



**CONTINENTAL**  
STOCK TRANSFER & TRUST

# Farmers & Merchants Bancorp, Inc.

## RFP Response

INDEPENDENT SPIRIT. RELENTLESS DEDICATION.

SEC Registered Transfer Agent | New York State Chartered Trust Company  
25M Blanket Bond | DTCC Custodian Transfer Agent

**CONTINENTALSTOCK.COM**  
**212.845.3224**

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## SECTION 1

# EXECUTIVE SUMMARY

## Executive Summary

For 60 years, Continental Stock Transfer & Trust Company (“Continental”) has delivered the finest, most responsive business solutions for our customers. We service over 1,800 publicly traded and privately-held domestic and international issuers, representing over 2.8 million shareholder accounts.

Continental has reviewed the content of this RFP, including the services required to meet expectations for a continued extraordinary partnership to support transfer agent services. Continental has consistently met, if not exceeded, industry standards as it relates to issuer and shareholder reviews on quality, turnaround, and involvement in the industry. We have been recognized as the value leader and offer a competitive, simple fee arrangement. We will perform a periodic review of fees, volumes and services to ensure cost saving solutions are discussed and fees are directly relative to work performed.

Continental has provided customized, tailored service arrangements since 1964. No two clients are the same. We will design a transition timeline to best suit your needs. We will provide sample communication for shareholder related mailings outlining the new partnership, clearly identifying how they should manage their inquiries and transactions. Our team of professionals are all highly skilled in the transfer agent industry and will guide the conversion initiative and the action plans required.

Continental has been and continues to be **fully committed** to the transfer agent industry and benefit from client relationships obtained one at a time. Our core values include managing primary transfer agent competencies within our business, limiting vendor relationships. We manage all functions and partnerships domestically, although we do service foreign issuers and shareholders with the same care as our valued U.S. clients and shareholders. Unlike a few of our industry competitors, Continental is not interested in acquiring other transfer agents, but to continue to stay focused on our valuable clients to provide the quality of service they should expect.

TranStar, the flagship system of TS Partners, is designed to recognize that while issuers’ needs are often similar, no customers are identical. A key to this alliance is the shared quality commitment of CSTT and TS Partners to enhance automation and straight-through processing. CSTT manages the TranStar hosted data and is in full control of the platform’s availability, requirements for updating, back up protocol and security. Our data host provides a multi-zone contingency to ensure uninterrupted connectivity and accessibility to the host environment.

As a privately-held trust company, we have no investors to appease or private equity structures to satisfy. Our singular focus translates into an exceptional, exacting solution delivered at the best possible price. We never rest on our reputation for excellence – we actively build and enhance it.



## Benefits of a Single Focus

Our unmatched expertise and exceptional execution free you to focus on growing your business. Customers rely on Continental's commitment to provide what is essential to achieving the highest level of client and shareholder satisfaction in the industry. Along with our staff of seasoned professionals, this foundation is what allows us to respond quickly and nimbly to you and your shareholders, and to design and execute suites of services which we model to the needs of each customer.

That is why we:

- Invest in exceptional core processing platforms and user-centered technology.
- Offer a customized, end-to-end service portfolio that meets basic to the most complex needs.
- Approach each customer relationship as if it were our only one – the “in-house” feel, for which Continental is known.
- Deliver exceptional economic value without sacrificing quality.
- Promote hands-on management, from the top down.
- Extend to customers 24/7 access to our Chairman and entire leadership team.
- Offer a customized suite of solutions.
- Manage all elements of our service model in the United States.
- Build and foster industry relationships to ensure shareholder and employee plan ownerships is fully supported.

Beyond this, every agent is expected to keep pace with industry standards, comply with strict regulatory requirements, and flawlessly perform recordkeeping efficiently and securely. It is what lies beyond this mandate that further differentiates Continental as the perfect fit for your company – our essential strengths, customer relationships and exceptional economic value.

## Essential Strengths – now and into the future

Continental makes continuous capital investments in our industry-leading service portfolio and in the technology and infrastructure that supports both our ongoing growth and high levels of customer satisfaction.

Continental has continually improved technology and its systems over the six decades of providing transfer agent solutions. As previously mentioned, we developed a relationship with TS Partners and fully converted our data platform to TranStar in 2017. The transition was quite successful. Continental and TS Partners have an active relationship relating to service features requested and required by our clients as it relates to shareholder data, online capabilities for our clients and their shareholders, and enhancements based on regulatory demands. We are the largest agent utilizing TS Partner's TranStar platform. This software platform is superior in the industry, allowing tailored features for our clients and responsiveness like none other.

We continually improve shareholder experience and as an example, we have streamlined the process to allow shareholders to self-serve the reset of their password for ContinentalLink access. Security and confidentiality of data is our priority and a driving principal when reviewing all data related enhancements and changes. We also enhanced the initial enrollment online process for new investors reviewing material and signing up for direct purchase.

Continental has significantly improved and upgraded the corporate headquarters. The entire employee team is located at 1 State Street, a 50,000 square foot modern office space, providing a superior work environment. The location continues to allow our employees ease to commute and provides the most advanced building security protocols. We welcome you to visit our office!

We continue to eliminate paper processing by coordinating image of workflow at the time of mail receipt. We are utilizing imaging to coordinate workflow processing and implement barcoding. We have significantly invested in mail distribution machinery and technology. We will continue to enhance this division to obtain the most efficient technology into our mail services area and increasing quality measures. Further, we have utilized postal savings and program discounts through intelligent mail processing software.

We will continue to review shareholder relations interfacing staff needs. Our team of professionals, located at our headquarters, who manage shareholder related phone calls and communications meet frequently to discuss method and best practices as it relates to improving the shareholder experience. Continental has been recognized as a leader in shareholder satisfaction. We believe this industry status relates to open communication within our organization to share feedback and solutions that continually improve the shareholder's interaction with our team.

And, our team is involved in industry initiatives to represent our clients as it relates to education, regulations, interaction with the exchanges and governing bodies. We will continue to represent our clients as it relates to industry topics that require attention and change.

Continental has and continues to be in a growth pattern. We are clearly committed to the industry as reflected in our recent data partner selection and our corporate headquarters commitment. As mentioned, we are active in the industry representing operational, administration and new business initiatives to benefit our clients and our organization. Our transfer agency new client base has grown considerably over the past 3 years by adding 500 issuer relationships. As you review our list of new clients, you will see we have become the leader of managing banks and financial institutions, as well as, technology and service focused customers. We believe our niche in this client segment relates to our attention on quality, we are positioned for growth, we respond quickly to issuer's unique needs and shareholder's demands.

Our online software platform offers industrial strength accuracy, flexibility and efficiency.

- Fully integrated stock transfer, investment plan activity, escheatment, proxy, corporate actions and tax reporting
- Automated transfers processed through DTCC FAST interface and daily balancing/control book processes
- Accurate recordkeeping for various compliance-related activities
- Incomparable up-time and disaster recovery protocols

CSTT successfully migrated to TranStar's Transfer Agent web-based application in 2017. Whether accessing the system from a secure desktop or mobile device, *ContinentalLink* will facilitate customer access to every detail that Continental's teams can see.

- View all of a shareholder's share positions, cost basis information and dividend history
- Manage special account coding, including identifying employees, directors and restricted share holdings
- Perform change of address of record
- Extract key shareholder data and run key management reports

Continental's **real-time ControlBook Reporting** allows designated personnel to view and download detailed metrics for any combination of outstanding shares between any two dates – from inception of our services to the current date.

We complement our core processing system by integrating *ContinentalLink*, our proprietary online interface. Customers use this secure platform to generate reports with customized parameters based on a wide range of available shareholder and corporate data.

Users select preferred formats and delivery methods to generate key management reports. At the same time, shareholders use *ContinentalLink* to initiate a wide range of account management functions and financial transactions in a secure environment.

### “In-House” Customer Relationships

Continental understands that your choice of a transfer agent is extremely important – one that can have a profound effect on your shareholders’ satisfaction and your corporation’s public reputation. We positively impact and support you in each of these areas and want to earn the right to represent you in the industry and with your investors. At the core of our organization lies a deep responsibility to deliver the same level of service that you have provided.

Every call is channeled to a knowledgeable representative who can provide the answer quickly and correctly. We do not utilize overseas phone banks as other agents do. We have the most up-to-date telephone system which always provides personalized service for all calls.

We call this the “in-house feel” and as such, treat every customer as if they were our only one. We understand your shareholders may also be your customers and we will manage these important relationships with great care.

### Taking the Next Step

We consider it a privilege to service your company and its shareholders and we hope you will continue to partner with Continental.

Thank you for the opportunity to present to you with what we believe continues to be an excellent fit for your company. We look forward to taking the next step in determining how we can help you achieve your short and long-term business goals.

## Transfer Agent Overview

### Transfer Agent Information:

Continental Stock Transfer & Trust Company is a registered large transfer agent in the United States and a trust company governed by the state of New York. Continental has one office for their 225 employees, located at 1 State Street, New York, NY. Our newly designed 50,000 square foot office space at 1 State Street Plaza offers state-of-the-art equipment, technology and a modern layout, providing a superior work environment overlooking New York Harbor, with unparalleled access to all forms of public transportation.

Continental is committed to the transfer agent industry and benefit from client relationships obtained one at a time. Our core values include managing primary transfer agent competencies “in-house”. We manage a few industry partnerships in order to provide specific servicing solutions for our clients. We manage all functions and partnerships domestically, although we do service foreign issuers and shareholders with the same care as our valued U.S. clients and shareholders. Unlike a few of our industry competitors, Continental is not interested in acquiring other transfer agents, but to continue to stay focused on our valuable clients to provide the quality of service they should expect. We have been recognized in the industry for being a leader in controlling cost for our clients, as well as, providing the highest degree of service quality. We are a large transfer agent serving the same niche of clients since our inception 60 years ago. If you are looking for a partner to manage your shareholder recordkeeping and service needs, we will be responsive and meet your expectations for tailored services.

We have provided customized, tailored service arrangements with many of our clients, including a blended approach, for our customers that have moved to Continental from being an “in-house” servicing agent. Continental would offer ContinentaLink, a web-based application to obtain shareholder detail similar to what is used by Continental’s employees to service shareholders. ContinentaLink is available 24/7 and is a portal available to the shareholder with proper login credentials. The company access has the ability to manage reports and view proxy related information, if we serve as proxy administrator.

From time to time the company may be involved with shareholder material. We recommend sending transaction orientated documents to Continental by overnight/insured mail. Due to SEC and agreed performance objectives between the company and Continental, the receipt of transaction or sensitive material is critical. We look forward to creating a plan for this type of information sharing as we advance in your transfer agent review.



## IT Technology and Internet

Through ContinentaLink, the company will have the ability to manage address changes, request replacement of checks, and order duplicate tax documents. Authorized company contacts will have access 24/7 and can run a variety of reports.

Our ControlBook Reporting platform is a robust balancing tool for the company. The application is easily available to authorized company individuals through our website. The application is available 24/7 with access to issued shares/outstanding, reserves and changes to your overall outstanding shares. One can run reports in any date parameters. A tutorial was provided for these applications to reflect ease of use and examples of our technology.

### An overview of our online tools:

Burdensome out-of-balance reconciliation due to traditional batch data processing and reporting is thing of the past. Continental's real-time ControlBook Reporting allows designated personnel to view and download detailed metrics for any combination of outstanding shares between any two dates – from inception of our services to the current date. Detailed data includes:

- Date of instructions
- Processing date
- Transaction description
- Shareholder reference
- Sequence numbers (if provided)
- Corresponding changes in the issued and authorized shares and reserve balances

Beyond this, customers use ContinentaLink™, our online interface to generate a number of reports with customized parameters based on a wide range of available shareholder and corporate data, including:

- Issuer reporting (geographical analyses, detailed shareholder lists, name and address file)
- Owner analysis
- Top shareholders
- Option tracking
- Shareholder account access
- Proxy information
- Transfer journals
- Shareholder-view account access

At the same time, shareholders use *ContinentalLink* to initiate a wide range of account management functions and financial transactions in a secure environment:

- Confirm and update key account information
- View issue summary by type with share breakdown
- Manage address of record and contact information, PIN, delivery preferences
- View payment information, including earnings, taxes withheld – by issue
- Select automatic investment options and enroll in direct stock purchase plans
- Download tax forms (1099DIV, 1099B, W-8 BEN, W-9)
- Access personalized shareholder communications
- Set optional cash, sale/withdrawal and terminations
- Review annual meeting material and vote their proxies

Continental is one of the few transfer agents that does not purge shareholder accounts, nor information relating to the accounts. We will retain shareholder information indefinitely in order to best serve the company. We are happy to customized a report upon request.

## Operations Management

Continental's pride rests in the confidence and trust clients place in us to keep their company ahead of industry curves. This responsibility includes keeping our internal resources structured and focused on core stock transfer competencies.

Continental's highly motivated and long-tenured staff expertly handles each service need for the issuer and its shareholders. We manage each inquiry and process, from the basic to the most complex, ensuring the highest levels of satisfaction to our customers and their shareholders through accuracy, compliance with stock transfer regulations, expediency and progressive technology. Policy and procedures are thoroughly documented within each division of Continental. Management oversees and approves event related activity and routine transactions are processed under dual control. Shareholder calls are randomly selected to review recordings to monitor quality and accuracy. Continental would find it a pleasure to work with the company and the company's selected survey provider to manage shareholder satisfaction efforts.

## Customer Care Center

Our inbound calls average 200,000 per year. Continental does not utilize an IVR for shareowner calls. Our sophisticated inbound telephone system will quickly route your shareholders to a skilled Continental representative. Agents will be trained to seamlessly represent your company, becoming fluent in your companies most detailed stock issues and procedures.

Representatives are trained to handle the most complex inquiries, including routing callers to specialty areas such as our Customer Care Center – helping to ensure issues are resolved with the first call. Call center performance metrics and shareholder data is captured and can be reported periodically.

We do not engage or outsource any functions relating to our care center. Shareowner calls are managed by Continental employed staff located in New York. Calls are received during core business hours by our trained staff. Based on the content of the call, the shareowner may be transferred to another Continental employee. For example, a reorganization related may be transferred to the department that processes the transaction for specific details relating to the transaction.

The most common inquiries coming to Continental by shareholders include:

- How to transfer a decedent's shares
- How to transfer shares to a broker
- How to update an address
- Identify shareholdings/status (lost certificate, abandoned property, merger/acquisition)
- How to create an account online

TranStar, the flagship system of TS Partners, is designed to recognize that while issuers' needs are often similar, no two customers are identical. This philosophy has been a core value of Continental since its formation. A key to this alliance is the shared commitment of Continental and TS Partners to enhanced automation and straight-through processing. All shareowner data, and issuer information to support an effective and pleasant call with the shareowner, is hosted on TranStar.

Phone calls and email response is same day as it relates to shareowner inquiries and research situations. From time to time, management may be involved to resolve complex or escalated situations. All managers are available to discuss transaction, expectations and details on the shareholders account to provide a thorough response for the inquiry.

SECTION 2

# RFP Q&A



## **FARMERS & MERCHANTS BANCORP, INC.**

### **REQUEST FOR PROPOSAL**

#### **for Transfer Agent & Related Services**

Response Submittal Deadline: November 22, 2024

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##### **Section 3: Transfer Agent Services Fee & Expenses**



## Section 1: Information, Procedures & Instructions

- Please provide us with your responses to this RFP not later than November 22, 2024. We are anticipating making a decision regarding a new Transfer Agent on or before 12/15/2024.
- We have included the following documents for your review and use in getting to know our organization better: 2024 Proxy Statement, 2023 Annual Report and 2023 Financial Report.

### Structure of Response / Response Details

- Please answer questions with Concise answers within the Q&A.
- Please provide limited marketing materials.
- Clearly identify space constraints such as number of characters used, etc.
- All communication must be made with Farmers & Merchants Bancorp, Inc., Barbara J. Britenriker, EVP/CFO, [bbritenriker@fm.bank](mailto:bbritenriker@fm.bank), 419-446-2501 Ext. 01204. Do not discuss the RFP with any other company contact.

## Section 2: Scope of Services

General Questions	
1. Provide a full overview of the company, including the number of employees, locations, years in service and services provided.	Continental was founded in 1964 and has been serving the transfer agency industry for over 60 years. We operate from a single, modern headquarters located at 1 State Street, New York, NY, employing 225 professionals. Continental specializes in transfer agent services, corporate actions, proxy services, and escrow solutions, among others, supporting 1,800 clients and managing 2.8 million shareholder accounts.
2. Outline the company's commitment to its business and how your company/employees are involved in the transfer agency industry.	Continental has been dedicated to providing tailored solutions to meet clients' unique needs for over 60 years. We are the longest standing transfer agent in North America.. With industry-leading technology like the TranStar platform and a focus on shareholder satisfaction, Continental emphasizes quality, responsiveness, and innovation. Employees actively participate in industry initiatives, regulatory discussions, and education efforts to represent client interests. As an example, Steven Nelson, President & Chairman has served on the STA Board for many years and is currently the Board VP. <a href="https://stai.org/page/About-Board-Cmte">https://stai.org/page/About-Board-Cmte</a>
3. Provide an organization chart of divisions within your company and management.	Please find the organization chart within the PowerPoint overview included with this RFP response.
4. Describe your competitive advantages and why our company should partner with you for transfer agent related services.	Continental's primary competitive advantage is our customer care team, which ensures live, personalized support without relying on IVR systems, avoiding shareholder frustration common with competitors. Our in-house service model maintains superior quality, and clients have direct access to management. Recognized as North America's premier stock transfer agent, we combine exceptional service with near-perfect client retention. We do not outsource our customer care services and all our shareholder interactions are managed by our employees located in lower Manhattan.
5. Describe your philosophy on outsourcing. Provide relevant outsourcing partnerships that affect the servicing of our relationship. Explain functions managed by overseas suppliers and how you control quality with these foreign organizations.	Continental does not outsource critical functions or use overseas suppliers. All operations, including call centers and account management, are handled by U.S.-based employees to ensure quality and direct client engagement. Vendor partnerships, such as with TS Partners for the TranStar platform, are carefully managed to align with Continental's standards.
6. List 10 clients with comparable service needs and size as our company's opportunity. Include the total number of clients and shareholders you service and describe why your clients elect to stay with your organization.	Continental serves over 1,800 clients with 2.8 million shareholder accounts. A list of our financial institution clients can be found within our RFP response. Examples of similar clients include: <ul style="list-style-type: none"> <li>● Blue Foundry Bancorp</li> <li>● Eagle Financial Bancorp, Inc.</li> <li>● First National Bank of Long Island Corp.</li> <li>● Grand River Commerce, Inc.</li> <li>● HarborOne Bancorp, Inc.</li> <li>● Old National Bank</li> <li>● Seacoast Banking Corp of Florida</li> </ul>

	<ul style="list-style-type: none"> <li>● Sonoco Products Inc.</li> <li>● Veritex Holdings, Inc.</li> <li>● William Penn Bancorporation</li> </ul>
<b>7. Describe initiatives planned over the next 2 years to enhance services, quality and/or strengthen your company.</b>	Continental plans to further invest in technological innovations, including enhancements to its TranStar platform and <a href="#">ContinentalLink</a> . Upgrades to mail distribution and corporate action reconciliation are ongoing, along with improvements to shareholder experience through digital self-service options. Continental has begun reviewing AI initiatives to securely add value to functions and aid in enhanced communications.
<b>8. Describe why the last 3 clients that you lost elected to terminate the relationship with your company.</b>	The most common reasons for client termination include cost considerations as our client evolves, bundling services with another provider such as Broadridge who added transfer agent services a decade ago to capitalize on their proxy suite of services, or private entities transitioning services in-house. Client satisfaction remains high, with a near-perfect retention rate.
<b>9. Please provide examples of cost savings initiatives you have undertaken for your clients.</b>	Continental has implemented intelligent mail processing software and introduced a Certificate on Demand product, significantly reducing mailing and issuance costs. Investments in automation and workflow efficiencies have also contributed to cost savings for clients. Our account management colleagues hold an annual relationship review to discuss opportunities to control costs based on the services we provide.
<b>10. What investments in your company and infrastructure have you made in the past five years? Please describe the benefits to your clients or the industry?</b>	Continental transitioned to the TranStar platform in 2017, providing enhanced functionality and security for data management. Headquarters upgrades, including state-of-the-art technology and improved workspaces, have boosted efficiency and employee satisfaction. Our State Street headquarters provides a modern 50,000 square foot environment. This location allows our employees ease of commute and provides the most advanced building security protocol. Further, investments in imaging and barcode technology for mail services have improved accuracy and speed.
<b>11. What investments in your company and infrastructure do you have planned over the next 3 years?</b>	Planned investments include expanding digital service capabilities, enhancing shareholder self-service options, and automating additional processes to increase efficiency and improve user experiences. Ongoing technology upgrades will continue to meet evolving client needs. We will continue to seek and employ the best team members in the industry. As other transfer agents decrease in clients and employees, Continental is growing.

## Relationship Management

<p><b>1. Describe the Relationship Management team that will support our account relationship and the responsibilities of key team members. Will we have daily access to this team?</b></p>	<p>Your account will be supported by a dedicated Account Manager, backed by an experienced team available daily. The Account Manager oversees all service needs, ensures timely responses, and coordinates specialized tasks as required. Backup team members are always available to maintain seamless support.</p>
<p><b>2. What are the methods by which the Relationship Manager will communicate with the Issuer?</b></p>	<p>Your valuable relationship will be assigned to an experienced Account Management Team. These highly qualified individuals will communicate via phone, email, and scheduled meetings, adapting to your preferred methods. Regular updates and discussions ensure alignment with your needs. We manage each inquiry and process, from basic to complex, ensuring accuracy, compliance and the highest level of satisfaction.</p>
<p><b>3. Do you actively work on initiatives to improve client Relationship Management?</b></p>	<p>Yes, we continuously enhance processes, provide training, and implement technology improvements to strengthen client relationships and streamline communication. Each relationship is also sponsored by an executive manager of Continental. Our clients have access to all team members and we listen to our clients enhancement requirements and thoughts on initiatives to improve service.</p>
<p><b>4. Do you offer special services to executives or directors?</b></p>	<p>The account management team prefers to manage executive and director inquiries and transactions personally. From managing a new issuance, an address change, proxy voting or managing a Rule 144 transaction, your relationship managers are available to coordinate with white glove service. Our online portal, ContinentalLink also provides Form 4 alert for reporting purposes.</p>
<p><b>5. What escalation path, process and communication plan will be executed in managing the account?</b></p>	<p>Escalations follow a clear path from the Account Manager to senior leadership if necessary. The team provides real-time updates and ensures resolutions are timely and satisfactory. Shareholder related escalation is handled in a similar fashion. Customer Care Specialists have managers on call at all times to assist with elevated calls.</p>
<p><b>6. How does your Relationship Management team keep the client informed of industry updates, etc.?</b></p>	<p>Continental publishes two newsletters annually to provide industry updates and insights. Our account management team will keep you abreast of regulatory changes and new service offerings through direct communications and scheduled reviews. This ensures you remain informed and prepared for any industry developments.</p>

## Shareholder / Communications Servicing

<b>1. What tools do you provide your shareholder service representatives to help them provide accurate answers to our shareholders?</b>	<p>We currently use a google based central repository of company specific data sheets which are continually updated by the Account Manager. We frequently ask our clients for shareholder related scripting as it relates to a corporate event, dividend or topics that may affect their shareholders.</p>
<b>2. What training do you provide your shareholder service representatives?</b>	<p>Upon initial hire, a CSR attends a 4-6 week training period (consummate with previous experience) led by a dedicated trainer. The training period covers all aspects of the position from product to technology to service philosophy. Thereafter, we monitor and coach each of our representatives on a weekly basis.</p>
<b>3. Do you have an interactive voice response system (IVR)? If yes, what customization does your IVR allow?</b>	<p>No, we do not use an IVR system. Instead, we prioritize direct, live interaction with our highly specialized in-house (Manhattan-based) customer service representatives, ensuring prompt and personalized support for your shareholders.</p>
<b>4. How are recurring issues/complaints handled and are they flagged? Describe your escalation process.</b>	<p>First, recurring issues are identified through a centralized communication hub established within the call group. Thereafter, the issue is quickly vetted and confirmed by a manager and communicated with the respective individual or department within the company for a resolution.</p> <p>Our escalation process is tiered. Questions that cannot be answered by the phone representative are referred to a secondary group within the contact center. A "complaint" is immediately referred to the group lead or manager for resolution. The resolution time correlates to the type of escalation. A referred inquiry is 24 to 48 hours wherein a "complaint" depends on the nature of the inquiry. In both scenarios, the shareholder is continually updated with the progress of their inquiry.</p>
<b>5. Describe the workflow management system utilized within your organization. What types of communications are tracked via this system (i.e. incoming correspondence, outgoing correspondence, phone calls, emails, etc.)?</b>	<p>Our workflow management system efficiently handles shareholder communications. Calls to our toll-free number are routed through a simple menu to the appropriate specialist, with after-hours calls directed to voicemail for next-business-day responses. All calls and agent screens are recorded, and call reasons are logged and analyzed for trends, with discussions transcribed for quality assurance.</p> <p>For incoming shareholder emails, we use a web-based email management system (EMS) that tracks the email lifecycle from receipt to closure. The EMS also facilitates trend analysis and routine quality assurance to ensure high service standards.</p>
<b>6. What percentage of calls, by type, are handled by an IVR for clients of our size? Can you provide statistical reports on call center activity? Please indicate whether</b>	<p>Yes. For our customer care center, we capture, analyze and report general activity relative to:</p>



<p><b>you use off-shore customer service representatives, on-shore customer service representatives or both? If off-shore representatives are used, do we have a choice not to use them?</b></p>	<p><b>Call Group</b></p> <ul style="list-style-type: none"> <li>- Call volume</li> <li>- Average call wait time</li> <li>- Calls answered percentage</li> <li>- Call handle time</li> </ul> <p><b>Correspondence (Written and Email) Group</b></p> <ul style="list-style-type: none"> <li>- Correspondence received</li> <li>- Correspondence responded</li> <li>- Correspondence response time</li> </ul>
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## Risk / Compliance / Security

<p><b>1. Please provide details on your cyber-security policy involving client and shareholder information.</b></p>	<p>Continental has a robust cyber-security policy that includes annual training for all employees, regular phishing simulations, and adherence to GDPR and CCPA guidelines. We enforce strict access controls, encryption, and secure authentication processes to protect client and shareholder data. External audits are conducted quarterly to verify compliance and identify risks.</p>
<p><b>2. Provide details on your Information Security program including employee training.</b></p>	<p>Employees undergo annual cyber-security training, including phishing exercises, quizzes, and adherence to best practices for safeguarding personal identifying information (PII). New hires receive training on password protocols, clean desk policies, and data confidentiality within their first week. The program is continuously reinforced with updates and real-time reminders.</p>
<p><b>3. Describe your current disaster recovery and business continuity plan(s).</b></p>	<p>Our disaster recovery plan includes multi-zone redundancy through AWS and Google Cloud, enabling seamless failover in the event of outages. An alternate location is maintained to ensure continued operations. These measures are tested periodically to ensure readiness for any disruption. In fact, during Hurricane Sandy, our Manhattan office implemented our full DI Plan with great success and no interruption to our clients and their shareholders.</p>
<p><b>4. Do you provide a secure method to exchange shareholder information between our companies?</b></p>	<p>Yes, we use secure file transfer methods, including encrypted portals and ShareFile, to exchange sensitive information. These systems are designed to ensure compliance with data protection regulations.</p>

<p><b>5. What backup capabilities, hardware and/or separate sites do your operations have? What happens if the contact center that handles our calls goes down?</b></p>	<p>Our operations leverage AWS (Amazon Web Services) and GCP (Google Cloud Platform). We also maintain a physical recovery site that provides an alternate physical location in the event our dedicated main office and network are inaccessible. The recovery site is accessible 24/7/365.</p>
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	The contact center is similarly hosted on GCP. This extends the resiliency of cloud hosting to our contact center, where redundancy, automatic failover is inherent to the hosting platform.
<b>6. What security measures are in place to restrict access of information to authorized personnel?</b>	Access is restricted based on job roles, with each employee granted entitlements strictly necessary for their duties. All access is monitored, logged, and reviewed regularly to prevent unauthorized use.
<b>7. Describe any service interruptions, information security breaches, regulatory citations or fines incurred in the last two years.</b>	There have been no information security breaches, regulatory citations, or fines incurred in the last two years. This reflects our commitment to stringent security measures and operational integrity.

## Annual Meeting Services

*Please find Continental's [Annual Meeting Guide](#) for more detailed information*

<b>1. Describe your Annual Meeting services?</b>	Continental provides comprehensive Annual Meeting services, including electronic and traditional mailing of materials, vote tabulation, and meeting coordination. We ensure accurate vote reconciliation, offer internet, telephonic, and mobile voting options, and provide Inspectors of Election for meeting oversight. Our specialized proxy department manages these tasks, ensuring seamless execution and compliance with SEC regulations.
<b>2. How does your process assure the timely and accurate distribution of proxy materials?</b>	Continental coordinates closely with clients and external vendors, monitors timelines, and uses advanced systems to ensure proxy materials are prepared, approved, and mailed according to SEC deadlines. By discussing critical timing with our client, we have a clear plan within our proxy division to manage the physical and electronic disbursement of material accurately.
<b>3. What voting capabilities are available for shareholders to vote?</b>	Shareholders can vote through secure internet platforms, telephone, mobile devices, or by mail. Beneficial holders receive voting instructions via intermediaries, and voting can be conducted during the meeting if required.
<b>4. How does your process assure the accurate tabulation of proxy voting? Do you provide an Inspector of Elections and support voting at the meeting?</b>	Continental uses advanced technology and experienced staff to ensure accurate vote tabulation. Daily updates are provided, with final certification issued after the meeting. We offer Inspector of Election services and full support for voting at the meeting, via virtual meeting or through reporting only options. Each year our client can elect their desired Inspector of Election presence..
<b>5. Do you permit our Company to use its own Inspector of Elections?</b>	Yes, F&M Bancorp, Inc. may use their own Inspector of Elections if preferred.
<b>6. Describe the company's approach to Notice and Access.</b>	Continental offers flexible Notice and Access options, including Notice Only, Full Set Delivery, or a combination of both. We manage document

	preparation, SEC-compliant web hosting, and electronic delivery, ensuring cost-efficiency and regulatory compliance.
<b>7. Do you offer virtual meeting services? If yes, please describe.</b>	Yes, Continental provides secure virtual meeting services with features like live webcasts, attendee authentication, voting, and question submission. Meetings can be recorded for replay and are accessible for up to a year. Our dedicated team ensures smooth execution, whether the meeting is fully virtual or hybrid. We also offer investor earnings virtual meetings, a service that is growing in popularity with our clients.

## Corporate Actions

*Please find more information on Continental's Corporate Actions & Escrow services on our [website](#)*

<b>1. Please describe your Corporate Actions services.</b>	Continental provides tailored Corporate Actions services, ensuring smooth and efficient execution of transactions. Our expertise includes mergers and acquisitions, stock splits, tender and exchange offers, redemptions, rights offers, Dutch auctions, and SPAC business combinations. We offer end-to-end support, including mailing services, tax reporting, lost shareholder search programs, and detailed status reports, all managed in-house by U.S.-based teams.
<b>2. Do you provide escrow services?</b>	Yes, we offer comprehensive escrow services, including specialized M&A-related escrows, private sale transactions, and crowdfunding. Escrow accounts are held in segregated bank accounts at JPMorgan Chase, ensuring compliance and accuracy. Our services include tax reporting, stock and cash escrows, and tri-party transactions, managed by experienced administrators.
<b>3. Describe system capabilities that support corporate action events, including the call center.</b>	Our systems provide robust support for corporate action events, ensuring accuracy and compliance. The in-house contact center is staffed with trained professionals familiar with your specific transactions to handle shareholder inquiries. We leverage industry-leading technology for mailing, reporting, and escheatment processes, ensuring seamless management of complex corporate actions.

## Operations

<p><b>1. Please describe in detail your process for conducting the SEC required search for lost shareholders.</b></p>	<p>Continental complies with SEC Rule 17Ad-17 by conducting database searches, sending due diligence mailings to the last known addresses, and continuously monitoring shareholder records to locate lost securityholders. These searches are performed at no cost to the shareholder, ensuring compliance and alignment with SEC guidelines.</p>
<p><b>2. How does your process assure that escheatment processing is completed accurately and the reporting is timely, including, but not limited to, how escheatment determinations are communicated to the company for review and verification. Specifically, what are your escheatment guidelines for the State of Ohio for shares enrolled in the direct deposit of dividends or other dividend reinvestment program versus shares not so enrolled?</b></p>	<p>Continental follows state-specific unclaimed property laws, sending due diligence notifications to shareholders with unclaimed assets and providing detailed reports to issuers for review before escheatment. The system logic used for DRP accounts in OH is as follows: The trigger date = later of RPO Date and DOLC. RPO Date and DOLC must both be populated and both must run for the full dormancy period.</p> <p>All steps of the escheatment review and transaction processing are reviewed by our quality control team and multiple layers of the leadership team to ensure filing deadlines are met. Escheatment determinations are communicated through the delivery of the full data analysis.</p>
<p><b>3. How does your transfer process ensure transfers are done within required turnaround deadlines and completed accurately?</b></p>	<p>Transfers are managed using standardized procedures, rigorous quality control checks, and compliance with SEC and industry standards. These measures ensure timely and accurate completion of all shareholder transfers.</p>
<p><b>4. What is your practice/policy on maintaining historical information?</b></p>	<p>Continental will convert all historical data provided by your current transfer agent at no cost. Further, we securely retain comprehensive historical records of all transactions and shareholder communications indefinitely. While most transfer agents purge zero balance accounts annually, we will hold this valuable data and do not charge our clients for zero balance shareholder accounts. This ensures regulatory compliance, supports transparency, and provides issuers access to historical data as needed.</p>

## Dividend & Non-Dividend Payers

<p><b>1. Describe your dividend payment process?</b></p>	<p>Continental offers comprehensive dividend disbursement services, including regulatory compliance, IRS reporting, and payment processing via ACH or checks. Each issuer paying a dividend will have a JP Morgan Chase account. Continental manages all reconciliation activities, check replacements and balancing.</p>
<p><b>2. When is dividend funding due? Describe the disbursement timeline.</b></p>	<p>Dividend funding is typically required before the payment date, with specific timelines coordinated between the issuer and Continental to ensure timely disbursement.</p>

<b>3. Do you provide electronic funds transfers for dividends? Does this include international ACH?</b>	Yes, we offer electronic funds transfers for dividends, including ACH payments. International ACH capabilities depend on the receiving country's banking infrastructure and may require additional arrangements. We are happy to discuss your international shareholder payment requirements.
<b>4. Do you have the ability to customize dividend checks?</b>	Yes, we can customize dividend checks to include specific issuer branding and messaging as per client requirements.
<b>5. Are the total outstanding funds for a single shareholder replaced in one check or are separate checks issued for each open item?</b>	Our standard practice is to issue separate checks for each dividend payment unless otherwise instructed by the issuer.
<b>6. Does your system allow for a dividend payment address and a seasonal address, both of which differ from the legal address?</b>	Yes, our system can accommodate multiple addresses for dividend payments, including seasonal addresses, to ensure accurate delivery.
<b>7. Can a 1099DIV form be attached to the last dividend payment of the year?</b>	1099-DIV forms are typically mailed separately to comply with IRS regulations, but we can discuss customized solutions to meet specific client needs. We have found that shareholders tend to retain tax forms when mailed separately after the end of the year.
<b>Tax</b>	
<b>1. How does your process assure accurate shareholder tax reporting and withholding?</b>	We ensure accurate tax reporting and withholding by adhering to IRS guidelines, conducting regular audits, and utilizing advanced systems to manage shareholder information and transactions.
<b>2. If a conversion takes place midyear, who handles the tax reporting for the entire year?</b>	In the event of a midyear conversion, tax reporting responsibilities are determined based on the specific terms of the conversion agreement and applicable regulations. Typically, the entity holding the shareholder records at year-end handles the annual tax reporting. We would be happy to manage tax reporting to avoid shareholder confusion.

## Online Services

<b>1. Describe your online tools for shareholders, including the functionalities available to them.</b>	Shareholders can use ContinentalLink to update account information, view payment history, download tax forms, enroll in investment plans, and vote proxies securely. The platform supports various financial transactions and provides a comprehensive view of shareholder details. Our website also provides a comprehensive list of FAQs, glossary terms, and necessary forms and documents.
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<p><b>2. Describe your online tools for the company including the reporting capabilities.</b></p>	<p>Companies can access real-time reports through ControlBook Reporting, which allows tracking of outstanding shares, reserves, and corporate data. ContinentalLink also offers detailed shareholder lists, proxy information, and transaction histories with customizable parameters</p>
<p><b>3. Describe security certifications required to access the platform by a shareholder. How do they reset their password/ID if needed?</b></p>	<p>To access the platform, shareholders undergo a secure registration process, beginning with receiving a unique web access letter containing temporary login credentials. They use these details to create a personalized username, password, and security questions, ensuring a secure login setup.</p> <p>If a password reset is needed, shareholders can initiate the process directly from the login page by requesting a reset link via email. They then verify their identity by answering a security question before setting a new password. This streamlined approach ensures both accessibility and security.</p>

Technology	
<p><b>1. Describe your primary data management technology, how many years you have utilized the platform and how the platform is managed within your company. Outline any functionalities that are performed overseas.</b></p>	<p>Continental uses the TranStar platform, implemented in 2017, managed entirely in-house without overseas operations. It supports various shareholder services, including transfer, tax reporting, and escheatment. Continental is the largest client of TS Partners although several transfer agents and bond agents utilize the TranStar platform.</p>
<p><b>2. Explain how you manage significant upgrades to your data technology, especially as it relates to regulation changes and prioritizing service enhancement features.</b></p>	<p>Technology updates are performed quarterly, with significant enhancements conducted annually or as regulations demand. These updates focus on compliance and improving user experience. We take client and shareholder feedback and record the potential enhancement to be reviewed frequently by management.</p>
<p><b>3. Explain or provide a diagram outlining backup capabilities, hardware and data flow infrastructure relating to the management of shareholder data.</b></p>	<p>Our operations leverage AWS (Amazon Web Services) and GCP (Google Cloud Platform). We also maintain a physical recovery site that provides an alternate physical location in the event our dedicated main office and network are inaccessible. The recovery site is accessible 24/7/365.</p> <p>The contact center is similarly hosted on GCP. This extends the resiliency of cloud hosting to our contact center, where redundancy, automatic failover is inherent to the hosting platform.</p>
<p><b>4. Describe your philosophy for managing closed/inactive accounts and how often we can expect the accounts to be purged. How is purged data permanently saved?</b></p>	<p>Continental retains all shareholder account data indefinitely, ensuring historical records are always accessible. Accounts are never purged to maintain a full transaction history at no cost to our clients.</p>
<p><b>5. Do you utilize cloud storage services? If so, please explain.</b></p>	<p>Yes, Continental leverages AWS and GCP for data storage, providing secure, scalable, and redundant solutions.</p>

<b>6. Describe your capability for growth relating to the data platform over the next three years.</b>	As TS Partner's largest transfer agent client, we have leverage to manage enhancements for increased service expectations and unlimited growth. The platform's scalability and ongoing enhancements, such as automation and integration with additional tools, ensure growth capacity to meet client needs.
<b>7. Describe your vendor management program as it relates to the core technology platform for shareholder data.</b>	The TranStar system is developed by TS Partners, with updates and integrations managed collaboratively to ensure compliance and functionality.
<b>8. What data security do you have in place?</b>	Continental employs strict access controls, annual cyber-security training, and regular independent audits. Data is encrypted, and access is monitored and tested continuously.
<b>9. How do you ensure that our shareholder information is secure?</b>	Security measures include role-based access controls, encrypted communications, and ongoing security assessments to prevent unauthorized access and data breaches.

## Print and Mail

<b>1. Is the print and mail facility integrated into your overall transfer agency processing? If so, please explain how.</b>	Yes, our print and mail facility is fully integrated with our transfer agency operations, and located on the lower level of our headquarters. This integration ensures seamless handling of shareholder communications, from data processing to printing and mailing, maintaining accuracy and efficiency throughout the process.
<b>2. Describe exactly how the print and mail facility will work together to assure the most economical mailing is performed? Are there any procedures for householding of correspondence to shareholders?</b>	Our facility utilizes intelligent mail processing software to optimize postage costs and streamline mailings. We implement householding procedures, consolidating multiple shareholder communications into a single mailing when appropriate, reducing redundancy and mailing expenses. We will work with you to ensure timing deadlines are met to take advantage of mailing cost savings, if applicable. We will manage householding protocol if requested by our client. A preliminary report will be provided to our client for review if desired.
<b>3. Can shareholder communications be customized? Please provide sample documents such as a proxy card, W-9 form, direct registration advice, transfer instructions with stock power, etc.</b>	<p>Yes, we offer customization of shareholder communications to align with your branding and specific requirements. Sample documents, including proxy cards, W-9 forms, direct registration advice, and transfer instructions with stock power, can be provided upon request to demonstrate our capabilities.</p> <p>Sample proxy mailing can be found in the appendix of our <a href="#">Annual Meeting Guide</a>, and further forms/documents can be found on our <a href="#">website</a>.</p>

<b>4. Describe your electronic delivery capabilities. What programs do you offer to increase shareholder participation in electronic delivery?</b>	<p>We provide electronic delivery of shareholder communications through our <a href="#">ContinentalLink</a> platform, allowing shareholders to access documents online securely. To encourage participation, we offer educational resources highlighting the benefits of electronic delivery, such as faster access to information and environmental advantages. We will also manage appropriate communication through shareholder email as requested by the client.</p>
<b>5. Please provide timings for distribution of mailings, particularly annual meeting materials and dividend payments.</b>	<p>Annual meeting materials are typically mailed 45 days before the meeting date, adhering to regulatory requirements. Dividend payments are processed and mailed on the designated payable date, ensuring timely receipt by shareholders. Specific timelines can be customized based on your company's schedule and preferences.</p>

Account Conversion Plan	
<b>1. Describe the conversion plan if your company is selected as successor transfer agent. Include your form of transfer agent agreement and necessary documentation requirements.</b>	<p>Continental's conversion plan includes obtaining shareholder records from the current transfer agent, reconciling data to ensure accuracy, and coordinating parallel processing prior to the effective date. Documentation requirements include corporate details, shareholder data, equity descriptions, reserves, and special account coding. A transfer agent agreement outlines responsibilities, delivery dates, and milestones. We will manage a transfer agent transition between your dividend reinvestment quarterly purchase and the the next quarter dividend record date. Shareholders will be able to cash their dividend checks with your current agent up to 6 months of issuance. We will then manage the conversion of outstanding payment data with your current agent when the timing is appropriate.</p>
<b>2. What is the general timeline for critical decisions and notifications for a desired effective date?</b>	<p>The transition typically spans 4–5 weeks, starting with planning sessions and data requirement definitions. Notifications to shareholders, DTC, and other contacts occur by week 4, with the transition becoming effective the following week. Timing is aligned to review major corporate events, such as dividend record dates, annual meeting activities and dividend reinvestment purchases and sales.</p>
<b>3. What factors could potentially impact implementation time?</b>	<p>Factors include the complexity of shareholder records, corporate event schedules, and responsiveness of the prior transfer agent. Issues such as incomplete or inaccurate data may also delay the process. Continental has quite a bit of experience managing shareholder conversion data with your current agent. We do not foresee any concerns with performing a successful transition.</p>
<b>4. How is historical information handled during a conversion?</b>	<p>All shareholder historical data is reconciled, validated, and loaded into Continental's system. This ensures continuity and full access to transaction history for the company and shareholders.</p>

<p><b>5. How are shareholders notified of the transfer agent change and their new account information?</b></p>	<p>A customized notification letter is sent to shareholders, providing details of the transfer, effective date, and contact information for Continental. Additional resources, such as instructions for accessing <a href="#">ContinentalLink</a>, may also be included. We will provide you a sample letter to review and customize as you feel appropriate. We will work together on this important communication which will be mailed at the time we are effective as transfer agent.</p>
<p><b>6. Outline the team involved in the implementation process?</b></p>	<p>The implementation team includes the Chief Operating Officer, Head of Technology, Director of Account Administration, Dedicated Senior Account Manager, Conversion Coordinator, Compliance Officer, and Director of Sales. Each team member oversees specific aspects of the transition to ensure accuracy and efficiency.</p>
<p><b>7. What are your lessons learned from prior implementations?</b></p>	<p>Effective communication, proactive planning, and thorough reconciliation are critical for a smooth transition. Ensuring all parties have clear timelines and responsibilities minimizes disruptions.</p>
<p><b>8. Can you provide 3-5 references similar in scope and size?</b></p>	<p>Please refer to Client References within this document.</p>

### Section 3: Transfer Agent Fees & Expenses

Our current number of active shareholders are at approximately 1,918. Our trading symbol is: FMAO

Our Capital Breakdown is currently as follows:

Common Stock Issued – Outstanding = 13,699,482 shares + 864,943 Treasury shares = 14,564,425 Issued Shares

Director Authorized Issued is 14,564,425

Authorized in Articles of Incorporation – 20,000,000

Please provide a schedule of your Transfer Agent Fees & Expenses and attach to the RFP response.

Our dividends are declared quarterly. Please provide information relating to the costs we would incur with regards to processing these dividends quarterly and also the preparation and mailing of 1099s to all of the shareholders at year end.

Multiple times per year, our organization issues restricted stock to our Senior Management Team (approx. 12 individuals), Board of Directors (approx. 12 individuals) and Officers (approx. 100 individuals). Please provide information relating to the costs we would expect to incur to process these requests.

Multiple times per year, our organization lifts the restriction on certain shares of restricted stock which have been previously awarded to our Senior Management Team (approx. 12 individuals), Board of Directors (approx. 12 individuals) and Officers (approx. 100 individuals). Please provide information relating to the costs we would expect to incur to process these requests.

Our Annual Meeting is held virtually in mid-April. Please provide information relating to the costs we will expect to incur with regards to assistance with the creation of the notice, proxy statement, proxy card, mailing of the proxy materials and shareholder communications, voting services via phone, email and regular mail, and all proxy tabulations, etc.

We plan to acquire additional banks in the future. Please provide information relating to the costs we will incur with regards to mergers/acquisitions, forward/reverse stock splits, offerings, employee plan issuance of shares, etc.

Our Vendor Management Due Diligence Expectations are as follows:

#### Vendor Due Diligence Request List

Financials

SOC Report(s)

W-9

Proof of Insurance (including cyber)

Information Security Policy

BCP Policy

Service Level Agreement

Data Flow Diagram (if available)

3-5 Outside Company References

Please note, you may return the above items with your RFP response.

## SECTION 3

# SCOPE OF SERVICES

## SCOPE OF SERVICES

This section details Continental's typical scope of services. We welcome further discussion on any point or requirement that is not included here.

### 1. Account Maintenance and Recordkeeping

- Maintain all required current and historical stockholder information including but not limited to:
  - Registration
  - Address with separate address for seasonal mailing
  - Account Number
  - Share balance
  - Certified shares, including fractional shares
  - Book entry shares
  - Certificate detail
  - Account open date and last transaction date
  - All account transactions
  - Class of account (special codes for VIP, employee, shareholder subject to mandatory trading black-outs, etc.)
  - Account suppression indicator/code and reason for suppression
  - Taxpayer information
  - Restriction/stops placed
  - House holding indicator and information on linked accounts
  - Ability for Company to create Holders Lists for coding accounts of special shareholder groups for future reports
  - Account indicator for consent to view proxy materials via Internet
  - Provide "do not mail" indicators
  - Correspondence records and link to optically scanned documents
  - History of conversations with stockholders
  - Electronic access and mailing information (e.g. username ID, PIN, etc.)
- Close accounts with year-end zero share balance and dividend check outstanding
- Process all change of address requests and post office notifications
- Check for existing account before creating new account (duplicate accounts)
- Provide safekeeping of stock certificates. Mail advice acknowledging receipt
- Correct bad addresses for accounts with returned from post office ("RPO") status, regardless of who performed the mailing (i.e. the transfer agent or another vendor used by Company)
- Consolidate and eliminate duplicate accounts
- Comply with all federal and state regulatory, tax and security requirements regarding stockholder accounts

### 2. Abandoned Property and Escheatment

- Comply with all escheat reporting and remittance for all states
- Conduct the SEC required search of lost accounts
- Comply with all SEC regulations pertaining to abandoned property reporting
- Assist stockholders in recovery of escheated property
- Provide Company with abandoned property statistics and escheatment reports



### 3. Stock Transfer and Registrar Services

- Review all stockholder stock transfer requests for required documentation
- Take all reasonable measures to work with stockholder to complete transfer
- Transfer of shares as requested
- Cancel old stock certificates
- Place in book entry unless certificate is required
- Issue new stock certificates, preferably using a print-on-demand system
- Transfer to/from broker through Direct Registration System (DRS)/Profile
- Notify transferor and transferee via advices
- Ensure constant “in balance” condition
- Replace lost stock certificates and place/remove stop orders
- Provide priority handling of VIP shareholder transactions
- Provide insurance to cover replacement of lost stock certificate issuance
- Comply with all regulatory requirements regarding securities transfers
- Check stop transfer notations
- Process legal transfers, irregular transfers, mail transfers, and transfers requiring special handling
- Issue shares upon exercise of stock options
- Control supply of unissued certificates
- Maintain filing and storage of canceled certificates
- Countersign and record certificates as Registrar
- Perform Co-Agent service needs, if required

### 4. Dividend Disbursement

- Accurately calculate, print /distribute payments to shareowners of record
- Mail dividend checks to be received by shareowners by payment date
- Code lost accounts to suppress printing and mailing of checks
- Replace lost dividend checks
- Collect for duplicate payments
- Coordinate quarterly dividend funding
- Withhold and remit taxes
- Reconcile payment discrepancies with the dividend paying agent
- Provide dividend payment information on check stubs and EFT advices
- Coordinate /provide photocopies of cancelled checks upon request
- Process and re-mail dividend checks returned as undeliverable (RPO)
- Suppress mailing after 2nd return and comply with SEC requirements
- Process file for payment of quarterly dividend pass thru payments via check or EFT
- Provide reconciliation of dividend pass thru payments including outstanding/returned payments

## 5. Investment Plan Services (Direct Stock Purchase and Dividend Reinvestment Plan)

- Provide a DRP that is SEC-approved and has been modified to meet Company's special provisions; or assist Company in developing a company-sponsored SEC-approved DRP
- Fulfill Plan enrollment material requests
- Provide Plan enrollment via Internet and via mail
- Process Plan enrollments and establish accounts
- Process optional cash investments by check and ACH debit as required
- Provide full or partial dividend reinvestment per prospectus
- Process Internet, written or telephone request for partial/full sales per plan prospectus
- Provide stockholder account transaction confirmations and statements
- Provide option to receive Plan statements electronically
- Coordinate purchase and issuance of securities to meet Plan requirements.
- Accurately calculate and post dividend reinvestment shares to stockholder accounts.
- Process withdrawals of shares from Plan and issue certificates upon request
- Terminate accounts upon request by issuing a certificate or book-to-book transfer of whole shares, or liquidating shares as requested by shareholder
- Cash out any fractional shares on account termination
- Collect appropriate Plan fees paid by participants per prospectus
- Provide historical account statements as requested by stockholders

## 6. Annual Meeting Services

- Provide statistical and demographic reports on a monthly, quarterly, annual and/or periodic basis (access to reports should also be provided via Internet)
- Provide a full file certified list of shareholders as of record date in hard copy
- Identify shareowners of record and mail proxy materials package or provide electronic file of all shareholder records to mailing agent
- Provide telephone and internet voting
- Coordinate all activities associated with tabulating of proxy vote
- Provide company online access to proxy voting status
- Coordinate employee benefit plans shares to be voted according to plans
- Coordinate follow up proxy mailing for un-voted accounts
- Provide affidavits of preparation and mailing of annual meeting notice and related proxy materials
- Ensure all legal requirements for bank and broker solicitations are met
- Mail merge to eliminate duplicates, including Savings Plan
- Print proxy cards and mailing envelopes
- Maintains and administers a ticketing database for the Annual Meeting of Shareholders

## 7. Tax Reporting

- Calculate accurately the domestic and/or foreign withholdings on all payments
- Prepare all appropriate tax reporting documents for remittance to government agencies
- Print and mail forms 1099 and 1042 information to shareowners
- Print and mail corrected 1099 and 1042 forms to shareholders
- Process certification form W-9
- Process 1099 replacement requests including internet and IVR requests
- Accumulate and file tax information on reinvested dividends and dividends on underlying shares and prepare and mail consolidated 1099 DIV Forms
- Provide cost basis reporting as required by SEC
- Provide monthly report of Stock Option ISO Disqualifications
- Process certifications for W-8 BEN

## 8. Shareholder Services (Inquiries and Maintenance)

Our Call Center model is the best in the industry – staffed solely by domestic staff trained to address your company’s specific corporate profile, shareholder base and historical activity with customized scripting.

We do not employ an Interactive Voice Response (IVR) system. Our sophisticated inbound telephone system connects individuals to skilled agents trained to handle simple to the most complex inquiries.

When appropriate, agents route shareholders to Continental’s specialty areas, such as our Client Services Restricted Stock Team – helping to ensure issues are resolved in a single call.

Representatives receive extensive training on Continental’s in-house policies and procedures as well as customer-specific requirements prior to handling incoming calls. We never place time limits on our agents’ calls and employ quality monitoring and recording to ensure a consistent high-level of service. Typical servicing includes:

- Providing details about escheated shares and funds,
- Corporate action event details (specifics, document submission, etc.),
- Replacing stale or lost dividend checks,
- Assistance in initial or dividend reinvestment plan enrollment,
- Technical guidance on how to initiate a sale or purchase of shares,
- Facilitating address changes,
- Assistance with ContinentalLink authentication,
- Answering questions about how to transfer stock, and
- Addressing general tax related topics.

## 9. Account Management

Our organization's strength lies in our people. For five decades, we've gathered some of the industry's most experienced experts to ask the right questions, provide the right answers and deliver exactly the support that you and your shareholders require. You can

immediately rely on Continental's industry-recognized commitment to achieving the highest levels of customer and investor satisfaction.

Your account management team based in our New York headquarters is responsible for flawlessly handling all administrative matters, including VIP shareholder requests and other sensitive or company-critical issues.

They serve as your single channel into Continental's entire organization and are authorized to engage any resource needed to resolve an issue or to mobilize internal teams in support of a major corporate event. Available 24/7, you will always have the option to reach your account manager via a voice-to-email protocol for immediate response to critical issues.

At any time, you may contact Steven Nelson, our Chairman and President, and will be provided with his direct contact information for 24/7 access. Get to know more about Steven and Continental's entire senior management team by visiting <https://continentalstock.com/about-us/our-team/>.

## 10. Management Reporting

We complement our core processing system by integrating ContinentalLink, our proprietary online interface.

As mentioned in the preceding Executive Summary, burdensome out-of-balance reconciliation due to traditional batch data processing and reporting is thing of the past. Continental's real-time Control Books reporting allows designated personal to view and download detailed metrics for any combination of outstanding shares between any two dates – from inception of our services to the current date. Detailed data includes:

- Date of instructions
- Processing date
- Transaction description
- Shareholder reference
- Sequence numbers (if provided)
- Corresponding changes in the issued and authorized shares and reserve balances (if any)

Beyond this, customers may generate a number of reports with customized parameters based on a wide range of available shareholder and corporate data, including:

- Issuer reporting (geographical analyses, detailed shareholder lists, name and address file)
- Owner analysis
- Top shareholders
- Option tracking
- Shareholder account access
- Proxy information
- Transfer journals
- Shareholder-view account access

At the same time, shareholders use ContinentalLink to initiate a wide range of account management functions and financial transactions in a secure environment:

- Confirm and update key account information
- View issue summary by type with share breakdown
- Manage address of record and contact information, PIN, delivery preferences
- View payment information, including earnings, taxes withheld – by issue
- Select automatic investment options and enroll in direct stock purchase plans
- Download tax forms (1099DIV, 1099B, W-8 BEN, W-9)
- Access personalized shareholder communications
- Set optional cash, sale/withdrawal and terminations
- Review annual meeting material and vote their proxies

## CORPORATE ACTION SERVICES

In addition to fundamental offerings, Continental brings you a comprehensive set of services from which to build your perfect solution.

### Corporate Actions and Reorganization Services

Your corporate actions carry significant financial implications for your shareholders. Handling these sensitive events well can ensure the continued support of those shareholders. Whatever the needs of your company and shareholders, our teams of experts, with their commitment to your business, specialized knowledge and industry-leading technology, will attend to every detail and help you follow through on these actions perfectly.

Continental's highly motivated and long-tenured staff expertly handles each event – from the basic to the most complex – on an individual basis, ensuring we deliver the highest levels of satisfaction to our customers and their shareholders through accuracy, compliance with stock transfer regulations, expediency and progressive technology.

We will help you choose exactly the services you need to complete corporate actions smoothly, efficiently and cost effectively – and deliver every critical transfer agent function in-house. Our flat-fee modeled services feature pass-through out-of-pocket fees, and may include:

- Personalized service for your company and your shareholders
- Direct access to Continental's department manager
- End-to-end mailing services
- Examination of surrendered securities
- Correspondence to the presenter for items requiring additional documentation,
- Status reports that detail the progress of the event processing (upon request)
- All required tax reporting
- Escrow Services
- Escheatment of aged un-exchanged items

## SECTION 4

# CLIENT REFERENCES, VENDOR LIST, & BANK CLIENT LIST

## Client References

Customer	Contact	Telephone	Email Address
BayFirst Financial Corp	Marcia Rubin	813-495-5712	marcia.rubin@bayfirstfinancial.com
Community First Bancshares, Inc.	Brandi Pajot	678-384-8055	bpajot@myaffinitybank.com
First Financial Bankshares	Kyle McVey	325-627-7206	kmcvey@ffin.com
First Financial Trust	Kirk Thaxton	325-627-7117	kthaxton@fftam.com
Grand River Bank	Pat Gill	616-929-1611	pat.gill@grandriverbank.com
Regional Health Properties, Inc.	Brent Morrison	678-386-4402	brent.morrison@regionalhealthproperties.com
White River Bancshares Company	Ed Riendeau	479-684-3878	edward.riendeau@signaturebank.com
Old National Bank	Lynell Durchholz	812-464-1366	lynell.durchholz@oldnational.com
The First National Bank of Long Island Corp	Maria Doyle	516-671-4900 (ext. 7407)	maria.doyle@fnbli.com
Sonoco	Elizabeth Kremer	843-383-7924	elizabeth.kremer@sonoco.com

## Vendor Management

Continental is proud to manage the majority of shareholder related services within the organization. We have limited industry partners and they are transparent to our clients and are U.S. based entities. If our clients have valuable relationships to support transfer agent servicing (preferred broker, shareholder survey program, stock plan administrator), we are happy to work with the approved 3rd party. Please find a listing of our strategic third-party relationships as it may affect the company.

CSTT VENDOR PARTNERSHIPS		
Vendor Partner	Relationship	Contract Effective
Sovos Keane	Escheatment	December 2014
Abandoned Property Advisors	Lost Shareholders, SEC Rule 17Ad-17 Compliance	December 2020
Scale Computing Cloud Unity (Google Cloud Platform)	Disaster Recovery Cloud Solution	July 2019
Computer Services Inc.	OFAC Screenings	July 2013
EZ Online	Proxy Web Host/Internet Voting	February 2016
Amazon Web Services	Cloud Provider (TranStar & LinkStar)	March 2016
TS Partners	Recordkeeping Data Repository, including co-agent record keeping (TranStar & Linkstar)	October 2016

### Brokerage Relationships on behalf of our Clients

- Stifel Nicolaus
- DA Davidson
- Janney Montgomery Scott LLC



## **Continental Stock Transfer & Trust Company's Financial Institution Clients**

1895 Bancorp of Wisconsin, Greenfield, WI  
ACNB Corporation, Gettysburg, PA  
Affinity Bancshares, Inc., Covington, GA  
Ames National Corporation, Ames, IA  
Bancorp 34, Inc., Alamogordo, NM  
BayFirst Financial Corp., St. Petersburg, FL  
Bank of Central Florida Holding Company, Lakeland, FL  
Beacon Community Bank, Charleston, SC  
Blue Foundry Bancorp, Rutherford, NJ  
Bogota Financial Corp, Teaneck, NJ  
Buckeye State Bank, Powell, OH  
Carlsbad Bancorporation Inc., Carlsbad, NM  
Catalyst Bancorp, Inc., Opelousas, LA  
CCCB Bancorp, Inc., Clarion, PA  
Central Plains Bancshares, Inc., Grand Island, NE  
CFSB Bancorp, Inc., Quincy, MA  
Chesapeake Financial Shares, Inc., Kilmarnock, VA  
ChoiceOne Financial Services, Inc., Sparta, MI  
Citizens Community Bancorp, Inc., Eau Claire, WI  
CNB Community Bancorp, Inc., Hillsdale, MI  
Cullman Bancorp, Inc., Cullman, AL  
Eastern Bankshares, Inc., Boston, MA  
ECB Bancorp, Inc., Everett, MA  
Equity Bancshares, Inc., Wichita, KS  
FFB Bancorp., Fresno, CA.  
First Bank of Central Ohio, Worthington, OH  
First Community Financial Corporation, Mifflintown, PA  
First Financial Bankshares Inc., Abilene, TX  
First Home Bancorp, Inc., St. Petersburg, FL  
First National Bancorp, Inc., Kalamazoo, MI  
First Ottawa Bancshares, Inc., Ottawa, IL  
FirstSun Capital Bancorp, Denver, CO

FFBW Inc., Brookfield, WI  
F.S. Bancorp, LaGrange, IN  
Grand River Commerce, Inc., Grandville, MI  
HarborOne Bancorp, Inc., Brockton, MA  
HCB Financial Corp., Hastings, MI  
Heritage Bancorporation, Hinesville, GA  
Hometown Bancshares, Inc., Hamilton, AL  
Infinity Bank, Santa Ana, CA  
Integrity Bank for Business, Virginia Beach, VA  
Marathon Bancorp, Inc., Wausau, WI  
Marine Bancorp of Florida, Vero Beach, FL  
MI Bancorp, Inc., Bloomfield Hills, MI  
NB Bancorp, Inc., Needham, MA  
Neffs Bancorp, Inc., Neffs, PA  
Northeast Community Bancorp, Inc., White Plains, NY  
Oconee Federal Financial, Seneca, SC  
Oconomowoc Bancshares, Oconomowoc, WI  
Old National Bancorp, Evansville, IN  
OptimumBank Holdings, Inc., Fort Lauderdale, FL  
Orrstown Financial Services, Shippensburg, PA  
PB Bankshares, Inc., Coatesville, PA  
PFS Bancorp, Inc., Peru, IL  
PSB Holdings, Wausau, WI  
Pacific Valley Bank, Salinas, CA  
Pinnacle Financial Corporation, Elberton, GA  
Pioneer Bancorp, Inc., Albany, NY  
Provident Bancorp, Inc., Amesbury, MA  
Rhinebeck Bancorp, Poughkeepsie, NY  
SR Bancorp, Inc., Bound Brook, NJ  
SSB Bancorp, Inc. Pittsburgh, PA  
Seacoast Banking Corp of Florida, Stuart, FL  
Studio Bank, Nashville, TN  
Tampa Bay Banking Company, Tampa, FL  
TEB Bancorp, Inc., Wauwatosa, WI  
Tennessee Valley Financial Holdings Inc., Oak Ridge, TN

Texas Security Bankshares, Inc., Dallas, TX  
The First of Long Island Corp., Glen Head, NY  
Third Coast Bancshares, Inc., Humble, TX  
Town Center Bank, New Lenox, IL  
The Victory Bancorp, Limerick, PA  
Tri-County Financial Group, Inc., Mendota, IL  
Trinity Capital Corp. Los Alamos, NM  
United Community Bank, Blairsville, GA  
Veritex Holdings Inc., Dallas, TX  
Vista Bancshares, Inc., Dallas TX  
Waterstone Financial, Inc., Wauwatosa, WI  
West Shore Bank Corporation, Ludington, MI  
White River Bancshares Company, Fayetteville, AR  
William Penn Bancorporation, Bristol, PA

## SECTION 5

# APPOINTMENT HANDBOOK



**CONTINENTAL**  
STOCK TRANSFER & TRUST

# Requirements of Continental Stock Transfer & Trust Company as Transfer Agent & Registrar

INDEPENDENT SPIRIT. RELENTLESS DEDICATION.

SEC Registered Transfer Agent | New York State Chartered Trust Company  
25M Blanket Bond | DTCC Custodian Transfer Agent

[CONTINENTALSTOCK.COM](https://CONTINENTALSTOCK.COM)  
212.845.3224

## Requirements of Continental Stock Transfer & Trust Company as Transfer Agent and Registrar

1. Agreement and Certified Copy of Board Resolution for our Appointment as Transfer Agent and Registrar.
2. Charter or Certificate of Incorporation and any Amendments thereto certified by the proper official of the State of Incorporation, under original seal, or with evidence of their filing.
3. By-Laws and any amendments thereto certified by the Corporate Secretary.
4. Corporate Information including Authorized Signatories and Specimen Signatures (forms enclosed).
5. Form W-9, Request for Taxpayer Identification Number and Certification, signed by an authorized officer of the entity.
6. Supply of stock certificates signed by proper officers of the Corporation, if applicable.  
*NOTE: PROOFS OF THE CERTIFICATES MUST BE SUBMITTED TO AND APPROVED BY US BEFORE PRINTING.*
7. Opinion of Counsel for the Corporation advising as to:
  - (a) the proper organization of the Corporation;
  - (b) the legality of the issuance of its presently issued Capital Stock and Capital Stock being issued in connection with a public offering;
  - (c) the full compliance as to the aforementioned Capital Stock with the Federal Securities Act of 1933, as amended, or the reason and statutory reference under which exemption is claimed if registration under said Act is not necessary; and
  - (d) advice as to the details of any and all reserves of Capital Stock.
8. If any of the certificates/book entry positions of stock for which the Transfer Agent and Registrar will act are issued and outstanding prior to our appointment:
  - (a) a certified list of all stockholders showing their names, addresses, number of shares and certificate/book entry numbers held, certified by the Corporate Secretary;
  - (b) a letter signed by the Corporate Secretary listing all stock certificates/book entry positions against which stop transfer orders are in force, together with the nature and reason for such stop orders or, if no such stop orders are in force, a statement to that effect; and
  - (c) letter signed by the Corporate Secretary giving the numbers of any unused stock certificates and advising that such certificates have been destroyed or cancelled.

*Initial Public Offering clients: please provide a letter of instruction, signed by two corporate officers, authorizing and directing the Transfer Agent and Registrar to issue securities in accordance with the underwriter's instructions or the Company's instructions, as the case may be.*

## TRANSFER AGENCY AND REGISTRAR SERVICES AGREEMENT

This Transfer Agency and Registrar Services Agreement (this “**Agreement**”), dated as of \_\_\_\_\_, 202\_\_\_\_ is between \_\_\_\_\_, a \_\_\_\_\_ corporation (the “**Company**”) and Continental Stock Transfer & Trust Company, a New York limited purpose trust company (“CSTT”).

**1. Appointment as Transfer Agent.** The Company hereby appoints CSTT to act as sole transfer agent and registrar for the common stock of the Company and any successor, and for any such other securities as set forth in the Certificate of Secretary hereto (which the Company shall update as necessary to keep complete and accurate) and as the Company may request in writing (the “**Shares**”) in accordance with the terms and conditions hereof, and CSTT hereby accepts such appointment. In connection with the appointment of CSTT as transfer agent and registrar for the Company, the Company shall provide CSTT: (a) Specimens of all forms of outstanding stock certificates, in the forms approved by the board of directors of the Company, with a certificate of the secretary of the Company as to such approval; (b) Specimens of the signatures of the officers of the Company authorized to sign stock certificates and specimens of the signatures of the individuals authorized to sign written instructions and requests; (c) A copy of the certificate of incorporation and by-laws of the Company and, on a continuing basis, copies of all material amendments to such certificate of incorporation or by-laws made after the date of this Agreement (such amendments to be provided promptly after such amendments are made); and (d) A sufficient supply of blank certificates signed by (or bearing the facsimile signature of) the officers of the Company authorized to sign stock certificates and bearing the Company’s corporate seal (as applicable). CSTT may use certificates bearing the signature of a person who at the time of use is no longer an officer of the Company. Whenever the terms “shares” or stock “certificates” are used herein they shall include physical stock certificates as well book entry and/or DRS positions.

**2. Additional Services.** CSTT may provide further services to, or on behalf of, the Company as may be agreed upon between the Company and CSTT. Should CSTT so elect, CSTT shall be entitled to provide services to reunify shareholders with their assets, provided the Company incurs no additional charge for such services. Furthermore, CSTT shall provide information agent and proxy solicitation services to the Company on terms to be mutually agreed upon by the parties hereto. This agreement shall include CSTT’s additional authority as successor Exchange Agent on pre-existing exchanges and as Exchange Agent, Paying Agent or Dividend Disbursing Agent on any additional shares of said class or additional classes of stock which may hereafter be authorized by the Company. If CSTT is designated as Exchange Agent or Paying Agent in connection with a corporate action, CSTT’s authority will continue thereafter for escheatment and/or merger cleanup services for such transactions.

**3. Company Representations and Warranties.**

a. The Company represents and warrants to CSTT that: (i) it is a corporation duly organized and validly existing and in good standing under the laws of the state of its incorporation; (ii) it is empowered under applicable laws and governing instruments to enter into and perform this Agreement; and (iii) all corporate proceedings required by such governing instruments and applicable law have been taken to authorize it to enter into and perform this Agreement.

b. All shares issued and outstanding as of the date hereof, or to be issued during the term of this appointment, are/shall be duly authorized, validly issued, fully paid and non-assessable. All such shares are (or, in the case of shares that have not yet been issued, will be) duly registered under the Securities Act of 1933 and the Securities Exchange Act of 1934. Any shares not so registered were or shall be issued or transferred in a transaction or series of transactions exempt from the registration provisions of the relevant law, and in each such issuance or transfer, the Company was or shall be so advised by its legal counsel’s opinion and all shares issued or to be issued bear or shall bear all appropriate legends.

c. The Company shall promptly advise CSTT in writing of any change in the capital structure of the Company, and the Company shall promptly provide CSTT with board resolutions authorizing any recapitalization of the Shares or change in the number of issued or authorized Shares.

d. When certificates of the Company’s stock shall be presented to it for transfer and registration, CSTT is hereby authorized to refuse to transfer and register the same until it is satisfied that the requested transfer is legally in order;



and that the Company, shall indemnify and hold harmless CSTT, and CSTT shall incur no liability for the refusal, in good faith, to make transfers which it, in its judgment, deems improper or unauthorized. CSTT may rely upon the Uniform Commercial Code and generally accepted industry practice in effecting transfers, or delaying or refusing to effect transfers. If, on a transfer of a restricted item, company counsel fails to issue an opinion or to provide adequate reasons therefore within ten business days of a request to do so, CSTT is authorized, but not required, to process such transfer upon receipt of an appropriate opinion of presenter's counsel.

#### **4. CSTT's Reliance.**

a. CSTT may act and rely on, and shall incur no liability and shall be fully indemnified by the Company from any liability whatsoever in acting in accordance with, written or oral instructions received from any person it believes in good faith to be an officer, authorized agent or employee of the Company, unless prior thereto (i) the Company shall have advised CSTT in writing that it is entitled to act and rely only on written instructions of designated officers of the Company; (ii) it furnishes CSTT with an appropriate incumbency certificate for such officers and their signatures; and (iii) the Company thereafter keeps such designation current with an annual (or more frequent, if required) re-filing. CSTT may also act and rely on advice, opinions or instructions received from the Company's legal counsel. CSTT may, in any event, act and rely without liability on advice received from its legal counsel.

b. CSTT may act and rely on, and shall incur no liability and shall be fully indemnified by the Company from any liability whatsoever in acting in accordance with: (i) any writing or other instruction believed by it in good faith to have been furnished by or on behalf of the Company or a holder of one or more Shares (a "**Shareholder**"), including, but not limited to, any certificate, instrument, opinion, notice, letter, stock power, affidavit or other document or security; (ii) on any statement of fact contained in any such writing or instruction which CSTT in good faith does not believe to be inaccurate; (iii) on the apparent authority of any person to act on behalf of the Company or a Shareholder as having actual authority to the extent of such apparent authority; (iv) on the authenticity and genuineness of any signature (manual or facsimile) appearing on any writing, including, but not limited to, any certificate, instrument, opinion, notice, letter, stock power, affidavit or other document or security; and (v) on the conformity to original of any copy. CSTT shall further be entitled to rely on any information, records and documents provided to CSTT by a former transfer agent or former registrar on behalf of the Company. CSTT is authorized by the Company to respond to subpoenas and/or document requests from the SEC without further authorization, and may bill the Company for reasonable compliance costs.

c. When CSTT deems it expedient, it may apply to the Company, or the counsel for the Company, or to its own counsel for instructions and advice, that the Company will promptly furnish or will cause its counsel to furnish such instructions and advice, and, for any action taken in accordance with such instructions or advice, or in case such instructions and advice shall not be promptly furnished as required by this resolution, the Company will indemnify and hold harmless CSTT from any and all liability, including attorney fees and court costs. CSTT may, at its discretion, but shall have no duty to prosecute or defend any action or suit arising out of authorizations hereby granted unless the Company shall, when requested, furnish it with funds or the equivalent to defray the costs of such prosecution or defense. CSTT may, without liability to CSTT, refuse to perform any act in connection with this Agreement when, in good faith reliance on opinion of its counsel, it believes such act may subject it to civil or criminal liability under any statute or law of any state or of the United States and, in particular, under the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended.

**5. Compensation.** CSTT shall be entitled to reasonable compensation for all services rendered (in accordance with the Fee Agreement) and shall be reimbursed for all expenses incurred, including without limitation legal costs and costs of responding to subpoenas and SEC requests related to the Company's records (regardless of whether CSTT is still an Agent for the Company) in connection with its acting as Agent. In the event that the scope of services to be provided by CSTT is increased substantially, the parties shall negotiate in good faith to determine reasonable compensation for such additional services. In the event that the Company, without terminating this Agreement in its entirety, retains a third-party to provide services already provided hereunder, the Company shall pay to CSTT a reasonable fee to compensate CSTT for costs associated with interfacing with such third-party as mutually agreed upon by the Company and CSTT. On termination of its services as Agent, CSTT shall be entitled to reasonable additional compensation for the service of preparing records for delivery to the successor agent or to the Company, and for forwarding and maintaining records with respect to certificates received after such termination.



**6. Performance of Services.** In the event that the Company commits any breach of its material obligations to CSTT, including non-payment of any amount owing to CSTT, and such breach remains uncured for more than forty-five (45) days, CSTT shall have the right to terminate or suspend its services upon notice to the Company. During such time as CSTT may suspend its services, CSTT shall have no obligation to act as transfer agent and/or registrar on behalf of the Company, shall have no duties to act in such capacity and shall have a lien on the Company's records until it receives payment in full. Such suspension shall not affect CSTT's rights under this Agreement. On termination of the appointment of CSTT for any reason, CSTT will perform its services in assisting with the transfer of records in a diligent and professional manner.

**7. CSTT as Distributor of Funds.** All funds received by CSTT for distribution on behalf of the Company will be deposited by CSTT in a segregated bank account.

**8. Lost Certificates.** CSTT shall be authorized to issue replacement certificates for stock certificates claimed by a Shareholder to have been lost, stolen or mutilated upon receipt of an affidavit of the Shareholder to such effect and receipt of payment from the Shareholder of a premium for CSTT's services and an indemnity bond purchased through CSTT or, at the option of the Shareholder, any surety company reasonably acceptable to CSTT.

**9. Overissuance.** If CSTT receives a stock certificate not reflected in its records, CSTT will research records, if any, delivered to it upon its appointment as transfer agent from a prior transfer agent (or from the Company). If such records do not exist or if such certificate cannot be reconciled with such records, then CSTT will notify the Company. If neither the Company nor CSTT is able to reconcile such certificate with any records (so that the transfer of such certificate on the records maintained by CSTT would create an overissue), the Company shall within sixty (60) days either: (i) increase the number of its issued Shares, or (ii) acquire and cancel a sufficient number of issued Shares to correct the overissue.

**10. Confidentiality.** CSTT acknowledges that it will acquire information and data from the Company, and such information and data are confidential and proprietary information of the Company (collectively, "**Confidential Information**"). Confidential Information may include, but shall not be limited to, information related to clients, business plans, shareholders, business processes, and other related data, all in any form whether electronic or otherwise, that CSTT acquires in connection with this Agreement. Confidential Information will not include, however, any information that (i) was in the possession of CSTT at the commencement of the services contemplated under this Agreement, (ii) became part of the public domain through no fault of CSTT or (iii) became rightfully known to CSTT or its affiliates through a third party with no obligation of confidentiality to the Company, or (iv) is independently developed by CSTT. CSTT agrees not to disclose the Confidential Information to others (except as required by law or permitted by CSTT's privacy policy then in effect) or use it in any way, commercially or otherwise, except in performing services hereunder, and shall not allow any unauthorized person access to the Confidential Information. CSTT further agrees to exercise at least the same degree of care as it uses with regard to its own confidential information, but in no event less than reasonable degree of care, in protecting the Confidential Information.

**11. Limitations on CSTT's Responsibilities.** CSTT shall not be responsible for the validity of the issuance, presentation or transfer of stock, the genuineness of endorsements, the authority of presenters, or the collection or payment of charges or taxes incident to the issuance or transfer of stock. CSTT may, however, delay or decline an issuance or transfer if it deems it to be in its or the Company's best interests to receive evidence or assurance of such validity, authority, collection or payment. CSTT shall not be responsible for any discrepancies in its records or between its records and those of the Company, if it is a successor transfer agent or successor registrar, caused by or arising from a difference or error in predecessor records. CSTT shall not be deemed to have notice of, or be required to inquire regarding, any provision of the Company's charter or by-laws, any court or administrative order, or any other document, unless it is specifically advised of such in a writing from the Company, which writing shall set forth the manner in which it affects the Shares. In no event shall CSTT be responsible for any transfer or issuance not effected by it.

**12. Limitations on CSTT's Liability.** In no event shall CSTT have any liability for any incidental, special, statutory, indirect or consequential damages, or for any loss of profits, revenue, data or cost of cover. CSTT's liability arising out of or in connection with its acting as Agent for the Company shall not exceed the aggregate amount of all fees (excluding expenses) paid under this Agreement in the twelve (12) month period immediately preceding the date of the first event giving rise to liability.

**13. Indemnities.** From and at all times after the date of this Agreement, the Company covenants and agrees to defend, indemnify, reimburse and hold harmless CSTT and its officers, directors, employees, affiliates and agents (each, an “**Indemnified Party**”) against any actions, claims, losses, liability or reasonable expenses (including legal and other fees and expenses) incurred by or asserted against any Indemnified Party arising out of or in connection with entering into this Agreement, the performance of CSTT’s duties thereunder, or the enforcement of the indemnity hereunder, except for such losses, liabilities or expenses incurred as a result of an Indemnified Party’s gross negligence, bad faith or willful misconduct. The Company shall not be liable under this indemnity with respect to any claim against an Indemnified Party unless the Company is notified of the written assertion of such a claim, or of any action commenced against an Indemnified Party, promptly after CSTT shall have received any such written information as to the nature and basis of the claim; provided, however, that failure by CSTT to provide such notice shall not relieve the Company of any liability hereunder if no prejudice occurs. All provisions regarding indemnification, liability and limits thereon shall survive the termination of this Agreement.

**14. Force Majeure.** CSTT is not liable for failure or delay in the performance of its obligations under this Agreement if such failure or delay is due to causes beyond its reasonable control, including but not limited to Acts of God (including fire, flood, earthquake, storm, hurricane or other natural disaster), war, invasion, act of foreign enemies, hostilities (regardless of whether war is declared), civil war, rebellion, revolution, insurrection, military or usurped power or confiscation, terrorist activities, cyber-attack, nationalization, government sanction, blockage, embargo, labor dispute, strike, lockout or interruption or failure of electricity or telephone service or any other force majeure event. The Company is not entitled to terminate this Agreement under Section 6 (Performance of Services) in such circumstances.

**15. No Third Party.** This Agreement, when executed by the Company, shall constitute the full agreement between it and CSTT and shall not be amended or modified except in writing signed by both parties. The Agent shall act solely as agent for the Company under this Agreement and owes no duties hereunder to any other person or entity. The Agent undertakes to perform the duties and only the duties that are specifically set forth herein, and no implied covenants or obligations should be read into this Agreement against it. No rights shall be granted to any other person by virtue of this Agreement, and there are no third party beneficiaries of this Agreement.

**16. Governing Law.** This Agreement shall be construed and interpreted in accordance with the internal laws of the State of New York, without giving effect to the conflict of laws principles thereof.

**17. Jurisdiction and Venue.** In the event that any party hereto commences a lawsuit or other proceeding relating to or arising from this Agreement or services provided hereunder, the parties hereto agree that the United States District Court for the Southern District of New York shall have the sole and exclusive jurisdiction over any such proceeding. If such court lacks federal subject matter jurisdiction, the parties hereto agree that the Supreme Court of the State of New York within New York County shall have sole and exclusive jurisdiction. Any final judgment shall be conclusive and may be enforced in other jurisdictions by suit on the judgment or in any other manner provided by law. Any of these courts shall be proper venue for any such lawsuit or judicial proceeding and the parties hereto waive any objection to such venue and irrevocably and unconditionally waive and agree not to plead or claim in any such court that any such suit or proceeding in any such court has been brought in an inconvenient forum. The parties hereto consent to and agree to submit to the jurisdiction of any of the courts specified herein and agree to accept service of process by mail to vest personal jurisdiction over them in any of these courts. Each party hereto irrevocably and unconditionally waives any right to a trial by jury.

**18. Assignment.** CSTT may assign this Agreement or any rights granted thereunder, in whole or in part, either to affiliates, another division, subsidiaries or in connection with its reorganization or to successors of all or a majority of CSTT’s assets or business without the prior written consent of the Company.

**19. Term:** The initial term of this Agreement shall be three (3) years from the date hereof and the appointment shall automatically be renewed for further three (3) year successive terms with the same transaction provisions without further action of the parties, unless written notice is provided by either party at least ninety (90) days prior to the end of the initial or any subsequent three (3) year period. The term of this appointment shall be governed in accordance with this paragraph, notwithstanding the cessation of active trading in the capital stock of the Company or discontinuance of services for non-payment.

**20. Company Information.** The Secretary or Assistant Secretary shall provide certified documents, opinions of counsel, certificates, specimen signatures of officers and information as CSTT may require in connection with its duties hereunder, and immediately upon any change therein which might affect CSTT in its duties, to give CSTT written notice and to furnish such additional certified documents, certificates, specimen signatures of officers and information as CSTT may require, it being understood and agreed that CSTT shall be fully protected and held harmless for the failure of the Company to give proper and sufficient notice of any such change.

**21. DTCC Fast Program.** At any time that the Company shall elect to have its shares traded and processed in the DTCC FAST electronic program, it shall do so upon approval of its Board of Directors which shall agree to adhere to DTCC's Balance Certificate Agreement (incorporated by reference herein) as it shall be amended from time to time.

**22. Notices.** The address of the Company to which notices may be sent is:

(Insert Company Address)

The address of CSTT to which notices may be sent is Continental Stock Transfer & Trust Company, 1 State Street, 30<sup>th</sup> Floor, New York, NY 10004, Attention: Account Management.

**CONTINENTAL STOCK TRANSFER & TRUST COMPANY**

**By:** \_\_\_\_\_

**Its:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**COMPANY NAME**

\_\_\_\_\_

**By:** \_\_\_\_\_

**Its:** \_\_\_\_\_

**Date:** \_\_\_\_\_

## Certificate of Secretary

I, \_\_\_\_\_, Secretary of \_\_\_\_\_,

a corporation duly organized and existing under the laws of the State of \_\_\_\_\_, (this

"Corporation") do hereby certify:

A. That the foregoing is a true copy of a certain Resolution duly adopted, in accordance with the By-Laws, by the Board of Directors of this Corporation, at, and recorded in the minutes of a meeting of the said Board duly held on \_\_\_\_\_, 202\_\_, and of the whole of the said Resolution, and that the said Resolution has not been rescinded or modified.

B. That, accompanying this Certificate are:

1. A copy of the Charter or Certificate of Incorporation of this Corporation, with all amendments to date, duly certified under official seal by the state officer having custody of the original thereof or with evidence of their filing;
2. A true and complete copy of the By-Laws of this Corporation, as at present in force;
3. A Corporate Information Form;
4. Specimens of certificates of each denomination and class of stock of this Corporation in the form adopted by this Corporation; and
5. An opinion by counsel for this Corporation covering the validity of the outstanding shares referred to in the above-mentioned Resolution and their registration or exemption from registration under the Securities Act of 1933, as amended.

C. That the total authorized stock of this Corporation is: \_\_\_\_\_ Shares:

\_\_\_\_\_ Shares of \_\_\_\_\_ Stock of \_\_\_\_\_ Par Value each;

\_\_\_\_\_ Shares of \_\_\_\_\_ Stock of \_\_\_\_\_ Par Value each;

\_\_\_\_\_ Shares of \_\_\_\_\_ Stock of \_\_\_\_\_ Par Value each;

That of the said authorized stock, there is now issued:

\_\_\_\_\_ Shares of this Common Stock

\_\_\_\_\_ Shares of this \_\_\_\_\_ Stock

\_\_\_\_\_ Shares of this \_\_\_\_\_ Stock

That such issuances have been duly authorized and all of said shares are validly issued, fully paid and non-assessable.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the seal of the said Corporation, this

\_\_\_\_\_, 202\_\_.

\_\_\_\_\_  
Secretary

Agreed to and Accepted:

Continental Stock Transfer & Trust Company

By \_\_\_\_\_  
Title

## Corporate Information

Corporate Information			
Federal ID/EIN		Principal Name	
Company		Title	
Address		Telephone	
		Fax	
Telephone		Email Address	
Website			

Accounting (Please note our invoices are delivered electronically)			
Contact		Contact <i>(if different)</i>	
Name		Name	
Title		Title	
Address		Address	
Telephone		Telephone	
Facsimile		Fax	
Email		Email	

SEC Counsel (for opinions)			
Firm		Contact	
Address		Telephone	
		Fax	
		Email Address	

Company's General Counsel (if applicable)			
Firm		Contact	
Address		Telephone	
		Fax	
		Email Address	

List of Officers and Directors Authorized to Provide  
Instructions Relating to Issuances of Shares and Corporate Actions  
on Behalf of:

--

OFFICERS and DIRECTOR SIGNATORIES:

Name	Title	Signature

BOARD of DIRECTORS:

Name	Title

## SECTION 6

# FEE AGREEMENT



## TRANSFER AGENT SERVICES FEE AGREEMENT

### Farmers & Merchants Bancorp, Inc. and Continental Stock Transfer & Trust Company

This Agreement states the services Continental Stock Transfer & Trust Company ("Continental") will provide as Transfer Agent and Registrar Services for a Farmers & Merchants Bancorp, Inc., and forms a part of the Transfer Agency and Registrar Services Agreement ("Transfer Agent and Registrar Agreement"), of even date herewith, between Continental and Farmers & Merchants Bancorp, Inc.

#### **MONTHLY ADMINISTRATIVE FEE FOR TRANSFER AGENT SERVICES & SERVICES INCLUDE:**

Monthly Administrative Fee - Common Issue

- \$ 950 up to 1,800 accounts
- \$ 1,100 up to 2,200 accounts
- \$ 1,250 up to 2,600 accounts

The monthly fee will be evaluated annually. A fee adjustment may be assessed if the shareholder base increases or decreases significantly.

\$ 200 Additional Equity Issue, each if applicable

- ContinentaLink & ControlBook Reporting access and reports
- Maintain shareholder accounts, including processing of new accounts
- Issue statements or certificates based on shareholder transactions
- Respond to shareholder inquiries – live call center, email, mail, website inquiries
- Identify accounts eligible for S mandated searches
- Review transfer documents for acceptability and effect related transfers
- Maintain treasury accounts in book entry, if applicable
- NCOA program participation
- Annual SSAE 18 or SOC report

#### **CERTIFICATE/BOOK ISSUANCES**

- Process transfers and routine certificate issuance, cancellation and registration
- Maintain DRS administration and process transactions, as applicable
- Cure transfer deficiencies
- Process company-originated items, as applicable
- Maintain stop transfers, including the placing and removing of same (\$5.00 per removal)
- Process "paperless legal" transfers, as applicable

#### **CONTINENTALINK and CONTROLBOOK REPORTING**

- Create Shareholder Welcome Letter (includes shareholder instructions to access their account through ContinentaLink - sample provided by Continental)
- Set up access for authorized client personnel for viewing all shareholder account data and generating unlimited real time shareholder data reports
- Manage shareholder inquiries and need to reset account access credentials
- Company initiated reporting through ContinentaLink, including Section 16 reports

[ContinentalStock.com](http://ContinentalStock.com)

INDEPENDENT SPIRIT, RELENTLESS DEDICATION.

1 State Street, 30th Floor | New York, NY | 10004

DIVIDEND DISBURSEMENT, as applicable

Prepare and transmit payments for dividends and distributions by check or ACH, provided good funds for said dividends or distributions are received by Continental for said dividends or distributions one business day prior to payable date, code lost accounts to suppress printing and mailing of checks, replace lost or stolen checks and place stop orders on original checks, reconciliation of checking account, prepare tax reporting, handle direct deposit deficiencies and prepare/mail unresponsive payee notices.

\$ 1,500 per dividend event (up to 2,200 accounts)

\$ .15 per insert, per account, as requested

\$ 750 annual fee, prepare tax reporting

\$ 150 per wire, as requested

DIVIDEND REINVESTMENT PLAN, as applicable

For those investors enrolled in dividend reinvestment: code accounts accordingly, coordinate book value with issuer, calculate reinvestment of dividends, post book entry position to account, produce and mail/email statement, manage program based on prospectus, administrate optional cash purchases according to the plan, manage termination/sales. Set up of DRIP to be quoted based on type of plan and features. Soliciting shareholders to enroll in plan to be quoted based on desired method and frequency.

\$1,500 Initial Set Up Fee, one-time

\$ 200 Monthly fee to manage quarterly dividend reinvestment and administrate direct stock purchase plan

FEE FOR PERIODIC STOCK ISSUANCE SERVICES

Offering/Share Issuance services includes administrative activities, the acceptance of share issuance request, data conversion and balancing of shareholder accounts, set-up of accounts, coding accounts for transfer restrictions, DRIP and/or ACH, issuance of book entry statements, mail/email statements. Includes shareholder and company online access to ContinentalLink.

\$750 Restricted Stock Issuance, each request (not per account but per instruction request)

PROXY/ANNUAL MEETING SERVICES, fee estimate, included unless noted:

- Record Proxy Dates
- Broker Search/Provide Material Estimate
- Request and Download Record Date file from DTCC
- Prepare and Provide Certified Record Date Shareholder List
- Create/Manage/Process Proxy Tabulation Sequence
- Create and Set-Up Proxy Form (QR code, addl .20/each)
- Print Proxy Forms
- Distribute Proxy Form to Broadridge
- Manage Standard Material for Proxy Mailing, estimate \$2,000 (addl charge for non-standard mailing)
- Distributed packaged material to Broadridge & Mediant, at cost
- Affidavit of Mailing
- Tabulation of Votes, estimate \$1,500 (includes delivery of tabulation report daily after quorum)
- Online Proxy Reporting (Record Date through Meeting)
- Set-Up and Manage Internet Voting, as requested \$1,200
- Inspector of Election by phone/virtually and prepare final reporting, \$1,500
- Access to online tabulation reports by proxy solicitor, if applicable

The Virtual Shareholder Meeting “VSM” fee will be provided during the annual proxy service discussion, 2024 pricing is \$7,500. This fee is annually subject to change based on the third-party technical partnership Continental maintains year-to-year. Continental will apprise the company of pricing and elective options within the VSM product.

In the event the company has Broadridge Financial Solutions handle both registered and beneficial shareholder proxy distribution and tabulation, Continental will not charge the above fees and instead will charge \$500 for a record date shareholder file sent to Broadridge and \$500 to receive a voted file back from Broadridge to update the registered shareholder records.

#### ITEMS NOT COVERED IN MONTHLY FEE

Reasonable out-of-pocket expenses will be billed as incurred, such as: specialized proxy related services and attending annual meeting, coordinate proxy mailing, banking fees, over-night delivery, postage, insurance. Service fees are based on appraisal and mutual agreement by the parties for corporate actions, shareholder mailings, virtual shareholder meetings and hosting of meeting documentation, de-conversion files, cash or stock dividends, and services mandated by regulatory or legislative regulation not listed herein:

- Processing of treasury share account transactions, restricted/legal securities release, special coding IRS/subpoena notices, warrant & original issuances, option exercises, \$15 each request
- DTCC pass through fee per new/change CUSIP #, \$1,000, as required

Regulatory/Compliance Services, as required:

- Escheatment/abandoned property services:
  - \$500 minimum annual processing fee, includes analysis for escheat eligibility and up to five state reports (with shareholder records) creation and submissions for each escheatment cycle
  - \$100 per state report in excess of five states reports (with shareholder records)
  - \$ 50 for each negative report filed (states may require the filing of a report even if there are no escheatable records for that state)
  - \$10.00 for each shareholder account closed
- SEC Rule 17ad-17 administration for “Lost” Shareholders:
  - \$3.00 for each “lost” shareholder searched
- Patriot Act, FACTA, OFAC, CCPA & GDPR. \$1,500 annual fee

The conversion fee has been waived. The expenses relating to a shareholder Welcome Letter and Notice of Agent Change for dividend reinvestment participants will be passed on at cost. These charges will be placed on the first monthly invoice following the appointment.

#### CONTRACT ACCEPTANCE

This fee agreement is subject to the terms and conditions of the Transfer Agent and Registrar Agreement and is incorporated by reference therein.

**Farmers & Merchants Bancorp, Inc.**      **Continental Stock Transfer & Trust Company**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Draft prepared in response to RFP 11/2024

SECTION 7

# ANNUAL MEETING GUIDE



**CONTINENTAL**  
STOCK TRANSFER & TRUST

# Annual Meeting Guide

SEC Registered Transfer Agent | New York State Chartered Trust Company  
25M Blanket Bond | DTCC Custodian Transfer Agent

**CONTINENTALSTOCK.COM**  
212.845.3224



# INTRODUCTION

## PROXY SEASON UPDATE

Your Annual Meeting is one of the most important events of the year. Continental Stock Transfer & Trust Company will treat it with the heightened attention and expertise it deserves.

As your Transfer Agent, we stand ready to fulfill your annual or special shareowner meeting's requirements – and comply with SEC regulations and industry guidelines. Continental's Annual Meeting Guide will assist you with the preparation of this important corporate event. As you begin to plan for your meeting process, please know that Continental offers an entire suite of services to meet all of your needs, running the gamut from the most basic to the most complex.

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

**Accuracy:** All votes properly cast must be correctly tallied with certainty.

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

Please visit our website [www.continentalstock.com](http://www.continentalstock.com) for helpful information.

## Our goal is to help make your meeting a success.

The Annual Meeting Guide is intended to ensure that months of planning, your countless hours of preparation, and all the arrangements you have made produce a successful outcome.

As always, Continental's experienced and dedicated Annual Meeting/Proxy staff stands ready to assist.



## AN IMPORTANT NOTE

Regular communication with your shareowners is key to a successful meeting. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and Boards actively engage shareowners throughout the year. With our state of the art Polycom video conference system, Continental offers meetings through video conferencing. Continental can assist you with facilitating audio/video conferencing, conduct an audio only session, or coordinate multiple phone lines through our bridge connectivity.

Whatever your corporate needs during meeting season, Continental stands ready to provide you with the tools you will require with a personal touch and full access when you need us most.

Our Annual Meeting Guide truly has every bit of information you will need, and we hope you will rely on it and our top-rated Proxy Group.



**Continental Stock Transfer & Trust Company is one of the largest stock transfer agents in North America, handling more than 2,000 public & private issues and aggregating more than 2.8 million shareholders.**

Since 1964, the Company has delivered to its clients reliability, stability and premier service at an exceptional price. Continental offers a wide array of services, including public and private offering administration, issuance and transfer of shares, management of restricted transfers and option exercises, maintenance of shareholder stock ledgers, including cost basis history, dividend disbursement and investment plan services, as well as corporate event administration and escrow services. In addition, the Company has a dominant position in the Special Purpose Acquisition Company "SPAC"/ IPO business and has been routinely recognized as the leading North American Transfer Agent, delivering exceptional services and unmatched value to its customers.

## GENERAL RECOMMENDATIONS

Sound practices can be employed year-round to help companies understand and react to shareholders' concerns. As previously stated, regular communication is key. Corporate governance experts, proxy advisory firms and compliance attorneys all suggest that corporate secretaries and boards actively engage shareholders to make sure they understand any potential problem or issue.

Other "musts" include developing an understanding of your corporate shareholder profile, working to solidify relationships with your larger and more influential shareholders, and developing an acute sense of these shareholders' views on the company's overall performance and existing governance practices.

You should be acutely aware that an increase in the number of retail shares held in beneficial/street name will likely result in a significant reduction in the vote for directors. The implications of this reduction will vary among companies. However, if a particular director had a significant percentage of votes withheld last year, special measures should be considered to ensure a better result this year.





## CONTINENTAL'S PROXY AND ANNUAL MEETING SERVICES

Continental's Proxy and Annual Meeting service offerings are the best in the industry. Not only do we "do it all," we do it by employing full-time specialists year round to ensure that you and your staff deal only with knowledgeable personnel dedicated to specific tasks and available when you require them most. Assigning all Annual Meeting-related service functions to our specialized Proxy Department allows your regular Account Manager to be available to you for crucial day-to-day needs without diversion. Having full-time Meeting specialists available to our clients distinguishes Continental from most, if not all, other agents.

Our services are supported by technology embedded in our processing system. In addition to the mailing and tabulation services you would expect, we are able to offer a number of other critical capabilities, including:

- DTCC linkage
- Electronic Broadridge linkage
- Electronic distribution of Annual Meeting materials
- Householding of shareholder mailings
- Internet voting
- Telephonic voting
- Mobile voting
- Incorporation of Employee Plan share position
- Interface with all outside solicitors
- Reconciliation of "voted" positions
- Inspector of Election
- The variety of services required under Notice and Access, including Fulfillment, online document conversion and Web Hosting
- Virtual Meeting
- Financial printing of your documents
- Custom printing of your proxy card & envelope (*see appendix for examples*)



## COORDINATION

Continental works closely with our clients and their outside vendors to coordinate the development of a proxy card and to manage required supplies. We also monitor the timing of key events to be certain all mailings are timely, and that beneficial/street materials are properly managed. Partnership is a key to our approach to the entire Meeting cycle. It is critically important to establish timelines and vendor relationships, including determining if a solicitor is needed. This decision should be made as soon as possible. Your experience tells you that a successful vote outcome depends on the cooperation and resources of a number of industry participants. DTCC, Broadridge, a solicitor, a printer, and several other partners may also be employed. This Meeting Guide outlines the roles each of these entities plays in the Meeting process and provides detailed instructions to perform these important tasks.



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

Regulatory changes have raised the bar to achieving a desired voting percentage. Your firm may need the special capabilities of a proxy solicitor in order to get the votes you need – even for a quorum. This may be true especially if any one of your proposals is controversial or is opposed by a known block or activist group. Engaging a proxy solicitor can be a prudent “investment”. Please see our list of partners or ask us for additional information.

Please direct any inquiry or question you may have to us as soon as possible.

Complete the Proxy Questionnaire to begin the planning process. Click the title above to download a pdf of the questionnaire or visit our “**Proxy and Meeting Services**” website page.

## BROADRIDGE FINANCIAL SOLUTIONS, INC.

Broadridge plays a major role in facilitating communication between a corporate issuer and its beneficial/street shareholders. Since this communication is extremely important, the basic information we are providing on Broadridge’s role should help this communication process.

Two-to-three days after Broadridge has been informed of your record date and Meeting date, it will have an estimate of the material requirement to mail to beneficial/street shareholders. Three business days after the record date, Broadridge will provide a record date Position Report and Confirmation, indicating the exact material requirement to mail to your beneficial/street shareholders. Continental can provide you with these numbers, or, if you would like, you can visit Broadridge directly at [www.broadridge.com](http://www.broadridge.com), or use their automated system at 631.254.7067. Have your CUSIP number available to use the system.

*"Thank you to the entire Proxy Team for all your help with the proxy process and voting results from start to finish during these last few months. It was a pleasure to work with all of you again this year. The Annual Meeting and reception went very well tonight. We look forward to working with all of you next year."*



For fulfillment under Notice and Access, intermediaries (i.e. Broadridge) must prepare their own Notice and customize it to indicate how clients can provide voting instructions to the intermediary. Please note that intermediaries must receive the link to your proxy materials no later than five business days prior to your mailing date. Hence, issuers will have to provide the Notice information to these intermediaries or their agents in advance of the 40-day mailing deadline.

The intermediary has three business days from receipt of the request from the investor for hard copy material to forward it to the company or its agent, which, in turn, has three business days from its receipt to forward it back to the intermediary, which again has three business days from its receipt of the materials to forward the request to the investor.

Obviously, when the various three day periods are totaled – with mailing times added – the cumulative time from investor request to the receipt of the requested package may be three weeks or longer. In this scenario, there may be very little time for the investor to vote or to vote in an informed manner.



## OUR VIEW - BROADRIDGE'S PROXY SERVICES

You may be aware that Broadridge is offering its proxy distribution services for both registered and beneficial/street holders. While the concept of “one-stop shopping” may seem appealing at first glance, experience over the past several years indicates that this approach may result in some challenges. Most notably, Broadridge does not provide the scope of services that we at Continental do. Additionally, using the Broadridge services for your registered shareholders may increase your costs.

## STAGE 1: PREPARATION

The following list of activities describes options and activities you have available to reach your shareholders in a cost-effective and targeted manner. Your use of any of the tools available will vary depending on your company's customs, proposals on the proxy, and your knowledge of your shareholders' preferences and expectations.

### NOTICE AND ACCESS REQUIREMENTS

Pursuant to industry standards, all corporate filers must choose one of the options as set forth below. As we partner with specific printers for the Notice and/or Proxy layout to ensure timely and seamless delivery, we urge our clients to allow us to work with our partners. Using another printer may delay the process. The timely preparation of the proxy card and Notice can save costs associated with "rush" fees.

#### Option 1

Issuers electing the Notice and Access Only approach must send a Notice to shareholders 40 calendar days in advance of each shareholder Meeting date for which the Notice and Access model is used.

The Notice must meet the following requirements:

- The Notice must be in plain English and include the following legend in boldface type: Important Notice regarding the availability of proxy materials for the shareholder Meeting to be held on (date, time and location).
- The Notice must provide a clear statement of each proposal to be presented at the Meeting, along with the issuer's recommendation, without supporting statements, regarding those matters.
- The Notice must indicate that it presents only an overview of the proposals and state that the complete proxy materials are available on the Internet. The Notice must encourage the shareholder to access and review all the information contained in the proxy materials prior to voting.
- The Notice must indicate how to request a hardcopy set of materials and that the hardcopy set will be provided to the shareholder without cost. The Notice must also indicate the date by which a request for a hardcopy must be made in order to receive the material in time to review before voting.
- The Notice must provide the exact web address where proxy materials can be viewed. This web address cannot be the issuer's home page or the SEC EDGAR address.
- The Notice must provide a secure control number for Internet access and voting, along with a statement that no other personal information is needed.
- The Notice must provide a toll-free telephone number, a website and e-mail address that can be used to request hardcopy material. These contact points must be dedicated and cannot be used for telephone or Internet voting.
- The Notice must contain instructions for voting online.
- The Notice must contain instructions for attending the Meeting and voting in person.





## Option 2

Companies may send the Notice containing all of the described information from Option 1 with the complete set of Annual Meeting materials. Alternatively, the information, as described above, may be incorporated into the Proxy Statement and proxy card.



One part of Continental's notice and access solution offers a complete suite of proxy and meeting services for our transfer agency clients, with our deliberate focus on quality of service, timely responses to your requirements, and significant investment in advanced technology.

## Option 3

Option 3 is a combination of both models. Clients may elect to contact us to obtain an analysis of the cost effectiveness of using this option.

## YOUR COMPANY'S CHOICE

We can provide an analysis of your entire registered shareholder base to determine which of the alternatives may best serve your needs and be most economical. Clearly, every issuer should carefully review the full range of its options before selecting an alternative appropriate to its needs and those of its shareholders.

Continental can manage the entire Notice and Access process on behalf of the issuer, including either the Notice Only option or the Full Set Delivery option. These services will include interfacing with printers, the Web Hosting provider, Broadridge and banks/brokers that are not Broadridge clients with the objective of streamlining the process and reducing overall costs. Our expertise will ensure that all timetables are met and all work is completed in accordance with your instructions and all regulatory requirements.



## FULFILLMENT - REQUESTS FOR HARDCOPY MATERIAL

Registered shareholders must be able to request hardcopy of the Annual Meeting materials at any time via a toll-free telephone number, an e-mail address or via the Internet. Requested material must be mailed by first class mail within (3) three business days of receipt of the request.

The fulfillment center must track fulfillment requests and delivery information as well as inventory levels. Continental is equipped to manage this requirement by using our fulfillment center to warehouse material and fulfill requests within 24 hours. Should you decide to serve as your own fulfillment center, you must coordinate this with Continental in advance of the mailing.

## ONLINE DOCUMENT CONVERSION AND WEB HOSTING SERVICES

SEC regulations mandate that issuers provide electronic access to Annual Meeting materials; these requirements set specific standards for Web Hosting and apply even if the Notice and Access model is not adopted. The web version of the documents must match the printed copy as closely as possible.

SEC regulations require issuers to post the Annual Meeting materials on a website no later than the date on which the Notice is sent to shareholders. The website posting must include the Proxy Statement, the Annual Report (Form 10K, if not included in the Annual Report), along with any additional solicitation material.

The website must be formatted to be convenient for both viewing and printing and must contain all pertinent information, including charts, tables, etc. in a format similar to the printed version. Additionally, the material must be presented in a readily searchable format, such as HTML. Hyperlinks to facilitate navigation among the documents are recommended and the electronic voting site may be linked to the site hosting the proxy materials.

Continental has partnered with EZOnlineDocuments ("EZOD") to provide SEC compliant services for both document conversion and cookie-free, dedicated web hosting for our clients. EZOD will provide three levels of service for document conversion and one year of web hosting services.

All filers must choose one level of service for document conversion (Proxy Statement, 10K) and use EZOD for hosting these documents. A unique company specific URL will be established that will be printed on your proxy card. The URL established for your company can be linked to and from your company website, the voting website, electronic delivery and intermediaries. You can elect to fashion a basic website or an enhanced version as an option. Costs will vary by option.

Go to [www.cstproxy.com](http://www.cstproxy.com) for more information.



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



*"The process was seamless and Continental definitely met our expectations. As always, the service we received was excellent and the assistance in preparing for the meeting was very useful. I received great feedback from the executive team as well that they were very pleased with the virtual meeting process."*

## CONSENT - ELECTRONIC/HARDCOPY DELIVERY

Shareholders electing to receive electronic delivery of proxy materials can do so when voting their proxy over the Internet. This election will reduce the issuer's future costs. Shareholders wishing to continue to receive hardcopy material will do so until such time as they revoke their request for hardcopy or consent to electronic delivery by using the telephone, Internet or e-mail options available to them.

Continental will store all election information for each issuer. This information will be vital to determining the quantity of materials that will have to be available in hardcopy format.

Note that a shareholder's acceptance of electronic delivery for any one Meeting does not exempt the issuer from mailing the Notice for future Meetings, absent the shareholder's confirmed consent.

This procedure must be followed for every Meeting, except when a shareholder has notified the issuer that they have elected to receive hardcopy material. This shareholder election is deemed permanent, unless revoked by the shareholder.

## HOUSEHOLDING

The SEC permits issuers to mail one copy of the Annual Report and Proxy Statement to a "household" with the shareholder's implied consent. A householding Notice must be mailed at least 60 days in advance of the Annual Meeting date if householding will be employed. Consequently, this option should be discussed at least four months before your Annual Meeting mailing.

## ELECTRONIC DISTRIBUTION

The electronic distribution of materials over the Internet has many advantages, both for the company and its shareholders. Through our ContinentalLink portal, Continental can distribute your materials electronically with a link to your Annual Report and Proxy Statement. The option of electronic distribution applies only to consenting shareholders

## VIRTUAL MEETING SERVICES

A client may elect to conduct their shareholder meeting via a virtual meeting platform. A virtual meeting enables secure shareholder participation, ability to vote at the meeting, submission of online questions from authenticated participants and 12 month meeting storage/retrieval. Hosting a virtual meeting is an effective, viable means of ensuring a secure, cost effective meeting. Continental is ready to assist with coordination and execution of your virtual meeting. Laws regulating the ability to host a virtual meeting vary by state. We strongly recommend reviewing applicable state laws and your corporation's governing documents before moving forward.

*See "Appendix: VSM Product Sheet" for more information on Virtual Shareholder Meetings*

On average, we conduct 400-600 Virtual Shareholder Meetings each year



## STAGE 2: MAILING

Once you have made decisions on the methods and vendors you will employ for your Meeting, critical actions must be taken in a timely manner. Key actions are described below.

### PREPARING AND PRINTING PROXY CARDS

Continental has print specifications which are required for proxy forms. For example, the name and address must be positioned in a certain location to allow placement in a window envelope. Likewise, the location of the control number, and the voting boxes must also be positioned according to our format.

Our Partner generates the form layout of the Notice and/or the 8-1/2 x 11 proxy card if our client elects the Notice and Access model or if our client elects telephone, mobile and/or Internet voting. The Proxy Statement and Annual Report (10-K's) can be printed at the vendor of your choice.

Full set option proxy cards tailored to your needs are available.

Continental has state of the art color print technology and we can customize your proxy cards, outgoing envelopes and return envelopes with your logo in color so your shareholders can identify the content quickly. This can be designated for your full set proxy mailing or your notice and access mailing. Design work turnaround is normally 24 business hours for a proof for your approval.

*See "Appendix: Proxy Card Printing" at the end of this guide for proxy card and envelope examples.*

Financial Printing: Continental partners with local financial printers and can have your documents printed locally reducing time and shipping expenses. Our pricing is competitive with the large financial printers and we may be able to save you dollars in your printing expense. Ask us for a price quote prior to selecting your financial printer.

### ORDERING PROXY MATERIAL

Banks, brokers, etc. are required to respond to the entity facilitating the broker-search request by transmitting an estimate of the quantity of proxy material anticipated for the mailing to beneficial/street holders within five business days upon receipt of the request. The definitive number of sets of material is not available until two business days after the record date. Continental will assist you in providing a "best estimate" to your printer for ordering annual reports and proxy statements. Please contact us for this estimate as early as possible. Understand that this is only an estimate and we are not responsible for any shortfall in ordering materials based on such estimates.

Please note that the estimate for materials required could be substantially less if Notice and Access is employed, but the decision to reduce the amount of material printed is the responsibility of the issuer, not Continental.

#### PROXY CARD

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

#### DELIVERY OF MATERIAL AND MAILING

From mail date to meeting date, we ensure that your registered shareholders get the paper materials they request within the timelines set by the SEC. We warehouse your hardcopy proxy materials, and mail packages to shareholders within three business days of receiving their request.





## APPROVAL OF PROXY CARD

It is imperative that we generate/provide a proof of the proxy card and/or Notice for client review/approval prior to mailing. We suggest that approval is provided at least 24 - 48 hours prior to mail date.

## DELIVERY OF MATERIAL AND MAILING

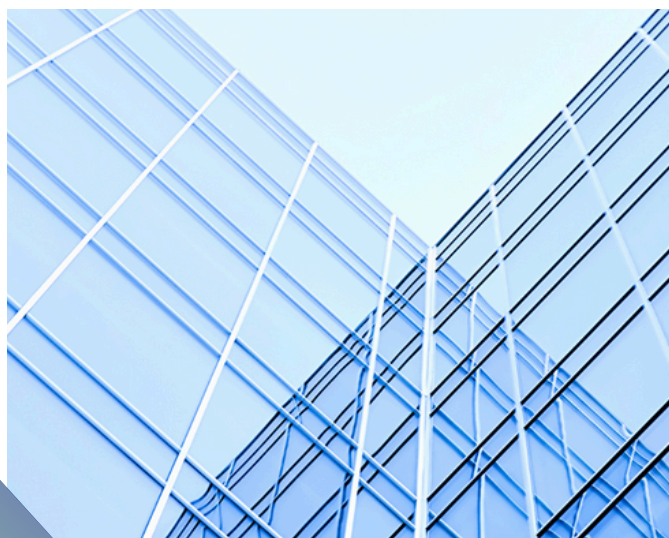
When Continental coordinates your Meeting, all issues, such as the time it will take to complete your mailing, will be discussed with you to ensure your Meeting preparations proceed as planned. It is important that we are informed of any over-sized mailing, extra enclosure, or other special requirement in sufficient time to have appropriate envelopes available.

If materials are scheduled to arrive from multiple printers, you will need to confirm delivery dates with each printer, and request that they clearly label the contents of each box. When we receive the materials, we will verify that all pieces have arrived, and we can begin the mailing (EDGAR must be filed).

Continental will begin the mailing within 24 hours of our receipt of all material. Generally, we will mail all your Annual Meeting materials by First Class Mail from our NYC Operations Center, which is convenient to the postal distribution system. If Standard (Bulk) Mail will be used, we must be notified well in advance of the mailing date, since we require additional time to process mailings at Standard rates. Also, note that Standard Mail will have to comply with the USPS' new NCOA regulations.

Do be aware: Legally, Broadridge has up to 5 business days upon the receipt of your material at their facility to begin the mailing. This interval can have a serious effect on the tabulation and the routine vote that might be necessary for a quorum.

*"Thank you all for getting us to the end of another shareholders' meeting.  
Your assistance through these last few months was greatly appreciated."*



## MATERIAL DELIVERY INSTRUCTIONS

**Continental Stock Transfer & Trust Company**  
1 State Street - SC -1  
Attn: Mailroom - Inside Delivery  
New York, NY 10004-1561  
212.845.3252

**Delivery Hours:**  
Monday - Friday  
8:00am - 4:45pm

*Please note that no skids are permitted. Continental will not be responsible for the loading or unloading of your proxy material by your designated carrier.*

## STAGE 3: VOTE TABULATION AND ANNUAL MEETING

After all your decisions, planning, and work, you want results. The following describes the steps that will get you the results you need.

### TABULATION

Your shareholders are of two general types, registered holders (those appearing on the records of the transfer agent) and beneficial/ street holders (those with positions with a bank or broker). Since the typical company will have the majority of its shares in beneficial/street positions, the mailing of proxy materials and the collection of votes by Broadridge is extremely important to the outcome of your voting results.

Continental will mail directly to the registered holders, and collect their votes by Internet, telephone, and/or return mail. Votes from registered holders are tabulated as they are received. Continental receives the Broadridge vote totals electronically, beginning 15 calendar days prior to the Meeting date, if materials were received and mailed by Broadridge to the beneficial/street holders more than 25 calendar days prior to the Meeting date. If materials were mailed by Broadridge less than 25 calendar days prior to the Meeting date, the first vote will be transmitted 10 calendar days prior to the Meeting date. We will receive updates daily until the morning of the Meeting. There are entities besides Broadridge that mail to beneficial/street owners and forward votes received directly to us for inclusion in the total vote.

Please be aware that your voting totals may appear low until the first votes held in beneficial/street name are received from Broadridge. You may view updated results on the ContinentalLink website, 24/7.

If you believe your vote totals appear abnormally low, contact our Proxy Department to discuss options available to you. These options include:

- Request a voted/not-voted list of your largest holders so you will be able to identify holders that should be contacted directly.
- Contact Broadridge to determine the status of shares voted/not-voted by institutions and brokers. You may also request that Broadridge furnish you a voted/not-voted NOBO list so that you may contact the beneficial shareholders directly.
- Continental can perform a second mailing to un-voted shareholders to prompt their response.
- Duplicate proxy cards can be sent via expedited mail or e-mail to key positions to expedite returns.
- Discuss strategies with your proxy solicitor or consider retaining one.

### VOTING PROCESS

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

We will receive updates daily until the morning of the Meeting.



## ANNUAL MEETING

To conduct your Annual Meeting, the following documents are required:

- Annual Meeting script
- Oath of Inspector of Election (signed and notarized)
- Shareholder Ballot
- Certified Shareholder List
- Affidavit of Mailing
- Proxy Committee Ballot
- Certification of Final Votes

A few days prior to the Meeting date, you should plan to discuss the logistics of the Annual Meeting with us. This discussion will ensure that we understand our role in the Meeting. Also, we need to know where the final tabulation reports, including the affidavit of mailing, should be sent (if we are not attending the Meeting).



## VIRTUAL MEETING

Clients interested in hosting a virtual shareholder meeting (full or hybrid), should reach out to our proxy team as far in advance of the meeting date as possible, preferably 60 to 90 days, if not more. We are prepared to discuss any questions you may have and assist with the coordination. A decision to host a virtual meeting should be made at least 60 days prior to the meeting date. Continental needs a minimum of 45 days prior to your meeting date to sufficiently prepare and coordinate.

We suggest reviewing Principles and Best Practices for Virtual Annual Shareowner Meetings at <https://corpgov.law.harvard.edu/2018/05/31/principles-and-best-practices-for-virtual-annual-shareowner-meetings/>

After the Meeting, the Inspector will present a final certification of the votes and all voted proxies.

*See "Appendix: VSM Product Sheet" for more information on Virtual Shareholder Meetings*



# CONTINENTAL KEY EMPLOYEE CONTACTS AND PARTNERS

## CONTINENTAL'S PROXY DEPARTMENT

proxy@continentalstock.com  
917.262.2373

### Robert Zubrycki

*Vice President & Director of Mail Operations*  
rzubrycki@continentalstock.com  
212.845.3210

### Mark Tumulty

*Administrator of Proxy Services*  
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## PARTNERS

### EZOnlineDocuments (EZOD)

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Madison, NJ 17940  
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### The Fitch Group

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Islandia, NY 11749  
Joseph Barrett  
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*"I wanted to take a moment to again recognize your AMAZING team! Yesterday was the Bank's Annual Meeting, another great year! From the beginning to the end, Continental is there for us every step of the way!*

*The commitment of the team is beyond words, I appreciate each and every one! It takes a village and it shows how much they are all in.*

*I also want to thank the select vendors that you have in place, Rod Thomas with Fitch, goes above and beyond with all my edits; Bradni Lamb with EZOnline, is such a gem, keeping us all on track with presentation. Mark and his team, Maribel with her daily emails, Luther with all his DTC knowledge and let's not forget my Bernie, she is not only an incredible detailed rep, but she has also become my friend :) She goes above and beyond for me!*

*Again, thank you for your time, and your AMAZING team!"*



## TYPICAL ANNUAL MEETING TIMELINE

No matter which option you choose, Continental must be notified ASAP of your record date, mail date, and meeting date - and decision on utilizing Notice & Access and the option choice. Planning and timing will play an important role in this process. Even a small miscalculation may cause you to move from one option to the next.

### 120-100 Days Prior

- ☐ Determine the record date and the Annual Meeting date
  - ☐ Be certain you understand your specific state's requirements
- Generally, you should allow between 45-50 days between the two dates*

### 75-50 Days Prior

- ☐ Solicit bids from printers
- ☐ Notify the Exchange of the record date and meeting date (10 days advance notice) if so applicable
- ☐ Choose type of website bare bones, enhanced, etc.
- ☐ Send language to printer, and proofread/correct proof of documents to be mailed
- ☐ Send Continental the printer's proof of the proxy card for approval
- ☐ Finalize material to be mailed, and have printer send PDF of documents to web-host (if applicable)
- ☐ Approve web-host and/or voting sites

### 40-35 Days Prior

- ☐ Deliver materials to Continental 2-3 days prior to the scheduled mailing date and verify that all materials have been received in proper quantities
- ☐ Instruct Continental to mail - mailing will not begin until Edgar filing is complete and Continental receives notice to mail from the company or Counsel
- ☐ Mail full set along with Notice (if applicable) - website must be available

### 15-1 Days Prior

- ☐ Verify that major stockholders have voted
- ☐ Review/confirm final arrangements for the Meeting
- ☐ Finalize all Meeting-related documents

### 100-75 Days Prior

- ☐ Convene a Directors' Meeting to:
    - ☐ Appoint nominees for Directors
    - ☐ Approve additional proposals
    - ☐ Formally approve the record date and the Annual Meeting date
  - ☐ Notify Continental in writing of the record date and Annual Meeting date
- Note that SEC Rule 14a-13(a) of the Securities Exchange Act of 1934 requires that the broker search notice be mailed a minimum of 20 business days prior to your record date*
- ☐ Determine whether Notice and Access model will be employed
  - ☐ Complete and Submit CST Proxy Questionnaire

### 50-40 Days Prior

- ☐ Obtain a preliminary print quantity estimate from Continental
- Note: Broadridge will not have a definite print number until 3 business days after record date*
- ☐ If utilizing Notice only model, the SEC requires that mailing must commence at least 40 days prior to meeting date & the website must also be available
  - ☐ Please have clean PDFs of the material available at least 3 days prior to the mailing

### 35-15 Days Prior

- ☐ Begin to prepare documents needed at the Meeting (script, agenda, ballots, oat for Inspector, etc.)
- ☐ Begin checking voting totals

**Meeting Day**  
Enjoy a successful meeting!

## DTCC SECURITY POSITION REPORTS (SPRS)

This report is crucial for us to receive as your Tabulator, it ensures that we can properly tabulate the votes we receive from Banks/Brokers for the Meeting about which we have just been informed.

*Please note that DTCC has migrated all of their web-based functions onto one server, one user access point.*

Please read this section carefully, as these changes may affect how you access the SPR function going forward.

■ The officer of the company who is the DTCC coordinator must make sure that Continental is authorized as a third party to make SPR requests. Also make sure all information is up to date, including your e-payment profile. You may also register other users so they may have access if you may not be available. Please attempt to complete this request by the record date, if possible, or before sending us your proxy card proof. You may do this by logging into the website through the following link: <https://portal.dtcc.com>. On a yearly basis, enforced by the SEC, you must reauthorize the third party.

You can find a PDF of the SPR web user guide at <http://www.dtcc.com/SPR>

Once we have been authorized, please advise us by e-mail or telephone. The e-mail address and telephone number are listed below. If you have any questions, please follow the instructions in the guide to register your company on the DTCC website and to authorize Continental to request the Security Position Report.

If anyone has any questions directly related to DTCC's sign-up application, adding a "new user," approval/rejection, billing, any system related issues, or if you have forgotten your password, please contact DTCC's Proxy Department at 212.855.5191, and select option 3.

Continental Stock Transfer Proxy Department

Telephone: 917.262.2373

E-mail address: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)





# APPENDIX: CUSTOMER CARE SOLUTIONS

## Customer Care Center

At Continental, our Customer Care Center plays a crucial role in our customer-centric operations, ensuring that every shareholder receives personalized, attentive service. Unlike many automated systems, we prioritize live interaction, offering direct access to a representative via phone or email. Our team, handpicked for their dedication to helping others, works tirelessly to address any inquiry promptly and effectively. By simplifying our communication process, shareholders can connect with a Shareholder Services Representative within just one prompt, reflecting our “no barriers to service” approach.

Our Customer Care Center operates under the mantra of Care, Communicate, Convenience, and Cost.

- We **Care** for all within our realm of influence, from shareholders to business partners
- We **Communicate** through active listening and concise responses
- We prioritize **Convenience** by ensuring efficiency
- We manage **Cost** by leveraging technology to enhance the experience without compromising quality

Utilizing Dialpad’s Unified Communications Platform, our representatives can be reached from any location, providing seamless service while supporting their work-life balance. Through continuous improvement, the team remains committed to delivering the highest level of care and convenience to all stakeholders.





# APPENDIX: VSM PRODUCT SHEET

## Virtual Shareholder Meetings (VSM)

Continental Stock Transfer & Trust Company (CSTT) provides our issuers with the means and ability to execute a safe and successful shareholder meeting.

Continental's VSM services provide all the elements of an in-person meeting, without all of the logistical concerns of one, including:

- Fully secure, safe and effective platform
- Hosting and voting options
- Elimination of travel and the cost of organizing in-person meetings
- Multiple presenter ability
- Issuer customization
- Slideshow presentation capability
- Attendee authentication
- Issuer-branded meeting webpage

Our platform utilizes a dedicated, secure Continental-managed URL to ensure the safety and confidentiality of your meeting. Verified shareholders have the ability to listen to the meeting through the VSM meeting webpage or through a designated listen-only dial in number.

Questions from shareholders can be submitted through the VSM site and or an issuer-designated email address.

Shareholders can vote prior to the meeting or at the time the polls are open. A summary of shareholders registered for the meeting, as well as questions submitted, are provided to the issuer.

Playback recordings are available within 24 hours of the meeting and fully accessible for up to 12 months.

Virtual Shareholder Meetings are not just for proxy/annual meetings. VSMs can be used for special meetings, earnings calls and other virtual meetings.



### HIGHLIGHTS

*The VSM service provides a complete solution to hosting your Shareholder Meeting either virtually or as a hybrid meeting*

- **A branded Annual Meeting/Special Meeting** "Microsite" as a single location where your investors can go to learn everything about your meeting
- **Live webcast** with the capacity to handle small or large meeting audiences
- **Meeting replay hosting**
- **Telephone dial-in**, listen-only access
- **Registration** to allow investors to prepare and be ready for the webcast
- **Question management** tool allows verified investors to submit questions during (or optionally before) the meeting
- **Meeting documents and attachments** such as the Proxy Statement, Annual Report, Form 10-K, Order of Business/Agenda, Rules of Conduct, Certified Shareholders List, or other documents
- **Slide presentation** with up to 100 slides
- **Guest control** numbers (issued upon request) for any directors or guests who need to be credited as attending the meeting without voting capabilities
- **An industry-leading, presenter dry run process** led by experienced meeting coordinators to ensure a smooth and efficient virtual meeting
- **Many customizable features**



## Frequently Asked Questions

### When to book the VSM service and what is needed?

Connect with your CSTT Account Manager to establish the VSM for your meeting, as soon as possible, to secure your date and time.

The following items are needed for your VSM set up:

- Company name and main contact information
- Meeting date and time, including time zone
- The start date when online registration will be enabled
- If questions will be allowed before and/or during the meeting
- When available, a list of documents and other information to add on the VSM meeting webpage

CSTT will book your meeting and provide you all necessary information such as the microsite URL and telephone access codes so you can communicate it to your investors before the meeting.

### What will my VSM meeting webpage URL and audience telephone access numbers be?

CSTT will establish your meeting webpage URL and audience telephone number and code quickly so you can place it in your Proxy Statement, Proxy Card or other communication. It will be on our secured hosted service with an address similar to the following:

URL: <https://www.cstproxy.com/yourcompanyname/year>

#### Optional telephone access (listen-only)

Within the U.S. and Canada:  
+1 888-450-7155 (toll-free)

Outside of the U.S. and Canada:  
+1 857-999-9155 (standard rates apply)

Passcode for telephone access:  
XXXX1234#

### What is the capacity of the VSM service? What should I plan for?

The VSM service can handle both small meetings, with a few webcast attendees, up to a large meeting with up to 5,000 attendees. The listen-only telephone access can accommodate up to 1,000 attendees. These channels combined provide for up to 6,000 concurrent attendees.

*Note: The VSM default service is set up with a maximum event capacity of up to 300 concurrent webcast attendees and up to another 1,000 on the telephone.*

For smaller sized companies, the default is generally adequate. For larger companies, an initial capacity setting at 5% of shareholders is generally sufficient. You can work with your CSTT contact to help determine which level you should plan for.

### How can investors ask questions or vote?

Shareholders who use a valid control number can submit written questions during the virtual meeting, if the company desires this option.

The VSM meeting webpage showcases the proposals to be voted on, the board recommended votes, and instructions on how to vote.

### When will the replay be available and for how long?

Your VSM replay will be made available the day after the meeting and be hosted for up to one year.

### How will voting be handled during a virtual shareholder meeting?

Registered shareholders may vote online using a link on the VSM meeting webpage with the control number provided on their proxy or notice card. Voting will be available during the meeting until the company has announced that the polls are closed.

Beneficial/Street shareholders may vote online using the link on the VSM meeting webpage with the control number provided by Continental upon presentation of a legal proxy from the holder.

The legal proxy must be submitted to Continental prior to the meeting date in order to obtain a control number to access the meeting and voting sites. Voting will be available during the meeting until the company has announced that the polls are closed.

### When will initial vote results be available?

Final vote results will be available the morning after the virtual meeting. If no votes are received during the meeting, the CSTT proxy department will confirm the results provided prior to the meeting are final. If any votes are received during the meeting, the CSTT proxy department will provide an updated vote summary report.

### Additional Information

Visit [www.cstproxy.com](http://www.cstproxy.com) for additional information and examples.

**GET STARTED NOW AND CONNECT WITH YOUR ACCOUNT MANAGER**

or email [accountadmin@continentalstock.com](mailto:accountadmin@continentalstock.com)



# APPENDIX:

## GLOSSARY OF TERMS

### Access – Hosting

SEC rules require all companies to provide shareholders with Internet access to all proxy material. The required format of online documents must be: easily readable, printable, searchable, and essentially the same as the printed documents. Hosting of these online documents must be on a dedicated website that does not track usage, i.e., cookie-free.

### Affidavit of Mailing

The Affidavit of Mailing certifying the mailing of proxy material and/or Annual Reports to all shareholders of record as of the record date will be prepared by Continental, if the mailing has been performed by us. If an outside mailing house performs the mailing, they are responsible for supplying the Affidavit.

### Ballots

Ballots should be made available at the Meeting for shareholders wishing to vote their shares directly instead of by proxy. A ballot lists each proposal; however, it does not include text assigning power of proxy to the named proxy committee.

### Broadridge

Broadridge's involvement during the proxy process begins when it transmits data it receives from search material requests to its clients (brokers and banks). Broadridge will provide the estimated material needs to the group originating the broker search by indicating the number of underlying holders and positions that hold the security searched.

Approximately 45 days prior to the Meeting date, Broadridge collects the name, address, and share amount of beneficial/street shareholders as of the record date, and provides the company (transfer agent) with an estimate of the proxy material needed to distribute to each beneficial/street holder. Definitive numbers will be available three days after the record date.

Between 30 and 35 days prior to the Meeting date, Broadridge should receive the proxy, either directly from the printer or the issuing company. At this point, Broadridge will scan the proxy card into its system and reformat it to fit its generic Voter Instruction Form (VIF).

Broadridge then mails the proxy material to the underlying beneficial/street owner within five business days (SEC rules) upon receipt of the material.

If Broadridge commences the mailing 25 calendar days or more prior to the Meeting date, it will transmit the first vote to Continental 15 days prior to the Meeting. If the mailing commenced less than 25 calendar days prior to the Meeting, the first vote will be transmitted 10 days prior to the Meeting. In either case, after receiving the first vote, daily votes are transmitted thereafter. On the day of the Meeting, Continental will receive a final vote tally from Broadridge and other non-Broadridge entities via fax.



## Broker Search

SEC Rule 14a-13(a) requires that the corporation perform a search of all banks, brokers, and nominees no later than 20 business days prior to the record date for an Annual Shareholder Meeting or as soon as practicable. This rule does not apply to a Special Meeting; however, the search request still must be sent as early as possible in order to have enough time to gather pertinent data.

The search is made to determine the number of sets of material required to be mailed to all beneficial/street holders. The recipients of the search are required by SEC regulations to respond no later than five business days after the receipt of the search request.

The search request contains several bits of information: the dates of the upcoming Annual/ Special Meeting (record, mail, and Meeting dates), an address to forward broker invoices for payment, the identity of the entity sending material, and a location where voting tabulation should be sent.

## Depository Trust Company (DTC)

The Depository Trust Company is the entity which holds the majority of shares held by beneficial/street owners.

The nominee name for DTC that appears on the shareholder list is "CEDE & Co."

A file reflecting the number of shares each DTC participant owns as of the proxy record date is transmitted to the tabulator for voting purposes. A hard copy (Omnibus Proxy) is sent to the client as well. This file is used for the tabulation of shares.

## Discretionary Voting

In order for the "discretionary" vote from brokers and broker nominees for routine matters to be cast, the proxy materials must have been mailed to the underlying beneficial/street holders no less than 15 calendar days prior to the Meeting. If the broker or nominee has not received vote instructions from the beneficial/street holder by the 10th day prior to the Meeting date, they have the authority, at their discretion, to vote uninstructed shares with management.

This rule is for "routine" proposals, such as election of auditors. "Non-routine" proposals must receive direction from the underlying beneficial/street shareholder, or the shares cannot be voted.

## EDGAR

The Electronic Data Gathering, Analysis, and Retrieval ("EDGAR") system, performs automated collection, validation, indexing, acceptance, and forwarding of submissions by companies and others who are required by law to file forms with the U.S. Securities and Exchange Commission (SEC). Its primary purpose is to increase the efficiency and fairness of the securities market for the benefit of investors, corporations, and the economy by accelerating the receipt, acceptance, dissemination, and analysis of time-sensitive corporate information filed with the agency.

## Electronic Delivery

Companies now provide shareholders access to their Annual Meeting materials via the Internet rather than printing and mailing the Annual Report and Proxy Statement.

In order to deliver the material via the Internet, the registered shareholder must specifically choose to receive the materials in this manner. In order to accomplish this, Continental will receive online permission from the shareholder at the time the shareholder elects to vote electronically, and we will retain the account information for future proxy mailings.

## Electronic Voting – Via Mobile and/or Internet

Electronic voting allows shareholders to vote proxies via mobile or the Internet, using a secure control number.

## Fulfillment

The fulfillment regulations mandate that hardcopy materials must be provided to any shareholder making a verbal, written or electronic request for them. Requested materials must be sent via first class mail within three business days of the receipt of the request. Additionally, all materials must be retained on a website and hard copy must be available for one year after the Annual Meeting. The three-day and first class delivery requirements do not apply to requests received after the meeting, however.

## Householding

Householding is a process which allows the mailer to send multiple proxy cards in one package to the same household as a way of reducing costs. Requirements regarding Householding vary by state.

## Inspector(s) of Election

The Inspector of Election handles the voting at the Meeting, and certifies the final results of the tabulation. A representative of Continental can serve in this capacity at your Meeting if Continental is tabulating your voting. Having Continental provide this service is extremely useful if you anticipate heavy voting at the Meeting, or if there is any controversial proposal on the ballot.

## Large Accelerated Filer

The SEC defines a large accelerated filer as, among other things, a corporate issuer with a market value of \$700 million or more in public float as of the last business day of the issuer's most recently completed second quarter, not including registered investment.

## Majority Voting

Majority voting was introduced as an alternative to plurality voting. It requires a higher threshold, such as the majority of shares entitled to vote for Directors or a majority of shares entitled to vote and present at the Meeting in person or by proxy.

## Mobile Voting

Mobile voting enables a holder to scan a QR (Quick Response) code that is printed on their proxy and/or Notice card. Once the QR code is scanned, the holder will be directed to Continental's online voting site. On the online voting site, the holder will be prompted to enter their Control number and vote their shares.

## NOBO's – OBO's

(Non-Objecting Beneficial Owners – Objecting Beneficial Owners) Shareholders, when opening their brokerage accounts (street name), are given the option of having their name provided to the corporation upon inquiry. Those who choose to allow their names to be released are referred to as Non-Objecting Beneficial Owners. Those who choose not to are referred to as Objecting Beneficial Owners. Continental can assist clients needing a NOBO list.

## Non-Votes (Broker Non-Vote)

A broker non-vote occurs when a broker holding shares for a beneficial/street owner cannot vote on a proposal because the broker does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial/street holder.

## Notice and Access

As of January 1, 2009, all companies soliciting proxies under SEC rules are required to post Annual Meeting materials to the Internet and notify shareholders of their availability. Again, we strongly recommend that our clients review all the options available to them. The "Notice" part of the rule has options for compliance, but the "Access" part has requirements that apply to all.

The "Notice" provisions allow two options: Notice Only and Full Set Delivery.

The "Access" requirements include Web Hosting of proxy materials and fulfillment of requests for hardcopy.

### Notice Only

Under the Notice Only option, a one-page document must be mailed to shareholders at least 40 days prior to the Meeting date. This document must inform the shareholders that the company's proxy materials are electronically available at a specified website; the letter must also explain how the proxy materials can be accessed.

The initial Notice cannot be accompanied by any other material, except for a notice of a Meeting, as required by State corporate law. Following the Notice mailing, issuers may elect to mail the proxy card beginning 10 or more days after. The proxy card mailing must also contain another copy of the original Notice.

### Full Set Delivery

Under the Full Set Delivery option, the issuer will follow the traditional method of providing proxy material. Shareholders will be mailed the Proxy Statement, Annual Report, proxy card and return envelope. In addition, shareholders must also be mailed a notice indicating that the materials may be obtained electronically.

This notice may be provided separately or incorporated into the Proxy Statement and proxy card. Another provision requires that the material must be posted on a publicly accessible and dedicated website no later than the date the notice is sent to shareholders. This requirement eliminates the need to respond to requests for hard copy sets.



## Combination of Both Models

The commission permits issuers to choose to use both models of delivery. A company can use Notice Only for certain categories of shareholders and Full Set Delivery for other categories. For example, a company can adopt Notice Only for its larger holders and Full Set for its smaller shareholders (e.g., 100 shares or less). If a company opts to use this option it must then follow the 40-day deadline.

## Oath of Inspector(s) of Election

The Inspector of Election is required to sign an oath stating that he/she will execute the duties of the Inspector faithfully, with strict impartiality and to the best of his/her ability at the Meeting. The oath must be notarized. Continental can provide a copy of a sample oath, if needed.

## Omnibus Proxy

The Omnibus Proxy is a signed statement from a depository (DTC) or bank, releasing voting authority for shares held in its nominee name. Each Depository Proxy provides a list of all the banks/brokers which hold shares under its nominee name (Security Position Report). The Proxy authorizes the tabulator to accept the votes for the shares directly from the underlying participants. The company must authorize the Depository to transmit this list electronically to the authorized tabulator.



## Online Documents

A secure, SEC-compliant hosting solution for key corporate documents, including Annual Reports, Form 10-Ks, Proxy Statements, and additional materials. A custom URL is provided in advance of deadlines to support timely Notice and Access printing. Optional features, such as interactive experiences and a “Meet the Board” section, are available to enhance investor engagement.

*For examples and more information, visit: <https://www.cstproxy.com/onlinedocuments>*

## Plurality

Directors may be elected by a plurality of votes cast by the shares entitled to vote. This is understood to mean that the nominee or nominees receiving the most votes “FOR,” without regard to the number of votes cast against or withheld is elected.

## Proposals (Non-Routine, Routine)

The New York Stock Exchange rules establish the guidelines for routine and non-routine proposals. All other exchanges and member firms follow NYSE rules, regardless of where the company is listed.

Routine proposals usually involve proposals such as a company name change, the appointment of auditors, stock splits, or the increase of authorized common shares, etc.

Non-Routine proposals now include the election of Directors, and generally continue to involve proposals such as the issuance of a series of preferred stock, the approval of a merger, approval of a stock plan, the change to a company's bylaws, etc.

Brokers and broker nominees cannot exercise their "discretionary voting" authority on non-routine proposals. Since the rules involving discretionary voting have changed, Continental will stay current and provide direction when new guidelines become available.

## Proxy Card

The proxy card is the legal instrument by which the shareholder directs the vote of their shares. The shareholder executes the proxy card, which then grants the proxy committee named on the card, the authority and the direction to vote the shares on each proposal.

The proxy card that is used for the registered holder will have all the legal requirements printed on it for voting purposes. It can also be used for an invitation, admission ticket, directions to the Meeting, and/or any other communication you might like to provide.

The beneficial/street shareholders will receive a Voter Instruction Form (VIF) that will be provided and printed by Broadridge directly.

## Record Date

The record date for the Meeting is generally set by the Board in advance of the Annual Meeting. A shareholder must own shares on this date in order to be entitled to notice and vote. The timing between the record and Meeting date varies from state to state, and is governed by the laws of the state of incorporation.

Once the record date is set and the banks/brokers/nominees have been notified of this date, any change to this date must be made known by written instruction to the banks and brokers/nominees.

## Shareholder Lists

Corporations are generally required (state law) to have a certified shareholder list, as of the proxy record date, available for inspection 10 days prior to the Meeting date in the city in which the Meeting is being held. This list should be available at the Meeting as well.

A final list reflecting how each registered shareholder has voted or not voted on each proposal will be sent to the company or brought to the Meeting by the Inspector. Continental will also provide any requested voted/not voted list in any share range necessary to determine the votes to date at any point prior to the Meeting. Due to the new "Red Flag" rules, shareholder lists will be sent either encrypted or password protected.



## Solicitation of Proxies

Generally, a proxy solicitor will be responsible for conducting the broker search, the ordering of proxy material, and the distribution of proxy material to banks, brokers, and nominees.

Proxies are solicited from registered holders, banks, brokers, and nominees in an attempt to secure the vote and ensure a successful Meeting. When the timing of the Meeting is short, the mailing is delayed and/or non-routine proposals are on the ballot, Continental will advise you about the advisability of hiring a solicitor.

## Standard Mail (Formerly Third-Class Bulk)

Mailing proxy materials via Standard Mail could save your company significantly, depending on the size of the mailing. However, this type of mailing requires additional time and coordination. Size and weight of the material are factors in determining the availability and timing. Delivery of this class of mail may take up to three weeks, and undeliverable items are not returned. Hence, if you elect to mail via Standard Mail, we suggest mailing at least six weeks prior to your Meeting date to avoid any impact on your vote.

Note also that the USPS has acted to reduce “undeliverable-as-addressed” Standard mail items. It has mandated that mailers using Standard mail must have updated addresses within 95 days of the mailing. Such updated addresses must be in compliance with the NCOA (National Change of Address) regulation.

Continental can provide an economical address verification solution that will meet the USPS’ 95 day requirement for clients wishing to use Standard Mail. Postage savings may be substantial, but, as noted above, undeliverable items will not be returned. Please contact our Proxy Department for more information if you wish to use Standard Mail.

## Street Name Ownership

Shareholders holding shares in a brokerage or bank account are referred to as holders in “street name.” The shares on the books of the corporation are registered in the name of the bank, broker or nominee through which the shareholder holds stock. On average, 70 percent to 80 percent of all outstanding shares are held in street name.

## Virtual Meeting

A Virtual Meeting is a meeting whereby an issuer hosts their shareholder meeting online via the internet only, or as a hybrid meeting, online via the internet and in person. A virtual meeting enables a shareholder to be electronically verified, ask questions as if in person and cast their vote if they choose. The virtual meeting should allow all of the same rights to shareholders as an in person meeting allows.

## Voter Instruction Form (VIF)

A VIF is a form mailed by intermediaries on behalf of broker and bank clients to beneficial/street holders to enable the holders to vote their shares of record. The form details the proposals to be voted on and provides beneficial/street holders with instructions to vote by mail, telephone or Internet similar to a proxy card. The VIF differs from a proxy card in that it does not contain language authorizing the proxy committee to vote the shares on behalf of the holder. The VIF instructs the broker or bank that holds the shares to vote the shares on the holder’s behalf. The intermediary collects the votes and subsequently submits the votes to the meeting tabulator.

## Web Hosting

The Web Hosting regulation requires issuers to post their proxy material on a dedicated website that provides a navigational toolbar and components to facilitate the viewing, downloading and printing of the Annual Meeting material. The proxy material must be readable, printable and searchable, and be essentially the same as the hard copy. The dedicated website must be cookie-free, i.e., no tracking of any kind (not the Issuer's home page or the SEC EDGAR address). This site must be accessible to shareholders by the date the mailing commences.

## XBRL

Companies will provide their financial statements to the SEC and on their corporate websites in interactive data format using the eXtensible Business Reporting Language (XBRL). The interactive data will be provided as an exhibit to periodic and current reports and registration statements, as well as to transition reports for a change in fiscal year. The new rules are intended not only to make financial information easier for investors to analyze, but also to assist in automating regulatory filings and business information processing. Interactive data has the potential to increase the speed, accuracy and usability of financial disclosure, and eventually reduce costs.




# APPENDIX: PROXY CARD PRINTING


## Proxy Card Example: Front


**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.**


**Vote by Internet – QUICK ☐ ☐ ☐ EASY**  
**IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**



Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 11:59 p.m., Eastern Time, on XXXX XX, 202X.

 **INTERNET –**  
[www.cstproxyvote.com](http://www.cstproxyvote.com)  
 Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

 **Vote at the Meeting –**  
 If you plan to attend the virtual online annual meeting, you will need your 12 digit control number to vote electronically at the annual meeting. To attend;  
<http://cstproxy.com/xxxxxxxxxx/20xx>

 **MAIL –** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD  
IF YOU ARE VOTING ELECTRONICALLY.**

☐ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED ☐

**PROXY**

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

1. Election of Directors

(1) XXXXXXXXXXXX (2) XXXXXXXXXXXX (3) XXXXXXXXXXXX (4) XXXXXXXXXXXX (5) XXXXXXXXXXXX (6) XXXXXXXXXXXX	<p><small>FOR all Nominees to vote (except as marked to listed to the the contrary for all nominees left</small></p> <input type="checkbox"/>	<p><small>WITHHOLD AUTHORITY Nominees to vote (except as marked to listed to the the contrary for all nominees left</small></p> <input type="checkbox"/>
--	---	--

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

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
------------------------------	----------------------------------	----------------------------------

4. Ratification of independent registered public accounting firm.

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
------------------------------	----------------------------------	----------------------------------

Please mark  
your votes  
like this

X

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

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

FOR <input type="checkbox"/>	AGAINST <input type="checkbox"/>	ABSTAIN <input type="checkbox"/>
------------------------------	----------------------------------	----------------------------------

**CONTROL NUMBER**

Signature \_\_\_\_\_ Signature, if held jointly \_\_\_\_\_ Date \_\_\_\_\_, 2020

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.



# APPENDIX: PROXY CARD PRINTING

## Proxy Card Example: Back

**Important Notice Regarding the Internet Availability of Proxy  
Materials for the Annual Meeting of Shareholders**

**To view the 202X Proxy Statement, 202X Annual Report and to  
Attend the Annual Meeting, please go to:  
<http://www.cstproxy.com/xxxxxxxx/202x>**

□ FOLD HERE • DO NOT SEPARATE • INSERT IN ENVELOPE PROVIDED □

**PROXY**

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

**BETTERWORK, INC.**

The undersigned appoints XXXXXXXXXX and XXXXXXXXXX, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock ofXXXXXXXXXXXXXXXXXXXX. held of record by the undersigned at the close of business on XXXXX XX, 202X at the Annual Meeting of Stockholders of XXXXXXXXXX XXXXXXXXXX. to be held on XXXXX XX, 202X, or at any adjournment thereof.

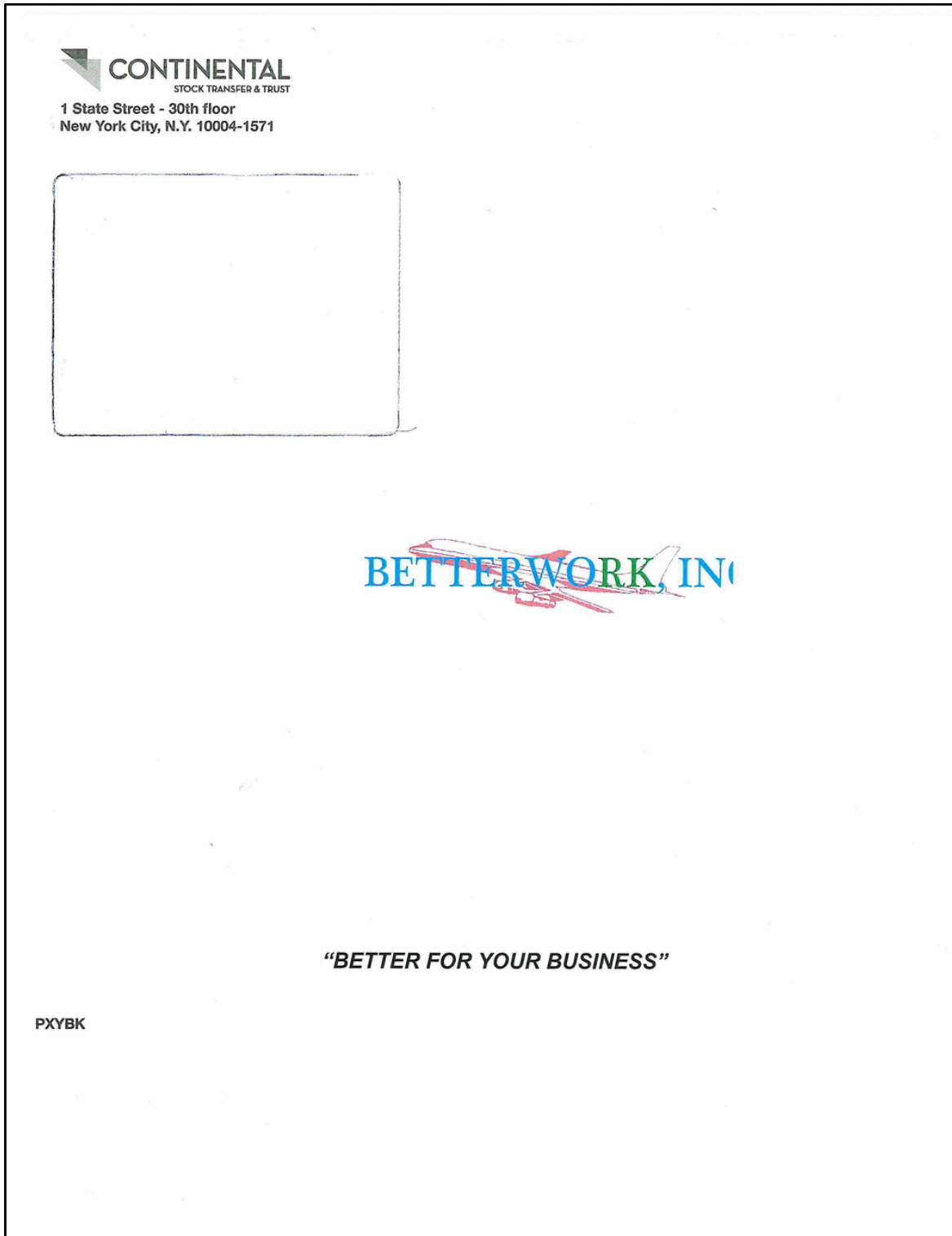
**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE SIX NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, PROPOSAL 3, AND PROPOSAL 4, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

(Continued and to be marked, dated and signed, on the other side)



# APPENDIX: PROXY CARD PRINTING

## Envelope Example





SECTION 8

# PRODUCT SHEETS

# Corporate Actions Services

Take your high-level transactions to a higher level.

Continental Stock Transfer & Trust Company can partner with you to assist in managing your corporate action transactions. Our team of experts is committed to your success and will efficiently help navigate you through your event. We will focus on every detail using specialized talent and industry-leading technology.

## Scope of Services

- Escrow services
- Direct access to your dedicated team
- End-to-end mailing services
- Detailed status reports
- Required tax reporting
- Escheatment of aged unexchanged items to the various state agencies
- Lost shareholder search programs
- Stock exchanges & cash mergers
- Subscription rights offerings
- Liquidations & distributions
- Reverse stock splits
- Debt tenders / redemptions
- In-house contact center



Your transaction will be serviced by a team that has managed many of the industry's largest and most complex transactions. Most importantly, every critical transfer agent function may be completed in-house by a U.S.-based operations team, including our customer care team who will be trained on your specific transaction to manage your shareholder's needs.

SEC Registered Transfer Agent | New York State Chartered Trust Company  
25M Blanket Bond | DTCC Custodian Transfer Agent



# ControlBook Reporting

Real-time data, anytime you need it.

Our proprietary ControlBook Reporting application (“CBR”) allows authorized client personnel to generate real-time reports to track issued and outstanding shares of common stock, treasury and associated reserve balances. In addition, related unvested common shares and convertible securities (preferred, warrants, etc.) can also be tracked and downloaded.

This application is a reconciliation necessity for issuers to manage regulatory filings, audit confirms, corporate action activity and preparing proxy material. Issuers can obtain outstanding shares, authorized share and reserve balances.

## Highlights

- Simple and accurate
- Real-time data 24/7
- Intuitive navigation
- Direct access to detailed reports online or export
- All records are displayed from inception
- Allows up to 6 decimals for partial shares
- Select setting preferences
- Mandatory password change for enhanced security



# 90%

OF OUR PUBLIC ISSUER  
CLIENT BASE IS UTILIZING  
CONTROLBOOK REPORTING

*A video tutorial is available to show the application's ease of use and its detailed features.*

You will have direct online access to outstanding share data and produce reports between two dates. Reports include the date of the instructions, the date of processing, transaction description with shareholder reference, sequence numbers and corresponding changes in the issued and authorized shares and reserve balances.

**CONNECT WITH YOUR ACCOUNT MANAGER AND GET STARTED NOW**

or email [accountadmin@continentalstock.com](mailto:accountadmin@continentalstock.com) or [cbrhelp@continentalstock.com](mailto:cbrhelp@continentalstock.com)

# ContinentaLink

ContinentaLink provides 24/7 access to individual shareholder account data through a secure portal. For our authorized issuer contacts, ContinentaLink offers access to shareholder account details, a variety of reporting features and much more.

## Examples of Client Reports Available on ContinentaLink

### Geographic Breakdown

The following fields are listed for each code:

- Description of residence code
- Number of shareholder with that code
- Percent of total shareholders
- Number of shares for that code
- Percent of total shares

### List of Shareholders

This report evidences the shareholder list for any given issue, which includes: account number, registration, aggregate share total, and percentage of that share total. This list can be customized to isolate particular shareholders, such as:

- Restricted shareholders (based on individual restriction codes, or across the board for all stops)
- Largest shareholders (based on percentage, or number [5, 10, 20 largest, etc.])
- Special shareholders (directors/insiders, employees)

### Omnibus Proxy List

This report details the votes underlying CEDE & CO. (street shares), on the Proxy List. A complete breakdown of the participant and their total voted/not voted.

### Issue Authorized

This report details the authorized, issued, outstanding, treasury, plan and reserve shares for any given issue, as well as the total number of accounts active and inactive, and plan participants thereto.

### Ownership Breakdown

Summary of each owner code in the issues selected.

The following fields are listed for each code:

- Description of Owner code
- Number of shareholders with that code
- Percent of total shareholders
- Number of shares for that code
- Percent of total shares

### Proxy List

This report details the voted/not voted status of registered shareholders, including the method by which the shareholder voted (telephone, internet, or card), their vote pattern, and their meeting attendance selection. This list may be customized in the exact same fashion as the List of Shareholders, enabling easy targeting of large shareholders who have not yet voted.

### Proxy Summary

This report details the votes cast per proposal, as well as percentage of shares voted, percentage of accounts votes and when/if quorum has been attained.

# ContinentaLink

## Examples of Client Reports Available on ContinentaLink (continued)

### Holding Size Breakdown

Summary of each share range in the issues selected. The following fields are listed for each code:

- Description of the range
- Number of shareholders within that range
- Percent of total shareholders
- Number of shares for that range
- Percent of total shares

This list is completely customizable to allow for any range of shares to be searched, in any increment.

### Shareholder Extract

A download version will include a detailed overview of a shareholder's account, including specialized coding (such as ownership type & residence code). Additional information is also available, such as contact details, date of last contact, and tax payer ID certification status.

### Transfer Journal

A daily record of all transactions involving shareholder accounts, which include the registration of transferor/transferee, number of shares, involved in the transaction and type of transaction.

### Participant List

Essentially a shareholder list, whereby you may isolate "Plan Participant", this list can be run on any plan attached to any issue and customized in the same fashion as the List of Shareholders.

### Check Extract

This report details payments made to shareholders, including payment type (check, ACH, wire), payment status (cashed, held, replaced), payment date and status date.

*A video tutorial is available upon request to show the application's reporting capabilities. Please note: this tutorial was specifically designed for issuers to view and is not for shareholders.*



# Our Solutions

## Transfer Agency

- Dedicated Account Management Team
- Employee Staffed Contact Center
- Reinvestment Administration
- Restricted & Legal Transactions
- Dividend Disbursement
- DWAC & DRS
- Annual Meeting & Proxy Service
- Lost Shareholder & Escheatment

## Affiliated Services

- Newswire Services
- Proxy Solicitation & Governance
- Fulfillment Services
- Market Intelligence Services
- Post Mergers
- Stock Plan Services

## Corporate Actions

- Tender & Exchange Agent
- Redemptions
- Rights Agent / Poison Pill
- Stock Splits
- Mergers & Acquisitions
- Odd-Lot Programs
- Dutch Auctions
- Cash & Stock Escrows

## Special Services

- IPOs
- SPAC Trustee Services
- Emerging Companies
- Escrows
- Post Bankruptcy Services
- Warrant Agent
- Global Transfer Agency

As a privately - held trust company, our singular focus translates into an exceptional, exacting solution delivered at the best possible price.


[CONTINENTALSTOCK.COM](http://CONTINENTALSTOCK.COM)

212.845.3224

**CONTINENTAL**  
STOCK TRANSFER & TRUST







Independent spirit.  
Relentless dedication.  
The innovative partner you deserve.

We do what it takes to get your business where it needs to be. We're exceptionally efficient, fully transparent and deeply engaged in applying our unparalleled expertise to help your business thrive.