

Ramlall Partners, LLC

-Proxy Services

-Pre-IPO/Post Bankruptcy Listing

Proxy Services

- ▶ Decision on type of meeting and then lay out schedule for Annual Meeting (Virtual/In-person).
- ▶ Assist Company in selecting Proxy Solicitor and Proxy Services Firm (i.e. Broadridge) to work with Finance/Legal on Proxy
- ▶ Determine which proposals require strategic guidance such as shares
- ▶ Work with Legal /Broadridge/ AST on share counts and preparation of documents
- ▶ Work with Proxy Solicitor; Legal/Finance to evaluate and recommend successful outcome of proposals
- ▶ Prepare CFO/CLO to work with Comp Committee of Board (and their consultant) on approvals
- ▶ Work with Proxy Solicitor/Surveillance to evaluate and identify shareholder Base and their decision criteria
- ▶ Issue Proxy
- ▶ Work with CEO/CFO on calls with shareholders to explain Proxy and gain their votes
- ▶ Work with surveillance/Proxy Solicitor for Daily Updates (including outbound calls if necessary)
- ▶ Work with CLO/Broadridge (Inspector of Elections/Virtual Meeting) to ensure scripts and process are confirmed
- ▶ Annual Meeting

Note: See attached example of Timeline

- o Services can include assisting on selection of Printer as well as design of Annual Report

Company

Sample 2021 Annual Meeting - Solicitation Timeline

Date	Task
Monday, March XX, 20XX	Broadridge initiates Broker Search (DTC notified via search and Proxy Solicitor email) (must be mailed at least 20 business days in advance of record date to comply with SEC)
Monday, March XX, 20XX	Order Record List and CEDE List
	Company Notifies Transfer Agent (AST) of Meeting and Record Dates
Thursday, March XX, 20XX	Company files preliminary proxy statement
Monday, April XX, 20XX	Richard executes NOBO Form and Morrow submits to Broadridge
	Record Date (no more than sixty days before meeting) ◆
April XX, 20XX to April XX, 20XX	Proxy Solicitor receives record file from AST/Broadridge
	Proxy Solicitor receives download of record date CEDE positions from C
	Company files definitive proxy statement
	Company approves final Proxy Card
	Company confirms mail method to Broadridge (USPS Standard Mail)
	Company decides on printer
Thursday, April XX, 20XX	Broadridge records settlement/NOBO list produced
Friday, April XX, 20XX	Company receives NOBO password and forwards to Proxy Solicitor
	Company gives final OK to print
	Company approves Broadridge Notice Cards for Notice & Access mailing
	Broadridge completes printing of Voting Instruction Forms ("VIFs") in preparation of mailing
Monday, April XX, 20XX	Annual Reports/Proxy Statements/CEO Letters delivered to Broadridge
Monday, April XX, 20XX	Mail Date
Saturday, April XX, 20XX	NOTICES MUST BE MAILED BY XXXX DATE (SEC 40-DAY RULE)
Wednesday, May XX, 20XX	Proxy Solicitor commences call campaign to NOBO holders with 2,000 (or agreed upon number) shares and up (with certain shareholders removed from the call list) to coincide with holders' receipt of proxy materials
Monday, May XX, 20XX	Proxy Solicitor receives unvoted share range analysis from Broadridge and instructs 1st reminder mailing to targeted group of unvoted record holders and beneficial owners, if needed
Wednesday, May XX, 20XX	Proxy Solicitor begins follow-up calls to back office custodian banks, brokers and other nominees, for assistance in soliciting unvoted OBO positions
Wednesday, May XX, 20XX	Proxy Solicitor receives unvoted share range analysis from Broadridge and instructs 2nd reminder mailing to targeted group of unvoted record holders and beneficial owners, if needed
	Proxy Solicitor receives first Street vote transmission (15 Day Vote and daily thereafter) and discretionary broker vote on all routine proposals
Thursday, May XX, 20XX	Estimated release date of the ISS proxy analysis
	Estimated release date of the Glass Lewis proxy analysis
Monday, May, 20XX	Follow-up calls to unvoted institutional holders
Tuesday, June XX, 20XX	Proportionate vote issued on all routine proposals two business days before meeting
Thursday, June XX, 20XX	Annual Meeting (Virtual/In Person) ◆

Calendar						
March 2021						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30	31			
April 2021						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	
May 2021						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
30	31					1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
June 2019						
Sun	Mon	Tue	Wed	Thu	Fri	Sat
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

Key Dates - ◆



Company

2021 Annual Meeting - Inspector of Election Requirements

Task/Item Needed	Responsibility	Status
Have notary present at meeting (Virtual/In-person)		
Make copies of Broadridge DOM Report on meeting date		
Have at least one appointed proxy present at meeting (Virtual/In-person)		
Make sure there is a room with table and wi-fi internet access		
Certified Record List (including reconciliation outstanding shares page)		
Reconciliation Report (if needed)		
Ballot		
Omnibus Proxy from DTC		
Meeting Script		
Certification of Secretary		
Oath of Inspector		
Rules and Procedures		
Stockholder Meeting Registration Take Inspector over to meeting site		
Take Inspector over to meeting site (N/A for Virtual Meeting)		

Pre-IPO/Post Bankruptcy Listing

PRE-IPO/POST BANKRUPTCY LISTING

- ▶ Lay out Plan for Company on Process/Constituents/Roles and Responsibilities
- ▶ RFPs /Due Diligence with bankers/sell side/outside Counsel/Listing Agencies for selection process
- ▶ Once selected interface with Company /bankers/Lawyers on Schedule /Prospectus
- ▶ Select Listing Agency
- ▶ Work with Bankers/sell-side/Company on analysts on “pitch”
- ▶ Roadshows/Virtual meetings
- ▶ Act as virtual IRO and help in selecting IRO and/or IR firm
- ▶ Act as interim IRO until permanent IRO and/or Firm is selected
- ★ See attached for an example of detailed activities we can manage and implement.

Note: COVID-19 may impact with many in-person meetings being virtual

Company IPO Materials Timeline

* Assumes IPO completed week of Sept 14

IPO Preparation: Materials

Master

Corporate website audit
Pricing press release
12-month communications calendar

Listing

Listing press release
Listing Day "playbook"

Investors

Investor key messages
Investor Q&A
Investor Relations website
Corporate governance policies
Roadshow presentation
Investor FAQ for website
Sell-side and buy-side target lists
Investor email distribution list

Media

Media key messages
Media Q&A
Media target list and strategy
NASDAQ/NYSE media alert

Employees

Employee Q&A
Letter to employees
Employee "handbook" for IPO
RegFD training materials

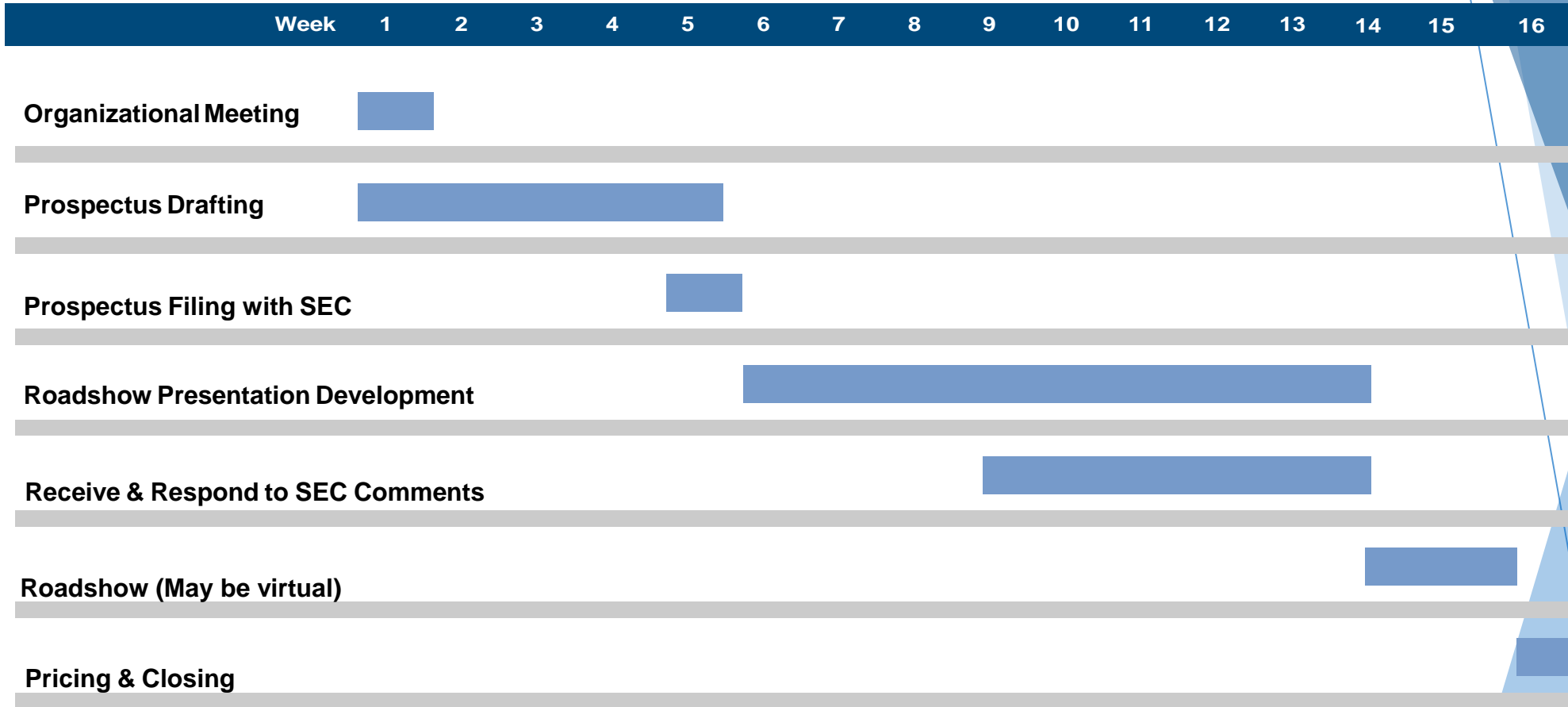
Vendors

Letter to vendors

Misc

Peer guidance and disclosure review
Earnings release template
Earnings conference call template

Typical IPO Timeline



IPO Activity Timeline

* Assumes IPO completed week of September 14, 2021

Date	Activity	Status/Notes	Completion Deadline	Responsibility
<u>IPO Preparation Activities</u>				
<i>Master Activities</i>				
Week of 8/10/XX	Website audit (includes IR portion)	To be completed	8/14/XX	Company/IR
Week of 8/17/XX	Review existing communications policy	To be completed	8/21/XX	Company/IR
Week of 8/31/XX	Update Communications Policy	To be completed	9/4/XX	Company to review
Week of 8/31/XX	Distribute Communications Policy	To be completed	9/5/XX	Company
Week of 8/24/XX	Develop basic crisis plan	To be completed	8/28/XX	Company
Week of 8/24/XX	Peer analysis - business and financial metrics reporting, guidance, macro factors	To be completed	8/28/XX	Company/Bankers
Week of 8/24/XX	Peer review - disclosure and quiet period policies	To be completed	8/28/XX	Company
Week of 8/31/XX	Develop 12-month communications calendar	To be completed working with PR	9/4/XX	Company/IR Firm (3 rd Party)
Week of 8/31/XX	Draft pricing press release	To be completed working with PR	9/3/XX	IR Firm (3 rd Party)
Week of 8/31/XX	Draft closing press release	To be completed working with PR	9/5/XX	IR Firm (3 rd Party)

IPO Activity Timeline

Pre-IPO Investor Relations Activities

Week of 8/24/XX	Develop investor website	To be completed	8/28/XX	Company/IR Firm (3 rd Party)
Week of 8/17/XX	Identify and contract with wire services vendor (NYSE/NASDAQ contract & partner services)	To be completed working with IR	8/19/XX	Company/
Week of 8/17/XX	Draft investor key messages	To be completed working with bankers	8/21/XX	Company/Bankers/IR Firm
Week of 8/31/XX	Draft investor Q&A	To be completed	9/2/XX	Company/Bankers/IR Firm
Week of 8/31/XX	Refine IR website / Update corporate site as needed	To be completed	9/2/XX	Company/Hosting Firm, IR/PR
Week of 8/31/XX	Set up investor relations hotline	To be completed	9/2/XX	Company/
Week of 8/24/XX	Work in conjunction with bankers and provide input on roadshow for future implications	To be completed working with bankers	8/28/XX	Company/IR Firm

Pre-IPO Media Relations Activities

Week of 8/31/XX	NYSE/NASDAQ Listing Day media recommendations memo	TO be completed working with PR	9/4/XX	IR Firm
Week of 8/31/XX	Develop target media list and media strategy (coordinate with NYSE/NASDAQ)	To be completed working with PR	9/4/XX	IR Firm
Week of 9/7/XX	Discuss listing day media strategy with management	To be completed	9/11/XX	Company/IR Firm
Week of 9/7/XX	Review NYSE/NASDAQ media alert	To be completed	9/11/XX	NYSE/NASDAQ/IR Firm
Week of 9/7/15	Draft media key messages	To be completed working with PR	9/11/XX	Company/IR Firm
Week of 9/7/15	Draft media Q&A	To be completed working with PR	9/11/XX	Company/IR Firm

Note: COVID-19 may impact with many in-person meetings being virtual

IPO Activity Timeline

Pre-IPO Employee Relations Activities

Week of 8/17/XX	Prepare and send Reg FD Training materials	To be completed working with Legal	8/19/XX	Company/IR Firm
Week of 8/17/XX	Conduct Reg FD, capital markets training and Q&A survival guide for executives - possibly post IPO	To be completed	8/28/XX	Company/IR Firm/Legal
Week of 8/24/XX	Draft employee Q&A - TBD	To be completed	8/28/XX	Company/IR Firm
Week of 8/24/XX	Develop employee "handbook" for IPO	To be completed	TBD	Company/IR Firm
Week of 8/24/XX	Develop letter to employees on news of becoming public (sort of IPO handbook)	To be completed	8/27/XX	Company/IR Firm

Corporate Governance Policy Development and Review

Week of 8/17/XX	Corporate Governance Documents for IR site	To be completed	8/21/XX	Company/Legal
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IPO Activity Timeline

Listing Day Activities

Week of 8/24/XX		Determine opening bell, closing bell or listing ceremony	To be completed	8/28/XX	Company/IR Firm/Exchange
Week of 9/7/XX		Arrange employee gift	To be completed	ASAP	Company/
Week of 8/10/XX		Arrange photographer	To be completed	ASAP	NYSE/NASDAQ
Week of 8/24/XX		Arrange management and guest lodging, transportation for all events and other logistics	To be completed	ASAP	Company
Week of 9/7/XX		Provide exchange with logos/images/video to use for marketing activities	To be completed	ASAP	Company
Week of 9/7/XX		Provide exchange a list of attendees	To be completed	ASAP	Company
Week of 8/31/XX		Arrange employee event for listing day	To be completed	ASAP	Company
Week of 9/7/XX		Arrange dinner or other evening event	To be completed	ASAP	Bankers
Week of 9/7/XX		Arrange media interview schedule	To be completed	ASAP	IR Firm
Listing Day					
Sort of	6:30 a.m.	Pricing complete: Update release accordingly		ASAP	Company
	9:30 a.m.	Bell Ringing Ceremony: Pictures taken on podium with NYSE/NASDAQ officials / team moves to trading post to watch first trade		ASAP	NYSE/NASDAQ
	9:30 a.m.	Webcast of Bell Ringing Ceremony for employees		ASAP	NYSE/NASDAQ
	10:00 a.m. - 12:00 p.m.	Media interviews (TBD)		ASAP	Company/IR

Initial Post-IPO Investor Relations Activities

Week of 9/21/15		Create sell-side and buy-side target lists for ongoing IR program	To be completed	9/21/XX	IR
Week of 9/21/15		Create/refine investor email distribution list for ongoing IR program (OK post roadshow)	To be completed	9/21/XX	Company/IR
		Discuss peer analysis and guidance practices with management		Post IPO	Company/IR
		Develop template for initial earnings release and script		Post IPO	Company/IR
		Earnings calendar / procedures		Post IPO	Company/IR