

Issuer design solutions

2025 proxy design handbook

Five design strategies to bolster support for your board—
and drive the voting outcomes you want.

Proxy communications are a key lever to help advance strategic objectives

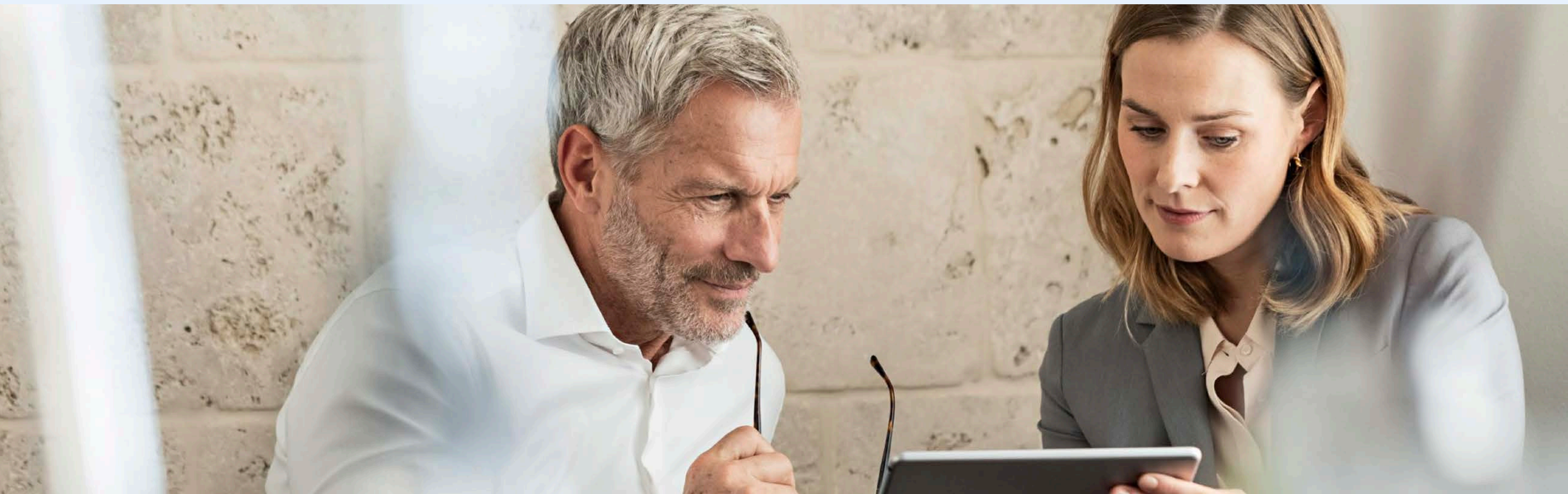
Leaders are investing more than ever to get it right.

Enhancing your proxy design can help you clearly convey governance achievements and strategic vision. Strong communication builds shareholder trust and loyalty, essential for both short-term goals and long-term success.

But failure to optimize your proxy material could depress turnout, erode investor confidence, and even expose you to activist investors or negative press.

This Proxy Design Handbook is organized by topic, showcasing five proven design strategies. Each section provides practical tips and illustrates real-world examples you can implement right now.

You'll see how to turn plain regulatory filings into compelling, engaging experiences. So you can shape perceptions—and drive the outcomes you want.



What's inside



Page 3
Issuer headwinds



Page 4
Quick wins for proxy design



Page 6
Strategy 1
Showcase and reinforce your brand



Page 10
Strategy 2
Anticipate proxy advisor areas of focus



Page 12
Strategy 3
Emphasize your accountability to shareholders



Page 15
Strategy 4
Tell your sustainability story



Page 18
Strategy 5
Make it memorable

When it comes to proxy communications, issuers face tremendous headwinds

The latest Broadridge ProxyPulse* data underscores some of the challenges:

481

Failed directors

Four hundred and eighty one directors failed to gain majority support for their board position.

96

Failed proposals

Ninety six say-on-pay proposals failed to attain majority support, with average support slightly increasing to 87.7%.

24.9%

Avg. support

With a small decline in the number of proposals at 579, average support for shareholder proposals slightly increased to 24.9%.

21.2%

Avg. support for ES proposals

Support for environmental/social proposals continued to decline to 21.2% and corporate political spending proposals dropped to 23.3% the lowest in 8 years for both.

In this context, the right communications can truly make or break proxy season.

That's why it's so important to consider how design can help bolster support for your board—and drive the voting outcomes you want.

* Sourced from 2024 Broadridge ProxyPulse™

Quick wins for proxy design

Regardless of your strategic goals, there are some basic design tactics becoming table stakes in the industry. At a minimum, it's a good idea to ensure these are part of your toolkit.



01 Summarize key points

It's surprising how much even a bulleted list can help you accomplish. Don't make the reader do too much work. Keep it simple, with key takeaways for each section.



02 Visualize key information

Bullets are good. But tables and charts are even better. This goes back to the same principle: Make your message easy to interpret and understand.



03 Humanize your board

On the following pages we share concrete ways to showcase board strengths—and diversity. But also, do what you can to make the board more human and relatable.

Our clients, by the numbers

60%

designed a proxy cover

80%

used photos of their board members

50%

included proxy summaries at the beginning of the document

46%

used graphics in their sustainability sections

Broadridge makes it so easy

We offer multiple approaches to solving design challenges and can guide you to the method that fits your model and budget, in both Workiva or in traditional typeset.



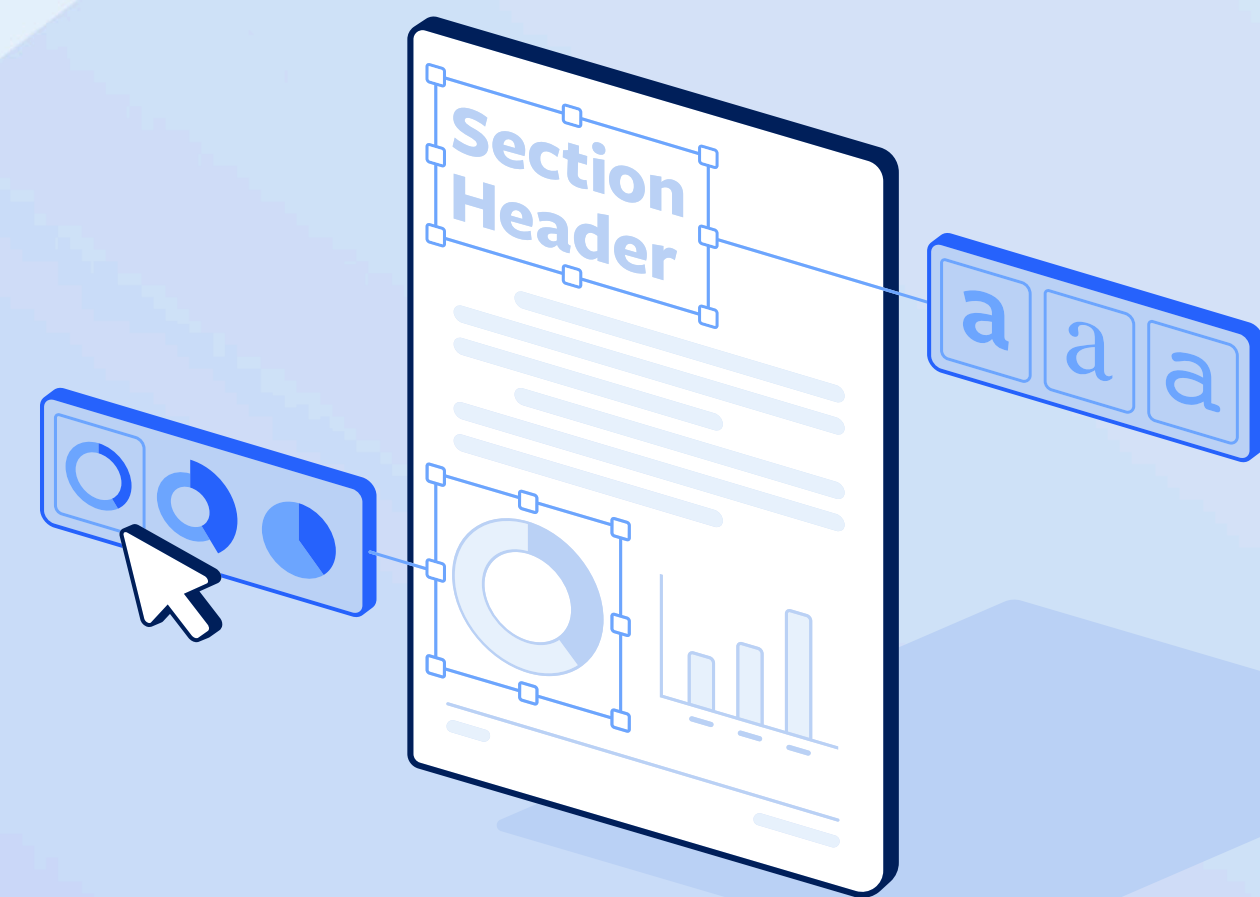
Custom proxy design:

Build your proxy in Workiva to gain more control over your content.



Design development:

Enhance your existing design or create a new one with the help of Broadridge's service and typesetting teams.



Quick-start templates:

Select a template from our Proxy Headstart catalog to easily refresh your proxy's look and feel.

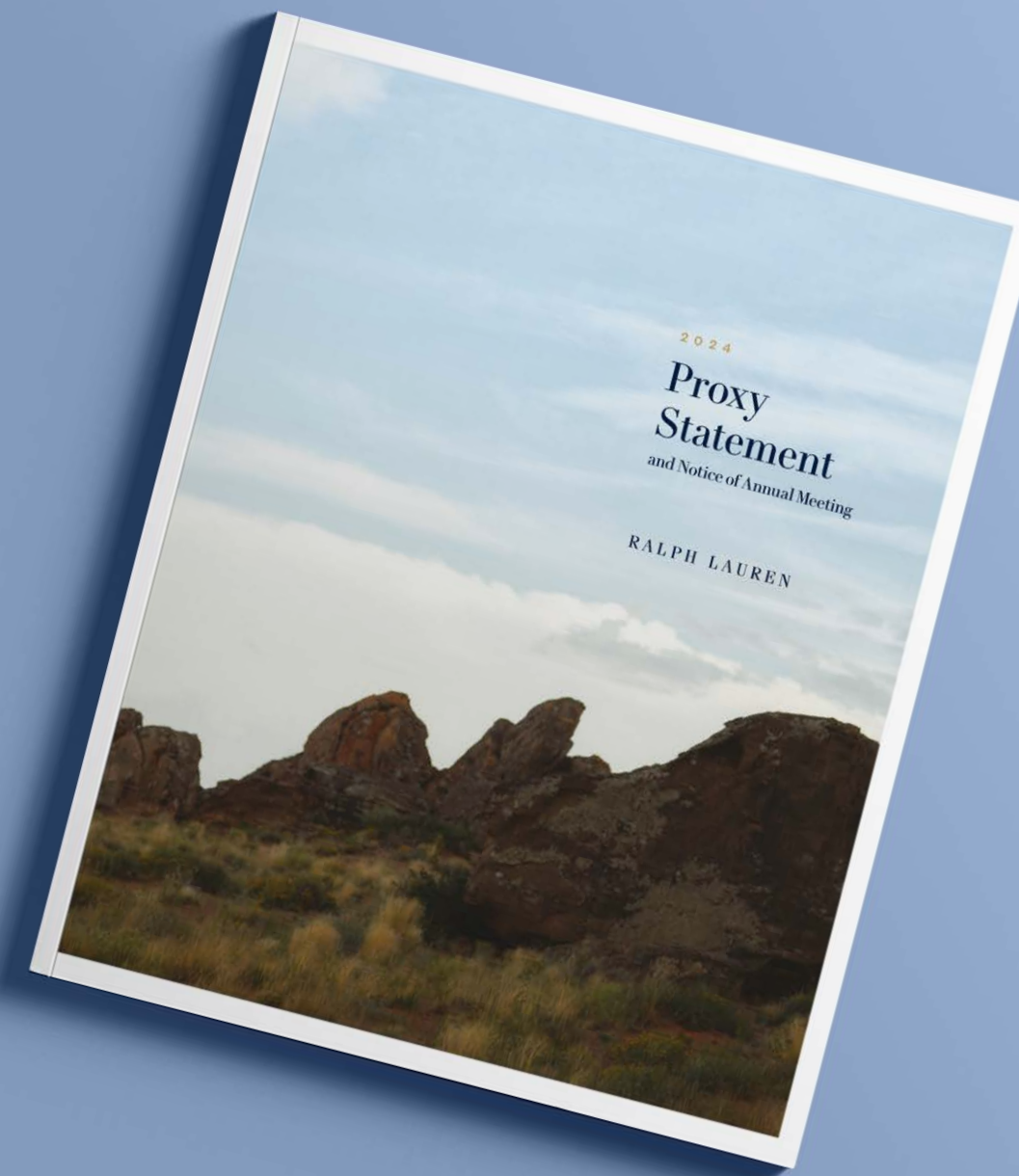
Strategy 1

Showcase and reinforce your brand

Aligning proxy design with your brand look and feel helps build stakeholder loyalty by presenting a consistent and authentic image.

Remember, no one else owns your brand—it's uniquely yours.

By integrating your mission and values into your proxy statements, you punctuate what your company stands for. Authenticity resonates with your audience, reinforcing trust and confidence. So let your proxy design reflect your brand's true essence and make a lasting impression.





Anticipate proxy advisor areas of focus

As you plan your proxy design strategy, consider what proxy advisors like ISS and Glass-Lewis are scrutinizing and looking for.

These organizations often set the industry narrative, providing guidance that institutional and retail investors rely on. Don't get caught flat-footed.

This year, ISS and Glass-Lewis have signaled extra attention on several key issues:

Executive compensation

Highlight transparency and fairness in your executive pay practices.

Regulatory compliance

Demonstrate adherence to the latest requirements and how you're staying ahead of evolving regulations.

ESG

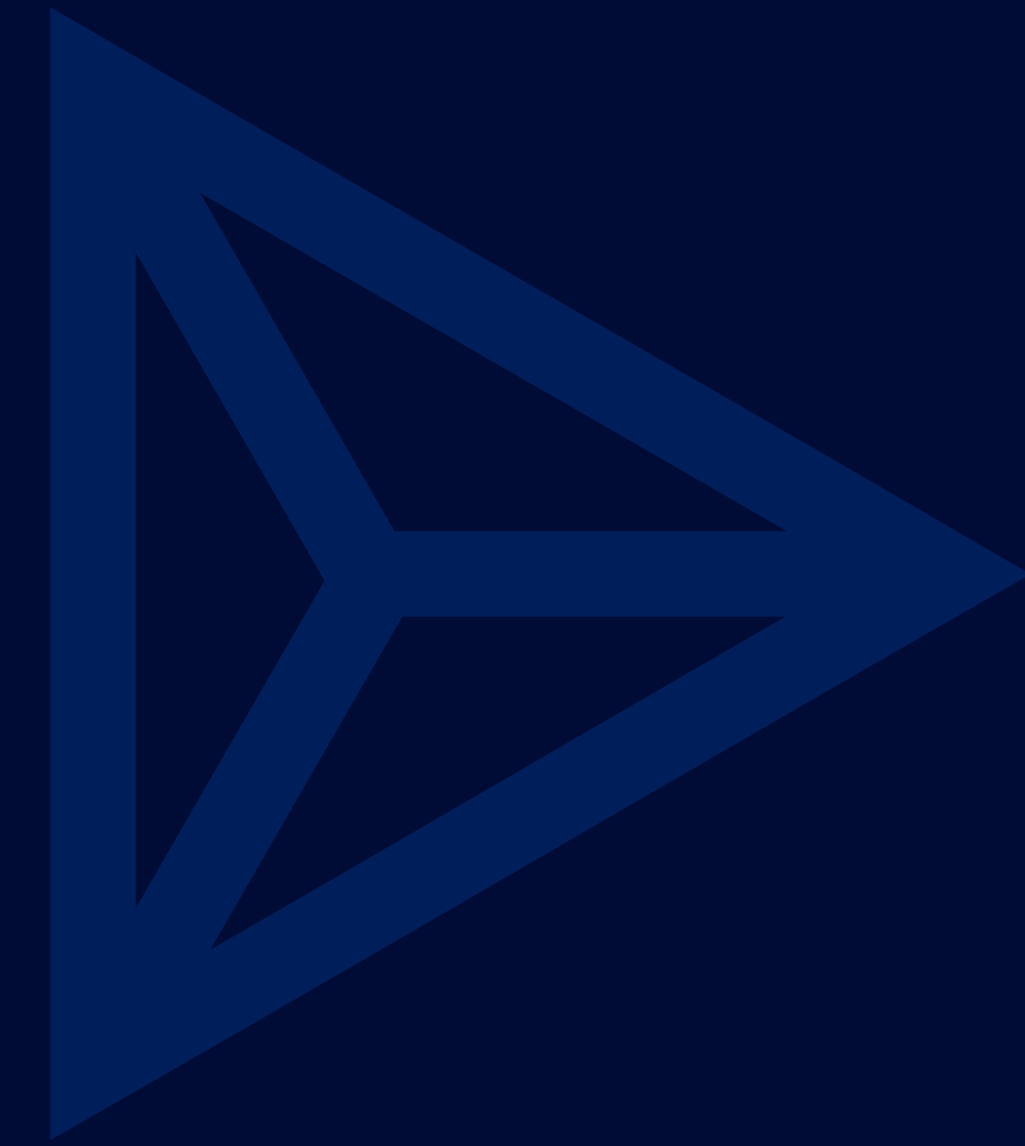
Provide ESG metrics that are material to your company. Update investors and ratings agencies on advancements made in the previous year.

Board diversity

Showcase the unique strengths of your board, which should extend beyond race and gender diversity—and may include skills, leadership history, and past experiences.

Cyber risk

Paint a roadmap to illustrate your plan to mitigate risk and respond to threats.



Proxy Statement

Directors Skills

The Board is comprised of established companies and other industries relevant to our business, strategy, each of our director nominees are included in the Board and its director nominees reflect director-selection ESG Committee to address our needs and priorities.

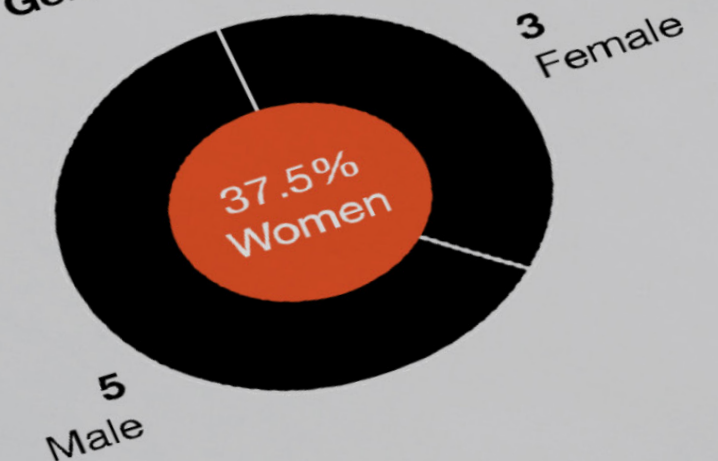
This past year, the Nominating and ESG Committee engaged with Heidrick & Struggles to refresh its method of reviewing and evaluating Board skills in an effort to (i) develop a more robust skills matrix that reflects each individual's strengths and expertise and (ii) better communicate to stockholders the key qualifications that each director nominee brings to the Board. Further discussion on the qualifications and experience of director nominees is included in the "2024 Nominees" section of this Proxy Statement.

Average Age
65

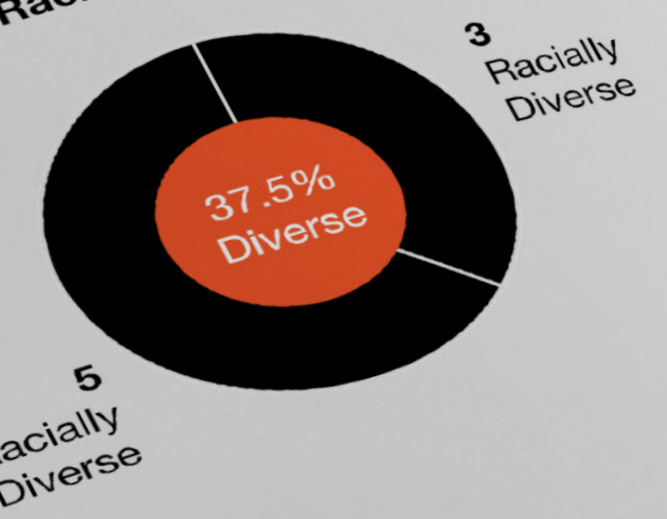
Average Tenure
7.1 Years

Independence
88%

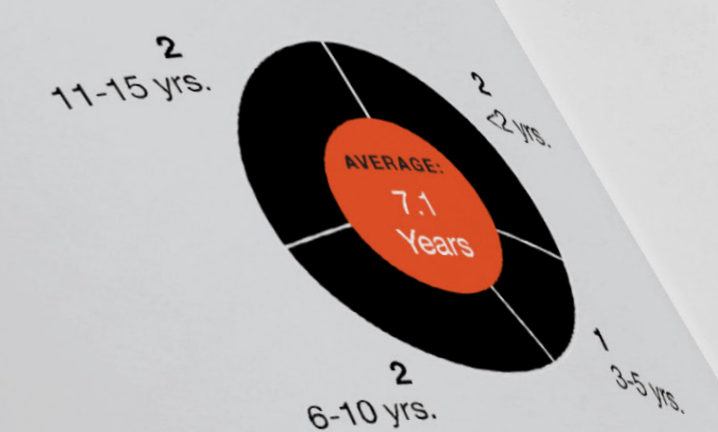
Gender Diversity



Racial Diversity



Board Tenure



Board Skills

Financial Expertise
CEO Experience

Director	Financial Expertise	CEO Experience
Olosky	Yes	Yes
Andrasick	Yes	Yes
Banks	Yes	Yes
Coney	Yes	Yes
Cusumano	Yes	Yes
Donaldson	Yes	Yes
Ford	Yes	Yes
Knight	Yes	Yes

Size of Board

Recent Board Composition and

In June 2023, Chau Banks and Felicia Chatman and Robin MacGillivray not

In January 2024, in connection with rotation plan and based on the re Phil Donaldson to serve as Chair at the Annual Meeting. Mr. Ann also subject to his re-election

Our Corporate Govern

We are committed to strong and effective of stockholders and

Majority

Environmental Sustainability

Manufacturing Processes

Waste Reduction and Recycling

Energy Conservation

Sustainable Building Practices

The Board's Role and Responsibilities

Board Independence

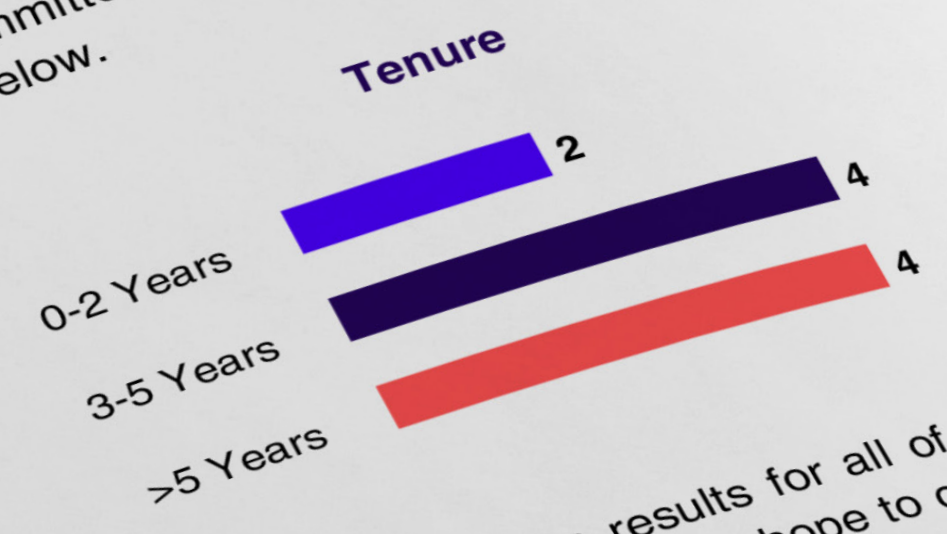


Board Expertise



DIRECTORS AND CORPORATE GOVERNANCE

During fiscal 2024, under the leadership of the Chair, Anna Marrs. Following the recommendation of the Nominations and Governance Committee, we have elected to the Company and as a member of the Audit Committee, effective as of April 1, 2024. See the section entitled "Director Biographies" below.



We believe that diverse teams can achieve better business results for all of our stakeholders. By focusing on building diverse, inclusive teams across every level and within each department, we hope to create an environment where everyone can contribute to our success. Our commitment to diversity is reflected in the composition of our Board as shown below as of April 1, 2024.



Board Diversity Matrix
As a public company, we are required annually to publicly disclose certain demographic and gender information about our Board of Directors. The diversity matrix of our Board for fiscal 2023 is available on our website at [www.docusign.com](#). The diversity matrix of our Board as of April 1, 2024, is available on our website at [www.docusign.com](#).

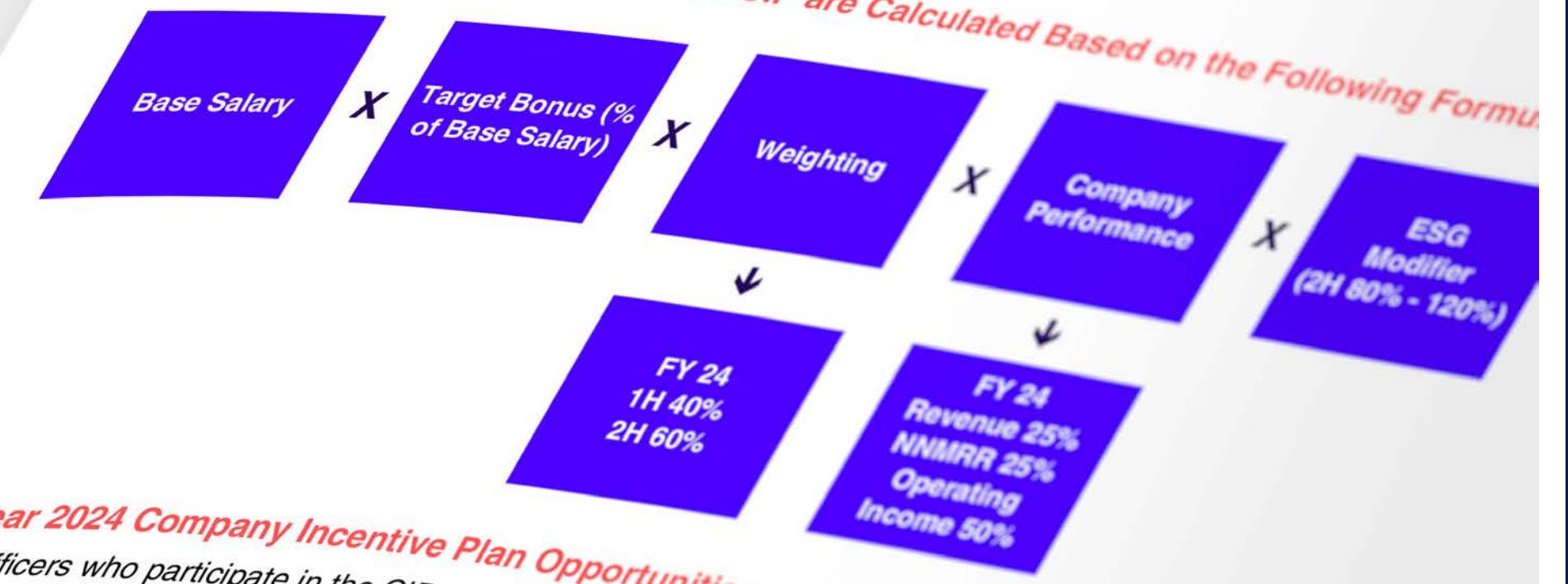
Skill/Knowledge	Count
Senior Leadership	4
Finance	4
Public Board Member	4
Tech Industry Senior Executive	4
Vertical Industry Senior Executive	4
Government or Non-profit	4
Information or Cybersecurity	4
Risk Management	4
Corporate Governance	4
Marketing	4
Product / Engineering	4
Operational	4

Environmental, Social and Governance (ESG)

At DocuSign, our values are reflected in six pillars: Trust, Customer Focus, Simplicity, Innovation, Unity, and Sustainability. In addition, our mission is to redefine how the world comes together and agrees. As part of this mission, we are committed to building trust and engaging with our employees, customers and the communities in which we live and work in a manner consistent with and in furtherance of our values. We believe this commitment shapes our unique company culture and brings long-term value to our stockholders.

- Sustainability**
We believe that managing the risks and opportunities associated with reducing our environmental footprint contributes to the long-term benefit of our company and our stockholders.
- Our Communities**
We believe that engagement with our communities is an important aspect of our company culture and contributes to the long-term benefit of our company and our stockholders.
- Empowering Our Employees**
We believe that our commitment to our employees is an important aspect of our company culture and contributes to the long-term benefit of our company and our stockholders.
- Governance**
We believe that our commitment to our stockholders is an important aspect of our company culture and contributes to the long-term benefit of our company and our stockholders.

Semi-Annual Payments Under the CIP are Calculated Based on the Following Formula:



Fiscal Year 2024 Company Incentive Plan Opportunities
Executive officers who participate in the CIP have an established incentive target, which is equal to the target bonus for the fiscal year. The actual earned annual incentive bonus, if any, is calculated based on the company's performance. An NEO's payout could range from 0% to 162.4% of the target bonus. For fiscal year 2023, the Committee set the target bonus for executive officers at 100% of the target bonus.





COMPENSATION TABLES

The Company adheres to balanced compensation and corporate governance

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our Chief Executive and three most highly compensated executive officers who were serving as of the 2023 fiscal year (the "three most highly compensated executive officers"). In general, non-equity incentive plan compensation aligns with the performance of the company in the year of grant which may not align with the performance year to which the award is related.

Name and Principal Position in 2023	Year	Salary (\$) ⁽²⁾	Bonus (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾⁽⁴⁾	Non-Equity Incentive Plan
Sumit Roy President, Chief Executive Officer	2023	1,000,000	—	7,398,815	—
	2022	1,000,000	375,000	7,437,814	—
	2021	950,000	375,000	7,596,215	—
Christie B. Kelly Executive Vice President, Chief Financial Officer, and Treasurer	2023	620,000	112,500	2,008,000	—
	2022	570,769	112,500	2,115,000	—
	2021	600,000	112,500	2,008,000	—
Neil M. Abraham Executive Vice President, Chief Strategy Officer and President, Realty Income International	2023	500,000	112,500	1,915,200	—
	2022	600,000	112,500	2,008,000	—
	2021	600,000	112,500	2,008,000	—
Mark E. Hagan Executive Vice President, Chief Investment Officer	2023	600,000	112,500	1,915,200	—
	2022	475,000	112,500	1,915,200	—
	2021	550,000	112,500	1,915,200	—
Dale Bushore Executive Vice President, General Counsel	2023	550,000	112,500	1,915,200	—
	2022	467,000	112,500	1,915,200	—
	2021	467,000	112,500	1,915,200	—

the compensation and included in this Form 10-K.

by reference into any filing by 34, as amended, except to the

Executive Compensation

What We Do

- ✓ **Pay for Performance** - The majority of targeted total executive officer compensation is based on our financial results or the performance of our stock price, or a combination of the two.
- ✓ **Balance Short- and Long-Term Compensation** - The allocation of incentives among the STIP and the LTP does not encourage short-term performance at the expense of achieving long-term goals.
- ✓ **Stock Ownership Guidelines** - Executive officers are expected to acquire and maintain a certain level of stock ownership, in order to emphasize long-term performance and to promote alignment with stockholders.
- ✓ **Mitigation of Risk** - Our compensation program has provisions to mitigate undue risk, including caps on the maximum level of payouts, clawback provisions, and multiple performance metrics.
- ✓ **Clawback Policy** - Our compensation program has provisions to mitigate undue risk, including caps on the maximum level of payouts, clawback provisions, and multiple performance metrics.
- ✓ **Double Trigger Change-in-Control Provisions** - Our executives' incentive compensation is subject to a clawback policy that complies with SEC and NYSE rules.
- ✓ **Regularly Review Share Utilization** - If there is a change in control, outstanding equity will vest only if there is a termination of employment following such change in control (a "double trigger"). A change in control alone will not trigger vesting.
- ✓ **Independent Compensation Consultant** - Management and the Board regularly evaluate share utilization levels by reviewing the cost and dilutive impact of stock compensation.

What We Don't Do

- ✗ **No employment agreements other than with the CEO** - The Compensation Committee retains an independent compensation consultant on matters pertaining to executive and non-employee director pay and governance.
- ✗ **No Dividends on Unearned Awards** - We do not have employment agreements with our executive officers, other than the CEO.
- ✗ **Hedging or Pledging of YETI Securities** - Under our equity plan, we do not pay dividends or dividend equivalents on shares or units that a participant has not yet earned or that have not vested.
- ✗ **No Repricing of Underwater Stock Options** - We prohibit employees and non-employee directors from engaging in hedging, pledging, or short sale transactions in YETI securities.
- ✗ **No Excessive Perquisites** - Under our equity plan, we expressly prohibit repricing of stock options or exchanges of underwater stock options without stockholder approval.
- ✗ **No Excise Tax Gross-Ups** - We do not provide excessive perquisites to executive officers.
- ✗ **No Special Executive Retirement Programs** - We do not provide excise tax gross-ups on change-in-control payments. We do not have any special executive retirement programs that are specific to executive officers.

See more samples →

Emphasize your accountability to shareholders

Maintaining accountability to shareholders is one of the most important ways to help foster trust and transparency.

By clearly communicating how you manage stakeholder relationships, you demonstrate your commitment to their interests and the overall success of the company.

This level of transparency not only strengthens confidence but also reassures stakeholders that you're addressing their concerns and expectations. Highlighting your proactive approach to stakeholder engagement can significantly enhance your credibility and support.



Consider sharing details like:

1 Meetings you hold

2 Outcomes of those discussions

3 Actions you're taking in response



Corporate Governance

CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to maintaining sound corporate governance policies and practices that create value for our shareholders and other stakeholders. The Nominating, Governance and Sustainability Committee oversees our key corporate governance policies to ensure that they reflect best practices and comply with legal requirements. The Nominating, Governance and Sustainability Committee makes recommendations upon our governance policies to the full Board for approval. Highlights of our corporate governance are as follows:

Strong independent oversight	<ul style="list-style-type: none"> Independent Board Chair Fully independent membership on all standing Board committees All directors are independent other than the CEO Executive sessions of non-management directors at all regular meetings
Accountability	<ul style="list-style-type: none"> Annual election of directors by majority vote of the shareholders Shareholder right to act by written consent No "poison pill" anti-takeover defenses No supermajority voting requirements Robust Board and executive stock ownership guidelines (see details) Annual Advisory Vote on Executive Compensation
Building sustainable value	<ul style="list-style-type: none"> Regular discussion of strategy at Board meetings and at annual sessions Oversight of risks, both strategic and operational, discussed at Board and the full Board Continuous evaluation of sustainability goals and strategy Regular review of performance metrics, including between Board and management
Leadership quality	<ul style="list-style-type: none"> Active Board refreshment (5 new directors since 2021) Annual review of succession planning and talent development Board training focused on business risks and opportunities Directors' orientation and continuing education

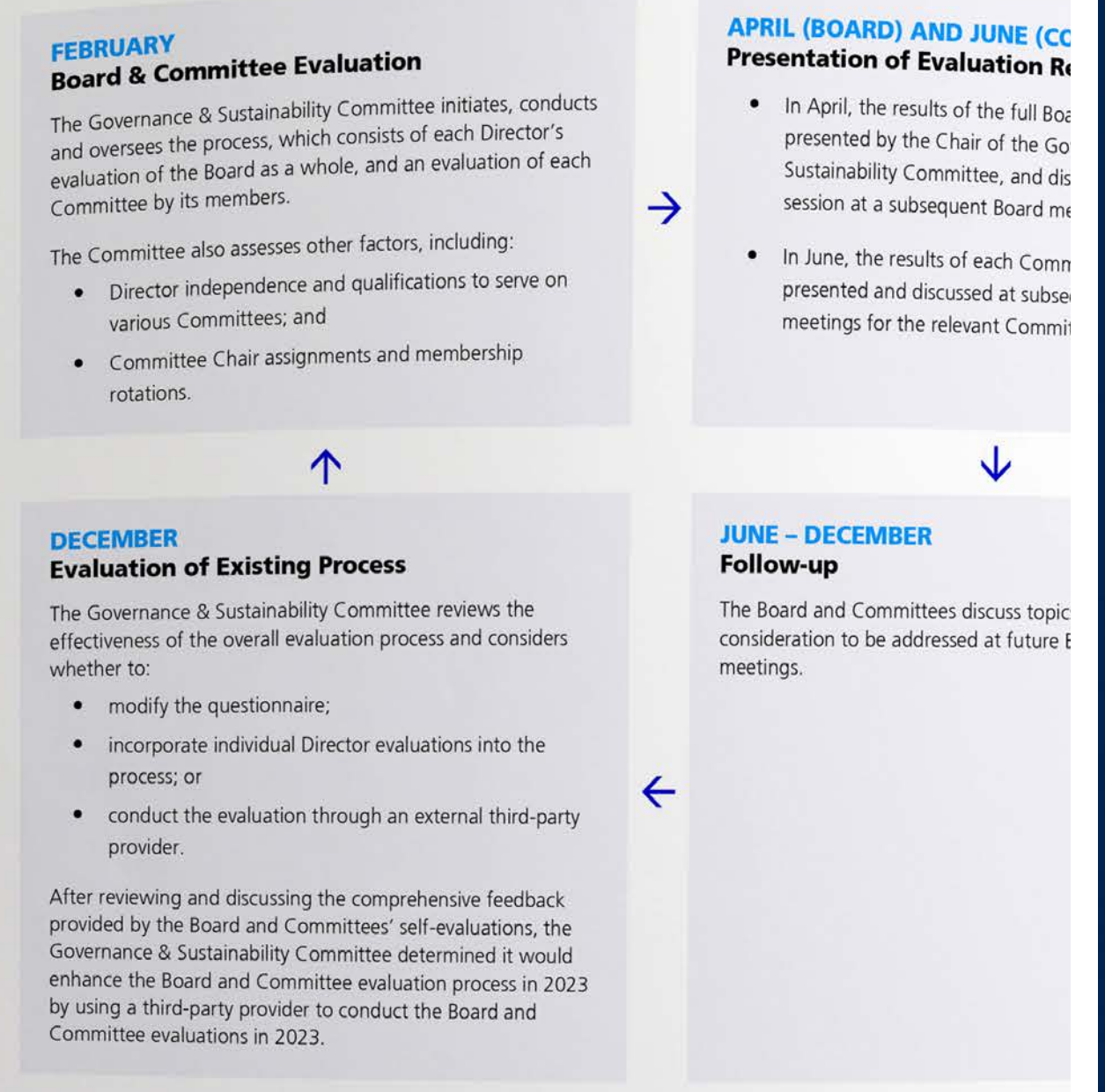
Find our Corporate Governance Guidelines and other governance documents online.
The Board has adopted Corporate Governance Guidelines, which, together with our articles of incorporation, establish the governance framework for the management of the Company. Our Corporate Governance Guidelines, among other matters, the role of our Board, Board membership criteria, director retirement policies, director criteria, director and officer stock ownership requirements, Board committees and leadership development criteria, director and officer stock ownership requirements, Board committees and leadership development criteria, director and officer stock ownership requirements, Board committees and leadership development criteria, director and officer stock ownership requirements, Board committees and leadership development criteria are available at <https://investors.portlandgeneral.com/corporate-governance>. These documents are also available to investors without charge, upon request to Portland General Electric Company at its principal executive offices at 1WTC1301, Portland, Oregon 97204, Attention: Corporate Secretary.

Governance

EVALUATION OF BOARD EFFECTIVENESS

The Board is committed to continuous improvement and utilizes annual evaluations to evaluate performance and effectiveness.

2022 Evaluation Process



Board and Committee Information

During 2022, the Board of Directors met seven times. Each of our Directors attended 75% or more of the meetings of the Board and the Committees on which he or she served. In accordance with our Corporate Governance Principles, all Directors attended our 2022 Annual Meeting.

COMMITTEE REFRESHMENT

The Board, upon recommendation from the Governance & Sustainability Committee, reviews and determines the composition of the Committees and appoints the Committee Chairs. Through periodic committee refreshment, we balance the Committees with continuity and depth of experience with those gained from fresh perspectives and enhancing our Directors' effectiveness. There were no changes to Committee compositions in 2022.

Corporate Governance

The following section discusses our corporate governance, including the role of our Board and Board committees. Our Corporate Governance Guidelines, which were adopted to promote the effective functioning of the Board and Board committees, are periodically reviewed by the Board to evaluate our commitment to high standards of corporate governance, and procedures. In addition, we have a Code of Business Ethics applicable to all associates and directors worldwide (including members of the Board) and incorporated into our Corporate Governance Guidelines, which applies to our Chief Executive Officer, our Chief Financial Officer, and other designated financial officers. A copy of our Corporate Governance Guidelines, Code of Business Ethics, and any of the Board committee charters to any stockholder may be found on our www.abc.com on the "Corporate Governance" page. The Company will provide copies of its Corporate Governance Guidelines, Code of Business Conduct and Ethics, and any of the Board committee charters to any stockholder upon written request to our Corporate Secretary at 6301 Fitch Path, New Albany, Ohio 43054.

GOVERNANCE PRINCIPLES

Our Board and executive team believe that strong and effective corporate governance is essential to our success. We review our major governance policies, practices, and processes regularly in the context of current corporate governance, investor feedback, regulatory changes, and recognized best practices. The foundation of our corporate governance is providing transparent disclosure to all stakeholders on an ongoing and consistent basis, with a focus on disclosure that is clear and easy to understand. The following chart provides an overview of our corporate governance structure and principles.

Governance Principles	Our Practice
1 Accountability to stockholders	<ul style="list-style-type: none"> All directors are elected annually Eligible stockholders may include their director nominees
2 Appropriate stockholder voting rights	<ul style="list-style-type: none"> Proxy access for director candidates nominated by market standards We do not have a "poison pill"
3 Regular and proactive stockholder engagement	<ul style="list-style-type: none"> Our investor relations team maintains an active, on-going relationship with investors and portfolio managers year-round on matters of performance and results Our directors are available to participate in stockholder dialogues if helpful or required
4 Independent Board leadership structure	<ul style="list-style-type: none"> We separate the roles of Chairperson of the Board and CEO; our Board is led by an independent director to aid in management All members of the Audit Committee, Compensation Committee, and Nominating Committee are independent of the Company's management
5 Effective Board policies and practices	<ul style="list-style-type: none"> Our Corporate Governance Guidelines require a majority of independent directors; 10 of our 11 director nominees are independent Our Board is composed of accomplished professional directors with diverse backgrounds, experiences, skills, and knowledge relevant to our business The Board seeks to achieve diversity among its members Each standing Board committee has a charter that sets its purpose, meets applicable legal requirements, and provides for transparent corporate governance The Nominating Committee reviews the Company's director nominations annually and makes recommendations to the Board





Shareholder Engagement

We maintain an ongoing, proactive outreach effort with our shareholders. Throughout the year, members of our Investor Relations team and senior management, including our Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and other named executive officers ("NEO" or "NEOs"), engage with our shareholders to seek their input, to remain well-informed regarding their perspectives, and to help increase their understanding of our business. In particular, we leverage the discussions to cover topics of interest to our shareholders, including our performance, strategy, risk management, corporate governance, ESG initiatives, and executive compensation. The feedback received from our shareholder outreach efforts is communicated to and considered by the Board, and our engagement activities have produced valuable feedback that helps inform our decisions and our strategy, when appropriate.

Proxy Summary



Governance Highlights

We are committed to strong corporate governance practices, which we believe recognize shareholder interests and support the success of our enterprise. Our corporate governance practices are highlighted below:

Independent Board Chairman	9 of 10 current Board members are independent	New York Stock Exchange compliant clawback policy in place
Limits on other public company board service	Regularly-scheduled executive sessions of independent Board members	Extensive shareholder engagement program
Majority voting policy for uncontested director elections	Culture that values ESG responsibility	Annual Board and Committee self-performance evaluations
Shareholders' ability to nominate directors through proxy access	Enterprise Risk Management program with full Board and Committee oversight	Robust director and senior officer stock ownership requirements
100% Independent Audit, Human Resources, and Governance and Sustainability Committees	Policies prohibiting short sales, hedging, margin accounts, and pledging of Arcosa stock	More than 50% of Board members identify as diverse

See more samples →



Strategy 4

Tell your sustainability story

Sustainability isn't just for sustainability reports.

The proxy is an important place to highlight similar content.

Sustainability storytelling is crucial for your ability to attract capital. It's all about demonstrating preparedness, strategic foresight, and a commitment to sustainable growth. How do you manage risk and leverage opportunities tied to climate disruption and shifting social dynamics?

Effectively telling this story requires using data in compelling ways:



01 Tracking key measures and metrics

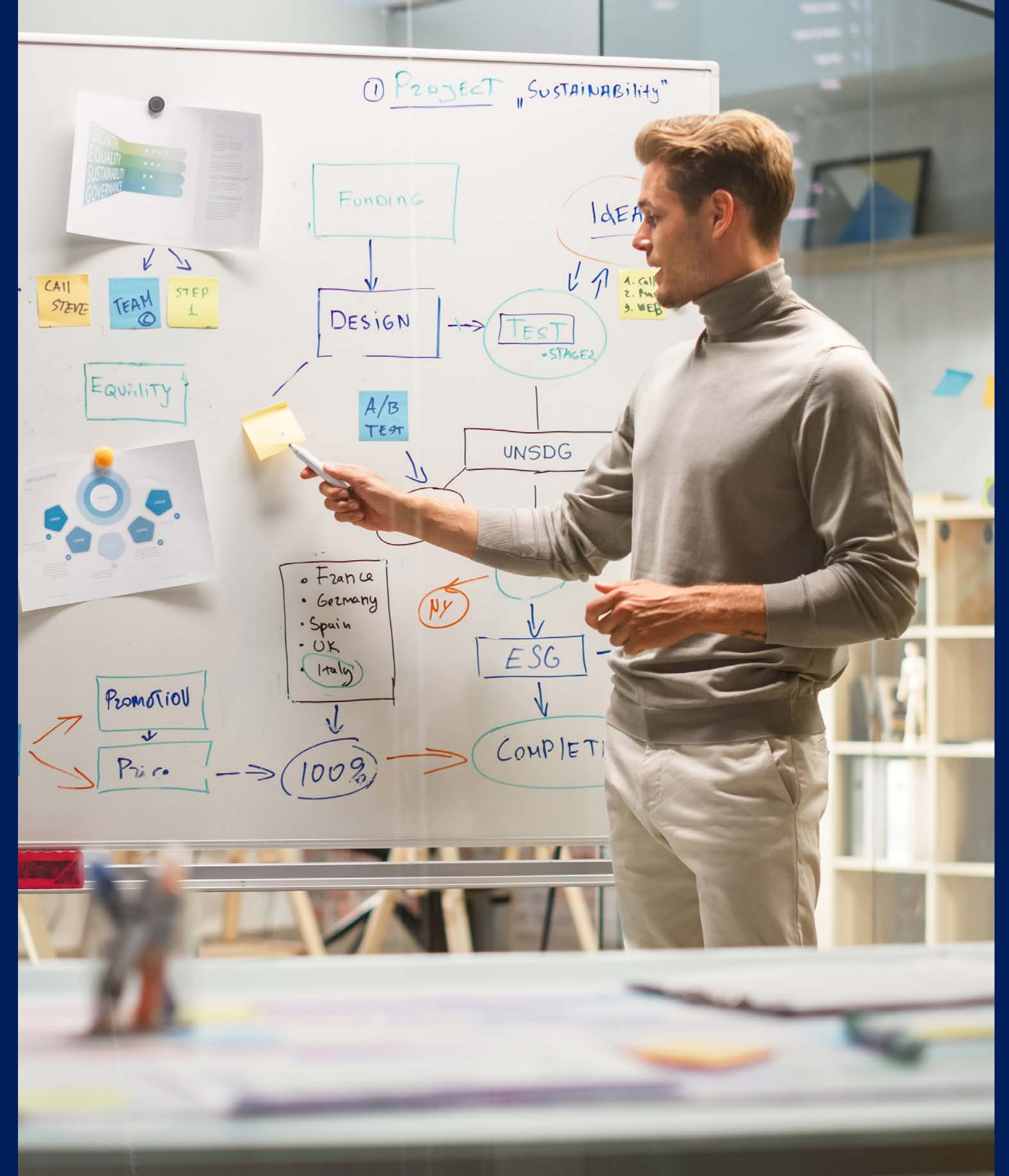


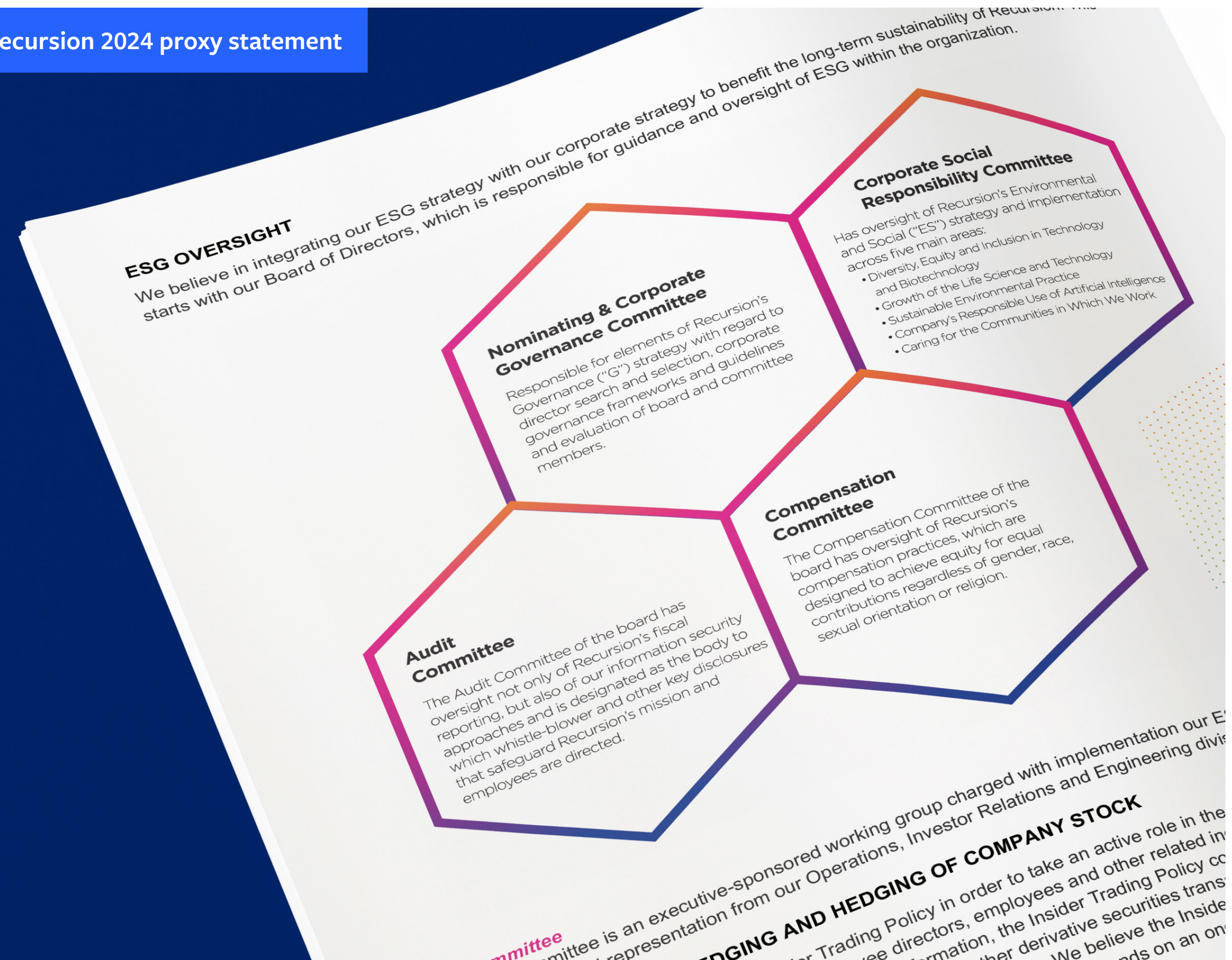
02 Benchmarking against peers



03 Showing progress over time

Ultimately, you've got to convince investors who understand that companies with strong sustainability profiles are better prepared to handle the complexities of future markets.





DIRECTORS

GENDER AND RACIAL/ETHNIC DIVERSITY

45% Female and/or racially/ethnically diverse directors

5 Female and/or racially/ethnically diverse directors

Accounting 5

Finance 5

Branding/Marketing 6

Government or Regulatory 4

2 Board Meetings

PROXY STATEMENT SUMMARY

Sustainability at Veralto

Products

Our products monitor, enhance and protect vital resources.

- Helping to ensure safe water for more than **3.4 billion people** every day in 2022 - approximately **40%** of the global population.
- Helping to ensure transparency, safety, authenticity, tracking and traceability of an estimated more than **10 billion** codes printed around the world daily in 2022.

Planet

We mitigate our impact on the planet by continually improving how we work.

- 72%** of waste diverted from landfill or incineration in 2022, **+10%** vs. 2021
- 5.4%** reduction in total water use in 2022 vs. 2021
- We have reduced our Scope 1+2 GHG emissions **0.6%** in 2022 from 2021 and are working towards further reductions as we determine our future climate targets as a newly-formed independent company.

People

Our people create innovative solutions, breakthrough thinking, and a strong company community.

- 32%** of 2022 global workforce was women
- 27%** of 2022 US workforce was people of color (POC)
- 65%** of 2022 US new hires were diverse (women and/or POC)
- 100% pay equity** maintained in the US (gender/race) and achieved globally for women

Veralto Enterprise System and Corporate Governance

The Veralto Enterprise System (VES) and strong corporate governance help us to accomplish our goals according to our values.

- VES is a business management system that applies our culture of continuous improvement, along with transparency and accountability, to create enduring impact. These principles underpin who we are and how we act as an organization.
- To learn more about Veralto's sustainability journey and access important sustainability-related policies, visit us at [Veralto.com/Sustainability](https://veralto.com/Sustainability).

2024 PROXY STATEMENT

5

ESG AND CORPORATE GOVERNANCE

ESG Framework

We categorize our efforts to support key ESG issues into six pillars:

FOCUS ON PEOPLE	ACT RESPONSIBLY	HELP LEARNERS	OPERATE SUSTAINABLY	GIVE BACK	GOVERN EFFECTIVELY
<ul style="list-style-type: none"> Culture, Belonging and Inclusion Human Capital Management Employee Engagement Employee Health, Safety, and Wellbeing 	<ul style="list-style-type: none"> Privacy and Cybersecurity Ethics/Compliance Academic Integrity Responsible Marketing Technology Innovation and Performance 	<ul style="list-style-type: none"> Product Impacts and Learning Outcomes Access to Education Holistic Approach to Learner Success 	<ul style="list-style-type: none"> Climate Change Risks and Opportunities Environmental Impact Natural Resource Management 	<ul style="list-style-type: none"> Community Engagement Philanthropy Research and Advocacy 	<ul style="list-style-type: none"> Corporate Governance Corporate Behavior

Focus on People. We focus on people by making Chegg a great place to work. We foster an environment centered on respect for all people, where diversity and inclusion are celebrated, and people have the opportunity to take care of them. We do this by offering an array of wellness and personal development programs, including health benefits, tuition reimbursement, mental health support, childcare credit and tools, paid parental leave, flexible PTO, professional leadership coaching, student debt repayment and ergonomic workplace design, to name a few.

Act Responsibly. We understand that to be a true customer champion and to gain and preserve our customers' trust, we must operate all facets of our business with integrity. We hold ourselves to the highest ethical standards and strive for full compliance with applicable laws and regulations. Our mission-driven nature is what attracted many of us to Chegg and keeps us here year after year. We believe this contributes to our strong values-driven culture and our shared respect for both legal and ethical business practices.

Help Learners. Learners are evolving and so is Chegg. The modern learner looks very different than they once did. They have many families, and they are juggling work and school at the same time, so it comes as no surprise that they need flexibility when it comes to education. Learners tell us that they need affordable, on-demand help and unfortunately often unable to get that help from the institutions they pay to teach them. We combine our proprietary student data intelligence technology to serve as a personalized learning assistant for students and provide conversational, interactive demand learning tools that are better able to predict students' needs without them having to ask. We are extremely proud of our integrated platform for learning that has helped so many learners on their education journey by providing of help they need, when they need it, in the format they want to receive it.

Chegg, Inc. 10 Proxy Statement for the 2024 Annual Meeting

See more samples →

Make it memorable

Creating a memorable proxy design is about more than simple formatting.

It's about making your presentation impactful and compelling, ensuring your audience walks away with a clear, unmistakable impression. No guesswork, no ambiguity.

By focusing on these elements, you can create a proxy design that effectively communicates your message and leaves a lasting impact.



Here's how:

Simplify

Keep your content clear and easy to understand.

Organize

Structure information logically for better readability.

Engage

Use compelling visuals and narratives to capture attention.

Leave an impression

Craft a message that resonates and sticks with your audience.

Highlight key takeaways

Provide a clear voting roadmap with essential points.

Outsourcing reimaged for the innovation age.





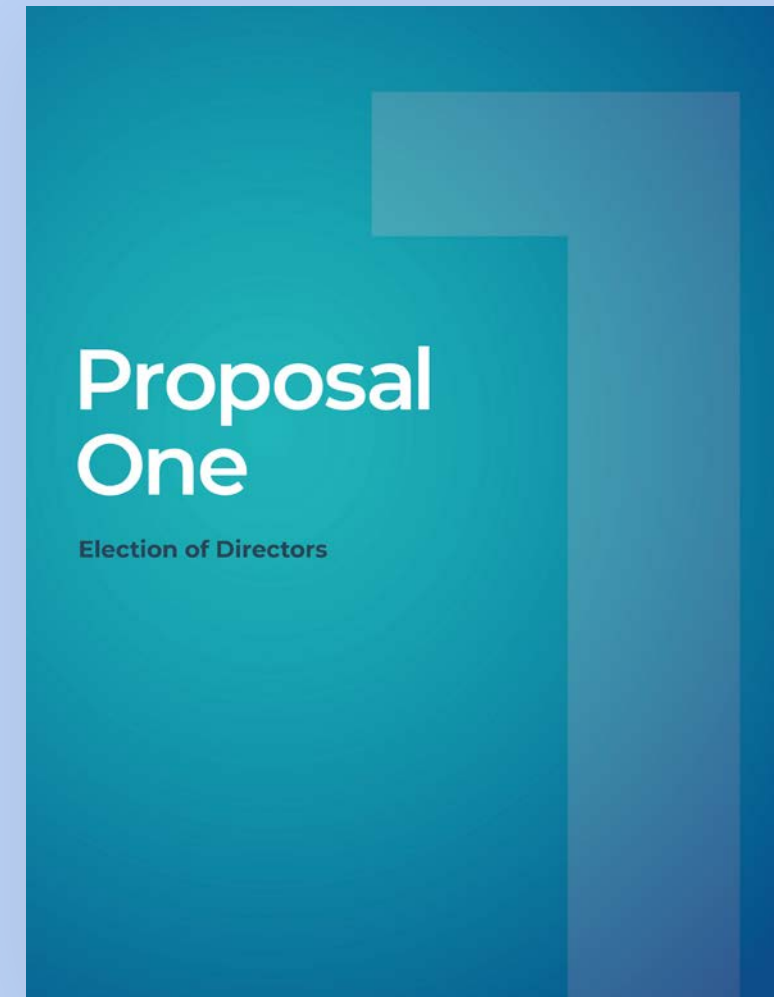
[See more samples](#) →

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- ⑤
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Strategy 1 Showcase and reinforce your brand



Acushnet



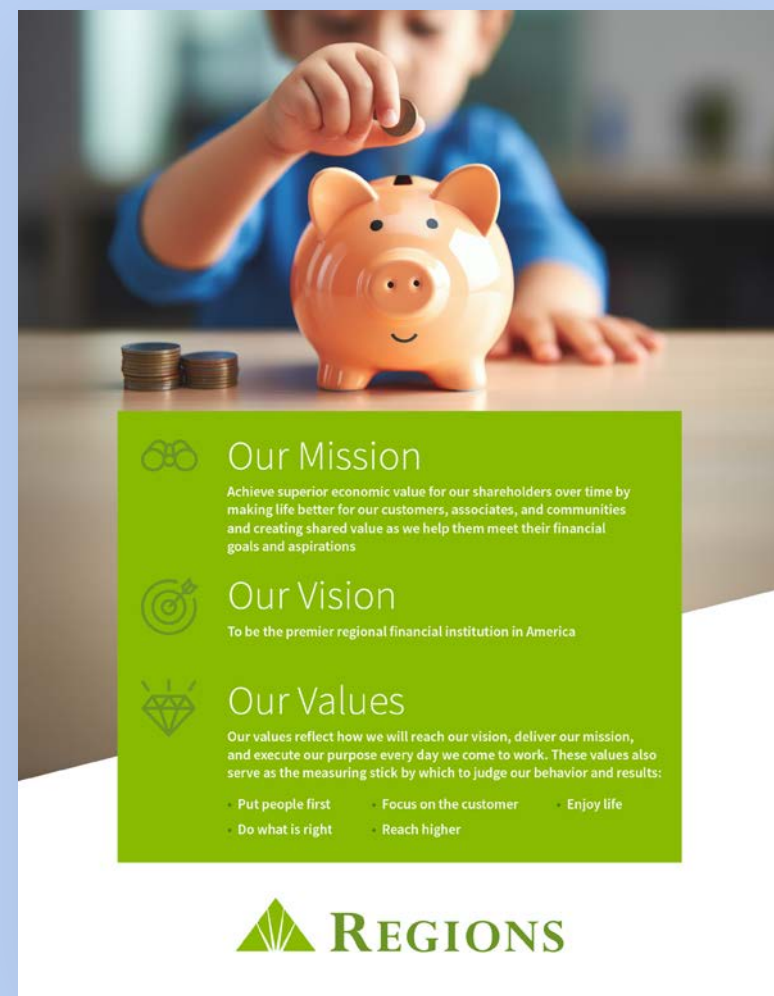
Castle Biosciences



Century Aluminum



Insmed



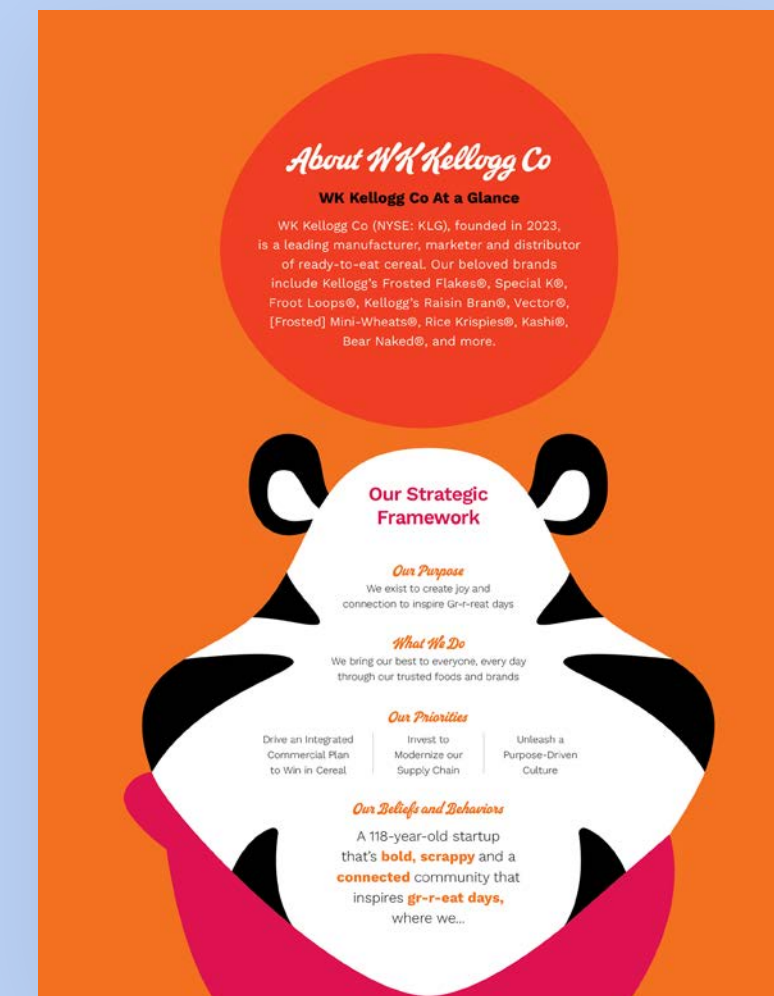
Regions Bank



TaskUs



Wabtec



WK Kellogg



Strategy 2

Anticipate proxy advisor areas of focus

Summary Compensation Table

The following table summarizes the compensation paid to or earned by the Company's named executive officers for the years ended December 31, 2023, 2022 and 2021 (or such shorter period as applicable to such named executive officer). For a description of the components of the Company's 2023 executive compensation program, see "Compensation Discussion and Analysis-Components of our Executive Compensation Program."

Table with columns: Name and Principal Position, Year, Base Salary, Bonus, Stock Awards, Non-Equity Incentive Plan Compensation, All Other Compensation, Total. Rows include David Baker, Sean Sullivan, Steven Pellak, Mary Louisa Bohn, Christopher Lindner, and Thomas Pacheco.

(1) Represents the aggregate grant date fair value of RSUs and PSUs granted to Ms. Bohn and Messrs. Baker, Sullivan, Pacheco, Pellak and Lindner in 2023, 2022 and 2021, as applicable, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation ("ASC Topic 718"), based on the closing price of our common stock on the NYSE

Acushnet

Qualifications and Expertise table for Board of Directors. Columns list expertise areas like Financial Experience, Global Business, Senior Leadership, Strategy & Risk Management, Human Capital Management, Security / Cybersecurity, Software, Capital Markets, M&A Integration, Operational Expertise, ESG, and Demographics. Rows list individual directors.

f5

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table for 2023

Table with columns: Name and Principal Position, Year, Salary, Bonus, Stock Awards, Non-Equity Incentive Plan Compensation, All Other Compensation, Total. Rows include Brian R. Gray, Nathan W. Ring, Trevor J. Hastings, Karl A. Lieplitz, and Nancy K. Christenson.

(1) In July 2023, the MDU Resources Compensation Committee awarded Mr. Hastings a \$100,000 discretionary bonus for his work on a strategic review of MDU Construction Services Group, Inc.

(2) Amounts in this column represent the aggregate grant date fair value of the stock awards granted to our named executive officers by MDU Resources prior to the Separation, the incremental increase in fair value associated with the conversion of MDU Resources awards to Knife River restricted stock units, and the Knife River restricted stock unit awards granted after the Separation.

Table with columns: Name, Grant Date Fair Value of MDU Resources Stock Awards, Incremental Increase in Fair Value of Stock Awards at Separation. Rows include Brian R. Gray, Nathan W. Ring, Trevor J. Hastings, Karl A. Lieplitz, and Nancy K. Christenson.

Knife River Corporation Proxy Statement

Knife River

Table of Contents for Election of Directors. Includes a table with columns: Name, Age, Director Since, Industry/Experience, Diversity, Committee Assignments, Other Public Boards. Also includes diversity charts for Independence, Diversity, Age, and Tenure.

Portland General Electric

Recursion Pharmaceuticals Diversity, Equity, Inclusion and Belonging section. Includes text about DEI, gender representation charts (Executive Team, Leadership, Technical Staff, All Employees), racial/ethnic data, and functional breakdown.

Recursion Pharmaceuticals

Summary of 2023 Executive Compensation Elements. Includes a table for Short-Term and Long-Term compensation (Salary, ASP, PSUs, Stock Options, RSUs) and Executive Compensation Program Objectives.

10x Genomics

EXECUTIVE COMPENSATION section for Traeger. Includes text about the compensation program and a table with columns: Name and Principal Position, Year, Salary, Bonus, Stock Awards, Option Awards, All Other Compensation, Total.

Traeger

PROXY STATEMENT SUMMARY for Veralto. Includes charts for Director Age (Average Age 63 years), All New Directors (100% joined within the last 4 years), Gender and Racial/Ethnic Diversity (45% Female and/or racially/ethnically diverse directors), Skills and Experience, and 2023 Meeting Attendance (98% Overall attendance).

Veralto



Strategy 5

Make it memorable

PROXY STATEMENT SUMMARY

This summary highlights information discussed in more detail elsewhere in the Proxy Statement. As this is only a summary, we encourage you to read the entire Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2023 (the "Annual Report"), filed with the Securities and Exchange Commission (the "SEC") on February 25, 2024 before voting your shares.

HOW TO VOTE

By Internet
You may vote by proxy via the Internet at <https://virtuashareholdermeeting.com/ARRY2024> by following the instructions provided on the Notice of Proxy Materials or the proxy card.

By Telephone
If you live in the United States or Canada, you may vote by proxy by calling toll-free 1-800-650-6503 and by following the instructions provided on the proxy card. You must have the 16-digit control number that is on either the Notice of Proxy Materials or the proxy card when voting.

By Mail
If you received printed proxy materials, you may complete your proxy card and return it using the postage prepaid envelope you received in the Proxy Statement, or by following the instructions provided on the proxy card. Proxy cards submitted by mail must be received no later than May 21, 2024 to be voted at the Annual Meeting. Your proxy will be voted in accordance with your instructions. If you sign and return the enclosed proxy but do not specify how you want your shares voted, they will be voted as recommended by our Board of Directors and according to the discretion of the proxy holder named in the proxy card upon any other business that may properly be brought before the meeting and all adjournments and postponements thereof.

At the Virtual Meeting
The meeting will be held entirely online. To participate in the meeting, you will need the 16-digit control number included in your Notice of Proxy Materials or on the instructions that accompanied your proxy materials. The meeting website will begin promptly at 10:00 a.m. PDT. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:30 a.m. PDT, and you should allow ample time for the check-in process.

MEETING DETAILS
Date May 21, 2024
Time 10:00 a.m. PDT
Location https://virtuashareholdermeeting.com/ARRY2024
Record Date March 21, 2024

ARRY TECHNOLOGIES 1 2024 PROXY STATEMENT

Array Technologies

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

There are four ways to vote:

- By Internet** at www.proxyvote.com. 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 16, 2024.
- By telephone** until 11:59 p.m. Eastern Time on June 16, 2024, at 1-800-690-6903 (toll-free).
- By completing and mailing** your proxy card with instructions to vote, or by attending and voting at the virtual Annual Meeting by visiting www.virtuashareholdermeeting.com/ASANA2024, where you will need the 16-digit control number that appears on your Notice of Internet Availability of Proxy Materials, your proxy card or in hand when you call.
- By attending** and voting at the virtual Annual Meeting by visiting www.virtuashareholdermeeting.com/ASANA2024, where you will need the 16-digit control number that appears on your Notice of Internet Availability of Proxy Materials, your proxy card or in hand when you call.

Date
MONDAY
JUNE 17, 2024

Time
2:00 P.M.
PACIFIC TIME

Voting Recommendations From Our Board of Directors:

Proposal	Description	Recommendation	FOR
Proposal 1	The election of Matthew Cohler and Dustin Moskowitz as Class I directors.	Nominees receiving the largest number of votes	FOR
Proposal 2	The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2025.	Majority of votes present	FOR
Proposal 3	The approval, on an advisory basis, of the compensation of our named executive officers, or the Say-on-Pay vote.	Majority of votes present	FOR

2024 Proxy Statement 1 Asana

Asana

PROXY STATEMENT SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you may wish to consider prior to voting. Please review the entire Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2023 for more detailed information.

2024 Annual Meeting of Stockholders (the "Meeting")

Meeting Details

DATE
June 5, 2024

TIME
8:00 a.m. EDT

VIA WEBCAST
www.virtuashareholdermeeting.com/VTOL2024

VOTING ELIGIBILITY

Only stockholders as of the close of business on April 8, 2024 (the "Record Date") are eligible to vote at the Meeting or by proxy, and each such stockholder shall have one vote for each share of common stock held on the Record Date.

VOTING METHODS BEFORE THE MEETING

BY INTERNET Go to www.proxyvote.com for voting instructions or scan the QR code on your Important Notice Regarding the Availability of Proxy Materials or proxy card with your smartphone, then cast your vote electronically by 11:59 p.m. (Eastern Daylight Time) on June 4, 2024.

BY TELEPHONE You may call 1-800-690-6903 on a touch-tone telephone and follow the instructions provided by the recorded message to vote your shares by telephone by 11:59 p.m. (Eastern Daylight Time) on June 4, 2024.

BY MAIL You may promptly mail your completed and executed proxy card in the postage-paid envelope, which must be received by the Company on or prior to June 4, 2024.

DURING THE MEETING

VIRTUAL MEETING Go to www.virtuashareholdermeeting.com/VTOL2024 and follow the posted instructions. You will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, your proxy card or the voting instructions that accompany your proxy materials.

Business of the Meeting

Proposals	Board Vote Recommendation	See Page Number for more information
1 Election of Directors	FOR each nominee	22
2 Advisory Vote to Approve Named Executive Officer Compensation	FOR	73
3 Approval of an Amendment to the Company's 2021 Equity Incentive Plan	FOR	74
4 Ratification of the Company's Independent Auditors	FOR	82

Bristow Group Inc. 1 2024 Proxy Statement

Bristow

Proxy Statement Summary

At or before the 2024 annual meeting of shareholders, we ask that you vote on the following items:

Item	Description	Board Recommendation	Page
ITEM 1	Election of Equity directors	FOR each of four nominees	14
ITEM 2	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2024	FOR	52
ITEM 3	Advisory vote of the compensation of our named executive officers	FOR	56
ITEM 4	Election of Class B-1 directors	FOR each of the Class B-1 nominees	58
	Election of Class B-2 directors	FOR each of the Class B-2 nominees	60
	Election of Class B-3 director	FOR the one Class B-3 nominee	61

Ways to vote

Shareholders of record, also referred to as registered shareholders, which are shareholders having an account at Computershare, our transfer agent, have the following ways to cast their vote:

OVER THE INTERNET
You can vote over the Internet at www.proxyvote.com by following the instructions provided in the Notice of Internet Availability of Proxy Materials (the "Notice") or proxy card. You may vote until 10:59 p.m., Central Time, on Wednesday, May 8, 2024. You will need the 16-digit control number or the unique QR code that appears on your Notice or proxy card when you access the website.

BY MAIL
If you requested to receive printed proxy materials, you can vote by mail pursuant to instructions provided on the Notice or proxy card. Use to allow sufficient time for delivery.

BY PHONE
Registered owners of Class A and Class B shares may vote by calling 1-800-690-6903 (toll-free). You will need the 16-digit control number that appears on your Notice or proxy card for each class of shares you are voting. You may vote until 10:59 p.m., Central Time, on Wednesday, May 8, 2024.

IN PERSON - BY ATTENDING THE ANNUAL MEETING

CME Group 1 2024 PROXY STATEMENT

CME

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement.

Meeting Details

Date
March 12th, 2024

Time
11:00 A.M. EDT

Location
www.virtuashareholdermeeting.com/MMS2024

Ways to Vote

Your vote is important. Whether or not you plan to attend, we encourage you to vote promptly. There are several ways that you can cast your ballot:

- Via the Internet** Go to proxyvote.com
- In Person/Virtually** Attend the virtual Annual Meeting
- By Telephone** (+1) 800-586-1548 (toll-free) (+1) 303-562-9288 (international)
- By Mail** Sign, date, and return your proxy card in the enclosed envelope

Voting Recommendations

Proposal	Description	Board's Voting Recommendation	Page Reference
1	The election of eight Directors nominated by the Board of Directors of the Company to serve until the 2025 Annual Meeting of Shareholders.	FOR each nominee	20
2	The ratification of the appointment of Ernst & Young LLP as our independent registered accounting firm for our 2024 fiscal year.	FOR	31
3	An advisory vote to approve the compensation of the named executive officers.	FOR	76
4	A shareholder proposal regarding the commission of a third party assessment on the Company's commitment to freedom of association and collective bargaining rights.	AGAINST	79

MAXIMUS 2024 PROXY STATEMENT 1

Maximus

Proxy Statement Summary

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement before voting.

Proposals to be Voted On and Board Voting Recommendations

PROPOSAL NO. 1

Election of Directors

Our Board is currently comprised of seven members. In accordance with our Amended and Restated Certificate of Incorporation, our Board is divided into three staggered classes of directors. We are asking our stockholders to elect one Class III director for a three-year term expiring at the 2027 annual meeting of stockholders and until such director's successor is duly elected and qualified or until such director's earlier death, resignation, disqualification or removal. The table below sets forth information with respect to our one nominee standing for election. The nominee is currently serving as a director. Additional information about our director nominee and his qualifications can be found under the section titled "Proposal No. 1: Election of Directors—Nominees to Our Board of Directors."

Name	Age	Director Since
Chris Varvas	60	November 2021

Board Recommendation
"FOR ALL NOMINEES" for this proposal

PROPOSAL NO. 2

Ratification of Appointment of Independent Registered Public Accounting Firm

We are asking our stockholders to ratify the Audit and Risk Committee's appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2024. Information regarding fees paid to Ernst & Young LLP during 2023 and 2022 can be found under the section titled "Proposal No. 2: Ratification of Appointment of Independent Registered Public Accounting Firm—Independent Registered Public Accounting Firm Fees and Services."

Board Recommendation
"FOR" this proposal

2024 Proxy Statement 1

Nextdoor

Proxy Summary

This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully. As used in this Proxy Statement, unless the context otherwise indicates or requires, references to "Simpson," the "Company," "we," "us," and "our" mean Simpson Manufacturing Co., Inc. and its consolidated subsidiaries. We will first send and/or make available this Proxy Statement and the form of proxy for our 2024 Annual Meeting of Stockholders (the "Annual Meeting") to our stockholders on or about March 19, 2024.

How to Vote

- By Internet** www.proxyvote.com
- By Telephone** Toll-free 1-800-690-6903
- By Mail** Follow instructions on your proxy card

Matters to be Voted On

Item	Description	Voting Recommendation	Page Reference
1	the election of each director nominee	"FOR"	9
2	the advisory vote to approve named executive officer compensation	"FOR"	31
3	the approval of an amendment to the Company's Certificate of Incorporation to adopt provisions limiting the liability of certain officers as permitted by Delaware law.	"FOR"	58
4	the ratification of our Audit and Finance Committee's appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2024.	"FOR"	69

Performance Highlights

Year	Net Sales Growth	Operating Margins	ROIC
2021	24.1%	23.4%	24.6%
2022	34.5%	21.7%	21.1%
2023	4.6%	21.5%	17.2%

Simpson Manufacturing Co., Inc. - 2024 Proxy Statement 1

Simpson

Proxy Summary

This summary provides highlights of information contained in this proxy statement. It does not contain all of the information that you should consider before voting. We encourage you to read the entire proxy statement. For more complete information regarding the Company's 2023 performance, please read our 2023 Annual Report on Form 10-K.

Items to be Considered & Board Recommendations

Item	Votes Required for Approval	Board's Voting Recommendation	Page Reference
1	Elect directors	FOR each nominee	6
2	Ratify the appointment of Deloitte & Touche LLP as the Company's independent auditor for the year ending December 31, 2024	FOR	52
3	Advisory approval of the Company's executive compensation	FOR	53
4	Advisory vote on the frequency of the advisory vote on executive compensation	ONE YEAR	54
5	Approval of an amendment to the Company's 2020 Incentive Plan	FOR	55

Meeting Details:

Date
June 6, 2024

Time
10 a.m. ET

Place
Crane Lake Corporate Center, One Village Center Drive, Van Buren Township, Michigan

Ways to Vote:

- Visit the website listed on your proxy card; voting instruction form to vote via the Internet.
- Call the telephone number on your proxy card; voting instruction form to vote by telephone.
- Sign, date and return your proxy card to vote by mail.
- Vote in person at the annual meeting. Owners with shares held through a bank or broker may vote in person at the meeting if they have a legal proxy from the bank or broker and bring it to the meeting.

Please vote your shares promptly, as this will save the expense of additional proxy solicitation. You may submit your vote by Internet, telephone, mail or in person.

2024 Proxy Statement 1 Visteon Corporation

Visteon

Think beyond the proxy

Achieving your goals requires a holistic strategy that leverages every touchpoint. You won't persuade shareholders through your proxy alone.

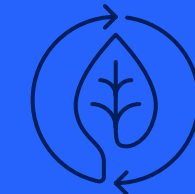
Look for ways to enhance all your communications to help shape expectations and perceptions. Consistent, year-round communication ensures that when it's time to rally support for your board and drive the vote, your audience is primed and ready.

By delivering cohesive messaging across multiple communications, you reinforce your brand and maintain a strong presence in shareholders' minds.

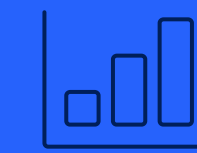
Consider the comprehensive experience:



01 Proxy statements



02 Sustainability reports



03 Annual reports



04 Investor relations websites

Here are a few examples of companies that excel in this →

2024

Proxy Statement
And Notice of Annual Meeting
Simpson Manufacturing Co., Inc.

2023

Growth by Design
Simpson Manufacturing Co., Inc.
Annual Report

2023

Corporate Social Responsibility Report
Simpson Manufacturing Co., Inc.

Everybody Matters

There is nothing more important to us than community.

Letter to Stockholders

To Our Fellow Stockholders:

Thank you for your continued investment in Simpson Manufacturing Co., Inc. ("Company", "Simpson", "we" or "us"). We cordially invite you to attend Simpson's 2024 Annual Meeting of Stockholders ("Annual Meeting"), to be held virtually, via the website at www.virtualeventsandconferencing.com/2024, at 10:00 a.m., Pacific Daylight Time, on Wednesday, May 1, 2024. Stockholders attending the virtual meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting. Further information on attending, voting, and submitting questions at the Annual Meeting are included in the accompanying Notice of Annual Meeting and Proxy Statement.

Despite a challenging combination of high housing prices, rising interest rates, and slowed housing starts compared to the prior year, our industry position and growth strategies continue to deliver above-market growth and strong profitability in 2023 and we remain committed to positioning Simpson to continue this growth over the long term. To the end, in 2023 we achieved consolidated full-year net sales of approximately \$2.2 billion, and produced strong earnings of \$8.28 per diluted share. In addition, we delivered on nearly every target we had set as part of our 2023 initiatives, strengthened our position in the markets of residential, commercial, infrastructure, industrial, and Europe with the ongoing integration of ETANCO.

Our Proxy Statement is an opportunity to reflect on the Company's performance, highlight the strengths and efforts of our Board and provide transparency into our corporate governance, sustainability and executive compensation practices. Our Board has a long-standing history of being overseen by independent directors with a diverse set of skills and experiences. We are very proud that 7 out of 8 directors will be independent and 37.5% of our directors will be female. All of the Board nominees are elected at the Annual Meeting.

The accompanying Proxy Statement further highlights key activities and accomplishments in 2023 and contains information on the matters that we are seeking your vote at the Annual Meeting. On behalf of the Board, our executive management team, and the entire Simpson organization, thank you for your continued interest and support.

Sincerely yours,

Mike Olsky
President and Chief Executive Officer

James Andrich
Independent Chair of the Board

March 19, 2024

Your vote is important.
Whether or not you plan to attend the meeting, please take a few minutes now to vote your shares.

Simpson Manufacturing Co., Inc. — 2024 Proxy Statement

Growth by Design

Simpson Strong-Tie is a company with a unique, time-tested and resilient business model. This model is grounded in our strong company values and has served us well for better than 67 years. It consists of continual product innovation, industry-leading technology, a diverse portfolio of solutions, and an unrivaled dedication to quality, service and relationship-building on behalf of our customers and communities.

The model starts with an essential passion for service, and that's the source of its integrity and strength. It has rewarded us with sustained business growth, staunch customer loyalty, and steady leadership within our industry.

Ultimately, our success depends on our people. Our business model wouldn't work without all the talented and conscientious individuals who, together, create our unique culture.

2023 Annual Report | 1

20 | Simpson Manufacturing Co., Inc. 2023 CSR Report

Overview | Social | Environment | Innovation | Governance | Appendix

Quality

Highlights

- 35 sites are ISO 9001 certified.
- Our products meet their stated specifications.
- Our products meet their defined factors-of-safety for performance. This is the bar, and it doesn't move.
- Our products are consistent in appearance, dimension, and performance; any inconsistencies in product quality are immediately researched and appropriately addressed.
- Our products are tested to recognized standards appropriate to the intended application.

We design and test our products to exacting standards. Through our manufacturing and quality processes, we deliver structural system solutions that are reliable, cost effective, and easy to install.

We institute policies and procedures for the development and manufacturing of our products and regularly review these documents to ensure appropriateness. Our quality manual, quality policy, and specific operation procedures are comprehensive documents. Work instructions, process checklists, and process maps tell the necessary teams how to implement our processes and ensure that our employees know how to perform a specific activity, such as equipment operation or product inspection.


Quality Management System

As part of our Quality Management System, we perform both external and internal audits to observe the implementation of our policies and procedures at our plants. Based on the ISO 9001 standard, the Quality Management System enables us to serve our customers through innovative problem solving and continuous improvement while ensuring that all products and services conform to specified requirements.

We measure and analyze the performance of our products, and our conclusions inform the changes we make to improve our processes. Our Quality Management System maintains the level of customer satisfaction that contributes to future business success.

At Simpson Strong-Tie, everyone is responsible for product quality and is committed to ensuring the effectiveness of the Quality Management System."





3151 Briarpark Drive
Suite 700
Houston, Texas 77042

Notice of 2024 Annual Meeting of Stockholders And Proxy Statement



2023 ANNUAL REPORT

Expanding Reach





2023 SUSTAINABILITY REPORT

PROXY STATEMENT SUMMARY

Our Director Nominees

Name	Age	Director Since	Independent	Committee Membership and Chairperson
G. Mark Mickelson	58	2020	✓	Chairman of the Board of Directors
Christopher S. Brashaw	47	2015		
Laris L. Brass	70	2020	✓	Compensation, Environmental, Social, and Governance
Wesley E. Kern	57	2020	✓	Compensation Chair
Robert J. Mason	64	2020	✓	Environmental, Social, and Governance Chair
General Maryanne Miller, Ret.	66	2021	✓	Compensation
Christopher Pacifici	56	2020	✓	Compensation, Environmental, Social, and Governance
Dafni Shah	52	2023	✓	Audit
Brian D. Troutman	66	2020	✓	Audit Chair, Environmental, Social, and Governance

Business of the Meeting

Item	Board Vote Recommendation	Site Page Number
1 Election of Directors	FOR each nominee	22
2 Advisory Vote to Approve Named Executive Officer Compensation	FOR	73
3 Approval of an Amendment to the Company's 2023 Equity Incentive Plan	FOR	74
4 Ratification of the Company's Independent Auditors	FOR	82

Global Leader

Innovative and Sustainable Vertical Flight Solutions

Percent and Number of Aircraft by Region



PRESENCE ON 6 CONTINENTS
CUSTOMERS IN 18 COUNTRIES
11 AIR OPERATOR CERTIFICATES (AOC)
AIRCRAFT TYPES: ROTARY WING, FIXED WING, UNMANNED AERIAL SYSTEMS (UAS)

INTRODUCTION RESPONSIBLE BUSINESS PRACTICES ENVIRONMENTAL PEOPLE AND COMMUNITIES APPENDIX

About Bristow

Bristow is the leading global provider of innovative and sustainable vertical flight solutions. Through our Offshore Energy Services business, Bristow provides aviation services to a broad base of offshore energy companies that charter our helicopters primarily to transport personnel to, from, and between onshore bases and offshore installations. Our Government Services business provides public SAR and other aviation services in the Dutch Caribbean region, the Falkland Islands, the Netherlands, the UK, and the U.S. Bristow also offers fixed-wing aircraft transportation and other aviation-related solutions.

Global Leader in Vertical Flight
PRESENCE ON 6 CONTINENTS
CUSTOMERS IN 18 COUNTRIES
HEADQUARTERS IN HOUSTON, TX

Operating Revenues by End Market*
\$1.3 bn

GLOBAL EMPLOYEES 3,290 TOTAL
830 PILOTS, 843 MECHANICS
PUBLICLY TRADED ON NYSE (OTEL)

AIRCRAFT TYPES: ROTARY WING, FIXED WING, UNMANNED AERIAL SYSTEMS
DIVERSE FLEET OF 220 AIRCRAFT

Our VISION is to lead the world in innovative and sustainable vertical flight solutions.

Our CORE VALUES define how we expect every Bristow employee to think, to act, and to operate. These Core Values further strengthen our reputation and push us to deliver on our promises.

Our MISSION is to make every flight personal and to ensure safe, efficient, and reliable solutions to deliver superior outcomes for all stakeholders.

Our Vision and Mission represent what we stand for and how we are known within our industry. They are supported by our Core Values.

Safety
We each own safety, every day.

Integrity
We demonstrate integrity in our actions, fostering trust in our relationships.

Passion
We have passion for our work and the impact we make on people's lives.

Teamwork
We prioritize teamwork, achieving our goals together.

Progress
We pursue progress through continuous improvement and innovation.

*Based on FY23 operating revenues by end market as of 12/31/2023.

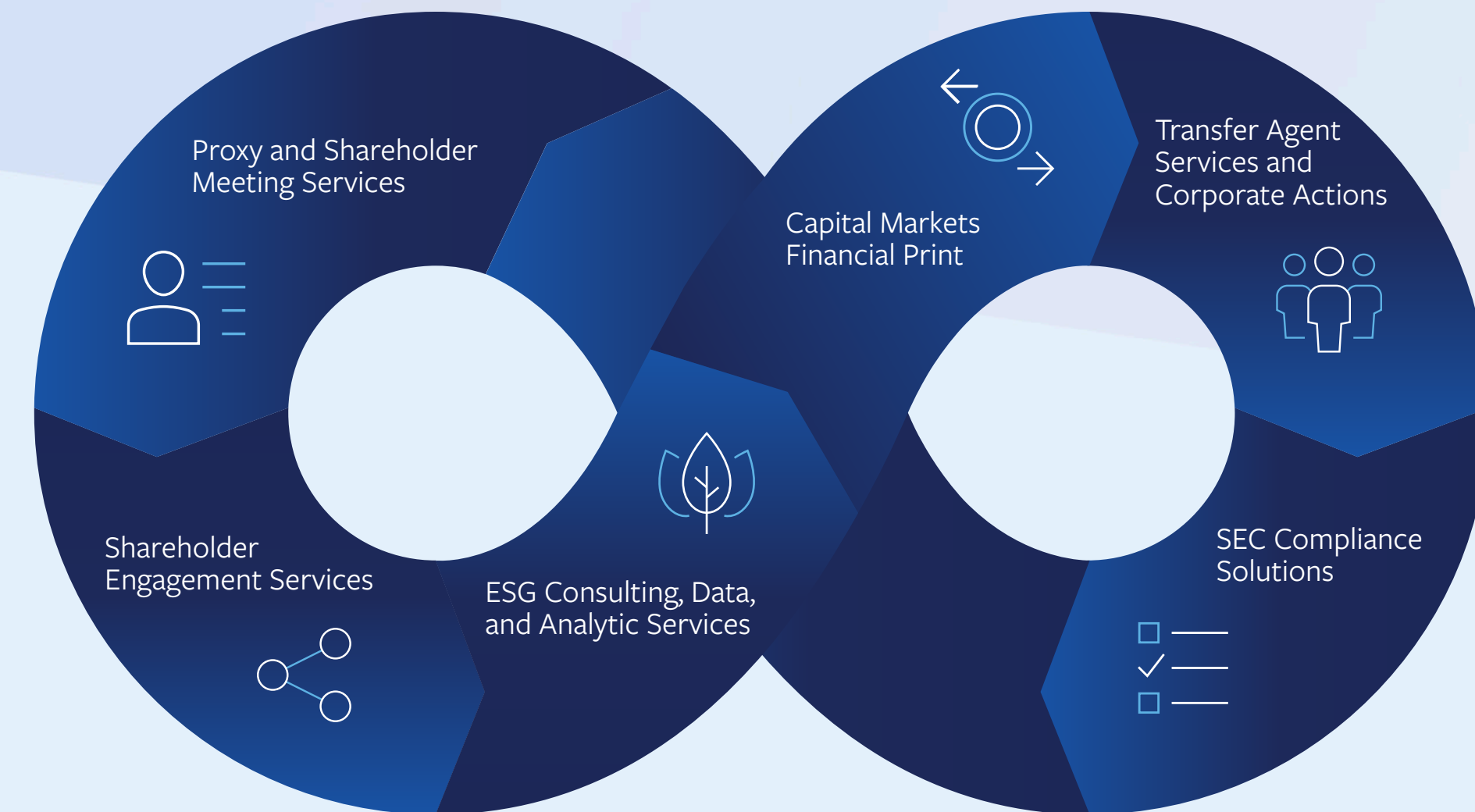


Optimize the shareholder experience — with Broadridge

Design enhances communication and engages the reader, highlighting the most important messages. To meet proxy design needs, Broadridge has partnered with FalkHarrison, a leading creative firm with a focus on corporate and investor relations communications, to improve how clients meet their proxy statement objectives. FalkHarrison provides design and

production services with the Broadridge typesetting team or within the Workiva platform. From design and fulfillment to sustainability data consulting, we'll help you transform shareholder communications into rewarding experiences that drive the outcomes you want.

Contact us to get started.



Broadridge Financial Solutions (NYSE: BR), a global Fintech leader with over \$6 billion in revenues, provides the critical infrastructure that powers investing, corporate governance, and communications to enable better financial lives. We deliver technology-driven solutions that drive business transformation for banks, broker-dealers, asset and wealth managers and public companies.

[Broadridge.com](https://broadridge.com)    

FalkHarrison, a global solutions provider of design services, is a strategic Broadridge business partner.

[FalkHarrison.com](https://falkharrison.com)    



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