

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 15, 2024

**MATTHEWS INTERNATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Pennsylvania</b> (State or other jurisdiction of Incorporation or organization)	<b>0-09115</b> (Commission File Number)	<b>25-0644320</b> (I.R.S. Employer Identification No.)
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**Two Northshore Center, Pittsburgh, PA 15212-5851**  
(Address of principal executive offices) (Zip Code)

**(412) 442-8200**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock, \$1.00 par value	MATW	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting was held on February 15, 2024. A total of 30,682,010 shares of Class A Common Stock were eligible to vote at such meeting. Four proposals were submitted by the Board to a vote of shareholders, and the final results of the voting on each proposal are noted below. The Company's shareholders elected each of the Board's four nominees for Director for terms that expire in 2027, or until their successors are duly elected and qualified; approved the amendment to the Company's Amended and Restated By-laws to limit the personal liability of the Company's officers for monetary damages; ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2024; and approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's Proxy Statement filed with the Securities and Exchange Commission on January 16, 2024.

## 1. Election of Directors:

The following individuals were elected to the Board of Directors for a term expiring at the Company's 2027 Annual Meeting of Shareholders.

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non Votes</u>
Joseph C. Bartolacci	22,935,741	2,199,635	2,986,285
Katherine E. Dietze	22,350,378	2,784,998	2,986,285
Lillian D. Etzkorn	23,051,673	2,083,703	2,986,285
Morgan K. O'Brien	22,840,662	2,294,714	2,986,285

## 2. Approval of the amendment to the Company's Amended and Restated By-laws:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non Votes</u>
20,897,048	4,187,392	50,936	2,986,285

## 3. Ratification of Auditors:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non Votes</u>
27,414,037	679,852	27,772	—

## 4. Advisory (non-binding) vote on the executive compensation of the Company's named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non Votes</u>
22,741,934	2,331,289	62,153	2,986,285

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MATTHEWS INTERNATIONAL CORPORATION  
(Registrant)

By: /s/ Steven F. Nicola

Steven F. Nicola  
Chief Financial Officer and Secretary

Date: February 16, 2024