

# Secure, expert handling of corporate takeover vote

**MIM Holdings, an Australian-based mining and mineral processing company managing its share registry in-house, held a scheme of arrangement meeting in connection with the highly contentious acquisition of MIM by Swiss-based mining company Xstrata.**

**The resolution required approval by 75% of votes cast and 50% of voting members. The proxy phase and meeting were to be completed within a demanding 21 day timeframe.**

**The vote was handled securely and impartially by Computershare's meeting services team.**

## The challenge

The challenge for MIM was to conduct a completely impartial, secure and efficiently run meeting, to ensure full legal and regulatory compliance and to minimise shareholder confusion regarding registration and voting requirements. In a complex legal environment, MIM was also faced with managing risk and external interference. The takeover campaign was characterised throughout by the spectre of legal challenges and intense public scrutiny.

While MIM possessed the data to manage the voting process, it lacked the procedural and technical knowledge and staff resources to provide proxy processing and Returning Officer services.

In a situation unprecedented in the Australian market, MIM shareholders received six separate proxy forms, increasing the potential for confusion – legal compliance demands that the proxy ultimately processed is the latest received.

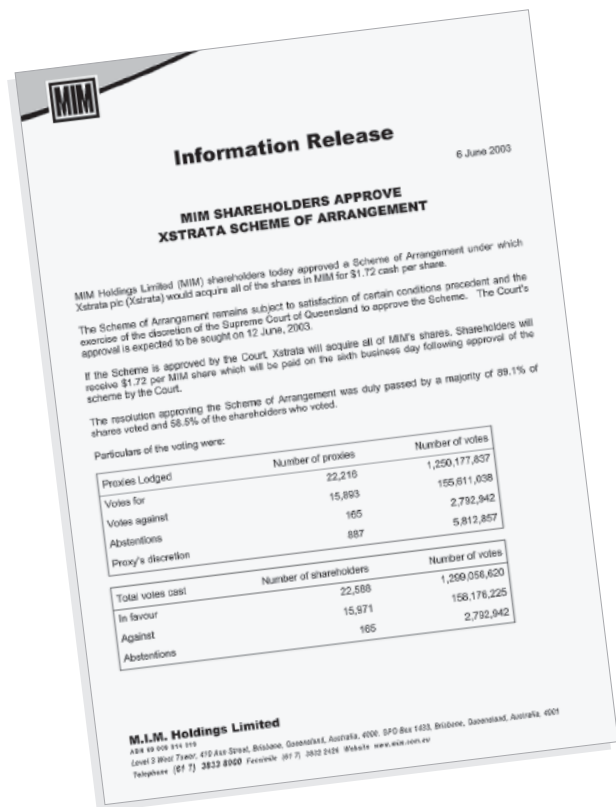
To add to the confusion, 38,000 valid proxies were received, none of which could be scanned. All forms required manual processing, increasing the risk to data integrity.

## Tailoring a solution to break through the complexity

After receiving the initial call from MIM requesting technical advice on the voting process, Computershare's involvement in this process rapidly progressed to providing proxy processing and Returning Officer services to MIM.

In recognising the intricacies of the project, our team was deployed to Brisbane to undertake detailed planning to enhance the prospects of helping MIM meet its objectives. This included the development of a software program that enabled scanning of proxy barcodes and facilitated more accurate and timely processing.





*The Xstrata takeover of MIM Holdings captured nationwide interest*

To mitigate the potential risks stemming from the frenetic proxy activity, a 100% audit was conducted on all proxies to ensure their accuracy and validity.

MIM Holdings was a Queensland and Australian institution. Intense shareholder interest in the outcome saw an overwhelming 1,000 members attend the meeting. All were registered to vote with 100% accuracy through a process that eliminated the complexity and confusion prevalent throughout the proxy phase.

A strong element of consulting work was essential to ensure the correct legal outcome, while full transparency of progress for MIM was achieved through daily updates and close liaison.

**Conducting a campaign with proactivity and precision**

In an environment of intense media interest, unprecedented proxy activity, unexpectedly high shareholder attendance and a background of possible legal challenges, MIM was able to meet its objectives. The resolution was passed narrowly, clearing the way for the Xstrata takeover. Importantly, MIM's reputation was also effectively managed throughout the process.

Computershare's flexible, end-to-end management of the proxy process and company meeting minimised shareholder confusion, generated time efficiencies and provided the technical and procedural expertise to ensure a completely impartial, secure vote.

MIM reported that Computershare *'...had done everything we could have hoped for and more in difficult circumstances.'*

**Effective company meeting service checklist**

- ✓ Employ a proven method to cope with any contingencies
- ✓ Communicate effectively with your stakeholders through tailored documentation
- ✓ Have confidence that all proxies are validated, processed and checked by us
- ✓ Create a register of voters from your database
- ✓ Free up your staff resources with our specialised, mobile project team
- ✓ Simplify the securityholder registration process and ensure precise handling of enquiries
- ✓ Have confidence that all votes are tabulated and checked by us
- ✓ Gain peace of mind through an impartial facilitator
- ✓ View 'live' progress of vote or resolution
- ✓ Receive complete transparency of the vote through tailored information reports
- ✓ Satisfy procedural requirements with a full independent audit

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