

CORPORATE GOVERNANCE FACTSHEET

as of 12/31/19

Corporate Governance Information	2017	2018	2019
Size of Board of Directors	7	7	7
Annual Director Elections	yes	yes	yes
Majority Vote for Election of Directors	no	no	*yes
Number of Independent Directors	5	5	5
Committee Members All Independent			
a) Audit Committee	yes	yes	yes
b) Nominating and Governance Committee	yes	yes	yes
c) Compensation Committee	yes	yes	yes
Lead Independent Director	yes	yes	yes
Director Resignation Policy	yes	yes	yes
Director Term Limit Policy	yes	yes	yes
Corporate Governance Guidelines	yes	yes	yes
Independent Directors Hold Meetings Without Management	yes	yes	yes
Annual Board Evaluation Required	yes	yes	yes
Annual Review of Board Independence	yes	yes	yes
Committee Self-Evaluations Required	yes	yes	yes
Policy for Selection of Independent Auditors	yes	yes	yes
Independent Compensation Consultant Policy	yes	yes	yes
Anti-Hedging Policy for All Employees and Directors	yes	yes	yes
Annual "Say on Pay" Votes on Executive Compensation	yes	yes	yes
Committee Charters Required	yes	yes	yes
Business Code of Conduct and Ethics	yes	yes	yes
Shareholder Right of Proxy Access	no	no	*yes

*As of 4/25/19