

Annual Meeting Guide



INDEPENDENT SPIRIT, RELENTLESS DEDICATION.



CONTINENTAL
STOCK TRANSFER & TRUST

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Annual Meeting Guide from Continental Stock Transfer & Trust 2018 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 shareowner 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.

For many years, institutional investors and public companies have been frustrated that the current proxy voting system does not provide the tabulator the ability to confirm an investor's vote at shareholder meetings. From our perspective, the main areas of concern are:

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

Certainty- The proxy voting system should provide an end-to-end confirmation process enabling both companies and shareowners to confirm that votes properly cast were included in the final tally as directed. This should include pre-reconciliation of bank and broker positions to prevent over-voting.

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.

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.

Continental Stock Transfer & Trust is one of the largest stock transfer agents in North America, handling more than 1,100 public & private issues and aggregating more than 2 million shareholders. Since 1964, the Company has delivered to its client's reliability, stability and premier service at an exceptional price. Continental offers a wide array of services, including public and private offering administration, issuance and transfer of shares, management of restricted transfers and option exercises, maintenance of shareholder stock ledgers, including cost basis history, dividend disbursement and investment plan services, as well as corporate event administration and escrow services. In addition, the Company has a dominant position in the Special Purpose Acquisition Company "SPAC" / IPO business and has been routinely recognized as the leading North American Transfer Agent, delivering exceptional services and unmatched value to its customers.

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 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:

- DTCC 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.

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

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.

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. DTCC, 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.

ContinentaLink distributes your materials electronically, with a link to your annual report and proxy statement. This option applies only to consenting shareholders.

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.

Two-to-three 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. Two 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.

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 layouts are provided by our 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. A few of our clients print their own PC's but run them by us first.

See Exhibit on Page 20

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 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 your requests within 24 hours.

Should you decide to serve as your own fulfillment center, you must coordinate this with Continental in advance of the mailing.

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 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.

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.

You want your Annual Meeting to be perfect; Continental has the tools and the experience to provide the assistance you need.

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 ContinentalLink, 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.

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 control number, and the voting boxes must also be positioned according to our format.

Our Partner generates the form layout 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 two business days after the record date. Continental will assist you in providing a "best estimate" to your printer for ordering annual reports, proxy statements. 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 generate/provide a proof of the proxy card and/or Notice for client review/approval prior to mailing.

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 over-sized 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

It's absolutely essential that our Annual Meeting/Proxy Department staff sees a proof of your proxy card prior to printing.

From mail date to meeting date, we ensure that your registered shareholders get the Annual Report Guide 11

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
1 State Street – CS-1
Attn: Mailroom – Inside Delivery
New York NY 10004-1561
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.

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 ContinentalLink 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

Our experienced staff and advanced technology mean that you can rely on Continental to handle all of the voting process accurately and efficiently.

- 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

Robert Zubrycki, Vice President & Director of Mail Operations
rzubrycki@continentalstock.com / 212.845.3210

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!

DTCC Security Position Reports (SPRs)

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 DTCC 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 DTCC 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>. 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>
The link for SPR web user guide.

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 DTCC website and to authorize Continental Stock Transfer to request the Security Position Report.

If anyone has any questions directly related to DTCC's sign-up application, adding a "new user," approval/rejection, billing, any system related issues, or if you have forgotten your password, please contact DTCC'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

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 CORP.

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 11:59 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) 894-0536

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 ENVELOPE PROVIDED ▲

PROXY

Please mark your votes in this box



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

1. Election of Directors

- (1) XXXXXXXXXXXX
- (2) XXXXXXXXXXXX
- (3) XXXXXXXXXXXX
- (4) XXXXXXXXXXXX
- (5) XXXXXXXXXXXX
- (6) XXXXXXXXXXXX

FOR all **WITHHOLD AUTHORITY**
nominees **to vote (except as marked to**
be voted for the company for all nominees
listed to the left)

☐☐

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

FOR **AGAINST** **ABSTAIN**

☐☐☐

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

4. Ratification of independent registered public accounting firm.

FOR **AGAINST** **ABSTAIN**

☐☐☐

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

FOR **AGAINST** **ABSTAIN**

☐☐☐

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2017
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 Internet Availability of Proxy
Materials for the Annual Meeting of Shareholders**

**The 201X Proxy Statement and the 201X Annual Report to
Shareholders are available at: <http://www.cstproxy.com/xxxxxxxxx/201x>**

▲ FOLD HERE - DO NOT SEPARATE - INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

ABC CORPORATION

The undersigned appoints XXXXXXXXXX and XXXXXXXXXX, 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 XXXXXXXXXXXXXXXXXXXX, held of record by the undersigned at the close of business on XXXXX XX, 201X at the Annual Meeting of Stockholders of XXXXXXXXXXXX XXXXXXXXXXXX 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)

ABC COMPANY
c/o Continental Proxy Services
1 State Street, New York NY 10004

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your Shares.**

ABC Company
123 Broadway New York, NY 10004

**NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS**
to be held on
XXXXX, XXXXX, 201X

*Shareholders are cordially invited to attend the Annual Meeting and vote in person. At the meeting, you will need to request a ballot to vote your shares.

Dear Shareholder,

The 201X Annual Meeting of Shareholders of _____ will be held at _____, 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 to the Company's Board of Directors XX persons nominated by the Board of Directors;
- (2) To consider and act upon a proposal to ratify the appointment of XXXXXXXXXXXX as the Company's independent registered public accounting firm for the 201X fiscal year; ending XXXX 31, 201X;
- (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>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

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The Proxy Materials are available for review at:
<http://www.cstproxy.com/xxxxxxxxxxxx/201X>

ABC Company
123 Broadway New York, NY 10004

Important Notice Regarding the Availability of Proxy Materials For the 201X Annual Meeting of Shareholders to be Held On XXX,XXXXX, 201X

The following Proxy Materials are available to you to review at: <http://www.cstproxy.com/XXXXXXX/201X>

- the Company's Annual Report for the year ended December 31, 201X
- the Company's 201X Proxy Statement.
- the 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 XXXXXXXX, 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 Control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791,

or

By logging on to <http://www.cstproxy.com/XXXXXXX/201X>

or

By email at: proxy@continentalstock.com

Please include the company name and your control 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.



Continental Stock Transfer & Trust Company | 1 State Street, 30th Floor | New York, NY 10004-1561
212.509.4000 | Sales & Marketing 212.845.3224