Comparison of Existing ISS EPS Scorecard Standards to 2018 Revised Standards

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| *Change of Control Vesting* | |
| OLD:   * Full points if: (i) *time-based awards* are not subject to accelerated vesting or are accelerated only upon a qualifying termination or if the awards are not assumed or converted, and (ii) *performance-based awards* are forfeited or terminated, are not subject to accelerated vesting, or are accelerated either on a pro rata basis based on assumed target level performance or based on actual performance as of the change in control. * Half points if the plan provides for something other than the full points or no points alternatives. * No points if plan provides for automatic accelerated vesting of time-based awards or above target level accelerated vesting of performance-based awards upon a change in control. | 2018 REVISION:   * Full points if: (i) *time-based awards* are not subject to either automatic single trigger accelerated vesting or discretionary accelerated vesting, and (ii) *performance-based awards* are forfeited or terminated, are not subject to accelerated vesting, or are accelerated either on a pro rata basis based on assumed target level performance or based on actual performance as of the change in control or some combination of pro rata target and actual performance. * No points if plan provides for automatic accelerated vesting or discretionary vesting of time-based awards or above actual or pro rata target level accelerated vesting of performance-based awards upon a change in control. * NO PARTIAL CREDIT. |
| *Retained Discretion Over Acceleration Events* |  |
| OLD:   * Full Points if committee does not have discretion to accelerate in events other than death, disability and change of control. * No points if committee discretion exceeds foregoing scope. | 2018 REVISION:   * Full Points if committee does not have discretion to accelerate in events other than death and disability. * No points if committee discretion exceeds foregoing scope. * NO CREDIT IF DISCRETION RETAINED OVER ACCELERATION DUE TO COC. |
| *CEO Vesting* | |
| OLD:   * Full points if vesting period is > 4 years. * Half points if vesting period is > 3 years and < 4 years (or if no time-based awards granted in past 3 years. * No points if vesting period is < 3 years or if no performance-based awards granted in the past 3 years. | 2018 REVISION:   * Full points if vesting period is > 3 years. * No points if vesting period is < 3 years. * NO PARTIAL CREDIT. |
| *Holding Period* | |
| OLD:   * Full points if a holding period is at least 36 months or to the end of employment. * Half points if a holding period is less than 36 months or until ownership guidelines are met. | 2018 REVISION:   * Full points if a holding period is at least 12 months or to the end of employment. * No points if holding period is less than 12 months or if holding period only applies until stock ownership guidelines are met. * NO PARTIAL CREDIT. |