

# 2022 PROXY GUIDE

*CORPORATE ISSUER SOLUTIONS*

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## Introduction

Dear Corporate Issuer,

The annual meeting is an important opportunity for you to update shareholders on company developments, answer their questions and vote on proposals. While the COVID-19 pandemic continues to be a disruptor across many industries, annual shareholder meetings and voting have continued to move forward.

Our 2022 Proxy Guide provides valuable insights and information needed to distribute your proxy material to beneficial holders and support you in the successful planning and execution of the annual meeting. We've broken down the annual meeting process into four parts: Planning, Distribution, Voting and Tabulation Reporting, and Billing. By following the steps laid out in this guide, we hope we will make your proxy planning and process run smoothly.

Celebrating the 20th anniversary of our founding this year, we continue to bring a digital-first approach to investor communications and recently launched Mediant Engage™, an add-on to our end-to-end proxy and annual meeting solution. Engage is a suite of omni-channel tools that helps bring you closer to your shareholders and achieve quorum and proposal passage.

Mediant leads the industry in providing safe, secure and reliable shareholder meeting solutions and will diligently work to ensure you have a successful meeting regardless of the format you choose.

Sincerely,

*Gussie Tate*

Gussie V. Tate

Head of Operations

## The Proxy Planning Process

Four phases comprise an issuer's annual proxy event, and our guide is organized by these phases:

- Phase 1: **Planning**
- Phase 2: **Distribution**
- Phase 3: **Voting and Reporting**
- Phase 4: **Billing**

We recommend taking a few minutes to read through the guide and use it as a reference tool. At the end of the guide you will find relevant documents and schedules to help you with your planning process.

### *Phase 1: Planning*

Mediant will distribute your annual and/or special meeting materials to the beneficial holders of our broker clients, so please include us in your proxy event planning process, starting with the broker search. We will need your record and meeting date(s), proposals, and both electronic and print versions of your proxy material. In addition, billing party details and information regarding required billing instructions are very helpful in making the invoicing processes more efficient. Mediant also receives notifications from several sources, including broker searches from proxy solicitors and transfer agents, stock exchange publications, SEC filings and various other sources. If we receive a search card from your solicitor/transfer agent, we will respond within five days of receipt.

### **Initial Setup of a Proxy Event**

The following information is required for initial set up of your event, which should be provided at least 20 days prior to record date, and is typically included in the broker search. Please include Mediant in your broker search. Additional charges or rush fees may be incurred when information is received less than 20 days prior to record date.

- Record Date
- CUSIP
- Meeting Date
- Meeting Type
- Mail Type (Notice & Access or Traditional)
- Billing Information

The following is needed to complete the process and should be provided as soon as the information is available or by the record date, whichever comes first. We cannot complete the distribution process without this information:

- Meeting Time & Location
- Agenda Items (proposals)
- Mail Type (i.e., Notice & Access, Hybrid, Full Set)
- Estimated Mail Date
- Enclosures and/or documents to be mailed (i.e., Annual Report, Proxy Statement, 10-K, Notice of Meeting, etc.)
- Links to your electronic proxy documents and/or PDF of documents
- Contact information for you:
  - Solicitor
  - Tabulator
- Billing contact information including:
  - Billing Party
  - Billing Contact Name
  - Address
  - Telephone Number
  - Email Address
  - Any special instructions (e.g. Portal uploads or PO Requirements)

Billing inquiries can be sent to [billingsupport@mediantonline.com](mailto:billingsupport@mediantonline.com) or you can contact us at 1-877-763-1671.

### DID YOU KNOW?

Provide equal access for all shareholders, enabling seamless registration and effortless participation. MIC Digital Shareholder Meeting is a flexible meeting platform that lets you choose a digital format that's right for you. The platform also provides Q&A management capabilities, branding options and high-touch service.

Please contact [info@mediantonline.com](mailto:info@mediantonline.com) for more information.

### Notice & Access (NAA)

The NAA model allows an issuer to provide materials to shareholders by a Notice Only option. The issuer posts proxy materials on a website other than SEC's EDGAR site and a Notice to Shareholders is sent to holders informing them of the electronic availability of the proxy materials. This mailing must be initiated at least 40 days prior to the shareholder meeting. The NAA form also contains instructions for shareholders on how to request paper copies of materials. Should a shareholder wish to request a paper set of materials, they may do so for up to one calendar year past the meeting date by notifying Mediant via Internet, telephone or email. Should a shareholder wish to change their election choice from Full Set to NAA or from NAA to Full Set, Mediant stores the elections and will use them for future proxy distributions. Upon receipt of a request for paper documents, Mediant contacts the issuer or their designee for additional paper sets and forwards them to the shareholder(s) within three business days of receipt. The NAA mailing material will not include a proxy card.

#### QUICK TIP

We must receive your proxy agenda at least 45 days prior to your meeting date. Receipt of this information after the 45-day cut-off could result in additional fees.

Mediant follows your instructions regarding Notice & Access (NAA), stratified or hybrid mailings, and/or full set delivery. Ideally, your broker search will indicate your preference. If you are utilizing NAA, we must have your proxy agenda (proposals) and the link to your electronic proxy documents at least 45 days prior to your meeting date. Additional charges or rush fees may be applied if the agenda is not available at least 45 days prior to meeting date.

### Material Orders

Mediant provides confirmation of the material quantities required for mailing your proxy material within 72 hours of the record date. (The material order quantity amount will include a spoilage calculation.)

#### QUICK TIP

Always include a manifest when sending us your material. Please include the job number along with your CUSIP number, company name, and meeting date on the shipment label or manifest.

### Material Shipping Instructions

Detailed delivery instructions can be found in Meeting Resource E.

Material should be shipped to:

**Mediant**

**ATTN: Proxy Receiving**

**100 Demarest Drive**

**Wayne, New Jersey 07470**

Please include your CUSIP number, company name, and meeting date on the shipment label or manifest. Do not pack items for multiple proxy events (material for more than one issuer) in the same package.

### Proxy Cards

Mediant creates a Voting Instruction Form (VIF), or Notice, if using NAA. A copy of your proxy card is useful to ensure we have the correct meeting information set up in our system. Both the VIF and NAA forms will provide instructions for viewing documents and voting your proxy online.

### Voting Instruction Form (VIF)

A VIF is mailed to shareholders to inform them of an upcoming event. The VIF allows shareholders to submit their votes on proposed corporate and shareholder proposals without attending a shareholder meeting in person. It will contain:

- Proposals to be voted on
- Voting Options
- Details of the Meeting: location, date, and time
- Cut-off Date: date and time by which votes must be received (usually 5 p.m. the business day before the meeting)
- Shareholder's Information
- Record Date
- Control Number
- Management Recommendations
- Signature Line

If you would like to review and approve the VIF prior to distribution, email us at [documents@mediantonline.com](mailto:documents@mediantonline.com). Please provide the contact information for the individual responsible for reviewing the VIF and approving its contents. Limited changes can be made to the VIF. Those requests should be sent via email to the address noted above.

### Agenda and Proposals

Please deliver this information as soon as it has been finalized. If you elect to use NAA, we will need to receive your agenda at least 45 days prior to your meeting. Send these items to [documents@mediantonline.com](mailto:documents@mediantonline.com).

### NOBO Reports

To request a NOBO report, please complete the form found at the end of this guide. Alternatively, you can download the form from our [Annual Meeting Planning page](#). Upon receipt of the signed and authorized request, we will make the list available through our secure web portal.

### NOBO Campaigns

Mediant will actively work with solicitors on a NOBO campaign to gather votes to help clients meet quorum. After the NOBO list is provided, the solicitor can request a “Voted File” (also referred to as a “Kill File”) from Mediant, which lists all of the accounts that have been voted. As part of this process, as we receive and process votes from the solicitor with the beneficial holder’s control number, a letter will be sent to the shareholder confirming receipt.

### Share Range Analysis

A share range analysis is available by request. Please contact us at [documents@mediantonline.com](mailto:documents@mediantonline.com) and include the CUSIP number and company name in your request.

### Campaign Set-Up Form

A quick and easy way for you to notify Mediant of your meeting details is via the Mediant Proxy Campaign Setup Form, which can be accessed on our [website](#).

It’s easy to set up your upcoming proxy event. Simply download the form and email the completed document to [documents@mediantonline.com](mailto:documents@mediantonline.com). We will take it from there.

An example of the form is attached in Meeting Resource I of this guide.

### DID YOU KNOW?

Mediant works with solicitors on NOBO campaigns.  
For further information contact us at [documents@mediantonline.com](mailto:documents@mediantonline.com).



### *Phase 2: Distribution*

Once your proxy material is received at our print/mail facility, we will complete the event setup and begin mailing the proxy packages to the beneficial holders of our broker clients. Prior to mailing the material we will confirm that:

- Proposals on our VIF or Notice match your proxy statement
- Correct content is enclosed – proxy statement, annual report, Voting Instruction Form, etc.
- Notice & Access (NAA) instructions are properly followed (if applicable)
- Mediant electronic voting sites and control numbers are accurate

All printing and mailing for our broker clients originate at our facility in New Jersey. The regulatory standard is to mail proxy packages within five days of receipt. We strive to maintain a three-business-day mailing standard. This is one of the reasons we want to be included in your planning process from the beginning. If we have all of the necessary details about your proxy event, we will be ready to mail as soon as your material arrives.

### **Mailing Options**

#### **Postage**

Several factors influence postage expense: method of delivery, size and weight of package, type of proxy mailing (Notice & Access or Full Set), and the time between when material is received and the meeting date. We recognize the importance of managing postage expense and we do what we can to reduce it.

The most common way to reduce USPS First Class postage rates is to presort the mail to obtain USPS discounted rates. Where Mediant is able to obtain USPS First Class postage discounts, we generally share the discount with the issuer. To qualify, the issuer must meet certain issuer requirements:

- The issuer has not specifically instructed Mediant to mail using USPS First Class, either on the Search Card, on Mediant's Proxy Setup Form, or otherwise.
- The material is received by Mediant far enough in advance of the meeting (25-30 days) to allow for normal USPS standard delivery times.
- The mailing is a minimum number of "like" pieces – e.g., same size, all domestic, same weight, same envelope type. The number varies depending on the postage discount.
- The physical contents of the package can be inserted into envelopes by machine rather than by hand.

#### **Tasks Performed by Mediant to Obtain Discounts**

If these requirements are met, then Mediant performs the following tasks to obtain the discount from USPS: NCOA and CASS processing, presorting mail, inserting, banding and sacking in presort order, bundling into USPS mail trays, reporting/reconciling, and meeting other USPS delivery guidelines.

Because Mediant performs extra work to obtain these USPS postage discounts, our policy is to share the discount with the issuers. This policy is consistent with SEC and NYSE rules and policies. Certain kinds of mailings for which USPS discounts are not available or the discounts are so minimal are retained by Mediant.

### **Notice & Access Mailings**

Mediant mails all Notice & Access notices via USPS First Class mail. Postage discounts for NAA mailings are minimal and are retained by Mediant.

### **Oversized or Excessive Weight Packages**

Packages weighing more than 18 ounces are mailed as either Priority Mail or Bound Printer Matter at prevailing rates plus a 20% processing fee.

### **Foreign Addresses**

A 5% processing fee applies to all foreign pieces.

### **Issuer Directed Instructions**

Mediant will automatically seek the best available mailing option and discount. However, if an issuer wants its mailing sent USPS First Class or other special instruction such as Overnight Delivery, clear instructions must be provided when the Broker Search is submitted or on Mediant's Proxy Campaign Setup Form, which can be found on our [website](#). Overnight deliveries are billed at courier cost plus 20% processing fee.

When special instructions are provided, we will make our best effort to accommodate, but our ability to do so depends on the request, available time, and resources. We will not use any method more expensive than USPS First Class unless the issuer explicitly requests in writing to mail packages via an Overnight Delivery carrier.

## *Phase 3: Voting and Tabulation Reporting*

### **Shareholder Voting Options**

Shareholders may vote via the Internet or telephone, or by completing the paper ballot and returning it by mail. "How to Vote" instructions are located on the back of the VIF or on the front of the NAA form. The VIF and NAA forms are provided to account holders as of the record date set for the proxy event.

Note: In the event a paper ballot is received with no instruction provided and is signed and dated, the proxy will be voted in accordance with the recommendations of the board of directors.

Many account holders opt for electronic delivery of their proxy material. In those cases, Mediant maintains their consent and email address and distributes links to our voting site and material electronically.

If an issuer chooses to have an in-person meeting, shareholders may attend the meeting to vote their shares in person. To do so, Mediant will need to issue them a legal proxy, which they will need to present at the meeting to vote. (A sample legal proxy is shown in Meeting Resource H.) To request a legal proxy, the shareholder must check the "To Attend the Meeting" box located at the bottom of the VIF. If voting online, click on the button indicating Legal Proxy Request at the bottom of the electronic VIF. Mediant will issue the legal proxy upon receipt of the completed instructions.

### DID YOU KNOW?

Foster relationships with retail shareholders through direct engagement. Mediant Engage™ is a suite of omni-channel tools that helps bring you closer to your shareholders and achieve quorum and proposal passage.

Choose from three levels of service. Please contact [info@mediantonline.com](mailto:info@mediantonline.com) for more information.

### Investment Managers

Many investment managers transmit their votes using Mediant's Proxy Manager. Proxy Manager is a web-based application that streamlines the proxy voting process for managers with brokers who have selected Mediant as their shareholder communications partner. In Proxy Manager, the manager can view meeting details, agendas, ballots, and account details, as well as generate proxy activity reports.

### Vote Tabulation

Mediant maintains contacts and reporting instructions with all of the major tabulators, transfer agents, solicitors, and Broadridge. Votes are reported to the tabulator via an electronic file transmission or email with PDF report attachment. Mediant will send daily incremental vote result reports to the master tabulator starting 10 to 15 days before the meeting date, if requested. In other situations, we may only send a final vote report within three hours of the vote cut-off time. Mediant will always request that the tabulator confirm receipt and processing of our vote reports.

With proper authorization from the issuer, Mediant will provide tabulation reports, NOBO files, share range analysis, and geographic reports to your solicitor. Authorization forms can be found at the end of this document and on our [website](#). You may also email us at [tabulations@mediantonline.com](mailto:tabulations@mediantonline.com) for assistance or call 1-877-763-1289.

Mediant can work with your solicitor to process votes accepted via a telephone solicitation campaign. Additionally, we provide voted and un-voted reports and send confirmations of phone votes. Please contact us at [tabulations@mediantonline.com](mailto:tabulations@mediantonline.com) for more information about this service and the associated fees.

### Phase 4: Billing

Mediant generates and distributes invoices on a weekly basis; invoices are generated for the distribution of proxy materials to the underlying shareholders of your company. Mediant invoices for votes captured, tabulated, and reported by our system. Invoices for material distribution will arrive separately from invoices for the vote tabulation. These generally will arrive within one month of each other. If you have any questions regarding a Mediant invoice, please contact us at [billingsupport@mediantonline.com](mailto:billingsupport@mediantonline.com) or call 1-877-763-1671.

### Invoicing

#### Invoice Process

Invoices are generated on a weekly basis:

- On or within five days of the mailing date, an invoice (BPX) for processing, postage and distribution is transmitted.
- On or within five days of the meeting date, an additional invoice (BPV) covering vote return processing is transmitted.
- Invoices are sent according to billing instructions, which should be provided to Mediant at the origin of the job setup utilizing our preferred standardized “Campaign Setup Form” (located in the Meeting Resources of this guide). In the absence of the “Campaign Setup Form,” a broker search card notification, an issuer notification, or other sources will determine the billing party.
- Postage advance invoices may be submitted up to 10 days prior to mailings for postage that is estimated to be higher than \$5,000.
- Mediant will invoice based on instructions given by your company or third-party agent. Please provide the following information prior to the event setup:
  - Billing Party
  - Billing Contact Name
  - Address
  - Telephone Number
  - Email Address

#### QUICK TIP

You will receive two invoices from Mediant: one for mailing and distribution of materials (BPX invoice) and a second invoice for vote processing (BPV invoice). To assist with timely processing, please make sure you include all billing contact information along with the event setup information.

### Payment Terms

#### Postage Advance Invoices

- Terms are due upon receipt and must be received by Mediant via credit card, check, wire transfer or ACH within two business days of the invoice date.

#### **By Credit Card:**

NetSuite Link: <https://3672671.app.netsuite.com/app/login/secure/privatelogin.nl?c+3672671>

Please contact [billingsupport@mediantonline.com](mailto:billingsupport@mediantonline.com) for first time access.

#### **By ACH Payment to:**

Mediant Communications Inc.,

c/o Pacific Western Bank

406 Blackwell St., Ste. 240, Durham, NC 27701

ABA # 122238200 | Account # 1002127114 | Swift # FNSDUS6D | Reference: BPX22010157

#### **By Check to:**

Mediant Communications Inc., P.O. Box 75185, Chicago, IL 60675-5185

#### All Other Invoices

- Terms are net 30 days

### Fees for Service

Mediant follows the fee schedule established by NYSE Rule 451. A copy of the fee schedule is located in Meeting Resource F. A sample invoice is included in Meeting Resource G.

### About Mediant

Mediant delivers investor communications solutions to banks, brokers, corporate issuers and funds. Our solutions are driven by leading technology and strict compliance with industry regulations, which allows clients to balance innovation with requirements. We enable banks and brokers to effectively manage all potential touchpoints within the investor communications lifecycle — from proxy statements and prospectuses to voluntary corporate actions. We provide corporate issuers with turnkey proxy processing, and we empower mutual funds, REITs and insurance companies with a full-service, end-to-end proxy solution.

### Why Mediant

We are the smart choice for investor communications:

- **Smarter, faster and better technology** – With our platform, you always have the latest technology and functionality through frequent updates and releases.
- **Frictionless client and shareholder experience** – Processes are streamlined and simplified with our best-in-class integrated platform.
- **Innovation** – We have a proven track record of providing the most technologically advanced workflow tools in the industry.
- **Strong partner network** – We have long-standing relationships with companies across the industry.
- **Deep subject matter expertise** – Our expert teams have decades of experience solving the most complex investor communications challenges.

### *End-to End Proxy Solution*

Issuers need a true end-to-end shareholder communications solution that simplifies their proxy management and engages shareholders. Mediant can streamline your proxy meeting events by managing and centralizing communications for all parties and fulfilling and distributing your proxy materials. Powered by cutting-edge technology and a team of experts who specialize in proxy meeting events, our proxy solutions focus on customized campaigns while maximizing voter participation. With our project management team focused on client satisfaction, systematic real-time online vote results, as well as tabulation and inspector-of-election services, you'll save significant time that may be allocated elsewhere during your proxy project timeframe.

#### **Unparalleled Proxy Management**

Client service is the linchpin of all Mediant solutions. A dedicated campaign manager and team of specialists communicate with you to plan and manage the aspects of the proxy event from developing a comprehensive plan and timeline tailored to your needs to meeting date reporting and beyond. Acting as an extension of your team, we use a consultative approach to ensure you achieve your event goals.

#### **Robust Web Hosting and Interactive Documents**

Shareholder engagement efforts are paramount to a successful proxy outcome. A document hosting solution that is intuitive and visually appealing, while meeting compliance regulations, helps to enhance the investor experience and therefore engagement. Mediant's online document hosting solution provides customized websites that extend your corporate website and investor relations messaging. Your important documents are fully enhanced to open quickly and are enabled for optimal mobile device performance.

#### **MIC Digital Shareholder Meeting**

In addition to in-person meetings, we support digital and hybrid meetings. MIC Digital Shareholder Meeting (DSM) enables shareholders to participate in annual meetings remotely with the same level of access as in-person attendees – they can view, vote and ask questions. DSM also allows you to shape your meeting to best facilitate your shareholders' engagement with ease of access on any device, real-time voting, questions, polling and more.

To closely replicate the in-person shareholder meeting experience at a digital meeting and make it easier for beneficial shareholders to securely participate in a digital shareholder meeting hosted by any provider, Mediant developed an application programming interface (API). The API establishes a digital legal proxy that replaces a traditional legal proxy required for beneficial access and voting in a traditional in-person meeting, providing all shareholders a seamless, meaningful experience.

## Meeting Resources

- A. 8 Actions to Improve Shareholder Engagement
- B. 5 Innovations for Future Shareholder Meetings
- C. Glossary of Terms
- D. NOBO Request Form
- E. Delivery Guidelines
- F. Mediant Fee Schedule
- G. Mediant Sample Invoice
- H. Legal Proxy
- I. Proxy Campaign Set-Up Instructions
- J. Contact Information



# 8 ACTIONS TO IMPROVE SHAREHOLDER ENGAGEMENT THIS PROXY SEASON

The COVID-19 pandemic has brought about restrictions on travel and physical gatherings accelerated investments in new technology, such as virtual shareholder meeting (VSM) and digital platforms. The combination of time away from work, government support checks and new trading apps have changed the demographic profile of investors. In light of these changes, we recommend 8 actions to help engage shareholders at your annual meeting. Engaged shareholders typically have a better understanding of company proposals, are more likely to vote with management, and hold shares for longer.

1. **Embrace the shift to digital.** Most listed companies held VSMs during the pandemic and now use digital platforms to manage shareholder engagement.
2. **Consider going hybrid for your next shareholder meeting.** VSMs enabled issuers to deliver shareholder meetings when the pandemic prevented travel. Some investors want a return to physical meetings, while others prefer the flexibility of remote access. Satisfy both groups with a hybrid format.
3. **Take advantage of your new tech.** Make full use of VSM features to enrich the shareholder meeting experience. Bring the meeting to life by putting execs on video, offering interactive chat and instant polls, setting up virtual/physical breakout rooms, and handling questions and proxy voting electronically.
4. **Improve VSM access and security with the Digital Legal Proxy (DLP).** Mediant created the DLP that replicates a traditional legal proxy, making it easier for beneficial shareholders to securely participate and vote in virtual annual meetings. This has been adopted by most VSM providers, so be sure that yours is signed up to it. To learn more, view our [DLP overview](#).
5. **Call time on one-size-fits-all.** We live in an age of personal choice and public companies are not immune to this expectation. Traditional printed documents – long, complex, and typically mailed to investors – are inadequate when the needs and wishes of shareholders are so varied. The same goes for physical-only shareholder meetings, which now look restrictive after so many investors have experienced VSMs.
6. **Forget old-fashioned content styles.** Bring your proxy documents to life with imagery, charts and approachable language. Make your content pop, from impactful print visuals to digital features such as animations and video.
7. **Stay on top of regulatory changes.** Regulators are responding to changes in technology and introducing new rules that will embed the digitization of our industry. Maintain your awareness not only of forthcoming regulation, but also of how it is taking shape.
8. **Make shareholder engagement fun and engaging.** Experiment with new communications techniques – live and recorded video or interactive documents.

# 5 INNOVATIONS FOR FUTURE SHAREHOLDER MEETINGS

**THE SHIFT FROM PHYSICAL TO VIRTUAL SHAREHOLDER MEETINGS (VSMs)** was a forced experiment for many issuers, but it has created a global trend. Reuters reported that from January through July 2021, 40 percent of annual meetings globally were fully virtual, building on 27 percent during all of 2020 when pandemic restrictions were at their height.

Many shareholders welcome the ease of access and flexibility that comes with the virtual format, but some continue to have concerns. Complaints include a lack of meaningful participation during meetings, poor management or a lack of Q&As, and poor levels of responsiveness and transparency among some issuers.

Well-executed VSMs need not have any drawbacks. Consider the following innovations to aid you in executing a successful annual meeting.

## *1. Aim to Replicate the In-Person Experience*

The latest VSM platforms offer diverse ways to reinvent physical meetings as digital events. Video-streaming your meeting to remote beneficial holders is just the start.

Mediant's platform can send alerts about proxy materials in advance of meetings, while prospectuses can be delivered via text, email or pushed to a broker's app. For the meeting itself, we fully digitize access — and the voting experience can enable shareholders to talk live with board members — and provide tools to make the meeting flow: digital presentation of proposals, polls that can be taken spontaneously, truly interactive Q&As. The more you lean in with the technology, the richer and more rewarding the experience.

## *2. Make the Most of Video Communications*

The pandemic has helped many of us become more confident with video communications. Talking face-to-face improves the fidelity of one-to-one and group interaction, and helps to build trust.

You can increase your use of video in VSMs in several ways: board members can appear live on camera, pre-recorded sessions can be inserted into an otherwise live agenda, and Q&As can take place over video. If you use Mediant's VSM platform, you also have the option to create virtual video breakout rooms focused on individual questions.

## *3. Make a Plan for Hybrid Meetings*

Assumptions that physical shareholder meetings would be restored after the pandemic has been overtaken by the trend for VSMs. Some issuers have announced they will be sticking with virtual-only meetings. Others are exploring a hybrid approach.

Hybrid and virtual existed before the pandemic. Large issuers with a diversified shareholder base have for some years used technology to allow shareholders to view proceedings remotely and to cast votes electronically. Today, falling costs and

the increasing sophistication of VSM platforms means any issuer can plan a hybrid meeting.

With the pandemic still running, now may not be the time to suggest another change in meeting format. However, our expectation is that hybrid meetings will become increasingly popular and demanded by shareholders. Communicating plans for a hybrid future will reassure shareholders who prefer a physical format while allowing you time to develop the right approach for your organization.

#### 4. Meet Shareholders Where They Are

More than 10 million people opened their first brokerage account in 2020, a record figure for a single year. This incoming cohort is much more diverse and has different expectations about what it means to interact with issuers.

The best way to engage is to meet shareholders where they are. Many new shareholders opened their account on a brokerage app, so consider making your proxy materials and voting available via brokerage apps.

It's not just younger and newer shareholders that will appreciate a more flexible approach. People

with busy lives may not be able to attend your shareholder meeting, even if it's virtual, but they will appreciate flexible options for voting. Mediant can provide this in brokerage apps, using email or text message, and even via Amazon Alexa.

#### 5. Push for Common Standards

Compliance and the shareholder experience will improve if the proxy voting industry can harmonize on APIs and proxy plumbing. The industry is capable of effective collaboration in shareholders' interests when motivated to do so. However, other than the Digital Legal Proxy, which enables easier and more secure identification of shareholders, progress has been slow.

The securities industry End-to-End Vote Confirmation Working Group is pushing for common standards to be adopted. This would be in the interests of industry stakeholders, including issuers, due to efficiencies and cost savings that would result. Unfortunately, not all stakeholders are on board. Issuers have an influential role to play in supporting the recommendations of the working group.

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*Mediant delivers investor communications solutions to banks, brokers, corporate issuers and funds. Our solutions are driven by leading technology and strict compliance with industry regulations, which allows clients to balance innovation with requirements. We enable banks and brokers to effectively manage all potential touchpoints within the investor communications lifecycle — from proxy statements and prospectuses to voluntary corporate actions. We provide corporate issuers with turnkey proxy processing, and we empower mutual funds, REITs and insurance companies with a full-service, end-to-end proxy solution.*

For more information, visit [www.mediantinc.com](http://www.mediantinc.com)

## Glossary of Terms

**Agenda** – The agenda of an annual meeting lists the meeting date, time, location, and items of business to come before the meeting.

**Annual Meeting** – An annual meeting is held once a year to elect the board of directors and transact business that requires shareholder approval. The chief executive officer will report to stockholders on the year's results and outlook for the coming year. Outside the U.S., an annual meeting is referred to as an annual general meeting.

**Annual Report** – An annual publication that public companies must provide to shareholders describing operations and their financial condition.

**Ballot** – A device used to cast votes.

**Beneficial Owner** – A beneficial owner is someone who either directly or indirectly has voting power (the power to vote) or investment power (the power to dispose, or direct the disposal of) a security.

**Board of Directors** – A group of individuals who are elected to act as representatives of the stockholders to establish corporate management-related policies and make decisions on major company issues.

**Board of Trustees** – A group of individuals named to manage a non-stock corporation, i.e., mutual fund, mutual savings bank, or foundation.

**Broker** – A broker is an individual or party (brokerage firm) that arranges transactions between a buyer and seller for a commission or fee.

**Broker Discretionary Voting** – NYSE Rule 452 permits brokers to cast votes for customers who have not responded to a request for voting instructions in a proxy solicitation. Broker voting of uninstructed proxies only occur in matters of routine business at annual meetings.

**CASS** – Coding Accuracy Support System enables the United States Postal Services (USPS) to evaluate the accuracy of software that corrects and matches street addresses. CASS certification is offered to all mailers, service bureaus, and software vendors that would like the USPS to evaluate the quality of their address-matching software and improve the accuracy of their ZIP+4, carrier route, and five-digit coding. CASS software will correct and standardize addresses. It will also add missing address information, such as ZIP codes, cities, and states to ensure the address is complete.

**Class of Shares** – Types of listed company stock that are differentiated by the level of voting rights shareholders receive.

**Control Number** – A unique number assigned to a shareholder to grant them access to vote on a designated website.

**Cumulative Voting** – A system of voting in which each voter is given as many votes as there are positions to be filled and allowed to cast those votes for one candidate or distribute them in any way among the candidates.

**CUSIP** – A 9-digit alphanumeric security identifier issued to North American securities for the purposes of facilitating clearance and settlement of trades. The CUSIP distribution system is operated by Standard & Poor's.

**Depositories** – An agent authorized to place funds or securities in safekeeping in a depository institution. The Depository Trust & Clearing Corporation (DTCC) – The DTCC is the leading security depository in the United States.

**eConsent** – eConsent reflects a shareholder's request to receive shareholder communications electronically or online.

**eProxy** – The SEC adopted rules allowing electronic delivery of proxy materials that permit companies the opportunity to provide an internet delivery option.

**Fiscal Year** – Twelve consecutive months used by a business entity to account for and report on its business operations.

**Holder of Record** – Owner of a company's securities as recorded on the books of the issuing company or its transfer agent as of a particular date.

**Householding** – Householding rules allow companies and mutual funds to make delivery of a single prospectus, annual and semi-annual reports, and proxy information to investors who reside at the same address.

**Inspector of Elections** – An official responsible to ensure elections are conducted in an open and honest manner and determine that ballots are properly cast.

**Interactive Voice Response (IVR)** – An automated telephone information system that speaks to the caller with a combination of fixed voice menus and data extracted from databases in real time.

**Issuer** – A legal entity that registers and sells securities for the purpose of financing its operations. A publicly traded company is an issuer of securities.

**Legal Proxy** – A written authorization whereby a bank or broker transfers voting entitlements to the beneficial shareholder. A legal proxy document is required when the beneficial shareholder wishes to attend an annual meeting and vote in person.

**Meeting Date** – The date that the proposed meeting is scheduled.

**NCOA** – National Change of Address "is a secure dataset of permanent change-of-address (COA) records consisting of the names and addresses of individuals, families and businesses who have filed a change-of-address with the USPS".[1] It is maintained by the United States Postal Service and access to it is licensed to service providers and made available to mailers. The use of NCOALink is required in order to obtain bulk mail rates, as it minimizes the number of UAA (Undeliverable As Addressed) mail pieces.

**Nominee Name** – A nominee name is the name under which a security is registered and held in trust for a beneficial owner.

**Non-Objecting Beneficial Owner (NOBO)** – A Non-Objecting Beneficial Owner is a security holder who has given permission to a financial intermediary to release the owner’s name and address to a public company that he or she has invested in for the purpose of receiving proxy mailings and share- holder communications.

**Notice and Access (NAA)** – Pursuant to the SEC’s proxy rules, a company may, but is not required to, furnish proxy materials to shareholders through a “notice and access” model. A company choosing this model must post its proxy materials on an internet website and send a Notice of Internet Availability of Proxy Materials at least 40 days before the meeting date.

**Objecting Beneficial Owner (OBO)** – An Objecting Beneficial Owner is a security holder who does not give permission to a financial intermediary to release the owner’s name and address to a public company that he or she has invested in for the purpose of receiving proxy mailings and shareholder communications.

**Omnibus Proxy** – An omnibus proxy is issued by security depositories or bank custodians, as the shareholders of record, which provides a list of the participating financial institutions and their holdings and authorizes the participants to vote their proxies directly.

**Over-voting** – Over-voting occurs when there are more votes cast with respect to a block of shares held by a financial intermediary than the number of shares held.

**Proposals for Meeting** – Issues covered in a proxy statement (i.e., election of board of directors, information on directors’ salaries, option plans for directors, and any declarations made by company management).

**Proportional Voting** – Under proportional voting, a broker exercises its authority to vote any uninstructed shares of beneficial owners in the same proportion as instructed shares, with no minimum amount of instructed shares required.

**Proxy** – An agent legally authorized to act on behalf of another party. Shareholders not attending a company’s annual meeting may choose to vote their shares by proxy by allowing someone else to cast votes on their behalf.

**Proxy Ballot** – A ballot is the form used to vote at a stockholder meeting. A stockholder who has voted by proxy but attends the meeting and wishes to change that vote is given a ballot. Also, people appointed to be proxy fill out a ballot at the meeting to cast votes for the stockholders who submitted valid proxies. This is referred to as a Master Ballot.

**Proxy Card** – The proxy card allows stockholders to participate in voting at a meeting whether or not they attend. By filling out the proxy card, signing, dating, and returning the card, stockholders can instruct management to vote their shares in accordance with their wishes as indicated on the proxy card.

**Proxy Solicitor** – A company or specialist hired to gather proxy votes.

**Proxy Statement** – A proxy statement is a statement required of a firm when soliciting shareholder votes. This statement is filed in advance of the annual meeting. The company needs to file a proxy statement (Form DEF 14A) with the SEC.

**Proxy Voting** – The process by which an owner of a security provides authority or power for a person to act on his or her behalf in voting corporate shares of stock.

**Quorum** – The minimum number of shareholders who must be present or represented by proxy at an annual or special meeting in order to transact business at the meeting.

**Record Date** – The date established by a public company for the purpose of identifying the shareholders who are entitled to vote at a shareholder meeting.

**Registered Shareholder** – A shareholder who holds shares directly with the company and is recorded in the company's share registry. The shareholder receives dividend payments directly from the issuing company.

**Shareholder of Record** – The legal owner of a share of stock, but who may not be the person or institution who actually derives the benefit of the share. (See also Beneficial Owner)

**Solicitor** – An entity retained by the issuer to identify shareholders holding the firm's securities and disseminate information on the company meetings, proxy statements, and financial information.

**Street Name Shareholders** – An account containing securities held in the name of a broker or other nominee instead of the shareholder.

**Tabulation** – The act of counting shareholder votes cast for an annual or special meeting.

**Tabulator** – The entity responsible for performing the tabulation of an annual or special meeting.

**Transfer Agent** – A trust company, bank, or similar financial institution assigned by a corporation to maintain records of investors and account balances and transactions, to cancel and issue certificates, to process investor mailings, and to deal with any associated problems (i.e., lost or stolen certificates).

**Trustee** – A member of a board elected or appointed to direct the funds and policy of an institution.

**Voting Instruction Form (VIF)** – A form similar to a proxy card, but it lacks the language appointing the proxies. A VIF is typically used by brokers and proxy agents to determine how the underlying holders want to vote.

## Resource D: NOBO Request Form



## NOBO LIST REQUEST FORM AND APPENDICES

Date:	
Name of Company:	
Address:	
Company Contact:	
Telephone:	
Email:	
Name of Designated Agent:	
Agent Contact:	
Telephone:	
Email:	
Address 1:	
Address 2:	
City/State/ZIP:	
Mediant Contact:	
Telephone:	
Email:	

**ORDER:**

CUSIPs (9 Digits):	
Frequency (One-Time; Monthly, Quarterly):	
As Of (Or Specify Record Dates):	
Mode of Transmission (Secure Download):	
Fees:	See Appendixes A and B



**BILLING:**

BILL TO:	
Name:	
Company:	
Email:	
Telephone:	
Address 1:	
Address 2:	
City/State/ZIP:	

NOTE: See APPENDIX A: NYSE PROXY FEES FOR NOBO LISTS and APPENDIX B: PROXY SOLICITATIONS for additional fees.

**REPRESENTATION:**

SEC Rule 14a-13(b)4 states that any registrant requesting a list of names, addresses and securities positions of beneficial holders who have consented to disclosure shall use the information furnished in response to such request exclusively for purposes of corporate communications. By signing this request you acknowledge the information provided will only be used in compliance with SEC regulations.

I am an officer of the Company with authority to order the NOBO list. The Company acknowledges that the information in the list is personal information. The Company agrees to indemnify and hold Mediant Communications Inc. harmless from all lawsuits, claims, liabilities, damages, or judgements, including reasonable attorney's fees, which may arise as a result of any misrepresentation of my authority to request this information or any misuse of the information by the Company, myself or the Company's designated agent.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Name: \_\_\_\_\_

Office: \_\_\_\_\_



*CERTIFICATION OF AGENT:*

I hereby certify \_\_\_\_\_ as the Company's agent to receive the NOBO lists from Mediant.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

*ACCEPTANCE BY MEDIANT:*

Accepted by: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*ATTACHMENTS:*

APPENDIX A: NYSE PROXY FEES FOR NOBO LISTS

APPENDIX B: PROXY SOLICITATIONS



#### APPENDIX A: NYSE PROXY FEES FOR NOBO LISTS

Broker Fee: \$0.065 per position

Conduit Fee: (Based on number of positions reported):

1 - 10,000:	\$0.10 per position with a \$100 minimum per job
10,001 - 100,000:	\$0.05 per position
100,001 and Over:	\$0.04 per position



## APPENDIX B: PROXY SOLICITATIONS

Please complete this form if the NOBO list(s) are associated with a proxy solicitation campaign.

Name of Solicitor Firm: \_\_\_\_\_

Name of Contact: \_\_\_\_\_

Email: \_\_\_\_\_

Telephone: \_\_\_\_\_

**VOTE REPORTING:**

None ☐

Daily ☐

Weekly ☐

Ad Hoc ☐

**REQUEST KILL FILES:**

None ☐

Daily ☐

Weekly ☐

Upon Request ☐

**FEES:**

Per Vote Confirmation Letter:	\$ 0.60
Per Vote Processed:	\$ 3.25
Vote Confirmation Postage:	\$ 0.60
Vote Confirmation Postage (Foreign):	\$ 1.50
Voted Kill File:	\$ 200
Unvoted File:	\$ 100
Unvoted Share Range:	\$ 200

**BILLING:**

Bill to Solicitor ☐ With copy to Company ☐

Bill to Company ☐

Bill to Agent ☐

*Continues...*



APPENDIX B: PROXY SOLICITATIONS (CONTINUED)

COMMENTS: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Resource E: Delivery Guidelines



## Delivery Guidelines

Mediant Communications  
100 Demarest Drive, Wayne, NJ 07470

General Receiving Hours  
Monday-Friday 7AM to 6PM

Timely, accurate deliveries help Mediant ensure your proxy material is delivered correctly to beneficial shareholders. Please follow these material delivery guidelines:

**Manifest or Packing Slip**

- Always provide a manifest or packing slip.
- Manifest or Packing Slip should identify:
  - Number of skids/boxes per job
  - Number of enclosures
  - Piece counts per enclosure
  - If available, literature codes or Issuer's CUSIP
  - Mediant Job Number – supplied as part of our response to your broker search
- Label each box with a clear description of the contents and if possible, the Mediant Job Number
- If a job has multiple boxes, label each box as 1 of 3, 2 of 3, 3 of 3, etc.
- If sending different proxy enclosures in the same package, please clearly indicate this on the manifest and separate the enclosures inside the package.

**Note to 3<sup>rd</sup> party providers: PLEASE DO NOT COMBINE MATERIAL FOR MULTIPLE ISSUERS IN THE SAME SHIPMENT.**

**Skids**

- Only ship quality constructed skids to ensure safe shipping and storage.
- All skids should be shrink-wrapped.
- If shipping 10,000 or more sets, use "Power Pack or Gaylord" packing instead of boxes. Power packs should have cardboard wrapped around the material, wood on top, shrink-wrapping and bands in both directions.

## DIRECTIONS

**From I-80 West:**

- Take **Exit 53** for **New Jersey 23** toward **US 46/Wayne/Butler/Verona**
- Keep left at the fork, follow signs for **Service Road West Belt local traffic**
- Keep left at the fork to continue toward **Westbelt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **Westbelt**
- Turn right onto **Demarest Drive**.
- Destination will be on the right: **100 Demarest Drive, Wayne, NJ 07470**

**From I-80 East:**

- Take the exit toward **Minnisink Road**
- Turn right onto **Minnisink Road** (signs for **Little Falls/Totowa**)
- Turn left to merge onto **US-46 W** toward **Dover**
- Merge onto **NJ-23 N/State Route 23 N** via the ramp to **I-80 W/Del Water Gap/Butler**
- Take the **West Belt** exit toward **Service Road**
- Keep left at the fork to continue toward **Westbelt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **Westbelt**
- Turn right onto **Demarest Drive**
- Destination will be on the right: **100 Demarest Drive, Wayne, NJ 07470**

**From 287**

- Take exit **52A-52B** for **NJ-23** toward **Riverdale/Wayne/Butler**
- Keep left at the fork and merge onto **NJ-23 S/State Route 23 S**
- Take the **US 202 S** exit toward **Lincoln Park/Boonton/County Road 511 Alt/Service Road**
- Keep left at the fork to continue toward **Fairfield Rd**
- Turn right onto **Fairfield Rd**
- Take the 2nd left onto **Demarest Drive**
- Destination will be on the left: **100 Demarest Drive, Wayne, NJ 07470**

**If you have questions regarding deliveries, delivery/receiving hours, or need directions, please call 1-877-838-2058.**

February 2022

## Resource F: Fee Schedule



## FEE SCHEDULE

## BENEFICIAL-ACCOUNT FULFILLMENT

I. NYSE PUBLISHED PROCESSING FEES		PER	FEE
LAST UPDATED 2/1/2022			
A. DISTRIBUTION FEES			
1. Annual	Rule 451.90 (1)(b)(i)	Position	
		up to 10,000	\$ 0.50
		10,001 to 100,000	\$ 0.47
		100,001 to 300,000	\$ 0.39
		300,001 to 500,000	\$ 0.34
		above 500,000	\$ 0.32
2. Special meetings	Rule 451.90 (1)(b)(i)	Position	
		up to 10,000	\$ 0.50
		10,001 to 100,000	\$ 0.47
		100,001 to 300,000	\$ 0.39
		300,001 to 500,000	\$ 0.34
		above 500,000	\$ 0.32
3. Follow up mailings	Rule 451.90 (2)	Position	
Annual meetings			\$ 0.20
Special meetings (non-election of directors meeting)			\$ 0.40
4. Contested mailings	Rule 451.90 (1)(b)(ii)	Position	
			\$ 1.00
5. Interim mailings	Rule 451.90 (3)	Position	
			\$ 0.15
B. PREFERENCE MANAGEMENT FEES (PAPER ELIMINATION)			
1. Proxy, annual reports (e-delivery, householding and Proxy Manager)	Rule 451.90 (4)(a)	Position	\$ 0.32
2. Proxy, annual reports (managed acct)	Rule 451.90 (4)(a)	Position	\$ 0.16
3. Follow-up	Rule 451.90 (4)(b)	Position	\$ 0.10
4. Interim reports	Rule 451.90 (4)(b)	Position	\$ 0.10
C. INTERMEDIARY NOMINEE COORDINATION FEE			
1. Per nominee	Rule 451.90 (1)(c)(i)	Job	\$ 22.00
Plus			
2. Annual meeting	Rule 451.90 (1)(c)(ii)	Position	
		up to 10,000	\$ 0.14
		10,001 to 100,000	\$ 0.13
		100,001 to 300,000	\$ 0.11
		300,001 to 500,000	\$ 0.09
		above 500,000	\$ 0.07
3. Special meeting	Rule 451.90 (1)(c)(iii)	Position	
		up to 10,000	\$ 0.19
		10,001 to 100,000	\$ 0.18
		100,001 to 300,000	\$ 0.16
		300,001 to 500,000	\$ 0.14
		above 500,000	\$ 0.12
4. Contested	Rule 451.90 (1)(c)(iv)	Position	\$ 0.25
\$5000 minimum			

E. NOBO LISTINGS		RULE 451.92	
Charge per name sent to issuer	Position		\$ 0.065
<b>Plus</b>	Position		
Intermediary fee	up to 10,000		\$ 0.10
	10,001 to 100,000		\$ 0.05
	100,001 or more		\$ 0.04
Minimum per request			\$ 100.00
F. NAA FEES		RULE 451.90(5)	
	Position		
	up to 10,000		\$ 0.25
	10,001 to 100,000		\$ 0.20
	100,001-200,000		\$ 0.15
	200,001 to 500,000		\$ 0.10
	500,001 or more		\$ 0.05
G. 30E-3 NOTICE AND ACCESS FEES			
	Position		
	up to 10,000		\$ 0.25
	10,001 to 100,000		\$ 0.20
	100,001-200,000		\$ 0.15
	200,001 to 500,000		\$ 0.10
	500,001 or more		\$ 0.05
H. FEE EXCLUSIONS		RULE 451.90(6)	
1. Managed accounts w/5 or less shares			
2. Nominee accounts which contain only a fractional share, i.e. less than one share			
3. Nominee accounts which contain only shares transferred to the account by the initial awarding broker at no cost.			

## II. ADDITIONAL FEES

A. RUSH/LATE PROCESSING FEE: \$250 - \$1,000	
We must receive your proxy agenda at least 45 days prior to your meeting date. Receipt of this information after the 45-day cut off could result in additional fees.	
B. TABULATION REPORT FEE: \$60	
C. VOTE RETURNS	
Mail	\$0.200
Telephone	\$0.180
Internet	\$0.098
Proxy Manager	\$0.080
D. EUROPEAN SHAREHOLDER DISCLOSURE REQUESTS	
Per Nominee	Up to 250 accounts
	Over 500 accounts
	\$ 350
	\$ 500

## III. POSTAGE RELATED FEES

A. FOREIGN POSTAGE	
A 5% surcharge is added to all foreign mail to cover the costs of acquiring correct postage rates and ensuring timely delivery.	
B. EXCESSIVE WEIGHT/SIZE PACKAGES	
A 20% surcharge to prevailing postage rates is charged for packages weighing more than 18 ounces	
C. BRE POSTAGE REIMBURSABLE FEE	
\$.63 per mail vote.	
D. Please refer to our Annual Proxy Guide, pages 12 to 13 for a detailed review of postage charges.	



## Resource G: Mediant Sample Invoice



## Invoice Summary

ABC Corp  
123 Main Street  
4th Floor  
New York, NY 10011

Invoice #:	BPX22010029
Invoice Date:	01/07/2022
Payment Terms:	Net 30 Days

Issuer Name:	ABC Holdings LTD	Job Number:	1782439
Service Type:	Proxy Mailing - Annual General Meeting	Meeting Date:	01/31/2022
CUSIP Number:	123456789	Job Mail Date:	01/06/2022
<b>DESCRIPTION</b>			<b>Total</b>
PROCESSING FEES:			26,178.14
NEW POSTAGE CHARGES:			12.96
REIMBURSABLE EXPENSES:			1.10
OTHER CHARGES & DISCOUNTS:			-
TOTAL NET BILLINGS			26,192.19
SALES TAX			0.08
LESS: ADVANCE POSTAGE PREVIOUSLY BILLED			-
NEW AMOUNT DUE			\$26,192.27

Payment Instructions: Please reference invoice number BPX22010029 on remittance document.

Billing inquiries: Please call 877-763-1671 or email [BillingSupport@mediantonline.com](mailto:BillingSupport@mediantonline.com)

**By Check to:**

Mediant Communications Inc.  
P.O. Box 75185  
Chicago, IL 60675-5185

D&B# 156398286

**By ACH Payment to:**

Mediant Communications Inc.  
c/o Pacific Western Bank  
406 Blackwell St., Ste. 240, Durham, NC 27701  
ABA # 122238200  
Account # 1002127114  
Swift # FNSDUS6D  
Reference: BPX22010029

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



Interested in paperless billing? Send your invoicing email address to us at [BillingSupport@mediantonline.com](mailto:BillingSupport@mediantonline.com) to begin receiving invoices through automated email!

INVOICE DETAILS				
Issuer Name: <b>ABC Holdings Ltd</b>		Invoice Number: <b>BPX22010029</b>		
CUSIP Number: <b>123456789</b>		Invoice Date: <b>01/07/2022</b>		
	Reference	Quantity	Unit Price	Total
<b>PROCESSING FEES:</b>				
Distribution Fees:				
Total Positions Processed	LA.1-5	29,362		
Positions Exempt from Fees	I.G.	-1,527		
		27,835	Tiered	13,382.46
Preference Management Fees:				
Mailed		17	-	-
Managed Account Processing	LB.2,3,4	4	0.160	0.64
Non-Managed Account Processing	LB.1,3,4	27,814	0.320	8,900.48
Positions Exempt from PM fees	I.G.	1,527		
		29,362		8,901.12
NAA Processing Fees:				
Total positions processed	LF.	-	-	-
Nominee Search Fees				
Per nominee	LC.1	8	22.000	176.00
Per position	LC.2,3,4	27,835	Tiered	3,718.56
				3,894.56
<b>REIMBURSABLE EXPENSES:</b>				
Materials		17	VAR	1.02
USPS Presorting Fees				
Setup		-	-	-
Flat		-	-	-
Letters		-	-	-
Postage & Courier Charges:*				
Notice and Access		-	VAR	-
Full Set		14	VAR	15.82
Foreign Postage		3	VAR	1.59
Less: Postage Discounts				(4.45)
Postage Charges (Net of Savings)				12.96
Courier Charges		-	VAR	-
Excessive Weight/Material Surcharge		-	VAR	0.08
		17		13.04
<b>OTHER CHARGES &amp; DISCOUNTS:</b>				
Discount		VAR	VAR	-
Late/Adhoc Processing Fee				-
<b>TOTAL BILLINGS BEFORE SALES TAX</b>				<b>26,192.19</b>
<b>SALES TAX</b>				<b>0.08</b>
<b>TOTAL GROSS BILLINGS</b>				<b>26,192.27</b>
<b>LESS: ADVANCE POSTAGE PREVIOUSLY BILLED</b>				<b>-</b>
<b>NET AMOUNT DUE</b>				<b>\$26,192.27</b>

\* In accordance with NYSE and SEC rules and regulations, Mediant shares a portion of the postage discounts with the issuer. For more information about postage and suppressions, please review our Annual Proxy Guide at [www.mediantinc.com/blog/insights/proxyguide](http://www.mediantinc.com/blog/insights/proxyguide)

Broker Position Breakdown						Exemptions	
DTC Participant	DTC#	Total	Mail	eDelivery	Other Suppressions	Gifted	Other
AXOS Clearing	0052	9	5	4	-	-	-
FUTU HK		426	-	426	-	-	-
Hilltop Securities	0279	9	7	2	-	-	-
INTERACTIVE BROKERS LLC	0534	1,083	-	1,081	2	-	-
Janney Montgomery Scott LLC	0374	8	2	4	2	-	-
Robinhood	6769	26,294	-	26,294	-	-	1,527
StoneX Financial Inc.	0750	5	3	2	-	-	-
Velocity Clearing LLC	0294	1	-	1	-	-	-

## Resource H: Legal Proxy

**LEGAL PROXY**

KNOW ALL PERSONS BY THESE PRESENTS, that we, ABC Broker, the undersigned holder of 1000.0000 securities of XYZ Company, Meeting Date XX/XX/XXXX do hereby revoke any proxy heretofore given by us for said securities; Further know, that we hereby appoint and constitute

JOHN SMITH

or either or any of them, as our true and lawful attorney to vote as our proxy, for said securities only, in our stead at the ANNUAL meeting of security holders of XYZ Company, or at any adjournment thereof, on any matter which may properly and legally come before such meeting, include, but not limited to, the election of directors, if any;

And finally know that we appoint the above named to act in the same capacity and as fully as we could act if we were personally present at such meeting.

DATED: XX/XX/XXXX

SIGNED: \_\_\_\_\_  
ATTORNEY-IN-FACT

## Resource I: Proxy Campaign Set-Up Form



## 2022 Proxy Campaign Set Up Instructions

It's easy to set up your upcoming proxy event with Mediant. Simply download, complete and email this form to [documents@mediantonline.com](mailto:documents@mediantonline.com) and we'll take it from there.

To get a head start on setting up your proxy event with Mediant, please take a few minutes to complete this form and return it to Mediant. Once your proxy record date is established, we will send you an updated campaign set up form to complete.

ISSUER NAME:	
MEETING TYPE:	
RECORD DATE:	
MEETING DATE:	
MEETING TIME AND LOCATION:	
CUSIP(S):	
CLASS OF STOCK:	

DISTRIBUTION TYPE:	MAIL TYPE:	ENCLOSURES: Please email a PDF of the documents to <a href="mailto:documents@mediantonline.com">documents@mediantonline.com</a>
<input type="checkbox"/> Traditional	<input type="checkbox"/> First Class	<input type="checkbox"/> Proxy Statement / Circular
<input type="checkbox"/> Notice & Access	<input type="checkbox"/> Standard Presort – <i>Postage Savings Apply – See page 11 of Guide for additional information</i>	<input type="checkbox"/> Annual Report
<input type="checkbox"/> Stratified		<input type="checkbox"/> 10K
<input type="checkbox"/> Other: (please specify)	<input type="checkbox"/> Other: See page 11 of Guide for additional information.	<input type="checkbox"/> Other: (please specify)

BILLING AGENT CONTACT INFO:	ACKNOWLEDGEMENT
Name:	Please find herein our set-up instructions for our upcoming proxy mailing. If we have selected the Standard Presort Mail or Other options, we have read and accepted the postage savings and/or special fees outlined in the Annual Proxy Guide.
Address:	
Address:	
City:	
State:	
Zip:	
Phone:	
Email:	
	Signed:
	Date:
	Name:
	Email Address:
	Phone Number:

Please send the following information to [documents@mediantonline.com](mailto:documents@mediantonline.com):

- Agenda proposals and links to proxy materials -

## Contact Information

**For event setup inquiries, to review your VIP or to send electronic versions of your proxy material:**

- Email [documents@mediantonline.com](mailto:documents@mediantonline.com) or call 877-753-4756

**To obtain a tabulation report or for questions about tabulation services:**

- Email [tabulations@mediantonline.com](mailto:tabulations@mediantonline.com) or call 877-763-1289

**For billing or invoice questions:**

- Visit us at [mediantinc.com](http://mediantinc.com), email [billingsupport@mediantonline.com](mailto:billingsupport@mediantonline.com) or call 1-877-763-1671.

**For general information and inquiries:**

- Visit us at [mediantinc.com](http://mediantinc.com) or email [info@mediantonline.com](mailto:info@mediantonline.com)

**To learn more about Mediant's products including our Issuer Solutions division:**

- Email us at [marketing@mediantonline.com](mailto:marketing@mediantonline.com)

**To notify Mediant of your company's upcoming corporate reorganization event:**

- Email us at [documents@mediantonline.com](mailto:documents@mediantonline.com)

**For information about material delivery instructions or for directions to our warehouse:**

- Call us at 877-838-2058