

Beta**NXT**

2025 Proxy Guide



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Introduction

Your annual meeting is an important way to share your company vision and accomplishments. It's also a great opportunity to directly interact with your shareholders, answering their questions and obtaining their feedback and preferences about directors and company performance.

We've created this Proxy Guide to provide you with valuable insights and important information needed to distribute your proxy material to beneficial holders, supporting the successful planning and execution of your meeting. We've broken down the annual meeting process into five phases: [Planning](#), [Distribution](#), [Voting and Tabulation Reporting](#), [Meeting Day](#), and [Billing](#). Following this resource guide will provide clear direction and guidance for planning your annual meeting.

At BetaNXT, we provide a unique perspective. We offer an end-to-end proxy solution to issuers for annual meetings, while also supporting brokers for beneficial holder distribution on the street side. We integrate investor communications across the investments ecosystem, providing a strong platform to support issuers, funds, and brokers, as well as their investors.

Clients are at the heart of everything we do, and we look forward to supporting your success.

The Proxy Planning Process

Five phases comprise an issuer's annual proxy event, and our guide outlines these phases:

- Phase 1: **Planning**
- Phase 2: **Distribution**
- Phase 3: **Voting and Reporting**
- Phase 4: **Meeting Day**
- Phase 5: **Billing**

We recommend you thoroughly review this guide and use it as a reference tool. At the end of the guide, you will find relevant documents and schedules to help you with your planning process.

Phase 1: Planning

BetaNXT will distribute your annual and/or special meeting materials to the beneficial holders of our broker clients, so please include us in your proxy event planning process, starting with the broker search. This initial notice should include your record and meeting date(s), and eligible securities for voting. Once finalized, please share your proposals, and both electronic and print versions of your proxy material. In addition, billing party details and information regarding required billing instructions are elements that streamline the invoicing process.

BetaNXT also receives notifications from several sources, including broker searches from proxy solicitors and transfer agents, stock exchange publications, SEC filings, and various other sources. Once we've received a notice of meeting, we will provide material quantity counts within five (5) days of receipt of the search. These counts will help estimate printing requirements for shareholders who have opted to receive all printed material (proxy statement, annual report, and any other relevant documentation). These counts can also be used to understand expected fees for fulfillment, since we will include shareholders who have opted to receive emails or notices (see [Notice and Access](#)).

Your planning process should also include whether your meeting will be in-person, virtual, or hybrid. Virtual meetings are cost-efficient and enable significant participation. Enhanced accessibility features, such as live streaming and recorded sessions, ensure that shareholders can stay informed and involved. Additionally, the flexibility and convenience of virtual meetings enable shareholders to participate from anywhere, making it easier for them to attend. They are inclusive, cost-effective, and environmentally beneficial by reducing travel and physical materials. Hybrid shareholder meetings allow shareholders to participate either in person or virtually, making it a good option for issuers who prefer in-person meetings.

Initial Setup of a Proxy Event

The following information is required for initial setup of your event, which should be provided at least 20 days prior to record date and is typically included in the broker search. Additional charges or rush fees may be incurred when information is received less than 20 days prior to record date.

- Record date
- CUSIP®
- Meeting date
- Meeting type
- Mail type (notice and access or traditional)
- Billing information

The following is needed to complete the process and should be provided as soon as the information is available or by the record date, whichever comes first. We cannot complete the distribution process without this information:

- Meeting time and location
- Agenda items (proposals) at least 45 days prior to the meeting date
- Mail type (e.g., notice and access, hybrid, full set)
- Estimated mail date
- Enclosures and/or documents to be mailed (e.g., annual report, proxy statement, 10-K, notice of meeting, etc.)
- Links to your electronic proxy documents and/or PDFs of documents
- Contact information for you:
 - Solicitor
 - Tabulator
- Billing contact information including:
 - Billing party
 - Billing contact name
 - Address
 - Telephone number
 - Email address
 - Any special instructions (e.g., portal uploads or PO requirements)

Billing inquiries can be sent to billingsupport@betanxt.com or you can contact us at (877) 763-1671

DID YOU KNOW?

You can provide equal access for all shareholders, enabling seamless registration and effortless participation. Our Digital Shareholder Meeting solution is a flexible meeting platform that lets you choose a digital format that's right for you. The platform also provides Q&A management capabilities, branding options, and high-touch service.

Please contact info@betanxt.com for more information.

Notice and Access (NAA)

The NAA model allows an issuer to provide materials to shareholders by a notice-only option by posting materials online (other than the SEC's EDGAR site). BetaNXT can help provide a customized website for your proxy materials, enhancing your brand and investor communications. You can view a [sample site here](#). A notice will be sent to shareholders informing them of the electronic availability of the proxy materials; this mailing must be initiated at least 40 days prior to the shareholder meeting.

The NAA form also contains instructions for shareholders on how to request paper copies of materials. Should a shareholder wish to request a paper set of materials, they may do so for up to one calendar year past the meeting date by notifying BetaNXT via telephone or email. Should a shareholder wish to change their election choice from full set to NAA or from NAA to full set, BetaNXT stores the elections and will use them for future proxy distributions. Upon receipt of a request for paper documents, BetaNXT contacts the issuer or their designee for additional paper sets and forwards them to the shareholder(s) within three business days of receipt. The NAA mailing material will not include a proxy card.

BetaNXT follows your instructions regarding NAA, stratified or hybrid mailings, and/or full set delivery. Ideally, your broker search will indicate your preference.

If you are utilizing NAA, we must have your proxy agenda (proposals) and the link to your electronic proxy documents at least **45 days prior to your meeting date**. Additional charges or rush fees may be applied if the agenda is not available at least 45 days prior to meeting date.

Material Orders

BetaNXT provides confirmation of the material quantities required for mailing your proxy material within 72 hours of the record date. (The material order quantity amount will include a spoilage calculation.)

QUICK TIP

Always include a manifest when sending us your material. Please include the job number along with your CUSIP number, company name, and meeting date on the shipment label or manifest.

Material Shipping Instructions

Detailed delivery instructions can be found in [Resources](#). Material should be shipped to:

BetaNXT
ATTN: Proxy Receiving
100 Demarest Drive
Wayne, NJ 07470

It's very important that you include a manifest of your contents, and include your CUSIP number, company name, and meeting date on the shipment label or the manifest itself.

Do not pack items for multiple proxy events (material for more than one issuer) in the same package.

Proxy Cards

BetaNXT will create a voting instruction form (VIF), or notice, if using NAA. A copy of your proxy card is useful to ensure we have the correct meeting information established in our platform. Both the VIF and NAA forms will provide instructions for viewing documents and voting the proxy online.

Voting Instruction Form (VIF)

A VIF is mailed to shareholders to inform them of an upcoming event. The VIF allows shareholders to submit their votes on proposed corporate and shareholder proposals without attending a shareholder meeting in person. It will contain:

- Proposals to be voted
- Voting options
- Details of the meeting: location, date, and time
- Cut-off date: date and time by which votes must be received (usually 11:59 p.m. the business day before the meeting)
- Shareholder's information
- Record date
- Control number
- Management recommendations
- Signature line

If you would like to review and approve the VIF prior to distribution, please email us and provide the contact information for the individual responsible for reviewing the VIF and approving its contents. Limited changes can be made to the VIF, though a fee may apply. These requests should be sent to documents@betanxt.com.

Agenda and Proposals

Please deliver this information to documents@betanxt.com as soon as it has been finalized. If you elect to use NAA, your agenda must be delivered at least 45 days prior to your meeting.

NOBO Reports

To request a NOBO (non-objecting beneficial owner) report, please download and complete the [NOBO Request Form](#) from our website. Upon receipt of the signed and authorized request, the list will be made available through our secure web portal.

NOBO Campaigns

BetaNXT will actively work with solicitors on a NOBO campaign to gather votes to help clients meet quorum. After the NOBO list is provided, the solicitor can request a "voted file" (also referred to as a "kill file") from BetaNXT, which lists all the accounts that have been voted.

As part of this process, as we receive and process votes from the solicitor with the beneficial holder's control number, a letter will be sent to the shareholder confirming receipt.

Share Range Analysis

A share range analysis is available by request. Please contact us at documents@betanxt.com and include the CUSIP number and company name in your request.

Campaign Set-Up Form

A quick and easy way for you to notify BetaNXT of your meeting details is via the BetaNXT [Proxy Campaign Setup Form](#), which can be accessed on our website.

Simply download the form and email the completed document to documents@betanxt.com. We will take it from there.

DID YOU KNOW?

BetaNXT works with solicitors on NOBO campaigns. For further information, contact us at documents@betanxt.com.

Phase 2: Distribution

Once your proxy material is received at our print/mail facility, we will complete the event setup and begin mailing the proxy packages to the beneficial holders of our broker clients. Prior to mailing the material, we will confirm that:

- Proposals on our VIF or notice match your proxy statement
- Correct content is enclosed – proxy statement, annual report, VIF, etc.
- NAA instructions are properly followed (if applicable)
- BetaNXT electronic voting sites and control numbers are accurate

All printing and mailing for our broker clients originates at our facility in New Jersey. The regulatory standard is to mail proxy packages within five days of receipt. We strive to maintain a three-business-day mailing standard. This is a key reason to include us in your planning process from the beginning. If we have all the necessary details for your proxy event, we will be ready to mail as soon as your material arrives.

Mailing Options

Postage

Several factors influence postage expense: method of delivery, size and weight of package, type of proxy mailing (notice and access or full set), and the time between when material is received and the meeting date. We recognize the importance of managing postage expense and we do what we can to reduce it. The most common way to reduce USPS First Class postage rates is to presort the mail to obtain USPS discounted rates. Where BetaNXT is able to obtain USPS First Class postage discounts, we generally share the discount with the issuer. To qualify, the issuer must meet certain issuer requirements:

- The issuer has not specifically instructed BetaNXT to mail using USPS First Class, either on the search card, on BetaNXT's Proxy Setup Form, or otherwise.
- The material is received by BetaNXT far enough in advance of the meeting (25-30 days) to allow for normal USPS standard delivery times.
- The mailing is a minimum number of "like" pieces – e.g., same size, all domestic, same weight, same envelope type. The number varies depending on the postage discount.
- The physical contents of the package can be inserted into envelopes by machine rather than by hand.

How BetaNXT Obtains Postage Discounts

If these requirements are met, BetaNXT performs the following tasks to obtain the discount from USPS: NCOA and CASS processing, presorting mail, inserting, bundling into USPS mail trays, reporting/reconciling, and meeting other USPS delivery guidelines.

Because BetaNXT performs extra work to obtain these USPS postage discounts, our policy is to share the discount with the issuers. This policy is consistent with SEC and NYSE rules and policies. Certain kinds of mailings for which USPS discounts are not available or the discounts are so minimal are retained by BetaNXT.

Notice & Access Mailings

BetaNXT mails all notice and access notices via USPS First Class mail. Postage discounts for NAA mailings are minimal and are retained by BetaNXT.

Oversized or Excessive Weight Packages

First Class packages weighing more than 13 ounces are mailed as Priority Mail; Standard Mail weighing more than 16 ounces is mailed as Bound Printer Matter at prevailing rates plus a 20% processing fee.

International Addresses

A 5% processing fee applies to all international pieces.

Issuer-Directed Instructions

BetaNXT will automatically seek the best available mailing option and discount. However, if an issuer wants its mailing sent USPS First Class or other special instruction such as Overnight Delivery, clear instructions must be provided when the broker search is submitted or on [BetaNXT's Proxy Campaign Setup Form](#). Overnight deliveries are billed at courier cost plus 20% processing fee.

When special instructions are provided, we will make our best effort to accommodate, but our ability to do so depends on the request, available time, and resources. We will not use any method more expensive than USPS First Class unless the issuer explicitly requests in writing to mail packages via an overnight delivery carrier.

Phase 3: Voting and Tabulation Reporting

Shareholder Voting Options

Shareholders may vote via the Internet or telephone, or by completing the paper ballot and returning it by mail. "How to Vote" instructions are located on the front of the VIF or on the front of the NAA form. The VIF and NAA forms are provided to account holders as of the record date set for the proxy event. Note: In the event a signed and dated paper ballot is received with no instruction provided, the proxy will be voted in accordance with the recommendations of management. Many account holders opt for electronic delivery of their proxy material. In those cases, BetaNXT maintains their consent and email address and distributes links to our voting site and material electronically.

If an issuer chooses to have an in-person meeting, shareholders may attend the meeting to vote their shares in person. To do so, BetaNXT will issue them a legal proxy, which they will need to present at the meeting to vote. A sample legal proxy is shown in [Resources](#).

To request a legal proxy, the shareholder must check the "To Attend the Meeting" box located at the bottom of the VIF. If voting online, they must click on the button indicating Legal Proxy Request at the bottom of the electronic VIF. BetaNXT will issue the legal proxy upon receipt of the completed instructions.

Shareholders can also attend a virtual meeting if the issuer provides that option. The shareholder must follow the instructions on the VIF or in the proxy statement.

BetaNXT also provides a solution to foster relationships with retail shareholders through direct engagement. Mediant Engage™ is a suite of omni-channel tools that help bring issuers closer to shareholders and achieve quorum and proposal passage. We offer three levels of service. Please contact info@betanxt.com for more information.

Investment Managers

Many investment managers transmit their votes using BetaNXT's MIC Wealth Manager (MWM). MWM is a web-based application that streamlines the proxy voting process for managers with brokers who have selected BetaNXT as their shareholder communications partner. In MWM, the manager is able to view meeting details, agendas, ballots, and account details, as well as generate proxy activity reports.

Vote Tabulation

BetaNXT maintains contacts and reporting instructions with all major tabulators, transfer agents, solicitors, and Broadridge. Votes are reported to the tabulator via an electronic file transmission or email with an Excel spreadsheet or PDF report attachment. BetaNXT will send daily incremental vote result reports to the master tabulator starting 10 to 15 days before the meeting date, if requested. In other situations, we may only send a final vote report within three hours of the vote cut-off time. BetaNXT will always request that the tabulator confirm receipt and processing of our vote reports.

With proper authorization from the issuer, BetaNXT will provide tabulation reports, NOBO files, share range analysis, and geographic reports to your solicitor. Authorization forms can be found at the end of this document and on our [website](#). You may also email us at tabulations@betanxt.com for assistance or call (877) 763-1289.

BetaNXT can work with your solicitor to process votes accepted via a telephone solicitation campaign. Additionally, we provide voted and un-voted reports and send confirmations of phone votes. Please contact us at tabulations@betanxt.com for more information about this service and the associated fees.

Discretionary Voting

Discretionary voting allows brokers to vote on certain items on behalf of their clients if no voting instructions are received within 10 days of the annual meeting. These votes are limited to routine items (e.g., ratifying selection of auditors, amendments to bylaws). Brokers are restricted from casting uninstructed votes in the election of directors (except for certain mutual funds) and on executive compensation matters, including say-on-pay votes. Brokers are also prohibited from voting on specific corporate governance proposals, such as de-staggering the board of directors, adopting majority voting in director elections, eliminating supermajority voting requirements, providing for the use of consents, granting rights to call special meetings, and overriding certain anti-takeover provisions.

Universal Proxy

The SEC's rule in support of the use of a universal proxy card for contested events began with meetings held on or after August 31, 2022. The requirements include the directive that for a contested meeting in a non-exempt director election contest, the proxy card include the names of both the registrant and dissident nominees. This now allows all shareholders the opportunity to cast their votes for nominees across both slates. In the past, only shareholders who attended a meeting in person were provided with that option.

Key requirements:

- Expands the determination of a "bona fide nominee" to include a person who consents to being named in any proxy statement.
- Requires dissidents to notify registrants of their intent to solicit proxies and provide the names of their nominees no later than 60 calendar days before the anniversary of the previous year's annual meeting.
- Requires the registrant to notify the dissidents of the names of the registrant's nominees no later than 50 calendar days before the anniversary of the previous year's annual meeting
- Requires dissidents to file their definitive statement no later than 25 calendar days before the shareholder meeting or five (5) days after the registrant files its definitive statement.
- Requires dissidents to solicit 67% of the voting power of shares entitled to vote at the meeting.
- A dissident must indicate its intent to comply with the minimum solicitation threshold by including in its notice a statement that it does intend to solicit holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors.
- Establishes presentation and formatting requirements to ensure each party's nominees are presented in a clear and neutral manner.
- Each side will disseminate its own proxy card.
- Each side will be free to choose the design of its own card, subject to the rule's presentation and formatting requirements.

Included in the rules approved along with the universal proxy card requirements were changes to the form of proxy and proxy statement disclosure requirements applicable to all director elections. Those include:

- Requiring proxy cards to include an "against" voting option in director elections when there is a legal effect to a vote against a director nominee
- Requiring that the proxy card provides shareholders with the ability to "abstain" in a director election where a majority voting standard applies (rather than "withhold")
- Requiring proxy statement disclosure about the effect of a "withhold" vote in an election of directors

BetaNXT's platform fully supports all of these requirements. Please reach out to our Operations group at documents@betanxt.com if you have any questions.

Phase 4: Meeting Day

Thorough planning and preparations will ensure a smooth and stress-free meeting day. Remember:

- Your proxy agenda will drive the flow of the meeting.
- Preparation of Materials - Ensure all relevant documents (financial reports, agendas, and resolutions) are prepared and distributed in advance. This allows shareholders to review and come prepared for discussions.
- Clear Agenda - Have a written agenda and set of rules that outlines the topics to be discussed, including the election of directors, all proposals, and any other business. This helps keep the meeting focused and organized – and run to script.
- Legal and Compliance - Confirm that all legal requirements are met, including proper notice to shareholders about the meeting's date, time, and format (in-person or virtual). This includes ensuring a quorum is present to validate the meeting.
- Meeting Logistics - Ensure the technology is set up if there is a virtual option: If the meeting is held online, ensure that the technology is tested and functioning properly. This includes video conferencing tools and voting systems to facilitate participation. We strongly suggest doing a full dry-run with your provider prior to the day of the meeting.
- Shareholder Engagement - Plan for ways to engage shareholders during the meeting, such as Q&A sessions or opportunities, fostering participation and transparency.
- Voting Procedures - Typically part of the script. This includes how votes will be cast during the meeting (various mechanical abilities vary for in-person, by proxy, or electronically) and ensuring that all shareholders understand their voting rights
- Inspector of Election - Based on state law, your annual meeting will likely require an inspector of elections. This individual will take an oath to act as an impartial party in reviewing and certifying voting results. Typically, your tabulator provides this solution. Key roles of an inspector include:
 - Confirm total vote entitlement for each proposal
 - Certify that the votes presented at the meeting are accurate.
 - Ensuring that the votes are conducted in accordance with all meeting rules.
 - Applying any required multipliers to the votes
 - Provide a final voting report for filing purposes

Phase 5: Billing

An issuer can typically expect to receive two (2) invoices from BetaNXT, which are generated and distributed on a weekly basis.

Invoices are generated for the distribution of proxy materials to the underlying shareholders of your company. BetaNXT invoices for votes captured, tabulated, and reported by our system. Invoices for ad hoc material distribution will arrive separately from invoices for the vote tabulation. These generally will arrive within one month of each other.

If you have any questions regarding a BetaNXT invoice, please contact us at billingsupport@betanxt.com or call (877) 763-1671.

Invoicing

Invoice Process

- On or within five days of the mailing date, an invoice (BPX) for processing, postage and distribution is transmitted.
- On or within five days of the meeting date, an additional invoice (BPV) covering vote return processing is transmitted.
- Invoices are sent according to billing instructions, which should be provided to BetaNXT at the origin of the job setup using our preferred standardized [Campaign Setup Form](#). In the absence of the Campaign Setup Form, a broker search card notification, an issuer notification, or other source will determine the billing party.
- Postage advance invoices may be submitted up to 10 days prior to mailings for postage that is estimated to be higher than \$15,000.
- BetaNXT will invoice based on instructions given by your company or third-party age. Please provide the following information prior to the event setup:
 - Billing party
 - Billing contact name
 - Address
 - Telephone number
 - Email address

QUICK TIP

You will receive two invoices from BetaNXT: one for mailing and distribution of materials (BPX invoice) and a second invoice for vote processing (BPV invoice). To assist with timely processing, please make sure you include all billing contact information along with the event setup information.

Payment Terms

Postage Advance Invoices

- Terms are due upon receipt and must be received by BetaNXT via credit card, check, wire transfer or ACH within two business days of the invoice date.

All Other Invoices

- Terms are net 30 days

Fees for Service

BetaNXT follows the fee schedule established by NYSE Rule 451. A copy of the [fee schedule](#) and [sample invoices](#) are included in [Resources](#).

About BetaNXT

BetaNXT provides technology-enabled investor and client communications solutions that ensure regulatory compliance and create opportunities to strengthen shareholder and client engagement. Combining innovative technology, expert knowledge, and extraordinary service, we enable brokers, banks, corporate issuers, and mutual funds to improve their company, advisor, and shareholder experiences, streamlining processes and increasing productivity.

Why BetaNXT

Innovative Technology

Delivers an integrated 100% SaaS platform to ensure the latest technology and workflow tools are always available through frequent updates and releases

Complete Compliance

Meets mandates and regulations of the New York Stock Exchange and Financial Industry Regulatory Authority

Valuable Expertise

Solves complex investor communication issues through a strong industry partner network and in-house subject matter experts

Frictionless Experience

Streamlines and simplifies processes to deliver an excellent digital communication experience that is transparent and seamless every time

End-to End Proxy Solution

Issuers need a true end-to-end shareholder communications solution that simplifies their proxy management and engages shareholders. BetaNXT can streamline your proxy meeting events by managing and centralizing communications for all parties and fulfilling and distributing your proxy materials.

Powered by cutting-edge technology and a team of experts who specialize in proxy meeting events, our proxy solutions focus on customized campaigns while maximizing voter participation. With our project management team focused on client satisfaction, systematic real-time online vote results, as well as tabulation and inspector-of-election services, you'll save significant time that may be allocated elsewhere during your proxy project timeframe.

Unparalleled Proxy Management

Client service is the linchpin of all our solutions. A dedicated campaign manager and team of specialists communicate with you to plan and manage the aspects of the proxy event from developing a comprehensive plan and timeline tailored to your needs to meeting date reporting and beyond. Acting as an extension of your team, we use a consultative approach to ensure you achieve your event goals.

Integrated, Online Platform

Shareholder engagement efforts are paramount to a successful proxy outcome. An integrated, online platform that is intuitive and visually appealing, while meeting compliance regulations, helps to enhance the investor experience and therefore engagement. BetaNXT's shareholder engagement platform provides customized websites that extend your corporate website and investor relations messaging. Your important documents are fully enhanced to open quickly and are enabled for optimal mobile device performance.

Digital Shareholder Meeting Solution

In addition to in-person meetings, we support digital and hybrid meetings. Our Digital Shareholder Meeting (DSM) solution enables shareholders to participate in annual meetings remotely with the same level of access as in-person attendees – they can view, vote, and ask questions. DSM also allows you to shape your meeting to best facilitate your shareholders' engagement with ease of access on any device, real-time voting, questions, polling and more.

To closely replicate the in-person shareholder meeting experience at a digital meeting and make it easier for beneficial shareholders to securely participate in a digital shareholder meeting hosted by any provider, BetaNXT developed an application programming interface (API). The API establishes a digital legal proxy that replaces a traditional legal proxy required for beneficial access and voting in a traditional in-person meeting, providing all shareholders a seamless, meaningful experience.

Resources

[Glossary of Terms](#)

[NOBO Request Form](#)

[Delivery Guidelines](#)

[Fee Schedule](#)

[Sample Invoices](#)

[Legal Proxy](#)

[Proxy Campaign Set-Up Instructions](#)

[Universal Proxy VIF Example](#)

[Contact Information](#)

Glossary of Terms

Agenda – The agenda of an annual meeting lists the meeting date, time, location, and items of business to come before the meeting.

Annual Meeting – An annual meeting is held once a year to elect the board of directors and transact business that requires shareholder approval. The chief executive officer will report to stockholders on the year’s results and outlook for the coming year. Outside the U.S., an annual meeting is referred to as an annual general meeting.

Annual Report – An annual publication that public companies must provide to shareholders describing operations and their financial condition.

Ballot – A device used to cast votes.

Beneficial Owner – A beneficial owner is someone who either directly or indirectly has voting power (the power to vote) or investment power (the power to dispose or direct the disposal of) a security.

Board of Directors – A group of individuals who are elected to act as representatives of the stockholders to establish corporate management-related policies and make decisions on major company issues.

Board of Trustees – A group of individuals named to manage a non-stock corporation, e.g., mutual fund, mutual savings bank, or foundation.

Broker – A broker is an individual or party (brokerage firm) that arranges transactions between a buyer and seller for a commission or fee.

Broker Discretionary Voting – NYSE Rule 452 permits brokers to cast votes for customers who have not responded to a request for voting instructions in a proxy solicitation. Broker voting of uninstructed proxies only occur in matters of routine business at annual meetings.

CASS – Coding Accuracy Support System enables the United States Postal Services (USPS) to evaluate the accuracy of software that corrects and matches street addresses. CASS certification is offered to all mailers, service bureaus, and software vendors that would like the USPS to evaluate the quality of their address- matching software and improve the accuracy of their ZIP+4, carrier route, and five-digit coding. CASS software will correct and standardize addresses. It will also add missing address information, such as ZIP codes, cities, and states to ensure the address is complete.

Class of Shares – Types of listed company stock that are differentiated by the level of voting rights shareholders receive.

Control Number – A unique number assigned to a shareholder to grant them access to vote on a designated website.

Cumulative Voting – A system of voting in which each voter is given as many votes as there are positions to be filled and allowed to cast those votes for one candidate or distribute them in any way among the candidates.

CUSIP – A nine (9)-digit alphanumeric security identifier issued to North American securities for the purposes of facilitating clearance and settlement of trades. The CUSIP distribution system is operated by Standard & Poor's.

Depositories – An agent authorized to place funds or securities in safekeeping in a depository institution.

The Depository Trust & Clearing Corporation (DTCC) – The DTCC is the leading security depository in the United States.

eConsent – eConsent reflects a shareholder's request to receive shareholder communications electronically or online.

eProxy – The SEC adopted rules allowing electronic delivery of proxy materials that permit companies the opportunity to provide an internet delivery option.

End-to-End Confirmation – Providing beneficial shareholders and institutional investment advisors with confirmations their votes have not only been delivered but accepted and counted by the issuer tabulator.

Fiscal Year – Twelve consecutive months used by a business entity to account for and report on its business operations.

Holder of Record – Owner of a company's securities as recorded on the books of the issuing company or its transfer agent as of a particular date.

Householding – Householding rules allow companies and mutual funds to make delivery of a single prospectus, annual and semi-annual reports, and proxy information to investors who reside at the same address.

Inspector of Elections – An official responsible to ensure elections are conducted in an open and honest manner and determine that ballots are properly cast.

Interactive Voice Response (IVR) – An automated telephone information system that speaks to the caller with a combination of fixed voice menus and data extracted from databases in real time.

Issuer – A legal entity that registers and sells securities for the purpose of financing its operations. A publicly traded company is an issuer of securities.

Legal Proxy – A written authorization whereby a bank or broker transfers voting entitlements to the beneficial shareholder. A legal proxy document is required when the beneficial shareholder wishes to attend an annual meeting and vote in person.

Meeting Date – The date that the proposed meeting is scheduled.

National Change of Address (NCOA) – National Change of Address “is a secure dataset of permanent change-of-address (COA) records consisting of the names and addresses of individuals, families and businesses who have filed a change-of- address with the USPS.” It is maintained by the United States Postal Service and access to it is licensed to service providers and made available to mailers. The use of NCOA Link is required in order to obtain bulk mail rates, as it minimizes the number of UAA (Undeliverable as Addressed) mail pieces.

Nominee Name – A nominee name is the name under which a security is registered and held in trust for a beneficial owner.

Non-Objecting Beneficial Owner (NOBO) – A Non-Objecting Beneficial Owner is a security holder who has given permission to a financial intermediary to release the owner’s name and address to a public company that he or she has invested in for the purpose of receiving proxy mailings and share- holder communications.

Notice and Access (NAA) – Pursuant to the SEC’s proxy rules, a company may, but is not required to, furnish proxy materials to shareholders through a “notice and access” model. A company choosing this model must post its proxy materials on an internet website and send a Notice of Internet Availability of Proxy Materials at least 40 days before the meeting date.

Objecting Beneficial Owner (OBO) – An Objecting Beneficial Owner is a security holder who does not give permission to a financial intermediary to release the owner’s name and address to a public company that he or she has invested in for the purpose of receiving proxy mailings and shareholder communications.

Omnibus Proxy – An omnibus proxy is issued by security depositories or bank custodians, as the shareholders of record, which provides a list of the participating financial institutions and their holdings and authorizes the participants to vote their proxies directly.

Over-voting – Over-voting occurs when there are more votes cast with respect to a block of shares held by a financial intermediary than the number of shares held.

Proposals for Meeting – Issues covered in a proxy statement (i.e., election of board of directors, information on directors’ salaries, option plans for directors, and any declarations made by company management).

Proportional Voting – Under proportional voting, a broker exercises its authority to vote any uninstructed shares of beneficial owners in the same proportion as instructed shares, with no minimum number of instructed shares required.

Proxy – An agent legally authorized to act on behalf of another party. Shareholders not attending a company’s annual meeting may choose to vote their shares by proxy by allowing someone else to cast votes on their behalf.

Proxy Ballot – A ballot is the form used to vote at a stockholder meeting. A stockholder who has voted by proxy but attends the meeting and wishes to change that vote is given a ballot. Also, people appointed to be proxy fill out a ballot at the meeting to cast votes for the stockholders who submitted valid proxies. This is referred to as a Master Ballot.

Proxy Card – The proxy card allows stockholders to participate in voting at a meeting whether or not they attend. By filling out the proxy card, signing, dating, and returning the card, stockholders can instruct management to vote their shares in accordance with their wishes as indicated on the proxy card.

Proxy Solicitor – A company or specialist hired to gather proxy votes.

Proxy Statement – A proxy statement is a statement required of a firm when soliciting shareholder votes. This statement is filed in advance of the annual meeting. The company needs to file a proxy statement (Form DEF 14A) with the SEC.

Proxy Voting – The process by which an owner of a security provides authority or power for a person to act on his or her behalf in voting corporate shares of stock.

Quorum – The minimum number of shareholders who must be present or represented by proxy at an annual or special meeting in order to transact business at the meeting.

Record Date – The date established by a public company for the purpose of identifying the shareholders who are entitled to vote at a shareholder meeting.

Registered Shareholder – A shareholder who holds shares directly with the company and is recorded in the company's share registry. The shareholder receives dividend payments directly from the issuing company.

Shareholder of Record – The legal owner of a share of stock, but who may not be the person or institution who actually derives the benefit of the share. (See also Beneficial Owner.)

Solicitor – An entity retained by the issuer to identify shareholders holding the firm's securities and disseminate information on the company meetings, proxy statements, and financial information.

Street Name Shareholders – An account containing securities held in the name of a broker or other nominee instead of the shareholder.

Tabulation – The act of counting shareholder votes cast for an annual or special meeting.

Tabulator – The entity responsible for performing the tabulation of an annual or special meeting.

Transfer Agent – A trust company, bank, or similar financial institution assigned by a corporation to maintain records of investors and account balances and transactions, to cancel and issue certificates, to process investor mailings, and to deal with any associated problems (i.e., lost or stolen certificates).

Trustee – A member of a board elected or appointed to direct the funds and policy of an institution.

Universal Proxy – SEC rule requiring use of a universal proxy card in all non-exempt director election contests for shareholder meetings of publicly traded companies. The proxy card must list all director nominees of all sides in a director election contest. The Universal Proxy Card allows shareholders to vote for any combination of director nominees up to the number of board seats up for election.

Voting Instruction Form (VIF) – A form similar to a proxy card, but it lacks the language appointing the proxies. A VIF is typically used by brokers and proxy agents to determine how the underlying holders want to vote.

Delivery Guidelines

BetaNXT Delivery Guidelines

BetaNXT
100 Demarest Drive, Wayne, NJ 07470

General Receiving Hours
Monday-Friday, 7 a.m. to 6 p.m.

Please follow these material delivery guidelines to help ensure your proxy material is delivered correctly to beneficial shareholders.

Manifest or Packing Slip

- Always provide a manifest or packing slip, which should identify:
 - Number of skids/boxes per job
 - Number of enclosures
 - Piece counts per enclosure
 - If available, literature codes or issuer's CUSIP
 - Job Number – supplied as part of our response to your broker search
- Label each box with a clear description of the contents and if possible, the job number
- If a job has multiple boxes, label each box as 1 of 3, 2 of 3, 3 of 3, etc.
- If sending different proxy enclosures in the same package, please clearly indicate this on the manifest and separate the enclosures inside the package.

Note to third-party providers: PLEASE DO NOT COMBINE MATERIAL FOR MULTIPLE ISSUERS IN THE SAME SHIPMENT.

Skids

- Only ship quality constructed skids to ensure safe shipping and storage.
- All skids should be shrink-wrapped.
- If shipping 10,000 or more sets, use "Power Pack or Gaylord" packing instead of boxes. Power packs should have cardboard wrapped around the material, wood on top, shrink-wrapping, and bands in both directions.

DIRECTIONS

From I-80 West:

- Take **Exit 53** for **New Jersey 23** toward **US 46/Wayne/Butler/Verona**
- Keep left at the fork, follow signs for **Service Road West Belt local traffic**
- Keep left at the fork to continue toward **West Belt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **West Belt**
- Turn right onto **Demarest Drive**.
- Destination will be on the right: **100 Demarest Drive**

From 287

- Take exit **52A-52B** for **NJ-23** toward **Riverdale/Wayne/Butler**
- Keep left at the fork and merge onto **NJ-23 S/State Route 23 S**
- Take the **US 202 S** exit toward **Lincoln Park/Boonton/County Road 511 Alt/Service Road**
- Keep left at the fork to continue toward **Fairfield Rd**
- Turn right onto **Fairfield Rd**
- Take the second left onto **Demarest Drive**
- Destination will be on the left: **100 Demarest Drive**

From I-80 East:

- Take the exit toward **Minnisink Road**
- Turn right onto **Minnisink Road** (signs for **Little Falls/Totowa**)
- Turn left to merge onto **US-46 W** toward **Dover**
- Merge onto **NJ-23 N/State Route 23 N** via the ramp to **I-80 W/Del Water Gap/Butler**
- Take the **West Belt** exit toward **Service Road**
- Keep left at the fork to continue toward **West Belt**
- Keep right at the fork, follow signs for **West Belt W** and merge onto **West Belt**
- Turn right onto **Demarest Drive**
- Destination will be on the right: **100 Demarest Drive**

If you have questions regarding deliveries, delivery/receiving hours, or need directions, please call (212) 440-6816, ext. 1013.

December 2024

Fee Schedule

BetaNXT Fee Schedule 2025

BENEFICIAL ACCOUNT FULFILLMENT

NYSE PUBLISHED PROCESSING FEES		PER	FEE
A. DISTRIBUTION FEES			
1. Annual	<i>Rule 451.90 (1)(b)(i)</i>	Position	up to 10,000 \$ 0.50 10,001 to 100,000 \$ 0.47 100,001 to 300,000 \$ 0.39 300,001 to 500,000 \$ 0.34 above 500,000 \$ 0.32
2. Special meetings	<i>Rule 451.90 (1)(b)(i)</i>	Position	up to 10,000 \$ 0.50 10,001 to 100,000 \$ 0.47 100,001 to 300,000 \$ 0.39 300,001 to 500,000 \$ 0.34 above 500,000 \$ 0.32
3. Follow up mailings	<i>Rule 451.90 (2)</i>	Position	\$ 0.20
Annual meetings			\$ 0.40
Special meetings (non-election of directors meeting)			\$ 1.00
4. Contested mailings	<i>Rule 451.90 (1)(b)(ii)</i>	Position	\$ 1.00
5. Interim mailings	<i>Rule 451.90 (3)</i>	Position	\$ 0.15
B. PREFERENCE MANAGEMENT FEES (PAPER ELIMINATION)			
1. Proxy, annual reports (e-delivery, householding and Proxy Manager)	<i>Rule 451.90 (4)(a)</i>	Position	\$ 0.32
2. Proxy, annual reports (managed acct)	<i>Rule 451.90 (4)(a)</i>	Position	\$ 0.16
3. Follow up	<i>Rule 451.90 (4)(b)</i>	Position	\$ 0.10
4. Interim reports	<i>Rule 451.90 (4)(b)</i>	Position	\$ 0.10
C. INTERMEDIARY NOMINEE COORDINATION FEE			
1. Per nominee	<i>Rule 451.90 (1)(c)(i)</i>	Job	\$ 22.00
Plus			
2. Annual Meeting	<i>Rule 451.90 (1)(c)(ii)</i>	Position	up to 10,000 \$ 0.14 10,001 to 100,000 \$ 0.13 100,001 to 300,000 \$ 0.11 300,001 to 500,000 \$ 0.09 above 500,000 \$ 0.07
3. Special meeting	<i>Rule 451.90 (1)(c)(iii)</i>	Position	up to 10,000 \$ 0.19 10,001 to 100,000 \$ 0.18 100,001 to 300,000 \$ 0.16 300,001 to 500,000 \$ 0.14 above 500,000 \$ 0.12
4. Contested	<i>Rule 451.90 (1)(c)(iv)</i>	Position	\$ 0.25
\$5000 minimum			

Updated January 2025

RULE 451.92	
Position	\$ 0.065
Position	
up to 10,000	\$ 0.10
10,001 to 100,000	\$ 0.05
100,001 or more	\$ 0.04
	\$ 100.00

RULE 451.90(5)	
Position	up to 10,000 \$ 0.25
	10,001 to 100,000 \$ 0.20
	100,001-200,000 \$ 0.15
	200,001 to 500,000 \$ 0.10
	500,001 or more \$ 0.05

RULE 451.90(6)	
less than one share	

meeting date. Receipt of this information after the 45-day cut off

net \$0.098 Proxy Manager \$0.080

er 500 accounts: \$ 500

quiring correct postage rates and ensuring timely delivery.

B. EXCESSIVE WEIGHT/SIZE PACKAGES

A 20% surcharge to prevailing postage rates is charged for packages weighing more than 18 ounces

C. BRE POSTAGE REIMBURSABLE FEE

\$.68 per mail vote.

D. Please refer to the Mailing Options section of our Annual Proxy Guide for a detailed review of postage charges.

Updated January 2025

BetaNXT Sample Invoices



Beneficial-Account Fulfillment
BPV Invoice Sample

Invoice Summary

ABC Company Inc.
Attn: Accounts Payable
123 Any Street
Anytown, NY 12345-6789

Invoice #:	BPV24011234
Invoice Date:	01/19/2025
Payment Terms:	Net 30 Days

On Behalf of: Broker A, Broker B, Broker C, Broker D

Issuer Name: ABC Company Inc. Job Number: 1234567
Service Type: Y - Proxy Mailing - Annual Meeting Meeting Date: 02/14/2025
CUSIP Number: 12345C100 Job Mail Date: 01/17/2025

Description	Quantity	Unit Price	Total
REPORTING FEES:			
Tabulation Reporting Fee	1	60.000	60.00
PROCESSING FEES:			
Vote Returns:			
Mail	50	0.200	10.00
Telephone	16	0.180	2.88
Internet	213	0.098	20.87
Proxy manager	855	0.080	68.40
	1,134		102.15
REIMBURSABLE EXPENSES:			
Materials	90	VAR	11.70
Postage Charges	90	VAR	
Email Bounce Letters	-	VAR	71.24
Fulset Requests	-	VAR	
Legal Proxy Requests	50		
BRE			
TOTAL BILLINGS BEFORE SALES TAX			
SALES TAX			
NET AMOUNT DUE			

Payment Instructions: Please reference invoice number BPX24011234 on remittance document.
Billing inquiries: Please call 877-763-1671 or email BillingsSupport@BetaNXT.com

By Check to:

Mediant Communications Inc.
P.O. Box 201371
Dallas, TX 75320-1371
D&B# 156398286

By ACH Payment to:

Mediant Communications Inc.
c/o Wells Fargo Bank
ABA # 121000248
Account # 429XXXXXX
Swift # WFXXXX
Reference: BPX24011234

By Credit Card:

Note: Credit card payments are only accepted for invoices less than \$3,000!
NetSuite Link: <https://8125123.app.netsuite.com/app/login/secure/private/login.nl>
Please contact billingsupport@betanxt.com for first time access.

Note: Billing for vote returns will follow approximately two weeks after meeting date.



Beneficial-Account Fulfillment
BPX Invoice Sample

Invoice Summary

ABC Company Inc.
Attn: Accounts Payable
123 Any Street
Anytown, NY 12345-6789

Invoice #:	BPV24011234
Invoice Date:	01/19/2025
Payment Terms:	Net 30 Days

DESCRIPTION	Total
PROCESSING FEES:	
NEW POSTAGE CHARGES:	425.55
REIMBURSABLE EXPENSES:	82.77
OTHER CHARGES & DISCOUNTS:	-
TOTAL NET BILLINGS	2,882.05
SALES TAX	19.72
LESS: ADVANCE POSTAGE PREVIOUSLY BILLED	-
NEW AMOUNT DUE	\$2,901.77

Payment Instructions: Please reference invoice number BPX24011234 on remittance document.
Billing inquiries: Please call 877-763-1671 or email BillingsSupport@BetaNXT.com

By Check to:

Mediant Communications Inc.
P.O. Box 201371
Dallas, TX 75320-1371
D&B# 156398286

By ACH Payment to:

Mediant Communications Inc.
c/o Wells Fargo Bank
ABA # 121000248
Account # 429XXXXXX
Swift # WFXXXX
Reference: BPX24011234

By Credit Card:

Note: Credit card payments are only accepted for invoices less than \$3,000!
NetSuite Link: <https://8125123.app.netsuite.com/app/login/secure/private/login.nl?c=8125123>
Please contact billingsupport@betanxt.com for first time access.

Note: Billing for vote returns will follow approximately two weeks after meeting date.

Interested in paperless billing? Send your invoicing email address to us at BillingsSupport@BetaNXT.com to begin receiving invoices via email.



Legal Proxy: Spark Networks SE ACCOUNT:
*****9999

Dear Client,

Please find below your requested Legal Proxy so that you may attend this meeting and vote your shares in person. It is important for you to bring this document to the meeting with a valid identification and a copy of a recent statement.

The meeting information is as follows:
 Issuer: Spark Networks SE CUSIP:
 846517100
 Meeting Date: September 1, 2025, 2:00 PM Local Time

Meeting Location:
 Morgan Lewis & Bockius LLP, Königinstraße 9, 80539
 Munich, Germany

Record Date: July 13, 2025

LEGAL PROXY

KNOW ALL PERSONS BY THESE PRESENTS, that we, BetaNXT, the undersigned holder of 100.000 securities of Spark Networks SE Meeting Date September 1, 2025, do hereby revoke any proxy heretofore given by us for said securities; Further know, that we hereby appoint and constitute

or either or any of them, as our true and lawful attorney to vote as our proxy, for said securities only, in our stead at the Annual Meeting of security holders of Spark Networks SE or at any adjournment thereof, on any matter which may properly and legally come before such meeting, include, but not limited to, the election of directors, if any;

And finally know that we appoint the above named to act in the same capacity and as fully as we could act if we were personally present at such meeting.

DATED: August 30, 2025

SIGNED: Christopher Nobles
ATTORNEY-IN-FACT

Proxy Campaign Set-Up Form

BetaNXT Proxy Campaign Set Up Instructions

It's easy to set up your upcoming proxy event with BetaNXT. Simply download, complete and email this form to documents@betanxt.com and we'll take it from there.

To get a head start on setting up your proxy event with BetaNXT, please take a few minutes to complete this form and return it to BetaNXT. Once your proxy record date is established, we will send you an updated campaign set up form to complete.

ISSUER NAME:	
MEETING TYPE:	
RECORD DATE:	
MEETING DATE:	
MEETING TIME / LOCATION:	
CUSIP(S):	
CLASS OF STOCK:	

DISTRIBUTION TYPE	MAIL TYPE	ENCLOSURES*
<input type="checkbox"/> Traditional	<input type="checkbox"/> First Class	<input type="checkbox"/> Proxy Statement / Circular
<input type="checkbox"/> Notice & Access	<input type="checkbox"/> Standard Presort: <i>Postage savings apply, see page 11 of Guide for additional information.</i>	<input type="checkbox"/> Annual Report
<input type="checkbox"/> Stratified		<input type="checkbox"/> 10K
<input type="checkbox"/> Other: (please specify)	<input type="checkbox"/> Other: <i>See page 11 of Guide for additional information.</i>	<input type="checkbox"/> Other: (please specify)

BILLING AGENT CONTACT INFO:	ACKNOWLEDGEMENT
Name:	Please find herein our set-up instructions for our upcoming proxy mailing. If we have selected the Standard Presort Mail or Other options, we have read and accepted the postage savings and/or special fees outlined in the Annual Proxy Guide.
Address:	
Address:	Signed:
City:	Date:
State:	Name:
Zip:	Email Address:
Phone:	Phone Number:
Email:	

*Please send the following information to documents@betanxt.com:
- Agenda proposals and links to proxy materials -

Contact Information

For event setup inquiries, to review your VIP or to send electronic versions of your proxy material:

Email documents@betanxt.com or call (877) 753-4756.

To obtain a tabulation report or for questions about tabulation services:

Email tabulations@betanxt.com or call (877) 763-1289.

For billing or invoice questions:

Visit us at betanxt.com, email billingsupport@betanxt.com or call (877) 763-1671.

For general information and inquiries:

Visit us at betanxt.com or email info@betanxt.com.

To learn more about BetaNXT's products including our Issuer Solutions division:

Email us at marketing@betanxt.com.

To notify BetaNXT of your company's upcoming corporate reorganization event:

Email us at documents@betanxt.com.

For information about material delivery instructions or for directions to our warehouse:

Call us at (877) 838-2058.