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Annual Meeting Guide
from Continental Stock Transfer & Trust
2015 Proxy Season Update

Your Annual Meeting is one of the most important events of the year. Continental Stock Transfer & Trust will treat it with the heightened attention and expertise it deserves.

As your Transfer Agent, we stand ready to fulfill your annual or special shareholder meeting’s requirements – and comply with SEC regulations and industry guidelines. Continental’s Annual Meeting Guide will assist you with the preparation of this important corporate event. As you begin to plan for your meeting process, please know that Continental offers an entire suite of services to meet all of your needs, running the gamut from the most basic to the most complex.

Although we did not see many changes this year involving proxy rules, we are pleased to see an aggressive review underway to improve the U.S. Proxy Voting System. For many years, institutional investors and public companies have been frustrated that because the current proxy voting system does not provide the tabulator the ability to confirm an investor’s vote at shareholder meetings. The main areas of concern are:

Accuracy - All votes properly cast should be correctly tallied with certainty.

Certainty - The proxy voting system should provide an end-to-end confirmation process enabling both companies and shareholders to confirm that votes properly cast were included in the final tally as directed.

In December 2010, the University of Delaware teamed up with Broadridge to convene an industry roundtable. The group created a recommendations to encourage the development of a method by which tabulators, nominees and proxy service providers could furnish each other with sufficient information to permit an investor to receive electronic validation that voting was tabulated as instructed.

For the past three years the vote confirmation group has been in regular discussions to develop operational protocols and communication interfaces to implement a series of recommendations to ensure proxy voting and tabulation are managed correctly, rather than the current system where over-voting is rampant. The transfer agent industry, as well as banks, brokers and Broadridge continue to work toward a common solution, but we are certainly not there yet.

The Securities Transfer Association (STA) released a written report on industry efforts to improve the U.S. proxy voting system. The full press release and copy of the report is available on the STA website: www.stai.org. Please visit our website www.continentalstock.com and view other interesting articles regarding the proxy process in our Fall newsletter. http://continentalstock.com/notes-from-the-chairman/
A Final Note:
Regular communication with your shareowners is key to a successful meeting. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and Boards actively engage shareowners throughout the year. We now offer meetings through video conferencing. With our state of the art Polycom video conference system, Continental now offers meetings through video conferencing. With our state of the art Polycom video conference system, Continental can assist you with facilitating audio/video conferencing, conduct an audio only session, or coordinate multiple phone lines through our bridge connectivity.

Whatever your corporate needs during meeting season, Continental stands ready to provide you with the tools you will require with a personal touch and full access when you need us most.

Our Annual Meeting Guide truly has every bit of information you will need, and we hope you will rely on it and our top-rated Proxy Group.

Nearly 50 years ago, Continental was founded on a specific vision: to fully support emerging, midsize and growth companies with superior client responsiveness and uniquely tailored business solutions. Along with our staff of seasoned professionals, this foundation is what allows us to respond quickly and nimbly to our customers, and to design and execute flawlessly on suites of services we know are best suited to each client. It is what makes us a significant presence in the industry. It is the basis of our commitment never to settle for the status quo.

As you may know, Continental earned the position of #1 Stock Transfer Agent in North America in 2010, 2011, 2012 and 2013. In addition, we have ranked #1 in Value for eleven years straight among all major agents in Stockholder Consulting Services, Inc. (SCS) annual industry-wide client surveys. As proud as we are of our history, we are even more proud of the fact that we satisfy our customers time and again.

General Recommendations
Sound practices can be employed year-round to help companies understand and react to shareholders’ concerns. Regular communication is key. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and boards actively engage shareholders to make sure they understand any potential problem or issue.

This is a first step. Other “musts” include developing an understanding of your corporate shareholder profile, working to solidify relationships with your larger and more influential shareholders, and developing an acute sense of these shareholders’ views on the company’s overall performance and existing governance practices.
You should be acutely aware that an increase in the number of retail shares held in street name will likely result in a significant reduction in the vote for directors. The implications of this reduction will vary among companies. However, if a particular director had a significant percentage of votes withheld last year, special measures should be considered to ensure a better result this year.

Continental’s Proxy and Annual Meeting Services
Continental’s Proxy and Annual Meeting service offerings are the best in the industry. Not only do we “do it all,” we do it by employing full-time specialists year round to ensure that you and your staff deal only with knowledgeable personnel dedicated to specific tasks and available when you require them most. Assigning all Annual Meeting-related service functions to our specialized Proxy Department allows your regular Account Administrator to be available to you for crucial day-to-day needs without diversion. Having full-time Meeting specialists available to our clients distinguishes Continental from most, if not all, other agents.

Continental Edgar
Continental Edgar serves as an excellent complement to our Annual Meeting services. We encourage clients to consider the cost saving benefits of using this service, which is delivered with the same expertise and value you have come to expect from Continental’s Stock Transfer Services. Among the services Continental Edgar can provide are:

EDGAR Filings: We are a full service SEC EDGAR filing agent and can file your company’s Form 10-Qs, 10-Ks and other key SEC documents. Our services are available to you 24/7.

XBRL Reporting: Our specialists will apply Specific Data Tags of Taxonomies to your financial information that are provided as exhibits to your periodic reports.

Newswires: We can disseminate your corporate press releases and financial disclosures to a variety of media outlets quickly and cost effectively. Our services are supported by technology embedded in our processing system. In addition to the mailing and tabulation services you would expect, we are able to offer a number of other critical capabilities, including:

- DTC linkage.
- Electronic Broadridge linkage.
- Electronic distribution of Annual Meeting materials.
- XBRL/EDGAR Filing.
- Householding of shareholder positions.
- Intuitive Internet voting.
- Telephonic voting.
- Incorporation of Employee Plan share position.
- Interface with all outside solicitors.
- Reconciliation of “over-voted” positions.
- Inspector of Election.
- The variety of services required under Notice and Access, including Fulfillment, online document conversion and Web Hosting.

The Annual Meeting Guide is intended to ensure that months of planning, your countless hours of preparation, and all the arrangements you have made produce a successful outcome.

As always, Continental’s experienced and dedicated Annual Meeting/Proxy staff stands ready to assist. Our goal is to make your meeting a success.
Coordination
Continental works closely with our clients and their outside vendors to coordinate the development of a proxy card and to manage required supplies. We also monitor the timing of key events to be certain all mailings are timely, and that street materials are properly managed. Partnership is a key to our approach to the entire Meeting cycle. It is critically important to establish timelines and vendor relationships, including determining if a solicitor is needed. This decision should be made as soon as possible.
Your experience tells you that a successful vote outcome depends on the cooperation and resources of a number of industry participants. DTC, Broadridge, a solicitor, a printer, and several other partners may also be employed. This Meeting Guide outlines the roles each of these plays in the Meeting process and it provides sample letters, required forms, and detailed instructions to perform these important tasks.

Regulatory changes have raised the bar to achieving a desired voting percentage. Your firm may need the special capabilities of a proxy solicitor in order to get the votes you need – even for a quorum. This may be true especially if any one of your proposals is controversial or is opposed by a known block or activist group. Engaging a proxy solicitor can be a prudent “investment”. Please see our list of partners or ask us for additional information.
Please direct any inquiry or question you may have to us as soon as possible.
Broadridge Financial Solutions, Inc.

Broadridge plays a major role in facilitating communication between a corporate issuer and its shareholders. Since this communication is extremely important, the basic information we are providing on Broadridge’s role should help this communication process.

Five days after Broadridge has been informed of your record date and Meeting date, it will have an estimate of the material requirement to mail to beneficial shareholders. Three business days after the record date, Broadridge will provide a record date Position Report and Confirmation, indicating the exact material requirement to mail to your beneficial shareholders. Continental can provide you with these numbers, or, if you would like, you can visit Broadridge directly at www.broadridge.com, or use their automated system at 631.254.7067. Have your CUSIP number available to use the system.

For fulfillment under Notice and Access, intermediaries (Broadridge) must prepare their own Notice and customize it to indicate how clients can provide voting instructions to the intermediary. Please note that Broadridge must receive the link to your proxy materials no later than five business days prior to your mailing date. Hence, issuers will have to provide the Notice information to these intermediaries or their agents in advance of the 40-day mailing deadline.

The intermediary has three business days from receipt of the request from the investor for hard copy material to forward it to the company or its agent, which, in turn, has three business days from its receipt to forward it back to the intermediary, which again has three business days from its receipt of the materials to forward the request to the investor.

Obviously, when the various three day periods are totaled – with mailing times added – the cumulative time from investor request to the receipt of the requested package may be three weeks or longer. In this scenario, there may be very little time for the investor to vote or to vote in an informed manner.

Our View – Broadridge’s Proxy Services

You may be aware that Broadridge is offering its proxy distribution services for both registered and beneficial (street) holders. While the concept of “one-stop shopping” may seem appealing at first glance, experience over the past several years indicates that this approach results in a number of significant problems. Most notably, Broadridge does not provide the scope of services that we at Continental do. Additionally, using the Broadridge services for your registered shareholders will increase your costs.
Broadridge Services Fall Short in Several Areas, as Follows:

- Broadridge does not return address change information to the transfer agent. In this regard, their practice does not comport with SEC requirements, which mandate that issuers and their transfer agents record the “last date of contact.” This information must be maintained by your agent to comply with lost-shareholder search and escheatment requirements.
- Broadridge does not furnish the issuer with any shareholder comments. As an issuer, you are not able to address shareholders’ questions or concerns in a timely fashion.
- Broadridge does not forward any shareholder-appended information regarding transfers, lost certificates, or other matters critical to maintaining pristine records and reducing escheatment costs.
- Broadridge requires transfer agents to supply registered shareholder information to them via secure Excel files and lists, services which will result in additional costs.
- Finally, many clients have contracts which already include the services Broadridge will offer. Contracting with Broadridge will merely double the cost without the issuer deriving additional benefit.

Continental is in the best position to distribute materials to your registered shareholders and to tally their votes in an accurate manner. We encourage you to use Broadridge for your beneficial holders only.

Overview

Continental’s experienced staff is available to assist you in achieving a smooth and cost-effective Meeting. However, there are several key tasks and recommended timelines for you to consider:

- Continental must be notified of the model you will employ under Notice and Access when the record date and meeting date are set.
- Have the proxy card approved by Continental’s proxy services for printing by the record date.
- Establish and have the web site available on the mail date.
- Allow four to five weeks between the proxy mail date and the Meeting date (41 calendar days under the Notice Only option).

The Annual Meeting project can best be viewed in a number of stages: Preparation, Mailing, and the Meeting/Tabulation. These stages are outlined on the following pages.
Annual Meeting Guide
from Continental Stock Transfer & Trust

Stage 1: Preparation

The following list of activities describes options and activities you have available to reach your shareholders in a cost-effective and targeted manner. Your use of any of the tools available will vary depending on your company’s customs, proposals on the proxy, and your knowledge of your shareholders’ preferences and expectations.

Notice and Access Requirements
All corporate filers must choose one of the options as set forth below. All Continental clients must understand that the Notice and/or Proxy cards must be printed by The Fitch Group (a Continental partner) to ensure a timely and seamless delivery. We cannot make an exception! The timely preparation of the proxy card and notice can save costs associated with “rush” fees.

See Exhibit on Page 22

Option 1
Issuers electing the Notice and Access Only approach must send a Notice to shareholders 40 calendar days in advance of each shareholder Meeting date for which the Notice and Access model is used. The Notice must meet the following requirements:
The Notice must be in plain English and include the following legend in boldface type: Important Notice regarding the availability of proxy materials for the shareholder Meeting to be held on (date, time and location).

- The Notice must provide a clear statement of each proposal to be presented at the Meeting, along with the issuer’s recommendation, without supporting statements, regarding those matters.
- The Notice must indicate that it presents only an overview of the proposals and state that the complete proxy materials are available on the Internet. The Notice must encourage the shareholder to access and review all the information contained in the proxy materials prior to voting.
- The Notice must indicate how to request a hardcopy and that hardcopy will be provided to the shareholder without cost. The Notice must also indicate the date by which a request for hardcopy must be made in order to receive the material in time to review before voting.
- The Notice must provide the exact web address where proxy materials can be viewed. This web address cannot be the issuer’s home page or the SEC EDGAR address.
- The Notice must provide a secure control number (proxy number/account number) for Internet access and voting, along with a statement that no other personal information is needed.
- The Notice must provide a toll-free telephone number, a web site and e-mail address that can be used to request hardcopy material. These contact points must be dedicated and cannot be used for telephone or Internet voting.
- The Notice must contain instructions for voting online.
- The Notice must contain instructions for attending the Meeting and voting in person.
Option 2
Companies may send the Notice containing all of the above described information with the complete set of Annual Meeting materials. Alternatively, the information, as described above, may be incorporated into the Proxy Statement and proxy card.

Option 3
Option 3 is a combination of both models. Clients may elect to contact us to obtain an analysis of the cost effectiveness of using this option.

Your Company’s Choice
We can provide an analysis of your entire shareholder base to determine which of the alternatives may best serve your needs and be most economical. Clearly, every issuer should carefully review the full range of its options before selecting an alternative appropriate to its needs and those of its shareholders. Continental can manage the entire Notice and Access process on behalf of the issuer, including either the Notice Only option or the Full Set Delivery option. These services will include interfacing with printers, the Web Hosting provider, Broadridge and other Banks/Brokers that are not Broadridge clients with the objective of streamlining the process and reducing overall costs. Our expertise will ensure that all timetables are met and all work is completed in accordance with your instructions and all regulatory requirements.

Fulfillment – Requests for Hardcopy Material
Registered shareholders must be able to request hardcopy of the Annual Meeting materials at any time via a toll-free telephone number, an e-mail address or via the Internet. Requested material must be mailed by first class mail within (3) three business days of the receipt of the request.

The fulfillment center must track fulfillment requests and delivery information as well as inventory levels. Continental is equipped to manage this requirement by using our fulfillment center to warehouse material and fulfill requests utilizing our print on demand capability. Should you decide to serve as your own fulfillment center, you must coordinate this with Continental in advance of the mailing.

One part of Continental’s notice and access solution offers a complete suite of proxy and meeting services for our transfer agency clients, with our deliberate focus on quality of service, timely responses to your requirements, and significant investment in advanced technology.
Online Document Conversion and Web Hosting Services
SEC regulations mandate that issuers provide electronic access to Annual Meeting materials; these requirements set specific standards for Web Hosting and apply even if the Notice and Access model is not adopted. The web version of the documents must match the printed copy as closely as possible.

SEC regulations require issuers to post the Annual Meeting materials on a web site no later than the date on which the Notice is sent to shareholders. The web site posting must include the proxy card, the Proxy Statement, the Annual Report (Form 10K, if not included in the Annual Report), along with any additional solicitation material.

The web site must be formatted to be convenient for both viewing and printing and must contain all pertinent information, including charts, tables, etc. in a format similar to the printed version. Additionally, the material must be presented in a readily searchable format, such as HTML. Hyperlinks to facilitate navigation among the documents are recommended and the electronic voting site may be linked to the site hosting the proxy materials. The availability of electronic voting is mandatory for all issuers, regardless of the Notice option elected.

Continental has partnered with EZOnlineDocuments ("EZOD") to provide SEC compliant services for both document conversion and cookie-free, dedicated Web Hosting for our clients. EZOD will provide three levels of service for document conversion and one year of Web Hosting services.

All filers must choose one level of service for document conversion (Proxy Statement, 10K) and use EZOD for hosting these documents. A unique company specific URL will be established that will be printed on your proxy card; therefore, we cannot make any exceptions! The URL established for your company can be linked to and from your company web site, the voting web site, electronic delivery and Broadridge. You can elect to fashion a basic web site or an enhanced version as an option. Costs will vary by option.

Go to www.cstproxy.com for more information.
**Consent – Electronic/Hardcopy Delivery**
Shareholders electing to receive electronic delivery of proxy materials can do so when voting their proxy over the Internet. This election will reduce the issuer’s future costs. Shareholders wishing to continue to receive hardcopy material will do so until such time as they consent to electronic delivery by using the telephone, Internet or e-mail options available to them.

Continental will store all election information for each issuer. This information will be vital to determining the quantity of materials that will have to be available in hardcopy format.

Note that a shareholder’s acceptance of electronic delivery for any one Meeting does not exempt the issuer from mailing the Notice for future Meetings, absent the shareholder’s confirmed consent.

This procedure must be followed for every Meeting, except when a shareholder has notified the issuer that they have elected to receive hardcopy material. This shareholder election is deemed permanent, unless revoked by the shareholder.

**Householding**
The SEC permits issuers to mail one copy of the Annual Report and Proxy Statement to a “household” with the shareholder’s implied consent. A householding Notice must be mailed at least 60 days in advance of the Annual Meeting date if householding will be employed. Consequently, this option should be discussed at least four months before your Annual Meeting mailing.

**Electronic Distribution**
The electronic distribution of materials over the Internet has many advantages, both for the company and its shareholders. Through our ContinentaLink, Continental can distribute your materials electronically with a link to your Annual Report and Proxy Statement. The option of electronic distribution applies only to consenting shareholders.
Notification to Continental of Record Date, Mail Date, and Meeting Date
Sending an e-mail to the proxy department letting us know the key dates is important. We will contact you and discuss the services that you would like to use at that time.

Broker Search
The Securities and Exchange Commission (SEC) requires issuers to provide banks, brokers, etc. with the notice of a record date at least 20 business days prior to the record date of an Annual Meeting, or as soon as practicable prior to a Special Meeting. Once Continental receives notification of your dates, we will begin the search process, unless you hire a proxy solicitor.

DTC
The Depository Trust Company (DTC) maintains the security positions of the banks/brokers that are critical to your vote. You will have to take the steps to obtain required information from DTC. Note that your firm must be a registered user of DTC’s Security Position Reports (SPR) via its website. Additionally, you must also authorize access to the SPR site to any third party (your transfer agent, solicitor) user. DTC requires that your company re-authorizes third party users annually.

See Exhibit on Page 20

Electronic Voting Via Telephone and/or Internet
Continental’s Internet and Telephone Voting Services complement the traditional method of voting a proxy by mail. These electronic methods not only reduce postage costs, but they are also very convenient and result in the immediate recording of votes. The use of Internet voting also allows the shareholder an opportunity to give “consent” so that proxy material can be delivered electronically in the future. Please note the change to our voting site: www.cstproxyvote.com

Plan Files
To avoid delays in the proxy mailing, a test file of any external Plan file(s) should be submitted to Continental at least 30 days prior to the record date. (We request that an example of your file layout be sent well in advance.)

Proxy Solicitor
Recent NYSE regulatory changes regarding equity plans, majority voting on director elections, as well as non-discretionary voting and e-delivery will make achieving successful voting percentages more difficult. Employing a proxy solicitor will increase your chance of achieving a successful vote for your Meeting. The solicitor will assist you in working through the maze of procedures and challenges involved in soliciting proxies.

Continental has a long history of cooperation and effective work with any solicitor you select.
Annual Meeting Guide from  
Continental Stock Transfer & Trust  
Stage 2: Mailing

Once you have made decisions on the methods and vendors you will employ for your Meeting, critical actions must be taken in a timely manner. Key actions are described below.

Preparing and Printing Proxy Cards  
Continental has print specifications which are required for proxy forms. For example, the name and address must be positioned in a certain location to allow placement in a window envelope. Likewise, the location of the company I.D., proxy number, the account number, and the voting boxes must also be positioned according to our format.

The Fitch Group must be used for the printing of the Notice and/or the 8-1/2 x 11 proxy card if our client elects the Notice and Access model or if our client elects telephone and/or Internet voting. The Proxy Statement and Annual Report (10-K’s) can be printed at the vendor of your choice.

Full set option proxy cards tailored to your needs are available.

Ordering Proxy Material  
The banks, brokers, etc. are required to respond to the entity facilitating the broker-search request by transmitting an estimate of the quantity of proxy material anticipated for the mailing to beneficial holders within five business days upon receipt of the request. The definitive number of sets of material is not available until three business days after the record date. Continental will assist you in providing a “best estimate” to your printer for ordering annual reports, proxy statements and proxy cards. Please contact us for this estimate as early as possible. Understand that this is only an estimate and we are not responsible for any shortfall in ordering materials based on such estimates.

Please note that the estimate for materials required could be substantially less if Notice and Access is employed, but the decision to reduce the amount of material printed is the responsibility of the issuer, not Continental.

Approval of Proxy Card  
It is imperative that we see a proof of the proxy card and/or Notice prior to printing. If you are using telephone and/or Internet voting, The Fitch Group will automatically transmit the approved proxy card to our telephone and/or Internet service provider for review and setup.
Delivery of Material and Mailing
When Continental coordinates your Meeting, all issues, such as the time it will take to complete your mailing, will be discussed with you to ensure your Meeting preparations proceed as planned. It is important that we are informed of any oversized mailing, extra enclosure, or other special requirement in sufficient time to have appropriate envelopes available.

If materials are scheduled to arrive from several printers, you will need to confirm delivery dates with each printer, and request that they clearly label the contents of each box. When we receive the materials, we will verify that all pieces have arrived, and we can begin the mailing. (EDGAR must be filed).

Continental will begin the mailing within 24 hours of our receipt of all material. Generally, we will mail all your Annual Meeting materials by First Class Mail from our NYC Operations Center, which is convenient to the postal distribution system. If Standard (Bulk) Mail will be used, we must be notified well in advance of the mailing date, since we require additional time to process mailings at Standard rates. Also, note that Standard Mail will have to comply with the USPS’ new NCOA regulations.

Do be aware: Legally, Broadridge has up to 5 business days upon the receipt of your material at their facility to begin the mailing. This interval can have a serious effect on the tabulation and the routine vote that might be necessary for a quorum.

Material Delivery Instructions
Continental Stock Transfer & Trust Company
17 Battery Place, 8th floor
Attn: Mailroom - Inside Delivery
New York NY 10004
212.845.3210

Delivery Hours:
Monday – Friday
8:00 a.m. – 4:45 p.m.

Please note that no skids are permitted. Continental will not be responsible for the loading or unloading of your proxy material by your designated carrier.

From mail date to meeting date, we ensure that your registered shareholders get the paper materials they request within the timelines set by the SEC. We warehouse your hardcopy proxy materials, and mail packages to shareholders within three business days of receiving their request.
Annual Meeting Guide
from Continental Stock Transfer & Trust

Stage 3: Vote Tabulation and Annual Meeting

After all your decisions, planning, and work, you want results! The following describes the steps that will get you the results you need.

Tabulation
Your shareholders are of two general types, registered holders (those appearing on the records of the transfer agent) and beneficial or “street” holders (those with positions with a bank or broker). Since the typical company will have the majority of its shares in beneficial positions, the mailing of proxy materials and the collection of votes by Broadridge is extremely important to the outcome of your voting results.

Continental will mail directly to the registered holders, and collect their votes by Internet, telephone, and/or return mail. Votes from registered holders are tabulated as they are returned. Continental receives the Broadridge vote totals electronically, beginning 15 calendar days prior to the Meeting date, if materials were received and mailed by Broadridge to the beneficial holders more than 25 calendar days prior to the meeting date. If materials were mailed by Broadridge less than 25 calendar days prior to the Meeting date, the first vote will be transmitted 10 calendar days prior to the Meeting date. We will get updates daily until the morning of the Meeting. There are entities besides Broadridge that mail to beneficial owners and forward votes received directly to us for inclusion in the total vote.

Please be aware that your voting totals may appear low until the first votes held in street name are received from Broadridge. You may view updated, real-time results on the ContinentaLink website, 24/7.

See Exhibit on Page 21

If you believe your vote totals appear abnormally low, contact our Proxy Department to discuss options available to you. These options include:

- Request a voted/not-voted list of your largest holders so you will be able to identify holders that should be contacted directly.
- Contact Broadridge to determine the status of shares voted/not-voted by institutions and brokers. You may also request that Broadridge furnish you a voted/not-voted NOBO list so that you may contact the beneficial shareholders directly.
- Continental can perform a second mailing to un-voted shareholders to prompt their response.
- Duplicate proxy cards can be sent via express mail, fax, or e-mail to key positions to expedite returns.
- Discuss strategies with your proxy solicitor or consider retaining one.
Annual Meeting
To conduct your Annual Meeting, the following documents are required.

- Annual Meeting script
- Oath of Inspector of Election (signed and notarized)
- Shareholder Ballot
- Certified Shareholder List
- Affidavit of Mailing
- Proxy Committee Ballot
- Certification of Final Votes

A few days prior to the Meeting date, you should plan to discuss the logistics of the Annual Meeting with us. This discussion will ensure that we understand our role in the Meeting. Also, we need to know where the final tabulation reports, including the affidavit of mailing, should be sent (if we are not attending the Meeting).

After the Meeting, the Inspector will present a final certification of the votes and all voted proxies.
Annual Meeting Guide
from Continental Stock Transfer & Trust
Continental Key Employee Contacts and Partners

Continental’s Proxy Department
proxy@continentalstock.com
917.262.2373

Gail Schweda, Vice President & Director of Proxy Services
gschweda@continentalstock.com / 212.845.3241

Bruce Jacoby, Vice President & Administrator of Proxy Services
bjacoby@continentalstock.com / 212.845.3240

Luther Groce, Assistant Administrator of Proxy Services
lgroce@continentalstock.com / 212.845.3254

Partners
EZOnlineDocuments (EZOD)
10 Hillside Avenue
Madison NJ 17940
973.236.1576
www.cstproxy.com

The Fitch Group
299 West 28th Street
New York NY 10001
Joseph Barrett
212.619.3800 or 800.322.1237
www.fitchgroup.com

Regan & Associates, Inc.
505 Eighth Avenue, Suite 800
New York NY 10018
Artie Regan
212.587.3005
www.reganproxy.com

Okapi Partners, LLC
437 Madison Avenue, 28th floor
New York NY 10022
Charles Garske or Patrick McHugh
212.297.0720
www.okapipartners.com

Morrow & Co. LLC
39 South LaSalle Street
Chicago, IL 60603
Kevin Kelly
312.236.8600
kkelly@morrowco.com
Exhibit: Typical Annual Meeting Timeline

No matter which option you choose, Continental must be notified ASAP of your record date, mail date, and meeting date – and decision on utilizing Notice & Access and the option choice. Planning and timing will play an important role in this process. Even a small miscalculation may cause you to move from one option to the next.

120-100 Days Prior to the Meeting

Determine the record date and the Annual Meeting date. Be certain you understand your specific state’s requirements. Generally, you should allow between 45-50 days between the two dates.

100-75 Days Prior

Convene a Directors’ Meeting to appoint nominees for Directors, approve additional proposals, and formally approve the record date and the Annual Meeting date.

Notify Continental in writing of the record date and Annual Meeting date. (Note that SEC Rule 14a-13(a) of the Securities Exchange Act of 1934 requires that the broker search notice be mailed a minimum of 20 business days prior to your record date.)

Determine whether Notice and Access model will be employed.

75-50 Days Prior

Solicit bids from printers.

Notify the Exchange of the record date and meeting date (10 days advance notice) if so applicable.

Choose type of web site – bare bones, enhanced, etc.

Send language to printer, and proofread/correct proof of documents to be mailed.

Send Continental the printer’s proof of the proxy card for approval.

Finalize material to be mailed, and have printer send PDF of documents to web host (if applicable).

Approve web-host site.

50-40 Days Prior

Obtain a preliminary print quantity estimate from Continental. (Note: Broadridge will not have a definite print number until 3 business days after record date.)

If utilizing Notice only model, mailing must commence at least 41 days prior to meeting date. The web site must also be available. Please have clean PDFs of the material available at least 3 days prior to the mailing.

40-35 Days Prior

Deliver materials to Continental 2-3 days prior to the scheduled mailing date and verify that all materials have been received in proper quantities.

Instruct Continental to mail. Mailing will not begin until Edgar filing is complete and Continental receives notice to mail from the company or Counsel.

Mail full set along with Notice (if applicable). Web site must be available.

35-15 Days Prior

Begin to prepare documents needed at the Meeting (script, agenda, ballots, oath for Inspector, etc.).

Begin checking voting totals.

15-1 Day Prior

Verify that major stockholders have voted.

Review/confirm final arrangements for the Meeting.

Finalize all Meeting-related documents.

Meeting Day

Enjoy a successful meeting!
**DTC Security Position Reports (SPR’s)**

This report is crucial for us to receive as your Tabulator. It ensures that we can properly tabulate the votes we receive from Banks/Brokers for the Meeting about which we have just been informed. **Please note that DTC has migrated all of their web based functions onto one server, one user access point. This change went into effect in November, 2007. Please read this section carefully, as these changes may affect how you access the SPR function going forward.**

1. The officer of the company who is the DTC coordinator must make sure that Continental is authorized as a third party to make SPR requests. Also make sure all information is up to date, including your e-payment profile. You may also register other users so they may have access if you may not be available. Please attempt to complete this request by the record date, if possible, or before sending us your proxy card proof. You may do this by logging into the web site through the following link: [https://portal.dtcc.com](https://portal.dtcc.com). On a yearly basis, enforced by the SEC, you must reauthorize the third party.

You can find a PDF of the SPR web user guide at [http://www.dtcc.com/SPR](http://www.dtcc.com/SPR)

Once we have been authorized, please advise us by e-mail or telephone. The e-mail address and telephone number are at the bottom of this page or if you have any questions, please follow the instructions in the guide to register your company on the DTC website and to authorize Continental Stock Transfer to request the Security Position Report.

If anyone has any questions directly related to DTC’s sign-up application, adding a “new user,” approval/rejection, billing, any system related issues, or if you have forgotten your password, please contact DTC’s Proxy Department at 212.855.5191, and select option 1.

**Continental Stock Transfer Proxy Department**
Telephone: 917.262.2373
E-mail address: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)
Exhibit: Online Proxy Information Access

To view and/or print your daily proxy vote information, call the Proxy Department at 917.262.2373, or e-mail proxy@continentalstock.com for authorization. Then follow the instructions below:

Go to www.continentalstock.com.

In the right-hand area of our home page you will see a reference to ContinentaLink.

Click on the text below this heading that says, “Issuer Access Log In.”

This will bring you to our secure web site, “Agent Issuer Administration.” At this point you will enter your User Name and Pin. You should have received this number previously, as this is used to view daily transfer journals. Skip to number 2 if you have been using this feature. Otherwise see number 1 for instructions. Contact your account manager to set this up.

1. Your User Name and PIN are your Company Number as used on our master files. This is a unique 4-digit code used by us only for your company. This company code is both your User Name and your PIN. Therefore you will enter this same code 2 times. (Please note that User Name and PIN are case-sensitive, and must use all caps.) After entering the same 4-digit code in both places, click the “Sign-In” button.

On the next screen (Client Services), you will see a drop-down box above our logo, which will reflect “My Preferences.” We strongly recommend that you click the “Go” button at this time. This will allow you to change the PIN for your account. After changing your PIN, click the “Save” button, which will return you to the Client Services screen.

2. Click on the arrow next to “My Preferences” to drop down a list of selections. Select “View Proxy Information,” and then click the “Go” button.

Scroll down to your company and press “Go.” You will then need to enter the Proxy Set, which can only be obtained by contacting the Proxy Department (for security purposes), and then press “Find.”

When finished viewing and/or printing for your session, click on the drop-down box arrow and select “Logout of System.”
YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.
Vote by Internet or Telephone – QUICK ★★★ EASY IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail

ABC CORPORATION

Your phone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m., Eastern Time, on XXXX XX, 201X.

INTERNET/MOBILE – www.cstproxyvote.com
Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

PHONE – 1 (866) 894-0537
Use a touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares.

MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY OR BY PHONE.

▲ FOLD HERE • DO NOT SEPARATE • INSERT IN THE ENVELOPE PROVIDED▲

PROXY

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED “FOR” PROPOSALS 1, 2, 3 AND 4 AND IN THE PROXIES’ DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR”:

1. Election of Directors
   (1) X
   (2) X
   (3) X
   (4) X
   (5) X
   (6) X

(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee’s name in the list above)

FOR AGAINST ABSTAIN

FOR AGAINST ABSTAIN

FOR AGAINST ABSTAIN

FOR AGAINST ABSTAIN

2. An advisory vote regarding the approval of compensation paid to our named executive officers.

3. Approval of an amendment to the Company’s XXXXXX XXXXXXX Incentive Plan to increase by 0,000,000 shares the number of shares of common stock available for issuance under such plan.


THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSALS 1, 2, 3 AND 4.

COMPANY ID:

PROXY NUMBER:

ACCOUNT NUMBER:

Signature ___________________________ Signature, if held jointly ___________________________ Date ____________ 201X.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.
Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held XXX, XX, 201X

The proxy statement and our 201X Annual Report to Stockholders are available at http://www.cstproxy.com/xxxxxxxxx /201X

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ABC CORPORATION

The undersigned appoints xxxxxxxxx and xxxxxxxxx, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of xxxxxxxxx xxxxxxxxx held of record by the undersigned at the close of business on XXXXX XX, 201X at the Annual Meeting of Stockholders of xxxxxxxxx xxxxxxxxx to be held on XXXXX XX, 201X, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE SIX NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, PROPOSAL 3, AND PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)
Dear Shareholder,

The 201X Annual Meeting of Shareholders of [Company Name] will be held at [Meeting Location], 123 Broadway, New York, NY 10004, on [Day], [Month] [Date], 201X, at 9:00 AM (local time).

Proposals to be considered at the Annual Meeting:

1. To consider and act upon a proposal to elect the Company's Board of Directors XX persons nominated by the Board of Directors;

2. To ratify the appointment of XXXXXXX XXXXX as the Company's independent registered public accounting firm for the 201X fiscal year;

3. To consider and act upon a proposal to approve the Company's 201X Stock Option Plan;

4. To consider and act upon, by a non-binding advisory vote, a resolution to approve the compensation of our named executive officers; and

5. To address such other matters as may properly come before the 201X annual meeting or any adjournment or postponement thereof.

The Board of Directors recommends a vote "FOR" all nominees under Proposal 1, and "FOR" Proposals 2, 3, 4 and 5.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.

[Vote Your Proxy on the Internet]

Go to [http://www.cstproxyvote.com](http://www.cstproxyvote.com)
Have your notice available when you access the above website. Follow the prompts to vote your shares.

[COMPANY ID]

[PROXY NUMBER]

[ACCOUNT NUMBER]

The Proxy Materials are available for review at:
[http://www.cstproxy.com/xxxxxxxxxxxx/201X](http://www.cstproxy.com/xxxxxxxxxxxx/201X)
Important Notice Regarding the Availability Of Proxy Materials
For the 201X Annual Meeting of Shareholders to Be Held On XXXXX XX, 201X

The following Proxy Materials are available to you to review at: http://www.cstproxy.com/XXXXXX/2014

- Company’s Annual Report for the year ended XXXXX 31, 201X.
- Company’s 201X Proxy Statement.
- Company’s Proxy Card.
- any amendments to the foregoing materials that are required to be furnished to shareholders.

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before ________, 201X to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE
Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your company ID., proxy number, and account number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-221-0690, or
By logging on to http://www.cstproxy.com/XXXXXX/201X or
By email at: proxy@continentalstock.com

Please include the company name and your account number in the subject line.
No single corporate event is as visible as your annual meeting of shareholders, and its success depends on the completion of a myriad of tasks. Our dedicated experts of Continental’s Annual Meeting & Proxy Services Team will work to make your annual meeting a success.