Seasons of Proxy Solicitation



to outline timeline for off-season

• Determine targets for off-season

engagement (e.g., top 50 investors)

• Determine materials for off-season

• Begin to define participants for

representation from board

the engagement plan, including

• Define division of responsibilities

for execution of the engagement plan

shareholder engagement

engagement

Proactively Manage the Outcome of Your Annual Meeting throughout the Year.

For public companies, managing and planning an annual meeting is a yearlong pursuit. Starting early and understanding shareholder sentiment are essential to the success of your meeting.

Annual General Post Annual Proxy Solicitation Prepare Engage Meeting Meeting 150 – 250 Days Before 90 – 120 Days Before 30 – 60 Days Before Day of Meeting 30 – 90 Days After Your Next Meeting Your Next Meeting Your Definitive Meeting Your Meeting • N-PX voting results filed after 8/31 • Shareholder proposal deadline; • Develop contingency plans for routine Annual meeting occurs Preliminary analysis of voting results analyze shareholder proposals received or extraordinary shareholder • Votes on directors and proposals • Did any negatives occur in the vote? • Complete data analytics on engagement plan • Execute any final off-season institutional vote become official • Analyze any votes against directors institutional meetings Broker search and material quantity • Finalize fall engagement schedule • Final voting results filed (week after or committees estimation • Determine board committee meetings and plans for meetings annual meeting) • Did any shareholder proposals receive • Preparations for in-season shareholder and timelines • Finalize materials for engagement significant support or receive majority vote? engagement • Discuss/analyze any improvements meetings • Analyze Say-on-Pay vote to determine in governance/ compensation to • Develop plan to react quickly in case • Finalize participants from senior if compensation concerns exist promote with investors of negative proxy advisory reports management team and board • Analyze vote returns on any management from ISS/Glass Lewis • Determine proper timeline • Execute scheduling of meetings proposals • Begin tabulation and institutional vote for solicitation period (record date, with institutional investors • Preliminary discussions with client

identification reporting

Develop plan for recording detailed

schedule around engagement plan

and Glass Lewis should be planned

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Understand committee meeting

• Determine if meetings with ISS

feedback from meetings

meeting date, mail date)

if applicable

• Understand notice and access timeline,