

AES CORP
Form DEFA14A
March 01, 2012

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 AES CORPORATION

(Name of Registrant as Specified In Its Charter)

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

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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.

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***** Exercise Your *Right* to Vote *****

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 19, 2012

Meeting Information

Meeting Type: The AES Corporation
Annual Meeting of Stockholders

For holders as of: February 24, 2012

Meeting Date: April 19, 2012

Meeting Time: 9:30 A.M. (Eastern Time)

Location: 4300 Wilson Boulevard
Rotunda Conference Room, 9th floor
Arlington, Virginia 22203

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

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

The proxy materials (including the notice, proxy statement, form of proxy, annual report on Form 10-K and related materials) are available online at www.envisionreports.com/aes or you may request a paper copy (see reverse side).

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

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Please Choose One of the Following Voting Methods

Vote In Person: Please check the meeting materials for directions to the Annual Meeting of Stockholders. 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.envisionreports.com/aes. Have the 12 Digit Control Number (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.

Voting Items

The Board of Directors recommends that you vote FOR the following:

- 1. The election of eleven (11) directors nominated by our board of directors for a term of one year.**

Nominees:

- 01) Andres Gluski
- 02) Zhang Guo Bao
- 03) Kristina M. Johnson
- 04) Tarun Khanna
- 05) John A. Koskinen
- 06) Philip Lader
- 07) Sandra O. Moose
- 08) John B. Morse, Jr.
- 09) Philip A. Odeen
- 10) Charles O. Rossotti
- 11) Sven Sandstrom

- 2. The proposal to ratify Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 31, 2012.**
- 3. A non-binding advisory vote on executive compensation.**

CONTROL NO.