

2020 PROXY GUIDE

CORPORATE ISSUER SOLUTIONS

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Introduction

Dear Corporate Issuer,

Conducting an annual meeting is much more than a requirement to meet complex regulatory obligations. It is an opportunity to effectively communicate with and engage your shareholders so they participate in proxy voting and support initiatives at your company and annual meeting.

Our 2020 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.

Mediant continues to stay at the forefront of meeting the evolving investor communications market with innovative technology solutions. In the past year, we introduced new solutions that drive shareholder engagement including Digital Shareholder Meeting and Alexa Proxy Voting, while also delivering solutions that comply with the latest regulations, including SEC Rule 30e-3 and SRD II.

Mediant strives to meet shareholders where they are today. Positioning compliance, advanced technology and our clients at the heart of what we do, we've stayed at the cutting edge of innovation to adapt to our clients' needs. We believe that the consistent flow of communication will help keep shareholders informed and encourage their voices to be heard.

We wish you and your firm a successful 2020 proxy season.

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@mediantonline.com or you can contact us at 1-877-763- 1671.

DID YOU KNOW?

Drive higher engagement and promote your brand. MIC Digital Shareholder Meeting is a flexible platform for virtual and hybrid annual meetings. We also offer Mediant's robust web hosting that directs shareholders to investor materials and key updates. Please contact info@mediantonline.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 TIPS

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 TIPS

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.

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 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@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.

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](#). 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 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.

Share Range Analysis

A share range analysis is available by request. Please contact us at 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 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@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.

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 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.

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

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 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.

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 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.

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 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 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@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 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. 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 pertaining to a Mediant invoice, please contact us at 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 should be provided to Mediant at the origin of the job setup utilizing our preferred standardized “Campaign Setup Form” (located in the appendix 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 \$5,000.
- Mediant will invoice based on instructions given by your company or third-party agent. Please provide the following information prior to the event setup:
 - Billing Party
 - Billing Contact Name
 - Address
 - Telephone Number
 - Email Address

QUICK TIPS

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 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 NYSE Rule 451. A copy of the fee schedule is located in Appendix C. A sample invoice is included in Appendix D.

About Mediant

Mediant delivers investor communications solutions to brokers, corporate issuers and funds. Our solutions are driven by leading technology and strict compliance with industry regulations, which allows clients to balance innovation with requirements. We enable brokers to effectively manage all potential touchpoints within the investor communications lifecycle — from proxy statements and prospectuses to voluntary corporate actions. We provide corporate issuers with turnkey proxy processing, and we empower mutual funds, REITs and insurance companies with a full-service, end-to-end proxy solution.

Why Mediant

We are the smart choice for investor communications:

- **Smarter, faster and better technology** – With our platform, you always have the latest technology and functionality through frequent updates and releases.
- **Frictionless client and shareholder experience** – Processes are streamlined and simplified with our best-in-class integrated platform.
- **Innovation** – We have a proven track record of providing the most technologically advanced workflow tools in the industry.
- **Strong partner network** – We have long-standing relationships with companies across the industry.
- **Deep subject matter expertise** – Our expert teams have decades of experience solving the most complex investor communications challenges.

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 Mediant 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.

Robust Web Hosting and Interactive Documents

Shareholder engagement efforts are paramount to a successful proxy outcome. A document hosting solution that is intuitive and visually appealing, while meeting compliance regulations, helps to enhance the investor experience and therefore engagement. Mediant's online document hosting solution 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 as well as hybrid meetings. MIC Digital Shareholder Meeting allows you to shape your event to best facilitate your shareholders' engagement — ease of access on any device, video and presentation capabilities, real-time voting, questions to the board, and more.

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.

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”.^[1] 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 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.

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
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Appendix A: NOBO Request Form



NOBO REQUEST FORM		
COMPANY INFORMATION		
Company:		
Valid record date(s):		
9 Digit CUSIP #(s):		
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 documents@mediantonline.com 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 (Bank & Broker Breakdown)		
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	
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.	
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.

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

Appendix B: Delivery Guidelines



Delivery Guidelines

Mediant Communications
100 Demarest Drive, Wayne, NJ 07470

General Receiving Hours
Monday-Friday 7AM to 6PM

Timely, accurate deliveries help Mediant ensure your proxy material is delivered correctly to beneficial shareholders. Please follow these material delivery guidelines:

Manifest or Packing Slip

- Always provide a manifest or packing slip.
- Manifest or Packing Slip should identify:
 - Number of skids/boxes per job
 - Number of enclosures
 - Piece counts per enclosure
 - If available, literature codes or Issuer's CUSIP
 - Mediant 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 Mediant 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 3rd 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 **Westbelt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **Westbelt**
- Turn right onto **Demarest Drive**.
- Destination will be on the right: **100 Demarest Drive, Wayne, NJ 07470**

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 **Westbelt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **Westbelt**
- Turn right onto **Demarest Drive**
- Destination will be on the right: **100 Demarest Drive, Wayne, NJ 07470**

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 2nd left onto **Demarest Drive**
- Destination will be on the left: **100 Demarest Drive, Wayne, NJ 07470**

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

February 2020



Appendix C: Fee Schedule



FEE SCHEDULE

BENEFICIAL-ACCOUNT FULFILLMENT

I. NYSE PUBLISHED PROCESSING FEES		PER	FEE
LAST UPDATED 12/10/20			
A. DISTRIBUTION FEES			
1. Annual	Rule 451.90 (1)(b)(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	Rule 451.90 (1)(b)(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	Rule 451.90 (2)	Position	
Annual meetings			\$ 0.20
Special meetings (non-election of directors meeting)			\$ 0.40
4. Contested mailings	Rule 451.90 (1)(b)(ii)	Position	
			\$ 1.00
5. Interim mailings	Rule 451.90 (3)	Position	
			\$ 0.15
B. PREFERENCE MANAGEMENT FEES (PAPER ELIMINATION)			
1. Proxy, annual reports (e-delivery, householding and Proxy Manager)	Rule 451.90 (4)(a)	Position	\$ 0.32
2. Proxy, annual reports (managed acct)	Rule 451.90 (4)(a)	Position	\$ 0.16
3. Follow-up	Rule 451.90 (4)(b)	Position	\$ 0.10
4. Interim reports	Rule 451.90 (4)(b)	Position	\$ 0.10
C. INTERMEDIARY NOMINEE COORDINATION FEE			
1. Per nominee Plus	Rule 451.90 (1)(c)(i)	Job	\$ 22.00
2. Annual meeting	Rule 451.90 (1)(c)(ii)	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	Rule 451.90 (1)(c)(iii)	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 \$5000 minimum	Rule 451.90 (1)(c)(iv)	Position	\$ 0.25



E.	NOBO LISTINGS	RULE 451.92		
	Charge per name sent to issuer	Position	\$	0.065
	Plus	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
F.	NAA FEES	RULE 451.90(5)		
		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
G.	30E-3 NOTICE AND ACCESS FEES			
		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
H.	FEE EXCLUSIONS	RULE 451.90(6)		
	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

\$.55 per mail vote.

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

Appendix D: Mediant Sample Invoice



Beneficial-Account Fulfillment

Invoice Summary

ABC Corporation
123 Main St
Gotham City, NY 00100 USA

Invoice #:	BPX16044444
Invoice Date:	04/15/20
Payment Terms:	Net 30 Days

Issuer Name: ABC Corporation Service Type: P Proxy Mailing - Annual Meeting CUSIP Number: 999999999		Job Number: 9934667 Meeting Date: 05/19/20 Job Mail Date: 04/11/20
DESCRIPTION		Total
PROCESSING FEES:		13,759.51
NET POSTAGE CHARGES:		4,814.55
REIMBURSABLE EXPENSES:		427.72
OTHER CHARGES & DISCOUNTS:		27.72
TOTAL NET BILLINGS		19,029.49
SALES TAX		950.62
LESS: ADVANCE POSTAGE PREVIOUSLY BILLED		-
NET AMOUNT DUE		\$19,980.11

Payment Instructions: Please reference invoice number on remittance document.
Billing inquiries: Please call 877-763-1671 or email BillingSupport@mediantonline.com

By Check to:
 Mediant Communications
 Inc.
 P.O. Box 29976
 New York, NY 10087-9976

 D&B# 156398286

By ACH Payment to:
 Mediant Communications Inc.
 ABA# 021000021
 Account # 935864710
 JP Morgan Chase Bank
 270 Park Ave., NY, NY 10017
 Reference: BPX16041061

NOTE: Billing for vote returns will follow approximately two weeks after meeting date.



INVOICE DETAILS				
Issuer Name: ABC Corporation		Invoice Number: BPX1604444		
CUSIP Number: 999999999		Invoice Date: 04/15/20		
	Reference	Quantity	Unit Price	Total
PROCESSING FEES:				
Distribution Fees:				
Total positions processed	I.A.1-5	12,971		
Positions Exempt from Fees	I.G.	- 15		
		12,956	Tiered	6,389.32
Preference Management Fees:				
Mailed		5,040	-	-
Managed Account Processing	I.B.2,3,4	794	0.160	127.04
Non-Managed Account Processing	I.B.1,3,4	7,124	0.320	2,279.68
Positions Exempt from PM fees	I.G.	13		
		12,971		2,406.72
NAA Processing Fees:				
Total positions processed	I.F.	12,956	Tiered	3,091.20
Nominee Search Fees:				
Per nominee	I.C.1	4	22.000	88.00
Per position	I.C.2,3,4	12,956	Tiered	1,784.27
				1,872.27
REIMBURSABLE EXPENSES:				
Materials		5,040	VAR	379.62
USPS Presorting Fees				
Setup		-	-	-
Flat		659	0.065	42.84
Letters		-	-	-
				42.84
Postage & Courier Charges:*				
Notice and Access		4,258	VAR	2,065.01
Full Set		701	VAR	4,024.45
Foreign Postage		81	VAR	107.14
Less: Postage Discounts				(1,382.05)
Postage Charges (Net of Savings)				4,814.55
Courier Charges		-	VAR	-
Excessive Weight/Material Surcharge			VAR	5.26
		5,040		4,819.81
OTHER CHARGES & DISCOUNTS:				
EBIP (Enhanced Brokers' Internet Platform)		28	0.990	27.72
Discount		VAR	VAR	-
Late/Rush Processing Fee				-
TOTAL BILLINGS BEFORE SALES TAX				19,029.49
SALES TAX				950.62
TOTAL GROSS BILLINGS				19,980.11
LESS: ADVANCE POSTAGE PREVIOUSLY BILLED				-
NET AMOUNT DUE				\$19,980.11

* 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 www.mediantonline.com/proxyguide

Broker Position Breakdown					
DTC Participant	DTC#	Total	Mail	eDelivery	Other Suppressions*
COR Clearing	0052	208	171	34	3
Interactive Brokers	0534	615	232	357	26
Janney Montgomery Scott LLC	0374	2,455	1,539	336	580
Robinhood Securities	0793	9,678	3,096	436	6,146

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



2020 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 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: Please email a PDF of the documents to documents@mediantonline.com
☐ Traditional	☐ First Class	☐ Proxy Statement / Circular
☐ Notice & Access	☐ Standard Presort – <i>Postage Savings Apply – See page 11 of Guide for additional information</i>	☐ Annual Report
☐ Stratified		☐ 10K
☐ Other: (please specify)	☐ Other: See page 11 of Guide for additional information.	☐ Other: (please specify)

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@mediantonline.com:

- Agenda proposals and links to proxy materials -



Appendix G: Contact Information

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

- Email documents@mediantonline.com or call 877-753-4756

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

- Email tabulations@mediantonline.com or call 877-763-1289

For billing or invoice questions:

- Visit us at mediantinc.com or email info@mediantonline.com

For general information and inquiries:

- Visit us at mediantinc.com or email info@mediantonline.com

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

- Email us at info@mediantonline.com

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

- Email us at documents@mediantonline.com

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

- Call us at 877-838-2058