

**Shareholder’s Proposals for Proxy Statements - Procedural Compliance
Rule 14a-8, parts (1-5 and (i)(12))**

Company: [Company]

Shareholder Proponent: [Proponent]

Submitter: [Submitter]

Proposal: [Proposal]

Date Received: [Date]

Defect Notice Due: [Date] (Defect notice due 14 calendar days after date of receipt.)

Clarity	
	Proposal and supporting statement clearly state course of action Submitter believes the Company should follow
Eligibility	
	<ul style="list-style-type: none"> • Owns <ul style="list-style-type: none"> ○ \$2,000 for at least 3 years ○ \$15,000 for at least 2 years ○ \$25,000 for at least 1 year or • Owned at least \$2,000 of Company stock for at least one year as of the effective date of the 14a-8 Amendment (i.e., 60 days after publication in the Federal Register) and continuously own at least \$2,000 of such stock through the proposal submission date (for shareholder meetings held prior to January 1, 2023)
	Continuously held the Company’s securities for the applicable time period required by the proposal submission date
	Includes a written statement that Submitter will continue to hold stock through the date of the shareholders meeting
	Held the stock through the shareholders meeting
	Includes <ul style="list-style-type: none"> • Written statement with at least two (2) windows of availability to meet with the Company between 10 and 30 calendar days after the proposal submission date (during the Company’s business hours; times on two different dates) • Contact information
	IF NOT REGISTERED RECORD HOLDER: <ul style="list-style-type: none"> • Includes a written statement from the record holder (broker or bank) verifying the stock was held for the applicable time required prior to the proposal submission date OR Filed: <ul style="list-style-type: none"> • Schedule 13D, 13G, Form 3, 4 and/or 5 or

	<p>amendments or updated forms reflecting your ownership of shares for the applicable time required prior to the proposal submission date</p> <ul style="list-style-type: none"> • If so, include copy of form, written statement submitted continuously held the required number of shares, and written statement Submitter will continue to hold through shareholder's meeting 	
Proposal by Proxy (if applicable)		
	Include shareholder's statement authorizing the proxy to submit the proposal and act on its behalf	
	Identify the shareholder and person/entity selected as proxy	
	Identify the Company to which the proposal is directed	
	Identify the annual or special meeting for which the proposal is submitted	
	Identify the specific topic of the proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%)	
	Includes the shareholder's statement supporting the proposal	
	Signed and dated by the shareholder	
Number of Proposals		
	Only 1 shareholder proposal per person, directly or indirectly, per meeting (same representative cannot act for multiple shareholders)	
Length of Proposal		
	500 words maximum (includes both proposal and supporting statement)	[#] words
Deadline		
	Proposals must be received by the company <u>not less than 120 days</u> before the company's proxy statement is released to the shareholders for the annual meeting	Deadline: [date]

Resubmissions		
	<p>Excludable if proposal addresses substantially the same subject matter as a proposal or proposals previously included in company's proxy materials with the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:</p> <ul style="list-style-type: none"> • <5% of votes cast if previously voted on once; • <15% of votes cast if previously voted on twice; • <25% of votes cast if previously voted on three or more times. 	

*** Amendments apply to any proposal submitted for an annual or special meeting to be held on or after January 1, 2022.**