

Georgeson

A COMPUTERSHARE COMPANY

# PROXY SOLICITATION & CORPORATE GOVERNANCE SOLUTIONS

| certainty | ingenuity | advantage |



segmenting a shareholder base so that we contact the right shareholders and ensure that they understand our clients' messages and cast their votes appropriately.

### MESSAGE DEVELOPMENT

Persuasive campaigns are based on an analysis of the unique business issues you face and in putting that message in terms your audience can understand. We know and understand the difference between what a proxy voting committee needs to hear and what a retail investor needs to hear. We will work with you to clearly articulate the rationale and business context of your position so that the merits are clearly understood by all investors.

### TARGETED COMMUNICATION WITH THE FINANCIAL COMMUNITY

A negative or positive recommendation from proxy voting advisors can significantly affect the outcome of a solicitation. Georgeson has worked closely with proxy advisors on hundreds of shareholder meetings and contests. We can offer insights into the factors affecting vote recommendations by proxy advisors and assist you in your discussions with them.

Throughout the campaign, we will maintain close contact with the "Street", soliciting proxies directly from banks, brokers, nominees and Broadridge. We will handle all inquiries from proxy department managers and utilizing our online links with tabulators, we make certain all proxies processed by us are included in the final count.

### CONTACT LIST DEVELOPMENT

With the complex share custody system in North America, knowing who holds the voting authority of shares is of paramount importance. Georgeson will prepare a detailed analysis of your company's current shareholder composition, as well as an institutional contact list complete with share positions and decision makers. This allows you to arrange meetings and calls.

### UPDATES ON VOTING RESULTS

Once voting results become available, we will provide daily reports detailing the progress of the solicitation. In addition, we are the only firm that provides real-time tabulation updates (including major unvoted positions) on

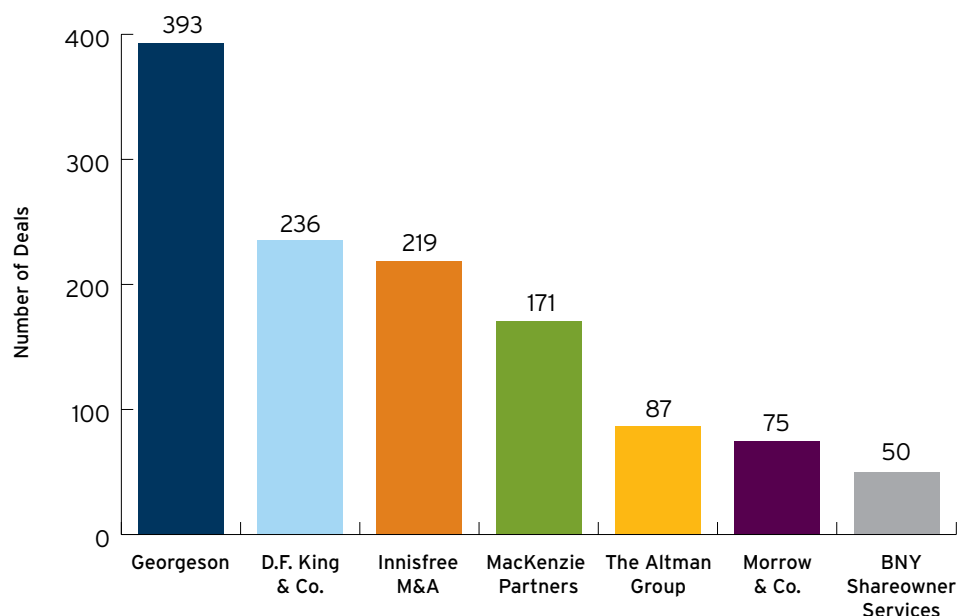
the Internet, which you can access using a unique company code and password.

### MERGERS AND ACQUISITIONS (M&A)

With crucial corporate control initiatives, our expertise and partnership become especially valuable. That's why we are the world's leading advisor in M&A solicitations, either in defense of a target or working with the acquirer. We provided strategic consulting in 103 transactions over US\$100 million in 2007 alone.

Georgeson's unique services, such as our share ownership analysis, delivers comprehensive information on the target's registers, including multiple foreign listings and American

> proxy solicitor rankings for m&a transactions (2003-2007)  
Data source: Corporate Control Alert



Depository Receipts (ADRs). Our analysis also identifies fund managers and institutions with ultimate share voting responsibility.

Our value does not end with the delivery of the vote. As M&A advisors, we can assist in the collection and interpretation of market and shareholder perceptions, and ensure that strategies for the future are clearly and compellingly communicated, strengthening the relationship between the company and its investors.

## SUPPORT SERVICES

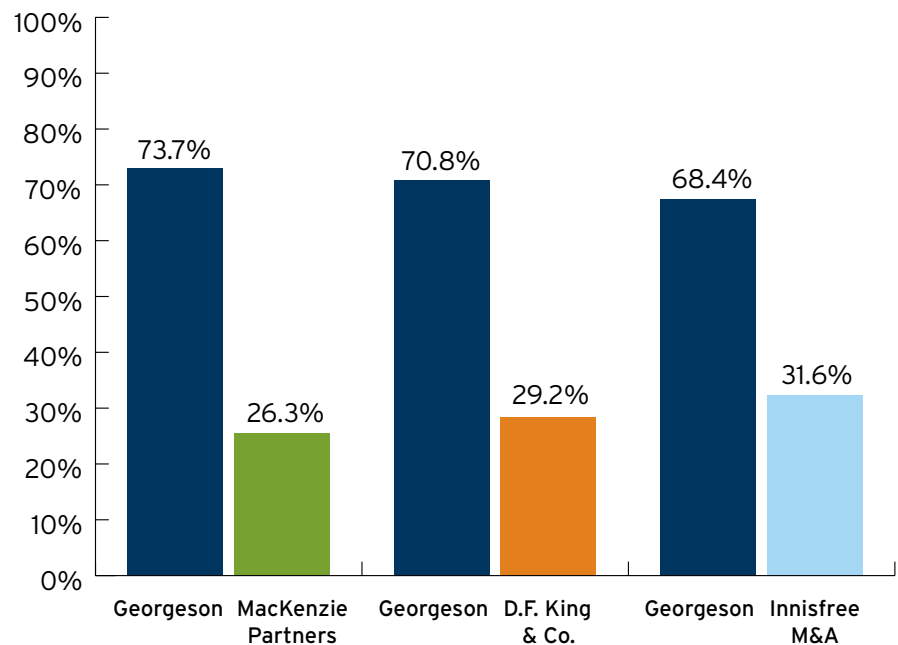
The efficiency and effectiveness of our solutions are maximized by specialized support services. These include:

### COMMUNICATIONS CENTERS

Georgeson is an innovator in using technology to communicate with shareholders. We were the first to use the Internet for proxy solicitation. Our proprietary service, TeleVote™ is the industry's most productive and cost-effective telephone solicitation method.

Georgeson's communications centers around the world are staffed by experienced, qualified personnel who efficiently and accurately field shareholders' questions on specified topics, managing over nine million calls a year. In addition to handling incoming information requests, this resource can be utilized for outbound information distribution, solicitation and follow-up.

## georgeson versus competitors Proxy Contest Win Percentage (1997-2006) Data source: Georgeson proprietary database



Our TeleVote service allows shareholders to cast votes immediately over the phone, increasing participation by maximizing voter convenience. In fact, TeleVote succeeds in soliciting votes from over 65% of all accounts reached. Verification procedures ensure proper identification and security, and the voting results are transmitted electronically to ADP within hours of receipt. This process not only increases the speed of gathering votes, but also allows for an incredibly precise and measurable outbound solicitation campaign. TeleVote can also be used by registered shareholders.

### BROKER DEALER SERVICES

Georgeson Securities Corporation, a wholly owned subsidiary offers dealer manager and other brokerage services for a variety of corporate actions including equity and debt tender offers, consent solicitations, self-tenders, exchange offers, and rights offers. Georgeson Securities Corporation also provides investment banks with a dealer manager outlet should a client conflict emerge.



