

FORM-Script for Annual Meeting

[Name of Company]

**Proceedings at Annual Meeting
of Stockholders to be held
_____, 20__ at : a.m./p.m.**

[Chairman]:

Good morning, ladies and gentlemen, and welcome to the Annual Meeting of Stockholders of _____. I am _____, *[Title]*¹ of the Company, and I will act as Chairman of the meeting. *[I would like to introduce to you the officers and directors of the Company who are present with us at the meeting this morning.]*

We are very pleased to have with us *[officers/titles]*; as well as *[directors]*, each of whom is a member of the Board of Directors of the Company. Also present are **(introduce any other Company officers present)**.

In addition, we are pleased to have with us _____ of the accounting firm of _____ *[and [attorney] of the law firm of _____.]*

The meeting will please come to order. Mr./Ms. _____ will act as Secretary of the meeting. *[Name of Inspector]* will serve as the inspector of elections for this meeting, with authority, among other things, to receive and determine the validity of all proxies and ballots submitted and to certify the number of

¹ Check the Company Bylaws and Articles/Certificate of Formation to see if they specify who will preside at shareholder meetings.

shares represented at this meeting and the results of the vote of the Company's stockholders on any motion.

[Chairman]: The *[Inspector]* has taken and signed an oath to faithfully execute the duties of inspector of elections with strict impartiality and according to the best of *[his/her]* ability.

The floor recognizes Mr./Ms. *[Inspector]*.

[Inspector]: I present the affidavit of _____, the transfer agent and registrar of the Company's Common Stock, with respect to the due mailing to the stockholders of the Company of the *[notice of the meeting, the proxy statement, the form of proxy and the Annual Report to Stockholders / notice of the meeting and availability of proxy materials]*.

[Chairman]: The affidavit, proxy material and other documents are directed to be filed with the records of the Company.

[Inspector]: I also present a list of the holders of the Company's Common Stock as at the close of business on _____, 20____, the record date for this meeting, as prepared and certified by *[transfer agent]*.

[Chairman]: The list of stockholders is directed to be filed with the records of the Company. The list of stockholders, notice of the meeting, the Proxy Statement and the form of proxy is and will remain available for inspection during the entire meeting if any stockholder wishes to examine them.

[Note: DGCL requires that the date and time of the opening and closing of the polls for each matter be announced.]

If they have not already done so, will all those present who are stockholders or duly appointed representatives of stockholders please report their presence to *[Mr./Ms. Inspector]* and give him/her any proxies or substitutions of proxies which they may have, together with a statement of the number of shares owned or represented by them.

[pause to permit opportunity for submission of proxies and calculation.]

[Mr./Ms. Inspector].

[Inspector]: The Transfer Agent has computed the number of shares represented under the official form of proxy sent *[or made available]* to stockholders*[, to which I have added the number of shares present in person at this meeting]*. I report that the holders of _____ shares of Common Stock are present or represented at this meeting, which shares represent approximately ____% of the shares entitled to vote at this meeting, and a quorum is therefore present.

[Chairman]: The proxies and any substitutions of proxies presented to the meeting are hereby ordered to be filed with the records of the Company. The necessary quorum is present with respect to each of the Proposals to be acted upon by the stockholders of the Company and the meeting is properly constituted for the transaction of business.

Copies of the Company's Annual Report to Stockholders will be available during and after the meeting for examination by the stockholders. The Letter to Stockholders, contained in the Annual Report, and the accompanying financial material give detailed information about the activities of the Company during the past year.

As set forth in the notices sent to each of the stockholders of the Company, the business of this meeting includes *[(1) the election of ____ directors to serve as the members of the Board of Directors of the Company, as presented in Proposal No. 1 in the Proxy Statement; and (2) the ratification of the appointment of _____ LLP as the Company's independent auditors for the fiscal year ending on _____, 20__], as presented in Proposal No. 2* in the Proxy Statement. Will all those present who expect to vote shares in person at this meeting, please raise your hand so that we may distribute ballots to you.

[Distribution of ballots]

In order to avoid any confusion, let me take a few moments to outline the format for today's meeting. Each Proposal will be made and seconded. Management's position on each of the Proposals is set forth in the Proxy Statement which was sent to all stockholders eligible to vote. After a Proposal is seconded, the floor will be opened for discussion and we will respond to any questions you may have concerning that Proposal. After each discussion, a vote will be taken whether to approve that Proposal.

[Once the Proposals have been voted on, *[Officer 1]* and *[Officer 2]* will address the general business and operations of the Company. There will then be an opportunity for you to ask questions on those matters.]

The meeting will now proceed to Proposal No. 1, the election of _____ directors of the Company. Pursuant to the Company’s By-laws, *[each elected director will hold office for a term expiring at the next Annual Meeting of Stockholders, or until his successor is elected and qualified]*.

[Mr./Ms. Inspector].

[Inspector]: The following persons have been nominated for office as directors of the Company to be elected by the stockholders of the Company:

[Chairman]: Is there a second for these nominations?

_____: I second the nominations.

[Chairman]: Are there any other nominations?

[pause to permit nominations]

[As there have been no other nominations,] the nominations are now closed.

The polls are now open with respect to the election of directors.

[Will all those stockholders or representatives of stockholders who are voting on this Proposal by ballot now return their completed ballots to [Mr./Ms. Inspector].]

[submission of ballots]

The polls are now closed with respect to the election of directors. Mr./Ms. [Inspector], would you please report on the vote taken.

[Inspector]: I would like to advise the meeting that _____ and _____, as appointed in the official proxy have voted in accordance with the proxies received from stockholders. A majority of the votes of shares of Common Stock present or represented at the meeting has been cast in favor of each of the candidates nominated.

[Chairman]: *[List nominees]* are elected as directors of the Company.

The meeting will now proceed to the consideration of Proposal No. 2, the ratification of the appointment of _____ LLP as the Company's independent auditors for the fiscal year ending _____, 20__.

[]: I move that Proposal No. 2 be adopted.

[]: I second the motion.

[Chairman]: Is there any discussion on Proposal No. 2?

[pause to permit discussion]

The polls are now open with respect to the ratification of _____'s appointment as the Company's independent auditors for the 20__ fiscal year. *[Will all those stockholders or representatives of stockholders who are voting on this Proposal by ballot now return their completed ballots to [Mr./Ms. Inspector.]*

[submission of ballots]

The polls are now closed with respect to the ratification of the Company's independent auditors. *[Mr./Ms. Inspector]* would you please report on the vote taken.

[Inspector]: I would like to advise the meeting that the appointed individuals have voted in accordance with the proxies received from stockholders. _____ votes have been cast in favor of Proposal No. 2, ____ votes have been cast against it and ____ votes have abstained.

[Chairman]: *[Proposal No. 2 is adopted.]*

[Chairman]:² I would now like to present to you an update on the operations of the Company after which _____, our CFO, will discuss our financial results.

[Presentations and discussion on the operations and financial results of the Company.]

I will be glad to answer any questions which the stockholders may have concerning the business affairs of the Company. Are there any questions?

[Question and Answer Period]

_____, a partner in the firm of [accountant], may now make a statement if he desires to do so and is available to respond to appropriate questions from stockholders or their representatives.

[Accountant Statement, if any]

[Question and Answer Period]

Since there appear to be no further questions, the Chair will entertain a motion for adjournment of the meeting.

[]: I move that the meeting be adjourned.

[]: I second the motion.

[Chairman]: All those in favor of the motion, please signify their assent by saying "AYE".
All those opposed to the motion, please signify their dissent by saying "NAY".

Thank you all for coming.

² This discussion is optional, and can also take place after the official adjournment of the meeting. If this discussion is not included, go straight to the adjournment of the meeting.

The meeting is adjourned.

CERTIFICATE OF INSPECTOR OF ELECTIONS

_____ Company
Annual Meeting of Stockholders
_____, 20__

The undersigned, the duly appointed Inspector of Elections of _____ (the “*Company*”), hereby certifies that:

1. The Annual Meeting of Stockholders (the “*Meeting*”) of the Company was held at _____, on the ____ day of ____, 20__ at __:__ a.m./p.m., ____ time, pursuant to due notice.
2. Before entering upon the discharge of his/her duties, the undersigned was sworn to faithfully execute the duties of Inspector of Elections at the Meeting with strict impartiality and according to the best of his ability, and the oath so taken has been subscribed by the undersigned and is annexed hereto.
3. The undersigned has determined that there were _____ shares of the Common Stock of the Company present or represented at the Meeting.

The result of the vote for the election of directors was as follows:

<u>NAMES</u>	<u>FOR</u>	<u>WITHHOLD AUTHORITY</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

The result of the vote for the ratification of _____ LLP as the Company’s independent auditors was as follows:

FOR _____ AGAINST _____
ABSTAIN _____

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate this ____
day of ____, 20__.

_____, Inspector

_____ COMPANY

Annual Meeting of Stockholders

_____, 20__

REGISTRATION FORM

NAME _____
(Please Print)

ADDRESS _____

CITY _____ STATE _____ ZIP CODE _____

I am the holder of _____ shares of Common Stock of _____ as at the close of business on _____, 20__.

I [have] [have not] submitted a proxy to vote my shares at this meeting.

Signature of Stockholder exactly as it appears on the records of the Company

OATH OF INSPECTOR OF ELECTIONS

_____ COMPANY
Annual Meeting of Stockholders
_____, 20__

The undersigned, Inspector of Elections of _____, duly appointed as such Inspector of Elections, hereby swears faithfully to execute the duties of Inspector of Elections at the Annual Meeting of Stockholders of _____ scheduled to be held on this ___ day of _____, 20__, with strict impartiality and according to the best of his ability.

IN WITNESS WHEREOF, the undersigned has taken and signed this Oath this ____ day of _____, 20__.

_____, Inspector

_____ COMPANY

BALLOT FOR PROPOSAL NO. 1
-- Election of Directors --
For use at the Annual Meeting of Stockholders

The undersigned stockholder of _____, a _____ corporation, present at the Annual Meeting of Stockholders of _____ held on _____, 20____, at ____:____ a.m./p.m., ____ time, at _____, does hereby vote all shares of Common Stock which the undersigned is entitled to vote, as follows:

G **FOR** all nominees for director
listed below (except as marked, to the contrary below)

(INSTRUCTIONS: Strike a line through the name of each nominee in the list below for whom you do not wish to cast a vote for election as a director.)

Nominees:

Dated: _____, 20____

Name (Please Print)

Signature

Number of Shares

_____ COMPANY

**BALLOT FOR PROPOSAL NO. 2
-- Ratification of the Appointment of Independent Auditors --
For use at the Annual Meeting of Stockholders**

The undersigned stockholder of _____, a _____ corporation, present at the Annual Meeting of Stockholders of _____ held on _____, 20____, at ____:____ a.m./p.m., _____ time, at _____, does hereby vote all shares of Common Stock which the undersigned is entitled to vote, as follows:

G FOR G AGAINST G ABSTAIN FROM

ratification of the appointment of _____ LLP as the Company's independent auditors.

Dated: _____, 20____

Name (Please Print)

Signature

Number of Shares

This form is indicative only and does not purport to contain all provisions that any specified situation may require. This form is provided as a starting point to assist counsel in considering what provisions should be included in a document of this sort for a particular client; any final document should be prepared taking into consideration the parties' various needs, including the basic business needs and agreements of the parties and any provisions that are made necessary by a particular jurisdiction's requirements or to further protect a client.

If you have any questions about this form, please contact Harva Dockery, Norton Rose Fulbright, at 214.855.8369 or harvadockery@nortonrosefulbright.com.

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