

BetaNXT

mediant

# 2024 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.

Our 2024 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.

We provide our unique perspective to offering an end-to-end proxy solution to issuers for annual meetings while also supporting beneficial holders on the street side. Last year, Mediant became part of BetaNXT, integrating investor communications and wealth management, and strengthening our ability to support issuers, funds and brokers as well as their investors.

Clients are at the heart of everything we do, and we look forward to delivering even more value to support your success.

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@betanxt.com](mailto:billingsupport@betanxt.com) or you can contact us at 1-877-763-1671.

## DID YOU KNOW?

You can 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@betanxt.com](mailto:info@betanxt.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, NJ 07470**

It's very important that you include your CUSIP number, company name, and meeting date on the shipment label or manifest. Please 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
- 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@betanxt.com](mailto:documents@betanxt.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 email address noted above.

## Agenda and Proposals

Please deliver this information as soon as it has been finalized. If you elect to use NAA, your agenda must be delivered at least 45 days prior to your meeting. Send these items to [documents@betanxt.com](mailto:documents@betanxt.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 website. 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 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@betanxt.com](mailto:documents@betanxt.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@betanxt.com](mailto:documents@betanxt.com). We will take it from there.

An example of the form is attached in the [Meeting Resource](#) section of this guide.

### DID YOU KNOW?

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

First Class Packages weighing more than 13 ounces are mailed as Priority Mail, Standard Mail weighing more than 16 ounces is mailed as 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.

You can also attend a virtual meeting should the issuer offer it. Please follow the instructions on the VIF or in the proxy statement.

### DID YOU KNOW?

You can 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@betanxt.com](mailto:info@betanxt.com) for more information.

## Investment Managers

Many investment managers transmit their votes using Mediant's MIC Wealth Manager ("MWM"). MWM 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 major tabulators, transfer agents, solicitors, and Broadridge. Votes are reported to the tabulator via an electronic file transmission or email with an Excel spreadsheet or 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@betanxt.com](mailto:tabulations@betanxt.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@betanxt.com](mailto:tabulations@betanxt.com) for more information about this service and the associated fees.

## Universal Proxy

The SEC's rule in support of the use of a Universal Proxy card for contested events began with meetings held on or after August 31, 2022. The requirements include the directive that for a contested meeting in a non-exempt director election contest, the proxy card include the names of both the registrant and dissident nominees. This now allows all shareholders the opportunity to cast their votes for nominees across both slates. In the past, only shareholders who attended a meeting in person were provided with that option.

### Key requirements:

- Expands the determination of a "bona fide nominee" to include a person who consents to being named in any proxy statement.
- Requires dissidents to notify registrants of their intent to solicit proxies and provide the names of their nominees no later than 60 calendar days before the anniversary of the previous year's annual meeting.

- Requires the registrant to notify the dissidents of the names of the registrant's nominees no later than 50 calendar days before the anniversary of the previous year's annual meeting
- Requires dissidents to file their definitive statement no later than 25 calendar days before the shareholder meeting or 5 days after the registrant files its definitive statement.
- Requires dissidents to solicit 67% of the voting power of shares entitled to vote at the meeting.
- A dissident must indicate its intent to comply with the minimum solicitation threshold by including in its notice a statement that it does intend to solicit holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors.
- Establishes presentation and formatting requirements to ensure each party's nominees are presented in a clear and neutral manner.
- Each side will disseminate its own proxy card.
- Each side will be free to choose the design of its own card, subject to the rule's presentation and formatting requirements.

Included in the rules approved along with the Universal Proxy card requirements were changes to the form of proxy and proxy statement disclosure requirements applicable to all director elections. Those include:

- Require proxy cards to include an "against" voting option in director elections when there is a legal effect to a vote against a director nominee
- Require that the proxy card provide shareholders with the ability to "abstain" in a director election where a majority voting standard applies (rather than "withhold")
- Require proxy statement disclosure about the effect of a "withhold" vote in an election of directors

Mediant's platform fully supports all of these requirements. Please reach out to our Operations group at [documents@betanxt.com](mailto:documents@betanxt.com) if you have any questions about these system enhancements.

## 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@betanxt.com](mailto:billingsupport@betanxt.com) or call 1-877-763-1671.

## Invoicing

### Invoice Process

- 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 \$15,000.
- Mediant will invoice based on instructions given by your company or third-party age. 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.

## 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, a BetaNXT Business

Mediant, a BetaNXT business, provides technology-enabled investor and client communications solutions that ensure regulatory compliance and create opportunities to strengthen shareholder and client engagement. Combining innovative technology, expert knowledge and extraordinary service, we enable brokers, banks, corporate issuers and mutual funds to improve their company, advisor and shareholder experiences, streamlining processes and increasing productivity.

## Why Mediant

### **Innovative Technology**

Delivers an integrated 100% SaaS platform to ensure the latest technology and workflow tools are always available through frequent updates and releases

### **Complete Compliance**

Meets mandates and regulations of the New York Stock Exchange and Financial Industry Regulatory Authority

### **Valuable Expertise**

Solves complex investor communication issues through a strong industry partner network and in-house subject matter experts

### **Frictionless Experience**

Streamlines and simplifies processes to deliver an excellent digital communication experience that is transparent and seamless every time



# 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 our 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.

## Integrated, Online Platform

Shareholder engagement efforts are paramount to a successful proxy outcome. An integrated, online platform that is intuitive and visually appealing, while meeting compliance regulations, helps to enhance the investor experience and therefore engagement. Mediant's shareholder engagement platform 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. [4 Steps to Keep Your Shareholders Engaged Year-Round](#)
- B. [7 Common Myths about Virtual Annual Meetings Debunked](#)
- 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. [Universal Proxy VIF Examples](#)
- K. [Contact Information](#)

# 4 Steps to Keep Your Shareholders Engaged Year-Round

One of the biggest ways to engage shareholders is through virtual annual meetings. But what happens the rest of the year?

One way to adapt to digital trends that have combined to produce a paradigm shift in investor communications and increase shareholder engagement is to engage shareholders throughout the year. We recognize that this can be easier said than done.

That's why we recommend the following steps to create an effective year-round shareholder engagement plan.

- 1. Choose the most optimal medium.** Experiment with new communications techniques: live and recorded video, interactive documents or investor roadshows. A face-to-face meeting is also recommended at least once a year.
- 2. Identify and rank relevant investors.** Every company's shareholder base differs and has varying retail shareholder weighting. The typical profile of a retail shareholder is a long-term investor, which means it's worth the effort to understand who they are. From there, analyze their importance and rank them by relevance. In addition, consider the connections that investors have with each other.
- 3. Research and prepare for engagement.** Prior to actually contacting shareholders, conduct research to determine which issues are of concern to your top-ranked shareholders, their standard policies, and their voting patterns on such issues. Then focus on one topic at a time to manage your input.
- 4. Be transparent about final outcomes.** Research shows that one of the key challenges with retail investor voting is a lack of connection with the company. Provide a summary of the interactions. Let shareholders know what follow-up actions have been taken and, if they haven't, the reasons as to why.

Successful, long-term investor engagement is achieved by forming strong relationships between issuers and shareholders through meaningful interactions and two-way communication between both parties. Taking proactive steps today helps ensure your relationship with shareholders is healthy and sustainable for the long term.

# 7 Common Myths about Virtual Annual Meetings Debunked

Virtual shareholder meetings (VSMs) continue to grow in popularity. According to the Harvard Law School Forum on Corporate Governance, the number of issuers hosting virtual-only meetings in 2023 was close to the all-time high set during the pandemic.

Shareholders are growing more accustomed to digital meetings—whether virtual-only or hybrid—but some questions and doubts remain. In this blog post, we want to dispel some common myths about VSMs and help issuers understand best practices for hosting a digital event.

## **Myth: Face-to-face annual meetings are always better than remote meetings.**

While holding an in-person meeting seems like it should be a more engaging experience, it often results in low shareholder participation and voting. With an increasing number of companies looking to grow shareholder engagement and reduce expenses from in-person meetings such as travel for board of directors, venue security and onsite staffing, remote meetings provide a viable alternative.

But for virtual meetings to be an acceptable substitute to face-to-face meetings, companies need to use technology that provides “equal access” to all shareholders.

## **Myth: Every online meeting should be a video call rather than audio only.**

Issuers should consider many factors when deciding on the best format for their annual meeting, including available resources, nature of the items of business to be voted on, composition of the shareholder base, historical attendance, level of comfort with new technology, and shareholder appetite. Each company should look at its particular facts and circumstances, evaluate all of its options, and hold its annual meeting in a way that best serves the needs of the company and its shareholders.

## **Myth: All virtual meeting providers are the same.**

Not all providers deliver the same services, including project management, file processing, document distribution, tabulation and technical support. Avoid a cookie-cutter approach when selecting a VSM provider. Match your organizational culture to your provider for best fit. For example, does a smaller, high-touch provider align with your support objectives or is a large do-it-yourself provider best for your firm?

## **Myth: Implementing a virtual annual meeting solution is a large technological undertaking.**

For shareholders and issuers alike, the adoption of virtual technology is simple and straightforward. In addition, companies who moved to a virtual shareholder meeting in the last couple of proxy seasons found them to be less expensive and less time-consuming, according to data provider MyLogIQ.

Running a virtual meeting is as simple as accessing a web page or using an app on a mobile device. The use of mobile is ubiquitous – more people own a mobile device than a desktop computer – and its functionality is simple to use.

**Myth: Hosting a virtual meeting will disengage shareholders.**

One of the biggest ways to engage shareholders is through a VSM. According to a report from the Nasdaq Center for Board Excellence, rather than being opposed to digital events, some investors have specifically asked for VSMS in their shareholder proposals. When handled according to best practices, VSMS can improve shareholder engagement by facilitating broader participation in annual meetings.

**Myth: A virtual meeting does not offer the same level of accountability.**

Virtual shareholder meetings make it possible for issuers to offer more convenient ways for shareholders to vote on important decisions like new board members and corporate leadership. They offer the same transparency as a physical meeting, ensuring that the board is still held to account.

The technology already exists, enabling shareholders to vote live during the meeting and ask questions. Real-time questions can be moderated, if required, and can even be displayed to the audience, promoting further discussion. And with some platforms, it's still possible to allow for verbal questions—using speaker queuing technology.

**Myth: A virtual meeting isn't secure.**

Multiple features are put in place to keep VSMS secure, from anti-hack platforms to tight security protocols to secure cloud-based networks. The security of a virtual meeting is paramount to any facilitator. What's more, any shareholder entering a virtual meeting platform needs to be authenticated.

Now that we've debunked several myths about virtual shareholder meetings, you can see that they are not that different from a physical meeting. Mediant, a BetaNXT business, has been supporting corporate issuers' annual meetings and proxy events for many years. Our virtual meeting solution, MIC Digital Shareholder Meeting (MIC DSM), is fully supported and designed for virtual and hybrid annual meetings to drive online attendance and engagement. Remote shareholders can fully participate in the annual meetings as shareholders can vote in real-time and ask questions of the board via their preferred channel: computer, tablet or mobile device.

# 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.

**End-to-End Confirmation** – Providing beneficial shareholders and institutional investment advisors with confirmations their votes have not only been delivered, but accepted and counted by the issuer tabulator.

**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”.<sup>[1]</sup> 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 NCOA Link 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.

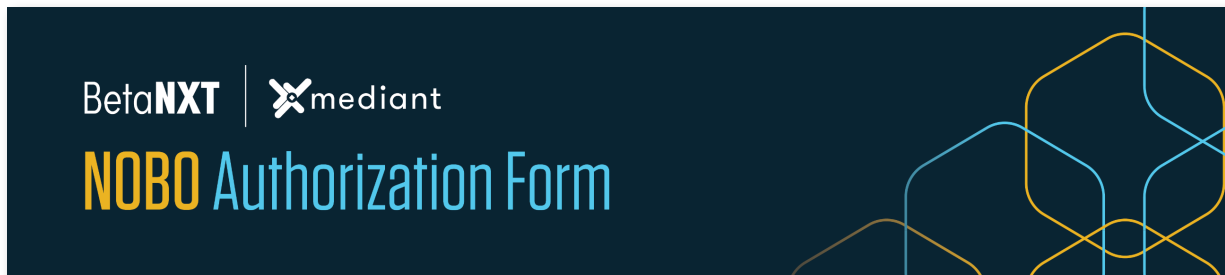
**Transfer Agent** – A trust company, bank, or similar financial institution assigned by a corporation to maintain records of investors and account balances and transactions, to cancel and issue certificates, to process investor mailings, and to deal with any associated problems (i.e., lost or stolen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

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

**Universal Proxy** – SEC rule requiring use of a universal proxy card in all non-exempt director election contests for shareholder meetings of publicly traded companies. The proxy card must list all director nominees of all sides in a director election contest. The Universal Proxy Card allows shareholders to vote for any combination of director nominees up to the number of board seats up for election.

**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\_AUTH0224

**Note:** To protect the integrity of the personal data of shareholders, BetaNXT requires this NOBO Authorization form to be submitted by an authorizing officer of the company directly to BetaNXT's attention to be accepted for processing. If this form is returned from a third-party representative, a separate authorization in the form of an email sent from the authorizing officer of the company to the BetaNXT department producing the requested reports is required.

### Reports Requested

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

CUSIPs: \_\_\_\_\_

(Requests for NOBO lists of five (5) or more CUSIPs should be submitted with an accompanying matrix in Excel format)

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

If recurring NOBO Lists are required over a certain period, specify:

Daily

Weekly

Monthly

Note: An invoice will be issued for each NOBO List returned.

This NOBO List is being requested:

Information Only

(Not in connection with an ongoing proxy)

Proxy Campaign

(NOBO List will be generated with control numbers used to solicit votes from shareholders. If selecting this option, please ensure that separate proxy instructions are sent to BetaNXT in the form of a Broker Search or Campaign Setup Form. Please speak with a BetaNXT representative for more information about setting up a proxy event.)

Additional reports available upon request:

OBO Count

Bank and Broker Breakdown

Share Range Analysis

Customized Share Range Analysis

Provide Custom Share Ranges:

\_\_\_\_\_

### Additional Information Required for NOBO Lists Requested for Proxy Campaigns

Tabulator Firm Name: \_\_\_\_\_

Estimated Meeting Date: \_\_\_\_\_

Upon request, BetaNXT will supply Kill Files, Un-Voted NOBO Lists, and Un-Voted Share Range Analysis reports. The Issuer is responsible for fees associated with requesting these reports.

## Resource D: NOBO Request Form

### Approved Fee Schedule

Invoices related to NOBO List Requests will be addressed and sent to the authorizing issuer on the billing date following release of the NOBO list (Information Only) or following the close of the proxy event (Campaign-Related). Questions regarding a BetaNXT invoice should be sent to [billingsupport@betanxt.com](mailto:billingsupport@betanxt.com).

Minimum Fee: \$100

Broker Fee: \$0.065 per position

Conduit Fee (varies on number of positions reported):

- 1-10,000 - \$0.10 per position
- 10,001-100,000 - \$0.05 per position
- 100,000 or more - \$0.04 per position

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 Information

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

Attention: \_\_\_\_\_

Address: \_\_\_\_\_

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

### Attestation, Acknowledgement, Notary

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 BetaNXT 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: \_\_\_\_\_

(Note: Handwritten Signature Required)

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

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

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

The foregoing instrument was acknowledged before me on \_\_\_\_\_  
(date)

By: \_\_\_\_\_  
(authorizing officer)

\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Commission Expiration Date

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[www.betanxt.com](http://www.betanxt.com)

NOBO\_AUTH0224

## Resource E: Delivery Guidelines

BetaNXT | 

# Delivery Guidelines

### BetaNXT

100 Demarest Drive, Wayne, NJ 07470

### General Receiving Hours

Monday-Friday, 7 a.m. to 6 p.m.

Please follow these material delivery guidelines to help ensure your proxy material is delivered correctly to beneficial shareholders.

#### Manifest or Packing Slip

- Always provide a manifest or packing slip, which should identify:
  - Number of skids/boxes per job
  - Number of enclosures
  - Piece counts per enclosure
  - If available, literature codes or issuer's CUSIP
  - 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 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 third-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 **West Belt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **West Belt**
- Turn right onto **Demarest Drive**.
- Destination will be on the right: **100 Demarest Drive**

#### 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 **West Belt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **West Belt**
- Turn right onto **Demarest Drive**
- Destination will be on the right: **100 Demarest Drive**

#### 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 second left onto **Demarest Drive**
- Destination will be on the left: **100 Demarest Drive**

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

February 2024

## Resource F: Fee Schedule

BetaNXT | 

# Fee Schedule

### BENEFICIAL ACCOUNT FULFILLMENT

| I. NYSE PUBLISHED PROCESSING FEES  |                                |          | PER                | FEE      |
|--|--------------------------------|----------|--------------------|----------|
| <b>A. DISTRIBUTION FEES</b>  |                                |          |                    |          |
| 1. Annual  | <i>Rule 451.90 (1)(b)(i)</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  | <i>Rule 451.90 (1)(b)(i)</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<br>Annual meetings<br>Special meetings (non-election of directors meeting) | <i>Rule 451.90 (2)</i>         | Position |                    | \$ 0.20  |
|  |                                |          |                    | \$ 0.40  |
|  |                                |          |                    | \$ 0.40  |
| 4. Contested mailings  | <i>Rule 451.90 (1)(b)(ii)</i>  | Position |                    | \$ 1.00  |
| 5. Interim mailings  | <i>Rule 451.90 (3)</i>         | Position |                    | \$ 0.15  |
| <b>B. PREFERENCE MANAGEMENT FEES (PAPER ELIMINATION)</b>   |                                |          |                    |          |
| 1. Proxy, annual reports<br>(e-delivery, householding and Proxy Manager)                         | <i>Rule 451.90 (4)(a)</i>      | Position |                    | \$ 0.32  |
| 2. Proxy, annual reports (managed acct)  | <i>Rule 451.90 (4)(a)</i>      | Position |                    | \$ 0.16  |
| 3. Follow up   | <i>Rule 451.90 (4)(b)</i>      | Position |                    | \$ 0.10  |
| 4. Interim reports   | <i>Rule 451.90 (4)(b)</i>      | Position |                    | \$ 0.10  |
| <b>C. INTERMEDIARY NOMINEE COORDINATION FEE</b>  |                                |          |                    |          |
| 1. Per nominee<br><b>Plus</b>  | <i>Rule 451.90 (1)(c)(i)</i>   | Job      |                    | \$ 22.00 |
| 2. Annual Meeting  | <i>Rule 451.90 (1)(c)(ii)</i>  | 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   | <i>Rule 451.90 (1)(c)(iii)</i> | 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<br>\$5000 minimum   | <i>Rule 451.90 (1)(c)(iv)</i>  | Position |                    | \$ 0.25  |

Revised February 2024

## Resource F: Fee Schedule

|           |   |                       |                    |           |
|-----------|---|-----------------------|--------------------|-----------|
| <b>E.</b> | <b>NOBO LISTINGS</b>  | <i>RULE 451.92</i>    |                    |           |
|           | 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 |
| <b>F.</b> | <b>NAA FEES</b>   | <i>RULE 451.90(5)</i> |                    |           |
|           |   | 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   |
| <b>G.</b> | <b>30E-3 NOTICE AND ACCESS FEES</b>   |                       |                    |           |
|           |   | 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   |
| <b>H.</b> | <b>FEE EXCLUSIONS</b>   | <i>RULE 451.90(6)</i> |                    |           |
|           | 1. Managed accounts w/5 or less shares  |                       |                    |           |
|           | 2. Nominee accounts which contain only a fractional share, i.e. less than one share |                       |                    |           |

### 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: \$ | 350 | Over 500 accounts: \$ | 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

\$.68 per mail vote.

#### D. Please refer to our Annual Proxy Guide, pages 12-13, for a detailed review of postage charges.

Revised February 2024

# Resource G: Mediant Sample Invoice



Beneficial-Account Fulfillment

## Invoice Summary

ABC Company Inc.  
 Attn: Accounts Payable  
 123 Any Street  
 Anytown, NY 12345-6789

|                |             |
|----------------|-------------|
| Invoice #:     | BPX24011234 |
| Invoice Date:  | 01/19/2024  |
| Payment Terms: | Net 30 Days |

|   |                                  |
|---|----------------------------------|
| <i>Issuer Name:</i> ABC Company Inc.                  | <i>Job Number:</i> 1234567       |
| <i>Service Type:</i> P Proxy Mailing - Annual Meeting | <i>Meeting Date:</i> 02/14/2024  |
| <i>CUSIP Number:</i> 12345C100                        | <i>Job Mail Date:</i> 01/17/2024 |

| DESCRIPTION                             | Total             |
|---|-------------------|
| PROCESSING FEES:                        | 2,373.73          |
| NEW POSTAGE CHARGES:                    | 425.55            |
| REIMBURSABLE EXPENSES:                  | 82.77             |
| OTHER CHARGES & DISCOUNTS:              | -                 |
| <b>TOTAL NET BILLINGS</b>               | <b>2,882.05</b>   |
| SALES TAX                               | 19.72             |
| LESS: ADVANCE POSTAGE PREVIOUSLY BILLED | -                 |
| <b>NEW AMOUNT DUE</b>                   | <b>\$2,901.77</b> |

**Payment Instructions:** Please reference invoice number **BPX24011234** on remittance document.  
**Billing inquiries:** Please call 877-763-1671 or email [BillingSupport@BetaNXT.com](mailto:BillingSupport@BetaNXT.com)

**By Check to:**  
 Mediant Communications Inc.  
 P.O. Box 201371  
 Dallas, TX 75320-1371

D&B# 156398286

**By ACH Payment to:**  
 Mediant Communications Inc.  
 c/o Wells Fargo Bank  
 ABA # 121000248  
 Account # 429XXXXXX  
 Swift # WFXXXX  
 Reference: BPX24011234

**By Credit Card:**  
 Note: Credit card payments are only accepted for invoices less than \$3,000!  
 NetSuite Link: <https://8125123.app.netsuite.com/app/login/secure/privatelogin.nl?c=8125123>  
 Please contact [billingsupport@betanxt.com](mailto:billingsupport@betanxt.com) for first time access.

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@BetaNXT.com](mailto:BillingSupport@BetaNXT.com) to begin receiving invoices through automated email!



## Resource G: Mediant Sample Invoice

| INVOICE DETAILS                                |           |                                    |            |                   |
|--|-----------|------------------------------------|------------|-------------------|
| Issuer Name: <b>ABC Company Inc.</b>           |           | Invoice Number: <b>BPX24011234</b> |            |                   |
| CUSIP Number: <b>12345C100</b>                 |           | Invoice Date: <b>01/19/2024</b>    |            |                   |
|  | Reference | Quantity                           | Unit Price | Total             |
| <b>PROCESSING FEES:</b>                        |           |                                    |            |                   |
| Distribution Fees:                             |           |                                    |            |                   |
| Total Positions Processed                      | I.A.1-5   | 5,242                              |            |                   |
| Positions Exempt from Fees                     | I.G.      | -1,456                             |            |                   |
|  |           | <u>3,786</u>                       | 0.500      | 946.50            |
| Preference Management Fees:                    |           |                                    |            |                   |
| Mailed   |           | 613                                | -          | -                 |
| Managed Account Processing                     | I.B.2,3,4 | 179                                | 0.160      | 28.64             |
| Non-Managed Account Processing                 | I.B.1,3,4 | 1,101                              | 0.320      | 352.32            |
| Positions Exempt from PM fees                  | I.G.      | 728                                |            |                   |
|  |           | <u>5,242</u>                       |            | <u>380.96</u>     |
| NAA Processing Fees:                           |           |                                    |            |                   |
| Total positions processed                      | I.F.      | 3,786                              | 0.250      | 473.25            |
| Nominee Search Fees                            |           |                                    |            |                   |
| Per nominee                                    | I.C.1     | 14                                 | 22.000     | 308.00            |
| Per position                                   | I.C.2,3,4 | 3,786                              | 0.140      | 265.02            |
|  |           |                                    |            | <u>573.02</u>     |
| <b>REIMBURSABLE EXPENSES:</b>                  |           |                                    |            |                   |
| Materials                                      |           | 613                                | VAR        | 82.54             |
| USPS Presorting Fees                           |           |                                    |            |                   |
| Setup  |           | -                                  | -          | -                 |
| Flat   |           | -                                  | -          | -                 |
| Letters  |           | -                                  | -          | -                 |
| Postage & Courier Charges:*                    |           |                                    |            |                   |
| Notice and Access                              |           | 595                                | VAR        | 374.85            |
| Full Set                                       |           | 15                                 | VAR        | 52.65             |
| Foreign Postage                                |           | 3                                  | VAR        | 4.50              |
| Less: Postage Discounts                        |           |                                    |            | <u>(6.45)</u>     |
| Postage Charges (Net of Savings)               |           |                                    |            | 425.55            |
| Courier Charges                                |           | -                                  | VAR        | -                 |
| Excessive Weight/Material Surcharge            |           |                                    | VAR        | 0.23              |
|  |           | <u>613</u>                         |            | <u>425.78</u>     |
| <b>OTHER CHARGES &amp; DISCOUNTS:</b>          |           |                                    |            |                   |
| Discount                                       |           |                                    | VAR        | -                 |
| Late/Adhoc Processing Fee                      |           |                                    |            | -                 |
| <b>TOTAL BILLINGS BEFORE SALES TAX</b>         |           |                                    |            | <b>2,882.05</b>   |
| <b>SALES TAX</b>                               |           |                                    |            | <b>19.72</b>      |
| <b>TOTAL GROSS BILLINGS</b>                    |           |                                    |            | <b>2,901.77</b>   |
| <b>LESS: ADVANCE POSTAGE PREVIOUSLY BILLED</b> |           |                                    |            | <b>-</b>          |
| <b>NET AMOUNT DUE</b>                          |           |                                    |            | <b>\$2,901.77</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 <https://go.betanxt.com/2024-annual-proxy-guide>

| DTC Participant | DTC# | Broker Position Breakdown |      |           |                    | Exemptions |       |
|-----------------|------|---------------------------|------|-----------|--------------------|------------|-------|
|                 |      | Total                     | Mail | eDelivery | Other Suppressions | Gifted     | Other |
| Broker A        | 1234 | 13                        | 1    | 12        | -                  | -          | 322   |
| Broker B        | 5678 | 754                       | 541  | 137       | 76                 | -          | 9     |
| Broker C        | 2345 | 1                         | -    | 1         | -                  | -          | -     |
| Broker D        | 6789 | 4                         | -    | 4         | -                  | -          | -     |
| Broker E        |      | 11                        | -    | 11        | -                  | -          | -     |
| Broker F        | 3456 | 49                        | 21   | 11        | 17                 | -          | -     |
| Broker G        | 7890 | 621                       | 1    | 608       | 12                 | -          | 2     |
| Broker H        | 4567 | 313                       | 43   | 42        | 228                | -          | 2     |
| Broker I        | 8901 | 51                        | -    | 51        | -                  | -          | 161   |
| Broker J        |      | 4                         | -    | 4         | -                  | -          | -     |
| Broker K        | 5678 | 11                        | 6    | -         | 5                  | -          | -     |
| Broker L        |      | 41                        | -    | 41        | -                  | -          | 227   |
| Broker M        | 9012 | 1                         | -    | 1         | -                  | -          | -     |
| Broker N        |      | 19                        | -    | 19        | -                  | -          | 5     |



Legal Proxy: Spark Networks SE  
ACCOUNT: \*\*\*\*\*9999

Dear Client,

Please find below your requested Legal Proxy so that you may attend this meeting and vote your shares in person. It is important for you to bring this document to the meeting with a valid identification and a copy of a recent statement.

**The meeting information is as follows:**  
Issuer: Spark Networks SE  
CUSIP: 846517100  
Meeting Date: September 1, 2023 2:00 PM Local Time

**Meeting Location:**  
Morgan Lewis & Bockius LLP, Königinstraße 9,  
80539 Munich, Germany

Record Date: July 13, 2023

**LEGAL PROXY**

KNOW ALL PERSONS BY THESE PRESENTS, that we, Mediant Test, the undersigned holder of 100.000 securities of Spark Networks SE Meeting Date September 1, 2023 do hereby revoke any proxy heretofore given by us for said securities; Further know, that we hereby appoint and constitute

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 Spark Networks SE 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: August 30, 2023

SIGNED:

ATTORNEY-IN-FACT

## Resource I: Proxy Campaign Set-Up Form

BetaNXT |  mediant

# 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@betanxt.com](mailto:documents@betanxt.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:<br>Please email a PDF of the documents to <a href="mailto:documents@betanxt.com">documents@betanxt.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: <b>(please specify)</b> | <input type="checkbox"/> Other: See page 11 of Guide for additional information.   | <input type="checkbox"/> Other: <b>(please specify)</b>  |

| 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@betanxt.com](mailto:documents@betanxt.com):  
- Agenda proposals and links to proxy materials -

# Resource J: Universal Proxy VIF Examples

**YOUR VOTE IS IMPORTANT!  
PLEASE VOTE BY:**

|   |   |
|---|---|
| INTERNET  |   |
|  | Go To: <a href="http://www.proxypush.com/">www.proxypush.com/</a>   |
|   | <ul style="list-style-type: none"><li>• Cast your vote online</li><li>• Have your Voting Instruction Form ready.</li><li>• Follow the simple instructions to record your vote.</li></ul>          |
| MAIL  |   |
|  | <ul style="list-style-type: none"><li>• Mark, sign and date your Voting Instruction Form.</li><li>• Fold and return your Voting Instruction Form in the postage-paid envelope provided.</li></ul> |



## XYZ Corporation - MANAGEMENT WHITE VIF Annual Meeting of Shareholders

For Holders as of January 5, 2024

**CONTROL NUMBER**

← Please fold here — Do not separate →

**DATE:** Wednesday, March 13, 2024  
**TIME:** 10:00 AM, Local Time  
**PLACE:** Live via Webcast: [www.cesonlineservices.com/xyzcorp](http://www.cesonlineservices.com/xyzcorp)

**All votes must be received by 11:59 PM, Eastern Time March 12, 2024.**

#### Who Can Vote

This Voting Instruction Form is provided to you as the account holder or his or her agent. You may instruct us, as the holder of record or its agent, as to how to vote your shares by filling in, signing and mailing this form or by submitting your instructions by telephone or by internet, as described above. If no instructions are provided and the form is signed and dated, the form will be voted in accordance with the recommendations of the Board of Directors.

#### Attending the Meeting

You may attend the meeting to vote your shares in person if we issue a "Legal Proxy" to bring with you. If you wish to do this please check the "To Attend the Meeting" box located at the bottom of the reverse side of this form.

#### Important Instructions

We have been requested to forward to you the enclosed proxy material relative to shares carried by us in your account but not registered in your name. Such shares can be voted only by the holder of record. We urge you to send in the enclosed voting instruction form so that we may vote your shares in accordance with your wishes.

In order for your shares to be represented at the meeting, it will be necessary for us to have your specific voting instructions. Accordingly, please give your instructions over your signature on the enclosed voting instruction form and return it to us promptly in the self-addressed, stamped envelope, also enclosed. It is understood that, if you sign without otherwise marking the voting instruction form, this will be construed as an instruction to vote the shares as recommended by the management on all matters to be considered at the meeting.

**Please note that, as a result of amendments to stock exchange rules, brokers are no longer allowed to vote shares held in their clients' account on matters related to executive compensation or in uncontested elections of directors (other than uncontested director elections of companies registered under the Investment Company Act of 1940) unless the client has provided voting instructions. Of course, it continues to be the case that brokers cannot vote their clients' shares in contested director elections and on other specific matters. Consequently, if you want us to vote your shares on your behalf on matters related to executive compensation or on the election of directors, you must provide voting instructions to us. Voting on matters presented at the shareholders meetings, particularly the election of directors, is the primary method for shareholders to influence the direction taken by a publicly-traded company. We urge you to participate in the election by returning the enclosed voting instruction form to us with instructions as to how to vote your shares in this election.** It is understood that, if you sign without otherwise marking the form, this will be construed as an instruction to vote the shares as recommended by the management on all matters to be acted upon at the meeting.

**If we do not hear from you by the tenth day before the meeting, we may vote your shares in our discretion to the extent permitted by the rules of the Exchange.** If you are unable to communicate with us by such date, we will, nevertheless follow your voting instructions, even if our discretionary vote has already been given, provided your instructions are received prior to the stockholders meeting.

PLEASE BE SURE TO SIGN AND DATE THIS VOTING INSTRUCTION FORM AND MARK ON THE REVERSE SIDE

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# Contact Information

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

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

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

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

**For billing or invoice questions:**

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

**For general information and inquiries:**

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

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

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

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

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

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

Call us at 877-838-2058.