

PROXY SOLICITATION

> COMBAT SHAREHOLDER ACTIVISM TO ACHIEVE A WINNING VOTE

FACT SHEET

With the emergence of a new era of shareholder activism, investor power and an increasing focus on the roles and responsibilities of corporate directors, it has become more important than ever to gain an in depth understanding of your investor base and their attitude to proxy voting.

By the time the 2008 annual general meeting season reached the half way mark, more than one third of companies, which had already held their AGM, received at least 10% of the vote against their executive remuneration proposals, with four companies having their remuneration proposals defeated.

Whether you are facing a vote on executive remuneration, director elections or an activist campaign, Georgeson can help you identify your investors, recognise trends in corporate governance, reach proxy decision makers and maximise results within a shifting regulatory environment.

KNOW YOUR INVESTORS & GAUGE VOTER PREFERENCES

A key part of the proxy solicitation process is identifying which investors are open to influence. Solicitation provides you with valuable insight into the behaviour and voting policies of your institutional investors. By profiling your top shareholders, you gain an in depth understanding of your investors and their views on management, company performance and strategy.

ENGAGE EARLY & IDENTIFY POTENTIAL ISSUES

Engaging with investors year round assists in alleviating misperceptions that could escalate into a "vote no" campaign. Shareholder polling and solicitation helps identify potential issues, empowering management to act ahead of your shareholder meeting, reducing the risk of votes against management.

REACH DECISION MAKERS

Institutions often have dedicated proxy groups to examine executive remuneration, shareholder proposals and related governance issues. Leveraging off our strong global relationships and strategic intelligence Georgeson can help you reach these decision makers.

MONITOR PROXY ADVISORS

Increasingly your investors may be subscribing to and relying on the recommendations of proxy advisory firms such as RiskMetrics Group and Glass Lewis. An integral part of the proxy solicitation process is determining the role of advisors and the impact they may have on the vote. Georgeson can broker the relationship between your company and advisors across the globe, while ensuring you have the necessary tools to engage directly with these market influencers.

REDUCE THE RISK OF LOST SHAREHOLDER VOTES

Georgeson offers solutions to help reduce the risk of shareholder votes being lost in the custodial chain. Our in depth knowledge of the complex voting chain and established relationships with all parties involved in the voting process will help ensure that your investor's votes are lodged on time.

COMMUNICATE WITH RETAIL SHAREHOLDERS

Canvassing and communicating with your retail shareholder base can be the difference between a successful or disastrous outcome, particularly in the face of an aggressive activist campaign.

With over 70 years of experience and a 100% success rate in contested solicitations in Australia, Georgeson has the expertise and solid relationships to support your investor relations efforts in combating shareholder activism.

To discover more, please call Domenic Brancati, Managing Director of Georgeson on (02) 8216 5702 or visit www.georgeson.com