ] Hybrid (Virtual/Physical)

2. Venue type:______________________________________________________________

3. Type of Presentation:
   - [ ] Audio & Slide(s)
   - [ ] Video & Slide(s)

4. Estimated Virtual Attendance:____________________________________________

5. Audience:
   - [ ] Shareholder
   - [ ] Stockholder
   - [ ] Investor
   - [ ] Other:______________________________________________________________

B. COLOR AND LOGO BRANDING

1. Header Color (RBG or HEX):______________________________________________
   a. The header is the bar at the top of the page. The color you set here is also used for a “selected” navigation button (to show participants where they are such as the “i” for the information screen/meeting center page).

2. Provide Logo (If Computershare does not already have one on file)
   a. The logo for the full site should be:
      - 350 pixels wide
      - a maximum of 50 pixels high
      - a minimum of 72 DPI
      - file extension = .jpg or .gif
   b. The following formats are not acceptable for the Virtual Meeting site: .pcx, .pdf and .png
3. Main Text Color (RBG or HEX): ______________________
   (Color for the main text and the messaging text in the discussion board.)

4. Results & Selections Color (RBG or HEX): ______________________
   (Color to indicate web links on the meeting center page.)

5. Background Color (RBG or HEX): ______________________

**C. MEETING CENTER SET UP LANGUAGE (PLEASE EDIT AS NEEDED)**

“Company Name” Meeting Center
2017 Annual Meeting of Shareholders

To view the Webcast: click here
To cast your vote via InvestorVote: click here

**D. DOCUMENTS (THIS HEADER TITLED CAN BE MODIFIED)**

Proxy Statement: click here
Annual Report: click here

**E. QUESTIONS OR COMMENTS (THIS HEADER TITLED CAN BE MODIFIED)**

To post a question or comment to the Board click on the ‘messages’ icon above.

**F. MEETING CENTER CONTENT**

1. Additional Links on Meeting Center Page:

   ______________________

   ______________________

   ______________________

2. Additional Webcast document hosting required (for example, PDF of rules of conduct):

   If yes, documents to be hosted:
   Doc 1 Title: ______________________
   Doc 2 Title: ______________________
   Doc 3 Title: ______________________
   Doc 4 Title: ______________________
   Doc 5 Title: ______________________
   Doc 6 Title: ______________________

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
ANNOUNCEMENT LETTER TO THE DEPOSITORY TRUST & CLEARING CORPORATION

You will need to prepare and send an announcement letter on your company’s letterhead to DTCC. This letter indicates critical dates and classes of eligible voting stock. The letter should be submitted to DTCC at least 7 calendar days prior to the record date; please forward a copy of the completed letter to Computershare for our files.

[ON COMPANY LETTERHEAD]

[DATE]

The Depository Trust & Clearing Corporation
Proxy Unit
55 Water Street, 50th Floor
New York, New York 10041-0099

Email: proxyannouncements@dtcc.com

Dear Sir or Madam:

Please be advised that [Company Name] has registered on http://www.dtcc.com and has set the following dates relative to its Meeting.

Record date: ________________________________

Estimated mail date: ________________________________

Meeting date: ________________________________

Classes of stock eligible to vote include:

<table>
<thead>
<tr>
<th>CLASS</th>
<th>CUSIP</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

If you have any questions, please contact me at [Enter telephone number and e-mail address].

Sincerely,

By: ________________________________

Authorized signatory/title

Email address of authorized officer

cc: Computershare relationship management team
Broker distributor/proxy solicitor

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
You must register your company for DTCC’s Security Position Report (SPR) web services in order to authorize your third parties (such as Computershare) to electronically receive the SPR from DTCC. Third party authorization is required annually by DTCC to ensure only agents authorized by you receive this highly confidential information on your behalf. Failure to register and authorize Computershare may result in a manual processing fee.

To access DTCC’s website, go to: [http://www.dtcc.com](http://www.dtcc.com).

1. Choose “Settlement & Asset Services” from the menu along the top of the page
2. Click on “Security Position Reports (SPR)” under Issuer Services
3. Refer to the “SPR Web User Guide” for instructions for your particular situation, or contact DTCC’s Client Support for assistance

**ISSUER SERVICES**

DTCC’s Issuer Services provide an array of central communication and information resources for depositary-eligible securities that facilitate outreach by issuers to shareholders. Through its efficient, cost-effective and risk-mitigating offerings, Issuer Services help achieve timely and accurate communication among interested parties with respect to securities held and serviced at DTC.

- Proxy Services
- Security Position Reports (SPR)
- Legal Notice System (LENS)

**CONTACT CLIENT SUPPORT**

SPR/Proxy Hotline: (212) 855-5191
E-mail: spr@dtcc.com

**ESSENTIALS**

- Log in to SPR
- Register for SPR
- SPR Pricing
- SPR Web User Guide
- Terms of Use
- FAQs
STANDARD PROXY CARD

The Sample Company

IMPORTANT ANNUAL MEETING INFORMATION

ENDORSEMENT LINE: SACKPACK

MR A SAMPLE DESIGNATION (IF ANY)
ADD 1
ADD 2
ADD 3
ADD 4
ADD 5
ADD 6

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.

X

The Sample Company

Admission Ticket

C123456789

000000000.000000 ext
000000000.000000 ext
000000000.000000 ext
000000000.000000 ext
000000000.000000 ext
000000000.000000 ext

Electronic Voting Instructions

Available 24 hours a day, 7 days a week!
Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.
VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.
Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on XXXXX XX, 20XX.

Vote by Internet
• Go to www.investorvote.com/tickersymbol
• Or scan the QR code with your smartphone
• Follow the steps outlined on the secure website

Vote by telephone
• Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
• Follow the instructions provided by the recorded message

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip

APPENDIX G
# MAJORITY VOTING PROXY CARD

## The Sample Company

**IMPORTANT ANNUAL MEETING INFORMATION**

*ENDORSEMENT LINE*

**SACKPACK**

| MR A SAMPLE |
| DESIGNATION (IF ANY) |
| ADD 1 |
| ADD 2 |
| ADD 3 |
| ADD 4 |
| ADD 5 |
| ADD 6 |

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

---

## Admission Ticket

| C123456789 |
| 00000000.000000 ext |
| 00000000.000000 ext |
| 00000000.000000 ext |
| 00000000.000000 ext |

**Electronic Voting Instructions**

Available 24 hours a day, 7 days a week.

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

**VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.**

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on XXXXXX XX, 20XX.

**Vote by Internet**

- Go to www.investorvote.com/tickersymbol
- Or scan the QR code with your smartphone
- Follow the steps outlined on the secure website

**Vote by telephone**

- Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone
- Follow the instructions provided by the recorded message

---

## Annual Meeting Proxy Card

**1234 5678 9012 345**

---

### A Proposals — The Board recommends a vote FOR all nominees, FOR Proposals 2, 3 and 5 and every **X YEARS** for Proposal 4.

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Election of Directors: 01 - Name - 30 characters Name - 30 characters 02 - Name - 30 characters Name - 30 characters 03 - Name - 30 characters Name - 30 characters 04 - Name - 30 characters Name - 30 characters 05 - Name - 30 characters Name - 30 characters 06 - Name - 30 characters Name - 30 characters 07 - Name - 30 characters Name - 30 characters 08 - Name - 30 characters Name - 30 characters 09 - Name - 30 characters Name - 30 characters</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**2. Proposal to ratify independent public accounting firm for 2011.**

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>3. Say on Pay - An advisory vote on the approval of executive compensation. 1 Year 2 Years 3 Years</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**4. Say on Pay - An advisory vote on the approval of executive compensation.**

<table>
<thead>
<tr>
<th>For</th>
<th>Against</th>
<th>Abstain</th>
</tr>
</thead>
<tbody>
<tr>
<td>5. Proposal text - 120 characters Proposal text - 120 characters Proposal text - 120 characters</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

### B Non-Voting Items

**Change of Address** — Please print your new address below.

**Comments** — Please print your comments below.

**Meeting Attendance**

Mark the box to the right if you plan to attend the Annual Meeting.

---

### C Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

**Date (mm/dd/yyyy)** — Please print date below.

**Signature 1** — Please keep signature within the box.

**Signature 2** — Please keep signature within the box.

---

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
Notice of 20XX Annual Meeting of Shareholders

Address
Proxy Solicited by Board of Directors for Annual Meeting — (Date)

(Proxies Names), or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of (Company Name) to be held on (Date) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees, FOR Proposals 2, 3 and 5 and every X YEARS for Proposal 4.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)
Important Notice Regarding the Availability of Proxy Materials for the Company Shareholder Meeting to be Held on Meeting Date

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders’ meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to shareholders are available at:

www.envisionreports.com/tickersymbol

Easy Online Access — A Convenient Way to View Proxy Materials and Vote

When you go online to view materials, you can also vote your shares.
Step 1: Go to www.envisionreports.com/tickersymbol to view the materials.
Step 2: Click on Cast Your Vote or Request Materials.
Step 3: Follow the instructions on the screen to log in.
Step 4: Make your selection as instructed on each screen to select delivery preferences and vote.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.

Obtaining a Copy of the Proxy Materials — If you want to receive a copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before [10 days before the meeting] to facilitate timely delivery.

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
Shareholder Meeting Notice

Sample Company’s Annual Meeting of Shareholders will be held on [DATE] at [LOCATION/ADDRESS], at X:XX a.m. Central Time.

Proposals to be voted on at the meeting are listed below along with the Board of Directors’ recommendations.

The Board of Directors recommends a vote FOR all nominees, FOR Proposals 2, 3 and 5-7 and every X YEARS for Proposal 4:

1. Election of Directors.
2. Ratify selection of auditors.
3. Advisory vote on executive compensation.
4. Advisory vote on the frequency of shareholder votes on executive compensation.
5. Approval of ...
6. Approval of ...
7. Approval of ...

The Board of Directors recommends a vote AGAINST the following proposals:

8. Shareholder proposal
9. Shareholder proposal
10. Shareholder proposal
11. Shareholder proposal
12. Shareholder proposal
13. Shareholder proposal

PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.

Directions to the Sample Company 200X Annual Meeting

Directions to the Sample Company 200X annual meeting are available in the proxy statement which can be viewed at www.envisionreports.com/tickersymbol.

You can also access a fillable version of this document online at www.computershare-na.com/amg/appendix.zip
FAQ – Internet Availability of Proxy Materials

The Securities and Exchange Commission (SEC) has issued rules requiring public companies to:

> Make proxy materials (such as the Annual Report and Proxy Statement) available on the Internet
> Notify shareholders how and where to access those materials online

These rules allow companies to give shareholders more options for reviewing important proxy materials. Information can be made available to shareholders more quickly and conveniently — online documents are easily searchable, enabling shareholders to quickly find the information they need to make informed voting decisions.

The new rules also allow companies to send a one-page Notice to holders with instructions on how to access the materials online, rather than sending a full set of materials. Our reasons for choosing the notice-only option are to:

> Adopt more sustainable practices and be more environmentally responsible — by shrinking our carbon footprint through reductions in ink and paper used in printing and fuel used in shipping
> Increase shareholder value — by reducing print and mail costs

Please refer to the information below to learn more and to find out what your options are as a shareholder to view materials and vote.

What is on the one-page Notice?
The Notice contains simple instructions on how to:

> Access and view the proxy materials online
> Vote your shares online
> Request a free set of printed materials
> Change delivery preferences for future proxy mailings

DO retain the Notice for future reference
DO NOT mark your vote on the Notice and return it; the Notice is not a proxy card or ballot

If I received only a one-page Notice, how do I vote my shares?
To vote your shares, follow the instructions on the Notice to vote online. If you request a paper copy of the proxy materials, you’ll receive a proxy card with voting instructions. You may also vote your shares in person by bringing the Notice with you and attending the meeting.

If I received only a one-page Notice, how do I request a full set of printed materials for this meeting or future proxy mailings?
To request a free set of printed materials for this meeting or for future mailings, refer to the Notice for detailed instructions on how to request a copy via Internet, telephone or email.

If I received a full set of materials, may I request only a one-page Notice for future proxy mailings?
Our company will make a decision for each meeting whether or not to use the notice-only option, and send notice-only mailings at our discretion.

Can I elect to receive my proxy materials electronically?
You may elect to receive materials via email for future mailings. You will receive the materials electronically if our company chooses to offer email delivery in the future. To change your delivery preferences, follow the instructions on the Notice.

One of your key privileges as an investor is the right to vote on important matters that affect the company you own shares in.
Please vote. Your vote is important to us and our business.
APPENDIX I

PROXY MATERIALS PRINTING AND DELIVERY TIPS

PRINTING OF PROXY MATERIALS
Computershare can coordinate the printing of your proxy card, envelope and all your annual meeting materials, handle the layout and printing details, and provide you with proofs for review and approval. Computershare is cost competitive and delivers a high quality of printed materials and service, plus you reap the benefits of dealing with one provider for your annual meeting services.

DELIVERY OF PROXY MATERIALS
When Computershare coordinates your mailing, your relationship management team will discuss issues such as production capacity and the time it will take to complete the mailing to ensure your mailing goes as planned. If materials are coming from a variety of printers, please confirm the dates with all sources and request the printers to clearly label the contents of each box, and tape a sample of the enclosure to the outside of the box.

STANDARD (BULK) MAIL REQUIREMENTS
For Standard (bulk) mail, the precise weight and thickness of the mailing must be entered into our presorting software to establish packaging parameters for postal processing. In order to obtain Standard (bulk) mail rates, you must provide sample packages in advance, so that we can determine the weights and dimensions of all pieces being included in the mailing.

COMPUTERSHARE COMMUNICATION SERVICES

DELIVERY INSTRUCTIONS
Your relationship management team will inform you in advance of the Computershare mailing location:

New Jersey location
118 Fernwood Avenue
Edison, NJ 08837
Attn: Receiving
Tel. 732-417-2928
Receiving hours:
Monday - Friday 7:30 am to 6:00 pm Eastern Time
Saturday and after-hours deliveries by appointment only.

Illinois location
1325 Remington Blvd.
Bolingbrook, IL 60490
Attn: Receiving
Tel. 630-568-0200
Receiving hours:
Monday - Friday 7:00 am to 7:00 pm Central time
Saturday and after-hours deliveries by appointment only

GUIDELINES
To facilitate the processing of your mailing, please adhere to the following delivery guidelines:

Manifest/packing slip
› List the number of boxes and/or skids per delivery.
› On the packaging slip, list the following: (1) number of enclosures, (2) number of boxes and/or skids per enclosure.
› Each box must be labeled with its contents.
› We recommend a sample piece be attached to the outside of the box.
› The maximum weight of a carton is 35 lbs.
› Do not mix two or more products in the same box.
› It is important that each item being delivered is clearly marked and segregated for easy identification.

Skids/packaging
Large volumes of material (over 5,000) required for inserting/mailing by Computershare Communication Services should be “power packed,” also known as Gaylord Packaging.
› The pallet/skid should not exceed 50 inches in height, 42 inches in width and 48 inches in length.
› Bundles should be no higher than eight inches.
› The skid should be securely shrink-wrapped, including the four corners of the skid.
It is strongly recommended that cardboard dividers be used between layers of bundles to prevent shifting of bundles during transportation.

The final 2%-10% of any skidded material should be placed in boxes for ease of returning surplus material.

Special mail handling
Please contact your Computershare relationship management team if:

- The mail package per shareholder weighs over 1 pound
- You have materials that cannot be inserted by machine (spiral-bound books, Z-folded letters, landscape-format books, etc.)

Insert specifications

<table>
<thead>
<tr>
<th>Envelope size</th>
<th>Max size of insert</th>
<th>Max thickness combined inserts</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 x 12</td>
<td>8.5 x 11 inches</td>
<td>1/2 inch</td>
</tr>
<tr>
<td>9.5 x 12.5</td>
<td>8.75 x 11.75 inches</td>
<td>1/2 inch</td>
</tr>
</tbody>
</table>

If material is folded, fold should be on the long edge. All folds should be square and crisp for the mechanical insertion process.

“Z” or accordion fold inserts are not machineable and are subject to surcharges.

Material should be “C” folded (“Barrel” fold) to ensure they can be inserted by machine.

Inserts with a high gloss finish can slow down the mechanical insertion process, and should be tested prior to the mailing date.

Minimum size of inserts for all envelope sizes is 3.5 x 5.5 inches.

Extra materials for spoilage

<table>
<thead>
<tr>
<th>Number of Pieces</th>
<th>Delivery Deadline</th>
</tr>
</thead>
<tbody>
<tr>
<td>1-1,000</td>
<td>12 noon ET, 2 business days prior to mail date</td>
</tr>
<tr>
<td>1,001-5,000</td>
<td>12 noon ET, 3 business days prior to mail date</td>
</tr>
<tr>
<td>5,001+</td>
<td>12 noon ET, 4 business days prior to mail date</td>
</tr>
</tbody>
</table>

Important: As with any production process some amount of spoilage may occur. Please ensure extra material is supplied for your mailing.

Delivery timing

Please ship your materials to arrive according to the following schedule:
COMPUTERSHARE’S PROXY WATCH ON ISSUER ONLINE

Proxy Watch displays information about your meeting tabulation in a user-friendly and easy-to-understand online format. In addition to on-screen viewing, you have the ability to download information in PDF or Excel format. Figures are instantly updated enabling you to gain a clear understanding of voting positions, as well as information on holders who have submitted a proxy. Proxy Watch enables you to:

› View total vote positions, resolution by resolution
› Search for a specific holder and view how they have voted
› Monitor the top holdings by viewing the total number of shares that are eligible for voting and their current voting status

---

**Proxy Tabulation Report**

<table>
<thead>
<tr>
<th>Eligible Votes</th>
<th>1,256,148,000,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>Voted Total</td>
<td>724,174,000,000</td>
</tr>
<tr>
<td>Voted Total (%)</td>
<td>57.65%</td>
</tr>
<tr>
<td>Proxies Cast Total</td>
<td>11</td>
</tr>
<tr>
<td>Quorum Status</td>
<td>57.65%</td>
</tr>
</tbody>
</table>

**Proposal** | **Vote type** | **Voted** | **Voted (%)** | **O/S (%)**
---|---|---|---|---
DIRECTOR 1 | For | 574,174,000,000 | 79.29 | 45.71 |
|              | Withheld | 150,000,000,000 | 20.71 | 11.94 |
|              | Non Votes | 0,000,000,000 | 0.00 | 0.00 |
|              | Uncast | 0,000,000,000 | 0.00 | 0.00 |
DIRECTOR 2 | For | 574,174,000,000 | 79.29 | 45.71 |
|              | Withheld | 150,000,000,000 | 20.71 | 11.94 |
|              | Non Votes | 0,000,000,000 | 0.00 | 0.00 |
|              | Uncast | 0,000,000,000 | 0.00 | 0.00 |
DIRECTOR 3 | For | 574,174,000,000 | 79.29 | 45.71 |
|              | Withheld | 150,000,000,000 | 20.71 | 11.94 |
|              | Non Votes | 0,000,000,000 | 0.00 | 0.00 |
|              | Uncast | 0,000,000,000 | 0.00 | 0.00 |
AUDITOR          | For | 724,174,000,000 | 100.00 | 57.65 |
|                | Against | 0,000,000,000 | 0.00 | 0.00 |
|                | Abstain | 0,000,000,000 | 0.00 | 0.00 |
|                | Non Votes | 0,000,000,000 | 0.00 | 0.00 |
|                | Uncast | 0,000,000,000 | 0.00 | 0.00 |
DECLASSIFY THE BOARD | For | 161,994,000,000 | 20.03 | 12.07 |
|                  | Against | 571,810,000,000 | 79.96 | 87.93 |
|                  | Abstain | 0,000,000,000 | 0.11 | 0.06 |
|                  | Non Votes | 0,000,000,000 | 0.00 | 0.00 |
|                  | Uncast | 0,000,000,000 | 0.00 | 0.00 |

**Scanned** | **Internet** | **Keyed** | **IVR** | **Broadridge**
---|---|---|---|---
0 | 0 | 3 | 2 | 0

Please note: Real-time results are subject to audit and verification.
GLOSSARY OF TERMS

AFFIDAVIT OF MAILING OR ADDRESSING
An affidavit certifying the mailing of annual reports and proxy material to all shareholders of record will be supplied to you shortly after the mail date if Computershare performs the mailing.

If an outside mailing house performs the mailing, Computershare will provide an affidavit certifying the addressing of the proxy cards and/or labels. Your outside mailing facility would be responsible for supplying an Affidavit of Mailing.

BALLOT — SEE PROXY CARDS

BENEFICIAL HOLDERS — SEE STREET NAME OR BENEFICIAL OWNERSHIP

BROADRIDGE
Banks and brokerage firms holding securities in street name solicit proxies and deliver communications to and from beneficial (or street name) owners of securities on behalf of issuers. Banks and brokerage firms initially handled this processing on their own. However, since the 1970s, outside service bureaus have been used for this purpose. Broadridge’s involvement during the proxy process begins about 65 days prior to the shareholder meeting. At that time, Broadridge will transmit to client brokers and banks data on search card and material requests. They provide the number of positions that hold the specified security. Via a return transmission, the client brokers and banks respond with the number of underlying holders. This information is relayed to the entity facilitating the broker search.

On record date, Broadridge transmits a second request to the banks and brokers, asking for the name, address and share amount of beneficial shareholders as of the record date. Broadridge uses this information to distribute proxy material directly to each beneficial holder.

Between 30 and 35 days prior to the meeting date, Broadridge will receive the proxy either directly from your proxy printer or your proxy distribution firm. The SEC states that Broadridge has five business days to mail this material. At this point, they will scan the proxy card into their system and reformat it to fit their generic Voter Information Form (VIF). The VIF details the proposals to be voted on, and the shareholders’ names, addresses and record date share positions. The shareholders are directed to vote their shares either by completing the VIF and mailing it back to Broadridge or via electronic voting. The VIF contains a box to be checked in the event that the shareholder wishes to attend the shareholder meeting and vote their shares directly. Upon receipt of the marked VIF, Broadridge will issue a legal proxy to the underlying holder for their record date share amount.

If Broadridge has done the proxy mailing 25 days or more prior to the meeting date, they will transmit their first vote to Computershare 15 days prior to the meeting. If the mailing commenced less than 25 days prior to the meeting, their first vote will be transmitted 10 days prior to the meeting date and daily thereafter. On the day of the meeting, we will receive a morning vote tally. All votes are transmitted electronically.

BROKER SEARCH
The Securities and Exchange Commission (SEC) requires that corporations mail an inquiry (search card) to all banks, brokers and nominees at least 20 business days prior to the record date for an annual shareholder meeting. The recipients are required by SEC regulations to respond to this inquiry no later than seven business days after receipt of the search card. If this time is impracticable for a special meeting, the search card needs to be sent as early as possible in order to provide the recipients with enough time to gather the pertinent data.

The search card provides the recipients with the key dates of the upcoming meeting (record, mail and meeting date). It informs the recipients where to forward broker invoices for payment and request copies of all respondent bank omnibus proxies. The search card also inquires if a listing of non-objecting beneficial owners (NOBOS) will be provided in the event that the distributor has been contacted to conduct a solicitation of the proxy votes. Also refer to definition under “street name” or “beneficial ownership.”
DISCRETIONARY VOTING

In order for brokers to vote at their “discretion,” as stated below, the proxy materials must have been mailed to the underlying holders no less than 15 business days prior to the meeting. If they have not received the vote from the underlying beneficial holder beginning on the tenth day prior to the meeting date, they have the authority, at their discretion, to vote with management on those shares they have not received.

Discretionary authority can be exercised only on “routine” proposals. An example of a routine proposal is the appointment of the company’s auditors. On “non-routine” proposals, the brokers must receive direction from the underlying shareholder or the shares cannot be voted.

Brokers generally will not wait until all underlying shareholder directions are received when voting on proxies that contain both routine and non-routine proposals. Instead, the vote delivered to the tabulator will provide direction for the uninstructed shares on only the routine proposals.

Example:
Brokerage & Company owns 100,000 shares of XYZ Corporation on the record date. The tenth day prior to the meeting they have not received direction from underlying holders owning 20,000 of the record date shares. XYZ Corporation is voting on three proposals. Proposals 1 and 3 are non-routine; proposal 2 is routine.

The vote that Brokerage & Company issues to the tabulator would be as follows:

<table>
<thead>
<tr>
<th>Proposal #1</th>
<th>Proposal #2</th>
<th>Proposal #3</th>
</tr>
</thead>
<tbody>
<tr>
<td>For</td>
<td>80,000</td>
<td>100,000</td>
</tr>
<tr>
<td>Against</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Abstain</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Not Voted</td>
<td>20,000</td>
<td></td>
</tr>
</tbody>
</table>

The entire 100,000 shares would be counted toward quorum for the meeting and would be voted in favor on Proposal 2. The vote of Proposals 1 and 3 would reflect 80,000 shares in favor with the remaining 20,000 shares being “delivered not voted” or as a “broker non-vote.” As Brokerage & Company receives directions from the underlying holders, they will issue additional or revised votes to the tabulator.

DODD-FRANK

The Dodd-Frank Wall Street Reform and Consumer Protection Act was signed into law by President Barack Obama in July 2010. A result of the financial crisis of 2008, the law is a large-scale overhaul to financial and corporate governance regulations. Most notably for annual meeting and proxy needs, the law requires say-on-pay votes, giving shareholders more control over executive pay and golden parachutes.

ELECTRONIC VOTING – TELEPHONE AND/OR INTERNET

A mechanism by which your shareholders are able to vote their proxies via either telephone or the Internet. Each requires the use of a control number.

Additional legal requirements may be necessary. Please consult your relationship management team for specific requirements and samples.

EXPEDITED MAIL

Computershare uses expedited mail for any eligible proxy or other flat mailing that would otherwise be sent via First Class mail, providing you with significant cost savings and other benefits. Expedited mail provides: delivery within 2 to 5 days, and 8% to 20% cost savings.

INSPECTOR(S) OF ELECTION

A representative of Computershare can serve as the Inspector of Election for your shareholder meeting. The Inspector of Election handles the voting at the meeting, and will certify the final results of the tabulation. Having Computershare provide this service is especially useful if you anticipate a large amount of voting at the meeting or if there are any controversial issues on the proxy ballot. After the meeting, Computershare will prepare and deliver to you a final Certificate of Tabulation.

MAJORITY VOTING

The majority vote was introduced as an alternative to plurality voting. It requires a higher threshold, such as a majority of shares entitled to vote for the directors or a majority of the shares present and entitled to vote at the meeting in person or by proxy. A failed election would not occur by virtue of abstentions or broker non-votes.
NOTICE AND ACCESS RULES

The “Shareholder Choice Regarding Proxy Materials” rule (Release 34-56135) and the SEC’s earlier “Internet Availability of Proxy Materials” rule (Release 34-55146) require issuers to post annual meeting materials on the Internet and allow them to send holders a simple one-page notice with access instructions, rather than a full proxy package, without obtaining prior consent. For more information about this notice and access option and Computershare’s Notice and Access solution, please contact your relationship management team.

The SEC’s Shareholder Choice Regarding Proxy Materials rule also requires issuers to post annual meeting materials to the Internet and inform holders of availability. The rule became effective January 1, 2009.

NO VOTE (BROKER NON-VOTES)

A broker “non-vote” occurs when a broker holding shares for a street name owner votes on one proposal but does not vote on another proposal because the broker does not have discretionary voting power for that particular proposal and has not received voting instructions from the beneficial holder.

NON-OBJECTING BENEFICIAL OWNERS (NOBOS) – SEE STREET NAME OR BENEFICIAL OWNERSHIP

NON-Routine PROPOSALS

Non-routine proposals are matters on which brokers may not vote beneficial owners’ uninstructed shares, i.e., they cannot exercise their “discretionary voting” authority on non-routine proposals. The NYSE has created a list of categories that they consider as non-routine. Categories include: election of directors, proxy contests, mergers and consolidations, authorizations or increased authorizations of classes of preferred stock, authorizations or issuances of stock or stock options to directors, officers, or employees, authorizations of property mortgages, etc. As a general rule, the goal of the NYSE has been to not allow the broker to vote on any proposal that substantially affects the rights and privileges of shareholders.

OATH OF INSPECTOR(S) OF ELECTION

Each Inspector of Election is required to sign an oath stating one’s faithful execution of duties, with strict impartiality and to the best of one’s ability. Computershare can provide this oath fully executed if a Computershare representative is an Inspector of Election at your shareholder meeting.

OBJECTING BENEFICIAL OWNERS (OBOS) – SEE STREET NAME OR BENEFICIAL OWNERSHIP

OMNIBUS PROXY

An omnibus proxy is a signed statement from a depository or a bank releasing voting authority for shares held in its nominee name. The two main types of omnibus proxies are the depository proxies and the respondent bank proxies. Each depository proxy provides a list of all the banks and brokers who hold shares under their nominee name and authorizes the tabulator to accept the votes for these shares directly from the underlying participants.

For example, the Depository Trust & Clearing Corporation (DTCC) holds shares for participants such as Merrill Lynch, Charles Schwab and State Street Bank and Trust Company. The omnibus listing from the depository shows the name of each participant and the share position that each held on the record date.

Respondent bank proxies function in the same manner as the depository proxies. Many of the larger banks that hold stock are actually maintaining the positions for smaller or recipient banks.

The respondent bank proxies provide the names and corresponding share positions for each underlying respondent bank and authorize the tabulator to accept the votes for these shares directly from the underlying bank.

PLURALITY VOTING

Currently directors are elected by plurality of the votes cast by the shares entitled to vote. In the context of election for directors “plurality vote” is well understood to mean the receipt of the most votes for a nominee or nominees without regard to the number of votes against or not cast.
PROXY CARDS
Shareholders use the proxy card to direct the vote on their shares. The shareholder executing the proxy card grants the proxy committee named on the card the power and the direction to vote the shares on each proposal. Shareholders who attend the meeting may wish to vote their shares by ballot directly instead of through the proxy committee.

Ballots should be made available at the meeting to accommodate these shareholders. A ballot lists each proposal and resembles a proxy card; however, it does not include the text assigning power of proxy to the named proxy committee.

ROUTINE PROPOSALS
Routine proposals are matters on which brokers can vote shares they hold in street name, when they are not given shareholder input on how to vote. Among the matters the NYSE considers as “routine,” and thus eligible for broker-voting, are the ratification of auditors and the increase in authorized common stock if there are no specific plans for the increased shares.

ALSO SEE NON-ROUTINE PROPOSALS AND DISCRETIONARY VOTING

SAY ON PAY (SOP)
An advisory shareholder vote on executive compensation.

SAY WHEN ON PAY (SWOP)
An advisory shareholder vote on whether the frequency of approving executive compensation will occur every 1, 2 or 3 years.

SAY ON GOLDEN PARACHUTE
An advisory vote to approve the golden parachute compensation arrangements required to be disclosed under Section 14A(b)(1) in connection with mergers and similar transactions.

SECOND MAILING TO SHAREHOLDERS
A subsequent mailing to unvoted accounts may occur if there is a close vote. If this occurs, it is typically three weeks prior to the meeting date. The second mailing generally consists of a company letter, a proxy card and a business reply envelope.

The mailing is sent to registered and/or street name holders in an attempt to secure additional proxy votes. This process can be very important for companies voting on non-routine proposals.

SHAREHOLDER FILES AND REPORTS
We will provide you with a record date file of registered shareholders shortly after the record date for your meeting. Please note that certain state laws require that a file be available for inspection ten days prior to the meeting date, in the city in which the meeting is being held. A copy of this file should be brought to the meeting as well, either in electronic form, or as a paper copy if you choose to print it.

Additionally, a final file reflecting how each shareholder has voted on each proposal will be produced shortly after the meeting date. In advance of the meeting, Computershare can also provide a full range of management reports, such as a statistical analysis, a list of your largest holders and unvoted shareholder lists. Your relationship management team can work with you in determining which reports best suit your needs.

SOLICITATION OF PROXIES
The same firm that has conducted the broker search and distribution of proxy materials normally performs the proxy solicitation. Proxies are solicited from registered holders, banks, brokers and nominees in an attempt to secure a favorable vote for the company and ensure the client a successful shareholder meeting. This process is very important when a non-routine proxy proposal is on the ballot.

Georgeson will be able to advise on and perform a solicitation of proxies. Contact your relationship management team for additional information on these services.
STANDARD (BULK) MAIL
Many companies mail their proxy materials via Standard (bulk) mail (formally known as third class bulk). The savings could be significant depending upon the size of your mailing; however, this type of mailing requires additional lead-time and coordination. Typically, Standard (bulk) delivery may take up to three weeks to reach the recipient. If you plan to mail via bulk rate, we suggest mailing at least six weeks prior to your meeting date to avoid any negative impact on your vote.

STREET NAME OR BENEFICIAL OWNERSHIP
Shareholders may opt to hold their shares in their brokerage accounts. This form of ownership is often referred to as “street name” ownership. The shares on the books of the corporation would be registered in the name of the bank, broker or nominee through which the shareholder holds stock. A majority of all outstanding shares are held in street name.

Shareholders who opt to hold their shares in “street name” are given the option of having their name provided to the corporation upon inquiry. Those who allow their names to be released are referred to as non-objecting beneficial owners or NOBOs. Those choosing not to have their names released are referred to as objecting beneficial owners or OBOs.

Corporations can utilize the services of a broker distributor/proxy solicitor to request that a search of non-objecting beneficial holders be conducted for them.

Note: The glossary is meant to provide guidance on frequently used terms related to your annual meeting. If you require more in-depth information, please consult your legal counsel.
Computershare is a global market leader in transfer agency, employee equity plans, proxy solicitation, stakeholder communications, and other diversified financial and governance services. Many of the world's leading organizations use Computershare's services to help maximize the value of relationships with their investors, employees, creditors, members and customers.

www.computershare.com