

HERSHEY CO
Form DEFA14A
April 11, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
 Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

The Hershey Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Notice

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the

Annual Stockholder Meeting to Be Held on May 21, 2019.

Meeting Information

THE HERSHEY COMPANY

Meeting Type: Annual Meeting

For holders as of: March 22, 2019

Date: May 21, 2019 Time: 10:00 a.m. EDT

Location:

GIANT Center

550 West Hersheypark Drive

Hershey, PA 17033

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

THE HERSHEY COMPANY

P.O. BOX 819

HERSHEY, PA 17033-0819

E70552-P16939-Z73811

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF 2019 ANNUAL MEETING AND PROXY STATEMENT 2018 ANNUAL REPORT TO STOCKHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

The Proposals to be voted on at our Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

Nominees:

- 01) P. M. Arway
- 02) J. W. Brown
- 03) M. G. Buck
- 04) C. A. Davis
- 05) M. K. Haben
- 06) J. C. Katzman
- 07) M. D. Koken
- 08) R. M. Malcolm
- 09) A. J. Palmer
- 10) J. R. Perez
- 11) W. L. Schoppert
- 12) D. L. Shedlarz

The Board of Directors recommends you vote FOR Proposals 2 and 3:

2. Ratify the appointment of Ernst & Young LLP as independent auditors for 2019.
3. Approve named executive officer compensation on a non-binding advisory basis. E70554-P16939-Z73811

The Proposals to be voted on at our Annual Meeting are listed below along with the Board of Directors' recommendations.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

Nominees:

- 01) P. M. Arway
- 02) J. W. Brown
- 03) M. G. Buck
- 04) C. A. Davis
- 05) M. K. Haben
- 06) J. C. Katzman
- 07) M. D. Koken
- 08) R. M. Malcolm
- 09) A. J. Palmer
- 10) D. L. Shedlarz

The Board of Directors recommends you vote FOR Proposals 2 and 3:

2. Ratify the appointment of Ernst & Young LLP as independent auditors for 2019.

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

XXXX XXXX XXXX XXXX
XXXX XXXX XXXX XXXX
XXXX XXXX XXXX XXXX

Please make the request as instructed above on or before May 7, 2019 to facilitate timely delivery.

How To Vote

E70553-P16939-Z73811

Please Choose One of the Following Voting Methods

Vote In Person: Please review the proxy materials for directions to the annual meeting and information on what

you will need to bring with you to gain access to the meeting. You must have a government-issued photo identification and an admission ticket to be admitted. THIS NOTICE WILL SERVE AS AN ADMISSION TICKET. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

XXXX XXXX XXXX XXXX
XXXX XXXX XXXX XXXX

3. Approve named executive officer compensation on a non-binding advisory basis.
E70555-P16939-Z73811
E70556-P16939-Z73811