

# 2017 PROXY GUIDE

## Corporate Issuer Services

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# Introduction



Dear Corporate Issuer,

Thank you for taking the time to review our **2017 Annual Proxy Guide**. The aim of this guide is to support you in the planning and execution of your annual meeting event, with all of the necessary information needed to distribute your proxy material to the beneficial holders of your company's stock.

Your annual meeting is an important event and requires advance work and careful attention to detail. We designed our Annual Proxy Guide to provide you with valuable guidance, documents, and schedules in order to streamline the process. In the following pages, we cover the four phases of an issuer's annual proxy event: planning, distribution, voting and reporting, and billing. You will get information about decisions you need to make, as well as critical timeframes for receiving material and mailing instructions.

At Mediant we believe the annual meeting is a powerful way of engaging shareholders. From the design of your printed proxy statement to mobile voting and document hosting websites, our focus is to ensure your branding and messaging are effectively communicated. We firmly believe new forms of digital communications will attract retail investors and get them engaged.

Technological innovation, industry expertise, and high-touch customer service are the center of everything we do at Mediant. We believe that advanced technology, superior customer service, and a tailored approach are not mutually exclusive and, together, can be incredibly powerful.

We wish you and your firm a successful 2017 proxy season!

Sincerely,



Jean Luther  
Director of Operations

# About Mediant



Mediant powers investor communications through intelligent technology and passionate people. We don't settle for the status quo. Mediant actively develops game-changing new technologies for banks, brokers, fund companies, and issuers. We connect the entire investor communications community through our single, integrated platform. Unlock new levels of efficiency and accuracy through the unprecedented transparency of the Mediant platform. Our goal? To help you enrich your customer relationships through better communications.

## Why Mediant



At Mediant, you'll find we provide more than just great technology for investor communications. We're passionate people.

With decades of unparalleled industry knowledge, our expert teams are hyper-focused on your long-term growth and success. For us, every relationship is long-term – that's why we provide high-touch service, to help you better understand regulatory requirements and achieve compliance every step of the way. We believe that advanced technology, superior customer service, and a tailored approach are not mutually exclusive and, together, can be incredibly powerful.

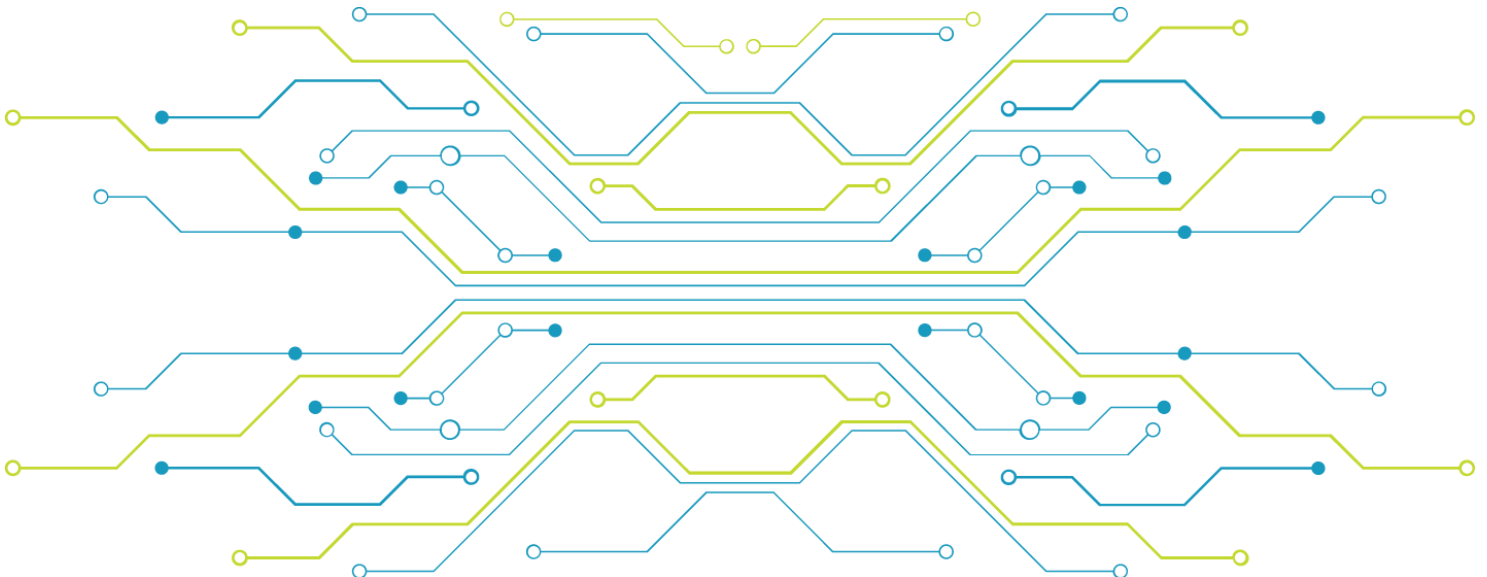
# The Proxy Planning Process



There are four phases to 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 to them 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. There may be additional charges or rush fees 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



## Phase 1: Planning

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 a PDF of documents (*Mediant can provide document hosting via our Issuer Services division*)
- Contact information for your:
  - 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@mediantonline.com](mailto:billingsupport@mediantonline.com) or you can contact us at 1-877-763-1671.

### DID YOU KNOW?

Mediant can host your proxy documents. All of our sites are mobile and tablet friendly. Premium versions are also available that make use of the latest in tile and touch technology. Please contact [info@mediantonline.com](mailto:info@mediantonline.com) for further information.

## Phase 1: Planning

### 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 elect to receive paper sets, they may do so for up to one calendar year past the meeting date by notifying Mediant via Internet, telephone or email. 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.

### DID YOU KNOW?

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



## Phase 1: Planning

### 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.)

### DID YOU KNOW?

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 Appendix B.

Material should be shipped to:

**Mediant**

**ATTN: Proxy Receiving**

**100 Demarest Drive**

**Wayne, New Jersey 07470**

Please include your CUSIP number, company name and meeting date on the shipment label or manifest. 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.

## Phase 1: Planning

### 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 on
- Voting Options
- Details of the Meeting: location, date and time
- Cut-off Date: date and time by which votes must be received (usually 5pm 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@mediantonline.com](mailto:documents@mediantonline.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 address noted above.

### AGENDA AND PROPOSALS

Please deliver this information as soon as it has been finalized. If you elect to use NAA we will need to receive your agenda at least 45 days prior to your meeting. Send these items to [documents@mediantonline.com](mailto:documents@mediantonline.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 Annual Meeting Planning page at [mediantinc.com/insights/annual-meeting-planning/](http://mediantinc.com/insights/annual-meeting-planning/). Upon receipt of the signed and authorized request we will make the list available through our secure web portal.

## Phase 1: Planning

### 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 of 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 of their vote.

### SHARE RANGE ANALYSIS

A share range analysis is available by request. Please contact us at [documents@mediantonline.com](mailto:documents@mediantonline.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 Set Up Form. You can find this form on our website at [mediantinc.com/insights/annual-meeting-planning/](http://mediantinc.com/insights/annual-meeting-planning/).

It’s easy to set up your upcoming proxy event. Simply download the form and email the completed document to [documents@mediantonline.com](mailto:documents@mediantonline.com). We will take it from there.

An example of the form is attached in Appendix F of this guide.

### DID YOU KNOW?

Mediant works with solicitors on NOBO campaigns.

For further information contact us at [documents@mediantonline.com](mailto:documents@mediantonline.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 originates 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 of 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.

## Phase 2: Distribution

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 the 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 in order 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. There are certain kinds of mailings for which USPS discounts are not available or the discounts are so minimal that they are retained by Mediant.

## Phase 2: Distribution

### 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

Packages weighing more than 18 ounces are mailed as either Priority Mail or 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 their 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 Set Up Form. This form is available at [mediantinc.com/insights/annual-meeting-planning/](http://mediantinc.com/insights/annual-meeting-planning/). 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.

Shareholders may attend the meeting to vote their shares in person. In order to do so, Mediant will need to issue them a Legal Proxy, which they will need to present at the meeting in order to vote their shares. (A sample of a Legal Proxy is shown in Appendix E.) 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.

## Phase 3: Voting and Tabulation Reporting

### INVESTMENT MANAGERS

Many Investment Managers transmit their votes using Mediant's Proxy Manager. Proxy Manager 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 of the major tabulators, transfer agents, Solicitors, and Broadridge. Votes are reported to the tabulator via an electronic file transmission, fax, or email with 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 cutoff 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 at [mediantinc.com/insights/annual-meeting-planning/](http://mediantinc.com/insights/annual-meeting-planning/). You may also email us at [tabulations@mediantonline.com](mailto:tabulations@mediantonline.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@mediantonline.com](mailto:tabulations@mediantonline.com) for more information about this service and the associated fees.

# 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. Additionally, Mediant invoices for votes captured, tabulated and reported by our system. These invoices will arrive separately and generally within one month of each other. If you have any questions pertaining to a Mediant invoice, please contact us at [billingsupport@mediantonline.com](mailto:billingsupport@mediantonline.com) or call 1-877-763-1671.

## INVOICING

### Invoice Process

Invoices are generated on a weekly basis:

- 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 are provided at the origin of the job setup utilizing our preferred standardized “Campaign Setup Form” (which is located in the Appendix Section of this guide). In the absence of the “Campaign Setup Form” a broker search card notification, 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 \$5,000.

## Phase 4: Billing

### Invoice Process, continued

- Mediant will invoice based on instructions given by your company or third party agent. Please provide the following information prior to the event set-up:
  - Billing Party
  - Billing Contact Name
  - Address
  - Telephone Number
  - Email Address

### DID YOU KNOW?

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 set-up information.

### PAYMENT TERMS

- Postage Advance Invoices: Terms are Due Upon Receipt and must be received by Mediant via overnight 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 the NYSE Rule 451. A copy of the fee schedule is located at the end of this document. A sample invoice is included in Appendix D.

# Mediant Solutions



## WHAT WE DO

Mediant offers a wide range of solutions for the investor communications lifecycle, all via our single, integrated MIC platform. Whether you're a financial advisor or a back-office professional, our centralized platform gives you access to the real-time, actionable information you need.

## MEDIANT PROVIDES A COMPREHENSIVE SUITE OF SOLUTIONS FOR:

### PROXY

- Highly scalable print, electronic, and mail management
- Extensive data analytics, robust tabulation, and reporting
- End-to-end proxy meeting support

### CORPORATE ACTIONS

- Custom-branded print and electronic corporate action communications
- Electronic corporate action documents and source materials stored online

### REGULATORY REPORT DISTRIBUTION

- Robust in-house fulfillment for control over entire regulatory report distribution process
- Automated process and better insight and tracking

### STATEMENTS & TRADE CONFIRMS

- Flexible, scalable management of statement and trade confirms
- Secure and on-time distribution and delivery

### ANYTIME, ANYWHERE ACCESS

- Quick and easy electronic access to all of our solutions from any device

### FULFILLMENT SERVICES

- Technology-enabled print, mail, and fulfillment services
- Secure facility successfully processes and distributes millions of investor communications documents each year

### REGULATORY COMPLIANCE SERVICE

- Comprehensive business rules surrounding applicable regulatory requirements
- Regulatory updates and support from compliance specialists

### TURN-KEY E-DELIVER & ARCHIVING

- SEC-compliant electronic delivery and document archive solution
- Streamlined e-consent process with custom, user-friendly sites

### PROSPECTUS SERVICES

- Comprehensive in-house print and mail system for timely and efficient prospectus delivery
- Complete and compliant support for T+1 prospectus fulfillment, pre-sale delivery, combined confirms

# Issuer Solutions



## PROXY DISTRIBUTION

Mediant offers fully compliant, custom branded print and electronic distribution and processing of proxy materials to registered shareholders, as well as turnkey notice and access services that make managing shareholder communications simple and cost effective.

## VOTE TABULATION AND INSPECTOR OF ELECTION

Tabulation and inspector of election certification must be accurate and reliable. Mediant's flexible file formats accommodate client needs, and our platforms are integrated to process internet, paper and telephone votes efficiently. Recordkeeping is facilitated for issuers because all vote data is available online.

## ENHANCED DOCUMENT HOSTING

Mediant's document hosting services are customized for each issuer and offer a range of functionality, including links to electronic ballots so shareholders can easily vote after viewing meeting materials. All annual report and proxy statement images are presented in crisp, clear screens with tabbed navigation and excellent search functionality. Mediant's document hosting sites fulfill "no-shareholder-tracking" regulatory requirements.

## ONLINE REPORTING

Issuers can stay on top of voting trends 24/7 with Mediant's real-time, online reporting capability. Information is constantly updated and easily downloaded into Microsoft Excel so that it can be shared internally and archived easily.



# Mutual Fund Proxy Solutions



## UNMATCHED PROXY MANAGEMENT

Our dedicated team specializes in mutual fund, variable annuity, and alternative investment proxy services. We expertly manage all aspects of your event from developing a comprehensive timeline customized to your needs to meeting date reporting and beyond. Mediant's consultative approach ensures you achieve your event goals, and delivers meticulous project management services, including:

- Broker search distribution
- File and data management
- Online, real-time meeting reporting
- E-delivery services
- Client-branded document hosting
- Customizable solicitation campaigns
- Tabulation certification and inspector of election services

## MEETING SUPPORT

Your dedicated relationship manager is available throughout your proxy meeting for any questions, reporting, or voting issues that may arise.

- On-site meeting support—inspector of elections and registration
- Master and Fund-specific tabulation results
- Quorum monitoring
- Final tabulation reports and filing

## SOLICITATION / CALL CENTER

An in-house dedicated call center will customize a solicitation campaign for each proxy as necessary.

- In-bound and out-bound—agents available to handle both
- Solicitation and proxy event questions
- On-demand NOBO and voted/unvoted reports
- Solicitation data analysis available to condense calling lists and provide savings

## PRINT AND MAIL MANAGEMENT

The Mediant end-to-end solution includes a scalable print network that uses intelligent technology to control and minimize print needs. Print and mail services include:

- Piece-level mail tracking
- Householding and bundling options
- Customized proxy card

## TABULATION SERVICES

Our integrated tabulation service gives real-time voting results from multiple sources, including registered and beneficial holders as well as solicitor votes.

- Digital voting services (internet and telephone)
- Votes accepted from all industry sources
- Automated overvote tracking

# MIC Platform

## THE MIC PLATFORM

Mediant's MIC platform hosts a robust suite of applications designed to provide visibility throughout the entire investor communications lifecycle. This way, you can better engage your clients at every touchpoint. The MIC platform enables you to easily track, manage, and take action on real-time communications information.



### MIC Advisor Mailbox

#### Staying one step ahead for investment advisors

- Easily view what documents are sent to which customers
- Alert clients to important communications and help them understand the reasons for these documents

### MIC Investor Mailbox

#### The one-stop-shop for the online investor

- Convenient online access to all communications in one easy-to-navigate site
- Investors can view proxy ballots, meeting materials, prospectuses, mutual fund reports, corporate action notifications, trade confirmations, tax documents, and more online
- Ability to vote on proxy ballots right from the Mailbox
- Investor education tools to help explain potentially challenging proxy terminology

### MIC Proxy Manager

#### Cutting-edge web voting for managed accounts

- Easy-to-use online tool to vote ballots and create reports for multiple accounts
- Makes proxy voting and reporting easy and reliable, supported by automated account management

### MIC Operations Manager

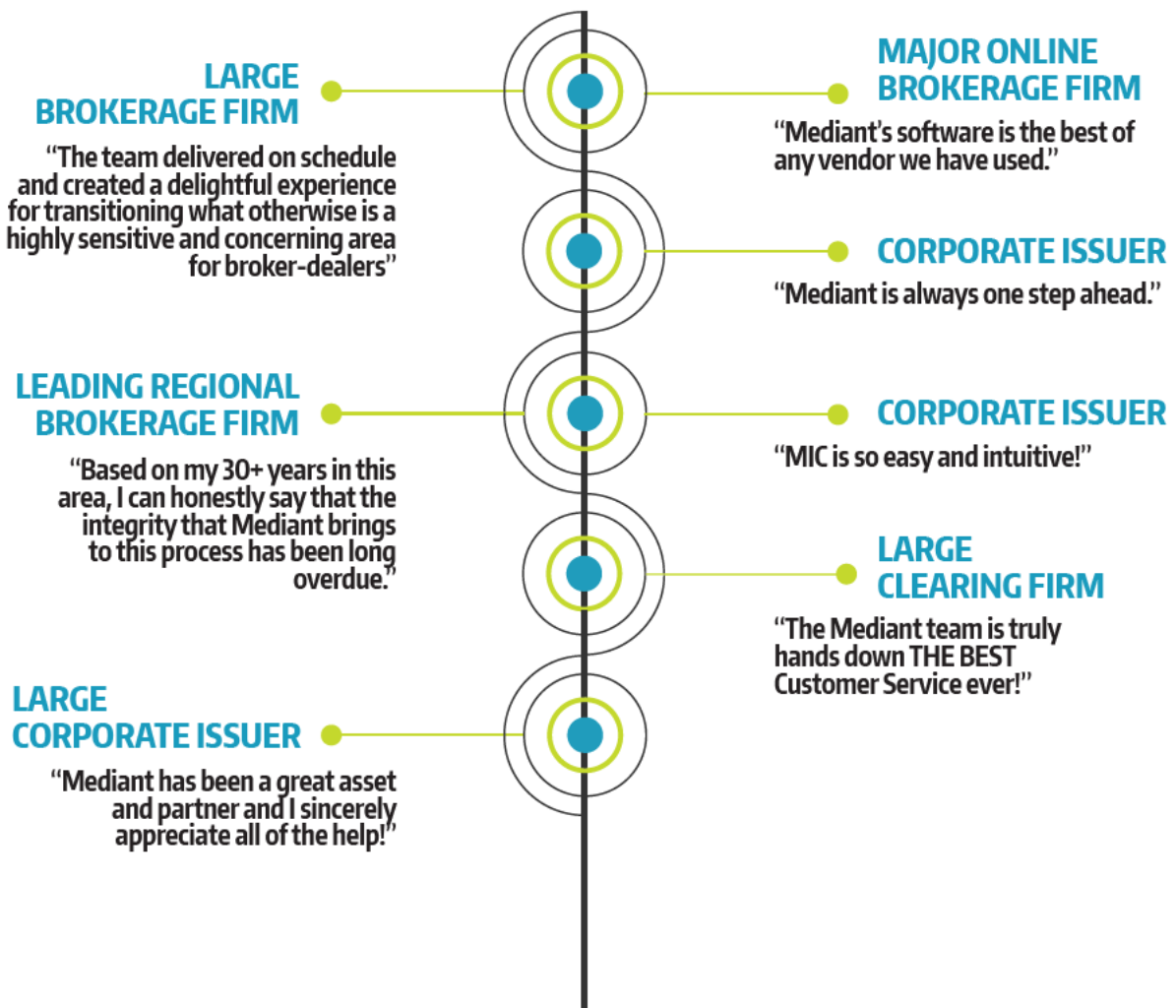
#### Transparency and compliance for the operations manager

- Ability for operations managers to monitor and audit every job and every document distributed to their customers
- Full transparency, oversight, and compliance by giving you a window into every investor communication to customers
- Track jobs from beginning to end: set-up, materials procurement, record-date positions, delivery dates, and more

# Client Testimonials



At Mediant, we pride ourselves on longstanding partnerships with our clients. We're in the business of solving problems on behalf of our customers. Our teams are extensions of your teams and are 100% committed to going above and beyond to meet your unique needs.



# 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 US, 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.

## Glossary of Terms

**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.

**Depositaries** – An agent authorized to place funds or securities in safekeeping in a Depository institution.

**Depository Trust Company (DTC)** – The Depository Trust Company 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.



## Glossary of Terms

**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.

**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 NCOALink 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 shareholder communications.



## Glossary of Terms

**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.

## Glossary of Terms

**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 registered shareholder is in possession of a stock certificate in their name and receives dividend checks 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)

## Glossary of Terms

**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.

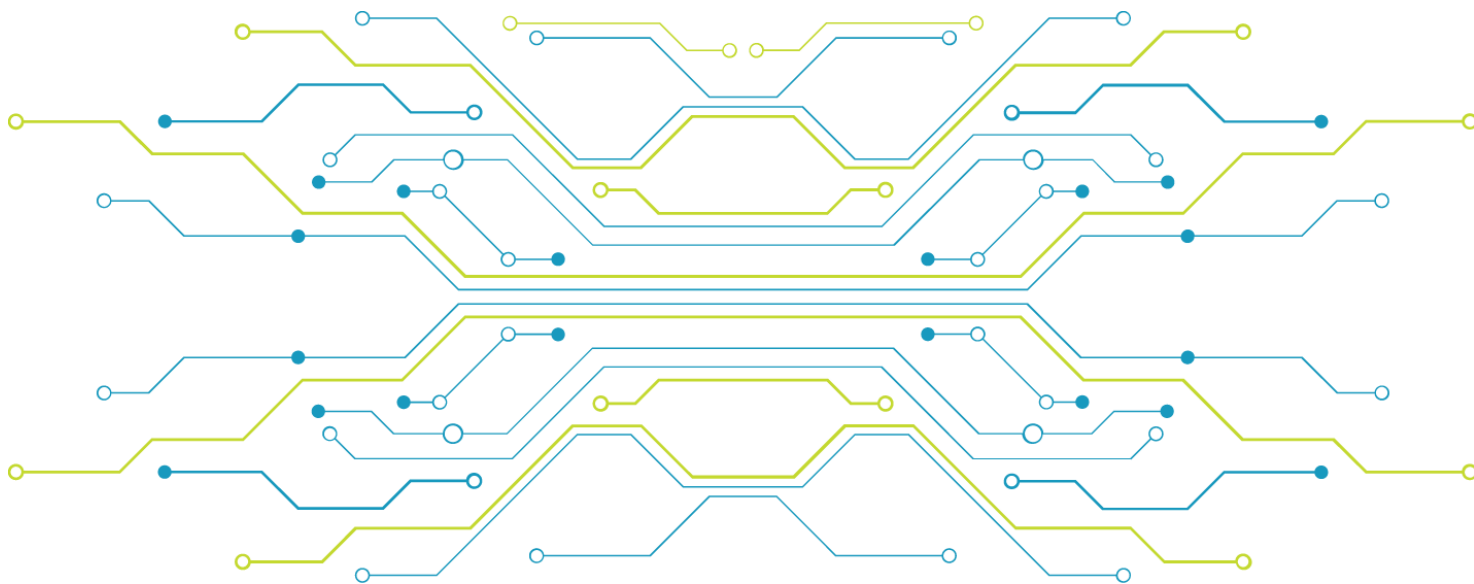
**Voting Instruction Form (VIF)** – A form similar to a proxy card, but it lacks the language appointing the proxies. A VIF is typically used by brokers and proxy agents to determine how the underlying holders want to vote.



# Appendix



- A. NOBO Request Form
- B. Delivery Guidelines
- C. Mediant Fee Schedule
- D. Mediant Sample Invoice
- E. Legal Proxy
- F. Proxy Campaign Set Up Instructions
- G. Contact Information



# Appendix A: NOBO Request Form



<b>NOBO REQUEST FORM</b>	
COMPANY INFORMATION	
<b>Company:</b>	
<b>Valid record date(s):</b>	
<b>9 Digit CUSIP #(s):</b>	
Please note: Requests for partial lists of shareholders cannot be fulfilled; only a complete listing of all NOBO shareholders may be requested.	

Intended use of NOBO (required field)		
Please note: Additional reports are not included with the NOBO listing. If you need to request reports, plan or schedule a mailing, please contact a Mediant Proxy Specialist by email at <a href="mailto:documents@mediantonline.com">documents@mediantonline.com</a> or 919-809-6675.		
NOBO list		
Mediant will mail to:		
Info Only (no mailing)		
OBO only		
OBO and NOBO		
Additional Reports (optional)		
Share Range Report		
Security Positions listing report <b>(Bank &amp; Broker Breakdown)</b>		
OBO Count		
Solicitation Campaign	Yes	No
Is this NOBO list associated with a Solicitation Campaign?		
If yes, will you provide vote results to us?		
Will you require a kill file?		
Frequency of kill files report?		
Daily      Weekly      Upon Request		
Please Note: All fees associated with a Solicitation Campaign will be billed to the Solicitor unless we are instructed otherwise.		
Media Type & Quantity		
Secure Digital File Transfer		
Please note: You will be contacted by Mediant with your secure log in to our Management Information Center platform.		

Shipping and Billing Address	
Please note: This NOBO list CANNOT be shipped to a P.O. Box, faxed or emailed.	
Shipping Address:	
Billing Address:	
Requestor Information	
<b>Request must be signed and dated by an authorized signer of the company. *Mediant requires an email confirmation from the Issuer before releasing any information.</b>	
Corporate Address:	
Telephone:	Fax:
Name (print):	
Signature:	Date:
Title:	
Email:	

By executing this application, I acknowledge the requested information is of a private nature. I agree to indemnify and hold Mediant Communications Inc. harmless from all lawsuits, claims, liabilities, damages, or judgements, including reasonable attorney fees, which may arise as a result of any misrepresentation of my authority to request this information or any misuse of this data by myself or my designated third party.

I am also certifying that I am an officer of the Issuer or a designated representative of the Issuer and I have the legal authority to request this NOBO information.

SAMPLE

cl\_1112016

Mediant, 400 Regency Forest Drive, Suite 200, Cary, NC 27518 | T: 919-809-6675 | F: 919-469-1355  
[www.mediantinc.com](http://www.mediantinc.com) | Email to: [documents@mediantonline.com](mailto:documents@mediantonline.com)



# Appendix E: Legal Proxy



## LEGAL PROXY

KNOW ALL PERSONS BY THESE PRESENTS, that we, [ABC Broker](#), the undersigned holder of [1000.0000](#) securities of [XYZ Company](#), Meeting Date [XX/XX/XXXX](#) do hereby revoke any proxy heretofore given by us for said securities; Further know, that we hereby appoint and constitute

[JOHN SMITH](#)

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 [XYZ Company](#), 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: [XX/XX/XXXX](#)

SIGNED: \_\_\_\_\_  
ATTORNEY-IN-FACT

# Appendix F: Proxy Campaign Set Up Form



## 2017 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@mediantonline.com](mailto:documents@mediantonline.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.

<b>Issuer Name:</b>	
<b>Meeting Type:</b>	
<b>Record Date:</b>	
<b>Meeting Date:</b>	
<b>Meeting Time and Location:</b>	
<b>CUSIP(s):</b>	
<b>Class of Stock:</b>	

Distribution Type:	Mail Type:	Enclosures:
<input type="checkbox"/> Traditional	<input type="checkbox"/> First Class	Please email a PDF of the documents to <a href="mailto:documents@mediantonline.com">documents@mediantonline.com</a> <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:	Signed:
City:	
State:	Date:
Zip:	Name:
Phone:	Email Address:
Email:	Phone Number:

Please send the following information to [documents@mediantonline.com](mailto:documents@mediantonline.com):  
- Agenda proposals and links to proxy materials -

# Appendix G: Contact Information



<b>For event set-up inquiries, to review your VIP or to send electronic versions of your proxy material</b>	Email <a href="mailto:documents@mediantonline.com">documents@mediantonline.com</a> or call 877-753-4756
<b>To obtain a tabulation report or for questions about tabulation services</b>	Email <a href="mailto:tabulations@mediantonline.com">tabulations@mediantonline.com</a> or call 877-763-1289
<b>For billing or invoice questions</b>	Visit us at <a href="http://mediantinc.com">mediantinc.com</a> or email <a href="mailto:info@mediantonline.com">info@mediantonline.com</a>
<b>For general information and inquiries</b>	Visit us at <a href="http://mediantinc.com">mediantinc.com</a> or email <a href="mailto:info@mediantonline.com">info@mediantonline.com</a>
<b>To learn more about Mediant's products including our Issuer Services division</b>	Email us at <a href="mailto:info@mediantonline.com">info@mediantonline.com</a>
<b>To notify Mediant of your company's upcoming corporate reorganization event</b>	Email us at <a href="mailto:documents@mediantonline.com">documents@mediantonline.com</a>
<b>For information about material delivery instructions or for directions to our warehouse</b>	Call us at 877-838-2058