

# Signs You Need A Proxy Solicitor



## Potential Key Indicators & Warning Signs To Help Anticipate Activist Challenges

Review the representative examples below to help you proactively manage the outcome of your next annual meeting. Understand the signs of potential issues and discover how D.F. King can help.

### 1 An Extraordinary Agenda Proposal

Examples include:

- Contentious election of directors
- Amendment to the Employee Qualified Stock Purchase Plan
- Amendment to the Equity Incentive Plan
- Contentious vote on executive compensation

### 2 14a-8 Proposal

Recognize the thirteen substantive eligibility and procedural requirements under Rule 14a-8 implemented by the SEC to regulate the shareholder proposal process.

### 3 Significant Retail Ownership

This may impact the outcome of a proposal as it can potentially be more difficult to reach quorum and achieve required support levels.

### 4 Hedge Fund Ownership

Increased hedge fund ownership in successive quarters.

### 5 13D Filed

This is a potential warning signal that an activist or a “wolf pack” could be preparing to target your company.

### 6 Negative Vote Returns

At your last annual meeting, you had high (more than 20%) negative vote returns on directors or proposals.

### 7 Negative Vote Recommendations from Proxy Advisor Firms (ISS & Glass Lewis)

ISS or Glass Lewis recommending a vote against your director(s) or say-on-pay proposals can influence institutional investor decisions.

## What D.F. KING Can Do For You

Anticipate these obstacles and meet your goals through D.F. King's year-round expertise and services.

### Shareholder Analysis

Determine the makeup of your institutional shareholders by type and let you know how they have historically voted.

### Corporate Governance

We advise and manage corporate governance issues, communications and shareholder intelligence to help companies analyze potential weaknesses.

### Reporting & Tracking

- Regular reports to know what to expect from shareholders before your annual meeting.
- Monitoring to understand if you need to shift your strategy before your annual meeting.

### Vote Projections

Provide projections on potential votes and develop a strategy to optimize the outcome.

### Proactive Solutions

We advise you regarding regulatory updates and previous proxy season hot topics that remain focal points this season.

### Critical Insights

We help companies analyze potential vulnerabilities under the ISS and Glass Lewis policies and spearhead communication with the proxy advisors.

### Established Relationships

- Our well-established relationships with key contacts at institutional investors were gained through hundreds of meetings and proxy contest we coordinate every year.
- Strong relationships help us understand how these institutional investors tend to vote due to the frequency of communication and knowledge of key contacts.

### Strategic Planning

Review your disclosures (proxy statement), including CD&As – executive compensation disclosures to strategically plan for your upcoming annual meeting.

## Contact Us

Call: 212.269.5550  
Email: [experts@dfking.com](mailto:experts@dfking.com)  
Visit: [equiniti.com/us](http://equiniti.com/us)

EQ are specialists in helping you better understand and manage the ownership of your company through critical events across the corporate lifecycle. As trusted advisors, we provide strategic insight and operations expertise through our core business units in Private Company Services, Transfer Agent Services, Employee Plan Solutions, Proxy Services, and Bankruptcy. Globally we serve 6,700 clients (49% of the FTSE 100 UK and 35% of the S&P 500), with over 24 million shareholders, through 6,000 employees in 5 markets around the world.

© 2023 Equiniti Trust Company, LLC. All rights reserved.