

10 Tips for a Smooth Annual Meeting

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Annual meeting season is upon us. It is a stressful time, requiring intense planning and coordination. There are multiple stakeholders to manage, from senior executives to activist shareholders to the media. It is a critical event that must go off without a hitch.

Computershare's inspectors of election have served at thousands of meetings over the years. They have gained valuable insights on what it takes to run a meeting, and the pitfalls that can disrupt it. If you are in charge of coordinating your company's annual meeting, here are Computershare's 10 top best practices to help ensure a smooth event from start to finish.

- 1. Key votes** - Make sure management, including board members, and trustees for employee plan shares vote their positions prior to the meeting. Every vote is important, but missing the votes for these larger positions is a highly visible error and can potentially affect the outcome of a vote.
- 2. Location** - Whether you're meeting at your corporate office or a hotel meeting room, make sure it is easily accessible with clear directional signage. Shareholders that can easily navigate the meeting site on their own will free up personnel from directing shareholders to the registration table or coat room.
- 3. Prepare your inspector** - Your inspector of election is a critical part of your annual meeting. Ensure the role they play goes well by reviewing the script with them a few days before the meeting. Make sure they understand the specific numbers and voting results that will be read aloud, as well as any speaking parts they may have. Let them know at what point the polls formally close as well as if the vote reported at the meeting is a preliminary vote or the final results.
- 4. Dress rehearsal** - Even the most seasoned executives can benefit from rehearsing their portions of the script. Practicing the question and answer section allows management to make adjustments and become fully prepared and comfortable for the audience. This exercise also ensures that the audio-visual components are functioning as expected. This is also a good time to review each person's role in the meeting, as well as the roles of key contacts at the meeting.
- 5. Set the stage** - Shareholders who attend your meeting can be a big wildcard. But good preparation can minimize disruptions and keep things running smoothly. Provide shareholders with information in the proxy statement or on the admission ticket so that they know what to expect. For example, if cell phones are prohibited at the meeting, informing shareholders ahead of time will minimize problems among shareholders during the admission process. Knowing what is expected during the meeting will also assist the chairman in keeping the meeting on track. A good way to do this is to distribute a code of conduct. And make sure you properly brief your employees assisting at the meeting so that they offer a welcoming and helpful tone to shareholders at all times.
- 6. Crowd control** - The press and shareholder activists can be the biggest obstacles to having a smooth meeting, but sometimes they are also an unavoidable part of the process. Be aware of their presence and have a plan in place to manage them properly. Assign someone on your staff to be the official liaison to building security to ensure effective communication.
- 7. Data privacy** - Remember that confidentiality of shareholder data and voting results are vital. Provide a secure space as a tabulation room for the Inspector of Election.
- 8. Emergency procedures** - An emergency plan should be prepared and practiced in the event of fire or other major disruption. The script should include a section to be used if it becomes necessary to end the business part of the meeting quickly based on the preliminary tabulation results. Otherwise, you may end up having to reconvene the meeting at a later date.
- 9. Shareholder activists** - Engage with shareholder activists as soon as possible to ensure they are aware of the rules and code of conduct at the meeting. Have someone from your company available to speak with activists and allow them to voice their concerns prior to the meeting in order to reduce their access to an audience.

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10. Must-have documentation - Add these documents to your checklist so they are available at the meeting:

- > **Oath of inspector of election** - The oath signed by the inspector of election states that they will perform the duties impartially and to the best of their ability. Make sure this is completed ahead of the meeting to save time. If a representative from Computershare is serving as Inspector of Election, we can supply the oath.
- > **Shareholder ballots** - Ballots allow shareholders to vote at the meeting. While it is infrequent that shareholders vote by ballot, the option must be available to them.
- > **Record date shareholder file** - Know who is entitled to vote! This file lists registered shareholders as of the record date that are entitled to vote at the meeting. As your transfer agent, Computershare will provide a certified file ten days prior to the meeting.
- > **Affidavit of mailing** - This document attests to the date your meeting materials began mailing. It provides evidence that meeting materials were sent on time, allowing ample

opportunity for voting, in case shareholders question this. If Computershare is responsible for your registered shareholder proxy mailing, we will provide you with an affidavit.

- > **Proxy committee ballot** - This form allows the proxy committee to formally vote the shares for which proxies have been submitted. Without this legal document, voting results will not be official.
- > **Meeting materials** - it's a good practice to have a supply of annual reports and proxy statements on hand in case a shareholder asks for copies.

We hope these tips help you get a handle on your annual meeting. Even so, you're bound to have some stress. So here's one last bonus tip: be sure to release that stress in constructive ways. Some suggestions include listening to music, visualization, exercise, deep breathing, and limiting caffeine intake. We all have our go-to stress relieving techniques - the time leading up to your meeting is a good time to put them to use.