


## CHECKLIST OF EXCLUSIONS FOR DISQUALIFYING SHAREHOLDER PROPOSALS

Shareholder proposals are rarely successful. However, before your proposal can even be considered, it first needs to pass muster, and there are many reasons why it can be “excluded” by management.

Below is a basic summary of many of the reasons executive management may exclude your shareholder proposal. This list is meant for informational purposes only and is not meant to be the definitive list. Any investor planning to submit a shareholder proposal should first review the latest guidance provided by the US Securities & Exchange Commission ([www.sec.gov](http://www.sec.gov)) or, ideally, consult with an attorney that specializes in securities law.

CAMPAIGN ACTIVITY 	
➤ You do not meet the minimum eligibility requirements as a shareholder.	
➤ Your name does not appear on the company records as a shareholder of record.	
➤ You submitted more than one proposal.	
➤ Your proposal exceeds the maximum word count of 500 words.	
➤ You submit your proposal late.	
➤ You do not personally present the proposal at the annual shareholders’ meeting.	
➤ Your proposal is considered “improper” under state law.	
➤ Your proposal advocates the violation of law.	
➤ Your proposal is a violation of proxy rules.	
➤ Your proposal is an attempt to address a personal grievance or is self-serving your interests.	
➤ Your shareholder proposal has questionable relevance.	
➤ The company lacks the authority to implement.	
➤ Your proposal is related to general management functions.	
➤ Is related to director elections.	
➤ Your proposal conflicts with company's proposal.	
➤ What you proposed is already being implemented.	
➤ Your proposal is already being proposed by another shareholder.	
➤ Your proposal is being resubmitted.	
➤ Your proposal relates to specific amount of dividends.	

We hope this checklist helps advance your shareholder campaign. For more information on these strategies and tools for shareholder activism, please check out: “Sounding the Call: Campaign Communications Tactics for Shareholder Activists,” is an essential guide to the basic building blocks of campaign communications, by visiting <http://theshareholderactivist.com/ebook/>, email us at [Info@TheShareholderActivist.com](mailto:Info@TheShareholderActivist.com).