Sample Meeting Script

(Company)
(Year) Annual Meeting Of Shareholders
(Date)

SCRIPT

(Chairman): Good morning, ladies and gentleman. Will the meeting please come to order.

(pause)

Thank you.

I would like to welcome you to the Annual Meeting of Shareholders of (Company).

We are Webcasting and recording this morning’s proceedings so that we can prepare a complete transcript for shareholders and employees unable to attend the meeting.

With us today, seated to my left, are members of the board, and seated to my right are members of the (Company’s) senior management.

I would like to take a moment to recognize (individual directors), two of our directors who are not standing for reelection this year. With their retirement, we are losing very substantial business expertise, wisdom and just plain common sense. All of us will greatly miss their insight and counsel.

The printed program, which was on your chair when you came in, sets forth today’s agenda and the procedures we will follow.

We will conduct our Annual Meeting first, and upon adjournment immediately convene a shareholder assembly.

At that time I will report on (the previous year) operating results and the (current year) outlook. Then there will be a period of general discussion and questions. This format allows us to complete our formal business expeditiously and move on to matters of general interest.

Now I would like to introduce (Name), the Corporate Secretary. (Name) will establish that the meeting has been duly called and that a quorum is present for the Annual Meeting.

(Corp. Secretary): Thank you, Mr. Chairman. The board fixed (record date), as the record date for determining shareholders entitled to vote at this meeting. An
affidavit is with the Inspectors of Election attesting to the fact that the notice of meeting, the proxy statement and the (previous year) Annual Report to shareholders were mailed to all shareholders of record beginning (date).

As stated in the notice, the purposes of this meeting are as follows:

First: To elect four directors for terms expiring in 20 __;

Second: To ratify the appointment of independent registered public accounting firm (Firm Name) for 20 __;

Finally: To transact any other business that may properly come before the meeting.

(Individuals) of the (Transfer Agent), the corporation’s transfer agent, have been appointed to act as inspectors of election at this meeting. Both are present and have subscribed to their oath of office. They have submitted their report as follows:

There were outstanding on the record date a total of (number) shares of common stock. The holders of not less than shares of common stock are present in person or by proxy.

Approximately __% of the voting power or the outstanding shares is present at the meeting. Accordingly, Mr. Chairman, a quorum is present.

(Chairman): On the basis of the Secretary’s report the meeting is duly convened. The polls for each matter voted on at this meeting will open when all of the proposals have been presented and will close immediately prior to adjournment.

Now, we will conduct the formal business as set forth in the notice of the meeting. In order to conduct an orderly meeting and give all eligible shareholders an opportunity to participate, we will follow the procedures in the program. During the conduct of the formal business, questions and comments from the floor should pertain to the specific proposal then under consideration. I ask that anyone wishing to speak or raise a question move to the microphone located in the center aisle. The attendant will provide you with a card on which you should write your name and address and indicate your status as a shareholder. When you have filled out the card, hand it to the microphone attendant, who will introduce you.

(Corporate Secretary), would you present the nominations for directors?
Mr. Chairman, on behalf of the board of directors, I nominate the following four persons, as named in the proxy statement, for election as directors to hold office for terms to expire in April, 20__ or until their successors have been elected and qualified:

Names of individual directors

Is there a second?

Second.

I declare the nominations closed.

If a nomination from the floor is forthcoming:

(Company’s) Bylaws require that shareholders provide names of nominees to the Corporate Secretary at least 90 days before the date of the meeting and that information similar to that contained in the proxy be provided for each such candidate. No such notice was received. Therefore, your nomination is out of order.

If any shareholder has questions or comments specifically relating to the election of directors or these nominations, please approach the microphone. The attendant will introduce you.

Are there any comments on the nominations?

If there is no further discussion, the meeting will now proceed to the second item on the agenda concerning the ratification of the appointment of (Accounting Firm Name) as the corporation’s independent registered public accounting firm for the current year. The appointment of (Accounting Firm Name) was recommended to the board by the Audit Committee. (Corporate Secretary), would you present the resolution?

Mr. Chairman, I move the adoption of the following resolution:

Resolved, that the appointment of (Accounting Firm Name) as independent registered public accounting firm for (Company) for 20__ is hereby ratified.

Is there a second?

(pause)
(Chairman): Are there any questions relating to the independent registered public accounting firm?

(pause/discussion)

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(Chairman): Shareholders who have sent in proxies need not take any further action with respect to any of the matters to be voted on today.

If you wish to vote in person, please raise your hand and keep it raised until an attendant has provided you with a ballot. You should complete and sign the ballot, place it in the envelope provided, and deliver it to an attendant.

(pause for attendants to collect any ballots)

(Chairman): The next item on the agenda is the preliminary report of the inspectors. Any ballots collected before the polls close but not reflected in the preliminary report will be reflected in the final report of the inspectors. I call upon the Secretary to present the preliminary report of the inspectors.

(Corp. Secretary): Mr. Chairman, the Inspectors or Election have presented their preliminary report. They have determined that each of the four directors nominated by the board for election received in excess of ___% of the votes cast for election of directors.

The inspectors also determined that an excess of the majority of shares present in person or represented by proxy and entitled to vote were cast in favor of the ratification of the appointment of (Accounting Firm).

(Chairman): Thank you, (Corporate Secretary). Based upon the preliminary report or the inspectors of election, I declare that:

(names of individual-directors) are elected directors; and that the appointment of (Accounting Firm) as independent registered public accounting firm for 20 __ is ratified.

(pause)

There being no further business to come before the meeting and all ballots having been collected, the polls are now closed.

That concludes the formal part of our meeting. The Annual Meeting is adjourned.