

Trends in Investor Communications

Communicating Board Skills in Light of the NYC Comptroller and NYC Pension Funds National Boardroom Accountability Project Campaign — Version 2.0

2020 UPDATE



Introduction

At Argyle, we spend significant time collaborating with our clients on Board disclosures. From enhancing director biographies to considering various forms of skills matrices to expanding discussions on key boardroom processes, we aim to present director information in a clear and reader-friendly manner.

Although we pay particular attention to the presentation of the disclosures, we actually are much more focused on the substance — explaining, in the context of the election of directors, why the presented nominees are the right individuals (and, collectively with the other directors, the right Board) to oversee and guide the company.

The NYC Comptroller and NYC Pension Funds National Boardroom Accountability Project Campaign — Version 2.0

Following years of discussions on this topic, and increasing investor interest in understanding the Board's own process for reviewing and evaluating composition, we were not surprised to see a more formal call for these disclosures. This came on September 6, 2017, when as part of their National Boardroom Accountability Project Campaign — Version 2.0, the NYC Comptroller and NYC Pension Funds addressed a letter¹ to the nominating/governance committee chairs of 151² portfolio companies, which had adopted proxy access in response to shareholder proposals submitted by the Funds. In the letter, Comptroller Stringer requested:

“... to initiate a discussion with one or more members of the [Committee] regarding the board's refreshment process. As a necessary predicate to this discussion, we ask that you provide to us — and disclose to all investors as soon as practicable — a meaningful director qualifications matrix identifying each director's most relevant skills, experience and attributes, as well as each such individual's gender and race/ethnicity.”

By way of explaining the value provided by a skills matrix, the letter stated:

“A director skills and experience matrix gives investors a “big-picture” view of the criteria the board deems appropriate in selecting a board slate for election each year in light of the company's particular and evolving long-term business strategy and risks. By having the matrix go beyond the minimum qualifications that nominating/governance committees believe must be met by all board nominees, boards enable investors to better (a) assess how well suited individual director nominees are for the company, (b) identify any gaps in skills, experience or other characteristics, and (c) more fully exercise our voting rights.”

Further Thought Pieces addressing disclosure trends, including **Disclosure Considerations in Light of BlackRock's Letter to CEOs**, are available for complimentary download at www.argyleteam.com.

¹ <https://comptroller.nyc.gov/wp-content/uploads/2017/09/BAP-2.0-Letter-A.pdf>

² <https://comptroller.nyc.gov/wp-content/uploads/2017/09/BAP-2.0-Focus-List.pdf>

What Happened Next

Since the NYC Comptroller and NYC Pension Funds' shared initiative, we have seen a proliferation of director matrices and skills disclosures. Having benchmarked how companies disclosed director skills in 2018, we were curious to see what has changed two years later.

In This Thought Piece

The NYC Comptroller and NYC Pension Funds' letter was sent to 151 companies in September 6, 2017. Since then:

8 companies were excluded from our benchmark:

- 1 was acquired by a foreign company.
- 3 were acquired by another company that received the letter.
- 2 were acquired by a private company.
- 2 became a private company.

11 companies went through significant changes but are included in our benchmark:

- 2 merged with another company to form a new company. The new company's proxy statement is used in this research.
- 4 were acquired by a company that didn't receive a letter. The acquiring company's proxy statement is used in this research.
- 5 changed company name.

The remaining 132 companies didn't go through any major changes, and in total we analyzed the proxy statements of 143 companies for this research.

The following pages present an overview of skills disclosures published in 143 proxy statements, with notable examples to highlight trends. This Thought Piece is presented in two sections: a Summary, followed by an Annex section for those readers wishing to take a deeper dive.

Summary

We highlight how a selection of companies that published proxy statements after receiving the NYC Comptroller and NYC Pension Funds' letter have disclosed:

- Skills and experience sought by the Board;
- Board skills as a group; and
- Individual director skills.

We also present how a small group of companies beyond those companies that received the NYC Comptroller and NYC Pension Funds' letter have linked director skills to committee memberships.

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A complete chart of the skills disclosure practices of our sample of 143 companies.

Annex C

The skills matrix and associated disclosures published by the 84 companies that present a matrix in their latest proxy statement.

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The language used to describe director skills and experience in each of the 84 skills matrices, grouped by theme.







Annex D

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|  | International Business Machines Corporation | 9 |  | Tractor Supply Company | 12 |






Board Skills as a Group

| | | | | | |
|---|------------------------------|----|---|-----------------|----|
|  | Splunk, Inc. | 13 |  | 3M Company | 16 |
|  | Truist Financial Corporation | 14 |  | Apache Corp. | 17 |
|  | Xcel Energy Inc. | 15 |  | Dominion Energy | 18 |

Individual Director Skills

| | | | | | |
|---|------------------------------|----|---|--------------|----|
|  | ConocoPhillips | 20 |  | Ventas, Inc. | 22 |
|  | Honeywell International Inc. | 21 | | | |

Linking Skills to Committee Memberships

| | | | | | |
|---|-----------------------------------|----|---|-----------------------|----|
|  | Allstate | 23 |  | Walmart | 26 |
|  | Home Depot, Inc., The | 24 |  | Wells Fargo & Company | 27 |
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Annexes

Annex A





| | |
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| 2020 skills disclosure practices of the 143 companies that received the NYC Comptroller and NYC Funds' letter | A-1 |
|---|-----|






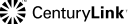

























Annex B

| | |
|---|-----|
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|---|-----|

Annex C

| | |
|--|-----|
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|--|-----|

| | | | | | |
|---|-------------------------------|-----|---|---|------|
|  | 3M Company | C-1 |  | Alliance Data Systems Corporation | C-8 |
|  | AbbVie Inc. | C-3 |  | Ameren Corporation | C-10 |
|  | ACI Worldwide, Inc. | C-4 |  | Amgen Inc. | C-11 |
|  | Albemarle Corporation | C-5 |  | Apache Corp. | C-12 |
|  | Alexion Pharmaceuticals, Inc. | C-6 |  | Apartment Investment and Management Co. | C-13 |

| | | |
|---|---|-------------|
|  | AvalonBay Communities Inc. | C-14 |
|  | Bed Bath & Beyond Inc. | C-15 |
|  | Big Lots Inc. | C-16 |
|  | Booking Holdings Inc. | C-17 |
|  | Caterpillar Inc. | C-18 |
|  | CenturyLink | C-19 |
|  | Cerner Corporation | C-20 |
|  | CF Industries Holdings, Inc. | C-21 |
|  | Charles Schwab Corporation, The | C-22 |
|  | Chevron Corporation | C-23 |
|  | Cimarex Energy Co. | C-24 |
|  | CMS Energy Corporation | C-25 |
|  | Colgate-Palmolive Company | C-27 |
|  | ConocoPhillips | C-29 |
|  | Crown Castle International Corp. | C-31 |
|  | DENTSPLY Sirona Inc. | C-32 |
|  | Devon Energy Corporation | C-33 |
|  | Diversified Healthcare Trust | C-34 |
|  | Dominion Energy | C-35 |
|  | DTE Energy Company | C-36 |
|  | Duke Energy Corporation | C-37 |
|  | Entergy Corporation | C-38 |
|  | Equifax Inc. | C-39 |
|  | Exelon Corporation | C-40 |
|  | Expeditors International of Washington Inc. | C-41 |
|  | Fidelity National Financial, Inc. | C-42 |
|  | Freeport-McMoRan Copper & Gold Inc. | C-43 |
|  | GameStop Corp. | C-45 |
|  | Hasbro Inc. | C-46 |
|  | HCP, Inc. | C-47 |
|  | Honeywell International Inc. | C-49 |

| | | |
|---|---|-------------|
|  | Intel Corporation | C-51 |
|  | International Business Machines Corporation | C-53 |
|  | Jefferies Financial Group Inc. | C-55 |
|  | Kilroy Realty Corporation | C-56 |
|  | Kinder Morgan, Inc. | C-57 |
|  | Leggett & Platt, Incorporated | C-59 |
|  | LKQ Corporation | C-60 |
|  | Macerich Company, The | C-61 |
|  | Marathon Oil Corporation | C-63 |
|  | Marsh & McLennan Companies, Inc. | C-64 |
|  | Martin Marietta Materials, Inc. | C-65 |
|  | Minerals Technologies Inc. | C-66 |
|  | Nabors Industries | C-67 |
|  | National Oilwell Varco, Inc. | C-69 |
|  | New York Community Bancorp Inc. | C-70 |
|  | NRG Energy, Inc. | C-71 |
|  | Occidental Petroleum Corporation | C-73 |
|  | ONEOK, Inc. | C-74 |
|  | Ovintiv Inc. | C-75 |
|  | PepsiCo, Inc. | C-76 |
|  | Pfizer Inc. | C-78 |
|  | Phillips 66 | C-79 |
|  | Pinnacle West Capital Corporation | C-80 |
|  | PPL Corporation | C-82 |
|  | Range Resources Corporation | C-83 |
|  | salesforce.com, inc. | C-84 |
|  | Service Properties Trust | C-85 |
|  | Skyworks Solutions, Inc. | C-86 |
|  | Texas Instruments Incorporated | C-87 |
|  | Tractor Supply Company | C-88 |
|  | Union Pacific Corporation | C-89 |

| | | |
|---|-------------------------------------|-------------|
|  | Unum Group | C-90 |
|  | Ventas, Inc. | C-91 |
|  | VEREIT, Inc. | C-92 |
|  | Vertex Pharmaceuticals Incorporated | C-93 |
|  | Visteon Corporation | C-94 |
|  | Vornado Realty Trust | C-95 |

| | | |
|---|-------------------------------|--------------|
|  | W.W. Grainger, Inc. | C-96 |
|  | Wells Fargo & Company | C-97 |
|  | Whiting Petroleum Corp. | C-99 |
|  | Williams Companies, Inc., The | C-100 |
|  | Xilinx, Inc. | C-101 |
|  | Zoetis Inc. | C-102 |

Annex D

Beyond the matrix: selected companies that do not present a matrix and communicate Board skills and experience effectively

D-1

| | | |
|---|--|-------------|
|  | Abercrombie & Fitch Co. | D-1 |
|  | American Airlines Group Inc. | D-2 |
|  | American Electric Power Co., Inc. | D-3 |
|  | American Tower Corporation | D-4 |
|  | Boeing Company, The | D-5 |
|  | Cabot Oil & Gas Corporation | D-6 |
|  | Cheniere Energy, Inc. | D-7 |
|  | Chipotle Mexican Grill, Inc. | D-8 |
|  | Cigna | D-9 |
|  | Consolidated Edison, Inc. | D-10 |
|  | Diebold Nixdorf, Incorporated | D-11 |
|  | Dollar General Corporation | D-12 |
|  | Dollar Tree, Inc. | D-13 |
|  | eBay Inc. | D-14 |
|  | EOG Resources, Inc. | D-15 |
|  | Eversource Energy | D-16 |
|  | ExxonMobil Corporation | D-17 |
|  | Fidelity National Information Services, Inc. | D-18 |
|  | FleetCor Technologies, Inc. | D-19 |
|  | Global Payments Inc. | D-20 |

| | | |
|---|-------------------------------|-------------|
|  | Home Depot, Inc., The | D-21 |
|  | Johnson & Johnson | D-22 |
|  | Linde plc | D-23 |
|  | Murphy Oil Corporation | D-24 |
|  | Netflix, Inc. | D-25 |
|  | NiSource Inc. | D-26 |
|  | Pioneer Natural Resources Co. | D-27 |
|  | Republic Services, Inc. | D-29 |
|  | Roper Technologies, Inc. | D-30 |
|  | SBA Communications Corp. | D-31 |
|  | SL Green Realty Corp. | D-32 |
|  | Southern Company, The | D-33 |
|  | Southwestern Energy Co. | D-34 |
|  | Splunk, Inc. | D-35 |
|  | Sprouts Farmers Market, Inc. | D-36 |
|  | Textron Inc. | D-37 |
|  | Truist Financial Corporation | D-38 |
|  | U.S. Bancorp | D-39 |
|  | WEC Energy Group, Inc. | D-40 |
|  | Xcel Energy Inc. | D-41 |

Summary

Skills Sought by Corporate Boards

Most companies expect directors to bring a level of leadership and financial experience. As corporate strategies change, and technology and other factors introduce new risks, Boards are seeking additional skills and experience to ensure effective oversight.

A number of companies use their proxy statements to communicate the qualifications that they seek from directors, and in doing so explain to investors how the skills required in the boardroom are expanding in tune with market conditions.



Discussion of specific skills and experience sought by the Board

We looked for...

Language that specifically discusses skills and experience sought by the Board

We found this in...



Notable Examples

CMS Energy Corporation

CMS measures progress towards their purpose by considering their impact on people, planet and profit, which the Company calls their “triple bottom line.” In their presentation of director core competencies, CMS discusses why each core competency is important to the company’s Board and identifies the “triple bottom line” area/areas where each core competency is aligned with.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000811156/81aa2259-7d44-4341-88ff-cf7e46f6dedd.pdf>

| Core Competencies have an impact on our purpose, which is measured by our “triple bottom line” of people, planet, and profit, underpinned by performance. | |
|---|---|
| Core Competencies and Relevance to CMS and Consumers | |
| Senior Leadership | Senior Leadership experience is important to understanding and overseeing our complex organization and empowering employees through individual growth and development. |
| Finance, Accounting or Financial Reporting | Finance, Accounting or Financial Reporting experience is important in overseeing our financial management and capital allocation, as well as ensuring accurate financial reporting processes and robust controls. |
| Regulatory Environment/Governmental Affairs | Regulatory Environment and Governmental Affairs experience is important in understanding the regulated nature of the utility industry, providing insight and perspective in working constructively and proactively with governmental agencies and helping shape public policy initiatives and regulation/legislation. |
| Risk Management | Risk Management experience is important to oversee our robust enterprise risk management program and mitigate key risks to the Company. |
| Customer Experience | Customer Experience is important as we focus on meeting customer expectations and transforming the customer experience, including mobile and digital experiences. |
| Information Technology/Safety and Security | Information Technology/Safety and Security experience is important in overseeing the enhancement and security of our business and operational systems (both physical and cyber), including information security, data privacy, cybersecurity, customer experience, financial systems and internal and grid operations. |
| Utility Experience | Utility Experience is important in understanding the technical nature of our business and to help inform our views on utility-related matters, such as energy markets and economics, technology, renewable energy, electric and gas transmission and distribution, public policy and safety. |
| Strategic Planning and Governance | Strategic Planning and Governance experience is important in order to define and drive strategic direction and growth and oversee our operations as well as contributing to the Board's understanding of best practices in corporate governance matters. |
| Sustainability and Environmental | We place the highest priority on the health and safety of our workforce and protection of our customers, assets, communities and the environment, therefore Sustainability and Environmental experience is important to manage our sustainability practices, including environmental, social and governance matters and continue our commitment to improving our environmental performance and reducing the potential negative impacts of our operations. |
| Human Resources and Executive Compensation | Human Resources and Executive Compensation experience is important to ensure our ability to recruit, retain and develop key talent essential to our operations. |
| Lean | Lean experience is important to improve safety, quality, cost, delivery and morale simultaneously by using quality tools to clearly define problems and solve them closest to the customer and drive improved performance, enhanced organizational focus and a culture of continuous improvement. |
| Diverse Attributes | Diverse Attributes support our commitment to diversity and inclusion through age, ethnicity, gender, and race and contribute to and support informed decision making. |

Before presenting a matrix of the additional qualifications that the directors add to the Board, HCP begins the discussion of the directors' skills and experience by presenting the four core competencies that all their directors should possess, and why each competency is important.

https://filecache.investorroom.com/mr5ir_healthpeakproperties/424/Healthpeak%20Properties_Proxy_2020.pdf

Director Qualifications, Skills and Experience

The Governance Committee has determined that each of our director nominees possesses the qualifications, skills and experience to effectively oversee the Company's long-term business strategy. The numbers below represent the number of our director nominees who possess each qualification, skill or experience.

Core Competencies

Our Board believes that all directors should possess certain core qualities that ensure their fitness to lead the Company, as described below. We believe that each of our directors possesses the following skills:

| | | | |
|---|---|---|--|
|  |  |  |  |
| Strategic Oversight experience is essential to guiding our long-term business strategy. | Stockholder Advocacy supports our goals of strong Board and management accountability and alignment with stockholders' interests. | Leadership experience is important for driving positive change and developing leadership qualities in others. | Integrity and Ethics are paramount for ensuring the sound reputation and operation of the Company. |

Additional Qualifications

In addition to the core competencies noted above, our Board believes that the Company will be best served by directors with a wide array of talents and perspectives to drive innovation, promote critical thinking and enhance discussion. Each of the following additional qualifications meaningfully adds to our Board's depth.

| | HERZOG | CARTWRIGHT | GARVEY | GRIFFIN, JR. | HENRY | KENNARD | LEWIS | SANDSTROM | |
|--|--------|------------|--------|--------------|-------|---------|-------|-----------|------|
|  Risk Oversight/Management Experience is critical to our Board's role in overseeing the risks facing the Company. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  Human Capital Management Experience is valuable in helping us attract, motivate and retain high-performing employees. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  Financial Expertise/Literacy is valuable in understanding and overseeing our financial reporting and internal controls. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  REIT/Real Estate Experience is helpful for understanding the Company's strengths and challenges specific to the real estate investment trust ("REIT") and real estate industries. | ● | | ● | ● | ● | ● | ● | ● | 88% |
|  Public Company Board/Committee Experience provides essential comparison points for operations and governance. | ● | ● | ● | ● | ● | ● | ● | | 88% |
|  Investment Expertise is important in evaluating our assets and portfolio as a whole. | ● | ● | ● | ● | ● | | ● | ● | 88% |
|  Public Company Executive Experience supports our management team through relevant advice and leadership. | ● | | ● | ● | ● | | ● | | 65% |
|  Legal/Regulatory Experience is relevant for ensuring oversight of management's compliance with U.S. Securities and Exchange Commission ("SEC"), New York Stock Exchange ("NYSE") and other regulatory requirements. | | ● | ● | ● | | ● | ● | | 65% |
|  Healthcare Industry Experience is important for understanding the Company's strengths and challenges specific to the healthcare industry. | ● | | | ● | | | | | 25% |

International Business Machines Corporation

IBM presents director skills and qualifications and a discussion of the key attributes brought by their Company's directors. A skills matrix follows the discussion, which presents specific skills of the directors along with the main industry where each is considered an expert.

https://www.ibm.com/annualreport/assets/downloads/IBM_Proxy_2020.pdf

Director Skills and Qualifications

The IBM Board is composed of a diverse group of members, all leaders in their respective fields. All of the current directors have leadership experience at major domestic and international organizations with operations inside and outside the United States, at academic or research institutions, or in government. Directors also have deep industry expertise as leaders of organizations within some of the Company's most important client industries and constituencies.

Building the Right Board for IBM: Key Director Attributes



Business Operation, Innovation, Transformation and Digital Experience

100% of IBM Directors have led complex organizations

For over a century, IBM has continuously reinvented itself to help its clients move from one era to the next. The ability to comprehend and analyze complex matters, including technology, is key to the IBM Board's oversight of the Company's innovation and transformation. All IBM directors have led large organizations crucial experience for understanding and overseeing the scale, scope, and complexity of IBM's business.



Industry Expertise

Director-wide industry experience includes:

- Information Technology
- Financial Services and Insurance
- Healthcare
- Pharmaceuticals
- Energy
- Chemicals
- Transport & Logistics
- Manufacturing
- Private Equity
- Research & Development



Global Perspective

Every IBM Director has international experience

IBM conducts business around the globe. Our business success is derived from an understanding of diverse business environments and economic conditions, and a broad perspective on global business opportunities. The Board's diverse and international experience is crucial for IBM, which operates in more than 175 countries around the world.

IBM BOARD OF DIRECTORS – EXPERIENCE AND SKILLS OF DIRECTOR NOMINEES

| Director | Client Industry Expertise | Organizational Leadership and Management | U.S. Business Operations | Global Business Operations | CEO | Specific Risk Oversight/Regulatory Management | Technology, Cybersecurity or Digital | Academic | Government, Regulatory, Business Associations or Public Policy | Public Board | Gender/Ethnic Diversity |
|------------------------|---------------------------|--|--------------------------|----------------------------|-----|---|--------------------------------------|----------|--|--------------|-------------------------|
| Thomas H. Watson | | | | | | | | | | | |
| Michael L. Etkew | | | | | | | | | | | |
| David N. Farr | | | | | | | | | | | |
| Alex Gorsky | | | | | | | | | | | |
| Michelle J. Howard | | | | | | | | | | | |
| Arvind Krishna | | | | | | | | | | | |
| Andrew N. Liveris | | | | | | | | | | | |
| P. William Purkayasthi | | | | | | | | | | | |
| Martha E. Pollack | | | | | | | | | | | |
| Virginia M. Rossmo | | | | | | | | | | | |
| Joseph B. Svecchi | | | | | | | | | | | |
| Sidney Taenli | | | | | | | | | | | |
| Peter R. Voer | | | | | | | | | | | |
| Frederick H. Waddell | | | | | | | | | | | |

The following client industries provide a snapshot into the many key and diverse industries in which our directors have relevant experience. Many of our directors have experience in multiple client industries.





Explanation why specific skills and experience are sought by the Board

We looked for...

Language that explains why the skills and experience sought by the Board are relevant to the Company

We found this in...



51/143 proxy statements
(23% in 2018) **↑13%**

Notable Examples

Exelon Corporation

Exelon's matrix includes an explanation as to why each skill is important to the Company.

<https://www.exeloncorp.com/newsroom/events/Event%20Documents/Exelon-Proxy-2020.pdf>

Additionally, the Board as a whole, should reflect skills and core competencies described below in our skills matrix.

The matrix identifies the **five** most prominent skills and core competencies and other attributes that each **independent** Director brings to their service to Exelon's Board and Committees.

Each Director possesses numerous other skills and competencies not identified below, however, we believe that identifying the five most prominent skills and competencies and other attributes provides a more meaningful presentation of the key contributions and value that each independent Director brings to their service on the Board and to Exelon shareholders.

Summary of Independent Director Primary Skills, Core Competencies and Other Attributes

The following matrix identifies the **five most prominent skills and core competencies** and other attributes that each independent Director brings to bear in their service to Exelon's Board and Committees.

| | Anderson | Berzin | Brias | de Balmain | DeBenedictis | Jojo | Joskow | Lawless | Richardson | Shattuck | Young |
|---|----------|--------|-------|------------|--------------|------|--------|---------|------------|----------|-------|
| Accounting – Accounting and financial reporting experience are important to accurately and transparently measure and report financial and operating performance, ensure compliance with applicable law and assess financial merits of strategic opportunities. | | | | | | | | | | | |
| Finance – Corporate finance and capital management experience are important to effectively oversee the financial affairs of Exelon's businesses and operations. | | | | | | | | | | | |
| Executive – CEO/executive management leadership skills are important to gain a practical understanding of organizations, corporate governance, and drivers of individual growth and development. | | | | | | | | | | | |
| Compensation – Human capital management and executive compensation knowledge and experience help Exelon recruit, retain, and develop key talent essential to Company operations. | | | | | | | | | | | |
| Technology – Innovation and technology experience is important in overseeing Exelon's business in the rapidly changing energy markets and physical and cyber threats. | | | | | | | | | | | |
| Safety & Security – Safety, physical security, and cybersecurity competencies are critical to oversee safe and secure nuclear and other generation operations, transmission and distribution systems, and our other assets. | | | | | | | | | | | |
| Industry – Industry experience helps inform our views on energy markets and economics, technology, nuclear power, renewable and clean energy, electric and gas transmission and distribution and the public policy and public safety implications of these aspects. | | | | | | | | | | | |
| Policy – Government, public policy and regulatory insights are important to help shape public policy initiatives and government regulation for the benefit of our customers and shareholders. | | | | | | | | | | | |
| Risk – Risk oversight and management experience inform Exelon's enterprise risk management of key risks with potential to impact public safety, operations and shareholder value including environmental impacts. | | | | | | | | | | | |
| Investor perspective – Investor relations and investment management experience ensure strong alignment with investors and inform decision making on value-adding initiatives. | | | | | | | | | | | |
| Engineering & Manufacturing – Engineering, manufacturing, construction, and performance management experience inform Exelon's ongoing commitment to maintaining and strengthening the reliability, resiliency, and safety of the electric and gas transmission and distribution systems, smart grid and generation portfolio and assets. | | | | | | | | | | | |
| Diversity – Diverse attributes reflect the Company's commitment to diversity and inclusion through age, ethnicity, gender, race and sexual orientation. | | | | | | | | | | | |
| Military Experience – Military service and experience brings unique skills and insight to the Board and reflects the Company's commitment to helping veterans translate their skills into the energy industry. | | | | | | | | | | | |

Martin Marietta Materials, Inc.

In Martin Marietta's matrix, a column provides answers the question "Why is this (qualification/experience) important to Martin Marietta?"

<https://mcdn.martinmarietta.com/Investors/Proxy/ProxyStatement2020.pdf>

| Qualifications and Experience | Ables | Cole | Davis | Koralewski | Nye | Perez | Pike | Quillen | Slager | Wiegman | Why is this important to Martin Marietta? |
|--|-------|------|-------|------------|-----|-------|------|---------|--------|---------|---|
| Corporate Governance/Legal | * | * | * | * | * | * | * | * | * | * | Ensures background and knowledge necessary to provide effective oversight and governance |
| Current or Former CEO of Public Company | | | | * | * | | * | * | * | | Strong leadership skills and critical experience with demands and challenges with managing a large public organization |
| Financial or Accounting | * | * | | * | * | * | * | * | * | * | Enables in-depth analysis of our financial statements, capital structure, financial transactions, and financial reporting process |
| Government Relations/Regulatory/Sustainability | * | * | * | * | * | * | * | * | * | * | Critical for understanding complex regulatory and governmental environment that impacts our business and our strategic goals relating to sustainability |
| Logistics/Operations | | | | * | * | | * | * | * | * | Necessary in overseeing a sustainable company that relies heavily on logistics |
| Other Public Boards | * | * | | * | * | * | * | * | * | * | Adds perspective important to shareholders and public company governance |
| Risk Management | * | * | * | * | * | * | * | * | * | * | Facilitates understanding of the risks facing the Company and appropriate process and procedures for managing them |
| Strategy/M&A | * | * | * | * | * | * | * | * | * | * | Supports setting of long-term corporate vision, disciplined strategic development and integration to facilitate company's growth |
| Technology | * | | | * | | | * | | | * | Important to facilitate business objectives and security of Company's proprietary and confidential data |

Tractor Supply Company

Tractor Supply presents the experience, skills or background that the Board is seeking in three groups: Leadership, Strategy and Governance. The Company explains why the Board is seeking each skill.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0000916365/d20921b0-af27-491f-97be-d0d03c5b8994.pdf>

Director Experience, Skills and Background

Tractor Supply is committed to growing our business by being the most dependable supplier of relevant products and services, creating customer loyalty through personalized experiences and providing convenience that our customers expect anytime, anywhere and any way. In selecting nominees for our Board, the Corporate Governance Committee evaluates the current composition of the Board and its committees and determines the most relevant skills and experience to provide effective oversight, support the needs of our business and implement our ONETractor strategy.

We generally seek director candidates with experience, skills or background in one or more of the following areas:

LEADERSHIP



CEO / President Experience

We strive to maintain a Board with a wide range of leadership experience including service as a current or former CEO or President.



Public Company Directorship

We seek directors who hold either current or previous directorship positions with public companies.

STRATEGY



Retail

We seek directors who possess an understanding of operational and strategic issues facing large retail companies, including changing consumer



Technology / E-Com

We seek directors who can integrate the custom



Marketing / Brand Management

We seek directors with relevant experience in consumer marketing or brand management and an understanding of shifting customer dynamics and consumer preferences.



HR / Compensation

We seek directors with relevant experience in human resources or executive compensation who can provide guidance and oversight of our compensation program.

GOVERNANCE



Accounting / Finance

We seek directors who have experience with finance and financial reporting processes due to the importance our company places on accurate financial reporting, controls and compliance.



Regulatory / Legal

Our business requires compliance with a variety of regulatory requirements across a number of jurisdictions. We seek directors who have legal and risk management expertise.



Corporate Governance

We seek directors who have experience with corporate governance and managing board strategies and practices that align with best practices and our strategic values.

DIVERSITY



Board Diversity

Diversity and inclusion are values ingrained in our culture and essential to our business. We believe that a board comprised of directors with diverse backgrounds, unique skill sets and experiences, and individual perspectives improves the discussions and decision-making process which contributes to overall Board effectiveness.

Board Skills as a Group

In response to investors seeking to understand how individuals are qualified to serve on corporate boards, a number of companies have developed a skills matrix to present individual skills. While this approach is valuable, some institutional investors like to understand the collective skills possessed by the board as a whole.

This being the case, some companies present a graphic presentation of nominee skills as a group, without attributing specific skills to individual board members. In other cases, companies present a graphic presentation of nominee skills as a group *and* a matrix.



Graphic Presentation of Nominee Skills as a Group

We looked for...

Companies that publish a “blended” graphic overview of collective Board skills and experience.

We found this in...














Notable Examples

Splunk, Inc.

https://www.annualreports.com/HostedData/AnnualReports/PDF/NASDAQ_SPLK_2020.pdf

Below is a summary of the primary experience, qualifications and skills that our directors bring to the Board:

| Capability | Description | Number of directors with the capability |
|--|--|---|
|  Technology infrastructure | Deep insight in technology infrastructure, business prioritization and customer drivers | ● ● ● ● ● |
|  Scaling a SaaS business | Experience growing successful SaaS companies, reaching scale and maturity | ● ● ● ● ● ● ● ● ● ● |
|  Investment | Experience creating long term value through investment, acquisitions, and growth strategies | ● ● ● ● ● |
|  CEO experience | Expertise shaping strategy, performance, prioritization, and scale leadership | ● ● ● ● ● |
|  Modern technologist | Deep knowledge in technology architecture, risk, and innovation including transitioning from on-premises to cloud | ● ● ● ● ● ● ● ● ● ● |
|  Sales | Experience building global sales capability for cloud services and enterprise software | ● ● ● ● ● |
|  Marketing | Marketing and brand-building capability in rapidly changing industries, including new markets and expansion into adjacencies | ● ● ● ● ● |
|  Key customer segment insight | Depth of insight into current and potential target markets and geographies | ● ● ● ● ● ● ● ● ● ● |
|  Finance | Financial expert with expertise in financial strategy, accounting, reporting | ● ● ● ● ● |
|  People and compensation | Expertise in aligning company culture, performance, reward and talent with strategy | ● ● ● ● ● ● ● ● |
|  Governance, risk and compliance | Experience in public company corporate governance and creating long term sustainable value | ● ● ● ● ● ● ● ● ● ● |

● Strong capability ○ Moderate capability

Truist Financial Corporation

<http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=114883481&type=PDF&symbol=TFC&companyName=Truist+Financial+Corporation&formType=DEF+14A&dateFiled=2020-03-17&CK=92230>

| Qualifications, Attributes, Skills and Experience Represented on the Board | Of the 22 Directors |
|--|---------------------|
| Financial Services Experience in the financial services industry is vital in understanding, overseeing and reviewing our strategy, including opportunities and challenges facing our businesses. This attribute may include significant leadership roles at financial institutions, service on relevant boards of directors, as well as related experience at other companies as current or former executives, that gives directors specific insight into, and expertise that will foster active participation in, the development and implementation of our operating plan and business strategy. | 19 |
| Executive Leadership We seek directors who have served in significant leadership positions and who possess strong abilities to motivate and manage others. This includes the ability to identify, evaluate and develop leadership qualities in others. Current or recent experience as Chairman, CEO, President, CFO or another senior executive are strong indicators of value and expertise in this category. | 17 |
| Cybersecurity, Technology and Digital Evolution Our continued digital evolution requires us to have directors with an understanding of technology as both a challenge and an opportunity driving security and growth, and helps address emerging risks, innovation and competitiveness in the digital age. | 7 |
| Client and Consumer Interfaces and Trends Expertise in these areas is important for reaching tomorrow's customers, differentiating Truist's services, understanding the importance of technology and design in attracting and maintaining clients, and enhancing the capabilities and functionalities of our products. | 7 |
| Accounting/Financial Experience in these critical areas enables directors to analyze our financial statements, capital structure and complex financial transactions and oversee our accounting and financial reporting processes. NYSE rules require that at least one member of our Audit Committee have accounting or related financial management expertise. | 11 |
| Regulatory and Enterprise Risk Management Experience in identifying and managing potential areas of risk are necessary to our financial stability. Our Nominating and Governance Committee considers it important that the Risk Committee have at least one member who qualifies as a "risk management expert." | 5 |
| Corporate Governance and Public Board Directors with a solid understanding of their extensive and complex oversight responsibilities further our goals of greater transparency and accountability for management and the Board. | 12 |
| Public Affairs, Government Relations, Legal and Compliance Directors who have shown demonstrated achievement and expertise in these areas are important in helping Truist navigate the complex political and regulatory landscape in which we operate. | 11 |
| Leadership in Transformation, Innovation and Disruption As we have seen from our merger of equals with SunTrust, Truist directly benefits from leaders who are comfortable and experienced in navigating an ever-changing competitive landscape and who accept transformation and innovation as a constant. Such leaders provide insight regarding organizational agility and resiliency to address emerging needs and challenges for our business going forward. | 3 |

Xcel Energy Inc.

http://investors.xcelenergy.com/interactive/newlookandfeel/4025308/AnnualReport2019/proxy/images/Xcel_Energy-Proxy2020.pdf

Director Experience and Attributes

The Board has identified key skills, expertise, and attributes that are important for effective governance of Xcel Energy. Each director brings to us a wealth of experience that combines to varying degrees many or all of these skills, but some have more in-depth experience in a particular area than others. Consistent with the goal of ensuring a comprehensive mix of skills and expertise are represented at the Board table, below we capture how our directors contribute to both the general skills mix (organized by key attribute), as well as the specialized expertise relevant to that attribute. In making this assessment, we considered the experience each director has from work, education, board service on other public companies, and engagement in community, civic, and business organizations.

LEADERSHIP & STRATEGY



Directors who hold or have held significant leadership positions provide the Company with valuable insights. These people generally possess strong leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of strategy development and corporate governance, know how to create growth and value, and prioritize creating a strong corporate culture.

Each of our directors brings leadership and strategy experience to the Board. Specialized expertise includes:

Fortune 500 Company CEO Experience
(Davis, Fowke, O'Brien, Polcinski, Prokopanko)

Legal, Governance, and Policy Expertise
(Fowke, Kehl, O'Brien, Owens, Prokopanko, Westerlund, Williams, Yohannes)

Human Resource Management and Executive Compensation Experience
(Casey, Davis, Fowke, O'Brien, Polcinski, Prokopanko, Sampson, Sheppard, Westerlund, Williams)

INDEPENDENCE



Director independence is a critical requirement for sound governance. We seek directors who bring a variety of skills, expertise, and experience to the board, including diversity of gender and race.

All directors, with the exception of Mr. Fowke, are independent.

RISK MANAGEMENT



Effectively managing risk in a rapidly changing environment is critical to our success. Directors should have a sound understanding of the most significant risks facing the Company and the experience needed to provide effective oversight of risk management processes.

All directors have experience in identifying and executing processes to mitigate risk.

FINANCE



Accurate financial reporting and auditing are critical to our success, and so we seek to have a number of directors who qualify as audit committee financial experts. Given the highly capital intensive nature of our business, we also seek directors who have experience overseeing large capital projects and complex financings.

Directors Davis, Fowke, Johnson, Kehl, O'Brien, Owens, Polcinski, Prokopanko, Williams, Wolf and Yohannes bring this expertise to our Board. Specialized expertise includes:

Audit Committee Financial Expert
(Kehl, O'Brien, Wolf)

Investment Oversight Expertise
(Davis, Fowke, Johnson, Kehl, O'Brien, Polcinski, Prokopanko, Williams, Wolf, Yohannes)

Chief Financial Officer Expertise
(Fowke, O'Brien, Wolf)

REGULATED INDUSTRY



Our industry is heavily regulated and directly affected by government actions. Our operations are complex, and addressing rapidly changing industry issues has strategic implications. As such, we seek directors with experience working closely with government agencies, working in highly regulated businesses, or with experience in industries that require extensive permitting and community engagement to conduct business.

Directors Davis, Fowke, Kehl, O'Brien, Owens, Polcinski, Prokopanko, Sheppard, Williams, and Yohannes have experience with companies where all or part of the business is highly regulated. Specific expertise includes:

Utility and Energy Sector Expertise
(Fowke, O'Brien, Owens, Sheppard, Yohannes)

Chief Nuclear Officer Expertise
(Sheppard)

Government Expertise
(Owens, Yohannes)

ENVIRONMENTAL



The production of energy has environmental impacts, and how we address rapidly evolving environmental regulation is critical to our business. Directors with experience in addressing complex environmental regulations or siting major facilities bring valuable expertise to our Board.

Directors Fowke, Johnson, O'Brien, Owens, Polcinski, Prokopanko, Westerlund, Williams, and Yohannes have experience in environmental regulation or project siting.

CUSTOMER & COMMUNITY



Given the essential service we provide, understanding the needs and interests of stakeholders is critical. Directors with experience in customer-facing industries bring valuable expertise as we prepare for a more competitive energy market. Likewise, a keen understanding of community issues and interests is important, as our success is tied to the success of the communities we serve.

Each of our directors brings experience in this area, ranging from extensive community involvement through non-profit, business, and civic organizations, to specific expertise in consumer products industries. Specific experience includes:

Non-Profit Board Governance
(Casey, Davis, Fowke, Johnson, Kehl, O'Brien, Owens, Polcinski, Prokopanko, Sampson, Sheppard, Westerlund, Williams, Wolf, Yohannes)

Consumer-Facing Business Expertise
(Casey, Davis, Fowke, Johnson, Polcinski, Westerlund, Wolf)

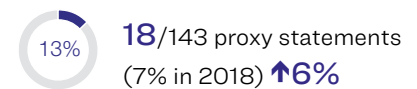


Skills Matrix and Graphic Presentation of Nominee Skills as a Group

We looked for...

Companies that present a skills matrix which explicitly links experience to individual director nominees and a “blended” graphic overview of collective Board skills and experience.

We found this in...



Notable Examples

3M Company

https://s24.q4cdn.com/834031268/files/doc_financials/2019/ar/3M-Proxy-2020.web.pdf

Nominees for this Annual Meeting.

| Qualifications and Attributes | Brown | Craig | Dillon | Eskew | Henkel | Hood | Kent | Moyo | Page | Roman | Woertz |
|-------------------------------|-------|-------|--------|-------|--------|------|------|------|------|-------|--------|
| Leadership | • | • | • | • | • | • | • | • | • | • | • |
| Manufacturing | • | | | • | • | | | | • | • | • |
| Supply Chain | • | | • | • | • | | • | | • | • | • |
| Technology | | • | • | • | • | • | | • | | • | |
| Finance | • | • | • | • | • | • | • | • | • | • | • |
| Global | • | • | | • | • | • | • | • | • | • | • |
| Risk Management | • | • | • | • | • | • | • | • | • | • | • |
| Marketing | | | • | • | • | • | • | • | • | | |
| Demographic Background | | | | | | | | | | | |
| Tenure (Years) | 7 | 1 | 5 | 17 | 13 | 3 | 7 | 2 | 4 | 2 | 4 |
| Age (Years) | 64 | 63 | 68 | 70 | 71 | 48 | 67 | 51 | 68 | 60 | 67 |
| Gender (Male/Female) | M | F | M | M | M | F | M | F | M | M | F |
| Race/Ethnicity | | | | | | | | | | | |
| African American/Black | • | | | | | | | • | | | |
| Caucasian/White | | • | • | • | • | • | • | | • | • | • |

DIRECTOR NOMINEES – DIVERSITY OF SKILLS AND EXPERIENCE

The Nominating and Governance Committee identifies, reviews, and recommends nominees to the Board for approval. The Committee seeks individuals with distinguished records of leadership and success and who will make substantial contributions to Board operations and effectively represent the interests of all shareholders. The Committee considers a wide range of factors and experiences, including ensuring an experienced, qualified Board with expertise in the following key areas most relevant to 3M. The numbers indicated in the diagram below represent the number of director nominees who the Committee believes possess each of the skills and experiences.

| | |
|---|-------|
| Leadership Significant leadership experience with understanding of complex global organizations, strategy, risk management, and how to drive change and growth. | 11/11 |
| Manufacturing As a vertically integrated Company, manufacturing experience is important to understanding the operations and capital needs of the Company. | 6/11 |
| Supply Chain Directors with expertise in the management of the upstream and downstream relationships with suppliers and customers provide important perspectives on achieving efficient operations. | 8/11 |
| Technology As a diversified technology, science-based Company, directors with technology backgrounds understand 3M's 51 technology platforms and the importance of investing in new technologies for future growth. | 7/11 |
| Finance Financial metrics measure our performance. All directors must understand finance and financial reporting processes. All, but one, Audit Committee members qualify as "audit committee financial experts." | 11/11 |
| Global Global business experience is critical to 3M's international growth with 60 percent of sales from outside the U.S. in 2019. | 10/11 |
| Risk Management Directors with experience in risk management and oversight, including cybersecurity, play an important role in the Board's oversight of risks. | 11/11 |
| Marketing Organic growth is one of 3M's financial metrics and directors with marketing expertise provide important perspectives on developing new markets. | 7/11 |

Apache Corp.

<https://www.proxydocs.com/branding/963734/2020/ps/files/assets/common/downloads/APA%202020%20Proxy%20Statement.pdf?uni=c3cbe835da2dc6f760741cad9e88b778>

SUMMARY INFORMATION ABOUT OUR BOARD OF DIRECTORS

| | CEO/ SENIOR OFFICER EXPERIENCE | FINANCIAL REPORTING EXPERIENCE | INDUSTRY EXPERIENCE | GLOBAL EXPERIENCE | ENVIRONMENTAL/ REGULATORY EXPERIENCE |
|-----------------------|--------------------------------------|--------------------------------------|------------------------|----------------------|--|
| Annell R. Bay | • | | • | • | • |
| John J. Christmann IV | • | • | • | • | • |
| Juliet S. Ellis | • | • | • | • | |
| Chansoo Joung | | • | • | • | |
| Rene R. Joyce | • | • | • | | • |
| John E. Lowe | • | • | • | • | • |
| William C. Montgomery | | • | • | • | |
| Amy H. Nelson | | • | • | | • |
| Daniel W. Rabun | • | • | • | • | • |
| Peter A. Ragauss | • | • | • | • | |



70%

**CEO/
Senior
Officer
Experience**



90%

**Financial
Reporting
Experience**



100%

**Industry
Experience**



80%

**Global
Experience**



60%

**Environmental/
Regulatory
Experience**

Dominion Energy

https://s2.q4cdn.com/510812146/files/doc_financials/2020/ar/2020-Proxy-Statement.pdf

| | Bennett | Dragas | Ellis | Farrell | Hagood | Harris | Jibson | Kingston | Rigby | Royal | Spilman | Story | Szymanczyk |
|--------------------------------------|---------|--------|-------|---------|--------|--------|--------|----------|-------|-------|---------|-------|------------|
| Age | 59 | 58 | 72 | 65 | 58 | 72 | 66 | 60 | 63 | 57 | 63 | 60 | 71 |
| Tenure (years) | 1 | 9 | 6 | 15 | 1 | 20 | 3 | 14 | 3 | 7 | 10 | 3 | 7 |
| Gender | M | F | M | M | M | M | M | M | M | F | M | F | M |
| Leadership | • | • | • | • | • | • | • | • | • | • | • | • | • |
| Industry | • | | • | • | • | • | • | | • | | | • | |
| Financial or Accounting | • | • | • | • | • | • | • | • | • | • | • | • | • |
| Corporate Governance | • | • | • | • | • | • | • | • | • | • | • | • | • |
| Risk Oversight and Management | • | • | • | • | • | • | • | • | • | • | • | • | • |
| Government, Public Policy or Legal | • | • | • | • | | • | • | • | • | | | • | • |
| Human Capital/Talent Management | • | • | • | • | • | • | | • | • | • | • | • | • |
| Innovation and Technology | | | • | • | | | • | • | | • | | • | • |
| Environmental | | • | • | • | | | • | | • | | • | • | • |
| Customer Satisfaction and/or Service | • | • | | • | • | | • | | • | • | • | • | • |

13

Leadership experience is valuable in overseeing management's performance. Directors with leadership experience also tend to demonstrate a practical understanding of organizations, strategy, risk management and corporate governance.

8

Industry experience is important given the complexity of the utility industry and nuclear power operations. Directors with industry experience also assist the Board with effective oversight of the company's business and long-term strategy.

13

Financial or Accounting experience is important in understanding and overseeing the financial reporting and internal controls of the company.

13

Corporate Governance experience is important in assuring transparency, accountability and Board effectiveness.

13

Risk Oversight and Management experience is important in overseeing the challenges and potential disruptors facing the company. Risk management experience can be acquired in many ways, including through formal risk management training as well as through years of first-hand experience gained from service in a variety of leadership roles.

10

Government, Public Policy or Legal experience is relevant as the company's operations are subject to regulation by multiple states and federal regulatory authorities. Directors with experience in law, government and public policy can provide insight and understanding of effective strategies in these areas.

13

Human Capital/Talent Management experience is important in order to attract, develop, motivate and retain high-quality personnel.

7

Innovation and Technology experience is valuable in developing the best tools to advance operations, addressing physical and cybersecurity concerns, and identifying new business opportunities.

8

Environmental experience is important in understanding and assessing complex regulatory requirements and the company's environmental compliance obligations.

10

Customer Satisfaction and/or Service experience is relevant as the company seeks to provide customers reliable service at reasonable rates.

Individual Director Skills

As investor interest in understanding board composition has grown, so has scrutiny of individual director skills, experience and additional attributes including gender and ethnic diversity.

Companies have responded to the NYC Comptroller and NYC Pension Funds' letter and to broader investor interest by incorporating matrices and other disclosures into their proxy statements to present the specific skills that each nominee brings to the boardroom, and how the Board as a group is qualified to oversee the company.



Skills Matrix

We looked for...

Skills matrices – like the model proposed by the NYC Comptroller and NYC Pension Funds – that explicitly link experience to individual director nominees

We found this in...



84/143 proxy statements
(40% in 2018) **↑19%**

Matrix Size

Of the 85 companies from our sample that published a matrix in their latest proxy statement:

- The longest matrix presents 24 skills/areas of experience (17 in 2018)
- The shortest matrix presents 5 skills/areas of experience (same as 2018)
- The average number of skills/areas of experience is 11 (10 in 2018)

| | | | | | | | |
|---|----|----------------------------------|----|---|----|-------------------------------------|---|
| Wells Fargo & Company | 24 | Skyworks Solutions, Inc. | 13 | Kinder Morgan, Inc. | 10 | 3M Company | 8 |
| Alexion Pharmaceuticals, Inc. | 20 | Unum Group | 13 | Leggett & Platt, Incorporated | 10 | ACI Worldwide, Inc. | 8 |
| Alliance Data Systems Corporation | 19 | Zoetis Inc. | 13 | Macerich Company, The | 10 | Duke Energy Corporation | 8 |
| International Business Machines Corporation | 19 | Bed Bath & Beyond Inc. | 12 | Marathon Oil Corporation | 10 | Entergy Corporation | 8 |
| Charles Schwab Corporation, The | 17 | Cerner Corporation | 12 | NRG Energy, Inc. | 10 | Freeport-McMoRan Copper & Gold Inc. | 8 |
| DENTSPLY Sirona Inc. | 17 | Intel Corporation | 12 | Ovintiv Inc. | 10 | GameStop Corp. | 8 |
| DTE Energy Company | 17 | Occidental Petroleum Corporation | 12 | Pfizer Inc. | 10 | Honeywell International Inc. | 8 |
| Pinnacle West Capital Corporation | 17 | Union Pacific Corporation | 12 | Texas Instruments Incorporated | 10 | Kilroy Realty Corporation | 8 |
| Albemarle Corporation | 16 | Whiting Petroleum Corp. | 12 | Visteon Corporation | 10 | National Oilwell Varco, Inc. | 8 |
| Ventas, Inc. | 16 | Caterpillar Inc. | 11 | Ameren Corporation | 9 | Amgen Inc. | 7 |
| Apartment Investment and Management Co. | 15 | CenturyLink | 11 | CF Industries Holdings, Inc. | 9 | Big Lots Inc. | 7 |
| Nabors Industries | 15 | Cimarex Energy Co. | 11 | ConocoPhillips | 9 | Booking Holdings Inc. | 7 |
| Crown Castle International Corp. | 14 | CMS Energy Corporation | 11 | Expeditors International of Washington Inc. | 9 | Colgate-Palmolive Company | 7 |
| Diversified Healthcare Trust | 14 | Jefferies Financial Group Inc. | 11 | HCP, Inc. | 9 | Range Resources Corporation | 7 |
| Fidelity National Financial, Inc. | 14 | New York Community Bancorp Inc. | 11 | Marsh & McLennan Companies, Inc. | 9 | Vertex Pharmaceuticals Incorporated | 7 |
| Service Properties Trust | 14 | ONEOK, Inc. | 11 | Martin Marietta Materials, Inc. | 9 | AbbVie Inc. | 6 |
| W.W. Grainger, Inc. | 14 | salesforce.com, inc. | 11 | Minerals Technologies Inc. | 9 | Chevron Corporation | 6 |
| Williams Companies, Inc., The | 14 | Vornado Realty Trust | 11 | PepsiCo, Inc. | 9 | Devon Energy Corporation | 6 |
| Xilinx, Inc. | 14 | AvalonBay Communities Inc. | 10 | PPL Corporation | 9 | Phillips 66 | 6 |
| Equifax Inc. | 13 | Dominion Energy - 10 | 10 | Tractor Supply Company | 9 | Apache Corp. | 5 |
| Exelon Corporation | 13 | Hasbro Inc. | 10 | VEREIT, Inc. | 9 | | |
| LKQ Corporation | 13 | | | | | | |

See Annex B to review the precise language used to describe skills and experience in each of the 85 skills matrices, grouped by theme.

See Annex C to review the skills matrix and associated disclosures published by each of the 85 companies that present a skills matrix in their latest proxy statement.

Notable Examples






























































































































ConocoPhillips

ConocoPhillips integrates a skills matrix into its Board snapshot that includes other information about the directors, including primary occupation, age and tenure.

<https://static.conocophillips.com/files/resources/2020-conocophillips-proxy-final.pdf>

Item 1: Election of Directors and Director Biographies

NOMINEE SKILLS MATRIX

| NOMINEE SKILLS MATRIX | | | | | Nominee Skills | | | | | | | | | |
|---|---|--|------------|-----|----------------|--|---|---|---|---|---|---|---|---|
| Nominees and Primary Occupation | | Other Current U.S. Public Company Directorships | Dir. Since | Age | Ind. | CEO or senior officer | Financial reporting | Industry | Global | Regulatory/government | Technology | Public company board service | Environmental/sustainability | Human capital management |
| | | | | | |  |  |  |  |  |  |  |  | |
|  | Charles E. Bunch Former Chairman and Chief Executive Officer, PPG Industries, Inc. | <ul style="list-style-type: none">PPG Financial Services GroupMarathon Petroleum CorporationMondelēz International, Inc. | 2014 | 70 | ● |  |  |  |  |  |  |  |  | |
|  | Caroline Maury Devine Former President and Managing Director of a Norwegian affiliate of ExxonMobil | <ul style="list-style-type: none">John Bean Technologies CorporationValero | 2017 | 69 | ● |  |  |  |  |  |  |  |  | |
|  | John V. Faraci Former Chairman and Chief Executive Officer, International Paper Company | <ul style="list-style-type: none">PPG Industries, Inc.United States Steel CorporationUnited Technologies Corporation | 2015 | 70 | ● |  |  |  |  |  |  |  |  | |
|  | Jody Freeman Archibald Cox Professor of Law, Harvard Law School | | 2012 | 56 | ● |  |  |  |  |  |  |  |  | |
|  | Gay Huey Evans OBE Chairman, London Metal Exchange | | 2013 | 65 | ● |  |  |  |  |  |  |  |  | |
|  | Jeffrey A. Joeres Former Executive Chairman and Chief Executive Officer, MarpowerGroup Inc. | <ul style="list-style-type: none">The Western Union CompanyArtisan Partners Asset Management Inc. | 2018 | 60 | ● |  |  |  |  |  |  |  |  | |
|  | Ryan M. Lance Chairman and Chief Executive Officer, ConocoPhillips | | 2012 | 57 | |  |  |  |  |  |  |  |  | |
|  | Admiral William H. McRaven Retired U.S. Navy Four-Star Admiral (SEAL) | | 2018 | 64 | ● |  |  |  |  |  |  |  |  | |
|  | Sharmila Mulligan Chief Strategy Officer, Alteryx | | 2017 | 54 | ● |  |  |  |  |  |  |  |  | |
|  | Arjun N. Murti Senior Advisor, Warburg Pincus | | 2015 | 50 | ● |  |  |  |  |  |  |  |  | |
|  | Robert A. Niblock Former Chairman, President, and Chief Executive Officer, Lowe's Companies, Inc. | <ul style="list-style-type: none">Lamb Weston | 2010 | 57 | ● |  |  |  |  |  |  |  |  | |
|  | David T. Seaton Former Chairman and Chief Executive Officer, Fluor Corporation | <ul style="list-style-type: none">The Mosaic Company | 2020 | 58 | ● |  |  |  |  |  |  |  |  | |
|  | R.A. Walker Former Chairman and Chief Executive Officer, Anadarko Petroleum Corporation | <ul style="list-style-type: none">BOK Financial Corporation | 2020 | 63 | ● |  |  |  |  |  |  |  |  | |

Honeywell International Inc.

Honeywell's "skillset matrix" goes beyond the use of tick marks to present each director's knowledge/expertise level, from "working knowledge" to "technical expertise".

<https://investor.honeywell.com/Interactive/newlookandfeel/4121346/Proxy-2020/images/Honeywell-Proxy2020.pdf>

BOARD SKILLSET MATRIX

Our Board adopted a skills and experience matrix to facilitate the comparison of our directors' skills versus those deemed necessary to oversee our current strategy. The skills included in the matrix are evaluated against our articulated strategy each year so that the matrix can serve as an up-to-date tool for identifying director nominees who collectively have the complementary experience, qualifications, skills, and attributes to guide our Company. Our 2020 Board skillset matrix reflecting the characteristics of our director nominees is set forth below.

| Strategic Skills | | | | | | | | | | | | | | |
|--|---------------|---------------|-------|---------------|---------------|---------------------------|-------|----------------------|-------|-------|-------------------|---------------|-------------|--|
| Global Experience | | | | | | | | | | | | | | |
| Regulated Industries / Government Experience | | | | | | | | | | | | | | |
| Innovation and Technology | | | | | | | | | | | | | | |
| Marketing | | | | | | | | | | | | | | |
| Industries, End-Markets & Growth Areas | | | | | | | | | | | | | | |
| Core Competencies | | | | | | | | | | | | | | |
| Senior Leadership Experience (most senior position held) | Chair and CFO | Chair and CFO | CFO | Chair and CFO | Chair and CFO | Ambassador, Chair and CEO | CEO | Governor and Senator | CFO | VP | Four-Star General | Chair and CFO | EVP and CFO | |
| No. of Public Company Boards (Current* Past) | 1 0 | 2 2 | 1 0 | 1 2 | 1 1 | 1 3 | 1 0 | 2 1 | 1 5 | 3 0 | 2 0 | 2 1 | 4 2 | |
| Risk Management | | | | | | | | | | | | | | |
| Financial Expertise | | | | | | | | | | | | | | |

Technical Expertise (direct, hands-on experience or subject-matter expert during his/her career)

Managerial Expertise (expertise derived through direct managerial experience)

Working Knowledge (experience derived through investment banking, private equity investing, serving as a member of a relevant board committee at Honeywell or at another public company, or serving as an executive officer or on the board of a public company in the relevant industry)

* Current Public Company Boards includes Honeywell Board

Ventas presents a skills matrix that includes brief explanations on why each skill is sought by the Board.

https://www.ventasreit.com/sites/default/files/pdf/2020_Proxy_Statement_vA.pdf

Director Skills Matrix

In selecting nominees for the Board, our Nominating Committee considers the particular experience, qualifications, attributes and skills of the current Board members and prospective candidates to ensure a variety of skills and qualifications are represented on the Board. The Nominating Committee monitors these represented attributes through the use of a detailed matrix that measures, among other things, skills, tenure, diversity and other attributes.

| SKILLS AND ATTRIBUTES | Melody G. Barnes | Debra A. Cafaro | Jay M. Galtieri | Richard L. Gilchrist | Matthew J. Lustig | Rosanne M. Martino | Sean P. Noon | Walter C. Rakowicz | Robert D. Reed | James D. Shelton |
|---|------------------|-----------------|-----------------|----------------------|-------------------|--------------------|--------------|--------------------|----------------|------------------|
| Executive Experience (CEO): Supports our management team through relevant advice and leadership. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Financial/Accounting Experience: Critical to the oversight of the Company's financial statements. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| SEC Financial Expert: Valuable to the oversight of the Company's financial reporting and internal controls. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| REITs/Real Estate: Contributes to a deeper understanding of the Company's strengths and challenges specific to the REIT and real estate industries. | | ✓ | | ✓ | ✓ | | | ✓ | | |
| Healthcare, Senior Housing: Contributes to a deeper understanding of the Company's strengths and challenges specific to the healthcare and seniors housing industries. | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ |
| Research & Innovation: Provides valuable insight regarding the unique considerations relevant to the research & innovation space as the Company seeks to grow this line of business. | | | | | | | ✓ | | | |
| Capital Markets: Valuable in evaluating the Company's capital structure and financing strategy. | | ✓ | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Capital Intensive Industry: Contributes to a deeper understanding of the Company's operations and key performance indicators. | | ✓ | | ✓ | ✓ | | | ✓ | ✓ | ✓ |
| Public Company Executive Compensation: Contributes to the Board's ability to attract, motivate and retain executive talent. | | | ✓ | ✓ | | | | | | ✓ |
| Government Relations/Experience: Contributes to the Board's ability to understand complex public policy issues. | ✓ | | ✓ | | | | | | | ✓ |
| Technology/Cybersecurity: Contributes to the Board's understanding of information technology and cybersecurity risks. | | | | | | | | ✓ | | |
| Legal: Contributes to ensuring oversight of management's compliance with regulatory requirements. | ✓ | ✓ | | ✓ | | | | | | |
| Sales & Marketing: Valuable in cultivating our brand equity and delivering excellent customer service. | | | | | | | ✓ | | | |
| Not-For-Profit: Contributes to a deeper understanding of the Company's strengths and challenges specific to health systems. | ✓ | | | | | | | | ✓ | ✓ |
| Strategic Planning: Essential to guiding the Company's long-term business strategy. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Management: Contributes to the identification, assessment and prioritization of risks facing the Company. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Independent | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ethnic Diversity | ✓ | | | | | | | | | |

In addition, a substantial majority of the nominees serve or have served on boards and board committees (including, in many cases, as board or committee chairs) of other public companies, which we believe provides them with essential leadership experience, exposure to corporate governance best practices and substantial knowledge and skills that enhance the functioning of our Board.

Linking Skills to Committee Memberships

Beyond overall board composition, investors increasingly expect committees to be made up of directors who bring relevant and valuable skills to their assignments. A small number of companies use their proxy statements to communicate proactively around the qualifications that directors bring to their committee memberships, and overall committee skill composition.

Note: Allstate and Walmart are not on the list of 151 companies that received the NYC Comptroller and NYC Pension Funds' letter; nonetheless, we have included disclosures published by these companies in this Thought Piece to highlight a relevant disclosure trend.

Notable Examples

Allstate

In each director biography, Allstate presents “Committee Assignments and Rationale” that explain how each director is qualified to serve on their respective committees.

[https://allstateproxy.com/assets/364574\(2\)_75_Allstate_NPS_WR.pdf](https://allstateproxy.com/assets/364574(2)_75_Allstate_NPS_WR.pdf)

Kermit R. Crawford
Independent
Age 60



Kermit effectively transformed the pharmacy experience from a model focused primarily on drug delivery to a pharmacist-patient centric model.

Professional Experience

- ▶ Former President and Chief Operating Officer of Rite Aid Corporation, which operates one of the leading retail drugstore chains in the United States.
- ▶ Former Executive Vice President and President, Pharmacy, Health and Wellness for Walgreen Co., which operates one of the largest drugstore chains in the United States.
- ▶ Former Director at LifePoint Health.

Relevant Skills

- ▶ Expertise assessing the strategies and performance of a geographically distributed and consumer-focused service business in a highly competitive industry.
- ▶ Effectively led operational change, including through the use of technology, and established strong platforms for long-term stockholder value creation.
- ▶ Extensive knowledge of analyzing consumer experience and insights.

Other Public Board Service

- ▶ TransUnion (2019–present)

**Allstate Board Service**
Director since 2013 (7 years of tenure)
Committee Assignments and Rationale
Audit Committee (Chair)

- ▶ Responsibility for all aspects of strategic, operational, and profit and loss management of one of the largest drugstore chains in the United States.
- ▶ Board leadership and seven years tenure on Allstate Board.
- ▶ Former member of the audit and compliance committee at LifePoint Health.

Risk and Return Committee

- ▶ Operational experience at large, geographically dispersed service organizations.
- ▶ Chair of Allstate audit committee.

Home Depot, Inc., The

In Home Depot's presentation of board committees, the company discloses that their Board and their NCG Committee considers their directors' skills and qualifications in key areas relevant to each committee's responsibilities. The Company lists the skills held by the members of each committee.

<https://ir.homedepot.com/~media/Files/H/HomeDepot-IR/2020/HD%20-%202020%20Proxy%20Statement.pdf>

In determining the composition of the committees, the Board and the NCG Committee considered directors' skills and qualifications in key areas relevant to the Company and each committee's responsibilities. The table below lists the key skills, qualifications and attributes held by the members of our committees. For more information about the skills and qualifications of our Board members, see "2020 Director Nominees" beginning on page 13.

| Audit | Leadership Development and Compensation | Nominating and Corporate Governance | Finance |
|----------------------|--|--|----------------------|
| Strategic Management | Strategic Management | Strategic Management | Strategic Management |
| Retail/Merchandising | Retail/Merchandising | Retail/Merchandising | Retail/Merchandising |
| CEO Experience | CEO Experience | CEO Experience | CEO Experience |
| Supply Chain | Supply Chain | Supply Chain | Supply Chain |
| IT | IT | IT | IT |
| Risk Management | E-commerce | E-commerce | E-commerce |
| Finance | Human Capital Management | Governance | Finance |
| Cybersecurity | Marketing/Communications | Marketing/Communications | Real Estate |
| International | International | International | International |
| Diversity | Diversity | Diversity | Diversity |

Pinnacle West Capital Corporation

In each of Pinnacle West's board committee presentations, the key skills of the committee members are presented as a group.




http://s22.q4cdn.com/464697698/files/doc_financials/2019/annual/2020-Proxy-Statement-Final.pdf



Walmart

In each committee presentation, Walmart highlights the experience mix of committee members as a group.

https://s2.q4cdn.com/056532643/files/doc_financials/2020/ar/2020-Proxy.pdf

| Technology and eCommerce Committee | |
|---|---|
| 3 meetings during fiscal 2020 | |
| 5 Members Steuart Walton, Chair • Cesar Conde • Tim Flynn • Marissa Mayer • Steve Reinemund | |
|  All five members have global or international business experience |  Two members have technology or eCommerce experience |
|  Four members have senior leadership experience |  Three members have marketing or brand management experience |
|  One member has finance, accounting, or financial reporting experience |  Two members have regulatory, legal, or risk management experience |
| Primary Responsibilities | |
| <ul style="list-style-type: none">• Reviews matters relating to information technology, eCommerce, and innovation and oversees the integration of Walmart's information technology, eCommerce, and innovation efforts with Walmart's overall strategy• Reviews and provides guidance regarding trends in technology and eCommerce and monitors overall industry trends | |

Wells Fargo & Company

In the presentation of Wells Fargo's Risk Committee, the Risk Expertise of the committee members is highlighted. Likewise in the Audit Committee presentation, the Financial Expertise of the committee members is brought to the foreSKILLS.

<https://www08.wellsfargomedia.com/assets/pdf/about/investor-relations/annual-reports/2020-proxy-statement.pdf>



Risk Committee Maria R. Morris, Chair

Members:
Morris (Chair)
Hewett

Pujadas
Vautrinot

Number of meetings in 2019:
10 (includes
1 joint meeting with Audit
Committee)

Primary Responsibilities:

- Approves and oversees our company-wide risk management framework and structure, including through the approval of the risk management framework which outlines our Company's approach to risk management and the policies, processes, and governance structures necessary to execute the risk management program, and approves the framework and policies for managing our major risks;
- Oversees the Independent Risk Management function and the performance of the Chief Risk Officer, approves the appointment and compensation of the Chief Risk Officer, and monitors the effectiveness of our company-wide independent risk management program;
- Annually recommends to our Board, and monitors adherence to, our risk appetite, and reviews our aggregate company-wide risk profile and its alignment with our strategy and risk appetite;
- Oversees operational risk, compliance risk (including annual compliance plan), financial crimes risk (Bank Secrecy Act/Anti-Money Laundering), information security (including cyber security) risk, technology risk, and data management risk, and approves significant supporting operational risk, compliance, financial crimes, information security, technology, and data management programs and/or policies, including our business resiliency and compliance risk management programs and third party risk management policy;
- Oversees our company-wide risk culture and conduct risk; and
- Oversees liquidity and funding risks, and risks associated with acquisitions and significant new business or strategic initiatives.

Formed Compliance Subcommittee and Technology Subcommittee:

- The Risk Committee formed two subcommittees which report to the Risk Committee and began meeting in January 2018.
- The Risk Committee delegated oversight for compliance risk to a Compliance Subcommittee which met 12 times in 2019.
 - The Risk Committee delegated oversight for technology, information security/cyber, and data management risk to a Technology Subcommittee which met 14 times in 2019.

Independence: Our Board has determined that each member of the Risk Committee is independent, as independence is defined by NYSE rules.

Risk Expertise: The Federal Reserve's Enhanced Prudential Standards for large U.S. bank holding companies require at least one member of the Risk Committee to have experience identifying, assessing, and managing risk exposures of large financial firms. Our Board has determined, in its business judgment, that two members (Morris and Pujadas) have large financial institution risk management experience. In addition, other members of the Risk Committee bring additional risk management experience in specific areas, including technology/cyber (Pujadas and Vautrinot), and operations (Hewett).



Audit Committee Charles H. Noski, Chair

Members:
Noski (Chair)
Baker

Craver
Sargent

Number of meetings in 2019:
12 (includes
1 joint meeting with
Risk Committee)

Primary Responsibilities:

- Assists our Board in fulfilling its responsibilities to oversee the integrity of our financial statements and the adequacy and reliability of disclosures to our shareholders, including our internal control over financial reporting;
- Selects and evaluates our independent auditor, including its qualifications and independence and approves all audit engagement fees and terms and all non-audit engagements of the independent auditor and engagement fees of any other external auditor for additional required audit, review or attest services;
- Approves the appointment and compensation of our Company's Chief Auditor and oversees the performance of the Chief Auditor and the internal audit function;
- Assists the Board and the Risk Committee in the oversight of compliance with regulatory and legal requirements, including review of regulatory examination reports and communications; and
- Oversees our regulatory and risk reporting disclosure control framework for data.

Independence: Our Board has determined that each member of the Audit Committee is independent, as independence for audit committee members is defined by NYSE and SEC rules.





Financial Expertise: Our Board has determined, in its business judgment, that all current members of the Audit Committee listed above are financially literate as required by NYSE rules and each current Audit Committee member (John D. Baker II, Theodore F. Craver, Jr., Charles H. Noski, and Ronald L. Sargent) qualifies as an "audit committee financial expert" as defined by SEC regulations. No Audit Committee member may serve on the audit committee of more than two other public companies.

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Annex A

2020 skills disclosure practices of the 143 companies that received the NYC Comptroller and NYC Pension Funds' letter.

- Companies presenting a skills matrix in their most recent Proxy Statement featured in this Thought Piece
- Further Companies with notable skills disclosures featured in this Thought Piece

| Company | Skills Sought by Corporate Boards | | Board Skills as a Group | Individual Director Skills | |
|---|---|---|---|--|--|
| | Discussion of specific skills and experience sought by the Board | Explanation why specific skills and experience are sought by the Board | Graphic presentation of nominee skills as a group | Skills matrix | Location of skills matrix |
| | 84/143 | 51/143 | 55/143 | 84/143 | |
| |  |  |  |  | |
| 3M Company | ● | ● | ● | ● | Proxy Highlights |
| AbbVie Inc. | ● | ● | | ● | The Board of Directors and its Committees |
| Abercrombie & Fitch Co. | ● | | ● | | |
| ACI Worldwide, Inc. | ● | ● | | ● | Election of Directors |
| AES Corporation, The | ● | | ● | | |
| Albemarle Corporation | | | | ● | Election of Directors |
| Alexion Pharmaceuticals, Inc. | ● | | | ● | Election of Directors |
| Alliance Data Systems Corporation | ● | ● | | ● | Election of Directors |
| Ameren Corporation | | | ● | ● | Corporate Governance |
| American Airlines Group Inc. | | | | | |
| American Electric Power Co., Inc. | ● | ● | | | |
| American Tower Corporation | ● | ● | | | |
| AMETEK, Inc. | | | ● | | |
| Amgen Inc. | | | ● | ● | Election of Directors |
| Apache Corp. | | | ● | ● | Summary Information About Our Board of Directors |
| Apartment Investment and Management Co. | | | | ● | Board of Directors and Executive Officers |
| AvalonBay Communities Inc. | ● | | | ● | Election of Directors |
| Becton Dickinson ⁽¹⁾ | | | | | |
| Bed Bath & Beyond Inc. | | | | ● | Election of Directors |
| Big Lots Inc. | | | | ● | Election of Directors |
| Boeing Company, The | ● | ● | ● | | |
| Booking Holdings Inc. ⁽²⁾ | ● | ● | ● | ● | Corporate Governance |
| Cabot Oil & Gas Corporation | | | ● | | |
| Caterpillar Inc. | ● | ● | | ● | Directors & Governance |
| CenterPoint Energy, Inc. | | | ● | | |
| CenturyLink ⁽³⁾ | ● | | | ● | Election of Directors |
| Cerner Corporation | ● | | | ● | Consideration of Director Nominees |
| CF Industries Holdings, Inc. | ● | ● | | ● | Proxy Statement Summary, Election of Directors |
| Charles Schwab Corporation, The | ● | ● | | ● | Corporate Governance |
| Cheniere Energy, Inc. | | | ● | | |
| Chevron Corporation | ● | ● | ● | ● | Election of Directors |
| Chipotle Mexican Grill, Inc. | ● | | ● | | |
| Cigna ⁽⁴⁾ | ● | | | | |
| Cimarex Energy Co. | ● | ● | | ● | Election of Directors |

| Company | Skills Sought by Corporate Boards | | Board Skills as a Group | Individual Director Skills | |
|---|--|--|---|----------------------------|---|
| | Discussion of specific skills and experience sought by the Board | Explanation why specific skills and experience are sought by the Board | Graphic presentation of nominee skills as a group | Skills matrix | Location of skills matrix |
| CMS Energy Corporation | ● | ● | | ● | Elect the Director Nominees Named in this Proxy Statement to the Board of Directors |
| Colgate-Palmolive Company | ● | ● | ● | ● | Governance of the Company |
| ConocoPhillips | ● | ● | | ● | Election of Directors and Director Biographies |
| Consolidated Edison, Inc. | | | ● | | |
| Crown Castle International Corp. | ● | | | ● | Information About the Board of Directors |
| DENTSPLY Sirona Inc. | ● | ● | | ● | Election of Directors |
| Devon Energy Corporation | | | | ● | Our Board |
| Diebold Nixdorf, Incorporated | | | ● | | |
| Diversified Healthcare Trust ⁽⁵⁾ | ● | | | ● | Election of Trustees |
| Dollar General Corporation | | | ● | | |
| Dollar Tree, Inc. | ● | | ● | | |
| Dominion Energy ⁽⁶⁾ | ● | ● | ● | ● | Corporate Governance |
| DTE Energy Company | | | | ● | Election of Directors |
| Duke Energy Corporation | ● | ● | | ● | Proxy Summary |
| eBay Inc. | | | ● | | |
| Electronic Arts Inc. | | | | | |
| Entergy Corporation | ● | ● | | ● | Election of Directors |
| EOG Resources, Inc. | ● | ● | ● | | |
| EQT Corporation | | | ● | | |
| Equifax Inc. | ● | | ● | ● | Election of Director Nominees |
| Equity Residential | | | | | |
| Eversource Energy | ● | ● | ● | | |
| Exelon Corporation | ● | ● | | ● | Election of Directors |
| Expeditors International of Washington Inc. | | | | ● | Election of Directors |
| ExxonMobil Corporation | ● | ● | | | |
| Fidelity National Financial, Inc. | ● | | | ● | Certain Information About our Directors |
| Fidelity National Information Services, Inc. | ● | | ● | | |
| FleetCor Technologies, Inc. | ● | ● | ● | | |
| FMC Corporation | ● | | | | |
| Freeport-McMoRan Copper & Gold Inc. | ● | ● | | ● | Election of Directors |
| GameStop Corp. | ● | ● | | ● | Election of Directors |
| Global Payments Inc. | ● | | ● | | |
| Hasbro Inc. | | | | ● | Election of Directors |
| HCP, Inc. | ● | ● | ● | ● | Election of Directors |
| Hess Corporation | | | | | |
| Home Depot, Inc., The | ● | ● | ● | | |
| Honeywell International Inc. | ● | ● | | ● | Election of Directors |
| Humana Inc. | | | | | |
| Intel Corporation | ● | ● | | ● | Board of Directors Matters |
| Intercontinental Exchange, Inc. | | | | | |
| International Business Machines Corporation | ● | | ● | ● | IBM Board of Directors |
| Jefferies Financial Group Inc. ⁽⁷⁾ | ● | | ● | ● | Election of Directors |
| Johnson & Johnson | | | ● | | |
| Kilroy Realty Corporation | ● | ● | | ● | Election of Directors |
| Kinder Morgan, Inc. | ● | ● | | ● | Corporate Governance |
| Leggett & Platt, Incorporated | | | | ● | Proxy Statement Summary |
| Linde plc ⁽⁸⁾ | | | ● | | |
| LKQ Corporation | | | | ● | Election of Our Board of Directors |
| Macerich Company, The | ● | | | ● | Election of Directors |
| Marathon Oil Corporation | | | | ● | Election of Directors |
| Marsh & McLennan Companies, Inc. | ● | | | ● | Board of Directors and Committees |

| Company | Skills Sought by Corporate Boards | | Board Skills as a Group | Individual Director Skills | |
|--|--|--|---|----------------------------|--|
| | Discussion of specific skills and experience sought by the Board | Explanation why specific skills and experience are sought by the Board | Graphic presentation of nominee skills as a group | Skills matrix | Location of skills matrix |
| Martin Marietta Materials, Inc. | ● | ● | | ● | The Board of Directors |
| Minerals Technologies Inc. | ● | ● | | ● | Corporate Governance |
| Murphy Oil Corporation | | | ● | | |
| Nabors Industries | ● | ● | | ● | Corporate Governance |
| National Oilwell Varco, Inc. | | | | ● | Board of Directors |
| Netflix, Inc. | | | ● | | |
| New York Community Bancorp Inc. | | | | ● | Election of Directors |
| NiSource Inc. | | | ● | | |
| NRG Energy, Inc. | ● | ● | | ● | Governance of the Company |
| NVR, Inc. | | | | | |
| O'Reilly Automotive, Inc. | | | | | |
| Occidental Petroleum Corporation | ● | ● | | ● | Election of Directors |
| ONEOK, Inc. | ● | ● | | ● | Election of Directors |
| Ovintiv Inc. ⁽⁹⁾ | ● | | | ● | Corporate Governance |
| PepsiCo, Inc. | ● | | ● | ● | Election of Directors |
| Pfizer Inc. | ● | | | ● | Proxy Statement Summary |
| Phillips 66 | ● | ● | | ● | Corporate Governance at Phillips 66 |
| Pinnacle West Capital Corporation | ● | ● | ● | ● | Proxy Statement Summary |
| Pioneer Natural Resources Co. | ● | ● | ● | | |
| PPL Corporation | | | ● | ● | Election of Directors |
| PulteGroup, Inc. | | | | | |
| Range Resources Corporation | ● | ● | | ● | Proxy Summary |
| Republic Services, Inc. | | | ● | | |
| Roper Technologies, Inc. | | | | | |
| Ross Stores, Inc. | | | | | |
| salesforce.com, inc. | ● | | | ● | Directors and Corporate Governance |
| SBA Communications Corp. | ● | ● | ● | | |
| Sealed Air Corporation | ● | | | | |
| Service Properties Trust ⁽¹⁰⁾ | ● | | | ● | Election of Trustees |
| Skyworks Solutions, Inc. | | | | ● | Election of Directors |
| SL Green Realty Corp. | ● | | ● | | |
| Southern Company, The | ● | | ● | | |
| Southwestern Energy Co. | | | ● | | |
| Splunk, Inc. | | | ● | | |
| Sprouts Farmers Market, Inc. | | | | | |
| Texas Instruments Incorporated | | | | ● | Election of Directors |
| Textron Inc. | | | ● | | |
| Tractor Supply Company | ● | ● | | ● | Election of Directors |
| Truist Financial Corporation ⁽¹¹⁾ | ● | ● | ● | | |
| U.S. Bancorp | ● | ● | ● | | |
| Union Pacific Corporation | ● | | | ● | Election of Directors |
| United Therapeutics Corporation | | | | | |
| Unum Group | ● | ● | ● | ● | Information about The Board of Directors |
| Urban Outfitters Inc. | | | | | |
| Ventas, Inc. | ● | ● | | ● | Director Elections |
| VEREIT, Inc. | | | | ● | Election of Directors |
| Vertex Pharmaceuticals Incorporated | ● | ● | | ● | Election of Directors |
| Visteon Corporation | | | ● | ● | Election of Directors |
| Vornado Realty Trust | ● | | | ● | Corporate Governance |
| W.W. Grainger, Inc. | ● | | | ● | Corporate Governance |
| Waters Corporation | | | | | |
| WEC Energy Group, Inc. | | | ● | | |

| Company | Skills Sought by Corporate Boards | | Board Skills as a Group | Individual Director Skills | |
|-------------------------------|--|--|---|----------------------------|------------------------------------|
| | Discussion of specific skills and experience sought by the Board | Explanation why specific skills and experience are sought by the Board | Graphic presentation of nominee skills as a group | Skills matrix | Location of skills matrix |
| Wells Fargo & Company | ● | | ● | ● | Corporate Governance |
| Whiting Petroleum Corp. | | | | ● | Governance Information |
| Williams Companies, Inc., The | ● | | | ● | Election of Directors |
| Xcel Energy Inc. | ● | ● | ● | | |
| Xilinx, Inc. | | | | ● | Directors and Corporate Governance |
| Zoetis Inc. | | | | ● | Proxy Summary |

- (1) C. R. Bard, Inc. was acquired by Becton Dickinson.
- (2) The Priceline Group Inc. changed its name to Booking Holdings Inc.
- (3) Level 3 Communications, Inc. was acquired by CenturyLink.
- (4) Express Scripts Holding Company was acquired by Cigna.
- (5) Senior Housing Properties Trust changed its name to Diversified Healthcare Trust.
- (6) Dominion Resources, Inc. changed its name to Dominion Energy.
- (7) Leucadia National Corporation changed its name to Jefferies Financial Group Inc.
- (8) Praxair, Inc. merged with Linde AG to form Linde plc.
- (9) Newfield Exploration Company was acquired by Ovintiv Inc.
- (10) Hospitality Properties Trust changed its name to Service Properties Trust.
- (11) BB&T Corporation merged with SunTrust Banks to form Truist Financial Corporation.

Annex B

Language used to describe skills and experience in the 84 skills matrices, grouped by theme

Contact us at info@argyleteam.com for an Excel file of the precise language used in each skills matrix

| Language | Appearance | Companies |
|---|------------|--|
| ACADEMIA | | |
| Academia | 5 | Charles Schwab Corporation, The; International Business Machines Corporation; Pfizer Inc.; Xilinx, Inc.; Zoetis Inc. |
| Academia/Education | 2 | Crown Castle International Corp.; Nabors Industries |
| Academic Experience or Technological Background | 1 | Vertex Pharmaceuticals Incorporated |
| Academic/Research Experience | 1 | Visteon Corporation |
| Research/Academic Experience | 1 | Alexion Pharmaceuticals, Inc. |
| BOARD EXPERIENCE | | |
| Board of Directors | 1 | Nabors Industries |
| Board of Directors Experience | 2 | Fidelity National Financial, Inc.; Xilinx, Inc. |
| Board of Directors Experience (other Boards) | 1 | Caterpillar Inc. |
| Corporate Governance and Public Company Board | 1 | AbbVie Inc. |
| Experience as a director of another public company | 1 | salesforce.com, inc. |
| Large Company Experience as Executive or Board Member | 1 | DENTSPLY Sirona Inc. |
| Non-AVB Public Board Experience | 1 | AvalonBay Communities Inc. |
| Other public board service | 1 | Texas Instruments Incorporated |
| Other Public Boards | 2 | Entergy Corporation; Martin Marietta Materials, Inc. |
| Other Public Company Board | 2 | Big Lots Inc.; GameStop Corp. |
| Other Public Company Board Experience | 3 | Alliance Data Systems Corporation; Diversified Healthcare Trust; Service Properties Trust |
| Other Public Company Board Member | 1 | Zoetis Inc. |
| Other Public Company Boards | 1 | Kinder Morgan, Inc. |
| Other Recent Public Board Experience | 1 | Unum Group |
| Outside Public Boards | 1 | Marathon Oil Corporation |
| Public Board | 1 | International Business Machines Corporation |
| Public Board of Directors Experience | 1 | Devon Energy Corporation |
| Public Board Service | 1 | Pinnacle West Capital Corporation |

| Language | Appearance | Companies |
|---|------------|---|
| Public Company Board | 1 | Intel Corporation |
| Public Company Board Experience | 6 | Alexion Pharmaceuticals, Inc.; Charles Schwab Corporation, The; Crown Castle International Corp.; Freeport-McMoRan Copper & Gold Inc.; PPL Corporation; Visteon Corporation |
| Public Company Board Service | 3 | Bed Bath & Beyond Inc.; ConocoPhillips; Kilroy Realty Corporation |
| Public Company Board/Committee Experience | 1 | HCP, Inc. |
| Public Company Director | 1 | VEREIT, Inc. |
| Public Company Directorship | 1 | Tractor Supply Company |
| Public Company Executive | 1 | VEREIT, Inc. |
| Public Company Executive Experience | 6 | Charles Schwab Corporation, The; Cimarex Energy Co.; Occidental Petroleum Corporation; ONEOK, Inc.; Unum Group; HCP, Inc. |
| Public company experience | 1 | Vornado Realty Trust |
| Recent Public Company Board Experience | 1 | ONEOK, Inc. |
| Serves on Other Public Boards | 1 | Ameren Corporation |
| BUSINESS/STRATEGY | | |
| Business and Digital Transformation | 1 | CenturyLink |
| Business Development and Strategy | 1 | Caterpillar Inc. |
| Business Leadership & Operations | 1 | Pfizer Inc. |
| Business Operations | 8 | Alliance Data Systems Corporation; Apartment Investment and Management Co.; Charles Schwab Corporation, The; Colgate-Palmolive Company; Macerich Company, The; New York Community Bancorp Inc.; ONEOK, Inc.; Unum Group |
| Business Strategy | 1 | Pinnacle West Capital Corporation |
| Corporate Strategy & Business Development | 1 | Jefferies Financial Group Inc. |
| Experience over several business cycles | 1 | Vornado Realty Trust |
| Growth/Business Transformation | 1 | Bed Bath & Beyond Inc. |
| Growth and Value Creation | 1 | DTE Energy Company |
| Lean | 1 | CMS Energy Corporation |
| Strategic Growth | 1 | Xilinx, Inc. |
| Strategic Initiatives | 1 | CF Industries Holdings, Inc. |
| Strategic Planning | 5 | Charles Schwab Corporation, The; Hasbro Inc.; National Oilwell Varco, Inc.; Ventas, Inc.; Leggett & Platt, Incorporated |
| Strategic Planning and Governance | 1 | CMS Energy Corporation |
| Strategic Planning and Leadership | 2 | Diversified Healthcare Trust; Service Properties Trust |
| Strategic Planning, Business Development, Business Operations | 1 | Wells Fargo & Company |
| Strategic Planning/Oversight | 1 | Crown Castle International Corp. |
| Strategy Development | 2 | Albemarle Corporation; Equifax Inc. |

| Language | Appearance | Companies |
|---|------------|--|
| Strategy Development and Risk Management | 1 | Williams Companies, Inc., The |
| Strategy/M&A | 1 | Martin Marietta Materials, Inc. |
| CEO EXPERIENCE | | |
| C-Level Leadership at a Public Company | 1 | Alexion Pharmaceuticals, Inc. |
| C-Level Management Experience | 1 | AvalonBay Communities Inc. |
| C-Suite experience | 1 | Phillips 66 |
| CEO | 1 | PPL Corporation |
| CEO/Business Head | 1 | Nabors Industries |
| CEO/Leadership | 1 | Caterpillar Inc. |
| CEO Experience | 3 | Bed Bath & Beyond Inc.; DTE Energy Company; Union Pacific Corporation |
| CEO or C-level Executive | 1 | Kinder Morgan, Inc. |
| CEO or Senior Officer | 1 | ConocoPhillips |
| CEO/Senior Executive/Leader of Significant Operations | 1 | Chevron Corporation |
| CEO/Senior Officer Experience | 1 | Apache Corp. |
| CEO/Business Head/Leadership | 1 | Fidelity National Financial, Inc. |
| CEO/Business Leader | 1 | Devon Energy Corporation |
| CEO/Executive Leadership | 2 | Alliance Data Systems Corporation; Whiting Petroleum Corp. |
| CEO/Executive Management | 2 | Diversified Healthcare Trust; Service Properties Trust |
| CEO/President Experience | 1 | Tractor Supply Company |
| CEO/Senior Leadership | 1 | Pinnacle West Capital Corporation |
| CEO/Senior Officer Experience | 1 | Range Resources Corporation |
| Chief Executive Officer/President/Founder | 1 | Macerich Company, The |
| Current or Former CEO of Public Company | 1 | Martin Marietta Materials, Inc. |
| Current or Recent Service as a Public Company CEO or COO | 1 | Albemarle Corporation |
| Executive Experience (CEO) | 1 | Ventas, Inc. |
| Experience as CEO or senior executive at a public company or other large organization | 1 | salesforce.com, inc. |
| Large Company Experience as Executive or Board Member | 1 | DENTSPLY Sirona Inc. |
| Other Public Company Executive Officer | 1 | Skyworks Solutions, Inc. |
| Public Company CEO | 4 | Marathon Oil Corporation; PepsiCo, Inc.; Skyworks Solutions, Inc.; Zoetis Inc. |
| Public Company CEO Experience | 1 | AvalonBay Communities Inc. |
| Public Company CEO/COO/CFO | 1 | Amgen Inc. |

| Language | Appearance | Companies |
|--|------------|---|
| Public Company CEO/COO/CFO/ CHRO | 1 | Big Lots Inc. |
| CFO EXPERIENCE | | |
| C-Level Leadership at a Public Company | 1 | Alexion Pharmaceuticals, Inc. |
| C-Level Management Experience | 1 | AvalonBay Communities Inc. |
| C-Suite experience | 1 | Phillips 66 |
| CFO | 1 | International Business Machines Corporation |
| Chief Financial Officer | 1 | Macerich Company, The |
| Prior Large Public Company CFO Experience | 1 | Wells Fargo & Company |
| Public Company CEO/COO/CFO | 1 | Amgen Inc. |
| Public Company CEO/COO/CFO/ CHRO | 1 | Big Lots Inc. |
| Public Company CFO | 1 | Skyworks Solutions, Inc. |
| Public Company CFO; or Finance and Accounting | 1 | Zoetis Inc. |
| COO EXPERIENCE | | |
| C-Level Leadership at a Public Company | 1 | Alexion Pharmaceuticals, Inc. |
| C-Level Management Experience | 1 | AvalonBay Communities Inc. |
| C-Suite experience | 1 | Phillips 66 |
| Public Company CEO/COO/CFO | 1 | Amgen Inc. |
| Public Company CEO/COO/CFO/ CHRO | 1 | Big Lots Inc. |
| CORPORATE FINANCE AND CAPITAL MANAGEMENT EXPERIENCE | | |
| Asset Management | 3 | Charles Schwab Corporation, The; Diversified Healthcare Trust; Service Properties Trust |
| Brokerage/Investment Banking | 1 | Charles Schwab Corporation, The |
| Corporate Finance Expertise | 1 | Kinder Morgan, Inc. |
| Corporate Finance/Capital Management | 1 | Alliance Data Systems Corporation |
| Economics/Finance | 1 | Union Pacific Corporation |
| Finance | 5 | 3M Company; Booking Holdings Inc.; Charles Schwab Corporation, The; Exelon Corporation; Skyworks Solutions, Inc. |
| Finance/Banking | 1 | New York Community Bancorp Inc. |
| Financial | 3 | Crown Castle International Corp.; Expeditors International of Washington Inc.; Marsh & McLennan Companies, Inc. |
| Financial acumen | 1 | Texas Instruments Incorporated |
| Financial Expertise | 3 | Honeywell International Inc.; Intel Corporation; Vertex Pharmaceuticals Incorporated |
| Financial Expertise/Financial Community | 1 | PepsiCo, Inc. |

| Language | Appearance | Companies |
|--|------------|---|
| Financial or Banking Experience | 1 | Ameren Corporation |
| Financial Services | 2 | Charles Schwab Corporation, The; Wells Fargo & Company |
| Financial Services (Incl. Asset Management & Investment Banking) | 1 | Jefferies Financial Group Inc. |
| Financial Services Industry Experience | 1 | ACI Worldwide, Inc. |
| Financial Services Risk Expertise | 1 | Wells Fargo & Company |
| Wall Street Experience | 1 | Union Pacific Corporation |
| CORPORATE GOVERNANCE | | |
| Corporate Governance | 23 | Apartment Investment and Management Co.; Big Lots Inc.; Cimarex Energy Co.; Colgate-Palmolive Company; Diversified Healthcare Trust; Dominion Energy; DTE Energy Company; Equifax Inc.; Fidelity National Financial, Inc.; Jefferies Financial Group Inc.; Leggett & Platt, Incorporated; LKQ Corporation; Nabors Industries; New York Community Bancorp Inc.; NRG Energy, Inc.; Occidental Petroleum Corporation; Pinnacle West Capital Corporation; Service Properties Trust; Tractor Supply Company; Wells Fargo & Company; Whiting Petroleum Corp.; Williams Companies, Inc., The; Xilinx, Inc. |
| Corporate Governance & Responsibility | 1 | Marsh & McLennan Companies, Inc. |
| Corporate Governance and Public Company Board | 1 | AbbVie Inc. |
| Corporate Governance Leadership | 1 | ONEOK, Inc. |
| Corporate Governance/ESG | 1 | Unum Group |
| Corporate Governance/Ethics | 2 | Alliance Data Systems Corporation; Crown Castle International Corp. |
| Corporate Governance/Legal | 2 | Alexion Pharmaceuticals, Inc.; Martin Marietta Materials, Inc. |
| Corporate Governance/Public Company Experience | 1 | W.W. Grainger, Inc. |
| Governance | 1 | Ovintiv Inc. |
| Governance/Business | 1 | Expeditors International of Washington Inc. |
| Governance/ESG | 1 | Hasbro Inc. |
| Public Affairs/Corporate Governance | 1 | Bed Bath & Beyond Inc. |
| Public Company GC, Compliance, or Corporate Governance | 1 | Zoetis Inc. |
| Public Company Governance | 1 | CF Industries Holdings, Inc. |
| Public Company Governance Experience | 1 | DENTSPLY Sirona Inc. |
| CSR/ETHICS | | |
| Business Ethics/Compliance | 1 | Alexion Pharmaceuticals, Inc. |
| Business Ethics/Corporate Social Responsibility | 1 | W.W. Grainger, Inc. |
| Corporate Governance/Ethics | 2 | Alliance Data Systems Corporation; Crown Castle International Corp. |

| Language | Appearance | Companies |
|--|------------|---|
| Corporate Social Responsibility/ Sustainability/Environmental | 1 | Alexion Pharmaceuticals, Inc. |
| Ethics and Compliance | 1 | DTE Energy Company |
| Ethics/Social Responsibility Oversight | 1 | Jefferies Financial Group Inc. |
| Health, Safety and Environment | 1 | Nabors Industries |
| HES Experience | 1 | Marathon Oil Corporation |
| Not-For-Profit | 1 | Ventas, Inc. |
| Sustainability, Charitable, or other Corporate Responsibility | 1 | New York Community Bancorp Inc. |
| CUSTOMER SERVICE | | |
| Customer and Product Support Services | 1 | Caterpillar Inc. |
| Customer Experience | 2 | CenturyLink; CMS Energy Corporation |
| Customer Perspective | 1 | Union Pacific Corporation |
| Customer Perspectives | 1 | Pinnacle West Capital Corporation |
| Customer Relations or Consumer Orientation Experience | 1 | Ameren Corporation |
| Customer Relationships and Marketing | 1 | PPL Corporation |
| Customer Satisfaction and/or Service | 1 | Dominion Energy |
| Customer Service | 2 | Apartment Investment and Management Co.; Duke Energy Corporation |
| Customer Service and Satisfaction | 1 | DTE Energy Company |
| DIGITAL/ECOMMERCE | | |
| Consumer, Marketing, Digital | 1 | Wells Fargo & Company |
| Data & Analytics | 1 | Equifax Inc. |
| Digital/Omnichannel | 1 | Bed Bath & Beyond Inc. |
| Digital Expertise | 1 | Macerich Company, The |
| Digital Technology | 1 | LKQ Corporation |
| Digital/eCommerce | 1 | W.W. Grainger, Inc. |
| EComm Experience | 1 | Big Lots Inc. |
| Technology, Cybersecurity or Digital | 1 | International Business Machines Corporation |
| Technology/Data Analytics/ e-commerce/Digital Marketing/Cyber | 1 | PepsiCo, Inc. |
| Technology/Digital Transformation | 1 | Unum Group |
| Technology/E-Commerce | 1 | Tractor Supply Company |
| DOMESTIC | | |
| Local/Regional Understanding | 1 | DTE Energy Company |
| U.S. Business Operations | 1 | International Business Machines Corporation |

| Language | Appearance | Companies |
|--|------------|--|
| EMERGING MARKETS | | |
| Developing & Emerging Markets/ International Residence | 1 | PepsiCo, Inc. |
| Global/Emerging Markets Experience | 1 | Albemarle Corporation |
| ENTREPRENEURIAL | | |
| Entrepreneurial Experience | 1 | Xilinx, Inc. |
| Experience founding or growing new businesses directly or through venture capital work | 1 | salesforce.com, inc. |
| Private Equity | 1 | Jefferies Financial Group Inc. |
| ENVIRONMENT | | |
| Community Affairs | 1 | Wells Fargo & Company |
| Corporate Governance/ESG | 1 | Unum Group |
| Corporate Social Responsibility/ Sustainability/Environmental | 1 | Alexion Pharmaceuticals, Inc. |
| Environment, Health and Safety | 2 | Ovintiv Inc.; Whiting Petroleum Corp. |
| Environmental | 5 | Chevron Corporation; Dominion Energy; Duke Energy Corporation; PPL Corporation; Williams Companies, Inc., The |
| Environmental/Sustainability | 1 | NRG Energy, Inc. |
| Environmental & Safety | 1 | CF Industries Holdings, Inc. |
| Environmental experience | 1 | Phillips 66 |
| Environmental, Health, Safety & Sustainability | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Environmental, Social and Governance | 3 | CenturyLink; Vornado Realty Trust; Wells Fargo & Company |
| Environmental/Regulatory Experience | 1 | Apache Corp. |
| Environmental/Sustainability | 1 | ConocoPhillips |
| Environmental/Sustainability/ Corporate Responsibility | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Sustainability | 3 | Diversified Healthcare Trust; Service Properties Trust; Whiting Petroleum Corp. |
| Sustainability and Environmental | 1 | CMS Energy Corporation |
| Sustainability and Environmental Stewardship | 1 | DTE Energy Company |
| Sustainability, Charitable, or other Corporate Responsibility | 1 | New York Community Bancorp Inc. |
| EXECUTIVE COMPENSATION | | |
| Compensation | 1 | Exelon Corporation |
| Compensation/HR | 1 | NRG Energy, Inc. |
| Compensation/Talent Management/ Human Resources | 1 | Alexion Pharmaceuticals, Inc. |
| Executive Compensation | 3 | Cimarex Energy Co.; DTE Energy Company; Occidental Petroleum Corporation |

| Language | Appearance | Companies |
|--|------------|--|
| HR/Compensation | 3 | Crown Castle International Corp.; Leggett & Platt, Incorporated; Tractor Supply Company |
| Human Capital Management/ Compensation | 3 | Fidelity National Financial, Inc.; LKQ Corporation; Xilinx, Inc. |
| Human Capital Mgt./Comp. | 1 | Devon Energy Corporation |
| Human Capital/Compensation | 1 | Alliance Data Systems Corporation |
| Human Resources & Compensation | 2 | Ovintiv Inc.; Whiting Petroleum Corp. |
| Human Resources and Executive Compensation | 1 | CMS Energy Corporation |
| Human Resources/Compensation | 1 | W.W. Grainger, Inc. |
| Public Company Executive Compensation | 2 | Albemarle Corporation; Ventas, Inc. |
| EXECUTIVE EXPERIENCE | | |
| Active Executive | 1 | Ameren Corporation |
| Business experience in a senior leadership position | 1 | GameStop Corp. |
| Business Leadership | 1 | VEREIT, Inc. |
| Business Leadership & Operations | 1 | Pfizer Inc. |
| Executive | 2 | Apartment Investment and Management Co.; Exelon Corporation |
| Executive Experience | 2 | Crown Castle International Corp.; Entergy Corporation |
| Executive Leadership | 5 | Kilroy Realty Corporation; LKQ Corporation; NRG Energy, Inc.; Skyworks Solutions, Inc.; Williams Companies, Inc., The |
| Executive leadership (public or private) | 1 | Texas Instruments Incorporated |
| Executive Leadership & Business Operations | 1 | Equifax Inc. |
| Executive Leadership & Management | 1 | Jefferies Financial Group Inc. |
| Executive Leadership of a Complex Business | 1 | ACI Worldwide, Inc. |
| Leadership | 6 | 3M Company; AbbVie Inc.; Booking Holdings Inc.; Dominion Energy; Marsh & McLennan Companies, Inc.; New York Community Bancorp Inc. |
| Leadership & Strategy | 1 | Expeditors International of Washington Inc. |
| Leadership Experience | 3 | Minerals Technologies Inc.; Vertex Pharmaceuticals Incorporated; Xilinx, Inc. |
| Management or governance of publicly traded companies | 1 | Cerner Corporation |
| Organizational Leadership and Management | 1 | International Business Machines Corporation |
| Public Company Compliance/ Governance | 1 | Albemarle Corporation |
| Public Company/Leadership | 1 | W.W. Grainger, Inc. |
| Publicly Traded Company Experience | 1 | Union Pacific Corporation |
| Senior Executive Leadership | 1 | CF Industries Holdings, Inc. |

| Language | Appearance | Companies |
|--|------------|---|
| FINANCE/ACCOUNTING/REPORTING | | |
| Accounting | 4 | Charles Schwab Corporation, The; Crown Castle International Corp.; Equifax Inc.; Exelon Corporation |
| Accounting and Auditing for Large Business Organizations | 1 | Apartment Investment and Management Co. |
| Accounting and Finance | 1 | Ovintiv Inc. |
| Accounting and Finance Expertise | 1 | CF Industries Holdings, Inc. |
| Accounting and Financial Reporting Expertise | 1 | Kinder Morgan, Inc. |
| Accounting expertise | 1 | Vornado Realty Trust |
| Accounting, Financial Reporting | 1 | Wells Fargo & Company |
| Accounting/Auditing | 2 | ONEOK, Inc.; Unum Group |
| Accounting/Auditing/Risk Management | 1 | Alliance Data Systems Corporation |
| Accounting/Finance | 2 | Tractor Supply Company; VEREIT, Inc. |
| Accounting/Financial Expertise | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Accounting/Financial Literacy | 1 | AvalonBay Communities Inc. |
| Accounting/Financial Reporting Expertise | 1 | Alexion Pharmaceuticals, Inc. |
| Audit & Financial Expertise | 1 | Jefferies Financial Group Inc. |
| Audit Committee Financial Expert | 4 | Caterpillar Inc.; Skyworks Solutions, Inc.; Wells Fargo & Company; Whiting Petroleum Corp. |
| Audit Expertise | 1 | Pinnacle West Capital Corporation |
| Auditing/accounting | 1 | Texas Instruments Incorporated |
| Expertise in financial statements and accounting | 1 | salesforce.com, inc. |
| Finance/Accounting | 2 | Hasbro Inc.; NRG Energy, Inc. |
| Finance/Financial Disclosure/ Financial Accounting | 1 | Chevron Corporation |
| Finance/Financial Literacy | 1 | Xilinx, Inc. |
| Finance & Accounting | 4 | Caterpillar Inc.; Entergy Corporation; Pfizer Inc.; PPL Corporation |
| Finance or Accounting | 1 | AbbVie Inc. |
| Finance, Accounting or Financial Reporting | 1 | CMS Energy Corporation |
| Finance/Accounting/Auditing | 1 | LKQ Corporation |
| Finance/Public Accounting | 1 | CenturyLink |
| Financial and Accounting | 1 | Williams Companies, Inc., The |
| Financial Expert | 2 | ACI Worldwide, Inc.; Ovintiv Inc. |
| Financial Expertise and Literacy | 1 | Apartment Investment and Management Co. |
| Financial Expertise/Literacy | 5 | Alliance Data Systems Corporation; HCP, Inc.; National Oilwell Varco, Inc.; ONEOK, Inc.; Unum Group |

| Language | Appearance | Companies |
|--|------------|--|
| Financial Literacy | 10 | Albemarle Corporation; Bed Bath & Beyond Inc.; DENTSPLY Sirona Inc.; Diversified Healthcare Trust; Fidelity National Financial, Inc.; Macerich Company, The; Minerals Technologies Inc.; Service Properties Trust; Visteon Corporation; Vornado Realty Trust |
| Financial Literacy/Accounting | 3 | Devon Energy Corporation; Nabors Industries; Pinnacle West Capital Corporation |
| Financial Literacy/Accounting Experience | 1 | Kilroy Realty Corporation |
| Financial or Accounting | 2 | Dominion Energy; Martin Marietta Materials, Inc. |
| Financial Oversight/Accounting | 1 | Marathon Oil Corporation |
| Financial Planning and Review | 1 | DTE Energy Company |
| Financial Reporting | 1 | ConocoPhillips |
| Financial Reporting & Accounting | 1 | Whiting Petroleum Corp. |
| Financial Reporting Experience | 3 | Apache Corp.; Phillips 66; Range Resources Corporation |
| Financial Reporting/Accounting Experience | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Financial statement expertise | 1 | Cerner Corporation |
| Financial/Accounting | 3 | Amgen Inc.; Big Lots Inc.; Leggett & Platt, Incorporated |
| Financial/Accounting Experience | 1 | Ventas, Inc. |
| P&L Experience | 1 | Albemarle Corporation |
| Public Company CFO; or Finance and Accounting | 1 | Zoetis Inc. |
| Public Financial Reporting | 1 | Skyworks Solutions, Inc. |
| Qualified Financial Experts | 1 | DENTSPLY Sirona Inc. |
| SEC Financial Expert | 1 | Ventas, Inc. |
| FINANCE/BANKING/FINANCIAL SERVICES | | |
| Banking | 1 | Charles Schwab Corporation, The |
| Banking/Finance Experience | 1 | Range Resources Corporation |
| Capital Allocation Expertise | 1 | Kinder Morgan, Inc. |
| Capital Management | 2 | ONEOK, Inc.; Unum Group |
| Capital Markets | 4 | Apartment Investment and Management Co.; ONEOK, Inc.; Ventas, Inc.; VEREIT, Inc. |
| Capital markets expertise | 1 | Vornado Realty Trust |
| Capital Markets/Banking | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Capital Markets/Investment Banking | 2 | Diversified Healthcare Trust; Service Properties Trust |
| Consumer Banking | 1 | Wells Fargo & Company |
| Experience in Capital Allocation and Deployment | 1 | DENTSPLY Sirona Inc. |
| Relevant Industry Experience: Banking/Financial Services | 1 | Alliance Data Systems Corporation |
| Securities and Capital Markets | 1 | Williams Companies, Inc., The |

| Language | Appearance | Companies |
|---|------------|--|
| Treasury/Capital Allocation/ Corporate Development | 1 | LKQ Corporation |
| Wholesale/Institutional | 1 | Wells Fargo & Company |
| FINANCE/CAPITAL MARKETS | | |
| Finance and capital allocation | 1 | GameStop Corp. |
| Finance/Capital Allocation | 5 | Nabors Industries; Devon Energy Corporation; Fidelity National Financial, Inc.; W.W. Grainger, Inc.; Whiting Petroleum Corp. |
| Finance/Capital Management and Allocation | 1 | Alexion Pharmaceuticals, Inc. |
| Finance/Capital Markets | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Finance/Capital Markets Experience | 1 | Kilroy Realty Corporation |
| Finance/Capital Markets/Investment | 1 | Macerich Company, The |
| Financial/Capital Allocation | 1 | Pinnacle West Capital Corporation |
| Financial/Capital Markets Experience | 1 | AvalonBay Communities Inc. |
| GLOBAL/INTERNATIONAL EXPERIENCE | | |
| Global | 2 | 3M Company; ConocoPhillips |
| Global Business | 4 | Booking Holdings Inc.; Cerner Corporation; Hasbro Inc.; Leggett & Platt, Incorporated |
| Global Business and Strategy | 1 | AbbVie Inc. |
| Global Business Experience | 2 | Alexion Pharmaceuticals, Inc.; CenturyLink |
| Global Business Operations | 1 | International Business Machines Corporation |
| Global Business Perspective | 1 | PPL Corporation |
| Global Business/International Affairs | 1 | Chevron Corporation |
| Global Businesses | 1 | Zoetis Inc. |
| Global Experience | 4 | Apache Corp.; Caterpillar Inc.; Honeywell International Inc.; Phillips 66 |
| Global Perspective, International | 1 | Wells Fargo & Company |
| Global/International | 1 | Intel Corporation |
| International | 10 | Amgen Inc.; Colgate-Palmolive Company; Expeditors International of Washington Inc.; Fidelity National Financial, Inc.; Macerich Company, The; Marathon Oil Corporation; Marsh & McLennan Companies, Inc.; Nabors Industries; Unum Group; W.W. Grainger, Inc. |
| International Business | 7 | CF Industries Holdings, Inc.; Charles Schwab Corporation, The; Equifax Inc.; Freeport-McMoRan Copper & Gold Inc.; National Oilwell Varco, Inc.; Pfizer Inc.; Skyworks Solutions, Inc. |
| International Business & Operations | 1 | Jefferies Financial Group Inc. |
| International Business Experience | 2 | DENTSPLY Sirona Inc.; Visteon Corporation |
| International Experience | 6 | ACI Worldwide, Inc.; Bed Bath & Beyond Inc.; LKQ Corporation; Minerals Technologies Inc.; Occidental Petroleum Corporation; Xilinx, Inc. |
| International Operations | 2 | Alliance Data Systems Corporation; GameStop Corp. |
| International Perspective | 1 | Vertex Pharmaceuticals Incorporated |

| Language | Appearance | Companies |
|---|------------|---|
| International/Global Expertise | 1 | Union Pacific Corporation |
| Leadership experience involving international operations or relations | 1 | salesforce.com, inc. |
| Multinational experience | 1 | Texas Instruments Incorporated |
| GOVERNMENT/REGULATORY | | |
| Client Industry Expertise - Government | 1 | International Business Machines Corporation |
| Government/Public Policy/Regulatory | 1 | Pinnacle West Capital Corporation |
| Government/Regulatory Affairs | 1 | Caterpillar Inc. |
| Government & Public Policy | 1 | Pfizer Inc. |
| Government Affairs/Public Policy | 1 | Alexion Pharmaceuticals, Inc. |
| Government and public policy experience | 1 | Cerner Corporation |
| Government and Regulatory Expertise | 1 | Union Pacific Corporation |
| Government Experience | 1 | Xilinx, Inc. |
| Government Relations & Regulatory | 2 | AbbVie Inc.; Marsh & McLennan Companies, Inc. |
| Government Relations/Experience | 1 | Ventas, Inc. |
| Government Relations/Legal | 1 | New York Community Bancorp Inc. |
| Government Relations/Regulatory | 1 | LKQ Corporation |
| Government Relations/Regulatory/Sustainability | 1 | Martin Marietta Materials, Inc. |
| Government Service | 1 | Charles Schwab Corporation, The |
| Government, Legal & Regulatory | 3 | Cimarex Energy Co.; Intel Corporation; Occidental Petroleum Corporation |
| Government, Legal and Regulatory Compliance | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Government, Public Policy | 1 | Wells Fargo & Company |
| Government, Public Policy or Legal | 1 | Dominion Energy |
| Government, Regulatory and Community | 1 | DTE Energy Company |
| Government/Regulatory/Legal/Public Policy | 1 | Chevron Corporation |
| Government/business conduct/legal | 1 | Vornado Realty Trust |
| Government/Legal/Public Policy | 1 | Entergy Corporation |
| Government/Public Policy | 4 | Amgen Inc.; Diversified Healthcare Trust; Service Properties Trust; W.W. Grainger, Inc. |
| Government/Public Policy Expertise | 1 | Visteon Corporation |
| Government/Regulatory, Business, Associations or Policy | 1 | International Business Machines Corporation |
| Governmental Experience | 1 | Minerals Technologies Inc. |
| Leadership experience in government, law or military | 1 | salesforce.com, inc. |

| Language | Appearance | Companies |
|---|------------|---|
| Other Regulated Industry | 1 | Wells Fargo & Company |
| Policy | 1 | Exelon Corporation |
| Policy aspects of healthcare | 1 | Cerner Corporation |
| Public Policy | 1 | PepsiCo, Inc. |
| Public Policy and Government | 1 | Williams Companies, Inc., The |
| Public Policy and Government Relations | 1 | Ovintiv Inc. |
| Public Policy and Regulation | 1 | Vertex Pharmaceuticals Incorporated |
| Public Policy/Regulatory | 1 | Marathon Oil Corporation |
| Public/Government Affairs | 1 | Albemarle Corporation |
| Quality and Regulatory Experience | 1 | DENTSPLY Sirona Inc. |
| Regulated Industries/Government Experience | 1 | Honeywell International Inc. |
| Regulated Industry | 1 | PPL Corporation |
| Regulated Utility/Nuclear | 1 | Entergy Corporation |
| Regulatory | 3 | Charles Schwab Corporation, The; Fidelity National Financial, Inc.; Wells Fargo & Company |
| Regulatory - Financial Services | 1 | Wells Fargo & Company |
| Regulatory and EHS Expertise | 1 | Kinder Morgan, Inc. |
| Regulatory and Public Service | 1 | Colgate-Palmolive Company |
| Regulatory Compliance | 2 | Amgen Inc.; Big Lots Inc. |
| Regulatory Environment/ Governmental Affairs | 1 | CMS Energy Corporation |
| Regulatory Policy/Compliance | 1 | NRG Energy, Inc. |
| Regulatory, public policy or legal | 1 | Texas Instruments Incorporated |
| Regulatory/FDA | 1 | Alexion Pharmaceuticals, Inc. |
| Regulatory/Government | 2 | ConocoPhillips; Duke Energy Corporation |
| Regulatory/Legal | 1 | Tractor Supply Company |
| Regulatory/Risk Management | 2 | ONEOK, Inc.; Unum Group |
| Relevant Industry Experience: Regulated Industry | 1 | Alliance Data Systems Corporation |
| HEALTHCARE | | |
| Clinical healthcare experience | 1 | Cerner Corporation |
| Policy aspects of healthcare | 1 | Cerner Corporation |
| HR | | |
| Compensation/HR | 1 | NRG Energy, Inc. |
| Compensation/Talent Management/ Human Resources | 1 | Alexion Pharmaceuticals, Inc. |
| Development | 1 | Apartment Investment and Management Co. |
| Employee Engagement, Safety and Talent | 1 | DTE Energy Company |

| Language | Appearance | Companies |
|---|------------|--|
| Experience in HR and Talent Management | 1 | DENTSPLY Sirona Inc. |
| Human Capital | 1 | Intel Corporation |
| Human Capital Management | 5 | ConocoPhillips; Duke Energy Corporation; Pfizer Inc.; Pinnacle West Capital Corporation; Wells Fargo & Company |
| Human Capital Management Experience | 1 | HCP, Inc. |
| Human Capital Management/Compensation | 4 | Devon Energy Corporation; Fidelity National Financial, Inc.; LKQ Corporation; Xilinx, Inc. |
| Human Capital/Compensation | 1 | Alliance Data Systems Corporation |
| Human Capital/Talent Management | 1 | Dominion Energy |
| Human Resources | 1 | Booking Holdings Inc. |
| Human Resources & Compensation | 2 | Ovintiv Inc.; Whiting Petroleum Corp. |
| Human Resources and Executive Compensation | 1 | CMS Energy Corporation |
| Human Resources Leadership | 1 | CenturyLink |
| Human Resources/Compensation | 1 | W.W. Grainger, Inc. |
| HUMAN CAPITAL MANAGEMENT/COMPENSATION | | |
| Talent Development | 1 | Hasbro Inc. |
| Talent Development and Management | 1 | Apartment Investment and Management Co. |
| Talent Management | 2 | Diversified Healthcare Trust; Service Properties Trust |
| INDUSTRY - APPLICATIONS SOFTWARE | | |
| Significant technical or business experience in software industry | 1 | salesforce.com, inc. |
| INDUSTRY - AUTOMOTIVE | | |
| Automotive Industry | 1 | LKQ Corporation |
| Automotive Industry Experience | 1 | Visteon Corporation |
| INDUSTRY - BEVERAGES | | |
| Consumer Products | 1 | PepsiCo, Inc. |
| INDUSTRY - CHEMICALS | | |
| Client Industry Expertise - Chemicals | 1 | International Business Machines Corporation |
| Industry Focus | 1 | CF Industries Holdings, Inc. |
| Relevant Industry Experience | 2 | Albemarle Corporation; Minerals Technologies Inc. |
| INDUSTRY - COMMERCIAL SERVICES | | |
| Equifax Industry Knowledge | 1 | Equifax Inc. |
| INDUSTRY - COSMETICS&TOILETRIES | | |
| Industry | 1 | Colgate-Palmolive Company |
| INDUSTRY - DATA PROCESSING | | |
| Industry Experience | 1 | Fidelity National Financial, Inc. |
| Relevant Industry Experience: Data Processing | 1 | Alliance Data Systems Corporation |

| Language | Appearance | Companies |
|---|------------|---|
| INDUSTRY - E-COMMERCE | | |
| Internet/E-Commerce | 1 | Booking Holdings Inc. |
| Relevant Industry Experience: e-Commerce/Digital | 1 | Alliance Data Systems Corporation |
| Travel | 1 | Booking Holdings Inc. |
| INDUSTRY - ELECTRIC-INTEGRATED | | |
| Client Industry Expertise - Energy | 1 | International Business Machines Corporation |
| Energy Industry | 1 | Williams Companies, Inc., The |
| Energy Industry Experience | 2 | Devon Energy Corporation; DTE Energy Company |
| Engineering and Construction | 1 | Williams Companies, Inc., The |
| Extensive Knowledge of Company's Business Environment | 1 | Pinnacle West Capital Corporation |
| Gas Midstream Experience | 1 | DTE Energy Company |
| Industry | 3 | Dominion Energy; Duke Energy Corporation; Exelon Corporation |
| Nuclear Experience | 3 | Ameren Corporation; DTE Energy Company; Pinnacle West Capital Corporation |
| Relevant Business Experience | 1 | NRG Energy, Inc. |
| Utilities/Regulatory Experience | 1 | Ameren Corporation |
| Utility Experience | 1 | CMS Energy Corporation |
| Utility Industry Experience | 1 | Pinnacle West Capital Corporation |
| INDUSTRY - ELECTRONIC COMPONENTS | | |
| Industry and IT/Technical | 1 | Intel Corporation |
| INDUSTRY - FINANCIAL SERVICES | | |
| Client Industry Expertise - Financial Services and Insurance | 1 | International Business Machines Corporation |
| Expertise in Portfolio Company Related Industry | 1 | Jefferies Financial Group Inc. |
| INDUSTRY - HEALTHCARE | | |
| Client Industry Expertise - Healthcare | 1 | International Business Machines Corporation |
| Healthcare & Pharma | 1 | Pfizer Inc. |
| Healthcare business or operations experience | 1 | Cerner Corporation |
| Healthcare Industry | 1 | AbbVie Inc. |
| Healthcare Industry Experience | 1 | HCP, Inc. |
| Healthcare Industry, Providers and Payers | 1 | Amgen Inc. |
| Healthcare, Senior Housing | 1 | Ventas, Inc. |
| INDUSTRY - INSURANCE BROKERS | | |
| Industry | 1 | Marsh & McLennan Companies, Inc. |

| Language | Appearance | Companies |
|---|------------|--|
| INDUSTRY - LIFE/HEALTH INSURANCE | | |
| Industry Experience | 1 | Unum Group |
| Other (e.g., Insurance, Retirement Services) | 1 | Wells Fargo & Company |
| INDUSTRY - MEDICAL | | |
| Animal Health | 1 | Zoetis Inc. |
| Consumer Products | 1 | Zoetis Inc. |
| Dental Device or Industry Experience | 1 | DENTSPLY Sirona Inc. |
| Enterprise software expertise | 1 | Cerner Corporation |
| Extensive Knowledge of DENTSPLY SIRONA History and Industry | 1 | DENTSPLY Sirona Inc. |
| Industry Knowledge | 1 | Vertex Pharmaceuticals Incorporated |
| Life Sciences | 1 | Zoetis Inc. |
| Medical Device or Industry Experience | 1 | DENTSPLY Sirona Inc. |
| Medicine & Science | 1 | Pfizer Inc. |
| Pharmaceutical/Biopharmaceutical Industry | 1 | Alexion Pharmaceuticals, Inc. |
| PhD/MD/Medical training, education or background | 1 | Alexion Pharmaceuticals, Inc. |
| INDUSTRY - OIL COMP-EXPLOR&PRODTN | | |
| Exploration & Production | 1 | Whiting Petroleum Corp. |
| Geoscience/Engineering | 1 | Range Resources Corporation |
| Industry | 1 | ConocoPhillips |
| Industry Background | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Industry Experience | 2 | Apache Corp.; Range Resources Corporation |
| INDUSTRY - OIL FIELD MACH&EQUIP | | |
| Engineering/technology | 1 | National Oilwell Varco, Inc. |
| Oil & gas industry | 1 | National Oilwell Varco, Inc. |
| INDUSTRY - OIL REFINING & MARKETING | | |
| E&P Industry Experience | 1 | Marathon Oil Corporation |
| Engineering Expertise | 1 | Marathon Oil Corporation |
| Industry Experience | 2 | ONEOK, Inc.; Phillips 66 |
| Reserves | 1 | Ovintiv Inc. |
| INDUSTRY - OIL&GAS DRILLING | | |
| Drilling | 1 | Nabors Industries |
| Oil and Gas | 1 | Nabors Industries |
| Oilfield Services Industry | 1 | Nabors Industries |
| INDUSTRY - PIPELINES | | |
| Industry/Operational Experience | 1 | Kinder Morgan, Inc. |

| Language | Appearance | Companies |
|--|------------|--|
| INDUSTRY - REITS | | |
| Advanced Degree/Professional Accreditation | 1 | Kilroy Realty Corporation |
| Capital Intensive Industry | 1 | Ventas, Inc. |
| Industry expertise | 1 | Vornado Realty Trust |
| Operating | 1 | Williams Companies, Inc., The |
| Property Management and Operations | 1 | Apartment Investment and Management Co. |
| REIT Format | 1 | AvalonBay Communities Inc. |
| REIT/Real Estate | 3 | Diversified Healthcare Trust; Service Properties Trust; VEREIT, Inc. |
| REIT/Real Estate Experience | 1 | HCP, Inc. |
| REITS/Real Estate | 1 | Ventas, Inc. |
| Retail and/or Commercial Real Estate | 1 | Macerich Company, The |
| Target Tenant Industry Experience | 1 | Kilroy Realty Corporation |
| Wireless/Telecom/REIT Industry | 1 | Crown Castle International Corp. |
| INDUSTRY - RETAIL | | |
| Relevant Industry Experience: Retail | 1 | Alliance Data Systems Corporation |
| Retail | 2 | GameStop Corp.; Tractor Supply Company |
| Retail Experience | 1 | Big Lots Inc. |
| Retail Industry Experience | 1 | Bed Bath & Beyond Inc. |
| Video game industry | 1 | GameStop Corp. |
| INDUSTRY - SEMICONDUCTORS | | |
| Semiconductors | 1 | Skyworks Solutions, Inc. |
| INDUSTRY - TOYS | | |
| Digital Gaming/Media/Products | 1 | Hasbro Inc. |
| Industry Background | 1 | Hasbro Inc. |
| INDUSTRY - TRANSACTIONAL SOFTWARE | | |
| Payments Industry Knowledge | 1 | ACI Worldwide, Inc. |
| INDUSTRY - TRANSPORT | | |
| Client Industry Expertise - Transport & Logistics | 1 | International Business Machines Corporation |
| INFORMATION TECHNOLOGIES | | |
| Client Industry Expertise - Information Technology | 1 | International Business Machines Corporation |
| Information Technologies | 1 | Colgate-Palmolive Company |
| Information Technology | 3 | Apartment Investment and Management Co.; Expeditors International of Washington Inc.; Marathon Oil Corporation |
| INVESTMENTS | | |
| Investment and Finance | 1 | Apartment Investment and Management Co. |
| Investment Banking | 1 | Nabors Industries |

| Language | Appearance | Companies |
|---|------------|---|
| Investment Experience | 2 | Kilroy Realty Corporation; Pinnacle West Capital Corporation |
| Investment Expertise | 1 | HCP, Inc. |
| Investment management | 1 | Vornado Realty Trust |
| Investment Markets | 1 | Unum Group |
| Investment/Portfolio Management/ Venture Capital | 1 | Alexion Pharmaceuticals, Inc. |
| Investments | 1 | New York Community Bancorp Inc. |
| INVESTOR RELATIONS | | |
| Investor Experience | 1 | Xilinx, Inc. |
| Investor Perspective | 1 | Union Pacific Corporation |
| Investor Relations | 3 | Cimarex Energy Co.; LKQ Corporation; Occidental Petroleum Corporation |
| Investors perspective | 1 | Exelon Corporation |
| Shareholder Relations | 1 | Alexion Pharmaceuticals, Inc. |
| IT | | |
| Cloud and consumer information technology | 1 | Cerner Corporation |
| Emerging Technologies and Business Models | 1 | Intel Corporation |
| Experience with cloud computing technology infrastructure | 1 | salesforce.com, inc. |
| IT/Technology | 1 | Hasbro Inc. |
| Technology/E-Commerce | 1 | Tractor Supply Company |
| Understanding and Previous Work with Information Technology | 1 | DENTSPLY Sirona Inc. |
| IT/CYBERSECURITY | | |
| Cyber/I.T./Digital | 1 | Ameren Corporation |
| Cybersecurity | 2 | CenturyLink; Equifax Inc. |
| Cybersecurity/Information Security | 1 | Intel Corporation |
| Cybersecurity/Technology | 1 | Duke Energy Corporation |
| Information protection (data privacy and cybersecurity) | 1 | Cerner Corporation |
| Information Security, Cybersecurity, Technology | 1 | Wells Fargo & Company |
| Information Technology (including cybersecurity) | 1 | Williams Companies, Inc., The |
| Information Technology/Safety and Security | 1 | CMS Energy Corporation |
| Information Technology/ Cybersecurity | 1 | Charles Schwab Corporation, The |
| Information Technology/ Cybersecurity/Privacy | 1 | Alliance Data Systems Corporation |
| IT/Cybersecurity | 1 | Leggett & Platt, Incorporated |

| Language | Appearance | Companies |
|--|------------|--|
| IT/Cybersecurity/Technology Capability | 1 | Albemarle Corporation |
| Safety and Security | 1 | Exelon Corporation |
| Tech./Cyber Security/Customer Interface | 1 | NRG Energy, Inc. |
| Technology and Cybersecurity | 2 | DTE Energy Company; PPL Corporation |
| Technology, Cybersecurity or Digital | 1 | International Business Machines Corporation |
| Technology/Data Analytics/e-commerce/Digital Marketing/Cyber | 1 | PepsiCo, Inc. |
| Technology/Cyber Security | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Technology/Cybersecurity | 2 | Ventas, Inc.; W.W. Grainger, Inc. |
| LEGAL | | |
| Conduct/Legal | 1 | Expeditors International of Washington Inc. |
| Corporate Governance/Legal | 2 | Alexion Pharmaceuticals, Inc.; Martin Marietta Materials, Inc. |
| Government Relations/Legal | 1 | New York Community Bancorp Inc. |
| Government, Legal & Regulatory | 2 | Cimarex Energy Co.; Occidental Petroleum Corporation |
| Government, Legal and Regulatory Compliance | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Government, Legal, and Regulatory | 1 | Intel Corporation |
| Government, Public Policy or Legal | 1 | Dominion Energy |
| Government/Regulatory/Legal/Public Policy | 1 | Chevron Corporation |
| Government/business conduct/legal | 1 | Vornado Realty Trust |
| Government/Legal/Public Policy | 1 | Entergy Corporation |
| Leadership experience in government, law or military | 1 | salesforce.com, inc. |
| Legal | 8 | Apartment Investment and Management Co.; Duke Energy Corporation; Fidelity National Financial, Inc.; Union Pacific Corporation; Ventas, Inc.; VEREIT, Inc.; Wells Fargo & Company; Williams Companies, Inc., The |
| Legal Experience | 1 | Ameren Corporation |
| Legal Expertise | 1 | Kinder Morgan, Inc. |
| Legal/Regulatory | 3 | Crown Castle International Corp.; Equifax Inc.; Whiting Petroleum Corp. |
| Legal/Regulatory Experience | 1 | HCP, Inc. |
| Public Company GC, Compliance, or Corporate Governance | 1 | Zoetis Inc. |
| Regulatory, public policy or legal | 1 | Texas Instruments Incorporated |
| Regulatory/Legal | 1 | Tractor Supply Company |
| M&A/TRANSACTIONAL | | |
| Business Development and M&A | 1 | Intel Corporation |
| Business Development Experience (including M&A) | 1 | DENTSPLY Sirona Inc. |

| Language | Appearance | Companies |
|---|------------|--|
| Business Development/M&A | 1 | Whiting Petroleum Corp. |
| M&A | 1 | NRG Energy, Inc. |
| M&A Experience | 1 | Albemarle Corporation |
| M&A/Financial Industry Experience | 1 | Minerals Technologies Inc. |
| M&A/Technology Acquisition | 1 | Alexion Pharmaceuticals, Inc. |
| Mergers & Acquisitions | 6 | Alliance Data Systems Corporation; Crown Castle International Corp.; Equifax Inc.; Jefferies Financial Group Inc.; Skyworks Solutions, Inc.; Zoetis Inc. |
| Mergers and Acquisitions Experience | 1 | CenturyLink |
| Mergers, Acquisitions and Divestitures | 1 | Ovintiv Inc. |
| Strategy/M&A | 1 | Martin Marietta Materials, Inc. |
| Transactional Experience | 1 | Macerich Company, The |
| MANUFACTURING | | |
| Client Industry Expertise - Manufacturing | 1 | International Business Machines Corporation |
| Engineering & Manufacturing | 1 | Exelon Corporation |
| L&P Industry Experience | 1 | Leggett & Platt, Incorporated |
| Manufacturing | 3 | 3M Company; Nabors Industries; Texas Instruments Incorporated |
| Manufacturing/Logistics | 1 | Caterpillar Inc. |
| Manufacturing & Supply | 1 | Zoetis Inc. |
| Manufacturing Experience | 1 | DENTSPLY Sirona Inc. |
| Manufacturing/Operations | 2 | Leggett & Platt, Incorporated; Skyworks Solutions, Inc. |
| Manufacturing/Operations Experience | 1 | Albemarle Corporation |
| Manufacturing/Quality/Assurance | 1 | Alexion Pharmaceuticals, Inc. |
| Operating and Manufacturing | 1 | Intel Corporation |
| MARKETING/SALES/BRANDING | | |
| Leadership experience in marketing and brand building | 1 | salesforce.com, inc. |
| Leadership experience in sales and distribution | 1 | salesforce.com, inc. |
| Omnichannel | 1 | GameStop Corp. |
| Relevant Industry Experience: Business Services | 1 | Alliance Data Systems Corporation |
| Relevant Industry Experience: Loyalty/Marketing | 1 | Alliance Data Systems Corporation |
| MILITARY | | |
| Leadership experience in government, law or military | 1 | salesforce.com, inc. |
| Military Experience | 1 | Exelon Corporation |
| Military Service | 1 | Visteon Corporation |

| Language | Appearance | Companies |
|--|------------|--|
| OPERATIONS | | |
| Complex Operations Experience | 1 | Pinnacle West Capital Corporation |
| Operational | 1 | Vornado Realty Trust |
| Operational Experience | 1 | Minerals Technologies Inc. |
| Operational Management | 1 | Freeport-McMoRan Copper & Gold Inc. |
| Operational/Strategy | 1 | W.W. Grainger, Inc. |
| Operations | 8 | CF Industries Holdings, Inc.; Crown Castle International Corp.; Entergy Corporation; Expeditors International of Washington Inc.; LKQ Corporation; National Oilwell Varco, Inc.; Ovintiv Inc.; Union Pacific Corporation |
| Operations and Continuous Improvement | 1 | DTE Energy Company |
| Operations Experience | 1 | Ameren Corporation |
| Operations Management Experience | 1 | Bed Bath & Beyond Inc. |
| R&D | | |
| Client Industry Expertise - Research & Development | 1 | International Business Machines Corporation |
| Prior Work in Research and Development | 1 | DENTSPLY Sirona Inc. |
| Product Development Experience | 1 | Alexion Pharmaceuticals, Inc. |
| R&D/Innovation Experience | 1 | Albemarle Corporation |
| R&D/Innovation/Tech | 1 | Leggett & Platt, Incorporated |
| Research & Development | 1 | Zoetis Inc. |
| Research & Innovation | 1 | Ventas, Inc. |
| Science/Medical Research/Innovation | 1 | PepsiCo, Inc. |
| Technology, research and development | 1 | Texas Instruments Incorporated |
| REAL ESTATE | | |
| Real Estate | 3 | Apartment Investment and Management Co.; Fidelity National Financial, Inc.; W.W. Grainger, Inc. |
| Real Estate Development/Investment | 1 | AvalonBay Communities Inc. |
| Real Estate Industry | 1 | AvalonBay Communities Inc. |
| Real Estate Securities Investment | 1 | VEREIT, Inc. |
| Real Estate/Housing | 1 | New York Community Bancorp Inc. |
| RISK | | |
| Accounting/Auditing/Risk Management | 1 | Alliance Data Systems Corporation |
| Enterprise Risk Management | 2 | Alexion Pharmaceuticals, Inc.; DENTSPLY Sirona Inc. |
| Other Risk Expertise | 1 | Wells Fargo & Company |
| Risk | 1 | Exelon Corporation |
| Risk and Regulatory Experience | 1 | ACI Worldwide, Inc. |

| Language | Appearance | Companies |
|--|------------|---|
| Risk Assessment & Risk Management | 1 | W.W. Grainger, Inc. |
| Risk Assessment and Management | 1 | LKQ Corporation |
| Risk Management | 33 | 3M Company; Albemarle Corporation; Bed Bath & Beyond Inc.; Caterpillar Inc.; CenturyLink; CF Industries Holdings, Inc.; Charles Schwab Corporation, The; Cimarex Energy Co.; CMS Energy Corporation; Crown Castle International Corp.; DTE Energy Company; Duke Energy Corporation; Entergy Corporation; Equifax Inc.; Fidelity National Financial, Inc.; Honeywell International Inc.; Leggett & Platt, Incorporated; Marathon Oil Corporation; Marsh & McLennan Companies, Inc.; Martin Marietta Materials, Inc.; National Oilwell Varco, Inc.; New York Community Bancorp Inc.; NRG Energy, Inc.; Occidental Petroleum Corporation; Ovintiv Inc.; PepsiCo, Inc.; Pfizer Inc.; PPL Corporation; Range Resources Corporation; Ventas, Inc.; Wells Fargo & Company; Whiting Petroleum Corp.; Xilinx, Inc. |
| Risk Management Experience | 3 | Kilroy Realty Corporation; Phillips 66; Union Pacific Corporation |
| Risk Management Expertise | 2 | Kinder Morgan, Inc.; Minerals Technologies Inc. |
| Risk Oversight | 4 | Diversified Healthcare Trust; Jefferies Financial Group Inc.; Service Properties Trust; VEREIT, Inc. |
| Risk Oversight and Management | 1 | Dominion Energy |
| Risk Oversight and Risk Management | 1 | Pinnacle West Capital Corporation |
| Risk Oversight/Management | 1 | Macerich Company, The |
| Risk Oversight/Management Experience | 1 | HCP, Inc. |
| Risk/crisis management | 1 | Vornado Realty Trust |
| Specific Risk Oversight/Risk Management Exposure | 1 | International Business Machines Corporation |
| Strategy Development and Risk Management | 1 | Williams Companies, Inc., The |
| SALES/MARKETING/BRANDING | | |
| Consumer Marketing | 1 | Equifax Inc. |
| Consumer, Marketing, Digital | 1 | Wells Fargo & Company |
| End-market knowledge | 1 | Texas Instruments Incorporated |
| Experience in Marketing and Sales | 1 | DENTSPLY Sirona Inc. |
| Industries, End-Markets & Growth Areas | 1 | Honeywell International Inc. |
| Marketing | 3 | 3M Company; Charles Schwab Corporation, The; Honeywell International Inc. |
| Marketing (including Digital Marketing)/Personalization/ Customer Experience | 1 | Bed Bath & Beyond Inc. |
| Marketing/Sales Experience | 1 | Xilinx, Inc. |
| Marketing & Sales | 1 | Zoetis Inc. |
| Marketing and Branding | 1 | Apartment Investment and Management Co. |

| Language | Appearance | Companies |
|---|------------|---|
| Marketing or brand management | 1 | GameStop Corp. |
| Marketing/Brand Management | 1 | Tractor Supply Company |
| Marketing/Brand Management/ Consumer Focus | 1 | AvalonBay Communities Inc. |
| Marketing/Sales | 1 | Fidelity National Financial, Inc. |
| Marketing/Sales & Brand Management | 1 | W.W. Grainger, Inc. |
| Marketing/Sales Experience | 1 | Visteon Corporation |
| Marketplace Knowledge | 1 | Williams Companies, Inc., The |
| Sales/Marketing | 2 | National Oilwell Varco, Inc.; Skyworks Solutions, Inc. |
| Sales & Marketing | 4 | Booking Holdings Inc.; Expeditors International of Washington Inc.; Hasbro Inc.; Ventas, Inc. |
| Sales, Marketing, and Brand Management | 1 | Intel Corporation |
| SENIOR LEADERSHIP | | |
| Senior Leadership | 2 | CMS Energy Corporation; Intel Corporation |
| Senior Leadership & Strategic Planning | 1 | Bed Bath & Beyond Inc. |
| Senior Leadership Experience | 2 | Freeport-McMoRan Copper & Gold Inc.; Visteon Corporation |
| Senior Leadership Experience (most senior position held) | 1 | Honeywell International Inc. |
| Senior Leadership/Executive Experience/Industry Experience | 1 | CenturyLink |
| Senior Management | 1 | Hasbro Inc. |
| SUCCESSION PLANNING | | |
| Leadership Development/Succession Planning | 1 | Albemarle Corporation |
| Management Succession Planning | 1 | Wells Fargo & Company |
| SUPPLY CHAIN/LOGISTICS | | |
| Logistics | 1 | Nabors Industries |
| Logistics Industry | 1 | Expeditors International of Washington Inc. |
| Logistics/Operations | 1 | Martin Marietta Materials, Inc. |
| Supply Chain | 1 | 3M Company |
| Supply Chain and Logistics Experience | 1 | Albemarle Corporation |
| Supply Chain/Logistics | 2 | LKQ Corporation; W.W. Grainger, Inc. |
| TECHNOLOGY/ENGINEERING | | |
| Innovation and Technology | 2 | Dominion Energy; Honeywell International Inc. |
| Science/Technology/Engineering/ Research/Academia | 1 | Chevron Corporation |
| Science/Technology | 1 | Amgen Inc. |

| Language | Appearance | Companies |
|--------------------------------------|------------|---|
| Technology | 13 | 3M Company; Caterpillar Inc.; ConocoPhillips; Crown Castle International Corp.; Equifax Inc.; Exelon Corporation; Marsh & McLennan Companies, Inc.; Martin Marietta Materials, Inc.; Nabors Industries; Pfizer Inc.; Range Resources Corporation; Skyworks Solutions, Inc.; Union Pacific Corporation |
| Technology/Industry Experience | 1 | Xilinx, Inc. |
| Technology and Innovation | 2 | AvalonBay Communities Inc.; CenturyLink |
| Technology and Innovation Experience | 1 | ACI Worldwide, Inc. |
| Technology and Transformation | 1 | Entergy Corporation |
| Technology Experience | 1 | Minerals Technologies Inc. |
| Technology, research and development | 1 | Texas Instruments Incorporated |
| Technology/Digital Transformation | 1 | Unum Group |
| Technology/Systems | 2 | Fidelity National Financial, Inc.; New York Community Bancorp Inc. |
| Technology/Systems Expertise | 1 | Visteon Corporation |

Annex C

The skills matrix and associated disclosures published by the 84 companies that present a matrix in their latest proxy statement

3M Company









3M presents the skills and experience that the Company considers relevant to the Board, the importance of each skill and the number of director nominees who possess each skill and experience. The Company also presents a skills matrix.

https://s24.q4cdn.com/834031268/files/doc_financials/2019/ar/3M-Proxy-2020.web.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD
PRESENTATION OF NOMINEE SKILLS AS A GROUP

| DIRECTOR NOMINEES – DIVERSITY OF SKILLS AND EXPERIENCE | | |
|--|--|-------|
| PROXY HIGHLIGHTS | The Nominating and Governance Committee identifies, reviews, and recommends nominees to the Board for approval. The Committee seeks individuals with distinguished records of leadership and success and who will make substantial contributions to Board operations and effectively represent the interests of all shareholders. The Committee considers a wide range of factors and experiences, including ensuring an experienced, qualified Board with expertise in the following key areas most relevant to 3M. The numbers indicated in the diagram below represent the number of director nominees who the Committee believes possess each of the skills and experiences. | |
| |  Leadership Significant leadership experience with understanding of complex global organizations, strategy, risk management, and how to drive change and growth. | 11/11 |
| |  Manufacturing As a vertically integrated Company, manufacturing experience is important to understanding the operations and capital needs of the Company. | 6/11 |
| |  Supply Chain Directors with expertise in the management of the upstream and downstream relationships with suppliers and customers provide important perspectives on achieving efficient operations. | 8/11 |
| |  Technology As a diversified technology, science-based Company, directors with technology backgrounds understand 3M's 51 technology platforms and the importance of investing in new technologies for future growth. | 7/11 |
| |  Finance Financial metrics measures our performance. All directors must understand finance and financial reporting processes. All, but one, Audit Committee members qualify as "audit committee financial experts." | 11/11 |
| |  Global Global business experience is critical to 3M's international growth with 60 percent of sales from outside the U.S. in 2019. | 10/11 |
| |  Risk Management Directors with experience in risk management and oversight, including cybersecurity, play an important role in the Board's oversight of risks. | 11/11 |
| |  Marketing Organic growth is one of 3M's financial metrics and directors with marketing expertise provide important perspectives on developing new markets. | 7/11 |

SKILLS MATRIX

| Qualifications and Attributes | Brown | Craig | Dillon | Eckew | Henkel | Hood | Kent | Moyo | Page | Roman | Woertz |
|---|-------|-------|--------|-------|--------|------|------|------|------|-------|--------|
|  Leadership | • | • | • | • | • | • | • | • | • | • | • |
|  Manufacturing | • | | | • | • | | | | • | • | • |
|  Supply Chain | • | | • | • | • | | • | | • | • | • |
|  Technology | | • | • | • | • | • | | • | | • | |
|  Finance | • | • | • | • | • | • | • | • | • | • | • |
|  Global | • | • | | • | • | • | • | • | • | • | • |
|  Risk Management | • | • | • | • | • | • | • | • | • | • | • |
|  Marketing | | | • | • | • | • | • | • | • | | |
| Demographic Background | | | | | | | | | | | |
| Tenure (Years) | 7 | 1 | 5 | 17 | 13 | 3 | 7 | 2 | 4 | 2 | 4 |
| Age (Years) | 64 | 63 | 68 | 70 | 71 | 48 | 67 | 51 | 68 | 60 | 67 |
| Gender (Male/Female) | M | F | M | M | M | F | M | F | M | M | F |
| Race/Ethnicity | | | | | | | | | | | |
| African American/Black | • | | | | | | | • | | | |
| Caucasian/White | | • | • | • | • | • | • | | • | • | • |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Nominees for director



Age **64**

Director since **2013**

Other current directorships

- ConAgra Foods, Inc.,

3M Board committee(s)

- Audit
- Nominating & Governance

Directorships within the past five years

- Tower International, Inc. (non-executive chair)

Thomas "Tony" K. Brown Independent

Retired Group Vice President, Global Purchasing, Ford Motor Company

Professional Highlights

Mr. Brown is the *Retired Group Vice President, Global Purchasing, Ford Motor Company, a global automotive industry leader*. Mr. Brown served in various leadership capacities in global purchasing since joining Ford in 1999. In 2008, he became Ford's Group Vice President, Global Purchasing, with responsibility for approximately \$90 billion of production and non-production procurement for Ford operations worldwide. He retired from Ford on August 1, 2013. From 1997 to 1999 he served in leadership positions at United Technologies Corporation, including its Vice President, Supply Management. From 1991 to 1997 he served as Executive Director, Purchasing and Transportation at GMS Inc. From 1976 to 1991 he served in various managerial roles at Digital Equipment Corporation.

Nominee Qualifications

Mr. Brown's bachelor's degree in business administration from American International College in Springfield, Massachusetts, his leadership roles, including his experience serving as a director of the public companies listed, and his knowledge of and extensive experiences in global purchasing, management, and supply chain at Ford Motor Company and other companies, qualify him to serve as a director of 3M.

AbbVie Inc.

AbbVie presents the skills that are most relevant to the oversight role of the Company's Board and notes the specific importance of each skill. The matrix presents the directors who possess each skill, and the director biographies adds these skills to each director's key contributions to the Board.

<https://investors.abbvie.com/static-files/71f9318f-9a32-42ee-92ee-a34975edcd19>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Each director's biography includes the particular experience and qualifications that led the board to conclude that the director should serve on the board. The directors' biographies are in the section of this proxy statement captioned "Information Concerning Director Nominees."

The following table highlights our directors' skills and experience. The skills identified below are considered by the nominations and governance committee to be the most relevant to the board's oversight role with respect to AbbVie's business and affairs and to drive our culture of innovation and responsibility. The specific importance of each skill also is noted.

Such skills include, among others:


- **Healthcare Industry**—Relevant to an industry understanding and review of our business and strategy for continued innovation.
- **Leadership**—For a board that can successfully advise and oversee the company's business performance and represent stockholders' interests.
- **Global Business and Strategy**—For oversight of a complex global organization like AbbVie to successfully advise and oversee the strategic development and direction of the company.
- **Corporate Governance and Public Company Board**—Ensuring directors have background and knowledge to perform oversight and governance roles.
- **Finance or Accounting**—Enabling our directors to analyze our financial statements, oversee our capital structure, and consider financial transactions.
- **Government Relations and Regulatory**—For an understanding of the complex regulatory and governmental environment in which our business operates.

SKILLS MATRIX

| Director Skills, Knowledge and Experience Matrix | | | | | | |
|--|---------------------|------------|------------------------------|---|-----------------------|-------------------------------------|
| | Healthcare Industry | Leadership | Global Business and Strategy | Corporate Governance and Public Company Board | Finance or Accounting | Government Relations and Regulatory |
| Dr. Alpern | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Ms. Austin | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Gonzalez | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Mr. Burnside | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Hart | | ✓ | ✓ | ✓ | | ✓ |
| Mr. Liddy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Meyer | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Rapp | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Ms. Roberts | | ✓ | ✓ | ✓ | | ✓ |
| Mr. Tilton | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Waddell | | ✓ | ✓ | ✓ | ✓ | ✓ |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Class II—Directors Whose Terms Expire in 2020



Robert J. Alpern, M.D.
Ensign Professor of Medicine, Professor of Internal Medicine, and Former Dean of Yale School of Medicine
Dr. Alpern has served as the Ensign Professor of Medicine and Professor of Internal Medicine at Yale School of Medicine since June 2004. He served as Dean of Yale School of Medicine from June 2004 to January 2020. From July 1998 to May 2004, Dr. Alpern was the Dean of The University of Texas Southwestern Medical Center. Dr. Alpern served on the board of Yale-New Haven Hospital from October 2005 to January 2020. Dr. Alpern also serves as a director of Abbott Laboratories and Tricida, Inc.

Key Contributions to the Board: Through his position as Ensign Professor of Medicine, Professor of Internal Medicine, as well as his previous service as Dean of Yale School of Medicine, Dean of The University of Texas Southwestern Medical Center, and on the board of Yale-New Haven Hospital, Dr. Alpern contributes valuable insights to the board through his medical and scientific expertise and his knowledge of the health care environment and the scientific nature of AbbVie's key research and development initiatives.

Committees:
Nominations & Governance
Public Policy

Director since: 2013
Age: 69

ACI Worldwide, Inc.

ACI presents the skills and attributes that are important to be represented on their Board and further explains the importance of each skill and attribute to the Company. A matrix summarizes the directors' skills and attributes, and these are also presented in the directors' biographies.

<https://investor.aciworldwide.com/static-files/bced8707-ff2b-40b7-9f76-a2ef8d52a172>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Our Board selects nominees with a view to establishing a Board that is comprised of members who:

- Possess the skills and attributes described below
- Are independent and free of any conflicts of interest
- Are willing and able to devote sufficient time to the affairs of ACI
- Have the capacity and desire to represent the balanced, best interest of our stockholders
- Bring diverse perspectives to our Board

We believe that each director nominee brings these qualifications to our Board, providing a diverse complement of specific business skills and experience aligned with our business needs.

Specific Skills and Attributes to be Represented on the Board

To effectively serve ACI's business and long-term strategy, the Board believes it is important that the following key skills and attributes be represented on the Board as a whole:

| Skills and Attributes | Importance to ACI |
|--|---|
| • Payments Industry Knowledge | ACI provides payments solutions and is a leader in the transformation of the payments industry to real-time, any-to-any payments systems. ACI's customers include the largest financial institutions and financial intermediaries in the world. |
| • Financial Services Industry Experience | ACI's business involves long-term contracts with significant economic value. ACI's capital structure is important to the achievement of its long-term financial goals. |
| • Financial Expert | Senior leadership experience provides perspective on business matters and affords our CEO and executives an experienced advisor. |
| • Executive Leadership of a Complex Business | Ensuring that ACI's products are positioned to meet the demands of a quickly evolving payments industry is critical to ACI's future success. |
| • Technology and Innovation Experience | The Board's responsibilities include understanding and overseeing the various |
| • Risk and Regulatory Experience | |
| • International Experience | |
| • Diversity of Race, Ethnicity or Gender | |

Board Matrix

The following chart summarizes the Board's assessment of how the key skills and attributes described above are represented on the Board:

| | Odilon Almeida | Janet Estep | James Hale | Pamela Patsley | Charles Peters | David Poe | Adalio Sanchez | Thomas Warsop |
|--|----------------|-------------|------------|----------------|----------------|-----------|----------------|---------------|
| Payments Industry Knowledge | □ | □ | □ | □ | | □ | | □ |
| Financial Services Industry Experience | □ | □ | □ | □ | | □ | | □ |
| Financial Expert | □ | | □ | (X) | (X) | □ | | □ |
| Executive Leadership of a Complex Business | □ | □ | | □ | □ | | □ | □ |
| Technology and Innovation Experience | □ | □ | □ | □ | □ | □ | □ | □ |
| Risk and Regulatory Experience | □ | □ | □ | □ | | □ | | |
| International Experience | □ | | | | □ | □ | □ | □ |
| Diversity of Race, Ethnicity or Gender | □ | □ | | □ | | | □ | |
| Age | 58 | 63 | 68 | 63 | 68 | 71 | 60 | 53 |
| Board Tenure (full years of service) | 0 | 4 | 4 | 2 | 5 | 6 | 5 | 5 |

(X) Designated audit committee financial expert

SKILLS MATRIX

Odilon Almeida

Age: 58
Director Since: 2020

Executive Director

Committee Memberships: None

Other Public Company Boards: 1

- President and Chief Executive Officer of ACI Worldwide since March 2020
- Served as an Operating Partner at Advent International, one of the world's largest private equity funds, from 2019 to 2020
- Served as President of Western Union Global Money Transfer from 2017 to 2019, where he managed a \$5 Billion of business in more than 200 countries and territories. He stabilized and accelerated the global business growth, while driving transformational growth in the digital business, establishing Western Union as the global digital leader in P2P cross border money transfer
- Served in various leadership capacities for Western Union from 2002 to 2016, including President Americas and Europe, President Americas, and Senior Vice President and Managing Director, Latin America and Caribbean
- Serves on the Board of Millicom International Cellular S.A. and is a member of the Board's Compliance and Business Conduct Committee
- Previously served in management roles of increasing responsibility at BankBoston (now Bank of America), The Coca-Cola Company and Colgate-Palmolive, working in United States, Canada, Brazil and Mexico

Skills and Qualifications

- Payments Industry Knowledge
- Financial Services Industry Experience
- Financial Expert
- Executive Leadership of a Complex Business
- Technology and Innovation Experience
- Risk and Regulatory Experience
- International Experience
- Diversity of Race, Ethnicity or Gender

VOTE "FOR" EACH OF THE EIGHT NOMINEES LISTED ABOVE.

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DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Albemarle Corporation

Albemarle's matrix presents the key competencies of the Board, while the director biographies highlight each director's skills that align with the Company's strategy.

<http://investors.albemarle.com/static-files/744ec70a-385a-4640-bb3e-d88ea7cb60ac>

SKILLS MATRIX

| Director Skills Matrix | | | | | | | | | | |
|--|-----------------|---------------|-----------------|-------------|---------------|---------------|--------------|----------------|------------------|-----------------|
| Albemarle Corporation Board of Directors | M. Laurie Brlas | Luther Kissam | J. Kent Masters | Glenn Minor | James O'Brien | Dan O'Connell | Dean Seavers | Gesaki Steiner | Holly Van Deusen | Alexandro Wolff |
| KEY COMPETENCIES | | | | | | | | | | |
| Current or Recent Service as a Public Company CEO or COO | Y | Y | Y | N | Y | N | Y | N | N | N |
| P&L Experience | * | * | * | * | * | * | * | * | * | * |
| Relevant Industry Experience | * | * | * | * | * | * | * | * | * | * |
| R&D/Innovation Experience | * | * | * | * | * | * | * | * | * | * |
| Manufacturing/Operations Experience | * | * | * | * | * | * | * | * | * | * |
| Global/Emerging Markets Experience | * | * | * | * | * | * | * | * | * | * |
| Supply Chain and Logistics Experience | * | * | * | * | * | * | * | * | * | * |
| IT/Cybersecurity/Technology Capability | * | * | * | * | * | * | * | * | * | * |
| Financial Literacy | * | * | * | * | * | * | * | * | * | * |
| M&A Experience | * | * | * | * | * | * | * | * | * | * |
| Risk Management | * | * | * | * | * | * | * | * | * | * |
| Public Company Compliance/Governance | * | * | * | * | * | * | * | * | * | * |
| Strategy Development | * | * | * | * | * | * | * | * | * | * |
| Public Company Executive Compensation | * | * | * | * | * | * | * | * | * | * |
| Leadership Development/Succession Planning | * | * | * | * | * | * | * | * | * | * |
| Public/Government Affairs | * | * | * | * | * | * | * | * | * | * |
| BOARD COMPOSITION | | | | | | | | | | |
| Age | 62 | 55 | 59 | 63 | 65 | 56 | 59 | 59 | 61 | 63 |
| Tenure (Years) | 3 | 8 | 5 | 1 | 8 | 2 | 2 | 7 | 1 | 5 |
| Diversity | * | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Director Nominees



M. Laurie Brlas

Age: 62

Director since 2017

Skills that align with our strategy:

- Operations and finance experience in the natural resources industry brings relevant perspective during time of growth in our Lithium business
- Extensive background in financial and governance matters

Experience:

- Former Executive Vice President and Chief Financial Officer of Newmont Mining Corporation from September 2013 until October 2016 (retired December 2016)
- Former Executive Vice President and President Global Operations of Cliffs Natural Resources
- Former Chairman of the Board of Perrigo Company plc, April 2016 - April 2019; Director from August 2003 - April 2019

Other Public Company Directorships:

- Director, Exelon Corporation since October 2018
- Director, Graphic Packaging since January 2019

Alexion Pharmaceuticals, Inc.

Alexion's matrix presents the Board's skills and experience, along with the directors' diversity, tenure and independence. The Company also presents a summary of the characteristics of the Board.

<https://ir.alexion.com/static-files/f735200c-9b64-4dbc-8fe3-092fd0d140ee>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

The composition of the Board of Directors was engineered with the principal goal of bringing together individuals who have deep and significant experience building shareholder value at public companies similar to Alexion. As publicly stated during 2019, the Board is focused on delivering long-term shareholder value by advancing our mission of developing and delivering transformative medicines for people with rare diseases. The following is a summary of the characteristics of our Board that positions them to deliver shareholder value:

- Nine of our 10 directors have years of C-suite level experience, with 6 current or former CEOs;
- Eight of 10 directors have experience working for pharmaceutical or biopharmaceutical companies (and the final two directors are: an investment advisor focused on investments in life science and biotechnology companies and a former human resources executive who brings critical insight and experience to the design of our executive compensation program);

- All 10 directors have experience acquiring and/or divesting businesses and technologies and evaluating strategic corporate decisions; and
- All directors bring unique specialties to the Board, including biotech/pharmaceuticals investing experience, quality and manufacturing, human resources, compensation design and implementation, legal and compliance, public accounting expertise, medical research and product research and development.

SKILLS MATRIX

Our Board possesses a deep and broad set of skills and experiences that facilitate strong oversight and strategic direction for a global biopharmaceutical company. Each director is individually qualified to make unique and substantial contributions to our Board based upon the experience, knowledge and skills that they have obtained in the course of their extensive careers. Collectively, our directors' diverse viewpoints and independent mindedness enhance the quality and effectiveness of Board deliberations and decision making and, as evidenced in the matrix below, there are numerous important views and perspectives that are represented in our Board deliberations and decisions. Our Board is a dynamic group, providing an appropriate balance of executive, financial and regulatory knowledge that are necessary for oversight of a global biopharmaceutical company. The lack of a mark in any particular area does not necessarily signify a director's lack of qualification or experience in such area. This blend of qualifications, attributes, tenure and independence results in highly effective leadership and is summarized below.

[illegible]

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Felix J. Baker

Age: 51

Alexion Director Since: 2015

Committee Memberships: Nominating and Corporate Governance; Science and Innovation (Chair)

Other Public Company Directorships

Current: Seattle Genetics, Inc., Kodiak Sciences, Inc., Kiniksa Pharmaceuticals, LTD.

Past 5 Years: Synageva BioPharma Corp.

Qualifications

- Broad experience serving as both a director and investor of biotechnology companies providing a strategic perspective of the industry
- Extensive experience evaluating and developing strategic business plans in the biotechnology industry
- Deep transaction experience in the biotechnology industry providing tremendous value in evaluating external opportunities
- Significant industry and product development knowledge from a more than 25 year career investing in biotechnology companies

Dr. Baker is Co-Managing Member of Baker Bros. Advisors LP, an investment advisor focused on investments in life science and biotechnology companies. Dr. Baker and his brother, Julian Baker, started their fund management careers in 1994 when they co-founded a biotechnology investing partnership with the Tisch Family. In 2000, they founded Baker Bros. Dr. Baker holds a B.S. and a Ph.D. in Immunology from Stanford University, where he also completed two years of medical school.

Alliance Data Systems Corporation

Aside from a matrix that summarizes the knowledge, skills and experience of Alliance Data's Board, the Company also gives a detailed description and explanation on why each skill is important. The directors' skills are also highlighted in their biographies through the use of icons.

https://s23.q4cdn.com/525801907/files/doc_financials/2019/ar/DM_CORP_211936_v1_Alliance_Data_2020_Proxy_Statement.PDF

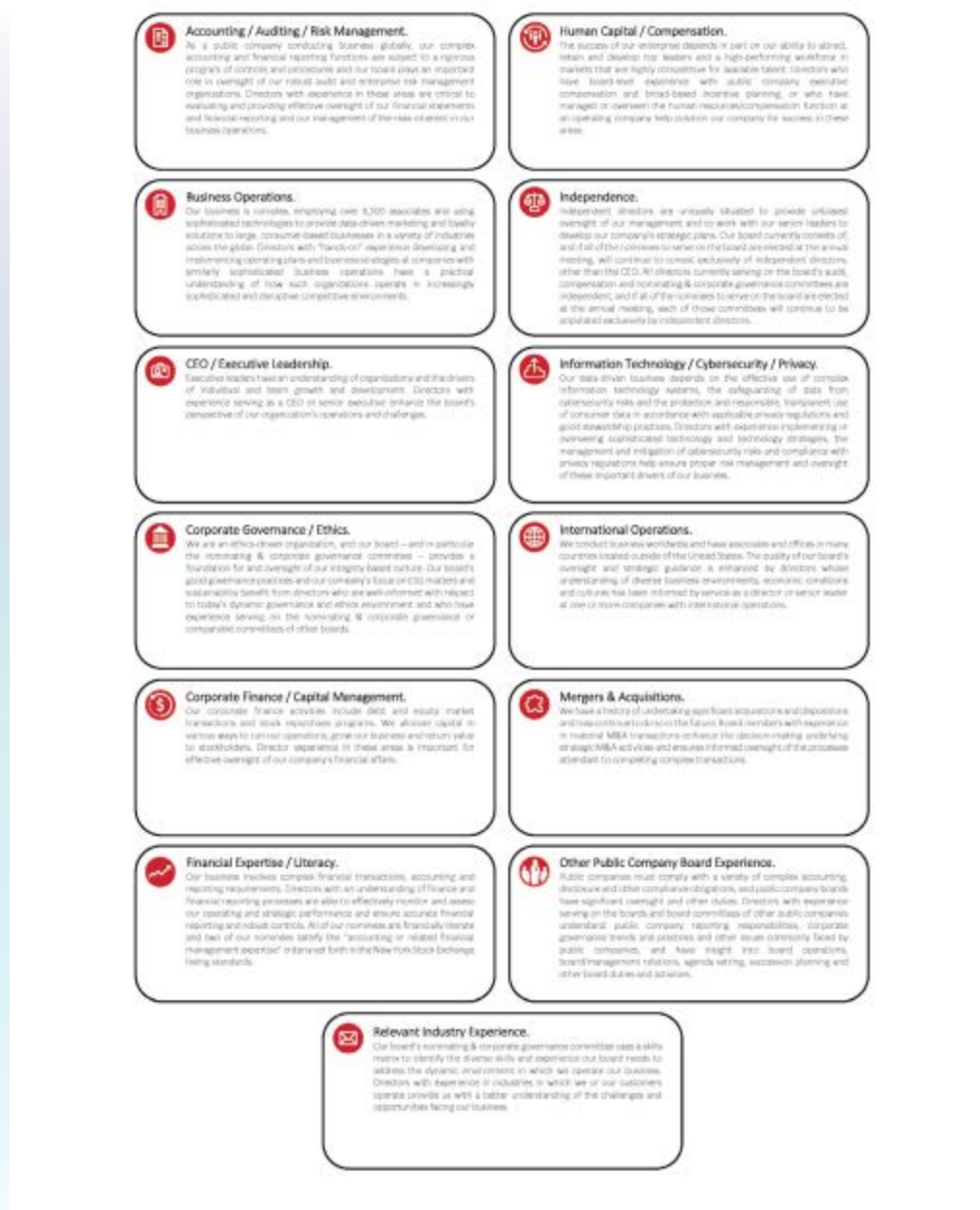
DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

SKILLS MATRIX AND DESCRIPTION OF DIRECTOR KNOWLEDGE, SKILLS AND EXPERIENCE:

The matrix below provides information regarding our nominees' knowledge, skills and experience that are most relevant in light of our company's business, long-term strategies and risks. Additional description regarding each of these categories is available in the key following this matrix. All of the nominees listed in the matrix currently serve on our company's board of directors, except Mr. Gerspach and Mr. Natarajan. Our nominees represent a broad range of backgrounds and experience, and each nominee possesses numerous competencies not identified below. The fact that a nominee is not designated as having a particular attribute does not indicate that the nominee does not possess that attribute or would not be able to make a meaningful contribution to the board's decision-making or oversight in that area. Demographic information regarding our nominees is also included in the matrix.

| | ARDETA | BAUGH | GERSPACH | NATARAJAN | THIBAUT | TUCKER | TURKEY |
|--|--------|-------|----------|-----------|---------|--------|--------|
| KNOWLEDGE, SKILLS & EXPERIENCE | | | | | | | |
| Accounting/Auditing/Risk Management | * | * | * | | * | * | |
| Business Operations | * | * | * | * | * | * | * |
| CEO/Executive Leadership | * | * | * | * | * | * | * |
| Corporate Governance/Ethics | | * | | | | * | * |
| Corporate Finance/Capital Management | * | * | * | | | | |
| Financial Expertise/Literacy | * | * | * | | * | * | * |
| Human Capital/Compensation | * | * | | | * | * | * |
| Independence | | * | * | * | * | * | * |
| Information Technology/Cybersecurity/Privacy | * | * | | * | * | * | |
| International Operations | * | * | * | * | * | * | * |
| Mergers & Acquisitions | * | * | * | | | | |
| Other Public Company Board Experience | | * | | | * | * | * |
| Relevant Industry Experience | | | | | | | |
| Banking/Financial Services | * | * | * | | * | | |
| Business Services | * | * | * | * | | * | |
| Data Processing | | | | * | * | | |
| e-Commerce/Digital | * | | | * | * | * | * |
| Loyalty/Marketing | * | * | | | | * | * |
| Regulated Industry | * | * | * | * | * | | |
| Retail | * | | | | * | * | * |

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Ralph J. Andretta /
President • Chief Executive Officer • Age: 59



Mr. Andretta, president and chief executive officer, joined us in February 2020, and has served as a director since that date. From 2011 to November 2019, Mr. Andretta served as managing director and head of US Cards for Citigroup and prior to that, he held positions in charge of loyalty, co-brand and product development. From 2010 to 2011, Mr. Andretta served as a global affinity and international card executive at Bank of America. Prior to that, Mr. Andretta served 18 years with American Express. Mr. Andretta holds a Bachelor's degree in accounting and finance from Siena College. Mr. Andretta's role as our current chief executive officer provides a link to the company's management and a unique level of insight into the company's operations. His financial, capital allocation and global operations experience together with his expertise in the banking and financial services, data and loyalty/marketing industries add important and relevant diversity to the board's overall mix of skills, and the board of directors believes Mr. Andretta is well-qualified for re-election as a director.

Ameren Corporation

Ameren presents a matrix of their directors’ qualifications and experience. The Company also presents a graphic that shows the number of directors who possess each skill represented on the Board.

https://s21.q4cdn.com/448935352/files/doc_downloads/proxy/2020/Notice-of-Annual-Meeting-of-Sharesholders-and-Proxy-Statement-of-Ameren-Corporation.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP



SKILLS MATRIX

| Qualifications and Experience | Warner L. Baxter | Thomas J. Bickley | Colin R. Dunn | J. Michael Coleman | Robert N. Schriener | Michael E. Lutz | David M. McManus | Robert J. Jones | Richard J. Anderson | Gregory E. Key | James C. Johnson | Robert A. Updegraff | Stephen R. Wilson |
|---|------------------|-------------------|---------------|--------------------|---------------------|-----------------|------------------|-----------------|---------------------|----------------|------------------|---------------------|-------------------|
| Board Tenure | 6 | 1 | 9 | 5 | 2 | 2 | 11 | 5 | 7 | 2 | 15 | 16 | 11 |
| Age | 64 | 68 | 64 | 68 | 57 | 50 | 59 | 64 | 62 | 57 | 67 | 64 | 71 |
| Active Executive | • | | | | • | • | • | | | | | | |
| Customer Relations or Consumer Orientation Experience | • | | • | • | | • | | | • | • | | • | • |
| Cyber / IT / Digital | | | • | • | • | • | | | | | | | |
| Diversity (Gender) | | • | • | | | • | • | | | | | | |
| Diversity (Race/Ethnicity) | | | | | | | | • | | | • | | |
| Financial or Banking Experience | • | | • | • | • | • | | | • | | | • | • |
| Legal Experience | | | | | | | • | | | | • | | |
| Nuclear Experience | • | | | | | | | • | | | | | |
| Operations Experience | • | • | • | • | • | • | | | • | • | | • | • |
| Serves on Other Public Boards | • | • | | | | | | | • | • | • | • | • |
| Political / Regulatory Experience | • | • | • | • | | | • | • | • | • | • | • | • |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Warner L. Baxter
Chairman, President and
Chief Executive Officer of the Company
Director since **2014**
Age: **58**

OUTSIDE DIRECTORSHIPS:

- U.S. Bancorp, December 2015–Present
- UMB Financial Corporation, 2013–October 2015

EXECUTIVE EXPERIENCE:

Mr. Baxter began his career with Ameren Missouri in 1995 as Assistant Controller. He was named Controller of Ameren Missouri in 1996. Following the 1997 merger of Ameren Missouri and CIPSCO Incorporated, he served as Vice President and Controller of Ameren and Ameren Services. In 2001, Mr. Baxter was named Senior Vice President, Finance. From 2003 to 2009, Mr. Baxter was Executive Vice President and Chief Financial Officer of Ameren and certain of its subsidiaries, where he led the finance, strategic planning and enterprise risk management functions. From 2007 to 2009, he was also President and Chief Executive Officer of Ameren Services. From 2009 to 2014, Mr. Baxter served as the Chairman, President and Chief Executive Officer of Ameren Missouri. On February 14, 2014, Mr. Baxter succeeded Thomas H. Voss as President of the Company. Mr. Baxter succeeded Mr. Voss as Chief Executive Officer of the Company on April 24, 2014 and as Chairman of the Board on July 1, 2014. Prior to joining Ameren, Mr. Baxter served as senior manager in PwC's national office in New York City from 1993 to 1995. From 1983 to 1993, Mr. Baxter worked in PwC's St. Louis office, where he provided auditing and consulting services to clients in a variety of industries.

Mr. Baxter served as a director of Ameren Missouri from 1999 to 2014, and as a director of Ameren Illinois from 1999 to 2009.

SKILLS AND QUALIFICATIONS:

Based primarily upon Mr. Baxter's extensive executive management and leadership experience; strong strategic planning, regulatory, accounting, financial, industry, risk management, government relations, operations and compensation skills and experience; tenure with the Company (and its current and former affiliates); and tenure and contributions as a current Board member, the Board concluded that Mr. Baxter should serve as a director of Ameren.

Amgen Inc.

Amgen presents the diverse perspectives of the independent directors as a group and a matrix that summarizes the core experiences and skills of the director nominees.

https://www.amgen.com/~/media/amgen/full/www-amgen-com/downloads/investors/2020_proxy_statement.ashx?la=en

PRESENTATION OF NOMINEE SKILLS AS A GROUP

| Diverse Independent Director* Perspectives | |
|--|---|
| 7 Experienced Current and Former Public Company CEOs / CFO | 6 Directors w/ Scientific Research and/or Healthcare Experience |
| 4 Directors with Financial Industry Experience | 2 Women |

SKILLS MATRIX


Summary of Director Nominee Core Experiences and Skills

Our Board possesses a deep and broad set of skills and experiences that facilitate strong oversight and strategic direction for a leading global innovator in biotechnology. The following chart summarizes the competencies of each director nominee to be represented on our Board. The details of each director's competencies are included in each director's profile.

| Experience / Skills | Austin | Brackley | Duker | Edert | Garland | Hoson | Holley | Lucks | Kullmer | Sugar | Williams |
|---|--------|----------|-------|-------|---------|-------|--------|-------|---------|-------|----------|
| Healthcare Industry, Providers and Payers | | ✓ | ✓ | | | ✓ | | ✓ | | ✓ | ✓ |
| Science/Technology | ✓ | ✓ | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Public Company CEO/COO/CFO | | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Regulatory Compliance | ✓ | | | ✓ | ✓ | ✓ | | | ✓ | ✓ | ✓ |
| Financial/Accounting | | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Government/Public Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| International | | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |

The lack of a "✓" for a particular item does not mean that the director does not possess that qualification, characteristic, skill, or experience. Each of our Board members have experience and/or skills in the enumerated areas; however, the ✓ is designed to indicate that a director has particular strength in that area.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Wanda M. Austin

Director since: 2017

Age: 63

Committees:

- Audit
- Compensation and Management Development

Other Public Company Boards:

- Chevron Corporation
- Virgin Galactic Holdings, Inc.

Wanda M. Austin is the retired President and Chief Executive Officer of The Aerospace Corporation, a leading architect of the United States' national security space programs, where she served from 2008 until her retirement in 2016. From 2004 to 2007, Dr. Austin was Senior Vice President, National Systems Group of The Aerospace Corporation. Dr. Austin joined The Aerospace Corporation in 1979 and served in various positions from 1979 until 2004.

Dr. Austin served as Interim President of the University of Southern California from August 2018 until June 2019. She has served as an Adjunct Research Professor at the University of Southern California's Viterbi School of Engineering since 2007. She is the co-founder of MakingSpace, Inc., where she serves as a motivational speaker on STEM education. Dr. Austin has been a director of Chevron Corporation, a petroleum, exploration, production and refining company, since 2016, serving on its Board Nominating and Governance Committee and chairing its Public Policy Committee. Dr. Austin has been a director of Virgin Galactic Holdings, Inc., a commercial space flight company, since October 2019 and is a member of its Audit Committee and Safety Committee, and chair of its Compensation Committee. Dr. Austin is a trustee of the University of Southern California and previously served on the boards of directors of the National Geographic Society and the Space Foundation. Dr. Austin received an undergraduate degree from Franklin & Marshall College, a master's degree from the University of Pittsburgh, and a doctorate from the University of Southern California. She is a member of the National Academy of Engineering.

Qualifications

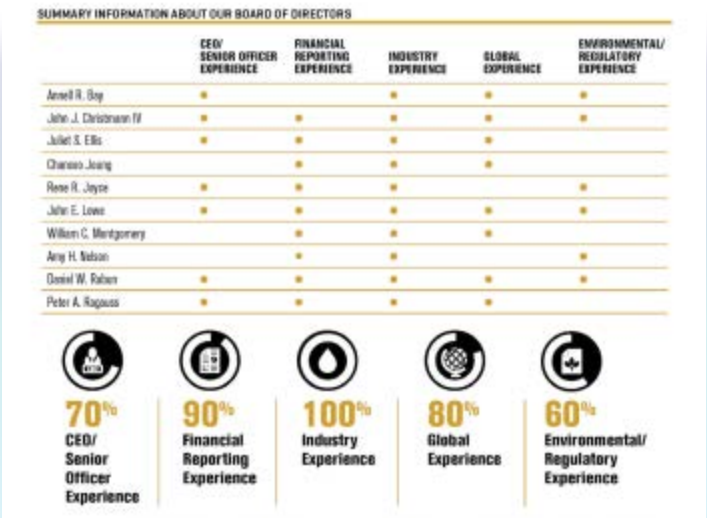
The Board concluded that Dr. Austin should serve on the Board based on her leadership and management experience as a chief executive officer, her extensive background in science, technology, and government affairs in a highly regulated industry, and her public board experience.

Apache Corp.

Apache uses a matrix to highlight key nominee qualifications and a graphic to present nominee skills as a group.


<https://www.proxydocs.com/branding/963734/2020/ps/files/assets/common/downloads/APA%202020%20Proxy%20Statement.pdf?uni=c3cbe835da2dc6f760741cad9e88b778>

PRESENTATION OF NOMINEE SKILLS AS A GROUP
SKILLS MATRIX



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Anne R. Bay



Board tenure and responsibilities:
Ms. Bay, 64, joined the Company's Board of Directors in May 2014. She chairs the Corporate Governance and Nominating Committee and is a member of the Management Development and Compensation Committee.

Experience:
From July 2011 to April 2014, Ms. Bay served as vice president, Global Exploration, of Marathon Oil Corporation, having previously held the position of senior vice president, Exploration, since June 2008.

Prior to joining Marathon, Ms. Bay served as vice president, Americas Exploration of Shell Exploration and Production Company from 2004-2008.

Prior to joining Shell, Ms. Bay was vice president, Worldwide Exploration, and vice president, North America Exploration, of Kerr-McGee Oil and Gas Corporation, having been with Oryx Energy prior to its merger with Kerr-McGee.

Ms. Bay serves as a director of Hunting PLC, a London-based energy service provider, and Verisk Analytics, Inc., a global data analytics provider. She also serves on the advisory boards for the Jackson School of Geosciences at the University of Texas at Austin and the Independent Petroleum Association of America Energy Education Center and is a trustee of Trinity University, San Antonio, Texas.

Skills and qualifications:
With her extensive executive experience in the oil and gas industry, and as a result of her service on the advisory boards of educational and industry organizations, Ms. Bay brings to the Board a wealth of oil and gas exploration and operations, civic, and educational experience.

As a member of public company boards in two countries having significantly different governance regulatory regimes, Ms. Bay also brings unique governance skills and experience to the Board. She is a highly regarded speaker at major governance events on both sides of the Atlantic. She has hosted individual and small group meetings with large and ESG-focused shareholders. As chair of the Corporate Governance and Nominating Committee, she has overseen the updating of the Company's governance principles and the adoption of a committee calendar formalizing oversight of key ESG subjects.

Apartment Investment and Management Co.

Aimco uses a matrix to present specific director qualifications and expertise.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000922864/c7b0c493-0ba4-40fb-bad1-8f1acf922b05.pdf>

SKILLS MATRIX

Summary of Director Qualifications and Expertise

Below is a summary of the qualifications and expertise of the nominees for election as directors, including expertise relevant to Aimco's business.

| Summary of Director Qualifications and Expertise | Mr. Considine | Mr. Keltner | Mr. Miller | Mr. Murphy | Ms. Nelson | Mr. Rayis | Ms. Sperling | Mr. Stein | Ms. Tran |
|--|---------------|-------------|------------|------------|------------|-----------|--------------|-----------|----------|
| Accounting and Auditing for Large Business Organizations | | | X | X | | | | X | X |
| Business Operations | X | X | X | X | X | | X | X | X |
| Capital Markets | X | | | X | X | | | X | X |
| Corporate Governance | X | | | X | X | X | | X | |
| Customer Service | | X | X | | | | | | |
| Development | X | X | X | | | | X | | |
| Executive | X | X | X | X | X | | X | X | X |
| Financial Expertise and Literacy | X | X | X | X | X | X | X | X | X |
| Information Technology | | | | | | | | X | X |
| Investment and Finance | X | X | X | X | X | X | X | X | X |
| Legal | X | | | | | X | | | |
| Marketing and Branding | | X | X | | | | X | | |
| Property Management and Operations | X | X | X | X | | | X | X | X |
| Real Estate | X | X | X | X | X | X | X | X | X |
| Talent Development and Management | X | X | X | X | X | X | X | X | X |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Thomas L. Keltner. Mr. Keltner was first elected as a Director of the Company in April 2007 and is currently chairman of the Compensation and Human Resources Committee. He is also a member of the Audit, Nominating and Corporate Governance, and Redevelopment and Construction Committees. Mr. Keltner served as Executive Vice President and Chief Executive Officer — Americas and Global Brands for Hilton Hotels Corporation from March 2007 through March 2008, which concluded the transition period following Hilton's acquisition by The Blackstone Group. Mr. Keltner joined Hilton Hotels Corporation in 1999 and served in various roles. Mr. Keltner has more than 20 years of experience in the areas of hotel development, acquisition, disposition, franchising and management. Prior to joining Hilton Hotels Corporation, from 1993 to 1999, Mr. Keltner served in several positions with Promus Hotel Corporation, including President, Brand Performance and Development. Before joining Promus Hotel Corporation, he served in various capacities with Holiday Inn Worldwide, Holiday Inns International and Holiday Inns, Inc. In addition, Mr. Keltner was President of Saudi Marriott Company, a division of Marriott Corporation, and was a management consultant with Cresap, McCormick and Paget, Inc. Mr. Keltner brings particular expertise to the Board in the areas of property operations, marketing, branding, development and customer service.

AvalonBay Communities Inc.

AvalonBay presents the skills and experience that the Company looks for in director candidates and links these skills to the director nominees in a matrix.

https://s1.q4cdn.com/777653952/files/doc_downloads/proxy/2020-proxy.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Given the current business, opportunities and challenges of the Company, among the key attributes the Nominating and Corporate Governance Committee looks for in director candidates are the following:

- Accounting/Financial Literacy
- Public Company CEO Experience
- C-Level Management Experience
- Other Public Board Experience
- Financial/Capital Markets Experience
- Marketing/Brand Management/Consumer Focus
- Real Estate Industry Experience
- REIT Structure Experience
- Real Estate Development Experience
- Technology and Innovation Experience

SKILLS MATRIX

Director Skills/Experience Matrix

The following table summarizes the key qualifications, skills and experiences of each director that the Board considers most important in its decision to nominate or re-nominate that individual to the Board. ***Exclusion of a factor for a Nominee does not necessarily mean the Nominee does not possess that attribute. It means only that when the Nominating and Corporate Governance Committee considered the skills and experiences of that Nominee in the overall context of the members of the Board of Directors, that attribute is not considered a key factor in the determination to nominate or re-nominate that individual.***

| Skill, attribute or experience | Naughton | Aepfel | Brown | Buckelew | Havner | Hills | Lieb | Sarles | Swanezy | Walter |
|--|----------|--------|-------|----------|--------|-------|------|--------|---------|--------|
| Accounting/Financial Literacy | x | x | x | x | x | x | x | x | x | x |
| Public Company CEO Experience | x | | | | x | | | | | x |
| C-Level Management Experience | x | | x | x | x | x | x | x | | x |
| Non-AVB Public Board Experience | x | x | | | x | | x | x | | x |
| Financial/Capital Markets Experience | x | x | x | | x | | x | x | x | x |
| Marketing/Brand Management/ Consumer Focus | | x | x | x | | x | | | | |
| Real Estate Industry | x | x | x | | x | | x | | x | x |
| REIT Format | x | | x | | x | | x | | x | x |
| Real Estate Development/ Investment | x | x | x | | x | | | | x | x |
| Technology and Innovation | | | | x | | x | | | | |

Bed Bath & Beyond Inc.

Bed Bath & Beyond highlights each director's skills and qualifications in a matrix and in each of the directors' biographies.

<http://bedbathandbeyond.gcs-web.com/static-files/6a6d0250-7bfe-4db7-94a2-3d2a0df51bec>

SKILLS MATRIX

| | CEO Experience | Digital / Omnichannel | Financial Literacy | Growth / Business Transformation | International Experience | Marketing (including Digital Marketing) / Personalization / Customer Experience | Operations Management Experience | Public Affairs / Corporate Governance | Public Company Board Service | Retail Industry Experience | Risk Management | Senior Leadership & Strategic Planning |
|-----------------------|----------------|-----------------------|--------------------|----------------------------------|--------------------------|---|----------------------------------|---------------------------------------|------------------------------|----------------------------|-----------------|--|
| Harriet Edelman | | • | • | • | • | • | • | • | • | • | • | • |
| Mark J. Tritton | • | • | • | • | • | • | • | | | • | • | • |
| John E. Fleming | • | • | • | • | • | • | • | | • | • | | • |
| Sue C. Goss | • | • | • | • | • | • | • | • | • | • | • | • |
| Jeffrey A. Kriwan | • | • | • | • | • | • | • | | | • | • | • |
| JB Osborne | • | • | • | • | • | • | • | | | • | | • |
| Harsha Ramalingam | | • | • | • | • | • | • | • | • | • | • | • |
| Virginia P. Ruzickich | | | • | • | • | • | • | • | • | | • | • |
| Joshua E. Schneider | | | • | | • | | | • | • | • | | • |
| Andrea Weiss | • | • | • | • | • | • | • | • | • | • | | • |
| Mary A. Winston | • | | • | • | • | | | • | • | • | • | • |
| Ann Yarger | | | • | | | | | • | | | | • |
| Total | 7 / 12 | 8 / 12 | 12 / 12 | 10 / 12 | 11 / 12 | 9 / 12 | 9 / 12 | 8 / 12 | 8 / 12 | 10 / 12 | 7 / 12 | 12 / 12 |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Harriet Edelman

Special Advisor to the Chairman,
Emigrant Bank

Age: 64

Chair of the Board since May 2020
Independent Director since 2019

Public and Select Private Board Membership

Assurant, Inc.

Brinker International, Inc.

Bucknell University Board of Trustees,
Vice Chairman

Qualifications

- Digital / Omnichannel
- Diversity
- Financial Literacy
- Growth / Business Transformation
- International Experience
- Marketing (including Digital Marketing) / Personalization / Customer Experience
- Operations Management Experience
- Public Affairs / Corporate Governance
- Public Company Board Service (20 years)
- Regulatory and Government Relations
- Retail Industry Experience
- Risk Management
- Senior Leadership & Strategic Planning

Experience

- Special Advisor to the Chairman, Emigrant Bank (2019 – present)
- Vice Chairman, Emigrant Bank (2010 – 2019)
- Special Advisor to the Chairman, Emigrant Bank (2008 – 2010)
- Senior Vice President, Chief Information Officer and Head of Business Transformation; Senior Vice President, Global Supply Chain; various senior leadership positions in Sales, Marketing and New Product Development, Avon Products, Inc. (1979 – 2006)

Education

- Bachelor of Music, Bucknell University
- MBA, Fordham Gabelli School of Business

Also

Harriet is a loyal Bed Bath & Beyond customer who loves family, music, exercise and the outdoors.

Big Lots Inc.

Big Lots summarizes the director nominees' core experiences and skills through a matrix. The director biographies also link the directors' qualifications to their vast experiences.

<https://biglotsinc.gcs-web.com/static-files/873c8c9b-b4ba-4859-82e6-ebf7dacb949e>

SKILLS MATRIX

Summary of Director Nominee Core Experiences and Skills

Our Board possesses a deep and broad set of skills and experiences that facilitate strong oversight and strategic direction for a leading retailer. The following chart summarizes the competencies of each director nominee to be represented on our Board.

| EXPERIENCE/SKILLS | Chambers | Clarke | DiGrande | Goldstein | Gottschalk | Jamison | Kingsbury | McCormick | Reardon | Schoppert | Thorn |
|--|----------|--------|----------|-----------|------------|---------|-----------|-----------|---------|-----------|-------|
| Retail Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| EComm Experience | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| Public Company CEO/COO/CFO/CHRO | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Regulatory Compliance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial/Accounting | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Other Public Company Board | ✓ | ✓ | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |

The lack of a "✓" for a particular item does not mean that the director does not possess that qualification, characteristic, skill or experience. Each of our Board members have experience and/or skills in the enumerated areas, however, the ✓ is designated to indicate that a director has a particular strength in that area.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Age: 62
Director since: 2012
Committees:
• None

JAMES R. CHAMBERS

Chairman of the Board of Big Lots, Inc.

Mr. Chambers served as President and Chief Executive Officer and director of Weight Watchers International, Inc. (weight management services provider) from 2013 to late 2016. Since his retirement from Weight Watchers International, Inc. in 2016, he has been serving as a professional director.

Mr. Chambers previously served as President of the US Snacks and Confectionery business unit and General Manager of the Immediate Consumption Channel of Kraft Foods Inc. (food manufacturer) until 2011. Mr. Chambers also served as President and CEO of Cadbury Americas (confectionery manufacturer) until 2010 and as the President and Chief Executive Officer of Remy Amerique, Inc. (spirits manufacturer). Prior to his employment with Remy Amerique, Inc., Mr. Chambers served as the Chief Executive Officer of Paxonix, Inc. (online branding and packaging process solutions business), the Chief Executive Officer of Netgrocer.com (online grocery retailer) and the Group President of Information Resources, Inc. (global market research provider). Mr. Chambers spent the first 17 years of his career at Nabisco (food manufacturer), where he held leadership roles in sales, distribution, marketing and information technology, culminating in the role of President, Refrigerated Foods. Mr. Chambers previously served as a director of B&G Foods (food manufacturer) for seven years where he served on its nominating and governance committee and served on the compensation committee and as a director of Weight Watchers International, Inc.

Qualifications: Mr. Chambers' qualifications to serve on the Board include his extensive cross-functional packaged goods industry experience, his extensive leadership experience as a chief executive officer, his 20-year track record in general management and his experience serving on the boards of other public companies.

Other Directorships: TIAA Board of Trustees since 2015, where he chairs the audit committee and serves on the human resources committee and the risk and compliance committee.

Booking Holdings Inc.

Booking Holdings presents skills sought by the Board and explains why they are important to the Company. A matrix links skills to individual nominees, while biographies explain clearly where each nominee acquired their key competencies.

<https://ir.bookingholdings.com/static-files/b7a80c8c-4a3b-455d-a29f-f77a30a7c45f>

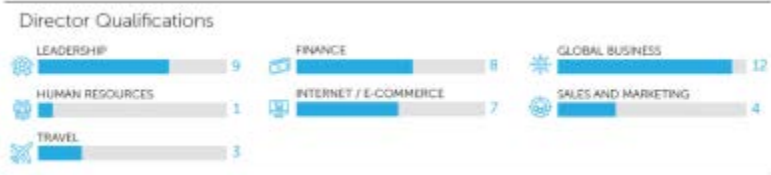
DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Director Qualifications

We believe that our directors should possess high personal and professional ethics and integrity, and be committed to representing the long-term interests of our stockholders. We endeavor to have a Board representing a range of experiences at policy-making levels in business and in areas that are relevant to the global nature of our operations and our long-term strategy, including growth on a global scale. As a result, the Board and the Nominating and Corporate Governance Committee ("NCG Committee") believe that, in light of our business, strategy and structure, the following are key areas of experience, qualifications and skills that should be represented on the Board:

- Leadership experience.** The Board believes that directors with experience in significant leadership positions over an extended period, especially chief executive officer positions, provide us and the Board with special insights. These individuals generally possess extraordinary leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and the methods to drive change and growth.
- Finance experience.** The Board believes that an understanding of finance, financial statements and financial reporting processes is important for our directors. We generally measure our operating and strategic performance by reference to financial targets. In addition, accurate financial reporting and effective auditing are critical to our success.
- Global experience.** Our future success depends, in part, on our ability to continue to grow our businesses outside the United States. In 2019, approximately 90% of our consolidated revenues were generated by our international businesses. As a result, the Board believes it is important that it include directors with a global business perspective and significant international business experience.
- Human Resources experience.** As our business continues to grow and the number, locations and diversity of our employees continues to grow, the Board believes that directors with human resources (including people and culture) experience is increasingly important to our success.
- Internet/E-Commerce experience.** The Board seeks to have directors with experience in internet or e-commerce businesses because it believes that having directors experienced in the industries in which we operate is important for our success and the Board's ability to oversee management.
- Sales and Marketing experience.** The Board seeks to have directors with significant sales and marketing experience to provide additional insight and advice to management as our business is highly dependent on effective marketing.
- Travel industry experience.** The Board believes that having directors with insight into the travel industry and related industries is important to help the Board evaluate our strategy and oversee management.

PRESENTATION OF NOMINEE SKILLS AS A GROUP



SKILLS MATRIX

The following skills matrix shows areas of experience, qualifications and skills that were particularly identified with each nominee by the NCG Committee and the Board when considering the nomination of the current nominees. We continue to evaluate the matrix against our articulated strategy so that it can serve as an effective tool for identifying director nominees who collectively have the complementary skills, experience and qualifications to guide our company. Our 2020 board skills matrix is set forth below.

| | Leadership | Finance | Global Business | Human Resources | Internet/E-Commerce | Sales and Marketing | Travel |
|-------------------------|------------|---------|-----------------|-----------------|---------------------|---------------------|--------|
| Timothy M. Armstrong | | | | | | | |
| Jeffery H. Boyd | | | | | | | |
| Glenn D. Fogel | | | | | | | |
| Miriam M. Graddick-Wehr | | | | | | | |
| Wei Hopeman | | | | | | | |
| Robert J. Mylod, Jr. | | | | | | | |
| Charles H. Noeki | | | | | | | |
| Nicholas J. Read | | | | | | | |
| Thomas E. Rothman | | | | | | | |
| Bob van Dijk | | | | | | | |
| Lynn M. Vojvodich | | | | | | | |
| Vanessa A. Wittman | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

JEFFERY H. BOYD, CHAIRMAN

DIRECTOR QUALIFICATIONS

Mr. Boyd brings to the board extensive experience from his long and successful tenure as our President and Chief Executive Officer.

CAREER HIGHLIGHTS

Mr. Boyd has served on our Board since October 2001, as the Chairman of our Board since January 2013 and as the Executive Chairman of our Board from January 2017 to June 2018. Mr. Boyd served as our Interim Chief Executive Officer and President from April 2016 to December 2016 and as our President and Chief Executive Officer from November 2002 until December 2013. Mr. Boyd was our President and Co-Chief Executive Officer from August 2002 to November 2002 and Chief Operating Officer from November 2000 to August 2002. He previously served as our Executive Vice President, General Counsel and Secretary from January 2000 to October 2000. Prior to joining us, Mr. Boyd was Executive Vice President, General Counsel and Secretary of Oxford Health Plans, Inc.

Age 63
Director since: 2001
Committees: None
Other Current Public Directorships: The Home Depot (since 2016)

Leadership Finance Global Business Human Resources Internet/E-Commerce Sales and Marketing Travel

Caterpillar Inc.

Caterpillar presents skills sought by the Board and links each skill to the Company’s business characteristics. A matrix links skills to individual nominees.

http://s7d2.scene7.com/is/content/Caterpillar/CM20200429-a43dd-708ad

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

The following table summarizes certain key characteristics of the Company’s businesses and the associated qualifications, skills and experience that the PPGC believes should be represented on the Board.

| BUSINESS CHARACTERISTICS | QUALIFICATIONS, SKILLS AND EXPERIENCE |
|---|---|
| ■ The Company is a global manufacturer with products sold around the world. | ■ Manufacturing or logistics operations experience ■ Broad international exposure |
| ■ Technology and customer and product support services are important. | ■ Technology experience ■ Customer and product support experience |
| ■ The Company’s businesses undertake numerous transactions in many countries and in many currencies. | ■ Diversity of race, ethnicity, gender, cultural background or professional experience ■ High level of financial literacy ■ Mergers and acquisitions experience |
| ■ Demand for many of the Company’s products is tied to conditions in the global commodity, energy, construction and transportation markets. | ■ Experience in the evaluation of global economic conditions ■ Knowledge of commodity, energy, construction or transportation markets |
| ■ The Company’s businesses are impacted by regulatory requirements and policies of various governmental entities around the world. | ■ Governmental and international trade experience |
| ■ The Board’s responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage risk. | ■ Risk oversight/management expertise ■ Relevant executive and leadership experience ■ Cybersecurity experience |

SKILLS MATRIX

DIVERSITY OF SKILLS AND EXPERTISE

Our Board nominees offer a diverse range of skills and experience in relevant areas.

SUMMARY OF INDIVIDUAL DIRECTOR SKILLS, CORE COMPETENCIES AND ATTRIBUTES

| | AYOTTE | CAUQUIN | DICKINSON | GALLAGHER | GRUBB | REED-KLUGES | RUST | SCHWAB | UMPLEBY | WHITE | WILKINS | |
|---|--------|---------|-----------|-----------|-------|-------------|------|--------|---------|-------|---------|---------------------------------|
| Caterpillar Board Tenure (Years) | 3 | 9 | 14 | 22 | 20 | 5 | 17 | 11 | 3 | 9 | 3 | 11 years Average Tenure |
| Board of Directors Experience (other Board) | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
| Audit Committee Financial Expert | | | ● | | ● | | ● | | | | | 100% of Audit Committee Members |
| CEO / Leadership | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
| Business Development and Strategy | | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 91% |
| Government / Regulatory Affairs | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 82% |
| Customer and Product Support Services | | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 82% |
| Finance & Accounting | | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 82% |
| Risk Management | | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 91% |
| Technology | ● | ● | | ● | ● | ● | ● | ● | ● | ● | ● | 73% |
| Global Experience | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | ● | 91% |
| Manufacturing / Logistics | | ● | ● | ● | | | | | | | | |
| Gender and Diversity | ● | | | ● | | | | | | | | |
| Age | 51 | 62 | 58 | 72 | 72 | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

DIRECTOR CANDIDATE BIOGRAPHIES AND QUALIFICATIONS

Directors have been in their current positions for the past five years unless otherwise noted. Information is as of April 14, 2020. The Board has nominated the following individuals to stand for election for a one-year term expiring at the Annual Meeting of Shareholders in 2021.



KELLY A. AYOTTE
Former U.S. Senator representing New Hampshire

Age 51
Director since 2017
INDEPENDENT

OTHER CURRENT DIRECTORSHIPS:

- The Blackstone Group Inc.
- Boston Properties, Inc.
- News Corporation

CATERPILLAR BOARD COMMITTEE

- Public Policy and Governance

OTHER DIRECTORSHIPS WITHIN THE LAST FIVE YEARS:

- Bloom Energy Corporation

Former Senator Ayotte provides the Board with leadership experience and in-depth knowledge in the areas of public policy, government and law from her experience as U.S. Senator, Attorney General, Deputy Attorney General, and Chief of the Homicide Prosecution Unit for New Hampshire. She offers valuable insights on important public policy issues from her service on the Senate Commerce, Science and Transportation Committee and financial experience from her service on the Senate Budget Committee. In addition to the directorships mentioned above, former Senator Ayotte currently serves on three nonprofit boards that focus on human rights and other global issues.

CenturyLink presents a matrix with the director skills and expertise that make their Board well-rounded and diverse.

https://s24.q4cdn.com/287068338/files/doc_financials/2019/CenturyLink-2019-Annual-Report-and-2020-Proxy-Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

Director Qualifications

Board Skills and Experience

CenturyLink's Board of Directors provides a wide array of skills, experience and perspectives that strengthen the Board's ability to fulfill its oversight role on behalf of CenturyLink's shareholders. We strive to maintain a well-rounded and diverse Board that balances:

- telecommunications and technology experience with other industry expertise,
- the institutional knowledge of long-tenured directors with the fresh perspective of newer directors, and
- in-depth knowledge of areas critical to our business, such as cybersecurity and customer experience, with broad-based executive management skills.

As summarized below, our nominees bring a variety of skills and experience to our Board, developed across a variety of industries.

| DIRECTOR SKILLS AND EXPERTISE | Bejar | Boulet | Brown | Chilton | Cloritz | Glenn | Hanks | Jones | Roberts | Siagel | Storey |
|---|-------|--------|-------|---------|---------|-------|-------|-------|---------|--------|--------|
| SENIOR LEADERSHIP/EXECUTIVE EXPERIENCE/INDUSTRY EXPERIENCE Senior/executive level experience in complex organizations, particularly those in the communications industry or selling services to enterprise customers. | • | • | • | • | • | • | • | • | • | • | • |
| BUSINESS AND DIGITAL TRANSFORMATION Experience in leading or implementing transformation of a business or business unit, particularly with a focus on simplification and automation or risk management at an enterprise level. | • | | | • | • | • | • | • | • | • | • |
| RISK MANAGEMENT Experience overseeing complex enterprise risk management programs. | | • | • | • | | | • | | | | |
| FINANCE/PUBLIC ACCOUNTING Experience in the oversight of internal controls and reporting of public company financial and operating results. | • | • | • | • | • | • | • | • | | | |
| GLOBAL BUSINESS EXPERIENCE Experience crafting, leading or implementing international business strategy and operations. | • | | | • | • | • | | • | • | • | • |
| CUSTOMER EXPERIENCE Experience developing strategies or leading efforts to improve and transform customer experience, particularly with respect to simplification and automation of customer platforms. | | | | | • | • | • | | • | | • |
| MERGERS AND ACQUISITIONS EXPERIENCE Experience navigating growth opportunities, analyzing strategic transactions and negotiating complex transactions. | | • | • | | • | • | • | • | | • | • |
| TECHNOLOGY AND INNOVATION Experience developing, leading or implementing new technology and innovation initiatives on an enterprise-wide basis, including a focus on digital risk mitigation. | • | | | • | • | | | • | | | • |
| HUMAN RESOURCES LEADERSHIP Managed human resources and talent management functions, including executive compensation system design. | | | | | | | • | | | • | |
| CYBERSECURITY Knowledge of the evolving landscape of data security, information technology and the transmission and storage of confidential information. | • | | | • | | | | | | | • |
| ENVIRONMENTAL, SOCIAL AND GOVERNANCE Experience in assessing business operations in conjunction with evolving corporate governance and ESG principles to deliver responsible results to stakeholders. | | • | | | | • | | | | • | |

Cerner Corporation

Cerner uses a matrix that summarizes the key qualifications, skills and attributes that are brought to their Board by their director nominees.

🔗 <https://investors.cerner.com/static-files/786b5d13-c73d-459f-b05d-eb8f8de55dfd>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

The NG&PP Committee works with the full Board to regularly evaluate Board composition to assess the skills and capabilities that are relevant to the Board's work and the Company's strategy and the number of directors needed to fulfill the Board's responsibilities under our Corporate Governance Guidelines and committee charters.

The table below summarizes the key qualifications, skills, and attributes that each Director and nominee brings to the Board. Each Director and nominee possesses numerous other skills and competencies not identified below. A mark indicates a specific area of focus or expertise which the Board considers the person to contribute significantly to the overall Board skill set. Not having a mark does not mean the Director or nominee does not possess that qualification or skill. Director and nominee biographies above under "Information Concerning Our Directors and Nominees" describe each person's background and relevant experience in more detail.

| | Gerald E. Blaboe | Mitchell E. Daniels | Linda M. Dittman | Julie L. Gerberding | John J. Grisch | Melinda J. Mount | George A. Riedel | Brent Shafer | R. Halsey Wise | William D. Zollman |
|---|------------------|---------------------|------------------|---------------------|----------------|------------------|------------------|--------------|----------------|--------------------|
| Age | 77 | 71 | 63 | 64 | 64 | 60 | 62 | 62 | 55 | 72 |
| Independence | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ |
| Cloud and consumer information technology | | | ✓ | | | ✓ | ✓ | ✓ | | |
| Enterprise software expertise | | | ✓ | | | ✓ | ✓ | ✓ | ✓ | |
| Clinical healthcare experience | ✓ | | | ✓ | | | | ✓ | | |
| Healthcare business or operations experience | ✓ | ✓ | | ✓ | ✓ | | | ✓ | ✓ | ✓ |
| Policy aspects of healthcare | ✓ | ✓ | ✓ | ✓ | | | | ✓ | | |
| Financial statement expertise | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Management or governance of publicly traded companies | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Global business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Government and public policy experience | ✓ | ✓ | | ✓ | | | | ✓ | ✓ | |
| Information protection (data privacy and cybersecurity) | | | ✓ | ✓ | | ✓ | ✓ | | | |
| Gender, race, ethnicity or other diversity | | | ✓ | ✓ | | ✓ | | | | |

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DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Brent Shafer
(Age 62)

Mr. Shafer joined the Company as Chairman of the Board and Chief Executive Officer in February 2018. Prior to joining the Company, he served as Chief Executive Officer of Philips North America, a health technology company and the North American division of Koninklijke Philips N.V. ("Philips") (NYSE: PHG), since February 2014. In that position, Mr. Shafer led an organization of 17,000 employees and oversaw a health technology portfolio that included a broad range of solutions and services covering patient monitoring, imaging, clinical informatics, sleep and respiratory care as well as a group of market-leading consumer-oriented brands. For 12 years, Mr. Shafer played a key role in helping Philips develop and strengthen its health care focus, increase its profitability and grow its market share. Prior to his most recent position, Mr. Shafer served as Chief Executive Officer of the global Philips' Home Healthcare Solutions business, a home healthcare services provider with 6,000 employees, from May 2010 until May 2014, as Chief Executive Officer of the North America region for Royal Philips Electronics from January 2009 until May 2010, and as President and Chief Executive Officer of the Healthcare Sales and Service business for Philips North America from May 2005 until May 2010. Prior to joining Philips, Mr. Shafer served in various senior leadership positions with other companies, including Hill-Rom (NYSE: HRC), GE Medical Systems (NYSE: GE) and Hewlett-Packard (NYSE: HPE).

The following experience, qualifications, attributes and/or skills led the Board to conclude that Mr. Shafer should serve and be nominated as a Director: his appointment as CEO of the Company, his significant experience in senior-executive level leadership positions of the health care technology division of a large, publicly traded company, his leadership in the growth and strategies of a complex, multinational organization over a number of years, his experience in global business, his commitment to innovation, and his knowledge of and experience from the provider and supplier side of the health care industry.

CF Industries Holdings, Inc.

CF Industries summarizes and explains the experiences and skills that are important to their Board. The Company also presents a matrix and highlights each director's skills in their biographies.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0001324404/1d649855-f883-4b40-9981-e27cbbd7f818.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

We consider the depth and diversity of experience on our Board a key strength. Our eleven director nominees offer a diverse set of qualifications and perspectives and possess a wealth of leadership and professional experience. As discussed under the heading "Corporate Governance — Annual Board and Committee Self-Evaluations and Director Peer Evaluations," the chair of our corporate governance and nominating committee sponsors an annual self-assessment of director skills and experience in which each director ranks the importance of various business experiences, qualifications, attributes, and skills and rates the director's competency level in the skills. The following table summarizes experiences and skills that we have identified as key to our current and future global strategy, business, and governance.

| | |
|---|---|
| Public Company Governance | A deep understanding of the Board's duties and responsibilities enhances board effectiveness and ensures independent oversight that is aligned with shareholder interests. |
| Senior Executive Leadership | We believe that directors who have served as CEOs or senior executives are in a position to challenge management and contribute practical insight into business strategy and operations. |
| Operations | As a global manufacturing and distribution company, we benefit from the experience of our directors who have served in senior executive roles of global manufacturing companies. |
| Accounting and Finance Expertise | A strong understanding of accounting and finance is important for ensuring the integrity of our financial reporting and critically evaluating our performance. Our directors have significant accounting experience and corporate finance expertise. |
| Industry Focus | As one of the world's largest manufacturers and distributors of nitrogen fertilizer and other nitrogen products, we seek directors who are knowledgeable about the chemical, energy, and agriculture industries. These directors help guide the company in assessing trends and external forces in these industries. |
| International Business | Directors with international business experience help us as we develop and grow our international manufacturing operations and global product distribution. |
| Strategic Initiatives | Experience with major strategic initiatives, including mergers and acquisitions, divestitures, joint ventures and partnerships, substantial capital projects, and integration helps our company identify, pursue and consummate the right major initiatives that achieve our strategic objectives and realize synergies and optimal growth. |
| Risk Management | Directors with significant risk oversight and management experience are critical to our success. |
| Environmental & Safety | As core values, we put safety first and act as stewards for the environment. Directors with executive or operating positions at industrial manufacturing companies bring valuable perspective to our Board. |

SKILLS MATRIX

| Nominee | Age | Tenure | Public Company Governance | Senior Executive Leadership | Operations | Accounting and Finance Expertise | Industry Focus | International Business | Strategic Initiatives | Risk Management | Environmental & Safety | Independent | Other Current Public Boards |
|----------------------|-----|--------|---------------------------|-----------------------------|------------|----------------------------------|----------------|------------------------|-----------------------|-----------------|------------------------|-------------|-----------------------------|
| Javed Ahmed | 60 | 2 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| Robert C. Arzbaecher | 60 | 14 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| William Davisson | 72 | 14 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| John W. Eaves | 62 | 3 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 1 |
| Stephen A. Furbacher | 72 | 12 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| Stephen J. Hagge | 68 | 9 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 1 |
| Anne P. Noonan | 56 | 4 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 1 |
| | | 3 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| | | 5 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| | | 2 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| | | 6 | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 0 |
| | | | | | | | | | | | | CEO | 0 |



Javed Ahmed

Javed Ahmed served as chief executive officer of Tate & Lyle PLC, a British headquartered, global provider of solutions and ingredients for food, beverage and industrial markets with facilities and offices in over 30 locations worldwide and whose products are sold or distributed in over 120 countries, from October 2009 until April 2011. Prior to this role, he spent 17 years with Borden NV (later Borden Borden Group plc), a leading consumer products group, in a number of senior roles. He began his career with Procter & Gamble before spending five years with Bain & Co.

Qualifications

As the former chief executive officer of Tate & Lyle PLC, Mr. Ahmed brings public company experience, governance, agriculture and food industry focus, international business, strategic initiatives, risk management and environmental and safety expertise to the Board.

Other Public Company Directorships (within the past 5 years)

• Tate & Lyle PLC (October 2009 – April 2011)

| Age | Tenure |
|---------------------------------------|--------|
| 60 | 2 |
| CF Committees | |
| • Corporate governance and nominating | |
| Qualifications | |
| • Public Company Governance | |
| • CEO | |
| • Agriculture and Food Industry | |
| • International Business | |
| • Strategic Initiatives | |
| • Risk Management | |
| • Environmental & Safety | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Charles Schwab Corporation, The

The Charles Schwab Corporation links director qualifications and experience to the Board's oversight of management. The Company also highlights the directors qualifications and skills in a matrix.

https://content.schwab.com/web/retail/public/about-schwab/Charles_Schwab_2020_Proxy.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Skills and Competencies

Set forth below are some of the experience, skills and competencies that the Nominating and Corporate Governance Committee views as important for the board as a whole to possess in light of the board's needs of oversight of management. For simplicity, such qualification is assigned to one category of oversight, even though some qualifications may pertain to multiple areas.

| Board Oversight of Management | Related Qualifications and Experience |
|--|--|
| Carrying out the company's daily operations consistent with its strategic vision | <ul style="list-style-type: none"> Financial Services Banking Asset Management Brokerage/Investment Banking Business Operations |
| Navigating change in the financial services industry and responding to competitive pressures and new technologies | <ul style="list-style-type: none"> Strategic Planning Information Technology/Cybersecurity Marketing Academia |
| Overseeing the integrity of the company's financial statements and financial reporting process | <ul style="list-style-type: none"> Finance Accounting Public Company Executive Experience Public Company Board Experience |
| Ensuring compliance with legal and regulatory requirements | <ul style="list-style-type: none"> Regulatory Government Service International Business |
| Implementing the board's approved risk tolerance, maintaining the company's risk management and control program, and operating the company's business in a safe and sound manner | <ul style="list-style-type: none"> Risk Management |

SKILLS MATRIX

The following matrix highlights the qualifications and skills represented on the board:

| | John K. Adams, Jr. | William W. Anderson II | John T. Bates | Christopher V. Dabbs | Stephen A. Feltz | Mark A. Gaudin | William A. Hurd | Frank C. Ichniowski | Charles A. Ingold | David S. Kelly | Charles B. Korman | Paul A. Lerner | Robert A. Miller |
|--------------------------------------|--------------------|------------------------|---------------|----------------------|------------------|----------------|-----------------|---------------------|-------------------|----------------|-------------------|----------------|------------------|
| Qualifications and Experience | | | | | | | | | | | | | |
| Public Company Executive Experience | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Public Company Board Experience | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Financial Services | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Banking | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Asset Management | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Brokerage/Investment Banking | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Strategic Planning | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Finance | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Business Operations | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Information Technology/Cybersecurity | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Marketing | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Regulatory | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Accounting | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Risk Management | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Government Service | * | * | * | * | * | * | * | * | * | * | * | * | * |
| International Business | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Academia | * | * | * | * | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



John K. Adams, Jr.

Mr. Adams served as managing director in the Financial Institutions Group at UBS Investment Bank, a financial services firm, from 2002 until 2013. Prior to joining UBS, Mr. Adams was with Credit Suisse's Financial Institutions Group from 1985 until 2002. He has served as a member of the Board of Directors of Charles Schwab Bank since 2015. He served as a member of the Board of Directors of Navient Corporation from 2014 to 2018. Mr. Adams' term expires in 2022.

Mr. Adams has significant experience with respect to the financial services industry, investment banking, capital markets and mergers and acquisitions, having served as head of UBS' North American banks practice and in Credit Suisse's Financial Institutions Group.

Director since 2015
Age at Annual Meeting: 64

Independent Director

Committees
Audit
Risk

Career Experience
UBS Investment Bank
Managing Director (2002-2013)
Credit Suisse
Financial Institutions Group (1985-2002)

Qualifications
Public Company Board
Financial Services
Banking
Asset Management
Brokerage/Investment Banking
Strategic Planning
Finance
Regulatory

Chevron Corporation

Chevron presents the skills sought by the Board, why they are of importance to the Company and a matrix which ties into the skills presented in each director biography.

<https://chevroncorp.gcs-web.com/static-files/4e86f262-15a2-44ed-83d9-7bfcf17f3e83>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

The Governance Committee regularly reviews the skills and characteristics required of Directors in the context of the current composition of the Board, the changing operating requirements of the Company, and the long-term interests of stockholders.

When conducting its review of the appropriate skills and qualifications desired of Directors, the Governance Committee particularly considers:

- leadership experience in business as a chief executive officer, senior executive, or leader of significant business operations;
- expertise in science, technology, engineering, research, or academia;
- extensive knowledge of governmental, regulatory, legal, or public policy issues;
- expertise in finance, financial disclosure, or financial accounting;
- experience in global business or international affairs;
- experience in environmental affairs;
- service as a public company director;
- diversity of age, gender, and ethnicity; and
- such other factors as the Governance Committee deems appropriate, given the current and anticipated needs of the Board and the Company, to maintain a balance of knowledge, experience, background, and capability.

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

These skills, experiences, and expertise are critical to the Board's ability to provide effective oversight of the Company and are directly relevant to Chevron's business, strategy, and operations.

| | |
|--|---|
| CEO / Senior Executive / Leader of Significant Operations | Chevron employs approximately 45,000 people in business units throughout the world. Chevron's operations involve complex organizations and processes, strategic planning, and risk management. |
| Science / Technology / Engineering / Research / Academia | Technology and engineering are at the core of Chevron's business and are key to finding, developing, producing, processing, and refining oil and natural gas, as well as assessing new energy sources. Our business processes are complex and highly technical. |
| Government / Regulatory / Legal / Public Policy | Chevron's operations require compliance with a variety of regulatory requirements in numerous countries and involve relationships with various governmental entities and nongovernmental organizations throughout the world. |
| Finance / Financial Disclosure / Financial Accounting | Chevron's business is multifaceted and requires complex financial management, capital allocation, and financial reporting processes. |
| Global Business / International Affairs | Chevron conducts business around the globe. Our business success is derived from an understanding of diverse business environments, economic conditions, and cultures and a broad perspective on global business opportunities. |
| Environmental | We place the highest priority on the health and safety of our workforce and protection of our assets, the communities where we operate, and the environment. We are committed to continuously improving our environmental performance and reducing the potential impacts of our operations. |

PRESENTATION OF NOMINEE SKILLS AS A GROUP SKILLS MATRIX

The following matrix displays the most significant skills and qualifications that each Director possesses. The Governance Committee reviews the composition of the Board as a whole periodically to ensure that the Board maintains a balance of knowledge and experience and to assess the skills and characteristics that the Board may find valuable in the future in light of current and anticipated strategic plans and operating requirements and the long-term interest of stockholders.



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Wanda M. Austin
Adjunct Assistant and Staff Executive Officer, The Governance Corporation
Age 65
Director since December 2015
Independent

Chevron Committee

- Board Oversight and Governance
- Risk Management

Recent Public Company Directorships

- Amgen Inc.
- United Therapeutics Inc.

Other Directorships and Memberships

- National Academy of Engineering
- National Academy of Sciences
- National Academy of Medicine
- National Academy of Arts and Sciences
- National Academy of Sciences, Engineering, and Medicine
- National Academy of Sciences, Engineering, and Medicine
- National Academy of Sciences, Engineering, and Medicine

Dr. Austin has held an adjunct Research Professor appointment at the University of Southern California's Viterbi School of Engineering since 2007. She has been Co-Founder and Chief Executive Officer of Hesperos, Inc., a leadership and STEM science, technology, engineering, and math consulting firm since December 2017. She served as Interim President of the University of Southern California from August 2010 until July 2019. She served as President and Chief Executive Officer of The Aerospace Corporation ("Aerospac"), a leading provider of the United States national security space programs, from 2008 until her retirement in 2016. From 2004 to 2007, she was Senior Vice President, National Systems Group at Aerospac. Dr. Austin joined Aerospac in 1979.

Skills and Qualifications

Business Leadership / Operations: Eight years as CEO of Aerospac. Thirty-seven-year career with Aerospac included numerous senior management and executive positions. CEO of Hesperos, Inc. since December 2017.

Finance: More than a decade of financial responsibility and experience at Aerospac. Audit Committee member at Amgen Inc.

Global Business / International Affairs: Internationally recognized for her work in satellite and payload system acquisition, systems engineering, and system simulation. Former CEO of a company that provides space systems expertise to international organizations. Director of companies with international operations.

Government / Regulatory / Public Policy: Served on the President's Council of Advisors on Science and Technology and the President's Review of U.S. Human Space Flight Plans Committee. Appointed to the Defense Policy Board, the Defense Science Board, and the NASA Advisory Council.

Science / Technology / Engineering: Ph.D. in Industrial and Systems Engineering from the University of Southern California. Master of Science in both Systems Engineering and Mathematics from the University of Pittsburgh. Thirty-seven-year career in national security space programs. Director at Amgen Inc., a biotechnology company, and Virgin Galactic Holdings, Inc., the world's first commercial space line and vertically integrated aerospace company. Fellow of the American Institute of Aeronautics and Astronautics. Member of the National Academy of Engineering.

Research / Academia: Adjunct Research Professor at the University of Southern California's Viterbi School of Engineering. Former Interim President of the University of Southern California.

Cimarex Energy Co.

Cimarex presents the directors' core competencies in a matrix and explains how each contributes to the Board's effectiveness. These core competencies are also highlighted in each director biography.

https://s22.q4cdn.com/142426991/files/doc_financials/2019/2020-Proxy-for-Website.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Summary of Director Core Competencies and Composition Highlights

The following chart summarizes the competencies that the Board considers valuable to effective oversight of the Company and illustrates how the current Board members individually and collectively represent these key competencies. The lack of an indicator for a particular item does not mean that the Director does not possess that qualification, skill or experience. While each Director is knowledgeable in these areas, the indicator represents a core competency that the Director brings to our Board.

| | Mr. Eckley | Mr. H. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith | Mr. J. "Bud" Smith |
|--|------------|-----------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| CORPORATE GOVERNANCE contributes to the Board's understanding of best practices in corporate governance matters | | * | * | * | * | * | * | * | * | * |
| ENVIRONMENTAL, HEALTH, SAFETY & SUSTAINABILITY contributes to the Board's oversight and understanding of EHS and sustainability issues and their relationship to the Company's business and strategy | * | | * | * | * | * | * | * | * | * |
| EXECUTIVE COMPENSATION contributes to the Board's ability to attract, motivate and retain executive talent | | * | * | * | * | * | * | * | * | * |
| FINANCE/CAPITAL MARKETS valuable in evaluating Cimarex's financial statements, capital structure and financial strategy (including debt, equity and financing) | | * | * | * | * | * | * | * | * | * |
| FINANCIAL REPORTING/ ACCOUNTING EXPERIENCE critical to the oversight of the Company's financial statements and financial reports | | * | * | * | * | * | * | * | * | * |
| GOVERNMENT, LEGAL & REGULATORY contributes to the Board's ability to interpret regulations and understand complex legal matters and public policy issues | * | * | * | * | * | * | * | * | * | * |
| INDUSTRY BACKGROUND contributes to a deeper understanding of our business strategy, operations, key performance indicators and competitive environment | * | * | * | * | * | * | * | * | * | * |
| INVESTOR RELATIONS contributes to the Board's understanding of investor concerns and perceptions | | * | * | * | * | * | * | * | * | * |
| PUBLIC COMPANY EXECUTIVE EXPERIENCE contributes to the Board's understanding of operations and business strategy and demonstrated leadership ability | * | * | * | * | * | * | * | * | * | * |
| RISK MANAGEMENT contributes to the identification, assessment and prioritization of risks facing the Company | * | * | * | * | * | * | * | * | * | * |
| TECHNOLOGY/CYBER SECURITY contributes to the Board's understanding of information technology and other security risks | | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



PAUL N. ECKLEY
Director Since 2019 | Age 65 | Independent

Committees of the Board:

- Compensation
- Nominating and Corporate Governance

Core Competencies:

- Corporate Governance
- Financial Reporting Experience
- Executive Compensation
- Finance/Investment Banking
- Public Company Executive Experience
- Risk Management

Mr. Eckley is Senior Vice President – Investments at State Farm® Corporate Headquarters in Bloomington, Illinois. Mr. Eckley joined State Farm in 1977 as an investment analyst. He was promoted to Investment Officer in 1990 and then Vice President – Common Stocks in 1995. He assumed his current position in 1998.

Mr. Eckley was a Director of the Emerging Markets Growth Fund owned by the Capital Group from 2005 until November 2016, including serving as Chairman of the Board of that Fund from January 2014 through November 2016.

Key Attributes, Experience and Skills

Mr. Eckley's 42 years of experience in investments in public and private companies, including companies in the oil and gas industry, and extensive leadership roles are key attributes that make him well qualified to serve as a Director of the Company.

CMS Energy Corporation

Aside from presenting why each core competency is important to the Board, CME also identifies each competency to their "triple bottom line" of people, planet and profit. The matrix links the competencies to the directors, and each of the competency's representation percentage in the Board is presented.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000811156/81aa2259-7d44-4341-88ff-cf7e46f6dedd.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

| Core Competencies have an impact on our purpose, which is measured by our "triple bottom line" of people, planet, and profit, underpinned by performance. | | PEOPLE | PLANET | PROFIT |
|---|---|--------|--------|--------|
| Core Competencies and Relevance to CMS and Consumers | | | | |
| Senior Leadership | Senior Leadership experience is important to understanding and overseeing our complex organization and empowering employees through individual growth and development. | | | |
| Finance, Accounting or Financial Reporting | Finance, Accounting or Financial Reporting experience is important in overseeing our financial management and capital allocation, as well as ensuring accurate financial reporting processes and robust controls. | | | |
| Regulatory Environment/Governmental Affairs | Regulatory Environment and Governmental Affairs experience is important in understanding the regulated nature of the utility industry, providing insight and perspective in working constructively and proactively with governmental agencies and helping shape public policy initiatives and regulation/legislation. | | | |
| Risk Management | Risk Management experience is important to oversee our robust enterprise risk management program and mitigate key risks to the Company. | | | |
| Customer Experience | Customer Experience is important as we focus on meeting customer expectations and transforming the customer experience, including mobile and digital experiences. | | | |
| Information Technology/Safety and Security | Information Technology/Safety and Security experience is important in overseeing the enhancement and security of our business and operational systems (both physical and cyber), including information security, data privacy, cybersecurity, customer experience, financial systems and internal and grid operations. | | | |
| Utility Experience | Utility Experience is important in understanding the technical nature of our business and to help inform our views on utility-related matters, such as energy markets and economics, technology, renewable energy, electric and gas transmission and distribution, public policy and safety. | | | |
| Strategic Planning and Governance | Strategic Planning and Governance experience is important in order to define and drive strategic direction and growth and oversee our operations as well as contributing to the Board's understanding of best practices in corporate governance matters. | | | |
| Sustainability and Environmental | We place the highest priority on the health and safety of our workforce and protection of our customers, assets, communities and the environment, therefore Sustainability and Environmental experience is important to manage our sustainability practices, including environmental, social and governance matters and continue our commitment to improving our environmental performance and reducing the potential negative impacts of our operations. | | | |
| Human Resources and Executive Compensation | Human Resources and Executive Compensation experience is important to ensure our ability to recruit, retain and develop key talent essential to our operations. | | | |
| Lean | Lean experience is important to improve safety, quality, cost, delivery and morale simultaneously by using quality tools to clearly define problems and solve them closest to the customer and drive improved performance, enhanced organizational focus and a culture of continuous improvement. | | | |
| Diverse Attributes | Diverse Attributes support our commitment to diversity and inclusion through age, ethnicity, gender, and race and contribute to and support informed decision making. | | | |

SKILLS MATRIX

| | Bofield | Buller | Canine | Harvey | Proctor | Russell | Shore | Smith | Stromquist | Torres | Wright | Percentage of Total Board |
|---|---------|--------|--------|--------|---------|---------|-------|-------|------------|--------|--------|---------------------------|
| Core Competencies | | | | | | | | | | | | |
| Senior Leadership | * | * | * | * | * | * | * | * | * | * | * | 100% |
| Finance, Accounting or Financial Reporting | * | * | * | * | * | * | * | * | * | * | * | 100% |
| Regulatory Environment/Governmental Affairs | * | * | * | * | * | * | * | * | * | * | * | 100% |
| Risk Management | * | * | * | * | * | * | * | * | * | * | * | 82% |
| Customer Experience | * | * | * | * | * | * | * | * | * | * | * | 82% |
| Information Technology/Safety and Security | * | * | * | * | * | * | * | * | * | * | * | 73% |
| Utility Experience | | | * | * | * | * | * | * | * | * | * | 34% |
| Strategic Planning and Governance | * | * | * | * | * | * | * | * | * | * | * | 100% |
| Sustainability and Environmental | * | * | * | * | * | * | * | * | * | * | * | 91% |
| Human Resources and Executive Compensation | * | * | * | * | * | * | * | * | * | * | * | 91% |
| Lean | | * | * | * | * | * | * | * | * | * | * | 55% |

| | |
|---|--|
| <p>Jon E. Barfield</p>  <p>AGE: 68 DIRECTOR SINCE: 2005</p> | <p>Experience</p> <p>Jon E. Barfield, 68, is president and chief executive officer of LJ Holdings Investment Company LLC, a private investment company. In March 2012, he retired from Bartech Group, Inc. ("Bartech") where he served since 1981 as president and from 1995 to March 2012 as chairman and president of this industry-leading professional services firm, with headquarters in Southfield, Michigan, delivering talent management, business process outsourcing and managed services provider solutions to Global 1,000 firms.</p> <p>Bartech manages the daily work assignments for more than 120,000 associates and more than \$4.7 billion in annual procurement for major employers around the world, making Bartech (now owned by Impellam Group, PLC) one of the largest talent acquisition and managed service provider firms in the United States. During the past five years, Barfield previously served as a director of Blue Cross Blue Shield of Michigan and Good Technology Corporation. He has been a director of CMS and Consumers since August 2005.</p> <p>Skills and Qualifications:</p> <p>Barfield brings to the Board legal knowledge and experience, having practiced corporate and securities law at Sidley Austin LLP. His qualifications to serve as a director stem primarily from his experiences as a senior leader, and his varied service as a director with considerable experience regarding legal risk oversight and risk management, financial reporting, attracting and retaining key talent and related human resources experience, corporate governance, customer service and marketing, and mergers and acquisitions. He served for many years as chairman of the audit committee of the Princeton University Board of Trustees.</p> <p>Core Competencies:</p> <ul style="list-style-type: none"> • Senior Leadership • Finance, Accounting or Financial Reporting • Regulatory Environment/Governmental Affairs • Risk Management • Customer Experience • Strategic Planning and Governance • Sustainability and Environmental • Human Resources and Executive Compensation |
|---|--|

Colgate-Palmolive Company

Colgate-Palmolive presents in detail the skills sought by the Board and why they are of importance to the Company. A matrix highlights the skills brought by each individual nominee, as does each director biography.

<https://investor.colgatepalmolive.com/static-files/97f15c8b-41ca-4e7a-a722-8e513e5d4f45>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Director Experience, Skills and Qualifications

The Board selects director candidates based on the recommendation of the Governance Committee. The Governance Committee identifies, screens and recruits potential candidates for membership on the Board of Directors, taking into account the needs of the Company and the Board at the time. The Company has engaged a third-party international executive search firm to assist the Governance Committee in identifying and evaluating potential director candidates.

The Governance Committee seeks to compose a Board with members who have a broad range of experiences and skills and different points of view, with a particular emphasis on enterprise leadership experience, relevant sector experience in the fields of business, industry, regulatory and public service and information technologies, international experience, corporate governance experience, educational achievement, strong moral and ethical character and diversity. This variety and depth of experience enables the Board collectively to understand the Company's global business and its consumers around the world and the directors individually to make significant contributions to the deliberations of the Board.

In 2002, the Board adopted a written statement, known as the Independent Board Candidate Qualifications and made available on the Company's website, outlining the qualities sought in directors of the Company. This statement, which was most recently updated in 2015, is used by the Governance Committee in evaluating individual director candidates. It highlights the following skills and experiences, among others, as being important to creating an effective, well-rounded and diverse Board:

| Experience, Skill or Qualification | Rationale |
|--|--|
| Business Operations —Is or has been the Chief Executive Officer, Chief Operating Officer or other major operating or staff officer of a major public corporation, with a background in marketing, finance and/or business operations. | Directors who have served in these roles possess exceptional leadership qualities and demonstrate a practical understanding of how large organizations operate, including strategic planning and risk management. Given the Company's focus on growing sales and market share, including through superior marketing and brand engagement, directors with expertise in marketing provide the Company with particularly important insights. The Company also uses a variety of financial metrics to measure its performance, and accurate financial reporting and accounting are critical to the Company's success. Therefore, directors with financial experience, including an understanding of accounting and financial reporting processes, provide an essential oversight role. |
| Industry —Has experience in the fast-moving consumer goods industry or other complementary field, such as public health. | Directors with experience in the fast-moving consumer goods industry have experience with consumer engagement and therefore can provide valuable market and consumer insights, as well as contribute a broad understanding of industry trends. Directors with experience in complementary industries, such as the pharmaceutical industry and public health, also bring important perspectives and knowledge to the Company's business, including with respect to engagement with dental, veterinary and skin health professionals and initiatives such as the Company's Bright Smiles, Bright Futures oral health education program. |
| Regulatory and Public Service —Has experience working in a highly regulated industry, such as pharmaceutical, health care or insurance, or relevant government, academic or non-profit experience. | Directors with experience in highly regulated industries bring valuable insights to the Company because the Company's business requires compliance with a variety of regulatory requirements around the world. Directors with experience serving in or interacting with government and governmental organizations help strengthen the Company's understanding of the impact governmental actions and socioeconomic trends can have on the Company's business. This is particularly important in times of global market volatility and political and social unrest. |

Governance of the Company

| Experience, Skill or Qualification | Rationale |
|---|---|
| Information Technologies —Has experience with information technology, eCommerce or digital marketing. | The Company is focused on maximizing growth in eCommerce and using digital marketing as a way of reaching today's consumers. Directors with experience in those fields are therefore able to provide insights that help the Company advance powerful commercial strategies in the rapidly changing digital and eCommerce landscapes. In addition, directors with expertise in information technologies, including analytics, enterprise software and machine learning, provide helpful oversight with respect to cybersecurity matters and the use of technology to gain insights and enhance efficiency of operations. |
| International —Has significant international experience, whether through managing international business operations or living and working outside the United States; an understanding of the language and culture of non-English speaking countries is also important. | Since approximately 70% of the Company's net sales are generated outside the United States and the Company is focused on continuing to drive penetration in markets with growing populations, having directors with experience managing international operations is essential. Exposure to different cultural perspectives and practices is also important in helping the Company meet the needs of its global consumers in the over 200 countries and territories worldwide in which it competes. |
| Corporate Governance —Has sufficient applicable experience to understand fully the legal and other responsibilities of an independent director of a U.S.-based public company. | Good corporate governance accompanies and greatly aids the Company's long-term business success. Having directors with experience serving as directors of other U.S. public companies helps ensure the Board deeply understands its roles and duties and the Company remains at the forefront of good corporate governance. |

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Director Nominee Experience, Qualifications, Attributes and Skills

The Nominating, Governance and Corporate Responsibility Committee (the "Governance Committee") seeks to compose a Board with members who have a broad range of experiences, skills, diversity and different points of view. In addition to educational achievement and a strong moral and ethical character, the following skills and attributes were all considered by the Board in connection with this year's director nomination process:



SKILLS MATRIX

| Skill/Qualification | Business Operations | Industry | Regulatory and Public Service | Information Technologies | International | Corporate Governance | Diversity |
|----------------------|---------------------|----------|-------------------------------|--------------------------|---------------|----------------------|-----------|
| Noel R. Wallace | ☑ | ☑ | | | ☑ | ☑ | |
| John P. Bilbrey | ☑ | ☑ | | | ☑ | ☑ | |
| John T. Cahill | ☑ | ☑ | | | ☑ | ☑ | |
| Lisa M. Edwards | ☑ | | | ☑ | ☑ | | ☑ |
| Helene D. Gayle | | ☑ | ☑ | | ☑ | ☑ | ☑ |
| C. Martin Harris | | ☑ | ☑ | ☑ | | ☑ | ☑ |
| Martina Hund-Mejean | ☑ | | | ☑ | ☑ | ☑ | ☑ |
| Lorrie M. Norrington | ☑ | | | ☑ | ☑ | ☑ | ☑ |
| Michael B. Polk | ☑ | ☑ | | | ☑ | ☑ | |
| Stephen I. Sadove | ☑ | ☑ | | | ☑ | ☑ | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Noel R. Wallace

Chairman-Elect



Age: 55

Director since 2019

Committees:

None

Other Public:

Company Directorships:

Former (During Past 5 Years):

Kellogg Company

(until 2018)

Mr. Wallace became President and Chief Executive Officer of Colgate in April 2019 and on April 1, 2020, he will also become Chairman of Colgate's Board of Directors. He previously served as President and Chief Operating Officer of Colgate from July 2018 until April 2019, with responsibility for all the Company's operating units worldwide. Mr. Wallace began his career at Colgate in 1987 and progressed through a series of senior management roles around the world, including President and General Manager of the Global Toothbrush Division, President, Colgate Mexico and President, Colgate U.S. Prior to being appointed President and Chief Operating Officer, he served as Chief Operating Officer, Global Innovation & Growth and Hill's Pet Nutrition from 2016 to July 2018, as President, Colgate Latin America from 2013 to 2016 and as President, Colgate North America and Global Sustainability from 2010 to 2013.

Skills and Qualifications:

Business Operations

Extensive operational leadership experience through service as President and Chief Executive Officer and Chief Operating Officer of Colgate, expertise in marketing through leadership roles at Colgate and strong knowledge of business finance and financial statements through oversight of operating budgets and financial statements at Colgate.

Industry

In-depth knowledge of fast-moving consumer goods industry through over 30-year career at Colgate.

International

Experience managing Colgate's international operations and living and working in foreign countries.

Corporate Governance

Experience serving as a director of another U.S. public company.

ConocoPhillips presents the skills sought by the Board and explains why each is important to the Company. A matrix highlights the skills brought by each individual nominee, which are also highlighted in the biographies with the use of icons.

<https://static.conocophillips.com/files/resources/2020-conocophillips-proxy-final.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

The following are some of the key qualifications and skills the Committee on Directors' Affairs considered in evaluating the director nominees. The chart on the next page shows how these qualifications and skills are distributed among our nominees. The individual biographies beginning on [page 38](#) provide additional information about how each nominee's specific experiences, qualifications, and skills align with and further the strategic direction of ConocoPhillips.

| | | |
|---|--|---|
|  <p>CEO or senior officer. We believe that directors with CEO or senior officer experience provide valuable insights. These individuals have a demonstrated record of leadership and a practical understanding of organizations, processes, strategy, risk and risk management, and the methods to drive change and growth. Through their service as top leaders at other companies, they also bring valuable perspectives on common issues affecting large and complex organizations.</p> |  <p>Financial reporting. We measure operating and strategic performance by reference to financial targets. In addition, accurate financial reporting and robust auditing are critical to ConocoPhillips' success. Accordingly, we seek to have a number of directors who could qualify as audit committee financial experts (as defined by SEC rules), and we expect all of our directors to be financially knowledgeable. We also believe it is important to have knowledge and experience in capital markets, both debt and equity, given our position as a large publicly-traded company.</p> |  <p>Industry. We seek to have directors with significant experience in the energy industry. These directors have valuable perspective on issues specific to our business.</p> |
|  <p>Global. As a global energy company, our future success depends, in part, on how well we grow our businesses outside the United States. Directors with global business or international experience provide valued perspectives on our operations.</p> |  <p>Regulatory/government. The perspectives of directors who have experience within the regulatory field are important. The energy industry is heavily regulated and directly affected by governmental actions and decisions, and we believe that directors with government experience offer valuable insight in this regard.</p> |  <p>Technology. Experience or expertise in information technology helps us pursue and achieve our business objectives. Leadership and understanding of technology, cybersecurity risk, cloud computing, scalable data analytics, and big data technologies add exceptional value to our Board as we increasingly utilize our global data assets to monitor and optimize our operations.</p> |
|  <p>Public company board service. ConocoPhillips aspires to the highest standards of corporate governance and ethical conduct. Service on the boards and board committees of other large, publicly-traded companies provides an understanding of corporate governance practices and trends and insights into: (1) board management; (2) relations between the board, the CEO, and senior management; (3) agenda setting; and (4) succession planning. We believe this experience supports our goals of strong board and management accountability, transparency, and protection of stockholder interests.</p> |  <p>Human capital management. We could not execute our differential strategy without employees, which is why we value directors with experience in effectively engaging, developing, retaining and rewarding employees.</p> |  <p>Environmental/sustainability. We adhere to robust operating standards and procedures that have delivered a proven track record. Our sustainable development approach is integrated into ConocoPhillips' planning and decision making. We believe this experience strengthens the Board's oversight and ensures that strategic business essentials and long-term value creation for stockholders are achieved with a responsible, sustainable business model which fosters a stable and healthy environment for tomorrow and proactively addresses stakeholder interests.</p> |

SKILLS MATRIX

| NOMINEE SKILLS MATRIX | | | | Nominee Skills | | | | | | | | | |
|---|--|------------|-----|----------------|-----------------------|---------------------|--------|-----------------------|------------------------------|--------------------------|------------|-------------|-------|
| Nominees and Primary Occupation | Other Current U.S. Public Company Directorships | Dir. Since | Age | Ind. | CEO or senior officer | Financial reporting | Global | Regulatory/government | Public company board service | Human capital management | Technology | Health care | Other |
| Charles E. Bunch Former Chairman and Chief Executive Officer, PPG Industries, Inc. | <ul style="list-style-type: none"> PMC Financial Services Group Marathon Petroleum Corporation Mondelēz International, Inc. | 2014 | 70 | | | | | | | | | | |
| Caroline Maury Dennis Former President and Managing Director of a Norwegian affiliate of General Motors | <ul style="list-style-type: none"> John Deere Technologies Corporation Valero | 2017 | 49 | | | | | | | | | | |
| John V. Forness Former Chairman and Chief Executive Officer, International Paper Company | <ul style="list-style-type: none"> PPG Industries, Inc. United States Steel Corporation United Technologies Corporation | 2015 | 70 | | | | | | | | | | |
| Jody Freeman Archibald Cox Professor of Law, Harvard Law School | | 2012 | 56 | | | | | | | | | | |
| Gay Hong Evans OBE Chairman, London Metal Exchange | | 2013 | 45 | | | | | | | | | | |
| Anthony A. Joannes Former Executive Chairman and Chief Executive Officer, ManpowerGroup Inc. | <ul style="list-style-type: none"> The Western Union Company Avision Partners Asset Management Inc. | 2018 | 80 | | | | | | | | | | |
| Ryan M. Lence Chairman and Chief Executive Officer, ConocoPhillips | | 2012 | 57 | | | | | | | | | | |
| Admiral William H. McRaven Retired U.S. Navy Four Star Admiral (O-14) | | 2018 | 64 | | | | | | | | | | |
| Sharmila Mulligan Chief Strategy Officer, Alliant | | 2017 | 54 | | | | | | | | | | |
| Arjun N. Murthy Senior Advisor, Working Partners | | 2015 | 50 | | | | | | | | | | |
| Robert A. Riddick Former Chairman, President, and Chief Executive Officer, Lorch Companies, Inc. | <ul style="list-style-type: none"> Lorch-Orion | 2010 | 57 | | | | | | | | | | |
| David T. Saxton Former Chairman and Chief Executive Officer, Baxo Corporation | <ul style="list-style-type: none"> The Black Company | 2020 | 58 | | | | | | | | | | |
| R.A. Walker Former Chairman and Chief Executive Officer, Acadia Petroleum Corporation | <ul style="list-style-type: none"> BOF Financial Corporation | 2020 | 43 | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Charles E. Bunch
Former Chairman and Chief Executive Officer, PPG Industries, Inc.



Age: 70
Director Since: May 2014
ConocoPhillips Committees:

- Human Resources and Compensation Committee (Chair)
- Committee on Directors Affairs
- Executive Committee

Other current U.S. public company directorships:

- PMC Financial Services Group
- Marathon Petroleum Corporation
- Mondelēz International, Inc.

Mr. Bunch served as Chairman and Chief Executive Officer of PPG Industries, Inc. from July 2005 to August 2015 and Executive Chairman from September 2015 to September 2016. He was President and Chief Operating Officer of PPG from July 2002 until he was elected President and Chief Executive Officer in March 2005 and Chairman and Chief Executive Officer in July 2005. Before becoming President and Chief Operating Officer, he was Executive Vice President of PPG from 2000 to 2002 and Senior Vice President, Strategic Planning and Corporate Services of PPG from 1997 to 2000. Mr. Bunch was with PPG for more than 35 years prior to his retirement, holding positions in finance and planning, marketing, and general management in the United States and Europe. He currently serves on the boards of PMC Financial Services Group, Marathon Petroleum Corporation, and Mondelēz International, Inc. He previously served as a director of U.S. Helix Company, as chairman of the Federal Reserve Bank of Cleveland, the National Association of Manufacturers, and the American Coatings Association, and as a member of the University of Pittsburgh's board of trustees.

Skills and Qualifications:
The Board values Mr. Bunch's experience as a director and CEO in a highly regulated industry, as well as his management and finance experience. Additionally, Mr. Bunch has a strong background in management development and compensation. His international business experience with global issues facing a large, multinational public company enables him to provide the Board with valuable operational and financial expertise.

- CEO or senior officer
- Global
- Public company board service
- Financial reporting
- Regulatory/government
- Human capital management

Crown Castle International Corp.

Crown Castle uses a matrix to highlight skills sought by the Board and those nominees that bring them.

<https://investor.crownccastle.com/static-files/15567d66-1737-4f70-9418-fa1dee3cfb37>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

Board Matrix

The following matrix provides information regarding the members of our Board, including certain types of knowledge, skills, experiences and attributes possessed by one or more of our directors which our Board believes are relevant to our business, industry or real estate investment trust ("REIT") structure. The matrix does not encompass all of the knowledge, skills, experiences or attributes of our directors, and the fact that a particular knowledge, skill, experience or attribute is not listed does not mean that a director does not possess it. In addition, the absence of a particular knowledge, skill, experience or attribute with respect to any of our directors does not mean the director in question is unable to contribute to the decision-making process in that area. The type and degree of knowledge, skill and experience listed below may vary among the members of the Board.

| | Bartolo | Brown | Christy | Fitzgerald | Garrison | Goldsmith | Hogan | Hutcherson | Martin | McKenzie | Melone | Moreland |
|----------------------------------|---------|-------|---------|------------|----------|-----------|-------|------------|--------|----------|--------|----------|
| Knowledge, Skills and Experience | | | | | | | | | | | | |
| Public Company Board Experience | • | • | • | • | • | • | • | • | • | • | • | • |
| Financial | • | • | • | • | • | • | • | • | • | • | • | • |
| Risk Management | • | • | • | • | • | • | • | • | • | • | • | • |
| Accounting | • | • | • | • | • | • | • | • | • | • | • | • |
| Corporate Governance/Ethics | • | • | • | • | • | • | • | • | • | • | • | • |
| Legal/Regulatory | • | • | • | • | • | • | • | • | • | • | • | • |
| HR/Compensation | • | • | • | • | • | • | • | • | • | • | • | • |
| Executive Experience | • | • | • | • | • | • | • | • | • | • | • | • |
| Operations | • | • | • | • | • | • | • | • | • | • | • | • |
| Strategic Planning/Oversight | • | • | • | • | • | • | • | • | • | • | • | • |
| Technology | • | • | • | • | • | • | • | • | • | • | • | • |
| Mergers and Acquisitions | • | • | • | • | • | • | • | • | • | • | • | • |
| Wireless/Telecom/REIT Industry | • | • | • | • | • | • | • | • | • | • | • | • |
| Academia/Education | • | • | • | • | • | • | • | • | • | • | • | • |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

P. Robert Bartolo

Age: 48

Director Since: 2014



Principal Occupation:
Individual Investor

Mr. Bartolo was appointed to the Board as a director in February 2014. Mr. Bartolo served as a portfolio manager in the U.S. Equity Division of T. Rowe Price from March 2005 to January 2014. During such time, Mr. Bartolo also served as Vice President of T. Rowe Price Group, Inc. From October 2007 to January 2014, Mr. Bartolo served as Executive Vice President ("EVP") of the U.S. Growth Stock Fund and chairman of that fund's Investment Advisory Committee. Mr. Bartolo also analyzed and recommended companies in the telecommunications and related industries for T. Rowe Price from August 2002 to March 2007 and co-managed the Media and Telecom Fund from March 2005 to March 2007. Mr. Bartolo has earned the Chartered Financial Analyst designation.

Skills and Qualifications: Mr. Bartolo brings to our Board financial and investment expertise and experience, business analysis acumen, advanced financial literacy, and an understanding of our business and the communications infrastructure industry, including extensive experience investing in and analyzing companies in the telecommunications and related industries.

DENTSPLY Sirona Inc.

Dentsply Sirona presents a matrix that also provides the importance of each qualification and experience. The director biographies also provide information on how each director acquired their skills.


<https://investor.dentsplysirona.com/static-files/9d104b17-675e-4311-8b53-cfe94e5b88ea>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| Summary of Director Qualifications and Experience | Alfano, Michael C. | Brandt, Eric K. | Carey, Donald M. | Desse, Willie A. | Hollen, Betsy D. | Kowaloff, Arthur D. | Kraemer, Harry M. | Lucier, Gregory T. | Luinger, Francis J. | Viron, Leslie F. | Virgile, Janet S. | Total |
|---|--------------------|-----------------|------------------|------------------|------------------|---------------------|-------------------|--------------------|---------------------|------------------|-------------------|-------|
| Large Company Experience as Executive or Board Member is important because of the complex and unique management requirements for a large, public company. | | | | | | | | | | | | 10 |
| Extensive Knowledge of DENTSPLY SIRONA History and Industry allows our Board of Directors to learn from our history and what works for our company. | | | | | | | | | | | | 9 |
| Medical Device or Industry Experience is important in understanding innovation and developments in the larger field. | | | | | | | | | | | | 7 |
| Dental Device or Industry Experience facilitates relevant, efficient, and effective discourse relating to our business and strategy. | | | | | | | | | | | | 8 |
| International Business Experience is important because of our global reach and the growing interconnectivity of people and industry. | | | | | | | | | | | | 11 |
| Financial Literacy is necessary to understand our financial reports, internal controls, and the complex transactions we conduct regularly. | | | | | | | | | | | | 11 |
| Public Company Governance Experience assists directors with diligent management of accountability, transparency and protection of stockholder interests. | | | | | | | | | | | | 11 |
| Experience in Marketing and Sales is crucial in understanding how to most effectively sell our products in existing markets and to expand to new ones. | | | | | | | | | | | | 8 |
| Manufacturing Experience helps in understanding the balance between efficiency and the highest level of quality controls. | | | | | | | | | | | | 7 |
| Experience in HR and Talent Management allows directors to help us hire, motivate, and retain the best employees. | | | | | | | | | | | | 11 |
| Understanding and Previous Work with Information Technology will allow our company to innovate and thrive in a world that relies more heavily than ever on interconnectivity of systems and tech. | | | | | | | | | | | | 7 |
| Experience in Capital Allocation and Deployment allows directors to decide on the proper placement of assets and funds, manage risks, and invest wisely in upcoming and lucrative avenues. | | | | | | | | | | | | 11 |
| Business Development Experience (including M&A) is important because of the board's role in strategic planning of mergers, acquisitions, and divestitures. | | | | | | | | | | | | 11 |
| Quality and Regulatory Experience allows our directors to provide oversight of our regulated activities and risk management. | | | | | | | | | | | | 8 |
| Prior Work in Research and Development allows directors to understand the potential for new and innovative technologies and how to facilitate them. | | | | | | | | | | | | 6 |
| Qualified Financial Experts have met Sarbanes-Oxley Act requirements meant to improve disclosures and prevent improper financial practice. | | | | | | | | | | | | 9 |
| Enterprise Risk Management, including business continuity and cyber security, allows our company to thrive in a rapid-paced and tech-driven market. | | | | | | | | | | | | 11 |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Michael C. Alfano, D.M.D., Ph.D.



Director since 2001
Age: 72
Board Committees:
 • Science and Technology Committee (Chair)
Other Public Company Boards:
 • None
Selected Key Qualifications and Experience:

Extensive Knowledge of Dentsply Sirona History and Industry
 Dr. Alfano is one of the most experienced members of the Board concerning the Company's particular history, strategy for success, and role in the wider industry.

Dental Device or Industry Experience
 Dr. Alfano is a dentist by training, has experience in publicly traded Block Drug Company Inc., and has held various leadership positions in the field of dentistry, including as an academic and professional.

Research and Development Experience
 Dr. Alfano has served as a Professor and Senior Presidential Fellow and an Executive Vice President at the New York University, as well as Dean of its College of Dentistry, where he was in contact with cutting edge research and development.

Devon Energy Corporation

Aside from the main skills and experience presented in the skills matrix, Devon also highlights additional skills and experience by the board, such as engineering backgrounds and experience with technology and cybersecurity.

https://s2.q4cdn.com/462548525/files/doc_financials/Annual/2019/DVN-2020-Proxy-Statement.pdf

SKILLS MATRIX

Director Skills and Experience

The Board is committed to maintaining a diverse and inclusive membership with varying experience, characteristics, and expertise that complement our business strategy. The matrix below provides a summary of certain key skills and experience of our Director nominees. Our Director nominees, individually and as a group, possess numerous skills and experience that are highly relevant for an upstream energy company like Devon. Our Director nominees are strategic thinkers with high expectations for Devon's performance and are attuned to the demands of proper Board oversight and good governance practices.

| Director Nominees | Baumann | Bethancourt | Fox | Hager | Henry | Kanovsky | Krenicki Jr. | Morabacher Jr. | Radtke | Rattie | Ricciardello | |
|--------------------------------------|--|-------------|-----|-------|-------|----------|--------------|----------------|--------|--------|--------------|-----------|
| Age | Our Director nominees range in age from 43 to 71 | | | | | | | | | | | |
| Key Skills and Experience | | | | | | | | | | | | Aggregate |
| Public Board of Directors Experience | • | • | • | • | • | • | • | • | • | • | • | 11 |
| Energy Industry Experience | • | • | • | • | • | • | • | • | • | • | • | 10 |
| CEO/Business Leader | | • | • | • | • | • | • | • | • | • | • | 9 |
| Human Capital Mgt./Comp. | • | • | • | • | • | • | • | • | • | • | • | 11 |
| Finance/Capital Allocation | • | • | • | • | • | • | • | • | • | • | • | 10 |
| Financial Literacy/Accounting | • | • | • | • | • | • | • | • | • | • | • | 11 |

Additional Skills and Experience

- Six of our nominees have an educational background or work experience in petroleum engineering or other engineering professions.
- Five of our nominees have experience with technology or cybersecurity.
- Eight of our nominees have experience in regulatory and policy matters.
- Three of our nominees have an educational background or work experience with environmental matters.
- All of our nominees have experience in corporate governance and risk management.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



BARBARA M. BAUMANN

Age: 64
Director Since: 2014

Committees

- Chair, Governance
- Audit

Certain other directorships

- Ms. Baumann is on the board of National Fuel Gas Company and serves on the audit and financing committees. She is also a member of the independent board of trustees of Putnam Mutual Funds where she chairs the audit, compliance and distributions committee. In addition, she is a senior advisor for First Reserve Corporation, a private equity firm focused on energy. She previously served on the boards of Buckeye Partners, L.P.; Hat Creek Energy Corporation; Cody Resources Management, LLC; CVR Energy; SM Energy; and UNS Energy.

Principal occupation or employment

- President and Owner, Cross Creek Energy Corporation

Education

- Ms. Baumann earned a bachelor's degree from Mount Holyoke College and a master's in business administration from the Wharton School of the University of Pennsylvania.

Barbara M. Baumann is a former BP Amoco executive who currently serves as president and owner of Cross Creek Energy Corporation, an energy advisory firm with investments in the domestic oil and gas business. Prior to founding her own firm in 2000, Ms. Baumann was Executive Vice President of Associated Energy Managers, a private equity firm investing in small energy companies. Ms. Baumann began her 18-year career with Amoco (later BP Amoco) in 1981. She served in various areas of finance and operations, including Chief Financial Officer of Ecova Corporation, Amoco's wholly-owned environmental remediation business, and Vice President of Amoco's San Juan Basin business unit.

Ms. Baumann brings to the Board her extensive knowledge of the energy industry and her experience as an accomplished leader and business professional.

Diversified Healthcare Trust

Diversified Healthcare Trust presents the skills and experiences of their trustees that can provide their Board with the right mix of characteristics. The skills of the trustees are also highlighted in the matrix and biographies.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0001075415/035842f0-a3b2-47a9-adf6-68daa86e4b6f.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Trustee Criteria, Qualifications, Experience and Tenure

Our Board performs an assessment of the skills and the experience needed to properly oversee the interests of the Company. Generally, our Board reviews both the short and long term strategies of the Company to determine what current and future skills and experience are required of our Board in exercising its oversight function and in the context of the Company's strategic priorities. Our Nominating and Governance Committee and our Board consider the qualifications, characteristics and skills of Trustees and Trustee candidates individually and in the broader context of our Board's overall composition when evaluating potential nominees for election as Trustee. Our Nominating and Governance Committee and our Board also received input from an executive search and consulting firm, Korn Ferry, in considering the qualifications of, and evaluating, potential nominees.

Our Board believes that its members should:

- exhibit high standards of integrity and ethics;
- have business acumen, practical wisdom, ability to exercise sound judgment in a congenial manner and be able to make independent analytical inquiries;
- have a strong record of achievements;
- have knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REITs"), including medical office, life sciences and senior living markets;
- have an understanding of healthcare policy, trends and regulations, and medical office, life science and healthcare business trends;
- have diverse perspectives, backgrounds and experiences, including professional background, gender, ethnicity and skills; and
- be committed to serving on our Board over a period of years in order to develop knowledge about the Company's operations and have sufficient time and availability to devote to Board and committee matters.

In addition, our Board has determined that our Board, as a whole, should strive to have the right mix of characteristics and skills necessary to effectively perform its oversight responsibilities. Our Board believes that Trustees with one or more of the following professional skills or experiences can assist in meeting this goal:

- work experience with a proven record of success in his, her or their field;
- risk oversight/management expertise;
- accounting and finance, including a high level of financial literacy and understanding of the impact of financial market trends on the real estate industry;
- operating business and/or transactional experience;
- management/leadership experience;
- knowledge of the Company's historical business activities;
- familiarity with public capital markets;
- experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing;
- service on other public company boards and committees;
- qualifying as a Managing Trustee in accordance with the requirements of our governing documents; and
- qualifying as an Independent Trustee in accordance with the requirements of the Nasdaq, the SEC and our governing documents.

SKILLS MATRIX

Summary of Trustee Qualifications and Experience

| Experience/Skills | Clark | Harrington | Harris Jones | Portnoy | Somers |
|---------------------------------------|-------|------------|--------------|---------|--------|
| Strategic Planning and Leadership | ✓ | ✓ | ✓ | ✓ | ✓ |
| CEO/Executive Management | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Oversight | ✓ | ✓ | ✓ | ✓ | ✓ |
| REIT/Real Estate | ✓ | ✓ | ✓ | ✓ | ✓ |
| Asset Management | ✓ | ✓ | ✓ | ✓ | ✓ |
| Capital Markets/Investment Banking | ✓ | ✓ | ✓ | ✓ | ✓ |
| Other Public Company Board Experience | ✓ | ✓ | ✓ | ✓ | ✓ |
| Government/Public Policy | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial Literacy | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sustainability | ✓ | ✓ | ✓ | ✓ | ✓ |
| Talent Management | ✓ | ✓ | ✓ | ✓ | ✓ |
| Identifies as Female | ✓ | ✓ | ✓ | ✓ | ✓ |
| Identifies as African American | ✓ | ✓ | ✓ | ✓ | ✓ |



Jeffrey P. Somers

Age: 77

Independent Trustee since 2009

Lead Independent Trustee from 2015-2016

Class/Term: Class III with a term expiring at our 2020 Annual Meeting

Mr. Somers has been, since 2010, of counsel to, and from 1996 to 2006, was a member, and for six of those years the managing member, of the law firm of Morse, Barnes-Brown & Pendleton, P.C. Prior to that time, he was a partner for more than 25 years at the law firm of Gabley, Henrich, LLP (now McCarter & English, LLP) and for eight of those years was managing partner of the firm. Mr. Somers served as an independent trustee of Select Income REIT from 2012 until it merged with a wholly owned subsidiary of Office Properties Income Trust in December 2016. Mr. Somers served as a director of Carlebia Management Corp., a holding company of Carlebia & Co., Inc., an SEC registered broker-dealer, from 2002 until January 2014, when the company was acquired by a third party. From 1995 to 2001, he served as a trustee of the Pictet Funds. Before entering private law practice, Mr. Somers was a staff attorney at the SEC in Washington, D.C. He previously served as a trustee of Clover Hospital, a private not-for-profit regional hospital, which is currently part of Beth Israel Deaconess Hospital, among various other civic leadership roles.

Board Committees:

- Audit
- Compensation (Chair)
- Nominating and Governance

Other RMR Managed Public Company Boards:

- Office Properties Income Trust (since 2009)
- RMR Real Estate Income Fund, including its predecessor funds (since 2008)
- Tremont Mortgage Trust (since 2017)

Other Non-RMR Managed Public Company Boards:

None

Specific Qualifications, Attributes, Skills and Experience:

- Expertise in legal, corporate governance and regulatory matters
- Leadership role as a law firm managing member
- Experience as a hospital trustee, including guiding the hospital's sale process
- Service as a trustee of public REITs and investment companies
- Service with government and extensive experience in public policy matters and complex business transactions
- Sophisticated understanding of finance and accounting matters
- Work on public company boards and board committees
- Institutional knowledge earned through prior service on our Board
- Qualifying as an Independent Trustee in accordance with the requirements of the Nasdaq, the SEC and our governing documents

DIRECTOR BIOGRAPHIES WITH
A FOCUS ON SPECIFIC SKILLS
AND AREAS OF EXPERTISE

Dominion Energy

Dominion Energy presents the skills that are valuable to their Board, why they are valuable and the number of directors who possess each skill. The matrix also links each skill with the directors who possess them.

https://s2.q4cdn.com/510812146/files/doc_financials/2020/ar/2020-Proxy-Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

| | |
|--|---|
| 13 Leadership experience is valuable in overseeing management's performance. Directors with leadership experience also tend to demonstrate a practical understanding of organizations, strategy, risk management and corporate governance. | 16 Government, Public Policy or Legal experience is relevant as the company's operations are subject to regulation by multiple states and federal regulatory authorities. Directors with experience in law, government and public policy can provide insight and understanding of effective strategies in these areas. |
| 8 Industry experience is important given the complexity of the utility industry and nuclear power operations. Directors with industry experience also assist the Board with effective oversight of the company's business and long-term strategy. | 13 Human Capital/Talent Management experience is important in order to attract, develop, motivate and retain high-quality personnel. |
| 12 Financial or Accounting experience is important in understanding and overseeing the financial reporting and internal controls of the company. | 7 Innovation and Technology experience is valuable in developing the best tools to advance operations, addressing physical and cybersecurity concerns, and identifying new business opportunities. |
| 19 Corporate Governance experience is important in ensuring transparency, accountability and Board effectiveness. | 5 Environmental experience is important in understanding and assessing complex regulatory requirements and the company's environmental compliance obligations. |
| 13 Risk Oversight and Management experience is important in overseeing the challenges and potential disruptors facing the company. Risk management experience can be acquired in many ways, including through formal risk management training as well as through years of first-hand experience gained from service in a variety of leadership roles. | 10 Customer Satisfaction and/or Service experience is relevant as the company seeks to provide customers reliable service at reasonable rates. |

SKILLS MATRIX

| DIRECTOR ATTRIBUTES AND EXPERIENCE | | | | | | | | | | | | | |
|---|---------|---------|-------|---------|-----------|--------|---------|--------|--------|--------|--------|--------|--------|
| The Board seeks a mix of directors with qualities that result in a well-rounded, diverse Board that thinks critically and also functions effectively by reaching informed decisions. Our directors have a diversity of experience and a variety of skills, education, qualifications and viewpoints that strengthen the Board's ability to carry out its oversight role of the company. | | | | | | | | | | | | | |
| The table below is a summary of the range of attributes and experiences that each director brings to our Board. Because it is a summary, it is not intended to be a complete description of all of the skills and attributes that each of our Board members possesses. | | | | | | | | | | | | | |
| Additional information about each director's background, business experience and other matters, as well as a description of how each individual's experience qualifies him or her to serve as a director of the company is provided under the heading <i>Item 1 – Election of Directors</i> beginning on page 9. | | | | | | | | | | | | | |
| | Bennett | Drayton | Kille | Kerritt | Marquardt | Neeris | Stevens | Waters | Wright | Wright | Wright | Wright | Wright |
| Age | 59 | 58 | 72 | 65 | 58 | 72 | 66 | 60 | 63 | 67 | 63 | 60 | 71 |
| Tenure (years) | 1 | 9 | 8 | 15 | 1 | 20 | 3 | 14 | 3 | 7 | 10 | 3 | 7 |
| Gender | M | F | M | M | M | M | M | M | M | F | M | F | M |
| Leadership | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Industry | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Financial or Accounting | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Corporate Governance | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Risk Oversight and Management | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Government, Public Policy or Legal | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Human Capital/Talent Management | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Innovation and Technology | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Environmental | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Customer Satisfaction and/or Service | * | * | * | * | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

James A. Bennett



DIRECTOR SINCE: 2019
AGE: 59
COMMITTEE MEMBERSHIP:
• Sustainability and Corporate Responsibility

Mr. Bennett has been South Carolina Mid-South Area Executive for First-Citizens Bank & Trust Company (First Citizens) in Columbia, South Carolina since January 2015. Prior to that, he served as Executive Vice President, Director of Public Affairs and Chief Diversity Officer. Before joining First Citizens, he became the youngest bank president in South Carolina when he was named President of Victory Savings Bank in 1989.

EXPERIENCE, QUALIFICATIONS AND ATTRIBUTES

With his extensive background in the banking industry, including operating responsibilities and management experience, Mr. Bennett provides financial and risk management expertise from a regulated industry perspective. He is also familiar with human resources and customer service concerns associated with the financial services sector. Mr. Bennett also brings industry, corporate governance and public company board experience through his tenure as a former member of the Board of Directors of SCANA Corporation.

OTHER PUBLIC COMPANY DIRECTORSHIPS

Previous (During Past Five Years): SCANA Corporation (1997-2018)

DTE Energy Company

DTE Energy's matrix presents each director's knowledge level in each key area, from "limited knowledge" level to "technical expertise/advanced knowledge" level. Director biographies also focus on specific skills and areas of experience.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0000936340/05c6c6f4-a339-47e4-8c69-0c820e0f5aad.pdf>

SKILLS MATRIX

The biography of each of the nominees below contains information regarding the person's service as a director, business experience and director positions held currently or at any time during at least the last five years. The age provided for each director is as of March 12, 2020. In addition to the information presented below regarding each person's experience, qualifications, attributes and skills that caused our Corporate Governance Committee and Board to determine that the person should serve as a director, the Board believes that all of the Company's directors have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen, strategic insight, an ability to exercise sound judgment and a commitment to service and community involvement. Finally, we value their significant experience on other public company boards of directors and board committees and the diversity that they bring to our Board. The following graphs display information about the skills and experience our Board members bring to their service:

| Enterprise Priorities | Anderson | Brandon | McClure | McGovern | Murray | Norris | Oliver | Skaggs | Thomas | Torgow | Vanderberghe | Williams | Average |
|--|----------|---------|---------|----------|--------|--------|--------|--------|--------|--------|--------------|----------|---------|
| Employee Engagement, Safety and Talent | 3 | 3 | 2 | 3 | 3 | 3 | 3 | 3 | 3 | 2 | 2 | 2 | 2.7 |
| Customer Service and Satisfaction | 3 | 3 | 3 | 3 | 3 | 3 | 2 | 3 | 3 | 3 | 1 | 1 | 2.6 |
| Operations and Continuous Improvement | 3 | 2 | 3 | 2 | 3 | 3 | 2 | 3 | 3 | 2 | 3 | 1 | 2.5 |
| Government, Regulatory and Community | 3 | 1 | 2 | 3 | 3 | 3 | 3 | 3 | 2 | 3 | 1 | 2 | 2.4 |
| Growth and Value Creation | 3 | 2 | 3 | 3 | 3 | 3 | 2 | 3 | 3 | 3 | 3 | 2 | 2.8 |
| Financial Planning and Review | 2 | 2 | 2 | 2 | 3 | 3 | 2 | 3 | 2 | 3 | 3 | 3 | 2.5 |
| Other Key Experience | | | | | | | | | | | | | |
| CEO Experience | 3 | 3 | 3 | 3 | 3 | 3 | 3 | 3 | 0 | 3 | 0 | 0 | 2.3 |
| Corporate Governance | 2 | 3 | 3 | 2 | 3 | 2 | 3 | 2 | 3 | 3 | 2 | 1 | 2.4 |
| Energy Industry Experience | 3 | 1 | 1 | 1 | 1 | 3 | 3 | 3 | 1 | 1 | 1 | 2 | 1.8 |
| Ethics and Compliance | 2 | 3 | 3 | 2 | 2 | 2 | 3 | 2 | 3 | 2 | 2 | 3 | 2.4 |
| Executive Compensation | 2 | 3 | 2 | 2 | 3 | 2 | 3 | 3 | 3 | 3 | 3 | 2 | 2.6 |
| Risk Management | 3 | 2 | 2 | 2 | 2 | 3 | 2 | 3 | 2 | 2 | 3 | 3 | 2.4 |
| Sustainability and Environmental Stewardship | 3 | 1 | 2 | 1 | 2 | 3 | 3 | 3 | 2 | 2 | 2 | 1 | 2.1 |
| Technology and Cybersecurity | 2 | 1 | 1 | 2 | 2 | 2 | 2 | 2 | 2 | 1 | 2 | 1 | 1.7 |
| Local/Regional Understanding | 3 | 3 | 3 | 1 | 3 | 3 | 1 | 0 | 2 | 3 | 3 | 0 | 2.1 |
| Nuclear Experience | 2 | 0 | 1 | 0 | 1 | 2 | 2 | 0 | 0 | 0 | 0 | 0 | 0.7 |
| Gas Midstream Experience | 2 | 1 | 1 | 0 | 0 | 3 | 2 | 3 | 1 | 0 | 1 | 2 | 1.3 |

3 = Technical Expertise/Advanced Knowledge (e.g. direct hands-on experience and subject matter expert during his/her career)
 2 = Managerial knowledge (e.g. experience derived through general managerial experience)
 1 = Working knowledge (e.g. exposure as a Board committee member at DTE or another company)
 0 = Limited knowledge (e.g. exposure comes from Board Committee report-outs only)

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Gerard M. Anderson

Executive Chairman, DTE Energy Company
(2019-present)

Not Independent
Age: 61
Director since: 2009

Previous Experience

- DTE Energy Company—Chairman (2011-2019); CEO (2010-2019); President (2004-2013); COO (2005-2010); Executive VP (1997-2004)
- McKinsey & Co.—Senior Consultant (1988-1993)

Other Public Boards

- The Andersons, Inc. (2006-present)

Qualifications

- Energy Industry Experience
DTE Energy CEO for nine years and COO for five years
- Growth and Value Creation
Extensive experience in strategic planning and corporate business development
- Operations and Continuous Improvement
Broad experience managing capital-intensive industries

Duke Energy Corporation


Duke Energy’s matrix presents the skills sought by the Company and why they are important. The skills have corresponding icons that are also used to highlight specific skills in each director biography.

https://www.duke-energy.com/proxy/_/media/pdfs/our-company/investors/proxy/duke-energy-annual-meeting-of-shareholders.pdf?la=en

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| SKILLS MATRIX | Michael G. Browning | Annette K. Clayton | Thomas F. Davis, Jr. | Robert M. Davis | David F. DeMott | William C. Fawcett | Lynda J. Gault | John T. Hume | William S. Kinsell | G. Mark McKee | Harjo M. Shaw | Thomas L. Shuman | William S. Whitaker, Jr. |
|--|---------------------|--------------------|----------------------|-----------------|-----------------|--------------------|----------------|--------------|--------------------|---------------|---------------|------------------|--------------------------|
| Customer Service experience is important as Duke Energy focuses on meeting customer expectations and transforming the customer experience | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
| Cybersecurity/Technology experience is important in overseeing the security of Duke Energy's business and operational technical systems, including customer experience, financial systems, and internal and grid operations | | | ✓ | ✓ | | | ✓ | ✓ | ✓ | | ✓ | | |
| Environmental experience is important in overseeing Duke Energy's environmental compliance obligations and operations | | | ✓ | ✓ | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Human Capital Management experience is important in overseeing the needs of our workforce – Duke Energy's most critical resource | | ✓ | | | ✓ | | | | ✓ | | | ✓ | |
| Industry experience is important in understanding the unique technical, regulatory, and financial aspects of the utility industry | | ✓ | ✓ | | | | ✓ | ✓ | | | | ✓ | ✓ |
| Legal experience is important in understanding Duke Energy's legal risks and obligations | | | | ✓ | | | | | ✓ | | ✓ | ✓ | |
| Regulatory/Government experience is important in understanding the regulated nature of the utility industry | | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Management experience is important in overseeing Duke Energy's risks | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Annette K. Clayton
Age: 56
Director of Duke Energy since 2019
President and CEO,
North America Operations,
Schneider Electric SA

Independent Director Nominee

Committees:

- Audit Committee
- Operations and Nuclear Oversight Committee

Other current public directorships:

- Polaris Industries Incorporated

Ms. Clayton has been President and CEO of the North America Operations of Schneider Electric, a global electrical equipment manufacturer, and a member of the Executive Committee since June 2016. She also served as Chief Supply Chain Officer from June 2016 until January 2018. From May 2011 to June 2016, she served as Executive Vice President of Schneider Electric and a Member of the Executive Committee, Hong Kong. Prior to her employment at Schneider Electric, Ms. Clayton served at Dell, Inc. as Vice President of Global Supply Chain Operations and Vice President of Dell Americas operations, and at General Motors as President of their Saturn subsidiary, Corporate Vice President of Global Quality, and a member of their strategy board.

Skills and qualifications

Ms. Clayton's qualifications for election include her experience as senior management of Schneider Electric overseeing the strategic direction and financial accountability of the North America operations. In her role as President and CEO of Schneider Electric's North America Operations, she has gained experience in customer service through her direct responsibility for the customer call centers, in cybersecurity and technology through Schneider Electric's work with the government on cybersecurity infrastructure, and the digital transformation of their supply chain, and in environmental and regulatory matters through her oversight of Schneider Electric's Safety and Environment function. She also has human capital management experience through her work on talent management initiatives, succession planning, and supply chain workforce planning at Schneider Electric. These skills uniquely fit the skill sets that benefit Duke Energy in our corporate strategy.

Director Experience:

Customer Service

Cybersecurity/Technology

Environmental

Human Capital Management

Industry

Legal

Regulatory/Government

Risk Management

Entergy Corporation

Entergy presents the Board's director qualifications in a matrix and provides information on how they align to the Company's needs.

https://cdn.entergy.com/userfiles/content/investor_relations/pdfs/2020_Proxy_Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Our 2020 Director Nominees

The following chart illustrates the diversity of skills and experiences that our Board members, each of whom is standing for re-election, bring to their service and the alignment of those skillsets with our needs:

| Summary of Director Qualifications | Burbank | Condon | Dersaut | Donald | Frederickson | Herman | Hyland | Levenick | Lincoln | Puckett |
|--|---------|--------|---------|--------|--------------|--------|--------|----------|---------|---------|
| Technology and Transformation Our industry is undergoing transformational change as a result of advances in technology and changing customer expectations about the products and services they want and need to power their lives. This creates opportunities for companies whose leadership is able to understand those changes and what they mean for their customers and other stakeholders. Directors with experience managing consumer-facing businesses and operations that have been impacted by transformational change can provide the Board with critical insights and perspective on these issues and challenges. | * | * | | * | | * | * | * | | * |
| Executive Experience Directors who hold or have held significant executive or leadership positions within large organizations provide the Company with unique insights. These individuals generally possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. Their experiences developing talent and solving problems in large, complex organizations prepare them well for the responsibilities of Board service. | * | | * | * | * | * | * | * | | * |
| Finance and Accounting Accurate financial reporting and robust auditing are critical to our success. We seek to have at least one director who qualifies as an audit committee financial expert, and we expect all of our directors to be literate in finance and financial reporting processes. | | * | * | | * | | * | * | * | * |
| Government/Legal/Public Policy Our businesses are heavily regulated and are directly affected by governmental actions. As such, we seek to have directors with experience in government, law and public policy to provide insight and understanding of effective strategies in these areas. | | | | | | * | | | * | |
| Operations As a capital – intensive company, we seek to have directors with deep experience in a significant operations role with a large business to develop, implement and assess our capital plan and our business strategy. | | | | | * | | * | * | | * |
| Regulated Utility/Nuclear Due to the complexity of our business, we believe it is important to have directors with experience in the utility industry or in nuclear power operations to enable the Board to provide effective oversight of our operations. | | * | * | * | | | | | | * |
| Risk Management Managing risk in a rapidly changing environment is critical to our success. Directors should have a sound understanding of the most significant risks facing the Company and the experience and leadership to provide effective oversight of risk management processes. | * | * | * | * | * | * | * | * | | * |
| Other Public Boards Directors who have served on other public company boards are able to draw on lessons learned on their other boards, as they seek to develop and implement best practices for the Company. | | * | | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



John R. Burbank

Groton, Connecticut

Age 56

Director Since 2018

Entergy Board Committees

- Finance
- Personnel

Professional Experience

- Former President, Corporate Development and Strategy, Nielsen Holdings plc (a global information, data and measurement company) – 2017-2019
- Former President, Strategic Initiatives, Nielsen Holdings plc – 2011-2017
- Director, Change Labs, LTD
- Trustee, March of Dimes

Skills and Attributes

Mr. Burbank brings to the Board his extensive management experience in consumer-facing businesses that have been disrupted by technological change. Accordingly, he brings valuable insights and perspective on the potential impact of technological change on our industry and our company. Mr. Burbank also brings the benefit of his extensive senior management experience leading strategic investments and corporate development and strategy at Nielsen Holdings plc.

Equifax Inc.

Equifax presents an overview of nominee skills as a group, a matrix and a general overview of director skills in each biography.

<https://investor.equifax.com/~media/Files/E/Equifax-IR/Annual%20Reports/2020-proxy-statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
SKILLS MATRIX

Board Skills Matrix

The Board skills matrix below represents some of the key skills that our Board has identified as particularly valuable to the effective oversight of the Company and the execution of our strategy. This matrix highlights the depth and breadth of the skills of our directors standing for election.

| Experience, Expertise or Attribute | Begor | Feldler | Hough | Marcus | Marshall | McGregor | McKinley | Selander | Stock | Wilson |
|--|-------|---------|-------|--------|----------|----------|----------|----------|-------|--------|
| Accounting | | | | | | | | | | |
| Consumer Marketing | | | | | | | | | | |
| Corporate Governance | | | | | | | | | | |
| Cybersecurity | | | | | | | | | | |
| Data & Analytics | | | | | | | | | | |
| Equifax Industry Knowledge | | | | | | | | | | |
| Executive Leadership & Business Operations | | | | | | | | | | |
| CEO Experience | | | | | | | | | | |
| CFO Experience | | | | | | | | | | |
| International Business | | | | | | | | | | |
| Legal/Regulatory | | | | | | | | | | |
| Mergers & Acquisitions | | | | | | | | | | |
| Risk Management | | | | | | | | | | |
| Strategy Development | | | | | | | | | | |
| Technology | | | | | | | | | | |

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Mark W. Begor



Director since 2018
Age 61

Chief Executive Officer

Mr. Begor has served as our Chief Executive Officer and as a director since April 2018. Prior to joining Equifax, Mr. Begor was a Managing Director in the Industrial and Business Services group at Warburg Pincus, a global private equity investment firm, since June 2016. Prior to Warburg Pincus, Mr. Begor spent 35 years at General Electric Company ("GE"), a global industrial and financial services company, in a variety of operating and financial roles. During his career at GE, Mr. Begor served in a variety of roles leading multibillion dollar units of the company, including President and CEO of GE Energy Management from 2014 to 2016, President and CEO of GE Capital Real Estate from 2011 to 2014, and President and CEO of GE Capital Retail Finance (Synchrony Financial) from 2002 to 2011. Mr. Begor served on the Fair Isaac Corporation (FICO) board of directors from 2016 to 2018.

Other Public Directorships

- NCR Corporation

Overview of Board Qualifications

The Board believes that it is important to have the Company's Chief Executive Officer also serve as a director. The Board values Mr. Begor's broad depth of leadership experience, including 35 years at General Electric, and his proven track record of growing and strengthening businesses.

Exelon Corporation

Exelon presents a matrix that links skills to individual nominees, combined with explanations on why these skills are important to the Company. Each director biography also presents the primary skills and core competencies of the director, and how his/her skills and experience aligns with Exelon's strategy.

<https://www.exeloncorp.com/newsroom/events/Event%20Documents/Exelon-Proxy-2020.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Additionally, the Board as a whole, should reflect skills and core competencies described below in our skills matrix.

The matrix identifies the five most prominent skills and core competencies and other attributes that each **independent** Director brings to their service to Exelon's Board and Committees.

Each Director possesses numerous other skills and competencies not identified below, however, we believe that identifying the five most prominent skills and competencies and other attributes provides a more meaningful presentation of the key contributions and value that each independent Director brings to their service on the Board and to Exelon shareholders.

Summary of Independent Director Primary Skills, Core Competencies and Other Attributes

| The following table identifies the five most prominent skills and core competencies and other attributes that each independent Director brings to their service to Exelon's Board and Committees: | Anderson | Berch | Biss | de Kromen | Collinsworth | Alpa | Jackie | Levine | McWhorter | Shelton | Young |
|--|----------|-------|------|-----------|--------------|------|--------|--------|-----------|---------|-------|
| Accounting – Accounting and financial reporting experience are integral to assessing and transparently disclosing and report, forecast and spending performance, ensure compliance with applicable law and assess financial merits of strategic opportunities. | | | | | | | | | | | |
| Finance – Corporate finance and capital management experience are expected to substantially oversee the financial affairs of Exelon's businesses and operations. | | | | | | | | | | | |
| Executive – C-Suite executive management leadership skills are important to generate and sustain demand for organizations, corporate governance, and drivers of individual growth and development. | | | | | | | | | | | |
| Compensation – Human capital management and executive compensation knowledge and experience help Exelon recruit, retain, and develop key talent essential to Company operations. | | | | | | | | | | | |
| Technology – Technical and technology experience is important in overseeing Exelon's business in the rapidly changing energy markets and physical and cyber threats. | | | | | | | | | | | |
| Safety & Security – Safety, physical security, and cybersecurity competencies are vital to protect safe and secure nuclear and other generation operations, transmission and distribution systems, and our other assets. | | | | | | | | | | | |
| Industry – Industry experience helps inform our view on energy markets and economics, technology, nuclear power, renewable and clean energy, electric and gas system issues and distribution and the public policy and public safety regulations of these agencies. | | | | | | | | | | | |
| Policy – Government, public policy and regulatory insights are important to help shape public policy initiatives and government regulation for the benefit of our customers and stakeholders. | | | | | | | | | | | |
| Risk – Risk oversight and management experience inform Exelon's enterprise risk management of key risks with potential to impact public safety, operations and shareholder value including environmental, regulatory, and other risks. | | | | | | | | | | | |
| Investor perspective – Investor relations and investment management experience ensure strong alignment with investors and inform decision making on other adding initiatives. | | | | | | | | | | | |
| Engineering & Manufacturing – Engineering, manufacturing, construction, and performance management experience inform Exelon's ongoing commitment to maintaining and strengthening the reliability, security, and safety of the electric delivery, transmission and distribution systems, and gas and generation portfolio and assets. | | | | | | | | | | | |
| Diversity – Diversity attributes reflect the Company's commitment to diversity and inclusion through age, ethnicity, gender, race and sexual orientation. | | | | | | | | | | | |
| Military Experience – Military service and experience brings unique skills and insight to the Board and reflects the Company's commitment to helping veterans transition their skills into the energy industry. | | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Anthony Anderson
Independent
Age: 64
Director since: January 2013

Mr. Anderson's latest experience in finance, risk management, asset portfolio generation, and executive leadership gained through his board service experience, successful career with Ernst & Young that culminated in his role as Vice Chair, and his 20+ years of experience as an audit partner and certified public accountant deeply enhance his contributions to the Exelon Board, add value to his leadership of the Audit Committee, and roles on the Risk and Corporate Governance Committees.

Skills & Experience Aligned with Our Strategy:

- Former Vice Chair and Midwest Area Managing Partner of **Ernst & Young**, a global assurance, tax, transaction and advisory services firm, and his retirement in 2012 following a 28-year career with EY.
- Director of the **Federal Reserve Bank of Chicago** from 2004 – 2010.
- Executive Committee member, **United States Golf Association**.

Other Current Public Company Service:

- AAK Corp. (2012) – Present (Aerospace and defense)
- Avary Enterprises (2012) – Present (Manufacturing of adhesive technologies, display graphics, and packaging materials)
- Marsh & McLennan Companies (2016) – Present (Global professional services firm)

Prior Public Company Service:

- First American Financial Corporation (2012 – 2016) (Financial services, title insurance and services, and specialty insurance)

Primary Skills & Core Competencies:

- Accounting
- Finance
- Executive
- Compensation
- Risk
- Diversity

Expeditors International of Washington Inc.

Expeditors' matrix presents a summary of the directors' experience, qualifications, attributions and skills.

<https://otp.tools.investis.com/clients/us/expeditors/SEC/sec-show.aspx?FilingId=14027227&Cik=0000746515&-Type=PDF&hasPdf=1>

SKILLS MATRIX

| Summary of Director Experience, Qualifications, Attributes & Skills | | | | | | | | |
|---|-----------------------|---------|--------|--------|--------|-----------|---------------------------|--------|
| Summary of Director Experience, Qualifications, Attributes & Skills | INDEPENDENT DIRECTORS | | | | | | NON INDEPENDENT DIRECTORS | |
| | Wright | Carlile | DuBols | Emmert | Gulyas | Pelletier | Alger | Musser |
| Operations | • | • | • | • | • | • | • | • |
| Logistics Industry | | | | | • | | • | • |
| International | | | • | • | • | | • | • |
| Financial | • | • | | • | • | • | • | • |
| Sales & Marketing | | | | | • | • | • | • |
| Information Technology | | | • | | | • | | • |
| Leadership & Strategy | • | • | • | • | • | • | • | • |
| Governance/Business Conduct/Legal | • | • | • | • | • | • | • | • |
| Additional Information | | | | | | | | |
| Age | 60 | 64 | 66 | 67 | 63 | 62 | 63 | 54 |
| Tenure | 11 | 1 | 4 | 11 | 4 | 7 | 3 | 6 |
| Other Public Company Boards | — | 1 | — | 1 | 2 | 2 | 0 | 0 |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

| | |
|--|--|
| ROBERT R. WRIGHT | |
| Robert R. Wright became a Director in May 2008, served as Lead Director beginning May 2010 and was appointed Chairman of the Board in May 2014. Since 2002, Mr. Wright has been the President and Chief Executive Officer of Matthew G. Norton Co., a real estate investment, development and management firm based in Seattle, Washington. Prior to joining Matthew G. Norton, Mr. Wright was a Regional Managing Partner of Tax for Arthur Andersen. He currently serves on the Board of Directors for two privately held companies, Matthew G. Norton Co. and Stimson Lumber Company. | |
| Specific Qualifications, Attributes, Skills & Experience | |
| <ul style="list-style-type: none"> Over 20 years of senior leadership and management in private industry and the public accounting environment. Expertise in tax, finance and real estate, succession planning and business operations. Member of audit, nominating and compensation committees of various company boards. | |

Fidelity National Financial, Inc.

Fidelity National uses a matrix to present Board skills and qualifications, as well as demographic information.

<https://www.investor.fnf.com/static-files/6acb23ef-b65f-4618-aced-79ea3fa2529f>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

INFORMATION ABOUT THE DIRECTOR NOMINEES AND CONTINUING DIRECTORS

The matrix on the next page lists the skills and experience that we consider most important for our directors in light of our current business and structure. In addition, biographical information concerning our nominees proposed for election at the annual meeting as Class III directors of the Company, as well as our continuing Class I and Class II directors, including each director's relevant experience, qualifications, skills and diversity, is included below.

| Board Skill or Qualification | BOARD OF DIRECTORS | | | | | | | | | | |
|---------------------------------------|------------------------------|------------------------|---------------------|------------------|-------------------|----------------|-------------------|-------------------|--------------|--------------------|------------------|
| | William P. Foley, II (Chair) | Raymond R. Quirk (CEO) | Douglas R. Amersman | Walter D. Davis* | Thomas M. Hagerly | Daniel G. Lane | Richard R. Massey | Heather H. Munier | John D. Reed | Peter D. Shea, Jr. | Gary H. Thompson |
| Board of Directors Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Industry Experience | ✓ | ✓ | | | | ✓ | | | ✓ | ✓ | |
| CEO/President/Head/Leadership | ✓ | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| International | ✓ | | | | ✓ | | ✓ | | | | ✓ |
| Human Capital Management/Compensation | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Finance/Capital Allocation | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial Literacy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Regulatory | ✓ | ✓ | | | | | ✓ | ✓ | ✓ | ✓ | ✓ |
| Real Estate | ✓ | ✓ | | | | ✓ | | | ✓ | ✓ | ✓ |
| Risk Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | | | ✓ | | ✓ | | | ✓ | ✓ |
| Technology/Systems | ✓ | ✓ | | | ✓ | | ✓ | ✓ | ✓ | | |
| Legal | ✓ | | | | | | ✓ | | | | ✓ |
| Marketing/Sales | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Board Tenure | 14 | 3 | 14 | 13 | 14 | 14 | 13 | 3 | 8 | 15 | 14 |
| Age | 76 | 73 | 68 | 66 | 67 | 68 | 64 | 53 | 66 | 62 | 64 |
| Ethnic or Gender Diversity | | | | ✓ | | | | ✓ | | | |

*Mr. Davis served as Director Interim from June 2018 until his passing on April 26, 2020. As Director Interim, Mr. Davis was invited to attend Board meetings, but did not vote as a Board member. He received an annual cash retainer of \$40,000 and an annual equity retainer with a value of approximately \$121,300, which are equal to 2% of the cash and equity retainers received by all other directors for his tenure.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

William P. Foley, II. Mr. Foley is a founder of FNF, and has served as Chairman of our board of directors since 1984. He served as Chief Executive Officer of FNF until May 2007 and as President of FNF until December 1994. Mr. Foley also serves as Chairman of the board of directors of Black Knight since December 2014, as Co-Executive Chairman of F&G since April 2016, and as Chairman of Cannae since July 2017. Upon the completion of the acquisition transaction, F&G will cease to be a public company. Mr. Foley also serves as Chairman of The Dun & Bradstreet Corporation, and is the Managing Member and a Senior Managing Director of Trasimene Capital Management, LLC, both of which are privately held. Mr. Foley serves on the boards of numerous foundations, including The Foley Family Charitable Foundation and the Cummer Museum of Art and Gardens. He is a founder, trustee and director of The Folded Flag Foundation, a charitable foundation that supports our nation's Gold Star families. Mr. Foley is also Executive Chairman and Chief Executive Officer of Black Knight Sports and Entertainment LLC, which is the private company that owns the Vegas Golden Knights, a National Hockey League team. Within the past five years, Mr. Foley served as a director of Ceridian HCM Holding, Inc. and as Vice Chairman of Fidelity National Information Services, Inc. (FIS). After receiving his B.S. degree in engineering from the United States Military Academy at West Point, Mr. Foley served in the U.S. Air Force, where he attained the rank of captain.

Mr. Foley's qualifications to serve on our Board include more than 30 years as a director and executive officer of FNF, his long and deep knowledge of our business and industry, his strategic vision, his experience as a board member and executive officer of public and private companies in a wide variety of industries, and his strong track record of building and maintaining shareholder value and successfully negotiating and implementing mergers and acquisitions. Mr. Foley provides high value-added services to FNF and has sufficient time to focus on FNF.

Freeport-McMoRan Copper & Gold Inc.

Aside from a matrix, Freeport-McMoRan also presents the relevance of each skill and experience to the diversity of the Board.

https://s22.q4cdn.com/529358580/files/doc_financials/proxy/FCX_Prox_2020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX


We believe our director nominees bring a well-rounded variety of experiences, qualifications, attributes and skills, and represent a deep mix of knowledge of the company and fresh perspectives. The experience, qualifications, attributes and skills that led the board and the nominating and corporate governance committee to conclude that each of the nominees should serve as a director for the company are set forth in the table below. See "Information About Director Nominees" for more information.

| Experience, Qualifications, Attributes & Skills | | | | | | |
|--|----------|------|---------|-------|----------|----------|
| | Adkerson | Ford | Kennard | McCoy | Stephens | Townsend |
| Senior leadership experience | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Accounting/Financial expertise | ✓ | ✓ | ✓ | | ✓ | |
| Public company board experience | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Operational management | ✓ | ✓ | ✓ | ✓ | ✓ | |
| International business | ✓ | | | ✓ | ✓ | ✓ |
| Capital markets/Banking | ✓ | ✓ | | ✓ | ✓ | |
| Environmental/ Sustainability/ Corporate responsibility | ✓ | | ✓ | ✓ | | ✓ |
| Government, legal and regulatory compliance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Diversity (gender, race) | | | ✓ | | | ✓ |

Diverse Board Skills and Experience (page 19)

| | |
|--|---|
| ✓ Senior Leadership Experience Experience in senior leadership positions provides practical insights in developing and implementing business strategy, maintaining effective operations and driving growth in order to achieve our strategic goals. | ✓ Accounting/Financial Expertise Experience as an accountant, auditor, financial advisor or other similar experience is critical to oversight of the preparation and audit of our financial statements and compliance with various related regulatory requirements and standards. |
| ✓ Public Company Board Experience Directors who serve or have served on the boards and board committees of other public companies demonstrate a deep understanding of risk oversight, corporate governance standards and best practices of public company boards and board committees. | ✓ Operational Management Experience in operational matters and requirements assists the board in understanding the issues that may face the company in its international activities and operations, including risk management, strategic planning and labor relations. |
| ✓ International Business International business experience yields an understanding of diverse business environments, economic conditions, and cultural perspectives that informs our global business and strategy and enhances our international operations. | ✓ Capital Markets/Banking Experience overseeing financing transactions provides the knowledge and skills necessary to evaluate and oversee the company's design and implementation of financing and capital allocation strategies. |
| ✓ Environmental/Sustainability/Corporate Responsibility Environmental/sustainability/corporate responsibility experience supports our goals to operate safely, ethically, and with accountability and transparency to provide sustainable long-term value creation. | ✓ Government, Legal and Regulatory Compliance Government, legal and regulatory compliance experience offers valuable insight into the impact of laws, rules, regulations and other governmental actions and decisions on our company and our industry. |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

| Richard C. Adkerson | | Age: 73 | Director Since: 2006 |
|---|--|---------|----------------------|
|  <p>Vice Chairman of the Board, President and Chief Executive Officer of Freeport-McMoRan Inc.</p> | Business Experience | | |
| | <p>Chief Executive Officer of the company since December 2003. President of the company since January 2008 and from April 1997 to March 2007, Chief Financial Officer of the company from October 2000 to December 2003. Vice Chairman of the Board of the company since May 2013. Vice Chairman of our former parent company from 1995 to 1997. Prior to joining the company in 1989, Partner and Managing Director in Arthur Andersen & Co. where he headed the firm's global oil and gas industry services from 1979 to 1987, and headed the firm's global public company accounting and audit practice from 1987 to 1988. Professional Accounting Fellow with the SEC and Presidential Exchange Executive from 1976 to 1978.</p> | | |
| | Skills and Qualifications | | |
| | <p>Mr. Adkerson is a recognized business leader in the mining industry, making him highly qualified to serve as a Vice Chairman of the Board of the company. As President and Chief Executive Officer of our company, he has demonstrated exceptional leadership abilities in developing and executing a financial strategy that has benefited our stockholders and in building an operational, financial and administrative organization that efficiently supports our business. Mr. Adkerson is recognized as a mining industry leader, having served as past Chairman of the ICMM and on the Executive Board of the International Copper Association. Mr. Adkerson's strong leadership skills and executive management experiences are instrumental in fostering strong relationships with business partners, key customers, suppliers and host governments, thereby enabling him to guide the company's business strategy. He holds a B.S. in Accounting with highest honors and an M.B.A. from Mississippi State University and completed the Advanced Management Program at Harvard Business School.</p> | | |

GameStop Corp.

In addition to each directors' qualifications and experience, GameStop's matrix presents why each skill is important to the Company.

<http://news.gamestop.com/static-files/b13f5287-348a-460d-af8e-ed204416435d>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| Director Qualifications and Experience | | | | | | | | | | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Qualifications and Experience | George E. Sherman | Jordan L. Cook | Elizabeth Dunn | Raul J. Fernandez | Reginald F. B. Kibuka | Thomas H. Kelly Jr. | William Mason | James M. McQuay | Charles W. Telford | Kathy R. Wrensch |
| Business experience in a senior leadership position provides the perspective and practical understanding of leading a business organization | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Finance and capital allocation experience gained from experience as a CEO, finance or accounting executive, or audit committee member is important because effective capital allocation, accurate financial reporting and effective internal controls are critical to our success | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| International operations experience is useful in providing the insight and perspective necessary to maintain and grow our business outside of the U.S. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Marketing or brand management experience is valuable because of the strategic importance of consumer positioning and brand management in the specialty retail business | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Other public company board experience provides directors with the insight and perspective that enhances the Board's effectiveness | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Retail experience provides an understanding of strategic and operational issues facing specialty retail companies | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Video game industry experience is important to our success as the world's largest video game retailer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Omnichannel experience helps guide our strategic emphasis on interacting with customers through a combination of channels, including online, mobile and our brick-and-mortar stores | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Chief Executive Officer,
GameStop Corp.

GEORGE E. SHERMAN

Director since 2019

Other Public Company Directorships: • None

GameStop Committees: • None

Mr. Sherman is a director and is our Chief Executive Officer. Prior to his appointment as the Chief Executive Officer in April 2019, Mr. Sherman served since January 2017 as the Chief Executive Officer of Victra, one of the largest authorized retailers for Verizon Wireless in the U.S. with more than 1,140 Verizon branded retail stores in 46 states. Mr. Sherman, who has a long background in the retail industry, had previously served three years (April 2013 to December 2016) as president of Advance Auto Parts based out of its operations center in Raleigh, North Carolina and as interim CEO from January through April 2016. During his tenure, he helped merge and integrate Raleigh-based General Parts International following its acquisition in 2014. Mr. Sherman has also served in senior leadership roles at Best Buy and Home Depot.

Director Qualifications: Mr. Sherman brings to the Board more than 25 years of experience in the retail industry, having served in senior management positions overseeing merchandising, marketing, supply chain, store operations, e-commerce and business development.

Hasbro Inc.

Hasbro uses a matrix to highlight each individual nominees’ experience, while the biographies present specific skills and areas of expertise of each director.

<https://investor.hasbro.com/static-files/5a17648d-16f7-410a-ad8f-ceabdd51aa50>

SKILLS MATRIX

The following chart highlights certain skills, experience and characteristics possessed by the nominees for election to the Board. Further information on each nominee’s qualifications is provided below in the individual biographies. In addition to the skills listed below, our directors each have experience with oversight of risk management, as further described below under the heading “Role of the Board in Risk Oversight.”

| | Bronfin | Burns | Cochran | Davis | Frascotti | Gerst | Goldner | Hassenfeld | Leinbach | Philip | Stoddart | West | Zechar |
|-------------------------------|---------|-------|---------|-------|-----------|-------|---------|------------|----------|--------|----------|------|--------|
| EXPERIENCE | | | | | | | | | | | | | |
| Senior Management | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Industry Background | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Sales and Marketing | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Strategic Planning | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Global Business | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Digital Gaming/Media/Products | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Talent Development | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Governance/ ESG | * | * | * | * | * | * | * | * | * | * | * | * | * |
| Finance/ Accounting | * | * | * | * | * | * | * | * | * | * | * | * | * |
| IT/Technology | * | * | * | * | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Kenneth A. Bronfin

Age: 60

Director Since: 2008

Committees:

- Audit
- Compensation
- Cybersecurity and Data Privacy

EXPERIENCE

Kenneth A. Bronfin is Senior Managing Director of Hearst Ventures (the strategic investment division of diversified media, information and services company Hearst Corporation), serving in this role since 2013. Prior to that, he served as President of Hearst Interactive Media since 2002, and Deputy Group Head of Hearst Interactive Media since 1996.

QUALIFICATIONS

- Extensive expertise and experience in operational and executive roles in the media and digital services sectors, as well as experience in strategic planning and corporate finance.
- Experience in a number of executive positions where he was in charge of interactive media and digital businesses and where he led new business ventures, strategic investments and acquisitions in the digital content and media industries.
- Experience serving on private and public company boards of directors.
- Substantial knowledge, expertise and experience, including operations and business planning experience, in the media, digital products and digital services industries, including expertise in international media, advertising, marketing, and analyzing and anticipating consumer trends.

OTHER CURRENT PUBLIC COMPANY BOARDS

- None

FORMER PUBLIC COMPANY BOARDS HELD IN THE PAST FIVE YEARS

- None

HCP, Inc.

HCP presents the core competencies that all their directors should possess, while additional qualifications of the directors are presented in a matrix, along with explanations on why the qualifications are important. HCP also presents an overview of the directors' skills as a group with icons that are also used in the biographies.

https://filecache.investorroom.com/mr5ir_healthpeakproperties/424/Healthpeak%20Properties_Proxy_2020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Director Qualifications, Skills and Experience

The Governance Committee has determined that each of our director nominees possesses the qualifications, skills and experience to effectively oversee the Company's long-term business strategy. The numbers below represent the number of our director nominees who possess each qualification, skill or experience.

Core Competencies

Our Board believes that all directors should possess certain core qualities that ensure their fitness to lead the Company, as described below. We believe that each of our directors possesses the following skills:

| | | | |
|--|--|--|---|
|  |  |  |  |
| Strategic Oversight experience is essential to guiding our long-term business strategy. | Stockholder Advocacy supports our goals of strong Board and management accountability and alignment with stockholders' interests. | Leadership experience is important for driving positive change and developing leadership qualities in others. | Integrity and Ethics are paramount for ensuring the sound reputation and operation of the Company. |

Additional Qualifications

In addition to the core competencies noted above, our Board believes that the Company will be best served by directors with a wide array of talents and perspectives to drive innovation, promote critical thinking and enhance discussion. Each of the following additional qualifications meaningfully adds to our Board's depth.

| | HERZOG | CARTWRIGHT | GARVEY | GRIFFIN, JR. | HENRY | KENNARD | LEWIS | SANDSTROM | |
|--|--------|------------|--------|--------------|-------|---------|-------|-----------|------|
|  Risk Oversight/Management Experience is critical to our Board's role in overseeing the risks facing the Company. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  Human Capital Management Experience is valuable in helping us attract, motivate and retain high-performing employees. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  Financial Expertise/Literacy is valuable in understanding and overseeing our financial reporting and internal controls. | ● | ● | ● | ● | ● | ● | ● | ● | 100% |
|  REIT/Real Estate Experience is helpful for understanding the Company's strengths and challenges specific to the real estate investment trust ("REIT") and real estate industries. | ● | | ● | ● | ● | ● | ● | ● | 88% |
|  Public Company Board/Committee Experience provides essential comparison points for operations and governance. | ● | ● | ● | ● | ● | ● | ● | | 88% |
|  Investment Expertise is important in evaluating our assets and portfolio as a whole. | ● | ● | ● | ● | ● | | ● | ● | 88% |
|  Public Company Executive Experience supports our management team through relevant advice and leadership. | ● | | ● | ● | ● | | ● | | 63% |
|  Legal/Regulatory Experience is relevant for ensuring oversight of management's compliance with U.S. Securities and Exchange Commission ("SEC"), New York Stock Exchange ("NYSE") and other regulatory requirements. | | ● | ● | ● | | ● | ● | | 63% |
|  Healthcare Industry Experience is important for understanding the Company's strengths and challenges specific to the healthcare industry. | ● | | | ● | | | | | 25% |

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Below is a summary of the primary qualifications, skills and experience of our director nominees that led our Board to conclude that the nominees are qualified to serve on our Board. For a discussion of these qualifications and why they are important to our Board, see "Proposal No. 1: Election of Directors—Director Qualifications, Skills and Experience."

SKILLS AND EXPERIENCE



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

THOMAS M. HERZOG, 57

Thomas M. Herzog, 57 Chief Executive Officer, Director

Professional Experience

- Healthpeak's Chief Executive Officer and a member of the Board since January 2017, Executive Vice President and Chief Financial Officer from June 2016 to December 2016, and Chief Financial Officer from April 2009 to May 2011.
- Chief Financial Officer of UDR, Inc. (NYSE: UDR), a multifamily REIT, from January 2013 to June 2016.
- Chief Financial Officer at Apartment Investment and Management Company (NYSE: AIV), a multifamily REIT, from 2005 to 2009 and Chief Accounting Officer from 2004 to 2005.
- Chief Accounting Officer & Global Controller and Finance Technical Advisor roles for GE Real Estate from 2000 to 2004.
- Deloitte & Touche LLP audit department for 10 years, including a 2-year national office assignment in the real estate group.
- Former Director at Tier REIT, Inc. (NYSE: TIER), from 2015 to 2019.

Other Current Public Company Boards

- None



DIRECTOR SINCE 2017
HEALTHPEAK COMMITTEES
None

Qualifications

Mr. Herzog brings to our Board extensive executive experience in the REIT industry gained from his leadership roles at Healthpeak and two other publicly traded REITs. His knowledge of the Company's daily operations as our Chief Executive Officer and former Chief Financial Officer, an extensive background in corporate finance and real estate transactions, as well as an industry-wide perspective, all contribute to the leadership, implementation and execution of our business strategy.



Honeywell International Inc.

Honeywell categorizes the director skills in 2 groups: strategic skills and core competencies. The matrix presents each director's knowledge/expertise level in each skill, from "working knowledge" level to "technical expertise" level. Director biographies also focus on specific qualifications, attributes, skills and experience.

<https://investor.honeywell.com/Interactive/newlookandfeel/4121346/Proxy-2020/images/Honeywell-Proxy2020.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

DIRECTOR SKILLS AND QUALIFICATIONS

I STRATEGIC SKILLS

Global Experience. Growing sales outside of the United States, particularly in what we call "high growth regions" or "HGRs" such as China, India, Southeast Asia, Africa, and Latin America, is a central part of our long-term strategy for growth. Hence, exposure to markets and economies outside of the United States is an important qualification for our directors. This exposure can take many forms, including government affairs, regulatory, managerial, or commercial.

Regulated Industries/Government Experience. Honeywell is subject to a broad array of government regulations, and demand for its products and services can be impacted by changes in law or regulation in areas such as aviation safety, security, and energy efficiency. Several of our directors have experience in regulated industries, providing them with insight and perspective in working constructively and proactively with governments and agencies globally.

Innovation and Technology. With Honeywell's transformation to a software-industrial company in the digital age, expertise in combining software programming capabilities with leading-edge physical products and domain knowledge is critical to opening and securing new growth paths for all of Honeywell's businesses.

Marketing. Developing new markets for our products and services is critical for driving growth. Our directors who have that expertise provide a much desired perspective on how to better market and brand our products and services.

Industries, End Markets, and Growth Areas. Experience in industries, end markets, and growth areas that Honeywell serves – Commercial Aerospace, Industrial Productivity, Non-Residential, Oil and Gas / Petrochemical, Defense and Space, and Specialty Chemicals – enables a better understanding of the issues facing our businesses.

I CORE COMPETENCIES

Senior Leadership Experience. Experience serving as CEO or a senior executive as well as hands-on leadership experience in core management areas, such as strategic and operational planning, financial reporting, compliance, risk management, and leadership development, provide a practical understanding of complex organizations like Honeywell.

Public Company Board Experience. Service on the boards and board committees of other public companies provides an understanding of corporate governance practices and trends and insights into board management, relations between the board, the CEO and senior management, agenda setting, and succession planning.

Risk Management. In light of the Board's role in risk oversight and our robust Enterprise Risk Management program, we seek directors who can help identify, manage, and mitigate key risks, including cybersecurity, regulatory compliance, competition, financial, brand integrity, human capital, and intellectual property.

Financial Expertise. We believe that an understanding of finance and financial reporting processes is important for our directors to enable them to monitor and assess the Company's operating and strategic performance and to ensure accurate financial reporting and robust controls. We seek directors with background and experience in capital markets, corporate finance, accounting, and financial reporting as well as directors with "accounting or related financial management expertise" as defined in the New York Stock Exchange listing standards.

BOARD SKILLSET MATRIX

Our Board adopted a skills and experience matrix to facilitate the comparison of our directors' skills versus those deemed necessary to oversee our current strategy. The skills included in the matrix are evaluated against our articulated strategy each year so that the matrix can serve as an up-to-date tool for identifying director nominees who collectively have the complementary experience, qualifications, skills, and attributes to guide our Company. Our 2020 Board skillset matrix reflecting the characteristics of our director nominees is set forth below.

| | Dariusz Adamczyk (Chair & CEO) | D. Scott Davis (Incoming Lead Director) | Duncan B. Angove | William S. Ayer | Karen Burke | Leonard F. Dohy | Dimitrios Pinar | Joel Gregg | Chae Heeick | Gavin D. Leshin | Raymond T. Osborne | George Puz | Roderic L. Washington | |
|-------------------|--|--|------------------|-----------------|---------------|-----------------|-------------------------|------------|----------------------|-----------------|--------------------|-----------------------------|-----------------------|------------|
| STRATEGIC SKILLS | Global Experience | | | | | | | | | | | | | |
| | Regulated Industries / Government Experience | | | | | | | | | | | | | |
| | Innovation and Technology | | | | | | | | | | | | | |
| | Marketing | | | | | | | | | | | | | |
| | Industries, End-Markets & Growth Areas | | | | | | | | | | | | | |
| CORE COMPETENCIES | Senior Leadership Experience (most senior position held) | Chair and CEO | Chair and CEO | CEO | Chair and CEO | Chair and CEO | Ambascor, Chair and CEO | CEO | Governor and Senator | CEO | VP | Four Star Chair and General | Chair and CEO | VP and CFO |
| | No. of Public Company Boards (Current* (Past)) | 1 (0) | 2 (2) | 1 (0) | 1 (2) | 1 (1) | 1 (3) | 1 (0) | 2 (1) | 1 (5) | 3 (0) | 2 (0) | 2 (1) | 4 (2) |
| | Risk Management | | | | | | | | | | | | | |
| | Financial Expertise | | | | | | | | | | | | | |

Technical Expertise (direct, hands-on experience or subject-matter expert during his/her career)

Managerial Expertise (expertise derived through direct managerial experience)

Working Knowledge (experience derived through investment banking, private equity investing, serving as a member of a relevant board committee at Honeywell or at another public company, or serving as an executive officer or on the board of a public company in the relevant industry)

* Current Public Company Boards includes Honeywell Board

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

DARIUS ADAMCZYK

Chairman and Chief Executive Officer, Honeywell International Inc.



Years of Service: 3

Age: 54

About

Mr. Adamczyk has been the Chairman and Chief Executive Officer of Honeywell since April 2018. Mr. Adamczyk was President and Chief Executive Officer from March 2017 to April 2018 and Chief Operating Officer from April 2016 to March 2017. From April 2014 to April 2016, Mr. Adamczyk served as President and CEO of Honeywell Performance Materials and Technologies (PMT). Prior to serving as President and CEO of PMT, Mr. Adamczyk served as President of Honeywell Process Solutions from 2012 to 2014 and as President of Honeywell Scanning and Mobility from 2008 to 2012. Mr. Adamczyk joined Honeywell in 2008 when Metrologic, Inc., where he was the Chief Executive Officer, was acquired by Honeywell. Prior to Metrologic, Mr. Adamczyk held several general management assignments at Ingersoll Rand, served as a senior associate at Booz Allen Hamilton, and started his career as an electrical engineer at General Electric.

Specific Qualifications, Attributes, Skills, and Experience

- Senior leadership roles in global organizations, both large and small.
- Deep understanding of software, both technically and commercially, and a proven track record in growing software-related businesses at Honeywell.
- Demonstrated ability to deliver financial results as a leader in a variety of different industries, with disparate business models, technologies, and customers.
- Strategic leadership skills necessary to grow Honeywell sales organically and inorganically while meeting the challenges of a constantly changing environment across Honeywell's diverse business portfolio.

Intel Corporation

Intel presents the skills sought by the Board and explains why each is important to the Company. A matrix highlights the skills brought by each individual nominee, and these are also highlighted in the biographies with the use of the same icons.

https://s21.q4cdn.com/600692695/files/doc_financials/2019/Final-2020-Proxy-Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

DIRECTOR SKILLS, EXPERIENCE, AND BACKGROUND

Intel is a large technology company engaged in research, manufacturing, and marketing on a global scale. We operate in highly competitive markets characterized by rapidly evolving technologies and exposure to business cycles. As we discuss below under "Board Committees and Charters," the Corporate Governance and Nominating Committee is responsible for assessing with the Board the appropriate skills, experience, and background that we seek in Board members in the context of our business and the existing composition of the Board. This assessment includes numerous diverse factors, such as independence; understanding of and experience in manufacturing, technology, finance, and marketing; senior leadership experience; international experience; mix of ages; and gender, racial, geographic and ethnic diversity. The Board then determines whether a nominee's background, experience, personal characteristics, and skills will advance the Board's goal of creating and sustaining a Board with a diversity of perspectives and viewpoints that can support and oversee the company's complex activities. Our Board is committed to actively seeking women and minority director candidates for consideration. As set forth in our Corporate Governance Guidelines, the committee and the Board periodically review and assess the effectiveness of these practices for considering potential director candidates.

Listed below are the skills and experience that we consider important for our directors in light of our current business and structure. The directors' biographies note each director's relevant experience, qualifications, and skills relative to this list.



SENIOR LEADERSHIP EXPERIENCE

Directors who have served in senior leadership positions are important to us because they have the experience and perspective to analyze, shape, and oversee the execution of important operational and policy issues. These directors' insights and guidance, and their ability to assess and respond to situations encountered in serving on our Board, may be enhanced by leadership experience at businesses or organizations that operated on a global scale, faced significant competition, or involved technology or other rapidly evolving business models.



GLOBAL/INTERNATIONAL EXPERIENCE

We are a global organization with R&D, manufacturing, assembly, and test facilities, and sales and other offices in many countries. In addition, the majority of our revenue comes from sales outside the U.S. Because of these factors, directors with global experience can provide valuable business and cultural perspective regarding many important aspects of our business.



INDUSTRY AND IT/TECHNICAL EXPERIENCE

Because we design and manufacture technology, hardware, and software that powers the cloud, education or experience in relevant technology is useful for understanding our R&D efforts, competing technologies, the products and processes we develop, our manufacturing and assembly and test operations, and the market segments in which we compete.



FINANCIAL EXPERTISE

Knowledge of financial markets, financing and funding operations, and accounting and financial reporting processes is also important. This experience assists our directors in understanding, advising on, and overseeing Intel's capital structure, financing, and investing activities, as well as our financial reporting and internal controls.



HUMAN CAPITAL EXPERIENCE

Because the market for senior technology leaders is extremely competitive, experience attracting and retaining top talent, particularly in high-demand areas such as cloud computing, AI, graphics processing units, virtual reality, and autonomous driving, can be an important skill for the Board to possess. In addition, evolving our culture is critical to delivering on our growth strategy and shape an organization.



OPERATING AND MANUFACTURING EXPERIENCE

Because we are a leading manufacturer, understanding of and experience in manufacturing operations is important to our success.



SALES, MARKETING, AND CUSTOMER EXPERIENCE

Directors with sales, marketing, and customer experience can provide valuable insights into our market and help us grow sales and enhance our customer relationships.



EMERGING TECHNOLOGY EXPERIENCE

Emerging technology companies and their products can be valuable assets to our business.



BUSINESS DEVELOPMENT AND M&A EXPERIENCE

Directors with a background in business development and M&A provide insight into developing and implementing strategies for growing our business. Useful experience in this area includes skills in assessing "make" vs. "buy" decisions, analyzing the "fit" of a proposed acquisition with a company's strategy, valuing transactions, and assessing management's plans for integration with existing operations.



CYBERSECURITY/INFORMATION SECURITY

Directors who have experience managing cybersecurity and information security risks or who understand the cybersecurity threat landscape can provide valuable knowledge and guidance to the Board in its oversight of the company's cybersecurity risks.



GOVERNMENT, LEGAL, AND REGULATORY EXPERIENCE

Directors who have served in government positions provide experience and insights that help us work constructively with governments around the world and address significant public policy issues, particularly as they relate to Intel's operations and to public support for science, technology, engineering, and mathematics education. Directors with a background in law can assist the Board in fulfilling its oversight responsibilities regarding Intel's legal and regulatory compliance and its engagement with regulatory authorities.



PUBLIC COMPANY BOARD EXPERIENCE

Directors with public company board experience understand the dynamics and operation of a corporate board, the relationship of a public company board to the CEO and other senior management personnel, the legal and regulatory landscape in which public companies must operate, the importance of particular agenda and oversight issues, and how to oversee an ever-changing mix of strategic, operational, and compliance-related matters.



BACKGROUND

Members representing a mix of ages, genders, ethnicities, geographies, cultures, and other perspectives expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, stockholders, and other stakeholders worldwide.

SKILLS MATRIX

BOARD MATRIX

Listed below are the skills and experience that we consider important for our director nominees in light of our current business strategy and structure. The directors' biographies note each director's relevant experience, qualifications, and skills relative to this list.

| SKILLS & EXPERTISE | | | | | | | | | |
|---|-------|-------|--------|----------------|-----|-------|------|--------|-------|
| EXPERIENCE | Goetz | Henry | Ishrak | Lavizzo-Mourey | Liu | Smith | Swan | Wilson | Yeary |
| Senior Leadership | • | • | • | • | | • | • | • | |
| Global/International | | • | • | | • | • | • | • | • |
| Industry and IT/Technical | • | • | • | | • | | • | • | |
| Financial Expertise | | | | | | • | • | | • |
| Human Capital | | | • | • | | • | • | • | • |
| Operating and Manufacturing | | | • | | | • | • | | |
| Sales, Marketing, and Brand Management | | • | • | | | | | • | |
| Emerging Technologies and Business Models | • | • | • | | • | • | • | • | • |
| Business Development and M&A | • | | • | | • | • | • | | • |
| Cybersecurity/Information Security | • | • | | | | • | • | | |
| Government, Legal, and Regulatory | | | | • | | | | | |
| Public Company Board | • | | • | • | • | • | • | • | • |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

For each of the nine director nominees standing for election, the following pages set forth certain biographical information, including a description of their principal occupation, business experience, and the primary qualifications, attributes and skills (represented by the icons below) that the Corporate Governance and Nominating Committee considered in recommending them as director nominees, as well as the Board committees on which each director nominee will serve as of the 2020 Annual Stockholders' Meeting.

| | | | | | | | | | | | |
|------------------------------|---------------------------------|--------------------------------------|---------------------|--------------------------|--|---|--|---|------------------------------------|-----------------------------------|----------------------|
| Senior Leadership Experience | Global/International Experience | Industry and IT/Technical Experience | Financial Expertise | Human Capital Experience | Operating and Manufacturing Experience | Sales, Marketing, and Brand Management Experience | Emerging Technologies and Business Models Experience | Business Development and M&A Experience | Cybersecurity/Information Security | Government, Legal, and Regulatory | Public Company Board |
|------------------------------|---------------------------------|--------------------------------------|---------------------|--------------------------|--|---|--|---|------------------------------------|-----------------------------------|----------------------|

JAMES J. GOETZ

AGE: 54 **DIRECTOR SINCE:** 2019 **OTHER CURRENT PUBLIC BOARDS:** Palo Alto Networks **COMMITTEES:** Corporate Governance and Nominating*, Finance*

SKILLS & EXPERTISE:

EXPERIENCE
 James J. Goetz has served as a partner of Sequoia Capital, a venture capital firm, since June 2004. Prior to joining Sequoia, Mr. Goetz co-founded VitalSigns Software, a software design, development, and strategy company, where he assembled and led the team that pioneered end-user performance management. Prior to VitalSigns, he was Vice President of Network Management for Bay Networks. Mr. Goetz previously served on the boards of directors of Barracuda Networks Inc., a data security and storage company from 2009 to 2017; Nimble Storage Inc., a data storage company, from 2007 to 2017; Jive Software Inc., a provider of social business software, from 2007 to 2015; and Ruckus Wireless Inc., a manufacturer of wireless (Wi-Fi) networking equipment, from 2012 to 2015, among others. Mr. Goetz holds a bachelor of science degree in electrical engineering from the University of Cincinnati and a master of science degree in electrical engineering from Stanford University. Mr. Goetz currently serves on the boards of several privately held companies. Mr. Goetz also serves as a member of the board of directors of Palo Alto Networks Inc., a network security solution company, since April 2005.

SKILLS & EXPERTISE
 Mr. Goetz brings to the Board senior leadership, industry and information technology (IT), emerging technologies, business development, and cybersecurity experience from his experience as a partner of a venture capital firm, where he focuses on cloud, mobile, and enterprise technology investments, as well as providing guidance and counsel to a wide variety of internet and technology companies, and his prior work in networks, data security and storage, software, and manufacturing through various senior roles and other board experiences. Mr. Goetz's experience with internet and technology companies brings depth to the Board in areas that are important to Intel's business as it moves from a PC-centric to data-centric company.

International Business Machines Corporation

IBM provides three presentations: a chart that presents the directors’ experience/expertise as a group, a discussion of the key attributes brought by the directors and a skills matrix that presents specific skills of the directors along with the main industry where each is considered an expert.

https://www.ibm.com/annualreport/assets/downloads/IBM_Proxy_2020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Director Skills and Qualifications

The IBM Board is composed of a diverse group of members, all leaders in their respective fields. All of the current directors have leadership experience at major domestic and international organizations with operations inside and outside the United States, at academic or research institutions, or in government. Directors also have deep industry expertise as leaders of organizations within some of the Company's most important client industries and constituencies.

Building the Right Board for IBM: Key Director Attributes

Business Operation, Innovation, Transformation and Digital Experience

100% of IBM Directors have led complex organizations

For over a century, IBM has continuously reinvented itself to help its clients move from one era to the next. The ability to comprehend and analyze complex matters, including technology, is key to the IBM Board's oversight of the Company's innovation and digital transformation. All IBM directors have led large organizations, crucial experience for understanding and overseeing the scale, scope, and complexity of IBM's business.

Industry Expertise

Director-wide industry experience includes:

- Information Technology
- Financial Services and Insurance
- Healthcare
- Pharmaceuticals
- Energy
- Chemicals
- Transport & Logistics
- Manufacturing
- Private Equity
- Research & Development
- Government

IBM uniquely combines innovative technology with deep industry expertise, underpinned by security, trust, and responsible stewardship. IBM's directors have experience leading organizations in a variety of industries that enhance the Board's knowledge. Their perspectives on contemporary business issues and experience running data-intensive organizations are an asset to the Company and to our shareholders.

Global Perspective

Every IBM Director has international experience

IBM conducts business around the globe. Our business success is derived from an understanding of diverse business environments and economic conditions, and a broad perspective on global business opportunities. The Board's diverse and international experience is crucial for IBM, which operates in more than 175 countries around the world.

The Directors and Corporate Governance Committee and the Board believe that the above-mentioned attributes, along with the leadership skills and other experiences of the Board members described below, provide IBM with the perspectives and judgment necessary to guide IBM's strategies and oversee their execution.

PRESENTATION OF NOMINEE SKILLS AS A GROUP



SKILLS MATRIX

IBM BOARD OF DIRECTORS – EXPERIENCE AND SKILLS OF DIRECTOR NOMINEES

| Director | Client Industry Expertise | Organizational Leadership and Management | U.S. Business Operations | Global Business Operations | CFO | Specific Risk Oversight/Risk Management Exposure | Technology, Cybersecurity or Digital | Academia | Government/Regulatory, Business Associations or Public Policy | Public Board | Gender/Ethnic Diversity |
|-----------------------|---------------------------|--|--------------------------|----------------------------|-----|--|--------------------------------------|----------|---|--------------|-------------------------|
| Thomas Buberl | | | | | | | | | | | |
| Michael L. Eskew | | | | | | | | | | | |
| David N. Farr | | | | | | | | | | | |
| Alex Gorsky | | | | | | | | | | | |
| Michelle J. Howard | | | | | | | | | | | |
| Arvind Krishna | | | | | | | | | | | |
| Andrew N. Liveris | | | | | | | | | | | |
| F. William McNabb III | | | | | | | | | | | |
| Martha E. Pollack | | | | | | | | | | | |
| Virginia M. Rometty | | | | | | | | | | | |
| Joseph R. Swedish | | | | | | | | | | | |
| Sidney Taurel | | | | | | | | | | | |
| Peter R. Voser | | | | | | | | | | | |
| Frederick H. Waddell | | | | | | | | | | | |

The following client industries provide a snapshot into the many key and diverse industries in which our directors have relevant experience. Many of our directors have experience in multiple client industries.

Healthcare:



Financial Services & Insurance:



Transport & Logistics:



Energy:



Manufacturing:



Research & Development:



Government:



Information Technology:



Chemicals:



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Director since: 2020
(effective April 28, 2020)

Age: 46

Committees: None

Thomas Buberl

Chief Executive Officer, AXA S.A., a multinational insurance firm

Qualifications

- Global business experience as chief executive officer of AXA S.A.
- Affiliation with leading business and public policy associations (chair of Pan-European Insurance Forum and member of the Climate Finance Leadership Initiative)
- Acknowledged leader in digital transformation
- Outside board experience as a member of the supervisory board of Bertelsmann SE & Co. KGaA

Relevant experience

Mr. Buberl, 46, joined Winterthur in 2005, which became a subsidiary of AXA in 2006. In 2008, he joined Zurich Insurance Group as chief executive officer for Switzerland. Mr. Buberl returned to AXA in 2012 as chief executive officer for AXA Konzern AG (Germany) and he became a member of AXA's executive committee. In 2015, Mr. Buberl became the chief executive officer of AXA's health business and a member of AXA's group management committee. Mr. Buberl was additionally appointed chief executive officer of AXA's global business line for life & savings and deputy chief executive officer of AXA in early 2016. He was named chief executive officer and joined the board of directors of AXA in September 2016. He is a member of the supervisory board of Bertelsmann, the chair of the Pan-European Insurance Forum and a member of the Climate Finance Leadership Initiative. Additionally, during the past five years, he was a director of AXA Equitable Holdings, Inc., a former subsidiary of AXA S.A.

Jefferies Financial Group Inc.

Jefferies presents the directors’ skills and experience as a group and highlights each director’s skills in their respective biographies. These are also summarized in a skills matrix.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000096223/868e7f16-ec7-47d3-a075-faf4271c6edd.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP



SKILLS MATRIX

| Board Skills & Experience and Demographic Matrix | | | | | | | | | | | | | |
|---|--|--|--|--|--|--|--|--|--|--|--|--|--|
| Skills & Experience | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| Audit & Financial Expertise | | | | | | | | | | | | | |
| Corporate Strategy & Business Development | | | | | | | | | | | | | |
| Corporate Governance | | | | | | | | | | | | | |
| Ethics/Social Responsibility Oversight | | | | | | | | | | | | | |
| Financial Services (Ind. Asset Management & Investment Banking) | | | | | | | | | | | | | |
| International Business & Operations | | | | | | | | | | | | | |
| Executive Leadership & Management | | | | | | | | | | | | | |
| Mergers & Acquisitions | | | | | | | | | | | | | |
| Private Equity | | | | | | | | | | | | | |
| Risk Oversight | | | | | | | | | | | | | |
| Expertise in Portfolio Company Related Industry | | | | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Linda L. Adamany
Independent Director
Director since 2014

Committees

- Audit
- Nominating and Corporate Governance
- Risk and Liquidity Oversight (chair)
- Valuation Oversight
- ESG Oversight Committee

Relevant Skills

- Audit & Financial Expertise
- Corporate Strategy & Business Development
- Corporate Governance
- Ethics/Social Responsibility Oversight
- Financial Services
- International Business & Operations
- Executive Leadership & Management
- Mergers & Acquisitions
- Private Equity
- Risk Oversight
- Expertise in Portfolio Company Related Industry

Key Qualifications

Ms. Adamany's financial and operating executive experience in multiple industries brings the perspective of an experienced leader, particularly to our oil and gas and mining businesses. Ms. Adamany has been a director of Jefferies Group since November 2016 and her additional experience serving on the boards of directors and committees of other public companies, including an ethics committee and audit committee as chair, as well as previous compensation and corporate governance committees experience, qualifies her for service on our Board.

Professional Highlights

Ms. Adamany served in several capacities at BP plc from 1980 until her retirement in August 2007, most recently from April 2005 until August 2007 as a member of the five-person Refining & Marketing Executive Committee responsible for overseeing the day-to-day operations and human resource management of BP plc's Refining and Marketing business segment. She also served as Executive Assistant to the Group Chief Executive from October 2002 until March 2005 and as Chief Executive of BP Shipping from October 1988 until September 2002.

Other Engagements

Ms. Adamany serves as a director, member of the Environmental, Health, Safety and Social Responsibility Committee and Chair of the Audit Committee of Coeur Mining Inc., the largest U.S.-based primary silver and gold producer, listed on the NYSE and the Toronto Stock Exchange. Ms. Adamany also serves as a director of BlackRock Institutional Trust Company, N.A., where she serves as a member of their Audit Committee. From October 2017 through April 2019, Ms. Adamany also served as a director and member of both the Audit Committee and the Safety, Assurance and Business Ethics Committee of Wood, a global leader in the delivery of project, engineering and technical services to energy and industrial markets, listed on the London Stock Exchange, following its acquisition of AMEC Foster Wheeler plc. Prior to that time, from October 2012 until October 2017, Ms. Adamany served as a member of the board of directors of AMEC Foster Wheeler plc, and chaired the Health, Safety, Environmental and Reputation Committee and served as a member of the Audit, Nominations & Governance, and Compensation Committees.

Education

Ms. Adamany is a C.P.A. and holds a B.S. in Business Administration with a major in Accounting, magna cum laude, from John Carroll University.

Kilroy Realty Corporation


Kilroy Realty presents a skills matrix that also provides the relevance of each skill.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0001025996/52ed9e5f-fe9f-4c94-b1f6-ce7fa006c706.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| Director Nominee Skills, Experience and Background | | | | | | |
|--|--------|---------|------|----------|-----------|-----------|
| We believe each of the six director nominees possesses the professional and personal qualifications necessary for effective service as a director. In addition to each nominee's specific experience, qualifications and skills, we believe that each nominee has a reputation for integrity, honesty and adherence to high ethical standards and has demonstrated business acumen and an ability to exercise sound business judgment. We believe all nominees have a commitment to the Company and to building long-term stockholder value. The following chart shows a summary of the director nominees' skills and core competencies: | | | | | | |
| Skill/Qualification | Kilroy | Brennan | Hunt | Ingraham | Stevenson | Stoneberg |
| Target Tenant Industry Experience Knowledge and experience with the top five industries that make up the majority of our tenant base (Technology, Life Science & Healthcare, Media, and F.I.R.E. — Finance, Insurance and Real Estate) | * | * | * | * | * | * |
| Executive Leadership Leadership role as company CEO or President | * | * | * | * | * | * |
| Public Company Board Service Experience as a board member of another publicly traded company | * | * | | * | | |
| Investment Experience Relevant investment, strategic and deal structuring experience | * | * | | * | * | * |
| Financial Literacy/Accounting Experience Financial or accounting experience and an understanding of financial reporting, internal controls and compliance | * | * | | * | | * |
| Finance/Capital Markets Experience Experience navigating our capital-raising needs | * | * | | * | * | * |
| Risk Management Experience Experience overseeing and managing company risk | * | * | * | * | * | * |
| Advanced Degree/Professional Accreditation Possesses an advanced degree or other professional accreditation that brings additional perspective to our business and strategy | | * | * | | * | * |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



John Kilroy
President, Chief Executive Officer and Chairman of the Board
Age: 71
Director Since 1996
Committees: CSR&S

John Kilroy was elected to serve as our Chairman of the Board ("Chairman") in February 2012 and has been our President, CEO and a director since our incorporation in September 1996. Having led its private predecessor, Kilroy Industries, in a similar capacity, he became its President in 1981 and was elected CEO in 1991. Mr. Kilroy has been involved in all aspects of commercial real estate acquisition, entitlement, development, construction, leasing, financing and dispositions for the Company and its predecessor since 1967. With Mr. Kilroy's expertise and guidance, the Company entered the San Francisco and Seattle markets in 2009 and 2010, respectively, very early in the cycle. Mr. Kilroy has actively led the Company to become one of the premier landlords on the West Coast with one of the largest LEED-certified portfolios, spanning some of the strongest markets in the country, from Seattle to San Diego.

Mr. Kilroy currently serves on the board of directors of MDM Resorts International (NYSE: MDM), the Policy Advisory Board for the Fisher Center for Real Estate and Urban Economics at the University of California, Berkeley and the Advisory Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT") and is a member of The Real Estate Roundtable. Mr. Kilroy previously served on the board of New Majority California and as Chairman of New Majority Los Angeles. He is a past trustee of the El Segundo Employers Association, Viewpoint School, Jefferson Center for Character Education and the National Fitness Foundation. He was also a member of the San Francisco America's Cup Organizing Committee. Mr. Kilroy attended the University of Southern California.

Specific Qualifications, Attributes, Skills and Experience:

Mr. Kilroy was nominated to serve on our Board because of his more than 50 years of experience with our Company and its predecessor, including 22 years as our President and CEO and approximately 17 and seven years as our predecessor's President and CEO, respectively, as well as his experience in acquiring, owning, developing and managing real estate, and his service on the board of governors of a national real estate trade organization.

Kinder Morgan, Inc.

Kinder Morgan presents the skills sought by the Board and explains why each is important to the Company. A matrix highlights the skills brought by each individual nominee, while biographies present a general overview of skills and qualifications.

https://s24.q4cdn.com/126708163/files/doc_financials/2019/ar/KMI_Proxy_post.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

| | |
|---|--|
| <i>Board Qualifications, Diversity and Core Competencies</i> | |
| Our Governance Guidelines require that our Board reflect the following characteristics: | |
| • each director should be: | |
| • a person of integrity who is dedicated, industrious, honest, candid, fair and discreet; | |
| • knowledgeable, or willing to become so quickly, in the critical aspects of the company's business and operations; and | |
| • experienced and skillful in serving as a member of, overseer of, or trusted advisor to, the senior management or board of at least one substantial corporation, charity, institution or other enterprise; | |
| • a majority of the directors are to meet the standards of independence as prescribed in our Governance Guidelines and the NYSE rules; and | |
| • our Board should encompass a range of talents, skills and expertise sufficient to provide sound and prudent guidance with respect to the full scope of our operations and interests. | |
| In its evaluation of possible candidates for service on our Board, the Nominating and Governance Committee considers the characteristics outlined above in addition to the following: | |
| • a candidate's experience, knowledge, skills, integrity, independence (as described in our Governance Guidelines), expertise, commitment to our core values, relationship with us, ownership of our equity securities, service on other boards, willingness to commit the required time and ability to work as part of a team; | |
| • the current mix of viewpoints, backgrounds, skills, experience and expertise on our Board; and | |
| • the results of our Board's annual self-evaluation. | |
| Our Board believes that diversity, including race, gender, culture, skills, experience, thought and geography, is an important attribute of a well-functioning board. As such, the Nominating and | |

| | |
|--|--|
| Governance Committee is responsible for advising our Board on matters of diversity and for recommending, as necessary, measures contributing to a board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise. Our Board believes that it should be comprised of directors with experience in a mix of core competencies that contribute to a well-functioning board that effectively oversees our strategy and management, including: | |
| <i>Industry/Operational Experience</i> | Directors with senior leadership experience in the energy storage and transportation industry add valuable perspective on operational matters, assessment of business opportunities and other issues specific to the company's business. |
| <i>CEO or Senior Officer Experience</i> | Directors who have served as a CEO or another "C-Level" executive of a publicly traded entity or large private company, or who have overseen a substantial business segment of a company, have developed judgment, perspective and independence of thought that is important to the Board's strategic decision making process. |
| <i>Service on Other Public Company Boards</i> | Directors who currently serve or have served on the boards of other publicly traded entities or large private companies provide experience and perspective to our Board regarding best practices in governance and the function of the Board. |
| <i>Accounting and Financial Reporting Expertise</i> | Directors with an understanding of accounting and financial reporting matters lead our Audit Committee, and provide perspective with respect to assessing our financial performance and monitoring the integrity of our financial reporting process. |
| <i>Corporate Finance Expertise</i> | Directors with experience in corporate finance assist in evaluating our capital structure and advise on capital markets transactions and other financing related strategies for generating value for our stakeholders. |
| <i>Capital Allocation Expertise</i> | The company's ability to generate value for stakeholders also depends on its ability to strategically and responsibly allocate capital, including on expansion projects, acquisitions and divestitures, share repurchases and debt repayment. Accordingly, directors with experience in such capital allocation activities provide valuable insight in the Board's decision making. |
| <i>Regulatory and Environmental, Health and Safety Expertise</i> | Portions of our businesses are heavily regulated, and operating our business in compliance with applicable laws and with a view toward the preservation of the environment is critical. Directors with experience in regulatory, environmental, health and safety matters assist in ensuring that we operate in accordance with best practices regarding regulatory and environmental matters and that the environment and safety are properly weighed in Board decision making. |
| <i>Legal Expertise</i> | The transactions in which the company engages and the ordinary operation of its business frequently involve complex legal considerations. Directors with a legal background supplement the skills of our General Counsel's staff and provide valuable insight in assessing legal risk. |
| <i>Risk Management Expertise</i> | Directors with experience assessing major risks inherent in business and identifying measures to address and mitigate such risks. |
| <i>Ethical, Gender or other Diversity</i> | Directors whose race, ethnicity or gender may be underrepresented on corporate boards bring an important diversity of perspective to the Board. |

SKILLS MATRIX

| Name | Industry/ Operational Experience | CEO or C-Level Executive | Other Public Company Boards | Accounting and Financial Reporting Expertise | Corporate Finance Expertise | Capital Allocation Expertise | Regulatory and EHS Expertise | Legal Expertise | Risk Management Expertise | Ethnic, Gender or other Diversity |
|------------------|--|--------------------------------|--------------------------------------|--|-----------------------------------|------------------------------------|------------------------------------|--------------------|---------------------------------|--|
| Mr. Kinder | X | X | X | | X | X | X | X | X | |
| Mr. Kean | X | X | X | | X | X | X | X | X | |
| Ms. Dang | X | X | | X | X | X | X | | X | X |
| Mr. Gardner | | | X | | X | X | | | X | |
| Mr. Hall | | | X | | | | | X | X | X |
| Mr. Hultquist | | | X | X | X | X | X | X | X | |
| Mr. Kuehn | X | X | X | | X | X | | X | X | |
| Ms. Macdonald | X | X | | | | X | X | X | X | X |
| Mr. Morgan | X | X | X | X | X | X | | | X | |
| Mr. Reichstetter | | | X | X | X | X | | | X | |
| Mr. Sarofim | | X | X | | X | X | | | X | X |
| Mr. Shaper | X | X | X | X | X | X | | | X | |
| Mr. Smith | X | X | X | | X | X | | X | X | |
| Mr. Staff | X | X | X | X | X | X | | | X | |
| Mr. Vugt | X | X | X | X | X | X | X | | X | |
| Mr. Waughtal | | X | X | X | X | X | | | X | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Steven J. Kean

Director since May 2007

Mr. Kean is Director and Chief Executive Officer of KMI. He has served as a director of KMI or its predecessors since May 2007 and has served as Chief Executive Officer since June 2015, and also served as President from March 2013 to April 2018. He also served as Chairman of the Board and Chief Executive Officer of Kinder Morgan Canada Limited ("KML") from April 2017 until its sale in December 2019. Mr. Kean has served in various management roles for the Kinder Morgan companies since 2002 and in senior executive roles since 2006. He was Executive Vice President and Chief Operating Officer of KMI and its predecessors from 2006 until March 2013, when he was named President and Chief Operating Officer, and served in that capacity until he assumed the CEO role in June 2015. Mr. Kean also served as President, Chief Operating Officer and Director of KMR from March 2013 to November 2014, and of KMGP from March 2013 to June 2015, when he was named President, Chief Executive Officer and Director of KMGP. He served as Director, President and Chief Operating Officer of the general partner of EPB from March 2013 until January 2015. Mr. Kean received his Juris Doctor from the University of Iowa in May 1985 and received a Bachelor of Arts degree from Iowa State University in May 1982. Mr. Kean's experience as one of our executives since 2002 provides him valuable management and operational expertise and a thorough understanding of our business operations and strategy.

Leggett & Platt, Incorporated

Leggett & Platt presents a skills matrix that also includes other director information such as independence and other public company boards.

➔ <https://leggett.gcs-web.com/static-files/1ed988c8-fbec-4ef8-8245-26e13d13dbd1>

SKILLS MATRIX

| | Mark Blinn | Robert Brunner | Mary Campbell | Mitchell Doffelt | Manuel Fernandez | Karl Glaszian | Joseph McClanathan | Judy Odum | Srikanth Padmanabhan | Jai Shah | Phoebe Wood |
|--------------------------------------|------------|----------------|---------------|------------------|------------------|---------------|--------------------|-----------|----------------------|----------|-------------|
| Independent Director | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| L&P Director since | 2019 | 2009 | 2019 | 2020 | 2014 | 2002 | 2005 | 2002 | 2018 | 2019 | 2005 |
| Age | 58 | 62 | 52 | 54 | 73 | 61 | 67 | 67 | 55 | 53 | 66 |
| L&P Board Committees | | | | | | | | | | | |
| Audit | ✓ | | ✓ | | | | ✓ | Chair | ✓ | | ✓ |
| Compensation | | Chair | | | ✓ | | | | | ✓ | |
| NACG | | | | | | | Chair | | | | ✓ |
| Other Public Company Boards | 3 | 2 | 0 | 0 | 2 | 0 | 1 | 1 | 0 | 0 | 3 |
| EXPERIENCE AND QUALIFICATIONS | | | | | | | | | | | |
| Financial/Accounting | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Global Business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| R&D/Innovation/Tech | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Manufacturing/Operations | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Strategic Planning | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| HR/Compensation | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| IT/Cybersecurity | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| L&P Industry Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Mark A. Blinn



Independent Director
Director Since: 2019
Age: 58

Committees:
 Audit

Professional Experience:

Mr. Blinn was President and Chief Executive Officer and a director of Flowserve Corporation, a leading provider of fluid motion and control products and services for the global infrastructure markets, from 2009 until his retirement in 2017. He previously served Flowserve as Chief Financial Officer from 2004 to 2009 and in the additional role of Head of Latin America from 2007 to 2009. Prior to Flowserve, Mr. Blinn's positions included Chief Financial Officer of FedEx Kinko's Office and Print Services Inc. and Vice President, Corporate Controller and Chief Accounting Officer of Centex Corporation.

Education:

Mr. Blinn holds a bachelor's degree, a law degree, and an MBA from Southern Methodist University.

Public Company Boards:

Mr. Blinn currently serves as a director of Texas Instruments, Incorporated, a global semiconductor design and manufacturing company, Kraton Corporation, a leading global producer of polymers for a wide range of applications, and Emerson Electric Co., a global technology and engineering company for industrial, commercial and residential markets.

Director Qualifications:

As the former CEO and CFO of Flowserve, Mr. Blinn has exceptional leadership experience in operations and finance, as well as strategic planning and risk management. His board service at other global, public companies provides additional perspective on current finance, oversight, and governance matters.

LKQ Corporation

LKQ presents a matrix that links the directors to the "experiential criteria" set by the Company.

https://s24.q4cdn.com/628382107/files/doc_financials/2019/ar/LKQ-2020-Proxy-Statement.pdf

SKILLS MATRIX

Introduction – an Overview of LKQ's Mission and How our Board Composition Is Aligned with our Strategy

Our mission is to be the leading global value-added distributor of vehicle parts and accessories by offering our customers the most comprehensive, available and cost-effective selection of part solutions while building strong partnerships with our employees and the communities in which we operate. Achieving our mission requires superior performance across numerous specialties. LKQ currently has operations in North America, Europe and Taiwan and regularly considers appropriate expansion strategies. We have attempted to include nominees to our Board of Directors that have the relevant experiences, qualifications, attributes and skills to help support our mission. The following matrix provides information regarding the experiences, qualifications, attributes and skills of our nominees. The matrix does not encompass all of the experiences, qualifications, attributes and skills of our nominees, and the fact that a particular experience, qualification, attribute or skill is not listed does not mean that a nominee does not possess it. In addition, the absence of a particular experience, qualification, attribute or skill with respect to any of our nominees does not mean the nominee in question would be unable to contribute to the decision-making process in that area. We believe that our nominees' diverse experiences, qualifications, attributes and skills will enhance the quality and effectiveness of the deliberations and decision-making by our Board.

| LKQ Board of Directors (in reverse order of tenure) | Xavier Urbain | Patrick Berard | Meg Dyitto | John Mendel | Jody Miller | Dominick Zavone (CEO) | Robert Hanser | Guhum Subramanian | Blythe McGarvie | John O'Brien | Joseph Holsten |
|--|------------------|-------------------|---------------|----------------|----------------|-----------------------------|------------------|----------------------|--------------------|-----------------|-------------------|
| Governance Criteria | | | | | | | | | | | |
| Independent Director | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | |
| Experiential Criteria | | | | | | | | | | | |
| Executive Leadership | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Automotive Industry | | | ✓ | ✓ | ✓ | ✓ | ✓ | | | | ✓ |
| Digital Technology | | ✓ | ✓ | | ✓ | | ✓ | | ✓ | | |
| Operations | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Treasury/Capital Allocation/ Corporate Development | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Finance/ Accounting/ Auditing | ✓ | | | | | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Government Relations/ Regulatory | | | | ✓ | ✓ | | ✓ | ✓ | | ✓ | ✓ |
| Human Capital Management/ Compensation | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | | | ✓ | | | ✓ | | ✓ | ✓ |
| International Experience | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Supply Chain/ Logistics | ✓ | ✓ | | ✓ | | | ✓ | | | | ✓ |
| Risk Assessment and Management | ✓ | ✓ | ✓ | | | ✓ | | | ✓ | | |
| Investor Relations | ✓ | ✓ | | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Patrick Berard.

Background and Prior Experience: Mr. Berard has been the Chief Executive Officer and Director of Rexel Group, a Paris-based worldwide expert in the professional multichannel distribution of electrical products and services for the energy world, since July 2016. He joined Rexel in 2003 as Senior Vice President of Rexel France, becoming Senior Vice President for Southern Europe (France, Italy, Spain and Portugal) in 2007, and then assuming additional responsibility for Belgium and Luxembourg in 2013. He was appointed Senior Vice President Europe in 2015. Before joining Rexel, Mr. Berard held a variety of leadership positions for European businesses including CEO of Pinault Bois & Matériaux (a distributor of building materials) from 2002 to 2003, Chief Operating Officer at Antalis (a distributor of paper and packaging solutions) from 1999 to 2001, Group Vice-President of Europe and a member of the Executive Committee of Kodak Polychrome Graphics (a manufacturer of graphic arts printing equipment) from 1988 to 1999, Strategic Development Director for Industry and Engineering at Thomson S.A.R.L. in 1987, and 7 years as a consultant with McKinsey & Company. Mr. Berard holds a PhD in economics from the University of Grenoble.

Key Skillset: The specific experience, qualifications, attributes or skills that led to the conclusion that Mr. Berard should serve as a director of LKQ include his leadership skills and operational experience most recently through his Chief Executive Officer position at Rexel Group. The Board and LKQ expect to benefit in particular from his deep knowledge of the distribution industry and his experience leading global companies with an emphasis on operations in Europe. Through his leadership positions, Mr. Berard has also gained relevant experience in the areas of digital technology, mergers and acquisitions, corporate governance and investor relations.

Macerich Company, The

Macerich highlights that the skills sought by the Board align with the Company’s business, industry and strategies and presents a matrix to communicate nominee expertise.

<https://investing.macerich.com/static-files/b2af4601-ef34-48d5-95ba-bd6e43dd854a>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Introduction: How Our Board Composition is Aligned with our Strategy

We have a long-term business strategy that focuses on leasing and management, redevelopment and development of regional malls and shopping centers that fit specified criteria. We believe that our business requires specialized skills across a broad array of disciplines for effective and profitable operations. Our Board of Directors consists of a highly experienced group of business leaders who share our values, oversee and support our strategy and reflect our culture. Many of our directors have served as executive officers or on boards and board committees of major companies and have an extensive understanding of the principles of corporate governance. Our nominees have experience in the following fields that are relevant to our Company, business, industry and strategies:

- retail;
- commercial real estate;
- finance, capital markets and investments;
- business operations;
- transactions;
- risk oversight and management; and
- digital and e-commerce.

SKILLS MATRIX

INFORMATION REGARDING DIRECTOR NOMINEES

Our Board seeks a mix of backgrounds and experience among its members and does not follow any ratio or formula to determine the appropriate mix. Rather, the Nominating and Corporate Governance Committee uses its judgment to identify nominees whose viewpoints, backgrounds, experience and other demographics, taken as a whole, contribute to the high standards of service on our Board. The following provides certain biographical information with respect to our nominees for director as well as the specific experience, qualifications, attributes and skills that led our Board to conclude that each director should serve as a member of our Board of Directors. Each director has served continuously since first elected.

| | | | | | | | | | | |
|---|--|-----------------------|--------------------|-----------------------|--------------------|----------------------|--|----------------------|------------------------|-----------------------|
| <i>Approximately 38% of independent directors and 30% of all directors on our Board are women</i> | <i>5.75 years average tenure for independent directors on our Board's slate</i> | | | | | | <i>100% of independent directors are financially literate</i> | | | |
| | Peggy Alford | John Alschuler | Eric Brandt | Edward Coppola | Steven Hash | Daniel Hirsch | Diana Laing | Thomas O'Hern | Steven Soboroff | Andrea Stephen |
| Chief Executive Officer/ President/ Founder | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ | ✓ | |
| Chief Financial Officer | ✓ | | ✓ | | | | ✓ | ✓ | | |
| Retail and/or Commercial Real Estate | | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial Literacy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Finance/Capital Markets/ Investment | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Business Operations | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Oversight/Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| International | ✓ | ✓ | ✓ | | ✓ | | | | | ✓ |
| Transactional Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Digital Expertise | ✓ | | ✓ | | | | | | | |

Peggy Alford

Independent Director Nominee

Director Since: 2018

Age: 48

Board Committees: Audit (Chair)

Other Public Company Boards: Facebook, Inc.

Principal Occupation and Business Experience:

As of March 3, 2020, Ms. Alford is Executive Vice President, Global Sales at PayPal. She rejoined PayPal as their Senior Vice President of Core Markets on March 1, 2019, leading commercial teams in the largest and most established markets, including North America, UK, Germany, Austria, Switzerland and Australia. Ms. Alford was elected to the board of Facebook, Inc. in May 2019 and previously served on the board of directors of Social Finance Inc. from July 2018 to April 2019. From September 2017 to February 2019, Ms. Alford was the Chief Financial Officer and Head of Operations for the Chan Zuckerberg Initiative, a philanthropic organization that brings together world-class engineering, grant-making, impact investing, policy and advocacy work, with oversight of finance, real estate, facilities and general operations. Prior to joining the Chan Zuckerberg Initiative, Ms. Alford held a variety of senior positions at PayPal from May 2011 to August 2017, including Vice President, Chief Financial Officer of Americas, Global Customer and Global Credit, where she was responsible for all finance and analytics for PayPal's Global Merchant and Global Consumer Business Units, its Global Credit business, and its North America and Latin America regions. She also served as PayPal's Senior Vice President of Human Resources, People Operations and Global Head of Cross Border Trade. From 2007 to 2011, Ms. Alford was President and General Manager of Rent.com (an eBay Inc. company), also serving as its Chief Financial Officer from October 2005 to March 2009. From 2002 to 2005 she served as Marketplace Controller and Director of Accounting Policy, leading accounting policy at eBay Inc. where she was instrumental in creating eBay marketplace controller's group ensuring the financial integrity of eBay transactions. Ms. Alford started her career at Arthur Andersen LLP in 1993 as an auditor and business consultant in such industries as technology, consumer products, manufacturing, government and education. Ms. Alford earned a Bachelor of Science degree in Accounting and Business Administration from the University of Dayton and is a certified public accountant.

Key Qualifications, Experience and Attributes:

Ms. Alford's wide-ranging financial and operational experience, technology and omnichannel knowledge and significant experience leading complex businesses are invaluable to our Board. Her fresh perspectives and contributions to our Company are also informed by Ms. Alford's strong digital expertise and track record of driving growth and innovation through data analytics, areas which have become increasingly critical to our business. In addition to her strong managerial and operational background, Ms. Alford brings deep financial expertise to our Board, based on which she serves as our Audit Committee chairperson and has been determined by our Board to be an audit committee financial expert.

Marathon Oil Corporation

Marathon Oil presents a skills matrix that also provides a short description of each skill.

<http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=114934540&type=PDF>

SKILLS MATRIX

BOARD SKILLS AND EXPERIENCE DIVERSITY MATRIX

Our directors have a diversity of experience and skills that span a broad range of industries in the public and not-for-profit sectors. They bring to our Board a wide variety of skills, qualifications, and viewpoints that strengthen our Board's ability to carry out its oversight role on behalf of our stockholders. The table below summarizes key qualifications, skills and attributes each director brings to our Board. The lack of a mark for a particular item does not mean the director does not possess that qualification or skill. However, a mark indicates a specific area of focus or expertise that the director brings to our Board. More details on each director's qualifications, skills and attributes are included in the director biographies on the subsequent pages.

| | Tilman | Boyce | Deaton | Donadio | Fee | Foxhee | Hyland | Wells |
|--|--------|-------|--------|---------|-----|--------|--------|-------|
| C Public Company CEO Experience working as a CEO of a public company | | | | | | | | |
| ä Financial Oversight/Accounting Senior executive level experience in financial accounting and reporting, auditing, corporate financing and/or internal controls or experience in the financial services | | | | | | | | |
| A E&P Industry Experience Experience as executives or directors in, or in other leadership positions working with, the exploration and production industry | | | | | | | | |
| I Engineering Expertise Expertise through relevant undergraduate or graduate in engineering disciplines | | | | | | | | |
| ® Public Policy/Regulatory Experience in or a strong understanding of the regulatory issues facing the oil and gas industry and public policy on a local, state and national level | | | | | | | | |
| P HES Experience Experience in managing matters related to health, environmental, safety and social responsibility in executive and operating roles | | | | | | | | |
| 3 International Global business or international experience | | | | | | | | |
| * Information Technology Experience in or strong understanding of the information technology and cyber security issues facing the oil and gas industry | | | | | | | | |
| Í Risk Management Executive experience managing risk | | | | | | | | |
| î Outside Public Boards | — | 1 | 3 | 2 | 1 | — | 1 | — |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Gregory H. Boyce



Former Executive Chairman, Chairman, CEO, President and COO, Peabody Energy Corporation

Age: 65

Director since: 2008

Independent Lead Director since: 2019

Committees:

AFC, COMP, CGN

Current Public Company Boards:

Newmont Goldcorp Corporation

Public Company Boards During

Past 5 Years: Peabody

Monsanto Company

BUSINESS EXPERIENCE

- » Independent Lead Director, Marathon Oil Corporation (since 2019)
- » Former Executive Chairman and Chairman, Peabody Energy Corporation, a private-sector coal company, St. Louis, MO (Executive Chairman in 2015 and Chairman 2007-2015)
- » Chief Executive Officer, Peabody (2006-2015); Chief Executive Officer Elect, Peabody (2005); President, Peabody (2003-2008); Chief Operating Officer, Peabody (2003-2005)
- » Chief Executive Officer - Energy, Rio Tinto plc (2000-2003)
- » President and Chief Executive Officer, Kennecott Energy Company (1994-1999)
- » President, Kennecott Minerals company (1993-1994)
- » Joined Kennecott in 1977 and served in positions of increasing responsibility

OTHER CURRENT POSITIONS

- » Trustee, Heard Museum
- » Advisory Council, University of Arizona's Lowell Institute of Mineral Resources
- » Business Council Member and past board member, U.S.-China Business Council

EDUCATION

- » B.S. (mining engineering), University of Arizona
- » Advanced Management Program, Graduate School of Business at Harvard University

Mr. Boyce's former role as a chief executive officer has provided him with experience running a major corporation with international operations, including developing strategic insight and direction for his company, and exposed him to many of the same issues we face in our business, including markets, competitors, operational, regulatory, technology and financial matters.

Marsh & McLennan Companies, Inc.

Marsh & McLennan uses a skills matrix to define the skills and experience sought by the Board and highlight those nominees with the requisite experience. Director biographies also list each nominee's areas of expertise.

<https://irnews.mmc.com/static-files/65f89e15-6a5d-4c93-8e15-0b20b273d31b>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

| Director Skills and Experience | | | | | | | | | | |
|--|--------------|-----------|------------|------------|-------------|-------------|----------|-----------|-----------|----------|
| As a global professional services firm offering clients advice and solutions in risk, strategy and people, the eight areas of expertise described in the chart below support our business and strategy. The chart identifies the five principal skills that the Directors and Governance Committee considered for each director when evaluating that director's experience and qualifications to serve as a director. Additional information about each director's background, business experience and other matters, as well as a description of how each individual's experience qualifies him or her to serve as a director of the Company is provided under the heading "Item 1—Election of Directors" beginning on page 16. | | | | | | | | | | |
| Skills and Experience | Mr. Anderson | Mr. Feltz | Mr. Glaser | Mr. Harney | Ms. Haskins | Ms. Johnson | Ms. Lutz | Mr. Mills | Mr. Nalop | Mr. Owen |
| Leadership: Business and strategic management experience from service in a significant leadership position, such as a chief executive officer, chief financial officer or other senior leadership role. | | | | | | | | | | |
| Financial: Background and experience in finance, accounting, banking, capital markets, financial reporting or economics. | | | | | | | | | | |
| Industry: Experience in the Company's businesses and industries, including insurance, insurance and reinsurance brokerage, consulting and healthcare. | | | | | | | | | | |
| International: International background or global experience, including in growth markets. | | | | | | | | | | |
| Technology: Experience in technology, innovation or cybersecurity, particularly as a senior executive. | | | | | | | | | | |
| Corporate Governance & Responsibility: Experience with governance principles or corporate responsibility initiatives, including sustainability and diversity and inclusion. | | | | | | | | | | |
| Government Relations & Regulatory: Experience with government relations, regulatory matters or regulated industries and political affairs. | | | | | | | | | | |
| Risk Management: Experience in risk management, strategic planning or compliance. | | | | | | | | | | |
| Diversity: Gender, racial, ethnic or cultural diversity. | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Anthony K. Anderson

Director since: 2016
Age: 64
Other Public Company Boards:
AAR Corp.
Avery Dennison Corporation
Exelon Corporation
Past five years: First American Financial Corporation

Committees:
Audit
ESG

Key Skills and Experience:
Leadership
Financial
Industry
Corporate Governance & Responsibility
Risk Management

Business Experience
Mr. Anderson served as Vice Chair and Midwest Area Managing Partner of Ernst & Young LLP from 2006 until his retirement in April 2012. He joined Ernst & Young in 1977 and held various management positions during his 35-year career there. Mr. Anderson served on the Board of the Federal Reserve Bank of Chicago from 2008 to 2010. He is a member of the American, California and Illinois Institutes of Certified Public Accountants. Mr. Anderson is also a director of AAR Corp., Avery Dennison Corporation and Exelon Corporation. He is a former director of First American Financial Corporation.

Qualifications
We believe Mr. Anderson's qualifications to serve on our Board of Directors include his significant experience as an audit partner serving insurance and insurance brokerage entities and his leadership and management experience with a global professional services organization.

Martin Marietta Materials, Inc.


Martin Marietta presents a matrix that links the directors to their qualifications and experience. The matrix also provides information on why each qualification and experience is important to Martin Marietta. The director biographies also highlight specific skills by each director.

<https://mcdn.martinmarietta.com/Investors/Proxy/ProxyStatement2020.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| Qualifications and Experience | Ables | Cole | Davis | Konarski | Nye | Pence | Pike | Quillen | Slagter | Wiegman | Why is this important to Martin Marietta? |
|--|-------|------|-------|----------|-----|-------|------|---------|---------|---------|---|
| Corporate Governance/Legal | * | * | * | * | * | * | * | * | * | * | Ensures background and knowledge necessary to provide effective oversight and governance |
| Current or Former CEO of Public Company | | | | * | * | | * | * | * | | Strong leadership skills and critical experience with demands and challenges with managing a large public organization |
| Financial or Accounting | * | * | | * | * | * | * | * | * | * | Enables in-depth analysis of our financial statements, capital structure, financial transactions, and financial reporting process |
| Government Relations/Regulatory/Sustainability | * | * | * | * | * | * | * | * | * | * | Critical for understanding complex regulatory and governmental environment that impacts our business and our strategic goals relating to sustainability |
| Logistics/Operations | | | | * | * | | * | * | * | * | Necessary in overseeing a sustainable company that relies heavily on logistics |
| Other Public Boards | * | * | | * | * | * | * | * | * | * | Adds perspective important to shareholders and public company governance |
| Risk Management | * | * | * | * | * | * | * | * | * | * | Facilitates understanding of the risks facing the Company and appropriate process and procedures for managing them |
| Strategy/M&A | * | * | * | * | * | * | * | * | * | * | Supports setting of long-term corporate vision, disciplined strategic development and integration to facilitate company's growth |
| Technology | * | | | * | | | * | | | * | Important to facilitate business objectives and security of Company's proprietary and confidential data |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE




DOROTHY M. ABLES

Director Since: 2018

Age: 62

Committees:



Ms. Ables joined the Martin Marietta Board in November 2018. Ms. Ables held a number of executive positions with Spectra Energy and predecessor companies, including serving from 2008 to 2017 as the Chief Administrative Officer of Spectra Energy Corp., a North American energy infrastructure company, where she was responsible for human resources, information technology, support services, community relations and audit services. Prior to that, she served as Vice President of Audit Services and Chief Ethics and Compliance Officer for Spectra Energy, Vice President and Chief Compliance Officer for Duke Energy Corporation, an American electric power holding company, and Senior Vice President and Chief Financial Officer for Duke Energy Gas Transmission. Spectra Energy was a Fortune 500 Company and one of North America's leading pipeline and midstream companies prior to its acquisition by Enbridge Inc. in 2017. Ms. Ables started her career in the audit department of Peat, Marwick, Mitchell & Co.

Ms. Ables serves as an Independent Director of Cabot Oil & Gas Corporation, an independent oil and gas company, where she is Chair of the audit committee and a member of the compensation committee. She served as a Director of Spectra Energy Partners, an affiliate of Spectra Energy Corp., from 2013 to 2017. Ms. Ables attended the University of Texas at Austin where she earned a Bachelor of Business Administration degree in Accounting.

Key attributes, experience and skills:

- More than 8 years of C-Suite experience
- Financial expertise acquired through serving as CFO of Duke Energy Gas Transmission and as Vice President of Audit Services and Chief Compliance Officer of Spectra Energy Corp. and Duke Energy Corporation
- Valuable business leadership in human resources, information technology, community relations, finance and financial statements
- Strong leadership skills and familiarity with Texas, an important state for the Company

Minerals Technologies Inc.

Minerals Technologies presents a discussion of the significant qualifications of their directors and why these qualifications are important to the Company. A matrix links these qualifications with the directors who possess them and are further highlighted in the directors' biographies.

http://eproxyminerals.com/interactive/mtx2020proxy/pf/page_001.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Members of the Board should have a background and experience in areas important to the operations and strategy of the Company. Experience in the following areas are among the most significant qualifications of a director:

- **Leadership Experience:** Experience as a CEO, CFO, COO, division or segment president or managing director, or other functional leadership within a large, complex organization such as ours.
- **International Experience:** Experience overseeing complex global operations in many countries, such as we have, helps us understand opportunities and challenges.
- **Financial Literacy:** Knowledge of financial reporting and complex financial transactions, as is involved with our business.
- **Technology Experience:** Experience with new technology, as we are a technology-based company that depends on our research and development capability for developing and introducing advanced new products.
- **Relevant Industry Experience:** Experience in manufacturing industries provides a relevant understanding of our business, strategy and marketplace dynamics.
- **Governmental Experience:** Experience with government helps us navigate a complex regulatory environment.
- **Operational Experience:** Experience developing and implementing operating plans with an organization as large and complex as ours.
- **M&A/Financial Industry Experience:** Experience with mergers & acquisitions and with the capital markets is important for a public company such as us.
- **Risk Management Expertise:** Experience operating in a complex risk environment which requires effective risk management, including with respect to cyber-security risks.

The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective director candidates. The Board believes that its members provide a significant composite mix of experience, knowledge and abilities that contribute to a more effective decision-making process and allow the Board to effectively fulfill its responsibilities. The Board uses a skills matrix to assist it in considering the appropriate balance of experience, skills and attributes required of a director and to be represented on the Board as a whole. The skills matrix is based on the Company's strategic plan and is periodically reviewed. Board candidates are evaluated against the skills matrix when the Committee determines whether to recommend candidates for initial election to the Board and when determining whether to recommend currently serving directors for reelection to the Board.

SKILLS MATRIX

Summary of Director Qualifications and Experience

The matrix below summarizes the key experience, qualifications and attributes of our Board. Marks indicate specific areas of expertise or focus relied on by our Board, but the lack of a mark in a particular area does not necessarily signify a director's lack of qualification or experience in such area. See "Item 1 – Election of Directors" for specific qualifications, skills and experiences of each of our directors and nominees.

| | Leadership Experience | International Experience | Financial Literacy | Technology Experience | Relevant Industry Experience | Governmental Experience | Operational Experience | M&A/Financial Industry Experience | Risk Management Expertise |
|---------------------|-----------------------|--------------------------|--------------------|-----------------------|------------------------------|-------------------------|------------------------|-----------------------------------|---------------------------|
| Joseph C. Breunig | ✓ | ✓ | ✓ | ✓ | | | ✓ | | |
| John J. Camola | ✓ | ✓ | ✓ | ✓ | | ✓ | | | |
| Robert L. Clark | ✓ | ✓ | ✓ | ✓ | | | | | ✓ |
| Alison A. Deane | ✓ | ✓ | ✓ | | | | | ✓ | ✓ |
| Douglas T. Dietrich | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
| Duane R. Dunham | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | | |
| Franklin L. Feder | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Carolyn K. Pittman | ✓ | | ✓ | ✓ | ✓ | | | | ✓ |
| Marc E. Robinson | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | |
| Donald C. Winter | ✓ | ✓ | ✓ | ✓ | ✓ | | | | ✓ |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

JOSEPH C. BREUNIG



Age: 58
Director Since: 2014
Committees:

- Corporate Governance and Nominating Committee
- Compensation Committee

Currently serves as the Chief Operating Officer of OrthoLite, LLC since 2019. Former Executive Vice President, Chemicals at Axiall Corporation from 2010 to 2016. Executive Vice President and Chief Operating Officer, BASF Corporation and President, Market and Business Development, North America, BASF SE, from 2005 to 2010. Increasing positions of responsibility since joining BASF Corporation in 1986 as a process engineer, including Global Marketing director, Fiber Products Division, from 1998 to 2000; director, Global Technology, Functional Polymers from 2000 to 2001; and Group Vice President, Functional Polymers from 2001 to 2005.

Key Qualifications and Experience:

- **Industry and Technology Experience**—Former Vice President, Chemicals at Axiall Corporation and Former Executive Vice President and Chief Operating Officer at BASF Corporation, the world's leading chemical company.
- **Operational Experience**—Extensive experience in engineering, management, marketing and operations

Nabors Industries

Nabors Industries presents a skills matrix and a discussion of the skills and experience that includes explanations on how they benefit the Board in overseeing the Company’s governance, vision and long-term strategy.

<http://investor.nabors.com/Cache/IRCache/1fe0a28a-4348-7816-e233-7c1e3bff5220.PDF>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Being on a board of directors for a public company with global operations brings a broad scope of responsibilities, as directors must understand general operational activities as well as corporate governance, including issues surrounding strategic direction and exposures to risk. As a result, the ESG Committee believes that the skills and experience listed above benefit the Board in overseeing the Company’s governance as well as its vision and long-term strategy, as follows:

| | |
|--|--|
| Board of Directors | Prior public-company board experience is helpful in that the nominee will have an understanding of (i) his or her role – there is no time for on-the-job training; (ii) how to deal with the myriad complex issues that can arise and need attention; and (iii) the time commitment involved |
| Corporate Governance | Experience in dealing with evolving and dynamic corporate governance matters helps to ensure proper corporate policies are in place and enforced, and that the Board and management are appropriately and fully fulfilling their responsibilities |
| Oilfield Services/ Drilling/Oil & Gas | An in-depth knowledge of these industries is important for maintaining our place as a leading provider of drilling and drilling-related services and equipment |
| CEO/Business Head | Background and experience as a CEO provides an understanding of what it takes to manage employees and run a company |
| International | International experience is essential for a company like Nabors, with operations and offices in over 20 countries worldwide |
| Finance/ Capital Allocation | Knowledge and expertise in financial matters helps to ensure the availability and correct allocation of financial resources to maximize returns |
| Investment Banking | A background and understanding in this area is useful in pursuing strategic acquisitions |
| Financial Literacy/ Accounting | An understanding of financial reporting and accounting principles is necessary to satisfy stock market listing requirements and, more importantly, in fulfilling accounting oversight responsibilities |
| Manufacturing | Experience and knowledge of manufacturing processes is important for us as, unlike some of our competitors, we develop and manufacture much of the equipment we use |
| Technology | A broad understanding of technology and technical systems helps ensure the sensible investing in, and development of, technology |
| Logistics | Without the proper flow of equipment, supplies, and personnel, we cannot support and satisfy global customer demands |
| Academia/Education | An academic background can bring new ways of thinking and problem solving to corporate issues |
| Health, Safety and Environment | Essential to achieving Nabors’ Mission Zero company-wide effort to eliminate injuries and incidents, and ensuring environmentally sound operations |

SKILLS MATRIX

| | Beder | Chase | Crane | Kotbs | Linn | Petreklo | Yesswood |
|---------------------------------|----------|----------|----------|----------|----------|-----------|-----------|
| Skills & Experience | | | | | | | |
| Board of Directors | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| Corporate Governance | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| Oilfield Services Industry | | ✦ | | ✦ | ✦ | ✦ | ✦ |
| Drilling | | ✦ | | | ✦ | ✦ | ✦ |
| Oil and Gas | | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| CEO / Business Head | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| International | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| Finance / Capital Allocation | ✦ | ✦ | | ✦ | ✦ | ✦ | ✦ |
| Financial Literacy / Accounting | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ | ✦ |
| Investment Banking | ✦ | ✦ | ✦ | ✦ | | | |
| Manufacturing | | | | ✦ | | ✦ | ✦ |
| Technology | ✦ | ✦ | | | | ✦ | ✦ |
| Logistics | | | ✦ | | | | |
| Academia/Education | ✦ | ✦ | | | ✦ | | |
| Health, Safety and Environment | | ✦ | ✦ | | | ✦ | ✦ |
| Board Tenure | | | | | | | |
| Years | 3 | 1 | 8 | 7 | 8 | 29 | 10 |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Director Nominees



TANYA S. BEDER

Independent Director

Director since: 2017

Age: 64

Committees:

Audit, Compensation, Risk Oversight, Technology and Safety

Other Public Company Boards: 1

Ms. Beder currently serves as the Chairman and CEO of SBCC Group, Inc. ("SBCC"), which she founded in January 1987. SBCC is an independent advisory firm operating globally, whose projects include assisting corporate management, institutional investors, large financial firms and other clients in solving complex financial problems under crisis and providing strategic advice to seize opportunities. Ms. Beder has served since 2011 on the board of the American Century mutual fund complex in Mountain View, California, where she chairs the Risk Committee and is a member of the Portfolio Committee and the Audit & Compliance Committee. She also served on the board of Kirby Corporation (NYSE:KEX) since October 2019. Previously, Ms. Beder served as a member of the CYS Investments, Inc. (NYSE:CYS) board of directors from May 2012 to September 2018, where she chaired the Nominating and Governance Committee and was a member of the Audit and Compliance Committee. She also served as the Chief Executive Officer of Tribeca Global Management LLC, a \$2.6 billion dollar fund with operations in Singapore, London, and New York; Managing Director of Caxton Associates LLC, a \$10 billion asset management firm with operations in New York and London; and President of Capital Market Risk Advisors, Inc. in New York, which she co-founded. Ms. Beder also spent time in various positions with The First Boston Corporation (now Credit Suisse) where she was a part of the first team of derivatives traders and structurers for currency and interest rate swaps, caps, collars, floors, futures, and options, and was on the mergers and acquisitions team in New York and London. In January 2013, she was appointed to the President's Circle of the National Academies in Washington, DC, after serving six years at the National Academy of Sciences on the Board of Mathematics and their Applications. Ms. Beder also serves on the Mathematical Finance Advisory Board of New York University and is a Board Member Emeritus of the International Association of Quantitative Finance, where she previously served as Chairman. She is an appointed Fellow of the International Center for Finance at Yale University and teaches a course on finance and fintech at Stanford University. From 2004 – 2017 she served on the Advisory Board of the Columbia University Financial Engineering Program, from 2014 – 2017 she served on the Board of The Institute for Pure and Applied Mathematics at UCLA, and from 2010-2014 she served as a Director of the Pilgrim Asia Macro Fund in Singapore. Ms. Beder holds a B.A. in mathematics and philosophy from Yale University, and an MBA from Harvard Business School.

✦ Qualifications:

Ms. Beder brings to the Board extensive asset management experience, vast knowledge of operational and risk management, and experience serving on both public and private boards of directors. The Board also benefits greatly from Ms. Beder's audit committee experience and financial expertise.

National Oilwell Varco, Inc.

National Oilwell Varco presents a skills matrix and a general presentation of skills and experience in each director biography.

<https://investors.nov.com/static-files/Ob00a84e-936e-4b7f-820b-b78687492b15>

SKILLS MATRIX

The following are some of the key qualifications and skills of our Board.

| | Armstrong | Donadio | Guill | Hackett | Harrison | Mattson | Meyer | Thomas | Williams |
|--------------------------------|-----------|---------|-------|---------|----------|---------|-------|--------|----------|
| Skills & Experience | | | | | | | | | |
| Operations | • | | | • | • | | • | • | • |
| International business | | • | | • | • | • | • | • | • |
| Risk management | • | • | • | • | • | • | • | • | • |
| Financial expertise/literacy | • | • | • | • | • | • | • | • | • |
| Strategic planning | • | • | • | • | • | • | • | • | • |
| Oil & gas industry | • | • | • | • | • | • | • | • | • |
| Engineering/technology | | | | • | • | • | • | • | • |
| Sales/marketing | • | | | • | • | • | | • | |
| | | | | | | | | | |
| Background | | | | | | | | | |
| Age | 61 | 65 | 69 | 66 | 72 | 68 | 62 | 67 | 57 |
| Year joined Board | 2005 | 2014 | 1999 | 2016 | 2003 | 2005 | 2017 | 2015 | 2013 |
| Independent | • | • | • | • | • | • | • | • | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

CLAY C. WILLIAMS, 57



Mr. Williams has been a Director of the Company since November 2013 and Chairman of the Board since May 2014. Mr. Williams has served as the Company's Chief Executive Officer since February 2014 and as the Company's President since December 2012. Mr. Williams served as the Company's Chief Operating Officer from December 2012 until February 2014. Mr. Williams previously served as the Company's Executive Vice President from February 2009 and as the Company's Senior Vice President and Chief Financial Officer from March 2005 until December 2012. He served as Varco's Vice President and Chief Financial Officer from January 2003 until its merger with the Company on March 11, 2005. From May 2002 until January 2003, Mr. Williams served as Varco's Vice President Finance and Corporate Development. From February 2001 until May 2002, and from February 1997 until February 2000, he served as Varco's VP-Corporate Development.

Mr. Williams has been an officer of a publicly traded company since 1997, occupying positions of increasing importance from VP-Corporate Development, to Senior VP and CFO, to President and COO, to President and CEO. Mr. Williams has extensive experience with the Company and the oil service industry. Mr. Williams has an MBA degree from the University of Texas at Austin, as well as a Bachelor of Science degree in Civil/Geological Engineering from Princeton University. Mr. Williams has also gained valuable outside board experience from his tenure as a director of Benchmark Electronics, Inc.

New York Community Bancorp Inc.

New York Community Bancorp uses icons to show the experience, expertise or attribute of each director in the skills matrix table.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000910073/8032f4ce-3235-4ba7-9255-4d89ffc832b5.pdf>

SKILLS MATRIX

The following table presents a summary of the various experience, expertise, and/or attributes of our Board members on the various Board Committees¹ as of April 7, 2020:

| Director | Age | Director Since | Experience, Expertise, or Attribute | Audit | Compensation | Nominating & Corporate Governance | Risk Assessment | Mortgage & Real Estate | Commercial Credit |
|-------------------------|-----|----------------|--|-------|--------------|-----------------------------------|-----------------|------------------------|-------------------|
| Dominick Ciampa† | 86 | 1995 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Hanif "Wally" M. Dahya# | 64 | 2007 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Leslie D. Dunn | 74 | 2015 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Joseph R. Ficalora | 73 | 1989 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Michael J. Levine*Ⓢ | 75 | 2004 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| James J. O'Donovan | 77 | 2003 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Lawrence Rosano, Jr. | 67 | 2014 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Ronald A. Rosenfeld | 80 | 2012 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Lawrence J. Savarese*# | 63 | 2013 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| John M. Tsimbinos | 82 | 1999 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |
| Robert Wann | 65 | 2007 | Leadership, Finance/Banking, Technology/Systems, Real Estate/Housing, Investments, Business Operations, Risk Management, Corporate Governance, Sustainability, Charitable, or other Corporate Responsibility | | | | | | |

(1) All Company Board Committees are replicated at the Community Bank level. Additionally, the Community Bank Board maintains a Mortgage and Real Estate Committee and a Commercial Credit Committee.

Ⓢ Chairman of the Committee

Ⓢ Member of the Committee

† Chairman of the Board of Directors – attends all Committee meetings (per Bylaws)

* Designated as Audit Committee Financial Expert

Ⓢ Designated Independent Presiding Director

Designated as Risk Committee Expert

Ⓢ = Leadership

Ⓢ = Technology/Systems

Ⓢ = Real Estate/Housing

Ⓢ = Investments

Ⓢ = Finance/Banking

Ⓢ = Risk Management

Ⓢ = Corporate Governance

Ⓢ = Sustainability, Charitable, or other Corporate Responsibility

Ⓢ = Business Operations

Ⓢ = Government Relations/Legal

Ⓢ = Ethnic, Gender, Nationality, or other Diversity

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

| | |
|--|---|
| Dominick Ciampa Director since: 1995 Age: 86 Chairman of the Board Committees: Nominating and Corp. Governance Risk Assessment Mortgage & Real Estate (Bank Board) Commercial Credit (Bank Board) | Mr. Ciampa is the founder of, and a former Partner in, the Ciampa Organization, a Queens-based real estate development and management firm founded in 1975 which continues to be operated by other family members. Mr. Ciampa was appointed Chairman of the Board of the Company, the Community Bank, and the former Commercial Bank on December 21, 2010. In addition, Mr. Ciampa served as the President of the Queens Chamber of Commerce from 1989 to 1991. Mr. Ciampa's combined experience with the Company, and in leading a large commercial real estate development firm with significant ownership interests in our markets, brings valuable insight to the Board in overseeing a wide range of banking and real estate matters, in furtherance of the Board's objective of maintaining a membership of experienced and dedicated individuals with diverse backgrounds, perspectives, skills, and other qualities that are beneficial to the Company and the Community Bank. |
|--|---|

NRG Energy, Inc.

NRG Energy presents a summary of the specific qualifications that should be represented on the Company's Board and a matrix that highlights the skills brought by each director nominee.

<https://investors.nrg.com/static-files/b2f18d47-31df-410c-b0b2-9de7eaf567ef>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

DIRECTOR NOMINEE SELECTION PROCESS

The Governance and Nominating Committee is responsible for identifying individuals who the Committee believes are qualified to be Board members in accordance with criteria set forth in the Guidelines as well as the assessment, on an ongoing basis, of the members of the Board for purposes of continued service to the Board and Company. The Committee provides its recommendations to the Board for approval based on considerations of certain criteria. The Governance and Nominating Committee considers criteria that includes an individual's business experience and skills, independence, judgment, integrity, and ability to commit sufficient time and attention to the activities of the Board. The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all Board members. The Committee also considers the Company's strategy and the particular skills, experiences and other qualifications that should be represented on the Board as a whole in light of the Company's strategic direction. In addition to the factors listed above, the Governance and Nominating Committee considers an understanding of and experience in the retail and wholesale competitive energy market, customer expertise, finance, and operations; executive leadership; age; and gender and ethnic diversity. The Committee also assesses whether a nominee's background, experience, personal characteristics, or skills will advance the Board's goal of creating and sustaining a Board that can support and oversee management's execution of the Company's strategic priorities. The Board takes into account all of these factors when evaluating the Committee's recommendations.

Listed below are summaries of specific qualifications that the Governance and Nominating Committee and the Board believe should be represented on the Board among other qualifications that a Director may bring.

| | |
|---|--|
|  Executive Leadership Experience as a C-level executive with a public company or as a division president, functional leader or operations executive within a complex organization |  Relevant Business Experience Contributes to the Board's understanding of the Company's business strategy, operations, key performance indicators and competitive environment |
|  Compensation / HR Contributes to the Board's ability to attract, motivate and retain executive talent; experience managing a human resources/compensation function or experience with executive compensation and broad-based incentive planning |  M&A Experience with M&A transactions as an executive or director |
|  Corporate Governance Experience serving as a public company director, or with a demonstrated understanding of current corporate governance standards and best practices in public companies |  Regulatory Policy / Compliance Contributes to the Board's ability to interpret regulations and understand complex legal matters and public policy issues |
|  Environmental / Sustainability Contributes to the Board's oversight of environmental and sustainability issues and their interplay with the Company's business and strategy |  Risk Management Contributes to the identification, assessment and prioritization of risks facing the Company |
|  Finance / Accounting Knowledge of finance or financial reporting, and experience with debt and capital markets transactions |  Tech. / Cyber Security / Customer Interface Contributes to the Board's understanding of information technology and cyber risks and provides oversight as the Company focuses on meeting customer expectations and transforming the digital customer experience |

BOARD SKILLS AND EXPERIENCE

Our directors represent a diverse mix of skills, experiences and viewpoints that are relevant to our Company and facilitate effective oversight. To illustrate the complementary nature each director's skills and experience, the table below only identifies five primary skills and experiences that each director brings to the Board. It does not include all of the skills, experiences, qualifications, and diversity that each director offers, and the fact that a particular experience, skill, or qualification is not listed does not mean that a director does not possess that skills. We believe identifying five primary skills and experiences is a more meaningful presentation of the complementary contributions and value that each director brings to their service on the Board and to the Company's stockholders. See "Proposal No. 1 Election of Directors" for the biographies of our director nominees and a description of the skills and viewpoints that each director brings to bear in his or her service to NRG's Board and Committees.

| CATEGORY | ABRAHAM | CARRILLO | CARTER | COBEN | COX | GUTIERREZ | HOBBY | PRUNER | SCHAUMBURG | WEIDEMEYER |
|---|---------|----------|--------|-------|-----|-----------|-------|--------|------------|------------|
|  Executive Leadership | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
|  Compensation / HR | ✓ | ✓ | | | | | | ✓ | | ✓ |
|  Corporate Governance | ✓ | ✓ | ✓ | ✓ | | | ✓ | | | ✓ |
|  Environmental / Sustainability | ✓ | | | ✓ | | ✓ | ✓ | | | ✓ |
|  Finance / Accounting | | ✓ | | | ✓ | | | ✓ | ✓ | |
|  Relevant Business Experience | | | | ✓ | | ✓ | | | ✓ | |
|  M&A | | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
|  Regulatory Policy / Compliance | ✓ | | | | | ✓ | | ✓ | | ✓ |
|  Risk Management | | | ✓ | | ✓ | ✓ | | | ✓ | |
|  Tech. / Cyber Security / Customer Interface | | | ✓ | | ✓ | | ✓ | | | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

**E. Spencer Abraham**

Age: 67

Board Committees:
 Compensation (Chair)
 Nuclear Oversight

Secretary Abraham has been a director of NRG since December 2012. Previously, he served as a director of GenOn Energy, Inc. from January 2012 to December 2012. He is Chairman and Chief Executive Officer of The Abraham Group LLC, an international strategic consulting firm based in Washington, D.C. which he founded in 2005. Prior to that, Secretary Abraham served as Secretary of Energy under President George W. Bush from 2001 through January 2005 and was a U.S. Senator for the State of Michigan from 1995 to 2001. Secretary Abraham serves on the boards of the following public companies: Occidental Petroleum Corporation, PBF Energy, Two Harbors Investment

Corp. and Uranium Energy Corp. Secretary Abraham previously served as the non-executive chairman of AREVA, Inc., the U.S. subsidiary of the French-owned nuclear company, and as a director of Deepwater Wind LLC, International Battery, Green Rock Energy, ICx Technologies, PetroTiger, Sindicatum Sustainable Resources and C3 IoT. He also previously served on the advisory board or committees of Midas Medical (Utilipoint), Millennium Private Equity, Sunovia and Wetherly Capital. Secretary Abraham joined Blank Rome Government Relations LLC as a Principal on or about May 9, 2016.

Secretary Abraham's nearly two decades at the highest levels of domestic and international policy and politics give him the experience necessary to provide a significant contribution to the Board. As a former U.S. Senator and former U.S. Secretary of Energy who directed key aspects of the country's energy strategy, Secretary Abraham provides the Board unique insight into public policy and regulatory-related issues.

Occidental Petroleum Corporation

Occidental Petroleum’s matrix covers three points elegantly: the skills sought by the Board, why they are important to the Company and those directors that bring them as “core competencies.” The same core competencies are presented in each director biography.

<https://www.oxy.com/investors/Reports/Documents/2020-Proxy-Statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Summary of the Board's Director Nominee Core Competencies and Composition Highlights

The following chart summarizes the competencies that the Board considers valuable to effective oversight of Occidental and illustrates how our Board's director nominees individually and collectively represent these key competencies. The lack of an indicator for a particular item does not mean that the director does not possess that qualification, skill or experience as we look to each director to be knowledgeable in these areas; rather, the indicator represents that the item is a core competency that contributed to his or her nomination to the Board.

| | Chazen | David | Gradano | Indefrey | Kolb | Langham | Riese | Moore | Polio-Hendricks | Priddy | Shawyer |
|--|--------|-------|---------|----------|------|---------|-------|-------|-----------------|--------|---------|
| CORPORATE GOVERNANCE contributes to the Board's understanding of best practices in corporate governance matters | | | | | | | | | | | |
| ENVIRONMENTAL, HEALTH, SAFETY & SUSTAINABILITY contributes to the Board's oversight and understanding of EHS and sustainability issues and their relationship to the company's business and strategy | | | | | | | | | | | |
| EXECUTIVE COMPENSATION contributes to the Board's ability to attract, motivate and retain executive talent and to align compensation programs with shareholder interests | | | | | | | | | | | |
| FINANCE/CAPITAL MARKETS valuable in evaluating Occidental's capital structure, capital allocation and financial strategy (dividends/stock repurchases/financing) | | | | | | | | | | | |
| FINANCIAL REPORTING/ACCOUNTING EXPERIENCE critical to the oversight of the company's financial statements and financial reports | | | | | | | | | | | |
| GOVERNMENT, LEGAL & REGULATORY contributes to the Board's ability to navigate regulatory dynamics and understand complex legal matters and public policy issues | | | | | | | | | | | |
| INDUSTRY BACKGROUND contributes to a deeper understanding of our business strategy, operations, key performance indicators and competitive environment | | | | | | | | | | | |
| INTERNATIONAL EXPERIENCE critical to cultivating and sustaining business and governmental relationships internationally and providing oversight of our multinational operations | | | | | | | | | | | |
| INVESTOR RELATIONS contributes to the Board's understanding of shareholder concerns and perceptions | | | | | | | | | | | |
| PUBLIC COMPANY EXECUTIVE EXPERIENCE contributes to the Board's understanding of operations and business strategy and demonstrates leadership ability | | | | | | | | | | | |
| RISK MANAGEMENT contributes to the identification, assessment and prioritization of significant risks facing the company | | | | | | | | | | | |
| TECHNOLOGY/CYBER SECURITY contributes to the Board's understanding of information technology and cyber risks | | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Stephen I. Chazen **INDEPENDENT**

Chairman since 2020
Age: 73
Director Since: 2020
Board Committees: **Advisory**

Current Public Company Directorships:
Magnolia Oil & Gas Corporation
The Williams Companies, Inc.
Former Public Company Directorships (within the last 5 years):
Ecolab Inc.

DIRECTOR QUALIFICATIONS

Mr. Chazen is the President, Chief Executive Officer and Chairman of Magnolia Oil & Gas Corporation, a publicly-traded exploration and production company. Prior to that, Mr. Chazen was President and Chief Executive Officer of Occidental from May 2011 to April 2016 and served as a member of the Board from May 2010 to May 2017. Mr. Chazen served as Occidental's President and Chief Operating Officer from 2010 to 2011; President and Chief Financial Officer from 2007 to 2010; Chief Financial Officer and Senior Executive Vice President from 2004 to 2007; Chief Financial Officer and Executive Vice President-Corporate Development from 1999 to 2004; and Executive Vice President-Corporate Development from 1994 to 1999. Before joining Occidental, Mr. Chazen was Managing Director in Corporate Finance and Mergers and Acquisitions at Merrill Lynch. He worked as Director of Project Evaluation and Reservoir Engineering at Columbia Gas Development Corporation from 1977 to 1982. He began his career with Northrop Corporation in 1973 as a Laboratory Manager at the Johnson Space Center. Mr. Chazen is a former Chairman of the Board of the American Petroleum Institute and the Catalina Island Conservancy. Mr. Chazen holds a Ph.D. in Geology from Michigan State University, a master's degree in Finance from the University of Houston, and a bachelor's degree in Geology from Rutgers College.

CORE COMPETENCIES

Executive Compensation

Finance/Capital Markets

Financial Reporting/Accounting Experience

Industry Background

Investor Relations

Public Company Executive Experience

Risk Management

ONEOK, Inc.

ONEOK presents a skills matrix that contains explanations on why each skill is sought by the Board. The director biographies presents specific skills and qualifications by each of the directors.


https://ir.oneok.com/~media/Files/O/OneOK-IR-V2/financial-reports/2020/2020-oke-proxy-statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Director Diversity and Core Competencies

Our governance guidelines provide that, in nominating candidates, the Board will endeavor to establish director diversity in personal background, race, gender, age and nationality, and to maintain a mix that includes, but is not limited to, the following areas of competency: accounting and finance; investment banking; business judgment; management; energy industry knowledge; operation leadership; strategic vision; law and corporate relations.

DIRECTOR NOMINEES



Brian L. Derksen
Age 58
Director since 2015
Independent Committees:
Audit (Vice Chair)
Corporate Governance

Career Highlights:

- Served as Global Deputy Chief Executive Officer of Deloitte Touche Tohmatsu Limited ("DTTL") from 2011 until 2014.
- Served as Deputy Chief Executive Officer of Deloitte LLP ("Deloitte U.S.") from 2003 to 2011.
- Served as Managing Partner of the financial advisory business and the Mid-America region of Deloitte U.S. In fulfilling his roles for DTTL and Deloitte U.S., he acted in his capacity as a partner in Deloitte U.S. He retired as a partner of Deloitte U.S. in May 2014.
- Certified Public Accountant.
- During the period from November 2014 through May 2015, he was engaged to serve as an independent consultant in the information technology sector.
- Holds a Bachelor of Science degree from the University of Saskatchewan (Canada) and a Master of Business Administration degree from Duke University's Fuqua School of Business.

Other Boards:

- A member of the Boards of Directors of Brookshire Grocery Company and Dye & Durham Corporation, both privately held companies.

Skills and Qualifications:

- Extensive experience and expertise in accounting, auditing, financial reporting, taxation and management consulting.
- Extensive senior executive experience provides him with particular expertise in leadership, strategic vision and corporate governance matters.

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

SUMMARY OF DIRECTOR QUALIFICATIONS AND EXPERIENCE

This table provides a summary view of the qualifications and attributes of each director nominee.

| | Brian L. Derksen | John H. Edwards | John W. Gibson | Mark W. Hutchinson | Russell J. Larson | Steven J. McKeown | John W. Mogg | Prady L. Moore | Gary D. Parker | Edmund A. Rodriguez | Terry A. Sautter |
|--|------------------|-----------------|----------------|--------------------|-------------------|-------------------|--------------|----------------|----------------|---------------------|------------------|
| Qualifications and Attributes | | | | | | | | | | | |
| Accounting/Auditing We operate in complex financial and regulatory environment with significant disclosure requirements and detailed business processes and internal controls. | | | | | | | | | | | |
| Business Operations We have significant operations focused on natural gas and natural gas liquids gathering, processing, fractionation, storage and transportation. | | | | | | | | | | | |
| Capital Management We allocate capital in various ways to run our operations, grow our business and return value to shareholders. | | | | | | | | | | | |
| Corporate Governance Leadership As a public company, we expect effective oversight and transparency, and our stakeholders demand it. | | | | | | | | | | | |
| Financial Expertise/Literacy Our business involves complex financial transactions and reporting requirements. | | | | | | | | | | | |
| Independence Independent directors have no material relationships with us and are essential in providing effective and unbiased oversight. | | | | | | | | | | | |
| Industry Experience Experience in the oil and gas midstream industry provides a relevant understanding of our business and strategy. | | | | | | | | | | | |
| Capital Markets Our business is capital intensive and requires access to capital and credit markets in order to grow our business. | | | | | | | | | | | |
| Public Company Executive Experience Experience leading a large, widely-held organization provides practical insights on need for transparency, accountability, and integrity. | | | | | | | | | | | |
| Recent Public Company Board Experience We value individuals who understand public company reporting responsibilities and have experience with the issues commonly faced by public companies. | | | | | | | | | | | |
| Regulatory/Risk Management A complex regulatory and risk environment requires us to develop policies and procedures that effectively manage compliance and risk. | | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Ovintiv Inc.

The skills matrix of Ovintiv presents the areas of expertise critical to the Company's board and includes a brief description for each skill and expertise.


<http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=114889198&type=PDF&formType=DEF+14A&dateFiled=2020-03-19&cik=0001792580&CK=1792580&symbol=0001792580&companyName=Ovintiv>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

The Board has identified the areas of expertise below as critical to an effective Ovintiv Board:

| Skills and Expertise | Dea | Fowler | Mayson | McIntire | McKenzie | Nance | Nimocks | Ricks | Shaw | Suttles | Waterman | Woitas |
|--|-----|--------|--------|----------|----------|-------|---------|-------|------|---------|----------|--------|
| Accounting and Finance Experience with financial services or complex financial transactions. | | | | | * | * | * | * | * | | * | |
| Environment, Health and Safety Experience with environment, health and safety matters including climate-related risks. | * | * | * | * | | * | | | | * | | * |
| Financial Expert Audit committee financial expert as defined by the U.S. Securities and Exchange Commission. | | | | | * | | | | | | * | |
| Governance Governance experience gained through board service or experience as a public company executive. | | * | | * | * | * | * | * | * | | | * |
| Human Resources and Compensation Expertise in compensation design and oversight of social issues, including diversity and inclusion. | | * | | * | * | * | * | * | * | | * | |
| Mergers, Acquisitions and Divestitures Experience with significant corporate transactions. | * | * | * | | | * | * | | * | * | * | * |
| Operations Experience with various aspects of development and operations. | * | * | * | | * | * | * | | | * | | * |
| Public Policy and Government Relations Experience in government relations; public policy or regulatory matters. | * | | * | * | | | | | | * | * | * |
| Reserves Experience reviewing externally disclosed natural gas and oil reserves and resources data. | * | | * | | | * | | * | | * | | * |
| Risk Management Experience identifying, managing and mitigating corporate risks. | * | * | | * | * | | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



CLAYTON H. WOITAS

INDEPENDENT CHAIRMAN

Age: **71**

Calgary, Alberta, Canada

Director since **2008**

Received **92.57% favorable** vote at the 2019 Annual Meeting of Stockholders

Board/Committees (2019)

- Board* (7 of 7 meetings)
- CRG* (3 of 3 meetings)

MR. WOITAS brings extensive experience in the areas of exploration, production, business development, strategy, and corporate governance to the Board. He acted as Interim President & Chief Executive Officer of the company from January 2013 until Mr. Suttles was appointed in June 2013. His other business experience includes:

- Chairman & Chief Executive Officer, Range Royalty Management Ltd., a private oil and gas royalty company, from 2006 to December 2014.
- Founder, Chairman and President & Chief Executive Officer, Profico Energy Management Ltd., a private company focused on natural gas exploration and production in Western Canada, from January 2000 to June 2006.
- Director and President & Chief Executive Officer, Renaissance Energy Ltd., a public company focused on the Western Canadian energy sector, prior to April 2000.

Public Company Directorships

- Gibson Energy Inc., an oil and gas midstream company, from June 2010 until May 2018
- NuVista Energy Ltd., an oil and gas company, from July 2003 to May 2013

Education and Credentials

- Bachelor of Science in Civil Engineering (University of Alberta)

PepsiCo, Inc.

Pepsi provides three presentations: a chart that presents the directors' attributes and experiences as a group, a discussion of the attributes and experiences sought by the Board and a skills matrix that links each attribute/ experience to the directors who bring them to the Board.

https://www.pepsico.com/docs/album/annual-reports/pepsico-inc-2020-proxy-statement.pdf?sfvrsn=b0543005_2

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Directors' Attributes and Experiences

The Board looks for its current and potential directors to have a broad range of skills, education, qualifications and experiences that can be leveraged in order to benefit PepsiCo and its shareholders and align with the evolving needs of PepsiCo's long-term business strategy. Currently, the Board is particularly interested in maintaining a mix of attributes and experiences that include the following:

- **Public Company CEO** including deep operational, CEO experience at a large global public company
- **Financial Expertise / Financial Community** including senior financial leadership experience at a large global public company or financial institution
- **Consumer Products** including senior leadership experience with respect to a large consumer products business
- **Risk Management** including experience handling major risk-related challenges
- **Public Policy** including senior governmental, regulatory, philanthropic or public policy leadership experience, or policy-making role in areas relevant to our business
- **Science / Medical Research / Innovation** including senior leadership experience or scientific/research role driving technical, engineering, medical or other research innovation
- **Technology / Data Analytics / e-commerce / Digital Marketing / Cyber** including senior leadership experience at a digital company or expertise in areas including e-commerce, data analytics, cloud engineered systems, digital marketing or cybersecurity
- **Diversity** including understanding the importance of diversity to a global enterprise with a diverse consumer base, informed by experience of gender, race, ethnicity and/or nationality
- **Developing and Emerging Markets / International Residence** including global business experience with a focus on developing and emerging markets, or residence or extensive time spent living outside of the United States

SKILLS MATRIX

Our Nominating and Corporate Governance Committee and our Board are keenly focused on ensuring that a wide range of backgrounds, viewpoints and experiences are represented on our Board. The chart below summarizes certain notable attributes and experiences of each director nominee and highlights the diverse and balanced mix of attributes and experiences of the Board as a whole. These are the same attributes that the Board considers as part of its ongoing director succession planning process and align with the needs of PepsiCo's long-term business strategy. This high-level summary is not intended to be an exhaustive list of each director nominee's contributions to the Board.

| Attributes/ Experiences | Public Company CEO | Financial Expertise/ Financial Community | Consumer Products | Risk Management | Public Policy | Science/ Medical Research/ Innovation | Technology/ Data Analytics/ e-commerce/ Digital Marketing/ Cyber | Diversity | Developing & Emerging Markets/ International Residence |
|----------------------------|--------------------------|---|----------------------|--------------------|------------------|--|--|-----------|--|
| Shona Brown | | | | | | ✓ | ✓ | ✓ | ✓ |
| Cesar Conde | | | | | | | ✓ | ✓ | ✓ |
| Ian Cook | ✓ | ✓ | ✓ | | | | | | ✓ |
| Dina Dublon | | ✓ | | ✓ | | | | ✓ | ✓ |
| Richard Fisher | | ✓ | | ✓ | ✓ | | ✓ | | ✓ |
| Michelle Gass | ✓ | | ✓ | | | | | ✓ | ✓ |
| Ramon Laguarta | ✓ | | ✓ | | | | | ✓ | ✓ |
| David Page | | | | | ✓ | ✓ | | | |
| Robert Pohlad | ✓ | ✓ | ✓ | | | | | | ✓ |
| Daniel Vasella | ✓ | | ✓ | | | ✓ | | | ✓ |
| Darren Walker | | ✓ | | | ✓ | | | ✓ | ✓ |
| Alberto Weissner | ✓ | ✓ | | ✓ | | | | | ✓ |

Diverse and Balanced Mix of Attributes and Experiences

For further information on these attributes and experiences, see page 20.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Shona L. Brown

Director Since: 2009

Age: 54

Shona L. Brown served as a Senior Advisor to Google Inc., an Internet search and advertising technologies corporation, from 2013 to 2015. Dr. Brown served as Senior Vice President of Google.org, Google Inc.'s philanthropic arm, from 2011 to 2012. Dr. Brown served as Google Inc.'s Senior Vice President, Business Operations from 2006 to 2011 and Vice President, Business Operations from 2003 through 2006, leading internal business operations and people operations in both roles. Previously, Dr. Brown was a partner at McKinsey & Company, a management consulting firm. Dr. Brown also currently serves on the boards of DoorDash Inc., an on-demand prepared food delivery service, and several non-profit organizations (including The Nature Conservancy, Code for America, the Center for Advanced Study in the Behavioral Sciences at Stanford University and the John S. and James L. Knight Foundation).

Other Public Company Directorships:

- Current: Atlassian Corporation plc
- Previous (During Past 5 Years): None

Independent Committee Memberships:

- Compensation **CHAIR**
- Public Policy and Sustainability

**Skills and Qualifications**

Dr. Brown brings to our Board of Directors broad knowledge of information technology and social media and a critical perspective regarding the rapidly changing digital landscape gained from her extensive experience at a world-recognized global technology leader, Google. Dr. Brown also provides PepsiCo with the unique perspective of building innovation into business and people operations (including sustainability operations) at Google. In addition, through her business experience at Google and McKinsey & Company, she brings a deep expertise in building organizations optimized for adaptability, growth and innovation, which benefits PepsiCo as we address similar issues in an environment of evolving consumer preferences and regulatory initiatives. Her perspective on public policy and sustainability-related matters and the role of business in society gained from her experience working with non-profit organizations are valuable as PepsiCo continues to focus on its sustainability goals and pursue strategies to drive sustainable long-term growth.

Pfizer Inc.

Pfizer uses a matrix to present the skills that each director brings to the Board. The biographies present how each director acquired their specific qualifications.

https://s21.q4cdn.com/317678438/files/doc_financials/2019/ar/Pfizer-Proxy2020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

The Committee also considers, on an ongoing basis, the background, experience and skills of the incumbent Directors that are important to Pfizer's current and future business needs, including, among others, experience and skill in the following areas:

Director Skills Criteria

- Business Leadership & Operations
- International Business
- Medicine & Science
- Risk Management


- Healthcare & Pharma
- Government & Public Policy
- Human Capital Management

- Technology
- Finance & Accounting
- Academia

SKILLS MATRIX

| KEY SKILLS AND EXPERIENCE | | | | | | | | | | |
|------------------------------|----------------------------------|------------------------|--------------------|-----------------|---------------------|----------------------------|--------------------------|------------|----------------------|----------|
| | Business Leadership & Operations | International Business | Medicine & Science | Risk Management | Healthcare & Pharma | Government & Public Policy | Human Capital Management | Technology | Finance & Accounting | Academia |
| Ronald E. Blaylock | • | | | | | | | | | |
| Albert Bourla, DVM, Ph.D. | • | • | • | | • | | • | | | |
| W. Don Cornwell | • | | | • | | | • | | • | |
| Joseph J. Echevarria | • | • | | • | | • | | | • | |
| Scott Gottlieb, M.D. | | | • | | • | • | | | | |
| Helen H. Hobbs, M.D. | | | • | | • | | | | | • |
| Susan Rockfield, Ph.D. | • | | • | | | • | | | | • |
| James M. Kils | • | • | | | • | | | | | |
| Dani R. Littman, M.D., Ph.D. | | | • | | • | | | | | • |
| Shantanu Nasayen | • | • | | • | | | • | • | • | |
| Suzanne Nora Johnson | • | • | | • | • | | | | • | |
| James Quinney | • | • | | | | | | • | • | |
| James C. Smith | • | • | | | | | • | | • | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Ronald E. Blaylock

AGE: 60

DIRECTOR SINCE: 2017

BOARD COMMITTEES: Audit, Compensation and Science and Technology

KEY SKILLS: Business Leadership & Operations Risk Management Finance & Accounting

OTHER CURRENT PUBLIC BOARDS: CarMax, Inc., W.R. Berkley Corporation and Conyers Park II Acquisition Corp.

Founder, Managing Partner of GenNx360 Capital Partners, a private equity firm focused on investing in industrial and business services companies in the U.S. middle market, since 2006. Prior to launching GenNx360 Capital Partners, Mr. Blaylock founded and managed Blaylock & Company, an investment banking firm. He also held senior management positions at UBS, PaineWebber Group and Citicorp.

Director of CarMax, Inc., W.R. Berkley, Corporation, an insurance holding company, and Conyers Park II Acquisition Corp. (a special purpose acquisition company and an affiliate of Centerview Capital). Director of Syncreon U.S., a for-profit private company. Former Director of Urban One, Inc. Member of the Board of Trustees of Carnegie Hall. Member of the Board of Overseers of New York University Stern School of Business. Board Member of Mebane Foundation.

KEY SKILLS & EXPERIENCE:

Business Leadership & Operations/Risk Management: Mr. Blaylock's extensive experience in private equity and investment banking brings business leadership, financial expertise and risk management skills to the Board. In addition, Mr. Blaylock's service on the compensation committees of other public companies enables him to bring valuable insights to Pfizer's Board and Compensation Committee.

Finance & Accounting: Mr. Blaylock's significant financial background, including as the founder and managing partner of GenNx360 Capital Partners and the founder of Blaylock & Company, brings substantial financial expertise and a unique perspective on issues of importance relating to finance to the Board.

Phillips 66

Phillips 66's skills matrix provides details on why each skill sought by the Board is important to the company.

https://s22.q4cdn.com/128149789/files/doc_financials/2020/ar/2020-Proxy-Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

Skills and Qualifications We Seek in Directors

In evaluating potential candidates for nomination to the Board, as well as evaluating the Board's overall composition, the Nominating and Governance Committee and the Board consider several factors. All directors are expected to possess the highest personal and professional ethics, integrity and values and be committed to representing the long-term interests of the Company's shareholders. Directors also are expected to devote sufficient time and effort to their duties as a director.

The Nominating and Governance Committee believes that the Board should reflect a range of talents, ages, skills, experiences, diversity, and expertise sufficient to provide sound and prudent guidance with respect to the Company's strategic and operational objectives. The Board has committed to seeking women and minority candidates, as well as candidates with diverse backgrounds, skills and experiences, as part of the search process for new directors.

The following are key skills and qualifications considered in evaluating director nominees and Board composition as a whole. The Board determined that a mix of these skills and qualifications provides the composition necessary to effectively oversee the Company's execution of its strategy.

| Skills and Qualification We Seek | Mr. Adams | Mr. Ferguson | Mr. Garland | Mr. Holley | Mr. Lowe | Mr. McGraw | Ms. Ramona | Mr. Tilton | Ms. Tschinkel | Dr. Whittington |
|---|-----------|--------------|-------------|------------|----------|------------|------------|------------|---------------|-----------------|
| C-Suite experience. We believe individuals with experience as executives of publicly traded companies have valuable insights and practical understanding of organizations, processes, strategy, risk management and the methods to drive change and growth. | | * | * | * | * | * | * | * | * | * |
| Financial reporting experience. We believe it is important that directors have finance and financial reporting experience because the Company measures its operating and strategic performance by reference to financial targets and because accurate financial reporting and robust auditing are critical to the Company's success. | * | * | * | * | * | * | * | * | * | * |
| Industry experience. We believe that individuals with specific industry experience bring pertinent background and knowledge to the Board, providing valuable perspective on issues specific to the Company's business, operations and strategy. | * | * | * | * | * | * | * | * | * | * |
| Global experience. We seek directors that have global business or international experience, which we believe enables them to provide valuable perspectives on our operations and oversee strategic initiatives. | * | * | * | * | * | * | * | * | * | * |
| Environmental experience. We seek directors who have experience within the environmental regulatory field to help ensure that our actions today will provide the energy needed to drive economic growth and social well-being, while securing a stable and healthy environment for tomorrow. | * | * | * | * | * | * | * | * | * | * |
| Risk management experience. We seek individuals with experience managing risk to ensure that directors are capable of fulfilling their risk oversight responsibilities, bringing background and experience to their duties that increase their effectiveness. | * | * | * | * | * | * | * | * | * | * |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

| | |
|---|--|
|  | <ul style="list-style-type: none"> Executive Vice President and Chief Financial Officer of Walmart Inc. from 2010 to 2015 Director of Amgen, Inc. since 2017 |
| | <p>Director Qualifications: Mr. Holley has several years of experience as an executive at one of the largest U.S. corporations, providing him with expertise in finance, senior management, risk and asset management, strategic planning and capital markets. He also has extensive experience in international operations and technology platforms.</p> |
| | <p>Charles M. Holley</p> |
| | <p>Age 63 Director since 2019 Board Committees: Audit and Finance, Public Policy</p> |

Pinnacle West Capital Corporation

Pinnacle West groups the skills sought by the Board into six categories and explains why each main category of skills is important to the Board. Bar charts show the number of directors who have acquired each skill. The skills matrix and biographies present the skills acquired by each director.

http://s22.q4cdn.com/464697698/files/doc_financials/2019/annual/2020-Proxy-Statement-Final.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

PRESENTATION OF NOMINEE SKILLS AS A GROUP

SKILLS AND EXPERIENCE POSSESSED BY OUR BOARD AS A GROUP

FINANCE AND ACCOUNTING

As a publicly traded company subject to the rules of the Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE"), and because we operate in a complex financial environment and are regulated by multiple regulators, we require strong financial, accounting and capital allocation skills and experience.



BUSINESS OPERATIONS AND STRATEGY

As a large organization with complex operations, our Board must have a comprehensive combination of skills and experience in business operations and strategy in order to guide the development of our near- and long-term operational and strategic goals, which requires knowledge about the Company, our business environment and our customers' perspectives.



LARGE ORGANIZATIONAL LEADERSHIP

Leadership experience in a large organization, at both the management and director level, provides directors with the ability to effectively oversee management in setting, implementing and evaluating the Company's strategic objectives as well as providing invaluable experience in developing, implementing and maintaining the policies and practices for managing an effective workforce.



THE COMPANY'S INDUSTRY

Possessing an understanding of both the utility industry and the nuclear industry is important to understanding the challenges we face as we develop and implement our business strategy.



PUBLIC POLICY AND REGULATORY COMPLIANCE

Operating in the heavily regulated utility industry, we are directly affected by public policy and the actions of various federal, state and local governmental agencies.



RISK OVERSIGHT AND RISK MANAGEMENT

Operations in our industry require the development of policies and procedures that allow for the oversight of and effectively manage risk.



SKILLS MATRIX

DIRECTORS' KEY SKILLS AND EXPERIENCE

| | GLYNIS A. BRYAN | DENIS A. CORTESE, M.D. | RICHARD P. FOX | JEFFREY B. GOLDER | DALE E. KLEIN, PH. D. | HUMBERTO S. LOPEZ | KATHRYN L. MUNRO | BRUCE J. NORDBLOM | PAULA J. SIMS | JAMES E. TREVATHAN, JR. | DAVID P. WAGNER |
|---|-----------------|------------------------|----------------|-------------------|-----------------------|-------------------|------------------|-------------------|---------------|-------------------------|-----------------|
| DIVERSITY | | | | | | | | | | | |
| Gender or Ethnicity | ☑ | | | | | ☑ | ☑ | | ☑ | | |
| FINANCE & ACCOUNTING | | | | | | | | | | | |
| Audit Expertise | | | ☑ | | | | | ☑ | | | |
| Finance/Capital Allocation | ☑ | ☑ | | | | ☑ | | | | | ☑ |
| Financial Literacy and Accounting | ☑ | ☑ | ☑ | | ☑ | ☑ | | ☑ | | ☑ | ☑ |
| Investment Experience | | | | | | ☑ | ☑ | | | | ☑ |
| BUSINESS OPERATIONS AND STRATEGY | | | | | | | | | | | |
| Business Strategy | | | ☑ | ☑ | | | | | ☑ | ☑ | ☑ |
| Complex Operations Experience | | ☑ | | | ☑ | | | | ☑ | ☑ | |
| Corporate Governance | ☑ | | | | | | ☑ | ☑ | | | |
| Customer Perspectives | | ☑ | ☑ | | | ☑ | | ☑ | | | |
| Extensive Knowledge of Company's Business Environment | | | | ☑ | | ☑ | ☑ | ☑ | | | |
| LARGE ORGANIZATIONAL LEADERSHIP | | | | | | | | | | | |
| CEO/Senior Leadership | ☑ | | | ☑ | ☑ | | ☑ | | ☑ | ☑ | |
| Public Board Service | ☑ | | ☑ | | | | ☑ | | | | ☑ |
| Human Capital Management | | ☑ | ☑ | ☑ | ☑ | ☑ | ☑ | ☑ | | ☑ | |
| THE COMPANY'S INDUSTRY | | | | | | | | | | | |
| Nuclear Experience | | | | ☑ | ☑ | | | | ☑ | | |
| Utility Industry Experience | | | | ☑ | ☑ | | | | ☑ | | ☑ |
| PUBLIC POLICY AND REGULATORY COMPLIANCE | | | | | | | | | | | |
| Government/Public Policy/Regulatory | ☑ | ☑ | | ☑ | ☑ | | | | ☑ | ☑ | |
| RISK OVERSIGHT AND RISK MANAGEMENT | | | | | | | | | | | |
| Risk Oversight and Risk Management | ☑ | ☑ | ☑ | ☑ | | ☑ | ☑ | ☑ | ☑ | ☑ | ☑ |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Glynis A. Bryan

Independent Director

Age: 61

Director since: 2020

BACKGROUND

- Since 2007: Chief Financial Officer, Insight Enterprises, Inc. (computer hardware, software, and technology solutions)
- Ms. Bryan is also a director of Pentair plc

QUALIFICATIONS

As a Chief Financial Officer for more than 20 years, Ms. Bryan brings to the Board broad functional experience in financial planning and analysis, treasury, capital markets and managing financial risk. In addition to her executive leadership experience, she also has more than 15 years of public company board experience, serving on the Board of Pentair plc where she serves as the Chair of the Audit and Finance Committee and previously served as the Chair of the Governance Committee. Ms. Bryan also brings added diversity to the Board as a woman of color.

COMMITTEES

- Audit
- Nuclear and Operating

NOMINEE SKILLS AND EXPERIENCE

As a long-tenured CFO and member of a public Board of a large, multinational corporation, Ms. Bryan brings the following key attributes to the Company:

- Corporate Governance
- Finance/Capital Allocation
- Financial Literacy/Accounting
- CEO/Senior Leadership
- Public Board Service
- Government/Public Policy/Regulatory
- Risk Oversight and Risk Management

PPL Corporation

PPL presents a matrix and a blended overview of the nominees' skills as a group.

<https://www.pplweb.com/wp-content/uploads/2020/04/PPL-Corporation-2020-Proxy-Statement.pdf>

SKILLS MATRIX

The table below summarizes, in no particular order, the primary experiences, qualifications and skills that our nominees for director bring to the Board.

| | Conway | Elliott | Rajamannar | Regerson | Sorgi | Spence | von Althann | Williamson | Wood | Zagalo de Lima |
|--------------------------------------|--------|---------|------------|----------|-------|--------|-------------|------------|------|----------------|
| Global Business Perspective | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Regulated Industry | | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Risk Management | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ | |
| Customer Relationships and Marketing | | ✓ | ✓ | | | ✓ | ✓ | ✓ | | ✓ |
| Public Company Board Experience | ✓ | ✓ | | ✓ | | ✓ | ✓ | | ✓ | |
| Finance and Accounting | | ✓ | | | ✓ | | | ✓ | ✓ | |
| Technology and Cybersecurity | | ✓ | ✓ | | | ✓ | | | ✓ | ✓ |
| Environmental | ✓ | | ✓ | ✓ | | ✓ | | | | |
| CEO | ✓ | | | ✓ | | ✓ | | | | |

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



JOHN W. CONWAY
Age: 74
Director since: 2000
Independent Director
Lead Director

Board Committees:

- Compensation
- Executive
- Finance

Other Public Directorships:

- Crown Holdings, Inc.

Professional Experience:

- Former Chief Executive Officer (2001–2015), President (1998–2013) and Chief Operating Officer (1998–2001), Crown Holdings, Inc., an international manufacturer of packaging products for consumer goods
- Former President, Continental Can International Corporation
- Former Chairman, Can Manufacturers Institute

Experience and Qualifications: With years of demonstrated managerial ability as a chief executive officer and chief operating officer of a large global manufacturing company, Mr. Conway brings to our Board a wealth of knowledge regarding organizational, operational and risk management, as well as environmental oversight and board leadership experience at a large public company.

Range Resources Corporation

Range Resources presents a matrix and a discussion on why each skill is sought by the Board.

<http://ir.rangeresources.com/static-files/19d0525c-66fa-42c1-8f97-89bc046b0e99>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

The Board considers the following competencies when evaluating director nominees and board composition as a whole. The Board believes that a mix of these skills and qualifications provides the composition necessary to effectively oversee the Company's execution of its strategy.

CEO/Senior Officer experience. We believe individuals with CEO experience have valuable insight and a practical understanding of organizations, processes, strategy and risk and risk management. Through service as top leaders at other organizations, directors with CEO or senior officer experience bring valued perspectives on common issues affecting publicly traded companies such as Range.

Industry experience. We believe that experience as an executive, director or other leadership position in the energy industry is an important consideration for service on the Board. Individuals with specific industry experience bring pertinent background and knowledge to the Board, providing valuable perspective on issues specific to the Company's business.

Financial Reporting/Finance/Banking experience. The Company measures its operating and strategic performance by reference to financial targets. In addition, accurate financial reporting and robust auditing are critical to the Company's success. As a result, we believe it is important that directors have finance and financial reporting experience. We seek to have multiple directors who qualify as audit committee financial experts. In addition, we also believe it is important to have knowledge in capital markets, both debt and equity. We also expect all of our directors to be financially knowledgeable.

Geoscience/Engineering experience. We believe that experience in these particular areas enables valuable perspectives on our operations and issues specific to our business. Individuals with an understanding in these areas bring background and experience to their duties that increase their effectiveness.


Technology. Experience in information technology helps us pursue and achieve our business objectives. Leadership and understanding of areas such as cybersecurity risk, artificial intelligence, cloud computing and other areas of technology add exceptional value to our Board.

Risk Management experience. We seek individuals with experience managing risk to ensure that directors are capable of fulfilling their risk oversight responsibilities, bringing background and experience to their duties that increase their effectiveness.

SKILLS MATRIX

| Key Qualifications | | | | | | | |
|---|-------------------------------------|------------------------|--------------------------------------|-----------------------------------|----------------------------|------------|--------------------|
| The following are some of the key qualifications and skills of our Board. | | | | | | | |
| | CEO/Senior Officer Experience | Industry Experience | Financial Reporting Experience | Banking/ Finance Experience | Geoscience/ Engineering | Technology | Risk Management |
| Brenda A. Cline | • | | • | • | | | • |
| Margaret K. Dorman | • | • | • | • | | | • |
| James M. Funk | • | • | | | • | | • |
| Steve D. Gray | • | • | | | • | | • |
| Greg G. Maxwell | • | • | • | • | | • | • |
| Steffen E. Palko | • | • | | | • | | • |
| Jeffrey L. Ventura | | | | | | | |

The lack of a mark for each director to be a characteristic, skill, or



BRENDA A. CLINE

Independent Director
Age: 59
Director Since: 2015

Board Committees:

- Audit (Chair)
- Governance and Nominating

Ms. Cline became a director in July 2015. Since 1993, Ms. Cline has served as Chief Financial Officer, Treasurer, and Secretary of the Kimbell Art Foundation, a private operating foundation that holds significant investments in oil and gas interests and owns and operates the Kimbell Art Museum, Fort Worth, Texas. From 1993 until 2013, Ms. Cline also served as a contract author for Thomson Reuters, Fort Worth, Texas. Before 1993, Ms. Cline was a Senior Manager with Ernst & Young LLP. Ms. Cline also serves on the board of certain non-profit entities including the Board of Trustees of Texas Christian University and the Pension Fund of the Christian Church. Ms. Cline is a certified public accountant. She received her Bachelor of Business Administration, Accounting degree, summa cum laude, from Texas Christian University.

Current Public Company Directorships: Tyler Technologies; American Beacon Funds; Cushing Funds

Public Company Directorships Within the Past Five Years: None

Key Attributes, Skills and Experience

Ms. Cline has extensive experience in a number of areas including accounting and finance. She serves as chair of the Company's Audit Committee. Her experience as a current chief financial officer, her public accounting experience and her work as an independent board member are the primary factors in the Board having elected Ms. Cline as a Director of the Company and for the Governance and Nominating Committee's recommendation that she be nominated for re-election to the Board.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

The titles in salesforce.com's matrix are uniquely tailored to the Company's activities.

https://s23.q4cdn.com/574569502/files/doc_financials/2020/ar/Salesforce-FY-2020-Proxy-Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

Summary of Director Experience and Qualifications

The matrix below summarizes what our Board believes are desirable types of experience, qualifications, attributes and skills possessed by one or more of Salesforce's directors, because of their particular relevance to the Company's business and strategy. While all of these were considered by the Board in connection with this year's director nomination process, the following matrix does not encompass all experience, qualifications, attributes or skills of our directors.

| | Significant technical or business experience in software industry | Experience with cloud computing technology infrastructure | Experience as CEO or senior executive at a public company or other large organization | Experience as a director of another public company | Leadership experience in sales and distribution | Leadership experience in marketing and brand building | Expertise in financial statements and accounting | Experience founding or growing new businesses directly or through venture capital work | Diversity, including diversity of gender or race | Leadership experience in government, law or military | Leadership experience involving international operations or relations |
|----------------------|---|---|---|--|---|---|--|--|--|--|---|
| Marc Benioff | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ |
| Craig Conway | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ |
| Parker Harris | ✓ | ✓ | ✓ | | | | | ✓ | | | |
| Alan Hassenfeld | | | ✓ | ✓ | ✓ | ✓ | | ✓ | | | ✓ |
| Neelie Kroes | | | | ✓ | | | | | ✓ | ✓ | ✓ |
| General Colin Powell | | | | ✓ | | | | ✓ | ✓ | ✓ | ✓ |
| Sanford Robertson | | | | ✓ | ✓ | | ✓ | ✓ | | | |
| John V. Roos | | | | ✓ | | | | ✓ | | ✓ | ✓ |
| Robin Washington | ✓ | | ✓ | | | | | | | | |
| Maynard Webb | ✓ | ✓ | ✓ | | | | | | | | ✓ |
| Susan Wojcicki | ✓ | ✓ | ✓ | | | | | | | | |



Marc Benioff

Chair of the Board and CEO

Age: 55

Director Since: 1999

Marc Benioff is Chair, CEO and co-Founder of Salesforce and a pioneer of cloud computing. Under Mr. Benioff's leadership, Salesforce is the fastest growing top five enterprise software company and the #1 provider of CRM software globally. Mr. Benioff was named Innovator of the Decade by Forbes and recognized as one of the World's 50 Greatest Leaders by Fortune and one of the 10 Best-Performing CEOs by Harvard Business Review. A member of the World Economic Forum Board of Trustees, Mr. Benioff serves as the inaugural chair of WEF's Forum Center for the Fourth Industrial Revolution in San Francisco. Mr. Benioff also serves as chair of the Salesforce Foundation. Mr. Benioff received a B.S. in Business Administration from the University of Southern California, where he serves on its Board of Trustees.

Qualifications

Mr. Benioff's vision and status as one of our founders, as well as his tenure as our CEO and Chair of the Board, bring unique and invaluable experience to the Board. Further, his experience in sales, marketing and product development in the technology industry supports our conclusion that Mr. Benioff has the necessary and desired skills, experience and perspective to serve on our Board.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Service Properties Trust

Service Properties Trust presents the skills and experiences of their trustees that can provide their Board with the right mix of characteristics. The skills of the trustees are also highlighted in the matrix and biographies.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0000945394/f52b3edb-e5be-4215-bdd0-1c6f8d6aa01e.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Trustee Criteria, Qualifications, Experience and Tenure

Our Board performs an assessment of the skills and the experience needed to properly oversee the interests of the Company. Generally, our Board reviews both the short and long term strategies of the Company to determine what current and future skills and experience are required of our Board in exercising its oversight function and in the context of the Company's strategic priorities. Our Nominating and Governance Committee and our Board consider the qualifications, characteristics and skills of Trustees and Trustee candidates individually and in the broader context of our Board's overall composition when evaluating potential nominees for election as Trustees. Our Nominating and Governance Committee and our Board also received input from an executive search and consulting firm, Korn Ferry, in considering the qualifications of, and evaluating, potential nominees.

Our Board believes that its members should:

- exhibit high standards of integrity and ethics;
- have business acumen, practical wisdom, ability to exercise sound judgment in a congenial manner and be able to make independent analytical inquiries;
- have a strong record of achievements;
- have knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REITs");
- be familiar with hospitality and entertainment businesses and management contract and franchise agreement trends;
- be familiar with net leased service oriented retail businesses, including travel centers and related leasing trends;
- have diverse perspectives, backgrounds and experiences, including professional background, gender, ethnicity and skills; and
- be committed to serving on our Board over a period of years in order to develop knowledge about the Company's operations and have sufficient time and availability to devote to Board and committee matters.

In addition, our Board has determined that our Board, as a whole, should strive to have the right mix of characteristics and skills necessary to effectively perform its oversight responsibilities. Our Board believes that Trustees with one or more of the following professional skills or experiences can assist in meeting this goal:

- work experience with a proven record of success in his, her or their field;
- risk oversight/management expertise;
- accounting and finance, including a high level of financial literacy and understanding of the impact of financial market trends on the real estate industry;
- operating business and/or
- management/leadership ex
- knowledge of the Company
- familiarity with public capital markets;
- experience at a strategic or policymaking level in a business, government, non-profit or academic organization of high standing;
- service on other public company boards and committees;
- qualifying as a Managing Trustee in accordance with the requirements of

Summary of Trustee Qualifications and Experience

| Experience/Skills | Burns | Cramer | Fraiche | Harrington | Larkin | Murray | Partnow |
|--|-------|--------|---------|------------|--------|--------|---------|
| Strategic Planning and Leadership | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| CEO/Executive Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Oversight | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| REIT/Real Estate | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Asset Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Capital Markets/Investment Banking | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Other Public Company Board Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Government/Public Policy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Financial Literacy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Sustainability | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Talent Management | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Identifies as Female | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Identifies as Lesbian, Gay, Bisexual, Transgender and/or Queer | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

SKILLS MATRIX

| | | |
|--|--|--|
| <p>John L. Harrington</p> <p>Age: 83</p> <p>Independent Trustee since 1995</p> <p>Lead Independent Trustee since 2015</p> <p>Class/Term: Class I with a term expiring at our 2020 Annual Meeting</p> <p>Mr. Harrington has been chairman of the board of trustees of the Yawkey Foundation (a charitable foundation) since 2007 and prior to that from 2002 to 2003. He served as a trustee of the Yawkey Foundation since 1982 and as executive director from 1982 to 2006. He was also a trustee of the JRV Trust from 1982 through 2009. Mr. Harrington was chief executive officer and general partner of the Boston Red Sox Baseball Club from 1986 to 2002 and served as that organization's vice president and chief financial officer prior to that time. He was president of Boston Trust Management Corp. from 1981 to 2006 and a principal of Bingham McCutchen Sports Consulting LLC from 2007 to 2008. Mr. Harrington represented the Boston Red Sox majority interest in co-founding The New England Sports Network, managing it from 1981 to 2002. Mr. Harrington served as a director of Fleet Bank from 1985 to 1999 and of Shawmut Bank of Boston from 1986 to 1995, a member of the Major League Baseball Executive Council from 1996 to 2001, assistant secretary of administration and finance for the Commonwealth of Massachusetts in 1993, treasurer of the American League of Professional Baseball Clubs from 1970 to 1972, assistant professor and director of admissions, Carroll Graduate School of Management at Boston College from 1967 through 1970 and as supervisory auditor for the U.S. General Accounting Office from 1961 through 1965. He was an independent trustee of RMR Funds Series Trust from shortly after its formation in 2007 until its dissolution in 2009. Mr. Harrington has held many civic leadership positions and received numerous leadership awards and honorary doctorate degrees. Mr. Harrington holds a Massachusetts license as a certified public accountant.</p> | <p>Board Committees:</p> <ul style="list-style-type: none"> Audit Compensation Nominating and Governance (Chair) <p>Other RMR Managed Public Company Boards:</p> <ul style="list-style-type: none"> Diversified Healthcare Trust (formerly known as Senior Housing Properties Trust, since 1999) RMR Real Estate Income Fund, including its predecessor funds (since 2003) Office Properties Income Trust (since 2008) Tremont Mortgage Trust (since 2017) <p>Other Non-RMR Managed Public Company Boards:</p> <p>None</p> | <p>Specific Qualifications, Attributes, Skills and Experience:</p> <ul style="list-style-type: none"> Demonstrated leadership capability Work on public company boards and board committees and in key management roles in various enterprises Service on the boards of several private and charitable organizations Professional skills and expertise in accounting, finance and risk management and experience as a chief financial officer Expertise in compensation and benefits matters Institutional knowledge earned through prior service on our Board Qualifying as an Independent Trustee in accordance with the requirements of the Nasdaq, the SEC and our governing documents |
|--|--|--|

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Skyworks Solutions, Inc.

Skyworks Solutions presents a matrix of skills and experience brought by each director to the Board.

<https://www.skyworksinc.com/Downloads/Literature/2019-SWKS-Annual-Report/offline/download.pdf>

SKILLS MATRIX

Nine of our currently serving directors have been nominated for election to our Board of Directors to serve until the 2021 Annual Meeting of Stockholders and until their successors are elected and qualified or until their earlier resignation or removal. The table below summarizes the key qualifications and attributes

relied upon by the Board of Directors in nominating our current directors for election. Marks indicate specific areas of focus or expertise relied on by the Board of Directors. The lack of a mark in a particular area does not necessarily signify a director's lack of qualification or experience in such area.

| | Aldrich | Batey | Beche | Furey | Griffin | King | McGlade | Scharfstein | Stevenson |
|---|---------|-------|-------|-------|---------|------|---------|-------------|-----------|
| Skills and Experience | | | | | | | | | |
| Other Public Company Boards | | | | | | | | | |
| Current | 2 | | 2 | | 1 | 1 | 1 | 2 | 1 |
| Past 5 Years | | | 1 | | 1 | 2 | | 2 | 1 |
| Executive Leadership | | | | | | | | | |
| Public Company CEO | • | • | • | • | • | • | • | • | • |
| Public Company CFO | • | | | | • | • | • | | |
| Other Public Company Executive Officer ¹ | | • | • | | | | | | |
| International Business | • | • | • | • | • | • | • | • | • |
| Finance | | | | | | | | | |
| Public Financial Reporting | • | | | | • | • | • | • | |
| Audit Committee Financial Expert ² | | | | | | • | • | | |
| Manufacturing / Operations | | | | | | | | | |
| Technology | • | • | • | • | • | • | • | • | • |
| Semiconductors | • | | | | • | • | | | • |
| Sales / Marketing | | | | | | | | | |
| Mergers and Acquisitions | • | • | • | | • | • | • | • | |
| Skyworks Board Tenure (in Years) | 20 | <1 | 16 | 22 | 4 | 6 | 15 | 14 | 2 |
| Demographic Background | | | | | | | | | |
| Age | 63 | 57 | 61 | 61 | 53 | 70 | 59 | 59 | 57 |
| Gender | | | | | | | | | |
| Male | • | • | • | • | • | | • | • | |
| Female | | | | | | • | | | • |

¹ Section 16 Officer under applicable SEC rules

² Per designation by Skyworks' Board of Directors of current Audit Committee members

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

David J. Aldrich
Chairman of the Board

Director since: 2000

Age: 63

Committee(s): None

Experience

Mr. Aldrich serves as Chairman of the Board, a position he has held since May 2014. Mr. Aldrich also served as Executive Chairman of the Company from May 2016 to May 2018, Chief Executive Officer from May 2014 to May 2016, and as President and Chief Executive Officer and as a director from April 2000 to May 2014. From September 1999 to April 2000, Mr. Aldrich served as President and Chief Operating Officer. From May 1999 to September 1999, he served as Executive Vice President, and from May 1996 to May 1999, he served as Vice President and General

Manager of the semiconductor products business unit. Mr. Aldrich joined the Company in 1995 as Vice President, Chief Financial Officer and Treasurer.

Qualifications

We believe that Mr. Aldrich's qualifications to serve as a director include his leadership experience, his strategic decision-making ability, his knowledge of the semiconductor industry, and his in-depth knowledge of Skyworks' business.

Other Public Company Boards

Current

- Belden Inc.
- Acacia Communications, Inc.

Past 5 Years

- None

Texas Instruments Incorporated

Texas Instruments presents a matrix that provides a summary of the qualifications and experience of each director nominee. The biographies present specific skills and experience by each director.

<https://investor.ti.com/static-files/ec5ef316-a5e7-4bf6-80a1-deeeedb5407d>

SKILLS MATRIX

This table provides a summary view of the qualifications, experience and demographics of each director nominee as of the proxy statement filing date.

| | Mark A. Blinn | Todd M. Bludorn | Janet F. Clark | Carrie S. Cox | Martin S. Craighead | Jean M. Hobby | Michael D. Hou | Ronald Kirk | Pamela H. Palacky | Robert E. Sanchez | Richard K. Templeton |
|--|---------------|-----------------|----------------|---------------|---------------------|---------------|----------------|-------------|-------------------|-------------------|----------------------|
| Qualifications and experience | | | | | | | | | | | |
| Independence | • | • | • | • | • | • | • | • | • | • | • |
| Multinational experience | • | • | • | • | • | • | • | • | • | • | • |
| Executive leadership (public or private) | • | • | • | • | • | • | • | • | • | • | • |
| Technology, research and development | • | • | • | • | • | • | • | • | • | • | • |
| Manufacturing | • | • | • | • | • | • | • | • | • | • | • |
| End-market knowledge | • | • | • | • | • | • | • | • | • | • | • |
| Regulatory, public policy or legal | • | • | • | • | • | • | • | • | • | • | • |
| Other public board service | • | • | • | • | • | • | • | • | • | • | • |
| Financial acumen | • | • | • | • | • | • | • | • | • | • | • |
| Auditing/accounting | • | • | • | • | • | • | • | • | • | • | • |
| Demographic background | | | | | | | | | | | |
| Tenure (Years) | 7 | 3 | 5 | 16 | 2 | 4 | * | 7 | 16 | 9 | 17 |
| Age (Years) | 58 | 56 | 65 | 62 | 60 | 59 | 55 | 65 | 63 | 54 | 61 |
| Gender | M | M | F | F | M | F | M | M | F | M | M |
| Race/Ethnicity ** | C | C | C | C | C | C | A | B | C | H | C |

* Elected to the board effective April 1, 2020

** A = Asian; B = African American/Black; C = Caucasian/White; H = Hispanic/Latino

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Mark Blinn

Former chief executive officer of Flowserve Corporation



Career highlights

Mr. Blinn served in various positions at Flowserve, including as chief executive officer and president from 2009 to 2017 and chief financial officer from 2004 to 2009. Prior to Flowserve, Mr. Blinn held senior finance positions at several companies, including FedEx Kinko's Office and Print Services, Inc. and Centex Corporation. As an attorney, he represented financial institutions, foreign corporations, and insurance companies.

Key skills and experience

- Management responsibility of a large, multinational manufacturer operating in industrial markets
- Responsibility for significant capital and R&D investments
- Keen appreciation for audit and financial control matters

Other current public company directorships

- Emerson Electric Corporation
- Kraton Corporation
- Leggett & Platt Corporation

Other public company directorships in the last five years

- Flowserve Corporation

Tractor Supply Company

Tractor Supply uses icons in their presentation of skills sought by the Board, in a skills matrix and across director biographies which highlight individual skills.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0000916365/d20921b0-af27-491f-97be-d0d03c5b8994.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Director Experience, Skills and Background

Tractor Supply is committed to growing our business by being the most dependable supplier of relevant products and services, creating customer loyalty through personalized experiences and providing convenience that our customers expect anywhere, anytime and any way. In selecting members for our Board, the Corporate Governance Committee evaluates the current composition of the Board and its composition and determines the most relevant skills and experience to provide effective oversight, support the needs of our business and implement our ONETractor strategy.

We generally seek director candidates with experience, skills or background in one or more of the following areas:

LEADERSHIP

CEO / President Experience
We strive to maintain a Board with a wide range of leadership experience including service as a current or former CEO or President.

Public Company Directorship
We seek directors who hold other current or previous directorship positions with public companies.

STRATEGY

Retail
We seek directors who possess an understanding of operational and strategic issues facing large retail companies, including changing consumer behavior.

Technology / E-Commerce
We seek directors who can provide guidance based on their experiences with e-commerce and digital technologies to integrate the customer experience in-store and online.

Marketing / Brand Management
We seek directors with relevant experience in consumer marketing or brand management and an understanding of shifting customer dynamics and consumer preferences.

HR / Compensation
We seek directors with relevant experience in human resources or executive compensation who can provide guidance and oversight of our compensation program.

GOVERNANCE

Accounting / Finance
We seek directors who have experience with finance and financial reporting processes due to the importance our company places on accurate financial reporting, controls and compliance.

Regulatory / Legal
Our business requires compliance with a variety of regulatory requirements across a number of jurisdictions. We seek directors who have legal and risk management expertise.

Corporate Governance
We seek directors who have experience with corporate governance and managing board strategies and practices that align with best practices and our strategic values.

DIVERSITY

Board Diversity
Diversity and inclusion are values ingrained in our culture and essential to our business. We believe that a board comprised of directors with diverse backgrounds, unique skill sets and experiences, and individual perspectives improves the discussion and decision-making process, which contributes to overall Board effectiveness.


SKILLS MATRIX

| DIRECTOR | LEADERSHIP | | STRATEGY | | | | GOVERNANCE | | |
|---------------------|----------------------------|-----------------------------|----------|-------------------------|------------------------------|-------------------|----------------------|--------------------|----------------------|
| | CEO / President Experience | Public Company Directorship | Retail | Technology / E-Commerce | Marketing / Brand Management | HR / Compensation | Accounting / Finance | Regulatory / Legal | Corporate Governance |
| Cynthia T. Jamison | | | | | | | | | |
| Ricardo Cardenas | | | | | | | | | |
| Denise L. Jackson | | | | | | | | | |
| Thomas A. Kingsbury | | | | | | | | | |
| Ramkumar Krishnan | | | | | | | | | |
| George MacKenzie | | | | | | | | | |
| Edna K. Morris | | | | | | | | | |
| Mark J. Weikel | | | | | | | | | |
| Harry A. Lawton III | | | | | | | | | |
| TOTAL | 6 | 5 | 7 | 5 | 6 | 2 | 4 | 1 | 3 |


DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Cynthia T. Jamison

Chairman of the Board



Joined the Board: 2002
Age: 60



Board Committees

- Attends all committee meetings held by the Board of Directors

Other Current Company Directorships

- Office Depot, August 2013 (Audit Committee Chair)
- Darden Restaurants, Inc., October 2014 (Audit Committee Chair)
- Big Lots, Inc., May 2015 (Corporate Governance Chair)

Ms. Jamison has served as Chairman of our Board since 2014, after having previously served as Lead Independent Director of the Company from 2010 to 2014. Previous positions include: Audit Committee Chair, Compensation Committee Chair and Corporate Governance Chair of the Company. She has also served as Chief Financial Officer or Chief Operating Officer of several companies during her tenure from 1989 to 2009 at Tatum, LLC. From 2005 to 2009, led the CFO Services practice and was a member of the firm's Operating Committee. Served as Chief Financial Officer of Agropur, Inc. from 2009 to 2012. Beginning in January 2019, Ms. Jamison currently serves as a Board Member of the Financial Accounting Standards Advisory Council. Past directorships: B&G Foods, Inc. from 2004 until 2015 (Audit Committee Chair); Carbo Media, Inc. from 2011 until 2013 (Chairman of the Board); Horizon Organic Holdings from 2001 until 2003.

Skills & Expertise

Ms. Jamison brings extensive financial and accounting experience, including public company reporting, as well as expertise in strategic planning, capitalization and corporate governance gained from her years as a chief financial officer and audit committee chairman for several companies. Ms. Jamison brings unique insights from her experience in executive and board leadership positions and her service on the boards of directors of a variety of public and private companies, including several other retailers, as well as her service as an audit committee financial expert. Her significant experience in executive and board leadership positions as well as deep financial and public company expertise strengthens the Board's collective knowledge and understanding of corporate governance and financial matters.

Union Pacific Corporation

Union Pacific defines the skills and experience sought by the Board and presents a skills matrix.

https://www.up.com/cs/groups/public/@uprr/@investor/documents/investordocuments/pdf_up_def14a_04032020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Director Qualifications and Experience

The Corporate Governance and Nominating Committee considered the character, experience, qualifications and skills of each director nominee when determining whether he or she should serve as a director of the Company. Consistent with the stated criteria for director nominees described on pages 17 and 19 below and included in the Company's Corporate Governance Guidelines and Policies, the Committee determined that each director nominee exhibits a high degree of integrity, has significant professional accomplishments, and has proven leadership experience. Each director nominee is or has been a leader in his or her respective field and brings diverse talents and perspectives to the Board. The Committee also considered the experience and qualifications that each director nominee brings to the Board outlined above in each director's biographical information, as well as service on boards of other public companies.

The Committee utilizes the following list of skills, attributes and qualities that are particularly relevant to the Company when evaluating director nominees.

- Economics/Finance** – Background in finance, banking, economics, and the securities and financial markets, both domestic and international;
- Operations** – Knowledge or experience in the transportation industry, particularly the rail industry and rail operations;
- Risk Management Experience** – Senior executive level experience in risk management, strategic planning or compliance activities;
- Customer Perspective** – A strong understanding of rail customer perspectives;
- Government and Regulatory Expertise** – Experience in regulatory, political and governmental affairs or public service in legislative or executive positions in Washington D.C. or states where the Company has a significant operating presence;
- Legal** – Possesses a law degree or experience in the legal profession;
- International/Global Expertise** – An international background or experience in operations with Mexican and Canadian rail systems, along with international marketing efforts;
- Wall Street Experience** – Background or experience with an investment banking or similar Wall Street financial expertise;
- Technology** – Senior executive level or board experience in information systems or information technology issues for a public or private company;
- Investor Perspective** – A strong understanding of institutional investor perspectives;
- CEO Experience** – Business and strategic management experience as a chief executive officer; and
- Publicly Traded Company Experience** – Prior or current service as a director of publicly traded companies.

SKILL MATRIX

Below we identify the balance of skills and qualifications each director nominee brings to the Board. The fact that a particular skill or qualification is not designated does not mean the director nominee does not possess that particular attribute. Rather, the skills and qualifications noted below are those reviewed by the Corporate Governance and Nominating Committee and the Board in making nomination decisions and as part of the Board succession planning process. We believe the combination of the skills and qualifications shown below demonstrates how the Board is well-positioned to provide strategic oversight and guidance to management.

| Director Skills and Qualifications | Andrew H. Card, Jr. | William J. Dalbey | David R. Dixon | James M. Fritz | Deborah C. Hughes | John N. Lutz | Michael R. McCarthy | Thomas F. McManis III | Robert L. Neal | John N. O'Connell | Christopher J. Williams | Number of Directors with Skill / Experience / Attribute |
|---|---------------------|-------------------|----------------|----------------|-------------------|--------------|---------------------|-----------------------|----------------|-------------------|-------------------------|---|
| Economics/Finance — Background in finance, banking, economics, and the securities and financial markets, both domestic and international | | | | | | | | | | | | 7/11 |
| Operations — Knowledge or experience in the transportation industry, particularly the rail industry and rail operations | | | | | | | | | | | | 6/11 |
| Risk Management Experience — Senior executive level experience in risk management, strategic planning or compliance activities | | | | | | | | | | | | 11/11 |
| Customer Perspective — A strong understanding of rail customer perspectives | | | | | | | | | | | | 6/11 |
| Government and Regulatory Expertise — Experience in regulatory, political and governmental affairs or public service in legislative or executive positions in Washington D.C. or state government, especially in states where the Company has a significant operating presence | | | | | | | | | | | | 5/11 |
| Legal — Possesses a law degree or experience in the legal profession | | | | | | | | | | | | 3/11 |
| International/Global Expertise — An international background or experience in operations with Mexican and Canadian rail systems, along with international marketing efforts | | | | | | | | | | | | 7/11 |
| Wall Street Experience — Background or experience with an investment banking or similar Wall Street financial expertise | | | | | | | | | | | | 4/11 |
| Technology — Senior executive level or board experience in information systems or information technology issues for a public or private company | | | | | | | | | | | | 2/11 |
| Investor Perspective — A strong understanding of institutional investor perspectives | | | | | | | | | | | | 7/11 |
| CEO Experience — Business and strategic management experience as a chief executive officer | | | | | | | | | | | | 5/11 |
| Publicly Traded Company Experience — Prior or current service as a director of publicly traded companies | | | | | | | | | | | | 10/11 |
| Age | 72 | 64 | 69 | 57 | 65 | 63 | 63 | 73 | 53 | 66 | 62 | 65 Avg. Age |
| Tenure | 13 | 2 | 6 | 5 | 3 | 4 | 11 | 13 | 3 | 11 | 1 | 6.5 Avg. Tenure |

ANDREW H. CARD



AGE: 72

DIRECTOR SINCE: 2006

COMMITTEES:



EXPERIENCE

Former White House Chief of Staff

Mr. Card most recently served as President of Franklin Pierce University from 2015 until 2016, and also previously served as the Executive Director of the Office of the Provost and Vice President for Academic Affairs at Texas A&M University until he became President of Franklin Pierce University. Prior to that, Mr. Card served as Chief of Staff to President George W. Bush, the 11th Secretary of Transportation under President H.W. Bush, and Deputy Assistant to the President and Director of Intergovernmental Affairs for President Ronald Reagan. Additionally, Mr. Card previously served as Vice President-Government Relations for General Motors Corporation, and as the President and Chief Executive Officer of the American Automobile Manufacturers Association.

Mr. Card has extensive senior-level experience in the federal government and the transportation industry, as well as invaluable experience in economic and international affairs, due to his roles as Chief of Staff to President George W. Bush; the 11th Secretary of Transportation under President H.W. Bush; the Deputy Assistant to the President and Director of Intergovernmental Affairs for President Ronald Reagan; Vice President-Government Relations for General Motors Corporation, one of the world's largest auto manufacturers; and President and Chief Executive Officer of the American Automobile Manufacturers Association.

OTHER PUBLIC DIRECTORSHIPS (within the last 5 years)

CURRENT
• Draganfly Inc. (since 2019)

FORMER
• Lorillard, Inc. (2011-2015)

DIRECTOR BIOGRAPHIES
WITH A GENERAL
PRESENTATION OF
SKILLS AND EXPERIENCE

Unum Group

Unum uses a blended overview of director experience to present the skills sought by the Board and an explanation of why each is important to the Company. Unum also presents a matrix and highlights specific nominee skills in the director biographies.

<https://www.unumgroup.com/file/103324/Index?KeyFile=1500128879>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

| Qualifications and Attributes | Relevance to Unum | Board Composition ⁽¹⁾ |
|--|--|----------------------------------|
| Accounting/Auditing | We operate in a complex financial and regulatory environment with disclosure requirements, detailed business processes and internal controls. | 8 |
| Business Operations | We have significant operations focused on customer service, claims management, sales, marketing and various back-house functions. | 11 |
| Capital Management | We allocate capital in various ways to run our operations, grow our core businesses and return value to shareholders. | 9 |
| Corporate Governance/ESG | As a public company and responsible corporate citizen, we expect effective oversight and transparency, and our stakeholders demand it. | 8 |
| Financial Expertise/Literacy | Our business involves complex financial transactions and reporting requirements. | 11 |
| Independence | Independent directors have no material relationships with us and are essential in providing unbiased oversight. | 10 |
| Industry Experience | Experience in the insurance and financial services industry provides a relevant understanding of our business, strategy, and marketplace dynamics. | 8 |
| International | With global operations in several countries and prior international experience helps us understand opportunities. | |
| Investment Markets | We manage a large and long-term investment portfolio and the future claims of our policyholders. | |
| Recent Public Board Experience | We value individuals who understand public company issues and have experience with the issues commonly faced by public companies. | |
| Public Company Executive Experience | Experience leading a large, widely-held organization provides for transparency, accountability, and integrity. | |
| Regulatory/Risk Management | A complex regulatory and risk environment requires procedures that effectively manage compliance and risk. | |
| Technology/Digital Transformation | We rely on technology to manage customer data, deliver products, pay claims, and enhance the customer experience. | |

SKILLS MATRIX

This table provides a summary view of the qualifications and attributes of each director nominee.

| Qualifications and Attributes | Theodore H. Bunting, Jr. | Susan L. Cross | Susan D. DeVore | Joseph J. Echevarria | Cynthia L. Egan | Kevin T. Kabat | Timothy F. Keane | Gloria C. Larson | Richard P. McKenney | Ronald P. O'Hanley | Francis J. Shammo |
|--------------------------------------|--------------------------|----------------|-----------------|----------------------|-----------------|----------------|------------------|------------------|---------------------|--------------------|-------------------|
| Accounting/Auditing | • | • | • | • | • | • | • | • | • | • | • |
| Business Operations | • | • | • | • | • | • | • | • | • | • | • |
| Capital Management | • | • | • | • | • | • | • | • | • | • | • |
| Corporate Governance/ESG | • | • | • | • | • | • | • | • | • | • | • |
| Financial Expertise/Literacy | • | • | • | • | • | • | • | • | • | • | • |
| Independence | • | • | • | • | • | • | • | • | • | • | • |
| Industry Experience | • | • | • | • | • | • | • | • | • | • | • |
| International | • | • | • | • | • | • | • | • | • | • | • |
| Investment Markets | • | • | • | • | • | • | • | • | • | • | • |
| Other Recent Public Board Experience | • | • | • | • | • | • | • | • | • | • | • |
| Public Company Executive Experience | • | • | • | • | • | • | • | • | • | • | • |
| Regulatory/Risk Management | • | • | • | • | • | • | • | • | • | • | • |
| Technology/Digital Transformation | • | • | • | • | • | • | • | • | • | • | • |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Director since 2013
Age at Annual Meeting 61
Independent Director

Committees:
Human Capital
Regulatory Compliance
(Chair)

Theodore H. Bunting, Jr.

Mr. Bunting retired as the Group President, Utility Operations of Entergy Corporation, an integrated energy company, and previously served as Senior Vice President and Chief Accounting Officer for Entergy. He has extensive financial, accounting and operational experience as a senior executive with a public company in a regulated industry. Mr. Bunting is a director at another publicly traded company and is also a certified public accountant.

Career Experience

Entergy Corporation

Group President, Utility Operations
(2012-2017)

Senior Vice President and Chief Accounting
Officer (2007-2012)

Numerous executive roles with Entergy, which
he joined in 1981.

Public Company Board Experience

NISource Inc., since 2018

Qualifications

Accounting/Auditing
Business Operations
Capital Management
Financial Expertise/Literacy
Other Public Company Board Experience
Public Company Executive Experience
Regulatory/Risk Management

Ventas, Inc.

Ventas presents a skills matrix that includes brief explanations on why each skill is sought by the Board.

https://www.ventasreit.com/sites/default/files/pdf/2020_Proxy_Statement_vA.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

| Director Skills Matrix | | | | | | | | | | |
|--|------------------|-----------------|-----------------|--------------------|-------------------|------------------|--------------|----------------------|----------------|-----------------|
| SKILLS AND ATTRIBUTES | Melody C. Barnes | Delia A. Cantor | Greg M. Seibert | Richard J. Chertok | Matthew A. Condit | Alissa M. Durkin | Sean P. Egan | Michael C. Finkelsch | Robert D. Reed | James D. Shuman |
| Executive Experience (CEO): Supports our management team through relevant advice and leadership. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Financial/Accounting Expertise: Critical to the oversight of the Company's financial statements. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| SEC Financial Expert: Valuable to the oversight of the Company's financial reporting and related matters. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| REIT/Real Estate: Contributes to a deeper understanding of the Company's strengths and challenges specific to the REIT and real estate industries. | | ✓ | | ✓ | ✓ | | | ✓ | | |
| Healthcare, Senior Housing: Contributes to a deeper understanding of the Company's strengths and challenges specific to the healthcare and senior housing industries. | ✓ | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ |
| Research & Innovation: Provides valuable insight regarding the unique considerations relevant to the research & innovation space in the Company's efforts to grow the line of business. | | | | | | | ✓ | | | |
| Capital Markets: Valuable in evaluating the Company's capital structure and financing strategy. | | ✓ | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ |
| Capital Intensive Industry: Contributes to a deeper understanding of the Company's operations and long performance evaluation. | | ✓ | | ✓ | ✓ | | | ✓ | ✓ | ✓ |
| Public Company Executive Compensation: Contributes to the Board's ability to attract, evaluate and retain executive talent. | | | ✓ | ✓ | | | | | | ✓ |
| Government Relations/Experience: Contributes to the Board's ability to understand complex public policy issues. | ✓ | | ✓ | | | | | | | ✓ |
| Technology/Cybersecurity: Contributes to the Board's understanding of electronic technology and cybersecurity risks. | | | | | | | | ✓ | | |
| Legal: Contributes to ensuring oversight of management's compliance with regulatory requirements. | ✓ | ✓ | | ✓ | | | | | | |
| Sales & Marketing: Valuable in cultivating our brand equity and delivering excellent customer service. | | | | | | | ✓ | | | |
| Not For Profit: Contributes to a deeper understanding of the Company's strengths and challenges specific to health systems. | ✓ | | | | | | | | | |
| Strategic Planning: Essential to leading the Company's long-term business strategy. | ✓ | ✓ | ✓ | | | | | | | |
| Risk Management: Contributes to the identification, assessment and prioritization of risks facing the Company. | ✓ | ✓ | ✓ | | | | | | | |
| Independent: | ✓ | | | | | | | | | |
| Ethnic Diversity: | ✓ | | | | | | | | | |

In addition, a substantial majority of the nominees serve in many cases, as board or committee chairs) of other public companies, leadership experience, exposure to corporate governance enhance the functioning of our Board.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

| | | |
|--|--|---|
|  <p>Melody C. Barnes</p> | <p>SKILLS AND QUALIFICATIONS</p> <p>Melody C. Barnes is an attorney with significant experience in government and leadership of not-for-profit organizations, and strong skills in public policy, strategy and leadership, and development.</p> <p>BUSINESS EXPERIENCE</p> <ul style="list-style-type: none"> Co-Director for Policy and Public Affairs, Democracy Initiative; Professor of Practice, Miller Center of Public Affairs; Distinguished Fellow, University of Virginia School of Law (2016-Present) Co-Founder and Principal of MB Squared Solutions, LLC, a domestic policy strategy firm (2014-Present) Chairman of the Board of not-for-profit organization the Marguerite Casey Foundation, a national movement that lifts the voices of poor and low-income families (2012-Present) Chair, Aspen Institute Forum for Community Solutions and Opportunity Youth Incentive Fund (2012-Present) Trustee of the Thomas Jefferson Foundation (2017-Present) Serves on the Board of the Institute for Contemporary Art at Virginia Commonwealth University (2018-Present) Vice Provost, Global Student Leadership Initiatives and a Senior Fellow at the Robert F. Wagner School of Public Service at New York University (2012-2016) Served in the White House as Director of the Domestic Policy Council (2009-2012), providing policy and strategic advice to President Obama and coordinating the domestic policy-making process for his administration Served as the Senior Domestic Policy Advisor for then-Senator Obama's 2008 presidential campaign Executive Vice President for Policy at the Center for American Progress (2005-2008) Senior Fellow at the Center for American Progress (2003-2005) Former Principal in the Raben Group LLC (2003-2004) Chief Counsel to Senator Edward M. Kennedy on the Senate Judiciary Committee (1998-2003) and General Counsel for Senator Kennedy (1995-1998) | <p>PRIMARY POSITION</p> <p>Co-Director for Policy and Public Affairs, Democracy Initiative, University of Virginia</p> <p>CURRENT PUBLIC COMPANY DIRECTORSHIPS</p> <ul style="list-style-type: none"> Booz Allen Hamilton Holding Corporation (NYSE: BAH) <p>OTHER PUBLIC COMPANY DIRECTORSHIPS DURING PAST FIVE YEARS</p> <ul style="list-style-type: none"> None |
|--|--|---|

VEREIT, Inc.

VEREIT presents the skills sought by the Board in a skills matrix.

<http://ir.vereit.com/file//Index?KeyFile=403545757&Output=3&OSID=9>

SKILLS MATRIX

Director Nominees and Business Experience

The matrix below represents some of the key skills that our Board has identified as particularly valuable to the effective oversight of the Company and the execution of our strategy. This matrix highlights the depth and breadth of skills of our current directors.

| | Rufrano | Frater | Henry | Hogan | Preusse | Lieb | Ordan | Pinover | Richardson |
|-----------------------------------|---------|--------|-------|--------|---------|------|-------|---------|------------|
| Age | 70 | 64 | 71 | 51 | 60 | 61 | 72 | 56 | |
| Gender | Male | Male | Male | Female | Male | Male | Male | Female | |
| Director Since | 2015 | 2015 | 2015 | 2017 | 2017 | 2015 | 2015 | 2015 | |
| Independent | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| REIT / Real Estate | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | |
| Business Leadership | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Public Company Executive | ✓ | ✓ | ✓ | | ✓ | ✓ | | | |
| Public Company Director | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ |
| Capital Markets | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Accounting / Finance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | ✓ |
| Legal | | | | | | | | ✓ | |
| Risk Oversight | ✓ | ✓ | ✓ | ✓ | | ✓ | | | |
| Real Estate Securities Investment | ✓ | | | ✓ | | | ✓ | | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Glenn J. Rufrano



Age: 70
 CEO and Director Since: April 2015
 Positions: Chief Executive Officer and Director
 Committee(s): None

Biography:

Prior to joining the Company, Mr. Rufrano served as Chief Executive Officer of O'Connor Capital Partners, a privately-owned, independent real estate investment, development and management firm specializing in retail and multifamily residential properties that he co-founded, from November 2013 through March 2015. He also served as a director for Ventas, Inc., a publicly traded healthcare real estate investment trust ("REIT") from June 2010 to May 2018 and Columbia Property Trust, Inc., a publicly traded commercial real estate REIT, from January 2015 until March 2015. Previously, Mr. Rufrano was President and Chief Executive Officer of Cushman & Wakefield, Inc., a private, global commercial property and real estate services company, and a member of its Board of Directors from March 2010 to June 2013. From January 2008 through February 2010, he served as Chief Executive Officer of Centro Properties Group, an Australian-based shopping center company, and from April 2007 through January 2008, Mr. Rufrano served as Chief Executive Officer of Centro Properties Group U.S. From 2000 until its acquisition by Centro Properties Group in April 2007, he served as Chief Executive Officer and director of New Plan Excel Realty Trust, Inc., a commercial retail REIT formerly listed on the New York Stock Exchange. He presently serves on the Board of New York University's Real Estate Institute and the National Association of Real Estate Investment Trusts ("Nareit") Advisory Board of Governors and on the Executive Board of the International Council of Shopping Centers ("ICSC"). From June 2015 to December 2018, Mr. Rufrano served on the Boards of Directors of the following non-listed REITs: Cole Credit Property Trust V, Inc. ("CCPT V"), CIM Income NAV, Inc. (formerly known as Cole Real Estate Income Strategy (Daily NAV), Inc.) ("INAV"), Cole Office & Industrial REIT (CCIT II), Inc. ("CCIT II"), Cole Office & Industrial REIT (CCIT III), Inc. ("CCIT III") and CIM Real Estate Finance Trust, Inc. (formerly known as Cole Credit Property Trust IV, Inc.) (only from June 2016 until February 2018) ("CCPT IV") and collectively with CCPT V, INAV, CCIT II and CCIT III, the "Cole REITs"). Mr. Rufrano had served on the Boards of Directors of the Cole REITs prior to the sale of the Company's investment management business, Cole Capital, to an affiliate of CIM Group, LLC in February 2018, as the Cole REITs were sponsored and externally managed by the Company and his board service comprised part of his duties as Chief Executive Officer of the Company.

Education:

Mr. Rufrano received a Bachelor's Degree in Business Administration from Rutgers University and a Master of Science degree in Management and Real Estate from Florida International University.

Skills and Qualifications:

We believe Mr. Rufrano's extensive experience in the real estate industry, his tenure on various REIT boards and his wide-ranging leadership experience make him well qualified to serve on our Board of Directors.

Vertex Pharmaceuticals Incorporated

Vertex presents a matrix that includes explanations on why each skill is important to the Company.

<https://investors.vrtx.com/static-files/8f42d1aa-5d46-4671-b6a9-b0a2d4f7f3f2>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD SKILLS MATRIX

The follow table and charts provide information regarding our director nominees:

| | Bhatia | Carney | Garber | Kearney | Kowalramani | Lee | Leiden | McGlynn | McKenzie | Sachs |
|---|--------|--------|--------|---------|-------------|-----|--------|---------|----------|-------|
| Leadership Experience. We believe that directors who have held significant leadership positions over extended periods of time provide our company with special insights. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Industry Knowledge. We seek directors with substantive knowledge of the healthcare and biotechnology industries to successfully advise and oversee the strategic development and direction of our company. | ✓ | | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | |
| Financial Expertise. We believe that an understanding of finance is important for members of our board, and our budgeting processes and financial and strategic transactions require our directors to be financially knowledgeable. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| International Perspective. We have significant operations outside the United States and value directors with experience in the operation of complex multinational organizations. | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Public Policy and Regulation. We operate in a highly-regulated industry and seek directors who have experience in public policy and the regulation of medicines. | | | ✓ | | ✓ | | ✓ | ✓ | | |
| Academic Experience or Technological Background. As a biotechnology company that seeks to develop transformative medicines for patients with serious diseases, we look for directors with backgrounds in academia, science and technology and, in particular, the research and development of pharmaceutical products. | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | | ✓ | ✓ |
| Commitment to Company Values and Goals. We seek directors who are committed to our company and its values and goals and who value the contributions that can be provided by individuals who believe in our company and its prospects for success. | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Independence | Y | Y | Y | Y | N | Y | N | Y | Y | Y |
| Age | 51 | 58 | 64 | 65 | 47 | 54 | 64 | 60 | 55 | 60 |
| Tenure on Board | 4 | 1 | 2 | 8 | 0 | 7 | 10 | 8 | 0 | 21 |
| Gender | F | M | M | M | F | M | M | F | F | M |
| Ethnic or Racial Diversity | ✓ | ✓ | | | ✓ | ✓ | | | | |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Sangeeta Bhatia

Age: 51
Director Since: 2015

Committee Assignments:

- Chair – Science and Technology Committee
- Member – Corporate Governance and Nominating Committee

Dr. Bhatia is a professor at the Massachusetts Institute of Technology, or MIT, where she currently serves as the John J. and Dorothy Wilson Professor of Health Sciences & Technology/Electrical Engineering & Computer Science. In 2018, Dr. Bhatia was on sabbatical from MIT while she served as a co-founder of Glympse Bio, a private company focused on developing in vivo sensing technology dedicated to disease monitoring. Prior to joining MIT in 2005, Dr. Bhatia was a professor of bioengineering and medicine at the University of California at San Diego from 1998 through 2005. Dr. Bhatia also is an investigator for the Howard Hughes Medical Institute, a member of the Department of Medicine at Brigham and Women's Hospital, a member of the Broad Institute and a member of the Koch Institute for Integrative Cancer Research. Dr. Bhatia holds a Sc.B. in biomedical engineering from Brown University, an S.M. and Ph.D. in Mechanical Engineering from MIT and an M.D. from Harvard Medical School.

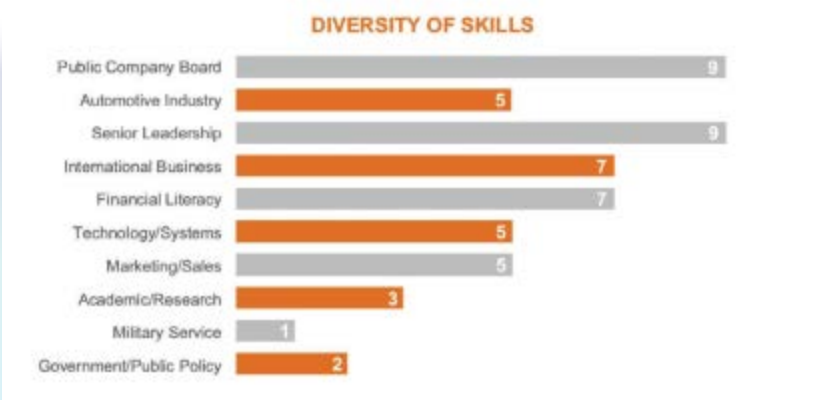
Skills and Qualifications : Dr. Bhatia is a leading academic scientist and medical researcher. Her extensive experience in the field of biomedical engineering and in-depth understanding on the use of advanced technologies in medical research provides valuable insights to our board of directors, including with respect to our key research and development initiatives.

Visteon Corporation

Visteon presents a chart of the Board’s diversity of skills as a group and a matrix that highlights the specific skills and experience brought by each director.

<https://investors.visteon.com/static-files/02477c42-ec0b-4636-84d7-bc57fafd02b8>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



Summary of Qualifications of Director Nominees

The following table highlights the specific skills, experience, qualifications and attributes that each of the director nominees brings to the Board. A particular director may possess other skills, experience, qualifications or attributes even though they are not indicated below.

| | Barrese | Bergman | Jones | Lawander | Maguire | Manzo | Scribco | Treadwell | Yassini |
|------------------------------------|---------|---------|-------|----------|---------|-------|---------|-----------|---------|
| Skills & Experience | | | | | | | | | |
| Public Company Board Experience | X | X | X | X | X | X | X | X | X |
| Automotive Industry Experience | | | X | X | | X | | X | X |
| Senior Leadership Experience | X | X | X | X | X | X | X | X | X |
| International Business Experience | X | | X | X | X | | X | X | X |
| Financial Literacy | X | X | | X | X | X | X | X | |
| Technology/Systems Expertise | X | X | | X | X | | | | X |
| Marketing/Sales Experience | | X | | X | | | X | X | X |
| Academic/Research Experience | X | | | | X | | | | X |
| Military Service | X | | | | | | | | |
| Government/Public Policy Expertise | | | X | | X | | | | |

SKILLS MATRIX

James J. Barrese is 51 years old. He has been a director of Visteon since January 2, 2017. Mr. Barrese is the former Chief Technology Officer and Senior Vice President, Payment Services Business of Paypal, Inc., a digital and mobile payments company, a position he held from February 2015 to June 2016. Prior to that he was Paypal's Chief Technology Officer from February 2012 to January 2015 and Vice President of Global Product Development from August 2011 to January 2012. Mr. Barrese spent nearly 10 years in executive technology roles at eBay, Inc., he served as Vice President of engineering at Charitableway.com, Inc., was a manager at Andersen Consulting, Inc. and a programmer in the Materials Science Department at Stanford University. He is also a veteran of the U.S. military. Mr. Barrese is the owner of the consulting company Altos Group and he currently also serves on the boards of Merrill Corporation and Idemia. During the past five years, Mr. Barrese also served on the board of Marin Software.

Mr. Barrese has a deep knowledge of digital transformation, technology strategy, architecture, analytics and cloud computing.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Vornado Realty Trust

Vornado presents an overview of the core competencies sought by the Board, with language to define what each competency means. The Company also presents a skills matrix.

https://pendingmaterials.proxyvote.com/929042/20200316/NPS_423115.PDF

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Core competencies

- **Accounting and Finance:** Experience in financial accounting and corporate finance, especially with respect to the industry in which our Company operates.
- **Business Judgment:** Record of making good business decisions and evidence that he or she will act in good faith and in a manner that is in the best interests of our Company.
- **Strategic Insight:** Record of insight with respect to our industry and market and other trends and conditions and applying such insight to create value or limit risk.
- **Management:** Experience in corporate management. Understand management trends in general and in the areas in which we conduct our business.
- **Crisis Response:** Ability and time to perform during periods of both short-term and prolonged crisis.
- **Industry:** Specialized experience and skills in areas in which the Company conducts its business, including real estate, investments, capital markets and technology relevant to the Company.
- **Local Markets:** Experience in markets in which our Company operates.
- **Leadership:** Understand and possess leadership skills and have a history of motivating high-performing, talented managers.
- **Strategy and Vision:** Skills and capacity to provide strategic insight and direction by encouraging innovations, conceptualizing key trends, evaluating strategic decisions, and challenging our management to sharpen its vision.
- **Environmental, Social and Governance:** Experience in management and oversight of environmental, climate change, social and governance issues to be able to assist the Board in overseeing and advising management with regard to long-term value creation using a responsible, sustainable business plan.

SKILLS MATRIX

| Competency/Attribute | Roth | Beinecke | Fascitelli | Hamza Bassey | Helman | Mandelbaum | Puri | Tisch | West | Wight |
|---|------|----------|------------|--------------|--------|------------|------|-------|------|-------|
| Operational | X | X | X | X | | X | | X | | X |
| Public company experience | X | X | X | X | X | X | X | X | X | X |
| Industry expertise | X | | X | | | X | | X | | X |
| Financial literacy | X | X | X | X | X | X | X | X | X | X |
| Experience over several business cycles | X | X | X | X | X | X | X | X | X | X |
| Capital markets expertise | X | X | X | X | X | X | X | X | X | X |
| Investment management | X | X | X | X | X | X | X | X | X | X |
| Risk/crisis management | X | X | X | X | X | X | X | X | X | X |
| Accounting expertise | X | | | | | | X | X | X | |
| Government/business conduct/legal | X | X | X | X | | X | X | | X | X |
| Environmental, social and governance | X | X | X | X | X | | | | | |

W.W. Grainger, Inc.

Grainger presents a matrix with a clear definition of each qualification and skill. The specific skills are also highlighted in each director biography.

https://s1.q4cdn.com/422144722/files/doc_financials/annual/2019/20-1927-1_387106_client.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD SKILLS MATRIX

The following table highlights specific experience, qualifications, attributes, skills, and background information that the Board considered for each Director nominee. A particular Director nominee may possess additional experience, qualifications, attributes, or skills, even if not indicated below.

| Director Nominee Qualifications, Attributes, Skills and Background Matrix | | | | | | | | | | |
|--|------------------|-------------------|---------------|--------------------|-----------------|----------------|------------------|--------------------|----------------|-----------------------|
| Director Nominee Qualifications, Attributes and Skills | Rodney C. Adkins | Brian P. Anderson | V. Ann Bailey | Stuart L. Levenick | D.G. Macpherson | Noel S. Nowich | Beatrix R. Perez | Michael J. Roberts | E. Scott Saint | Susan Shreck Williams |
| Operational/Strategy Experience developing and implementing operating plans and business strategy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Finance/Capital Allocation Knowledge of finance or financial reporting; experience with debt and capital market transactions and/or mergers and acquisitions | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Supply Chain/Logistics Experience in supply chain management encompassing the planning and management of all activities involved in sourcing and procurement, conversion, and all logistics management activities | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Digital/eCommerce Experience implementing digital and omni-channel strategies and/or operating an eCommerce business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Marketing/Sales & Brand Management Experience managing a marketing/sales function, and in increasing the perceived value of a product line or brand over time in the market | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Human Resources/Compensation Experience managing a human resources/compensation function; experience with executive compensation and broad-based incentive planning | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Public Company/Leadership "C-Suite" experience with a public company and/or leadership experience as a division president or functional leader within a complex organization | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Corporate Governance/Public Company Experience Experience serving as a public company director; demonstrated understanding of current corporate governance standards and best practices in public companies | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| International Experience overseeing a complex global organization | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Risk Assessment & Risk Management Experience overseeing complex risk management matters | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Technology/Cybersecurity Experience implementing technology strategies and managing/mitigating cybersecurity risks | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Government/Public Policy Experience overseeing complex regulatory matters that are integral to a business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Real Estate Experience overseeing complex real estate matters that are integral to a business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Business Ethics/Corporate Social Responsibility Track record of integrity, uncompromising moral principles and strength of character; informed on company issues related to corporate social responsibility, sustainability and philanthropy while monitoring emerging issues potentially affecting the reputation of the business | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Rodney C. Adkins

Former Senior Vice President of IBM, President of JRAM Group LLC



Independent Director

Age 66
Director Since: 2014
Grainger Board Committee: RANC, CCOB

Qualifications, Attributes and Skills

- Operational/Strategy
- Finance/Capital Allocation
- Supply Chain/Logistics
- Marketing/Sales & Brand Management
- Human Resources/Compensation
- Public Company/Leadership
- Corporate Governance/Public Company Experience
- International
- Risk Assessment & Risk Management
- Technology/Cybersecurity
- Government/Public Policy
- Real Estate
- Business Ethics/Corporate Social Responsibility

Other Current Public Company Boards

- Anact, Inc. (Chairman of the Board; compensation committee; corporate governance committee)
- PayPal Holdings, Inc. (audit, risk and compliance committee; corporate governance and nominating committee)
- United Parcel Service, Inc. (Chair, risk committee; compensation committee)

Prior Public Company Boards

- Pitney Bowes Inc. (2007-2015) (audit committee; executive compensation committee)
- PPL Corporation (2014-2019) (audit committee; finance committee)

Prior Business and Other Experience

- International Business Machines Corporation (IBM), a globally integrated technology and consulting company, where Mr. Adkins held numerous development and management roles, including Senior Vice President of Corporate Strategy (2013-2014); Senior Vice President of Systems and Technology Group (2009-2013); Senior Vice President of Development & Manufacturing (2007-2009); and Vice President of Development of IBM System and Technology Group (2005-2007).
- JRAM Group LLC (2015-present), a privately held company specializing in capital investments, business consulting services and property management, where Mr. Adkins serves as President.

Mr. Adkins served as a Senior Vice President at IBM, where he held various senior roles, including leading Corporate Strategy. Over the course of his 30-year career with IBM, he developed a broad range of experience, including extensive experience in emerging technologies, global business operations, product development, and brand management. He also gained significant experience managing and understanding corporate finance, financial statements and accounting through his many operational roles with IBM.

Additionally, Mr. Adkins managed IBM's supply chain and procurement, giving him direct insight into global trade and supply chain, and the role of distribution in these efforts.

Mr. Adkins has extensive experience in corporate governance matters, is a recognized leader in technology and technology strategy, and serves as a director of other publicly traded companies with additional responsibilities, including one board chairmanship, and two compensation committee and one audit committee assignments.

Wells Fargo & Company

Wells Fargo presents a complete overview of skills sought by the Board and why they are relevant to the bank and its strategies. The Company also presents a matrix and uses director biographies to present how each nominee acquired their specific qualifications.

<https://www08.wellsfargomedia.com/assets/pdf/about/investor-relations/annual-reports/2020-proxy-statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

Board Qualifications and Experience

Minimum Qualifications

Our Board has identified the following minimum qualifications for its directors:

100%

Character and Integrity
Must be an individual of the highest character and integrity

CEO / Leadership Experience
Demonstrated breadth and depth of management and/or leadership experience preferably in a senior leadership role, in a large or recognized organization or governmental entity

Financial Literacy or Other Relevant Professional or Business Experience
Financial literacy or other professional or business experience relevant to an understanding of our Company and its business

Independence and Constructive Collaboration
Must have a demonstrated ability to interact constructively in a collegial environment

Our Board believes that CEO or other senior management with substantial experience relevant to serving as a director of the Company that our Board views as important when evaluating director nominees satisfies our director qualification standards and during the executive officer or other senior leader has acquired extensive experience in the following areas:

Additional Qualifications and Experience Identified by Our Board as Important to Our Business and Strategy

The GNC and our Board desire that the Board as a whole has an appropriate balance of skills, knowledge, experience, viewpoints, and perspectives that are relevant to our business and strategy. In addition to the minimum qualifications required for Board service under the Board's Corporate Governance Guidelines, the following are additional qualifications and experience that the Board has previously identified through its annual self-evaluation process as desirable in light of Wells Fargo's business, strategy, risk profile, and risk appetite.

Categories of Additional Qualifications/Experience Identified Based on Relevance to Wells Fargo

| | |
|--|---|
| <div>55%</div> <p>Financial Services Industry Experience in one or more of the Company's specific financial services areas</p> | <div>67%</div> <p>Corporate Governance Experience or expertise in corporate governance matters, including through service as the executive or independent chair or lead director of a board of directors</p> |
| <div>17%</div> <p>Accounting, Financial Reporting Experience as an accountant or auditor at a large accounting firm, chief financial officer, or other relevant experience in accounting and financial reporting</p> | <div>30%</div> <p>Management Succession Planning Experience or expertise in CEO and senior management succession planning, including through service as a current or former chief executive officer or president of a large organization</p> |
| <div>75%</div> <p>Risk Management Experience managing risks in a large organization, including specific types of risk (e.g., financial, cyber) or risks facing large financial institutions</p> | <div>8%</div> <p>Environmental, Social, and Governance (ESG) Experience in ESG matters, including as part of a business and managing corporate, environmental, and social responsibility issues as business imperatives</p> |
| <div>25%</div> <p>Human Capital Management Experience or expertise through a human resources leadership role in the management and development of human capital, including management of a large retail workforce, compensation, culture and other human capital issues</p> | <div>17%</div> <p>Community Affairs Experience in community affairs matters, including as part of a business and managing community relations and/or relationships with communities and other stakeholders</p> |
| <div>100%</div> <p>Strategic Planning, Business Development, Business Operations Experience defining and driving strategic direction and growth and managing the operations of a business or large organization</p> | <div>33%</div> <p>Government, Public Policy Experience in governmental affairs and public policy matters, including as part of a business and/or through positions with government organizations and regulatory bodies</p> |
| <div>42%</div> <p>Information Security, Cybersecurity, Technology Experience or expertise in information security, data privacy, cybersecurity, or use of technology to facilitate business operations and customer service</p> | <div>55%</div> <p>Regulatory Experience in regulatory matters or affairs, including as part of a regulated financial services firm or other highly regulated industry</p> |
| <div>33%</div> <p>Consumer, Marketing, Digital Experience in a client services or consumer retail business, including mobile and digital consumer experiences, or marketing</p> | <div>75%</div> <p>Global Perspective or International Experience doing business internationally or focused on international issues and operations</p> |
| <div>8%</div> <p>Legal Experience acquired through a law degree and as a practicing attorney in understanding legal risks and obligations</p> | |

SKILLS MATRIX

Board Qualifications and Experience Matrix

The following chart reflects areas of qualifications and experience that our Board views as important when evaluating director nominees. Additional information on the business experience and other skills and qualifications of each of our director nominees is included under *Item 1 – Election of Directors*. Each director also contributes other important skills, expertise, experience, viewpoints, and personal attributes to our Board that are not reflected in the chart below.

| Qualifications and Experience | Black | Clark | Craver | Hewett | James | Morris | Noski | Payne | Pujadas | Sargent | Scharf | Vautrinot | Total # |
|---|-------|-------|--------|--------|-------|--------|-------|-------|---------|---------|--------|-----------|---------|
| Financial Services | • | | • | | | • | • | • | • | | • | | 7 |
| Consumer Banking | | | | | | | | | | | • | | 1 |
| Wholesale/Institutional | • | | • | | | | • | • | • | | • | | 6 |
| Other (e.g., Insurance, Retirement Services) | | | | | | • | | | | | | | 1 |
| Accounting, Financial Reporting | | | • | | | | | | | | | | 1 |
| Prior Large Public Company CFO Experience | | | • | | | | | | | | | | 1 |
| Risk Management | • | | • | • | | • | | | | | | | 4 |
| Human Capital Management | | | | | | | | | | | | • | 1 |
| Strategic Planning, Business Development, Business Operations | • | • | • | • | • | • | | | | | | | 7 |
| Information Security, Cybersecurity, Technology | | | • | | | | • | | | | | | 2 |
| Consumer, Marketing, Digital | | • | | | | • | | | | | | | 2 |
| Corporate Governance | • | • | • | • | • | | | | | | | | 5 |
| Management Succession Planning | • | | • | • | • | | | | | | | | 4 |
| Environmental, Social, and Governance (ESG) | | • | | | | | | | | | | | 1 |
| Community Affairs | | • | | | | | | | | | | | 1 |
| Government, Public Policy | | • | | | | | | | | | | | 1 |
| Regulatory | • | | • | | | • | | | | | | | 3 |
| Financial Services | • | | • | | | • | | | | | | | 3 |
| Other Regulated Industry | | | • | | | | | | | | | | 1 |
| Global Perspective, International | • | • | | • | | • | | | | | | | 4 |
| Legal | | | | | | • | | | | | | | 1 |
| Additional Qualifications and Information | | | | | | | | | | | | | |
| Financial Services Risk Expertise | • | | | | | • | | | | | | | 2 |
| Other Risk Expertise | | | • | • | | | | | | | | | 2 |
| Audit Committee Financial Expert | | | • | | | | | | | | | | 1 |
| # of Other Public Company Boards | 1 | 1 | 1 | 1 | 1 | 1 | | | | | | | 6 |



Steven D. Black

Age: 67

Independent Nominee

Other Current Public Company Directorships: Nasdaq, Inc.

Committees: None

Mr. Black has been Co-Chief Executive Officer of Bregal Investments, Inc., New York, New York (private equity firm) since September 2012. He was Vice Chairman of JPMorgan Chase & Co. from March 2010 until February 2011, where he was a member of the Operating and Executive Committees. Prior to that position, Mr. Black was Executive Chairman of JPMorgan's investment bank from October 2009 until March 2010. He served as co-chief executive officer of JPMorgan's investment bank from 2004 until 2009. Mr. Black was the deputy co-chief executive officer of JPMorgan's Investment Bank from 2003 until 2004. He also served as head of JPMorgan investment bank's Global Equities business from 2000 until 2003 following a career at Citigroup Inc. and its predecessor firms.

Mr. Black was formerly a director of The Bank of New York Mellon Corporation.

Qualifications and Experience

- **Leadership, Financial Services, Financial Services Risk Management, Management Succession Planning, Regulatory.** Mr. Black has extensive leadership, strategic planning, and business operations experience with systematically important financial institutions acquired during his 45-year career in the investment banking and private equity industries, including as a member of JPMorgan's operating and executive committees and as Executive Chairman and co-CEO of JPMorgan's investment bank. Mr. Black brings significant risk management, regulatory, and international experience to our Board, particularly in the area of wholesale/institutional banking, including as a result of his service as co-CEO of JPMorgan's investment bank during the financial crisis. His current experience as co-CEO of Bregal Investments and prior leadership roles at JPMorgan and Citigroup and predecessor companies provide him with extensive experience in risk management, including strategic and international risks, in the financial services industry.
- **Corporate Governance, Global Perspective/International.** Mr. Black's leadership roles with large, international financial services companies and his service as a board member of Nasdaq, Inc. and as a former board member of The Bank of New York Mellon Corporation provides him with international and corporate governance experience in the financial services industry that is relevant to our Company and our Company's businesses.
- Mr. Black has a Bachelor of Arts in Political Science from Duke University.

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Whiting Petroleum Corp.

Whiting Petroleum presents a skills matrix that highlights the diversity of expertise, experience and characteristics of the Board.

<https://whitingpetroleumcorp.gcs-web.com/static-files/8bdd220f-8912-4c56-83c4-f49e5092f2cf>

SKILLS MATRIX

Director Qualifications

As prescribed in our Corporate Governance Guidelines described above in "Selection of Director Candidates", the Board recognizes that diversity and depth of experience, education, professional expertise, perspective, gender and age are important considerations in determining Board composition. A skill set chart follows that identifies this diversity of expertise, experience and characteristics that the Board believes contribute to an effective and well-functioning board.

| | Board of Directors | | | | | | | | |
|----------------------------------|--------------------|---------|--------|----------|-------|-------|------------|---------|--------|
| | Aller | Andrich | Catlin | Doty (†) | Hahne | Holly | Hutchinson | Knickel | Walton |
| Skills & Experience: | | | | | | | | | |
| CEO/Executive Leadership | • | • | • | | • | • | • | • | • |
| Exploration & Production | | | • | | • | • | | • | • |
| Finance/Capital Allocation | • | • | • | • | • | • | • | • | • |
| Financial Reporting & Accounting | | • | | • | | | • | | • |
| Audit Committee Financial Expert | | • | | • | | | • | | • |
| Business Development/M&A | • | • | • | | • | • | | • | • |
| Human Resources & Compensation | • | • | | | • | • | • | • | • |
| Legal/Regulatory | • | • | | • | | | | | • |
| Sustainability | • | | | | | • | | • | • |
| Environmental, Health & Safety | • | | • | | • | • | | • | • |
| Risk Management | | • | | • | • | • | • | | • |
| Corporate Governance | | • | | • | • | | • | • | • |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Michael G. Hutchinson



Independent Director
Director since 2019
Age 64

Committee:
Audit

Mr. Hutchinson has been a director of Whiting Petroleum Corporation since September 2019. Mr. Hutchinson began his career with Deloitte & Touche in 1978 where he served as a Partner from 1989 to 2002. From 2002 until his retirement in 2012, he was the Partner-in-Charge of the Colorado Audit and Enterprise Risk practice and led the Energy and Financial Services Practices for Deloitte & Touche in Colorado. Mr. Hutchinson also served as Interim Chief Executive Officer at Westmoreland Coal Company from 2017 to 2019. He holds a B.S. degree in Accounting from the University of Northern Colorado and is a Certified Public Accountant.

Other Public Company Boards: ONE Gas, Inc.

Qualifications:

Mr. Hutchinson's extensive experience as a certified public accountant and his expertise in oil and gas financial reporting and accounting led to the conclusion he should serve as a director.

Mr. Hutchinson was recommended by a non-management director and vetted by a third-party search firm.

Williams Companies, Inc., The

The Williams Companies presents the skills that are important to the Board. The skills matrix presents the directors who bring each skill to the Board.

https://s24.q4cdn.com/611644275/files/doc_financials/2019/ar/EZ-BLUE-Approved-2020-WMB-Proxy.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

In evaluating the director nominees and in reviewing the qualifications and experience of the directors continuing in office, the Nominating and Governance Committee considered a variety of factors. These include each nominee's independence, financial literacy, personal and professional accomplishments, and experience in light of the Company's needs. For incumbent directors, the factors also include past performance on the Board. Among other things, the Board has determined that it is important to have individuals on the Board with the skills, experiences, and attributes in the areas or with the attributes listed below:

- Energy Industry
 - Executive Leadership
 - Engineering and Construction
 - Strategy Development and Risk Management
 - Operating
 - Environmental
 - Marketplace Knowledge
- Financial and Accounting
 - Securities and Capital Markets
 - Diversity
 - Information Technology (including cybersecurity)
 - Corporate Governance

Director Nominee Matrix: Skills, Experience, and Attributes

Each director nominee is individually qualified to make unique and substantial contributions to our Board. Collectively, their diverse viewpoints and independent-mindedness enhance the quality and effectiveness of Board deliberations and decision making that will contribute to the effective oversight of the Company. This blend of skills, experience, and attributes is summarized below.

SKILLS MATRIX

| | Armstrong | Bergstrom | Buesse | Chasen | Capal | Crest | Futter | Ragouzes | Sheffield | Smith | Spence |
|--|-----------|-----------|--------|--------|-------|-------|--------|----------|-----------|-------|--------|
| Energy Industry | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Executive Leadership | ✓ | ✓ | ✓ | ✓ | | ✓ | ✓ | ✓ | ✓ | | ✓ |
| Engineering and Construction | ✓ | ✓ | | | | | | | ✓ | | ✓ |
| Strategy Development and Risk Management | ✓ | ✓ | | ✓ | | ✓ | | | ✓ | | ✓ |
| Operating | ✓ | ✓ | | ✓ | | | | | ✓ | | ✓ |
| Environmental | ✓ | ✓ | | ✓ | | | | | ✓ | | ✓ |
| Marketplace Knowledge | ✓ | ✓ | ✓ | ✓ | | ✓ | | ✓ | ✓ | ✓ | ✓ |
| Financial and Accounting | | | ✓ | ✓ | | ✓ | ✓ | ✓ | | | ✓ |
| Securities and Capital Markets | | | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | | |
| Diversity | | | ✓ | | | ✓ | | | | | |
| Corporate Governance | | | | | | | ✓ | | | | ✓ |
| Information Technology (including cybersecurity) | | | | | | | | | | | |
| Other | | | | | | | | | | | |



ALAN S. ARMSTRONG
Director since 2011
President and Chief Executive Officer

Alan S. Armstrong, 57, has served as a director and President and Chief Executive Officer of the Company since 2011. During his tenure, Williams has expanded its reach, currently touching about 30 percent of all U.S. natural gas volumes, through gathering, processing, transportation, and storage services. In addition, Mr. Armstrong served as Chairman of the Board and Chief Executive Officer of the general partner of Williams Partners L.P. ("WPZ"), the master limited partnership that, prior to its 2016 merger with Williams, owned most of Williams' gas pipeline and domestic midstream assets. Prior to being named as Williams' CEO, Mr. Armstrong led the Company's North American midstream and olefins businesses through a period of growth and expansion as Senior Vice President - Midstream. Previously, Mr. Armstrong served as Vice President of Gathering and Processing from 1999 to 2002; Vice President of Commercial Development from 1998 to 1999; Vice President of Retail Energy Services from 1997 to 1998; and Director of Commercial Operations for the Company's midstream business in the Gulf Coast region from 1995 to 1997. He joined Williams in 1986 as an engineer. Mr. Armstrong serves on the board of directors of BOK Financial Corporation. He also serves on the board of directors of the American Petroleum Institute, and is a member of the National Petroleum Council, currently serving as the chair of the National Petroleum Council's Energy Infrastructure Study on Changing Dynamics of Oil & Gas Infrastructure. He is past president of the GPA Midstream Association. He is also a former board member of Access Midstream Partners, GP, LLC. Mr. Armstrong serves on the boards of several education-focused organizations, including as a member of the Board of Trustees of the University of Oklahoma Foundation and Junior Achievement, USA. Mr. Armstrong is also a member of the boards of The Williams Foundation and Gilcrease Museum. Mr. Armstrong graduated from the University of Oklahoma in 1985 with a bachelor's degree in civil engineering.

As Chief Executive Officer and President of Williams, former Chairman of the Board and Chief Executive Officer of the general partner of WPZ, and due to his various senior leadership roles at Williams, Mr. Armstrong's skills, experience, and attributes include: energy industry, executive leadership, engineering and construction, strategy development and risk management, operating, environmental, and marketplace knowledge.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Xilinx, Inc.

Xilinx uses footnotes to its skills matrix to define how the Company determines that a director has experience in each area.

<http://investor.xilinx.com/static-files/6f67ef45-abcc-4568-8575-2a17fe85ae07>

SKILLS MATRIX

Director Qualifications, Skills and Experience

The Nominating and Governance Committee has determined that it is important for an effective Board to have directors with a balance of the qualifications, skills and experience set forth in the table below.

| Skills and Experience | Dennis Segers | Raman K. Chakraborty | Saur Ghilal | Ronald S. Janicek | Mary Louise Perakauer | Thomas R. Lee | Jon A. Olson | Vincent Pong | Elizabeth W. Vanderlicke |
|---|---------------|----------------------|-------------|-------------------|-----------------------|---------------|--------------|--------------|--------------------------|
| Leadership Experience ⁽¹⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Technology / Industry Experience ⁽²⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Finance / Financial Literacy ⁽³⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Marketing / Sales Experience ⁽⁴⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Strategic Growth ⁽⁵⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Entrepreneurial Experience ⁽⁶⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Board of Directors Experience ⁽⁷⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Risk Management ⁽⁸⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Corporate Governance ⁽⁹⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| International Experience ⁽¹⁰⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Investor Experience ⁽¹¹⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Human Capital Management / Compensation ⁽¹²⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Government Experience ⁽¹³⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |
| Academia ⁽¹⁴⁾ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ | ■ |

(1) Leadership Experience: Has held senior leadership position(s), including C-level positions, over an extended period and possesses leadership qualities or the ability to identify such qualities in others, or otherwise demonstrated practical understanding of organizations, processes, strategy and risk management.

(2) Technology/Industry Experience: Experience in technology, computer or semiconductor industries, or the industries of the Company's customers and suppliers; or engineering experience, offering greater insight into the technology that underlies the Company's products.

(3) Finance/Financial Literacy: Knowledge of financial markets, financing and funding operations, tax, investments and capital allocation; or knowledge of accounting, financial reporting and internal control processes.

(4) Marketing/Sales Experience: Proven track record of identifying and developing new customers and markets, or brand marketing experience.

(5) Strategic Growth: Experience and success in growing a business or establishing businesses, whether organically or through acquisitions.

(6) Entrepreneurial Experience: Experience in successfully creating new businesses with products and services based on breakthrough technologies or succeeding in emerging or developing markets.

(7) Board of Directors Experience: Prior experience serving on company boards and understanding of the role, dynamics and operation of a corporate board, the relationship of a board to the CEO and other members of the management team and how to oversee an evolving and complex mix of strategic, operational and compliance-related matters.

(8) Risk Management: Experience in understanding and reviewing business risks and corporate strategy.

(9) Corporate Governance: Experience that supports strong board and management accountability, transparency and protecting stockholder interests.

(10) International Experience: International and global perspective contributing to guiding the Company's business outside the U.S.

(11) Investor Experience: Experience engaging with investors and demonstrated understanding of the stockholders' perspective on key Company issues and strategy.

(12) Human Capital Management / Compensation: Experience attracting, motivating and retaining top candidates for positions at the Company, evaluating performance and compensation of senior management, and overseeing strategic human capital planning.

(13) Government Experience: Experience operating in an industry requiring compliance with regulatory requirements across numerous countries and governmental and non-governmental entities.

(14) Academia: Academic research and organizational management useful to the Company.

(15) Diversity of Gender, Race, Ethnicity, National Origin: This director has self-identified as bringing diversity to the Board by way of gender, race, ethnicity, national origin or other characteristics supporting the Company's diversity initiative.

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Name: Dennis Segers

Age: 67

Director Since: 2015

Chairman of the Board

Mr. Segers joined the Board in October 2015 and was named Chairman of the Board in November 2015. He works as a technology consultant and strategy advisor to companies in a variety of technology markets. Mr. Segers currently also serves on the board of Parade Technologies, Ltd., a publicly-traded fabless semiconductor company. Previously, he was CEO of Tabula, Inc., an innovative programmable logic solutions provider, delivering breakthrough capabilities for challenging systems applications. Prior to Tabula, he served as president, CEO and a director of Matrix Semiconductor, a pioneer of three-dimensional integrated circuits, a first in the history of semiconductor technology. At Matrix, Mr. Segers oversaw the transition of the company from the early technology feasibility phase to high volume production, culminating in the acquisition of the company by SanDisk in January 2006. From 1994 through 2001, Mr. Segers was an employee of Xilinx, serving in a variety of leadership roles including Senior Vice President and General Manager of the FPGA product groups.

Mr. Segers has extensive experience serving in executive management and on boards of directors of companies in the semiconductor industry. As a result of his experience, Mr. Segers is able to provide important strategic perspectives on the semiconductor industry and issues facing semiconductor companies.

Skills & Qualifications:

- Leadership Experience
- Technology / Industry Experience
- Finance / Financial Literacy
- Marketing / Sales Experience
- Strategic Growth
- Entrepreneurial Experience
- Board of Directors Experience
- Corporate Governance
- Risk Management
- International Experience
- Investor Experience
- Human Capital Management / Compensation

Zoetis Inc.

Zoetis presents a skills matrix that highlights the experience, skills and expertise that director nominees and continuing directors bring to the Board. The biographies also highlight the specific qualifications of each director.

https://s1.q4cdn.com/446597350/files/doc_financials/2020/ar/Zoetis_2020_Proxy_Statement.pdf

SKILLS MATRIX

SUMMARY INFORMATION ABOUT OUR DIRECTOR NOMINEES AND CONTINUING DIRECTORS

Additional information about our directors can be found under "Information About Directors" on pages 6 to 12.

| | Juan Ramón Alai | Paul M. Bisaro | Frank A. D'Amelio | Sanjay Khosla | Michael B. McCallister | Gregory Norden | Louise M. Parent | Kristin C. Peck | Willie M. Reed | Linda Rhodes | Robert W. Scully | William C. Steere, Jr. |
|--|-----------------|----------------|-------------------|---------------|------------------------|----------------|------------------|-----------------|----------------|--------------|------------------|------------------------|
| Experience, Skills, Expertise | | | | | | | | | | | | |
| Academia | | | | | | | | | | | | |
| Animal Health | | | | | | | | | | | | |
| Consumer Products | | | | | | | | | | | | |
| Global Businesses | | | | | | | | | | | | |
| Life Sciences | | | | | | | | | | | | |
| Manufacturing & Supply | | | | | | | | | | | | |
| Marketing & Sales | | | | | | | | | | | | |
| Mergers & Acquisitions | | | | | | | | | | | | |
| Other Public Company Board Member | | | | | | | | | | | | |
| Public Company CEO | | | | | | | | | | | | |
| Public Company CFO, or Finance and Accounting | | | | | | | | | | | | |
| Public Company GC, Compliance, or Corporate Governance | | | | | | | | | | | | |
| Research & Development | | | | | | | | | | | | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



GREGORY NORDEN

Age 62
Director since January 2013

Specific qualifications:

- Corporate finance experience, including as former Chief Financial Officer of Wyeth
- Experience in global healthcare and pharmaceutical industries
- Accounting background, including as an audit manager at a major accounting firm
- Public company director experience

Former Chief Financial Officer of Wyeth. Prior to his role as Chief Financial Officer of Wyeth, Mr. Norden held various senior positions with Wyeth Pharmaceuticals and American Home Products. Prior to his affiliation with Wyeth, Mr. Norden served as Audit Manager at Arthur Andersen & Co. Mr. Norden currently serves on the boards of Entasis Therapeutics, a leader in the discovery and development of breakthrough anti-infective products; NanoString Technologies, a provider of life science tools for translational research and development of molecular diagnostic products; Royalty Pharma, a leader in the acquisition of revenue-producing intellectual property; and Univision, the leading media company serving Hispanic America. Mr. Norden is a former director of Welch Allyn, where he served until 2015; Lumara Health, where he served until 2014; and Human Genome Sciences, Inc., where he served until 2012. In addition, Mr. Norden is the Managing Director of G9 Capital Group LLC, which invests in early stage ventures and provides corporate finance advisory services. Mr. Norden's background in finance and experience as a senior executive in the global healthcare and pharmaceutical industries, along with his public company board experience, make him a valuable member of our Board.

Annex D

Beyond the matrix: selected companies that do not present a matrix and communicate Board skills and experience effectively

Abercrombie & Fitch Co.

A&F discloses the areas where the Board as a whole should have competencies in and presents the skills of the director nominees as a group. The biographies present specific key qualifications by each director.

<https://abercrombieandfitchcompany.gcs-web.com/static-files/98f47c10-7669-439f-83c4-559b1ae5e66e>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

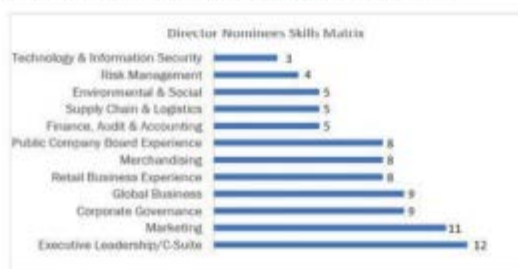
The Company believes that the Board as a whole should have competency in the following areas:

- Audit, accounting and finance;
- Business judgment;
- Management;
- Industry knowledge;
- Leadership; and
- Strategy/vision.

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Director Nominees Skills Matrix

The Company has identified the following experience, qualifications and skills from questionnaires completed by each director or director nominee. The list below is not exhaustive as each director or director nominee has a broad array of knowledge, experience and skills.



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Scott B. Anderson



Age: 52
Independent
Tenure: 2 years
Committee: Audit and Finance (Chair)

Executive Roles:

- Former President and Chief Executive Officer of Wendy's International, Inc. (now The Wendy's Company), a restaurant operating and franchising company, until the company merged with a subsidiary of Yum! Companies, Inc. to form Wendy's Arby's Group, Inc. (November 2006 to September 2008)

Other Public Company Boards:

- Laboratory Corporation of America Holdings, a global life sciences company (May 2006 to present), Audit Committee (Chair), Nominating and Governance Committee
- Worthington Industries, Inc., a diversified metals manufacturing company (September 2010 to present), Audit Committee, Compensation Committee
- The Silvertus Williams Company, a company engaged in the development, manufacture, distribution and sale of paint, coatings and related products (April 2010 to present), Compensation and Management Development Committee

Previous Public Company Boards (Past Five Years):

- Clorox Brands International, Inc., a company engaged in producing, marketing and distributing bathroom and other products, until it was acquired by Clorox (October 2008 to January 2013), Chairperson of the Board (October 2012 to January 2013), Nominating and Governance Committee (Chair), Audit Committee

Key Qualifications:

- Former Senior Executive
- Extensive Franchising Business Experience
- Global Business Experience
- Supply Chain and Logistics
- Marketing
- Operations and Strategy
- Technology and Information Security
- Environmental and Social
- Corporate Governance
- Risk Management and Compliance
- Accounting and Financial Reporting
- Public Company Board Experience

American Airlines Group Inc.

The biographies of American Airlines' directors highlight the specific skills brought by each director.

<https://www.proxydocs.com/branding/965250/2020/ps/files/assets/common/downloads/AAL%202020%20Proxy%20Statement.pdf?uni=d1d97e790474a09a95b2380687eef095>

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Director Nominees

Information regarding our director nominees, including their qualifications and principal occupations, as well as the key experience and qualifications that led the Board to conclude each nominee should serve as a director, is provided below. The categories of key skills are:



There are no family relationships among the directors and our executive officers.



Independent

Director Since:
2013

Committees:
Compensation; Corporate
Governance and Nominating

Key Skills:



Jim Albaugh

Select Business Experience:

- Senior Advisor to Industrial Development Funding, a global asset management firm (2018-Present)
- Senior Advisor to Perella Weinberg Partners, a global advisory and asset management firm (2016-2018)
- Senior Advisor to The Blackstone Group L.P., a private equity and financial services firm (2012-2016)
- President and Chief Executive Officer of The Boeing Company's ("Boeing") Commercial Airplanes business unit (2009-2012)
- President and Chief Executive Officer of Boeing's Integrated Defense Systems business (2002-2009)
- Joined Boeing in 1975 and held various other executive positions prior to 2002, including President and Chief Executive of Space and Communications and President of Space Transportation and former member of Boeing's Executive Council for over ten years.

Current Public Company Directorships

- Arconic Inc., a specialty metals company servicing the aerospace, auto and building sectors (2017-Present)

Past Public Company Directorships

- Goldman Sachs Acquisition Holdings, a special purpose acquisition company (2018-2020)
- Harris Corporation, a technology company, defense contractor and information technology services provider (2016-2019)
- B/E Aerospace, Inc. (2014-2017)
- TRW Automotive Holdings Corp. (2006-2015)

Other Leadership Experience and Service:

Member of the boards of directors of the following private entities: Aloft Aeroarchitects (formerly PATS Aerospace), and Belcan Corporation; Chairman of the National Aeronautic Association; past President of the American Institute of Aeronautics and Astronautics; past Chairman of the Aerospace Industries Association; elected member of the International Academy of Aeronautics; elected member of the National Academy of Engineering; member of the board of trustees of Willamette University and the Columbia University School of Engineering.

Key Experience/Director Qualifications:

Executive leadership experience in the airplane and airline industry, including experience in the investment industry, and with complex systems, contracts and governmental oversight, as well as accounting and financial literacy and global public company board and corporate governance experience.

American Electric Power Co., Inc.

American Electric Power presents the specific skills and experience sought by the Board and explains clearly why each area matters to the Company.

<https://www.sec.gov/Archives/edgar/data/4904/000000490420000026/def14a2020proxy.htm>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

The Corporate Governance Committee and the Board regularly consider the Company's strategy and the particular skills, experiences and other qualifications that should be represented on the Board as a whole, to effectively oversee the Company's strategic direction. As part of the Board's succession planning, the Board reviews the skills currently represented on the Board but, more importantly, focuses on the skills needed in the future. In that regard, the Board sought a new director with digital technology, marketing and IT skills, and recruited Ms. McCarthy to join the Board in April 2019. In addition, the Board sought a new director with a finance and accounting background to replace directors who were expected to retire with that expertise and recruited Mr. Garcia to join the Board in September 2019.

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We believe that our director nominees, taken together as a group, possess the skills and expertise appropriate for maintaining an effective Board aligned with the Company's long-term strategy. Listed below are summaries of specific qualifications that the Corporate Governance Committee and the Board believe should be represented on the Board.

Senior Executive Leadership and Business Strategy

Directors who hold or have held significant senior leadership experience as a CEO or senior executive provide the Company with unique insights. They generally possess extraordinary leadership skills as well as the ability to recognize and develop leadership skills in others. They have a practical understanding of organizations, strategy and risk management, and know how to drive growth.

Industrial Operations Experience

AEP invests billions of dollars each year on maintenance and growth investments to improve reliability of its electric transmission and distribution systems, and to enhance customer service. AEP also invests substantial sums in our generation portfolio. Having directors with experience with these complex processes is important because it allows the Board to provide AEP with appropriate decision-making and oversight related to complex capital projects.

Risk Management

Managing risk in a rapidly changing utility industry is critical to our success. Directors with an understanding of the most significant risks facing AEP and experience and leadership to provide effective oversight of management risk processes is critical to our success.

Finance and Accounting

Accurate and transparent financial reporting is critical to our success. Given the capital intensive nature of our business, we also seek directors who have experience overseeing effective capital allocation. We seek to have a number of directors who qualify as audit committee financial experts.

Government, Legal and Environmental Affairs

AEP is engaged in a business that is subject to extensive regulation by multiple state and federal regulatory authorities. Experience with and understanding of government regulation is critical to AEP's efforts to help shape public policy and government regulation that has a direct effect on its business and strategy. The production of energy also has environmental implications and how we address rapidly evolving environmental regulation has important strategic implications. As such, we seek directors with experience in government, legal and environmental affairs to provide insight on effective strategies in these areas.

Regulated Industry Experience

Our business is heavily regulated. AEP engages in a complex business with significant public policy and public safety implications. A portion of our business deals with nuclear regulations and operations. The development and execution of our strategy depends on directors who have experience with public policy issues, energy markets, technology, renewable energy, and electric transmission and distribution infrastructure.

Safety and Talent

With safety as an AEP core value, maintaining the safety of AEP employees and the public is imperative. Therefore, it is helpful to have directors with experience who can assist the Board in its oversight of the Company's programs and performance related to health and safety. In addition, directors who have significant leadership experience as a CEO or senior executive are better able to recognize and develop leadership skills and talent in others.

Innovation and Technology

The utility industry is rapidly changing with the development of new technologies and shifting energy policy and environmental regulation in energy markets. Therefore, it is important to have directors who possess experience in these areas.

Cybersecurity and Physical Security

The industry in which AEP conducts its business is subject to physical and cyber threats against the security of assets and systems. AEP recognizes the importance of directors who possess experience in these areas.

Customer Experience and Marketing

Understanding the needs of our customers is important in our rapidly changing industry. Marketing expertise is also important as our business becomes more competitive and as we focus on meeting customer expectations and transforming the customer experience. We seek directors who have experience in consumer businesses and are committed to excellence in service.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Nominees For Director



Nicholas K. Akins

New Albany, Ohio

Age 59

Director since 2011

Professional Highlights

Elected chief executive officer of AEP in November 2011; elected Chairman of the Board in January 2014 and Chairman and chief executive officer of all of AEP's major subsidiaries in November 2011. President of AEP from January 2011 to October 2011 and executive vice president of AEP from 2006 to 2011.

Mr. Akins' qualifications to serve on the Board include his extensive senior executive experience in the utility industry and his deep knowledge of the Company as our chief executive officer. Mr. Akins brings to the Board experience in all facets of operational and compliance related activities in the utility industry, which enables him to effectively identify strategic priorities and execute strategy. Mr. Akins' service on the board of another public company, including service as chair of its nominating and corporate governance committee, provides Mr. Akins additional governance insights that are valuable in his role as our Board Chairman.

Current Public Company Boards

Fifth Third Bancorp

American Tower Corporation

American Tower presents the director skills and qualifications criteria of the Board and provides the relevance of each skill to American Tower. The biographies also highlight the specific qualifications of each director.

<https://americantower.gcs-web.com/static-files/2c12bd88-078f-4217-8595-bfc569bc7c1c>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

DIRECTOR SKILLS AND QUALIFICATIONS CRITERIA

As demonstrated in the Directors' biographies beginning on page 64 and the "Board Diversity" section in the Proxy Statement Summary on page 9, the Nominating Committee focuses not only on traditional diversity categories such as gender, race and national origin but also diversity in experience and skills. The Nominating Committee actively seeks out qualified women, persons of color and other individuals from minority groups to include in the pool from which new candidates are selected. The Nominating Committee incorporates this broad view of diversity into its nomination process and seeks to maintain a Board that is strong in its collective knowledge and has a diversity of skills, ability, perspectives and experience. The Nominating Committee evaluates each individual Director candidate in the context of the Board as a whole, based on the following criteria:

| Director Skills/Qualifications | Relevance to American Tower |
|---|--|
| PIERCE EXPERIENCE IN A LEADERSHIP/EXECUTIVE ROLE | Directors with leadership experience, especially in an executive role, strongly enhance the Board's ability to manage risk and oversee operations. |
| THOUGHT LEADERSHIP | Directors with experience in working with business and policy thought leaders help further our strategic vision to lead wireless connectivity around the globe. |
| FINANCE/CAPITAL ALLOCATION EXPERIENCE | Directors with finance experience assist in evaluating our financial vision and capital allocation strategy. |
| FINANCIAL LITERACY | Directors with financial literacy allow effective oversight and understanding of financial reporting, accounting, financing transactions, complex acquisitions and internal controls. |
| HUMAN CAPITAL EXPERIENCE | Directors with human capital experience are valuable to help attract, motivate and retain top candidates for positions at the Company and implement effective development and succession planning. |
| WIRELESS INDUSTRY EXPERIENCE | Directors with experience in our industry have the knowledge needed to leverage business relationships, develop new business and provide operational insight. |
| OPERATIONAL AND MANAGEMENT EXPERIENCE | Individuals who possess managerial and day-to-day operational experience enhance the Board's ability to understand the development, implementation and assessment of our operations and business strategy. |
| INTERNATIONAL EXPERIENCE | Given that we operate in 19 countries, a experience helps with understanding a challenges in a variety of international |
| PRIOR BOARD AND/OR GOVERNANCE EXPERIENCE | Corporate governance experience and management accountability, strong interests. |
| GOVERNMENT AND PUBLIC POLICY EXPERIENCE | Directors with governmental and public and work with governments and regula |
| REIT EXPERIENCE | Directors from the REIT industry provide execution of effective business strategy understanding the qualifications to new Company's position with REIT investors |
| RISK MANAGEMENT EXPERIENCE | Directors with experience in identifying including strategic, regulatory, operatio |

Skills and Qualifications



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Thomas A. Bartlett



President & CEO
American Tower Corporation

Director Since - N/A

Age 51

Career

Mr. Bartlett is American Tower Corporation's President and Chief Executive Officer. From April 2009 through March 2020, he served as Executive Vice President and Chief Financial Officer and assumed the role of Treasurer from February 2012 until December 2013 and again from July 2017 until August 2019. Prior to joining American Tower, Mr. Bartlett served as Senior Vice President and Corporate Controller with Verizon Communications. During his 25-year career with Verizon Communications and its predecessor companies and affiliates, he served in numerous operations and business development roles, including President and Chief Executive Officer of Bell Atlantic International Wireless from 1995 through 2000, where he was responsible for wireless activities in North America, Latin America, Europe and Asia.

Qualifications

- Effective leadership and executive experience, including as our Executive Vice President and Chief Financial Officer
- Seasoned financial expert with operational, international and strategic experience with global large-cap companies

Other Public Company Boards

- Equinix, Inc. (April 2013–present)

Other Positions

- Advisor, Rutgers Business School

Boeing Company, The


Boeing presented a summary table that provides the background of director nominees, the number of nominees who have the background and the alignment of each background to the Company's strategy.

https://s2.q4cdn.com/661678649/files/doc_financials/2019/ar/2020_Boeing_Proxy_Statement.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD
PRESENTATION OF NOMINEE SKILLS AS A GROUP

| Board Composition | | |
|--|--------------------|--|
| Background | Number of Nominees | Alignment with Company Strategy |
| In-Depth Aerospace Expertise | 4 | Substantial knowledge of aerospace enables enhanced oversight of product development |
| Engineering/Technology Leadership | 8 | Experience in precision engineering or in leading teams working on cutting-edge technologies enables directors to effectively oversee the design, development, and testing of complex aerospace products, services, and systems |
| Complex Manufacturing Expertise | 5 | Understanding of multifaceted industrial processes allows directors to critically evaluate manufacturing |
| Safety | 7 | Expertise in establishing and overseeing safety processes and procedures provides the Board with the proper perspectives to effectively monitor Boeing's operations |
| Highly-Regulated Industry Experience | 7 | Familiarity with highly-regulated industries allows directors to advise on how to most effectively work with regulators, meet their expectations, and achieve mutual goals |
| Current or Former CEO of a Global Public Company | 7 | Understanding of and experience navigating key challenges of the chief executive role at large, multi-national companies allows directors to effectively advise and oversee the performance of our CEO |
| Fortune 500 Board Experience | 10 | Work on other large, public company boards provides directors with similar oversight experience |
| International Leadership | 7 | Experience leading large, global teams and significant experience managing global relationships and/or international stakeholders enables directors to advise management on key risks involving our global customer and supply bases, oversee the Company's processes for managing global compliance systems, and identify strategic opportunities for future international growth |
| Senior Leadership Experience | 13 | Awareness of intricacies of effectively running teams enables directors to advise and assess the performance of our management team |
| Senior U.S. Government/Military Experience | 5 | Experience in large-scale operations, strategy development, international relations, defense contracting, and/or risk oversight in sectors where safety is a key priority enables directors to critically examine and shape policies and procedures, as well as advise on strategic considerations involving our global defense and commercial operations |
| Former Fortune 500 CFO | 4 | Expertise in large-scale financial decision-making helps guide capital allocation and other financial decisions |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Chairman & CEO, Amgen Inc.

ROBERT A. BRADWAY

Boeing director since: 2016

Professional highlights:

- Chairman & CEO, Amgen Inc. (Chairman 2013-present; CEO 2012-present)
- President & COO, Amgen Inc. (2010-2012)
- Executive VP & CFO, Amgen Inc. (2007-2010)

Mr. Bradway brings to the Board critical skills in the areas of high technology, product development, financial oversight, product safety, and risk management. His experience as a senior executive in the biotechnology industry, including as Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer of Amgen, provides him with an extensive understanding of the strategic considerations and challenges associated with meeting the requirements of numerous safety and regulatory compliance regimes around the world. In addition, he previously served as a director of Norfolk Southern Corporation, one of the nation's largest railroad transportation companies, where virtually every aspect of operations is heavily regulated and subject to strict safety-related oversight. In recognition of Mr. Bradway's experience in corporate finance, risk management, and executive leadership, the Board elected him to serve on the Audit and Finance Committees.

Independent: Yes

Age: 57

Other current directorships:

- Amgen Inc.

Prior directorships:

- Norfolk Southern Corporation

Cabot Oil & Gas Corporation

Cabot presents Board experience as a group. The biographies highlight each director’s skills, attributes and qualifications that they have acquired from their experiences.

https://cabotoilgas.gcs-web.com/static-files/7d981676-e0c5-410d-b024-386bcdac6461

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Dorothy M. Ables

Age: 62
Director Since: 2015
Committee Memberships: Audit (Chairman); Compensation

Business Experience:

- Spectra Energy Corp
 - Chief Administrative Officer – 2008 to 2017
 - Vice President, Audit Services and Chief Ethics & Compliance Officer – 2007 to 2008
- Duke Energy Corporation
 - Vice President, Audit Services – 2004 to 2006
- Duke Energy Gas Transmission
 - Senior Vice President and Chief Financial Officer – 1998 to 2004

Other Directorships:

- Martin Marietta Materials Inc. – November 2018 to present
- Spectra Energy Partners GP, LLC – 2013 to February 2017

Key Skills, Attributes and Qualifications:

Ms. Ables brings a depth of experience in the natural gas transportation and marketing aspects of our industry, having served in positions of leadership with Spectra Energy Corp and its predecessor companies for over 30 years, as well as extensive financial expertise to our Board. The Board considered Ms. Ables’ extensive experience in the pipeline, processing and midstream business as adding value to our stockholders at a time in our business when transportation is crucial to our strategy. Ms. Ables’ financial expertise acquired through serving as Chief Financial Officer of Duke Energy Gas Transmission and later as Vice President of Audit Services of both Spectra Energy Corp and Duke Energy was also a key attribute leading to her appointment and to her February 2019 appointment as the Chairman of our Audit Committee. Most recently, Ms. Ables gained executive experience as the Chief Administrative Officer of Spectra Energy Corp, from 2008 until her February 2017 retirement effective upon Spectra’s merger with Enbridge Inc. While serving in that role, Ms. Ables had responsibility for human resources, information technology, community relations and support services. Ms. Ables has prior governance experience gained from prior service on the Board of Directors for Spectra Energy Corp’s publicly traded master limited partnership, Spectra Energy Partners, LP, and has served on the Board of Directors of BJ Services, Inc. since July 2017 and Martin Marietta Materials Inc. since November 2018. Ms. Ables is also very active in community and charitable endeavors, including serving on the Board of Trustees of United Way of Greater Houston from 2008 to April 2016 and was re-appointed to the Board of Trustees in April 2018. This diversity of background and leadership experience make her a valuable contributor to our Board and to the Audit and Compensation Committees of our Board.

Cheniere Energy, Inc.

Cheniere Energy presents the core competencies of the directors as a group.

https://d1io3yogOoux5.cloudfront.net/_Obc0c51aa39588ebd24522481a890901/cheniere/db/736/6224/proxy_statement/Cheniere+Energy+Inc+2020+Proxy+Statement.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

JACK A. FUSCO
PRESIDENT & CEO

AGE: 57
DIRECTOR SINCE: JUNE 2016

Jack A. Fusco is a director and the President and Chief Executive Officer of Cheniere. Mr. Fusco has served as President and Chief Executive Officer since May 2016 and as a director since June 2016. In addition, Mr. Fusco serves as Chairman, President and Chief Executive Officer of Cheniere Energy Partners GP, LLC, a wholly-owned subsidiary of Cheniere and the general partner of Cheniere Energy Partners, L.P. ("Cheniere Partners") a publicly-traded limited partnership that is operating the Sabine Pass LNG terminal. Mr. Fusco served as Chairman, President and Chief Executive Officer of Cheniere Holdings from June 2016 to September 2018. Mr. Fusco is also a Manager, President and Chief Executive Officer of the general partner of Sabine Pass LNG, L.P. and Chief Executive Officer of Sabine Pass Liquefaction, LLC. Mr. Fusco received recognition as Best CEO in the electric industry by Institutional Investor in 2012 as ranked by all industry analysts and for Best Investor Relations by a CEO or Chairman among all mid-cap companies by IR Magazine in 2013. Institutional Investor also recognized Mr. Fusco as the 2020 All-American Executive Team Best CEO in the natural gas industry.

Mr. Fusco served as Chief Executive Officer of Calpine Corporation ("Calpine") from August 2008 to May 2014 and as Executive Chairman of Calpine from May 2014 through May 11, 2016. Mr. Fusco served as a member of the board of directors of Calpine from August 2008 until March 2018, when the sale of Calpine to an affiliate of Energy Capital Partners and a consortium of other investors was completed. Mr. Fusco was recruited by Calpine's key shareholders in 2008, just as that company was emerging from bankruptcy. Calpine grew to become America's largest generator of electricity from natural gas, safely and reliably meeting the needs of an economy that demands cleaner, more fuel-efficient

and dependable sources of electricity. As Chief Executive Officer of Calpine, Mr. Fusco managed a team of approximately 2,300 employees and led one of the largest purchasers of natural gas in America, a successful developer of new gas-fired power generation facilities and a company that prudently managed the inherent commodity trading and balance sheet risks associated with being a merchant power producer.

Mr. Fusco's career of over 30 years in the energy industry began with his employment at Pacific Gas & Electric Company upon graduation from California State University, Sacramento with a Bachelor of Science in Mechanical Engineering in 1984. He joined Goldman Sachs 13 years later as a Vice President with responsibility for commodity trading and marketing of wholesale electricity, a role that led to the creation of Orion Power Holdings, an independent power producer that Mr. Fusco helped found with backing from Goldman Sachs, where he served as President and Chief Executive Officer from 1998-2002. In 2004, he was asked to serve as Chairman and Chief Executive Officer of Texas Genco LLC by a group of private institutional investors, and successfully managed the transition of that business from a subsidiary of a regulated utility to a strong and profitable independent company, generating a more than 5-fold return for shareholders upon its merger with NRG in 2006.

Skills and Qualifications:

Mr. Fusco brings his prior experience leading successful energy industry companies and his perspective as President and Chief Executive Officer of Cheniere.

Chipotle Mexican Grill, Inc.

Chipotle presents the Board's skills, experience and attributes as a group.

<http://app.quotemedia.com/data/downloadFiling?webmasterId=101533&ref=114930775&type=PDF&symbol=CMG&companyName=Chipotle+Mexican+Grill+Inc.&formType=DEF+14A&dateFiled=2020-04-07&CK=1058090>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

Assuming all directors standing for re-election are elected at the annual meeting, the average age of our directors will be 57, and the Board will possess the skills, experiences and attributes reflected in the following table. We believe these skills, experiences and attributes are relevant and important to the company's achievement of its strategic goals, including making our brand culturally relevant and engaging, digitizing and modernizing the restaurant experience, continuing to ensure a culture of accountability and creativity throughout our organization, and enhancing our economic model to benefit our shareholders.

| BOARD SKILLS, EXPERIENCE AND ATTRIBUTES | |
|---|--|
| LEADERSHIP 6/7 directors (CEO or Executive Officer; Leader of large division, business unit or organization; public company board service) | DIGITAL/SOCIAL MEDIA/TECHNOLOGY 3/7 directors (Social Media Strategy; Technology-Based Consumer Applications; Revenue Opportunities; Cybersecurity) |
| RESTAURANT/FOOD INDUSTRY 4/7 directors (Restaurant Owner/Manager; Sourcing & Supply; Food Safety / Quality Assurance) | REAL ESTATE/LEASING 4/7 directors (Site Selection; Property Management and Administration) |
| HR/TALENT MANAGEMENT/COMPENSATION 3/7 directors (Recruiting; Talent Development & Motivation; Management; HR Compliance) | INTERNATIONAL 5/7 directors (Non-U.S. Regulations, Customs, Organizational Structures and Tax Implications and Planning) |
| FINANCE/ACCOUNTING 6/7 directors (Financial Reporting; Accounting Systems; Public Filings; Internal Controls) | SUSTAINABILITY/ESG 2/7 directors (Waste Reduction; Responsible Sourcing; Environmental Impact; Social & Governance Issues) |
| RISK MANAGEMENT 2/7 directors (Evaluation, Assessment and Oversight) | GOVERNMENT RELATIONS 1/7 directors (Lobbying; Regulatory; Investigations & Compliance) |
| BRANDING/MARKETING/MEDIA 4/7 directors (Branding Strategy & Innovation; Customer Relations; Crisis Management) | INVESTOR RELATIONS 5/7 directors (Engagement regarding strategy, financial results, executive compensation and corporate governance) |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Background:

Mr. Baldocchi has been self-employed since 2000 as a financial consultant and strategic advisor for, and investor in, a variety of privately-held companies. He holds a Bachelor of Science degree in chemical engineering from the University of California at Berkeley and an MBA from Stanford University.

Qualifications:

Mr. Baldocchi's extensive involvement with restaurant companies for more than 25 years has given him an in-depth knowledge of restaurant company finance, operations and strategy. He also has considerable experience with high-growth companies in the restaurant industry and in other industries, and his experience as a senior investment banker at a number of prominent institutions, including Morgan Stanley, Solomon Brothers and Montgomery Securities, helped him develop solid capabilities in accounting and finance as well.

Albert S. Baldocchi

Age: 66

Director Since: 1997

Cigna presents a discussion about the expectations from every director, the qualifications, characteristics, skills and experience sought by the Board and the areas of expertise reflected on the Board. The director biographies also present in detail the key qualifications and experience of every director.

<https://www.cigna.com/static/www-cigna-com/docs/about-us/investor-relations/2020-proxy.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

| DIRECTOR EXPECTATIONS AND QUALIFICATIONS | |
|--|--|
| <p>The Corporate Governance Committee, in consultation with the Board, has identified individual director expectations and qualifications, characteristics, skills and experience that it believes every member of the Board should have. In addition, the Corporate Governance Committee has identified areas of expertise that are directly relevant to Cigna's business strategy in the short- and long-term, enable the Board to exercise its oversight function and contribute to a well-functioning Board. In developing these areas of expertise, the Board also considered best practices among other large companies. The Board regularly reviews these identified areas of expertise to ensure they support the evolution of the Company's strategy and the Board's needs. The Corporate Governance Committee and the Board take into consideration these criteria and the mix of skills and experience as part of the director recruitment, selection, evaluation and nomination process.</p> | |
| Expectations of Every Director <ul style="list-style-type: none"> • Commitment to Cigna's values and mission • Understand Cigna's businesses and the importance of the creation of shareholder value • Contribute effectively to the Board's assessment of strategy and oversight of risk • Contribute effectively to the Board's evaluation of executive talent, compensation and succession planning | |
| <ul style="list-style-type: none"> • Share expertise, experience, knowledge and insights on matters before the Board • Advance Cigna's business objectives and reputation • Demonstrate an ongoing commitment to consult and engage with the CEO and senior management outside of Board and committee meetings on matters impacting Cigna • Strong commitment to ethics and integrity | |
| Qualifications, Characteristics, Skills and Experience of Every Director <ul style="list-style-type: none"> • Ability to analyze complex business and public policy issues and provide relevant input concerning the Company's business strategy and risk oversight • Free from conflicts of interest | |
| <ul style="list-style-type: none"> • Ability to assess different risks and their impact on shareholder value • Contribution to the Board's overall diversity of thought • High degree of achievement in their respective fields | |
| Areas of Expertise Reflected on Our Board of Directors <ul style="list-style-type: none"> • Business Leader • Finance • Health Services and Delivery Systems • Global Operations | |
| <ul style="list-style-type: none"> • Marketing and Consumer Insights • Regulated Industry/Public Policy • Technology Operations | |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



DAVID M. CORDANI
President, Chief Executive Officer and Director of Cigna
AGE: 54
DIRECTOR SINCE: 2009
COMMITTEES: Executive

David Cordani has served as Cigna's Chief Executive Officer since 2009, as President since 2008 and as a Director since 2009. He served as Chief Operating Officer from June 2008 until December 2009; President, Cigna HealthCare from 2005 until 2008; and Senior Vice President, Customer Segments & Marketing, Cigna HealthCare from 2004 until 2005. He has been employed by Cigna since 1991. He was elected Chair of the Board of America's Health Insurance Plans (AHIP) for 2019 and 2020. In 2018, he was named Chairman of the U.S. Chamber of Commerce's U.S.-Korea Business Council and he served on the U.S.-India Business Council Board of Directors from 2015-2017. He is also a member of the Business Roundtable. Mr. Cordani actively works with the Achilles International Freedom Team of Wounded Veterans. In 2016, Mr. Cordani received the Leadership in the Nation's Interest award from the Committee for Economic Development, a nonprofit, nonpartisan, business-led public policy organization. Mr. Cordani was named one of Fortune Magazine's Top Business Persons of the Year in 2015. Mr. Cordani received his Bachelor of Business Administration from Texas A&M University and his MBA from the University of Hartford.

Other Public Company Directorships: General Mills, Inc. (2014-Present)

Business Leader. Mr. Cordani has extensive executive leadership and management experience, including through his current role as President and Chief Executive Officer of Cigna, as well as his prior role as Chief Operating Officer which also encompassed broad responsibility for Cigna's global business and corporate functions. Mr. Cordani has spearheaded Cigna's transformation into a leading global health service company and has:

- Delivered strong financial performance, including compound annual adjusted income from operations per share growth of 17% since 2014;
- Consistently driven significant organic growth, completed multiple acquisitions, and significantly expanded Cigna's global portfolio; and
- Driven Cigna's performance as a partner-of-choice for collaboration with health service professionals and growing value-based care arrangements.

Finance. Mr. Cordani served as Business Financial Officer for Cigna's healthcare division and as the Controller for Cigna Corporation. He was formerly a CPA with public accounting experience at Coopers & Lybrand.

Global Operations. Mr. Cordani has overseen the growth and expansion of the international business in Cigna's portfolio, with sales capability in over 30 countries and jurisdictions.

Health Services and Delivery Systems. Mr. Cordani's long tenure with Cigna, as President and Chief Executive Officer and previously as President of the Cigna HealthCare business segment, provides him with unique perspective on the evolution of the health service industry and the innovation of health delivery models.

Marketing and Consumer Insights. As Chief Executive Officer, he leads the development and execution of Cigna's strategy to deliver value to approximately 170 million customer and patient relationships around the world.

Regulated Industry/Public Policy. Mr. Cordani is actively engaged in public policy related to the highly regulated health service industry and other global business markets.

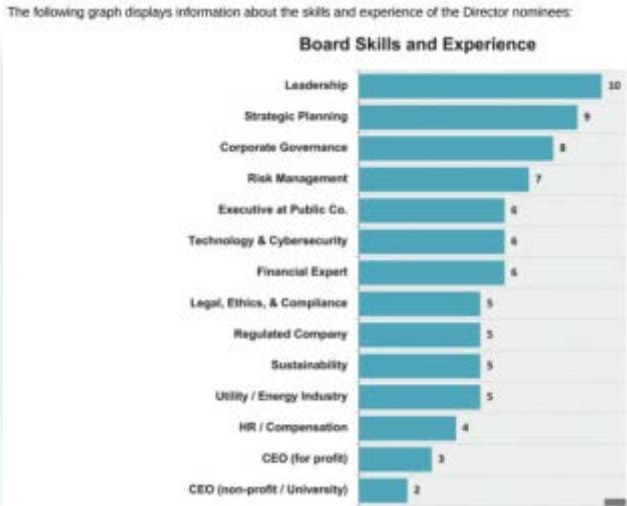
Technology Operations. As CEO, Mr. Cordani oversees Cigna's technology and innovation in support of business and strategic objectives, including data analytics and digital capabilities.

Consolidated Edison, Inc.

Consolidated Edison presents the Board’s skills and experience as a group.

<https://investor.conedison.com/static-files/a0800107-aa77-4a93-80ee-fc93fa7c7a37>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



George Campbell, Jr., Ph.D.
Director since: 2000
Age: 74

Board Committees:

- Corporate Governance and Nominating
- Executive
- Management Development and Compensation (Chair)
- Safety, Environment, Operations and Sustainability

Career Highlights: Dr. Campbell, a physicist, was the Non-Executive Chairman of the Webb Institute, Glen Cove, NY, an all scholarship college offering degrees exclusively in naval architecture and marine engineering, from November 2012 to October 2016. Dr. Campbell was the President of The Cooper Union for the Advancement of Science and Art, New York, NY, a college providing degrees in engineering, architecture, and fine arts, from July 2000 to June 2011, and was elected President *Emeritus*, by the Board of Trustees upon retirement. Dr. Campbell also held various research and development and management positions at AT&T Bell Laboratories. Dr. Campbell also served as President and Chief Executive Officer of NACME, Inc., a non-profit corporation focused on engineering education and science and technology policy.

Other Directorships: Dr. Campbell is a Trustee of Con Edison of New York. Dr. Campbell is also a Director or Trustee of the Josiah Macy Foundation, The Mitre Corporation, Montefiore Medical Center (*Emeritus*), Rensselaer Polytechnic Institute, Institute of International Education, Inc., the U.S. Naval Academy Foundation and the Webb Institute. Dr. Campbell also served as a Director of Barnes and Nobel, Inc. until August 2019.

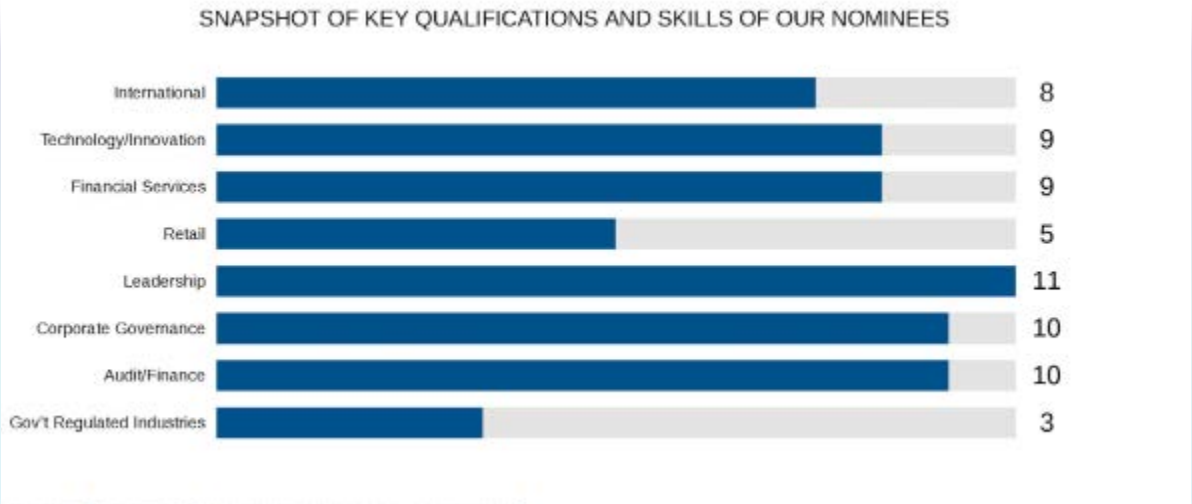
Attributes and Skills: Dr. Campbell has experience leading premiere colleges and a non-profit corporation, with a focus on engineering and science. Dr. Campbell also has experience in management and research and development at a public company. Dr. Campbell's experience from his leadership positions at the Webb Institute, The Cooper Union for the Advancement of Science and Art, AT&T Bell Laboratories, and NACME, Inc., and his service on other boards support the Board in its oversight of the Company's operations and management activities.

Diebold Nixdorf, Incorporated

Diebold Nixdorf presents a snapshot of the key qualifications and skills of director nominees as a group.


<https://investors.dieboldnixdorf.com/static-files/9b963f4e-9bf6-44a9-816a-051ddeda5c6c>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Arthur F. Anton



AGE: 62
DIRECTOR SINCE: 2019
COMMITTEES:
• Finance Committee (Chair)
• Audit Committee

PRINCIPAL OCCUPATION, PROFESSIONAL AND BOARD EXPERIENCE:
Mr. Anton served as Chairman of the Board and Chief Executive Officer of the Swagelok Company, Solon, Ohio (a fluid systems technologies company), from 2017 until his retirement on December 31, 2019. Mr. Anton previously served as President and Chief Executive Officer from 2004-2017, President and Chief Operating Officer from 2001-2004, Executive Vice President from 2000-2001, and Chief Financial Officer from 1998-2000 of Swagelok. Prior to joining Swagelok in 1998, Mr. Anton was a Partner of Ernst & Young LLP (a professional services organization).
Mr. Anton is currently a director and chair of the audit committee of The Sherwin-Williams Company, Cleveland, Ohio (a paint coatings manufacturer), where he has served since 2006 and where he serves as Chair of the Audit Committee. Mr. Anton also is lead director of Olympic Steel, Bedford Heights, Ohio (a steel processing and distribution company), where he has served since 2009, and a director of University Hospitals Health System, Cleveland, Ohio (a large academic medical center), where he has served since 2005 and became Chairman in 2019. He was also appointed as a director of the Rock & Roll Hall of Fame, Cleveland, Ohio, in 2018 and is a former director of Forest City Realty Trust, Cleveland, Ohio (a diversified Real Estate Investment Trust), where he served from 2010-2018.

DIRECTOR QUALIFICATIONS:
Mr. Anton brings significant domestic and international manufacturing and distribution experience and financial expertise to our Board. In addition, as a former partner of Ernst & Young LLP and the former Chief Financial Officer of Swagelok, Mr. Anton has financial expertise and extensive financial experience that provides him with a unique perspective on our business and operations and valuable insight as the chair of our Finance Committee and member of our Audit Committee. Mr. Anton was identified as a director nominee by, and nominated pursuant to an agreement with, GAMCO Asset Management Inc. and its affiliates.

Dollar General Corporation

Dollar General presents the directors' skills and experience as a group.

[https://investor.dollargeneral.com/websites/dollargeneral/English/310010/us-sec-filing.html?shortDesc=Proxy%20Statement%20\(definitive\)&format=html&secFilingId=805dbb08-93e8-416e-960f-863a84298c07](https://investor.dollargeneral.com/websites/dollargeneral/English/310010/us-sec-filing.html?shortDesc=Proxy%20Statement%20(definitive)&format=html&secFilingId=805dbb08-93e8-416e-960f-863a84298c07)

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Does the Board consider diversity when identifying director nominees?

Yes. We have a written policy to endeavor to achieve a mix of Board members that represents a diversity of background and experience in areas that are relevant to our business. To implement this policy, the Nominating Committee considers each candidate's individual qualifications in the context of how that candidate would relate to the Board as a whole and is intentional about including in the candidate pool persons with diverse attributes such as gender, race and age. The Committee periodically assesses this policy's effectiveness as part of its annual self-evaluation. The matrix included below illustrates the diverse experience and composition of our Board .

| Board of Directors Experience and Composition Matrix | | | | | | | | | | | Total |
|--|---|---|---|---|---|---|---|---|---|---|-------|
| Retail Industry Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 8 |
| Senior Leadership (C-Suite) Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 9 |
| Strategic Planning/M&A Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 7 |
| Public Board Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 6 |
| Financial Expertise | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 5 |
| General Independence | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 8 |
| Global/International Experience (Sourcing or Operations) | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 5 |
| Branding/Marketing/Consumer Behavior Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 6 |
| Human Capital Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 1 |
| E-commerce/Digital/Technology Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 3 |
| Risk Management Experience | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 8 |
| Racial/Gender Diversity | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | 4 |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



WARREN F. BRYANT
Age: 74
Director Since: 2009

Biography:

Mr. Bryant served as the President and Chief Executive Officer of Longs Drug Stores Corporation from 2002 through 2008 and as its Chairman of the Board from 2003 through his retirement in 2008. Prior to joining Longs Drug Stores, he served as a Senior Vice President of The Kroger Co. from 1999 to 2002. Mr. Bryant has served as a director of Loblaw Companies Limited of Canada since May 2013 and served as a director of OfficeMax Incorporated from 2004 to 2013 and Office Depot, Inc. from November 2013 to July 2017.

Specific Experience, Qualifications, Attributes, and Skills:

Mr. Bryant has over 40 years of retail experience, including experience in marketing, merchandising, operations, and finance. His substantial experience in leadership and policy-making roles at other retail companies, together with his current and former experience as a board member for other retailers, provides him with an extensive understanding of our industry, as well as with valuable executive management skills, global, strategic planning, and risk management experience, and the ability to effectively advise our CEO.

Dollar Tree, Inc.

Dollar Tree presents a discussion on the types of expertise that are important to the Board and the skills and experience of the directors as a group.

https://www.dollartreeinfo.com/static-files/7e6d576e-c71a-4b9b-8471-842c9fd229f7

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD

Board Self-Assessment and Skills Matrix

The Board is committed to ensuring it has a relevant diversity of skills and experience to oversee the Company, its management, its strategic plan and the execution of that plan. Expertise in retail investments, retail operations, retail merchandising, retail supply chain, change and risk management, capital markets, finance, accounting, technology, marketing, human resource and talent development are important to our Board oversight. This expertise can be gained in a variety of ways, such as being the chief executive officer of a public retailer, serving as a member of the board or in the "C" suite, or managing private equity investments. We regularly evaluate candidates that

can provide new voices and additional perspectives which will be relevant to the Company as its strategic plan continues to evolve.

The Board's annual self-evaluation led by the Nominating and Corporate Governance Committee is the foundation of our skills assessment process. Through the evaluation, the Board assesses its composition, processes, committee structure and composition, meetings and overall effectiveness. The directors provide feedback on the Board and its committees through questionnaires, and the results are aggregated on an anonymous basis to encourage candor among the directors. The Nominating and Corporate Governance Committee presented a summary of the results to the Board and key insights from the assessment were discussed during the March 2020 Committee and Board meetings.

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



ARNOLD S. BARRON

DIRECTOR SINCE MARCH 2008

AGE: 72

BOARD COMMITTEES:

Compensation Committee

Mr. Barron served as the Senior Executive Vice President, Group President of The TJX Companies, Inc. from 2004 until his retirement in January 2009. His employment with The TJX Companies began in 1979.

PREVIOUS WORK AND BOARD EXPERIENCE

- 2000 to 2004: Executive Vice President, Chief Operating Officer, The Macys Group (the combined entity of T.J. Maxx and Macys)
- 1996 to 2000: Senior Vice President, Group Executive, The TJX Companies
- 1993 to 1996: Senior Vice President, General Merchandising Manager, T.J. Maxx
- 1979 to 1993: held several other executive positions within The TJX Companies, Inc.
- 2009 to 2013: served as a director on the Board of Juc27 (Chair of the Compensation Committee, Chair of the Corporate Governance and Nominating Committee)

EDUCATION

- Received a B.A. in Mathematics from Boston University.

EXPERTISE

- With more than thirty years of retail experience in senior management, operations, merchandising, supply chain, strategic planning, human resources and systems in the United States, Canada, United Kingdom and Europe, Mr. Barron brings a combination of skills and experience spanning areas key to our business.

eBay Inc.


eBay presents the directors’ skills and experience as a group and highlights each directors’ qualifications in detail in the biographies.

https://ebay.q4cdn.com/610426115/files/doc_financials/2019/ar/2020-Proxy-Statement-(1).pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Anthony J. Bates

Age: 53
Director Since: 2015

Committees:

- Compensation Committee
- Risk Committee

Other Public Company Boards:

- VMware, Inc. (since 2016)

Experience

Mr. Bates is CEO of Genesys, which provides customer-experience and call-center technology. He was Vice Chairman of the board of Social Capital Hedosophia Holdings Corp. ("Social Capital," a special purpose acquisition company) from 2017 to 2019. From May 2017 through June 2018, Mr. Bates held the position of Chief Executive Officer of Growth at Social Capital. He also has been a member of the board of directors of VMware, Inc. since 2016, where he is chair of the Mergers & Acquisitions committee. He was formerly a member of the board of directors of GoPro, Inc.

Mr. Bates was President of GoPro, a technology company that manufactures action cameras, from 2014 to 2016, and helped with the initial public offering of the company. Before joining GoPro, Mr. Bates was the executive vice president of Microsoft Corp.'s Business Development and Evangelism group, responsible for the company's relationships with key original equipment manufacturers (OEMs), strategic innovation partners, independent software vendors and developers. Mr. Bates also led Microsoft's corporate strategy team.

Mr. Bates was also the president of Microsoft's Skype Division and the Chief Executive Officer of Skype, Inc. prior to its acquisition in October of 2011. Preceding Skype, Mr. Bates held senior positions with both Cisco Systems, Inc. and MCI Internet. Mr. Bates previously served as a member of the boards of YouTube, Inc. and LoveFilm.

Director Qualifications

- **Technology and Retail Industry Experience:** Executive leadership in the technology industry, including the management of worldwide operations, sales, service and support areas. Technical skills, as evidenced by his 10 patents in network innovations and his 12 requests for comments published with the Internet Engineering Task Force. Retail industry experience from his prior employment at GoPro, a consumer products company, YouTube, and LoveFilm, a provider of DVD-by-mail and streaming video on demand.
- **Management, Leadership and Strategy Experience:** Current service on board of VMware, Inc.; formerly on board of Social Capital Hedosophia Holdings Corp.; and formerly President and a board member of GoPro. Former Executive Vice President, Business Development and Evangelism at Microsoft Corporation, former Chief Executive Officer of Skype Inc. and former Senior Vice President of Cisco Systems, Inc.

EOG Resources, Inc.

EOG Resources presents the skills relevant to the Board and explanation of each skill's relevance. The Company also presents the directors' skills and experience as a group.

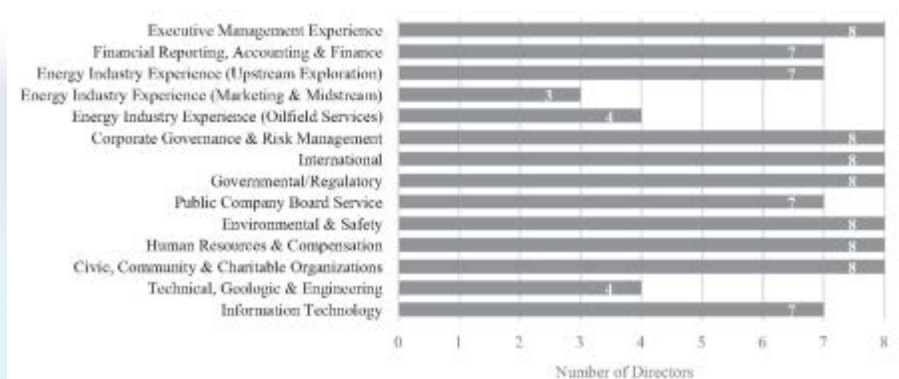
https://s24.q4cdn.com/589393778/files/doc_financials/2019/ar/2020-proxy.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Our director nominees bring a wealth of relevant experience and skills, as well as diverse viewpoints, to the Board. Below are descriptions of certain key skills and areas of experience that we believe are relevant to our business along with a matrix setting forth the number of our director nominees that possess each such skill and area of experience.

| Skill/Experience | Relevance |
|--|---|
| Executive Management Experience | Has an demonstrated record of leadership and valuable perspective on issues affecting large and complex organizations. |
| Financial Reporting, Accounting & Finance | Has an understanding of, and experience with, financial reporting and accounting matters and capital markets matters (both debt and equity) relevant to a large, publicly traded company. |
| Energy Industry Experience – Upstream Exploration | Contributes valuable perspective on issues specific to our operations in the upstream exploration sector of the oil and gas industry. |
| Energy Industry Experience – Marketing & Midstream | Contributes valuable perspective on issues specific to our operations in the marketing and midstream sector of the oil and gas industry. |
| Energy Industry Experience – Oilfield Services | Contributes valuable perspective on issues specific to our operations in the oilfield services sector of the oil and gas industry. |
| Corporate Governance & Risk Management | Has an understanding of, and experience with, the roles of corporate strategy and risk management necessary for organizational performance. |
| International | Provides valuable insights into the international aspects of our business and operations. |
| Governmental/Regulatory | Has an understanding of the role regulatory and governmental actions and decisions may have on our business. |
| Public Company Board Service | Contributes an understanding of corporate governance practices and facilitates outside time-based management. |
| Environmental & Safety | Strengthens the Board's oversight and understanding of the interrelationship between environmental and safety matters and our operational activities and strategy. |
| Human Resources & Compensation | Has an understanding of compensation factors and components that influence the attraction, retention and motivation of a talented workforce. |
| Civic, Community & Charitable Organizations | Contributes to a better understanding of sustainable engagements with the communities in which we do business. |
| Technical, Geologic & Engineering | Enhances background knowledge on understanding of technical, geologic and engineering disciplines necessary for the identification of our exploration plays and development of our prospect strategy. |
| Information Technology | Contributes to the Board's understanding of innovative information technology applications utilized in our operations and business. |

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



JANET F. CLARK, 65
Director since 2014

Ms. Clark has extensive leadership and financial experience, having most recently served as Executive Vice President and Chief Financial Officer of Marathon Oil Corporation ("Marathon") from January 2007 until her retirement in October 2013. Prior to that, she was Senior Vice President and Chief Financial Officer of Marathon from January 2004 to January 2007. From 2001 through 2003, Ms. Clark served as Senior Vice President and Chief Financial Officer of Nuovo Energy Company and, from 1997 until 2000, she held various roles at Santa Fe Stock Corporation, including Chief Financial Officer and Executive Vice President of Corporate Development and Administration.

Ms. Clark is also a director of Texas Instruments Incorporated (since 2015), a global semiconductor design and manufacturing company, where she serves as a member of the Governance and Stockholder Relations Committee and previously served as a member of the Audit Committee.

From 2013 to May 2018, Ms. Clark served as a director of Goldman Sachs BDC, Inc., a specialty finance company and regulated investment company, where she served as a member of the Audit, Compliance, Compensation, Contract Review, and Governance and Nominating Committees. Ms. Clark also previously served as a director of Goldman Sachs Private Middle Market Credit LLC, a regulated investment company and business development company, from 2016 to May 2018.

In addition, Ms. Clark served on the Board of Directors and Audit Committee of Duff Inc. from September 2011 to October 2013, including service as chairperson of the Audit Committee during 2013. Ms. Clark also served on the Board of Directors of Extremis Holdings, Inc. (and its predecessor company, Universal Compression Holdings, Inc.) from 2000 until September 2011 (including service as Audit Committee chairperson from 2004 to 2011).

Eversource Energy

Eversource Energy presents the qualifications, skills and experience sought by the Board followed by explanations on why the Board is seeking the skills. The Company also presents the directors' qualifications, skills and experience as a group.

<https://www.sec.gov/Archives/edgar/data/72741/000104746920001813/a2241007zdef14a.htm>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

Trustee Qualifications, Skills and Experience

Eversource Energy is a holding company with electric, gas and water utility subsidiaries that provide service to customers in Connecticut, Massachusetts and New Hampshire. The Company is a leader in enabling the development of clean energy. Combined with our successful and effective energy efficiency programs, the Company is positioned at the forefront in the fight against climate change. We stress great reliability and customer service for our customers, solid financial performance for our shareholders, a safe, respectful workplace for our employees that provides good wages and benefits, and continuous involvement with and support of our communities. Eversource has set a goal to be carbon neutral by 2030. To help us establish this we seek Trustees with both overall skills and experience and those that are specialized. We describe here and elsewhere the qualifications, skills and experience that we feel are necessary and that our Trustees possess.

Set forth below is a list of the qualifications, skills and experience we seek, followed by a description noting how these qualifications, skills and experience are particularly important to our Board:

Regulatory Experience. Each of our utility subsidiaries is regulated in virtually all aspects of its business by various federal and state agencies, including the SEC, the Federal Energy Regulatory Commission, and various state and/or local regulatory authorities with jurisdiction over the utility and the service areas in which we operate. Accordingly, the Board values the policy-making level experience in a heavily regulated industry that several of our Trustees possess.

Accounting Experience. As a publicly-traded electric, gas and water holding company whose companies are subject to substantial federal, state and accounting industry rules, it is especially important that the Board have significant accounting experience. Several of our Trustees are career accounting and financial executives who provide us with superior strength in the Board's oversight of this important element of the Board's responsibilities.

Senior Executive and Director Experience. Many of our Trustees serve or have served as senior executives or directors of other companies, providing us with unique insights. These individuals possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, long-term strategic planning, risk management and corporate governance, and know how to drive change and growth.

Diversity. The Corporate Governance Committee and the Board of Trustees seek diversity in gender, ethnicity and personal background when considering Trustee candidates. Diverse thoughts and views emanating from different backgrounds, life experiences, gender and race, career experiences and skills are critical to a well-functioning Board and essential to releasing opportunities and confronting challenges in the future. To ensure the success of our business strategy, the Board of Trustees strives to identify and pursue Trustee candidates with diverse skills, knowledge, backgrounds and experience that complement the skills, knowledge and experience of our current Trustees. Our Board is now one of the most diverse in the industry. Of our existing Board members, three are women, three are African-American, and one is Asian-American.

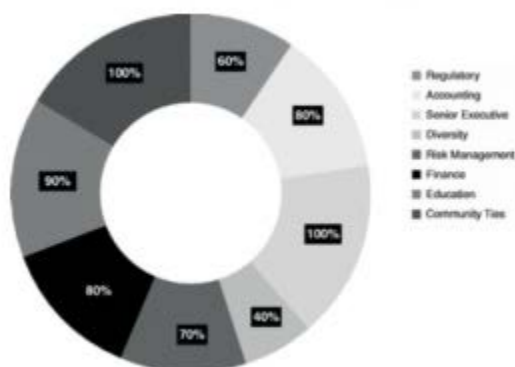
Risk Management Experience. Assessing and managing risk is a rapidly changing clean energy environment is critical to our success. Several of our Trustees have served in leadership positions and have the experience to understand and evaluate the most significant risks we face and the experience and leadership to provide effective oversight of risk management processes.

Finance Experience. The vast majority of our ongoing capital program is expected to be funded through cash flows provided by operating activities, as well as new debt issuance and, less frequently, equity issuances. As a result, the Board highly values the policy-making level experience and understanding of capital and financial markets, accounting and financial reporting, and credit markets, that many of our Trustees have acquired.

Community and Charitable Organization Involvement. Public utility companies have a unique position and role in the communities they serve beyond that of most corporations. The Board supports and encourages community involvement and development, and philanthropic goals and activities. The Eversource Energy Foundation, Inc. was established in 1998 to focus on our community involvement and to provide grants to our non-profit community partners. Consistent with our business strategy and core values, the Foundation invests primarily in projects that address issues of economic and community development and the environment. Each Trustee has experience in one or more community or charitable organizations. We operate New England's largest energy delivery system in three different states. Because a majority of our Trustees also reside in our service territory, they not only have ties to local communities, but they understand our customers' needs.

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Our Board's Qualifications, Skills and Experience



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Catherine M. Cleveland

Age: 63
Trustee since 1992
Committees: Finance and Corporate Governance

BACKGROUND

Ms. Cleveland is President of Matter Associates, a firm specializing in leadership and organizational development for business, public and nonprofit organizations. She is a member of the Advisory Board of Directors of Main Street America Holdings, Inc., a director of Ledyard National Bank, and was the founding Executive Director of the state-wide Leadership New Hampshire program. She has served on the Board of Directors of the Bank of Ireland and as Interim President and Chief Executive Officer of the New Hampshire Women's Foundation. Ms. Cleveland has also served as Chair, Vice Chair and a member of the Board of Trustees of the University System of New Hampshire, as Co-Chair of the Governor's Commission on New Hampshire in the 21st Century, and as an incorporator for the New Hampshire Charitable Foundation. Ms. Cleveland received a B.S. degree magna cum laude from the University of New Hampshire, Whitehead School of Business and Economics. She is a certified and practicing Court Appointed Special Advocate/Guardian of Liters (CASA/GAL) volunteer for abused and neglected children.

QUALIFICATIONS, SKILLS AND EXPERIENCE

Ms. Cleveland founded and serves as President of her own consulting firm. She has experience serving on the boards of directors of numerous companies. She also benefits from her policy-making level experience in education at the university level as the Chair, Vice Chair and member of the Board of Trustees of the University System of New Hampshire. In addition, she has policy-making level experience in financial and capital markets as a result of her service as a director of Ledyard National Bank and Bank of Ireland. Her ties to the State of New Hampshire also provide the Board with valuable perspective. Based on these qualifications, skills and experience, the Board of Trustees determined that Ms. Cleveland should continue to serve as a Trustee.

ExxonMobil Corporation

ExxonMobil presents a summary of the collective competencies of the director nominees that includes an explanation why each qualification is relevant to ExxonMobil. The summary also presents the qualifications of the nominees as a group. The biographies highlight each director nominees' specific areas of expertise and present where the experience was acquired.

<https://corporate.exxonmobil.com/-/media/Global/Files/investor-relations/annual-meeting-materials/proxy-materials/2020-Proxy-Statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

The Board is comprised of directors with an effective mix of backgrounds, knowledge, and skills that the Board considers relevant and beneficial in fulfilling its oversight role. The chart below provides a summary of the collective competencies of the Board nominees and explains why these are important:

| Director Qualifications | Competencies and Skills Sought by ExxonMobil | Board Composition |
|--|--|-------------------|
| Individuals who have achieved prominence in their fields | Current CEO / Former CEO / Field Prominence Experience serving as a CEO or other prominent leader provides unique perspectives to help the Board independently oversee ExxonMobil's CEO and management. Having this experience also increases the Board's understanding and appreciation of the many facets of modern international organizations, including strategic planning, financial reporting and compliance, and risk oversight. | 100% |
| Experience and demonstrated expertise in managing large, relatively complex organizations, such as CEOs or next-level executives of a significant company or organization with global responsibilities | Large / Complex Organizations ExxonMobil is among the largest corporations in the world. Experience leading a large organization provides practical insights on the challenges and opportunities complex businesses encounter. | 100% |
| | Global Business Leadership ExxonMobil conducts business around the world. Having a global business perspective aids the Board in understanding diverse business environments, economic conditions, and cultures associated with our global workforce and activities. | 60% |
| | Operational Experience Our Company operates in many different places and under varied conditions. Having experience with operational matters and requirements assists the Board in understanding the issues that may face ExxonMobil in its worldwide activities, including maintenance needs, labor relations, and regulatory requirements. | 60% |
| Financial or other risk management expertise | Financial Experience ExxonMobil's business involves complex financial management, capital allocation, and reporting issues. An understanding of finance and financial reporting is valuable in order to promote effective capital allocation, robust controls, and oversight. | 100% |
| | Risk Management The scale, scope, and complexity of ExxonMobil's business raises a multitude of interdependent risks, which can vary over time. Experience in effectively identifying, promoting, and managing a broad spectrum of risks can help the Board anticipate, anticipate, and oversee the Company managing the risks that face its varied businesses. | 100% |
| Experience on one or more boards of significant public or non-profit organizations | Public Company Board An understanding of public company reporting responsibilities and the issues commonly faced by public companies is important to navigating governance issues as applied to ExxonMobil. | 60% |
| Expertise resulting from significant academic, scientific, or research activities | Scientific / Technical / Research Experience ExxonMobil is a leader in research and technology, from finding and producing oil and natural gas, to developing new products, mitigating emissions, and protecting the environment. It is helpful for Board members to have these competencies, as science and technology are cornerstones to ExxonMobil's businesses. | 60% |
| Experience with cyclical businesses, such as commodities | Commodity / Cyclical Business Experience Understanding the unique challenges of a cyclical or commodity business provides helpful insights for assessing Company strategies, challenges, and opportunities. | 20% |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Susan K. Avery

Principal occupation:
President Emerita,
Woods Hole Oceanographic
Institution

Age 70
Director since 2017
Independent director

Committees:
Board Affairs, Public Issues
and Contributions

Background:

- Achieved prominence in her field** at the Woods Hole Oceanographic Institution, a global research organization, as President and Director from 2008 to 2015. In the course of her lengthy and varied experience with matters of climate science, Dr. Avery has been involved with areas of policy, carbon pricing, renewable energy, and adaptation.
- Academic leadership** at the University of Colorado Boulder as interim dean of the graduate school and vice chancellor for research, interim provost, and executive vice chancellor for academic affairs from 2004 to 2008.
- Government / scientific research** experience as past member of the United Nations Scientific Advisory Board and the National Research Council Global Change Research Program Advisory Committee.
- Scientific and research advisory committee** memberships held or recently held at NASA, NOAA, National Science Foundation, Lawrence Berkeley National Laboratory, National Park System, Independent Advisory Committee on Applied Climate Risk, Center for Southern Hemisphere Ocean Research, Qingdao National Laboratory for Marine Science and Technology, and Japan Agency for Marine-Earth Science and Technology.
- Scientific and environmental affiliations:** University Corporation for Atmospheric Research (Chair of Board), Consortium for Ocean Leadership (senior fellow), American Geophysical Union, American Meteorological Society (fellow), American Association for the Advancement of Science (fellow), and Institute of Electrical and Electronics Engineers (fellow).

Current public company directorships: None

Previous public company directorships in last five years: None

Fidelity National Information Services, Inc.

FIS presents a discussion of the Company's long-term growth strategy and how the collective skills and experience of the directors supports this. The Company also presents the expertise of their independent directors as a group, with icons that are also used in the biographies.

<https://www.investor.fisglobal.com/static-files/340bb49c-4df2-488d-9acb-d0607482abfc>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

FIS is a global leader in financial services technology, with a focus on banking and payments, capital markets and merchant solutions. With a deep and broad set of solutions, FIS serves its global client base by providing the software and services that empower the financial world. The foundation of both the Company's success and long-term growth strategy includes four pillars.

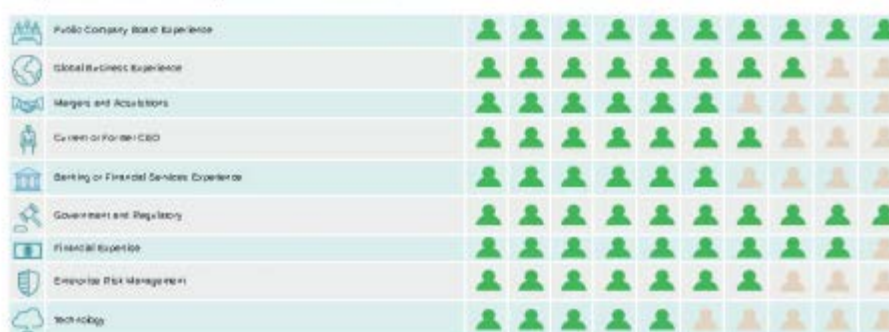


The collective skills and experience of our directors is broad and supports each of the pillars of our long-term growth strategy. The following chart summarizes those skills and experience under several criteria critical to the success of FIS. Virtually all of our directors have experience or expertise in these categories; however, we have only counted those directors in this chart whose experience in each category is deemed to be significant.

Fidelity National Information Services, Inc.

9

Expertise of our independent directors



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Lee Adrean



Independent Director
Director Since: 2019
Age: 68

Committees

Chair: None

Member: Audit, Risk and Technology

Other Public Company Boards: None

Mr. Adrean served as Corporate Vice President and Chief Financial Officer of Equifax, Inc., from October 2006 through May 2014. Prior to joining Equifax, he served as chief financial officer of several other public companies in the transaction processing, internet services, and financial services industries, and served as a strategy consultant for eleven years with Bain & Company. Mr. Adrean previously served on the board of directors of West Corporation and currently serves on the boards of directors of Serta Simmons Bedding, LLC and The Honey Baked Ham Company, LLC. Mr. Adrean previously served on the Board of Worldpay, Inc. from 2012 until its acquisition by FIS on July 31, 2019.

Skills and Qualifications

Mr. Adrean's qualifications to serve on the FIS Board include his significant executive experience with public companies and background in finance, accounting and corporate strategy.



Public company Board Experience



Global Business Experience



Government and Regulatory



Financial Expertise



Enterprise Risk Management



Mergers and Acquisitions

FleetCor Technologies, Inc.

FleetCor presents the skills and experience of the Company’s directors as a group, with icons that are also used in the biographies to identify the skills and experience by each director.

<https://investor.fleetcor.com/static-files/44d8b027-64b8-4761-bbc3-fb87ec7c53c1>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD
PRESENTATION OF NOMINEE SKILLS AS A GROUP

Our Board of Directors

Our Board currently consists of nine highly experienced and engaged members. Except for our CEO, all of our directors are independent under the NYSE rules. We continually focus on Board composition to ensure an appropriate mix of tenure and expertise that provides fresh perspectives and significant industry and subject matter experience. The complexity of our global business requires oversight by experienced, informed individuals that understand our industry, our challenges and our Company on a deep level. Our directors’ diverse backgrounds contribute to an effective and well-balanced Board that is able to provide valuable insight to, and effective oversight of, our senior management team.

| DIRECTOR EXPERIENCE | | |
|---|---|--------|
|  | Payments, financial services and fintech Informed about industry | 8 of 9 |
|  | Finance & accounting Understands the financial complexities of our business | 7 of 9 |
|  | Marketing & advertising Participates in expanding our business and brand awareness | 3 of 9 |
|  | Technology & innovation Equipped to respond to rapidly changing technology | 8 of 9 |
|  | Global business Able to navigate the global opportunities of our business | 7 of 9 |
|  | Cyber & information security Committed to maintaining customers’ trust | 3 of 9 |
|  | Business development & strategy Able to respond to fast-moving changes | 7 of 9 |
|  | Other public company leadership or board service Experienced in large-scale strategy and operations | 8 of 9 |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



STEVEN T. STULL

Featured experience, qualifications and attributes: CEO and Co-Founder of **Advantage Capital Partners**, a private equity firm, overseeing investments in the technology, financial and information services industries, since 1992; prior **Investment executive** with a large insurance company; **Chief financial officer** of an information services company and other career experience in financial institutions

Age: 61
Director Since: 2000

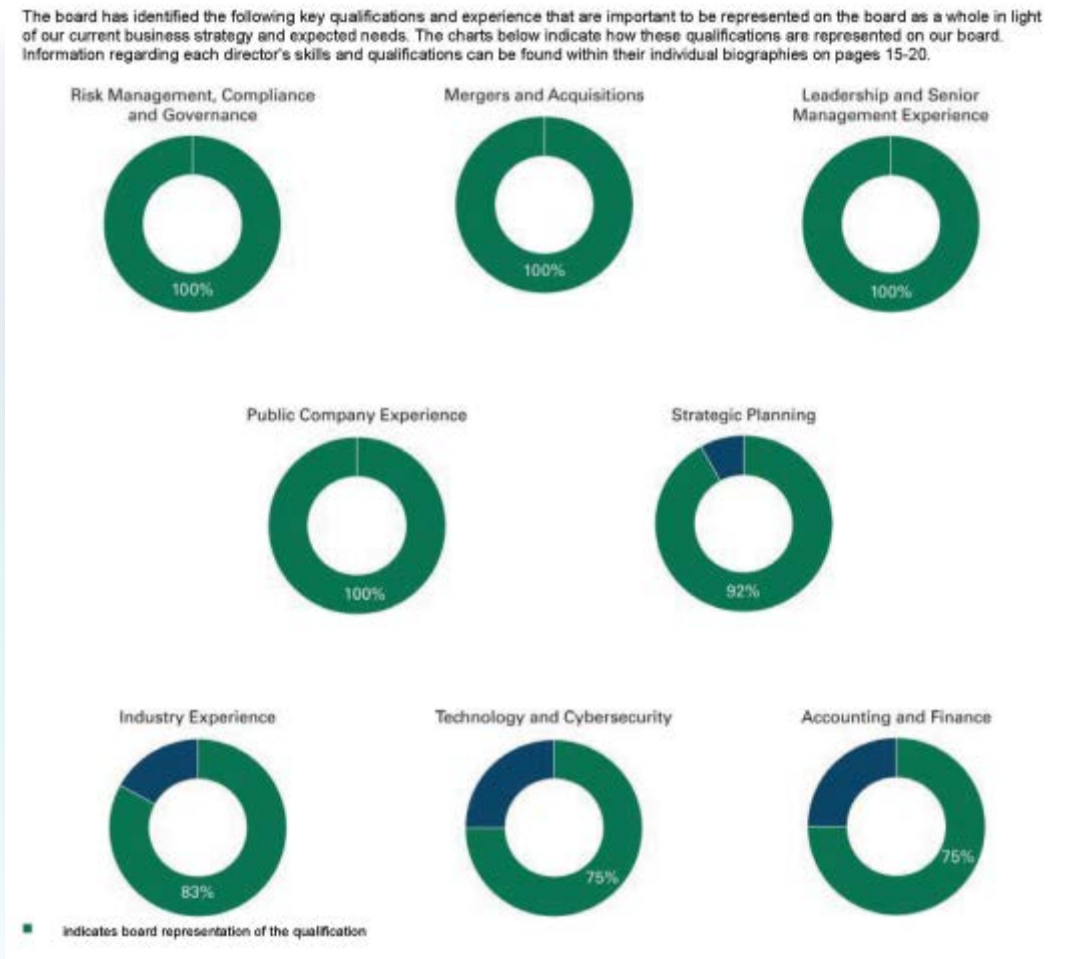
Provides: Deep experience in investments and the financial services business

Global Payments Inc.


Global Payments presents the key qualifications and experience that are important to be represented on their Board. Doughnut charts are used to present the percentage of the directors with the qualifications.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-000123360/865c63ec-c839-4f19-a269-a04bf059a204.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



M. Troy Woods

- Chairman since 2019
- Age 68

Skills and Qualifications: Mr. Woods' qualifications to serve on the board include his extensive knowledge of TSYS' business and the payments and technology industry gained through his more than 30 years' experience at TSYS. In addition, Mr. Woods has valuable leadership and risk management skills and extensive experience in and knowledge of the payment services and financial services industries.

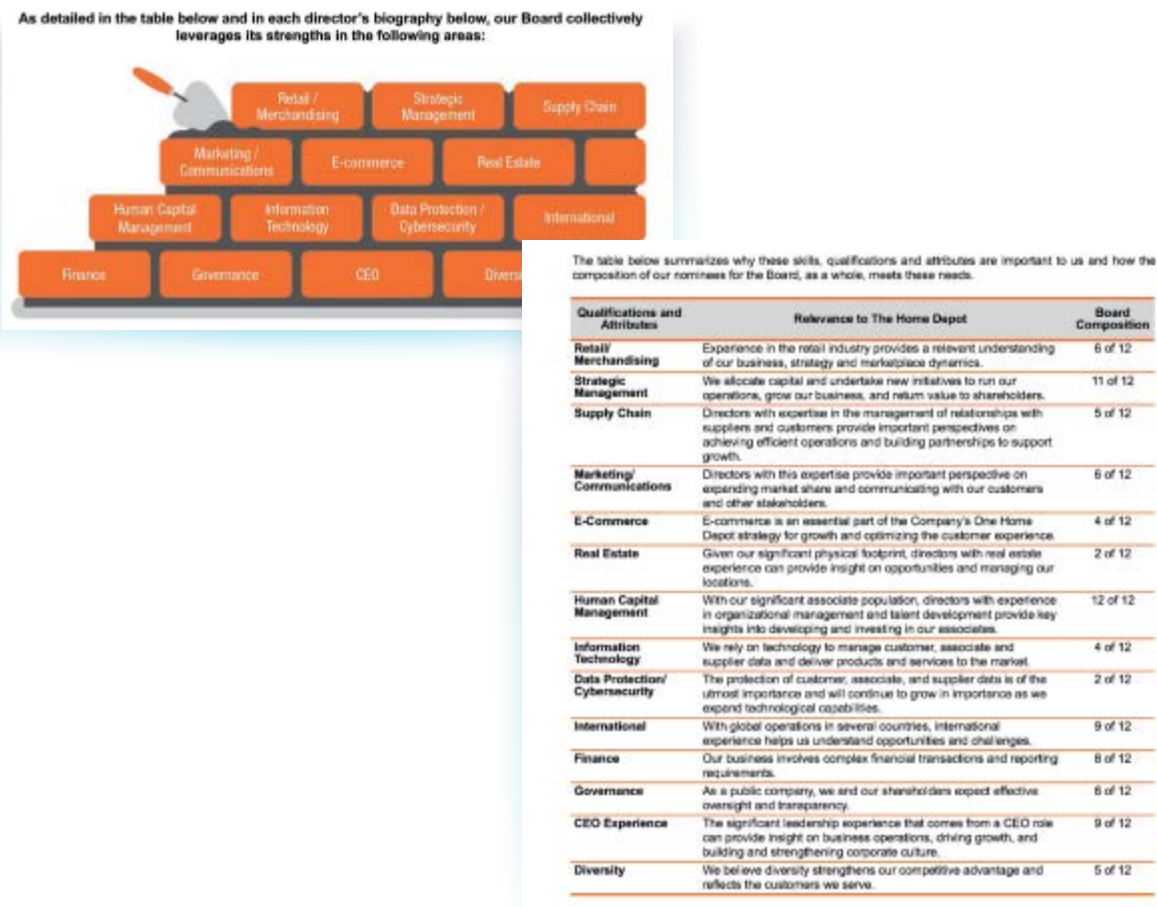
Prior to its merger with Global Payments in 2019, Mr. Woods served as Chairman, President and Chief Executive Officer of TSYS (July 2014 — September 2019); President and Chief Operating Officer of TSYS (December 2003 — July 2014); Executive Vice President of TSYS (1995 — 2003); Vice President of TSYS (1987 — 1995); Senior Vice President of Consumer Lending of AmSouth Bank (1982 — 1987); Senior Vice President for Card Services of United American Bank (1977 — 1979).

Home Depot, Inc., The

Home Depot presents the skills, qualifications and attributes that are important to the Company and includes an explanation why each qualification is relevant to Home Depot. The summary also presents the number of directors who have each of the qualifications.

<https://ir.homedepot.com/~media/Files/H/HomeDepot-IR/2020/HD%20-%202020%20Proxy%20Statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

GERARD J. ARPEY



Director since: 2015

Age: 61

Committees:

Nominating and
Corporate Governance
Finance

Mr. Arpey has been a partner in Emerald Creek Group, LLC, a private equity firm based in Southern California, since 2012. Prior to his retirement in November 2011, Mr. Arpey served as Chief Executive Officer of AMR Corporation, a global airline holding company, and its subsidiary American Airlines, from 2003 through November 2011, immediately prior to their voluntary filing for reorganization under Chapter 11 of the U.S. Bankruptcy Code. From 2004 through November 2011, he was also Chairman of the AMR Board of Directors. Mr. Arpey previously served as American Airlines' President and Chief Operating Officer, Senior Vice President of Finance and Planning, and Chief Financial Officer. Mr. Arpey currently serves on the board of directors of S. C. Johnson & Son, Inc., a privately-held company. He is also a trustee of the American Beacon Funds.

Skills and qualifications: Mr. Arpey brings to the Board extensive organizational management, strategic, financial, IT, governance, and international experience from his service as chairman, chief executive officer, and chief financial officer of one of the largest global airlines and service as a director of public and private companies.

Other U.S. Public Company Board Memberships in Past Five Years:

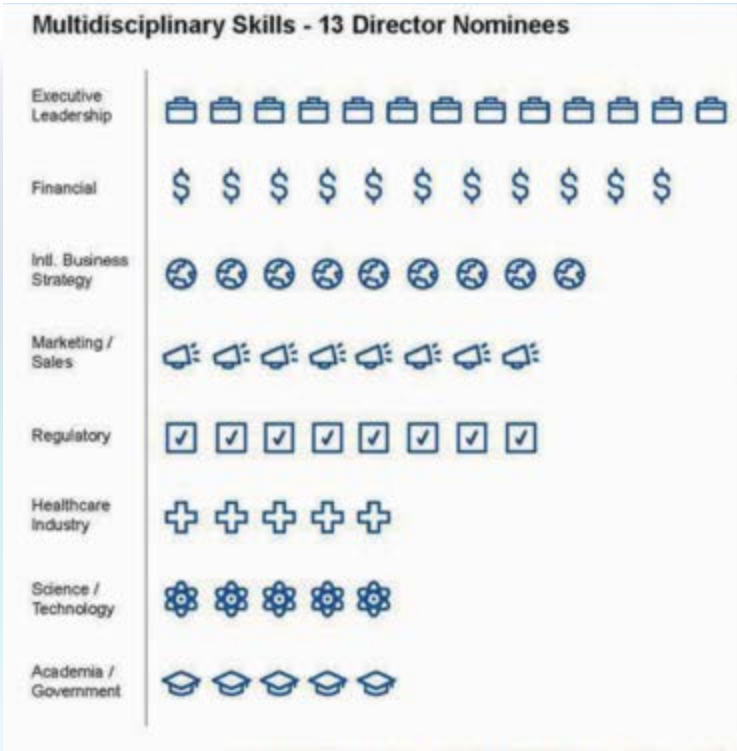
None

Johnson & Johnson

J&J uses icons to present the Board’s skills as a group, while each biography presents the individual nominees’ specific skills and qualifications.

<http://www.investor.jnj.com/annual-meeting-materials/2020-proxy-statement>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

MARY C. BECKERLE, Ph.D.

Independent Director since 2015



Biography:

Dr. Beckerle, age 65, has served as Chief Executive Officer of the Huntsman Cancer Institute at the University of Utah since 2006. She is the Associate Vice President for Cancer Affairs and a Distinguished Professor of Biology and Oncological Sciences at the University of Utah. Dr. Beckerle joined the faculty of the University of Utah in 1986 and currently holds the Jon M. Huntsman Presidential Endowed Chair. Dr. Beckerle has served on the National Institute of Health (NIH) Advisory Committee to the Director, on the Board of Directors of the American Association for Cancer Research, as President of the American Society for Cell Biology and as the Chair of the American Cancer Society Council for Extramural Grants. She currently serves on a number of scientific advisory boards, including the Medical Advisory Board of the Howard Hughes Medical Institute, the Board of Scientific Advisors of the National Cancer Institute (USA) and the External Advisory Board of the Dana Farber/Harvard Cancer Center.

Current Committees:

- Chair, Science, Technology & Sustainability
- Member, Regulatory Compliance

Other Public Board Service:

- Huntsman Corporation (since 2011)

Skills and Qualifications:

- Expertise in scientific research and organizational management in the healthcare arena
- Active participant in national and international scientific affairs
- Strong focus on patient experience


Linde plc presents the directors’ skills as a group, while each biography presents the directors’ specific qualifications.

<https://investors.linde.com/-/media/linde/investors/documents/full-year-financial-reports/2020-proxy-statement.pdf>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Prof. Dr. Wolfgang H. Reitzle
Chairman of Linde plc

Age 71
Director Since 2018
Other Public Company Directorships Axel Springer SE
Continental AG (Chairman)

Qualification Highlights

- Industry
- Linde End-Markets
- Linde Foreign Markets
- Operations
- International Business
- Technology
- Risk Management
- Public Company Board

Biography

Prof. Dr. Wolfgang Reitzle became the Chairman of the Board of Linde plc in October 2018, in connection with the Business Combination between Praxair, Inc. and Linde AG. He is the former President and Chief Executive Officer of Linde AG and former Chairman of the Supervisory Board of Linde AG. In 2002, he joined the Executive Board of Linde AG and served as Chief Executive Officer from 2003 to 2014. Prof. Dr. Reitzle began his career at BMW where, in 1986, he was appointed a regular member of the Board of Management, responsible for research and development. In 1999, he was appointed Chief Executive Officer of the Premier Automotive Group and Vice President of United States car manufacturer, Ford Motor Company.

Prof. Dr. Wolfgang Reitzle is Chairman of the Supervisory Board of Continental AG in Hanover, Germany. He is also a member of the Supervisory Board of Ivoclar Vivadent AG in Schaan, Principality of Liechtenstein, and a member of the Supervisory Board of Axel Springer SE in Berlin, Germany. Prof. Dr. Wolfgang Reitzle served as Chairman of the Board of Directors of LafargeHolcim Ltd in Jona, Switzerland until May 2016, and as member of the Supervisory Board of Hawesko Holding AG in Hamburg, Germany until June 2017.

Experience and Qualifications

As the former President and Chief Executive Officer of Linde AG, the former Chairman of the Supervisory Board of Linde AG, and as a former senior operating executive at BMW and Ford Motor Company, Prof. Dr. Reitzle contributes the senior executive experience and skills described above. His years of leading Linde AG provides him with substantial experience and deep insight into the industrial gases industry and the engineering business segment of Linde which is critical for the Board. In addition, Prof. Dr. Reitzle's prior experience as Chairman of the Linde AG Supervisory Board and the Board of Directors of LafargeHolcim, plus his current role as Chairman of the Supervisory Board of Continental AG, provides him with the skills and background necessary to lead Linde's Board.

Murphy Oil Corporation


Murphy Oil presents the Board’s diverse set of skills and expertise as a group.

<https://ir.murphyoilcorp.com/static-files/33962501-58e7-425e-b795-9d0568765c57>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



T. JAY COLLINS
Houston, Texas
Age: 73
Director Since: 2013

Board Committees

- Executive Compensation
- Nominating & Governance

Certain other directorships

- Oceaneering International, Inc., Houston, Texas

Principal occupation or employment

- President and Chief Executive Officer, Oceaneering International, Inc., from May 2006 to May 2011, retired May 2011

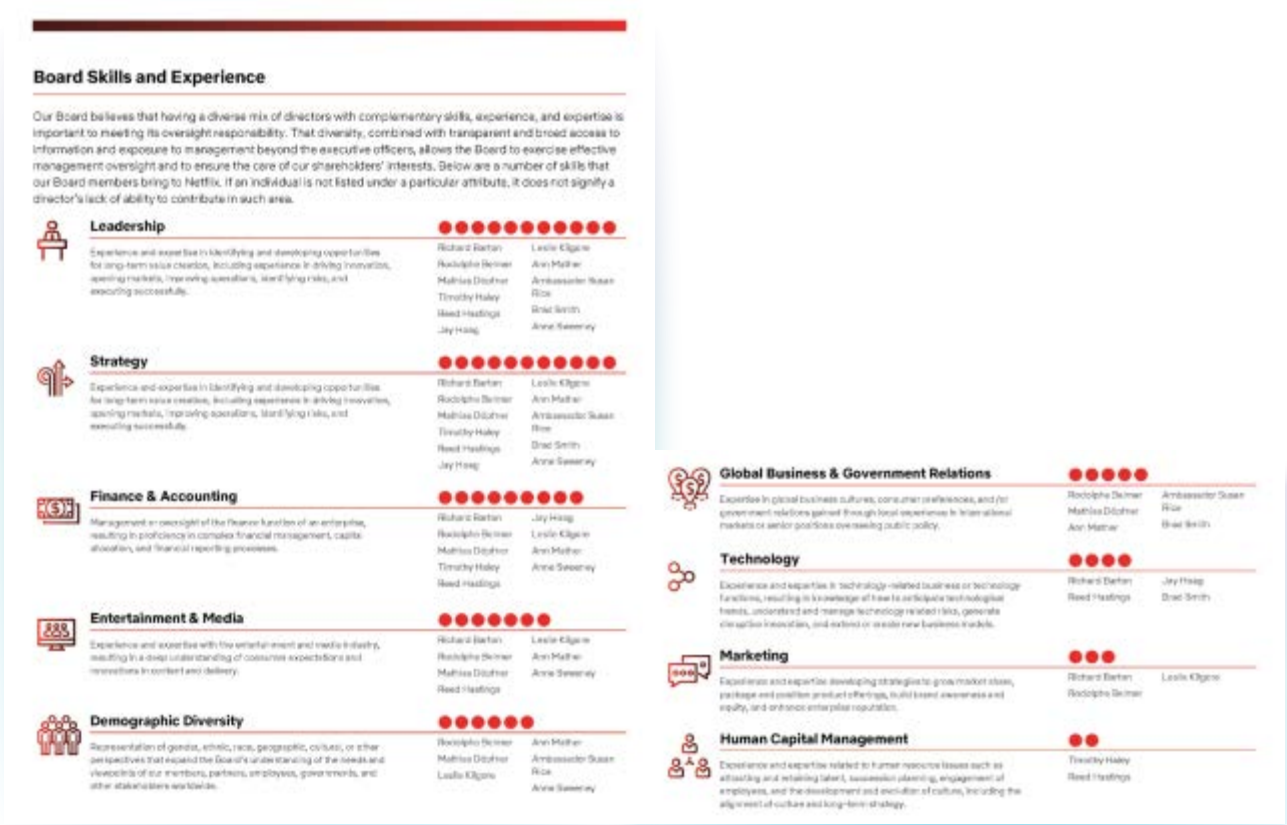
Mr. Collins has extensive knowledge of international management and corporate development. As a prior President and Chief Executive Officer of Oceaneering International, Inc., he has substantial knowledge and experience in the oil and natural gas industry. Among other qualifications, Mr. Collins brings to the Board experience in field operations, executive management and finance.

Netflix, Inc.

Instead of presenting a skills matrix table, Netflix presents each skill and experience represented on the Board with an icon, a description, graphics that represent the number of directors who possess the skill and the names of such directors.

https://s22.q4cdn.com/959853165/files/doc_financials/2019/ar/Netflix-2020-Proxy_Updated.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Reed Hastings
Chief Executive Officer of the Company, Chairman of the Board
Director and Chairman since 1997
Class III
Age: 59

Why this director is valuable to Netflix

Mr. Hastings, as co-founder and CEO, deeply understands the technology and business of Netflix and brings strategic and operational insight to the Board. He is also a software engineer, holds an MScS in Artificial Intelligence from Stanford University, and has unique management and industry insights.

Also...

Mr. Hastings is an active educational philanthropist: he served on the California State Board of education from 2000 to 2004, and after receiving his B.A. from Bowdoin College in 1983 served in the Peace Corps as a high school math teacher in Swaziland. Mr. Hastings previously served on the board of Facebook, Inc. from 2011-2019.

Career Snapshot:

- Founder, CEO and Chairman of Netflix (since 1997)
- Founder, Pure Software (1991) through IPO (1996) and ultimate sale to Rational Software

Other Public Company Boards:

- None

Committees:

- None

NiSource Inc.

NiSource presents the necessary skills and experience of the directors and the percentage of the directors who have acquired each skill.

https://s1.q4cdn.com/829981032/files/doc_financials/2019/ar/2020-Proxy.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Biographical Information and Skills

Biographical information regarding each director nominee and his or her qualifications to serve as a director is set forth on the succeeding pages.


Our director nominees possess the necessary breadth and depth of skills and experience to oversee our business operations and long-term strategy as shown below:*

| | |
|--|--|
| ✓ Industry Experience | ✓ Technology (58%) |
| • Gas Distribution or Transmission (50%) | ✓ Safety (67%) |
| • Electricity Distribution, Transmission or Generation (50%) | ✓ Environmental, Sustainability, Corporate Responsibility and Ethics (100%) |
| • Energy Markets or Technology (67%) | ✓ Non-Profit Board / Community Service (92%) |
| ✓ Other Operations / Customer Service (92%) | ✓ CEO (Current or Prior) (83%) |
| ✓ Government and Regulatory (92%) | ✓ Strategic Planning (100%) |
| ✓ Public Company Board (75%) | ✓ Financial Literacy and Expertise (100%) |
| ✓ Financial or Capital Markets (83%) | ✓ Talent Management (Executive Compensation and Benefits, and Talent Development) (100%) |
| ✓ Risk Management (100%) | |

* Percentages shown represent the portion of the Board with the indicated skill or experience.

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

PETER A. ALTABEF



| | |
|-----------------------------|--|
| Director Since: 2017 | Standing Board Committees: |
| Age: 60 | • Environmental, Safety and Sustainability Committee |
| | • Finance Committee (Chair) |
| | • Nominating and Governance Committee |

Executive Experience: Mr. Altabef currently serves as Chairman and CEO of Unisys Corporation, a global information technology company, a position he has held since January 2015 (becoming Chairman in April 2018). He also served as President from January 2015 through March 2020. Prior to his current role, he served as president and CEO of MICROS Systems, Inc., a provider of integrated software and hardware solutions to the hospitality and retail industries, from 2013 to 2014, when it was acquired by Oracle Corporation. Before that, he served as president and CEO of Perot Systems Corporation from 2004 to 2009, when it was acquired by Dell Inc. Following that transaction, Mr. Altabef served as president of Dell Services, the information technology services and business process solutions unit of Dell Inc. until his departure in 2011.

Outside Board and Other Experience: Mr. Altabef is a Chairman of the board of directors of Unisys Corporation. He is also a member of the President's National Security Telecommunications Advisory Committee, a board member of EastWest Institute, and a member of the advisory board of Merit Energy Company, LLC and of the board of directors of Petrus Trust Company, LTA. He has previously served as a senior advisor to 2M Companies, Inc., in 2012, and as a director of MICROS Systems, Perot Systems Corporation and Belo Corporation. He is also active in community service activities, having served on the boards and committees of several cultural, medical, educational and charitable organizations and events.

Skills and Qualifications: Mr. Altabef has experience leading large organizations as CEO and a strong background in strategic planning, financial reporting, risk management, business operations and corporate governance. He also has more than 20 years of senior leadership experience at some of the world's leading information technology companies. As a result, he has a deep understanding of the cybersecurity issues facing businesses today. His overall leadership experience and his cybersecurity background provide the Board with valuable perspective and insight into significant issues that we face.

Pioneer Natural Resources Co.

Pioneer Natural Resources presents the skills and experience that are important to the Board and provides an explanation on why each skill is relevant. The Company also presents the director skills as a group.

https://materials.proxyvote.com/Approved/723787/20200327/NPS_423422.PDF

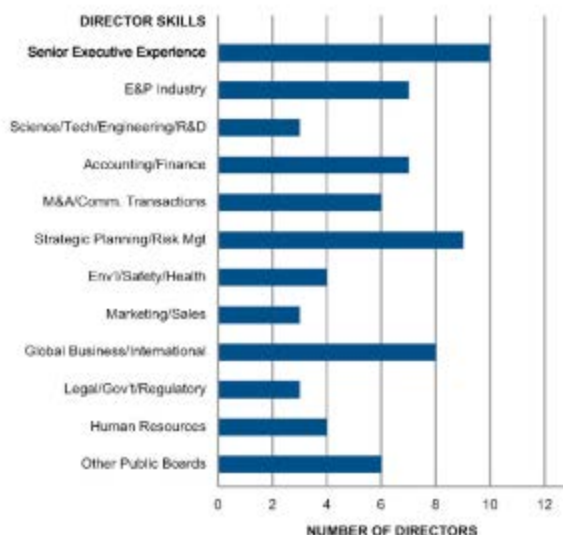
DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

| Skill/Experience | Relevance |
|---|---|
| Senior Executive Experience | Brings different perspectives to motivate, manage and develop leadership qualities in others, and a practical understanding of complex organizations, processes, strategy, risk management and change management |
| E&P Industry | Brings a practical understanding of issues specific to the Company's business and developing, implementing and assessing its strategy, operating plans and risk profile |
| Science/Technology/Engineering/Research & Development | Provides experience and insight as innovation and technology will be a key contributor to achieving Pioneer's long-term growth strategy |
| Accounting/ Finance | Important for overseeing the integrity of the Company's financial reporting and internal controls and critically evaluating its performance; knowledge of finance and investment experience assist the Board in understanding, advising on, and overseeing the Company's capital structure and financing and investing activities |
| M&A/Commercial Transactions | Provides insight into developing and implementing strategies for growing the Company's business, accurately evaluating transactions and maximizing stockholder value |
| Strategic Planning / Risk Management | Assists the Board in its oversight of strategy, understanding the most significant risks to its achievement and monitoring its implementation and results |
| Environmental Policy & Compliance/Safety/Health | Brings understanding and experience that is valuable to the Board in overseeing the Company's mission of being a leading independent energy company, developing natural resources in a way that protects the communities in which it operates and preserves the environment |
| Marketing/Sales | Brings an important perspective as the Company seeks to grow its production, particularly in terms of available processing, transportation and storage facilities and new markets, as well as the use of derivatives transactions to mitigate the effect of commodity price volatility on net cash provided by operating activities and net asset value |
| Global Business or International Matters | Provides valuable perspective on factors critical to the Company's long-term strategy, including factors that can affect supply and demand for oil and gas, available markets and regulation |
| Legal/Governmental/Regulatory | Provides experience and insight that help the Board in fulfilling its oversight responsibilities regarding the Company's legal and regulatory compliance and help the Company work constructively with governmental and political bodies, as the E&P industry is heavily regulated and is directly affected by governmental actions and decisions |
| Human Resources | Assists the Board in connection with its role in overseeing executive compensation, succession planning, and the identification and retention of executive talent |
| Other Public Boards | Through service on, or extensive experience providing professional advice to, other public company boards, brings an understanding of corporate governance practices and trends and insights into Board practices, relations between the Pioneer Board, the CEO and senior management, agenda setting and succession planning |

With regard to the balance of diversity of experience and skills of the Board, the Board believes that it is important to have individuals with the following skills and experiences on the Board. The directors' biographies above note each director's relevant experience, qualifications and skills relative to this list.

PRESENTATION OF NOMINEE SKILLS AS A GROUP

In addition, as part of the process, the Board reviews its skills and qualifications matrix to ensure that the Board maintains an appropriate balance of knowledge and experience in light of the Company's strategy and the long-term interests of stockholders. The Board believes that, collectively, its current members bring to the Board, through a variety of backgrounds and experiences, including through education, technical expertise, direct hands-on experience and managerial roles, a diverse range of skills and experience in relevant areas that contribute to overall effective leadership and exercise of oversight responsibilities by the Board, as depicted in the following graph:



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Edison C. Buchanan

Director since: 2002

Age: 65

Independent: Yes

Mr. Buchanan was a Managing Director of various groups in the Investment Banking Division of Dean Witter Reynolds in their New York and Dallas offices from 1981 to 1997. In 1997, Mr. Buchanan joined Morgan Stanley Dean Witter as a Managing Director in the Real Estate Investment Banking group. During 2000, Mr. Buchanan served as Managing Director and head of the domestic Real Estate Investment Banking Group of Credit Suisse First Boston.

Selected Experiences, Qualifications, Attributes and Skills: Mr. Buchanan's more than 20 years in investment banking and finance, including in senior executive roles, brings to the Board significant senior executive experience and extensive experience in corporate finance, mergers and acquisitions and commercial transactions, strategic planning and human resources.

Education:

Bachelor of Science degree in Civil Engineering, Tulane University

Master of Business Administration in Finance and International Business, Columbia University

Pioneer Committees: Compensation (Chair); Nominating and Corporate Governance

Current Public Company Directorships: None

Prior Public Company Directorships (within last five years): None

Current Non-Public Company Board or Other Service: Commonwealth Conservancy (Chair)

Republic Services, Inc.

Republic Services presents the key skills and experience represented on their Board. The biographies present each director’s specific skills and qualifications.

<https://investor.republicservices.com/static-files/70dcb0b3-adb9-4f19-93e3-0833fce3d61f>

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Director Skills and Experience

The Board is comprised of directors with broad and varied experience and expertise who are committed to representing the long-term interests of shareholders. The following summarizes the key skills and experiences represented on our Board:

| | | | |
|---|----------------------------------|---|--------------------------|
| Strategic planning | Industry experience | Current and former chief executive officers | Human capital management |
| Operations and marketing | Logistics | Shareholder perspective | Transportation |
| Finance and capital markets | Communications | Supply chain management | Customer engagement |
| Public company directorships | Digital sales/online commerce | Capital investment and allocation | Risk management |
| Business development and public affairs | Accounting and internal controls | M&A experience | Legal background |

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Manuel Kadre
Chairman of the Board since 2017; Director since June 2014
Committees: None

RELEVANT SKILLS AND QUALIFICATIONS

- **Chief Executive and Management experience** gained as Chief Executive Officer of Gold Coast Caribbean Importers and MBB Auto, LLC
- **Financial and Strategy experience** from his leadership roles in acquiring and managing several businesses as well as running successful businesses that are focused on positioning well-known brands in highly regulated markets

CAREER HIGHLIGHTS

MBB Auto, LLC, 2012 – Present

- Chief Executive Officer

Gold Coast Caribbean Importers, 2005 – 2014

- Chief Executive Officer

CC1 Companies, 1995 – 2009

- President, Vice President, General Counsel and Secretary

OTHER PUBLIC COMPANY DIRECTORSHIPS

(within the past 5 years)

- Mednax, Inc., 2007 – Present (Lead Independent Director, Member of the Executive Committee, Audit Committee, and Chair of the Nominating and Corporate Governance Committee)
- The Home Depot, Inc., 2018 – Present (Member of the Audit Committee and the Finance Committee)

ADDITIONAL EXPERIENCE AND SERVICE

- Board of Trustees, University of Miami
- Board of Directors, University of Miami Health System

Roper Technologies, Inc.

Roper Technologies presents the specific key qualifications and expertise of each director in the biographies.

<http://investors.ropertech.com/Cache/IRCache/01d56e86-59b7-f2bd-33f3-1b8192aab33c.pdf>

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Shellye L. Archambeau
Former Chief Executive Officer, MetricStream, Inc.

Ms. Archambeau is the former Chief Executive Officer of MetricStream, Inc., a Silicon-Valley based global provider of governance, risk, compliance and quality management solutions to organizations across diverse industries. She served in this role from the time she joined MetricStream in 2002 until 2018. Prior to joining MetricStream, Ms. Archambeau served as Chief Marketing Officer and Executive Vice President of Sales for Loudcloud, Inc., a provider of Internet infrastructure services; Chief Marketing Officer of NorthPoint Communications, a provider of local data network services; and President of Blockbuster, Inc.'s e-commerce division, where she launched the entertainment retailer's first online presence. Before she joined Blockbuster, Ms. Archambeau held domestic and international executive positions during a 15-year career at IBM Corporation. Ms. Archambeau has served as director of Okta, Inc., a provider of identity management solutions, since 2018, Nordstrom, Inc., since 2015, and Verizon Communications, Inc., since 2013.

Director Since 2018
Independent
Age 57

Committee:

- Nominating and Governance

Current Public Directorships:

- Okta, Inc.
- Nordstrom Inc.
- Verizon Communications, Inc.

Key Qualifications & Expertise:

- Executive leadership and management experience
- Technology and e-commerce
- Developing and marketing emerging technology software applications and solutions
- Innovation, digital media and communications
- Building and scaling consumer and B2B businesses in the technology industry
- Entrepreneurial perspective
- Cybersecurity experience
- Public company board experience

SBA Communications Corp.

SBA presents a summary of the skills and experience essential to their Board and includes an explanation why each skill is relevant to the Company. The summary also presents the percentage of the independent directors who have acquired each skill.

<http://d18rnOp25nwr6d.cloudfront.net/CIK-0001034054/b0636660-efcf-4e16-b52e-df644e12bd4c.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

The matrix below sets forth the collective skills and experience that we have identified as being essential for our Board to provide sound stewardship and the relevance of such skill or experience to our long-term value creation. Our NCG Committee seeks to have a Board with unique and balanced perspectives; consequently, we do not expect nor seek for each director to have each skill or experience set forth in the matrix. The skills, experience and background of each of our directors, and the characteristics that our NCG Committee and our Board identified in connection with his or her nomination is set forth in the director's biography which starts on page 12 of this proxy statement.

| SKILLS/EXPERIENCE/PERSPECTIVE | RELEVANCE TO SBA | INDEPENDENT DIRECTORS |
|---|---|-----------------------|
|  GLOBAL PERSPECTIVE | Given that we operate in 14 countries across three continents, international experience helps our Board understand and anticipate the opportunities and challenges of our business and contributes to a diversity of perspectives in Board decision-making. | 88% |
|  WIRELESS/TECHNOLOGY | Directors with technical knowledge, experience in our industry and experience implementing technology strategies provide the Board operational insight and strengthen the Board's expertise in evaluating and managing evolving technologies such as mobile edge computing. | 50% |
|  SENIOR LEADERSHIP | Significant leadership experience, including serving as a C-Suite or division executive, within a complex organization enhances the Board's ability to manage risk and oversee operations. | 100% |
|  FINANCIAL/ACCOUNTING | Directors with strong financial and accounting backgrounds allow effective oversight and understanding of financial reporting, financing transactions, complex acquisitions and internal controls. | 75% |
|  INVESTMENT/CAPITAL ALLOCATION | Directors with experience with debt/capital market transactions and corporate finance experience assist in evaluating our financial vision and capital allocation strategy. | 75% |
|  PUBLIC COMPANY BOARD/ CORPORATE GOVERNANCE | Prior public company board and corporate governance experience supports our goals of strong Board and management accountability, transparency, effective oversight and good governance. | 100% |
|  RISK MANAGEMENT/ COMPLIANCE | Skills and experience in assessment and management of business and financial risk factors allow the Board to effectively oversee risk management and assist SBA in managing the risks that it encounters. | 63% |
|  MERGERS AND ACQUISITIONS/ STRATEGIC INVESTMENTS | As portfolio growth is a vital element in SBA's long-term growth strategy, experience in evaluating and implementing M&A and strategic investments furthers the Board's management and oversight of these transactions. | 100% |
|  OPERATIONAL/ HUMAN RESOURCES | Directors with operational and human capital experience provide the Board insight into effective recruitment, retention and succession planning. | 88% |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Steven E. Bernstein
Director since: 1989
Independent
Age: 59
Chair

Mr. Bernstein, our founder, has served as our Chair since our inception in 1989 and was our Chief Executive Officer from 1989 to 2001. Mr. Bernstein is also involved in a number of personal commercial real estate investments. Mr. Bernstein has a Bachelor of Science in Business Administration with a major in Real Estate from the University of Florida. Mr. Bernstein was previously a visiting professor at Lynn University, and serves on the boards of various local charities.

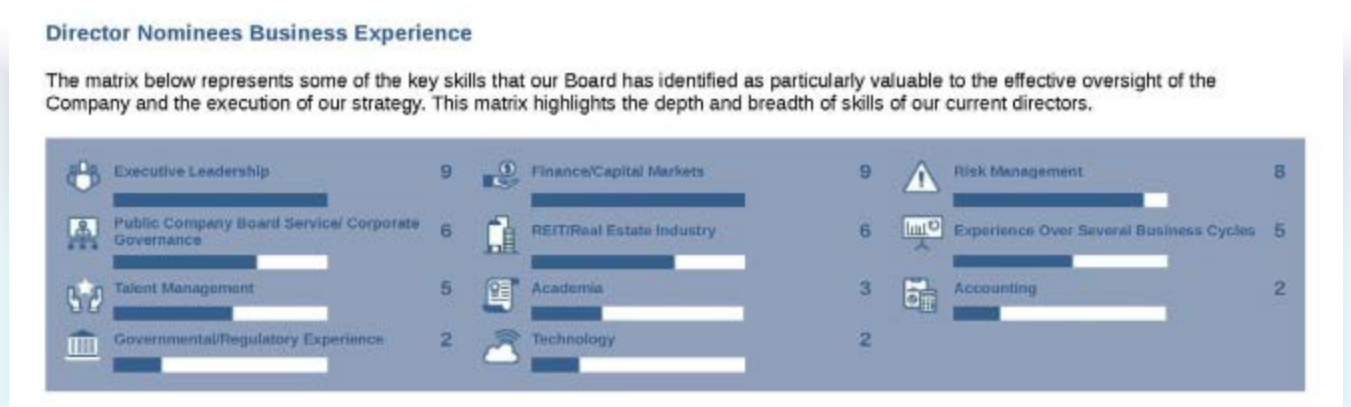
Qualifications. The Board nominated Mr. Bernstein to serve as a director of the Board because of his extensive senior management and operational experience in the wireless communications industry, including as the founder and first President and Chief Executive Officer of SBA.

SL Green Realty Corp.

SL Green presents the director nominees' skills as a group.


<https://slgreen.gcs-web.com/static-files/180f573b-9cfe-490f-9898-32c45364c5cc>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD
PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

John H. Alschuler



Director Since: **1997** Age: **72** **Lead Independent Director**

Mr. Alschuler's achievements in academia and business, as well as his extensive knowledge of commercial real estate, New York City's economy, commercial and other markets in New York City and national and international markets for real estate, and his expertise in inter-governmental relations, allow him to assess the real estate market and the Company's business from a knowledgeable and informed perspective, from which he provides valuable insights into the Company's business.

Professional Experience

- Chairman of HR&A Advisors Inc., an economic development, real-estate and public policy consulting organization, since 2008
- Adjunct Associate Professor, Graduate School of Architecture, Planning & Preservation at Columbia University, teaching real estate development
- Board of Directors of the Center for an Urban Future, Friends of the High Line Inc., and the Sag Harbor Cinema Arts Center, each a 501(c)(3) tax-exempt organization.
- B.A. degree from Wesleyan University and Ed.D. degree from the University of Massachusetts at Amherst

Other Public Board Directorships

- Xenia Hotels and Resorts, Inc. since 2015
- The Macerich Company since 2015

SL Green Board Service:

- Compensation Committee
- Nominating and Corporate Governance Committee
- Executive Committee

Southern Company, The

Southern Company presents the skills and experience that are important on their Board and provides a short description of each skill. The summary also presents the number of directors who have each skill.

https://s2.q4cdn.com/471677839/files/doc_financials/2019/annual/2020-Southern-Company-Proxy.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Janaki Akella *Independent*
Digital Transformation Leader, Google LLC, multinational technology company specializing in internet-related products

Age: 59
Director since: 2019

Board committees: Operations, Environmental and Safety; Business Security and Resiliency
Other public company directorships: None

DIRECTOR HIGHLIGHTS
Dr. Akella's qualifications include electrical engineering experience and knowledge, global business technology, data and analytics expertise and cybersecurity matters knowledge. Her understanding and involvement with technology market disruptions is particularly valuable to the Board as the Southern Company system continues to develop innovative business strategies.

- Dr. Akella serves as the Digital Transformation Leader of Google LLC, a position she has held since 2017. At Google, Dr. Akella addresses challenges and complex technical issues arising from new technologies and new business models.
- Prior to joining Google, Dr. Akella held a number of leadership positions during a 17-year career at McKinsey & Company, where she most recently served as principal. She led and contributed to over 100 consulting engagements in North America, Europe, Asia and Latin America with multiple project teams and client executives. She began her career with Hewlett-Packard as a member of the system technology technical staff, engineer scientist and technical contributor.
- She previously served on the Boards of the Guindy College of Engineering North American Alumni and the Churchill Club.

Southwestern Energy Co.

Southwestern Energy presents a list of skills and background that are critical to their Board. The biographies present each director's skills and qualifications that are relevant to the Company.

<https://www.swn.com/wp-content/uploads/2020/04/ProxyStatement.pdf>

PRESENTATION OF NOMINEE SKILLS AS A GROUP

A substantial percentage of our nominees have the following critical skills and backgrounds that bring important perspectives to the Board:

- CEO leadership experience
- Hands-on health, safety and environment, and corporate responsibility experience
- Direct experience in cyclical industries and those with which the Company deals
- Corporate governance experience from other boards
- Industrial operating and workforce management experience
- Mergers and acquisitions execution, implementation and analysis skills

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

JOHN D. GASS



Independent Director

Age: 68

Director since: 2012

Committees: Compensation (Chair); Health, Safety, Environment and Corporate Responsibility

Other Public Boards: Suncor Energy Inc.

Degrees: BS in Civil Engineering, Vanderbilt University; MS in Civil Engineering, Tulane University

Director Qualification Highlights

- Former Vice President of Chevron Corporation and President of Chevron Gas and Midstream
- Operational and HSE experience in upstream and midstream sectors in US and around the world
- Director, Suncor Energy Inc., since February 2014 (Chairman, Human Resources and Compensation Committee; member of Governance Committee)
- Former director, Weatherford International, Ltd., June 2013 through December 2019 (Chairman, Compensation Committee and member of Nominating and Governance Committee)
- Former director of Sasol Chevron Holdings Ltd and GS Caltex

Skills and Qualifications of Particular Relevance to Southwestern Energy

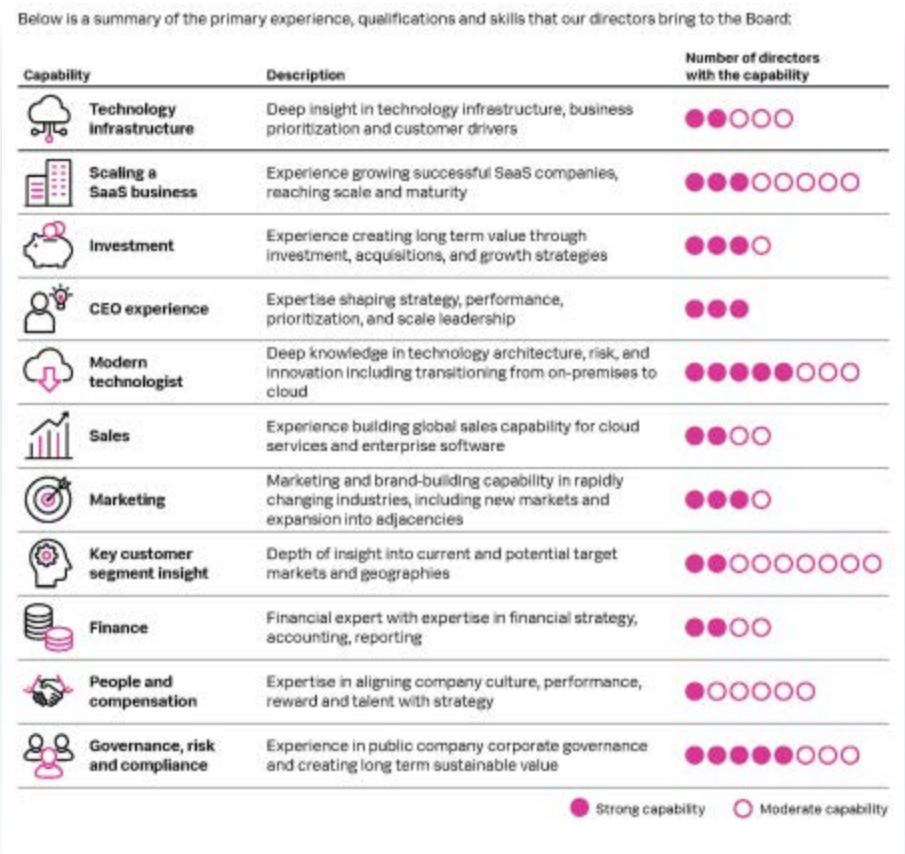
- Career-long experience in the Company's industry sectors, including at executive level
- Executive positions in global operations
- Managed capital-intensive, cyclical commodity businesses
- Valuable governance experience gained from his service on two other public company boards of directors
- Strong environmental and safety skills, including implementation of best practices

Splunk, Inc.

Splunk presents the skills and experience that the directors bring to the Board and provides a short description of each skill. The summary also presents the number of directors who have each skill. The icons used in the summary are also used in the director biographies.

https://www.annualreports.com/HostedData/AnnualReports/PDF/NASDAQ_SPLK_2020.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

John Connors



Independent
Managing Partner at
Ignition Partners

Age **61**

Director Since **2007**

Splunk Committee(s):
Audit Committee

Mr. Connors possesses specific attributes that qualify him to serve as a director, including his substantial experience as an investment professional in the business software and services industry and his experience as an executive in the software industry and as a member of the board of directors and audit and finance committee of a Fortune 500 company. Mr. Connors also brings historical knowledge of our business and continuity to the Board, as well as accounting experience and financial expertise.

Mr. Connors brings the following primary experiences, qualifications and skills to the Board:

 Scaling a SaaS business

 Investment

 Modern technologist

 Key customer segment insight

 Finance

 Governance, risk and compliance

John Connors has served as a member of our Board since 2007. Since 2005, Mr. Connors has been a managing partner at Ignition Partners, LLC, a venture capital firm. Prior to joining Ignition Partners, Mr. Connors served in various management positions at Microsoft Corporation, a technology company, from 1989 to 2005, including most recently as Senior Vice President and Chief Financial Officer from 1999 to 2005. Mr. Connors has served as a member of the board of directors of NIKE, Inc., a designer, marketer and distributor of authentic athletic footwear, apparel, equipment and accessories, since 2005. Mr. Connors holds a B.A. from the University of Montana.

Sprouts Farmers Market, Inc.

Sprouts presents the key skills and qualifications of each director in the biographies.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0001575515/d9554f18-14b2-4d44-9fae-25361c0967c9.pdf>

DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Joseph Fortunato



Chairman of the Board

Age: 67
Director since: 2013
Chairman since: 2017
Committees:
Compensation
Nominating and
Corporate Governance

Career Highlights
Mr. Fortunato has served as an Operating Partner at Prospect Hill Growth Partners, L.P., an operationally focused private equity firm, since January 2017. Mr. Fortunato serves on the board of directors of a number of Prospect Hill Growth Partners portfolio companies, including Comoto Holdings, Inc. (as Chairman since January 2016), Honors Holdings, LLC (since January 2018), EbLens LLC (as Chairman since March 2017) and Shoe Sensation (since August 2015). Mr. Fortunato previously served as Chairman of the Board, Chief Executive Officer and President of General Nutrition Companies, Inc. (NYSE: GNC; predecessor to GNC Holdings, Inc.), a global specialty retailer of health and wellness products, from November 2005 to August 2014 and was a consultant from September 2014 through December 2016. From 1990 to November 2005, Mr. Fortunato served in various executive roles with GNC, including Senior EVP and Chief Operating Officer, EVP of Retail Operations and Store Development and SVP of Financial Operations. Mr. Fortunato served on the board of directors of Mattress Firm Holding Corp., a retailer of mattresses and bedding-related products, from October 2012 until September 2016.

Key Board Skills and Qualifications

- Record as an executive of a successful international retail company
- Years of financial and operational experience
- Experience on the boards of directors of public companies

Favorite Sprouts Brand Product
Organic Himalayan Pink Salt and Coconut Oil Popcorn



Textron Inc.

Textron presents the directors’ experience and skills as a group and the specific qualifications and skills of each director in the biographies.

https://s1.q4cdn.com/535492436/files/doc_financials/annual/2019/Textron-2020-Proxy-Statement.pdf

PRESENTATION OF NOMINEE SKILLS AS A GROUP

Our director nominees offer an effective mix of relevant experience and skills, as illustrated below (by percentage of board members):



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE



Scott C. Donnelly
Director Since 2009
Chairman

Experience, Qualifications, Attributes and Skills

- Significant experience in the aerospace and defense sector
- Deep operational experience in innovation, manufacturing, sales and marketing, portfolio management, talent development and business processes
- First-hand, real-time experience in, and understanding of, Textron operations

Mr. Donnelly, 58, is Chairman, President and Chief Executive Officer of Textron. Mr. Donnelly joined Textron in June 2008 as Executive Vice President and Chief Operating Officer and was promoted to President and Chief Operating Officer in January 2009. He was appointed to the Board of Directors in October 2009, became Chief Executive Officer of Textron in December 2009 and Chairman of the Board in September 2010. Previously, Mr. Donnelly was the President and CEO of General Electric (GE) Company's Aviation business unit, a position he had held since July 2005. GE's Aviation business unit is a leading maker of commercial and military jet engines and components as well as integrated digital, electric power and mechanical systems for aircraft. Prior to July 2005, Mr. Donnelly served as Senior Vice President of GE Global Research, one of the world's largest and most diversified industrial research organizations with facilities in the U.S., India, China and Germany and held various other management positions since joining GE in 1989. In 2013, Mr. Donnelly joined the board of directors of Medtronic plc.

Truist Financial Corporation

Truist presents the skills and experiences represented on the Board and why they are important to the Company. The summary also presents the number of directors who have each skill.

<http://ir.truist.com/download/Truist+2020+Annual+Meeting+Notice+and+Proxy+Statement.pdf>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP

Director Commitment and Skills

We believe that our Board's commitment to Truist and diverse skillset helps promote our purpose to "inspire and build better lives and communities." Our Board invests a substantial amount of time, effort and energy in overseeing the planning and execution of our strategic plan, founded on our purpose, mission and values. Our Board members have a diverse skillset that demonstrates a variety of expertise that is well suited to oversee the

| Qualifications, Attributes, Skills and Experience Represented on the Board | Of the 22 Directors |
|--|---------------------|
| Financial Services Experience in the financial services industry is vital in understanding, overseeing and revealing our strategy, including opportunities and challenges facing our businesses. This attribute may include significant leadership roles at financial institutions, service on relevant boards of directors, as well as related experience at other companies as current or former executives, that gives directors specific insight into, and expertise that will foster active participation in, the development and implementation of our operating plan and business strategy. | 19 |
| Executive Leadership We seek directors who have served in significant leadership positions and who possess strong abilities to motivate and manage others. This includes the ability to identify, evaluate and develop leadership qualities in others. Current or recent experience as Chairman, CEO, President, CFO or another senior executive are strong indicators of value and expertise in this category. | 17 |
| Cybersecurity, Technology and Digital Evolution Our continued digital evolution requires us to have directors with an understanding of technology as both a challenge and an opportunity driving security and growth, and helps address emerging risks, innovation and competitiveness in the digital age. | 7 |
| Client and Consumer Interfaces and Trends Expertise in these areas is important for reaching tomorrow's customers, differentiating Truist's services, understanding the importance of technology and design in attracting and maintaining clients, and enhancing the capabilities and functionalities of our products. | 7 |
| Accounting/Financial Experience in these critical areas enables directors to analyze our financial statements, capital structure and complex financial transactions and oversee our accounting and financial reporting processes. NYSE rules require that at least one member of our Audit Committee have accounting or related financial management expertise. | 11 |
| Regulatory and Enterprise Risk Management Experience in identifying and managing potential areas of risk are necessary to our financial stability. Our Nominating and Governance Committee considers it important that the Risk Committee have at least one member who qualifies as a "risk management expert." | 5 |
| Corporate Governance and Public Board Directors with a solid understanding of their extensive and complex oversight responsibilities further our goals of greater transparency and accountability for management and the Board. | 12 |
| Public Affairs, Government Relations, Legal and Compliance Directors who have shown demonstrated achievement and expertise in these areas are important in helping Truist navigate the complex political and regulatory landscape in which we operate. | 11 |
| Leadership in Transformation, Innovation and Disruption As we have seen from our merger of equals with SunTrust, Truist directly benefits from leaders who are comfortable and experienced in navigating an ever-changing competitive landscape and who accept transformation and innovation as a constant. Such leaders provide insight regarding organizational agility and resiliency to address emerging needs and challenges for our business going forward. | 3 |

DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE

Jennifer S. Banner Knoxville, TN

Professional Experience:

Beginning in June 2019, Ms. Banner has been the Executive Director for the University of Tennessee Haslam College of Business Forum for Emerging Enterprises and Private Business. Ms. Banner previously served as President and Chief Executive Officer of SchaadSource, LLC (a privately held managerial and strategic services company) from 2006 through March 2019, Chief Executive Officer of Schaad Companies, LLC (a diversified holding company) from 2008 through 2018, and Chief Executive Officer of Schaad Family Office, LLC (a diversified holding company) from 2012 through 2018.

Qualifications and Skills:

Ms. Banner brings to Truist experience as a Chief Executive Officer and skills in public accounting, as well as financial services, corporate governance, and risk management experience from her prior service on the boards of directors of First Vantage Bank and First Virginia Banks, Inc. She served for six years (2010-2015) as a director of the Federal Reserve Bank of Atlanta (Nashville Branch) where she received formal training in monetary policy, the banking system and macroeconomics. Ms. Banner has experience with real estate construction and development, global business, and community-oriented organizations. She serves as a director and chair of the audit committee of Uniti Group, Inc., a real estate investment trust in the telecommunications infrastructure space. Ms. Banner also serves as a director and chair of the audit committee of CDM Smith, Inc., an employee owned global engineering and construction firm. Ms. Banner brings technology and digital transformation skills through formal training and research participation with MIT Center for Information Systems Research and other external sources. Ms. Banner is a frequent and sought-after speaker on the role of boards in digital transformation.



Age: 60

Tenure:

- Truist since 2003

Board Committees:

- Audit
- Compensation and Human Capital (Chair)
- Executive

Public Company

Directorship:

- Uniti Group

U.S. Bancorp

U.S. Bancorp presents the skills and qualifications represented on their Board, a description of each skill and each skill's link to the Company's strategy. The Company also presented the nominees' skills and qualifications as a group.

<https://ir.usbank.com/static-files/c21ac255-223c-48b6-9760-fab9dd629da5>

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD

When evaluating which business skills and qualifications each director or nominee possesses, the Governance Committee applies certain criteria to identify the skills, experiences and professional qualifications that are likely to be strong indicators of an individual's contribution to the Board's collective oversight work. These criteria, along with the number of our nominees who possess each skill or qualification and information about the strategic contributions of these skills and qualifications, are as follows:

| Skill or qualification | # | Criteria | Link to strategy |
|---------------------------------------|---|--|---|
| Chief executive experience | 7 | Are current or former CEOs of publicly held or large private corporations | Have experience overseeing senior leadership, finance, marketing and execution of corporate strategy from both a management and a board perspective |
| Financial reporting and accounting | 7 | Have specialized financial reporting qualifications, such as experience as a CPA or as the CFO of a large corporation | Are particularly well suited to overseeing the quality and integrity of our company's financial statements |
| Financial services industry expertise | 5 | Have executive-level experience in the financial services industry | Possess deep knowledge of the business challenges and opportunities facing our company |
| Risk management | 5 | Have specific risk-management expertise, gained through leadership at either a critical infrastructure company or a financial services institution | Are particularly adept at identifying and assessing the varied risks facing our company as a large financial institution |
| Corporate governance | 5 | Have significant experience serving on and leading the boards of other large corporations and/or professional experience in the corporate governance field | Help our Board fulfill its oversight function effectively |
| Technological transformation | 3 | Have executive-level experience in an industry driving technological change | Contribute expertise regarding product innovation and evolving customer expectations |
| Regulated industry expertise | 3 | Have executive-level experience in a regulated industry other than financial services | Provide a valuable perspective on how an extensive regulatory framework intersects with strategic and operational planning |
| Customer experience | 2 | Have executive-level experience in a consumer-focused industry other than financial services | Provide insight into how our company interacts with retail customers |
| Community leadership | 1 | Has significant leadership experience in community service organizations and/or in public policy roles | Provides perspective on our company's connections to the communities it serves and responsible business practices |

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A FOCUS ON SPECIFIC SKILLS AND AREAS OF EXPERTISE

Warner L. Baxter
Director since 2015

Committees

- Chair, Capital Planning
- Audit
- Executive

Business experience: Mr. Baxter, 58, is the Chairman, President and Chief Executive Officer of Ameren Corporation, a regulated electric and gas utility company serving customers in Missouri and Illinois. He has served in these positions since 2014. Mr. Baxter served as Chairman, President and Chief Executive Officer of Ameren Missouri from 2009 to 2014 and as Executive Vice President and Chief Financial Officer of Ameren Corporation from 2003 to 2009. In addition, he also served as President and Chief Executive Officer of Ameren Services from 2007 to 2009.

Other directorships:

- Ameren Corporation since 2014 (Chairman)
- UMB Financial Corporation from 2013 to 2015

Skills and qualifications:

- Chief executive experience:** Mr. Baxter's experience as a current CEO of a Fortune 500 company provides valuable leadership insight to the Board.
- Corporate governance:** Mr. Baxter has gained significant corporate governance expertise through his service as the Chairman of a large public company.
- Financial reporting and accounting:** Through his past experience as the CFO and Controller of a large publicly traded company, Mr. Baxter brings extensive financial reporting and accounting expertise to our Board.
- Regulated industry expertise:** As the current President and CEO of a company in a highly regulated industry, Mr. Baxter provides valuable perspective on regulatory and business challenges facing our company.
- Risk management:** As the current President and CEO of a company in a critical infrastructure industry, Mr. Baxter brings valuable risk management expertise to our Board of Directors.

WEC Energy Group, Inc.

WEC Energy Group presents the core competencies that all or at least 75% of the directors bring to the Company's Board.

<https://d18rnOp25nwr6d.cloudfront.net/CIK-0000783325/4a9baa2d-c7c4-4a4e-bf80-42a48c3daca4.pdf>

PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Patricia W. Chadwick

Age: 71

Director Since: 2006

Board Committees: Audit and Oversight;
Finance

- Ravengate Partners, LLC - President since 1999. Ravengate Partners, LLC provides businesses and not-for-profit institutions with advice about the financial markets, business management, and global economics.
- Director of Amica Mutual Insurance Company since 1992; Director of Voya Mutual Funds since 2006; Director of The Royce Funds since 2009.
- Director of WEC Energy Group since 2006; Director of Wisconsin Electric Power Company (subsidiary of WEC) from 2006 to June 2015.

Core competencies, qualifications and experience

Ms. Chadwick, who is a Chartered Financial Analyst, brings to our Board extensive investment management expertise gained from more than 35 years of experience as an investment professional, portfolio manager or principal. As founder and President of Ravengate Partners, a firm that has been educating and advising businesses and not-for-profit institutions about the financial markets and global macro economy since 1999, Ms. Chadwick's insights into the investment industry's perspectives is valuable to the Board's financial planning and strategy discussions. Her knowledge of capital markets is particularly helpful to WEC Energy Group and its subsidiaries, which operate in a capital intensive industry and consistently access the capital markets. Ms. Chadwick serves as a director and committee member on the boards of two registered investment companies, Voya Mutual Funds and The Royce Funds, through which she has developed extensive governance experience with respect to audit oversight and financial reporting. As a board director and Finance Committee member of Amica Mutual Insurance Company, she has gained a deep understanding of insurance risk management and oversight matters, which is valuable experience that she applies to her role on the WEC Energy Group Finance Committee and Audit and Oversight Committee.

Xcel Energy Inc.

Instead of presenting a skills matrix table, Xcel Energy presents each experience and attribute sought by the Board with an icon, a discussion on each attribute's relevance, a pie chart that presents the percentage of directors who bring the attribute to the Board and the names of such directors.

http://investors.xcelenergy.com/interactive/newlookandfeel/4025308/AnnualReport2019/proxy/images/Xcel_Energy-Proxy2020.pdf

DISCUSSION OF SPECIFIC SKILLS AND EXPERIENCE SOUGHT BY THE BOARD EXPLANATION WHY SPECIFIC SKILLS AND EXPERIENCE ARE SOUGHT BY THE BOARD PRESENTATION OF NOMINEE SKILLS AS A GROUP



DIRECTOR BIOGRAPHIES WITH A GENERAL PRESENTATION OF SKILLS AND EXPERIENCE



Lynn Casey
Age 64
Director since 2018
Retired Chair and CEO,
Padilla
Public Company Directorships
• None

Director Qualifications and Experience:

Ms. Casey has extensive executive experience in brand strategy and investor, corporate, and media relations. She is nationally recognized as an industry leader in building and protecting brands. Ms. Casey brings valuable skills to the Board with her experience in creating and delivering high-impact communication strategies, her expertise in crisis communications and management, and her strong commitment to the local community. Ms. Casey also serves as a director of several nonprofit organizations in the communities that we serve.

Business Experience:

- Chair, Padilla, a public relations and communications firm (August 2018 to December 2019)
- Chair and CEO, Padilla (September 2013 to August 2018)
- CEO, Padilla Speer Beardsley (2001 to September 2013)

Committees:

- Finance
- ONES



www.argyleteam.com

Argyle Company

100 Burma Rd,
Jersey City, NJ 07305
(201) 793 5400

About Argyle

We are a creative communications firm offering end-to-end, in-house execution capabilities.

Our experienced and passionate team is composed of attorneys, designers, project managers, thinkers and web developers. We collaborate together around a process that encompasses drafting, editing, designing and publishing across all digital and print channels.

We are thrilled that communications prepared by Argyle have contributed to trustful relationships between our clients and their readers, whether investors, employees or other stakeholders.

In turn, our commitment to our clients has resulted in meaningful long-term relationships with some of the most respected public and private companies in the world.

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