

| Preparing for the Annual Meeting – TIMELINE | |
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| <p>The sample timeline provided below is intended to be a general guide in preparing for the meeting. It is not intended to include all of the matters that may be required for any particular company. Readers are urged to review the law applicable to their company to ensure that matters required to be completed during the preparation process are included in the timeline. In addition, companies who use a commercial registrar and transfer agent should consult with them regarding any specific requirements and deadlines.</p> | |
| ACTIVITY | Months/Days Prior to Annual Meeting |
| Secure location of the Annual Meeting | 9 to 12 months |
| Begin RFP process for Printers and Proxy Solicitors | 6 to 9 months |
| Determine meeting date, record dates and completing and mailing date. Finalize annual meeting location and date. Begin draft of proxy statement | 180 - 200 days |
| Deadline for submission of Shareholder Proposals for inclusion in Proxy materials (120 days prior to the filing of the proxy materials [Rule 14a-8(f)]) | 180 - 140 days |
| Notify printer of meeting schedule and requirements for printed materials | 135 days |
| Coordinate order of mailing envelopes and business reply envelopes (Consider amounts for mailing full packages as well as notice only) | 130 days |
| Discuss with transfer agent and employee stock plan administrators the proxy mailing, record date, cut-off dates, notice and access, proxy distribution, etc. | 125 days |
| Distribute director and officer questionnaires for proxy statement | 90 - 125 |
| Begin mapping of Proxy Card, Voter Instruction Form and Notice | 90 - 120 |
| Prepare consent notice to household | 100 days |
| Search cards mailed to record holder banks (at least 20 business days prior to the annual meeting record date [Rule 14a-13]) | 96 days |
| Conduct Board of Director's meeting to name director's nominees, authorize record date | 90 - 180 days |
| Review proxy material comments received from management | 90 days |
| Notify NYSE of tentative annual meeting record date and matters to be voted upon at the meeting (notice is required at least 10 days prior to record date [NYSE §401.02]) | 86 days |
| Review officer and director questionnaires and determine if any Form 5 filings are required | 80 - 100 |

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| Distribute draft proxy card, notice and proxy statement and annual report to management for review | 80 - 95 days |
| Discuss and arrange with the appropriate parties logistics for Annual Meeting (set up of meeting room, security, registration, audio visual, microphones, refreshments, etc.) | 85 days |
| Begin to gather internal data for Annual Meeting Briefing Book | 80 days |
| Submit opposition statement to SEC and mail response(s) to shareholder proposal(s) to proponent(s) (no later than 30 days before filing of Proxy Statement [Rule 14a-8(m)]) | 75 days |
| Arrange for Inspectors of Election | 70 days |
| Arrange for webcasting of Annual Meeting | 70 days |
| Confirm use of postage rate with mailing house(s) | 65 days |
| Request Omnibus Proxy from depositories | 62 – 70 days |
| Notify Officers who have been appointed to serve as proxies | 62 days |
| RECORD DATE (not more than 60 nor less than 10 days before the date of such meeting [DGCL §213(a)]) | 60 – 70 days or |
| Reconcile/confirm number of Issued and Outstanding shares as of record date for inclusion in proxy statement | 58 – 65 days |
| Release Printing of Proxy cards, VIF and Notice | 55-60 days |
| Begin mapping of Internet Voting site(s) | 50 days |
| Preliminary form of proxy statement filed with SEC via EDGAR (10 days before filing the definitive proxy) | 50 days |
| Clear proxy statement and annual report to print | 48 days |
| Send invitations to Company personnel, Directors, Auditors and outside Legal Counsel to attend Annual Meeting | 45 days |
| Mail 6 copies of definitive Proxy material to NYSE – no later than date of mailing to shareholders (Section 204.28 of NYSE Listed Company Manual). | 41 days |
| Wire funds covering postage for mailing of materials | 40 - 45 days |
| Printer files definitive Proxy material with SEC electronically via EDGAR. [§240.14a-6(b)] | 40 days |
| Deadline to send shareholders the Notice of Internet Availability of Proxy Materials [§240.14a-16(a)(1)] | 40 days |
| Confirm interactive voice response voting script (to ensure voting instructions via telephone are accurate) | 40 days |

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| Deadline to post proxy materials on website under Notice & Access. [§240.14a-16(b)(1)] | 40 days (same day as mailing to s/h) |
| Confirm with Tabulator and Stock Savings Plans administrators of proxy vote cut-off date | 38 days |
| Collate internal data for Annual Meeting Briefing Book | 35 days |
| Begin preparation of Script for Annual Meeting | 30 days |
| Conduct Notice & Access follow-up mailing to stockholders, if required | 30 days |
| Conduct proxy follow-up mailing to shareholders, if required | 25 days |
| Finalize hotel details and other arrangements required for Annual Meeting staff/officers/directors; transportation | 20 - 30 days |
| Prepare meeting agenda | 20 days |
| Annual Meeting Briefing Book reviewed by Legal, Office of Corp. Secretary and Corp. Financial | 15 - 20 days |
| List of shareholders entitled to vote at meeting open for examination [DGCL §219(a)] | 10 days |
| Obtain Affidavit of Mailing (for full packages and notices only if appropriate) | 10 days |
| Prepare Minute Pages and Inspectors Oath | 10 days |
| Order printing of agenda, ballots and guide for Annual Meeting | 10 days |
| Distribute Annual Meeting Briefing Book to officers | 7 - 14 days |
| Accumulate all material to be taken to Annual Meeting. Prepare folders and material for personnel and shareholders attending meeting. | 3 - 5 days |
| Final meeting with all internal parties involved with meeting production (security, meeting services, public relations, etc.) | 1 - 2 days |
| Cut-off for Stock Savings Plan Vote | 1 - 2 days |
| Training for staff members (registration, microphone attendants, etc.) | 1 - 2 days |
| ANNUAL MEETING OF SHAREHOLDERS | 0 |
| Filing of 8-K with voting results from annual meeting | 4 days (after) |
| CEO to file with the NYSE, no later than 30 days after the annual meeting of shareholders, certifying corporate governance requirements, subject to any necessary qualification (NYSE Rule 303A.12(a)) | Up to 30 days (after) |
| Revise this checklist as necessary for next year's Annual Meeting, proxy statement and 10-K/Annual Report based on current year experience | Ongoing |

