



2024

Managed Services Proxy LookBook



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Partnering to give your communications greater impact

Broadridge offers a suite of end-to-end issuer solutions for proxy, disclosure, ESG, and shareholder engagement. In partnership with FalkHarrison, issuers also benefit from **Creative Intelligence™**, a proprietary design process and technology that enhances investor communications with creative applications of your branding. Meet operational and communication goals with a single point of contact for content, design, printing, mailing, and meeting management and hosting — whether you work in Workiva or traditional typeset platforms.

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MANAGEMENT AND CORPORATE GOVERNANCE

BOARD SKILLS MATRIX

The following matrix identifies certain of the skills, qualifications and experience of our directors relevant to our business:

Qualification and Experience	AMERICAN	ASIAN	EUROPEAN	AFRICAN	INDIAN	OTHER	NON	SCIENCE	TECH
Business/Finance/Operations	▲	▲	▲	▲	▲	▲	▲	▲	▲
Innovation and Technology	▲	▲	▲	▲	▲	▲	▲	▲	▲
Manufacturing and Supply Chain	▲	▲	▲	▲	▲	▲	▲	▲	▲
Chief Executive/Executive	▲	▲	▲	▲	▲	▲	▲	▲	▲
Public Company Leadership	▲	▲	▲	▲	▲	▲	▲	▲	▲
Regulatory/Government	▲	▲	▲	▲	▲	▲	▲	▲	▲
Corporate Governance	▲	▲	▲	▲	▲	▲	▲	▲	▲
Risk Management	▲	▲	▲	▲	▲	▲	▲	▲	▲
Finance or Financial Reporting	▲	▲	▲	▲	▲	▲	▲	▲	▲
Environmental, Social and Governance (ESG)	▲	▲	▲	▲	▲	▲	▲	▲	▲
Community	▲	▲	▲	▲	▲	▲	▲	▲	▲

DIRECTOR BIOGRAPHIES

Information concerning our directors is set forth below. The biographical description of each director includes the specific experience, qualifications, attributes and skills that led to the Board's conclusion of the time of filing of this proxy statement that each person listed below should serve as a director.

CLASS I DIRECTOR NOMINEES

Troy Alstead
Independent Director

AGE: 61
DIRECTOR SINCE: 2020

Dr. Alstead is the founder of DuraTrack and Tally 47, concepts opened in 2007 for farming, entertainment and events. In February 2016, Mr. Alstead retired from Starbuck's Corporation, an American coffee company and multinational chain, after 24 years with the company, having most recently served as Chief Operating Officer. Mr. Alstead served as Chief Operating Officer, beginning in 2014. From 2008 to 2014, Mr. Alstead served as that company's Chief Financial Officer and Chief Administrative Officer. Additionally, Mr. Alstead served as Group President from 2007 until his resignation as Chief Operating Officer. Mr. Alstead joined Starbuck's in 1997 and over the years served in a number of operational, general management, and finance roles. Mr. Alstead spent a decade at Starbuck's International business, including roles as General Manager of Starbuck's International, President Europe/UK/UK/Ireland/Asia/Pacific, and Chief Operating Officer of Starbuck's Greater China, headquartered in Shanghai. Mr. Alstead is also a member of the board of directors of Starbuck's & Co., Harley Davidson, Inc., and TFCI Global, which serves as the advisory board of TFCI Global, an initiative of The College of Engineering at the University of Washington. Mr. Alstead earned a B.S. in Business Administration from the University of Washington. Mr. Alstead was nominated to serve as our Board Director in the spring of 2020 and was elected.

COMPENSATION DISCLOSURE AND POLICIES

Pay Governance Committee regularly holds meetings of the Human Capital Committee, including executive sessions in which executive compensation-related matters are discussed without the presence of management. In 2023, Pay Governance attended all regularly scheduled and special meetings of the Human Capital Committee. Pay Governance reports to the Human Capital Committee and is its management. Although Pay Governance works with management for purposes of gathering information for its analyses and recommendations, the Human Capital Committee reviewed the independence of Pay Governance and concluded that it is independent and that it works for the benefit of the Company and not for any one of its officers.

COMPENSATION PHILOSOPHY AND OBJECTIVES

As we continue to evolve, the objective of the Array executive compensation program, and the Company's Total Rewards philosophy continues to be focused on aligning the interests and behaviors of the senior leadership team with the interests of our stockholders. The program is structured with the flexibility to be competitive and differentiated for our executive team members, while being subject to the established design, approval, and control of our Human Capital Committee and containing the following elements:

EXTERNALLY COMPETITIVE	INTERNAL EQUITY	RETENTION & VARIATION	COMPENSATION WITH DISCRETION
Our executive compensation is benchmarked against a peer group of companies in the solar industry. We regularly review and update our benchmarking data to ensure it remains competitive and relevant. We also consider the performance of our executives relative to the performance of the peer group.	The majority of our compensation is based on performance. We use a combination of short-term and long-term incentives to ensure that our executives are motivated to achieve our strategic goals and to create long-term value for our stockholders. We also use discretion to award compensation to executives who have made significant contributions to the Company's success.	Our long-term incentives are designed to align the interests of our executives with the interests of our stockholders. We use a combination of restricted stock units (RSUs) and performance-based restricted stock units (PSUs) to ensure that our executives are motivated to achieve our strategic goals and to create long-term value for our stockholders. We also use discretion to award compensation to executives who have made significant contributions to the Company's success.	Our compensation program is designed to be flexible and to allow us to respond to changing market conditions. We use discretion to award compensation to executives who have made significant contributions to the Company's success. We also use discretion to award compensation to executives who have made significant contributions to the Company's success.

Periodically, our Human Capital Committee reviews the objectives and components of our executive compensation program to ensure they are appropriate and achieve their intended purpose, while allowing us to keep compensation practices competitive for our executive officers. Including our Human Capital Committee, our Human Capital Committee includes the information provided by our compensation consultant relative to compensation peer group (Glassdoor data), including each director of compensation committee and the target total direct compensation. The combined value of annual base salary, target annual incentive and long-term incentive grants (at target), with respect to performance based awards (if) for each executive officer.

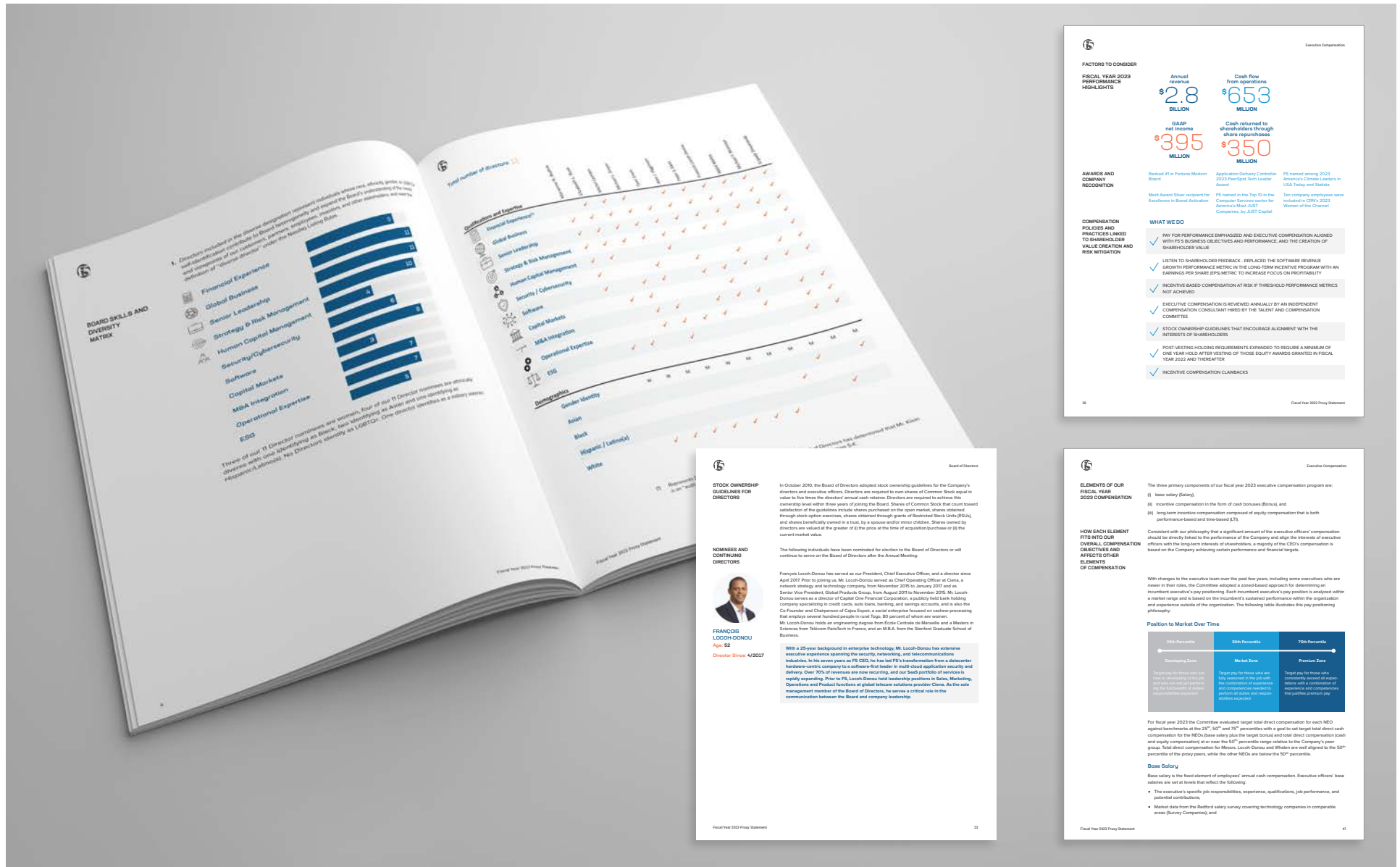
It is our belief that with the market 50th percentile generally represents a desirable benchmark for each of the components of our compensation program at target, with respect to annual incentive and long-term incentive, actual compensation may exceed the market 50th percentile in the event of strong Company or individual performance. Due to the performance-based structure of the target compensation opportunity provided to our Human Capital Committee, the actual value of compensation delivered to our executives may be higher or lower than target based on Company and individual performance. Our Human Capital Committee determined that the process for administering executive compensation is aligned with stockholder interests, with the majority of executive pay being at risk and contingent on Company or stock price performance.

CONSIDERATIONS

In making compensation decisions relative to our executive officers, our Human Capital Committee takes into account the following important considerations:

Company Results

We believe that the compensation provided to our executive officers should be closely related to the Company's overall results as measured against goals approved by our Board and set by the Human Capital Committee. Considerations include individual executive officers' overall contribution to the Company's success and long-term performance and approved performance targets, which include financial and operational measures. The Human Capital Committee also establishes incentive compensation targets for each individual executive officer, expressed as a percentage of annual base salary.



2024 proxy statement



Lincoln Electric

2023 proxy statement



Option Care Health

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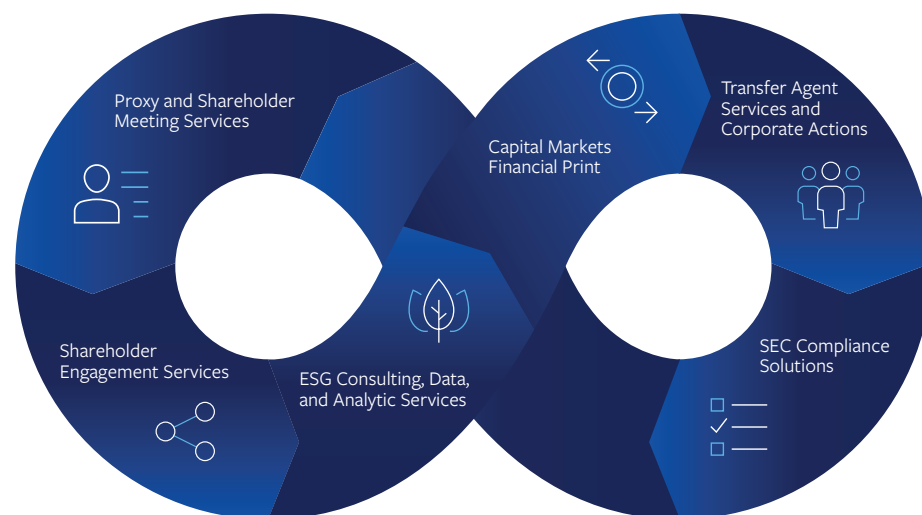
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