



2024

Proxy Design Library

Doing more with your proxy

Helping your proxy do more - with design

Stay ahead of trends and use design to demonstrate the quality of your governance, your shareholder outreach, and your support for DEI and environmental policies.

Share ownership has increased dramatically over the past five years. The number of retail investment accounts is up 108% percent since 2019.* These shareholders understand they have a say in how the company operates and are using that voice more and more. In 2023, more than 600 shareholder proposals were put to vote, many of them around climate, racial equality, lobbying, and other ESG-related issues. Proxy practitioners have responded to these ownership changes with new content areas and practices.

Trending topics include:

- Updated board profiles
- Skills and diversity matrix graphics
- Shareholder outreach sections
- Sustainability and environmental content including developments or accomplishments for the year

Design helps you to present this complex, detailed information in a graphical, understandable way. It adds a differentiating, professional level to your communications, connecting your strategic message to your various audiences. Design can help to showcase your governance achievements, build shareholder loyalty, and demonstrate the overall effectiveness of your governance processes. Good design gives you the ability to do more with your proxy.

TRANSFORM YOUR PROXY

The proxy distribution is your first and best opportunity to connect with your shareholders. At once you need to shape investor perceptions, build loyalty, and deliver a compelling brand narrative. That's why every detail matters -- from design language and layout, to colors, copy and branding -- each element contributes to a holistic narrative that can make or break your success.



Discover
best practices



Explore design
examples

WHAT'S INSIDE

This intuitive resource is organized to show samples of trending content sections and inspire new ways to think about your content. We also have a summary of best practices. We think the samples showcase how the governance story gets delivered through your proxy statement. Let our team help you tell that story.

For your convenience, we have organized the library by industry sector so you can review peer examples. And the images listed in the Library are actual links that can take you directly to the proxy you are interested in. Just click the back button at the top right of your screen to return to the Table of Contents.

*Based on beneficial shareholder accounts processed by Broadridge.

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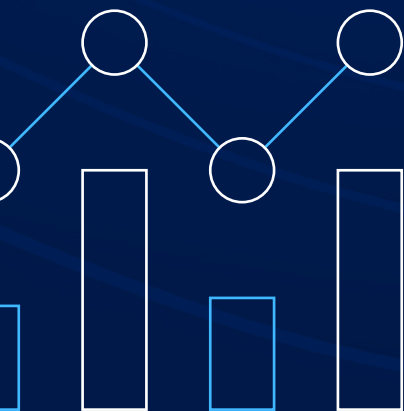


SECTION 1

Proxy Insights

Proxy statement design requires thoughtful consideration of each element. Consider governance policies or other elements you want to highlight. How will you persuade investors committed to environmental issues and board diversity? What components can showcase your brand in the best possible light? In what ways can you hold your audience's attention?

This summary of proxy best practices is built from the evolving practices of our clients. Review and then work with our team to strategize your design elements, so that your next proxy builds to a cohesive narrative and tells a compelling story.



Doing more with your proxy

Creating positive results through effective design

Stephen Harrison

Chief Creative Officer and President, FalkHarrison

Proxy design allows you to organize your content and imagery to convey a story about your company and brand. Good proxy design can take you further – it can be a powerful tool for brand awareness, client engagement, and promoting your good work. It's the result of informed choices, creative insights, and effective processes.

Many corporate issuers are making these choices and transitioning their proxy away from a visually dense, regulatory document to a well-designed, well-organized communication tool. But evaluating design effectiveness is difficult. Relying on a consistent process of discovery and design with these effective practices will help:

1. MAKE YOUR STORY MORE ENGAGING

Utilize design to help your proxy stand out, have more impact and effectively engage your stakeholders.

2. SUMMARIZE KEY POINTS

Don't hesitate to include visual elements to enhance understanding. Include call outs and sidebars to highlight key points.

3. REINFORCE YOUR BRAND IDENTITY

Be sure to align design with existing brand standards. Brand elements should work together to reflect the personality and vision of your organization.

4. VISUALIZE INFORMATION

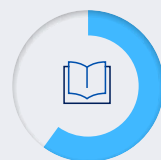
For example, consider using graphics to contextualize and illustrate executive compensation or board composition. You can more effectively highlight board diversity, tenure, skills and more with visual components.

5. HUMANIZE YOUR BOARD

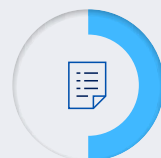
When shareholders can associate a face with a name, they are more likely to feel a connection to your board and to your company.

6. TELL YOUR ESG STORY

The proxy statement can serve as a springboard to additional in-depth ESG content on your website or a free-standing ESG Report.



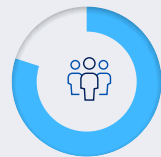
More than **60%** of our clients last year used a design cover, immediately engaging with readers when they clicked on it.



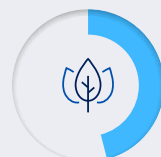
For the first time, **50%** of our clients included Proxy Summaries to start the document.



46% of clients use names in skills matrix, responding to requests for more clarity.



Board photos have become standard used by more than **80%** of our clients.



More than **46%** of clients used graphics in their ESG section.

Data sourced from Broadridge design clients



As investor behaviors evolve, respond to those changes quickly with the industry’s only true single-source shareholder engagement solution

Streamline the design, production and printing of proxy communications and ensure a smooth transition from printing to distribution. Our single-source service solution reduces shipping charges, expedites processing and helps ensure you print only the quantity required. Plus, every project is backed by the undisputed reliability and quality you’ve come to expect from Broadridge.

Last-minute changes, print overruns, and mailing logistics can make it challenging to get investor and shareholder communications where they need to be on time and within budget. Our single-source solution streamlines the process —from document preparation through to printing and mailing— to ensure quality and speed and reduce costs. Tap into the industry leader in proxy design, production and distribution.

- How long should I work in my Word document?
- Can I manage the content in my reporting system and still achieve a brand appropriate design?
- Do I have the staff to manage the document?
- How long will design take?

.....
We offer multiple approaches to solving the design challenge and can guide you to the method that fits your model and budget.
.....

- **Design and build your proxy** in Workiva for increased control over your content.
- **Develop a new design** and enhance an existing while extending the capacity of your group with the Broadridge service and typesetting teams.
- Or **pick an existing template** from our new Proxy Headstart catalog and get a jump on a new look and feel.
- Each method encompasses typesetting and design services, HTML conversion and fast turnaround—so you can save time and effort while keeping your budget under control. You’ll also benefit from our unsurpassed knowledge of SEC requirements, shareholder communications and financial technology.



ABOUT THE AUTHOR

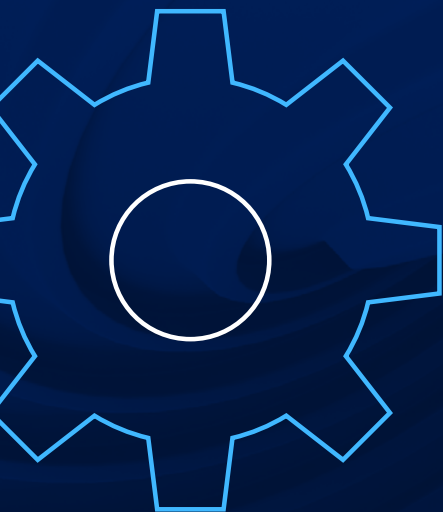
Stephen Harrison
Chief Creative Officer and President, FalkHarrison

Stephen is passionate about solving branding and communication problems through a lens of creativity. During his career at FalkHarrison, Steve has been instrumental in developing and leading teams of cross-functional designers, developers, and experienced partners to provide integrated communication programs that drive value for his clients. FalkHarrison is a global solutions provider of design services to Broadridge Financial Services and an Alliance Partner of Workiva.

SECTION 2

Getting your proxy to do more

This section contains real-world examples of trending content sections. Inside, you'll see samples of how companies are using design to demonstrate how they respond to investor needs for clarity and transparency.



Proxy summary

The Proxy Summary continues to grow as the lead, introductory section of the proxy. It includes many pieces of related content – all presented in a graphically-rich, succinct format, ideal for the skim reader. Content may include voting matters and recommendations, company performance, board profiles to demonstrate gender diversity and representation on the board, board skills, or sustainability frameworks.

Proxy Statement Summary

Proposals to Be Voted Upon at the Annual Meeting

Proposal Description	Board Recommendation	Where to Find More Information
1 Approval of an amendment to our Certificate of Incorporation to declassify our Board	FOR	Pages 10 to 11
2 Election of four Directors	FOR all nominees	Pages 12 to 22
3 Approval of non-binding advisory vote to approve named executive officer compensation	FOR	Pages 61 to 62
4 Approval of non-binding advisory vote on the frequency of future advisory votes on named executive officer compensation	FOR every one year	Page 63
5 Ratification of appointment of KPMG LLP as the independent registered public accounting firm of the Company for 2023	FOR	Page 64

About the Company

ModivCare Inc. is a technology-enabled healthcare services company that provides a suite of integrated supportive care solutions for payors and their members. Our value-based solutions address the social determinants of health, or SDoH, connect members to care, help health plans manage risks, reduce costs, and improve health outcomes. ModivCare is a provider of non-emergency medical transportation, or NEMT, personal care, and remote patient monitoring, or RPM, solutions, which serve

Corporate Governance Highlights

We have structured our corporate governance program to promote the long-term interests of stockholders, strengthen the accountability of our Board and management, and help build public trust in the Company. Highlights of our efforts include:

- Separation of the Chair of the Board and Chief Executive Officer roles
- All Board committees chaired by independent directors, and all directors are independent other than our CEO director
- Active Board and Board committee role in overseeing management of the Company's risks
- Annual Board and Board committee self-evaluations
- Equity ownership guidelines for directors and executive officers
- Cash and equity award plans with clawback provisions
- Anti-hedging and anti-predatory policies for directors and executive officers
- Reasonable director tenure, with an average of six years of service
- Regular executive sessions of non-employee directors
- No poison pill

Modivcare

PROXY SUMMARY

The Board of Directors (or, the "Board") of Realty Income Corporation, a Maryland corporation ("Realty Income," the "Company," "we," "our," or "us"), is soliciting proxies for its 2023 Annual Meeting of Stockholders and any postponement or adjournment thereof (the "Annual Meeting"). This Proxy Summary provides an overview of the proposals to be considered and voted on at the Annual Meeting and of the information contained in the Proxy Statement but does not contain all of the information that should be considered before voting. We encourage you to read the Proxy Statement in its entirety before voting.

MEETING INFORMATION

DATE	TIME	PLACE	RECORD DATE
Tuesday, May 23, 2023	9:00 a.m. Pacific Time	To attend the virtual Annual Meeting, log in at www.virtualshareholdermeeting.com/realty2023 .	You may vote if you were a holder of record of shares of our common stock, par value \$0.01 per share, at the close of business on March 23, 2023.

HOW TO VOTE

On or about March 31, 2023, the Notice of 2023 Annual Meeting of Stockholders, Proxy Statement, proxy card, and 2022 Annual Report (collectively, the "Proxy Materials") will be either mailed or made available over the Internet to our stockholders of record as of the close of business on the record date. Some of our stockholders will be mailed a Notice of Availability of Proxy Materials, which contains instructions on how to request, and receive a paper or e-mail copy of our Proxy Materials. We encourage you to vote your shares prior to the Annual Meeting. You may vote by telephone, over the Internet or by mail by completing and mailing your proxy card, even if you plan to attend the virtual Annual Meeting. All methods of communication will provide stockholders with instructions on how to vote or authorize a proxy to vote using any of the following methods:

BY INTERNET	BY TOLL-FREE TELEPHONE	BY MAIL	VIRTUAL MEETING ACCESS
www.proxyvote.com 24/7 through May 22, 2023	1-800-690-6903 24/7 through May 22, 2023	Request, complete and return a proxy card by prepaid mail	Vote your shares at www.virtualshareholdermeeting.com/realty2023 on May 23, 2023

2023 Proxy Statement Realty Income 1

RealtyIncome

Proxy Summary

Our Annual Meeting of Stockholders Will Take Place Virtually

DATE
May 24, 2023

TIME
3:00 p.m. Pacific time

MEETING WEB ADDRESS
www.virtualshareholdermeeting.com/TNDM2023

This summary provides highlights of information contained in this Proxy Statement. It does not contain all of the information that you should consider before voting. We encourage you to read the entire Proxy Statement. For more complete information regarding our 2022 financial and operating performance, please read our 2022 Annual Report on Form 10-K, or the Annual Report.

Your vote is very important. Whether or not you plan to virtually attend the Annual Meeting, we encourage you to submit your proxy or voting instructions as soon as possible. You may submit your proxy by internet, telephone or mail.

Item	Board's Voting Recommendation	Page Reference
PROPOSAL 1 To elect four Class I directors and three Class III directors for a one-year term expiring at the 2024 annual meeting of stockholders.	FOR	7
PROPOSAL 2 To approve the Company's 2023 Stock Incentive Plan, which will replace the 2013 Stock Incentive Plan expiring on November 15, 2023.	FOR	14
PROPOSAL 3 To approve, on a non-binding, advisory basis, the compensation of our named executive officers.	FOR	20
PROPOSAL 4 To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023.	FOR	22

Tandem Diabetes Care 1 2023 Proxy Statement

Tandem

Proxy Summary

This summary highlights certain information in this proxy statement. As it is only a summary, please review the complete proxy statement and 2022 annual report before you vote.

Proxy Voting Roadmap

Meeting Information:

Date	Time	Virtual Location
May 18, 2023	9:00 a.m. Central Time	www.virtualshareholdermeeting.com/TASK2023

Ways to Vote:

Vote By Internet	Vote By Phone	Vote By Mail
www.proxyvote.com	1-800-690-6903 Follow instructions shown on proxy card	If you received paper materials, mail to: Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717

Voting Recommendations:

Proposal	Board Recommendation	Page
01 To elect the three director nominees named in the proxy statement as Class II directors of the Company, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification (Proposal 1); and	FOR all nominees	24
02 To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 (Proposal 2).	FOR	37

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Task Us

Governance

These governance section samples expand content on board diversity, independence, committee members and structure; provide insight into the board refreshment policy; and detail the board oversight of ESG policy. Use graphics to identify risk management procedures, reporting lines and end-point accountability.

CORPORATE GOVERNANCE

BOARD EVALUATION PROCESS

On an annual basis, the members of the Board and each Board committee conduct a confidential self-assessment of the Board's performance and committee performance, which entails a multi-part evaluation process managed by outside counsel. Our Nominating Committee oversees the evaluation process and reviews the procedures, which may vary from year to year. The Board believes it is important to assess its overall performance, the performance of the Board committees, and the individual performance of each director. In order to serve the best interests of our stockholders and position the Company for future success, the Board reviews its overall composition, including director tenure, Board leadership structure, diversity, and individual skill sets as part of the evaluation process. Based on feedback provided during the evaluation process and based on additional discussions last year, we increased the frequency of ESG Committee meetings held during Fiscal 2021.

Summary of Fiscal 2021 Board Evaluation Process

BACKGROUND

- Our Nominating Committee approved the self-assessment process and the form of questionnaires used.
- An outside law firm collected the completed questionnaires and conducted one-on-one follow up calls with each director to solicit supplemental comments.
- Our Chairperson conducted one-on-one follow up calls with each director, focusing on general Board feedback and peer assessments.
- The Chair of our Nominating Committee conducted one-on-one calls with each director, focusing on the evaluation of the Chairperson of the Board.

POST-EVALUATION

- Results were reviewed by the Chairs of the applicable Board committee, the Nominating Committee, and the Chairperson of the Board.
- Results of the peer assessment were provided to the subject director for subject development purposes.
- The Board and each Board Committee discussed the results of the assessments. The outside law firm participated in discussions with the Nominating Committee and the Board.
- The Board and management will take steps to address or to improve upon any issues or opportunities disclosed during the evaluation process.

Description of Evaluation Process Changes for Fiscal 2021

In Fiscal 2021, in response to feedback from directors, we enhanced our self-assessment process to include more robust questions on peer evaluations. This peer feedback was provided to directors verbally by our Chairperson, as described in the chart above.

BOARD ROLE IN RISK OVERSIGHT

The Board has primary responsibility for risk oversight and, in this capacity, oversees the management of risks related to the operation of our Company. The Board executes its oversight duties in part by assigning responsibility to committees of the Board to oversee the management of risks that fall within their respective areas. In performing this function, each Board committee has full access to management, as well as the ability to engage advisors. The Chair of each Board committee reports on the applicable committee's activities at Board meetings and has the opportunity to discuss risk management with the Full Board at that time.

Enterprise Risk Management

The Company primarily manages enterprise risk through our management-led Enterprise Risk Management Committee (the "ERM Committee"). The ERM Committee is comprised of a group of cross-functional senior members of management across the Company, and is co-chaired by our General Counsel and our Chief Financial Officer.

The ERM Committee meets on a quarterly basis to review, prioritize, and address mitigation strategies for major risk exposures. The ERM Committee also considers new and emerging risks, and, as needed, a smaller subset of the ERM Committee meets in between the quarterly meetings to discuss emerging or growing risks. As part of its risk oversight role, the Audit Committee receives quarterly reports from representatives of the ERM Committee on the enterprise risk management program.

Abercrombie & Fitch Co. 28 2022 Proxy Statement

Abercrombie

Board Role in Risk Oversight

Full Board

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

Audit Committee

Our Audit Committee is responsible for overseeing the management of risks relating to accounting matters and financial reporting as well as implementing our related party transaction policy.

Compensation Committee

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

Nominating and Corporate Governance Committee

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

Risk and Compliance Oversight Committee

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

The Board and its committees work closely with and regularly receive reports from management to understand and oversee the management of existing and emerging risks. In addition, our directors have unrestricted access to Company personnel and documents, and may seek any information they require from employees, officers, or external parties. They also have discretion to engage and obtain advice, reports or opinions from legal counsel and other advisors to carry out their responsibilities. We have a Chief Compliance Officer that reports to our Chief Legal Officer, and both individuals routinely provide reports to the Board and its committees. Our Board believes its leadership structure is consistent with and supports the administration of its risk oversight function.

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

appfolio 15 2022 Proxy Statement

Appfolio

Corporate Governance

INDEPENDENT COMMITTEES OF THE BOARD OF DIRECTORS

We require all four of our Board Committees to consist solely of independent directors. The table below indicates the current membership of our Committees prior to any composition changes slated to follow the 2023 Annual Meeting.

Director	Audit Committee	Talent Committee	Nominating Committee	Finance Committee
Angela Horowitz				
John B. Akins				
Frank A. Bennack, Jr.				
Delora Cupp				
Linda Findley				
Michael A. George				
Valerie Jarrett				
Hubert Joly				
Darren Walker				
Wei Zhang				

1. As Lead Independent Director, Mr. Joly is invited to attend all Committee meetings.

Chair Member

Audit Committee

ROLE OF THE AUDIT COMMITTEE

The Audit Committee appoints our independent registered public accounting firm, and approves in advance all audits and permitted non-audit services performed by them and the scope and cost of their annual audits. The Audit Committee reviews, among other things: (i) the results of the independent registered public accounting firm's annual audits and quarterly reviews; (ii) management's compliance with our major accounting and financial reporting policies; (iii) the adequacy of our financial organization and management's procedures and policies relating to our internal control over financial reporting; and (iv) our compliance with applicable laws relating to accounting practices. The Audit Committee has adopted a formal policy for the approval of the performance of all audits and non-audit services of the independent registered public accounting firm. This policy is described under "Proposal 2) Ratification of Appointment of Independent Registered Public Accounting Firm."

AUDIT COMMITTEE FINANCIAL EXPERTS

The Board has determined that each member of the Audit Committee is financially literate and that four of the six members of the Audit Committee qualify as audit committee financial experts, as defined by the SEC: its Chair, Mr. Akins, Mr. Bennack, Mr. George and Ms. Jarrett.

CYBERSECURITY OVERSIGHT

The Audit Committee reviews the Company's cybersecurity program on a quarterly basis and periodically convenes special meetings to conduct deeper preparedness, enterprise risk and business continuity reviews. These special meetings are open to the Full Board to attend. The Audit Committee anticipates it will continue to conduct these review sessions as appropriate. In addition, the Full Board receives a regular cybersecurity update at least once annually. All of these meetings include our Chief Digital and Technology Officer and Chief Information Security Officer.

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Ralph Lauren

Corporate Governance

The Board's Role and Responsibilities

The Board's Role in Risk Oversight

Management undertakes a regular review of a broad set of enterprise risks across the Company's business and operations to identify, assess, prioritize and manage potential issues over the short, intermediate and long-term. Specific emphasis is placed on identifying those risks that could have the highest impact to the Company and its operations, and the highest likelihood of risk occurrence. Management's risk assessment also takes into account input from the internal audit function, which reports regularly to the Audit Committee, and the Board receives ongoing updates from management on trends in risk management and in new risks facing the business. Management is responsible for day-to-day risk assessment and mitigation activities, and our Board is responsible for risk oversight, focusing on our Company's overall risk management strategy. While the Board as a whole maintains the ultimate oversight responsibility for risk management, the committees of the Board can be assigned responsibility for risk management oversight of specific areas, as set forth below.

FULL BOARD

- Together with the Board's standing committees, the Board regularly reviews material risks identified by management and the Board. The Board and its committees regularly review the actions, policies and guidelines that management uses to address material risk.
- Develops a corporate governance structure that permits the Board to fulfill its responsibilities.
- Further, the Board establishes a corporate environment that promotes timely and effective disclosure, sufficient controls, procedures and incentives, fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.

AUDIT COMMITTEE

As part of its responsibilities as set forth in its charter, the Audit Committee discusses with management the Company's policies and guidelines to govern the process by which risk assessment and risk management are undertaken by management, including guidelines and policies to identify the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures.

The Audit Committee also performs an oversight role with respect to financial and compliance risks.

COMPENSATION COMMITTEE

The Compensation Committee considers risk in connection with its design of compensation programs for our employees and executives so that they do not encourage unnecessary or excessive risk taking.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating and Corporate Governance Committee is responsible for developing and recommending to the Board a set of governance guidelines applicable to the Company, including the Code of Ethics.

This committee also provides oversight of the Company's ESG activities, developments, goals, objectives, programs and disclosures.

SENIOR MANAGEMENT

Senior management tracks, evaluates and works to mitigate risks across all aspects of the Company's business operations.

Treehouse Foods, Inc. 18 2023 Proxy Statement

Treehouse

Investor outreach

Investors want to see how boards are engaging with shareholders. These sections display examples of board responsiveness as well as the evaluation and refreshment processes boards use.

Proxy Summary

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Shareholder Engagement

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

Our 2022 engagement included outreach with

75%

of our top 25 holders of Arcosa stock

Governance Highlights

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

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

Arcosa

Corporate Governance

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Accountability to Stockholders

- ✓ All directors are elected annually
- ✓ Stockholder advisory vote on executive compensation held annually
- ✓ Class A directors may be removed by Class A stockholders with or without cause
- ✓ Comprehensive and recently refreshed Code of Business Conduct and Ethics that is designed to provide directors, senior management and employees with guidance on our Company's compliance policies. Directors, members of the Company's Executive Leadership Team and all employees receive annual training on the Code of Business Conduct and Ethics with an annual training certification
- ✓ Independent directors meet in Executive Session without management present at each Board and Committee meeting, both at the start and end of each meeting
- ✓ Board maintains oversight of ESG so it can effectively govern and manage the ESG risks and opportunities that are integral to our corporate mission and core business strategy. Significant ESG risks are reviewed and evaluated by the Board and its Committees quarterly as part of their ongoing risk oversight of our Company
- ✓ Each of the Board and its Committees annually evaluates its performance in a process led by the Lead Independent Director and the Nominating Committee
- ✓ Evolved approach to CEO evaluation and succession planning led by Lead Independent Director in partnership with independent Chairs of Nominating Committee and Talent Committee
- ✓ Robust stock ownership guidelines require our CEO, independent directors, named executive officers and certain other members of the Company's senior management team to own shares equal to a specified multiple of the independent director's annual retainer or such executive's base salary, as applicable. Further details on the guidelines for non-employee directors and for executives are provided below in the "Director Compensation - Stock Ownership Guidelines" and "Compensation Discussion & Analysis - Executive Stock Ownership Guidelines" sections, respectively
- ✓ Policy prohibiting all directors, officers and employees from pledging, hedging or short selling Company stock
- ✓ Board's balanced approach to Board evolution results in an effective mix of directors with historical context and new directors
- ✓ Diverse Board, representing differences in skills, industry and geographic experiences, background, race, ethnicity, gender and other unique characteristics

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Stockholder Engagement

- ✓ Stockholder engagement actively informs corporate policies and practices
- ✓ Longstanding commitment to stockholder outreach is reflected in meetings with largest stockholders conducted on an ongoing basis (including with participation by our Lead Independent Director when requested) to discuss a variety of topics, including our employee value proposition, executive compensation, human capital, corporate governance and ESG
- ✓ Business-focused engagement calls are held throughout the year on the Company's Strategic Plan and financial performance with stockholders
- ✓ Certain governance changes that have been driven in part by results of stockholder engagement include:
 - Board and Committee refreshment and evolution
 - Refreshed performance metrics for executive incentive compensation
 - Enhanced focus on global sustainability and citizenship
 - Company initiatives to oversee corporate citizenship, sustainability, social and environmental issues and impacts
 - More robust disclosure regarding global citizenship and sustainability and human capital management
 - Expanded disclosure of ESG and diversity goals applicable to Fiscal 2023 bonus plan
 - September 2022 Investor Day

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Ralph Lauren 2023 Proxy Statement

RS

Ralph Lauren

Corporate Governance

In addition, our management and Board regularly engage with other stakeholders, including representatives of local communities and organizations, political bodies, and our regulators. In 2022, the Board met with customer advocates so that they could hear directly about customer concerns and expectations. To further enhance their oversight of PGE, the Board has hosted meetings with innovators in the energy space, as well as employees in key areas of the Company. When the Board is not a direct participant, we relay the feedback we obtain through these conversations to the Board and its committees, and work to adequately address the concerns of our stakeholders.

Our Engagement Strategy

1

ENGAGE

- Customers
- Shareholders and Governance Teams
- Communities and local organizations
- Regulators
- Employees

2

SEEK INPUT

- Company Strategy
- Decarbonization Goals
- Board Governance
- Operational Issues and Risk Management

3

RELAY

- Discuss with Board to ensure feedback is addressed
- Reflect feedback in strategy and governance practices

Portland General Electric

CORPORATE GOVERNANCE

WINTER

- Evaluate trends from most recent proxy season and associated governance best practices and regulatory developments
- Incorporate feedback from investors into annual review of proxy program and governance practices; incorporate changes as appropriate

SPRING

- Publish Annual Report and Proxy Statement
- Engage with top stockholders on items to be considered at Annual Meeting and solicit other feedback
- Hold Annual Meeting and share feedback from proxy season with Board

YEAR-ROUND ENGAGEMENT

SUMMER/FALL

- Meet with top stockholders to understand their top business, strategic and ESG priorities, among other topics
- Share feedback with the Board and incorporate into annual review of Company strategy; incorporate changes as appropriate

Frequently, one or more independent directors, including the independent Chairman of the Board, participate along with members of senior management. In addition, throughout 2022, Mr. Sheffield, with other members of senior management, conducted a series of meetings with a number of the Company's largest stockholders to solicit feedback on certain issues that were receiving increased focus impacting companies in the E&P industry, including capital efficiency, the Company's capital return strategy, ESG and other key financial measures. Feedback from this engagement process typically covers a wide variety of topics, including strategy, risk management, executive compensation, sustainability and diversity. Pioneer's engagement process has led to a number of actions in recent years, including the following:

STRATEGY

- Implemented investment framework prioritizing free cash flow generation and return of capital to stockholders, consisting of a base dividend, a variable dividend, share repurchases and oil production growth of approximately five percent

SUSTAINABILITY

- Enhanced GHG, methane and freshwater reduction targets and disclosures
- Committed to following guidelines of the Task Force on Climate-related Financial Disclosures
- Joined the Oil and Gas Methane Partnership 2.0

DIVERSITY

- Achieved diversity on the Board of 42%
- Achieved diversity on the Executive Committee of 44%
- Added new Board member with diversity, equity and inclusion expertise

Pioneer Natural Resources

Diversity

Modern proxies routinely include board diversity matrices. The samples below demonstrate the variety of ways companies approach them.

10 Academy Sports and Outdoors, Inc.

Board Composition Matrix
(Effective as of June 1, 2023)

	W. Beck	K. Hicks	S. Lawrence	B. Marley	T. Nealon	T. Palermo	B. Raff	C. Turner	S. Turney	J. Tweedy
Total Number of Directors	10									
Independence/Tenure/Class										
Independent	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Tenure (years)	2	2	0	2	2	0	1	1	1	2
Class	II	III	I	I	I	II	III	I	II	III
Term Expires	2025	2023	2024	2024	2024	2025	2023	2024	2025	2023
Gender Identity										
Female	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Male										
Non-Binary Gender										
Demographic Background										
Black or African American										✓
Hispanic or Latinx										
White	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Asian (including South Asian)										
Native Hawaiian or Pacific Islander										
Native American or Alaskan Native			✓							
Two or More Races or Ethnicities			✓							
LGBTQ+										
Did Not Disclose Demographic Background										
Veteran	✓									

Average Age
60
Years

Gender Diversity
40%
4 Women

Ethnic Diversity
20%
2 Minorities

Independence
80%
8 of 10 Directors are Independent

Committee Chair Diversity
2 of 3
Committee Chairs are Women

Overall Diversity
60%
6 Directors are Women or Minorities

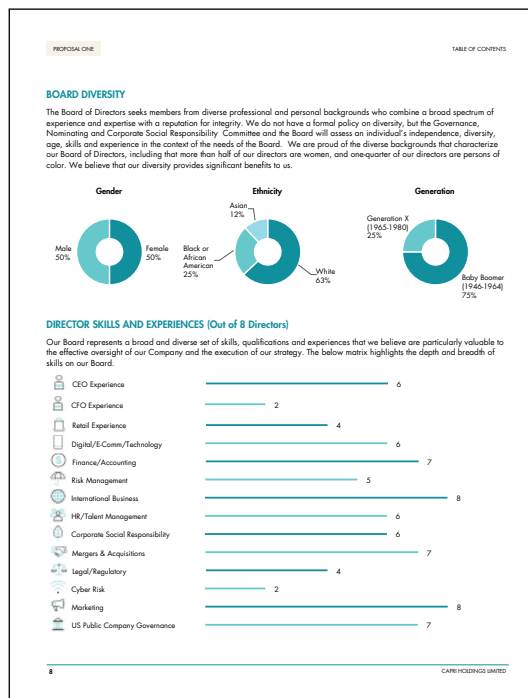
The following chart (as of June 1, 2023) summarizes the specific experience, attributes, skills, and qualifications of our directors and nominees. A director or nominee may possess additional experience, attributes, skills, and qualifications, even if not expressly indicated below.

Board Skills & Number of Directors

Accounting/Finance	8	Merchandising	5
Board Governance	6	Store Operations	5
Cybersecurity	3	Sourcing/Manufacturing	5
Digital/Commerce	7	Strategic Planning	10
Human Resources (incl. diversity, equity & inclusion)	5	Supply Chain/Logistics	7
Marketing	8	Information Technology	5

Academy

Academy



Capri

Board Diversity Matrix (as of April 19, 2023)

The Board believes the Company benefits from the diversity of experience and perspectives of its members. The following Board Diversity Matrix in the format required under applicable Nasdaq rules:

Total Number of Directors	10			
	Female	Male	Nonbinary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	2	8	-	-
Part II: Demographic Background				
African American or Black	-	1	-	-
Alaskan Native or Native American	-	-	-	-
Asian	-	-	-	-
Hispanic or Latinx	-	1	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	2	7	-	-
Two or More Races or Ethnicities	-	1	-	-
LGBTQ+	-	-	-	-
Did Not Disclose Demographic Background	-	-	-	-

Board Diversity

AGE

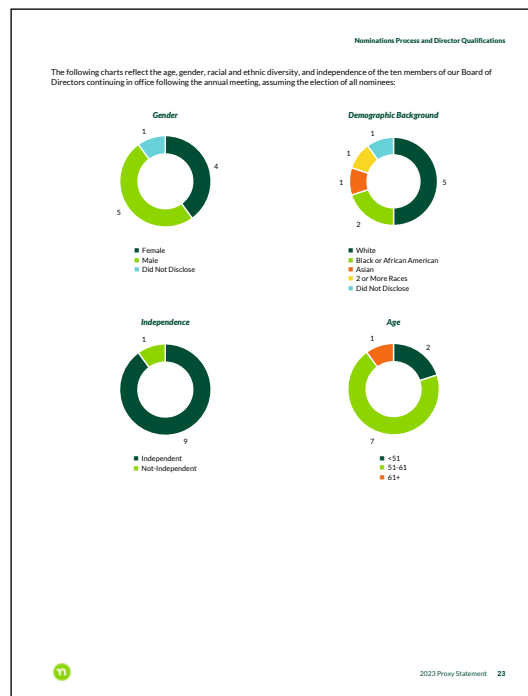
TENURE

ETHNICITY

GENDER

HILLMAN

Hillman




Nextdoor

ESG/Sustainability section

Consider where ESG/Sustainability content is used -- a Chairman's letter, Proxy Summary, or across the entire document.

CORPORATE GOVERNANCE



Environmental Initiatives

Our commitment to the environment is not new. Our U.S. golf ball manufacturing facilities produce almost zero landfill waste. In addition, we have invested in reducing energy, water usage and waste, and in increasing use of recycled and environmentally-friendly materials for many years.

Examples of past and current initiatives include:

2MW

SOLAR ARRAY

In 2022, Ball Plant 4 in Thailand completed construction of a photovoltaic array.

\$16M

INVESTMENT

Investment of over \$16 million in energy efficiency projects since 2007.

2,500T

RECYCLED

The Company's recycled golf ball subsidiary processes and resells over 2,500 tons of used golf balls annually.

- In 2020, we renewed our commitment to invest in highly efficient Combined Heat and Power ("CHP"), a technology proven to operate at higher efficiency and lower emission rates compared to the equivalent report of electricity and burning of fossil fuels, for manufacturing process operations and to heat the facilities. The 2020 project at Ball Plant II marks our third major capital investment in CHP and replaces an aging CHP system with a more reliable, state-of-the-art CHP system that will provide many years of highly efficient, on-site, heat and power production with reduced emissions.
- Between 2012 and 2014, we provided leadership in the early stages of large-scale solar development in Massachusetts by entering into long-term virtual power purchase agreements for five large-scale solar farm projects. By committing to purchase 100% of the utility bill credits associated with over 17,000 MWh generated annually by these facilities, Acushnet played a critical role in financing the projects and bringing them online. In 2022, we built upon our long-standing commitment to solar energy by extending these agreements for another decade. These extensions secure 80% of our solar portfolio well into the future, and the energy generated will continue to displace electricity that would otherwise be generated from fossil fuels.
- In 2022, Ball Plant IV in Thailand finalized construction of an on-site, 2 MW rooftop solar array. The photovoltaic array produced nearly 1,200 MWh of energy within the first six months of operation.
- In 2018, Ball Plant IV received the "Green Star Award" from the Industrial Estate Authority of Thailand, signifying excellence in the areas of environmental management, environmental best practices and community engagement.
- We have invested over \$16 million in energy efficiency projects since 2007, including LED lighting, high efficiency equipment and investment in a battery energy storage system that stores excess energy for use during peak demand periods, easing stress on the power grid, reducing greenhouse gas emissions and facilitating the continued growth of

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Acushnet Holdings Corp.

2023 Proxy Statement

Acushnet

Directors and Corporate Governance

- each director should demonstrate an understanding that his or her primary responsibility is to serve the best interests of our stockholders, and not his or her personal interest or the interest of a particular group or stockholder.

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

Environmental, Social, and Governance at AppFolio

We believe that we have a responsibility to our society, the environment, and the communities in which we live and work in. We take this responsibility seriously and engage in deliberate action to drive change for the better.

Environmental Commitment.

We strive to create environmentally friendly workplaces, starting with sustainable construction and design. We maintain sustainability requirements that all contractors who work in or around our buildings are required to follow. Examples of these requirements include recycling of all demolished or removed materials whenever possible, installation of energy efficient HVAC units, low power LED lighting and fixtures, and native, drought resistant landscaping. In addition, we are working with a third-party climate technology partner to understand and develop a plan regarding the carbon footprint of our operations.

We also have a "Green Team," composed of employee volunteer members that advocates for sustainable company practices and provides environmentally focused information to employees.

Diversity, Equity, and Inclusion.

We believe diversity is a driver of innovation and collective growth. Our commitment starts at the leadership level and cascades to our talented employees, to whom we look to lead and foster various initiatives. We strive to create an environment where everyone is valued for their uniqueness, while also feeling part of the larger whole.

When we conducted a voluntary survey of our workforce in 2022, of those who elected to share, approximately 54% identified as men, 46% identified as women, and less than 1% identified as nonbinary. Additionally, approximately 65% identified as White, 12% identified as Asian, 11% identified as Hispanic or Latino, 5% identified as Black or African American, less than 1% identified as American Indian or Alaska Native, less than 1% identified as Native Hawaiian or Other Pacific Islander, and 6% identified as two or more races.

Our recruiting practices focus on attracting and hiring employees with diverse backgrounds, education and skills at all levels of the Company. We have key partnerships with universities and professional organizations and provide ongoing education to our hiring teams that are focused on closing the diversity gap as we grow our organization.

We also believe in compensating our employees fairly and equitably. We review the compensation of our workforce on a periodic basis to help ensure everyone is paid equally for equal work and we strive to close any unexplained gaps.

Employee Development.

We invest significant resources to develop the talent needed to remain at the forefront of innovation and make us an employer of choice. Employees throughout our organization have access to internal training and learning programs that include programs for district audiences. Our annual engagement survey and supplemental quarterly pulse surveys provide a platform for employees to share anonymous feedback directly with their managers and our executives.

appfolio

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2023 Proxy Statement

Appfolio

CORPORATE GOVERNANCE


ESG priorities

Commitment to advancing our strategic priorities starts at the top and runs through our entire organization. Our ESG strategy prioritizes the issues that matter most to our business, shareholders, employees and other stakeholders, across four key pillars:




Workforce Empowerment

- Employee Wellness & Well-being
- Diversity & Inclusion
- Competitive Compensation & Benefits
- Career Development & Training
- Engaged Employee Resource Groups




Corporate Stewardship

- Commitment to Good Corporate Governance
- Effective Risk Oversight
- Compliance & Ethics Program
- Responsible Use of Data, Data Privacy and Cybersecurity
- Market Integrity and Sustainability



Community Commitment

- Matching Gift Program
- CME Group Foundation
- Paid Volunteer Day
- St. Jude Support
- Star Scholarships
- Futures Fundamentals



Sustainable Solutions

- Products & Services Designed for a Sustainable Future
- Industry Engagement
- Environmental Impacts from Business Operations

ESG reporting

To better integrate our longstanding philanthropic, sustainability and corporate responsibility efforts into a more cohesive and actionable strategic framework, we have committed to reporting on our ongoing ESG initiatives. We published our first ESG Report in 2020 and continue to release updated reports on an annual basis. In connection with our 2021 ESG Report, we began reporting under the Sustainability Accounting Standards Board ("SASB") framework, published our EEO-1 data and enhanced our disclosure on our lobbying activities. We also expanded the disclosure of our greenhouse gas ("GHG") emissions for 2020 and 2021 covering all material scope 1, 2 and 3 categories and will continue to report on our emissions in our 2022 ESG Report. The SEC has published proposed rules to enhance and standardize climate-related disclosures. Final rules have not yet been adopted and become effective. It is currently uncertain to what extent the final rules will match the proposed rules or if other requirements will be added. We believe focusing on the SEC's disclosure framework once the final rules are finalized is in the interests of the company and our shareholders. Once published, the final rules will be considered in connection with the climate-related disclosures in our next ESG Report.

For more information regarding our sustainability practices and to review our annual ESG Report, including our report for 2022 when issued, please visit: <https://www.cmeigroup.com/company/corporate-citizenship/esg.html>.

2023 PROXY STATEMENT CME GROUP 35


CME

ENVIRONMENTAL, SOCIAL, GOVERNANCE MATTERS

Our Mission, Vision, and Values Framework is the lens through which we are approaching environmental, social, and governance (ESG) issues at Cue. While we aim to finalize a formal ESG framework, we have reached a number of notable milestones in the last year.


Making environmental commitments

We conducted our first Greenhouse Gas (GHG) Inventory to evaluate Scope 1-3 emissions and completed a Product Life Cycle Assessment (LCA) to baseline Cue's carbon footprint.



These outputs informed our first Comparative Carbon Footprint (CPF) analysis to compare a Cue Health diagnostic system against a traditional real time polymerase chain reaction (RT-PCR) diagnostic system performed in a laboratory. The analysis found that the Cue Health platform has an 88% lower carbon footprint than a RT-PCR system on a per test basis.

Building a diverse and inclusive workplace



Our CEO, Ayub Khattak, signed the largest CEO-driven business commitment to advance diversity, equity, inclusion, and belonging (DEIB) in the workplace. We are proud to share our recent CEO Action Pledge initiatives that support these efforts. We remain committed to maintaining diversity among Cue Health's executive leadership team (ELT), which is critical to our mission.

60%

of our ELT identifies as part of an underrepresented racial or ethnic group*

20%


of our ELT identifies as female*

77%

of employees responded favorably to the statement "I can be my authentic self at work" in our latest employee engagement survey.

We are proud to have established 3 active Employee Resource Groups (ERGs)—Women, Pride, and Vets—with a growing number of participants.

Ensuring responsible business practices



We created a Cue Supplier Code of Conduct as an extension of our corporate Code of Business Conduct & Ethics. This code forms the cornerstone of our commitment to responsibly source our products by defining universal standards to which we hold the suppliers who conduct business with us.

171

suppliers have already attested compliance with the Code

24

2023 PROXY STATEMENT CUE HEALTH

Cue Health

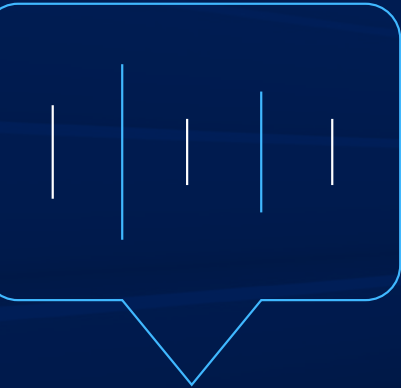
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SECTION 3

Proxy examples by industry sector

While you could view the samples in the guide as a map for building your new proxy statement by selecting an option from section A and another option from section B, we would instead recommend considering the communication problems you are trying to solve.

Based on a good understanding of your challenges, use the guide to find some inspiration and directional ideas. Then discuss with your Broadridge salesperson how to adapt some of these ideas with Broadridge and their design partner.



Basic materials

PIEDMONT

42 E Catawba Street, Belmont, North Carolina 28012

Notice of the 2023 Annual Meeting of Stockholders to be held on June 13, 2023

TO THE STOCKHOLDERS OF PIEDMONT LITHIUM:

Piedmont Lithium Inc. ("Piedmont Lithium" or the "Company") will hold its 2023 Annual Meeting of Stockholders (the "Annual Meeting") on Tuesday, June 13, 2023 at 11 a.m. Eastern Time. The Annual Meeting will be a virtual meeting conducted exclusively online via live audio webcast at www.virtualshareholdermeeting.com/PLL2023. The Annual Meeting will be held for the following purposes, as more fully described in the accompanying proxy statement (the "Proxy Statement"):

1

To elect the two Class III director nominees named in the Proxy Statement to serve for a three-year term until the 2026 Annual Meeting of Stockholders and until their successors are duly elected and qualified;

2

To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2023;

3

To approve, on an advisory basis, the compensation of our named executive officers;

4

To approve the grant of up to 29,890 stock options to Mr. Keith Phillips;

5

To approve the grant of up to 13,260 restricted stock units to Mr. Keith Phillips;

6

To approve the grant of up to 53,034 performance stock units to Mr. Keith Phillips;

7

To approve the grant of up to 2,879 restricted stock units to Mr. Jeff Armstrong;

8

To approve the grant of up to 1,591 restricted stock units to Ms. Christina Alvord;

9

To approve the grant of up to 1,591 restricted stock units to Mr. Jorge Berstain;

10

To approve the grant of up to 1,591 restricted stock units to Mr. Michael Bless;

11

To approve the grant of up to 1,591 restricted stock units to Mr. Claude Demby; and

12


To transact any other matters that may properly come before the Annual Meeting or any adjournments or postponements thereof.

The Board of Directors has fixed April 18, 2023 as the record date (the "Record Date"). Only stockholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

Piedmont Lithium Inc.
Small Cap

Durable Growth

2023 Proxy Statement & Notice of Annual Meeting of Shareholders



Vulcan
Large Cap

11

Communication services

	
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GlobalStar, Inc.
Small Cap

News Corp

Notice of Annual Meeting of Stockholders

Date and Time
November 15, 2022, 10:00 a.m. (Eastern Standard Time)

Virtual Meeting Location
The 2022 Annual Meeting of News Corporation (the "Company") will be held exclusively via live webcast at www.virtualshareholdermeeting.com/NWS2022.

Record Date
September 21, 2022

YOUR VOTE IS IMPORTANT

Even if you plan to participate in the Annual Meeting virtually, we encourage you to vote and submit your proxy in advance by:

- visiting www.proxyvote.com (common stock) or www.investorvote.com.au (CDIs)
- returning your signed proxy card or voting instruction form
- calling 1-800-559-5903 toll-free from the United States, U.S. territories and Canada (common stock only)

Advance voting deadlines are noted on page 73 of the proxy statement.

Items to be Voted

- elect the eight Directors identified in the attached proxy statement to the Board of Directors (the "Board") of the Company;
- ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2023;
- consider an advisory vote to approve executive compensation;
- consider the stockholder proposal described in the attached proxy statement, if properly presented at the Annual Meeting; and
- consider any other business properly brought before the Annual Meeting and any adjournment or postponement thereof.


Eligibility to Vote

While all of the Company's stockholders and all holders of CHES Depository Interests ("CDIs") exchangeable for shares of the Company's common stock are invited to attend and ask questions at the Annual Meeting, only stockholders of record of the Company's Class B Common Stock and holders of CDIs exchangeable for shares of the Company's Class B Common Stock at the close of business on September 21, 2022, the Record Date, are entitled to notice of, and to vote on the matters to be presented at, the Annual Meeting and any adjournment or postponement thereof. Holders of the Company's Class A Common Stock and holders of CDIs exchangeable for shares of the Company's Class A Common Stock are not entitled to vote on the matters to be presented at the Annual Meeting or any adjournment or postponement thereof.

Participating in the Annual Meeting

All holders of the Company's common stock or CDIs as of the Record Date are invited to virtually attend and ask questions at the Annual Meeting. To participate, you will need the unique control number that was included in your proxy materials, in the case of common stock holders. If your shares of common stock are held in "street name," meaning your shares are held in a brokerage account or by a bank or other nominee, and your proxy materials do not include a control number, you should contact the broker, bank or other nominee that holds your shares with any questions about obtaining a control number. CDI holders should follow the instructions on page 75 of the proxy statement to obtain a control number. Class B Common Stock holders may also vote electronically during the Annual Meeting by following the instructions provided on the meeting website during the Annual Meeting. There will be no physical location for the Annual Meeting this year, and you will not be able to attend the Annual Meeting in person. For more information, please see pages 75-76 of the proxy statement.

By Order of the Board of Directors,


Michael L. Bunder
Corporate Secretary
October 5, 2022

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on November 15, 2022
The proxy statement and annual report for the fiscal year ended June 30, 2022 are available at www.proxyvote.com. We are making the Notice of Internet Availability, proxy statement and the form of proxy first available on or about October 5, 2022.

News Corp
Large Cap





2023 Notice & Proxy Statement

2022 Annual Report

Twilio
Large Cap

(includes Specialty Retail, Leisure, Luxury Goods, Auto & Truck Dealerships, Travel Services, Apparel Manufacturing, Auto Manufacturers, Lodgings, Internet Retail, Furnishings, Fixtures & Appliances, Auto Parts, and Recreational Vehicles).

Academy Sports
Mid Cap

Acushnet
Mid Cap

Bark Inc.
Small Cap

Expedia
Large Cap

Consumer cyclical

(includes Specialty Retail, Leisure, Luxury Goods, Auto & Truck Dealerships, Travel Services, Apparel Manufacturing, Auto Manufacturers, Lodgings, Internet Retail, Furnishings, Fixtures & Appliances, Auto Parts, and Recreational Vehicles).



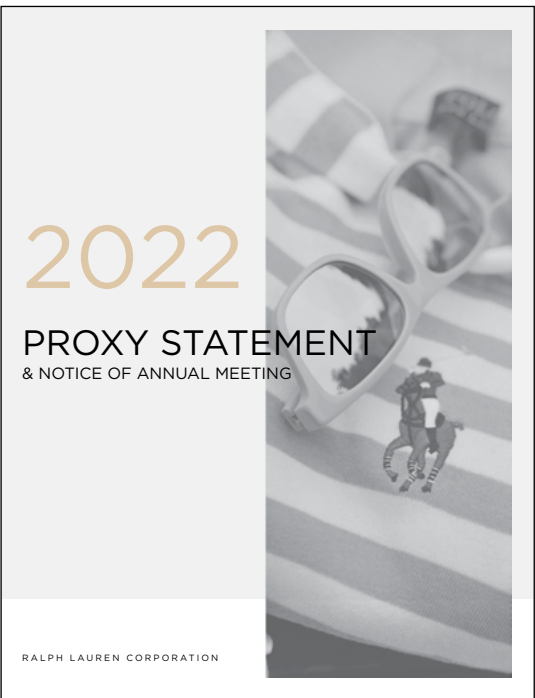
Kontoor Brands
Mid Cap



Marriot International
Large Cap



MercadoLibre
Large Cap



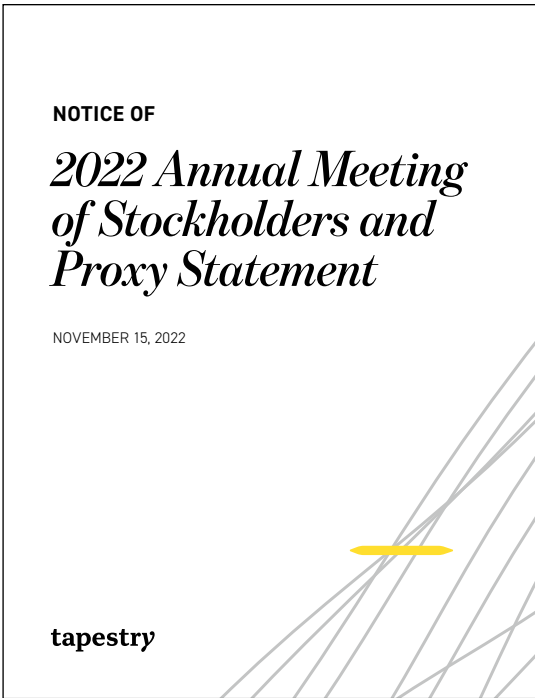
Ralph Lauren Corporation
Mid Cap

Consumer cyclical

(includes Specialty Retail, Leisure, Luxury Goods, Auto & Truck Dealerships, Travel Services, Apparel Manufacturing, Auto Manufacturers, Lodgings, Internet Retail, Furnishings, Fixtures & Appliances, Auto Parts, and Recreational Vehicles).



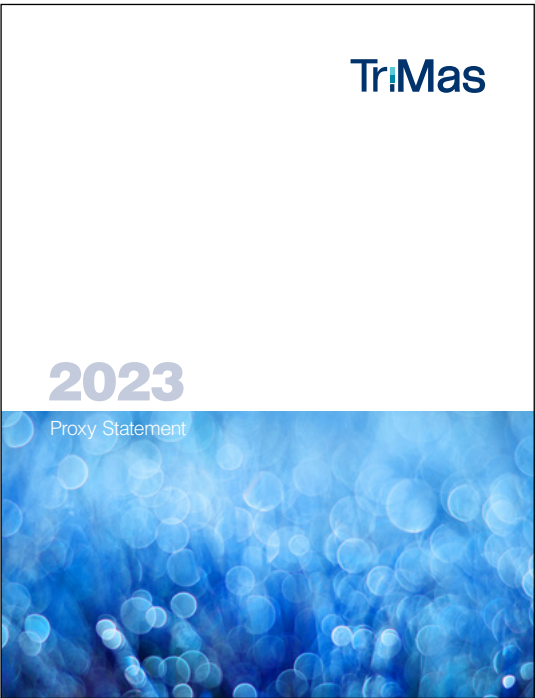
Rivian Automotive
Large Cap



Tapestry
Large Cap



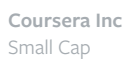
The RealReal
Small Cap

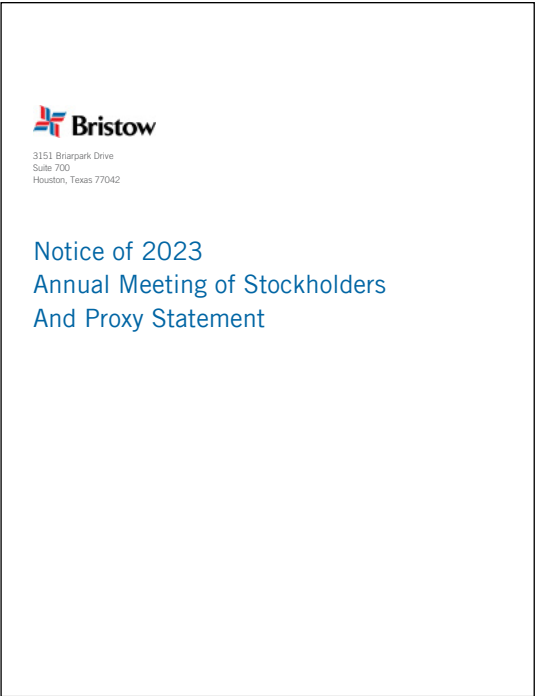


TriMas Corporation
Small Cap

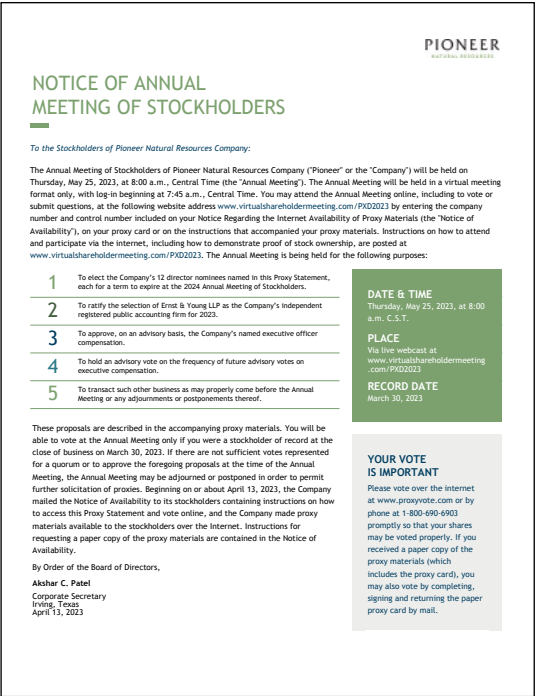
(Education and Training Services, Packaged Foods).

(Education and Training Services, Packaged Foods).

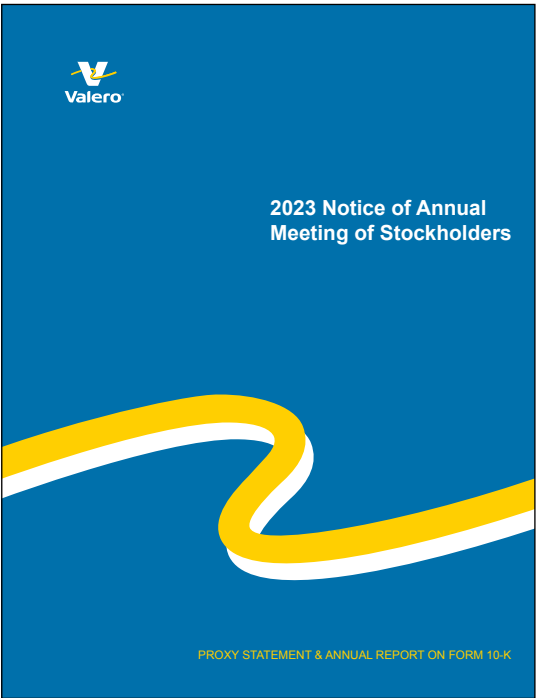




Bristow ESG
Small Cap

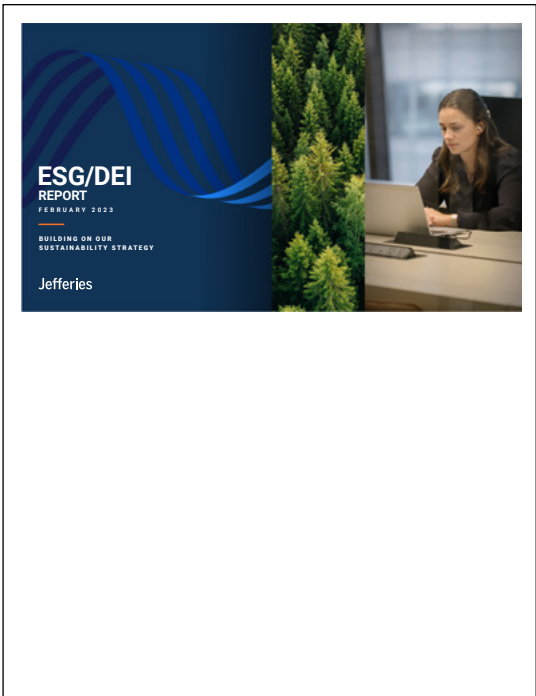


Pioneer Natural Resources
Large Cap

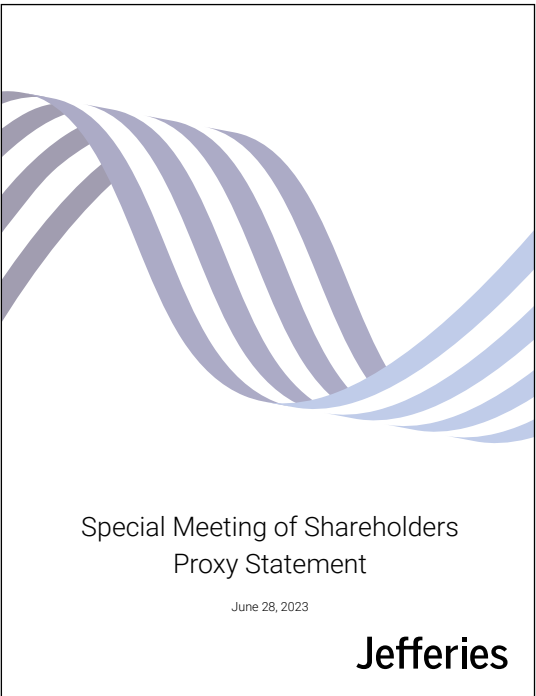


Valero
Large Cap

Financial services



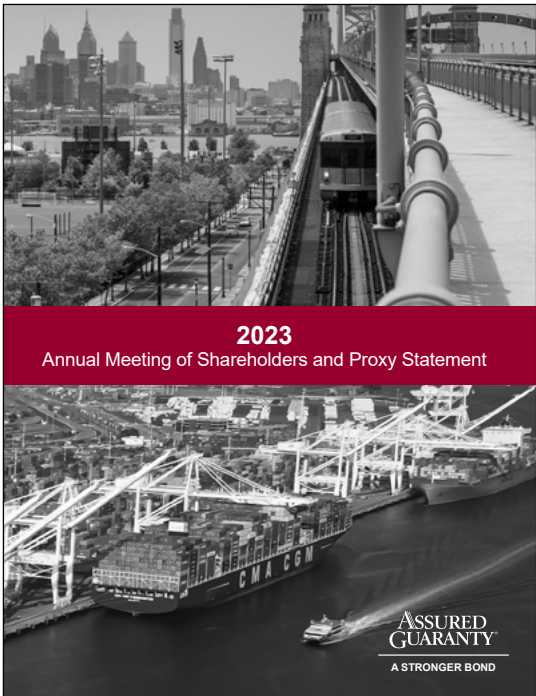
Jefferies Financial Group Inc - 2023 ESG Report
Mid Cap



Jefferies Financial Group
Mid Cap

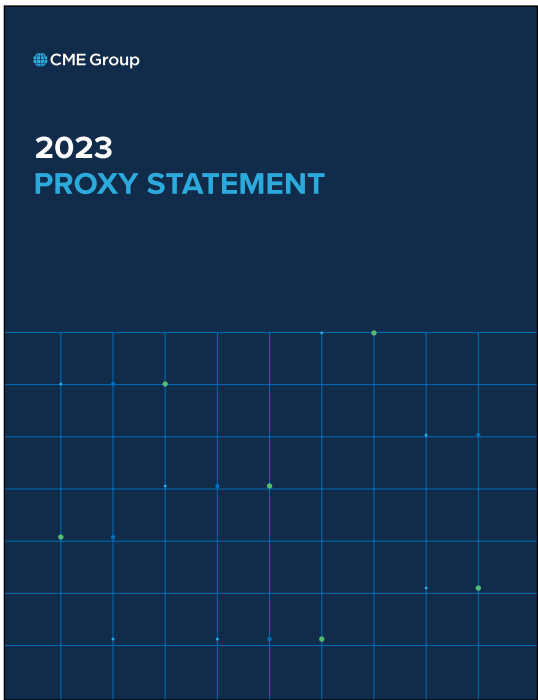


MGIC Investment Corp - 2023 Sustainability Report
Mid Cap



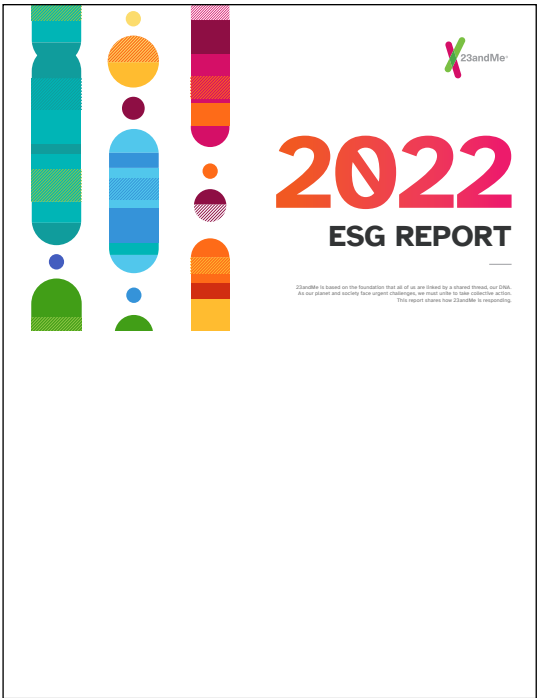
Assured Guaranty Ltd.
Mid Cap

Financial services



CME Group
Large Cap

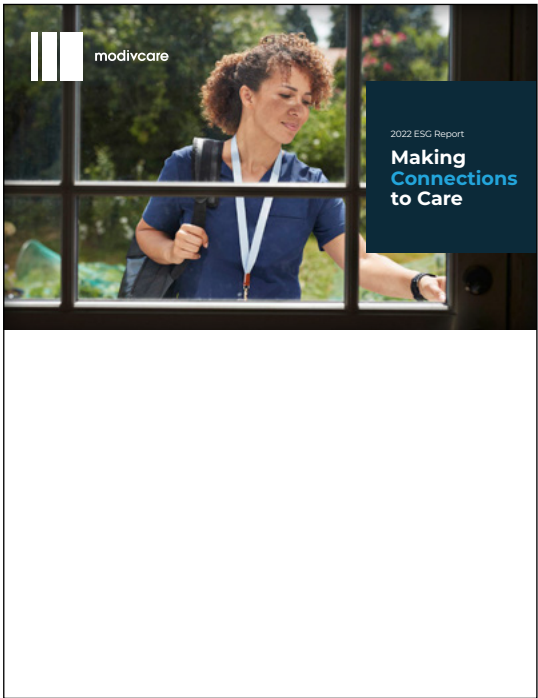
Healthcare



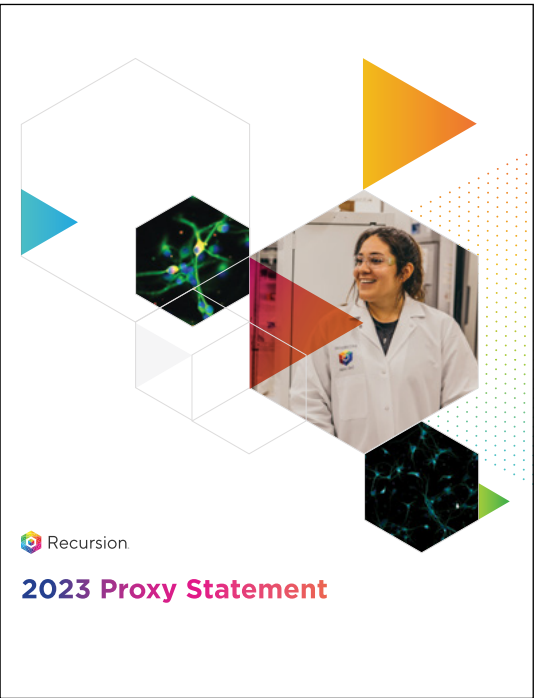
23andMe Holding Co. - 2022 ESG Report
Small Cap



Castle Biosciences, Inc. ESG-Summary
Small Cap

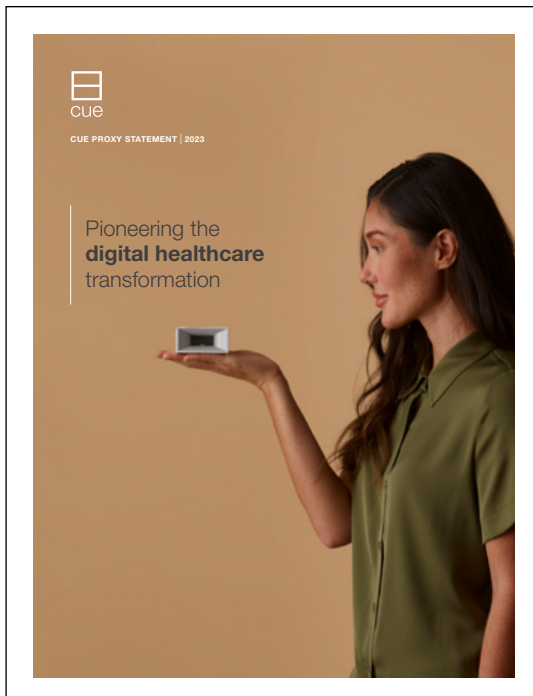


ModivCare - 2023 ESG Report
Small Cap

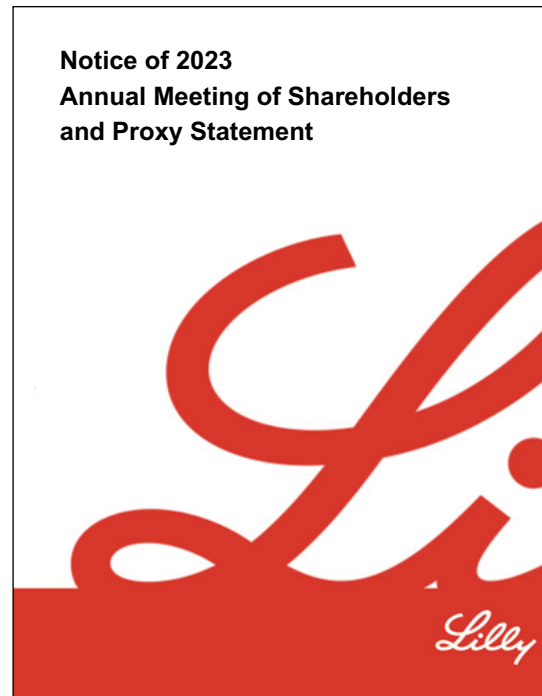


Recursion Pharmaceuticals Inc.
Small Cap

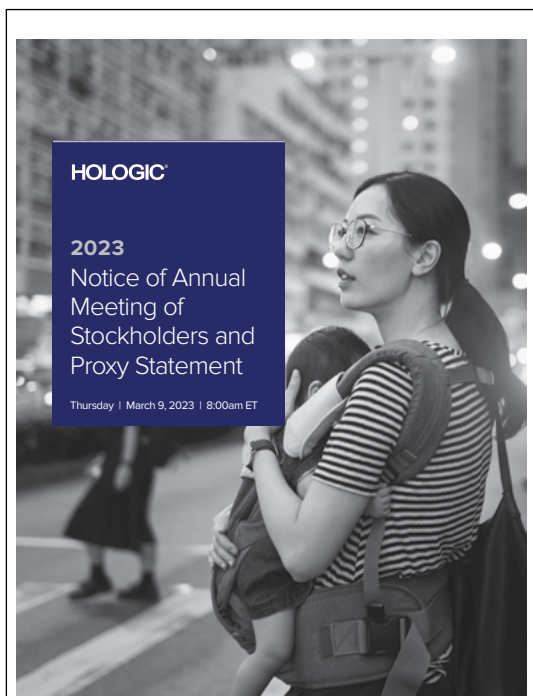
Healthcare



Cue Health
Small Cap



Eli Lilly
Large Cap

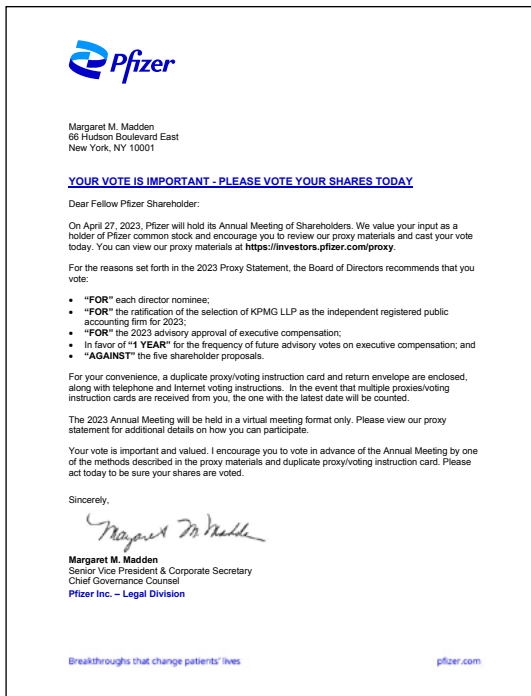


Hologic
Large Cap

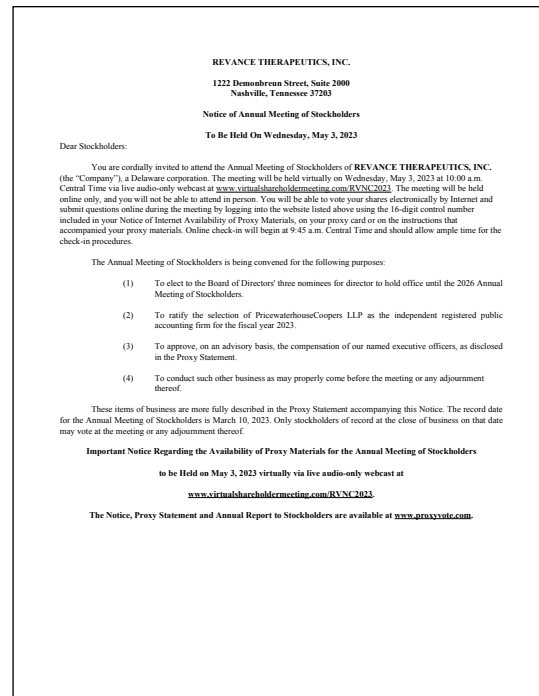


Modivcare Inc
Small Cap

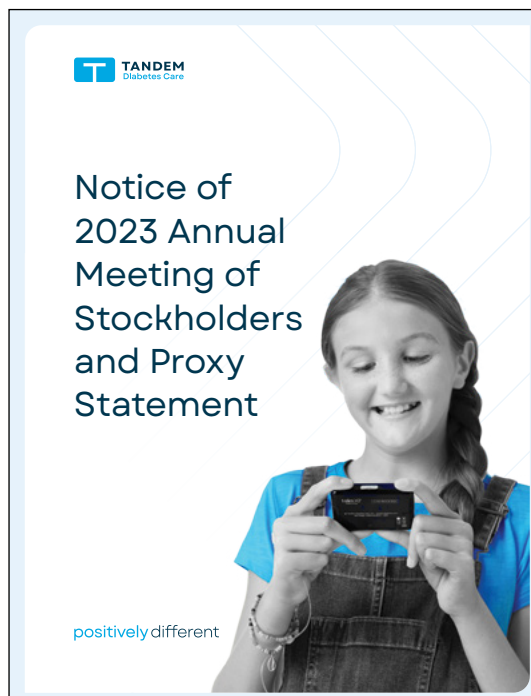
Healthcare



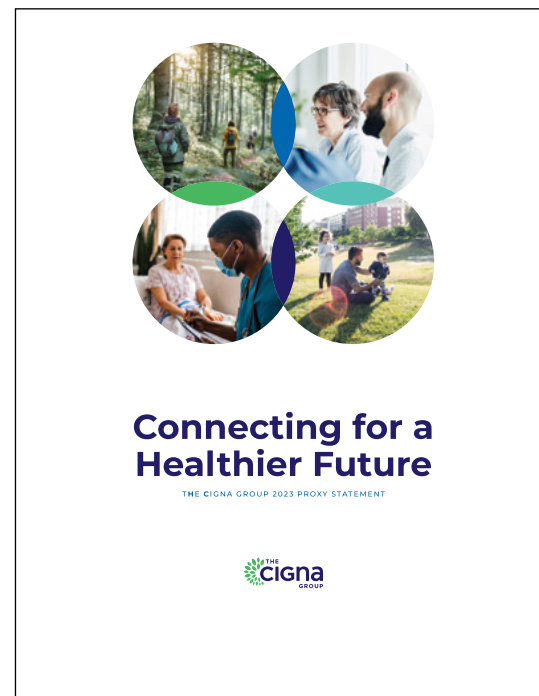
Pfizer
Large Cap



Revance Therapeutics, Inc.
Mid Cap

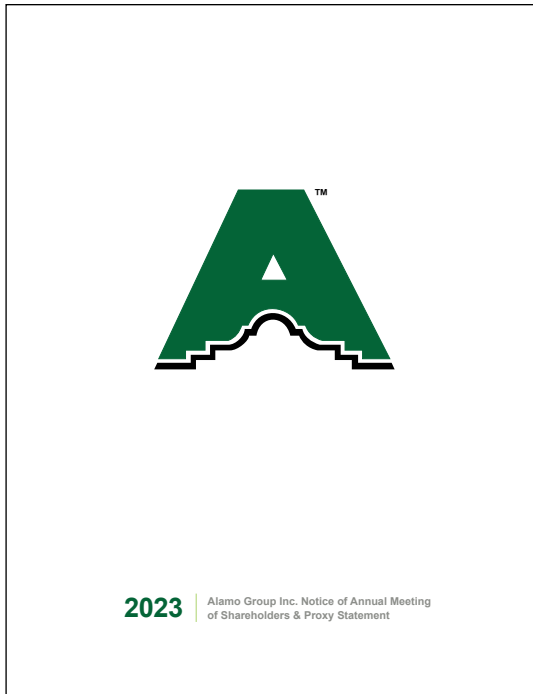


Tandem Diabetes
Small Cap



Cigna
Large Cap

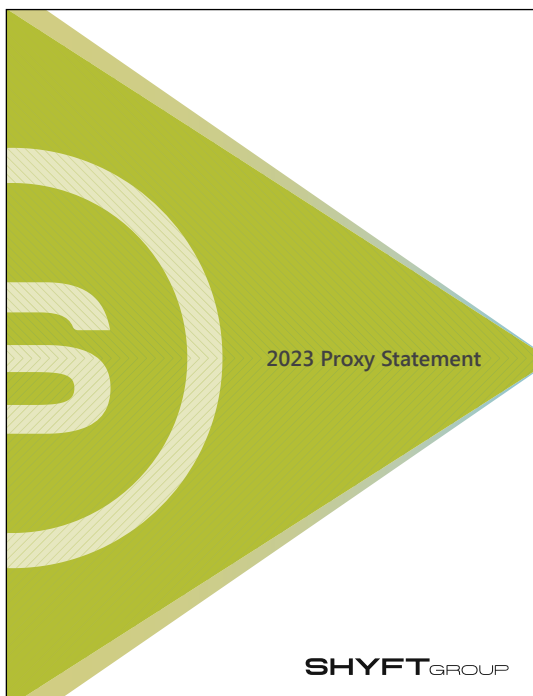
Industrials



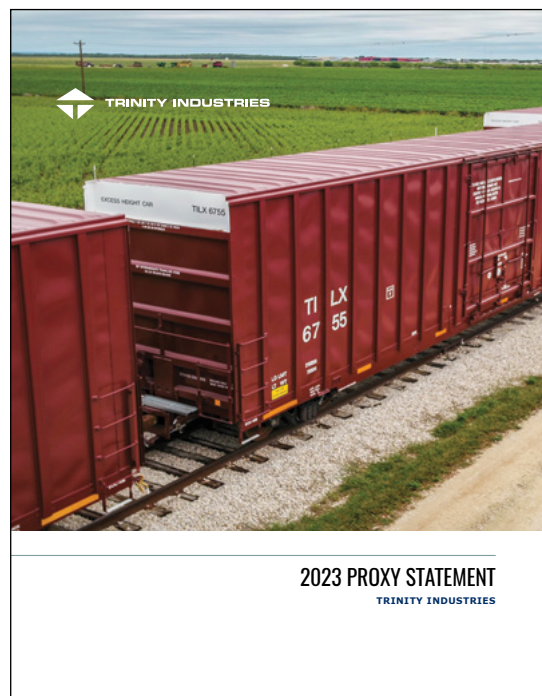
Alamo Group
Mid Cap



Ritchie Bros. Auctioneers Inc.
Large Cap

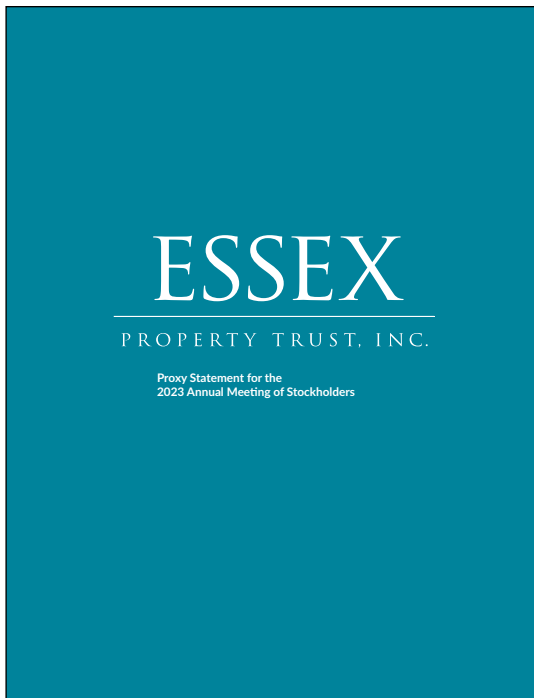


The Shyft Group
Small Cap



Trinity Industries Inc.
Mid Cap

Real estate



Essex Property Trust
Large Cap



Realty Income
Large Cap



W.P. Carey Inc.
Large Cap

Technology



Notice of 2023 Annual Meeting of Stockholders

Date & Time
June 16, 2023, 9:00 a.m. PDT

Record Date
April 17, 2023

Location
www.virtualshareholdermeeting.com/APPF2023

To Our Stockholders:

Notice is hereby given that AppFolio, Inc. will hold its 2023 Annual Meeting of Stockholders (the "Annual Meeting") virtually on June 16, 2023, at 9:00 a.m. Pacific Daylight Time, via a live webcast, which can be accessed on the Internet by visiting www.virtualshareholdermeeting.com/APPF2023.

To access the Annual Meeting, you will need a 16-digit control number. The control number is provided on the Notice of Internet Availability of Proxy Materials you received in the mail, on your proxy card (if you requested to receive printed proxy materials), or through your broker or other nominee if you hold your shares in "street name."

Stockholders will be able to attend, vote and submit questions virtually during the Annual Meeting.

We are holding the Annual Meeting for the following purposes:

- 1 To elect two Class II directors to a three-year term to hold office until our 2026 annual meeting of stockholders, or until the date on which their successors are duly elected and qualified;
- 2 To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023;
- 3 To approve, on a non-binding, advisory basis, the compensation of our named executive officers; and
- 4 To transact such other business as may properly be brought before the Annual Meeting, or any adjournment or postponement thereof.

Our Board of Directors (our "Board") recommends that you vote **FOR** the election of each of the director nominees; **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and **FOR** the advisory approval of the compensation of our named executive officers.

On or about April 27, 2023, we mailed to our stockholders a Notice Regarding the Availability of Proxy Materials (the "Notice") containing instructions for how to access this proxy statement relating to the Annual Meeting (this "Proxy Statement"), and our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "2022 Annual Report"). As described in the Notice, the Proxy Statement and 2022 Annual Report can be accessed by visiting www.proxyvote.com and using the control number located on the Notice. The Notice also provides instructions on how to vote your shares electronically at the Annual Meeting, by Internet or by telephone, as well as how to receive a paper copy of the Proxy Statement and 2022 Annual Report and vote your shares by mail using a proxy card.

Your interest in the Company and your vote are very important to us. It is important that all stockholders participate in the affairs of the Company, regardless of the number of shares owned. Accordingly, we encourage you to read the proxy materials and vote your shares as soon as possible.

Only owners of shares of our Class A Common Stock and Class B Common Stock at the close of business on April 17, 2023 (the "Record Date"), are entitled to notice of the Annual Meeting. You are entitled to attend the Annual Meeting only if you were a stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting.

On behalf of the Company and our Board, I would like to express our appreciation for your ongoing interest in AppFolio.

By Order of our Board,


Shane Trigg
President and Chief Executive Officer
Santa Barbara, California
April 27, 2023

AppFolio
Mid Cap



DocuSign redefines how the world comes together and agrees

Fiscal 2023

DocuSign Inc
Large Cap

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. ____)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:


☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(i)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12


Enphase Energy, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

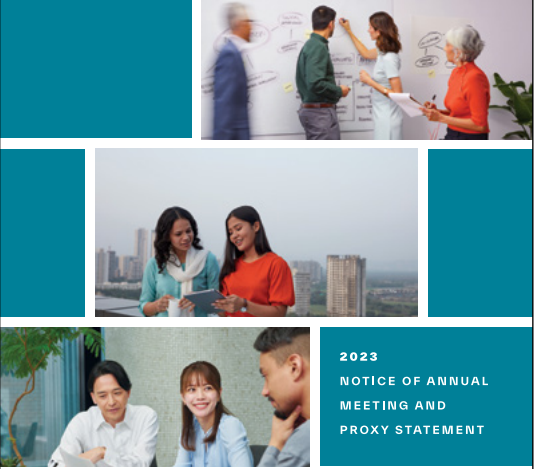
☒ No fee required

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 250(c) per Exchange Act Rules 14a-8(i)(1) and 0-11

Enphase Energy
Large Cap

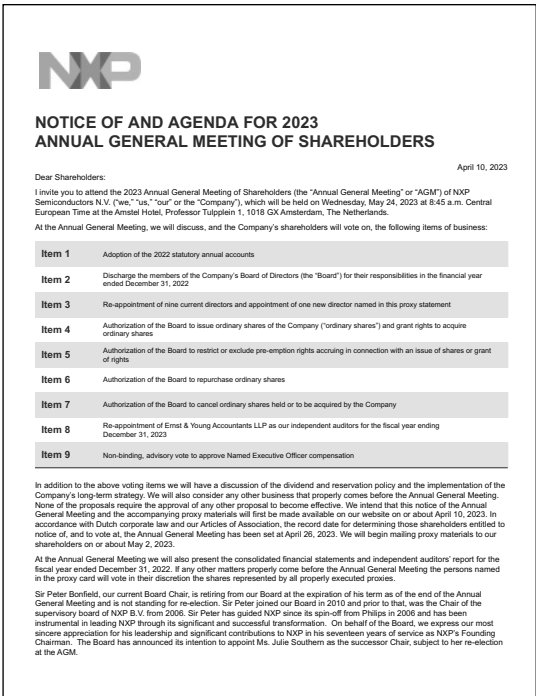
kyndryl.



2023
**NOTICE OF ANNUAL
MEETING AND
PROXY STATEMENT**

Kyndryl
Mid Cap

Technology



NXP Semiconductors N.V.
Large Cap



Snowflake Inc
Large Cap

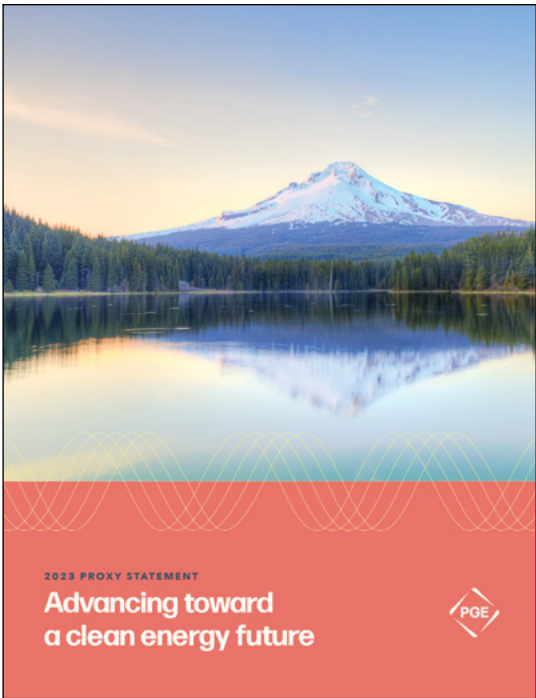


TaskUs
Small Cap

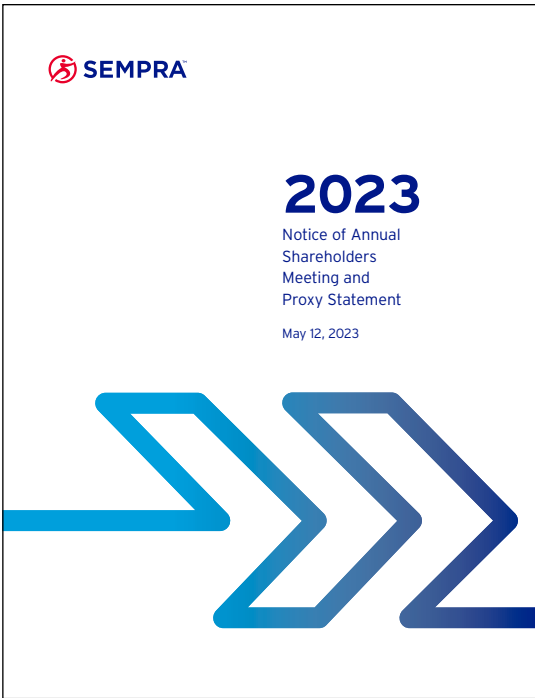


Zscaler
Large Cap

Utilities



Portland General Electric
Mid Cap

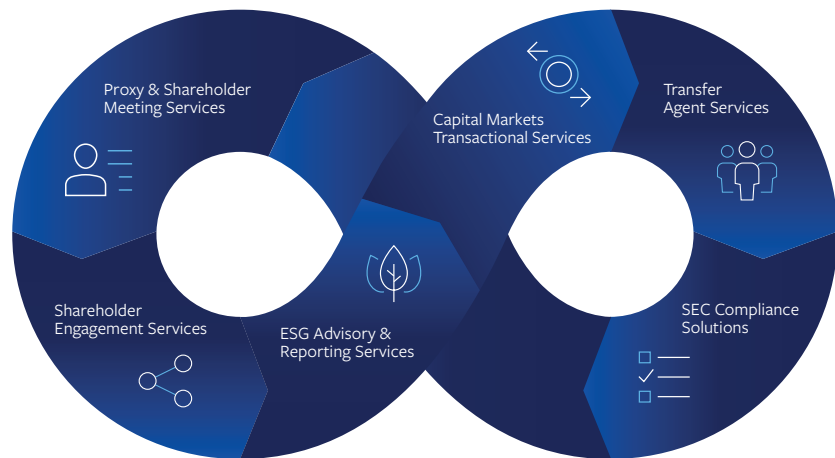


Sempra
Large Cap

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