

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

And with shareholder support at a five-year low,* 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.

* Sourced from Broadridge ProxyPulse™

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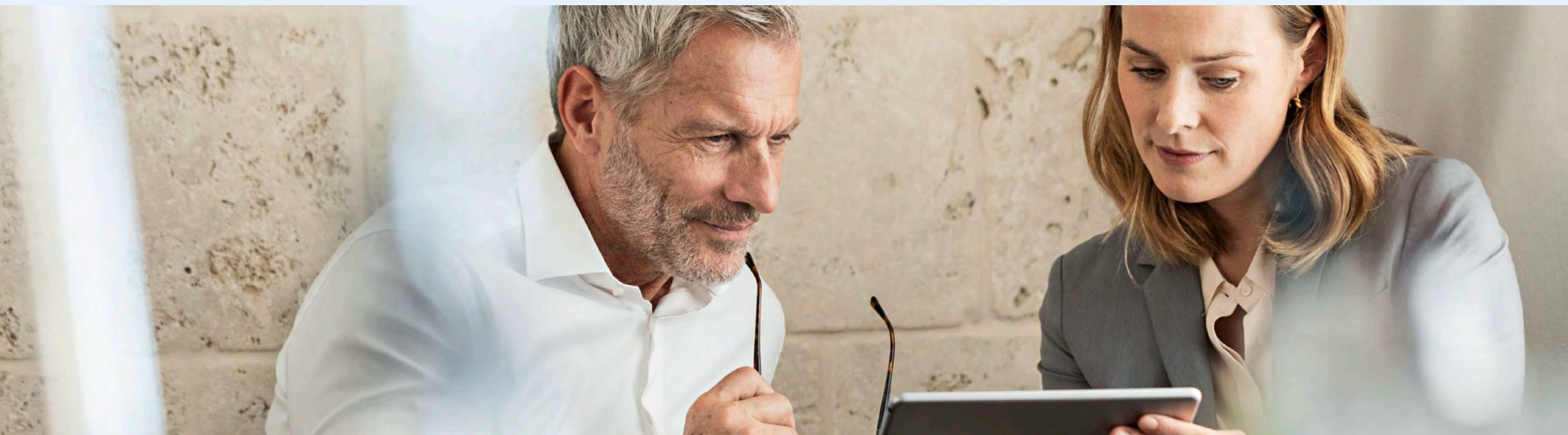
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When it comes to proxy communications, issuers face tremendous headwinds

The latest Broadridge ProxyPulse data underscores some of the challenges:

654

FAILED DIRECTORS

Six hundred and fifty four directors failed to gain majority support, the highest in five years.

131

FAILED PROPOSALS

One hundred and thirty-one proposals failed, with average support dropping to 86.3%, the lowest in five years.

24.6% ↓

AVG. SUPPORT

Despite 588 proposals, average support fell to 24.6%, down 10 points from the prior year.

25.5% ↓

AVG. SUPPORT FOR ESG PROPOSALS

Support for environmental/social proposals dropped to 25.5% and corporate political spending proposals to 27.1%, both five-year lows.

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.

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.



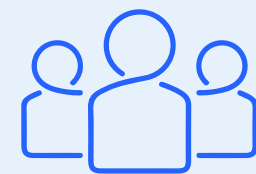
01 Summarize key points

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.



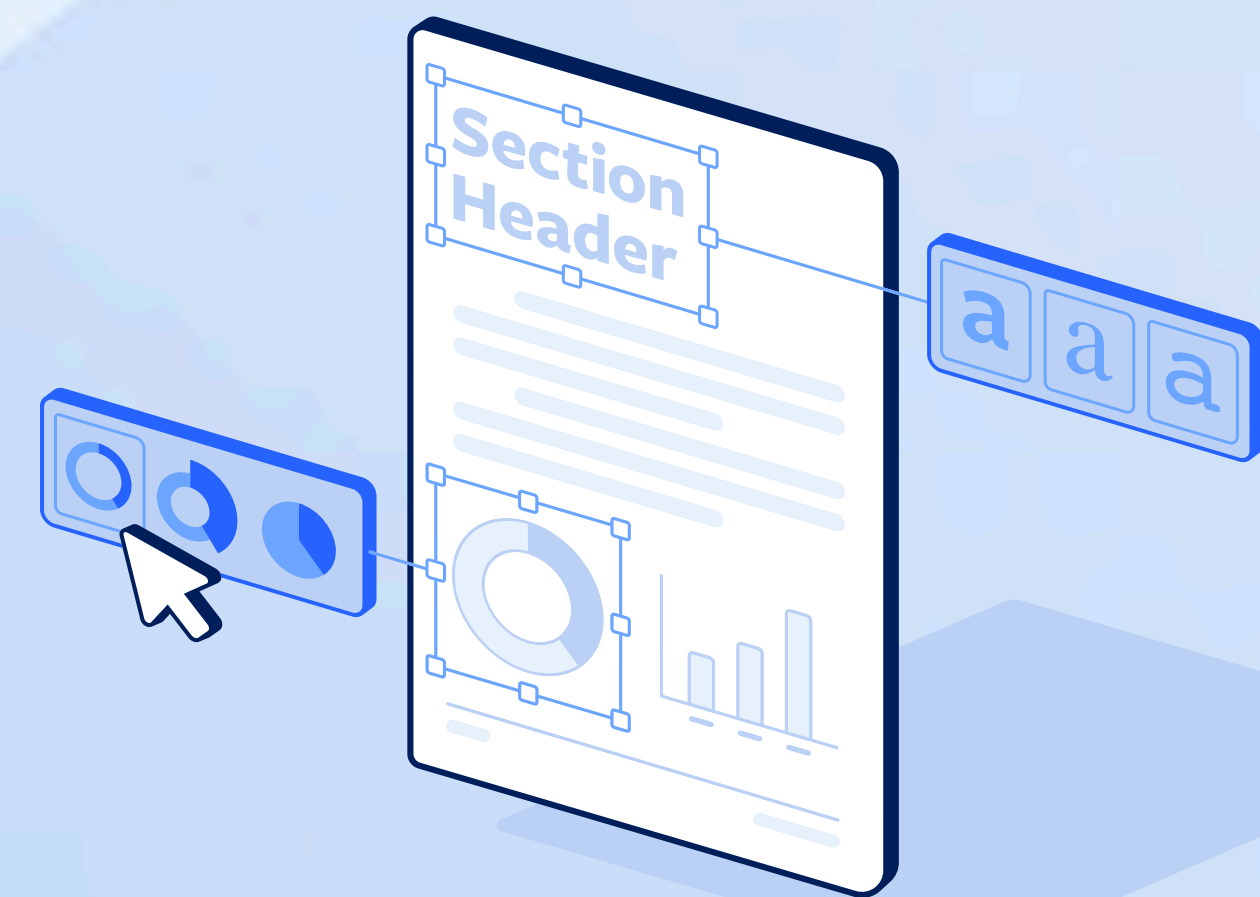
Custom proxy design:

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.

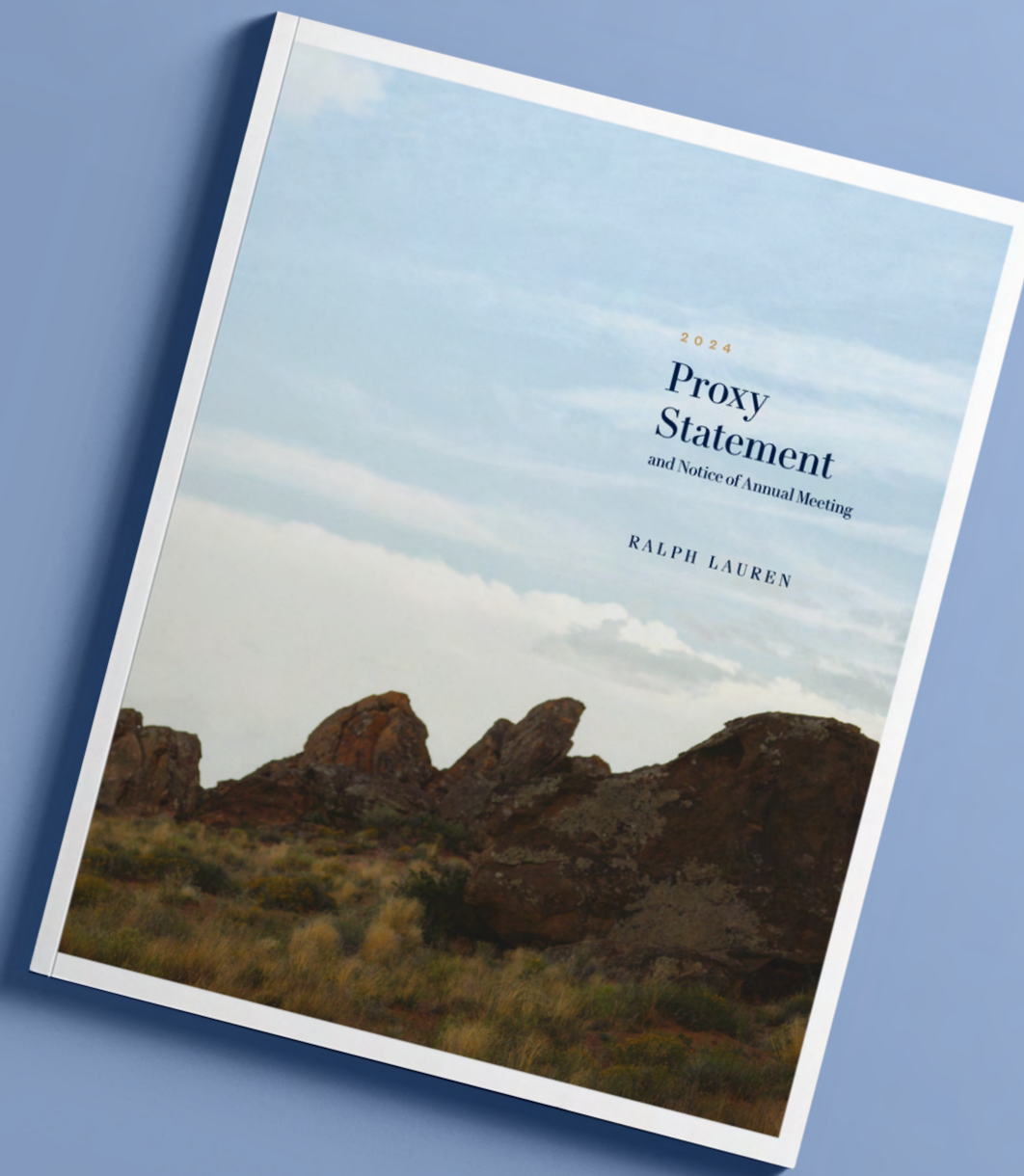
STRATEGY 1

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

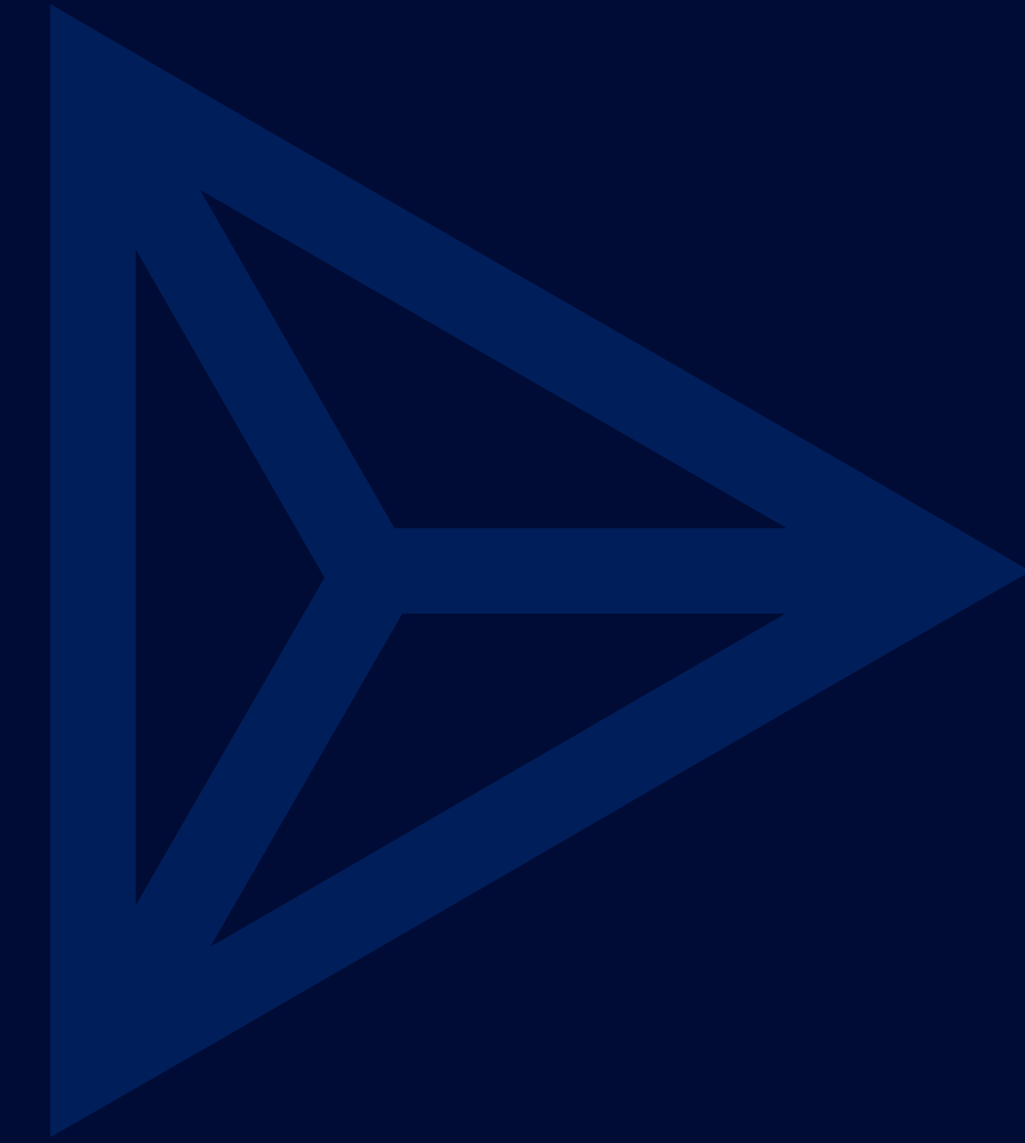
Provide ESG metrics that are material to your company. Update investors and ratings agencies on advancements made in the previous year.

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

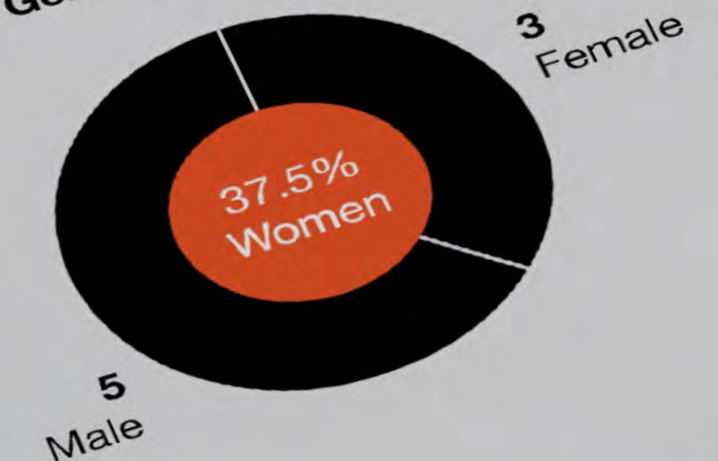
Average Tenure

7.1 Years

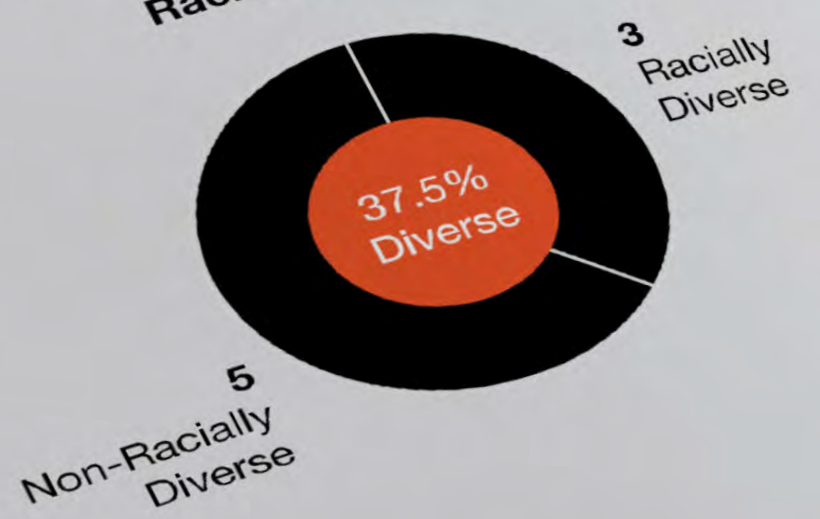
Independence

88%

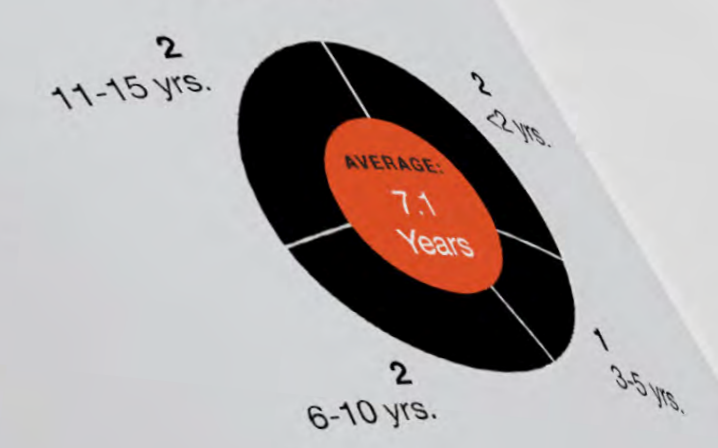
Gender Diversity



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 Changes

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 Governance

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

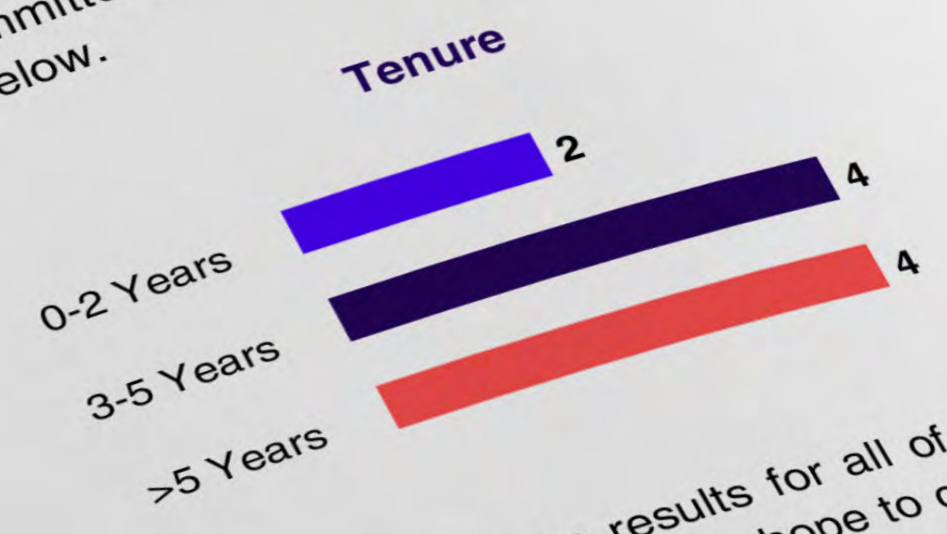


Board Expertise



DIRECTORS AND CORPORATE GOVERNANCE

During fiscal 2024, under the leadership of the Chair, Anna Marrs. Following the recommendation of the Nominations Committee, 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. The diversity matrix of our Board as shown below as of April 1, 2024.

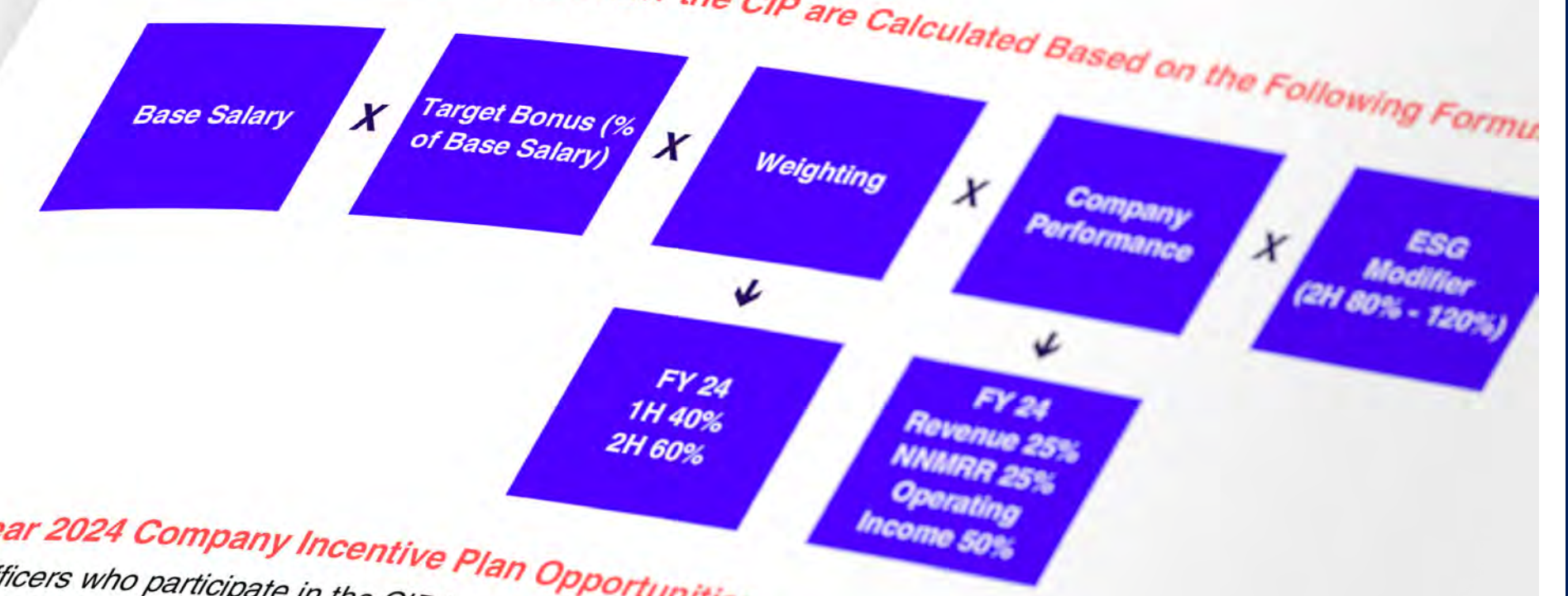
Skill/Knowledge	Count
Senior Leadership	4
Finance	4
Public Board Member	4
Tech Industry Senior Executive	4
Vertical Industry Senior Executive	4
Government or Non-profit	4
Information or Cybersecurity	4
Risk Management	4
Corporate Governance	4
Marketing	4
Product / Engineering	4
Operational	4

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 the CEO at \$1,000,000.





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 three most highly compensated executive officers who were serving as of the 2023 fiscal year. In general, non-equity incentive plan compensation aligns with the performance year to which the award is related. In general, non-equity incentive plan compensation aligns 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	620,000	112,500	1,915,200	
	2021	570,769	112,500	2,008,000	
Neil M. Abraham Executive Vice President, Chief Strategy Officer and President, Realty Income International	2023	600,000	—	2,100,000	
	2022	600,000	112,500	2,100,000	
	2021	500,000	112,500	2,100,000	
Mark E. Hagan Executive Vice President, Chief Investment Officer	2023	600,000	—	118,750	
	2022	600,000	—	118,750	
	2021	475,000	—	118,750	
Michelle Bushore Executive Vice President, General Counsel	2023	550,000	—	118,750	
	2022	550,000	—	118,750	
	2021	467,000	—	118,750	

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 interest, 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 executives' incentive compensation is subject to a clawback policy that complies with SEC and NYSE rules.
- ✓ **Double Trigger Change-in-Control Provisions** - 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.
- ✓ **Regularly Review Share Utilization** - Management and the Board regularly evaluate share utilization levels by reviewing the cost and dilutive impact of stock compensation.
- ✓ **Independent Compensation Consultant** - The Compensation Committee retains an independent compensation consultant on matters pertaining to executive and non-employee director pay and governance.

What We Don't Do

- ✗ **No employment agreements other than with the CEO** - We do not have employment agreements with our executive officers, other than the CEO.
- ✗ **No Dividends on Unearned Awards** - 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.
- ✗ **Hedging or Pledging of YETI Securities** - We prohibit employees and non-employee directors from engaging in hedging, pledging, or short sale transactions in YETI securities.
- ✗ **No Repricing of Underwater Stock Options** - Under our equity plan, we expressly prohibit repricing of stock options or exchanges of underwater stock options without stockholder approval.
- ✗ **No Excessive Perquisites** - We do not provide excessive perquisites to executive officers.
- ✗ **No Excise Tax Gross-Ups** - We do not provide excise tax gross-ups on change-in-control payments.
- ✗ **No Special Executive Retirement Programs** - 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 with the full Board Continuous evaluation of sustainability goals and strategy Regular review of performance metrics, including between annual sessions
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

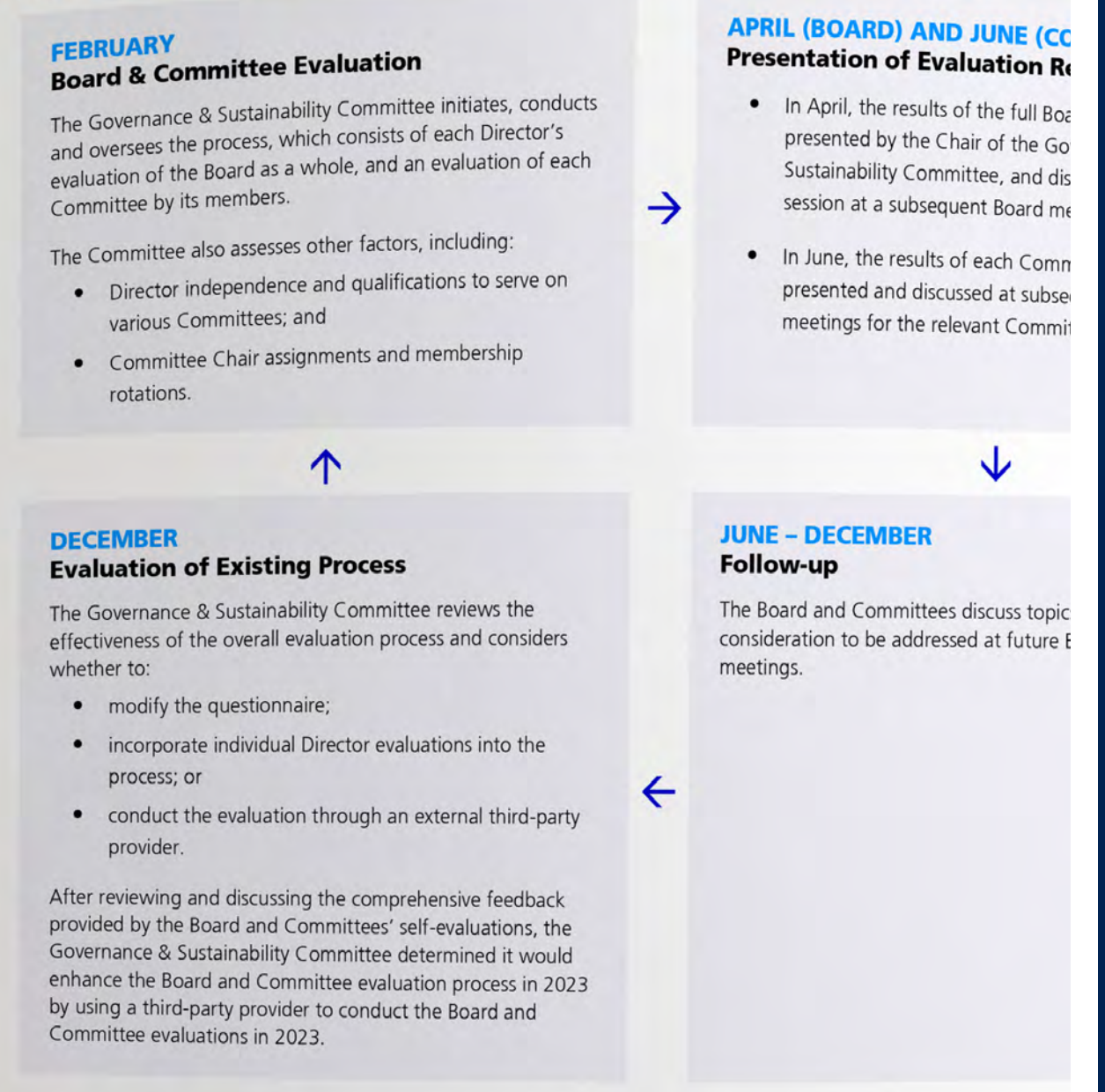
Find our Corporate Governance Guidelines and other governance documents online. The Board has adopted Corporate Governance Guidelines, which, together with our articles of incorporation, establish the governance framework for the management of the Company. Our Corporate Governance Guidelines, among other 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 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 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 ensure our commitment to high standards of corporate governance, are periodically reviewed by the Board to evaluate and evolve our corporate governance practices, policies, and procedures. In addition, we have a Code of Business Conduct and Ethics which applies to all associates and directors worldwide (including members of the Board) and incorporates our Corporate Governance Guidelines applicable to our Chief Executive Officer, our Chief Financial Officer, and other designated financial officers. Information regarding corporate governance (including a copy of our Corporate Governance Guidelines), a copy of our Board charters, and a copy of our Code of Business Conduct and Ethics, may be found on our corporate website at corporate.abercrombie.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 long-term success. We regularly review our major governance policies, practices, and processes in the context of current corporate governance trends, 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, concise, and consistent with our stockholder value. The following chart provides an overview of our corporate governance structure and practices.

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 dialogue 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 of the Company and our management Our Board is composed of accomplished professional directors with diverse 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 is posted on our corporate website, meets applicable legal requirements, and oversees corporate governance The Nominating Committee reviews the Company's director practices 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 →



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

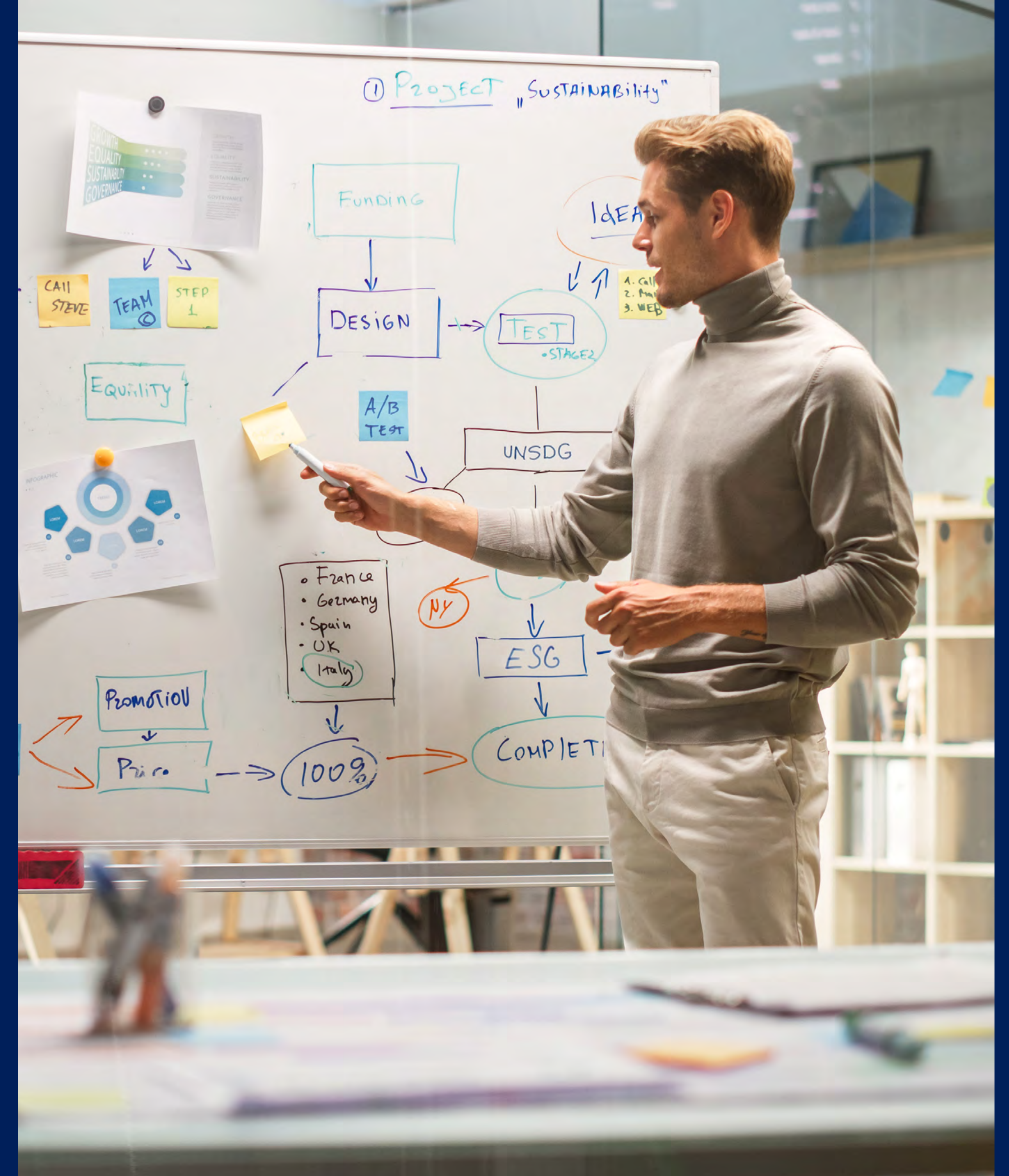


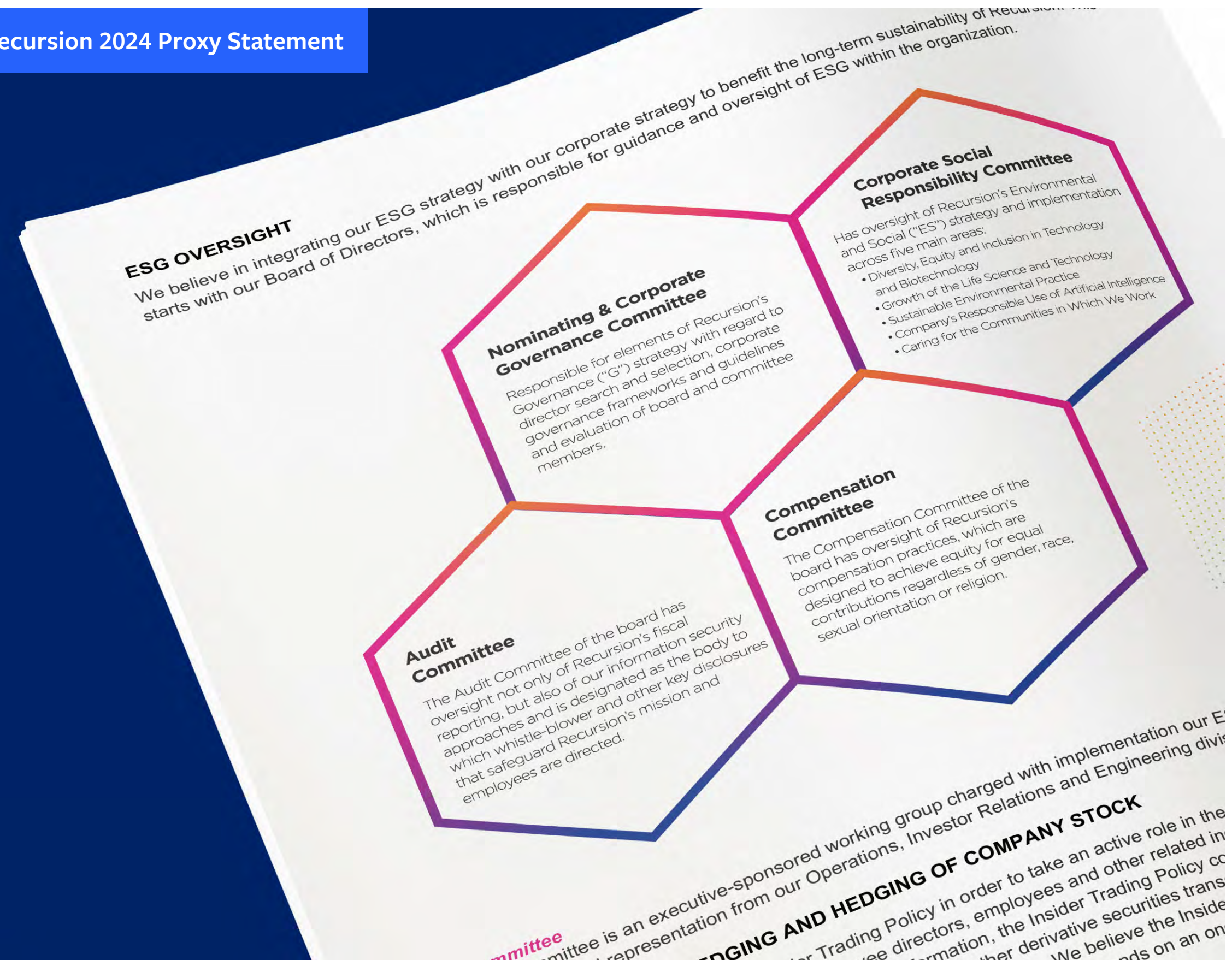
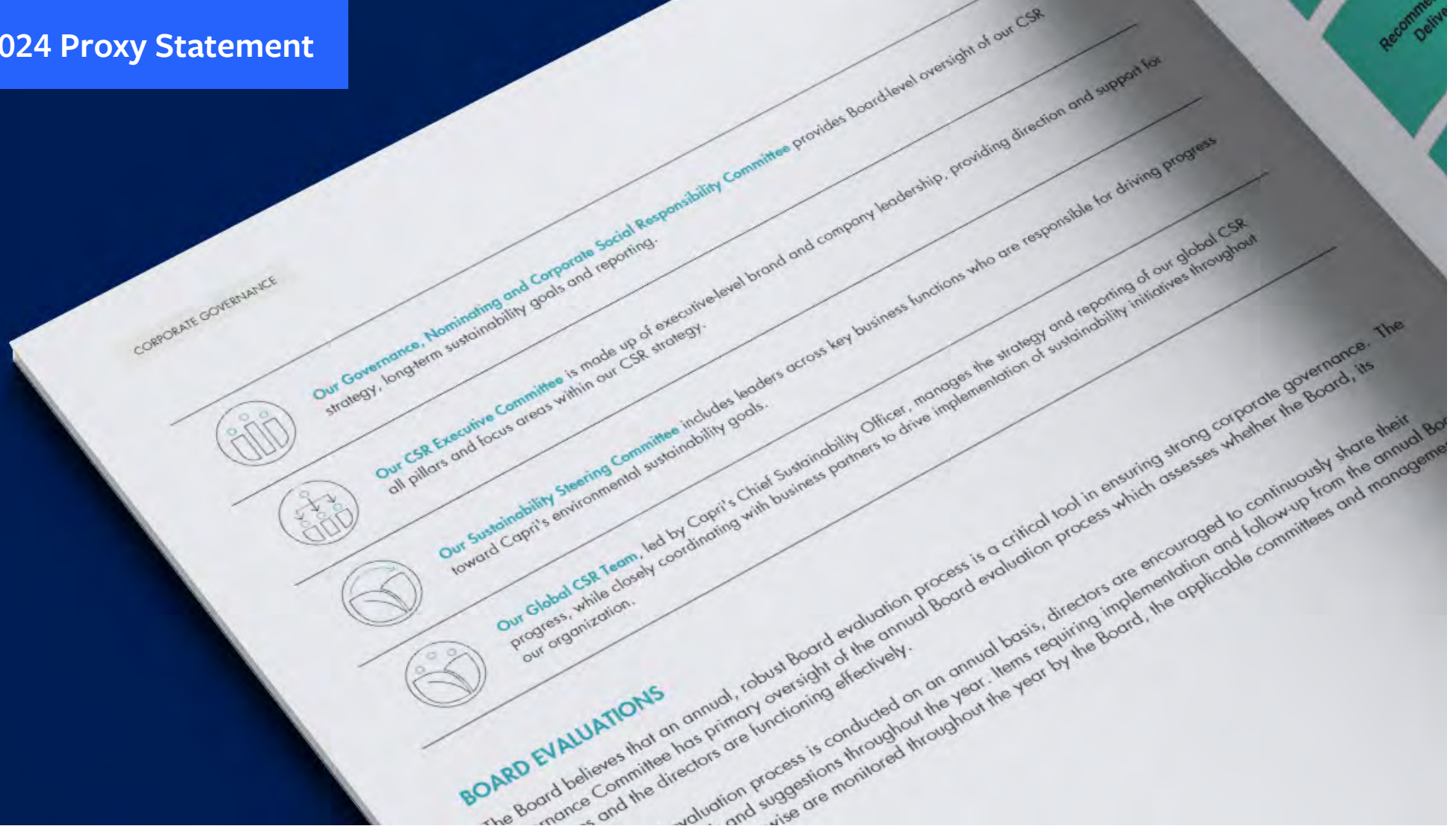
02 Benchmarking against peers



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.







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.



ESG Framework

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



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 develop and advance their careers. Our employees are one of our biggest competitive advantages, and it is our responsibility 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 many have 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.

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.





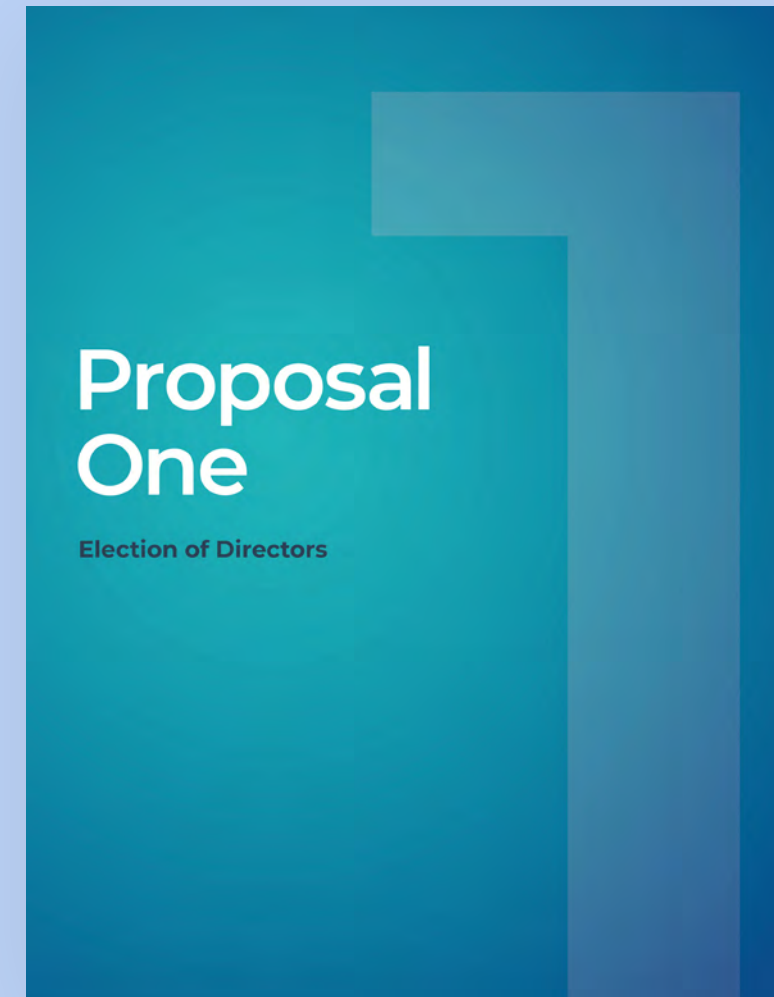
[See more samples](#) →

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Strategy 1 Showcase and reinforce your brand



Acushnet



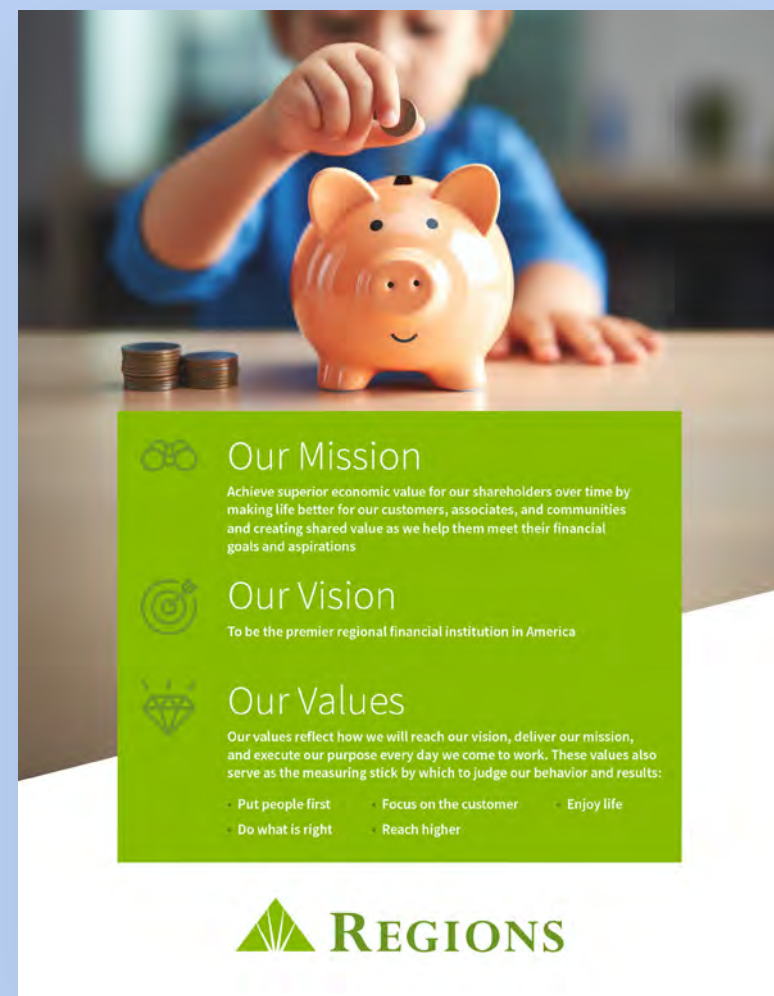
Castle Biosciences



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."

Name and Principal Position	Year	Base Salary (\$)	Bonus (\$)	Stock Awards (\$ ⁽¹⁾)	Non-Equity Incentive Plan Compensation (\$ ⁽²⁾)	All Other Compensation (\$)	Total (\$)
David Baker President and Chief Executive Officer	2023	1,085,000	—	5,000,048	1,737,259	966,037	8,828,717
	2022	1,035,000	—	4,000,052	1,167,635	—	6,202,687
	2021	1,000,000	—	3,500,068	2,100,000	1,444,372	8,044,440
Sean Sullivan ⁽³⁾ Executive Vice President, Chief Financial Officer	2023	342,692	—	5,500,089	767,678	—	6,610,459
	2022	375,000	—	1,100,046	500,078	514,634	2,389,758
	2021	515,000	—	800,060	618,000	630,883	2,533,943
Steven Poliak President - Tibes Golf Club	2023	575,000	—	1,100,046	347,519	—	2,022,565
	2022	575,000	—	1,100,046	500,078	—	2,200,124
	2021	515,000	—	800,060	618,000	—	1,933,060
Mary Louise Bohm President - Tibes Golf Club	2023	545,000	—	1,000,046	347,519	—	1,892,565
	2022	515,000	—	800,060	618,000	—	1,933,060
	2021	515,000	—	800,060	618,000	—	1,933,060
Christopher Lindner President - FoxRun	2023	545,000	—	1,000,046	347,519	—	1,892,565
	2022	515,000	—	800,060	618,000	—	1,933,060
	2021	515,000	—	800,060	618,000	—	1,933,060
Thomas Pacheco ⁽³⁾ Former Executive Vice President, Chief Financial Officer and Chief Accounting Officer	2023	316,823	—	2,130,314 ⁽⁴⁾	—	—	2,447,137
	2022	545,000	—	800,072	347,519	—	1,692,591
	2021	525,000	—	750,028	682,500	—	1,957,528

(1) Represents the aggregate grant date fair value of RSUs and PSUs granted to Ms. Bohm and Messrs. Baker, Sullivan, Pacheco, Poliak 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 on the date of grant.

Acushnet

Total number of directors: 11

Qualifications and Expertise

Qualification	Mr. Andrew W. Burtch	Elizabeth L. Bower	David L. Comber	Richard L. Cooper	David Green	John J. Hagmann	Kevin J. Klein	Francisco Lopez-Rubio	Mark M. Miller	Richard W. Munn	Stephen J. O'Connell
Financial Experience ⁽¹⁾											
Global Business											
Senior Leadership											
Strategy & Risk Management											
Human Capital Management											
Security / Cybersecurity											
Software											
Capital Markets											
M&A Integration											
Operational Expertise											
ESG											

Demographics

Gender Identity	W	W	M	M	W	M	M	M	M	M	M
Asian											
Black											
Hispanic / Latino(a)											
White											

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EXECUTIVE COMPENSATION TABLES

Summary Compensation Table for 2023

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Brian R. Gray President and Chief Executive Officer (CEO)	2023	658,334	—	2,620,279	1,644,521	—	4,923,134
	2022	359,341	—	—	332,717	—	692,058
Nathan W. Ring Vice President and Chief Financial Officer (CFO)	2023	394,408	—	661,819	624,096	—	1,680,323
	2022	302,952	—	169,102	95,127	—	567,181
Trevor J. Hastings Vice President and Chief Operating Officer (COO)	2023	466,904	100,000	768,210	752,381	58,062	2,125,567
	2022	400,000	—	405,956	36,720	—	842,676
Karl A. Lieplitz Vice President, Chief Legal Officer and Secretary (CO)	2023	470,000	—	867,663	756,879	8,525	2,103,067
	2022	440,000	—	714,491	187,110	—	1,341,601
Nancy K. Christenson Vice President of Administration	2023	326,084	—	353,418	428,167	6,280	1,114,949
	2022	280,000	—	156,301	87,920	17,630	531,851

⁽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 Kribb River restricted stock units, and the Kribb River restricted stock unit awards granted after the Separation. The grant date fair value is calculated in accordance with generally accepted accounting principles for stock-based compensation in Accounting Standards Codification Topic 718 and as described in Note 12 of our audited financial statements in our Annual Report on Form 10-K for the year ended December 31, 2023. See "Compensation Discussion and Analysis" for a description of the treatment of the outstanding MDU Resources performance shares and restricted stock units at the time of Separation. The following table separates the grant date fair value of the stock awards granted by MDU Resources during 2023 and the incremental increase in fair value attributable to the conversion of such stock awards at Separation.

Name	Grant Date Fair Value of MDU Resources Stock Awards (\$)	Incremental Increase in Fair Value of Stock Awards at Separation (\$)
Brian R. Gray	793,832	33,519
Nathan W. Ring	178,329	11,221
Trevor J. Hastings	430,195	26,867
Karl A. Lieplitz	818,417	49,245
Nancy K. Christenson	164,836	10,304

⁽³⁾ Represents Director nominees with financial literacy. The Board of Directors has determined that Mr. Klein is an "audit committee financial expert" as defined in Item 407 of Regulation S-K.

Knife River

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Item 1: Election of Directors

Name	Age	Director Since	Industry/Experience	Diversity	Committee Assignments	Other Public Boards
Dawn Farrell Independent	64	2022	Utilities/Energy	White/Woman	• Finance • Governance	1
Marie Oh Huber Independent	62	2019	Law/Technology/Customer Experience	Asian/Woman	• Compensation • Governance	0
Kathryn Jackson Independent	66	2014	Technology/Environmental	White/Woman	• Audit and Risk • Finance, Chair	2
Michael Lewis Independent	61	2021	Utilities	African American/Man	• Compensation • Finance, Chair	2
Michael Milgrom Independent	65	2019	Communications/Technology	African American/Man	• Audit and Risk • Finance	1
John O'Leary Independent	63	2024	Automotive/Clean Transportation	White/Man	• Audit and Risk • Finance	1
Patricia Salas Pineda Independent	72	2022	Automotive/Consumer Products	Latina/Woman	• Compensation, Chair • Finance	2
John Pope President and CEO	59	2018	Utilities/Finance	White/Man	• Compensation, Chair • Finance	1
James Torgerson Independent Chair	71	2021	Energy/Finance	White/Man	• Audit and Risk • Governance	0

Key to Committees: Compensation, Governance, Culture and Talent Committee, Governance Nominating, Governance and Sustainability Committee

INDEPENDENCE: 83% Independent
DIVERSITY: 78% Diverse
AGE: 64 Years Average
TENURE: 4.1 Years Average

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Portland General Electric

DIVERSITY, EQUITY, INCLUSION AND BELONGING

At Recursion, we believe in the moral and business case for diversity. The research-based evidence is unequivocal that diverse perspectives support better complex decision-making, foster greater innovation and yield greater company success.

As a Utah-based company we aspire to be a diversity, equity, inclusion and belonging (DEIB) role model and leader locally and beyond. Given the historic biases broadly seen in healthcare overall, we deeply believe it is a critical lever to deliver on our mission and serve humanity. It is also important to us to build bridges in a country that is increasingly divided. We have a framework to guide us to take caring, inclusive stands—when needed—that are aligned with our business, values and corporate social responsibility focus areas. We have no tolerance for hate.

We intentionally work to build an inclusive and equitable culture to unlock the power of our diversity. In 2023, we were proud to be honored and awarded by Equality Utah as a Business Equality Leader which demonstrates our commitment to DEIB for a second year running. We held an action-oriented training workshop that was made available to the entire organization where we focused on LGBTQIA+ allyship and ways to use inclusive language.

GENDER REPRESENTATION⁽¹⁾

Group	Executive Team	Leadership	Technical Staff	All Employees
Female	33%	67%	25%	75%
Male	67%	33%	75%	25%

RACIAL/ETHNIC DATA⁽²⁾

Group	Percentage
White	44%
Black or African American	2%
Hispanic or Latinx	3%
Asian	2%
Native Hawaiian or Other Pacific Islander	0%
Two or more races	4%
Unreported	45%

FUNCTIONAL BREAKDOWN⁽³⁾

Group	Percentage
Life Sciences - Biology, chemistry, development, etc.	50%
Technology - data systems, software engineering, automation, etc.	30%
Strategic Operations	20%

⁽¹⁾ Percentages may not add up to 100% given employees who choose to not disclose their gender identity are excluded. Employee data as of December 31, 2023. Recursion team data as of 04/11/2024.
⁽²⁾ All data collected voluntarily.
⁽³⁾ All data collected voluntarily.

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Recursion Pharmaceuticals

Summary of 2023 Executive Compensation Elements

Element	Short-Term		Long-Term	
	Salary	ASP	PSUs	Stock Options
Performance Metrics	Revenue	Stock Price	Hurdles	

(1) Annual Incentive Plan (AIP) awards are determined after the performance period.
(2) PSUs are earned based on achievement of stock price hurdles within a five year period.

Executive Compensation Program Objectives

Performance: We are committed to a pay for performance culture. We rely on incentives in the form of cash bonuses and equity compensation which are both designed to align the interests of our executive officers more closely with those of our stockholders, and to motivate such executive officers to increase stockholder value by improving corporate performance. In addition, individual performance is taken into account when making any changes to compensation.

Competitiveness: We compete in a highly competitive sector and must deliver competitive base salaries, cash incentives and equity compensation in addition to benefits to attract, motivate and retain world-class talent. Annual total target compensation (consisting of annual base salary, annual target bonus and annual equity award) is intended to be consistent with competitive opportunities available to the exceptional people we seek to attract and retain.

Fairness: Our programs are designed to be equitable across similarly situated employees, encouraging employee motivation and enabling cross functional collaboration globally to deliver on our goals and mission.

SEN GENOMICS INC. 40 2024 PROXY STATEMENT

10x Genomics

EXECUTIVE COMPENSATION

This section discusses the material components of the executive compensation program for our executive officers who are named in the "Summary Compensation Table" below. In 2023, our "named executive officers" and their positions were as follows:

- Jeremy Andrus, Chief Executive Officer;
- Dominic Block, Chief Financial Officer; and
- Jim Hardy, President of Apption Labs Limited (d/b/a MEATER) and former Chief Operating Officer.

SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation of our named executive officers for 2021, 2022, and 2023.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$ ⁽¹⁾)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Jeremy Andrus Chief Executive Officer	2023	—	—	2,282,247	—	13,000 ⁽²⁾	2,275,447
	2022	—	—	—	—	12,200	12,200
	2021	461,538	—	116,505,684	21,487,039	19,162	138,473,423
Dominic Block Chief Financial Officer	2023	450,000	—	1,318,131	—	14,400 ⁽²⁾	1,782,531
	2022	450,000	—	970,200	—	13,400	1,433,600
	2021	419,231	750,000	8,255,067	2,164,621	15,777	11,604,696
Jim Hardy President of Apption Labs Limited (d/b/a MEATER) and former Chief Operating Officer	2023	424,219	—	1,182,596	—	25,667 ⁽³⁾	1,632,482
	2022	425,000	—	1,297,800	—	12,280	1,735,080
	2021	328,096	—	5,487,598	216,016	13,123	6,044,833

⁽¹⁾ With respect to 2023, (i) the amount shown for Mr. Andrus reflects the incremental fair value associated with the conversion of 2,007,702 of Mr. Andrus's restricted stock units to restricted stock units and (ii) the amount shown for Mr. Hardy reflects the incremental fair value associated with the conversion of 1,182,596 of Mr. Hardy's restricted stock units to restricted stock units. For more information regarding the treatment of the outstanding restricted stock units at the time of Separation, see Note 19 to the financial statements for the fiscal year ended December 31, 2023. For more information regarding the treatment of the outstanding restricted stock units at the time of Separation, see Note 19 to the financial statements for the fiscal year ended December 31, 2022. For more information regarding the treatment of the outstanding restricted stock units at the time of Separation, see Note 19 to the financial statements for the fiscal year ended December 31, 2021.

⁽²⁾ In connection with our IPO in August 2021, Mr. Andrus agreed to accept a base salary of \$0 per year until the end of December 31, 2025 in a change in control of our Company. For more information regarding the change to Mr. Andrus's base salary, see "Executive Compensation Arrangements-Andrew S. Lerner" below.

⁽³⁾ Amount includes matching contributions under our 401(k) plan.

⁽⁴⁾ Amount includes matching contributions under our 401(k) plan (\$1,200) and cell phone reimbursements (\$1,200).

⁽⁵⁾ Effective June 3, 2023, Mr. Hardy was removed from his position as our Chief Operating Officer and was appointed as the President of Apption Labs Limited (d/b/a MEATER).

⁽⁶⁾ Amount includes matching contributions under our 401(k) plan (\$8,154), a relocation allowance (\$12,000), reimbursements for relocation expenses (\$5,413) and cell phone reimbursements (\$1,100). For more information regarding Mr. Hardy's relocation allowance and relocation expense reimbursements, see "Executive Compensation Arrangements-Jim Hardy Limited Agreement" below.

TRAEGER, INC. 38 2024 Proxy Statement

Traeger

PROXY STATEMENT SUMMARY

Director Diversity

DIRECTOR AGE: Average Age 63 years

ALL NEW DIRECTORS: 100% of directors joined within the last 4 years

GENDER AND RACIAL/ETHNIC DIVERSITY: 45% Female and/or racially/ethnically diverse directors

Skills and Experience

Category	Count
Global/International	10
Product Innovation	5
Accounting	5
Water Quality (Segment)	5
Digital	2
Finance	6
Sustainability	5
Corporate Strategy, Capital Allocation, M&A	11
Branding/Marketing	4
Product Quality & Innovation (Segment)	5
Public Company CEO and/or President	5
Government or Regulatory	3

2023 Meeting Attendance

98% Overall attendance at Board and Committee Meetings

80% 11 Directors attended at least 80% of Board and Committee Meetings (and 10 Directors attended 100%)

2 There were 2 Board Meetings in 2023

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Veralto

Strategy 3

Emphasize your accountability to shareholders

Directors and Corporate Governance

Board Role in Risk Oversight

Full Board
Our Board has an active role in overseeing the management of our risks. Our Board is responsible for general oversight of risk and regular review of information regarding our risks, including financial, strategic, operational, legal and regulatory, information technology, cybersecurity and reputational risks. Our Board comes to these responsibilities directly and through its committees, which are responsible for evaluating certain risks and overseeing the management of such risks, as defined by their charters.

Audit Committee
Our Audit Committee is responsible for overseeing the management of risks relating to accounting matters and financial reporting, including the Company's system of internal controls, any allegations of fraud, and the independence of the Company's independent auditor.

Compensation Committee
Our Compensation Committee is responsible for overseeing the management of risks relating to our executive compensation policies and arrangements, including whether our compensation policies and programs have the potential to encourage excessive risk taking.

Nominating and Corporate Governance Committee
Our Nominating and Corporate Governance Committee is responsible for overseeing the management of risks related to corporate governance matters, including the adoption of appropriate and governance policies and codes and Board independence.

Risk and Compliance Oversight Committee
Our Risk and Compliance Oversight Committee is responsible for overseeing the Company's (i) framework for complying with applicable laws, rules and regulations, and (ii) Enterprise Risk Management Program (the "ERM Program"), which includes policies and procedures established by management and designed to identify, assess, categorize and manage key current and emerging risks facing the Company.

The Board and its committees work closely with and regularly receive reports from management to understand and oversee the management of existing and emerging risks. In addition, our directors have unrestricted access to Company personnel and documents, and may seek any information they require from employees, officers, or external parties. They also have discretion to engage and obtain advice, reports or opinions from legal counsel and other advisors to carry out their responsibilities. We have a Chief Compliance Officer that reports to our Chief Legal Officer, and both individuals routinely provide reports to the Board and its committees. The Chairperson of our Board is an independent director and independent directors serve as the chairpersons of all Board committees. Our Board and committee chairpersons are ultimately responsible for setting agendas and determining the topics discussed and presented on all Board and committee meetings, including risk topics. Our Board believes its leadership structure is consistent with and supports the administration of its risk oversight function.

The Board and its committees routinely consider the Company's risk environment. The ERM Program is reviewed periodically by management and any material changes to the ERM Program are reported to the Risk and Compliance Oversight Committee. In addition, each committee annually reviews the adequacy of its respective charter in light of, among other things, the current risk environment.

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AppFolio

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STOCKHOLDER ENGAGEMENT

We believe engaging with our stockholders on an ongoing basis is essential to understanding what is important to our investors and ensuring best practices are maintained across our business. In addition to maintaining active communication with stockholders throughout the year, we engage with stockholder governance teams annually in anticipation of each annual meeting of our stockholders.

Outreach and Engagement

- In connection with the 2023 Annual Meeting of Stockholders, we reached out to stockholders collectively representing approximately 69% of our shares outstanding and engaged with stockholders collectively representing approximately 60% of our shares outstanding. We continued outreach efforts in connection with the Annual Meeting.
- Our Board of Directors' Independent Chairman participates in stockholder engagement process, providing stockholders direct access to our Board of Directors.
- Discussion covers various topics, including environmental, social and governance considerations, executive compensation, Board refreshment, composition and structure of our Board, and company culture.

Evaluate and Respond

- We provide the Board of Directors and its committees, as applicable, periodic updates of outreach activities.
- We consider input provided by our stockholders to current and proposed governance practices and public disclosures.
- The Nominating/Corporate Governance Committee oversees the Company's ESG initiatives and strategies.
- We continue to enhance our ESG initiatives and disclosures, including issuing our annual Sustainability Report.
- Refresh and monitor the composition of the Board to achieve optimal Board structure and composition.

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Realty Income

Corporate Governance and the Board of Directors

Shareholder Engagement and Responsiveness to 2023 Say on Pay Vote

During 2023, Mr. Smith and Mr. Millegre, along with members of management, continued their strong level of governance engagement with shareholders, as illustrated below. Our shareholder outreach discussions focused on corporate governance, corporate citizenship and executive compensation, in addition to financial performance and strategic initiatives. These discussions also covered questions related to our CEO leadership transition.

March – May

- Conducted spring shareholder outreach in advance of our 2023 annual general meeting.
- Contacted shareholders representing approximately 66% of our outstanding shares and met with shareholders representing approximately 27% of our outstanding shares.
- Discussed proposals in the proxy statement, along with compensation, governance and sustainability matters.

June – Aug.

- Considered spring shareholder feedback as part of our review of potential changes to compensation, governance and citizenship programs and enhanced disclosures.

Sept. – Nov.

- Conducted fall shareholder outreach.
- Contacted shareholders representing 67% of our outstanding shares and held meetings with shareholders representing approximately 21% of our outstanding shares.
- Solicited feedback on topics including our 2023 Say on Pay voting results, the 2023 leadership transition and governance, compensation and sustainability matters.

Dec. – Feb.

- Considered fall shareholder feedback as part of the review of compensation, governance and citizenship programs, enhanced disclosures and implemented changes to compensation programs.

Feedback from the shareholder meetings on executive compensation was positive overall and provided the Company with an opportunity to engage with shareholders that voted against our 2023 Say on Pay vote.

As our 2023 Say on Pay vote received support from 78% of the votes cast, our Board remains committed to understanding shareholder sentiment. In response, and with the support of our Board, we prioritized our discussion of executive compensation matters in our fall 2023 shareholder outreach meetings with shareholders to understand the concerns that drove their decisions. Through these discussions, we learned that shareholders are broadly supportive of our executive compensation program and believe our program has strong pay versus performance alignment.

We believe a significant factor impacting our Say on Pay result was the compensation paid to our outgoing Chief Executive Officer, Albert Bertinich. We heard our shareholders' feedback loud and clear, and as described below, Mr. Tuzo's employment agreement is aligned with current market practices and substantially reduces the total severance payable upon the Company's termination of the agreement.

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Axis Capital

Corporate Governance

The following chart describes our typical year-round corporate governance shareholder engagement cycle:

Year-Round Engagement

Late Fall/Winter

- The Corporate Governance, Investor Relations, and Total Rewards groups review the shareholder engagement plan, implementing shareholder feedback and process enhancements.
- We file our proxy statement, Annual Report on Form 20-K, and CEO's Letter with the SEC, and make them available within our proxy materials.
- We hold our annual meeting of shareholders.

Late Summer/Fall

- We send engagement requests to institutional shareholders.
- The Corporate Governance, Investor Relations, and Total Rewards groups meet with responding shareholders to discuss viewpoints, priorities, and perspectives.
- Resulting shareholder feedback is discussed with senior management and the NCG Committee.

Summer

- The Board reviews the Company's corporate governance documents to ensure they reflect best practices, support the Company's strategy, and maximize long-term shareholder value.
- We publish our ESG-focused Shared Value Report.

Ongoing Engagement

- We engage with shareholders throughout the year at various events and conferences.
- Directors are available to engage with corporate governance representatives of our institutional shareholders throughout the year, as appropriate.

Board Leadership Structure

Governance and independent Board oversight play critical roles at Regions. The Board assumes an active role in providing oversight of, and guidance to, our executive management team and in maintaining a strong system of checks and balances. As part of this, the Board is responsible for determining the proper Board leadership structure to ensure independent and effective Company oversight.

Based on the requirements of the NYSE listing standards, our Corporate Governance Principles, corporate governance trends and expectations, and an assessment of current needs, the Board believes that an appropriate leadership structure includes a substantial majority of independent Directors with diverse characteristics, backgrounds, and experiences; extremely capable and independent standing committee Chairs; and strong independent leadership provided by either an independent Chair or a lead independent Director.

We have not adopted a policy mandating the separation of the Chair and CEO positions. Rather, the Board believes that its leadership structure should be flexible to accommodate different approaches based on its evaluation of the best interests of Regions and its stakeholders at any given time. Further, the Board believes its approach to risk oversight, as more fully discussed in the Risk Management Oversight section, ensures that the Board is able to effectively perform its risk oversight responsibilities under various leadership structures. The Board carefully considers its leadership structure and composition each year in consultation with the NCG Committee as part of its ongoing succession planning process.

As disclosed in this Proxy Statement, our Independent Chair of the Board, Mr. Charles McCrary, has reached the mandatory retirement age and will retire from the Board as of the 2024 Annual Meeting. Thus, the Board was given the opportunity over the past year to closely consider the future leadership of the Board. One critical aspect of the Board's leadership structure analysis is determining how best to honor the Board's

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Regions Bank

Corporate Governance and the Board of Directors

Stockholder Engagement

The company has an active stockholder outreach program. We believe in providing transparent and timely information to our investors and understand the need to align our priorities with our key stakeholders. We engage directly or indirectly with our stockholders, including large institutional stockholders. Management regularly attends and presents at investor and financial conferences and holds one-on-one meetings with investors. During 2023, the company participated in virtual and in-person meetings, conference calls, and exchanged written correspondence with numerous stockholders and investment firms, including focused outreach to our top 30 investors. Our active stockholder engagement program includes:

ENGAGEMENT	COMMUNICATION	FEEDBACK
<ul style="list-style-type: none"> Executive Management, Investor Relations, Senior Leadership and Board Members engage on a regular basis with Institutional Investors, Sell-Side Analysts, Retail Stockholders, Holder of Bonds and Rating Agencies firms to solicit feedback on a variety of corporate governance matters. Our engagement efforts include: <ul style="list-style-type: none"> One-on-One and Group Meetings Quarterly Earnings Conference Call Written and Electronic Communications Company-Wide Events and Presentations Webcasts with Stockholders and Analysts Industry and Sell-Side Presentations and Conferences 	<ul style="list-style-type: none"> We routinely interact and communicate with stockholders through a number of forums, including: <ul style="list-style-type: none"> Kelle River Website at investor.kriver.com Sustainability Report Quarterly Earnings Webcasts Public Events and Presentations Annual Proxy Statement SEC Filings Annual Report Disclosures to Various Ratings Agencies Annual Stockholder Meeting and Proxy Release 	<ul style="list-style-type: none"> We share stockholder feedback, trends and developments about corporate governance matters with our board as we seek to enhance our governance and sustainability practices and improve our disclosures. Some of the key topics of corporate governance include: <ul style="list-style-type: none"> Completed spin-off from MDU Resources Stand alone company strategy ESG Strategy Capital Allocation Growth Strategy State and Federal Project Funding Competitive Dynamics Sustainability Board Composition Executive Compensation

OUTCOMES OF STOCKHOLDER ENGAGEMENT

- Expanded disclosure of financial metrics for our business to help stockholders understand key business drivers
- 2024 executive compensation tied to executing the company's ESG strategy
- Updated reporting segments to increase transparency into operations and business performance
- Stockholder feedback regularly shared with our board of directors
- Published first stand alone Sustainability Report including the company's Scope 1 and Scope 2 emissions for 2022 and 2023

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Knife River

Proxy Statement Summary

Stockholder Engagement

Our relationships with our stockholders are an important component of our success, and we highly value the insights and perspectives that our stockholders offer. We maintain a robust practice and regular cadence of Board and executive leadership team engagement with our stockholders by listening proactively, considering each of their opinions and working collaboratively to understand different points of view. We are committed to delivering long-term stockholder value, clearly communicating our financial goals, and holding our management team accountable for Company results.

During 2023, the Company engaged with prospective and current stockholders representing approximately 88% of our common stock outstanding through email, virtual and in-person communications on key topics including the following:

- Our financial performance and path to delivering stockholder value;
- Our governance practices and an overview of the Board of Directors composition and committees;
- Our approach to ESG and our 2030 ESG goals; and
- Our executive compensation philosophy and proposed 2024 design in response to the 2023 Say on Pay vote.

Below is an overview of the Company's 2023 approach to stockholder engagement:

- OUTREACH**
STOCKHOLDER MEETINGS
Our Investor Relations team, executive management, and the Board maintain consistent engagement with stockholders year-round through company-hosted events, annual communications to stockholders, annual stockholder meetings, industry presentations and conferences, and more. Formal engagement generally occurs in the Spring and the Fall.
- LISTEN**
THROUGH OUR CONVERSATIONS, we gain an understanding of what matters to our stockholders and proactively provide key updates to our stockholders. Our teams regularly keep investors engaged, our Investor Relations team, and the Board up-to-date on the priorities and concerns of our stockholders.
- PLAN**
COMPARISON DELIBERATION
In addition to the recurring outreach, the Company held an Investor Day in June 2023 that provided detailed insights on our strategy for growth and future vision including our approach for achieving each of the four Strategic Growth plans described in the Executive Overview section of the below Compensation, Discussion & Analysis.
- RESPOND**
RESPONSE/COMPANION ACTION
We execute on our plans to respond. Our Investor Relations team, management and the Board have engaged in stockholder meetings to continue the conversation.

In 2023, we solicited stockholder feedback, along with other stakeholder input, about our compensation program. This feedback helps the Committee plan for executive compensation and performance changes. We evaluate how to address concerns and discuss potential new policies or strategies with the broader knowledge of the Company's short and long term business goals and practices.

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TreeHouse

CORPORATE GOVERNANCE

SHAREHOLDER ENGAGEMENT

The company has an active stockholder outreach program. We believe in providing transparent and timely information to our investors and understand the need to align our priorities with our key stakeholders. We engage directly or indirectly with our stockholders, including large institutional stockholders. Management regularly attends and presents at investor and financial conferences and holds one-on-one meetings with investors. During 2023, we met with over 30 investment firms and engaged with stockholders representing over 57% of our outstanding common shares. As part of our investor outreach, we also proactively invited shareholders representing over 50% of outstanding common shares to discuss ESG matters.

Our Investor Relations program also includes:

- Participation at investor conferences
- 1:1 and group meetings and tours hosted at our facilities
- An accessible, "open door" HQ program throughout the year
- Neutral roadshows
- Travelogue tours

In 2023, we engaged with shareholders representing over 57% of LECO's outstanding shares.

We seek constructive discussions with shareholders and maintain an active investor relations program to nurture long-term relationships with the investment community. During 2023, we met with over 30 investment firms and engaged with stockholders representing over 57% of our outstanding common shares. As part of our investor outreach, we also proactively invited shareholders representing over 50% of outstanding common shares to discuss ESG matters.

Our Investor Relations program also includes:

- Participation at investor conferences
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- An accessible, "open door" HQ program throughout the year
- Neutral roadshows
- Travelogue tours

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Strategy 4

Tell your sustainability story

Directors and Corporate Governance

In recommending director nominees, our Nominating and Corporate Governance Committee also actively considers individual characteristics, including, but not limited to, diversity of professional experience, race, ethnicity, gender identity, age, cultural background, LGBT+ identity, and personal background. However, we have not adopted a formal policy regarding the consideration of specific individual characteristics, and instead prefer to rely on the judgment of our highly-qualified committee in recommending candidates with a diverse and appropriate mix of experiences, skills and expertise.

Environmental, Social, and Governance at AppFolio

Environmental Commitment. We strive to create environmentally sustainable workplaces, starting with sustainable construction, design and landscaping. We maintain sustainability requirements that all contractors who work at or around our buildings are required to follow. Examples of these requirements include recycling of or eliminating of removal materials, whenever possible, requirements for energy efficient HVAC units, low power LED lighting and fixtures, and native drought resistant landscaping.

Diversity, Equity and Inclusion. We believe diversity is a driver of innovation and collective growth. Our commitment starts at the leadership level and cascades by our talented employees. Through employee-led resource groups, we strive to cultivate an environment where individual attributes and experiences are valued, fostering a sense of belonging. Our commitment to transparency, open communication, and regular listening rooms helps ensure that every employee's voice is not only heard but also actively contributes to our inclusive culture.

Employee Development. We invest significant resources to develop the talent needed to remain at the forefront of innovation and make us an employer of choice. Employees throughout our organization have access to tailored training and learning programs designed both for our entire employee base as well as for distinct employee audiences. Our quarterly engagement survey provides a platform for employees to provide anonymous feedback directly to their managers and our executives.

Societal Impact. We create a culture of impact by striving to be a force for good for our customers, communities, and each other. We encourage employee volunteerism through our employee-led Give Back Committee and company-wide benefit of eight hours of paid volunteer time off annually. Our corporate philanthropy program "AppFolio Gives Back" supports housing affordability, an ongoing challenge in our local industry, through a combination of employee fundraising, team volunteering, and a corporate matching gift program.

Health, Safety, and Wellness. We are committed to providing a safe workplace for our employees and assisting them in their health and wellness. We invest in health and safety programs, including first aid training and results of our employees and other resources focused on mental health and physical wellness. Our office locations are well-lit and spacious, with ergonomic workstations, and we celebrate success together. We have also embraced a hybrid work model, where many of our employees work out of one of our offices several days a week and others work remotely.

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AppFolio

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	DISPERSE 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 Ethical 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 develop and advance their careers. Our employees are one of our biggest competitive advantages, and it is our responsibility 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 are older, many have families, and they are juggling multiple roles. It is no surprise that they need more flexibility when it comes to education. Learners tell us that they need affordable, on-demand help and, unfortunately, they are often unable to get that help from the institutions they pay to teach them. We combine our proprietary student data and artificial intelligence technology to serve as a personalized learning assistant for students and provide conversational, interactive, on-demand learning tools that are better able to predict students' needs without them having to ask. We are extremely proud to offer an integrated platform for learning that has helped so many learners on their education journey by providing them with the type of help they need, when they need it, in the format they want to receive it.

Chegg, Inc. 11 Proxy Statement for the 2024 Annual Meeting of Stockholders

Chegg

Corporate Governance

The Company's relationship with its shareholders is an important part of the Company's success and the Company believes it is important to engage with its shareholders and to obtain their perspectives. The Company's management team believes that this approach to engaging openly with the Company's shareholders on topics such as executive compensation and corporate governance drives increased corporate accountability, improves decision making and ultimately creates long-term value. The Company is committed to:

- Accountability** - Driving and supporting strong corporate governance and Board practices to ensure oversight, accountability, and good decision making.
- Transparency** - Maintaining transparency on a range of financial, executive compensation, and governance issues to build trust and foster two-way dialogue that supports the Company's thinking and business success.
- Engagement** - Proactively engaging with shareholders in conversations on a variety of topics to identify emerging trends and issues to inform the Company's thinking and approach.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) TOPICS

At f5, we care deeply not just about what we do, but how we do it. Our guiding principle to "do the right thing" applies to our employees, officers, Board of Directors, and our subsidiaries and controlled affiliates across the globe and is set forth in F5's Code of Business Conduct and Ethics, available at www.f5.com under the "Company - Investor Relations - ESG - Governance Documents" section.

Most importantly, our principle to "do the right thing" is expressed every day at f5 in what we call BeF5 (culture below) and Lead5 (leadership principles).

These principles are reflected in our expanded commitment to Environmental, Social and Governance (ESG) - extending from the environmental sustainability of our products and operations to the well-being of our employees and our communities.

The Company has focused on building a sound foundation for the ESG program, by centralizing the collection, monitoring and disclosure of material ESG data, programs and policies across the company. In the fourth quarter of fiscal year 2023, f5 released its inaugural ESG Report available at www.f5.com under the "Company - Investor Relations - ESG" section and expanded its ESG disclosures aligned to the Sustainability Accounting Standards Board (SASB). In addition, in fiscal year 2021, the

f5 11 Fiscal Year 2021 Proxy Statement

f5

ESG OVERSIGHT

We believe in integrating our ESG strategy with our corporate strategy to benefit the long-term sustainability of Recursion. This starts with our Board of Directors, which is responsible for guidance and oversight of ESG within the organization.

ESG Committee

Our ESG Committee is an executive-sponsored working group charged with implementation and oversight of execution of our ESG strategy. The committee has cross-functional representation from our Operations, Investor Relations and Engineering divisions and meets monthly.

POLICY ON TRADING, PLEDGING AND HEDGING OF COMPANY STOCK

The Board of Directors adopted an Insider Trading Policy in order to take an active role in the prevention of insider trading violations by our executive officers, non-employee directors, employees and other related individuals. In addition to forbidding the trading of our securities on material nonpublic information, the Insider Trading Policy contains certain provisions on hedging and pledging of our securities, as well as engaging in any other derivative securities transactions, using our securities as collateral for loans, and holding our securities in margin accounts. We believe the Insider Trading Policy is aligned with current market governance best practices and will continue to monitor industry trends on an ongoing basis.

CODE OF BUSINESS CONDUCT AND ETHICS

We have adopted a written code of business conduct and ethics that applies to our directors, officers, and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The code of business conduct and ethics is available on our website at www.recursion.com. We intend to disclose future amendments to such code, or any waivers of its requirements, applicable to any principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions or our directors on our website identified above or in a current report on Form 8-K. Information contained on the website is not incorporated by reference into this filing.

Recursion 19 2024 Proxy Statement | Recursion

Recursion Pharmaceuticals

Corporate Governance

ENVIRONMENTAL

- Preparing to occupy new LEED certified facility in Q2 2023
- Electronic waste reduction efforts:
 - Product innovation (e.g., 14.5 million disposable batteries saved from landfill since 2012)
 - More than 200,000 remote pumps updated since August 2017
- Refurbishment program for the use of key components
- Initiated project to identify a new recyclable cartridge packaging material designed to reduce weight by 20% once implemented
- Metrics in place to monitor electricity consumption, electricity cost and weight of waste
- Focused effort on understanding the environmental impact of our business with initiatives in place to support this effort

SOCIAL

- Mission driven to improve the lives of people living with diabetes
- Board gender and ethnic diversity - female Chair appointed in March 2023
- Focus on workforce diversity, equity and inclusion
- Women hold half of our top six executive management positions
- Concentrated efforts to maintain strong, health company culture; 90% of employees participated in 2021 and 2022 employee engagement surveys
- Corporate charitable giving contributions of more than \$750,000 in 2022
- Robust learning and development program for both emerging and established leaders
- Employee health and wellness programs

GOVERNANCE

- 8 out of 10 independent board members
- Separate Chair and CEO positions
- Initiated the annual election of directors and the phased elimination of the classified board structure beginning in 2022
- Independent compensation evaluation
- Stock ownership guidelines - updated in January 2022
- Insider trading policy, no hedging or pledging Company securities
- Compensation clawback policy
- Majority voting standard for uncontested director elections - new in 2021
- Detailed ethics and compliance policies
- Confidential and anonymous whistleblower hotline

In March 2023, we published our inaugural Sustainable Business Report to provide stockholders with an introduction to our ESG efforts, which is posted along with other governance information on our website at <https://investor.tandemdialabs.com/corporate-governance/esg>. For additional information on our policies and programs regarding our environmental impact and sustainability, community outreach and impact, human capital management, our Company culture, diversity, equity and inclusion, organizational development, total rewards, and employee health and safety, please see our Sustainable Business Report under the captions "Environmental Impact and Sustainability," "Community Outreach and Impact," and our Annual Report under the caption "Human Capital." Our Sustainable Business Report, Annual Report, and website, however, are not part of this proxy solicitation material.

CODES OF ETHICS AND CONDUCT

We have adopted a code of ethics that applies to our President and Chief Executive Officer, our Chief Financial Officer, and other senior financial officers performing similar functions, which is designed to meet the requirements of the applicable SEC rules. We have also adopted a code of ethics that applies to all of our employees, officers and directors, which is designed to meet the requirements of applicable Nasdaq rules. Each of these documents is available at <https://investor.tandemdialabs.com/corporate-governance/ethics>. We expect that any amendment to either code of ethics, or any waivers of their respective requirements that are applicable to executive officers or directors, will be disclosed on our website or in our future filings with the SEC.

Tandem Diabetes Care 30 2023 Proxy Statement

Tandem Diabetes

Environmental, Social and Governance

At TreeHouse, we work to bring Environmental, Social, and Governance ("ESG") concepts to life for our customers. We are committed to expanding environmental stewardship, stakeholder value creation and thoughtful governance in everything we do. We believe that our commitment to enterprise-wide ESG integration is fundamental in meeting the expectations of our customers, employees, investors, consumers and suppliers.

Our Values

We are dedicated to supporting a performance-based culture where we live our values - both with each other and our customers - to provide for our mutual success and safety. Our values serve as the foundation for our culture, which in turn creates an environment where corporate responsibility is inherent in every decision we make.

TreeHouse Foods, Inc. 10 2024 Proxy Statement

Treehouse

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 investor-related policies, visit us at Veralto.com/Sustainability.

Veralto 5 2024 PROXY STATEMENT

Veralto

COMMUNITY REACH

15 Communities **180+ Ambassadors**

2023 STRATEGIC PRIORITIES

Fiscal 2023 Highlights

- Expanded Our Customer Base**
 - Consistent breadth & depth strategy of broadening reach while remaining deeply connected and relevant to customers
 - Connected ambassadors, partners, brand, and product storytelling to customers on both a global and localized scale
- Introduced New Products**
 - Introduced labware products such as the Rumble™ Beverage Bucket, Wine Chiller, and Cocktail Shaker
 - Expanded size offerings of various mugs, cups, and water bottles, including a 42-ounce straw handle mug
- Accelerated DTC**
 - Increased number of YETI stores to 18 locations
 - Grew customers across gender and age cohorts
- Expanded Internationally**
 - Continued to ramp brand awareness initiatives and invest in our team in Europe
 - Expanded customization in Australia and Canada

YETI 2024 Proxy Statement 5

YETI

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 1-800-690-6903 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 your proxy materials.
- By attending and voting** at the virtual Annual Meeting by visiting www.virtuashareholdermeeting.com/ASANA2024, where you may vote and submit questions (before and during the Annual Meeting) through your proxy card in hand when you visit the website.

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 Cochler 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

Voting matters
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 the 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 (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

2024 PROXY STATEMENT CME Group 1

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)

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 Venezia	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
Crest Lake Corporate Center, One Village Center Drive, Van Buren Township, Michigan

Ways to Vote:

- Visit the website listed on your proxy card; voting instructions 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 Visteon Corporation 3

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.

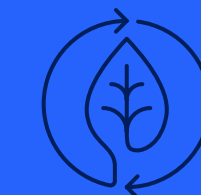
Look for ways to enhance all your communications to help shape expectations and perceptions. Consistent, year-round communication ensures that when it's time to rally support for your board and drive the vote, your audience is primed and ready.

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

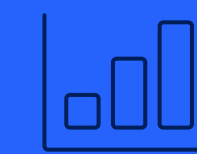
Consider the comprehensive experience:



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. (the "Company", "Simpson", "we" or "us"). We cordially invite you to attend Simpson's 2024 Annual Meeting of Stockholders (the "Annual Meeting") to be held virtually, via the website at www.virtualeventsandmeetings.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 lowered housing starts compared to the prior year, our industry position and growth strategies continued 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 \$6.26 per diluted share. In addition, we delivered on nearly every target we had set for 2023 operations, strengthened our position in the markets of residential, component manufacturers, industrial retail, 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 in 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 Olesky
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 unwavering 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

- Our products are ISO 9001 certified.
- Our products meet their stated specifications.
- Our products meet their defined baseline of safety for performance. This is the fact, 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 companywide documents. Work instructions, process workflows, 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.

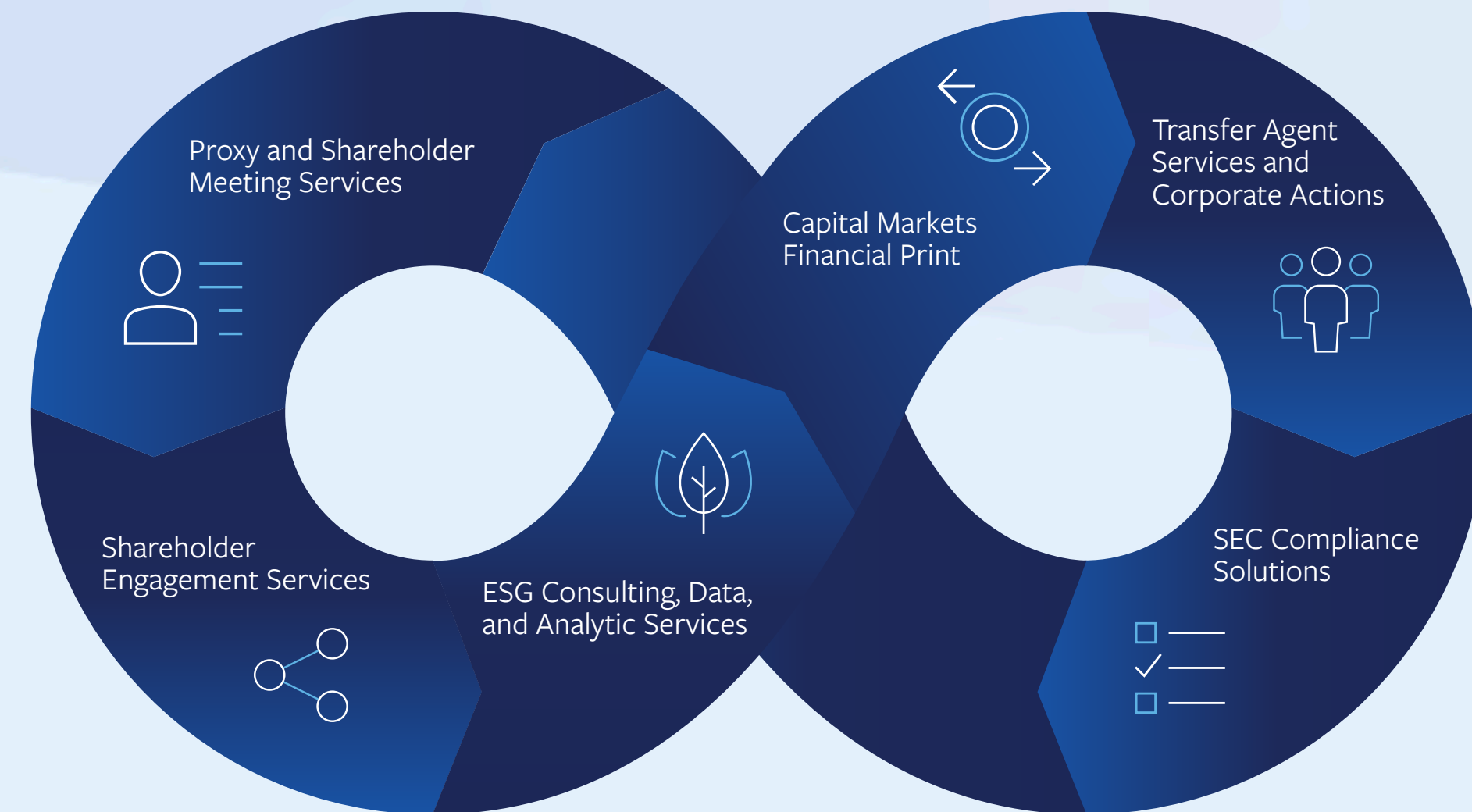


Optimize the shareholder experience — with Broadridge

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)    



FalkHarrison