

Issuer design solutions

2025 proxy design handbook

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

Proxy communications are a key lever to help advance strategic objectives

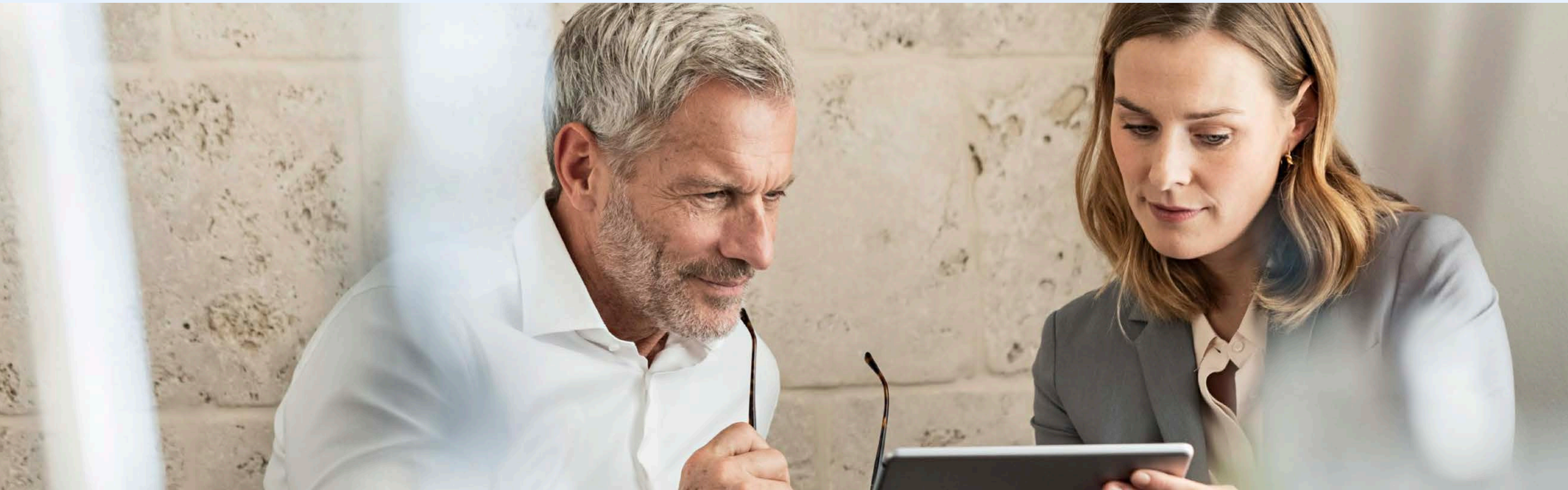
Leaders are investing more than ever to get it right.

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

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

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

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



What's inside



Page 3
Issuer headwinds



Page 4
Quick wins for proxy design



Page 6
Strategy 1
Showcase and reinforce your brand



Page 10
Strategy 2
Anticipate proxy advisor areas of focus



Page 12
Strategy 3
Emphasize your accountability to shareholders



Page 15
Strategy 4
Tell your sustainability story



Page 18
Strategy 5
Make it memorable

When it comes to proxy communications, issuers face tremendous headwinds

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

481

Failed directors

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

96

Failed proposals

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

24.9%

Avg. support

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

21.2%

Avg. support for ES proposals

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

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

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

* Sourced from 2024 Broadridge ProxyPulse™

Quick wins for proxy design

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



01 Summarize key points

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



02 Visualize key information

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



03 Humanize your board

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

Our clients, by the numbers

60%

designed a proxy cover

80%

used photos of their board members

50%

included proxy summaries at the beginning of the document

46%

used graphics in their sustainability sections

Broadridge makes it so easy

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



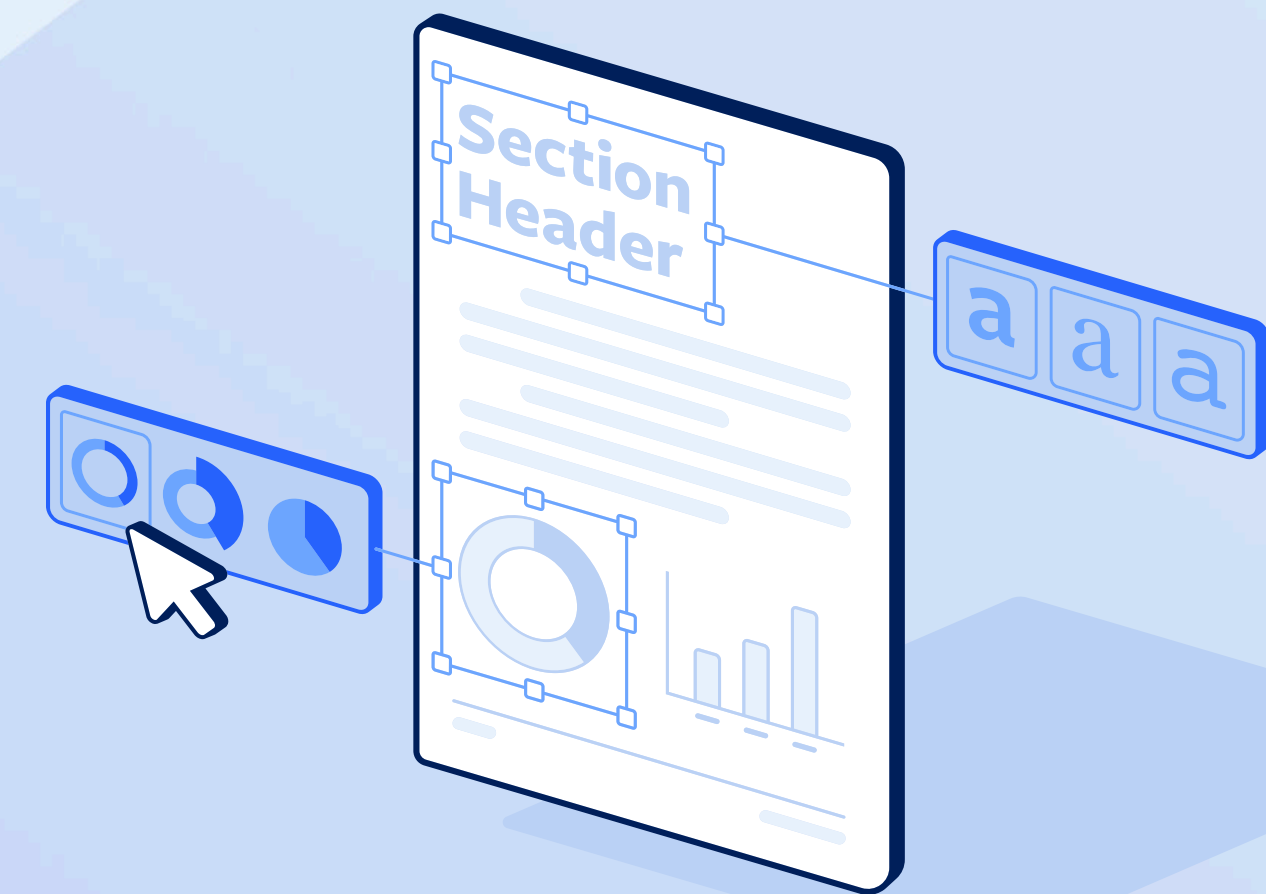
Custom proxy design:

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



Design development:

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



Quick-start templates:

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

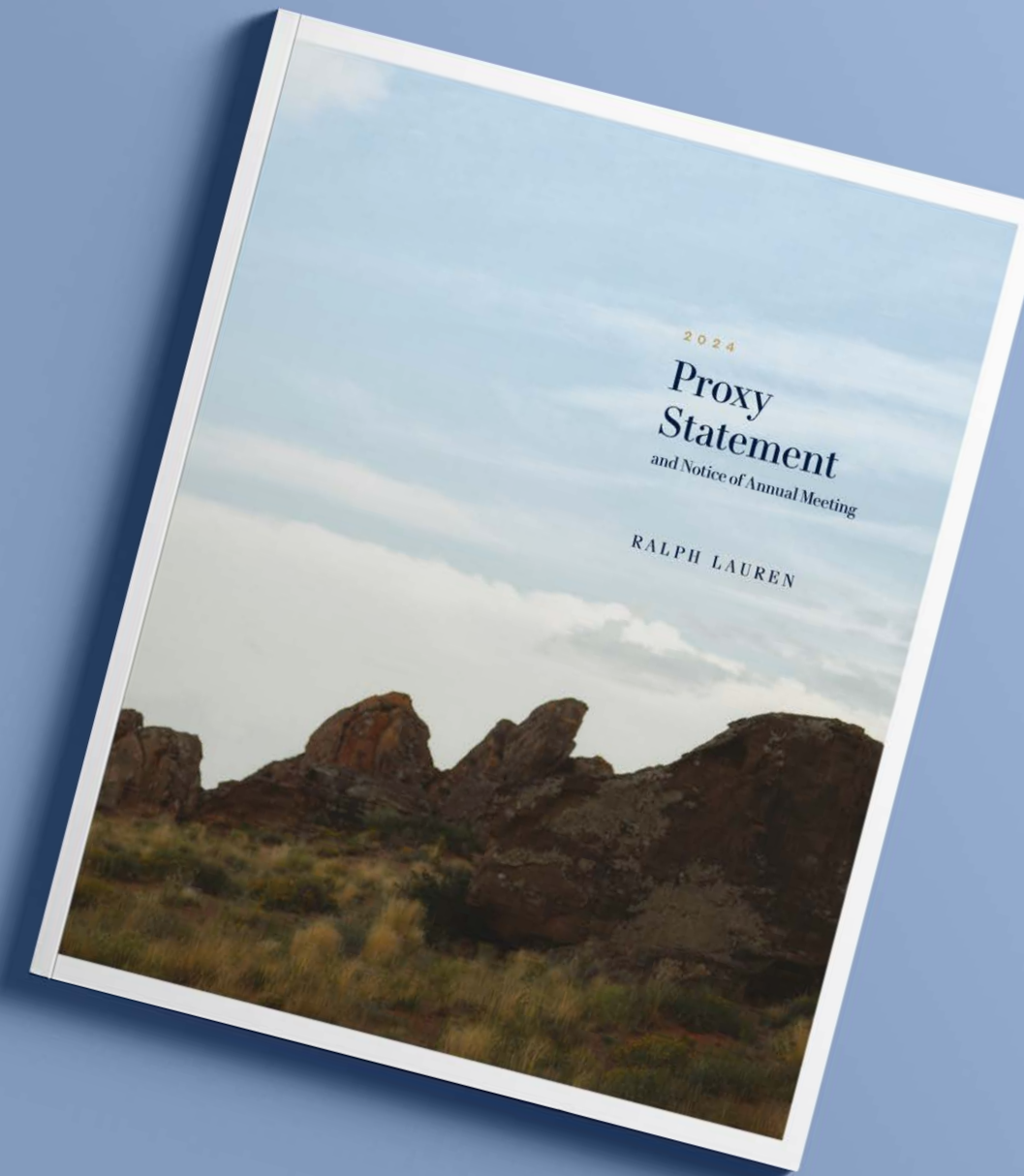
Strategy 1

Showcase and reinforce your brand

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

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

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





See more samples →

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.

Average Tenure
7.1 Years

Independence
88%

Directors Skills


Directors Skills

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

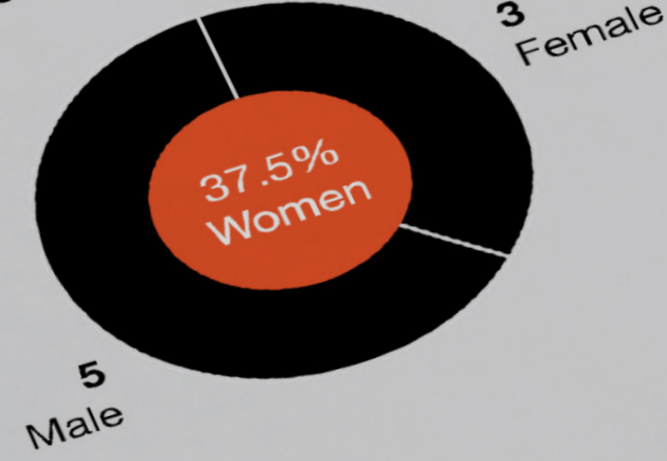
at year, the Nominating and ESG Committee
knowing and evaluating Board skills in
al's strengths and expertise
director nominee brings
included in

board is comprised of distinguished companies and other companies and industries relevant to our business, strategy, and operations. Each of our director nominees are included in the 2024 Proxy Statement. The Board and its director nominees reflect director-selection criteria that the ESG Committee to address our needs and priorities.

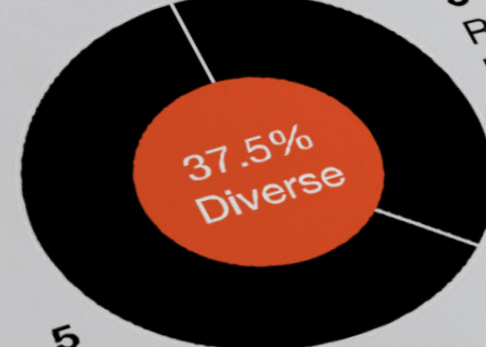
This past year, the Nominating and ESG Committee engaged with Heidrick & Struggles to refresh its method of reviewing and evaluating Board skills in an effort to (i) develop a more robust skills matrix that reflects each individual's strengths and expertise and (ii) better communicate to stockholders 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.



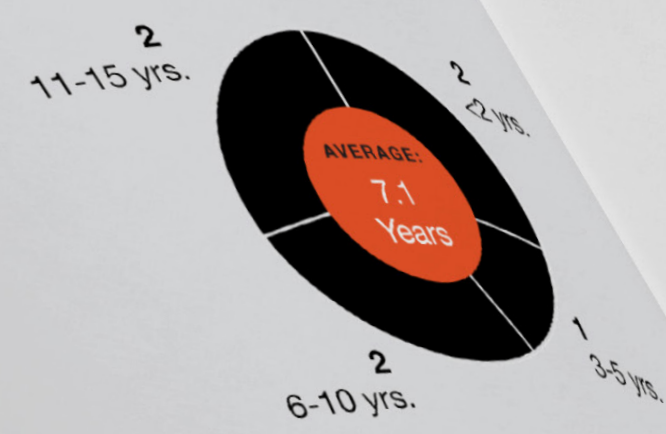
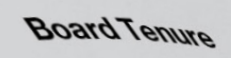
Category	Value	Description
Board Tenure	2	11-15 yrs.
Racial Diversity	3	Racially



Racial Diversity



5
Non-Racially
Diverse



Recent Board Composition and C

Recent Board Composition

In June 2023, Chau Banks and Felica Chatman and Robin MacGillivray not s

2024, in connection with

and on the re

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

Our Corporate
We are committed to m
strong and effective c
of stockholders and

Majority

Environmental Sustainability



Manufacturing Processes



Waste Reduction and Recycling



Energy
Conservation



Sustainable
Building
Practices

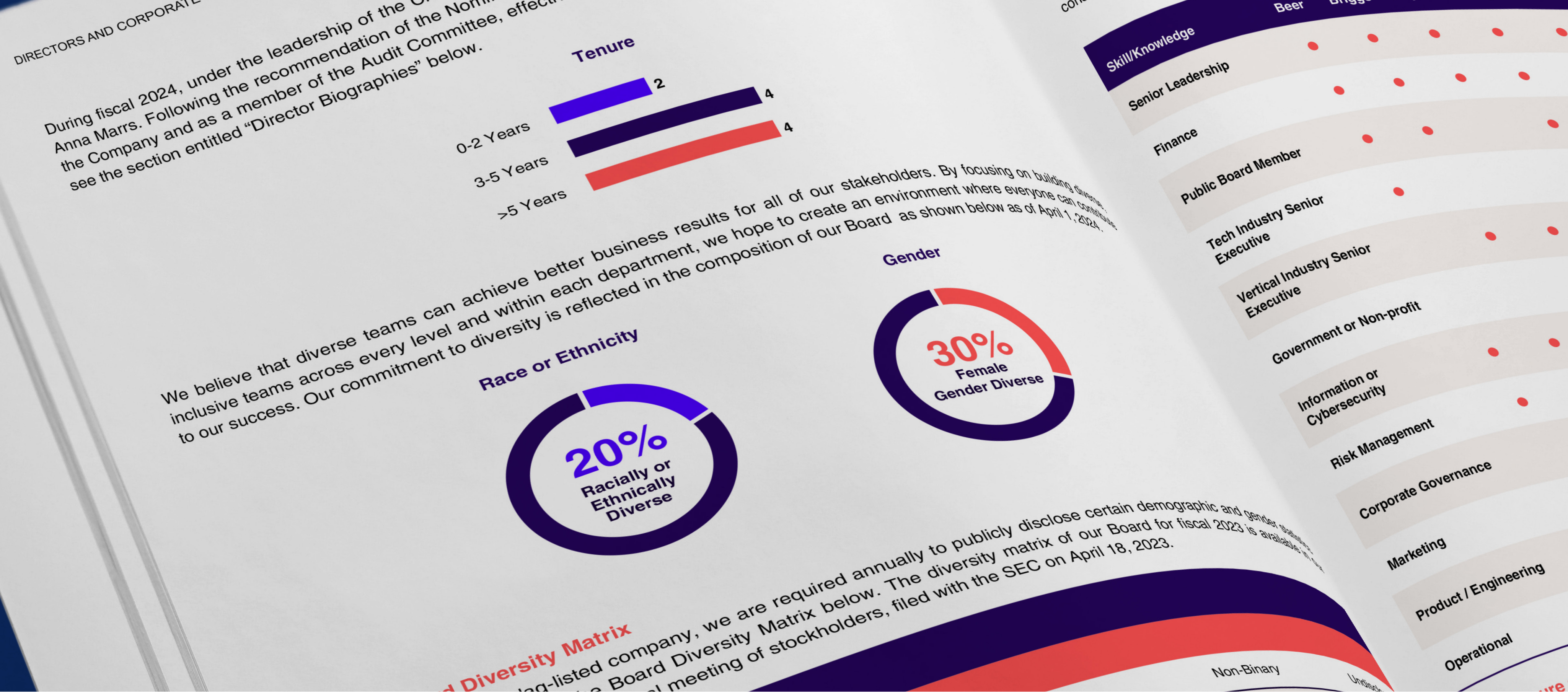
Board Independence



7 Independent Directors

Board Expertise





Environmental, Social and Governance (ESG)¹

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

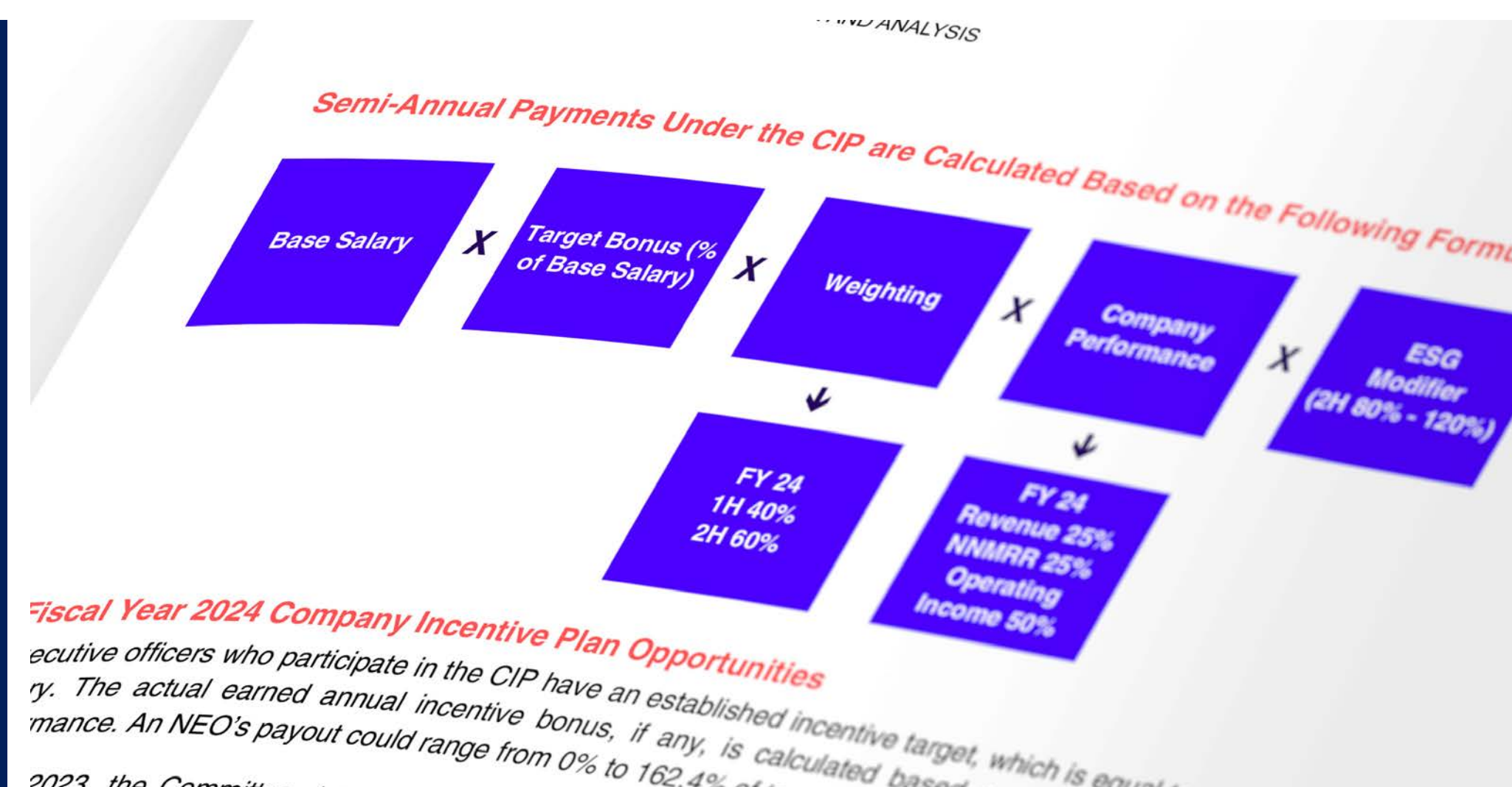
We believe that engagement with our communities is an important aspect of our company culture and contributes to the long-term benefit of our company and our stockholders.

Empowering Our Employees

We believe that 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 strong governance is an important aspect of our company culture and contributes to the long-term benefit of our company and our stockholders.



COMPENSATION TABLES

COMPENSATION TABLE

The Company adheres to balanced compensation and corporate governance

SUMMARY COMPENSATION TABLE

SUMMARY COMPENSATION TABLE

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

Officer Name	Year	Salary (\$) ⁽¹⁾	Bonus (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾⁽⁴⁾	Non-Equity Incentive Plan (\$) ⁽⁵⁾
Mr. [Name]	2023	1,000,000	—	7,398,815	—
Mr. [Name]	2023	1,000,000	375,000	7,437,814	—
Mr. [Name]	2023	1,000,000	375,000	7,596,215	—
Mr. [Name]	2023	1,000,000	375,000	2,428,781	—

Name and Principal Position in 2023	Year	Salary (\$) ⁽¹⁾	Bonus (\$) ⁽²⁾	Stock Awards (\$) ⁽³⁾⁽⁴⁾	Non-Equity 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	2,428,781	
	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	112,500	—	
	2022	600,000	112,500	—	
	2021	500,000	112,500	—	
Mark E. Hagan Executive Vice President, Chief Investment Officer	2023	600,000	—	118,750	
	2022	600,000	—	118,750	
	2021	475,000	—	—	
Michelle Bushore Executive Vice President, General Counsel	2023	550,000	—	—	
	2022	550,000	—	—	
	2021	467,000	—	—	

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

Executive Compensation

What We Do

- ✓ *Pay for Performance*

- ✓ *Balance Short- and Long-*

- ✓ *Stock Ownership Guidelines*

- ✓ Mitigation of Risk

- ✓ Clawback Policy

- ✓ Double Trigger Change

- ✓ Regularly Review Shareholder Control Provisions

- ✓ Independent

What We Don't Do

- ☒ No employment agreement with the CEO

- ☒ No Dividends on Unearned

- x Hedging or Pledging**

- x** No Repricing of Under-

- ☒ No Excessive Perquisites

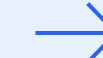
- ☒ No Special

- Executive Retirement Programs

3.

YETI® 2024 Proxy S

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 crea shareholders and other stakeholders. The Nominating, Governance and Sustainability Committ key corporate governance policies to ensure that they reflect best practices and comply with le requirements. The Nominating, Governance and Sustainability Committee makes recommenda upon our governance policies to the full Board for approval. Highlights of our corporate govern

Strong independent oversight	<ul style="list-style-type: none">Independent Board ChairFully independent membership on all standing Board commrAll directors are independent other than the CEOExecutive sessions of non-management directors at all regul meetings
Accountability	<ul style="list-style-type: none">Annual election of directors by majority vote of the shareholShareholder right to act by written consentNo "poison pill" anti-takeover defensesNo supermajority voting requirementsRobust Board and executive stock ownership guidelines (se 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 anr sessionOversight of risks, both strategic and operational, discusse and the full BoardContinuous evaluation of sustainability goals and strategyRegular review of performance metrics, including between
Leadership quality	<ul style="list-style-type: none">Active Board refreshment (5 new directors since 2021)Annual review of succession planning and talent developmBoard training focused on business risks and opportunitiesDirectors' orientation and continuing education

Find our Corporate Governance Guidelines and other governance documents online.

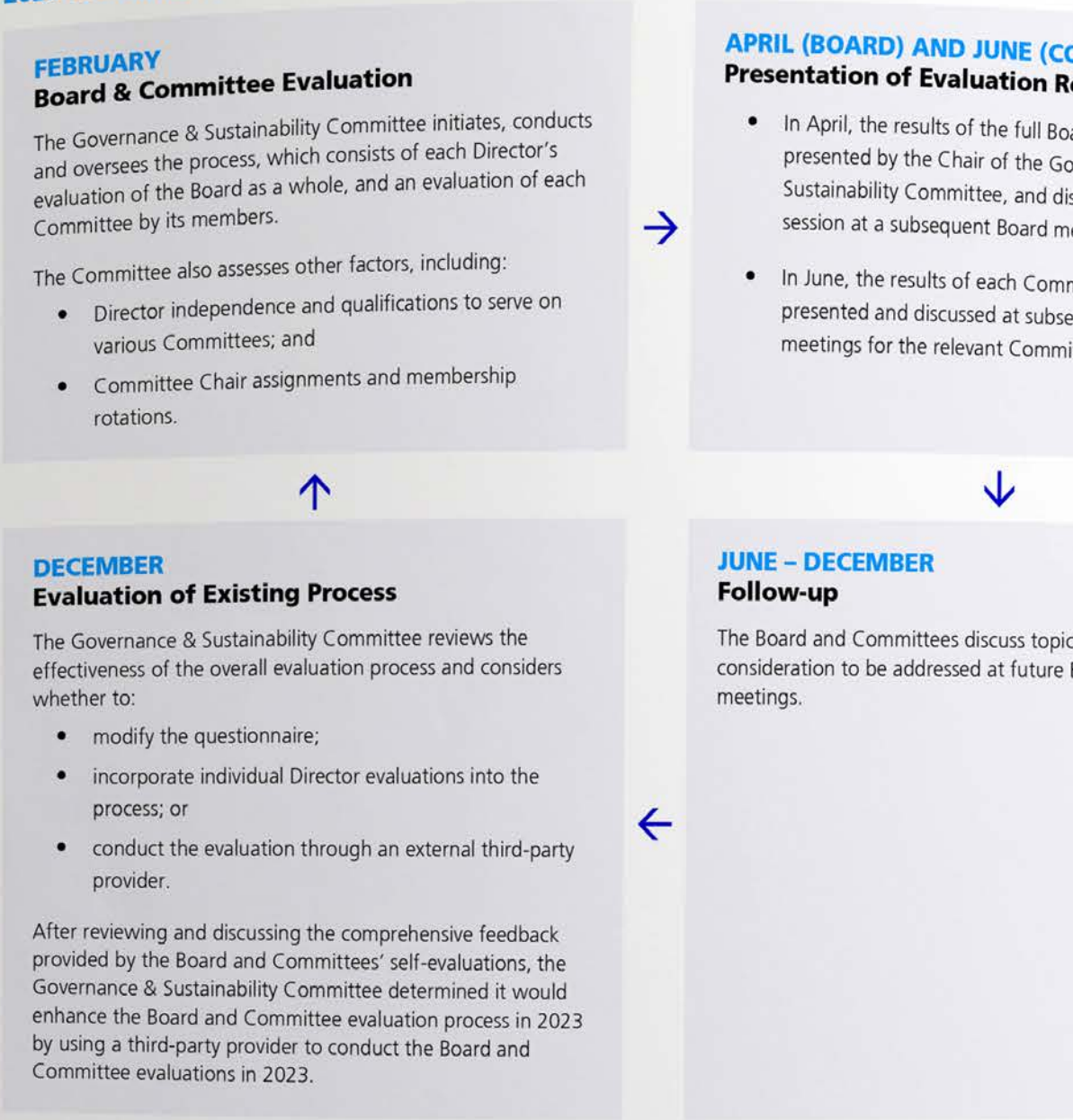
The Board has adopted Corporate Governance Guidelines, which, together with our articles of incorp establish the governance framework for the management of the Company. Our Corporate Governanc among other matters, the role of our Board, Board membership criteria, director retirement policies, d criteria, director and officer stock ownership requirements, Board committees and leadership develop Governance Guidelines, Board committee charters, and certain other corporate governance policies a at <https://investors.portlandgeneral.com/corporate-governance>. These documents are also available i without charge, upon request to Portland General Electric Company at its principal executive offices a 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 performanc 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 to Board and the Committees on which he or she served. In accordance with our Corporate Governance Princij attended our 2022 Annual Meeting.

COMMITTEE REFRESHMENT

The Board, upon recommendation from the Governance & Sustainability Committee, reviews and determine the Committees and appoints the Committee Chairs. Through periodic committee refreshment, we balance from continuity and depth of experience with those gained from fresh perspectives and enhancing our Direc different aspects of our business. 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 cor Governance Guidelines, which were adopted to promote the effective functioning of the Board and Boar Governance Guidelines, which were adopted to promote the effective functioning of the Board and Boar our commitment to high standards of corporate governance, are periodically reviewed by the Board to vei evolving corporate governance practices, policies, and procedures. In addition, we have a Code of Busine which applies to all associates and directors worldwide (including members of the Board) and incorporat Ethics applicable to our Chief Executive Officer, our Chief Financial Officer, and other designated financ information regarding corporate governance (including a copy of our Corporate Governance Guidelines), a of our Board committees, and a copy of our Code of Business Conduct and Ethics, may be found on our c corporate.abercrombie.com on the "Corporate Governance" page. The Company will provide copies of its Guidelines, Code of Business Conduct and Ethics, and any of the Board committee charters to any stockl 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 o reviews our major governance policies, practices, and processes regularly in the context of current corpora investor feedback, regulatory changes, and recognized best practices. The foundation of our corporate gov providing transparent disclosure to all stakeholders on an ongoing and consistent basis, with a focus on d stockholder value. The following chart provides an overview of our corporate governance structure and pro aspects of our Board operations.

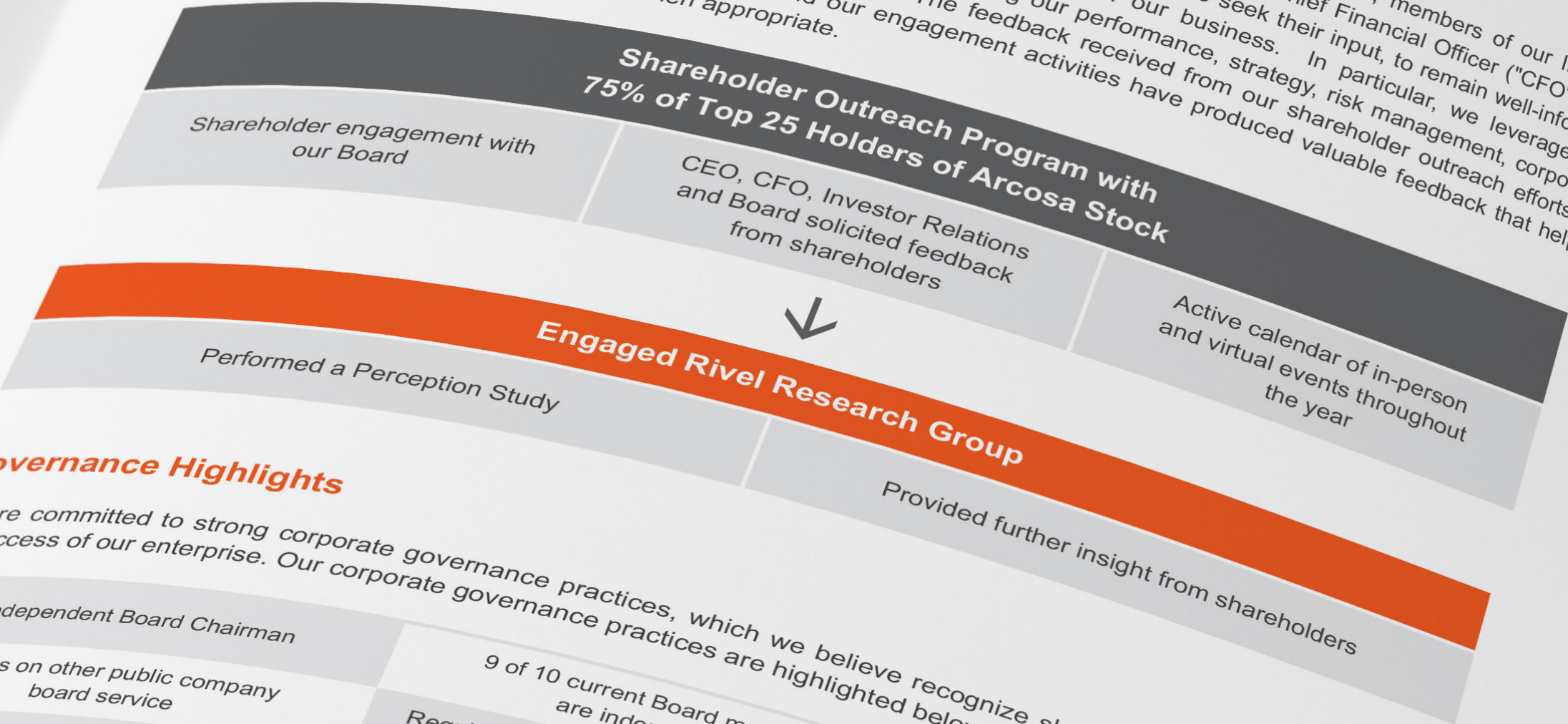
Governance Principles	Our Practice
1 Accountability to stockholders	<ul style="list-style-type: none">All directors are elected annuallyEligible stockholders may include their director nor materials
2 Appropriate stockholder voting rights	<ul style="list-style-type: none">Proxy access for director candidates nominated by market standardsWe 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 investors and portfolio managers year-round on mat performance and resultsOur directors are available to participate in stockho is helpful or required
4 Independent Board leadership structure	<ul style="list-style-type: none">We separate the roles of Chairperson of the Board a our Board be led by an independent director to aid managementAll members of the Audit Committee, Compensation Nominating Committee are independent of the Cor management
5 Effective Board policies and practices	<ul style="list-style-type: none">Our Corporate Governance Guidelines require a maj independent; 10 of our 11 director nominees are ir Company and our managementOur Board is composed of accomplished profession experiences, skills, and knowledge relevant to our t high-functioning and engaged Board (the Director S above under Proposal 1 – Election of Directors)The Board seeks to achieve diversity among its merEach standing Board committee has a charter that corporate website, meets applicable legal requirem corporate governanceThe Nominating Committee reviews the Company's practices annually and makes recommendations to



Shareholder Engagement

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

Proxy Summary



Governance Highlights

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

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

See more samples →

Strategy 4

Tell your sustainability story

Sustainability isn't just for sustainability reports.

The proxy is an important place to highlight similar content.

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

Effectively telling this story requires using data in compelling ways:



01 Tracking key measures and metrics

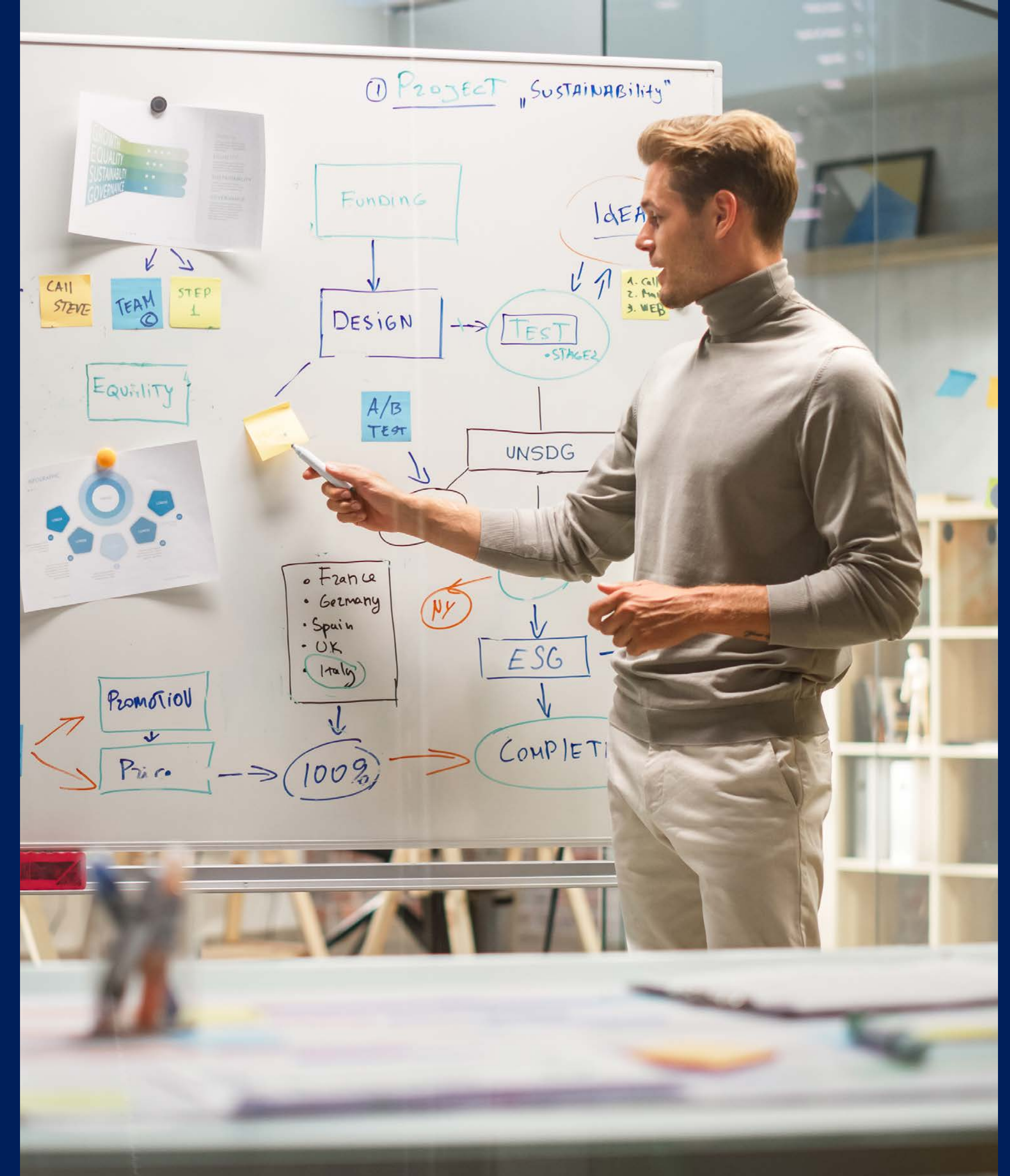


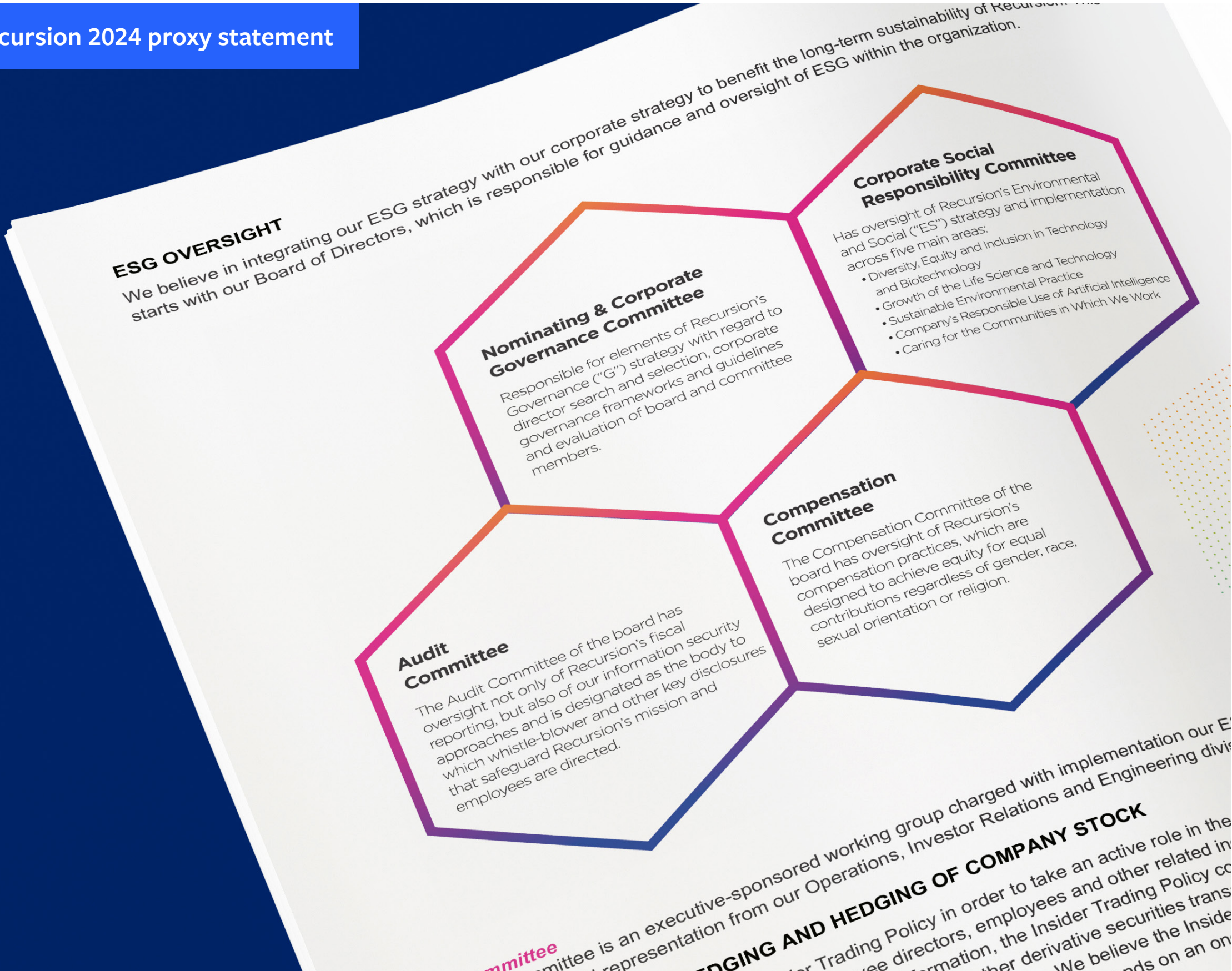
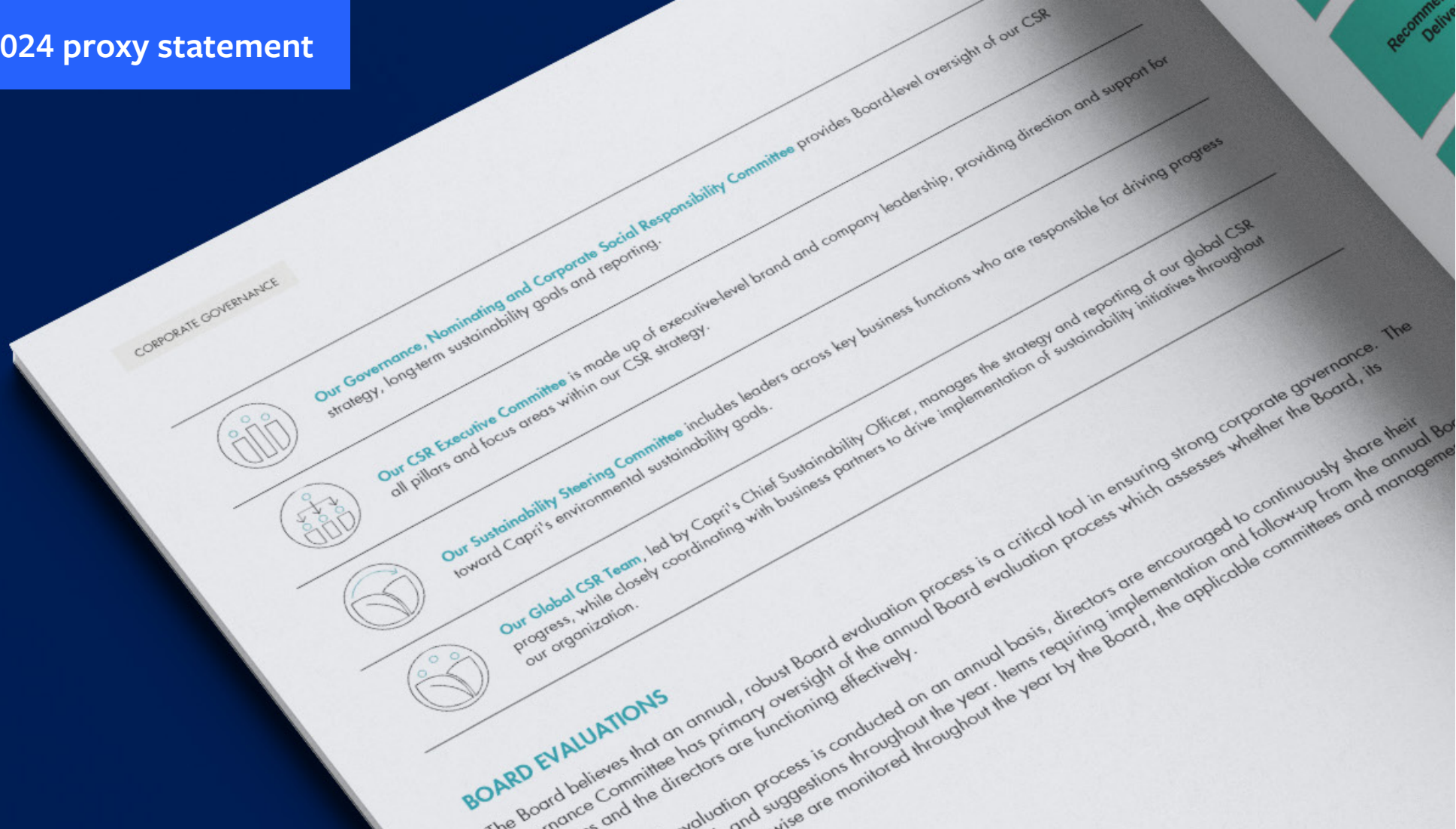
02 Benchmarking against peers



03 Showing progress over time

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







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 reimagined for the innovation age.





See more samples →

Strategy 1

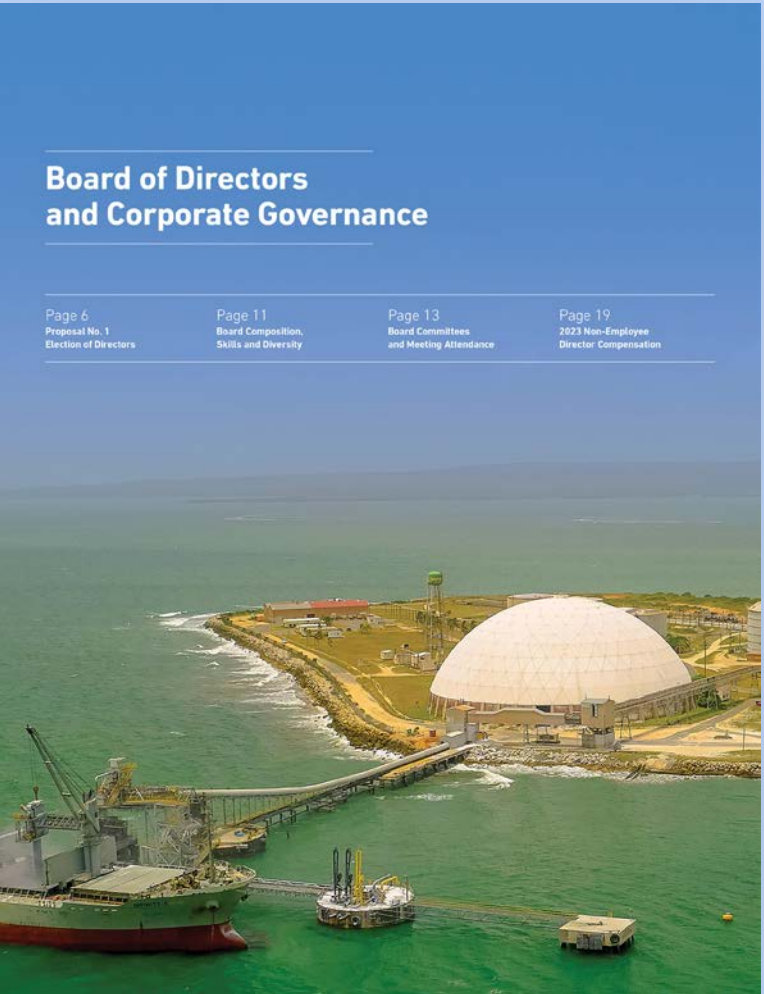
Showcase and reinforce your brand



Acushnet



Castle Biosciences



Century Aluminum



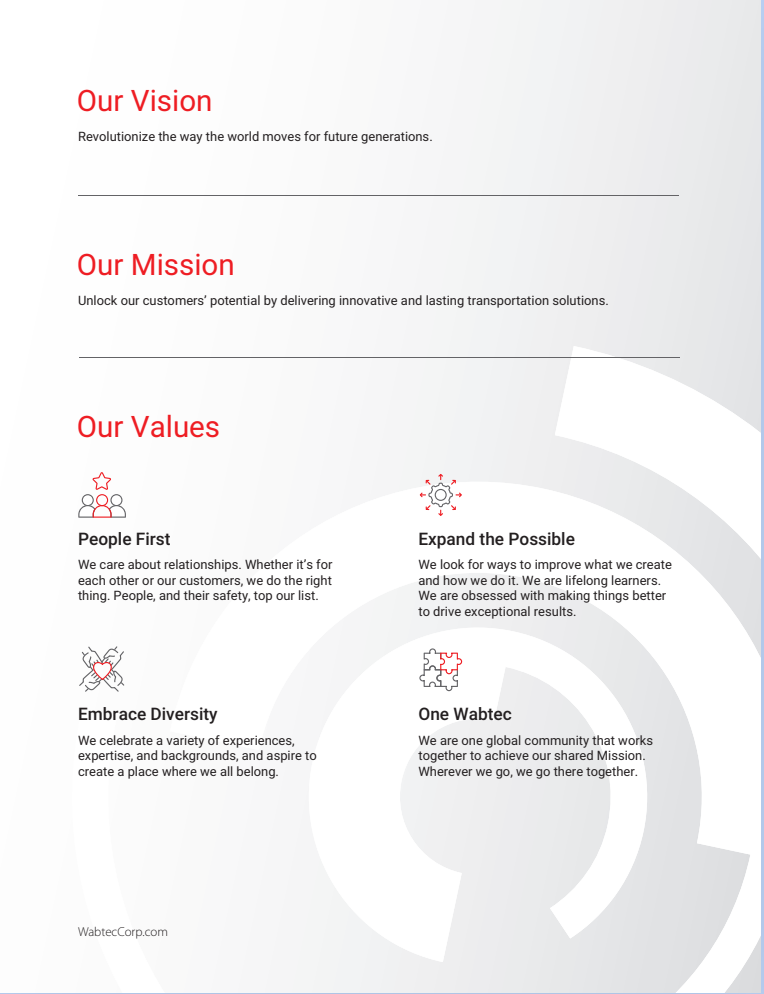
Insmed



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⁾	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$)	Total (\$)
David Maher President and Chief Executive Officer	2023	1,085,000	—	5,000,048	1,737,259	965,037	54,373 ⁽⁴⁾	8,838,717
	2022	1,035,000	—	4,000,052	1,167,635	—	48,788	6,251,475
	2021	1,000,000	—	3,500,068	2,100,000	1,444,372	47,785	8,092,225
Sean Sullivan ⁽⁵⁾ Executive Vice President, Chief Financial Officer	2023	342,692	—	8,500,089	767,678	—	305,973 ⁽⁴⁾	9,316,432
	2022	575,000	—	1,100,046	500,078	514,634	61,838 ⁽⁴⁾	2,781,594
	2021	545,000	—	1,000,046	347,519	—	23,081	1,915,626
Steven Polak President - Tibesat Golf Club	2023	515,000	—	800,060	618,000	630,883	21,211	2,565,154
	2022	575,000	—	1,100,046	500,078	489,414	54,667 ⁽⁴⁾	2,719,205
	2021	515,000	—	800,060	618,000	644,472	40,386	2,617,916
Mary Louise Bohn President - Tibesat Golf Club	2023	515,000	—	1,100,046	500,078	—	25,819 ⁽⁴⁾	2,520,943
	2022	575,000	—	1,100,046	500,078	—	25,819 ⁽⁴⁾	2,520,943
	2021	515,000	—	800,060	618,000	—	27,257	1,960,317
Christopher Lindner President - FootJoy	2023	545,000	—	1,000,046	347,519	—	18,746	1,911,311
	2022	545,000	—	1,000,046	347,519	—	18,746	1,911,311
	2021	515,000	—	800,060	618,000	—	27,257	1,960,317
Thomas Pacheco ⁽⁶⁾ Former Executive Vice President, Chief Financial Officer and Chief Accounting Officer	2023	316,823	—	2,130,314 ⁽⁷⁾	—	—	1,260,576 ⁽⁸⁾	3,707,813
	2022	545,000	—	800,072	347,519	—	26,830	1,719,421
	2021	525,000	—	750,028	682,500	—	27,005	1,984,533

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

Acushnet

Total number of directors: 11

Qualifications and Expertise

Qualifications and Expertise	Matthew W. Boudin	Elizabeth L. Bower	Michael J. Conlon	Michael L. Loney	Trent Egan	Alan J. Haggman	Peter S. Kohn	Frederic L. Loefer-Roman	Michael J. Mahoney	Michael J. Mahoney	Samuel S. Shumaker
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											
Asian											
Black											
Hispanic / Latino(a)											
White											

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

f5

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table for 2023

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$)	Total (\$)
Brian R. Gray President and Chief Executive Officer (CEO)	2023	658,534	—	2,620,279	1,644,521	—	68,348	4,991,482
	2022	359,341	—	332,717	—	—	72,308	764,366
Nathan W. Ring Vice President and Chief Financial Officer (CFO)	2023	394,408	—	661,819	624,096	—	58,829	1,739,152
	2022	302,952	—	169,102	95,127	—	63,077	630,258
Trevor J. Hastings Vice President and Chief Operating Officer (COO)	2023	466,904	100,000	768,210	752,381	58,062	82,322	2,227,879
	2022	400,000	—	405,956	36,720	—	97,478	940,154
Karl A. Liepitz Vice President, Chief Legal Officer and Secretary (CLO)	2023	470,000	—	867,663	756,879	8,525	82,428	2,185,495
	2022	440,000	—	714,491	187,110	—	102,604	1,442,205
Nancy K. Christensen Vice President of Administration	2023	326,084	—	353,418	428,167	6,280	75,215	1,188,164
	2022	280,000	—	156,301	87,920	17,630	80,378	622,229

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

(2) Amounts in this column represent the aggregate grant date fair value of the stock awards granted to our named executive officers by MDU Resources prior to the Separation, the incremental increase in fair value associated with the conversion of MDU Resources awards to Knife River restricted stock units, and the Knife River restricted stock unit awards granted after the Separation. 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. Liepitz	818,417	49,245
Nancy K. Christensen	164,836	10,304

Knife River

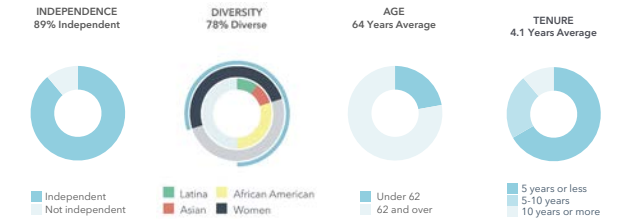
Table of Contents

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 • Finance, Chair	0
Kathryn Jackson Independent	66	2014	Technology/Environmental	White/Woman	• Audit and Risk, Chair • Finance, Chair	2
Michael Lewis Independent	61	2021	Utilities	African American/Man	• Compensation • Finance, Chair	2
Michael Millegen Independent	65	2019	Communications/Technology	African American/Man	• Audit and Risk • Finance	1
John O'Searry Independent	63	2024	Automotive/Clean Transportation	White/Man	• Audit and Risk • Finance	1
Patricia Salas Pineda Independent	72	2022	Human Resources/Consumer Products	Latina/Woman	• Compensation, Chair • Finance	2
Maria Pope President and CEO	59	2018	Utilities/Finance	White/Woman	• Compensation, Chair • Finance	1
James Torgerson Independent Chair	71	2021	Energy/Finance	White/Man	• Audit and Risk • Governance	0

Key to Committees

Compensation: Compensation, Culture and Talent Committee
Governance: Nominating, Governance and Sustainability Committee



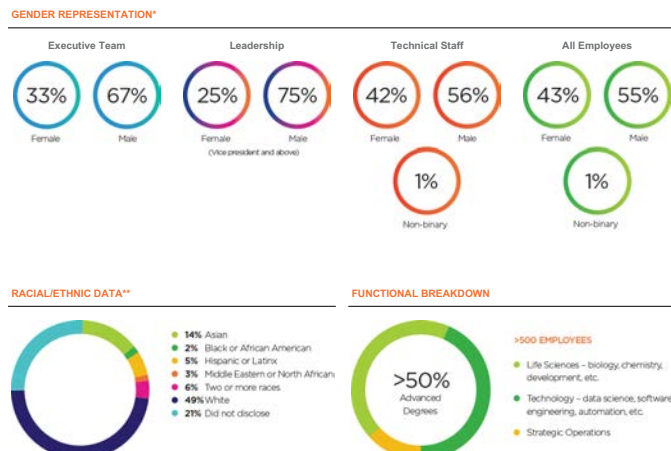
Portland General Electric

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.



* 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, immediate team data as of April 12, 2024.
** All data collected voluntarily.

Recursion Pharmaceuticals

Summary of 2023 Executive Compensation Elements						
Short-Term		Long-Term				
Salary	AIP	PSUs	Stock Options	RSUs		
Ongoing	1-Year Performance Period ¹	5-Year Performance Period ²	4-Year Vesting Period			
Fixed	Variable					

(1) Annual Incentive Plan (AIP) awards are determined after the performance period.
(2) PSJs 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 awards) 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.

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 Blasi, 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 ⁽⁴⁾ Chief Executive Officer	2023	—	2,282,247	—	13,200 ⁽³⁾	2,275,447	2,275,447
	2022	—	—	—	12,200	12,200	12,200
Dominic Blasi Chief Financial Officer	2021	461,538	—	116,505,684	21,487,039	19,162	136,473,423
	2023	450,000	—	1,318,131	—	14,400 ⁽⁴⁾	1,782,531
Jim Hardy ⁽⁵⁾ President of Apption Labs Limited (d/b/a MEATER) and former Chief Operating Officer	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 ⁽⁶⁾ President of Apption Labs Limited (d/b/a MEATER) and former Chief Operating Officer	2023	424,219	—	1,192,596	—	25,667 ⁽⁷⁾	1,642,482
	2022	425,000	—	1,207,800	—	12,280	1,645,080
	2021	335,086	—	5,487,588	216,016	13,123	6,051,833

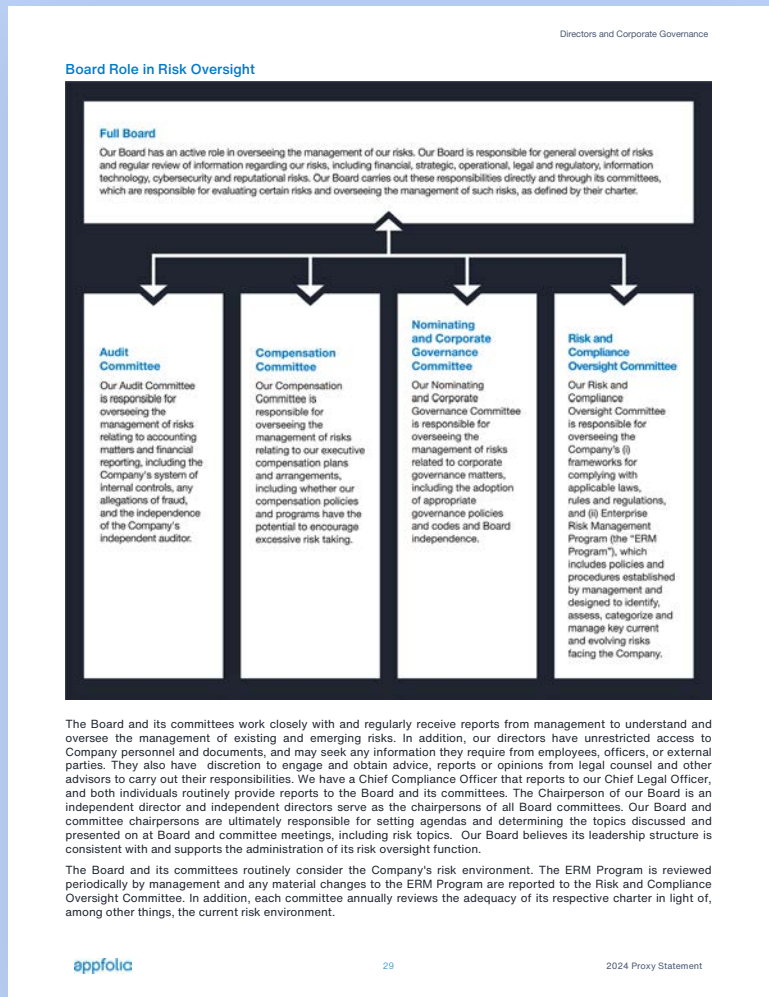
1. With respect to 2023, (i) the amount shown for Mr. Andrus reflects the incremental fair value associated with the conversion of 1,207,788 of Mr. Andrus's unvested performance-based restricted stock units and grant of a three award of performance-based restricted stock units during the year ended December 31, 2023, and (ii) the amount shown for Mr. Hardy reflects the incremental fair value associated with the conversion of 1,192,596 of Mr. Hardy's unvested performance-based restricted stock units and grant of a three award of performance-based restricted stock units during the year ended December 31, 2023, in each case, computed in accordance with ASC Topic 718, Compensation-Stock Compensation. See Note 15 to the financial statements for the fiscal year ended December 31, 2023 included in our Annual Report on Form 10-K filed with the SEC on March 5, 2024 for a discussion of the relevant assumptions used in calculating these amounts.
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, 2026 or a change in control of our Company. For more information regarding the change to Mr. Andrus's base salary, see "Executive Compensation Arrangements-Jeremy Andrus Side Letter" below.
3. Amount includes matching contributions under our 401(k) plan.
4. Amount includes matching contributions under our 401(k) plan (\$1,200) and cash 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 (\$5,154), a relocation allowance (\$12,000), reimbursements for relocation expenses (\$5,413) and cash phone reimbursements (\$1,100). For more information regarding Mr. Hardy's relocation allowance and relocation expense reimbursements, see "Executive Compensation Arrangements-Jim Hardy Side Letter Agreement" below.

Traeger

Veralto

Strategy 3

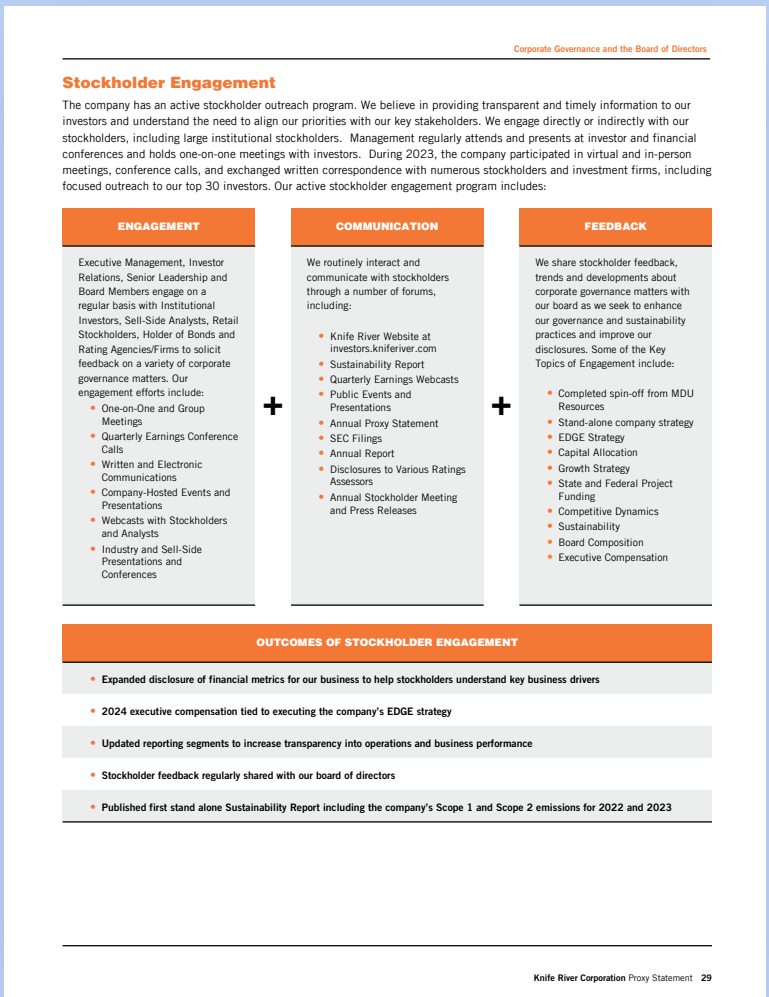
Emphasize your accountability to shareholders



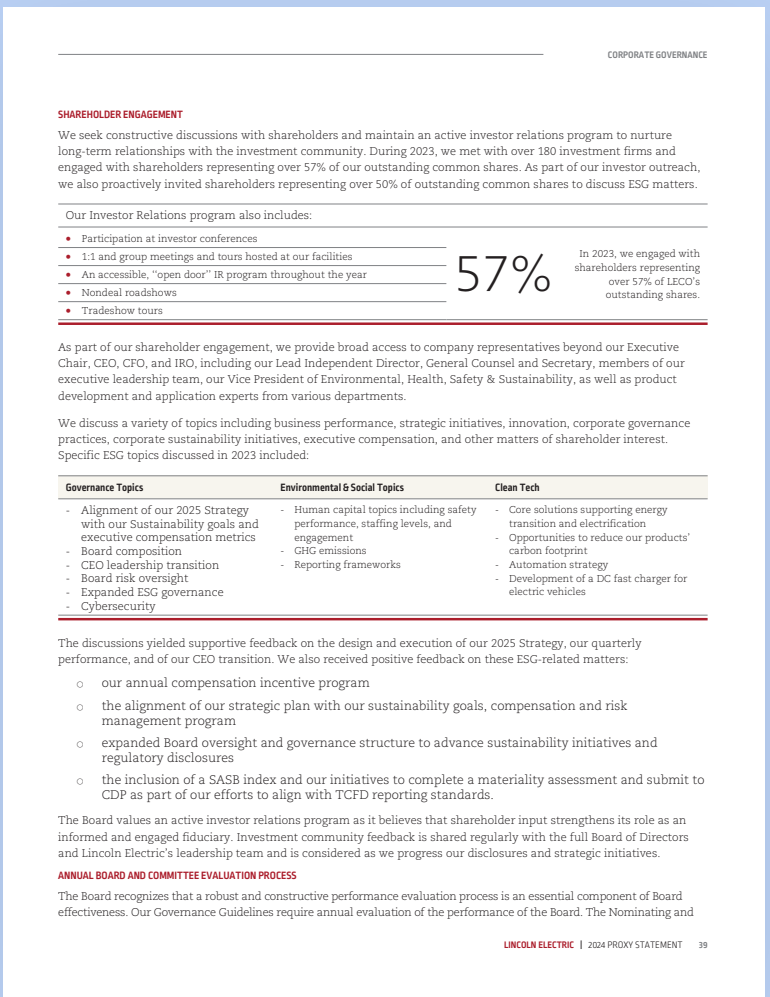
AppFolio



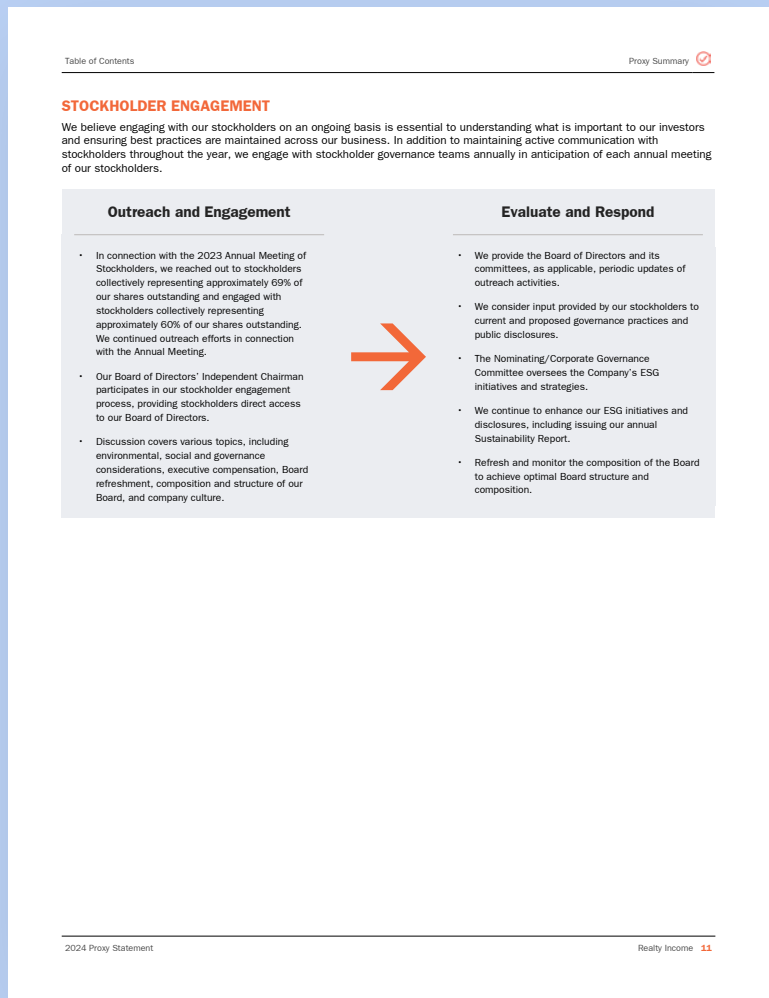
Axis Capital



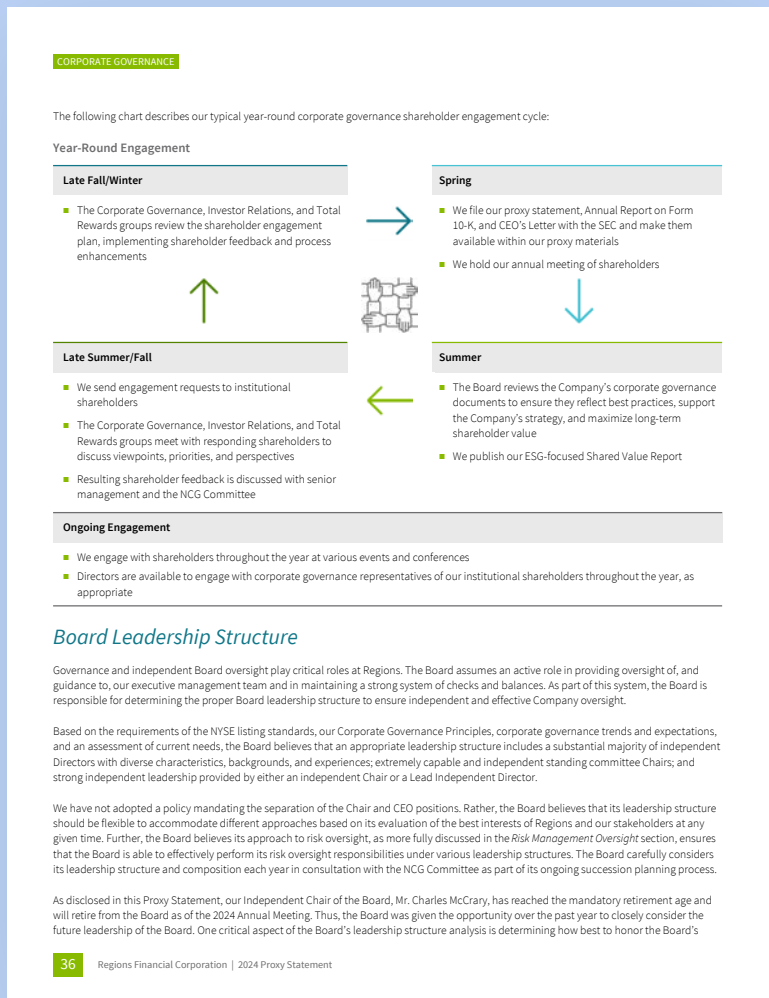
Knife River



Lincoln Electric



Realty Income



Regions Bank



TreeHouse



Weyerhaeuser

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, LGBTQ+ 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 in or around our buildings are required to follow. Examples of these requirements include recycling or all demolished or removed materials whenever possible, installation of 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 to 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 forums helps ensure that every employee's voice is not only heard but also actively contributes to our inclusive culture.

When we conducted a voluntary survey of our workforce in 2023, of those who elected to share, approximately 27% identified as men, 42% identified as women, and 1% identified as outside of the gender binary. Additionally, approximately 63% identified as White, 14% identified as Black, 11% identified as Hispanic or Latino, 7% identified as two or more races, 4% identified as Asian, and less than 1% identified as American Indian, Alaska Native, Native Hawaiian or Pacific Islander.

We believe in compensating our employees fairly and equitably. We engage a third party to review the compensation of our workforce on a periodic basis to help ensure everyone is paid equitably for equal work and we strive to address any misperceptions.

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 the real estate 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 maintaining a healthy and safe lifestyle. We regularly provide mental health and safety training and resources to our employees and offer resources focused on mental health and physical wellness. Our office locations are intentional spaces where we put intentional collaboration and celebrate successes 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.

appfolio

34

2024 Proxy Statement

AppFolio

ESG AND CORPORATE GOVERNANCE

ESG Framework

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

FOCUS ON PEOPLE

• Culture, Belonging and Inclusion
• Human Capital Management
• Employee Engagement
• Employee Health, Safety, and Wellbeing

ACT RESPONSIBLY

• Privacy and Cybersecurity
• Ethical Compliance
• Academic Integrity
• Responsible Marketing
• Technology Innovation and Performance

HELP LEARNERS

• Product Impacts and Learning Outcomes
• Access to Education
• Holistic Approach to Learner Success

DISSEminate SUSTAINABLY

• Climate Change Risks and Opportunities
• Environmental Impact
• Natural Resource Management

GIVE BACK

• Community Engagement
• Philanthropy
• Research and Advocacy

GOVERN EFFECTIVELY

• 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 at the same time, so it comes as 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 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 FS, 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 FS'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 FS in what we call BeFS (culture, behavior, and LeadFS leadership principles).

We are innovators.

First and foremost, we do the right thing.

We make it our business to do the right thing.

We make it our business to do the right thing.

At FS, we view leadership as a mindset, not a job title.

LeadFS

We make it our business to do the right thing.

We make it our business to do the right thing.

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 2021, FS released its inaugural ESG Report available at fs.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

Fiscal Year 2021 Proxy Statement

11

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.

Nominating & Corporate Governance Committee
Responsible for matters of Recursion's Governance (G) through setting the company's corporate governance framework and guidelines, evaluating Board, Committee, and Director performance, and the search for and nomination of new directors.

Corporate Social Responsibility Committee
Oversees Recursion's Environmental and Social (ES) strategy and implementation including diversity, equity and inclusion, community and philanthropy, and social and environmental responsibility. Responsible for the use of artificial intelligence and computing for the communities in which we work.

Audit Committee
Has oversight not only of Recursion's financial reporting but also of our employee and management conduct involving potential conflicts of interest and potential abuse of power. Responsible for the use of artificial intelligence and computing for the communities in which we work.

Compensation Committee
Oversees Recursion's compensation practices, which are designed to drive performance and achieve equity for equal contributions regardless of gender. Responsible for the use of artificial intelligence and computing for the communities in which we work.

Strategic Transactions and Finance Committee
Has the authority, as delegated by the Board, to oversee all share repurchases, equity and debt offerings, and financial transactions involving the company.

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 transaction, 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

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 25% once implemented
- Mexico 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.tandemdialabetes.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.tandemdialabetes.com/corporate-governance/esg>. 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

38

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.

ENVIRONMENTAL

We do the right thing and act with integrity.

We are all in - fully engaged and committed to achieving results.

We follow through and are accountable to our commitments.

We are passionate - creating opportunities for our business to win.

SOCIAL

We are here to win.

We have the highest standards and are committed to achieving results.

We follow through and are accountable to our commitments.

We are passionate - creating opportunities for our business to win.

GOVERNANCE

We keep things simple.

We act fast, equitably, transparently and responsibly.

We embrace and harness change as a competitive advantage.

We are transparent in sharing information with each other and collaboratively across functions.

We are committed to being a team, and then move quickly to action.

ENVIRONMENTAL

We are fully engaged and personally living our values.

We create safe, healthy, and sustainable living environments.

We are transparent in sharing information with each other and collaboratively across functions.

We are committed to being a team, and then move quickly to action.

SOCIAL

We are here to win.

We have the highest standards and are committed to achieving results.

We follow through and are accountable to our commitments.

We are passionate - creating opportunities for our business to win.

GOVERNANCE

We keep things simple.

We act fast, equitably, transparently and responsibly.

We embrace and harness change as a competitive advantage.

We are transparent in sharing information with each other and collaboratively across functions.

We are committed to being a team, and then move quickly to action.

Treehouse Food, 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 sustainability-related policies, visit us at Veralto.com/Sustainability.

2024 PROXY STATEMENT

5

Veralto

PROXY SUMMARY

COMMUNITY REACH

15 Communities

180+ Ambassadors

Fish

Hunt

BBO

Culinary

Beverage

Slate

Surf/Paddle

Ski/Snow

Climb/Alpine

Rodeo

Ranch

Equestrian

Wellness

Golf

Sports

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 tableware products such as the Rambler™ 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

24
29

PROXY STATEMENT SUMMARY

This summary highlights information discussed in more detail elsewhere in this 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 26, 2024 before voting your shares.

HOW TO VOTE

By Internet

You may vote by proxy via the Internet at <https://virtualshareholdermeeting.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 to Vote Processing, c/o Broadridge, 51 Mercedes Way, Elwood, NY 11717. 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 at 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 procedures.

MEETING DETAILS

Date
May 21, 2024

Time
10:00 a.m. PDT

Location
<https://virtualshareholdermeeting.com/ARRY2024>

Record Date
March 27, 2024

ARRY TECHNOLOGIES

01

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:

ANNUAL MEETING OF STOCKHOLDERS

Date

MONDAY
JUNE 17, 2024

Time

2:00 P.M.
PACIFIC TIME



• 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. Have your Notice or proxy card in hand when you visit the website.



• by toll-free telephone until 11:59 p.m. Eastern Time on June 16, 2024 at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call).



• by completing and mailing your proxy card to the Annual Meeting if you received printed proxy materials or



• by attending and voting at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/ASANA2024, where stockholders may vote and submit questions (before and during the Annual Meeting) have your proxy card in hand when you visit the website.

Voting Recommendations From Our Board of Directors:

Proposal 1	The election of Matthew Cohler and Dustin Moskowitz as Class I directors.	Nominees receiving the largest number of votes "FOR" such nominees are elected as directors.	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. CDT

VIA WEBCAST

www.virtualshareholdermeeting.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.virtualshareholdermeeting.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:

		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 webpage.

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. Be sure 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

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.virtualshareholdermeeting.com/MMS2024](https://virtualshareholdermeeting.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 www.proxyvote.com



By Telephone
(+1) 800-586-1548 (toll-free)
(+1) 303-562-9288 (international)



In Person/Virtually
Attend the virtual Annual Meeting



By Mail
Sign, date, and return your proxy card in the enclosed envelope

Voting Recommendations

Proposal	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 Varela	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

Nextdoor

2024 Proxy Statement

1

Nextdoor

Proxy Summary

Date

Wednesday,
May 1, 2024

Time

10:00 a.m.,
Pacific Daylight
Time

Place

www.virtualshareholdermeeting.com/SSSD2024

Record Date

March 4, 2024

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.

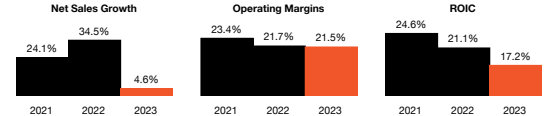
How to Vote

	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

		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



Simpson Manufacturing Co., Inc. – 2024 Proxy Statement

1

Simpson



Our Notice of Annual Meeting and Proxy Statement, Annual Report on Form 10-K, electronic proxy card and other Annual Meeting materials are available on the Internet at www.proxyvote.com, together with any amendments to any of these materials that are required to be furnished to stockholders. If you receive a Notice of Internet Availability of Proxy Materials, you will not receive a paper or email copy of the proxy materials unless you request one in the manner set forth in the Notice.

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.

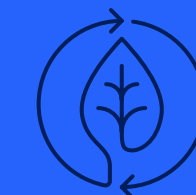
Look for ways to enhance all your communications to help shape expectations and perceptions. Consistent, year-round communication ensures that when it's time to rally support for your board and drive the vote, your audience is primed and ready.

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

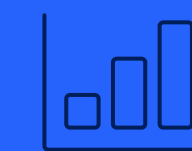
Consider the comprehensive experience:



01 Proxy statements



02 Sustainability reports

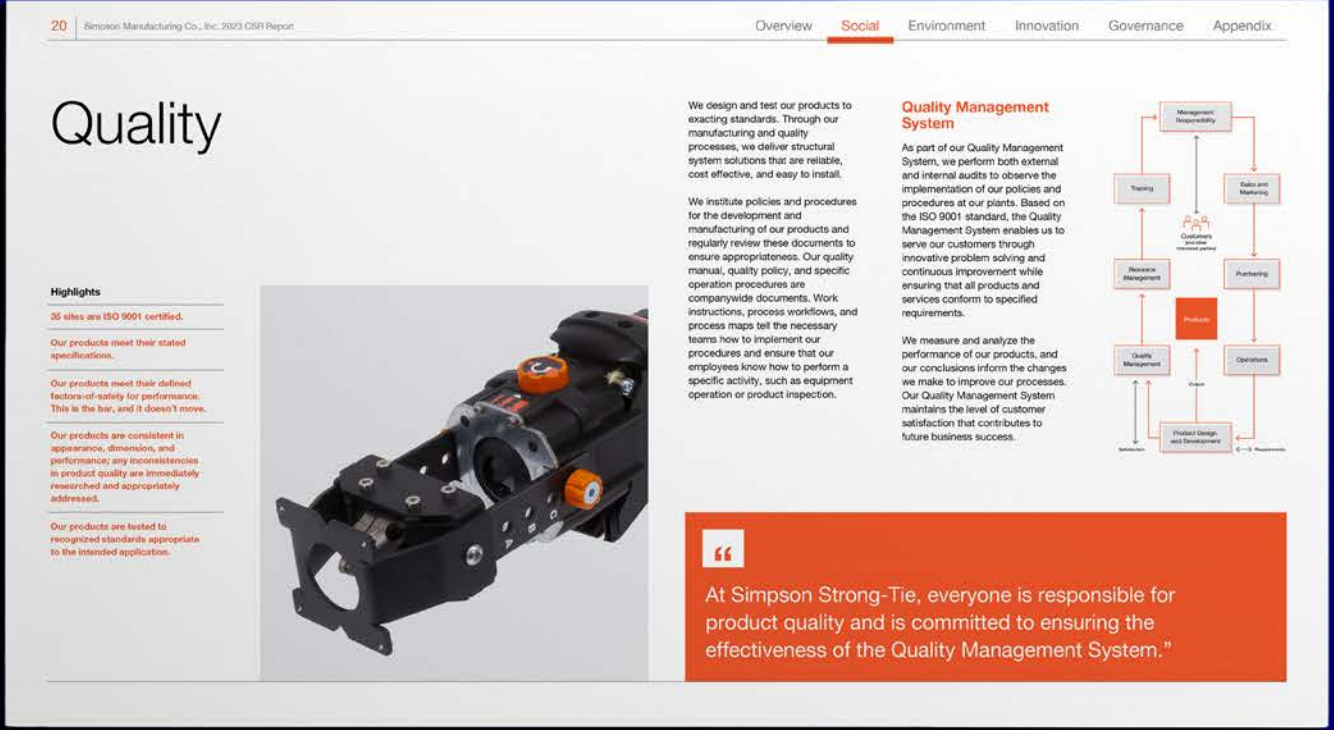
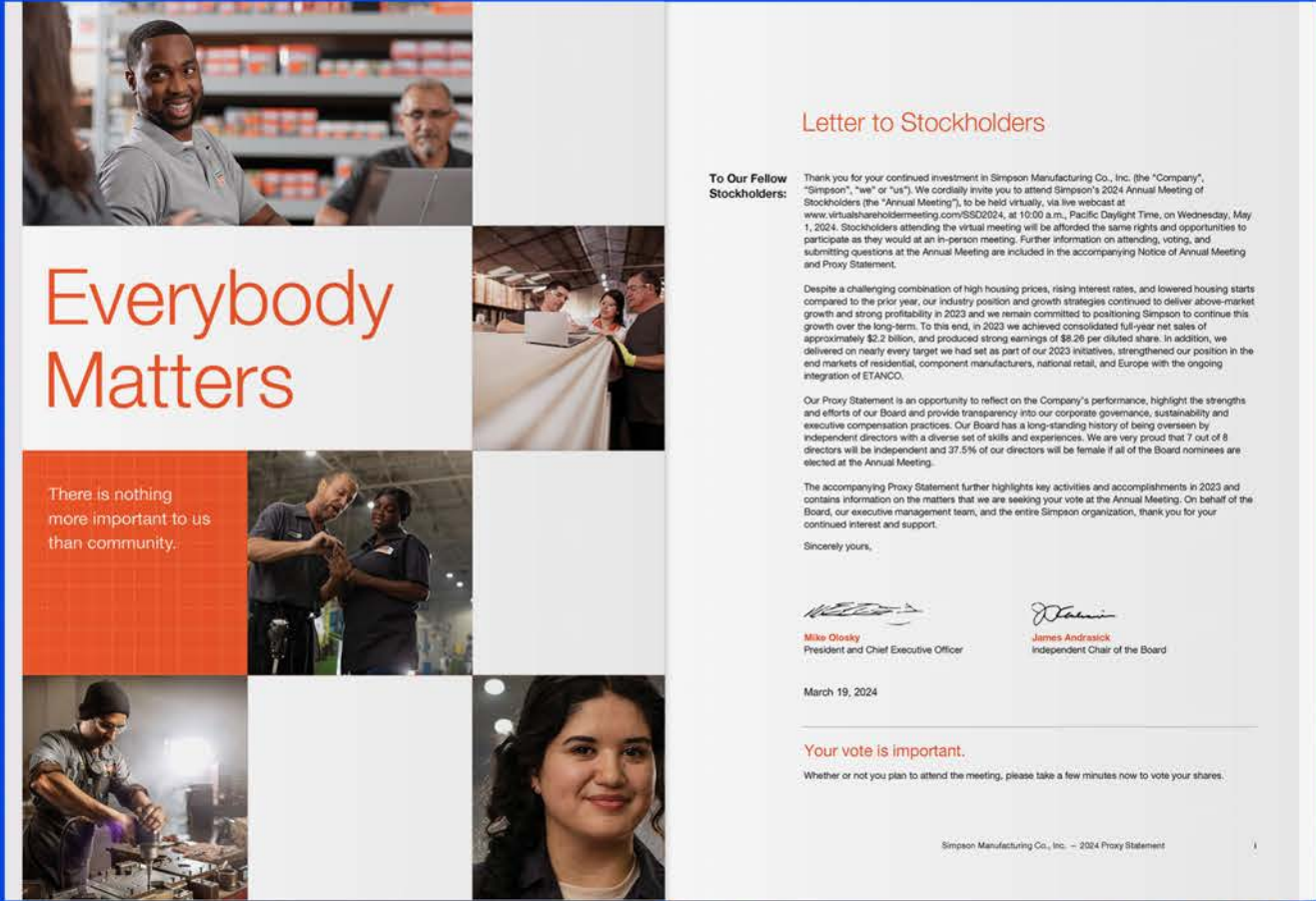
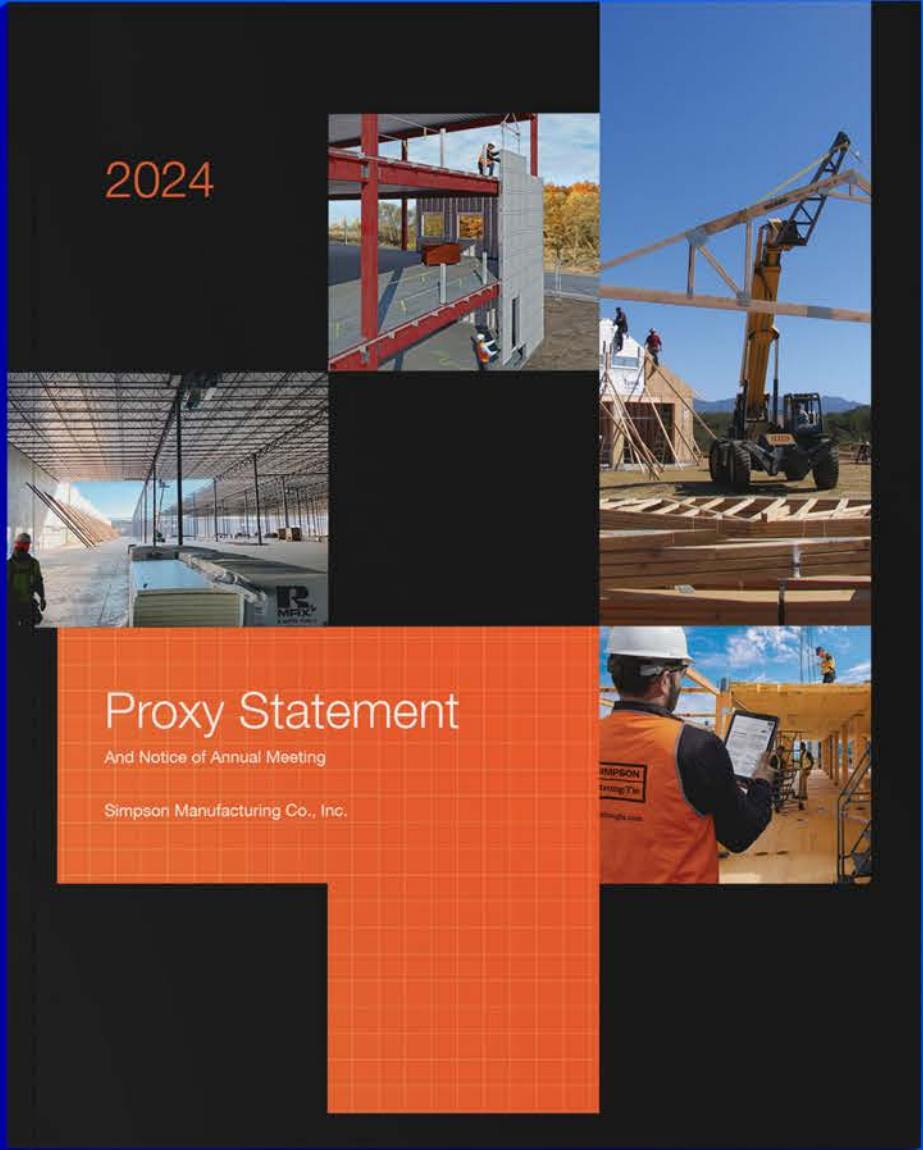


03 Annual reports



04 Investor relations websites

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





3151 Briarpark Drive
Suite 700
Houston, Texas 77042

Notice of 2024 Annual Meeting of Stockholders And Proxy Statement



2023 ANNUAL REPORT Expanding Reach



2023 SUSTAINABILITY REPORT

PROXY STATEMENT SUMMARY

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. CDT
VIA WEBCAST
www.etrade.com/webcast/meeting.com/2024

VOTING ELIGIBILITY
Only stockholders as of the close of business on April 8, 2024 (the "Record Date") are eligible to vote at the Meeting in person, 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.etrade.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 1-800-650-6903 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.etrade.com/webcast/meeting.com/2024 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.

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 2023 Equity Incentive Plan	FOR	74
4 Ratification of the Company's Independent Auditors	FOR	82

PROXY STATEMENT SUMMARY

TABLE OF CONTENTS

Our Director Nominees

You are being asked to vote on the election of these nine directors. Additional information about each director's background, skills and experience can be found on pages 23 to 27 of this Proxy Statement.

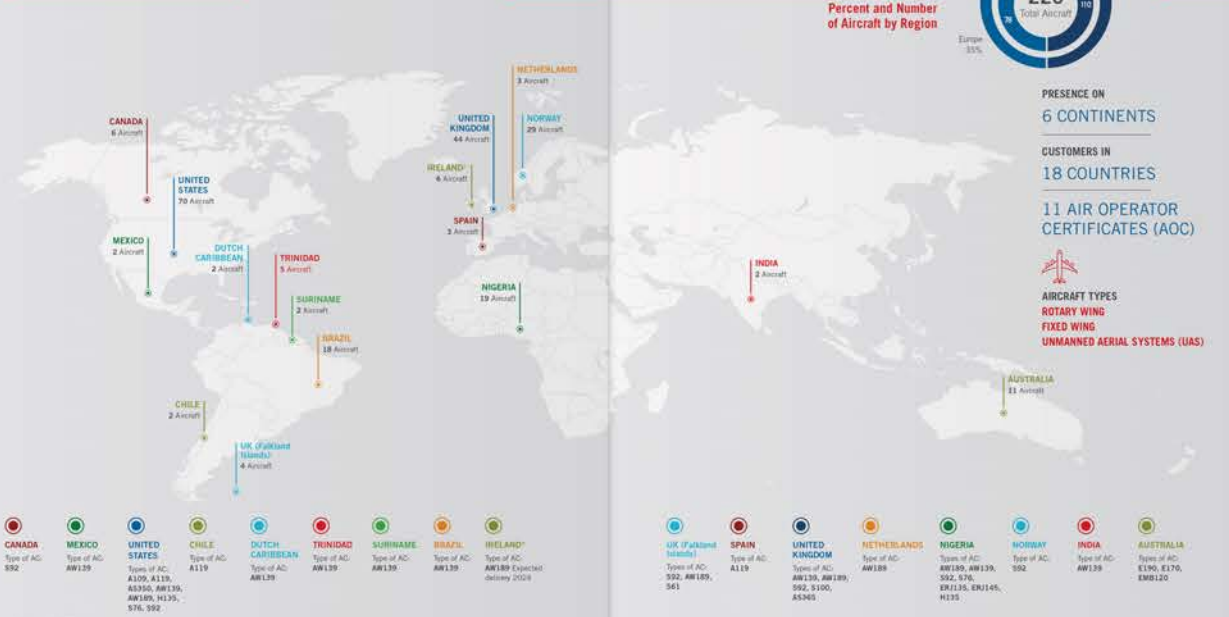
Name	Age	Director Since	Independent	Committee Membership and Chairperson
G. Mark Mickelson	58	2020	✓	Chairman of the Board of Directors
Christopher S. Bradshaw	47	2015		
Lynn L. Brass	70	2020	✓	Compensation (Environmental, Social, and Governance)
Wesley E. Kern	57	2020	✓	Compensation (Chair)
Robert J. Marso	66	2020	✓	Environmental, Social, and Governance (Chair)
General Maryanne Miller, Ret.	65	2021	✓	Compensation
Christopher Pacifico	56	2020	✓	Compensation (Environmental, Social, and Governance)
Shefali Shah	52	2023	✓	Audit
Brian D. Truettwe	66	2020	✓	Audit (Chair)

Advisory Approval of Named Executive Officer Compensation
In 2023, the Compensation Committee and the Board of Directors (our "Board") maintained the compensation philosophy and design adopted following the merger involving Bristow Group Inc. and Epi Group Inc. Underpinning the 2023 executive compensation program is a belief by the Compensation Committee that there must be a meaningful link between the compensation paid to our Named Executive Officers and our goal of long-term value creation for our stockholders.

The 2023 executive compensation program included: pay tied to performance through the use of performance based stock units (which may be earned via performance against an absolute financial metric and relative total stockholder return); a 50% weighting of the financial metric in the short-term annual incentive program (the "STIP"); and a minimum financial metric threshold that must be achieved prior to the payment of any amounts under the individual strategic goals portion of the STIP.

EXPANDING OUR PRESENCE

Global Leader Innovative and Sustainable Vertical Flight Solutions



INTRODUCTION

RESPONSIBLE BUSINESS PRACTICES

ENVIRONMENTAL

PEOPLE AND COMMUNITIES

APPENDIX

About Bristow

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

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

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

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

Global Leader in Vertical Flight

PRESENCE ON 6 CONTINENTS
CUSTOMERS IN 18 COUNTRIES

HEADQUARTERS IN HOUSTON, TX

GLOBAL EMPLOYEES 3,290 TOTAL
830 PILOTS, 843 MECHANICS

PUBLICLY TRADED ON NYSE (OTEL)

Operating Revenues by End Market¹

AIRCRAFT TYPES ROTARY WING, FIXED WING, UNMANNED AIRCRAFT SYSTEMS

DIVERSE FLEET OF 220 AIRCRAFT

Operating Revenues by End Market¹

Operating Revenues by End Market¹

Operating Revenues by End Market¹

Our CORE VALUES

These Core Values further strengthen our reputation and push us to deliver on our promises.

- Safety**
We each own safety, every day.
- Integrity**
We demonstrate integrity in our actions, fostering trust in our relationships.
- Teamwork**
We prioritize teamwork, achieving our goals together.
- Progress**
We pursue progress through continuous improvement and innovation.
- Passion**
We have passion for our work and the impact we make on people's lives.

Refers to 17M operating revenues by end market as of 12/31/2023.

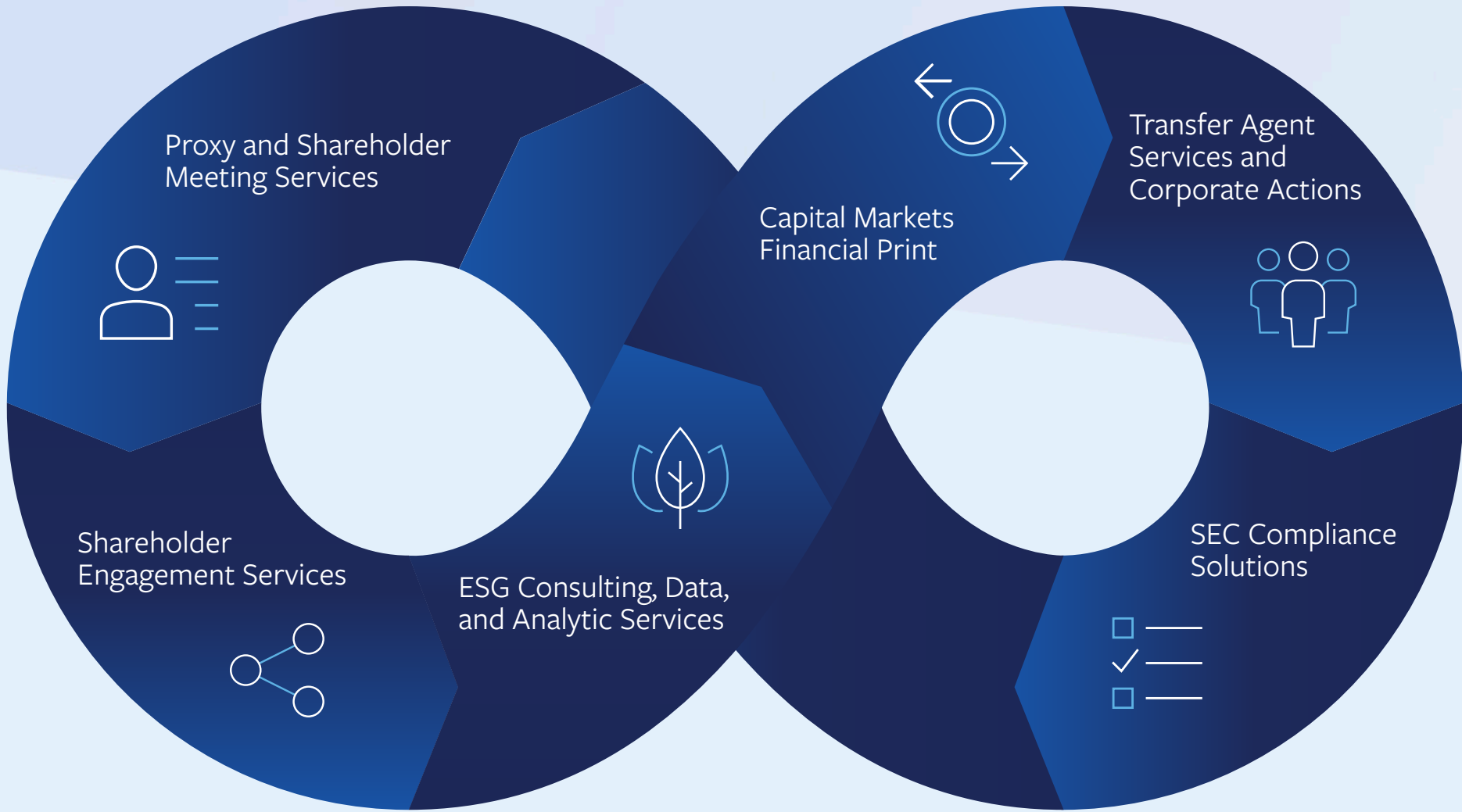
Bristow Group Inc. 2023 Sustainability Report 3

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    

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

FalkHarrison.com    



FalkHarrison