**Proxy Statement Disclosure Controls**

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| **Item 1. Date, Time and Place Information (Rule 14a-5(e)(1); 14a-8) (Rule 14a-5(e)(2); 14a-4(c)(1))** | • State the date, time and place of the meeting.  
• State the complete mailing address of the company’s principal executive offices.  
• State the approximate date on which the proxy statement and form of proxy are first sent or given to security holders.  
• State the deadline for submitting shareholder proposals for inclusion in the company’s proxy statement for the next annual meeting.  
• State the date after which notice of a shareholder proposal for the company’s next annual meeting that is not requested to be included in the proxy statement is considered untimely. | • Review of disclosure by legal counsel  
• Review of disclosure by corporate secretary  
• Legal counsel to calculate deadlines for inclusion of shareholder proposals in accordance with applicable rules  
• Review of articles and bylaws by legal counsel to determine applicable provisions, if any |
| **Item 2. Revocability of Proxy** | • State whether the person giving the proxy has the power to revoke it and any limitation on such power. | • Review of disclosure by legal counsel  
• Review of disclosure by corporate secretary  
• Review of relevant corporate statutes by legal counsel |
| **Item 4. Persons Making the Solicitation** | • State that the solicitation is made by the company or state that the solicitation is not by the company and give the names of the participants in the solicitation.  
• Give the name of any director of the company who has informed the company in writing that he/she intends to oppose any action intended to be taken by the company and indicate the action which he/she intends to oppose.  
• If the solicitation is made otherwise than by use of the mails or pursuant to Rule 14a-16 (internet availability), describe the methods to be employed. If the solicitation is to be made by specially engaged employees or paid solicitors, state (i) the material features of any contract or arrangement for such solicitation and identity of the parties, and (ii) the cost or anticipated cost thereof.  
• State the names of the persons who will bear the cost of the solicitation. | • Review of disclosure by legal counsel  
• Review of disclosure by corporate secretary  
• Review of disclosure by directors |
| **Item 5. Interest of Certain Persons in Matters to be Acted Upon** | • Describe briefly any substantial interest of the following persons in any matter to be acted upon (other than the election of directors):  
a. Each person who has been a director or executive officer of the company at any time since the beginning of the last fiscal year.  
b. Each nominee for election as a director of the company.  
c. Each associate of any of the foregoing persons.  
d. Each participant, if solicitation is not made on behalf of the company.  
• It is not necessary to describe the person’s interest resulting from the ownership of securities of the company where the person receives no extra or special benefit. | • Not applicable if the only items to be acted upon are the election of directors and ratification of auditors |
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| Item 6. Voting Securities and Principal Holders Thereof                | • As to each class of voting securities entitled to be voted at the meeting, state the number of shares outstanding and the number of votes to which each class is entitled.  
• State the record date for the solicitation.  
• State whether the persons solicited have cumulative voting rights; briefly describe such rights; state briefly the conditions precedent to the exercise thereof; and if discretionary authority to cumulate votes is solicited, so indicate. | • Review of articles and bylaws by legal counsel to determine applicable provisions, if any  
• Review of board meeting minutes to determine record date  
• Inquiry of transfer agent, treasury and stock option administration to confirm number of shares outstanding  
• Review of disclosure by corporate secretary |
| **(Item 403(a) of Reg. S-K)** (Rule 13d-3(d)(1))                        | • With respect to any person who is known to the company to be the beneficial owner of more than five percent of any class of the company’s voting securities, furnish the following information in tabular form:  
  a. Title of class of securities owned.  
  b. Name and address of beneficial owner.  
  c. Amount and nature of beneficial ownership (also indicate by footnote the amount known to be shares with respect to which the beneficial owner has the right to acquire beneficial ownership within 60 days).  
  d. Percent of class owned. | • Personnel responsible for drafting the proxy statement review Schedules 13D and 13G filed with the SEC related to the company |
| **(Item 403(b) of Reg. S-K)** (Rule 13d-3(d)(1))                        | • Furnish the following information in tabular form as to each class of securities beneficially owned by each director and nominee; each executive officer named in the summary compensation table (see Item 8, below); and all directors and executive officers as a group (without naming them):  
  a. Title of class of securities owned.  
  b. Name of beneficial owner.  
  c. Amount and nature of beneficial ownership (also indicate by footnote the amount known to be shares with respect to which the beneficial owner has the right to acquire beneficial ownership within 60 days).  
  d. Percent of class owned.  
• Disclose in a footnote to the table the amount of shares pledged as security. | • Legal counsel prepares D&O Questionnaire, verifying that all applicable disclosure issues are addressed  
• All directors and executive officers complete D&O Questionnaire  
• Review of completed D&O Questionnaires and related disclosure by legal counsel |
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| (Item 403(c) of Reg. S-K) | • Describe any arrangements, including any pledge by any person of securities of the company, which may at a subsequent date result in a change in control of the company.  
• If a change in control of the company has occurred since the beginning of its last fiscal year, state the following information:  
a. The name of the person(s) who acquired control.  
b. The amount and the source of the consideration used by such person(s).  
c. The basis of the control.  
d. The date and a description of the transaction which resulted in the change of control.  
e. The percentage of voting securities of the company now beneficially owned directly or indirectly by the person(s) who acquired control.  
f. The identity of the person(s) from whom control was assumed.  
g. The terms of any loans or pledges obtained for the purpose of acquiring control and the names of lenders or pledgees, except that the name of a bank providing a loan in the ordinary course of business may be omitted if confidentiality is requested.  
h. Any arrangements among members of both the former and new control groups with respect to election of directors or other matters. | • Review of completed D&O Questionnaires and related disclosure by legal counsel  
• Review of disclosure by directors and executive officers |
| Item 7. Directors and Executive Officers (Instruction 4 to Item 103 of Reg. S-K) | • Describe any material legal proceedings to which any director, officer or affiliate of the company, any owner of record or beneficially of more than 5% of any class of voting securities of the company, or any associate of any such director, officer or affiliate of the company or security holder is a party adverse to the company or any of its subsidiaries or has a material interest adverse to the company or any of its subsidiaries. | • Review of completed D&O Questionnaires and related disclosure by legal counsel  
• Inquiry of outside counsel  
• Review of disclosure by directors and executive officers |
| (Item 401 of Reg. S-K) | • Disclose the information required by Item 401 of Reg. S-K for each executive officer and director of the company. (*The officer information is generally not required to be furnished in the proxy statement based on Instruction 3 to Item 401(b), so long as it is included in Part I of the Form 10-K under the heading “Executive Officers of the Company.” Per C&DI 104.02, the information can also appear under Part III, Item 10 of the Form 10-K.*) | • Review of completed D&O Questionnaires and related disclosure by legal counsel  
• Discussion with nominating committee regarding experience, qualifications, attributes and skills that led to director’s or nominee’s service on board |
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| (Item 404(a) and (b) of Reg. S-K) | • Disclose the information required by Item 404 of Reg. S-K for any transaction, relationship or arrangement in which the company participates and any of the following have a material direct or indirect interest: (i) any director or executive officer of the company; (ii) any nominee for election as a director of the company; (iii) any security holder of more than 5% of the company’s voting securities; and (iv) any immediate family member or any person sharing the household of any of the foregoing.  
  • Disclose information about the company’s related party transaction approval policies and procedures. | • Review of completed D&O Questionnaires and related disclosure by legal counsel  
  • Conduct internal due diligence (i.e., review accounts payable records, etc.) to identify relevant transactions  
  • Inquiry of appropriate personnel regarding company transactions with officers and directors  
  • Outside counsel reviews board meeting minutes for approval of any transaction with the subject persons  
  • Legal counsel to describe approval policies and procedures |
| (Item 405 of Reg. S-K) | • Under the caption “Section 16(a) Beneficial Ownership Reporting Compliance,” identify each person who, at any time during the fiscal year, was a director, officer, beneficial owner of more than ten percent of any class of equity securities of the company that failed to file on a timely basis reports required by section 16(a) of the Exchange Act during the most recent fiscal year or prior fiscal years.  
  • State for each person the number of late reports, the number of transactions that were not reported on a timely basis, and any known failure to file a required Form. | • Review by legal counsel of Section 16 reporting history of the reporting persons for timely compliance with the reporting requirements and assurance that Section 16 reporting history reflects stock ownership indicated in D&O Questionnaires |
| (Item 407(a) of Reg. S-K) | • Disclosure of director independence, including:  
  a. Identification of each independent director and nominee, and any members of key committees who are not independent,  
  b. Disclose whether any special definitions used for determining independence are available on company’s website (if so, disclose website address; if not, file as an appendix to proxy statement once every three years), and  
  c. For each director and nominee identified as independent, describe, by specific category or type, any transactions, relationships or arrangements not disclosed under Item 404(a) that the board considered. | • Review of D&O questionnaires  
  • Review internal due diligence on matters affecting independence  
  • Review of independence determination process by corporate secretary and legal counsel |
| (Item 407(b) of Reg. S-K) | • Disclosure of board and committee meetings and attendance at annual meeting.  
  a. State the total number of meetings of the board that were held during the last full fiscal year.  
  b. Name each incumbent director who during the last full fiscal year attended fewer than 75% of the aggregate of the total number of meetings of the board and the total number of meetings held by all committees of the board on which he served.  
  c. Disclose any policy regarding directors’ attendance at annual meetings and how many directors attended the prior year’s annual meetings or, alternatively, the company’s website address where this information appears.  
  • State whether the company has a standing audit, nominating and compensation committee,  
  • Review of board and committee meeting minutes by legal counsel  
  • Review of committee charters  
  • Review of disclosure by corporate secretary  
  • Review of disclosure by directors  
  • Review company policy, if any, on attendance at annual meetings  
  • Review director attendance at prior year’s annual meeting |
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| or committees performing similar functions; identify each committee member, state the number of committee meetings and describe the committees’ functions. | **(Items 407(c)(1) and (2) of Reg. S-K)** Disclose information about nominating committee:  
  a. If no nominating committee, explain the board’s view why this is appropriate and identify each director who participates in consideration of director nominees.  
  b. Otherwise, provide the following:  
    i. Whether the committee has a charter and the company’s website address where the charter is available to security holders.  
    ii. If the nominating committee has a policy with regard to the consideration of any director candidates recommended by security holders, describe the material elements of that policy, including a statement as to whether the committee will consider director candidates recommended by security holders.  
    iii. If the nominating committee does not have a policy with regard to the consideration of any director candidates recommended by security holders, state that fact and the basis for the view of the board that it is appropriate for the company not to have such a policy.  
    iv. If the nominating committee will consider candidates recommended by security holders, describe the procedures to be followed by security holders in submitting such recommendations.  
    v. Describe any specific, minimum qualifications that the nominating committee believes must be met by a nominee and describe any qualities/skills that the nominating committee believes are necessary for one or more directors to possess.  
    vi. Describe the nominating committee’s process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the committee evaluates nominees for director based on whether the nominee is recommended by a security holder. Describe whether, and if so how, the nominating committee considers diversity in identifying nominees for director, if the nominating committee has a policy with regard to consideration of diversity in identifying director nominees, how the policy is implemented, as well as how the nominating committee (or board) assesses the effectiveness of the policy.  
    vii. With regard to each nominee approved by the nominating committee for inclusion on the company’s proxy card (other than nominees who are executive officers or who are directors standing for re-election), state which one or more of the following categories of persons or entities recommended that nominee: security holder, non-management director, chief executive officer, other executive officer, third-party search firm, or other, specified source.  
    viii. If the company pays a fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees, disclose the function performed by each such third party.  
    ix. If the company’s nominating committee received, by a date not later than the 120th calendar day before the date of the company’s proxy statement released to security holders, the following:  
      • Review of nominating committee meeting minutes by legal counsel  
      • Review of policies regarding nomination of director candidates  
      • Review of disclosure, bylaws, Corporate Governance Guidelines and nominating and governance committee charter by legal counsel  
      • Review of disclosure by corporate secretary  
      • Review and approval of disclosure by nominating committee members  
      • Review of company’s website to determine whether charter is available |
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| **(Item 407(d) of Reg. S-K)** | Holders in connection with the previous year’s annual meeting, a recommended nominee from a security holder that beneficially owned more than 5% of the company’s voting common stock for at least one year as of the date the recommendation was made, or from a group of security holders that beneficially owned, in the aggregate, more than 5% of the company’s voting common stock, with each of the securities used to calculate that ownership held for at least one year as of the date the recommendation was made, identify the candidate and the security holder or security holder group that recommended the candidate and disclose whether the nominating committee chose to nominate the candidate. | **Review of audit committee meeting minutes by legal counsel**  
**Review audit committee charter**  
**Review of disclosure by corporate secretary**  
**Review of disclosure by outside auditors**  
**Review of disclosure by legal counsel**  
**Review and approval of disclosure by audit committee members**  
**Review of company’s website to determine whether charter is available**  
**Review financial expertise questionnaires and board determination** |

- Disclose information about audit committee:  
  a. Whether the committee has a charter and the company’s website address where the charter is available to security holders.  
  b. Include audit committee report that states whether:  
     i. The audit committee has reviewed and discussed the audited financial statements with management.  
     ii. The audit committee has discussed with the independent auditors the matters required to be discussed the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380).  
     iii. The audit committee has received the written disclosures and the letter from the independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the audit committee concerning independence and has discussed with the independent accountant the independent accountant’s independence.  
     iv. Based on the review and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in the company’s Annual Report on Form 10-K for the last fiscal year for filing with the SEC.  
  v. The name of each member of the audit committee must appear below the report.  
  c. Disclose the identity of all audit committee members.  
  d. Disclose whether members of the audit committee are independent and if a committee member is not independent, state the nature of the relationship and reasons for the determination to include the person on the audit committee.  
  e. Disclose whether or not the audit committee includes at least one member who is an “audit committee financial expert” (and if not, why not), the individual’s name and whether he or she is independent. |
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| (Items 407(e)(1), (2) and (3) of Reg. S-K) | - Disclose information about compensation committee:  
  a. If no compensation committee, explain the board’s view why this is appropriate.  
  b. Otherwise, provide the following:  
    i. Whether the committee has a charter and the company’s website address where the charter is available to security holders, and  
    ii. Narrative description of company’s processes and procedures for consideration and determination of executive and director compensation, including scope of committee authority, extent to which committee may delegate (specifying what authority and to whom), role of executive officers in determining or recommending the amount or form of executive and director compensation, and role of compensation consultants in determining or recommending the amount or form of executive and director compensation (identify the consultants, state whether they are engaged directly by the compensation committee or another person, describe nature and scope of assignment and the material elements of the instructions or directions given to the consultants). Disclose information about fees paid to any compensation consultant who has a role in determining or recommending executive officer or director compensation and provides additional services to the company, including whether the decision to engage the consultant was made or recommended by management and whether the compensation committee or board approved the engagement for such additional services. Disclose any conflicts of interest raised by work done by consultants identified above and how the conflict is being addressed. | - Review of compensation committee meeting minutes by legal counsel  
  - Review compensation committee charter  
  - Review records regarding payments to compensation consultants  
  - Review of disclosure by corporate secretary  
  - Review of disclosure by outside auditors  
  - Review of disclosure by legal counsel  
  - Review and approval of disclosure by compensation committee members  
  - Review of company’s website to determine whether charter is available  
  - Review questionnaire of compensation consultant regarding conflicts of interest, as well as answers to additional D&O questionnaire questions by executive officers and compensation committee members |
| (Item 407(f) of Reg. S-K) | - State whether or not the company’s board of directors provides a process for security holders to send communications to the board and, if not, state the basis for the view of the board that it is appropriate for the company not to have such a process.  
  - If the company has a process for security holders to send communications to the board of directors, (i) describe the manner in which security holders can send communications to the board and, if applicable, to specified individual directors, and (ii) if all security holder communications are not sent directly to board members, describe the company’s process for determining which communications will be relayed to board members. | - Review policies and procedures regarding security holder communications with directors |
| (Item 407(h) of Reg. S-K) | - Describe the leadership structure of the company’s board, such as whether the same person serves as both principal executive officer and chairman of the board. If so, disclose whether the company has a lead independent director and what specific role that director plays in board leadership. Disclose the extent of the board’s role in risk oversight of the company, such as how the board administers its oversight function and the effect that this has on the board’s leadership structure. | - Review board leadership structure with governance committee and board  
  - Review risk oversight responsibility of the board, including how the responsibility is allocated among board committees |
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| Item 8.  Compensation of Directors and Executive Officers (Items 402, 407(e)(4) and 407(e)(5) of Reg. S-K) | • The disclosure required by Item 402 of Reg. S-K (compensation information) must be provided for each of the following:  
  a. All individuals serving as the company’s chief executive officer or chief financial officer during the last completed fiscal year, regardless of compensation level.  
  b. The company’s three most highly compensated executive officers other than the CEO and CFO who were serving as executive officers at the end of the last completed fiscal year.  
  c. Up to two additional individuals for whom disclosure would have been provided pursuant to the above requirements but for the fact that the individual was not serving as an executive officer of the company at the end of the last completed fiscal year.  
 • Provide Compensation Discussion and Analysis (including whether/how results of prior say-on-pay vote results impacted compensation decisions).  
 • Include, as applicable:  
   a. Summary Compensation Table  
   b. Grants of Plan-Based Awards Table  
   c. Outstanding Equity Awards at Fiscal Year-End Table  
   d. Option Exercises and Stock Vested Table  
   e. Pension Benefits  
   f. Nonqualified Deferred Compensation Plans  
   g. Defined Contribution and other Nonqualified Potential Payments Upon Termination or Change-in-Control  
 • Provide narrative disclosure, as applicable.  
 • Include a table disclosing director compensation paid in last fiscal year and accompanying narrative disclosure of director compensation program.  
 • Discuss, to the extent that risks arising from the company’s compensation policies and practices for its employees are reasonably likely to have a material adverse effect on the company, the company’s policies and practices of compensation its employees, including non-executive officers, as they relate to risk management practices and risk-taking incentives.  
 • Disclose any compensation committee interlocks and insider participation in compensation decisions.  
 • Insert compensation committee report that states whether:  
   a. The compensation committee reviewed and discussed CD&A with management, and  
   b. Based on its review, the compensation committee recommended to the board that CD&A be included in the company’s Annual Report on Form 10-K or proxy statement.  
 • The name of each member of the compensation committee must appear below the report. | • The company’s internal controls over the integrity of financial data serve as the primary disclosure controls for the amounts included in the disclosure  
 • Inquiry of appropriate company personnel (Human Resources, Finance, Stock Plan Administration)  
 • Review of D&O Questionnaires by legal counsel  
 • Review of disclosure by Human Resources  
 • Analysis of compensation policies related to risk management practices and risk-taking incentives and review with risk management personnel  
 • Review and approval of disclosure by compensation committee  
 • Review of disclosure by legal counsel |
| Item 9. Independent Public Accountants | • State the name of the principal accountant selected or being recommended to security holders for election, approval or ratification for the current year.  
 • If no accountant has been selected or recommended, so state and briefly describe the reasons therefor.  
 • State the name of the principal accountant for the fiscal year most recently completed if different from the accountant selected or recommended for the current year, or if no | • Review of audit committee minutes by legal counsel  
 • Review of disclosure by legal counsel  
 • Review of disclosure by the CFO  
 • Review of disclosure by audit committee members |
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| (References to Applicable Rules)² | accountant has yet been selected or recommended for the current year.  
- Indicate whether representatives of the principal accountant for the current year and the most recently completed fiscal year are expected to be present at the meeting; whether they will have the opportunity to make a statement; and whether they are expected to be available to respond to questions. | Review of disclosure by outside auditors |
| (Item 304(a) of Reg. S-K) | If, during the company’s two most recent fiscal years or any subsequent interim period: (1) an independent accountant who was previously engaged as the principal accountant to audit the company’s financial statements, or an independent accountant who was previously engaged to audit a significant subsidiary and on whom the principal accountant expressed reliance in its report, has resigned (or indicated it has declined to stand for re-election after the completion of the current audit) or was dismissed, or (2) a new independent accountant has been engaged as either the principal accountant to audit the company’s financial statements, or as an independent accountant to audit a significant subsidiary and on whom the principal accountant is expected to express reliance in its report regarding a significant subsidiary, then the company shall provide the information required by Item 304(a) of Reg. S-K.  
- Company shall provide the former accountant with a copy of the disclosures it is making in response to Item 304(a). The company shall request the former accountant to furnish the company with a letter addressed to the Commission stating whether it agrees with the statements made by the company in response to this item and, if not, stating the respects in which it does not agree. The company shall file the former accountant’s letter as an exhibit to the report.  
- Disclose, under the caption Audit Fees, the aggregate fees billed for professional services rendered for the audit of the company’s annual financial statements for each of the last two fiscal years and the reviews of the financial statements included in the company’s Forms 10-Q for those fiscal years.  
- Disclose, under the caption Audit-Related Fees, the aggregate fees billed for assurance and related services rendered by the principal accountant during the last two fiscal years that are reasonably related to the performance of the audit or review of the financial statements and are not included in Audit Fees. Describe the nature of these services.  
- Disclose, under the caption Tax Fees, the aggregate fees billed for professional services rendered by the principal accountant during the last two fiscal years for tax compliance, tax advice and tax planning. Describe the nature of these services.  
- Disclose, under the caption All Other Fees, the aggregate fees billed for services rendered by the principal accountant during the last two fiscal years, other than the services covered above. Describe the nature of these services.  
- Disclose the audit committee’s pre-approval policies and procedures.  
- Disclose the percentage of services described under Audit-Related Fees, Tax Fees and All Other Fees approved by audit committee pursuant to applicable rules.  
- If greater than 50%, disclose the percentage of the hours expended on the principal accountant’s engagement to audit the company’s financial statements for the most recent fiscal year. | Review of audit committee minutes by legal counsel  
- Review of disclosure by legal counsel  
- Review of disclosure by the CFO  
- Review of disclosure by audit committee members  
- Review of disclosure by outside auditors  
- Inquiry of outside auditors  
- Review of disclosure by the company’s CFO  
- Review of disclosure by the company’s CFO  
- Review of disclosure by audit committee members  
- Review of disclosure by audit committee members |
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<td>Item 18. Matters Not Required to be Submitted (Includes ratification of outside auditor selection)</td>
<td>- If action is to be taken with respect to any matter that is not required to be submitted to a vote of security holders, state the nature of such matter, the reason for submitting it to a vote of security holders and what action is intended to be taken by the company in the event of a negative vote on the matter.</td>
<td>- Review of disclosure by legal counsel and the corporate secretary</td>
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| Item 21. Voting Procedures                                               | - State the vote required for approval of each matter submitted for a vote of security holders (other than approval of auditors).  
  - Disclose the method by which votes will be counted, including the treatment and effect of abstentions and broker non-votes. Update as appropriate based on whether brokers have discretionary voting on the matter. | - Review of articles and bylaws by legal counsel to determine applicable provisions, if any  
  - Review of relevant corporate statutes by legal counsel  
  - Review of disclosure by corporate secretary  
  - Review of disclosure by legal counsel |
| Item 23. Delivery of Documents to Security Holders Sharing an Address    | If one proxy statement is being delivered to two or more security holders who share an address, furnish the following information:  
  a. State that only one proxy statement is being delivered unless the company has received contrary instructions from one or more of the security holders.  
  b. Undertake to deliver promptly upon written or oral request a separate copy of the proxy statement and provide instructions as to how a security holder can notify the company that it wishes to receive a separate copy.  
  c. Provide the phone number and mailing address to which a security holder can direct a notification to the company that the security holder wishes to receive a separate proxy statement in the future.  
  d. Provide instructions how security holders sharing an address can request delivery of a single copy of proxy statement if they are receiving multiple copies. | - Review of disclosure by legal counsel |
| Item 24. Shareholder Approval of Executive Compensation (Rule 14a-21)   | - At least once every three years, include a separate resolution subject to a shareholder advisory vote to approve the compensation of the named executive officers as disclosed pursuant to Rule 402 of Reg. S-K (the “say-on-pay” vote).  
  - At least once every six years, provide a separate shareholder advisory vote on the frequency of holding the say-on-pay vote, providing shareholders with the option of every 1, 2 or 3 years, as well as a right to abstain.  
  - Explain the general effect of each vote and, when applicable, disclose the current frequency of shareholder advisory votes on executive compensation and when the next such shareholder advisory vote will occur. | - Review of disclosure by legal counsel  
  - Approval of recommendations by relevant Board committees and full Board |
| Rule 14a-3. Information to be Furnished to Security Holders            | The proxy statement must be accompanied or preceded by an annual report to security holders that includes the following items:  
  - Audited financial statements and supplementary financial information (see Item 8 of Form | - Review of annual report by legal counsel  
  - Review of annual report by corporate secretary |
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| **(References to Applicable Rules)** ²  | ¹⁰-K Disclosure Controls).  
  - Information concerning changes in and disagreements with accountants (see Item 9 of Form ¹⁰-K Disclosure Controls and Item 9 above).  
  - Selected Financial Data (see Item 6 of Form ¹⁰-K Disclosure Controls).  
  - Management’s Discussion and Analysis (see Item 7 of Form ¹⁰-K Disclosure Controls).  
  - Quantitative and Qualitative Disclosures about Market Risk (see Item 7A of Form ¹⁰-K Disclosure Controls).  
  - Brief description of the business done by the company during the most recent fiscal year that indicates the general nature and scope of the business of the company.  
  - Information regarding the company’s industry segments, principal products or services, and foreign and domestic operations (see Item 1 of Form ¹⁰-K Disclosure Controls).  
  - A list of each of the company’s directors and executive officers that indicates the principal occupation or employment of each such person and the name and principal business of any organization by which such person is employed.  
  - The market price of and dividends on the company’s common equity and related security holder matters and, if the proxy statement relates to an annual meeting at which directors are to be elected, the performance graph (see Item 5 of Form ¹⁰-K Disclosure Controls).  
  - The proxy statement or annual report must include an undertaking in bold face or otherwise reasonably prominent type to provide without charge to each person solicited, on the written request of any such person, a copy of the company’s Annual Report on Form ¹⁰-K, and must indicate the name and address (including title or department) of the person to whom such a written request is to be directed.  
  - Review of annual report and proxy statement by legal counsel  
  - Review of annual report and proxy statement by corporate secretary  | |
| Rule 14a-4. Requirements as to Proxy  |  
  - The form of proxy: (1) shall indicate in boldface type whether or not the proxy is solicited on behalf of the company’s board of directors or, if provided other than by a majority of the board of directors, shall indicate in boldface type on whose behalf the solicitation is made; (2) shall provide a specifically designated blank space for dating the proxy card; and (3) shall identify clearly and impartially each separate matter intended to be acted upon, whether or not related to or conditioned on the approval of other matters, and whether proposed by the company or by security holders. No reference need by made, however, to proposals as to which discretionary authority is conferred pursuant to paragraph (c) of Rule 14a-4.  
  - The form of proxy shall be filed as an appendix at the end of the proxy statement.  
  - Means shall be provided in the form of proxy whereby the person solicited is afforded an opportunity to specify by boxes a choice between approval or disapproval of, or abstention with respect to, each separate matter referred to therein as intended to be acted upon, other than elections to office. A proxy may confer discretionary authority with respect to matters as to which a choice is not specified by the security holder, provided that the form of proxy states in boldface type how it is intended to vote the shares represented by the proxy in each such case.  
  - A form of proxy which provides for the election of directors shall set forth the names of |  
  - Review of form of proxy by legal counsel and the corporate secretary  
  - Review of notice of annual meeting and proxy statement by legal counsel to confirm all items and director nominees are indicated on form of proxy and to ensure form of proxy is included as an appendix to the proxy statement  |
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<td><strong>Persons nominated for election of directors in one of the formats specified in Rule 14a-4(b)(2).</strong></td>
<td>• A proxy for an annual meeting of shareholders may confer discretionary authority to vote on any matter with respect to which the company did not have notice at least 45 days before the date on which the company first mailed its proxy materials for the prior year’s annual meeting of shareholders (or date specified by an advance notice provision), and a specific statement to that effect is made in the proxy statement or form of proxy. If during the prior year the company did not hold an annual meeting, or if the date of the meeting has changed more than 30 days from the prior year, then notice must not have been received a reasonable time before the company mails its proxy materials for the current year.</td>
<td>• Review of bylaws by legal counsel to determine the applicability of any advance notice provision.</td>
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<td><strong>• A proxy for an annual meeting of shareholders may confer discretionary authority to vote in the case in which the company has received timely notice in connection with an annual meeting of shareholders (as determined under Rule 14a-4(c)(1)), if the company includes, in the proxy statement, advice on the nature of the matter and how the company intends to exercise its discretion to vote on each matter.</strong></td>
<td>• The proxy statement or form of proxy shall provide, subject to reasonable specified conditions, that the shares represented by the proxy will be voted and that where the person solicited properly specifies a choice with respect to any matter to be acted on, the shares will be voted in accordance with the specifications so made.</td>
<td>• Review of proxy statement and form of proxy by the corporate secretary and legal counsel.</td>
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<td><strong>Rule 14a-16. Internet Availability of Proxy Materials</strong></td>
<td>• Prepare Notice of Internet Availability of Proxy Materials in compliance with Rule 14a-16 unless using full set delivery and file as part of soliciting material.</td>
<td>• Review of Notice of Internet Availability and proxy statement by legal counsel to address electronic delivery of proxy notice or full set delivery.</td>
</tr>
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<td><strong>Exchange Act Rule 10A-3(d)</strong></td>
<td>• Disclose any reliance on an exemption from the independence standards for audit committee members contained in Rule 10A-3 and an assessment of whether, and if so, how, such reliance would materially adversely affect the ability of the audit committee to act independently.</td>
<td>• Review internal due diligence on matters affecting independence.</td>
</tr>
<tr>
<td><strong>Additional Requirements Applicable to NYSE-Listed Companies (NYSE Rule 303A.02(b))</strong></td>
<td>• Disclose contributions made to a tax-exempt organization in which any individual director serves as an executive officer if, within the preceding three years, contributions made in any single fiscal year exceeded the greater of $1 million or 2% of the tax-exempt organization’s consolidated gross revenues. <em>(Alternatively, this disclosure can be made on)</em></td>
<td>• Review of D&amp;O questionnaires.</td>
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*References to Applicable Rules* 2

NYSE Rule 303A.02(b)
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| (NYSE Rule 303A.03) | Disclose the name of the director chosen to preside at all executive sessions or the procedure by which the presiding director is selected for an executive session. Also provide the method for all interested parties (not just shareholders) to communicate directly with the presiding director or with those directors as a group. *(Alternatively, this disclosure can be made on the company’s website if the fact of such disclosure and the web address are included in the proxy statement.)* | Legal counsel identifies individual or provides description of process.  
Review policies and procedures regarding communications with directors |
| (NYSE Rules 303A.04, 303A.05, 303A.07, 303A.09, and 303A.10) | Disclose that the charter for the nominating/corporate governance committee is on the company’s website and provide the web address.  
Disclose that the charter for the compensation committee is on the company’s website and provide the web address.  
Disclose that the charter for the audit committee is on the company’s website and provide the web address.  
Disclose that the corporate governance guidelines are on the company’s website and provide the web address.  
Disclose that the code of business conduct and ethics are on the company’s website and provide the web address.  
If a member of the audit committee serves on the audit committee of more than three public companies simultaneously, the board must determine that such simultaneous service does not impair the director’s ability to serve effectively on the company’s audit committee and disclose such determination. *(Alternatively, this disclosure can be made on the company’s website if the fact of such disclosure and the web address are included in the proxy statement.)* | Review D&O questionnaires and board determination |
| (NYSE Rule 303A.07) | If a director serving on the audit committee is deemed eligible to serve on the audit committee but falls outside the safe harbor of Exchange Act rule 10A-3(e)(1)(ii), disclosure is recommended.  
If a non-independent director is serving on the compensation committee under exceptional and limited circumstances, disclosure is required in the proxy statement or on the company’s web site.  
If a non-independent director is serving on the nominating committee under exceptional and limited circumstances, disclosure is required in the proxy statement or on the company’s web site. | Review internal due diligence on matters affecting independence  
Review of independence determination process by corporate secretary and legal counsel |

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1 The Summary Disclosure Requirements are limited to annual meetings in which the only actions are the election of directors and the ratification of auditors. Contact outside securities counsel if additional actions, such as approval of an equity compensation plan or amendment of the articles of incorporation, are to be taken.

2 Where no references are listed, the required disclosure is found in the listed Item of Schedule 14A.

3 Inquiry of legal counsel should include both general counsel and outside securities counsel.

4 SEC rules do not technically require shareholder ratification of outside auditors.