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ISSN:1091-4811

THE SHAREHOLDER SERVICE **OPTIMIZER**

PROVIDING STRATEGIC AND PRACTICAL ADVICE - AND MONEY-SAVING TIPS...SINCE 1994

2025 MARKS THE 25TH ANNIVERSARY OF “NOTICE AND ACCESS” – THE BEST “PUSH-MODEL” EVER!

BILLIONS OF DOLLARS SAVED. BUT NOW, IT DESPERATELY NEEDS A FIX: A “PULL-MODEL” THAT WORKS – AND A RADICAL RE-ORDERING OF REQUIRED INFO

Issuers of securities should be sounding big cheers for 25 years of Notice and Access – which has saved tens of billions of dollars in printing, enclosing and pushing paper proxy packages to investors, many of whom mostly threw them in the trash.

We well recall that in the year before N&A took effect the AT&T proxy packages alone filled ten railroad cars with A-Rs and Proxy Statements. Then they were shipped to the mailing house, which needed to obtain and enclose a Proxy Card, an outgoing and postage-paid return envelope and usually a Chairman's letter before being metered and trucked to post offices around the country - with fingers tightly crossed for their complete and timely delivery. As we have been saying all along, this is the biggest and best “Push Model” ever invented.

But as we have also been saying - with increasing alarm of late - there are no really effective “Pull Models” that would allow potential voters to quickly and conveniently “close the marketing loop” and actually VOTE, as roughly 70% of all individual shareholders once did.

In the “Old Days” all an investor needed to do was to open the envelope, eyeball the materials quickly to see if the company was still in reasonable shape, check the boxes (where now there seem to be way more than ever to check) shove the card in the handy return envelope and plop it on the outgoing mail pile.

Today, however, a N&A recipient no longer has the needed tools in hand: He or she has to set aside some special time to go to and open their laptop – or an i-phone if they are tech-savvy - find and review the materials - and the voting issues at hand (which, by the way, have gotten lengthier, more

complex and more fought-over than ever) then search out the Voting Page, enter a control number (unless they are smart enough to be pre-registered on the voting site and/or recognizable by a QR code, which most voters are still not *able* or *willing* to enable – yet) then check the boxes before hitting the send button, which often comes back to you because you fat-fingered the keyboard or left something out along the way.

The “marketing loop,” for those of you who may not be familiar with this term, is the process that needs to occur between being presented with a chance to “buy in” to something - and actually closing the sale. The more steps there are, the less buy-in there will be. And in the vast majority of cases, if the potential buyer puts the task aside until “later”, the impulse will be lost and the marketing loop will never close.

A Radical Solution To Address The “Retail Voting Apathy Crisis”

We, of course, understand the need for full disclosure, but if we really want to encourage voters to vote, we need to make it easier, simpler - AND to treat shareholders like the adults they are!

Here’s our RADICAL SOLUTION - and our ROADMAP:

1. Get the SEC to allow you to enclose brief synopses of the proposals at hand, along with Management’s recommendations, with the NOTICES themselves—and simply refer readers who want more detail to the full Proxy Statement.

The current method forces all e-voters—who now make up the vast majority of voters—to stop what they’re doing, go to a computer (or maybe their tablet or smartphone), navigate to a voting site, locate and review the relevant materials, and then key in their choices. No wonder retail investor voting keeps dropping, year after year!

2. Better Investor Education is Imperative! Ask the SEC for permission to enclose the educational booklet [“Shareholder Votes Have Value”](#) with the Notices themselves, where it will ride completely free of extra postage. We can’t imagine why they’d refuse permission.
3. Allow investors to cast their votes immediately - using the Notice and the “summary” itself to call-in or mail-in their vote - or to go immediately to the voting site, using a QR code.
4. Get the SEC to let you enclose a postage-paid return envelope that investors can use to cast their votes by mail, then and there if they wish.

In many cases, this is actually the fastest and easiest way to cast one’s votes and to actually ‘close the marketing loop.’—“Once and done,” in minutes!



Shareholder Votes Have Value PLEASE — DON'T LET YOUR VOTES GO TO WASTE!

Dear Shareholders,

As a shareholder, your vote is not just a right — it's a powerful tool to influence the companies you own. Your votes matter. But today, far too many individual investors are sitting on the sidelines - and causing the companies they own to waste serious amounts of time and money.

Back in the 1970s and '80s, more than 70% of individual investors regularly voted their shares. Today, that number has dropped dramatically. At many companies, only 10-15% of individual shareholders vote, and the numbers have been dropping every year.

This is a troubling trend — not only for companies but for shareholders themselves. Companies invest millions each year to prepare and distribute proxy materials, tabulate votes, and meet quorum requirements. When shareholders don't vote, those resources — your influence — and your own money as a share-owner - are wasted.

To help you understand and act on the value of your vote, we've prepared this updated 2026 guide, which highlights:

- The economic value of your voting rights
- Simple steps to help you make informed decisions on proxy-voting items
- Fast, easy ways to cast your vote — ideally in 10 minutes or less

We hope this booklet will convince you that casting your vote is well worth your time and effort - and that no vote is too small to make a difference.

By voting, you help shape the future of the companies you invest in — and ensure that your share of the resources spent on shareholder communications isn't wasted.



Turmoil In Proxy Land: Why It's More Important Than Ever To Have Truly Expert Outside Counsel On Your Team

In our 30+ years of deep involvement in shareholder meetings, proxy voting, proxy contests, shareholder activism, and corporate governance in general, we have NEVER seen an environment as volatile or as consequential as the one corporate issuers will face in 2026.

Consider just a few of the converging forces:

- **A major deregulatory shift at the SEC** — including no No-Action letters for the 2026 AGM season and a promise to review and maybe overhaul the entire SEC rulebook – a goal that has been seconded by the White House.
- **Intensifying challenges to precatory proposals**, likely driving more binding bylaw proposals and Vote-No campaigns aimed at selected Directors - unless issuers can negotiate satisfactory “peace deals”
- **Game changing developments on the Voting Advisory fronts** - with ISS and Glass Lewis cutting back sharply on the amount of recommending they’ll issue unless paid to do so and mega-investor JPMorgan Chase abandoning outside voting advice altogether to use an A-I app developed in-house.
- **State-level campaigns encouraging issuers to change domiciles**, which seem to be gaining traction - promising reduced fees, reduced regulation, friendlier courts and extremely high proposal thresholds - But wow! A big risk, we say, where longstanding and well-tested legal precedents are concerned - where issuers can usually save a lot of time and money by relying on them.
- **A sharp increase in proxy contests** - with much more aggressive tactics and more insurgent wins with the so-called Universal Proxy Card - with many more to come, we guarantee.
- **A highly controversial vote-solicitation campaign at ExxonMobil** - which many other issuers are reportedly considering. Beware, we say, of bringing down wrath and retribution from institutional investors who are almost universally opposed.
- **A huge generational shift in shareholder demographics and behaviors** - as Gen Z exhibits a big interest in direct equity ownership... and prepares to inherit nearly \$90 trillion in financial assets.
- **Very concerning, retail voting participation**, which is normally pro-management, is at an all-time historic low - well under 10% at many companies.
- **Even more concerning - deep and dangerous misunderstandings at the SEC** where the details of proxy voting are concerned. (See our sidebar on how bad this really is.) *Meanwhile, the competitive landscape – and the “rankings” for legal advisors, and for proxy solicitors and advisors too - are shifting rapidly, with a host of newer, smaller and much more aggressive firms bypassing many of the former leaders at “old guard” firms. (See our update on the current Proxy Solicitor/Advisor universe in this issue.)*

If there was ever a moment when issuers need premier legal counsel, and superior strategic and PR advice — and where the key players need to demonstrate specialized leadership — that moment is now.

Turmoil In The Corporate Counsel Community

The Bloomberg Rankings Reveal Some Major Surprises – And Lots Of Surprisingly Missing Names On The Law Firm Side Of Proxy Fights... where, it should be noted, the lawyers are often instrumental in choosing the proxy solicitor... and some old-guard leaders are currently on a lot of “no fly lists” for caving without a fight to Trump demands for cash and pro-bono work as ‘reparations.’

The top-three firms on the Activist side of proxy fights in 2025 are Olshan – with an amazing 80 fights, with \$21.9b at stake; **Schulte Roth & Zabel** with 38 fights (\$7.1b) and **White & Case** – up from number five last year – with 31 fights.

On the Corporate side, Sidley Austin (a firm one hardly noticed five or so years ago) led the pack with **32 fights (\$2.3b)** - followed by **Latham & Watkins** with **20 (\$2.76b)** and **Skadden Arps** with **16 (\$10.2b)**.

The OPTIMIZER’S own brief summary of the leading law firms in dealing with Shareholder Activism should be a major wakeup call to public companies:

Many of the former lead-steers seem to have lost their mojo - and a lot of market share. Some of this is due to the many firms who have lost top leaders over the Trump efforts to punish firms that he perceives as “too woke” - and we know that many corporations have placed them on a “no fly list” for new assignments. But primarily, we say, the new landscape in lawyerland is because a ‘new breed’ of more aggressive law firms have left many of the stodgy old “white-shoe firms” in the dust.

We made a list of the 50 top law firms in the Governance, Activism and “Deal spaces” - and identified the top partners in each space at each firm, which was no simple task to accomplish. Many of their websites force visitors to peruse the entire list of partner and associate CVs to make an educated guess about who is really who at each firm, and where they are located.

We tried to get at least ten of our top-fifty to sign up for our “Directory of Pre-Vetted Service Suppliers” – with no luck. But readers, if you are really interested in exploring the idea of making changes in, or making carefully selected additions to your outside counsel teams, please reach out and we can help you narrow the field down considerably.

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Turmoil - And A Scary Amount Of Cluelessness - At The Sec

Senior members of the SEC seem to be hell-bent on a mission to totally demolish the regulatory framework that has been evolving since the Great Depression:

As we noted in our last issue, Chairman Paul Atkins is laboring under the incredibly ill-informed idea that the failure of the number of publicly-traded companies to grow is due to too much regulation. What sensible entrepreneur, we ask again, would ever pass up a multi-million dollar IPO payday because he’d have to hire a few more lawyers and accountants? Totally absurd! All he needs to do is a tiny bit of math to see that as fast as companies go public, which they continue to do at a rapid rate, more than half go broke in five years or less - while the successful ones get snapped up by bigger companies in a trice - exactly as the founders had been hoping for all along.

Next came one of the Deputy heads of Corp-Fin - who opined out of nowhere and based on nothing - on whether institutional investors had a fiduciary duty to vote their shares. "Sometimes" he says, they may not need to vote. What times may these be, we'd ask. The only time we've ever seen professional investors (and sometimes corporate insiders too) intentionally failing to vote, is if they're trying to prevent a quorum, in the hope that the positions they favor, which are losing in the runup to the meeting, might be able to squeak out a victory.

If an investor can't make up his or her mind on how to vote, they can - and should - simply check the ABSTAIN box. (This is what the SEC invented it for, back in the late 1960s or so.) Very important for a wannabe proxy voting regulator to know, the Abstain box sends a clear message of its own - both to management and to a shareholder proponent if there is one: Neither side has made a convincing case for its position. Sometimes, although there is no way to tell and no need to know, rather than being pro or con, the voter simply has no interest whatsoever in the issue at all as it has been presented.

Most recently comes the January 26th remarks of Commissioner Mark Uyeda, at the 53rd Annual Securities Regulation Institute, headed "Enhancing the Public Company Disclosure Framework" This guy doesn't even seem to know English, where "enhancing" means to "intensify, increase, or further improve the quality, value, or extent of" something. But no, Uyeda is hell-bent on shortening, cutting and gutting the SEC Rulebook.

"Simplifications could also be made to Item 201 for disclosures of the number of security holders and performance graphs." Hello, we say...What is so burdensome, or so wrong with reporting how many security holders there are? Actually, every company should want to know the answer here - and it sure gives the average investor a decent idea of how many like-minded investors there are. But current SEC regs require only a count of registered holders - which is a virtually meaningless number these days. The best and wisest companies break down and give the real numbers, which should become a requirement.

Then, Uyeda goes on to the dumbest and most clueless statement yet: "Perhaps we could delete the five-year graph of the issuer's total cumulative return compared to a broad index and a line-of-business or peer group index under subparagraph (e). Given the wide availability of evaluative tools on the internet and mobile devices, do investors continue to need such disclosure?" YES they DO, Uyeda: This is the first thing individual investors should look at when deciding whether - and HOW to vote their Proxies. If you really want to simplify - and "enhance" the disclosure framework - and motivate investors to cast their votes - require that it be placed prominently - and way upfront in the Proxy Statement - and ideally, right before the Management Letter, which forces the drafters to address any issues here.

Lastly, Uyeda notes that "Smaller public companies make significant contributions to the financial markets and the economy more broadly. For context, 50% of all registered equity offerings during the 12-month period ended June 30, 2025 were done by smaller public companies. Some of these investments may provide higher growth opportunities for investors. As such, we should take care to see that our regulations are not disproportionately burdensome on small businesses." YES, Uyeda - but NOT at the expense of Investor Protection.

Here are some FACTS to chew on from the BLS:

- The failure rate for new startups is currently 90%. (This counts small businesses as well as IPOs)
- 10% of new businesses don't survive the first year. (Ditto)
- First-time startup founders have a success rate of 18%.
- Investors predict similar [success and] failure rates for AI startups
- 34% of small businesses that fail lack the proper product-market fit.
- 22% of startups that fail don't have a sound marketing strategy.
- Approximately 30% of startups with venture backing end up failing.
- Around 75% of all fintech startups crash within two decades.
- Startups in the technology industry have the highest failure rate in the United States.

2025 Was The 90th Anniversary Of The Proxy Solicitation Business: A Quick Look At The “Highlights And Lowlights” And A Closer Look At Where It Stands Today

It's been 90 years since the Nye family turned its brokerage business, Georgeson & Co., into a “proxy-chasing business” in 1935 – a time when individual investments in stocks had become very big business and voted proxies were very much in demand at Shareholder Meetings since this was long before Mutual Funds and other big investment funds ended up owning the vast majority of the shares outstanding at most companies. It's really worth a quick visit to our earlier article on [The Long and Sometimes Checkered Past of the Proxy Solicitation Business](#) to see how much has changed – and how much has stayed the same, mostly for better but sometimes worse at many players.

Georgeson is still here, albeit after changing ownership multiple times over the years, and not nearly the megalith it once was. A few of the firms mentioned have bitten the dust - or nearly so. But, notably, quite a few of the firms mentioned back then have gained significant market share - since, as noted, this is still very much a “people business” – which needs *creative, highly entrepreneurial and charismatic leadership* to really stand out from the pack – AND a smart, savvy, cohesive and *experienced team* as well. We still chuckle to ourselves that not so long ago Georgeson's then leaders blithely riffed a guy who quickly founded Okapi Partners - which has since passed them up by a country mile in the high-stakes high-margin proxy fight business.

Bloomberg's 2025 Global Advisory Rankings reports that **Okapi** handled 25 proxy fights on the “Activist side” in 2025, with \$15.9b in play – plus another 26 fights on the Company-side, where Okapi is especially adept at working either side of the street and where many of the old-guard firms actually bragged about turning down activists for many years.

Saratoga Partners, a relatively small firm, but run by very long-term proxy-fighting experts, logged 25 fights, with \$2.0 b in play and yet another smallish firm, **Investorcom**, run by a former Don Carter star-pupil came in third, with 12 fights.

On the Company side, **Sodali** logged 67 fights globally with \$28.9b in play, followed by **Innisfree** with 48 fights (\$20.8 in play), while **DF King** logged 45 and **Mackenzie Partners** 31. We hasten to add that the rankings tend to vary a bit each year, given the ‘randomness’ of proxy fights that break out in any given year.

On the overall proxy solicitation front, we'd note that DF King still has, we think, the richest book of long-term clients and that Alliance Advisors has been the steadiest gainer of new clients over the past five or more years.

A special shout out to our friends at Laurel Hill Advisory Group, which was “quoted and noted by [The Globe and Mail](#) as Canada's dominant shareholder communications and advisor firm, growing from 32% market share in 2020 to 42% market share in 2025 year to date”...while **Kingsdale** has dropped precipitously to 25% - showing how suddenly the tide can turn in this business. (**Georgeson**, the dominant leader in Canada for many decades had to leave the market entirely several years ago, when it was caught red-handed, manufacturing telephone votes that totally rigged a proxy contest there, forcing a re-do of the Meeting.)

We also want to give a shout-out to a relatively new arrival on the proxy solicitation scene - Lioness Consulting LLC – founded in 2024 by Donna Ackerly – a widely-known and highly regarded professional with over 40 years of experience in annual and special shareholder meetings, corporate actions, proxy fights and SPACs. We love the name – which aptly describes Donna’s history as someone who knows how to care for, protect and fiercely defend the best interests of her clients and we wish her and her firm every success.

A Big Decline In Dirty Tricks At Proxy Firms These Days – But There’s Still A Need To Hire Proxy Solicitors Who *Understand* - And Play By The Rules – And Truly Independent Inspectors Of Election Who Know The Rules, And Will Enforce Them

Sad to say, the keen desire to WIN still, sometimes wins - or tries to win - regardless of “fair play” and the often misunderstood “rules of proxy” that are mostly found in case law. We were expert witnesses in a case this year where the issuer and its solicitor contended that votes that were cast for directors – before entirely new proxies, with three additional candidates were issued, in accordance with a Court Order – should nonetheless be counted as valid!! On the whole, tactics like these are rare these days and almost always revealed and remedied in the end – especially where the Inspector of Elections knows how to do the job properly – and does it.

Our long-time advice for choosing a Proxy Solicitor - and a law firm too - is still very much on the money, we say: It's the specific PEOPLE who will be working on your company's deal - and the CHEMISTRY - that count in the end.

On The Transfer Agency Scene - Beware Of Bargain-Basement Fee Offers – And Dubious Claims Of Technological Breakthroughs:

The transfer agency scene has been unusually quiet over the past five years, largely, we think because TA activities – and importance – have continued to shrink and because there are so few reliable players left to choose from – with a major gap between the market share of the top-two and the two next largest players – then a very sharp falloff to mostly very small and very new entities.

But nature abhors a vacuum, as we've been regularly reminding. Reportedly, EQ – the number-two player - is up for sale, which typically sparks competitors into a frenzy of activities - and often sparks a run for the doors, so stay tuned here.

The biggest development we've been noting, however, is the rise of tiny new entrants – all of whom tout a “revolutionary new and modern system” (usually still “under construction” – and largely “vaporware” as we look for true breakthroughs - and who sell largely on bargain-basement pricing.

A recent LinkedIn posting from one such firm loudly touted “No More Signature Guarantees!” – which knocked us off our chairs. We called the founder – a nice guy, but totally clueless about basic transfer agency functions – to ask exactly how they would guard against fraudulent transfer requests, which are very much on the rise these days - and how their issuers would be protected against losses.

“We have insurance – including self-insurance – and issuers usually have insurance too” he said.

We urged him - and we'd urge all of you - to read our 2015 article [Transfer Agent Liabilities: Under-Estimate Them At Your Peril | Optimizer Online](#) It cites five cases where the issuer had to make good for several \$80 million dollar+ losses and several others over \$50 million.

And just a few months ago, one of the country's *largest TAs* acted on fraudulent instructions to issue new shares, sell them off and transfer funds to offshore banks - shortly after warning staffers in writing to verify all purported instructions from clients by making calls to the clients themselves! Fortunately for clients, the TA was able to get half the losses back and cover the remainder – a feat we're certain none of the newbies could pull off.

Beware Of Mini-Tender Scams From “Potemkin” That Continue To Rip-Off Retail Investors:

Another T-A shocker in mid-year, mini-tender offers are still being made by a firm called Potemkin Limited, which we warned about two years ago - and which has been hiding behind a “Potemkin Village” of “false fronts” - designed to impress casual lookers and make the firm appear legit - and protected by a totally unwarranted exemption from SEC Rules - and, we must note, by the cluelessness of some major transfer agents too.

The brother-in-law of your editor-in-chief got yet another Tender Offer from Potemkin, after a quiet period of two years, offering to buy his shares of Principal Financial at a 34.19% discount to current market prices. Potemkin's website sports a stock photo of a non-existent office in NYC, lists no owners of the firm, nor any officers or directors, and none for its “Depository” either. Their telephone systems tell callers that “all our agents are busy answering other calls” - and hang up. They are not a Registered Transfer Agent, although they are clearly performing T-A functions, and we must say that their ‘offering materials’ are masterfully designed and written to fleece the unwary. It continues to operate this scam, aided and abetted by an SEC rule that allows offerors of “small tender offers” to do so without any normally required SEC filings.

“How does this company continue to get away with this?” we asked the head of the Securities Transfer Association, whose own firm had turned over the files with names, addresses and current share-holdings of publicly held client companies. *“What made you do so?... And what in the world led Principal - and many other companies too - to consent to such an egregious use of their shareholder records?”* (Bro-in-law originally got 200 of Principal Financial shares when the company de-mutualized, which have grown to \$271 through dividends reinvested - so not qualifying under longstanding SEC rules for “odd-lot buybacks” but instead, subject to this weird and unwarranted SEC exemption.)

“Delaware, and many other state laws require companies to make this information available at Annual Meeting time” he said. But we strongly disagree: “Handing over sensitive information like this to a third party can only be done if the requestor can cite a ‘proper purpose’ we said – “which this surely is NOT.”

We also asked if ever occurred to anyone that the proposed transaction - to tender almost \$23,000 worth of stock from the DRP to receive a mere \$13,566 could have been done directly through the DRP that the aiding and abetting TA has in place - for a mere \$15 or so. That, rather amazingly, never occurred to the T-A - or to the company. All of them have posted warnings on their websites but never pointed out the easy alternative to shareholders.

One of the first articles we ever wrote - which we have cited repeatedly since - is equally applicable to this case, we say, where we urged readers to *“Heed the judge in the landmark Badger v. Tandy case: ‘A corporation should be cautious in handing around its record of missing [or, we say, potentially clueless] stockholders. When a stockholder does not know what shares he owns in what company or the value thereof, the circumstances are ripe for overreaching... A company has an interest in protecting its shareholders from abuse.’”*

Another *OPTIMIZER* warning in 2001 cited an article by attorney Gerald Tishler *“Corporations May be Liable for Releasing Shareholder Lists to Search Firms”* warning that a *“tracer’s conduct “ [and, we say, the conduct of the scam tender offeror too] “is attributable to the corporation by virtue of the actual or apparent authority which the corporation or its transfer agent grants to the tracer”... and the possibility of lawsuits for “deceptive practices” under the Federal Trade Commission Act...or rulings that the fees were “unconscionable...wholly out of proportion to the reasonable cost of the search performed”.* (Yes the three firms we knew of had posted warnings on their website - and the SEC does too - but what small shareholder would ever think to look there, before leaping???)

“Why do so many people even consider such a bad deal?” we asked our brother-in-law.

“When you get three or four letters like this, sometimes at increasingly lower stock market prices, and warning you of impending deadlines, you think that something must be seriously wrong with the company. You feel panicky and think you’d better bail out as soon as you can,” he said. And according to our STA source, other readers of the letter actually think that the “discount” being offered is somehow in their favor!

We urged our good friend at the STA to petition the SEC to rescind its total unwarranted exception to the Tender Offer Rules ASAP – in accordance with its primary mission of assuring investor protection - and we promised to help with the petition itself.

Interestingly, the last part of attorney Tishler’s letter bears on another, fairly common, and we think scandalous T-A practice – to offer clients a deep discount on TA fees if they let the agent offer a Direct Stock Purchase Plan with sky-high brokerage commissions and service fees for reinvesting dividends and selling shares: *“any sharing of tracer fees directly or indirectly with the transfer agent or the issuer raises serious questions concerning the fiduciary obligations of the corporation or its agent to its shareholders”* Tishler warns. (OPTIMIZER, January/February:2001) – and this, please note, in a time where services like these are widely available to individual investors entirely FREE of commissions and fees!

More On Protecting – And Properly Projecting Your Shareholder Records

We have a reader who invests directly in numerous companies of all sizes and who always asks to inspect the Shareholder Records at Annual Meeting time. He called-out one Transfer Agent, which we will allow to remain nameless for now, for flatly refusing to include the Cede account on the list, where Cede typically holds 90% or more of all Registered shareholder positions – AND WORSE YET - for failing to sign and certify the list as being “complete and correct as of the record date” as transfer agents have done since time immemorial.

Why are they doing this, we ask? Is it to prevent attention to what small a portion of the shares outstanding the individual shareholder actually are?

Or is it because the records are NOT in-proof as required?

Issuers need to check up – and speak up here: This procedure is a critically important “internal control measure” – that serves to alert the management at TAs – and at issuers too - if their records are NOT in proof.

As “A-I Layoffs” – And “Strategic Re-Shufflings” - Sweep Away Millions Of Jobs - Our Tips On How To Keep Your’s Safe

1. Our top tip is to assure that you are one of the top two or three people in the “client-facing space” at your company. If you are with a public company, your “top clients” – roughly in order of importance – are the C-Suite officers – followed closely by the Directors – and then, by the top voting-decision makers at your company’s major investors. If you are on the front lines here – and if you are respected and well-liked by all of the top dogs - your job is essentially bullet-proof, although you always need to be aware of the tendency of any “new brooms” to want to “sweep clean” of perceived “old guarders” – like maybe you.
 2. If you are a service *supplier* to publicly traded companies, the advice in item 1 is essentially the same: If you are reasonably well-known and well-liked by the C-suite officers and their lead-reports – and ideally by the Directors who are most engaged with investor relations matters – you are pretty much safe from firing by your own management team – assuming, that is, that they are on top of things here, But sometimes, please note, they are not... unless you make sure they’re fully aware of your importance with the outside world.
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3. To be really safe, you need (i) to keep up your game – and (ii) to make sure your bosses know you’re doing it. Here, it is very important to be active in the top industry organizations that cover your own span of control – like the ABA, ACCA, the Society for Corporate Governance, NIRI – and the very ‘practically-oriented’ Shareholder Services Association. If you’re smart, you will work to rise to leadership positions in these groups, as an added bit of “fire-prevention.”
 4. You need, of course, to be sure your own leaders are aware of the importance of your role – AND of developments they need to be aware of. So stay alert to important publications from these groups – and by others (like CCR, some of the LinkedIn Groups – and the *OPTIMIZER*) and be sure to look for ways to get important info and insights into board and senior staff meetings in a diplomatic, brisk and not over-frequent or over-pushy way.
 5. Be proactive about budgetary matters – and about finding new and better ways to do things that will bring you a bit of fame - and especially - to save money. Work hard on this with all your key service suppliers. Don’t wait until mandatory across-the-board budget cuts that might put you and your team in the spotlight are handed down from above.
 6. Especially important, make sure that you are A-I literate and that you and your team are using it regularly - and effectively.
 7. Sad to say this, but many companies these days seem to make their numbers by going down the list of officers in descending dollar-order and abruptly “riffing” the people that seem old, highly-paid - and “most expendable” - facts be damned. Should this happen to you, consider yourself to be well-rid of folks like these, leave gracefully, and revert to tips 1 through 6.
-

Getting Your Message Across to Investors

Here’s one from the *OPTIMIZER* archives that is still highly applicable today:

The Shareholder Service *OPTIMIZER*’s Top Ten Tips

1. **DECIDE ON THE OVERRIDING MESSAGE** you need to convey—and how each subordinate message supports it.
Most of the time—whether you’re preparing for investor meetings or a 200+ page proxy statement—the core message is surprisingly simple:
“We are good people, good corporate citizens, and responsible stewards of your money. We deserve your support on the matters before you, and your thoughts and reactions matter to us.”
 2. **KNOW YOUR AUDIENCE** for the specific message you’re delivering—and their “hot buttons.”
This is the number-one rule of effective communication, yet it’s often ignored. Sometimes people don’t do the homework; sometimes they default to corporate-speak or legalese; sometimes messages are so over-vetted and rehearsed that all the life is squeezed out of them.
-

3. GRAB ATTENTION.

Easier said than done—especially when your message lives inside a proxy statement—but it’s the single biggest challenge. Throw out the old template and design a document that actually attracts—and deserves—attention.

4. MAKE IT PERSONAL.

The more you can turn your message into a dialogue rather than a monologue, the more effective it will be. What once seemed impossible is now easy: personalized emails, videos, written materials for specific ownership sub-sets, plus reminders and thank-yous. Customization beats one-size-fits-all every time—and it’s cost-effective.

5. CUT TO THE CHASE.

Put your main messages right up front. Yet another reason to abandon the old proxy template and lead with what really matters.

6. WORK HARD ON CLARITY.

Start from scratch and build around the overriding message—not the numerical order of proxy rules. Use short sentences and plain English. Avoid jargon and legalese. Write as if you’re speaking to a regular person. Hire strong headline and sound-bite writers. Push minutiae to the back—and avoid it altogether in live conversations.

7. BE CONSISTENT.

Consistency matters enormously to investors. Make sure everything you say and do aligns with your overriding message and the image you want to project. Communicate regularly—in good times and bad.

8. USE STRONG VISUALS.

Good visuals attract and hold attention better than words alone. They help carry your audience to the goal line and dramatically improve message retention.

9. LISTEN. OBSERVE. REACT. REFINE.

A frequent investor complaint: “They come to visit us and do all the talking.” Ask what investors think. Pay attention when messages aren’t landing. Test-market written and in-person communications, listen carefully, observe reactions, and refine accordingly.

10. HOLD ATTENTION.

A huge challenge when messages are complex and audiences are busy. Lead with your key points. Use brevity, headlines, subheads, sound bites, charts, graphs, and strong visuals. Ask for action early. Keep reminding readers why you’re writing—and relegate the trivia to appendices.

Take Our Proxy-Contest “Contest”

How Well Do You Really Know the Rules of Proxy Voting?

Proxy contests often turn on tiny technical details—details that can decide an election, swing control of a board, or change the outcome by millions of votes. So before you assume you know “the rules of proxy,” take this quick quiz and see how you’d do in the heat of a real contest.

1. A proxy is made out to John Doe, custodian for Joe Doe, a minor. The vote is challenged because it is signed by Joe. **Is this vote valid or invalid?**
2. The Inspector rules the vote invalid—but the opposing side checks the shareholder register and sees the account has been open for more than 21 years, meaning Joe is clearly not a minor. **Is the vote valid now?**
3. A very large proxy is faxed to the meeting site before the polls close, changing the outcome from a company loss to a solid win. The challenger argues it’s invalid because only the front of the proxy card was faxed. **Valid or invalid?**
4. “These proxies are no good,” says the challenger, holding a large stack of cards where only one of two joint tenants signed. **Are these proxies invalid?**
5. “And look here,” the challenger adds. “The card clearly states that both tenants must sign.” **Does this language settle the issue?**
6. A proxy made out to Nancy Smith is signed “Nancy S. Feelgood.” The losing side protests: “This is obviously invalid.” **Are they right?**

Answers:

1. **Invalid.**
2. **Still invalid.** Inspectors must confine their review to the “four corners” of the proxy and may not consider extrinsic evidence, except in limited circumstances.
3. **Invalid.** Court precedent and most state business codes require a fax or photocopy to be a complete copy of the proxy.
4. **Valid.**
5. **No.** The two-signature language is not required by law and does not override proxy-validity standards.
6. **Valid.** If an Inspector can reasonably assume the signature reflects a name change (such as marriage), the vote should be counted. Where ambiguity exists, Inspectors are instructed to favor validity.

A TRIBUTE TO ELLEN PHILIP AND CAL DONLY OF ELLEN PHILIP ASSOCIATES

Ellen Philip, who with her life and business partner **Cal Donly** founded what was for over 40 years a major data-processing company, servicing issuers, and the Shareholder Servicing Industry, passed away in 2025 – Cal in October at 90 and Ellen on December 26th at the age of 86. Cal is survived by two brothers in South Africa, where he was born, and Ellen by her son and a much-beloved granddaughter who live in Japan, a sister and numerous cousins.

Ellen, who was always so modest, unassuming, soft-spoken, gentle and generous was a real giant as a person: She was one of the first woman computer programmers - in Paris! She was one of the very first women to join the Securities Transfer Association - and the Shareholder Services Association – where she sponsored and welcomed and mentored new members throughout her long career.

As a businessperson, her word, her bond and her dedication to clients - and Cal’s too - who was a quiet but indispensable part of the team - were beyond compare: When they told you how and when a job would be done, and what it would cost, you could literally take it to the bank. For well over 40 years they worked quietly in the background as the data-processing partner and problem-solver of choice with many public companies and nearly every transfer agent, proxy solicitor, and “Plan Sponsor” in the employee benefits recordkeeping world. Their specialty was to take computerized - and sometimes paper files from numerous service providers, such as issuers, transfer agents and sponsors of various Employee Ownership Plans, convert them to a common language and merge them in order to produce, mail and often process proxies, exchange and tender offers and other extremely time-sensitive matters – all of which had to be done to perfection.



Ellen, as all her friends and customers knew, was a passionate animal lover. Over her career she had two rabbits (one at a time) who lived in the office in a spacious penned-in area - and every night, before going home, Ellen and Cal would enjoy a cocktail while Ellen hand fed lettuce and parsley as goodnight treats. At home, she always had an assortment of long-lived birds – two canaries and a parrot that was well over 65 – and in her later years a one-legged finch that someone had found in a garbage can and entrusted to Ellen for a long and successful rehabilitation.

Both Ellen and Cal knew a lot about “Branding” too: The rabbits were featured in their advertising as an eye-catching reminder that they could always “Pull a Rabbit Out of a Hat” when clients were confronted with seemingly impossible data-processing challenges.

Their beautiful office spaces – first on lower Broadway and later in Chelsea – were a big part of their branding as well: filled with light from big windows, specimen plants and original artworks everywhere, nice office furniture and always a spacious and comfortable seating area with a mini-bar for clients and drop-in guests and



for an end-of-day nightcap - and a neat clean spot for the rabbit. Never any clutter or excitement, no matter how many jobs were underway. The moment you walked off the elevator – greeted by a tank of multi-colored fish swimming among thriving water-plants – you knew you were in good hands.

For well over ten years their annual Holiday Party was a must-attend event for clients and friends. Unlike most such events that were limited to the top managers, they would invite the entire staff of the many departments they worked with. They would clear out most of the desks, chairs and office equipment to make room for a big spread of food, a top-shelf bar, a small live band – and 300-500 people who would flow through their always beautiful office spaces.

Around 1994, when their party became too large to manage, they decided to turn it into “A Party With A Purpose” to benefit Fountain House, a non-profit that originated the “Club House Model for Community Mental Health” in 1948 as a facility to give people with Serious Mental Illnesses (SMIs) a safe place to be, to find a welcoming community and a support system, including a “Work-Ordered-Day” that helps Members to return to the mainstream of life.

Ellen and Cal would turn their office space into an Art Gallery for an evening - to showcase and sell the works of Fountain House Gallery Artists who eagerly looked forward to this event all year long, and to the opportunity to interact with the guests and prospective art-buyers. To attend, you’d need to buy a ticket – and they also got numerous customers to serve as co-sponsors to the event - that would also honor a special Industry person each year. Otherwise, same beautiful venue – fine food, drink and entertainment, beautiful flower arrangements made by Fountain House Members and one of the year’s biggest and best networking events – all for a good cause. One of the highlights of the evening was a drawing – good for any artwork still unsold – that Ellen & Cal also covered, without regard to the sales price.

Over the eleven years this was a stand-alone event, about 1.3 million dollars was raised to support the Gallery, and a studio for the artists, and many thousands of dollars in art sales went to Fountain Gallery artists.

We encourage readers who knew them to consider contributing to [Fountainhouse](#) - earmarked for a scholarship fund to further Gallery Member art studies in memory of Ellen and Cal.

WHEN YOU HAVE A FAST-BREAKING DEAL
...OR AN IMPORTANT EMPLOYEE-PLAN MAILING TO MAKE... AN URGENT ELECTION FOR SHAREHOLDERS TO MAKE... OR A PROXY CONTEST... THAT REQUIRES YOU TO MIX AND MERGE FILES, CREATE AND MAIL CUSTOMIZED DOCUMENTS ASAP...

SOMETIMES YOU NEED A STRONG & FLEXIBLE FRONT-END

SOMETIMES YOU NEED A HIGHLY SPECIALIZED TOOL

SOMETIMES YOU NEED TO PULL A RABBIT OUT OF A HAT TO MEET OR BEAT A DEADLINE

THAT'S WHEN YOU NEED TO CALL ELLEN PHILIP ASSOCIATES
HOW CAN WE HELP YOU PULL A RABBIT OUT OF A HAT?

ELLEN PHILIP ASSOCIATES INC. (212) 807-0477
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PEOPLE:

Much strategic re-shuffling and a few noteworthy retirements in an industry where experience and know-how are very much at a premium these days...

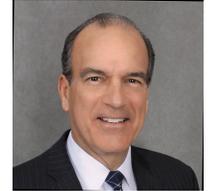
Kevin Brennan, one of the finest and nicest people in the Stock Transfer field and an EVP at **Computershare**, retired at the end of January to spend more time with his five grandkids and work on his golf game - after a long and distinguished career.





John Buonomo has been appointed as Vice President of Transfer Agency Operations at **Broadridge**. “With 35 years of experience at organizations including **American Stock Transfer & Trust Company**, John brings deep expertise across every facet of stock transfer operations. He’ll lead ongoing efforts to strengthen partnerships and enhance the client experience.” John is a true transfer agency pro on every front – a rare thing to find these days. A great “get” for them.

Jim Diaforli, who has been a widely recognized and welcomed “**face of Broadridge**” for over 20 years, recently posted a bold new career plan on LinkedIn: “After taking a four month pause to recharge and determine what I wanted my next chapter to be, I am excited to announce the LLC” – **Jim Diaforli - Strategic Sales Leadership and Consulting LLC** - “dedicated exclusively to Strategic Sales Leadership Coaching for both current and aspiring sales leaders. My approach stands apart by leveraging proven strategies from both the business and sports worlds, equipping you with actionable frameworks to inspire and empower your teams and/or yourself. I am committed to not only highlighting the crucial differences between managing and leading but also providing practical, purposeful methods to assist you in becoming a more effective sales leader.”



We are certain that many companies would benefit immensely from Jim’s 40 years of experience as a leader, salesperson, coach and mentor. Here’s his new contact info: jimdiaforli@gmail.com or call 201-232-7719.



Equiniti - better known these days as **EQ** – has recruited a very well-known and well-seasoned expert [Nick Nichols](#) as its new Executive Vice President of Mutual Funds. “With over 30 years of experience in financial services, Nick brings exceptional leadership and deep industry expertise to drive innovation and deliver outstanding value for our clients... as we continue to strengthen EQ’s mutual fund capabilities and shape the future of fund services.” Another “great get.”

Gordon Stevenson, another very well-known figure on the transfer agency scene, will retire at year-end from a 44-year career in the securities industry - with the last 14 ½ years on the **Broadridge** salesforce – to spend more time with his six grandchildren. Three cheers for *that!*



Two retirements by Inspectors of Elections at CTHagberg LLC – and a welcome and highly-qualified newcomer:



Deborah Baker, who has been a truly superb member of the IOE Team for 15 years and who, prior to that, was the Executive Director of Ethics and Compliance at **Bell South**, has retired, to spend more time with family. Deb holds the team record for the most weird and complicated Meetings, which she always handled calmly, coolly, and to perfection.

Jim Gaughan, Esq. another of our busiest and best IOEs is resigning as a CTHLLC Inspector for a very special and noteworthy reason: “*after 16 years and 278 meetings with you and the great group of associates you have assembled...my mediation and arbitration practice has grown exponentially*” [no surprise to US] “*so demands on my time require me to rebalance my work schedule.*” A former officer in the Corporate Secretary’s offices at two Fortune 500 companies, Jim is the consummate professional. He and





Deb are the very models of what an IOE should know – and practice. **Happily, we have added an equally seasoned and talented professional to our Team – Katherine Smith**, formerly in the Corporate Secretary’s Offices at **Allstate Insurance and Exelon**. Another consummate professional, for sure.

CTHagberg LLC is always looking for people like these three - to support our continued growth and to deal with normal retirements. If you know anyone like them - who have ‘retired’ - or maybe have ‘been retired’ - or maybe you’re one yourself - please reach out to either Carl or Peder Hagberg. We look for seasoned people who are comfortable with “C-Suite people” - who are friendly, detail-oriented, comfortable with math and capable of standing up confidently under questioning. Experience with Shareholder Meetings is a plus, but not a requirement, since we provide extensive training, mentoring and 24/7 support from our four Partners whenever “issues” arise.

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Visit The **OPTIMIZER's** Index Of Pre-Vetted Service Suppliers!

Each category begins with a brief overview of the product or service and the competitive landscape, along with guidance from *The OPTIMIZER* on what to look for in a service provider. All suppliers included in our index have been pre-vetted and approved by *The OPTIMIZER* for quality of service.



Shareholder Votes Have Value!

A RADICAL SOLUTION TO ADDRESS THE “RETAIL VOTING APATHY CRISIS”

Announcing our educational and motivational booklet, “Shareholder Votes Have Value...Do Not Let Your Votes Go to Waste!” With retail voting at all-time lows, even as more proxy proposals are being decided by razor-thin margins, this easy-to-read booklet addresses the top three factors that hinder most individual investors:

- **Lack of Understanding:** Many investors are unaware of the importance and intricacies of the proxy voting process.
- **Perceived Effort:** Some believe that the time and effort required to vote are “not worth it.”
- **Small Holdings, No Impact:** There’s a common misconception that their often smallish holdings are “too small to matter.”

Our 4.25” x 5.5” booklet (a single sheet folded in half) is cost-effective to produce and mail. The text can and should be posted on your Voting Site and Investor Page for online voters.

Our “[Shareholder Votes Have Value](#)” booklet can be customized with your Company logo and branding. Please contact us to get started in time for the 2026 Proxy Season on this cost-effective initiative to improve retail shareholder voting results.

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 Peder Hagberg: [Phagberg@cthagberglc.com](mailto:phagberg@cthagberglc.com) 917-848-6772



Shareholder Votes *Have Value* PLEASE — DON'T LET YOUR VOTES GO TO WASTE!

Dear Shareholders,
 As a shareholder, your vote is not just a right — it's a powerful tool to influence the companies you own. Your votes matter. So matter, for too many individual investors are sitting on the sidelines — and causing the companies they own to waste serious amounts of time and money. Back in the 1970s and 80s, more than 70% of individual investors regularly voted their shares. Today, that number has dropped dramatically. At many companies, only 10-15% of individual shareholders vote, and the numbers have been dropping every year.
 This is a troubling trend — not only for companies but for shareholders themselves. Companies invest millions each year to prepare and distribute proxy materials, hold calls, and meet special requirements. Your shareholders can't vote. Those resources — your influence — and your own money as a shareholder — are wasted.
 To help you understand and act on the value of your vote, we've prepared this updated 2026 guide, which highlights:
 • The economic value of your voting rights.
 • Simple steps to help you make informed decisions on proxy-voting items.
 • Fast, easy ways to cast your vote — ideally in 10 minutes or less.
 We hope this booklet will convince you that casting your vote is well worth your time and effort — and that to vote is too small to make a difference.
 By voting, you help shape the future of the companies you invest in — and ensure that your share of the resources spent on shareholder communications isn't wasted.

