

- Primary purpose of the annual meeting is for the shareholders to elect the directors who are responsible for the oversight of the company
- Other matters proposed by management or other shareholders may also be subject to a vote at the annual meeting, all of which are included in a proxy statement
- Annual meeting requirements, including required quorum, record date and voting requirements, are governed primarily by state law and a company's bylaws
- Requirements for preparing and distributing the proxy statement are governed by SEC regulations

The Board of Directors will adopt call resolutions establishing:



- The date and time of the meeting
- The location
- The record date for determining shareholders entitled to vote
- Inspectors of Election
- Director nominees
- Other matters to be voted on
- Proxy holders

To notify shareholders about the annual meeting, inform them of the matters to be voted on and to solicit their proxies, the company will prepare and distribute a proxy statement.

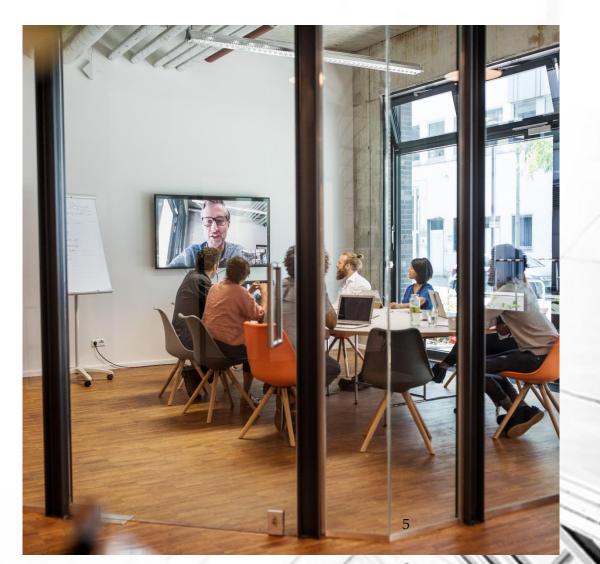
SEC regulations contain detailed rules about the contents of the proxy statement, including:

- Biographies, share ownership and compensation of director nominees and executive officers
- Description of board committees and membership
- Compensation discussion and analysis explaining material elements of executive compensation programs
- Audit Committee report discussing matters pertaining to the independent public accountants, audited financial statements and other Audit Committee deliberations
- Fees paid to independent public accountants
- Shareholder proposals

Meetings are generally conducted using parliamentary procedures and follow a standard format:

- Call to order
- Establishment of quorum
- Vote on matters by proxy or in person
- Tally of votes by inspector of elections
- Announcement of voting results
- Adjournment

Customary for CEO to present the company financial and strategic highlights of the previous year



Questions?

Contact Linda via email → lindaiannone35@gmail.com

End of Module 4

