

## Corporate Governance & Shareholder Activism

HCMP's Business group provides our local, national and multinational corporate and nonprofit clients with the sophisticated legal and business acumen needed to effectively operate their companies and to handle day-to-day and extraordinary concerns. We assist our clients in achieving all of their most important corporate needs, whether those are assessing related benefits and risks, providing strategic planning, or advising ownership, management and directors with creative, flexible and timely solutions.

We also provide counsel on a wide range of business, commercial and governance matters, including affiliate transactions, business judgment, corporate control, directors' oversight, executive compensation, fiduciary duty and liability issues, shareholder relations, stock plans, and succession planning.

Activist shareholder campaigns and proxy contests are increasingly being used by investors to force management and strategic change at public companies. HCMP counsels clients on a variety of activist and defensive strategies, from behind-the-scenes long-term partnerships with management to proxy contests and consent solicitations. We have extensive experience dealing with advance notice bylaws, assisting with "books and records" and shareholder register demands, handling regulatory approvals, effecting board changes, and engaging in defensive and offensive litigation, as well as experience navigating the associated shareholder communications.