

# PROXY SOLICITATION

## FACT SHEET

Today more than ever, amassing the votes needed to pursue your corporate strategies is a constant challenge.

Less than 30% of shareholders vote in response to initial proxy distributions.

With increasing influence of activist elements, high profile individual shareholders, multiple levels of share ownership, and ever-changing regulations, proxy solicitation is becoming more complex, more controversial and necessary.

### GETTING THE RESULTS YOU NEED

In an environment that makes proxy solicitation an increasingly complicated process, attempting to maximize voter response, meet quorum requirements, approve special resolutions, defend against dissident shareholder groups or respond to shareholder proposals often presents significant challenges.

At Georgeson, we have the strategy, researchers, data, technology, and call centres to successfully support and manage you through every step of an effective proxy solicitation campaign. Widely regarded as the pre-eminent proxy solicitation firm in Canada in both the corporate and mutual fund arenas, we have unparalleled global experience and deliver continual innovation to ensure the votes you need. We help clients create new, ground-breaking strategies to address the full range of their proxy solicitation needs – from annual meetings to hostile contests.

### LEVERAGING OUR EXPERTISE

Even when a shareholder meeting involves only “routine matters,” Georgeson oversees every aspect of the solicitation to ensure high shareholder participation. An analysis of your shareholder base is completed to determine the most appropriate solicitation approach for each major institutional shareholder.

We possess an expertise on voting patterns from various institutions in other similar transactions. Georgeson reaches both domestic and overseas shareholders by phone and can offer you added assistance in navigating the international regulatory environment.

In addition, we ensure ongoing communications with key intermediaries, the brokerage community and institutional investors by leveraging our strong relationships with these influential audiences.

### TACTICAL ADVANTAGE

Our primary goal is to give you complete control of the situation by providing you with every possible tactical advantage during the complex solicitation process.

## Proxy Solicitation

Get the results you need  
Full range of services  
Tactical advantage  
Leveraging relationships  
Consistent execution

### > CONSISTENT EXECUTION

Georgeson predecessor firm, Shareholder Communications Corporation, pioneered the modern approach to managing mutual fund proxy solicitation. In 1985—by combining technologically advanced call centres with a new solicitation strategy that addresses the mass ownership structure of mutual funds — we invented what is now the industry standard.

Today, Georgeson is recognized by fund groups of all asset sizes and distribution models for our thorough transaction analysis and consistent execution. In addition to proxy solicitation for both open-end and closed-end funds we also provide information agent services and call centre support.

Within the legal time frame, Georgeson will:

- > Determine the most advantageous record date, the appropriate time between mailing and meeting date, and the most effective approach to other procedural issues
- > Identify beneficial owners of “street held” shares
- > Provide guidance on how to negotiate with proxy advisory services and institutional investors
- > Monitor arbitrageurs, survey shareholders’ attitudes and put the client in contact with investors who will have a significant impact on the outcome
- > Provide essential documents to decision makers quickly, and help them to vote through custodial layers

## SERVICE EXCELLENCE

Bilingual call centre representatives are fully prepared on the proxy statement and work well – inbound and outbound – with both individual and institutional shareholders. Representatives provide superior customer service and undergo a thorough training program. All calls are recorded (for training or reference) and remote client monitoring is available.

## ABOUT GEORGESON

Georgeson Inc. is the world’s leading provider of strategic proxy and corporate governance advisory services to corporations and shareholder groups working to influence corporate strategy. For over half a century, Georgeson has specialized in complex solicitations such as hostile and friendly acquisitions, proxy contests and takeover defenses.

In 2009, Georgeson was the No. 1 proxy solicitor for M&A transactions worldwide. The firm also provides issuers with expertise in corporate events solutions such as post-merger unexchanged holder programs and information agent services.

For more information, visit [www.georgeson.com](http://www.georgeson.com)

