


Annual Meeting Planning Checklist



As part of the pre-meeting planning, your Relationship Manager (RM) will walk through each section of this planning guide to ensure that specific requirements and key deliverables are captured and/or notated.

Note: This checklist is a tool for your internal preparation and planning. Your RM will provide you with a detailed questionnaire. Clients are urged to engage their RM no less than eight weeks prior to their record date.

Please refer to this section throughout your annual meeting season for highlighted instructions and references to important samples and timelines.

Corporate Documents Checklist		
PLEASE PROVIDE YOUR RM WITH THE FOLLOWING:		
Draft meeting agenda		
Anticipated proposals / proxy card language (draft ballot)		
Oath of Inspector of Election		
Inspector's report		

Broker search

(SEC) Rule 14a-13 requires that a broker search should take place at least twenty business days prior to the record date for an annual meeting. Consult your attorney as to SEC notification rules for special meetings.

WILL EQ CONDUCT THE BROKER SEARCH?	YES	NO
If no, has a proxy solicitor been retained? Please provide the below information.		
Solicitor's name:		
Contact:		
Telephone:		
Email:		
Fax:		

Please note, when setting up a special meeting, the above checklist applies where practical depending on the associated timing.

Key Meeting Information

RECORD DATE:

A minimum of 2-3 business days is required between a record date and mail date to ensure broker settlements and internal processing.

MATERIAL RECEIPT DATE:

Please provide EQ with an expected delivery date for material. Printed materials should be delivered at least two business days prior to our mail date to ensure mailing on the requested date.

MAILING DATE:

A minimum of 20 to 30 business days between mail date and meeting date is recommended. If you are not mailing via first class mail, please allow six to eight weeks.

MEETING DATE:

Please notify EQ if any of the above dates change. Notification to Broadridge Proxy Services and the Depository Trust & Clearing Corporation of these dates and any subsequent changes is also required. EQ must receive a position listing from the Depository Trust & Clearing Corporation as of the record date. Please set-up authorization for EQ to request listing on your behalf online at <https://portal.dtcc.com/wpsnew/portal/mainpage.do>

MEETING LOCATION:

Please provide the venue name and address.

REQUIRE INSPECTOR OF ELECTION?

REQUIRE INSPECTOR OF ELECTION?	YES	NO
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If EQ is acting as tabulator for your meeting, our inspector(s) of election will arrive at the meeting site at least one hour prior to the meeting to review any last minute details with you. Please provide a table and two chairs in a well-lit area with an accessible electrical outlet. A dedicated phone with an outside line and a telephone/internet hook-up for a personal computer are recommended but optional. Please discuss these arrangements with your Relationship Manager prior to the meeting to determine if they are necessary.

We also recommend that you have an attended registration desk to address any shareowner questions and assist with sign-in procedures. Shareowner ballots and the meeting agenda also should be made accessible to shareowners. You might also have hard copies of your most recent financial publications, additional proxy statements and annual reports available for attendees.

Tabulation Specifics

WILL EQ MAIL TO REGISTERED HOLDERS?	YES	NO
WILL EQ TABULATE RESULTS?	YES	NO

Note: if yes, a position listing from dtcc must be transmitted to EQ

WILL EQ MAIL FOR ANY OF YOUR BENEFIT PLANS?	YES	NO
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If yes, please indicate plan type(s) [401(k), esop, espp, other]:

MEETING DATE:

Plan Administrator Name:

Contact:

Telephone:

Email:

Fax:

Voting Specifics

PLURALITY VOTING?	YES	NO
MAJORITY VOTING?	YES	NO
CUMULATIVE VOTING?	YES	NO
SAY WHEN ON PAY VOTING (SWoP)?	YES	NO
SPECIAL VOTING RIGHTS?	YES	NO

If yes, state ratio (e.g. 10 for 1)

ARE THERE SPECIAL VOTING CIRCUMSTANCES?	YES	NO
PERSONAL INTEREST PROPOSALS?	YES	NO
ARE OTHER CLASSES OF STOCK ENTITLED TO VOTE?	YES	NO

If yes, please specify (e.g. Restricted preferred, Class B, etc.)

INTERNET VOTING?	YES	NO
TELEPHONE (IVR) VOTING?	YES	NO
TREASURY SHARES HELD IN STREET NAME?	YES	NO

If yes, please note that treasury shares are not entitled to vote and provide the following information so that we can adjust our records accordingly.

NAME	DTCC PARTICIPANT NUMBER

By default, EQ tabulates proxy cards using the industry standard of plurality voting. Under plurality voting, directors who receive the most “for” votes are elected; there is no “against” option and votes that are actively “withheld” or simply not cast are disregarded in the tally. Thus, in theory, a director nominee could be elected to the board by a single

affirmative vote, even though all the other votes are withheld. This differs from majority voting in which individual board directors must obtain the majority of votes cast by shareholders in order to win/retain their seats. If you prefer to utilize an alternate method please alert your Relationship Manager.

Enclosures

Materials must be 8½" x 11" or less in order to fit inside a standard 9½" envelope. The maximum thickness for the final package is ½". Materials that exceed these specifications such as spiral bound or compact booklets and/or folders will require special handling (e.g. manual enclosure) and additional charges may apply.

THE MAILING WILL CONSIST OF THE FOLLOWING ENCLOSURES (Check all that apply)	<input checked="" type="checkbox"/>	SIZE
Enclosure:		
Annual Report:		
10K:		
Notice/Proxy Statement:		
Other (Please specify):		

Mailing

If you have selected bulk mail, please be aware that you must have at least 250 pieces of mail to qualify for this service. If you would like Broadridge to mail standard to the street holders, you will need to contact them directly.

As a result of postal delays during proxy season, EQ does not recommend mailing your proxy material via bulk mail less than six weeks before a meeting. In the event that your meeting is in less than six weeks and you would still like to mail bulk, EQ's policy requires that you provide written instructions to do so which reference the mailing date and meeting date.

EMAIL DISTRIBUTION?	YES	NO
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If yes, additional instructions for set-up as well as additional fees may apply.

Material Handling

EMAIL DISTRIBUTION?	RETURN	DESTROY
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If EQ is to return, provide delivery instructions below.

Mail consolidation – householding & merging

HOUSEHOLD MATERIALS?	YES	NO
If yes, please refer to timeline and sample letter, pg no.		
MERGING MATERIALS?	YES	NO
CONSOLIDATE ACCOUNTS (UNI-CARD OPTION)?	YES	NO

Note: Householding and Merging are mutually exclusive.

Proxy card preparation

EQ controls the production of all proxy cards. We will assist you in coordinating the typesetting and printing of proxy cards, mailing envelopes and business return envelopes. Our standard outgoing mailing envelope has been modified to allow for customization of proxy card language.

Note: Due to privacy concerns, we no longer print shares amounts on proxy cards.

Please email EQ the language to be formatted on your proxy card (preferably in Microsoft Word as a .doc or .docx) to: proxycardsetup@equiniti.com and copy your Relationship Manager.

Within two business days, EQ will email a proof to your designated contact. Upon review, please mark any required changes or mark "OK TO PRINT." As a general rule, proxy cards must be approved for print no less than five days prior to your scheduled mail date. Provide contact information for proxy card approval.

Name:

Telephone Number:

Email Address:

Note: If you are offering telephone and/or internet voting, the proxy card will be set up with the director proposal as the first proposal.

Distribution of proxy material to street holders

IS BROADRIDGE PROXY SERVICES BEING SHIPPED DIRECT?	YES	NO
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Per the New York Stock Exchange's (NYSE) Rule 451, Paragraph D1, Broadridge Proxy Services has five (5) business days to complete a mailing. If you have time-sensitive mailing, please contact Broadridge Proxy Services directly to discuss mailing requirements at (631) 254-7067.

Three (3) business days after record date, Broadridge Proxy Services will provide the material quantities required for your proxy mailing. Estimates may be provided prior to record date, however, the requirements may increase/decrease after record date.

Note: If proxy material is being shipped to alternative addresses (i.e. solicitor or print house), please provide address and contact information below.

Proxy tabulation results

IS BROADRIDGE PROXY SERVICES BEING SHIPPED DIRECT?	YES	NO
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EQ tabulates shareholders' votes several times throughout the day. As a result, we have replaced mailing hard copy tabulation reports with a comprehensive website which is updated throughout the day and emails of daily proxy reports. The schedule for proxy report emails is as follows: Beginning 10 business days prior to your meeting date, a summary report is emailed daily. Additional individual and broker reports are emailed for the two days prior to your meeting date. Please provide the contact information for those who should receive automatic email reports.

Comprehensive proxy reports are available upon request.

Company Name:

Email Address:

Telephone Number:

Web hosting of material

WILL YOU LINK TO MATERIALS FROM YOUR INVESTOR RELATIONS WEBSITE?	YES	NO
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If yes, provide your corporate url:

WILL EQ BE HOSTING YOUR MATERIALS?	YES	NO
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Issuers must provide the following:

A PDF file* for each piece of material provided at least five business days prior to the mailing date and saved as an Adobe Acrobat PDF, using the below naming conventions, replacing "xxxxx" with your five-digit company number.

Annual Report: ARxxxxx.pdf

Proxy Statement: PSxxxxx.pdf

All Other Documents: **OTxxxxx.pdf

High resolution company logo in .jpg or .tiff format

WILL EQ BE YOUR FULFILLMENT AGENT?	YES	NO
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**Include a document that lists the table of contents for each PDF. Please limit this to 10-15 headings.

**Precede the file name numerically with 1, 2, 3,... to indicate the order the files should be posted.

PDF GUIDELINES

No printer/crop marks or banners at top of page

No blank pages in the PDF file

Document size 8 ½ x 11 inches

No printer spreads or bleeds

Fonts must be embedded

Optimize for web-viewing (not to exceed 5MB)

ABOUT EQ

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 30 million shareholders, through 6,500 employees in 5 markets around the world.

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