



*Comprehensive Guide
to Transform Your
Proxy into a Strategic
Communication Asset*



PROXY DESIGN GUIDE

Infintel Proxy Design Guide

The best proxy statements do more than comply; they serve as a storytelling platform, showcasing how leadership drives stewardship, how pay truly aligns with performance, and how the board maintains a firm hand on risk, giving shareholders a clear line of sight from boardroom decisions to long-term value. Done right, a proxy isn't merely a compliance exercise; it's a trust-building narrative that turns transparency into a competitive advantage.

This guide is designed to help you unlock that opportunity. It **provides the insights you need to transform the proxy from a regulatory document into a strategic communication asset**. By clearly articulating governance priorities and executive compensation strategy, the proxy becomes a tool for stewardship.

The following sections of the guide provide detailed strategies, best practices, and visual illustrations for enhancing disclosure quality, design, and data visualization, as well as improving the structure and flow of the proxy. Infintel's design strategy focuses on four key pillars across the proxy; **Compliance, Transparency, Readability, and Visual Appeal**, to boost shareholder engagement and trust.

Beyond Compliance

Proxies are treated not just as filings but as comprehensive narratives. From cover to conclusion, every element is designed to demonstrate transparency and engage shareholders.

Thoughtful Drafting and Design

Through strategic design, issuers are supported in bringing clarity and accessibility to complex materials, key proposals are highlighted and information is simplified.

Strategic Impact

The proxy can be transformed into a strategic tool that drives understanding, builds trust, and strengthens investor support for the governance story.

The pages ahead provide insights to craft a proxy that addresses the expectations of:

Regulatory
Bodies



Proxy
Advisory

ISS
Glass Lewis

Institutional
Investors



4-Pillars of a Best-in- Class Proxy

*This guide demonstrates how careful attention to compliance, transparency, visual appeal, and readability can **inform, engage and build shareholder trust***



Compliance

Adherence to U.S. and Canadian securities regulations, including the rules of the U.S. Securities and Exchange Commission (SEC) and the Canadian Securities Administrators (CSA), as well as the listing standards of both U.S. and Canadian stock exchanges



Transparency

Comprehensive and timely disclosure that adheres to the guidelines of proxy advisory firms, meets the expectations of institutional investors, and aligns with governance frameworks established by leading professional bodies. It ensures that information is clear, and accessible, thereby enhancing shareholder confidence, fostering trust, and supporting informed decision-making.



Readability

Content is carefully organized to follow a logical flow, presenting intricate details in a simple, straightforward manner. Optimized navigability allows shareholders to quickly access and understand the information they need, supporting efficient decision-making and greater confidence



Visual Appeal

Compelling infographics are used to enhance engagement and make complex information more accessible. Key insights are highlighted to drive desired outcomes, and intuitive layouts, colors, and fonts—aligned with brand guidelines—are applied to create a visually cohesive experience that allows shareholders to quickly access and interpret information

Recommended Content for a Proxy Statement

Introduction

- | | | | |
|---|-------|-----------------|---------|
| ▶ Shareholder letters | ● ● | ▶ Notice page | ● ● ● ● |
| ▶ Table of contents with frequently requested information | ● ● ● | ▶ Proxy Summary | ● ● ● ● |

Corporate Governance

- | | | | |
|-----------------------------|-------|--|-------|
| ▶ Director overview | ● ● | ▶ Board refreshment | ● ● |
| ▶ Board nominee biographies | ● ● ● | ▶ CEO Succession Plan | ● ● |
| ▶ Board composition | ● ● ● | ▶ Board members and committee responsibilities | ● ● ● |
| ▶ Board skills matrix | ● ● | ▶ Director compensation | ● ● ● |
| ▶ Board nomination process | ● ● ● | ▶ Risk oversight | ● ● ● |

Executive Compensation

- | | | | |
|--|-------|--|-------|
| ▶ CD&A roadmap | ● ● ● | ▶ Annual incentive targets and results | ● ● ● |
| ▶ Named Executive officers | ● ● ● | ▶ LTI Plan Design, Vesting Details & Prior PSUs Payout | ● ● ● |
| ▶ Business and Financial highlights | ● ● ● | ▶ Peer group selection and benchmarking | ● ● |
| ▶ Compensation objectives and philosophy | ● ● ● | ▶ NEO detailed compensation | ● ● |
| ▶ Compensation best practices | ● ● | ▶ Say on pay results* | ● ● ● |
| ▶ Elements of executive compensation | ● ● ● | ▶ Pay versus performance* | ● ● ● |
| ▶ Shareholder outreach and engagement | ● ● | ▶ Stock ownership guidelines | ● ● |
| ▶ Pay mix charts and TDC charts | ● ● | ▶ Summary Compensation Table | ● ● ● |

S&P 100 Insights

Our 2024 review of S&P 100 proxy statements reveals how leading issuers deliver best-in-class governance disclosures

99%

Detailed director bios, including relevant experience and diversity

92%

Board skills matrix – highlighting how their expertise aligns with the company's strategic needs and goals

96%

Disclosure of board's role in overseeing **risk management** and providing strategic guidance

84%

Clear breakdown of **CEO pay structure** (base salary, bonuses, long-term incentives)

60%

Disclosure of **cybersecurity and data privacy** practices

72%

Key **feedback from shareholders** and how it influenced decisions

76%

Comparative benchmarking, including specifics on peer group selection

84%

Disclosure on **financial and non-financial metrics** used in short term and long-term incentive design

87%

Clear and detailed information on **achievement of goals**

Recent Trends 2025 Proxy Season

1

Proxy Summary

2

Board Skills Matrix

3

Shareholder Engagement

4

Risk Oversight | AI & Cybersecurity

1

Proxy Summary

This section provides a clear and concise overview of the key matters up for vote at the Annual Meeting, enabling shareholders to quickly grasp critical issues without reading the full proxy. It highlights business performance, governance, and executive compensation within a high-level narrative that frames the company's strategic and operational direction. By summarizing essential information upfront, the Proxy Summary promotes transparency and compliance with SEC disclosure requirements. Ultimately, it enhances efficiency and encourages shareholder engagement by making voting decisions easier and more informed.

Items	Description
	<p>Business & Financial Highlights</p> <p>Summarize key achievements, financial performance, and strategic progress over the past year</p> <p>Highlight operational performance and initiatives that contributed to shareholder value</p>
	<p>Executive Compensation Overview</p> <p>Overview of compensation philosophy</p> <p>Highlight pay-for-performance alignment, incentive metrics and key compensation with a special focus on CEO pay versus performance alignment</p> <p>Brief explanation of the Say-on-Pay advisory vote</p>
	<p>Corporate Governance Summary</p> <p>Introduce director nominees and emphasize their qualifications, independence, and relevant experience</p> <p>Highlight governance structure, board oversight, and committee composition (e.g., audit, compensation, nominating)</p> <p>Include updates on board tenure mix, and governance best practices</p>
	<p>Shareholder Voting Information</p> <p>Provide the board's voting recommendations on each agenda item</p> <p>Share logistics for the annual meeting, including date, time, and eligibility</p> <p>Clear instructions for casting votes before or during the meeting</p>

PROXY SUMMARY

This summary highlights certain information in this proxy statement. Please review the complete proxy statement and fiscal 202X Annual Report before you vote. We encourage you to vote as promptly as possible to ensure that your views are reflected.

202X Annual Meeting Information

 Date January, XX, 202X	 Time 9.00 a.m. local time	 Location The Company's Headquarters	 Record Date January, XX, 202X
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Director Nominees



Proxy voting roadmap

Proposal	Board Recommendation	Page
1 Election of Directors <ul style="list-style-type: none"> Proposal to elect five directors to serve until the 202X Annual Meeting of Stockholders and thereafter until their successors are elected and qualified. All nominees other than our CEO are independent 	✔ For Each Nominee	13
2 Advisory Vote on Executive Officer Compensation <ul style="list-style-type: none"> Proposal to approve the advisory (non-binding) resolution relating to the named executive officer compensation as disclosed in the accompanying proxy statement 	✔ For	36
3 ABC Company as Independent Auditors for 202X <ul style="list-style-type: none"> Proposal to Ratify ABC Company as Independent Auditor for Fiscal Year Ending September XX, 202X 	✔ For	88

Business & Financial Highlights

\$12.5B Revenue	\$6.5B Net Income	\$9.2 EPS	~10K Worldwide associates	~120 Markets served
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Executive Compensation Overview



CEO's 2024 Annual Incentive Results



Compensation Best Practices

- ✔ Robust Stock Ownership Guidelines
- ✔ Clawback Policy
- ✔ Restrictive Covenants for Executives
- ✔ No Excise Tax Cross-Ups
- ✔ No Hedging/No Pledging

Corporate Governance Best Practices

Female		30%	55 Average Age	5.1 Average Tenure
Racially/Ethnically diverse		19%		
Independent		90%	Fully Independent Board Committees	

2 Board Skills Matrix

Board Skills Matrix is a visual tool that maps the collective skills, experience, and expertise of board nominees, demonstrating how the board aligns with the company's strategy and supports long-term shareholder value. It enhances transparency and meets growing investor demands for skills disclosure, showing the board's intentionality. It's not just about listing credentials; it's about proving that the board is fit for purpose.

Key elements include:



Tailored Competencies:

Skills relevant to the company's industry, strategy, and regulatory environment



Strategic vs. Governance Skills:

Clear visual distinction between skills directly supporting corporate strategy (e.g., technology, M&A) and core governance capabilities (e.g., audit, risk, compliance)



Skill Descriptions:

Brief explanations linking each skill to board effectiveness and company performance



Director Indicators:

Visual markers (checkmarks, shading, scoring) showing which directors hold each skill



Optional Layering:

Differentiation between executive-level and board-level experience through symbols or formatting for added clarity

The matrix is more than a checklist, it proves the board is equipped to drive the company's success.

Director Nominee Skills and Experience Matrix

	Director A	Director B	Director C	Director D	Director E	Director F	Director G	Director H
Leadership & Strategic Direction								
Technology leadership Guides innovation and technology adoption	•		•	•	•	•		•
Executive leadership Provides vision and organizational direction			•	•		•		•
Strategy development Crafts long-term growth plans	•		•		•	•	•	•
International business Navigates global markets and operations	•	•			•	•		
Mergers & Acquisitions Oversees strategic business combinations	•	•	•					
Financial & Risk Oversight								
Financial expertise Ensures sound fiscal management							•	•
Investment experience Informs capital allocation decisions	•	•			•			
Risk management Identifies and mitigates potential threats			•		•			
Cybersecurity oversight Safeguards against digital threats				•				•
Technology & Market Innovation								
Artificial intelligence Leverages AI for business value		•				•		
Sales and marketing intelligence Drives data-informed market growth			•					

3 Shareholder Engagement

In recent years, many companies have made investor engagement a routine part of their annual governance practices to better understand and align with shareholder expectations. This engagement becomes particularly crucial after receiving a negative vote, such as a disappointing say-on-pay outcome. Reaching out to shareholders in these situations offers valuable insight into their concerns and helps companies take corrective actions. Proxy advisory firms like ISS and Glass Lewis pay close attention to whether companies respond adequately to such feedback. When firms perceive a lack of engagement following a poor say-on-pay vote, they often issue strong criticisms and may recommend voting against directors at the next meeting.

Details to include:



Summary of engagement activities (meetings, calls, surveys)



Provide quantitative details - number and types of shareholders contacted, their total shareholding, and response rates



Shareholders who attended meetings or participated directly



Who led the engagement (e.g., independent directors, CEO, board chair)



Key topics discussed (e.g., executive pay, governance reform, corporate strategy)



How the company responded or plans to respond, including changes implemented



Summary of shareholder feedback, both positive and negative

Stockholder Engagement

Strong shareholder relationships are vital to our long-term success. Through our investor relations program featuring one-on-one meetings, conferences, roadshows and other engagements, shareholders regularly share valuable insights.

33

Stockholders Engaged Directly

63%

Shares outstanding

28

Stockholders responding

Primary Topics Covered

Executive Compensation Program

Environmental Sustainability and Artificial Intelligence

Proxy Disclosure Enhancements

202X annual meeting

- Engaged in pre-meeting outreach to understand stockholder views on executive compensation and answer any questions
- Say-on-pay proposal received 58% support from stockholders

Consider meeting results

- Discussed annual meeting results with the Board
- Planned shareholder outreach, specifically focused on understanding and responding to concerns underlying the say-on-pay vote

Assess and respond to shareholder feedback

- Reviewed shareholder feedback with relevant committees of the Board
- Considered enhancements to our compensation practices and disclosures
- See [the Compensation Discussion and Analysis] for detail regarding the Board's actions in response to say-on-pay feedback

Conduct stockholder outreach¹

- 16 stockholders representing **30%** of shares outstanding did not require meetings
- Meetings held with **12** stockholders representing **29%** of shares outstanding, with at least one director participating in each investor meeting; other ABC Company team members participating included senior members of our legal, human resources and finance teams

4 Board Oversight of AI and Cybersecurity

Item 407(h) of Regulation S-K requires disclosure of the board's role in risk oversight. Investors now expect details on emerging high-impact risks, especially AI and cybersecurity. Companies should therefore review their disclosures regarding specific areas of risk oversight, such as:



Artificial Intelligence (AI)

Strategic & Responsible: Boards must oversee AI adoption to ensure it drives value while managing risks such as bias, privacy, compliance, IP protection, and ethics.

Investor Lens: Glass Lewis's 2025 guidelines call for boards to be "cognizant of, and take steps to mitigate exposure to, any material risks" from AI use or development.

Best Practice: Assign oversight to a designated committee (e.g., Technology, Innovation, or Risk Committee), disclose the frequency and scope of updates, and show how AI oversight is integrated into strategic planning.



Cybersecurity

High Stakes: A material cyber-attack can trigger legal, operational, and reputational harm and shareholder backlash.

Investor Lens: Per 2025 Glass Lewis guidelines, insufficient oversight, response, or disclosure after such an event can lead to votes against directors

Best Practice: Name the responsible board/committee, outline regular risk briefings and preparedness measures, and commit to ongoing shareholder updates until remediation is complete.

Board Risk Oversight



Opening Section | Preliminary Information

1

Shareholder Letter

2

Table of Contents

3

Notice of Meeting

4

Proxy Summary

Shareholder Letter

Proxy begins with a voice that shareholders can trust

A shareholder letter is a powerful way to open the proxy, providing a direct message from the company's leadership, whether the chairman of the board, the CEO, or both.



Letter to our Shareholders:



Dear Shareholders,

The Board and leadership are proud of milestones achieved in 2024, highlighting strong growth, shareholder value creation, and successful portfolio transformation. They are optimistic about future opportunities to deliver advanced building solutions.

Delivered on Portfolio Transformation

Johnson Controls is transforming into a simpler, faster-growing, more profitable company. In 2024, they divested their Residential and Light Commercial HVAC business and Air Distribution Technologies business (about 20% of sales). These moves streamline operations and strengthen their focus on commercial building solutions.

Bringing Value Across the Building Lifecycle While Leading the Way in Sustainability

Transformation efforts are delivering consistent performance, increased profitability, and a strong order backlog. Johnson Controls focuses on unique solutions that improve customer outcomes across the lifecycle of buildings. Sustainability remains central, with emphasis on climate control systems, clean electrification, and digital technologies to reduce carbon and support customers' sustainability goals

Continued Board Refreshment and Succession Planning

The company added Patrick Decker to the Board, bringing extensive experience in technology and growth opportunities. Simone Menne is stepping down, and the company thanks her for her contributions. They are also preparing for the CEO succession process, with George Oliver continuing as Chairman of the Board.

Looking Ahead to 2025

Johnson Controls is building on 2024 momentum with strong financial and operational progress. The company is confident in its transformation, aiming for continued growth and shareholder value creation in 2025. Leadership sees significant opportunities ahead for shareholders, customers, and communities.

Executive A
Chairman and Chief Executive Officer

Table of Contents

Organized for transparency: Contents that lead shareholders to informed decisions

Table of Contents serves as both a roadmap and a navigation tool for shareholders.

Well-designed contents pages often:

- Provide a logical flow that mirrors the order of the proxy statement.
- Use clear section titles and subheadings to help readers identify key topics at a glance.
- Enables shareholders to quickly locate the sections most relevant to their interests

Further enhancements

- **A Frequently Asked Questions (FAQ) section** that distills common queries into straightforward answers.
- **Quick-reference highlights** that direct attention to critical items, like voting procedures, executive compensation, or board matters.
- **User-friendly design elements** (such as callout boxes or icons) that make the document more accessible.

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Notice Page

Guiding shareholder vote with clarity

Regulatory standards require the notice to include,



Date, time and location of meeting



Clear instructions on how to vote



Where to access full proxy



Deadline to vote

A concise, well-organized format ensures shareholders can immediately focus on the information that matters most

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Please take notice that the 2025 Annual Meeting of the Stockholders of ABC Company ("Annual Meeting") will be held at the time and place and for the purposes indicated below.

Voting Matters and Board Recommendations

	Page Number	Board Recommendation
Proposal 1 Election of Directors	13	✓ FOR
Proposal 2 Advisory Vote to Approve Executive Compensation	36	✓ FOR
Proposal 3 Ratification of Independent Registered Public Accounting Firm	88	✓ FOR



When

Wednesday, March XX, 202X | 9:30 A.M., local time



Where

ABC Company
[Street],[State/Region]
[Country]



Who can vote

Stockholders of record on January XX, 202X, may vote. The list will be available for inspection at our offices ten days before the meeting by appointment.

Annual report

Our 2024 Annual Report accompanies the proxy statement.

Voting

Your vote matters. Please submit your proxy by mail, internet, or phone. You may still vote in person at the meeting, even if you already submitted a proxy.

Admittance to meeting

The Annual Meeting is limited to stockholders. Those without an admission ticket must show ID, and beneficial owners must certify ownership at registration.

How to vote

By internet

www.example-website.com

Use the internet to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date.

By telephone

1-800-XXX-XXXX

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the meeting date.

By mail

Return the signed proxy card. If blank, votes will be cast FOR all nominees, executive pay, and XYZ Company as auditor.

In person at the Annual Meeting

Stockholders may vote in person; beneficial owners need a legal proxy from their broker, bank, or nominee.

Executive Vice President,
General Counsel and Secretary

January XX, 202X

Proposal 1

Corporate Governance



Director
Overview



Board
Nominee
Biographies



Board
Composition



Board Skills
Matrix



Board
Nomination
Process



Board
Refreshment



CEO
Succession
Plan



Board Members
and Committee
Responsibilities



Director
Compensation



Risk
Oversight

Board Nominee Overview

A snapshot of stewardship

The board nominee overview is a required disclosure under U.S. and Canadian securities law, but many companies go beyond the minimum requirements to present this information in a way that highlights the strengths of their candidates while also humanizing the board, giving shareholders a fuller picture of the individuals entrusted with the company's stewardship.

It highlights the board's role in guiding strategy, overseeing governance, and safeguarding long-term shareholder value.

Key details typically include:

- ▶ **Photo** – to humanize the board
- ▶ **Age and tenure** – offering perspective on experience and continuity
- ▶ **Independence** – demonstrating objective judgment in oversight
- ▶ **Committee memberships** – showcasing areas of responsibility and governance focus

Directors at a Glance

 <p>Director A Partner of ABC Company</p>	 <p>Director B Managing Partner of ABC Company</p>	 <p>Director C Former Chief Financial Officer of ABC Company</p>
<p>Independent C Age : 43 M Director since : 2021</p>	<p>Independent M Age : 47 Director since : 2024</p>	<p>Independent Age : 40 Director since : 2018</p>
 <p>Director D Chief Executive Officer of ABC Company</p>	 <p>Director E Former Vice President of ABC Company</p>	 <p>Director F Co-Chief Executive Officer and Co-Founder ABC Company</p>
<p>Non-Independent M Age : 45 Director since : 2020</p>	<p>Independent Age : 57 Director since : 2016</p>	<p>Independent M Age : 71 Director since : 1999</p>
 <p>Director G Chairman of the Board</p>	 <p>Director H Former Executive Vice President and of ABC Company</p>	 <p>Director I Chief Executive Officer of ABC Company</p>
<p>Independent C Age : 50 M Director since : 2010</p>	<p>Independent C Age : 62 M Director since : 2005</p>	<p>Independent M Age : 73 C Director since : 2000</p>

- ▶ Audit Committee
 - ▶ Governance, Nominating and Executive Committee
 - ▶ Leadership Development and Compensation Committee
- C = Chair
● M = Member

Director Biographies

Expertise and experience at the helm

Director biographies have evolved in recent years to provide shareholders with a transparent, engaging, and visually accessible view of the board.

Beyond meeting regulatory requirements, modern biographies aim to humanize the board, showcase expertise, and highlight the qualifications that support effective stewardship

Key elements typically include:

- ▶ **Name and age** – Full legal name and age.
- ▶ **Photo** – Puts a face to the name and bio, humanizing the board and enhancing transparency.
- ▶ **Independence status** – Whether the director is independent under exchange rules or company policy.
- ▶ **Term and office** – Current positions, offices held, and tenure on the board.
- ▶ **Business experience** – Key career highlights, relevant roles, and accomplishments.
- ▶ **Qualifications and skills** – Skills and experience that support the board’s needs and industry expertise.
- ▶ **Other directorships** – Roles held in other public companies or registered investment companies in the past five years.
- ▶ **Committee assignments** – Memberships on key board committees.
- ▶ **Educational background** – Degrees, schooling, and professional certifications.

Director Nominees



Director A

Chairman of the Board
Director (since 2013)
Age 54

Independent

Professional Experience

ABC Company

- Senior Advisor (Aug 2008 to May 2013)
- Investment Partner (June 2013 to Dec 2014)

XYZ Company

- Employee Partner Managing Director (Aug 1995 to Dec 2006)

Education

- Bachelor of Management and Organizational Studies (BMOS), XYZ University

Committee Assignments

Chair

Audit Committee

Member

Leadership Development and Compensation Committee

Expertise & Capabilities

- Financial expertise
- Investment experience
- Technology leadership



Director B

Director (since 2020)
Age 58

Independent

Professional Experience

Managing Partner at ABC Company (since 2001)

Previously held senior operating roles at:

- ABC Company
- XYZ Company
- PQR Company

Education

- Bachelor’s degree in political science from a leading university, and an M.B.A. from a top business school.

Committee Assignments

Member

Leadership Development and Compensation Committee

Expertise & Capabilities

- Financial expertise
- Investment experience
- Technology leadership
- Mergers & Acquisitions
- Strategy development

Board Composition

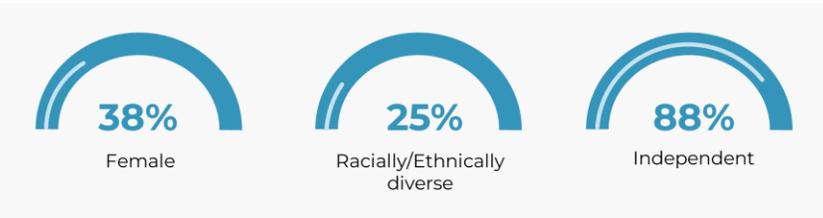
A snapshot of structure and experience

The board composition graphic gives shareholders a clear visual snapshot of the board’s structure, diversity, and expertise, highlighting how its makeup supports the company’s strategic and governance priorities.

Key elements typically illustrated for the overall board include:

- ▶ **Independence** – Percentage of independent directors under exchange rules or company policy.
- ▶ **Tenure** – Range of service lengths on the board.
- ▶ **Diversity** – Representation by gender, ethnicity, or other relevant dimensions, reflecting the board’s commitment to inclusive perspectives.
- ▶ **Skills and expertise** – Key areas of knowledge and experience that support the company’s strategy, such as finance, technology, operations, or industry-specific expertise.

Composition of Director Nominees*



CORE COMPETENCIES

Skills for day-to-day operations and long-term business sustainability

Directors

- 6 Technology Leadership
- 6 Financial Expertise
- 4 Executive leadership
- 4 Investment Experience
- 2 Sales & Marketing Intelligence
- 1 Risk Management

STRATEGIC ABILITIES

These are specialized abilities that drive innovation, competitive advantage, and long-term growth

Directors

- 3 International Business
- 3 Mergers & Acquisitions
- 2 Cybersecurity Oversight
- 2 SaaS Experience
- 2 Cloud-based Software Experience
- 1 Artificial Intelligence Experience

* The information presented here reflects the board composition following the Annual Meeting, assuming the re-election of all director nominees.

Board Nomination Process

Transparent, thoughtful selection for a balanced and effective board

The board nomination process provides shareholders with insight into how directors are selected, ensuring the board's composition reflects the company's strategic priorities and governance standards

Key elements typically include:

- ▶ **Criteria for nomination** – Skills, experience, diversity, and other qualifications considered when evaluating potential directors.
- ▶ **Selection procedures** – Steps followed by the board or the nominating committee in identifying, screening, and recommending candidates.
- ▶ **Shareholder engagement** – Opportunities for shareholders to suggest or nominate candidates.
- ▶ **Independence assessment** – Evaluation of whether potential directors meet independence requirements under corporate governance standards.
- ▶ **Board review and approval** – Process for board or committee approval of nominations before election.

Director Nominee Selection Process

- 1 Assess the Board's strategic requirements and target competencies**
The Governance, Nominating, and Executive Committee assesses the Board's current makeup and considers the need to promote diversity and bring in expertise to align with company goals. As a result, the Board currently includes two female directors and two racially/ethnically diverse directors to further diverse perspectives in decision-making.
- 2 Source and Evaluate Potential Candidates**
The Committee actively seeks candidates who possess recognized achievements and relevant skills that complement the Board's strategic goals. They evaluate individuals not only for their experience but also for their ability to contribute diverse perspectives. This approach ensures alignment with Company's commitment to promoting leadership diversity, as outlined in the Corporate Governance Guidelines on our website.
- 3 Recommend Nominees to the Committee**
Present the shortlisted candidates to the Governance, Nominating, and Executive Committee for review and recommendation.
- 4 Secure Full Board Approval**
Obtain unanimous approval from the full Board on the proposed nominees.
- 5 Stockholder Election**
Finalize the slate of approved nominees and present them for election or re-election at the Annual Meeting by stockholder vote.

One of our current directors, James D. Kirsner, will be retiring from service on the Board effective at the Annual Meeting and, accordingly, has not been nominated to stand for re-election at the Annual Meeting. Based on the recommendation of the Governance, Nominating and Executive Committee, the Board has determined not to fill the resulting vacancy and has accordingly fixed the size of the board, effective at the Annual Meeting, and the number of directors to be elected at the Annual Meeting, at eight. Proxies cannot be voted for a greater number of persons than eight, which is the number of nominees named in this proxy statement.

Based on the recommendation of the Governance, Nominating and Executive Committee, the Board has nominated for election at the Annual Meeting the eight directors named below, each of whom currently serves on the Board. Each of the nominees has consented to being named in this proxy statement and to serve on the Board if elected.

Board Refreshment

Refreshing leadership to align with evolving company priorities

Board refreshment reflects the company’s commitment to maintaining a dynamic and effective board through thoughtful succession planning.

Proxy statements can illustrate this process by highlighting:

- ▶ Recent director appointments
- ▶ Departures
- ▶ Planned transitions

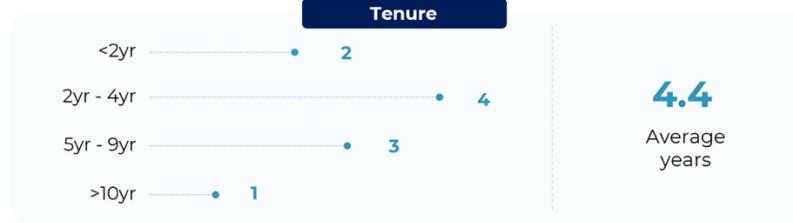
This provides shareholders with a clear view of how the board evolves over time to meet the company’s strategic and governance needs.

Board Refreshment

The Board is committed to ongoing refreshment to ensure it maintains the right mix of skills, experience, and perspectives to oversee the Company’s strategy and long-term success. In recent years, the Board has added several new independent directors with expertise in areas such as finance, technology, and human capital, while also planning for the orderly retirement of long-serving directors. This approach balances continuity with the introduction of fresh viewpoints and reflects the Board’s focus on effective succession planning.



The Board is regularly refreshed to bring new perspectives while maintaining valuable experience. Skills and committee memberships are replenished through rotation, with committee chairs generally serving four-year terms (extendable if needed). Following the election of nominees, the independent directors’ average tenure will be about 4.4 years.



CEO Succession Plan

Ensuring leadership continuity

CEO succession planning is a core responsibility of the board, ensuring leadership continuity and protecting long-term shareholder value. An effective plan is proactive, strategic, and integrated into overall governance practices. Boards should use succession planning to prepare for both planned transitions and unexpected departures, ensuring the organization remains resilient.

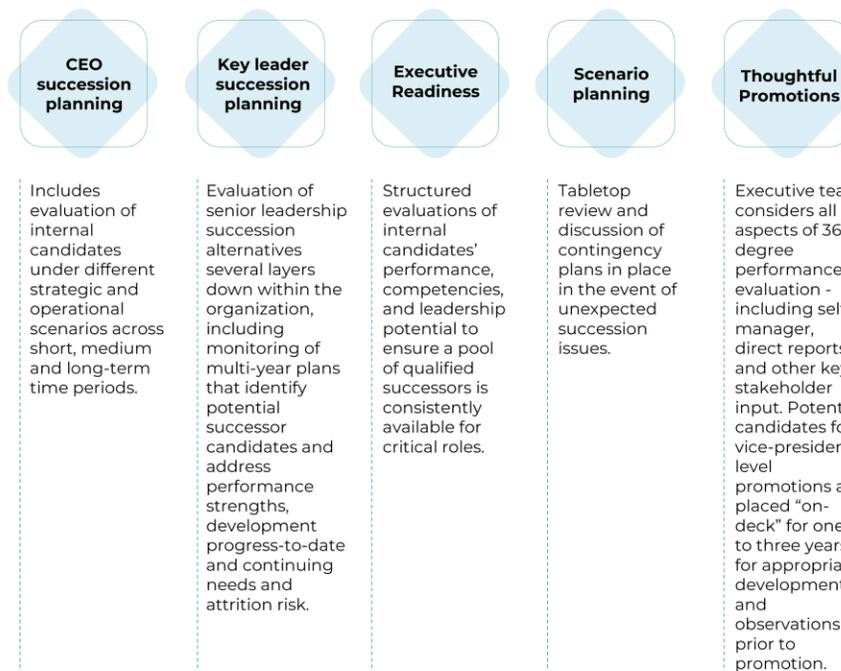
A strong CEO succession plan should cover:

- ▶ **Assessment of current leadership:** Evaluate the CEO's performance, tenure, and potential gaps in leadership readiness.
- ▶ **Identification of potential successors:** Consider internal and external candidates, ensuring diversity and alignment with strategic priorities.
- ▶ **Development plans for successors:** Provide mentoring, training, and rotational experiences to prepare candidates for the CEO role.
- ▶ **Emergency and interim plans:** Define procedures for unplanned CEO departures to maintain operational stability.
- ▶ **Board oversight and governance:** Establish clear roles, responsibilities, and timelines for monitoring and updating the plan.
- ▶ **Integration with broader talent strategy:** Align CEO succession with broader executive succession and leadership development initiatives

Succession Planning

Our Board spends considerable time each year reviewing CEO and key leadership succession and development plans. These discussions include an annual dedicated review of CEO succession, as well as discussions at multiple meetings, including in executive session as needed, regarding broader key leader succession, organizational health and scenario planning in the event of unexpected leadership changes. The Board also has regular and direct exposure to senior leadership and high potential officers through formal and informal avenues throughout the year. Beyond the C-suite, we actively assess talent across the organization to optimize deployment of resources, encourage professional development, drive accountability, and identify and take actions to mitigate undesired attrition risk. At the mid-point of each fiscal year, talent assessments are performed by people managers for each team member. These assessments include a mid-year performance rating and a leadership strength rating, the combination of which yields a talent management score ranging from one to nine with recommended follow-up actions associated with each score.

In addition, managers identify any significant attrition risks and underlying drivers and develop related mitigation plans. This approach drives high quality, consistent decisions while ensuring our highest potential candidates are properly developed and ready when promoted.



Board Members and Committee Responsibilities

Mapping director roles and oversight

This section provides shareholders with a clear view of board and committee structures, responsibilities, and participation.

Key elements typically include:

- ▶ **Committee memberships** – Which committees each director serves on (e.g., Audit, Compensation, Nominating & Governance).
- ▶ **Roles and responsibilities** – Specific duties and oversight functions of each committee.
- ▶ **Director participation** – Attendance or engagement in committee meetings.
- ▶ **Visual summaries** – Tables or photos to make the information easy to understand at a glance.

Board Committees

Our Board has three standing committees: Audit; Leadership Development and Compensation; and Governance, Nominating and Executive. All of the members of the committees are independent directors under the applicable SEC rules and NYSE listing standards. Each committee's charter expressly provides that the committee has the sole discretion to retain, compensate, and terminate its advisors. Current copies of the charters of the three committees are available on the "Investors" page of our website.

Audit Committee	
Committee Highlights	Primary Responsibilities
 Director A (Chair)	<ul style="list-style-type: none">Assists the Board in overseeing the integrity of our financial statementsOversees the qualifications and independence of our independent auditorOversees performance of our internal audit function and independent auditorOversees our Company's compliance program, including codes of conduct, as well as compliance with legal and regulatory requirements related to financial affairs and reportingAppoints, retains, compensates, and replaces the independent auditorReviews the audited financial statements with management and the independent auditor, and on an annual basis it provides an Audit Committee Report wherein it states that it recommends to the Board that the audited financial statements be included in our Annual Report on Form 10-K
Members Director B Director C Director D	
8 Meetings Fiscal 2024	
Independence Each member of the Audit Committee is independent as defined in Rule 10A-3 adopted pursuant to the Sarbanes-Oxley Act of 2002 and in the NYSE listing rules. The Board determined that all members of the Audit Committee are financially literate under NYSE listing rules, and that each of Messrs. Director A, Director B, Director C and Director D is an "audit committee financial expert" under the SEC regulations.	

Director Compensation

Compensation that supports effective oversight

Director compensation disclosure is a regulatory requirement under U.S. SEC and Canadian securities laws. Companies must present a tabular disclosure showing all compensation paid to each non-employee director, typically accompanied by a narrative explanation.

The table usually includes:

- ▶ Fees earned or paid in cash (board and committee retainers, meeting fees, etc.)
- ▶ Stock awards (measured at grant date fair value under FASB ASC 718)
- ▶ Option awards (also at grant date fair value)
- ▶ Non-equity incentive plan compensation (if applicable)
- ▶ Changes in pension value and nonqualified deferred compensation earnings
- ▶ All other compensation (perquisites, consulting fees, charitable contributions, insurance premiums, etc.)
- ▶ Total compensation (the sum of all of the above)

Companies often use charts and visual cues such as color-coding and separate grouping of board and committee chairs to highlight differences in roles, responsibilities, and compensation. These visuals complement the narrative and tabular disclosures, making director pay easier for shareholders to understand.

Compensation of Directors

Non-Employee Directors receive annual compensation for Board and committee service, as determined and recommended by the MDC Committee. Directors who are also executive officers or employees do not receive additional compensation. The 2023 compensation elements are outlined below.



ABC provides its non-employee directors with a mix of cash and equity compensation designed to remain competitive with its peer group of 21 companies. The standard annual package includes a \$65,000 cash retainer and a \$150,000 equity award, totaling \$215,000 before any additional committee or leadership retainers. Directors who serve in key roles may receive further compensation, such as \$35,000 for the Lead Director, \$25,000 for the Audit Committee Chair, \$20,000 for other committee chairs, and \$10,000 for Audit Committee members.

When including equity valuation and the effect of additional retainers, the average total annual compensation for ABC directors aligns closely with the market median of approximately \$300,000, which the company defines as within 10% of its peer group's median director pay. This structure is intended to ensure ABC remains competitive in attracting and retaining qualified board members.

Equity awards are granted under the 2001 Non-Employee Director Stock Option and Deferred Compensation Plan. These awards vest in quarterly installments and may be prorated for directors joining mid-year. The plan also allows directors to defer some or all of their cash retainers into accounts that either accrue market-rate interest or convert into stock units, with payments made in cash or shares upon leaving the board. In addition, all reasonable travel and board-related expenses incurred by directors are reimbursed, ensuring compensation strictly reflects board service.

Proposal 2

Executive Compensation

Pay-for-performance communication to drive shareholder confidence for favorable say-on-pay decisions

1	CD&A Roadmap
2	CD&A Executive Summary
3	Named Executive Officers
4	Financial and Business Highlights
5	Compensation Objectives and Philosophy
6	Compensation Best Practices
7	Elements of Executive Compensation
8	Say on Pay Results
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10	Pay for Performance
11	STI Design and Payout Disclosure
12	LTI Plan Design & Vesting Details
13	Prior Year PSU Awards
14	Peer Group Selected for Benchmarking
15	NEO Detailed Compensation
16	Equity Ownership Requirements
17	Summary Compensation Table
18	Pay vs Performance

CD&A Roadmap

Your compass to say-on-pay disclosure

A CD&A roadmap provides shareholders with a **clear, organized view of the Compensation Discussion & Analysis**, highlighting key sections such as executive compensation philosophy, pay-for-performance alignment, and elements of compensation. It helps readers navigate complex information efficiently, ensuring that important disclosures are easy to locate and understand.

While not explicitly required under U.S. SEC or Canadian securities laws, a structured presentation enhances transparency and makes the CD&A easier to follow.

Compensation Discussion and Analysis

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CD&A Executive Summary

Pay and strategy alignment

CD&A Summary provides a concise overview of the company's executive compensation program. Placing this summary at the beginning helps investors focus on the key aspects of the prior year's pay decisions. It explains both the outcomes of the compensation programs and the reasoning behind those decisions.

Although not required by regulation, this section is highly valued by investors as a clear guide to understanding executive pay.

The CD&A Summary typically includes:

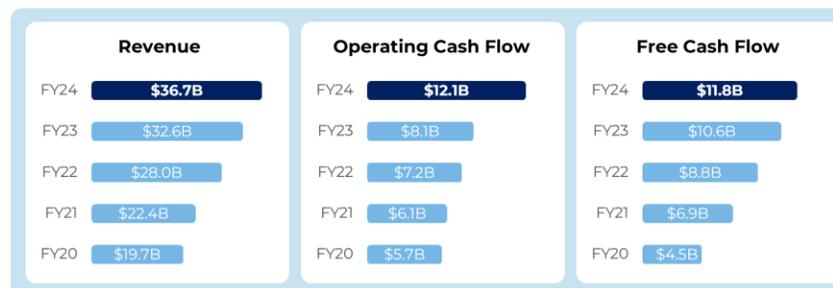
- ▶ **Overview of compensation philosophy:** Key principles and objectives guiding executive pay.
- ▶ **Alignment with strategy:** How the compensation program supports corporate goals and long-term shareholder value.
- ▶ **Key pay elements and decisions:** Highlights of base salary, short-term incentives, and long-term incentive programs.
- ▶ **Performance outcomes:** Results relative to financial and strategic performance metrics.
- ▶ **Program changes:** Updates to compensation practices that correspond with evolving business strategies, presented in a clearly identifiable subsection.

Executive Summary

Fiscal 2024 Performance Highlights

Fiscal 2024 was a meaningful inflection point for ABC Inc as we continued to transform our company for profitable growth. Our executive compensation program is designed to reward our NEOs for the achievement of Company-wide financial, operating, and strategic objectives and the creation of long-term stockholder value. In fiscal 2024, we achieved significant business and financial results.

The graphs below show our Revenue, Operating Cash Flow and Remaining Performance Obligation growth over the last five fiscal years.



Fiscal 2024 Executive Compensation Program Highlights

As discussed above, our business and financial results provide additional context for our fiscal 2024 executive compensation pay outcomes.



(*Funding capped at 100%)

After considering stockholder feedback, input from management and advice from the compensation consultant, the Compensation Committee undertook a comprehensive review of the structure and elements of our executive compensation program and made significant changes to our long-term equity incentive program.

Named Executive Officers

People behind the strategy

The NEO section at the start of the proxy statement identifies the company's Named Executive Officers. Under U.S. SEC and Canadian securities regulations, companies must disclose the **CEO, CFO, and the next three highest-paid executive officers**.

For **emerging companies, disclosure requirements** are generally **narrower**, typically focusing on the CEO, CFO, and one additional highest-paid executive.

To enhance transparency and engagement beyond regulatory requirements, recent improvements often include a photograph of each executive along with a short biography. Presenting this information in a table or graphic allows shareholders to quickly identify and compare the individuals leading the company.

Notes to the table or graphic should indicate any movements within the year, such as executives who joined, departed, or transitioned out of NEO roles, ensuring a complete view of leadership during the reporting period.

Executive Compensation

Compensation Discussion and Analysis

This Compensation Discussion and Analysis is intended to assist our stockholders in understanding our executive compensation program by providing an overview of our executive compensation-related policies, practices, and decisions for the year ended December 31, 202X. It also explains how we determined the material elements of compensation for our principal executive officer, our principal financial officer, and the three executive officers (other than our principal executive officer and principal financial officer) who were our most highly-compensated executive officers for the year ended December 31, 202X, and who we refer to as our "named executive officers" or "NEOs."

Named Executive Officers 2025 ⁽¹⁾



Executive A

Chief Executive Officer



Executive B

Chief Financial Officer and Treasurer



Executive C

Senior Vice President



Executive D

Senior Vice President and Chief People Officer



Executive E

Chief Operating Officer

⁽¹⁾ Executive F, Former Executive Vice President and Chief Financial Officer. Executive G's employment with the Company terminated effective February 28, 2025

Specifically, this Compensation Discussion and Analysis provides an overview of our executive compensation philosophy, the overall objectives of our executive compensation program, and each compensation element that we provide to our executive officers. In addition, it explains how and why the LDEIC committee arrived at the specific compensation decisions for our executive officers, which include our NEOs, in 202X. This Compensation Discussion and Analysis is intended to be read in conjunction with the "Executive Compensation Tables" section of this proxy statement below, which provides further historical compensation information.

Financial and Business Highlights

A glance at results and growth

Provides shareholders with a high-level overview of the company's key operational and financial results for the reporting period. Designed to complement the MD&A in the annual report and other recent IR disclosures, it offers context for executive compensation decisions and strategic priorities and **could help mitigate the impact of negative Say on Pay recommendations.**

Regulatory Requirements

Under U.S. SEC and Canadian securities regulations, companies must **disclose key financial performance metrics, including revenue, net income, earnings per share, and other industry-relevant measure.**

Visual enhancements, such as tables, charts, and graphics that highlight year-over-year trends, key growth drivers, and major business achievements, can give shareholders a clear snapshot of performance.

Financial Highlights

Fiscal 2024 was a challenging year for the memory and storage industry and resulted in a significant impact to financial performance. Despite this difficult backdrop, the ABC team stayed focused on our strategy, executed well, accomplished several important milestones, and delivered the following financial results.

Fiscal 2024 Highlights

Adjusted Revenue

\$ 15.5 bn **FY24**
\$ 30.8 bn FY23

GAAP Net Income (Loss)

(\$ 5.8 bn) **FY24**
\$ 8.7 bn FY23

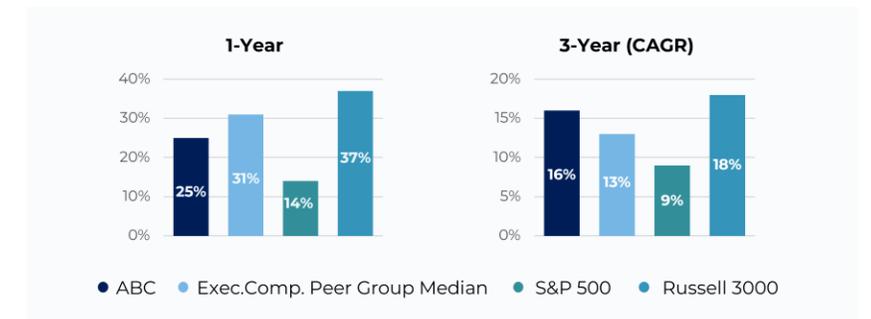
Adjusted EBITDA

\$ 7.75 **FY24**
\$ 5.34 FY23

Cash & Marketable Investments

\$ 10.5 bn **FY24**
\$ 11.1 bn FY23

The following chart shows our one- and three-year relative total shareholder return data through the last trading day of fiscal 2024 as compared to the S&P 500 Composite Index, the Russell 3000 Index and the median of our Compensation Peer Group as identified in "Compensation-Setting Process and the Determination of Compensation Levels – Establishment of the Compensation Peer Group" below.



Compensation Objectives and Philosophy

The why behind the pay

A company's compensation philosophy defines how pay decisions support its business strategy, values, and people practices.

Objectives:

- ▶ Attract top talent
- ▶ Retain high performers
- ▶ Motivate desired behaviors
- ▶ Ensure internal equity
- ▶ Maintain external competitiveness
- ▶ Support business strategy
- ▶ Compliance and risk management

Visually enhanced through charts, tables, infographics and icons

Compensation Objectives and Philosophy

The Compensation Committee (the "Committee") believes that our executive compensation program should be structured to provide an attractive, flexible and market-based total compensation package tied to performance and aligned with the interests of our stockholders. Accordingly, the Committee's executive compensation philosophy is as follows:

Reward Long-Term Growth and Profitability

Rewarding executives for the achievement of long term results aligns the interests of our NEOs with those of our stockholders, thereby providing long term economic benefit to our stockholders.

Hire and Retain World-Class Talent

Providing competitive financial incentives in the form of salary, bonus and benefits, and long-term equity awards allows us to attract and retain talented individuals in critical roles.

Pay for Performance

Linking a portion of compensation to performance metrics motivates NEOs and aligns pay with individual contributions.

Avoid Incentivizing Undue Risk

Striking an appropriate balance between short term and long-term performance permits the incorporation of risk mitigation design features to discourage excessive risk-taking.

To achieve our objectives, we deliver executive compensation through a combination of the following components:

Base Salary

Annual Cash Bonuses

Long-Term Equity Awards

Employee Benefits

Severance Benefits

Our executive compensation program includes base salaries and other benefits, including severance benefits, designed to attract and retain senior management talent. We also use annual cash incentive compensation and long-term equity incentives to ensure a performance-based delivery of pay that aligns, as closely as possible, the rewards to our NEOs with the long-term interests of our stockholders, while enhancing executive retention.

Compensation Best Practices

What we do and don't do

The “What We Do and Don’t Do” section has become a mainstay in the CD&A, highlighting the company’s governance best practices. While this section is widely used, it is not required by law, though companies find it valuable for transparency and for communicating key policies to shareholders and proxy advisors.

It is also important to regularly review and update the section to reflect evolving priorities and regulatory changes.

Governance Policies and Practices

WHAT WE DO

<input checked="" type="checkbox"/> Regular competitive analysis	With the help of its compensation consultant, the Compensation Committee [annually] benchmarks our executives' total target compensation opportunities and each individual element of compensation against [the market] [our peer group] [XXX] to confirm our compensation is both competitive and reasonable.
<input checked="" type="checkbox"/> Limited perquisites	NEOs participate in our health and welfare benefits on the same basis as all employees. Other perquisites and personal benefits, if any, are modest and only provided if they serve a sound business purpose.
<input checked="" type="checkbox"/> Double-trigger change in control requirement	Equity awards will not vest on an accelerated basis without both a change in control and a qualifying termination during the period immediately before or after such change in control.
<input checked="" type="checkbox"/> Compensation at risk	The vast majority of our NEOs' compensation is at risk and tied to our performance and stock price to align their interests with those of our stockholders.
<input checked="" type="checkbox"/> Long-term focus	We provide significant equity-based compensation with multi-year vesting schedules to encourage durable growth and consistent, well-rounded performance.
<input checked="" type="checkbox"/> Annual compensation review	The Compensation Committee annually reviews our compensation philosophy, practices, and programs, including whether such philosophy and practices are aligned with our goal of serving all stakeholders over the long term.
<input checked="" type="checkbox"/> Independent decision-maker	All members of Day One's Compensation Committee are independent directors, and they are supported by an independent compensation consultant.
<input checked="" type="checkbox"/> Hedging and pledging transactions	Our Insider Trading Policy prohibits all employees, executives, and directors from engaging in hedging transactions. All pledging is prohibited unless specifically approved by the Board of Directors.

WHAT WE DONT DO

<input type="checkbox"/> No retirement programs	Other than our Section 401(k) plan, which is generally available to all employees, we do not offer defined benefit or contribution retirement plans or arrangements or nonqualified deferred compensation plans or arrangements for any executives, including the NEOs.
<input type="checkbox"/> No tax gross-ups	We do not provide tax reimbursement payments, also known as “gross-ups.”
<input type="checkbox"/> No guaranteed incentive compensation	Our annual cash bonuses are tied to company performance and may not pay out at all in a given year. Our equity incentive awards have value only if our stock price increases after the grant date.
<input type="checkbox"/> No option repricing or replacements	We do not alter the exercise price of underwater stock options or issue replacement options with a new exercise price.
<input type="checkbox"/> Dividends	We do not pay dividends or dividend equivalents on unvested equity awards.

Elements of Executive Compensation

The how and why of executive compensation

This section breaks down executive compensation into its key components, including base salary, annual bonus, and equity awards. Equity is further detailed into stock options, restricted stock units (RSUs), and performance share units (PSUs).

Shareholders also want insight into the **metrics behind incentive programs, how those metrics are weighted, and the applicable vesting periods.**

A clear table or visual makes it easy to see the full picture at a glance. It's also helpful to highlight which elements are **fixed versus variable**, and **which are tied directly to performance**, providing a concise and transparent view of the executive pay program.

Compensation Element	2024 Program Design	Objective	
FIXED	Annual Base Salary	For the CEO only based on appointment to new role	Designed to attract and retain executives by providing fixed compensation in amounts that are competitive in the market and reward performance
	Annual Cash Bonus Program	Earned based on only shared corporate financial metrics and strategic objectives; no individual performance metrics or modifiers	Designed to motivate executives to achieve annual business objectives and provide financial benefits when we meet or exceed these objectives
CASH	Financial performance metrics 		
	Strategic performance metrics 		
Performance-Based	Bonus payment range 0% to 150% of target performance		
	VARIABLE	Long-Term Incentive Compensation Program	Designed to align the interests of executives and stockholders by motivating executives to create sustainable long-term stockholder value
Performance Stock Unit 			
PSU award metrics 			
EQUITY	Performance measured over one year with additional time-based vesting for earned units over two years		
	Restricted Stock Unit 		
Time-Based	RSU award vesting requirement Equal annual increments over four years		

Say on Pay Results

The barometer of pay-performance alignment

Say-on-pay is a key barometer of shareholder sentiment on executive compensation.

In the U.S., it is mandatory for companies to hold an advisory say-on-pay vote at least once every three years, though most choose to hold it annually.

Not mandatory In Canada, however say-on-pay has become standard among large issuers, driven by investor and proxy advisor expectations.

Best practice is to disclose not just **the latest result, but a three-year history of outcomes,** making it clear how boards have responded to feedback, especially when support dips. Transparent reporting signals accountability and reinforces alignment between pay and performance.

Say-On-Pay

Our Board and LDCC value stockholders' perspectives. As described in Stockholder Engagement above, we conducted an in-depth stockholder outreach effort following our 2024 Annual Meeting to understand stockholders' viewpoints and develop an informed response to the 95% level of support of our 2024 say-on-pay vote.



Across our conversations, stockholders' disfavor of one-time awards like the retention and leadership continuity award provided to Executive A in fiscal 2023 was most consistently raised as the predominant factor driving stockholders' 2024 "Against" say-on-pay voting decisions. Other feedback was more varied. Given the primary element of stockholder dialogue and feedback concerned the CEO's one-time award, we have reinforced that such an award has not and will not recur in the future absent extraordinary circumstances. Further, we have provided a detailed description of our executive succession planning process to address and dispel concerns expressed by some stockholders that the special one-time award may have been indicative of a need for expanded succession planning. Moreover, and also based upon stockholder dialogue, we have made several important design changes to our executive compensation program for 2025 to improve program rigor and alignment with long-term stockholder value creation, while maintaining the core design of our program, which as explained below the LDCC believes continues to strongly align with our compensation objectives and with stockholders' interests.

Pay Mix Charts

One chart says it all

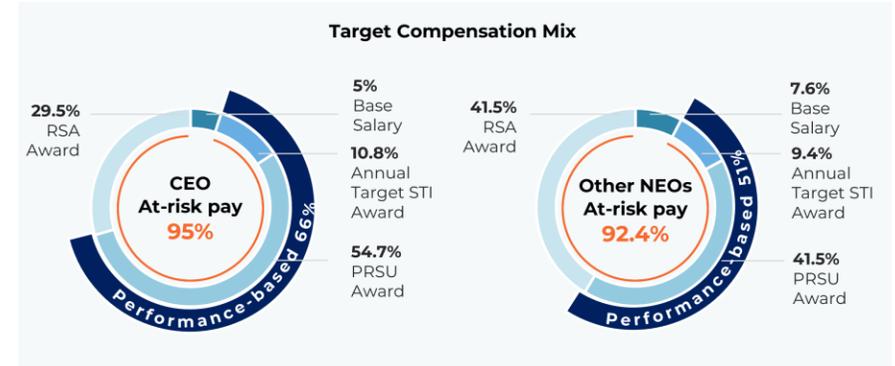
Pay mix charts visually illustrate the composition of executive compensation and, in particular, distinguish between guaranteed compensation, **at-risk pay**, and **performance-based elements**.

These charts are most often displayed as donut charts, bar graphs, or stacked columns, providing a clearer and more accessible alternative to dense tables or lengthy narrative. Their primary purpose is to highlight how much of an executive's total pay is not guaranteed but depends on company and/or individual performance.

Pay mix charts have become one of the most frequently used and closely reviewed visuals in Compensation Discussion & Analysis (CD&A) disclosures.

Compensation Highlights

The pay mix, based on target amounts established in October 2023, for our CEO and other Named Executive Officers (on average) for fiscal 2024, as shown below, was heavily weighted towards variable, at risk compensation opportunities.



Our compensation program is designed to ensure that executives' and shareholders' interests are strongly aligned. The majority of named executive officer's compensation is at risk and based on objective performance measures.



* PRSUs = Performance-based Restricted Stock Units; RSAs = Restricted Stock Awards

Pay for Performance

Rewarding performance

Companies use graphical illustrations to demonstrate the alignment between executive compensation and company performance. By visually linking CEO pay to TSR metrics and peer comparisons, shareholders can see how rewards are directly tied to value creation.

Typically presented as a scatter plot, this graphic compares CEO compensation to TSR performance across a peer group over a three-year period, providing a clear visual of pay-for-performance alignment.

A well-designed pay-for-performance graphic highlight the company's commitment to aligning executive incentives with shareholder interests, ultimately supporting **positive say-on-pay outcomes**

CEO Pay-for-Performance Alignment

Each point on the graph below represents a peer group CEO's three-year realizable compensation (the cash compensation actually paid plus the economic value of equity-based grants) relative to their company's three-year TSR performance over the period 2021-2023.

Compared to our peer group, our CEO's realizable compensation was at the 44th percentile of our peer group while the Company delivered TSR at the 69th percentile. The MDCC believes this graph clearly illustrates a strong pay-for-performance alignment, especially when compared year over year.

Pay for Performance Alignment: CEO Realizable Pay vs. TSR Performance (2021-2023)



• The graph reflects CEO compensation for each company regardless of who actually served in the CEO role. This allows us to compare CEO compensation for a full three-year period for each company and focuses on the CEO position rather than specific individuals.

• This graph is based on the 2024 proxy statements filed by our CCC.

• Total Shareholder Return reflects share price appreciation, adjusted for dividends and stock splits

• Realizable pay consists of:

1. actual base salary paid over the three-year period
2. actual STI payouts over the three-year period, and
3. LTI determined as shown below, with equity awards based on December 31, 2023 market value for each company
 - a. in-the-money value of stock options granted over the three-year period;
 - b. service-based restricted stock awards granted over the three-year period;
 - c. performance share awards;

STI Design and Payout Disclosure

Short-term goals, meaningful rewards

SEC requires issuers to **disclose material elements of their compensation programs** in the Compensation Discussion & Analysis (CD&A).

- Include: STI objectives, performance metrics, goal-setting process.
- If performance targets are material, discuss the likelihood of achieving them
- Precise targets may only be omitted if disclosure would result in competitive harm, in which case context around the rigor of the goals is still required.

In Canada, issuers require similar disclosure of STI objectives, metrics, and outcomes in the CD&A. If precise targets are not disclosed due to potential prejudice, companies must still report the percentage of target achievement and provide sufficient context to explain the rigor of the goals.

While these disclosures satisfy regulatory minimums, **investors and proxy advisors increasingly expect a higher level of transparency.**

Best practice disclosure beyond compliance

- ▶ **Describe program design and rationale** – how the STI program supports business strategy and aligns with shareholder value.
- ▶ **Identifying performance metrics and weightings** – Including financial, operational, strategic, or ESG measures, and explaining why they were chosen.
- ▶ **Demonstrating rigor in goal setting** – Showing whether targets are absolute or relative, and providing context such as prior-year performance or peer benchmarks.
- ▶ **Providing payout formula detail** – Threshold, target, and maximum opportunities, with an explanation of leverage and caps.
- ▶ **Disclosing actual performance against goals** – Using tables or charts to show outcomes relative to targets and the resulting payout.
- ▶ **Highlighting year-over-year changes** – Noting design changes from prior years and the reasons for them.
- ▶ **Explaining discretion** – Clearly outlining any discretionary adjustments by the compensation committee, including rationale and impact.

Annual Incentive Plan

Our executive officers' target annual cash bonus opportunities under our 2024 Executive Incentive Compensation Plan are determined solely based on the corporate performance objectives discussed below (subject to any exercise of LDEIC committee discretion, which it did not elect to exercise during 2024). The LDEIC committee determined that the 2024 target cash bonus opportunity allocations were appropriate to focus our executive officers on our short-term financial objectives as reflected in our annual operating plan.



Annual Incentive Payouts for Fiscal 2025

The Compensation Committee structured fiscal 2025 incentive payouts around two six-month performance periods to provide flexibility during a planned business separation. Metrics were revised to emphasize Non-GAAP Operating Income, with Revenue and EBITDA also included, requiring improvement over prior-year results to earn payouts. A sustainability measure on emissions reduction was retained to support long-term commitments.

Performance metric	Weighting	Threshold	Target	Max	Actual	Payout %	Combine Payout
Revenue	45%	950	1,200	1,400	1,350	160%	164%
EBITDA	45%	90	100	110	108%	180%	
Non-GAAP Operating Income	10%	1,117	1,569	2,040	1,600	105%	

LTI Plan Design & Vesting Details

Aligning with shareholder value creation

SEC and Canadian securities regulations require similar disclosure regarding long-term incentive (LTI) plan design. The **rationale for LTI design choices, including metric selection and goal setting**, must be clearly explained to shareholders.

Most issuers often go beyond the minimum regulatory requirements to provide investors with greater transparency about executive pay and long-term incentive (LTI) programs.

- ▶ **Pay mix:** Show the composition of long-term incentive, the proportion of performance-based equity (PSUs), time-based equity (RSUs), and stock options
- ▶ **Performance metrics & targets (for PSUs):** Define metrics (e.g., TSR, ROIC, EBITDA growth), rationale for selection, and threshold/target/maximum performance levels. **Show actual performance**, especially TSR, to demonstrate shareholder value creation, and ensure pay is linked to real performance
- ▶ **Vesting schedules** (for RSUs and Stock Options): Disclose timing, conditions, restrictions, and treatment of unvested awards on termination or change of control, ensuring multi-year vesting aligns with long-term shareholder value creation.
- ▶ **Payout scenarios:** Show potential payouts at minimum, target, and maximum performance levels, with ranges that are reasonable, capped/floored, and tied to meaningful performance outcomes.



PSUs

- PSUs will cliff vest in the 1st quarter of 2027 following the completion of the three-year performance period

← Three-year performance period → 100% cliff vesting

Grant 2024 2025 2026 Q1

- Vesting is tied to our company's relative TSR versus the Nasdaq Biotechnology Index over a three-year period ending December 31, 2026. Payouts are determined by linear interpolation between threshold, target, and maximum, but are capped at target if absolute TSR is negative.

Performance Scaling

	Threshold	Target	Maximum
Percentile Rank	10 th	50 th	90 th
Payout (% of Target)	25% Less than 10 th - zero payout	100%	200%

Stock Options

25% vesting ← 6.25% vesting in each quarter →

Grant Q1 Q2 Q3 Year 1 Q1 Q2 Q3 Year 2 Q1 Q2 Q3 Year 3 Q1 Q2 Q3 Year 4

RSUs

25% vesting 25% vesting 25% vesting 25% vesting

Grant Year 1 Year 2 Year 3 Year 4

Prior Year PSU Awards

Turning achievement into ownership

SEC and Canadian securities regulations require disclosure of the **outcomes of prior performance-based awards, including performance share units (PSUs)**, to enhance transparency around executive pay and its alignment with shareholder value creation.

Companies must clearly explain the **relationship between the performance metrics** selected (e.g., TSR, ROIC, EPS, EBITDA growth) and **the actual payout levels achieved**, showing results against threshold, target, and maximum opportunities.

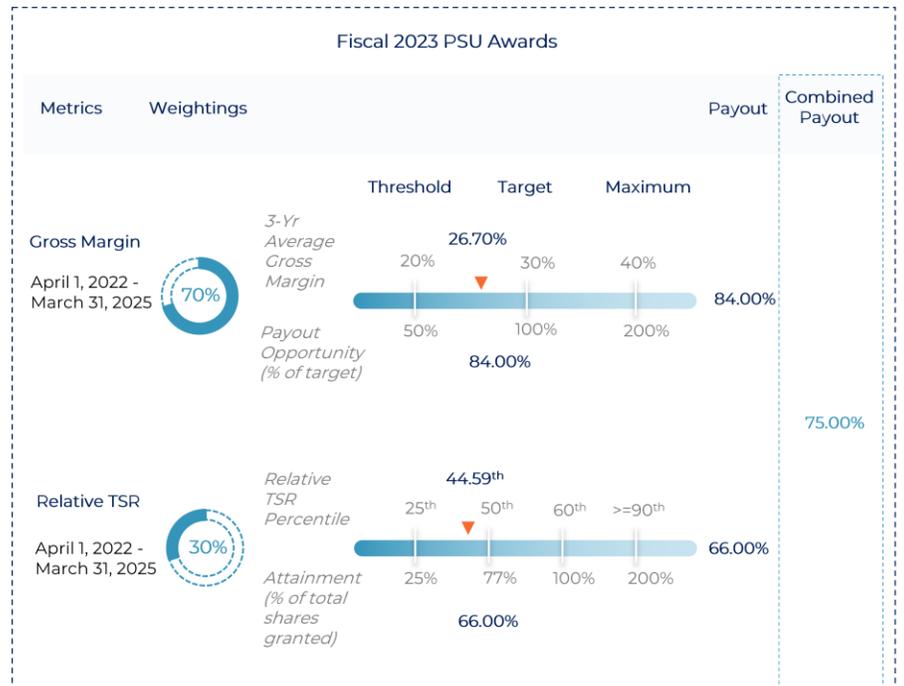
Disclosures should highlight the rationale for performance achievement levels, demonstrate how payouts reflect real performance outcomes, and provide context for year-over-year trends. Many issuers go beyond the minimum regulatory requirements by including multi-year performance charts, TSR comparisons to peers or indices, and narrative explanations that connect realized compensation to long-term corporate strategy and shareholder returns.

This disclosure allows shareholders to assess the effectiveness of the pay-for-performance design and ensures accountability in the administration of incentive programs.

Fiscal 2023 PSU Awards

In May 2023, as part of our annual equity award “refresh” program, the Compensation Committee granted our then NEOs PSU awards to be earned based on our relative TSR measured against the Russell 2000 Index measured over a three-year performance period commencing on April 1, 2022, and ending on March 31, 2025. In May 2025, the Compensation Committee reviewed our relative TSR over the performance period and approved attainment of 66% of target because our three-year stock price performance relative to the Russell 2000 was at the 45th percentile.

Additionally, in May 2023, the Talent and Compensation Committee granted our then NEOs Gross Margin PSU awards that could vest in a number of shares from 0% to 200% of the award, based on the attainment of gross margin targets for the period from April 1, 2022 to March 31, 2025. Performance was measured and vesting evaluated on a quarterly basis beginning with the period ended June 30, 2023, and continuing through March 31, 2025. Through March 31, 2023, the Talent and Compensation Committee had certified cumulative attainment of 84% of target under the Gross Margin PSUs granted in fiscal 2023.



Peer Group Selected for Benchmarking

Benchmarking shareholders can see and trust

A peer group used for benchmarking executive compensation should be disclosed along with the **rationale for its selection**.

Key factors in selecting peers include market capitalization, revenues, employee headcount, and the similarity of business operations, with an explanation of the company's positioning relative to each factor.

The peer group should be **reviewed annually** to ensure it remains relevant.

Any changes to the peer group, whether **additions or removals, should be accompanied by a clear explanation of the rationale**. In the event of a major corporate transaction, such as a merger, acquisition, or spin-off, the peer group may be revised in its entirety to reflect the company's updated size, structure, or business profile.

Peer Group

The Compensation Committee, with the assistance of its compensation consultant, reviews our compensation peer group at least annually and makes adjustments as appropriate to reflect changes in our business, industry dynamics, and merger and acquisition activity among peer companies. For fiscal 2024, the Committee approved a peer group of 16 companies. The Compensation Committee used compensation data from public filings and market surveys to evaluate executive pay levels relative to this peer group.

Our selection criteria emphasize companies of comparable revenue and market capitalization size, industry alignment, and competition for executive talent. In 2024, the focus was on advertising software/technology and other software/internet companies. For 2025, the criteria broaden to include application software, interactive media and services, internet services and infrastructure, and IT consulting and related services.



NEO Detailed Compensation

Enhancing transparency in executive awards

In the interest of promoting greater transparency, companies provide compensation disclosure for each Named Executive Officer (“NEO”) on an individual basis rather than in aggregate.

This approach recognizes the **distinct responsibilities, performance objectives, and role-specific measures applicable to each executive**. By presenting individualized disclosures, shareholders gain clearer insight into the factors that drive compensation outcomes, including the alignment of pay with performance.

For example, the performance criteria established for the Chief Executive Officer may differ meaningfully from those applied to the Chief Financial Officer or other senior leaders, ensuring compensation decisions reflect individual contributions and accountability.

Consistent with best practices, disclosures address **each NEO’s target pay mix, compensation actually earned, performance metrics** established at the beginning of the period, and the degree to which those **goals** were **achieved**.

Fiscal 2025 Compensation

Executive A - CEO



Annual Cash Incentive Awards

Performance metric	Weighting	Performance (% of target)	Combined payout (% of target)	Final payout
Adjusted Revenue	50%	200%	185%	\$1,214,400
Non-GAAP EBIT	50%	170%		

2023 PSU Payouts

Performance metric	Weighting	Payout (% of target)	Combined payout (% of target)	Total earned shares
Rule of 40	70%	84%	185%	\$1,214,400
Relative TSR	30%	66%		

Fiscal 2025 Compensation

Executive B - CFO



Annual Cash Incentive Awards

Performance metric	Weighting	Performance (% of target)	Combined payout (% of target)	Final payout
Adjusted Revenue	50%	200%	185%	\$545,000
Non-GAAP EBIT	50%	170%		

2023 PSU Payouts

Performance metric	Weighting	Payout (% of target)	Combined payout (% of target)	Total earned shares
Rule of 40	70%	84%	185%	\$1,214,400
Relative TSR	30%	66%		

Equity Ownership Requirements

Aligning shareholder interest with leadership

Named Executive Officers (NEOs) and non-executive directors are expected to maintain meaningful share ownership, promoting alignment of leadership interests with long-term shareholder value and responsible corporate stewardship.

While these guidelines **reflect best practices in governance, they are not required by U.S. or Canadian securities regulations** and are adopted voluntarily to strengthen alignment between leadership and shareholders. They also align with proxy advisors' preference for clear, meaningful ownership policies

Stock Ownership Guidelines

The Board has established stock ownership guidelines to further align the long-term interests of our executive officers and non-employee directors with those of our stockholders and promote the Company's commitment to sound corporate governance. Our stock ownership guidelines require that our executive officers own qualifying equity having an aggregate value equal to a multiple of the executive officer's annual base salary or non-employee director's annual board cash retainer as follows:

Stock Ownership Guidelines

As a Multiplier of Annual Base Salary

Chief Executive Officer	5x
All Other Named Executive Officers	3x
Certain Non-Named Executive Officer Members of Management	2x

As a Multiplier of Annual Board Cash Retainer

Non-Employee Director	3x
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Under our stock ownership guidelines, executive officers are required to attain prescribed ownership levels within five years of their appointment to an executive officer position. Executives who are promoted into a role with a higher ownership requirement are provided an additional two years to achieve the revised level. For purposes of compliance, ownership includes shares purchased on the open market, shares acquired through employee benefit plans, and shares received upon the vesting of RSUs and PSUs. Unearned PSUs, unvested RSUs and PSUs, and the vested "in-the-money" portion of stock options are excluded.

An executive officer who does not meet the ownership requirement within the applicable timeframe may be ineligible for additional equity awards and must retain 50% of the after-tax shares received upon the vesting or exercise of equity awards until compliance is achieved. As of the date of this filing, all continuing Named Executive Officers either satisfy the ownership guidelines or remain within the allowable compliance period.

Summary Compensation Table

Detailed overview of total compensation

The Summary Compensation Table (SCT) is a mandated section of the proxy statement. Under SEC regulations, it requires a standardized disclosure of total compensation awarded to Named Executive Officers (NEOs) over the past three fiscal years.

The SCT must include:

- ▶ Base salary
- ▶ Bonus
- ▶ Stock awards, including equity-based compensation
- ▶ Option awards
- ▶ Non-equity incentive plan compensation
- ▶ Change in pension value and non-qualified deferred compensation earnings
- ▶ All other compensation exceeding \$10,000 per year, such as personal benefits, perquisites, or severance arrangements

Canadian securities regulations require similar disclosure but do not prescribe an exact table format, allowing issuers greater flexibility in presentation.

Beyond regulatory requirements, many issuers enhance the SCT to improve clarity, readability, and transparency.

- ▶ Detailed notes and explanations to clarify the calculation of equity awards, bonuses, and other items
- ▶ Use of color coding or shading to distinguish different types of compensation or different NEOs
- ▶ Bold or highlighted column headers to improve table readability and facilitate comparison

SUMMARY COMPENSATION TABLE

The following table summarizes all compensation earned in fiscal 2024, 2023 and 2022 by our named executive officers.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	All Other Compensation (\$) ⁽⁵⁾	Total (\$)
NEO 1 Chief Executive Officer	2024	750,000	—	33,311,064	—	1,200,000	60,299	35,321,363
	2023	750,000	—	48,996,329	15,347,003	1,200,000	56,630	66,349,962
	2022	750,000	—	16,942,011	—	1,200,000	21,770	18,913,781
NEO 2⁽⁶⁾ Executive Vice President & CFO	2024	400,000	—	6,662,212	—	275,000	60,867	7,398,079
	2023	305,577	—	4,079,517	—	275,000	24,098	4,684,192
NEO 3⁽⁷⁾ Executive Vice President	2024	400,000	—	6,662,212	—	275,000	44,031	7,381,243
	2023	400,000	—	5,667,899	—	300,000	38,878	6,406,777
NEO 4 Executive Vice President	2024	400,000	—	6,662,212	—	300,000	32,973	7,395,185
	2023	400,000	—	5,488,415	—	300,000	48,931	6,237,346
	2022	400,000	—	4,841,157	—	300,000	30,084	5,571,242
NEO 5 Executive Vice President, Scores	2024	500,000	—	7,997,808	—	375,000	13,446	8,886,254
	2023	500,000	—	8,231,522	—	375,000	12,456	9,118,978
	2022	500,000	—	7,261,057	—	375,000	11,846	8,147,903

(1) The amounts in the "Stock Awards" column represent the aggregate grant date fair value of each award granted during the fiscal year, computed in accordance with FASB ASC Topic 718, and do not reflect whether the named executive officer has actually realized a financial benefit from the award. For information on the assumptions used to calculate the value of the awards, refer to Note 12 of the Company's Consolidated Financial Statements in the Annual Report on Form 10-K for the fiscal year ended September 30, 2024, as filed with the SEC.

(2) Stock Awards for fiscal 2024 include the grant date fair value of annual time-based RSU awards, PSU awards and MSU awards granted on December 9, 2023, under the 2021 LTIP.

In fiscal 2024, NEOs received PSUs and MSUs tied to performance goals and subject to continued employment through 2024–2027. Target values represented expected outcomes at grant, with maximums at 200% of target. Executives earned 200% of their PSU awards, totaling 16,910 units for the CEO and proportionate amounts for others. Similarly, 200% of the MSUs were earned for the first performance period based on a 105% total shareholder return.

(3) The "Option Awards" column reflects the grant date fair value (per FASB ASC Topic 718) of a special performance-based retention and leadership continuity stock option grant to NEO 1 on June 9, 2023. No NEOs exchanged RSUs for stock options during the reported years. Valuation assumptions are provided in Note 12 to the Company's FY2024 Form 10-K.

(4) Represents amounts paid in the first quarter of fiscal 2025 based on performance during fiscal 2024 under our Management Incentive Plan.

(5) The amounts shown for fiscal 2024 are detailed in the supplemental table below entitled "All Other Compensation Table."

(6) As permitted by SEC rules, because fiscal 2023 was NEO 2's first year as a named executive officer, the compensation paid to him prior to fiscal 2023 is not included in the table.

(7) As permitted by SEC rules, because fiscal 2024 was NEO 3's first year as a named executive officer, the compensation paid to him prior to fiscal 2024 is not included in the table.

Pay vs Performance

Transparent pay, transparent performance

Under **U.S. regulations adopted by the SEC in August 2022**, companies must include Pay Versus Performance (PVP) disclosure in their proxy and information statements for fiscal years ending December 16, 2022, or later. This is not a required disclosure in Canada.

Notably, PVP was the first content in U.S. proxy statements requiring the use of Inline XBRL (iXBRL) data tagging. Almost all companies presented these new disclosures outside the CD&A, most often immediately before or after the CEO pay ratio disclosure.

The rules require companies to provide a **Pay Versus Performance table** covering the five most recent fiscal years (three for SRCs). This table must show:

- Compensation Actually Paid (CAP) to the CEO and the average for the other NEOs
- Summary Compensation Table (SCT) total compensation for the CEO and average for the other NEOs
- The company's Total Shareholder Return (TSR)
- TSR for the company's peer group
- The company's net income
- The company-selected measure (CSM), which is the most important performance metric (other than TSR and net income) that links pay to performance

In addition, companies are required to provide:

Graphs or charts clearly illustrating the relationships between CAP and the company's TSR, the company's net income, the company-selected measure (CSM) and peer group TSR (for comparison)

A **narrative discussion** or visual explanation describing how the chosen measures demonstrate the link between executive pay and performance.

A **tabular list** of three to seven of the most important financial performance measures used to determine NEO compensation during the most recent fiscal year.

Pay vs Performance

The following table* summarizes the SCT compensation and CAP for our CEO(s) and the average for our non-CEO NEOs for the last five fiscal years, ending December 31, 2024. In accordance with the PVP rules, the table also includes certain prescribed performance related measures

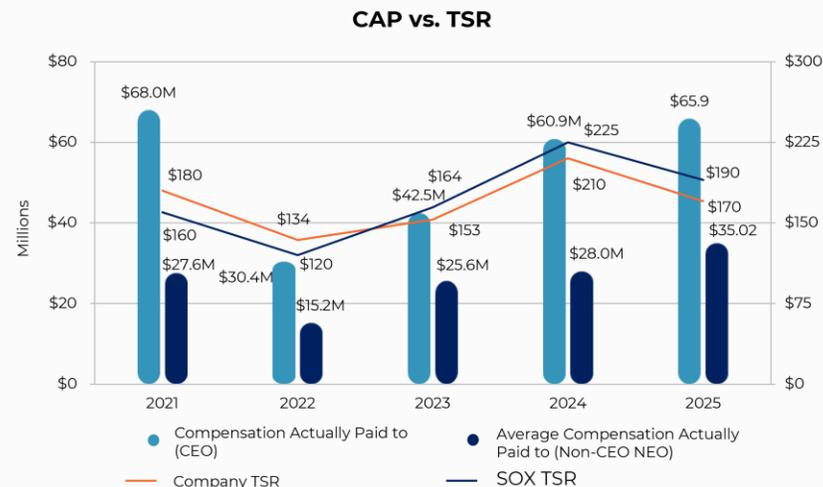
Fiscal Year	Summary Compensation Table Total for CEO	Compensation Actually Paid to CEO	Average Summary Compensation Table Total for Non-CEO NEOs	Average Compensation Actually Paid to Non-CEO NEOs	Value of Initial Fixed \$100 Investment Based on		GAAP Net Income (\$000's)	Non-CAAP EPS
					Total Shareholder Return	Peer Group Total Shareholder Return		
2021	\$23,186,064	\$14,725,823	\$68,023,777	\$27,558,088	\$180	\$160	\$17,117,000	\$8
2022	\$20,273,287	\$26,701,326	\$30,451,732	\$15,217,817	\$134	\$120	\$365,000	\$2
2023 ⁽¹⁾	\$18,650,093	\$52,474,235	\$42,535,802	\$25,652,768	\$153	\$164	\$14,519,000	\$7
2024 ⁽²⁾	\$13,722,121	\$14,390,893	\$60,873,820	\$28,024,597	\$210	\$225	\$12,345,000	\$5
2025 ⁽³⁾	\$15,740,083	\$38,405,245	\$65,873,820	\$35,024,597	\$170	\$190	\$4,519,000	\$3

* Compensation shown is rounded to the nearest dollar.

1. Non-CEO NEOs for 2023 are Executive H, Executive I, Executive J and Executive K. Since Executive A was CEO for all of 2023, only his compensation shown in the CEO SCT and CAP columns.
2. Non-CEO NEOs for 2024 are Executive C, Executive D, Executive G and Executive F.
3. Non-CEO NEOs for 2025 are Executive C, Executive D, Executive E and Executive F.

Relationship Between CAP and TSR

The chart below illustrates the relationship between the CEO CAP and average non-CEO NEO CAP, calculated in accordance with the PVP rules, and the Company's TSR and Peer Group TSR. The peer group each listed fiscal year consists of the companies listed as our current primary peer group.



Quick Design Tips



Reinforce your brand identity

Use consistent colors, fonts, and icons to reflect your identity and build trust



Establish a clear visual hierarchy

Guide the reader with clear headers, icons, and layout cues



Prioritize scannability

Break up text with white space, bullets, and callouts to highlight key points



Summarize key points

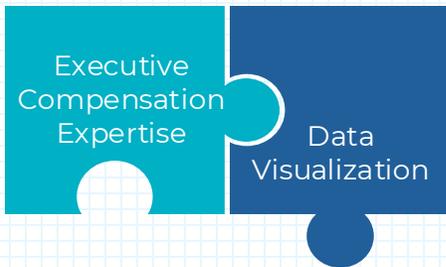
Highlight key points visually to make information quick and easy to grasp

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We blend deep executive compensation expertise with compelling financial storytelling skills to craft best-in-class proxy statements.

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+1 416 998 0728

hello@infintel.co