

## **Majority Vote Policy: Voting for Directors in Uncontested Elections**

**Policy:** In accordance with the Company's By-Laws, a nominee for director shall only be elected to the Board if he or she receives more votes "for" than "against" with respect to his or her election (referred to as a "Majority Vote") in an uncontested election for directors. In a contested election, the plurality rule will continue to apply and votes may be cast only "for" or "withhold" authority. The Board shall nominate for election or re-election as director only candidates who agree to execute, in connection with their nomination, irrevocable resignations that will be effective upon (1) the failure to receive a Majority Vote in an uncontested election at an annual meeting and (2) the Board's acceptance of such resignation within ninety (90) days following certification of the shareholder vote (the "Resignation Offer").

**Procedures:** The Compensation, Nominating and Governance Committee (the "Committee") will consider and recommend to the Board whether to accept the Resignation Offer. The Committee and Board of Directors will evaluate any such tendered resignation in the best interests of the Company and its shareholders. The Committee, in making its recommendation to the Board, and the Board, in reaching its decision, may consider such factors it deems relevant, including, but not limited to, any stated reasons why shareholders cast "against" votes for the election of such director, the director's qualifications, the director's past and expected future contributions to the Company, the overall composition of the Board, and whether accepting the tendered resignation would cause the Company to fail to meet any applicable rule or regulation, including under the New York Stock Exchange Listing Requirements and federal securities laws.

**Board Action:** Following the recommendation of the Committee, the independent members of the Board will decide the action to take with respect to the Resignation Offer within ninety (90) days following certification of the shareholder vote. When deciding the action to take, the Board could accept or decline the Resignation Offer or decide to pursue additional actions such as the following:

- allow the director to remain on the Board but not be re-nominated to the Board at the end of the current term;
- defer acceptance of the resignation until a replacement director with certain necessary qualifications held by the subject director (for example, audit committee financial expertise) can be identified and elected to the Board; or
- defer acceptance of the resignation if the director can cure the underlying cause of the "against" votes within a specified period of time (for example, if the "against" votes were due to another board directorship, by resigning from that other board).

**Acceptance of Resignation:** To the extent that one or more directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If one or more directors' resignations are not accepted by the Board within ninety (90) days after certification of the shareholder vote, such resignations shall not be

effective until the next annual meeting.

**Disclosure of Decision:** The Board will publicly disclose its decision regarding the resignation within ninety (90) days after the results of the election are certified.

**Recusal:** Any director who offers his or her resignation pursuant to this provision is expected to abstain from participating in any discussions with or actions by either the Committee or the Board of Directors with respect to accepting or turning down his or her own Resignation Offer, but will otherwise continue to serve as a director during this period. However, if enough members of the Committee fail to receive a Majority Vote in the same uncontested election, so that a quorum of the Committee cannot be attained, then the other independent directors who received a Majority Vote in that election will be asked to consider and decide whether to accept the Resignation Offer of each director who failed to receive a Majority Vote. If only three or fewer independent directors received a Majority Vote in the same election, then all independent directors may participate in any discussions or actions with respect to accepting or declining the Resignation Offers (except that no director will vote to accept or decline his or her own Resignation Offer).

**Uncontested Election:** For purposes of this section, an “uncontested election” will be any election where the number of candidates seeking election is less than or equal to the number of directors to be elected.