

2024

# Workiva Proxy LookBook



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# Century Aluminum

2024 proxy statement





### Election of Directors (Proposal 1)

Our Board has nominated the twelve directors named in this Proxy Statement for election at the Annual Meeting. Our Board is composed of individuals with expertise in fields relevant to The Cigna Group business; experience from different professions and industries; a diversity of age, race and ethnicity, gender, and global experience; and a range of tenures. Together, this diverse mix of skills and experience effectively supports our strategy.

The role of the Board, its leadership structure, and its governance practices are described in "Corporate Governance Policies and Practices" below. This section identifies the director expectations and qualifications considered by the Board and the Corporate Governance Committee in selecting and nominating directors, describes the process for director nominations and elections, discusses recent board composition developments, details our commitment to diversity, and presents the biosographies, skills, and qualifications of the director nominees.

### Director Expectations and Qualifications

**Director Expectations and Qualifications**

The Corporate Governance Committee, in consultation with the Board, has identified individual director expectations and qualifications that it believes every member of the Board should have. In addition, the Corporate Governance Committee has identified areas of expertise that are directly relevant to The Cigna Group's business strategy in the short- and long-term, enable the Board to exercise its oversight function, and contribute to a well-functioning Board. The Board uses these areas of expertise to identify and select the most qualified candidates for the Board. The Board regularly reviews these identified areas of expertise to ensure they support the evolution of the Company's strategy and the Board's needs. The Corporate Governance Committee and the Board take into consideration these criteria and the mix of skills and experience as part of the director recruitment, selection, evaluation, and nomination process.

### Expectations and Qualifications of Every Director

## CORPORATE GOVERNANCE MATTERS

## ESG

The Cigna Group ESG framework is structured around four connected pillars that underscore our mission to improve the health and vitality of those we serve. We drive action through this framework to deliver on our ESG vision to transform the ecosystem of health into one that is well-functioning, sustainable, accessible, and equitable – **advancing better health for all**. Our commitment to this vision guides us in our multidimensional value-creation strategy as we strive to meet the needs of our many stakeholders. The four pillars of our ESG framework are: Healthy Society, Healthy Workforce, Healthy Environment, and Healthy Company.

In 2023, The Cigna Group engaged an independent consultant to perform an updated ESG priority assessment. The evolution of our ESG framework was guided by the outcome of this assessment, which identified the ESG issues that matter most to our business and stakeholders and that represent areas where we have the greatest capacity to take action and make a positive impact. Based on the results of that assessment, we have prioritized the ESG focus areas highlighted in the table below. In 2024, we plan to review these focus areas and engage a third party to conduct a formal ESG double materiality assessment. Double materiality assesses how a business is affected by ESG issues from both an impact and financial perspective.



The Cigna Group annually publishes an ESG report highlighting our ESG goals, initiatives, and performance, including with respect to each of our identified focus areas. In addition, we have mapped and linked our disclosure on a range of ESG topics to metrics outlined by the Global Reporting Initiative (GRI) Sustainability Accounting Standards Board (SASB) and Task Force on Climate-Related Financial Disclosures (TCFD) voluntary disclosure frameworks. Our ESG Report is reviewed with the Corporate Governance Committee prior to its publication. We encourage our shareholders to review our most current report, which is available on The Cigna Group's website at <https://www.thecignagroup.com/en/impact/ess/>. We expect to publish our 2023 report in summer 2024.

The Cigna Group has received many recognitions for our responsible business practices, including the following:

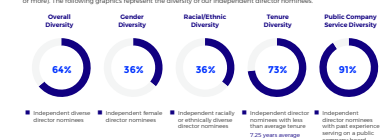
- Member of Dow Jones Sustainability Index for both the World and North America, marking the seventh straight year that The Cigna Group has been named to the indices (December 2023).
- Named one of America's Most JUST Companies for the fourth year by JUST Capital and CNBC, including No. 1 in the Health Care Providers industry and No. 6 overall in the JUST 100 (February 2024).
- Human Rights Campaign, corporate equality index score of 100 (December 2023).
- ESG Rating score of AA from MSCI (September 2023), "Low Risk" score from Sustainalytics (December 2023) and "B" from ISS (December 2023).

For additional information regarding the Board's oversight of corporate responsibility, see "Responsibilities of the Board – Environmental, Social and Governance Oversight."

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### Independent Director Diversity

Our Board is composed of individuals with expertise in fields relevant to The Cigna Group business; experience from different professions and industries; a diversity of age, race, ethnicity, gender, and global experience; and a range of tenures. Together, this diverse mix of skills and experience effectively supports our strategy. Among our directors are four women, four veterans, and one ethnically diverse individual. (Naming an individual who self-identifies as Black/African American, Hispanic or Latinx, Asian, Pacific Islander, American Indian/Alaskan, or two race or more). The following graphics represent the diversity of our independent director nominees.



## Corporate Governance

The Board is committed to ensuring corporate governance practices that best protect the interests of our shareholders. We believe that strong corporate governance and an independent Board provide the foundation for financial and operational integrity and shareholder confidence.

## Shareholder Engagement

The Board and the Corporate Governance Committee oversee the Company's shareholder engagement practices. Our engagement with shareholders helps us better understand our shareholders' priorities and perspectives. The Board considers feedback and insights from our shareholders as it reviews and evolves our governance and executive compensation practices and disclosures.

We engage with shareholders throughout the year on a number of topics related to corporate governance, executive compensation, corporate responsibility, Company performance, and other areas of focus for shareholders. Over the past year, we engaged on governance-related topics with holders of approximately 40% of our outstanding stock.<sup>(1)</sup>

In 2023, we invited holders of approximately 70% of our outstanding stock, including our 100 largest shareholders, to engage with us to discuss corporate governance topics.<sup>(1)</sup>

Topics				
Corporate governance and shareholder rights	Board composition and refreshment	Executive compensation and human capital matters	Diversity, equity, and inclusion efforts	ESG initiatives and performance

Beyond specific engagement around corporate governance, the Investor Relations team and senior management engage with investors regularly to discuss our operating performance and growth strategy.

(1) Based on holdings as of December 31, 2023.

**The Glass Group | 2024 Notice of Annual Meeting of Shareholders and Proxy Statement**

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Our directors and executive officers, and certain information about each of them as of April 26, 2024, are set forth below.

Alex Bard, Ambar Bhattacharyya and Lynne Chou O'Keefe, current directors, have not been nominated for re-election and each will cease to serve as a director immediately following the conclusion of the Annual Meeting, at which time the number of directors constituting the Board of Directors will be reduced from eleven to eight. We sincerely thank Mr. Bard, Mr. Bhattacharyya and Ms. Chou O'Keefe for their service to the Company.

## Our Executive Officers



Age: 35  
Chief Executive Officer,  
Director, and Chairman of  
the Board

Andrew Dudum

Mr. Dudum has served as our Chief Executive Officer and Chairman of our Board of Directors since the consummation of the business combination that resulted in Hsua & Hsu becoming a publicly traded company (the "Business Combination"). He is our co-founder and has been the Chief Executive Officer and a Director of Hsua, Inc. since September 2016. Mr. Dudum is a co-founder of startup studio and investment fund Atomic Labs, LLC, since 2015, where he has co-founded or a dozen companies including Bangalore, Homebased, Talk2u, and Terminal. He is a serial founder, active angel investor and advisor to various startup companies, including Chord, a Chinese and U.S.-based early-stage venture capital fund. Mr. Dudum received a B.A. in Management and Economics from the Wharton School at the University of Pennsylvania.

We believe Mr. Dudum is qualified to serve on our Board of Directors due to his experience as our co-founder and Chief Executive Officer, as well as his expertise as a venture capital investor and advisor.



Age: 38  
Chief Financial Officer

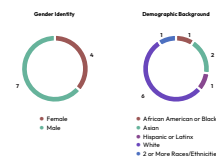
Yemi Okupe

**Mr. Oskove** joined the Company as our Chief Financial Officer in January 2022. Prior to joining the Company, Mr. Oskove served as Chief Financial Officer of Hippcamp from June 2021 to December 2021. Prior to that, he served as Chief Financial Officer of Giga-Health from January 2020 to December 2020 and as Divisional CFO, User Eats from June 2019 to March 2020. Previously, Mr. Oskove served as Divisional CFO for Braintree Payment Solutions LLC, a division of PayPal, from March 2017 to June 2019 and as Head of Financial Planning and Analysis, Braintree from April 2016 to March 2017. Prior to that, he served as Divisional CFO, Mobility of Google Corporation, from 2014 to 2016 and he served in various finance roles at eBay/PayPal, a division of eBay, from 2011 to 2014. Mr. Oskove is a Chartered Financial Analyst® charteredholder and is also licensed as a Certified Public Accountant in Illinois. He holds an M.B.A. from Stanford University Graduate School of Business and a bachelor's degree in civil engineering from the University of California,

hims&amp;hers

CORPORATE GOVERNANCE AND BOARD MATTER

Additionally, the Board does not have a specific diversity policy, but considers diversity of race, ethnicity, gender, age, cultural background and professional experiences in evaluating candidates for board membership. The pie charts below summarize the self-identified gender and demographic diversity attributes of our Board members as of the date hereof, as well as their board tenure:



The Board applies the qualifications and principles discussed above when evaluating candidates to the Board who may be elected initially by the full Board to fill vacancies or add additional directors prior to the annual meeting of stockholders at which directors are elected. After completing its review and evaluation of director candidates, the Board selects the director nominees.

It is the policy of the Board to consider shareholder recommendations for director candidates. Shareholder recommendations for candidates to the Board are received by December 31st of the year prior to the year in which the recommended candidate will be considered for nomination, must be directed in writing to Hix & Hix Health, Inc., 2249 Chestnut Street, #523, San Francisco, California 94123, Attention: Corporate Secretary, and must include the candidate's name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and the Company or its subsidiaries, and any other information that the candidate may wish to provide. Shareholder recommendations must also include a statement from the recommending shareholder in support of the candidate, particularly within the context of the criteria for membership on the Board, including issues of character, judgment, diversity, age, independence, expertise, experience and other factors that may be relevant to the Board's determination of the candidate's willingness to serve. The Board may request additional information regarding any recommended candidate.

Stockholder nominations to the Board must meet the requirements set forth in the Company's bylaws. Under these requirements, nominations for election to the Board may be made at a meeting of stockholders by any stockholder entitled to vote in the election of directors who provides timely written notice to the Secretary of the Company. In order to be timely, a stockholder's notice must be delivered to or mailed and received by the Secretary of the Company at the principal executive offices of the Company within the time period specified in the bylaws.

hims &amp; hers





# Malibu Boats

2023 proxy statement



## PROXY STATEMENT SUMMARY

This summary highlights certain information about us and does not contain all of the information you should consider before voting. Please read the entire Proxy Statement and our Annual Report on Form 10-K before voting.

### 2023 Annual Meeting of Stockholders

Date	Time	Record Date	Location
Thursday, October 26, 2023	8:00 a.m., Eastern Time	September 8, 2023	The offices of Pursuit Boat, 3901 St. Lucie Blvd., Fort Pierce, Florida 34946

### PROPOSALS TO BE VOTED ON AND VOTING RECOMMENDATIONS

Proposal	Board Recommendation	For More Information
1 The election to the Board of the three (3) nominees named in this Proxy Statement: Jack D. Springer, Michael J. Connolly and Mark M. Langen, to serve until the 2026 annual meeting of stockholders and until their successors are duly elected and qualified.	FOR	See page 73
2 The ratification of the appointment of KPMG LLP ("KPMG") as our independent registered public accounting firm for the fiscal year ending June 30, 2024.	FOR	See page 74
3 The approval, on a non-binding advisory basis, of our named executive officer compensation.	FOR	See page 75

### WAYS TO VOTE



**By Mail**  
By making it the signed and completed separate proxy card or voting instruction form.



**Via the Internet**  
By following the instructions in the email, proxy card, or voting instruction form.



**In Person**  
When you arrive at the Annual Meeting, you will be provided to stockholders eligible to vote at the Annual Meeting.

Malibu Boats, Inc.

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2023 Proxy Statement

### Proxy Summary

expanding our saltwater outboard offerings with a strong focus in length segments under 30 feet. We are among the market leaders in the fiberglass outboard fishing boat category with the brands in our Saltwater Fishing segment. Retail prices for our Saltwater Fishing boats typically range from \$45,000 to \$1,400,000. Our Cobalt segment participates in the manufacturing, distribution, marketing and sale throughout the world of Cobalt boats. Our Cobalt boats consist of mid to large sized luxury cruisers and bowriders that we believe offer the ultimate experience in comfort, performance and quality. We are the market leader in the United States in the 20' - 40' segment of the recreational powerboat category through our Cobalt brand. Retail prices for our Cobalt boats typically range from \$75,000 to \$600,000.

We sell our boats through a dealer network that we believe is the strongest in the recreational powerboat category. As of June 30, 2023, our worldwide distributor channel consisted of over 400 dealer locations globally. Our dealer base is an important part of our consumer experience, our marketing efforts and our brands. We devote significant time and resources to build, develop and improve the performance of our dealers and believe our dealer network gives us a distinct competitive advantage.

### FINANCIAL HIGHLIGHTS FOR FISCAL YEAR 2023

The 2023 fiscal year produced record financial results across a number of our key metrics despite a challenging economic environment impacting the broader marine industry. From inflationary pressures to rising interest rates. Led by our operational excellence, strong strategic capabilities, and strategic marketing, we achieved record net sales and Adjusted EBITDA in fiscal year 2023 with a decrease in net income due to our settlement of a litigation matter while delivering some of the most innovative and feature-rich boats in the market. While retail demand remains uncertain, we made significant progress building back our channel inventory to normalized levels as supply chain pressures eased, and we continue to see robust average selling prices across all brands. Our focus remains on showcasing our operational prowess, matching wholesale to retail demand, and maintaining our drive for cutting edge product design and innovation. Despite the slower start to the spring and early summer season, we continue to maintain our leading position across our brands as we believe that our value proposition continues to stand out with purchasers. Our financial results for fiscal year 2023 compared to fiscal year 2022 are provided below.

Net Sales Increased	Unit Volume Increased	Gross Profit Increased	Net Income Decreased <sup>1</sup>	Adjusted EBITDA Increased <sup>2</sup>
14.3%	6.6%	13.3%	34.0%	15.2%
Net sales increased 14.3% to \$1,384.4 million compared to fiscal 2022	Unit volume increased 6.6% to 9,863 units compared to fiscal 2022	Gross profits increased 13.3% to \$351.3 million compared to fiscal 2022	Net income decreased 34.0% to \$107.9 million, or \$5.06 per share (diluted), compared to fiscal 2022	Adjusted EBITDA increased 15.2% to \$284.0 million compared to fiscal 2022

### Net Income Available to Class A Common Stock Per Share Decreased

32.9%  
Net income available to Class A Common Stock per share decreased 32.9% compared to fiscal 2022 to \$5.10 per share.

### Adjusted Fully Distributed Net Income Per Share Increased <sup>3</sup>

16.2%  
Adjusted fully distributed net income per share increased 16.2% compared to fiscal 2022 to \$9.19 per share on a fully distributed weighted average share count of 21.3 million shares of Class A common stock.

<sup>1</sup> Net income decreased primarily due to our settlement of a litigation matter for \$100.0 million as further discussed in this Proxy Statement.

Malibu Boats, Inc.

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2023 Proxy Statement

Malibu Boats, Inc.

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2023 Proxy Statement



Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement.

Meeting Details

Date	Time	Location
March 12th, 2024	11:00 A.M. EDT	<a href="https://www.virtualshareholdermeeting.com/MMS2024">www.virtualshareholdermeeting.com/MMS2024</a>

Ways to Vote

- Via the Internet**  
Go to [proxyvote.com](https://www.virtualshareholdermeeting.com/MMS2024)
- In Person/Virtually**  
Attend the virtual Annual Meeting
- By Telephone**  
(+1) 800-586-1548 (toll-free)  
(+1) 303-562-9288 (international)
- By Mail**  
Sign, date, and return your proxy card in the enclosed envelope

Voting Recommendations

Proposal	Board's Voting Recommendation	Page Reference
1 The election of eight Directors nominated by the Board of Directors of the Company to serve until the 2025 Annual Meeting of Shareholders.	FOR each nominee	20
2 The ratification of the appointment of Ernst & Young LLP as our independent registered accounting firm for our 2024 fiscal year.	FOR	31
3 An advisory vote to approve the compensation of the named executive officers.	FOR	76
4 A shareholder proposal regarding the commission of a third party assessment on the Company's commitment to freedom of association and collective bargaining rights.	AGAINST	79

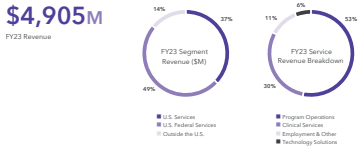
PROXY SUMMARY

Fiscal Year 2023 Company Highlights

**39,600+**  
Employees worldwide

**9**  
Countries we serve<sup>1</sup>

**McLean**  
Headquarters are located in McLean, Virginia



**5.9%**  
Increase in revenue from \$4.63B in fiscal year 2022

**8.0%**  
Adjusted operating margin<sup>2</sup>

**\$3.83**  
Adjusted diluted earnings per share<sup>2</sup>

**\$224M**  
Free cash flow<sup>2</sup>

1. As of September 30, 2023, we operated in nine countries. In Q1 fiscal year 2024, we donated a portion of our workforce services in the Outside the U.S. segment. As a result of the donations, we now operate in seven countries.  
2. Adjusted earnings metrics and free cash flow are non-GAAP terms. A summary of our use of non-GAAP numbers as well as a description of how we calculate them, may be found in Item 7 of our Annual Report on Form 10-K for the year ended September 30, 2023, and filed with the SEC on November 16, 2023.

Realty Income

2024 proxy statement



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**EXECUTIVE COMPENSATION**  
The objectives of our compensation program include aligning the interests of management with stockholders, linking compensation to Company performance, and attracting and retaining highly qualified executive officers.

COMPENSATION DISCUSSION AND ANALYSIS

This section discusses the compensation policies and programs for the following executive officers of the Company for the fiscal year ended December 31, 2023 (the "named executive officers" or "NEOs").

Name	Current Title
<b>Scott Roy</b>	President and Chief Executive Officer
<b>Charles E. Kelly III</b>	Executive Vice President, Chief Financial Officer, and Treasurer
<b>Neil W. Johnson</b>	Executive Vice President, Chief Strategy Officer, and President, Realty Income International
<b>Mark E. Hogan</b>	Executive Vice President, Chief Investment Officer
<b>Nicholas Eshenko</b>	Executive Vice President, Chief Legal Officer, General Counsel, and Secretary

1. Effective January 1, 2024, Jonathan Hong became the Executive Vice President, Chief Financial Officer, and Treasurer upon the retirement of the Kelly, which was effective December 31, 2023.

CEO Compensation Mix

Average NEO Compensation Mix

17%

44%

39%

LTSP Performance Shares

STSP Cash Awards

LTSP Restricted

Restricted Awards

Annual Salary

25%

16%

59%

NEO Cash Awards

LTSP Restricted

Restricted Awards

Annual Salary

17%

44%

39%

LTSP Performance Shares

STSP Cash Awards

LTSP Restricted

Restricted Awards

Annual Salary

25%

16%

59%

NEO Cash Awards

LTSP Restricted

Restricted Awards

Annual Salary

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Executive Compensation

2023 Accomplishments

13,458 properties

\$9.5B total investments

\$1.26 net income per share

104.1% net income per share increase

\$65.2B enterprise value

884 net new debt in year or existing debt

92.5% of properties leased to existing clients

98.6% percent occupancy

\$4.2B average debt per share

5.5x net income per share

\$4.00 AFFO per share

2.8% net income per share

\$5.58 net income per share

1. Reported leasing activity includes restructurings associated with the Crestwood bankruptcy, including Crestwood restructured leases that resulted in lease terminations. The measure was \$0.15 for the year ended December 31, 2023.

Announced acquisition of SPV, valued at an enterprise value of \$9.3 billion, which closed January 21, 2024.

Continued to expand our international portfolio by investing \$3.3 billion in properties in the United Kingdom and continental Europe, including the entry into France, Germany, Ireland, and Portugal.

Ended the year with a fixed charge coverage ratio of 4.7x and achieved Net Debt-to-Annualized Pro Forma Adjusted EBITDA of 5.5x.

Increased monthly dividends paid per share by 2.8% to \$3.05 in 2023.

Remained committed to diversifying our portfolio by client, industry, geography, and property type, while maintaining excellent credit quality in the portfolio. As of December 31, 2023, approximately 40% of our annualized contractual net was generated from investment-grade clients, their subsidiaries, or affiliated companies.

Expanded our access to attractively priced capital globally through our inaugural \$1.1 billion Euro bond issuance in July 2023.

Remained well-positioned for 2024 with a conservative capital structure and strong liquidity, ending the year with \$4.1 billion of liquidity, which represents cash on hand, unutilized ATM forward equity, and availability on our multi-currency revolving credit facility, net of borrowings under our commercial paper program.

We also continue to have a favorable view on each of our top client industries, which include non-discretionary essential goods such as grocery, convenience stores, dollar stores, and home improvement, and comprise approximately 35% of our annualized contractual net.

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Workiva Proxy Design 10



# Simpson Manufacturing

2024 proxy statement



### Proxy Summary

**Date**  
Wednesday,  
May 1, 2024

**Time**  
10:00 a.m.,  
Pacific Daylight  
Time

**Place**  
www.votashares  
holismailing.com  
0000000004

**How to Vote**

By Internet  
www.proxyvote.com

By Telephone  
Toll-free 1-800-650-8003

By Mail  
Follow instructions  
on your proxy card

**Record Date**  
March 4, 2024

**Matters to be Voted On**

	Voting Recommendation	Page Reference
1 the election of each director nominee	"FOR"	9
2 the advisory vote to approve named executive officer compensation	"FOR"	31
3 the approval of an amendment to the Company's Certificate of Incorporation to adopt provisions limiting the liability of certain officers as permitted by Delaware law	"FOR"	68
4 the ratification of our Audit and Finance Committee's appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2024	"FOR"	69

**Performance Highlights**

**Net Sales Growth**

	2021	2022	2023
2021	24.1%	24.6%	1.6%

**Operating Margins**

	2021	2022	2023
2021	23.4%	21.7%	21.3%

**ROIC**

	2021	2022	2023
2021	21.1%	21.1%	17.2%

Simpson Manufacturing Co., Inc. – 2024 Proxy Statement 1

**Item 1: Election of Directors**

**James Andrasick**

**Professional Highlights:**

Mr. Andrasick joined the Board in 2012 and became Chair of the Board on January 1, 2018. He was the Chairman of Helix International Company, Inc.'s "Board" of Directors, until his retirement in 2004, and was its President and Chief Executive Officer from 2005 through 2008. Prior to his positions at Helix, he was the Chief Financial Officer of Research & Builders, Inc. He owned and operated a construction company for 25 years. Prior to that, Mr. Andrasick was President for 9 years of C. Brewer & Company, LLC, a privately-held international architecture, transportation and real estate development company based in Honolulu. He recently served as a Trustee and Chair of the Finance Committee of Mills College and is presently a Trustee of the U.S. Coast Guard Foundation, a Trustee and previous Chairman of the Big Sur Land Trust and an Governor and Vice-Chair of the Santa Lucia Conservancy. He also previously served as a director and the Chairman of the Board of the American Red Cross, Hawaii State Chapter, served on the Board of the Aloha United Way, Advisory Foundation and Hawaii Maritime Center, and as the Chairman and a Trustee of the University of Hawaii Foundation.

**Contribution to and function on the Board:**

Mr. Andrasick brings to the Board a balanced perspective and his extensive building style along with his business acumen stemming from his 40 years of corporate experience, including international experience. He also brings his financial and capital allocation and management expertise, and a strong understanding of developing markets. His experience in developing the three major markets, a real estate development for Alexander & Baldwin, Inc. and its mergers and acquisitions gives him a unique understanding of the Company's current opportunities, and the strong financial and operations background adds depth to the Board's understanding of our business.

**Chau Banks**

**Professional Highlights:**

Ms. Banks joined the Board in 2023. She has been the Chief Information and Data Officer at The Clorox Company since 2020. Prior to that, Ms. Banks was the Chief Technology and Digital Officer of Bechtel, Inc. from 2018 to 2020, and was the Executive Vice President, Chief Information Officer and Channel Integrator at New York & Company from 2013 to 2017. Ms. Banks also currently serves as a Board Member of Healthify, a non-profit organization.

**Contribution to and function on the Board:**

Ms. Banks brings to the Board her significant experience in information technology including cyber infrastructure, digital and data transformations, and customer facing digital technology.










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Proxy Summary

TaskUs

Directors and Director Nominees

Name and Principal Position	Age <sup>(1)</sup>	Class	Director Since	Current Term Expires	Committee Membership			
					Audit	Compensation	Nominating and ESG	Independent
 Jill A. Gerschlager <sup>(*)</sup> Director Nominee Former Senior Managing Director, Blackstone	67	II	2022	2024	•		C	Y
 Saur Kumar Director Nominee Chair, VFS Global	38	II	2019	2024			•	N
 Mukesh Mehta Director Nominee Senior Managing Director, Blackstone	43	III	2018	2024		•		Y
 Anil Doshi Senior Managing Director, Blackstone	51	I	2018	2026	•		•	Y
 Michelle Gonzalez Corporate Vice President, MFC (Microsoft)	47	I	2022	2026	•	•		Y
 Bryce Muddock CEO, Co-Founder and Chairperson, TaskUs	37	I	2018	2025				N
 Jacqueline D. Reese Chair and CEO, Lead Bank	54	I	2019	2025			C	Y
 Katy Turnbull <sup>(*)</sup> CFO, Tishat	35	I	2021	2025			C	Y
 Jasper Weir President and Co-Founder, TaskUs	38	I	2018	2026				N

• Committee Member • Chairperson • Audit Committee Financial Expert • Director Nominee • Lead Independent Director

(1) As of the record date, March 25, 2024.

Board Governance Highlights

Female Directors	44%	Board Committees Chaired by Women	100%	Diversity / Ethnicity Diverse Directors	44%	Average Director Age	50
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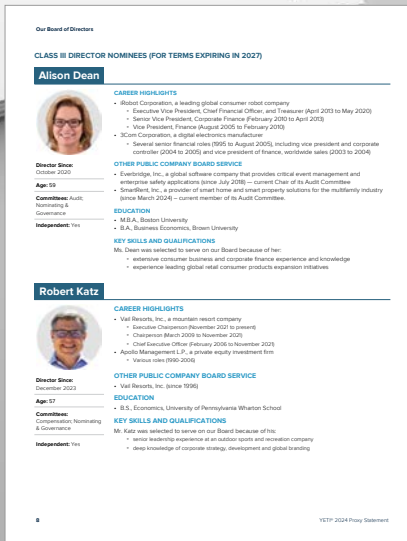
3

Corporate Governance and Board Matters

TaskUs

<p><b>1 Compensation Committee</b></p> <p><b>Committee Members:</b> Mr. Reese (Chair) Mr. Doshi Mr. Gonzalez Mr. Mehta</p> <p><b>Independence:</b> Each member of the Compensation Committee qualifies as an "independent director" per the "independent director" definition of the SEC and Nasdaq's independence rules that are applicable to compensation committee members.</p>	<p><b>1 Primary Responsibilities</b></p> <p>Our Compensation Committee, among other things, has responsibility for:</p> <ul style="list-style-type: none"><li>establishing, reviewing and approving the overall compensation philosophy of the Company;</li><li>reviewing and approving the corporate goals and objectives relevant to the CEO and other executive officer compensation;</li><li>evaluating the performance of the CEO and the other executive officers considering such goals and objectives and, either approving, or recommending to the board, the annual salary, bonus, and long-term incentives of the CEO and the other executive officers;</li><li>reviewing, approving and overseeing our equity plans;</li><li>reviewing and recommending to the board the form and amount of director compensation, and making recommendations regarding director's and officer's indemnification and insurance matters;</li><li>overseeing and approving the management continuity planning process; and</li><li>appointing and overseeing any compensation consultant.</li></ul>
<p><b>1 Nominating and ESG Committee</b></p> <p><b>Committee Members:</b> Mr. Gerschlager (Chair) Mr. Doshi Mr. Kumar</p> <p><b>Independence:</b> As a committee comprised, we rely upon the assumption from the Nasdaq requirement that we have a nominating and corporate governance committee composed entirely of independent directors and that our director nominees for different elections recommended to the board by independent directors.</p>	<p><b>1 Primary Responsibilities</b></p> <p>Our Nominating and ESG Committee, among other things, has responsibility for:</p> <ul style="list-style-type: none"><li>identifying individuals qualified to become members of our board of directors, consistent with criteria approved by our board of directors;</li><li>developing and recommending to our board of directors a set of corporate governance guidelines and principles applicable to the Company and assisting the board in complying with them;</li><li>overseeing the evaluation of the board and management;</li><li>recommending members of the board to serve on committees of the board and evaluating the functions and performance of such committees;</li><li>overseeing the environmental and corporate social responsibility matters as they pertain to the Company's business and strategy and identifying and reporting to the board on current and emerging environmental and social trends and issues that may affect the Company's business operations, performance and reputation; and</li><li>otherwise taking a leadership role in shaping corporate governance and overseeing the strategy of the Company as it relates to environmental and social matters.</li></ul>

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## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**YETI's 2024 Annual Meeting of Stockholders (the "Annual Meeting") will be held virtually.** There will not be a physical location for the Annual Meeting, and you will not be able to attend the Annual Meeting in person. To be admitted to and participate in the Annual Meeting, you will need to enter the 5-digit control number and follow the instructions on your proxy card, voting instruction form, or Notice of Internet Availability. See additional instructions on page 1 of the accompanying proxy statement.

## ITEMS OF BUSINESS

At the Annual Meeting, stockholders will be asked to:

1. Elect the best of director nominees named in the accompanying proxy statement to serve until YETI's 2027 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified;
2. Approve, by a non-binding advisory vote, the compensation paid to YETI's named executive officers (a "say-on-pay" vote);
3. Approve the 2024 Equity and Incentive Compensation Plan;
4. Ratify the appointment of PricewaterhouseCoopers LLP as YETI's independent registered public accounting firm for the fiscal year ending December 28, 2024; and
5. Transact such other business as may properly come before the Annual Meeting or any adjournment(s) of

#### STOCKHOLDERS ENTITLED TO VOTE

The Board of Directors has set the close of business on March 12, 2024 as the record date for determining those stockholders who are entitled to receive notice of, attend, and vote at the Annual Meeting or any adjournment(s) or postponement(s) thereof. Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, attend, and vote at the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for examination at YETI's offices for ten days prior to the Annual Meeting.

YETI® 2024 Proxy Statement

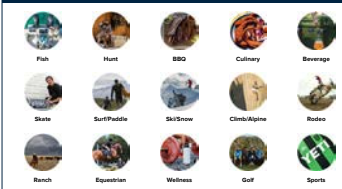
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### Proxy Summary

## COMMUNITY REACH

## 15 Communities

**180+ Ambassadors**



## 2023 STRATEGIC PRIORITIES

## Fiscal 2023 Highlights

#### 4. Expanded Our Customer Base

- Consistent breadth & depth strategy of broadening reach while remaining deeply connected and relevant to customers
- Connected ambassadors, partners, brand, and product storytelling to customers on both a global and localized scale

## 2. Introduced New Products

- Introduced tableware products such as the Rambler™ Beverage Bucket, Wine Chiller, and Cocktail Shaker
- Expanded size offerings of various mugs, cups, and water bottles, including a 42-ounce straw handle mug

### 3. Accelerated DTC

- Increased number of YETI stores to 18 locations
- Grew customers across gender and age cohorts

#### 4. Expanded Internationally

- Continued to ramp brand awareness initiatives and invest in our team in Europe
- Expanded customization in Australia and Canada

YETI® 2024 Privacy Statement

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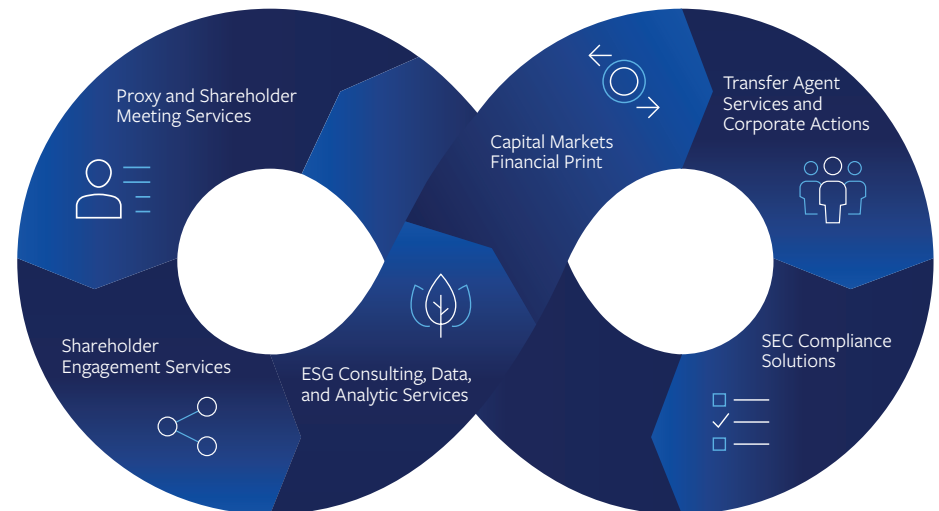
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