



**American Stock Transfer & Trust  
Company , LLC**

---

Setup Guidelines for Shareholder Meetings  
Notice and Access  
Proxy

---



**American Stock Transfer & Trust Company , LLC**  
**Table of Contents**

Proxy Tabulation results:  
**AST PROXY**  
**CENTRAL**  
[www.amstock.com](http://www.amstock.com)

---

	<u><b>PAGE</b></u>
Proxy Questionnaire for Traditional Full Package Mailing	1-7
Proxy Questionnaire Notice and Access Mailings	9-16



# American Stock Transfer & Trust Company , LLC

## Notification and Setup Guidelines for Shareholder Meetings

Proxy Tabulation results:  
**AST PROXY  
CENTRAL**  
[www.amstock.com](http://www.amstock.com)

Dear Valued Client,

AST understands the importance of your annual meeting to you and your shareholders. We have dedicated ourselves to providing the best possible proxy services to you. In an effort to properly address all aspects of your meeting, we request that you complete and return the attached proxy questionnaire and use the guidelines as a reference tool during the proxy season.

Please let us know if there is anything further we can provide to assist you in your preparation for your meeting.

### **AST now offers enhanced Annual Meeting Services and provides fully integrated financial Printing! Introducing AST Document Solutions**

#### Comprehensive Document, Data and Communication Services

As you prepare for your upcoming annual meeting, we are pleased to announce that we now offer enhanced annual meeting services and provide fully integrated financial printing. We can assist you throughout the entire process. The addition of these services will help streamline communications, while allowing your materials to be seamlessly produced, coordinated and distributed.

The annual meeting process requires expert coordination between your transfer agent, the Securities Exchange Commission (SEC), your employee stock plan administrator and other third parties. AST's Proxy and Annual Meeting Services team serves as the single point of contact, partnering with you to address all regulatory requirements and unique considerations for your annual shareholder meeting. From broker search to proxy materials and shareholder voting options, AST's Proxy and Annual Meeting Services team employs a discipline of specialized knowledge, in-depth consultation and flawless execution.

We offer comprehensive assistance with:

- Document creation and management
- EDGAR filing services
- Graphics and design
- Variable imaging and data technologies
- Print and distribution of materials

Our team can help you with your upcoming meeting and customize services to successfully meet your requirements.

To learn more about how we can assist you, contact your Relationship Manager or email us directly at [ASTDocumentSolutions@amstock.com](mailto:ASTDocumentSolutions@amstock.com).

#### **\*\*Please Note New Mailing Address \*\***

Effective July 1st, 2016, all material should be delivered to:

American Stock Transfer & Trust Company , LLC  
ATTN: AST Mail Services  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219

#### **Delivery Instruction:**

- Hours – 8:30AM to 5:30PM
- Location – AST's Loading Dock located on 63<sup>rd</sup> Street
- Inside Delivery
- No Tractor Trailers

**A Manifest must accompany each incoming Shipment.**

For more information, see page 5, section VI



Please fill in or select from drop-downs your answers in the **red** fields.

**COMPANY NAME:** [Click here to enter text.](#)

**I) Meeting Type:** [Choose an item.](#)

Please indicate if your meeting is an Annual or Special Meeting?

**II) Dates:**

**1) Record Date:** [Click here to enter a date.](#)

- A minimum of 3 business days is required between a record date and mail date to ensure broker settlements and internal processing.
- **Make sure that DTC is correctly advised in a timely manner of record and meeting date information on your CUSIPs;** DTC's Omnibus Proxy process is dependent on timely and accurate receipt of meeting and record date information. Record and meeting date information should be EMAILED to [proxyannouncements@dtcc.com](mailto:proxyannouncements@dtcc.com)
- AST must receive a position listing from the Depository Trust Company as of the record date. Please setup authorization for AST to request listings on your behalf online. In addition DTC will be introducing a new Electronic Omnibus Proxy capability in late January 2013. For further information regarding your Position Listing and Omnibus Proxy go to the Depository Trust Company web page at [www.dtcc.com/spr](http://www.dtcc.com/spr)  
Please provide AST with an expected delivery date for material. Printed materials must be delivered at least **3 business days** prior to our mail date to ensure mailing on the requested date. Any request to expedite the mailing will result in an additional charge.

**2) Material Receipt Date:** [Click here to enter a date.](#)

**3) Mailing Date:** [Click here to enter a date.](#)

A minimum of 20 to 30 business days between mail date and meeting date is recommended. If not mailing via first class please allow 6 to 8 weeks.

**Send affidavit of mailing to:**

**First Name:** [Click here to enter text.](#)

**Last Name:** [Click here to enter text.](#)

**Address:** [Click here to enter text.](#)

**County/Town:** [Click here to enter text.](#)

**State:** [Click here to enter text.](#)

**Zip Code:** [Click here to enter text.](#)

**4) Meeting Date:** [Click here to enter a date.](#)

Please notify AST staff if any of the above dates change. Notification to Broadridge Proxy Services and the Depository Trust Company of these dates and any subsequent changes is also required.

**III) Broker Search:**

**1) Will AST conduct the broker search?** [Click here to select.](#)

(SEC) Rule 14a-13 requires that a Broker Search should take place at least 20 business days prior to the record date for an annual meeting. Consult your attorney as to SEC notification rules for special meetings.



American Stock Transfer & Trust Company , LLC  
NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS

**i) If Not, has a Proxy Solicitor been retained? [Click here to select.](#)**

If Proxy Solicitation has been retained, please provide solicitor's contact name, phone number, fax number and e-mail address:

**First Name:** [Click here to enter text.](#)  
**Last Name:** [Click here to enter text.](#)  
**Phone number:** [Click here to enter text.](#)  
**Fax Number:** [Click here to enter text.](#)  
**Email address:** [Click here to enter text.](#)

**IV) Tabulating Proxies and Plans:**

- 1) Will AST mail to registered holders? [Click here to select.](#)**
- 2) Will AST be tabulating results? [Click here to select.](#)**

We cannot provide an accurate tabulation unless a position listing from The Depository Trust Company is transmitted to AST. (See II.1.\* above)

- 3) Will AST mail for any of your benefit plans?\* [Click here to select.](#)**

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service

- 4) What type of plan? [Click here to select plan type.](#)**
- 5) What is the plan administrator's name and contact information (phone, fax and e-mail address)?**

**First Name:** [Click here to enter text.](#)  
**Last Name:** [Click here to enter text.](#)  
**Phone number:** [Click here to enter text.](#)  
**Fax Number:** [Click here to enter text.](#)  
**Email address:** [Click here to enter text.](#)

- 6) Will your plan administrator vote the shares? [Click here to select.](#)**
  - i) If you are an AST's Equity Plan Solutions (EPS) Client, please select the appropriate plan: [Click here to select a plan.](#)**
- 7) Do you wish to offer telephonic voting? (IVR) \* [Click here to select.](#)**

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service.

- 8) Do you wish to offer Internet voting? \* [Click here to select.](#)**

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service.

- 9) Are there any other classes of stock entitled to vote: [Click here to select.](#)**

(e.g., Restricted, Preferred, Class B, etc.)

**If yes, please specify: [Choose an item.](#) If "Other": [Click here to enter text.](#)**

- 10) SPECIAL VOTING RIGHTS: [Click here to select.](#)**

**If yes, please state ratio: [Click here to enter text.](#) for [Click here to enter text.](#) (e.g., 10 for 1)**

- 11) TREASURY SHARES HELD IN STREET NAME: [Click here to select.](#)**

As you are aware, treasury shares are not entitled to vote.



**American Stock Transfer & Trust Company , LLC**  
**NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS**

Please provide the share quantity, the name of the brokerage firm and the Depository Trust Company participant number so that we can adjust our records accordingly.

**Share Quantity:** [Click here to enter text.](#)

**Brokerage Firm Name:** [Click here to enter text.](#)

**Depository Trust Company participant number:** [Click here to enter text.](#)

**12) DIRECTOR VOTE:**

By default, AST tabulates proxy cards using Plurality Voting (see definition below), the industry standard. If your preferred tabulation method is not plurality, please contact your relationship manager. Please note that the card appearance will differ under different tabulation methods.

**i) Majority Voting:** [Click here to select.](#)

Majority voting is a standard under which individual board directors must get a majority of votes cast by shareholders in order to win or retain their seats

**ii) Plurality Voting:** [Click here to select.](#)

Under Plurality voting, directors who receive the most "for" votes are elected; there is no "against" option, and votes that are actively "withheld" or simply not cast are disregarded in the tally. Thus, in theory, a director nominee could be elected to the board with a single affirmative vote, even though all the other votes were withheld.

**iii) Cumulative Voting:** [Click here to select.](#)

**\*\*AST now offers enhanced Annual Meeting Services and provides Fully Integrated Financial Printing\*\***

**V) Enclosures:**

**1) Please list each piece that will be included in the mailing:**

Example: *Annual Report, 10K, Notice / Proxy Statement, or Other.*

**Line 1:** [Click here to enter text.](#)

**Line 2:** [Click here to enter text.](#)

**Line 3:** [Click here to enter text.](#)

- AST will provide mailing envelopes and return envelopes. Additional charges apply.
- Materials must be 8½x11 in order to fit inside a 9x12 envelope. The maximum thickness for the complete package is ½ inch. Materials that are larger or thicker will require special handling. (Additional charges will apply in such instances)
- Also note, non standard sized annuals, spiral bound, compact sizes and folders requiring material to be inserted require special handling and charges may apply. Please be sure to advise us in advance to ensure timely mailings.

**VI) Mailing:**

**\*\*Please note: Effective July 1<sup>st</sup>, 2014 you will receive a separate invoice for prepaid postage for your proxy mailing\*\***



**American Stock Transfer & Trust Company , LLC**  
**NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS**

**1) Should the materials be sent via First Class or Standard (Formerly Bulk Mail) mailing?\***  
[Click here to select.](#)

\*If you have selected first class mail, AST may use Smartmail Services, an expedited drop ship method with a delivery commitment comparable to first class mail, and will pass on mailing savings of approximately 8% of postage costs. If you have selected Standard (formerly Bulk Mail), please be aware that you must have at least 500 pieces of mail to qualify for this service. If you would like Broadridge to mail Standard to the street holders you will need to contact them directly.

As a result of postal delays during proxy season, AST does not recommend mailing your proxy material via Standard (Formerly Bulk Mail) mail less than 6 weeks before a meeting. In the event that your meeting is in less than 6 weeks and you would still like to mail Standard (Formerly Bulk Mail), AST’s policy requires that you provide written instructions to do so which reference the mailing date and meeting date.

**2) Are we distributing materials via email delivery?\*** [Click here to select.](#)

\*Additional charges apply. **If yes**, you must contact us for further instructions on the setup procedures.

**3) Do you require house holding mailing?\*** [Click here to select.](#)

\* Please note that SEC regulations state that issuers must mail a consent form to holders regarding house holding at least once prior to any householder mailing. We advise that you consult with your legal counsel or relationship manager.

**4) Material Delivery:**

Printed materials should be delivered at least **3 business days** prior to our mail date to ensure mailing on the requested date. Your financial printer should provide a bill of lading to accompany your materials indicating the number of cartons being shipped, and the number of pieces per carton for each item being sent. Material should be shipped as follows, failure to do so will result in additional shipping charges:

**! Please note the new delivery instructions below!**

**Registered Shareholders and Non-Broadridge Participants**

American Stock Transfer (AST)	Broadridge
<b>American Stock Transfer &amp; Trust Company , LLC</b> <b>ATTN: AST Mail Services</b> <b>6201 15<sup>th</sup> Avenue</b> <b>Brooklyn, NY 11219</b> <b>718-921-8311</b>	51 Mercedes Way Edgewood, N.Y. 11717
<b>Delivery Instruction:</b> <ul style="list-style-type: none"> <li>○ Hours – 8:30AM to 5:30PM</li> <li>○ Location – AST’s Loading Dock located on 63<sup>rd</sup> Street</li> <li>○ Inside Delivery</li> <li>○ No Tractor Trailers</li> </ul> <b>A Manifest must accompany each incoming Shipment.</b>	

**5) Should excess material be returned or destroyed?** [Click here to select.](#)

If surplus is being returned, please provide delivery instructions below.

- First Name:** [Click here to enter text.](#)
- Last Name:** [Click here to enter text.](#)
- Organization:** [Click here to enter text.](#)
- Street address line 1:** [Click here to enter text.](#)
- Street address line 2:** [Click here to enter text.](#)
- City:** [Click here to enter text.](#)
- State:** [Click here to enter text.](#)
- Zip Code:** [Click here to enter text.](#)



**\*\*Edgar Filing Services are now available through AST\*\***

#### 6) Proxy Cards:

AST will print your proxy card. Please email the language to be formatted for your card directly to your relationship manager and [printing@amstock.com](mailto:printing@amstock.com), preferably in Microsoft Word format. We will set up your proof promptly and e-mail it to you. If approved, you should mark all pages of the proxy card "OK TO PRINT".

Proxy cards must be approved for print at least **5 business days prior** to your scheduled mail date. This is to ensure AST has all items ready for mailing on the mail date. NOTE: Due to privacy concerns, we no longer print share amounts on shareholder proxy cards.

##### i) Name and email address where proxy card should be sent:

**First Name:** [Click here to enter text.](#)

**Last Name:** [Click here to enter text.](#)

**Email address:** [Click here to enter text.](#)

##### ii) Say-When-on-Pay / Say-on-Pay:

- Will proxy card require a Say-When-on-Pay vote? [Click here to select.](#)
- Will proxy card require a Say-on-Pay vote? [Click here to select.](#)

#### VII) Distribution of Proxy Material to Street Holders:

**\*\*AST now provides Fully Integrated Financial Printing \*\***

##### 1) Is BROADRIDGE PROXY SERVICES being shipped direct?\* [Click here to select.](#)

\*By NYSE regulation (Rule 451 paragraph D1) BROADRIDGE PROXY SERVICES has 5 business days to consummate a mailing. Please note, if your mailing is not commenced 15 calendar days prior to your meeting all routine items become non-routine, which will have an impact on your voting results. If you have a time sensitive mailing please contact BROADRIDGE PROXY SERVICES directly to discuss at (631) 254-7067.

#### VIII) Quantities needed for meeting:

BROADRIDGE PROXY SERVICES will contact us with their final requirements 3 days after record date. Quantities given prior to record date are estimates only and may increase or decrease after record date.

#### IX) Inspector of Elections (Additional charges apply):

##### 1) Do you require a representative from AST to attend the Meeting and act as Inspector? [Click here to select.](#)

##### 2) If an inspector is needed please provide us with the location and time of your meeting:

**Time:** [Indicate meeting time here.](#)

**Time Zone:** [Indicate time zone here.](#)

**Date:** [Click here to enter a date.](#)

**Street address line 1:** [Click here to enter text.](#)

**Street address line 2:** [Click here to enter text.](#)

**City:** [Click here to enter text.](#)

**State:** [Click here to enter text.](#)

**Zip code:** [Click here to enter text.](#)





**American Stock Transfer & Trust Company , LLC**  
**NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS**

---

**X) Confirmation of Mailing:**

To ensure accuracy, once your materials are received and AST is ready to mail, AST's Quality Control Department will contact you to confirm the mailing is complete and can be released: AST will generally not release a mailing without your acknowledgement.

**XI) Proxy Tabulation Results:**

Proxy Reports are available online through our website. Several types of reports are available including detailed reports and summary reports by proposal. Below is a link for AST Proxy Central: [http://www.amstock.com/corporate/corporate\\_proxy1.asp](http://www.amstock.com/corporate/corporate_proxy1.asp)

AST tabulates shareholders' votes several times throughout the day. As a result, we have replaced mailing hard copy tabulation reports with a comprehensive website, updated throughout the day and emails of daily proxy reports. The schedule for proxy report emails is: Beginning 10 business days prior to your meeting date, a summary report is emailed daily. Additional individual and broker reports are emailed for the two days prior to your meeting date. Please provide the contact information for those who should receive automatic email reports.

**Email address(es)\*:** [Click here to enter text.](#)

\*Multiple email addresses must be separated by “;”

Please note: though AST will be sending you the tabulation report via email we encourage you to login to retrieve the latest tabulation results. This information is accessible at anytime by visiting our website and logging in to AST Proxy Central. If you are not setup as a user contact your relationship manager to setup your access. If you would like a demonstration of our website services such as Proxy Central please contact your relationship manager.

**XII) Hosting proxy material on AST's website:**

**1) Will AST be hosting your materials?** [Click here to select.](#)

**Please see below for our services regarding web-hosting.**

- AST offers the following hosting services:
  - AST now offers hosting of proxy materials on our core website. Shareholders can view and print materials online or request hard copy packages.
  - Companies should upload the PDF of the material at least 2 business days prior to the mailing date and should adhere to the following formats:
  - Annual Reports must be named ARxxxxx.pdf (**please insert the five-digit Company number**)\*.
  - Proxy Statements must be named PSxxxxx.pdf (**please insert the five-digit Company number**)\*.
  - All other documents must be named \*OTxxxxx.pdf (where \* is a digit from 1-9 incrementally and **the five-digit Company number**)\*.

\*If you do not know your Company's five-digit number, please contact your relationship manager

- Email documents to [Proxymaterial@amstock.com](mailto:Proxymaterial@amstock.com) or
- The following is the information required to upload your proxy material:  
**URL:** <https://sftp.amstock.com> (**please note the s in “https”**)  
**Username:** ProxyMaterial (**not case sensitive**)  
**Password:** proxy123 (**case sensitive**)

**Special Instruction:**

[Click here to enter text.](#)





**American Stock Transfer & Trust Company , LLC**  
**NOTICE AND ACCESS SETUP GUIDELINES**  
**FOR SHAREHOLDER MEETINGS**

Proxy Tabulation results:  
**AST PROXY**  
**CENTRAL**  
[www.amstock.com](http://www.amstock.com)

Dear Valued Client,

AST understands the importance of your annual meeting to you and your shareholders. We have dedicated ourselves to providing the best possible proxy services to you. In an effort to properly address all aspects of your meeting, we request that you complete and return the attached proxy questionnaire and use the guidelines as a reference tool during the proxy season.

Please let us know if there is anything further we can provide to assist you in your preparation for your meeting.

**AST offers enhanced Annual Meeting Services and provides fully integrated financial Printing!**  
**Introducing AST Document Solutions**  
Comprehensive Document, Data and Communication Services

As you prepare for your upcoming annual meeting, we are pleased to announce that we now offer enhanced annual meeting services and provide fully integrated financial printing. We can assist you throughout the entire process. The addition of these services will help streamline communications, while allowing your materials to be seamlessly produced, coordinated and distributed.

The annual meeting process requires expert coordination between your transfer agent, the Securities Exchange Commission (SEC), your employee stock plan administrator and other third parties. AST's Proxy and Annual Meeting Services team serves as the single point of contact, partnering with you to address all regulatory requirements and unique considerations for your annual shareholder meeting. From broker search to proxy materials and shareholder voting options, AST's Proxy and Annual Meeting Services team employs a discipline of specialized knowledge, in-depth consultation and flawless execution.

We offer comprehensive assistance with:

- Document creation and management
- EDGAR filing services
- Graphics and design
- Variable imaging and data technologies
- Print and distribution of materials

Our team can help you with your upcoming meeting and customize services to successfully meet your requirements.

To learn more about how we can assist you, contact your Relationship Manager or email us directly at [ASTDocumentSolutions@amstock.com](mailto:ASTDocumentSolutions@amstock.com).

**\*\*Please Note New Mailing Address \*\***

Effective July 1st, 2016, all material should be delivered to:

American Stock Transfer & Trust Company , LLC  
ATTN: AST Mail Services  
6201 15<sup>th</sup> Avenue  
Brooklyn, NY 11219

**Delivery Instruction:**

- Hours – 8:30AM to 5:30PM
- Location – AST's Loading Dock located on 63<sup>rd</sup> Street
- Inside Delivery
- No Tractor Trailers

**A Manifest must accompany each incoming Shipment.**

For more information, see page 7, section VIII



American Stock Transfer & Trust Company , LLC  
NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS

## Notice and Access

### The Notice of Internet Availability of Proxy Materials (“Notice”)

Notice must be sent by an Issuer to its shareholders at least forty (40) days prior to the meeting date and should include:

- ✓ Information presented in plain English
- ✓ Prominent Legend with details regarding Meeting Date, Time and Location
- ✓ Clear description of matters to be considered at meeting
- ✓ List of materials to be viewed online
- ✓ Specific website address to access materials
- ✓ Location of materials on website
- ✓ Toll-free number and e-mail address from which shareholders may request copies of proxy materials at no cost

Please fill in or select from drop-downs your answers in the **red** fields.

**\*\*Please note: Effective July 1<sup>st</sup>, 2014 you will receive a separate invoice for prepaid postage for your proxy mailing\*\***

**COMPANY NAME:** [Click here to enter text.](#)

**I) Meeting Type:** [Choose an item.](#)

Please indicate if your meeting is an Annual or Special Meeting?

**II) Dates:**

**1) Record Date:** [Click here to enter a date.](#)

- A minimum of 3 business days is required between a record date and mail date to ensure broker settlements and internal processing.
- **Make sure that DTC is correctly advised in a timely manner of record and meeting date information on your CUSIPs;** DTC's Omnibus Proxy process is dependent on timely and accurate receipt of meeting and record date information. Record and meeting date information should be EMAILED to [proxyannouncements@dtcc.com](mailto:proxyannouncements@dtcc.com)
- AST must receive a position listing from the Depository Trust Company as of the record date. Please setup authorization for AST to request listings on your behalf online. In addition DTC will be introducing a new Electronic Omnibus Proxy capability in late January 2013. For further information regarding your Position Listing and Omnibus Proxy go to the Depository Trust Company web page at [www.dtcc.com/spr](http://www.dtcc.com/spr)

**2) Meeting Date:** [Click here to enter a date.](#)

Please notify AST staff if any of the above dates change. Notification to Broadridge Proxy Services and the Depository Trust Company of these dates and any subsequent changes is also required.

AST must receive a position listing from the Depository Trust Company (DTC) as of the record date. Please setup authorization for AST to request listings on your behalf online. The web page for DTC is: [www.dtcc.com/spr](http://www.dtcc.com/spr)

**3) Material Receipt Date:** [Click here to enter a date.](#)

Please provide AST with an expected delivery date for material. Printed materials must be delivered at least **3 business days** prior to our mail date to ensure mailing on the requested date. Notice cannot be mailed before material has been posted to a website. Any request to expedite the mailing will result in an additional charge.



American Stock Transfer & Trust Company , LLC  
NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS

4) **Mailing Date:** [Click here to enter a date.](#)

As previously noted, mailing must occur at a minimum of 40 days before the meeting date. Internet and telephonic voting will be automatically added on as part of the requirements.

**Send Affidavit of mailing to:**

**First Name:** [Click here to enter text](#)  
**Last Name:** [Click here to enter text.](#)  
**Address:** [Click here to enter text.](#)  
**City:** [Click here to enter text.](#)  
**State:** [Click here to enter text.](#)  
**Zip Code:** [Click here to enter text.](#)

**III) Webhosting**

Materials must be posted on a public website at least 40-days prior to meeting date.

**Material will be posted on website (date)** [Click here to enter a date.\\*](#)

*\* Effective as of 2009 all companies must make proxy material available on a website (must be cookies free).*

- An issuer may use its main website as long as there is a link for shareholders to directly access materials. (must be cookies free)
- It is recommended that the links to proxy materials and a sample of the proxy card be provided to the brokerage community 47-50 days prior to the meeting date.
- Broadridge requires the issuer to provide links of the materials and will post them on their web page.

1) **Please indicate who will act as web host of your proxy material:**

**Web host:** [Click here to select.;](#) **If Other:** [Click here to enter text.](#)

- AST offers the following hosting services:
  - AST now offers hosting of proxy materials on our core website. Shareholders can view and print materials online or request hard copy packages.
  - Companies should provide the PDF of the material at least 2 business days prior to the mailing date and should adhere to the following formats:
  - Annual Reports should be named ARxxxxx.pdf (**please insert the five-digit Company number**).
  - Proxy Statements should be named PSxxxxx.pdf (**please insert the five-digit Company number**).
  - All other documents should be named \*OTxxxxx.pdf (where \* is a digit from 1-9 incrementally and **the five-digit Company number**).

*\*If you do not know your Company's five-digit number, please contact your relationship manager.*

- Email documents to [Proxymaterial@amstock.com](mailto:Proxymaterial@amstock.com) or
- The following is the information required to upload your proxy material:  
**URL:** <https://sftp.amstock.com> (**please note the s in "https"**)  
**Username:** ProxyMaterial (not case sensitive)  
**Password:** proxy123 (case sensitive)

**\*\*Edgar Filing Services are available through AST\*\***



## IV) Proxy Cards

### 1) General Information

- A proxy card must be set up and approved for fulfillments, second mailings, etc. All nominee and proposal information must always be provided. AST allows extra space in its proxy card design and the information provided in the Notice can be readily included on the proxy card itself.
- AST will print your proxy card for fulfillment. Please email the language to be formatted for your card directly to [printing@amstock.com](mailto:printing@amstock.com) and your relationship manager, preferably in Microsoft Word format. We will set up your proof promptly and e-mail it to you. If approved, you should mark all pages of the proxy card "OK TO PRINT".
- Proxy cards must be approved for print at **least 5 business days** prior to the notification card. This is to ensure AST has all items ready for mailing fulfillment requests. NOTE: Due to privacy concerns, we no longer print share amounts on shareholder proxy cards.

### 2) Say-When-on-Pay:

Will proxy card require a Say-When-on-Pay vote: [Click here to select.](#)

### 3) Proxy Card Mailing Date (Optional): [Click here to enter a date.](#)

Physical proxy cards may be sent out no sooner than ten (10) days after the 40-day notice is mailed. **Note:** Another copy of the 40-day notice must accompany the proxy card.

## V) Fulfillment of Proxy Material Requests

**\*\*AST offers enhanced Annual Meeting Services and provides Fully Integrated Financial Printing\*\***

### 1) Proxy Materials for Fulfillment Requests (please list below)\*

Example: *Annual Report, 10K, Notice / Proxy Statement, or Other.*

Line 1: [Click here to enter text.](#)

Line 2: [Click here to enter text.](#)

Line 3: [Click here to enter text.](#)

\* It is suggested that 10-15% of last year's quantity should be printed to fulfill material requests.

### 2) Who will fulfill Proxy Material Requests\*? [Click here to select.](#)

If Other:

Website address: [Click here to enter text.](#)

Toll-Free Number: [Click here to enter text.](#)

\* Material requests must be fulfilled within three (3) business days. However, if Broadridge, a bank or broker has to request materials from the issuer or proxy solicitor, it may take up to ten (10) to fulfill the request.

## VI) Broker Search



American Stock Transfer & Trust Company , LLC  
NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS

1) How will the brokerage community be notified of the Issuer's use of notice and access?

Broadridge\*\* and other members of the brokerage community will be notified through the normal broker search process.

**\*\*As per Broadridge's Notice and Access guidelines: proxy proposals, director information and voting recommendations must be set up on their website at <https://myservice.broadridge.com/universalportal/logon.aspx>**

- Please visit their website to confirm the process for the street position, and to approve the Notice card.
- FAILURE TO FOLLOW THESE INSTRUCTIONS, MAY RESULT IN A STANDARD HARDCOPY MAILING FOR YOUR MEETING WITH BROADRIDGE. IF YOU HAVE ANY CONCERNS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE AT BROADRIDGE

**\*\*AST provides Fully Integrated Financial Printing \*\***

2) Will AST conduct the broker search? [Click here to select.](#)

(SEC) Rule 14a-13 requires that a Broker Search should take place at least 20 business days prior to the record date for an annual meeting. *This Rule still applies in the case of notice and access. Consult your attorney as to SEC notification rules for special meetings.*

i) If not, has a Proxy Solicitor been retained? [Click here to select.](#)

Please provide solicitor's contact name, phone number, fax number and e-mail address.

First Name: [Click here to enter text.](#)  
Last Name: [Click here to enter text.](#)  
Phone number: [Click here to enter text.](#)  
Fax Number: [Click here to enter text.](#)  
Email address: [Click here to enter text.](#)

## VII) Tabulating Proxies and Plans:

1) Will AST mail to registered holders? [Click here to select.](#)

2) Will AST be tabulating results? [Click here to select.](#)

We cannot provide an accurate tabulation unless a position listing from The Depository Trust Company is transmitted to AST. (See II.1.\* above)

3) Will AST mail for any of your benefit plans? [Click here to select.](#)

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service

4) What type of plan? [Click here to select plan type.](#)

5) What is the plan administrator's name and contact information (phone, fax and e-mail address)?

First Name: [Click here to enter text.](#)  
Last Name: [Click here to enter text.](#)  
Phone number: [Click here to enter text.](#)  
Fax Number: [Click here to enter text.](#)  
Email address: [Click here to enter text.](#)



**American Stock Transfer & Trust Company , LLC**  
**NOTIFICATION AND SETUP GUIDELINES FOR SHAREHOLDER MEETINGS**

---

6) Will your plan administrator vote the shares? [Click here to select.](#)

i) If you are an AST's Equity Plan Solutions (EPS) Client, please select the appropriate plan: [Click here to select a plan.](#)

7) Do you wish to offer telephonic voting? (IVR) \* [Click here to select.](#)

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service.

8) Do you wish to offer Internet voting? \* [Click here to select.](#)

\*There are additional charges for these services. Please contact your relationship manager for additional charges for this service.

9) Are there any other classes of stock entitled to vote: [Click here to select.](#)

If yes, please specify: [Choose an item.](#) If "Other": [Click here to enter text.](#)  
(e.g., Restricted, Preferred, Class B, etc.)

10) SPECIAL VOTING RIGHTS: [Click here to select.](#)

If yes, please state ratio: [Click here to enter text.](#) for [Click here to enter text.](#) (e.g., 10 for 1)

11) TREASURY SHARES HELD IN STREET NAME: [Click here to select.](#)

As you are aware, treasury shares are not entitled to vote. Please provide the share quantity, the name of the brokerage firm and the Depository Trust Company participant number so that we can adjust our records accordingly.

**Share Quantity:** [Click here to enter text.](#)

**Brokerage Firm Name:** [Click here to enter text.](#)

**Depository Trust Company participant number:** [Click here to enter text.](#)

12) DIRECTOR VOTE:

By default, AST tabulates proxy cards using Plurality Voting (see definition below), the industry standard. If your preferred tabulation method is not plurality, please contact your relationship manager. Please note that the card appearance will differ under different tabulation methods.

i) **Majority Voting:** [Click here to select.](#)

Majority voting is a standard under which individual board directors must get a majority of votes cast by shareholders in order to win or retain their seats

ii) **Plurality Voting:** [Click here to select.](#)

Under Plurality voting, directors who receive the most "for" votes are elected; there is no "against" option, and votes that are actively "withheld" or simply not cast are disregarded in the tally. Thus, in theory, a director nominee could be elected to the board with a single affirmative vote, even though all the other votes were withheld.

iii) **Cumulative Voting:** [Click here to select.](#)

## VIII) Material Delivery

1) Do you require house holding mailing? [Click here to select.](#)

Please note that SEC regulations state that issuers must mail a consent form to holders regarding house holding at least once prior to any householder mailing. We advise that you consult with your legal counsel or your relationship manager.

If AST is the fulfillment agent, printed materials should be delivered at least **3 business days** prior to our mail date to ensure mailing on the requested date. Your financial printer should provide a bill of lading to accompany your materials indicating the number of cartons being shipped, and the number of pieces per carton for each item being sent. Material should be shipped as follows, failure to do so will result in additional shipping charges:





**! Please note the new delivery instructions below!**

**Registered Shareholders and Non-Broadridge  
Participants**

American Stock Transfer (AST)	Broadridge
<b>American Stock Transfer &amp; Trust Company , LLC</b> <b>ATTN: AST Mail Services</b> <b>6201 15<sup>th</sup> Avenue</b> <b>Brooklyn, NY 11219</b> <b>718-921-8311</b>	51 Mercedes Way Edgewood, N.Y. 11717
<b>Delivery Instruction:</b> <ul style="list-style-type: none"> <li>○ Hours – 8:30AM to 5:30PM</li> <li>○ Location – AST’s Loading Dock located on 63<sup>rd</sup> Street</li> <li>○ Inside Delivery</li> <li>○ No Tractor Trailers</li> </ul> <b>A Manifest must accompany each incoming Shipment.</b>	

**IX) Inspector of Elections (Additional charges apply):**

- 1) Do you require a representative from AST to attend the Meeting and act as Inspector? [Click here to select.](#)
- 2) If an inspector is needed please provide us with the location and time of your meeting:

**Time:** [Indicate meeting time here.](#)  
**Time Zone:** [Indicate time zone here.](#)  
**Date:** [Click here to enter a date.](#)  
**Street address line 1:** [Click here to enter text.](#)  
**Street address line 2:** [Click here to enter text.](#)  
**City:** [Click here to enter text.](#)  
**State:** [Click here to enter text.](#)  
**Zip code:** [Click here to enter text.](#)

**X) Confirmation of Mailing:**

To ensure accuracy, once your materials are received and AST is ready to mail, AST’s Quality Control Department will contact you to confirm the mailing is complete and can be released: AST will generally not release a mailing without your acknowledgement.

**XI) Proxy Tabulation Results:**

Proxy Reports are available online through our website. Several types of reports are available including detailed reports and summary reports by proposal. Below is a link for AST Proxy Central: [http://www.amstock.com/corporate/corporate\\_proxy1.asp](http://www.amstock.com/corporate/corporate_proxy1.asp)

AST tabulates shareholders’ votes several times throughout the day. As a result, we have replaced mailing hard copy tabulation reports with a comprehensive website, updated throughout the day and emails of daily proxy reports. The schedule for proxy report emails is: Beginning 10 business days prior to your meeting date, a summary report is emailed daily. Additional individual and broker reports are emailed for the two days prior to your meeting date. Please provide the contact information for those who should receive automatic email reports.

**Email address(es)\*:** [Click here to enter text.](#)

\*Multiple email addresses must be separated by “;”

**Please note:** though AST will be sending you the tabulation report via email we encourage you to login to retrieve the latest tabulation results. This information is accessible at anytime by visiting our website and logging in to AST Proxy Central. If you are not setup as a user contact your relationship manager to setup your access. If you would like a demonstration of our website services such as Proxy Central please contact your relationship manager.

**Special Instruction:** [Click here to enter text.](#)