

Additions underscored  
Deletions [bracketed]

**NYSE Listed Company Manual**

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**Section 4—Shareholder’s Meetings and Proxies**

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**Sec. 402.05 Solicitation of Proxies through Member Organizations**

Companies or other soliciting proxy material through brokers must make inquiry of brokers [at least 10\* days] in advance of the record date before the meeting in order to determine the number of sets of proxy soliciting materials necessary to enable brokers to supply each beneficial owner with a set. Such inquiry must be conducted in compliance with Rule 14a-13 under the Securities Exchange Act of 1934. A return postcard should be provided for this purpose and should also indicate an agreement to reimburse out-of-pocket expenses incurred in handling the material. [Should it become impossible for an inquiry to be made of brokers at least ten days before the record date, the Exchange must be advised immediately.] The Exchange does not have a process by which issuers can seek an exemption to the requirements of Rule 14a-13 for good cause shown (as described in Rule 14a-13(a)(3)(iii)).

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[\*SEC Rule requires issuers to distribute search cards 20 business days in advance of a record date.]

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