

# GLOSSARY OF TERMS

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## Glossary of Terms

**Absolute Majority:** A requirement stating that 50% of the outstanding shares must be voted in favor of a proposal for passage. Differs from super majority (67.7%).

**Access Equals Delivery (AED):** A term meaning that to meet the prospectus delivery obligation, giving customers access to the prospectus publicly via the internet is sufficient.

**Affidavit of Mailing:** A notarized document stating mail dates to assure the client that a mailing has been completed in compliance with SEC regulations.

**Agenda:** The agenda of an annual meeting listing the meeting date, time, location and business items to be addressed.

**American Depositary Receipts (ADR):** Certificate issued by a US depository bank representing a specified number of shares (often 1 share) of a foreign company's stock. Allows US investors to invest in foreign firms and receive dividends in US dollars.

**Annual Meeting:** A meeting held once a year to elect board directors and transact business that requires shareholder approval. The chief executive officer reports to shareholders 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 a public company must provide to shareholders describing the company's financial condition and how it operates.

**Articles of Incorporation:** A document that must be filed with the state to form a company. In some states, this document is referred to as a Certificate of Incorporation. Articles of Incorporation typically include the company's main address, business purpose, the names of the original members of the board of directors, and the types and amount of stock the company is entitled to issue. A company's Articles of Incorporation, once filed with the state, establish the corporation's legal existence. Articles of Incorporation differ from a corporation's by-laws, a document containing the company's internal management and operations policies and procedures.

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

**Beneficial Owner:** An investor who is not a registered holder of shares and whose ownership is through a securities entitlement in an intermediary/broker account. A beneficial owner typically has voting rights. For example, when shares of a mutual fund are held by a custodian bank or when securities are held by a broker in street name, the true owner is the beneficial owner, even though, for safety and convenience, the bank or broker holds the title.

**Board of Directors:** A group of individuals who are responsible for overseeing a corporation's management and operations. Specific duties entail the appointment of senior executives, including the CEO; declaration of dividends; and other responsibilities established in the company's Articles of Incorporation. A company's board of directors typically includes both internal members of the company's management team as well as individuals from the outside community.

**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 general term meaning either a brokerage firm or an individual stockbroker. Brokerage firms, or broker-dealers, are registered with the Securities and Exchange Commission (SEC) to buy and sell securities on behalf of clients of the firm, as well as for the firm's own accounts. Stockbrokers work for brokerage firms and handle buy and sell orders on behalf of clients of the firm for a commission or asset-based fee. They must pass an examination administered by the Financial Industry Regulatory Authority (FINRA) and register with the Securities and Exchange Commission (SEC).

**Broker-dealer:** A brokerage firm that is licensed to handle securities transactions on behalf of its customers and for its own account. Broker-dealers may act in both capacities simultaneously as long as the client is notified. For instance, a broker-dealer may fill an order for a client from its own inventory of securities as long as the broker-dealer informs the client about the details of the transaction.

**Broker Non-vote:** A broker non-vote occurs when routine and non-routine matters need to be voted on in the same agenda during a proxy solicitation. A broker non-vote is the difference between the number of shares voting on a routine proposal (including the broker's discretionary voting) and a non-routine proposal (NOT including the broker's discretionary voting when a beneficial owner has not provided proxy instructions for non-routine matters). The effect of this can result in routine matters passing the requirement, while non-routine matters do not, since the actual impact of a broker non-vote is the same as a vote "against" the proposal.

**By-laws:** Written rules developed by a corporation to establish its internal operations and procedures. By-laws typically include information about the company's structure, voting procedures and how often shareholder meetings are held. Companies may provide any number of provisions in their by-laws, as long as they stay within the boundaries of federal, state and local law.

**Cede and Company (aka Cede and Co. or Cede & Co.):** A specialist U.S. financial institution that processes transfers of stock certificates on behalf of Depository Trust Company, the central securities depository used by the United States National Market System, which includes the New York Stock Exchange, Nasdaq, and other exchanges together with associated clearinghouses such as NSCC, FICC, DTCC and others.

**Certificate of Tabulation:** The Inspector of Election for a company's shareholder meeting attests to the manner and validity of data collected at the end of the meeting.

**Class Action:** A class action, class suit or representative action is a type of lawsuit where one of the parties is a group of people who are represented collectively by a member of that group. This differs from a traditional lawsuit, where one party sues another party for redress of a wrong, and all of the parties are present in court. Although standards differ between states and countries, class actions are most common where the allegations involve a large number of people (usually 40 or more) who have been injured by the same defendant in the same way.

**Class of Shares:** A type of listed company stock that is differentiated by the level of voting rights shareholders receive. Class of shares can also refer to the different share classes that exist for load mutual funds: Class A, Class B and Class C, which carry different sales charges, 12b-1 fees and operating expense structures.

**Coding Accuracy Support System (CASS™):** A system that enables the United States Postal Service (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 corrects and standardizes addresses. It also adds missing address information, such as ZIP Code™, city and state to ensure the address is complete.

**Common Stock:** A security that represents ownership in a corporation. Common stock shareholders benefit from certain rights and privileges, typically including the right to receive proof of ownership, to sell or transfer shares, to share in company profits when/if the board of directors pays a dividend, and to vote on certain issues that affect the corporation.

**Contested Proposal:** A proposal submitted by a shareholder that takes a position different from the corresponding position taken by management, such as nominees to the board of directors. Under NYSE Rule 452, brokers may not vote on any contested matters on behalf of clients with uninstructed shares.

**Control Number:** A 12-digit number used to identify shareholders who vote by proxy online or over the telephone, which distinguishes individual shareholders for voting purposes.

**Corporate Action:** An event initiated by a public company that could lead to a change to the securities issued by the company. Examples include changing a company's name, issuing dividends, mergers, acquisitions or spinoffs.

**Corporate Governance:** Corporate governance is a set of processes and procedures that constitutes how a company is managed, controlled and administered. It is the responsibility of the board of directors and is, Articles of Incorporation and by law. Specific responsibilities of the board of directors include appointing and supervising the company's executive management, authorizing major corporate strategic decisions, setting executive compensation and examining the company's auditing and financial reporting.

**Corporation:** An organization made up of one or more individuals authorized by law to perform specific functions as defined in its Articles of Incorporation.

**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 to distribute them in any way they choose among the candidates.

**CUSIP:** A 9-digit alphanumeric security identifier issued to stocks and registered bonds in the United States and Canada for the purposes of facilitating clearance and settlement of trades. The CUSIP distribution system is operated by Standard & Poor's.

**Custodian:** A financial institution that holds securities for another person or entity.

**Depositaries:** An agent authorized to place funds or securities in safekeeping in a depository institution.

**Depository Trust Company (DTC):** The leading security depository in the United States.

**Direct Registration:** One of the ways in which shareholders may choose to hold their securities. With this option, the shareholder's name is recorded electronically on the issuer's books. Though shareholders don't receive a physical certificate, they do receive a statement of ownership, as well as all shareholder communications directly from the company. Shareholders may select direct registration even if their securities are purchased through an intermediary, such as a broker-dealer.

**Director:** An individual elected by a corporation's shareholders for a position on its board of directors.

**Discretionary Voting:** NYSE Rule 452 gives brokers discretionary voting rights. Under the rule, brokers may vote their clients' shares if the client hasn't given specific voting instructions 10 days prior to a shareholder meeting, provided that the proxy material is transmitted to the client at least 15 days before the meeting. The rule also provides that when the proxy material is transmitted 25 days or more before the meeting, brokers may vote their clients' shares if the client hasn't given specific voting instructions 15 days prior to a shareholder meeting. Rule 452 applies only to routine proposals the ratification of independent auditors. Contested matters, or those that would alter the rights and privileges of the stock, like the issuance of additional stock, do not fall into this category. Brokers typically vote as management recommends, but are obligated to act in the best interests of the client.

**Dividend:** A share of a company's profits paid to shareholders at the discretion of the board of directors. Dividends are typically paid in cash, but also may be in the form of additional shares or scrip. The amount received is based on the amount of the per-share dividend times the number of shares owned.

**Depository Trust Company (DTC or DTCC):** One of the world's largest securities depositories. It was established in New York City in 1973 to reduce costs and provide clearing and settlement efficiencies by immobilizing securities and making "book-entry" changes to ownership of the securities. DTC provides safekeeping of securities balances through electronic record-keeping and acts as a clearinghouse to process and settle trades in corporate and municipal securities.

**DFIN (Donnelly Financial Solutions):** DFIN specializes in risk and compliance solutions for SEC filings, proxies, IPOs, and mergers and acquisitions. DFIN and Mediant have a channel partnership for sales of issuer and mutual fund proxy services.

**Electronic Data Gathering, Analysis and Retrieval system (EDGAR):** The primary SEC system for companies to submit documents required under the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, and the Investment Company Act of 1940. It allows the public to research a public company's financial information and operations by reviewing the mandatory filings.

**Electronic Delivery (e-delivery):** A means for shareholders to receive an electronic copy of proxy or other shareholder materials, as an alternative to hard copy by mail.

**Echo Voting:** Also called mirror voting, this practice refers to when a broker votes shares in the same proportion as the vote of all of the other holders of the fund's shares.

**Echo Authorization Letter:** Insurance companies often have pass-through positions in funds in which they will pass the voting ability through to their contract holders that make up those positions. Depending on each insurance company's voting rules, the unvoted shares within the accounts may be voted in proportion to the voted shares results. A letter needs to be obtained that was sent to the insurance company

(shareholders/master accounts) of a fund to authorize a tabulator to echo/proportionately vote the unvoted shares within an insurance company account.

**e-Consent:** A shareholder's request to receive shareholder communications electronically or online.

**Electronic Municipal Market Access System (EMMA):** A website operated by the Municipal Securities Rulemaking Board (MSRB) and designated by the SEC as the official source for municipal data and disclosure documents. It provides free access to municipal disclosures, market transparency data and educational materials about the municipal securities market. The website also has interactive tools for investors, municipal entities and others.

**Exchange Traded Fund (ETF):** An investment fund that trades on an exchange, just like a stock. An ETF holds assets such as stocks, commodities or bonds, and trades close to its net asset value over the course of the trading day. Most ETFs track an index, such as the S&P 500 or MSCI EAFE. ETFs can be attractive investments because of their low cost, tax efficiency and stock-like features.

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

**Fiduciary:** A person or entity that assumes responsibility for managing assets for and acting in the best interests of another individual or entity, typically known as the beneficiary. Examples of fiduciaries include trustees, executors, guardians and agents with powers of attorney.

**Financial Industry Regulatory Authority (FINRA):** An independent, non-governmental corporation that writes and enforces the rules governing registered brokers and broker-dealer firms in the United States. It has the power to take disciplinary actions against registered individuals or firms that violate the industry's rules. FINRA also administers the qualifying exams that securities professionals must pass in order to sell securities or supervise others who do.

**Global Financial Markets Association (GFMA):** An organization established as a way to join together the common interests of financial institutions across the world in response to the increasingly global nature of financial market regulation. GFMA's mission is to develop policies and strategies for global policy issues in the financial markets that encourage sound regulation and effectively functioning markets, thereby promoting coordinated advocacy efforts across its partner associations.

**Government Sponsored Enterprise (GSE):** A financial services corporation created by the United States Congress to enhance the flow of credit to targeted sectors of the economy and to make those segments of the capital market more efficient and transparent. The desired effect of the GSE is to enhance the availability and reduce the cost of credit to the targeted borrowing sectors: agriculture, home finance and education. Examples of GSEs are Federal Home Loan Mortgage Corporation (Freddie Mac), Federal National Mortgage Association (Fannie Mae) and Government National Mortgage Association (Ginnie Mae).

**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:** Rule that allows companies and mutual funds to make delivery of a single prospectus, annual and semi-annual report, and proxy information to multiple investors who reside at the same address.

**Initial Public Offering (IPO):** The process of offering shares of a private corporation to the public in a new stock issuance.

**Inspector of Elections:** An official responsible for ensuring that elections are conducted in an open and honest manner and determining 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 information extracted from databases in real time.

**Investment Act of 1940:** Legislation regulating the organization of companies, including mutual funds, that engage primarily in investing, reinvesting, and trading in securities, and whose own securities are offered to the investing public. It requires these companies to disclose their financial condition and investment policies to investors when stock is initially sold and, subsequently, on a regular basis. The regulation is designed to minimize conflicts of interest that arise in these complex operations.

**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 Notice System (LENS):** A comprehensive library of notices concerning Depository Trust Company-eligible securities that are published and furnished by third-party, public or private agents and agencies, courts and security issuers. The license/subscription service is for DTC participants and enables users to search for notices by CUSIP, keyword, notice type or LENS document number. Once the user locates the desired notice, they may view, download or email it. Users can also do bulk downloads of all recently posted notices.

**Managed Account:** An investment account that is owned by an individual investor and overseen by a hired professional money manager. The manager may buy and sell assets without the client's prior approval, as long as the manager acts according to the client's objectives. Because a managed account involves fiduciary duty, the manager must act in the best interest of the client, or potentially face civil or criminal penalties.

**Mandatory Corporate Action:** An event initiated by a corporation's board of directors that affects all shareholders, such as a cash dividend, stock split, merger, pre-refunding, return of capital, bonus issue, asset ID change, and spin-off. Although the word "mandatory" is in the name, shareholders are not required to do anything, but rather are passive beneficiaries.

**Meeting Date:** The date on which a proposed meeting is scheduled; in the context of this glossary, a corporate annual meeting or special meeting.

**Municipal Security (aka Munis):** A general term referring to a bond, note, warrant, certificate of participation or other obligation issued by a state or local government or their agencies or authorities (such as cities, towns, villages, counties or special districts or authorities). A prime feature of most munis is that interest or other investment earnings on them are generally excluded from gross income of the bondholder for federal income tax purposes. Some munis are subject to federal income tax, although the issuers or bondholders may receive other federal tax advantages for certain types of taxable municipal securities.

**Municipal Securities Rulemaking Board (MSRB):** A self-regulating organization charged by the United States Congress with promoting a fair and efficient municipal securities market.

**National Change of Address (NCOA aka NCOALink®):** A secure dataset of permanent change-of-address (COA) records consisting of the names and addresses of individuals, families and businesses that have filed a change of address with the United States Postal Service (USPS). It is maintained by the USPS 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 Undeliverable as Addressed (UAA) mail pieces.

**Net Asset Value (NAV):** Represents the net value of an entity and is calculated as the total value of the entity's assets minus the total value of its liabilities. Most commonly used in the context of a mutual fund or an exchange traded fund (ETF), the NAV represents the per share/unit price of the fund on a specific date or time. NAV is the price at which the shares/units of the funds registered with the SEC are traded (invested or redeemed).

**Nominee Name:** The name under which a security is registered and held in trust for a beneficial owner.

**Not In Good Order (NIGO):** Any client paperwork received at a broker-dealer that is considered incomplete for processing.

**Non-Objecting Beneficial Owner (NOBO):** A security holder who has given permission to a financial intermediary to release the owner's name and address to the company or issuer in which they have purchased securities. This personal information allows the company or its agent to contact the shareholder regarding important shareholder communications (such as proxies, circulars for rights offerings and annual/quarterly reports).

**Non-Routine Proposal:** These typically involve contests or matters that may substantially affect the rights or privileges of shareholders. Examples include stockholder proposals, mergers and consolidations and changes or amendments to fundamental policies.

**Notice and Access (NAA):** The SEC's "Internet Availability of Proxy Materials" rule. 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. Merger proposals are restricted from this process. This voluntary "notice and access" system resulted from issuer concerns related to the rising cost of proxy solicitations. Issuers expressed that the costs of proxy solicitations far outweigh their benefits, particularly because of the low levels of shareholder participation in proxy solicitations.

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

**Omnibus Proxy:** A list issued by depositories detailing their participants and their holdings and authorizing the participants to vote their proxies directly.

**Over-Voting:** A situation that 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.

**Plurality:** The result of a vote reached when there are more shares voted in favor of a proposal than against.

**Post-Sale Suppression:** Withholding delivery of documents for duplicate trades if there is no change in a prospectus.

**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:** A situation where brokers exercise their authority to vote any uninstructed shares of beneficial owners in the same proportion as instructed shares, with no minimum amount of instructed shares required. This applies to routine proposals only.

**Prospectus:** A legal document issued by companies that are offering securities for sale. When provided to prospective mutual fund investors, a prospectus includes a description of the fund's strategies, fee structure and financial statements, and the manager's background.

**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, such as their broker or investment manager.

**Proxy Ballot:** The form used to vote at a shareholder meeting. A shareholder 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 shareholders who submitted valid proxies. This is referred to as a Master Ballot.

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

**Proxy Statement:** A statement required of a firm when soliciting shareholder votes, which is filed with the SEC in advance of the annual meeting using Form DEF 14A.

**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 that 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.

**Real Estate Mortgage Investment Conduits (REMIC):** A complex pool of mortgage securities created for the purpose of acquiring collateral. This base is then divided into varying classes of securities backed by mortgages with different maturities and coupons.

**Registered Investment Company Securities:** Various types of securities offered by an investment firm, which is registered with the SEC and complies with certain stated legal requirements. Security types include:

- Open-end funds (generally exchange traded funds (ETFs) and mutual funds)
- Unit investment trusts (known as UITs and can be ETFs)
- Closed-end funds (primary market transactions)
- Variable annuities (typically organized as open-end funds or UITs)
- Money market funds
- Municipal fund/529 plan

**Registered Security:** A security whose owner's name is recorded on the books of the issuer. Type of registered securities include:

- Common stock
- Preferred stock
- Units
- Warrants/Rights
- Debt securities
  - Corporate bonds, notes, debentures
  - Medium term note (MTN) program securities
  - Exchange traded notes
- Registered American depository receipts (ADRs)
- Commodity exchange traded funds (ETFs)
- Real estate investment trusts (REITs)

**Registered Shareholder:** An investor who is in possession of a stock certificate in his or her name and receives dividend checks directly from the issuing company. This is also defined as a direct shareholder on the records of a mutual fund (invested directly from the fund company).

**Real Estate Investment Trust (REITs):** An investment vehicle established by Congress in 1960 that allows individual investors to buy shares in commercial real estate portfolios. REITs receive income from a variety of property types, including apartment complexes, data centers, healthcare facilities, hotels, infrastructure (i.e., fiber cables, cell towers and energy pipelines), office buildings, retail centers, self-storage, timberland and warehouses. The three primary types of REITs are: publicly traded REITs (SEC-registered), public non-traded REITs (SEC-registered), and private REITs (non-SEC-registered).

**Routine Proposal:** A standard matter such as board of directors elections or ratification of independent auditors that doesn't change the rights and privileges of a stock. Brokers may vote any uninstructed shares at their discretion. See also non-routine proposal.

**Rule 30e-3:** An SEC rule that creates an optional “notice and access” method for delivering shareholder reports. Under the rule, a fund may deliver its shareholder reports by making them publicly accessible on a website, free of charge, and sending investors a paper notice by mail of each report’s availability online. Investors who prefer to receive the full paper report may—at any time—choose that option free of charge. The rule aligns shareholder report access with corporate issuer rules and begins sometime after January 1, 2021.

**Securities and Exchange Commission:** A federal agency that holds primary responsibility for enforcing federal securities laws and regulating the securities industry, the nation's stock and options exchanges, and other electronic securities markets in the United States. Created by Congress in 1934 as the first federal regulator of the securities markets, the SEC promotes full public disclosure, protects investors against fraudulent and manipulative practices in the market, and monitors corporate takeover actions in the United States.

**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)

**Securities Industry and Financial Markets Association (SIFMA):** An organization that brings together the shared interests of hundreds of securities firms, banks and asset managers. SIFMA’s mission is to support a strong financial industry, investor opportunity, capital formation, job creation and economic growth, while building trust and confidence in the financial markets. With offices in New York and Washington, D.C., SIFMA, is the U.S. regional member of the Global Financial Markets Association.

**Solicitor:** An entity retained by an issuer to identify its shareholders and disseminate information on its meetings, proxy statements and financial information.

**Solicitation:** The process of contacting shareholders either via mail, electronic means, or phone and encouraging them to vote their shares.

**Special Meeting:** A meeting other than an annual meeting held whenever a fund complex makes changes to the board of directors and transacts business that requires shareholder approval.

**Special Purpose Acquisition Company (SPAC):** A publicly traded company that raises capital through an initial public offering (IPO) for the purpose of acquiring an existing company. The money raised is put into a trust where it is held until the SPAC identifies a merger or acquisition target. As an IPO offering in the public market, SPACs require a robust planning cycle that is typically led by an underwriting investment bank.

**Street Name Shareholders:** An account containing securities held in the name of a broker or bank instead of the shareholder. Most brokers or banks will automatically hold shares in street name unless given specific instructions not to do so.

**Super Majority:** A requirement that 67 percent of outstanding shares must be voted in favor of a proposal for passage. This requirement differs from an absolute majority in which 50 percent of outstanding shares must be voted in favor.

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

**Transfer Agent:** The entity responsible for keeping records of who owns a company's stocks and bonds, and how those securities are held — whether in street name, in the name of the investor through direct registration, or by issuance of a certificate. Today, most shares are registered electronically, though transfer agents will issue stock certificates upon request. Transfer agents also receive returned certificates from investors who hold physical certificates and want to sell their shares.

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

**Virtual Annual Meeting:** An annual meeting conducted by the board of directors of a public company via an electronic communication format, allowing shareholders to participate remotely. A company's state of incorporation authorizes the format(s) by which a company can conduct its annual meeting.

**Voluntary Corporate Action:** An event carried out by a company that materially impacts its stakeholders and requires an investor's response to be applied. Types of voluntary actions include: tender offers, rights issues and optional dividends.

**Voting Instruction Form (VIF or aka Proxy Card):** An item included in the set of proxy materials made available to beneficial shareholders in advance of annual and special meetings that explains agenda items. Shareholders may vote by proxy on all management and shareholder proposals by completing and submitting a VIF in advance of a meeting. Shareholders may also vote by proxy online or over the telephone.

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