



IR Website Best Practices Guide

Compliance & Disclosure

Introduction

Every Investor Relations Officer knows the importance of an IR website, though the purpose and goals of the site will vary based on the needs of each company. For many, the site serves as the archive of record for all historical public disclosure, while others view it as the primary method of disclosure itself. And for some, the IR site is simply used to maintain compliance with SEC regulations. Regardless of the perspective, a great IR website serves as an easy way to communicate important information to a large number of investors or analysts in real time, and in a consistent manner.

Over the last few years, the purpose and value of IR sites has evolved as new technology has changed the behavior of the average investor. It's never been easier to leverage the power of the web to enhance corporate communications and engage investors, and there are a number of easy ways to capitalize on this opportunity.

This guide is part of a series of informational materials produced by SNL IR Solutions to assist companies in maximizing the value of their IR site. This publication focuses specifically on compliance and disclosure issues, as well as web best practices. These are essential building blocks, and no IR website is complete unless certain regulatory requirements are met and proper web standards are maintained, making the experience both valuable and easy for company shareholders.

IR Website Checklist

There are a multitude of important elements to include on an IR website, many of which will be outlined in this guide. As an introduction, here are a few of the basic requirements that should be part of each and every IR website, no matter the size or type of company:

1. Clear and visible link from the corporate home page

Investors and analysts shouldn't have to search for the IR website. Because the IR site is such an important piece of the corporate website as a whole, the IR portion should be linked prominently so that it's obvious where to find IR content for a new site visitor.

- Can site visitors access the IR website from any page?
- Is the link direct (one click access)?
- Does it have an easy to remember URL?

2. Design continuity with the corporate website

Investors shouldn't feel like they're leaving the corporate site when they click through to the Investor Relations section. IR is a key part of the company's public facing web presence, so it's important that the design and branding are consistent from section to section.



- Does the IR look and feel blend seamlessly with the corporate site?
- Does the IR site incorporate all the same style elements?

3. Complete and detailed contact information

It should be the goal of every IR department to make the IR website a comprehensive, 24/7 means of communication to investors and analysts. However, site visitors may also want to speak to the IRO directly, so contact details should always be posted prominently, front and center.

- Always include a direct email address and phone number, preferably not a generic address such as ir@companyname.com
- Include the hours when the IRO can most likely be reached by phone so investors know when an email may be more convenient
- A headshot of the IRO is always a nice touch

4. Reliable 24/7 accessibility

It goes without saying, but an IR website is only useful if investors and shareholders can access it. When launching a new IR website, or reviewing your existing solution, the importance of verifying that the site can support a high volume of traffic without any adverse impact to site visitors cannot be overlooked.

- Is the web host reliable?
- Is there a way to measure site usage and traffic to look at trends?

Disclosure & Compliance

IR Website Regulations

The IR website is, at its core, a compliance tool. Under the Sarbanes-Oxley Act of 2002, all public companies that maintain corporate websites are required to post on those sites their Section 16 filings outlining activity by beneficial owners by the end of the business day after the report is filed with the SEC. Each report must remain posted for at least 12 months. This, in and of itself, does not seem very significant. However, it represents the base of what the IR website has come to embody –open and transparent communication. By making these filings easily accessible to the public on its corporate website, the company is actively inviting investors to review the activity of the company’s largest and most influential shareholders. Rather than forcing investors to third parties, the company’s website now becomes the source.

In 2005, starting with their voluntary filer program, the SEC initiated the ruling that requires that all filing public companies must provide their financial statements on their corporate websites in interactive data format using the eXtensible Business Reporting Language (XBRL). This applies specifically to a company’s 10-K and 10-Q filings. When initiating this requirement, the SEC noted that the new rules were intended to make financial information easier for investors to analyze, further driving the importance of clear and transparent communication between public companies and investors.

More recently, effective in 2009, the SEC enacted the “Notice & Access” amendments to proxy rules, which outlined how public companies were required to make proxy materials available to investors, including via their corporate websites. These rules state that all issuers must post proxy materials on an internet website (proxy statements, annual reports, letters to shareholders, notices of shareholder meetings or other documents included in the proxy package), which must be a publicly accessible site other than SEC’s EDGAR. These materials must be in a format that allows reading, searching and printing (PDF is acceptable), and the materials must be posted such that they protect the anonymity of a person accessing that website, meaning that site cannot use tracking cookies that reveal an individual’s identity and behavior. This naturally fits very nicely within the theme of improving the way public companies communicate with their investors, and the ease with which investors can access important information via the company’s corporate website.

While simply adhering to these requirements will fulfill most of a public company’s regulatory obligations with respect to their IR website, the spirit of the laws suggests that much more can

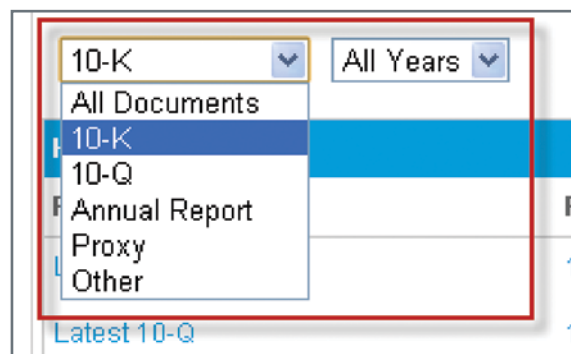
be done as a best practice to leverage the power of the Web for investor relations. The following sections outline many of the ways that companies can utilize technology to improve the investor experience on their IR websites while meeting their compliance obligations and embracing the spirit of those requirements.

SEC Filings

When looking at a best practice IR website, it’s crucial that SEC filings are quickly and easily available to investors. Because of the volume of documents public companies file each year, this means not only making it obvious where to find them, but also providing site visitors with tools that help them easily drill down to the content they’re looking for. The best IR websites provide investors with:

Relevant document categories/filters

- Include quick filter options for the document types that investors are most interested in, typically 10-Ks and 10-Qs, Proxy Statements and 8-Ks
- Make sure you have the flexibility to add new filters based on investor feedback
- Give investors the option to filter Section 16/insider filings, or provide a specific page for this content entirely



Provide multiple formats

- Adds convenience for investors whether they’re viewing them in a web browser (HTML) or downloading/printing them for later (PDF)



Descriptive abstracts

- Including brief descriptions of documents like 8-Ks makes it easier for investors to find the documents they’re looking for without having to open them blindly
- This is especially valuable for insider filings, as it’s typical to file many on the same day, and investors may be looking for a document pertaining to a specific officer or director



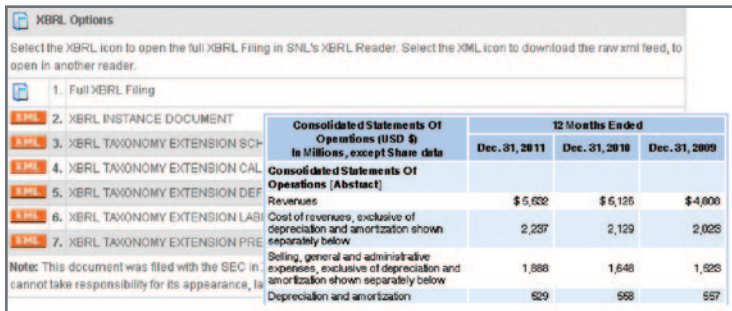
Full-text search and indexing

- Investors may be looking for something very specific within filings, so a powerful search application is the best tool to narrow down the content
- The search tool should be easily visible and accessible, and the content of filings should be fully-indexed for a text search



Access to XBRL content and reader

- XBRL files for appropriate documents should be available alongside other formats
- Some investors will have their own readers while others may not, so it is advisable to provide a rendered version of XBRL content in addition to the raw XML files

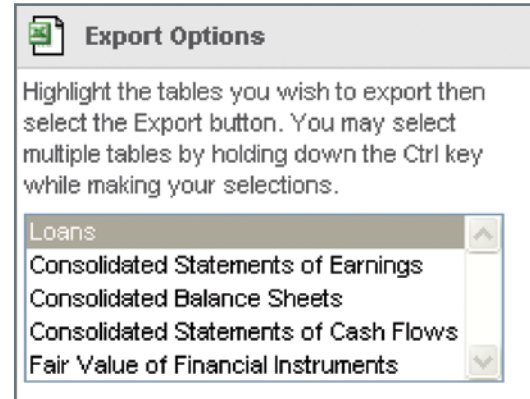


Filing definitions

- Provide click-through definitions or a glossary that explains the purpose of each filing type, which is especially valuable for less common or frequent filings

Excel downloads

- Providing downloadable excel files for your financial statements is a great value-add for investors and analysts, and saves them time and potential errors if they would otherwise be entering data into their models by hand

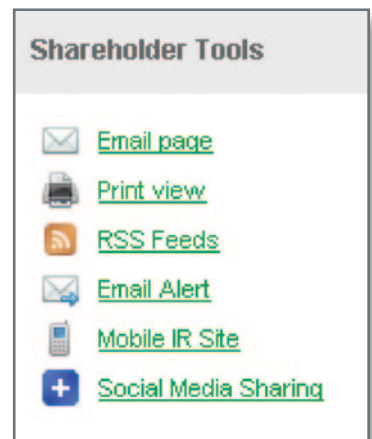


Archive for at least one year

- The SEC requires that insider filings are kept on the website for a period of at least 12 months
- As a best practice, it is recommended that ALL filings are kept on the website for at least this length of time, and ideally much longer – five years or more
- This helps the IR website become the source of record for company information

Email notifications and RSS

- Offer an easy way for investors to stay apprised of new information, without having to periodically check the website
- Provide functionality that automatically alerts subscribers of new content with a descriptive email that is hyperlinked back to the IR website
- It is a best practice to provide this content via RSS (Really Simple Syndication) as well, allowing investors to be notified of new filings in their RSS readers



Proxy Materials & Cookies

With the Notice & Access rules in place for all public companies, there are special website considerations for a company's proxy materials that must be addressed to remain in compliance. As noted above, all issuers must post proxy materials on a publicly available website other than SEC's EDGAR. They must be in a format that allows reading, searching and printing (like a PDF), and the site on which they're posted cannot use tracking cookies in order to protect the anonymity of the site visitor.

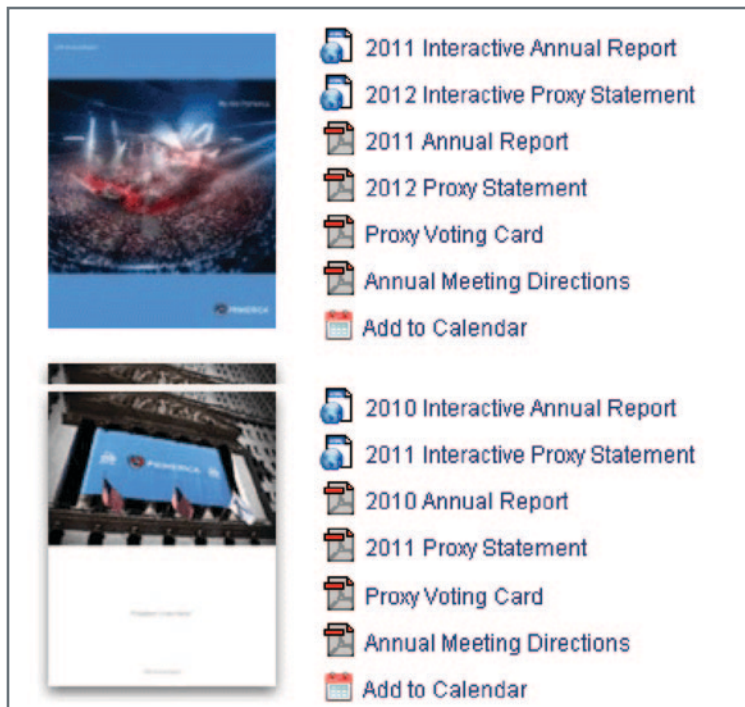
With these regulations in place, and keeping in line with IR best practices, here are a few things to consider when posting these materials:

Confirm with your website provider that the IR site does not use tracking cookies

- This may require segregating these pages from other areas of the corporate site
- Some cookies are OK, as long as they do not track the individual user's identity along with their behavior

Post proxy materials on a standalone page so they can be easily accessed without sorting or filtering

- Site visitors should be provided with a URL that takes them directly to the proxy materials, which should include:
 - Latest Proxy including amendments
 - Latest 10-K
 - Annual report
 - Shareholder letters or notices
 - Proxy/voting card
 - Annual meeting information



Use an easy to remember URL or redirect

- Work with your web host ahead of time to create a specific URL or redirect that can be used each year
- It should be easy to type manually, and should bring shareholders directly to the proxy materials
- A URL like www.your_company.com/proxy is simple to key in from the proxy card or hard copy annual meeting materials, and it's easy to remember from year to year

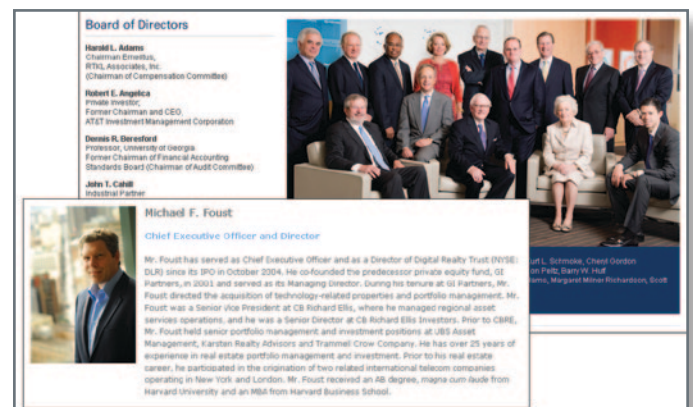
Corporate Governance

This is an often overlooked, but critical piece of an Investor Relations website. Just as important as a company's performance and results is its leadership, including management team and board of directors. Shareholders are always going to look for a good return on their investment, but a key factor in one's decision to make an investment is confidence in the management team and the principles that guide them and the company. This is the backbone of the company, and a great corporate governance section will not only provide investors with committee charters and guidelines, but will also illustrate that the company has the right team in place to drive its long-term success.

The key components that make a great corporate governance section are:

Detailed officer & director information

- Provide biographies for the entire management team and the board of directors to showcase their background and past success
- This is a great way to show investors that a company has an experienced and capable team in place to execute corporate strategy



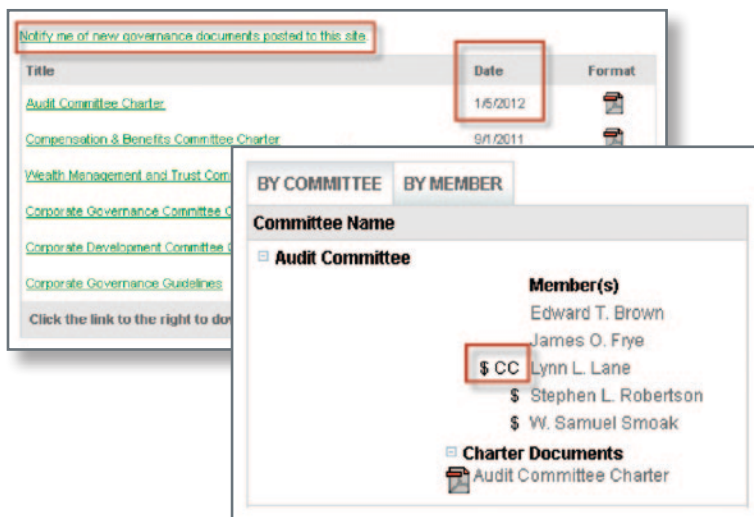
- Including headshots adds a personalized touch
- Provide contact information (email and/or phone number) to show that the management team is accessible and willing to communicate with investors

Corporate governance documents

- Committee charters and ethics documents should be easily available for download and review
- Documents should be time-stamped to indicate that they've been reviewed annually
- Offer a way for investors to be alerted when documents are revised, or when new documents are added, typically by email

Committee membership and expertise

- Outline the members of each committee, and indicate the chairperson and financial experts (for the audit committee)



Company News & Press Releases

In addition to SEC filings, issuing a press release is one the most common ways a public company communicates both material and non-material information to shareholders and the investment community. Because press releases are widely distributed and meant for public consumption, they are typically the first place investors go for information, both material and non-material, even if an associated 8-K is filed. For this reason, it's important that an archive of releases is kept on the investor relations website. Even more important, new press releases should be posted to the site in a timely manner, with the best practice being simultaneous posting along with public distribution.

Here are some best practices to consider when launching or reviewing an IR press releases page:

Timely posting of new releases

- If issuing a press release with a wire service, make sure these releases feed onto the press release page automatically

- Automated posting will ensure the IR website is always in sync with the information that is available publicly, and it reduces the risk of posting information prematurely through a manual process
- If press releases are issued using a wire service, but a manual process is used for the website, take caution to ensure releases are posted as close to, but not before, the release is distributed publicly through the wire
- If using the IR website to post press releases exclusively (also referred to as "Web Disclosure"), it's important to ensure that the proper notification tools are in place, and that all content has been reviewed and approved before posting. (See the SEC's interpretive guidance on the use of websites for disclosure for more information: <http://www.sec.gov/rules/interp/2008/34-58288.pdf>)



Descriptive categories and filters

- Categorize archived releases to make them easier to find
- Including dropdown filters is an easy way to allow investors to sort press releases by date and type

Multiple formats for convenience and readability

- HTML releases are great for web viewing, but PDFs might be better for printing
- If HTML releases are posted by default, include a PDF option or functionality that investors can use to convert the HTML to PDF

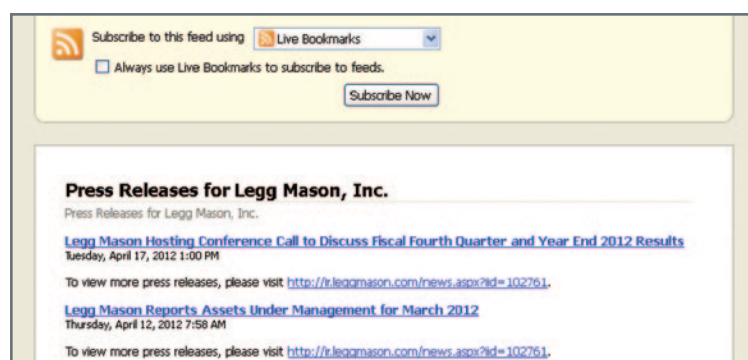
Full-text search and indexing

- All press release headlines and content should be indexed and investors should be provided with search functionality

- This is yet another way to make it easy for site visitors to quickly find the information they're looking for without having to read through extra content

Email notifications & RSS

- Email notifications are a convenient way for investors to stay apprised of press releases and news automatically
- A link or field for sign-up should be readily accessible from the press release page
- Providing an RSS feed for news offers investors another way to sign up for automated alerts, and is a widely used alternative to email alerts



Summary

A great IR website will serve as the de-facto source of information for investors and analysts. By approaching it from that perspective, a public company can not only offer a website that fulfills regulatory requirements, but one that becomes a 24/7 extension of the IRO.

The key considerations when organizing your IR website and its display content:

Is the information my investors and analysts are looking for easy to find?

- Are pages labeled clearly?
- Have I minimized the clicks it takes to reach important content like SEC Filings and Press Releases?
- Can I direct investors to the website to answer common questions I'd get on the phone?

Is the content updated frequently and in a timely manner?

- How much of the standard content is automated?
- Does the information on my website match what has been publicly disclosed?
- Who is responsible for keeping everything up to date?

Am I in compliance with SEC regulations?

These considerations are of course not unique to the compliance areas of your IR website, and can be applied to all areas of the site where similar practices and functionality can be used. Thinking about these questions and using the tips for disclosure and compliance covered in this guide will provide solid building blocks for a best practices IR site, and ultimately it will create a richer online experience for your investors and analysts, and the investment community as a whole. ❖



One SNL Plaza
P.O. Box 2124
Charlottesville, VA 22902
434.951.7781
irsales@snl.com
SNL.com

