



مركز المشروعات الدولية الخاصة  
Center for International Private Enterprise

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*ISS Proxy Voting Manual, SM*  
*Institutional Shareholder Services*

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**: Accelerated-ownership options**

.reload options

.Charter

**: Articles of incorporation**

**: Backend loaded stock options**

**: Blank check preferred stock**

**: Bylaw**

**: Call option**

articles of

**: Charter**

incorporation

**: Classified board**

confidential voting

**: Closed voting**

**: Confidential voting**

voting by secret ballot

**: Corporate governance**

**: Cumulative voting**

**: Deferred stock**

**: Dilution**

**: Discretionary option grants**

**Divisional or unbundled incentive**

: compensation plans

**: Employee stock ownership plans**

stock bonus plan

) leveraged stock bonus plan

(

matching employee stock ownership plans

**: Equity ownership plans**

**: Exercise price**

( ) ( )

**: Fair price requirements**

**: Formula-based stock incentive plan**

( ) phantom stock

.phantom stock

**: Formula value stock**

**: Golden parachutes**

[( )]

**: Greenmail**

.blackmail

.Greenmail

**: “In-the-money”**

.( )

**: Incentive stock options**

( ) .qualified stock options

.Section 422A of the Internal Revenue Code

%

**: Indemnification**

**: Industry-indexed options**

) at-market grant (

**: Incremental stock ownership**

reload options

**: Junior stock**

**Limited stock appreciation rights (LSARs)**

:

incentive stock options

(LSARs)

nonqualified stock options

exercise price

(LSARs)

Securities and

)

(Exchange Commission [SEC])

**: Mega-grants, or super options**

**: Nonqualified stock options (NQSOs)**

nonstatutory stock options

%

( )

. NQSOs

**: Nonstatutory stock options**

)

**: “Out-of-the-money”**

(

**: Performance shares**

**: Performance units**

(perks)

**: Perquisites**

formula value

**: Phantom stock**

.stock

shareholder

**: Poison pill**

.rights plan

diluting ( % )

**: Preemptive rights**

**: Premium priced options**

**: Proxy**

**: Proxy card**

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**: Proxy contest**

**: Proxy statement**

( )

( )

(Schedule 14A & 14B, the Securities Exchange Act of 1934 )

**: Put option**



**: Qualified stock options**

incentive stock options

**: Recapitalization plan**

**: Reincorporation**

Delaware

**: Reload options**

incremental stock ownership

restoration options

accelerated-ownership options

( )

**: Restricted stock**

reload

**: Restoration options**

options

**: Restructuring plan**

**: Rights of appraisal**

**: Shareholder rights plan**

**Shareholder value analysis and stockholder**

**: wealth**

( ) ( ) ( ) :

**: Shark repellent**

**: Stakeholder laws**

**: Stock appreciation rights (SARs)**

(SARs)

(SEC)

Section 16(b) of )

( )

( the Securities Exchange Act of 1934

(SEC)

(NQSOs)

incentive stock options  
(SARs)

**: Stock options**

(spread)

**: Street name, or nominee name**

“in street name”

( )

: **Supermajority**

**Time-accelerated**

: **restricted stock award plan (TARSAP)**

TARSAP

: **Tin parachutes**

( ) "golden parachutes"

: **Unequal voting**

: **Volatility**

: **Voting by secret ballot**

. confidential voting

: **Written consent**

( )