



How to make your annual meeting day run smoothly and successfully

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TABLE OF CONTENTS:

INTRODUCTION.....	3
GUIDING PRINCIPLES TO HELP YOU PLAN FOR A SMOOTH AND SUCCESSFUL MEETING.....	3
LOGISTICS PLANNING.....	4
SELECTING A SUITABLE VENUE.....	4
ESTIMATING THE LIKELY ATTENDANCE.....	4
VETTING AND ADMISSION PROCESS.....	5
REQUESTS TO ADMIT GUESTS, REPRESENTATIVES OF AND MEMBERS OF THE PRESS.....	6
SAMPLE RULES AND PROCEDURES FOR THE CONDUCT OF SHAREHOLDER MEETINGS.....	8
DEALING FAIRLY AND EFFECTIVELY WITH ACTIVIST INVESTORS, SHAREHOLDER PROPONENTS, GADFLIES AND OTHERS.....	9
CLOSING THOUGHTS.....	10
ABOUT THE AUTHOR AND OUR PANEL OF EXPERTS.....	11
ADDITIONAL RESOURCES.....	11

INTRODUCTION

For most publicly-traded companies, the Annual Meeting of Shareholders is a significant event. Companies want their shareholder meetings to run smoothly and to be considered as useful and successful events from the standpoint of all participants.

Meetings must cover legal and regulatory requirements, such as director elections, providing shareholders a “say on pay” and votes on various other matters. Companies also view the annual meeting as an opportunity to briefly discuss the past year’s performance and upcoming challenges, provide an overview of company goals for the coming year, and answer any pertinent questions shareholders may have.

This white paper is intended to help you and your company achieve your goals in a well-planned and well-executed way. The author is a veteran of hundreds of shareholder-meetings who writes extensively on meeting best practices. A distinguished panel of officers from publicly traded companies and major institutional investors also provided many useful insights and suggestions.

We hope you will find this white paper useful as you plan for your own smooth and successful Annual Meeting of Shareholders - or any shareholder meeting.

GUIDING PRINCIPLES TO HELP YOU PLAN FOR A SMOOTH AND SUCCESSFUL MEETING:

- Never assume that this year’s meeting will be just like last year’s. The state of the economy, your company’s circumstances, industry issues, recent press coverage, as well as the proposals being voted on may all be different. The expected attendance and the meeting venue you choose can also impact the planning that is needed.
 - Focus on creating and maintaining a welcoming, respectful and businesslike tone throughout - treating all shareholders with the respect they deserve. Make sure the overall shareholder meeting experience reflects your company’s values, culture and corporate style in a positive way.
 - Plan carefully to ensure the safety and security of all meeting participants. Companies should also anticipate and address the needs of shareholders with disabilities, or who may need special accommodations to clearly see and hear the meeting proceedings.
- Meetings of shareholders are primarily business meetings - called to vote on important business matters. Such business matters should be addressed first and in accordance with a crisp, formal agenda that is distributed to all attendees.
 - Shareholders as of the record date for the meeting, or their properly appointed proxies, have a right to attend the meeting. They can also ask a question or make a statement about the business before the meeting.
 - Shareholder questions and comments should be subject to written Rules of Conduct. These rules should be distributed to all attendees as they check in. The rules should contribute to the smooth and orderly conduct of the meeting - and consider the rights and time constraints of all attendees.
 - As an important safety measure, the Rules of Conduct and the meeting script should assure that the Meeting Chair will be fully in charge at all times. For example, any shareholder who wants to ask a question must wait to be recognized by the Chair, and identify him or herself as a shareholder or a proxy holder. Once recognized, he or she must address all remarks to the Chair, and confine remarks to the business matter under discussion. Sample Rules of Conduct are provided on page 8.
 - After the formal business of the meeting is concluded, provide a general Q&A session to give shareholders the opportunity to ask other relevant questions or offer a brief comment about the company. Alternatively, the Meeting Chair may announce an informal gathering to be held after the meeting that will allow shareholders to approach one or more members of management with their questions. It is often useful to have “help-sites” within the meeting rooms, to answer questions about shareholder records or company products and services.
 - The Meeting Chair should always be prepared to bring the meeting to an immediate conclusion - or to adjourn if necessary. The meeting script should provide clear instructions that will allow attendees to quickly and safely exit the meeting room if an emergency occurs.

LOGISTICS PLANNING

- Form a team of internal staff members responsible for coordinating their area's role in the Annual Shareholder Meeting, and share contact information. Hold regular meetings starting about five months before the Meeting date. Begin with monthly meetings, then move to semi-monthly meetings. Change to weekly meetings about a month before the Meeting date to ensure all planning aspects have kept pace with changing circumstances and developments. Discuss "normal" meeting logistics and emergency measures to be taken so that all team members are well prepared in advance.

Appoint internal staff members to the team including:

- a) Corporate security to advise and prepare appropriate security protocols;
- b) Communications staff, including specialists in employee-directed messaging, external media and social media. They can also provide appropriate signage, banners, overall décor and audio visual services;
- c) Facility services to handle meeting details such as chairs, tables, parking, meeting set-up, AV logistics and catering;
- d) Corporate secretary staff including legal counsel and board liaison members; and
- e) Shareholder services staff members to staff registration table.

SELECTING A SUITABLE VENUE

When assessing potential meeting venues, the most important items to consider include the expected level of attendance, the need for appropriate security measures, and the possible need to have greater than usual crowd-control procedures in place.

- If you expect 15 or fewer attendees, the company's outside counsel's office is often a good and very cost-effective choice.
- Sometimes, a company facility is also a good choice - if an appropriate meeting space is available and business operations can continue as usual.

- If there is a potential for large attendance, or for demonstrators, a local hotel or conference facility that has strong security infrastructure and crowd-control experience is the best option. Many hotels and conference facilities can quickly adjust the size of the room if attendance is significantly more - or less - than expected. They can also provide an overflow area that can be especially useful if people arrive without the required admission credentials.
- If you expect to have no attendees other than company officers, directors and staff, a Virtual Meeting may be a good option. Significant savings can often be achieved in rental space, security and other staffing requirements. Before choosing to hold a virtual meeting, however, we urge you to read Best Practices for Virtual Meetings of Shareholders at <https://www.broadridge.com/press-release/2018/virtual-annual-shareowner-meetings-study-group-announces-best-practices>

ESTIMATING THE LIKELY ATTENDANCE

While no one can predict the future with complete accuracy, estimating attendance is crucial to good planning. With a realistic estimate of the number of attendees well in advance you will be able to select an appropriate venue, determine optimal staffing levels and security measures, and make many other logistical and budgetary decisions with greater confidence.

Long-established companies have the benefit of a prior history on which to base their estimates. Newly-public companies have no meeting history to go on, which can pose challenges for meeting planners.

Here are a few tips for estimating attendance:

- Meeting attendance is most often a function of company size, the company's customer and retiree base, and the size and composition of its retail ownership.

Consumer-oriented companies and those with a strong regional orientation - like electric and gas utilities, regional banks, companies with large numbers of employees and retirees in towns where meetings are held - and companies with iconic brand names, products and services - tend to have the largest turnouts.

Attendance tends to vary by no more than 10% or so from year to year unless there are unusual circumstances. So most companies that have been public for two years or more will have a pretty good idea of the expected attendance.

If yours is a newly-public company with no history to go on, you should look first at the number of registered holders. Next, ask your Broadridge representative how many of the accounts in street-name are held by individual investors. Individual investors are the ones most likely to attend shareholder meetings. As the last step, newly-public companies can readily determine how many of their founding investors and institutional investors might decide to show up in person, in order to confidently estimate actual attendance.

- Many newly-public and small-cap companies have no attendees except for company officers and staff. If that is likely to be the case - and if you have no controversial items on the agenda or in the press - it might make a great deal of sense to consider a Virtual-Only Meeting.

Regardless of your company's industry sector or history, it is important to plan for higher-than-usual attendance if:

- a) Your company has been the subject of extensive news coverage; or
- b) There are shareholder proposals that might be closely contested; or
- c) There have been current controversies of any kind.

VETTING AND ADMISSION PROCESS

- Before you file your proxy statement, decide whether you will allow shareholders to bring family members or other guests to the meeting - which many companies encourage - or if you will limit attendance to bona fide shareholders only. Once you establish your admission criteria and publish them in your proxy materials, you should make no exceptions whatsoever.
- Decide on your approach to Employee-Shareholder attendance. Many companies encourage it, especially when they move their meeting sites to various company locations from year to year. If you do, be sure to have a well-communicated family-hold-back policy with respect to seating, lining up for refreshments, and speaking. This is especially important if the meeting site becomes full or nearly full.

- Consider having an overflow area to accommodate unexpectedly large crowds, guests of shareholders, employee owners and the press. They should be able to hear and ideally see the proceedings on a monitor but will not be able to ask questions from the floor.
- Most important: Be sure to state your admission criteria prominently - and explicitly - in the materials that are delivered to shareholders. Print them on the very first page of the Notice of Meeting, and include references to the pages where shareholders can find a list of the credentials that will be required for admission, along with driving and parking directions. This is also a good place to provide the name and contact information for the person that shareholders can contact if they need special assistance at the meeting site.
- If you expect a large turnout, it is also useful to repeat the admission criteria, driving directions and map with designated parking areas on a separate insert.
- Every person who wants to attend your meeting should present two credentials: proof of share ownership - or a proxy signed by a registered holder that delegates voting authority to the bearer(s) - and a government-issued photo ID. Each person admitted should be required to sign in.
- Recently, more people who hold their stock in street name come to meetings bearing Legal Proxies. Your admissions-desk staffers should know what the form looks like, and understand that bearers with identification that matches the name(s) on the Legal Proxy are entitled to enter the meeting, speak, and vote by ballot if they so desire. *Note: When people arrive with proxies signed by registered holders, granting the bearer the authority to vote - or with Legal Proxies - it is often a sign that the bearer is attending to raise an issue. It is wise to ask if that is the case, and if so, to seat them near an attended microphone - and to take special care to be sure they read and observe the Rules of Conduct. If you think their issue is not a proper matter for consideration at your meeting, explain your position right away and offer an opportunity to discuss the matter off-line. If you think they might not follow the rules of the meeting (filibuster or otherwise be disruptive), be sure to have an appropriate security protocol in place.*

- Best practices to make the check-in process run smoothly include having lots of large-print signage and friendly greeters to direct attendees to the proper places. It's also important to have plenty of well-trained staff on duty to check attendees in as quickly as possible.
- Ideally, for security purposes, the admission process should take place outside of the general assembly area. In addition to the assembly area, there should be a separate meeting room that will not open until a few minutes before the meeting begins.
- Under the right conditions, you might consider allowing people who present Admission Tickets, Proxy Cards, Legal Proxies, VIFs or official company badges to walk right in, along with their family members and guests. This would assume that you have ample space, sufficient security staff and that security issues are not a major concern. In today's environment, however, our panel of experts does not consider this to be a good practice for most large meetings.
- If a large crowd is expected, pre-registration, pre-printed admission tickets and automated check-in procedures can expedite the vetting and admissions processes considerably. Broadridge offers shareholders the opportunity to pre-register themselves and their guests (if company rules allow) using a meeting-specific website. Once registered, registrants can print coded Admission Tickets and bring them to the meeting. Check-in staff will have scanners that recognize the coding on the tickets, proxies, VIFs and Notices of Availability, and automatically update the register of attendees.

When a large attendance is expected, you can expedite the admission process by having three distinct check-in locations. Each should be appropriately staffed and well marked as follows: one "FOR PEOPLE WITH ADMISSION TICKETS OR PROXIES," one "FOR PEOPLE WHO NEED ADMISSION TICKETS," and one for "EMPLOYEES WITH COMPANY ID."

- **FOR PEOPLE WITH ADMISSION TICKETS, PROXIES OR VOTING INSTRUCTION FORMS,** have two to four registration stations. Staffers can examine or scan the documents, check photo IDs, and either ask the bearers to print their names on a Register or record the names themselves. Finally, hand each attendee the Agenda and Rules of Conduct, and ask them to please review both documents before entering the meeting hall. This is a much better practice than placing them on chairs in the meeting room.

- **FOR PEOPLE WHO NEED ADMISSION TICKETS:** Have two to four admission stations, with well-trained, tactful staff to properly vet each person seeking admission. Admissions staff should ask if people are registered holders or if they hold stock through a bank, broker, or an employee plan. Staff should be prepared to explain, in plain English, the various ways in which shareholders may hold some or all of their shares.
- **REGISTERED HOLDERS** who are not bearing proxy cards should be checked against a copy of the shareholder list. If they are on the list, they should be admitted after showing photo ID and signing in.
- **STREET-NAME HOLDERS** who present a VIF, a Notice of Internet Availability or a Legal Proxy should be admitted after they show a photo ID and sign in. To help those who fail to bring proof of share ownership, some companies provide Internet access and phone lines to brokers. Our expert panel suggests that having an overflow area for these people is quicker - and a perfectly fair solution.
- **EMPLOYEES** can be admitted after showing Employee ID, if your rules allow.

REQUESTS FOR ADMISSION OF GUESTS, REPRESENTATIVES OF AND MEMBERS OF THE PRESS

- **GUESTS AND INTERESTED OBSERVERS:** You need to have a clear-cut policy as to whether you will admit people who are not on the list of registered holders, have no Voting Instruction Form or are coming as guests of holders or as interested observers. When shareholders bring guests, most companies insist, at a minimum, on seeing a Proxy, VIF or a copy of a brokerage statement. If there is ample seating, no trouble is expected, and if they give a reasonable explanation for wanting attend, you might decide to allow people in without ownership credentials. But be aware that you will have to enforce your policy uniformly. Increasingly, we see companies turning such people away or admitting them to a separate overflow room – with a polite explanation that "We are sorry, but if we let YOU in without the required credentials, we would have to let EVERYONE in. So, as we're sure you will understand, we can't make any exceptions."

- **THE PRESS:** Elaborate press rooms with lots of phones, fax machines, copiers, and audio or video feed...plus coffee, snacks and other amenities are long gone. Today, reporters are all on their smartphones, if they're there at all. Some companies actually forbid press coverage. Consider that this can backfire by sending a signal that the company has something to hide - which encourages the press to investigate or to speculate. Better to direct the press to an overflow room if you have one. This prevents potential publicity-seekers from playing to the press during your meeting. Arranging for the local press to meet with company officers after the meeting is over is often a very good thing to do - especially if you are in a city where your company has a large presence.
- **ADDITIONAL SECURITY MEASURES TO CONSIDER:** Sometimes, the size of the audience makes it prudent to require that prospective attendees go through a metal detector. It has also become a best practice, even at smaller meetings, to have a security agent look through briefcases and purses. Shareholders should be asked to check big, bulky items in a secure checkroom. Company staff should handle all of this in a cheerful and extremely courteous manner. The last thing you want attendees to think is that you're afraid of something.
- **BADGES:** When there is a big and/or potentially troublesome crowd, have everyone wear a badge, saying STOCKHOLDER or GUEST or COMPANY OFFICER or HOST once attendees are properly vetted.
- **BEFORE THE MEETING BEGINS:** After being cleared for admission, shareholders and guests should continue to a reception area that adjoins the meeting hall, which will remain closed off (as a security measure) until a few minutes before the meeting begins. Ideally, provide some light refreshments, and encourage company officers and directors - with identifying badges - to mingle with attendees. This not only sets a very nice and welcoming tone, but also provides security staff with a good opportunity to observe the crowd and to keep an eye on people who may need some added help, or otherwise warrant extra attention. Best of all, this often provides a chance to answer some shareholder questions ahead of time - and to get a sense of the questions that shareholders might ask during the meeting.

Requests for admission tickets from representatives of investors who may or may not be holders of record

Most such requests come from shareholder proponents who need to have someone formally introduce their proposal, and these requests must, of course, be honored. Sometimes, such requests come from union-sponsored and state and local sponsored Retirement Funds. They may not have a shareholder proposal on the agenda but, as beneficial shareholders, wish to have a representative of the fund at the meeting to observe, and perhaps to comment on a proposal or a matter of general shareholder interest.

Although they can apply directly to the company itself, these representatives will typically apply to Broadridge, which will issue a document stating the name of the custodial institution, the name and share entitlement of the beneficial owner and the name(s) of the representatives seeking admission. To eliminate any misunderstanding as to the ability to vote at the meeting, this document will acknowledge that any of the beneficial owners' votes have been or will be cast via the Broadridge voting platform. Admitting such representatives should be considered a best practice - as long as they observe the official Rules of Conduct and confine their questions and/or comments to (a) the business matters under discussion and/or (b) matters of general interest to all attendees.

SAMPLE RULES AND PROCEDURES FOR THE CONDUCT OF SHAREHOLDER MEETINGS

XYZ Corporation welcomes you to its __th Annual Meeting of Stockholders. In fairness to all stockholders in attendance, and to provide stockholders an opportunity to be heard – and in the interest of conducting an orderly meeting within the scheduled time – we require you to honor these rules of conduct:

1. All stockholders and proxy holders must register at the reception desk and show valid documentation that proves they are a stockholder, proxy holder or authorized representative of a stockholder before entering the meeting room.
2. Taking photographs and the use of audio or video recording equipment is prohibited without the express consent of XYZ Co. Also, please silence all phones and electronic devices.
3. Subject to the discretion of the Chairman of the Meeting, the meeting will follow the Agenda provided as you entered the meeting room.
4. Only stockholders of record on the record date for the Meeting, [enter date] or their legitimately appointed proxy holders may address the meeting.
5. Direct all questions and comments to the Chairman of the Meeting, who will either respond directly, or invite another officer [or director] of XYZ to respond.
6. If you wish to address the Meeting, please raise your hand. When the Chairman recognizes you, please wait for a microphone. Then, state your name, say whether you are a stockholder or proxy holder, and present your question as concisely as possible.
7. To make best use of everyone's time, and as shown on the Agenda, we will handle the official business of the meeting first. We ask you to confine questions or comments to the matter that is under consideration. There will be a separate question and answer period about other matters that may be of concern to attendees after the voting on proposals. We plan to conclude the Meeting by [].
8. There are [X] management proposals and [Y] shareholder proposals to be voted on. Each shareholder proponent will have [two] minutes to introduce their proposal or make a statement in support of it. The management position is already stated in the proxy materials you received.
9. Other shareholders may comment on a proposal. Each shareholder will have up to [two] minutes to comment.
10. Please provide each speaker the courtesy of concluding his or her remarks without interruption.
11. We have allotted a maximum of [X] minutes for discussion of each matter to be voted on.
12. To allow as many shareholders to be heard from as possible, we ask attendees who have already asked a question to allow others who raise their hands [or queue up for the microphone] to speak first – and to limit their own questions and or comments during the official business session and during the question period to a maximum of three.

The views and concerns of all shareholders are welcome; however, the business purpose of the meeting will be strictly observed. The Chairman or Secretary may rule questions or comments as out of order if they:

- Are not related to the business at hand;
- Are irrelevant to the business of the company;
- Relate to pending or threatened litigation;
- Are derogatory, or related to personal matters or grievances.

Editor's Note: In recent years it has often been necessary to include additional Rules of Conduct to specifically prohibit things like signs, demonstrations, chanting or calling-out, costumes and firearms in the meeting room.

DEALING FAIRLY AND EFFECTIVELY WITH ACTIVIST INVESTORS, SHAREHOLDER PROPONENTS, GADFLIES AND OTHERS

- Be sure to greet and meet briefly with shareholder proponents or their proxy holders well before the Meeting begins. This also helps to set a good and courteous tone. Make sure they are aware of the Rules of Conduct, any time limitations there may be, and the reasons for them. And take care to seat them near a microphone when it's time for them to introduce their proposals.
- If you have regular gadflies or repeat attendees who try to comment on every item, you may want to take them aside to remind them tactfully about the time and question limits – and advise them that they will be much more effective presenters by observing them. If shareholders have complained in prior years (which often they have) consider saying so.
- Hand the Agenda and the Rules of Conduct to each attendee as they register and ask them to please review them before the Meeting begins.
- Have some light refreshments available beforehand. Ideally, have senior managers, and directors too, if possible, circulate among the attendees. This sets a welcoming and respectful tone. Very often, attendees will ask their questions then and there.
- Have the Chairman of the Meeting briefly review the Rules of Conduct with the audience before the official business of the Meeting begins.
- Be sure that the Chairman enforces the Rules uniformly– and see that management adheres to them as well. Do not show favoritism to gadflies. It greatly annoys the other attendees.
- If you have a Virtual-Only or Hybrid Meeting, be sure to handle questions from the floor in a pre-announced and scrupulously observed manner. Alternate among questions that have been received in advance, submitted via the virtual meeting website, via a phone queue or asked in person.
- Be prepared to enforce the Rules of Conduct immediately if an attendee ignores the Chairman's first "gentle warning" and a second, firmer warning.
- Because it is in the Proxy statement, there is no need for the Chairman to discuss management's position on shareholder proposals, or to argue about them during the Meeting. All proposals have been distributed to shareholders well in advance, along with the company's own "best case" in favor of or against each one. Voting is not likely to change by a meaningful number during the Meeting. The easiest way to handle arguments and comments is to simply say "Thank you for your comments" and move on. (However, if the Agenda includes closely-contested items, some minds may indeed be made up at the Meeting, in which case the Chair may need to take a different approach.)
- If you are the Chairman, remind yourself to never lose your cool, and to stay gently but firmly in control of the meeting at all times.
- Be prepared to conclude the Meeting summarily if the fire alarm sounds, the power goes off – or if, even worse, the Meeting threatens to get out of hand. Have an emergency script ready that allows the Chairman to declare that the Meeting is over. The script should include an announcement that, based on the proxies presented (after checking with the Inspector of Elections) that all directors have been elected - and that the final voting results on all other matters will be posted on the company website as soon as practicable.

CLOSING THOUGHTS

When planning your shareholder meeting, keep these three important principles in mind. to ensure a smooth and successful event:

1. Never assume that this year's meeting will be just like last year's - or that you can simply mark up last year's script with current names and numbers. Think deeply about all the ways that this year is different from last year as you make your meeting plans.
2. Hope for the best, of course, but plan for the worst circumstances you can think of.
3. Never rush to produce or announce a Final Report on the Voting. There is no need to rush. The number one cause of misreported or mischaracterized voting outcomes, which then must be retracted or corrected, is rushing.

If there is no doubt about any of the results, the best practice is for the Inspector of Election to briefly announce the final results, and for the Chair to declare that all directors have been duly elected, and that the various proposals have been either approved or not approved.

On occasion, a large number of votes may be received on the evening before and/or the day of the meeting. If this occurs and the outcomes on any matters are close, it is best to have the Chair, or even better the Inspector, who is in the best position to assess the voting outcomes - say exactly that. He or she should also explain that a report on voting will be issued as soon as possible, and posted on the company web site as soon as the results have been certified by the Inspector.

ABOUT THE AUTHOR

Over the past 50 years, Carl Hagberg has attended several hundred shareholder meetings, most often as an Independent Inspector of Election. From the mid-1970s to the present, he has overseen Inspectors of Election who have served at tens of thousands of shareholder meetings - initially as the manager of the transfer agency business of Manufacturers Hanover Trust Company, which was then the nation's largest agent. Currently, he serves as the Managing Partner of CT Hagberg LLC, which has been providing Independent Inspectors since 1992. Carl is also the editor-in-chief of The Shareholder Service Optimizer, a quarterly newsletter now in its 26th year, and he has had dozens of articles about Shareholder Meetings published elsewhere.

ABOUT OUR PANEL OF EXPERTS:

Carl's first draft was reviewed, discussed and finalized with the help of the following group of Shareholder Meeting Experts:

Jake Amsbary, Vice President, Corporate Secretary, Walgreens Boots Alliance; Gale Chang, Associate General Counsel, Bank of America; Ross Jeffries, Deputy General Counsel & Corporate Secretary, Bank of America; Philip Larrieu, Associate Portfolio Manager, CalSTRS; Brandon Rees, Deputy Director of Corporations and Capital Markets, AFL-CIO; Susanne Scagnelli, Vice President, Issuer Service Delivery & Client Operations, Broadridge Financial Solutions; Katherine A. Smith, Associate General Counsel and Assistant Secretary, Exelon Corporation, Carol J. Ward, Senior Advisor, Corporate Governance Partners, Inc.

ABOUT BROADRIDGE

Broadridge, a global Fintech leader and S&P 500® company with \$4 billion in revenues, provides communications, technology, data and analytics. We drive business transformation with solutions for enriching engagement, navigating compliance and optimizing efficiency. With our proprietary data and technology we support insight, compliance and governance while enhancing the shareholder experience — with the industry's only single-source solution for corporate disclosure and communications. As the leading proxy solutions provider to the Fortune 500 and one of the largest EDGAR filers with the SEC, we are uniquely positioned to help corporations get ahead of today's challenges and capitalize on what's next.

For additional information, see the following links:

<https://optimizeronline.com/annual-meeting-site-selections/>

<https://optimizeronline.com/annual-meeting-security/>

<https://optimizeronline.com/a-little-primer-on-annual-meeting-etiquette/>

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