Annual Meeting - SCRIPT

Provided below is a sample annual meeting script intended as a general guide in preparing for the meeting. This sample script is not intended to include all of the matters that may be required for any particular company. Readers are urged to review the law applicable to their company to ensure that matters required to be completed during the meeting are included in the script.

Script
[company name]
Annual Meeting of Shareholders
[date and time]

Call to Order, Introductions, Agenda and Rules of Conduct

Chairperson: Good morning ladies and gentlemen. Will the meeting please come to order. I would like to welcome all of you to the annual meeting of shareholders of [company name]. I am [name], Chairperson of the [the company's] Board of Directors, and I will be presiding at this meeting.

Also present at the meeting today are: [introduction of directors, officers and invited guests]. [name] will act as secretary of the meeting. [name of inspector of election], a representative of [name of company], has been appointed to act as Inspector of Election. [name of representative from independent accounting firm], is also present at the meeting. During the question and answer period at the end of the meeting [he/she] will be available to answer questions concerning the company's financial statements.

Chairperson: Each of you should have turned in your admission card or registered at the registration desk as you entered the meeting. If there are any of you who have not registered, would you please do so now.

Upon entering the meeting, each of you was presented with an agenda and a list of rules of conduct for the annual meeting. We ask that you abide by these rules to be fair to the other shareholders present and so that we can conduct an orderly meeting. As stated in the rules of conduct, shareholders should not address the meeting until recognized. If you want to ask a question or speak during the meeting, please wait for the appropriate time in the agenda and raise your hand. After you are recognized, first identify yourself and your status as a shareholder or representative of a shareholder, then make your comment or ask your question. As stated in the rules of conduct, we ask that you restrict your remarks or question to one minute and that they pertain to the item under discussion in the agenda. Thank you for your cooperation with these rules.

Announcement of Affidavit of Mailing and Quorum

Chairperson: The Secretary has delivered an Affidavit of Mailing establishing that notice of this meeting was duly given. A copy of the notice of meeting and the Affidavit of Mailing will be incorporated into the minutes of the meeting. All shareholders of record at the close of business on [the record date] are entitled to vote at this meeting.
Our first order of business is to determine whether the shares represented at the meeting, either in person or by proxy, are sufficient to constitute a quorum for the purpose of transacting business. [secretary’s name] do you have a report on quorum?

Secretary: Yes, the certified shareholders’ list shows that holders of [_______] shares of common stock of the company are entitled to vote at this meeting. We are informed by [inspector of election] that there are represented in person or by proxy [_________] shares of common stock or approximately [_______] percent of all of the shares entitled to vote at this meeting. Therefore, we have a quorum.

Chairperson: Thank you. Because holders of a majority of the shares entitled to vote at this meeting are present in person or by proxy, I declare this meeting to be duly convened for purposes of transacting such business as may properly come before it.

Presentation of Proposals and Discussion

Chairperson: The next order of business is a description of the matters to be voted on at today’s meeting.

The first proposal to be voted upon is the election of [__#___] directors to serve until the annual meeting of shareholder in [date] and until their successors are duly elected and qualified. The nominees’ qualifications are described in this year’s proxy statement. Based on the recommendation of the Governance and Nominating Committee, the Board has nominated for election the following persons as directors of the company.

[Read the names of the director nominees.] Are there any questions or discussion?

The second proposal to be voted on is the ratification of [name of accounting firm] to serve as the independent registered public accounting firm for the company for the fiscal year ending [date]. Are there any questions or discussion?

[Prepare appropriate wording to describe any other proposals.]

[Following the presentation of a shareholder proposal say:]

Chairperson: Thank you for your comments. The company’s position regarding this proposal is stated clearly in the proxy statement. Are there any questions or comments regarding the proposal?

Voting

Chairperson: I now declare the polls open. If you would like a ballot, please raise your hand and one will be brought to you. Please remember that if you’ve already sent in your proxy card or voted by Internet or telephone, your shares have been voted accordingly. You do not need to vote today unless you are voting for the first time or want to change your previous vote.

The Inspector of Election will now collect any outstanding ballots or proxy cards. Please hold up your hand so your vote can be collected.

I now declare the polls closed.
Chairperson: Will the Secretary please report the results of the voting.

Secretary: We have been informed by the Inspector of Election that the proxies and ballots have been counted. Based upon the preliminary vote totals, the nominees for election to the Board of Directors have been elected and the auditors have been ratified. The final vote will be included in the company’s next Form 10-Q and placed on our website as soon as it is available.

Chairperson: We have concluded the business part of the annual meeting, which is officially adjourned. We will now have a presentation by the company’s management regarding the operations of the company, followed by a brief question and answer period.

Presentation and Q&A

[Presentation by CEO or Other Executive]

[General Q&A Session Regarding Company]

Close of Meeting

Chairperson or Executive: If there are no further questions, the [date] annual meeting of [company] shareholders is closed. I would like to express my sincere appreciation to the shareholders who attended this meeting, as well as those who submitted their proxies but were not able to be present in person. Thank you.