

# MERIDIAN DIRECTOR

## NOMINATION & ELECTION PROCESS



The Meridian Director nominations and elections process is summarized below. This year, we have partnered with [Survey and Ballot Systems](#) (SBS) to administer our 2023 secure online nomination petitions and electronic voting. [Online petitions](#) can be submitted through July 29. On August 11 at 9 AM/ET, Members will receive an email from [noreply@directvote.net](mailto:noreply@directvote.net) containing general information and a unique link to their ballot.

The Meridian Board of Directors consists of seven Regional Directors and two Directors At Large. Each year, three Directors are elected. For 2023, these consist of:

- Regional Director (Region 2)
- Regional Director (Region 5)
- Regional Director (Region 6)

The Bylaws were amended this year to introduce a new nomination and election process for Meridian Directors. The current process is summarized below. For a full description of the process, please refer to the Bylaws.

### NOMINATION PROCESS

- At least 90 days prior to each Meridian Annual Meeting, Meridian Members will be notified of the Director positions to be filled.
- Any person desiring to run for election must be nominated by [petition](#).
  - For a Regional Director position, the petition must be signed by at least five Meridian Members from that Region.
  - For an At Large position, the petition must be signed by at least five Meridian Members from any Region.
- To be eligible to become a nominee:
  - Individuals must be current General Managers or CEOs of a Meridian Member.
  - For Regional Director positions, the Member of the nominee must be located in the applicable Region.
- Signed petitions must be submitted electronically to SBS and received by Meridian at least 60 days before the Meridian Annual Meeting.
- The Election Committee will review the validity of petitions and the eligibility of candidates.

### REQUIREMENTS FOR PETITIONS

- For a petition to be valid:
  - The named candidate must meet the eligibility requirements.

- The petition must be signed by authorized representatives of at least five Members in the applicable Region for a Regional Director position, or at least five Members of any Region for an At Large position.
- The petition must be timely submitted.
- Meridian will make reasonable efforts to notify candidates if petitions are incomplete or do not meet the requirements. Meridian's failure to do so shall not provide a basis for any protest or objection to the nomination or election process.

### REQUEST FOR MEMBER LIST

- Individuals who wish to submit a petition may request a list of Members in the applicable Region (for Regional Director elections) or of the entire cooperative (for At Large elections).
- These lists shall be used solely for the purpose of soliciting support for the individuals' nomination.
- Lists will only be provided to qualified candidates who have signed a nondisclosure agreement in which the individual agrees that the Member list:
  - will be kept confidential
  - will be used solely for purposes related to submitting a petition
  - will be deleted or destroyed on or before the petition deadline
- The [nondisclosure agreement](#) can be downloaded, signed, and returned to Meridian Corporate Counsel, Roland Hall via email at [hall@ahclaw.com](mailto:hall@ahclaw.com), or via mail or delivery service to:

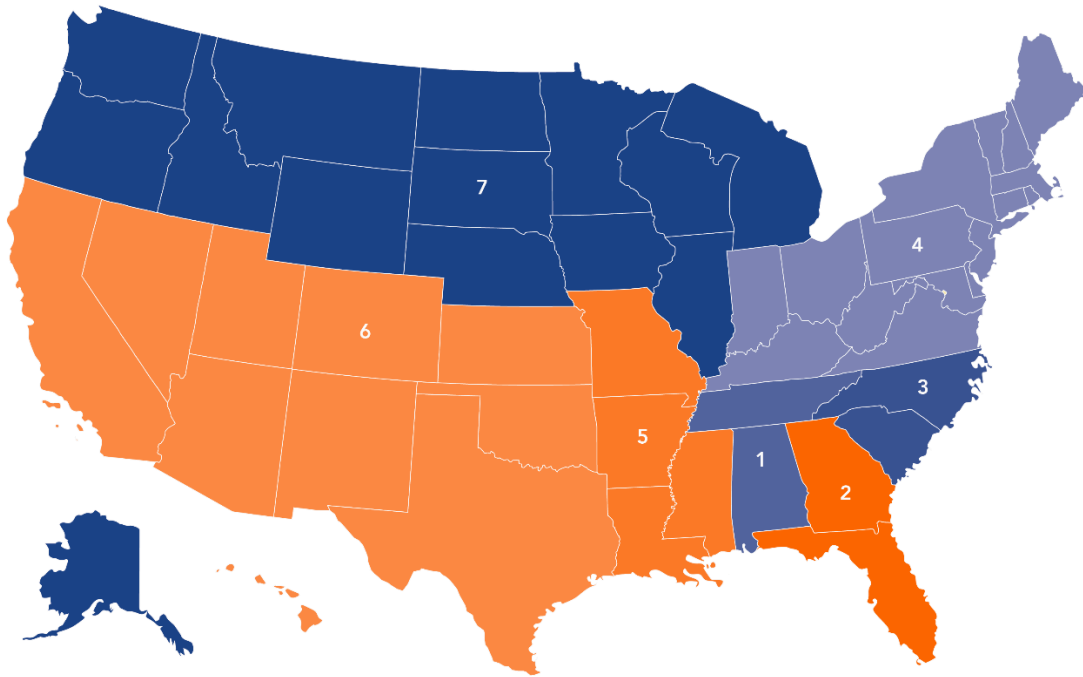
Roland Hall  
 Autry, Hall & Cook, LLP  
 2100 East Exchange Place, Suite 210  
 Tucker, Georgia 30084

### ANNOUNCEMENT OF NOMINEES; ELECTIONS

- At least 45 days before the Meridian Annual Meeting, a list of eligible nominees for each Director position will be made available to the Members on our [governance website](#).
- If no eligible petitions are received by the deadline, the Election Committee will appoint one or more nominees for each position.
- Members in the Regions for which Regional Director elections are being held will receive email notification that electronic voting has begun. For At Large Director elections, all Members will receive such email notification.
- Election results will be reported at the Annual Meeting.

### MEMBER VOTING REGIONS

- The Regions for Regional Director elections are shown below.



REGIONS IN ORANGE INDICATE THEY ARE UP FOR RE-ELECTION

If you have any general questions about the nomination and election process, please contact General Counsel, Roland Hall, at (770) 270-6984 or [hall@ahclaw.com](mailto:hall@ahclaw.com). If you have technical questions regarding petitions or ballots, please contact SBS at 800-974-8099 or [support@directvote.net](mailto:support@directvote.net) (Monday-Friday between 8 AM-5PM/CT).