

# Kenari Inc. Annual Shareholder Meeting Agenda

**Date:** Second Monday in January

**Time:** TBD

**Location:** (Within or outside Georgia as designated by the Board of Directors)

## 1. Call to Order

- **Presiding Officer:** Chairman of the Board or designated officer.
- **Secretary:** Ensure minutes are recorded.

## 2. Roll Call and Quorum Verification

- A **majority of shares entitled to vote**, represented in person or by proxy, constitutes a quorum.

## 3. Approval of Agenda

- Present and approve the meeting agenda.

## 4. Election of Directors

- **Election Process:**
  - Directors are elected by a **plurality of votes** from shares present or represented by proxy.
  - Each outstanding share is entitled to **one vote per director**.
- **Action Required:** Shareholders vote on nominees to serve until the next annual meeting.

## 5. Presentation of Financial Statements

- Provide:
  - **Balance Sheet:** Summary of assets, liabilities, and surplus as of the fiscal year-end.
  - **Profit and Loss Statement:** Including dividends, distributions, and other changes in surplus accounts.
- **Discussion Points:**
  - Current financial health and performance.
  - Plans for profitability and growth.

## 6. Shareholder Resolutions

- Discuss and vote on any resolutions proposed by the Board or shareholders.
- Examples:
  - Amendments to the bylaws.
  - Declaration of dividends.
  - Authorization of corporate actions (e.g., issuance of new shares).

## 7. Reports and Updates

- **CEO Report:** Overview of company performance, strategy, and goals.
- **Other Officer Reports:** Treasurer, Secretary, or department heads.

## 8. Open Forum

- Allow shareholders to ask questions or propose discussion topics.

## 9. Adjournment

- Announce the conclusion of the meeting and record adjournment in minutes.

## Key Preparations for the Meeting

- Notices:**
  - Send written notices to shareholders **10-60 days** before the meeting.
  - Notices should include:
    - Date, time, and location.
    - Purpose of the meeting (e.g., election of directors, financial statement review).
- Proxies:**
  - Shareholders may vote by proxy, which must be filed with the Secretary before or at the meeting.
- Inspectors of Election:**
  - Appoint inspectors to oversee the election process and validate results.
- Record Date:**
  - Set a record date **10-60 days** before the meeting to determine eligible shareholders.
- Financial Statements:**
  - Prepare and provide financial documents for shareholder review as per Article V, Section 5.5.

## Budget Estimate for the Meeting

Category	Estimated Cost
Venue Rental	\$2,000 - \$5,000
Catering	\$1,000 - \$2,500
Printing & Distribution (Notices)	\$500 - \$1,500
Inspector Fees	\$500 - \$1,000
Audio/Visual Equipment	\$1,000 - \$2,000

Miscellaneous

\$1,000

**Total Estimate**

**\$6,000 - \$12,000**

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