

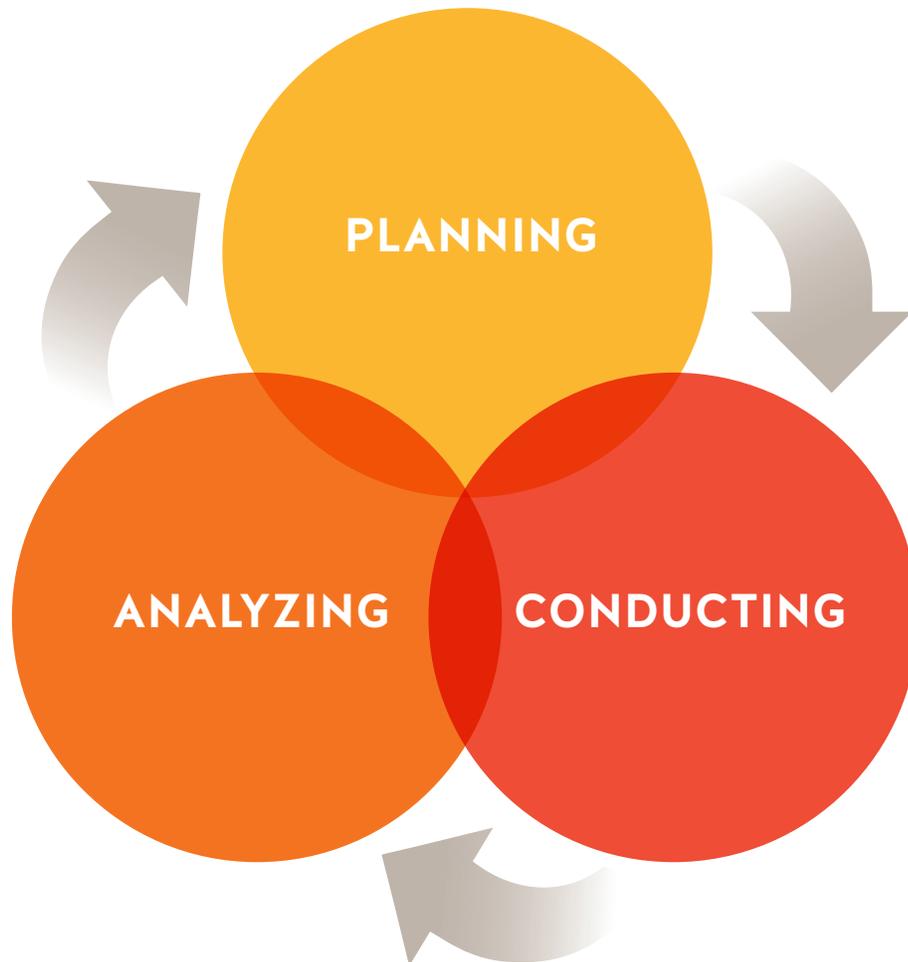


IPO SERIES: TO, THROUGH AND BEYOND THE IPO

# MAKE YOUR FIRST ANNUAL MEETING A SUCCESS

## THE IPO TRANSFORMATION

*Tapping the financial markets through an IPO is both an exciting and challenging task. In this series – “To, Through and Beyond the IPO” – AST shares its deep expertise and insights into the entire process as a private company goes public.*



# Planning a Successful Annual Meeting

## YOU'VE GONE PUBLIC – MEET YOUR SHAREHOLDERS!

Welcome to the world of publicly traded companies! One of your first major events will be your annual shareholder meeting, which can be filled with complexities.

And equally important, your annual meeting is much more than a requirement to meet regulatory obligations. The annual meeting offers an opportunity to build and strengthen vital relationships face-to-face with your registered shareholders, employees and beneficial shareholders. You want to demonstrate the care you have for your investors while exceeding their expectations.

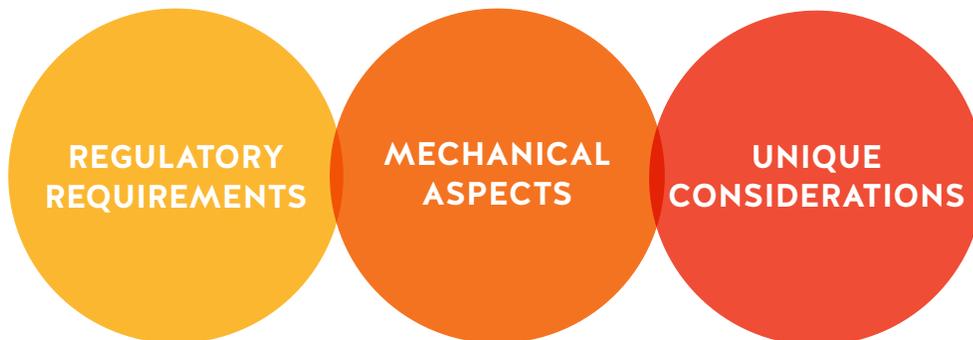
How can you ensure your meeting is on target for both you and your shareholders? There is a key area of support that will make all the difference: a solid team of corporate governance consulting and solicitation professionals.

## NO MORE ROUTINE ANNUAL MEETINGS

With the demise of broker-discretionary voting in director elections, the near universal requirement of annual say-on-pay votes, and investor ability to propose placing alternative proxy access shareholder nominees on the management proxy ballot, there are truly no longer routine annual meetings.

In this environment of increased regulation, expanded disclosure requirements, and greater empowerment of investors, companies increasingly need year-round counsel and tactical support to help them understand changing investor sentiment and to secure necessary shareholder support on a range of issues. Examples include board elections, executive compensation and shareholder-sponsored proposals on corporate governance, shareholder rights and environmental and social issues.

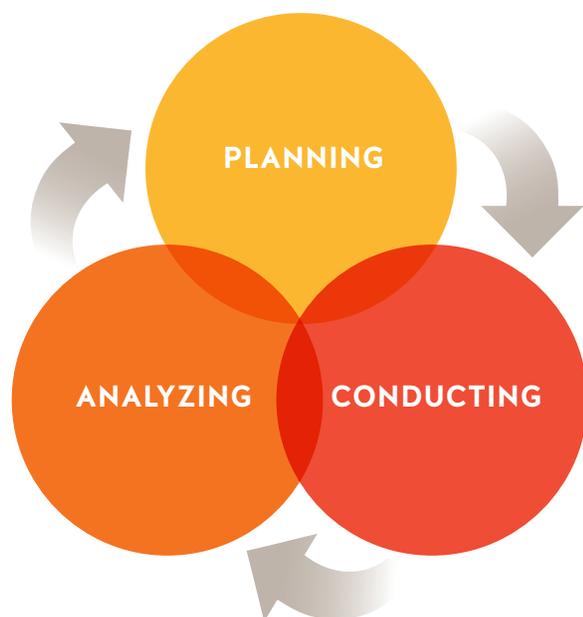
## The annual meeting will present numerous requirements and key deliverables



## SEEK COMPREHENSIVE SUPPORT

Comprehensive corporate governance consulting and solicitation services are a necessity. Your corporate governance consulting team should function as a true partner with skin in the game on your goals and objectives, helping you not only before and during the annual meeting, but equally important, after. Here are some of the ways they should support you throughout the process:

## Corporate governance professionals will guide you through the process.



### BEFORE THE SOLICITATION: **PLANNING**

- Review ownership base from perspective of proxy voting
- Identify potential vulnerabilities in governance profile and board composition
- Provide a road map for interacting with proxy voters geared towards the company's largest institutional investors
- Quantify the impact and influence of proxy advisors (e.g., ISS, Glass Lewis) over company's unique ownership base
- Run ISS model on behalf of the client, if appropriate
- Perform an equity plan analysis, which reviews the parameters of your plans against the guidelines of your top investors
- Project the vote across all shareholder groups on a range of potential management and shareholder-sponsored proposals
- Share best practices from other leading companies

### DURING THE SOLICITATION: **CONDUCTING**

- Maintain contact with significant institutional investors
- Develop effective response strategies to activism and negative proxy advisor recommendations
- Implement proven strategies to increase retail voting participation
- Analyze voting results in real time and suggest and implement additional solicitation strategies as required

### AFTER THE MEETING: **ANALYZING**

- Participate in post-meeting review of the entire process, participants, tactics and results
- Suggest improvements and refinements for future efforts
- Identify investors for post-meeting engagement

If you engage the right team of skilled professionals, they can help you properly navigate the numerous and complex regulatory requirements and proxy processes involved, as well as execute the tactical plans you'll need for obtaining shareholder approval of your corporation's proposals. You took the first big step going public – now get the right services and support to take the next, holding your first annual meeting!

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