

## TURN AROUND A DISTRESSED SHAREHOLDER MEETING

Preparation is key to achieving a successful shareholder meeting. However, sometimes even with diligent preparation unexpected challenges can arise late in the meeting solicitation process.

Georgeson is experienced in helping companies successfully overcome such challenges in the weeks prior to the shareholder meeting date.

Your annual or special meeting may be in distress if you experience any of the following:

- › Negative recommendation(s) from proxy advisory firms (ISS, Glass Lewis)
- › Receiving unexpectedly large numbers of votes against management's recommendations
- › Encountering delays in receiving substantial votes, particularly from institutional investors

If you are experiencing any of these issues prior to your meeting, it may be a signal that your meeting is in distress. To overcome these issues, you need an experienced partner who will work closely with you and your team to understand your unique business and circumstances and create an effective solicitation plan to get your meeting back on track.

### **Distressed Meeting Turn-Around – What to Expect**

Our experienced executives will provide all of the necessary background and counsel required to partner effectively with you. In particular, we will:

- › Brief you on what to expect during the turn-around communication process
- › Explain who from your company board and senior executive team should participate in the communication effort
- › Identify what topics and questions should be anticipated from investors and how they should be addressed

### **How Georgeson Can Help**

- › Review the Depository Trust & Clearing Corporation (DTCC) list
- › Gain unique access to intermediary voting systems (eg, Broadridge) to provide updates on the status of your vote



## Product Overview

- > Deliver vote identification intelligence, based on incoming and prior years' voting patterns
- > Provide additional solicitation support services, including a summary list of your top institutional investors
- > Design an effective outreach campaign to your top institutional investors, which will include:
  - > In-depth evaluation of institutional investor voting
  - > Coaching on best engagement practices
  - > Product overview
- > Conduct a retail shareholder engagement program
- > Request a list of your non-objecting beneficial owners (NOBO) and execute call campaigns to retail shareholders

## About Georgeson

Established in 1935, Georgeson is the world's foremost provider of strategic shareholder services to corporations and shareholder groups working to influence corporate strategy. We offer unsurpassed advice and representation for annual meetings, mergers and acquisitions, proxy contests and other extraordinary transactions. Our core proxy expertise is enhanced with and complemented by our strategic consulting services, including solicitation strategy, shareholder identification, corporate governance analysis, vote projections and insight into investor ownership and voting profiles. Our local presence and global footprint allow us to analyze and mitigate operational risk associated with various corporate actions worldwide. For more information, visit [www.georgeson.com](http://www.georgeson.com).