

**XYZ CORP.**  
**(DELAWARE)**

**Annual Meeting of Stockholders**

Held on \_\_\_\_\_, 2012

at

**[Insert Location of Meeting]**

**[9:00] a.m.**

**[Chairman]:** Good afternoon and thank you for coming to the 2012 Annual Meeting of the Stockholders of XYZ Corp. My name is **[Insert Name]**, and I am the **[Chairman of the Board and Chief Executive Officer]** of XYZ Corp. I will be serving as Chairman for this Meeting. On behalf of the Corporation, I would like to welcome all of our stockholders.

I would like to introduce those directors, officers and guests who are present today.

**[Insert Names of directors]**, each a director of the Corporation.

**[Insert Name]**, Chief Financial Officer of the Corporation; and

**[Insert Name]**, General Counsel and Secretary of the Corporation who will serve as secretary of this Meeting.

**[Secretary]:** Thank you. I present to the meeting a Notice of Annual Meeting and Proxy, which were mailed on or about \_\_\_\_\_, 2012, to the holders of record of all classes and series of Common Stock and Preferred Stock of the Corporation on \_\_\_\_\_, 2012, the Record Date.

I have here an affidavit, sworn to by **[Insert Name]** and duly signed, stating that a Notice of Annual Meeting of Stockholders and Proxy were mailed on or about \_\_\_\_\_, 2012, to all stockholders of record at the close of business on \_\_\_\_\_, 2012. This Affidavit, with exhibits, is available for examination by any stockholder present.

**[Chairman]:** The affidavit is accepted.

**[Secretary]:** In addition, the complete alphabetical list of the stockholders of record at the close of business on \_\_\_\_\_, 2012, who are entitled to vote, showing their respective addresses and the number of shares held by each, is available at this Meeting for inspection by the stockholders.

**[Chairman]:** Thank you, **[Insert Name of Secretary]**. Voting in person on the matters to be considered at this meeting will be by ballot. If you have delivered a proxy to the Corporation, your shares will be voted in the manner you have specified in that proxy and, unless you wish to change your vote, it will not be necessary for you to sign any written ballot at this meeting. In accordance with the Certificate of Incorporation of the Corporation, as amended, each share of Class A Common Stock shall have one vote per share and each share of Class B Common Stock shall have ten votes per share.

**[Insert Name]** has been appointed to serve as Inspector of Elections. **[Insert Name]** has signed **[his/her]** oath of office, which oath is hereby submitted to the Corporation **[Present Oath from Inspector of Elections]** and is hereby made part of the record of this meeting.

**[Insert Name of Inspector of Elections]**, will you please present your report of the number of shares present in person or by proxy at this Meeting so that we can determine whether a quorum is present.

**[Secretary]:** Mr. Chairman, there are a total of \_\_\_\_\_ shares of **[insert class/series description]** Common Stock and entitled to vote as a single class as of \_\_\_\_\_, 2012, the Record Date. We have present, in person or by proxy, holders of record of \_\_\_\_\_ shares of **[insert class/series description]** Common Stock and \_\_\_\_\_ shares of **[insert class/series description]** Preferred Stock, which together represent \_\_\_\_% of the Corporation's \_\_\_\_\_ shares of stock entitled to vote at this Meeting. Therefore, more than a majority of the Corporation's outstanding shares of stock is present and there is a quorum present.

**[Chairman]:** Thank you, **[Insert Name of Inspector of Elections]**. On the basis of the report of the Secretary and the Inspector of Elections, the Chairman finds that proper notice has been given and that a quorum is present; accordingly, this Meeting has been properly convened.

**[Insert Name of Secretary]**, were there any stockholder nominations or proposals for business for this Meeting properly filed with you as Secretary?

**[Secretary]:** No, Mr. Chairman.

**[Chairman]:** Since no stockholder nominations or proposals were properly filed with the XYZ Corp. Secretary in advance of this Meeting as provided in the Bylaws and since the Board of Directors has not brought any additional business to this Meeting, the sole order of business is to elect **[Director Nominee 1]**, **[Director Nominee 2]** and **[Director Nominee 3]** to serve as members of the Board of Directors.

**[Following the official conduct of business we will adjourn the meeting, but the officers and directors in attendance will be available to answer any questions the stockholders might have after the meeting.]**

**[Secretary]:** I move that Proposal 1 to elect **[Director Nominee 1]**, **[Director Nominee 2]** and **[Director Nominee 3]** to the Corporation's Board of Directors as set forth in the Corporation's Notice of Annual Meeting of Stockholders and Proxy be approved as stated.

**[Chairman]:** I have a motion to approve Proposal 1. Is there a second?

**(from the floor):** Second.

**[Chairman]:** I now declare the polls open for voting on Proposal 1. If you wish to vote in person on this proposal, please deliver your ballot to the Inspector of Elections at this time. You may use the ballot to vote separately for each individual nominated for board membership.

**[PAUSE]**

**[Chairman]:** As it appears no further ballots are to be submitted at this time, we shall proceed.

This concludes the specific proposals that were set forth in the Notice as the agenda for this meeting.

There are no other matters set by the board or the officers for your consideration at this meeting. And, as no other matters have been properly raised by the stockholders, we will move on to closing out this meeting.

Is there any stockholder entitled to vote that has not yet delivered his proxy or ballot to the Inspector of Elections?

**[PAUSE]**

There being no ballots remaining to be submitted, I declare that the polls are closed and direct the Inspector of Elections to tally the proxies and ballots and prepare the report.

**[Secretary]:** Mr. Chairman, the Report of the Inspector of Elections is as follows:

Regarding the election of directors, **[Director Nominee 1]** received affirmative votes from \_\_\_\_\_ shares of **[insert class/series description]** Common Stock and, together representing \_\_\_% of the shares authorized to vote, voting together as a single class. **[Director Nominee 2]** received affirmative votes from \_\_\_\_\_ shares of **[insert class/series description]** Common Stock and, together representing \_\_\_% of the shares authorized to vote, voting together as a single class. **[Director Nominee 3]** received affirmative votes from \_\_\_\_\_ shares of **[insert class/series description]** Common Stock and, together representing \_\_\_% of the shares authorized to vote, voting together as a single class.

Each nominee received a plurality vote of the common stock represented in person or by proxy and entitled to vote at this meeting.

**[Chairman]:** Based on the report of the Inspector of Elections, I declare Proposal 1 adopted by the holders of a plurality of the Common Stock and Preferred Stock, voting together as a single class.

At this time, I would like to thank the stockholders of the Corporation for their attendance. If there is no further business, I will entertain a motion to adjourn the meeting.

**[Secretary]:** I move that the Meeting be adjourned.

**(from the floor):** Second.

**[Chairman]:** I declare this meeting adjourned. Thank you all for attending.