Year-End Tool Kit

Executive Compensation Worksheet

2021-2022

GOODWIN

PREPARER NOTES:

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This document has been prepared for use by domestic public companies, and may not be appropriate for companies subject to different SEC requirements, including but not limited to smaller reporting companies, emerging growth companies, asset backed issuers, foreign private issuers and investment companies. This document is intended to be used in connection with preparation of the company's Annual Report on Form 10-K and proxy statement and should not be used in connection with preparation of registration statements without further review and revision. This document is not a substitute for advice of qualified attorneys. We recommend that you consult with your regular Goodwin Procter LLP attorney prior to using this document.

[EDIT: Insert Company Name]

Executive Officer and Director Compensation Worksheet

Reporting Year: Fiscal Year Ended December 31, 2021

This Executive Officer and Director Compensation Worksheet reflects current SEC rules and interpretations as of December 2021. Prior versions of this document should not be used.

General Instructions

The Purpose of This Worksheet

This worksheet is intended to facilitate collection and disclosure of executive compensation in the Company's shareholder proxy communications and annual report on Form 10-K, as required by the rules of the Securities and Exchange Commission. **Please answer every question**, although some questions may not be relevant to the Company. If the answer to any question is "None" or "Not Applicable," please so indicate. If the space provided for answers is inadequate, please indicate this in the proper space on the worksheet and give your answer on an attached sheet with a reference to the corresponding question.

Notes on the Scope of This Worksheet

This worksheet is intended only to assist domestic public operating companies in complying with SEC executive officer and director compensation disclosure requirements for proxy statements and Form 10-K annual reports. It does not reflect the requirements that apply to other types of public companies, including the following (among others):

- domestic public operating companies that are eligible to report under the SEC's smaller reporting company rules;
- foreign private issuers; and
- registered investment companies.

This worksheet is intended to address the disclosure requirements for typical executive compensation arrangements. It does not cover all forms or types of compensation and the related disclosure requirements, nor should it be considered legal advice about SEC disclosure requirements. It should be used only in conjunction with qualified legal advice.

Please note also that this worksheet addresses only the disclosure requirements of Item 402 of SEC Regulation S-K in connection with routine annual meetings at which directors will be elected. Accordingly, it does not address the "golden parachute" disclosure required in connection with a meeting of stockholders at which stockholders are asked to approve an acquisition, merger, consolidation or proposed sale or other disposition of all or substantially all the assets of the Company pursuant to Item 402(t) of Regulation S-K. Further, it does not address (among others) (1) the exhibit filing requirements of Item 601 of Regulation S-K, (2) the reporting or exhibit filing requirements of Form 8-K, (3) any applicable financial reporting requirements under SEC rules or generally accepted accounting principles, (4) any requirements under the

Internal Revenue Code, (5) the voting policies of Institutional Shareholder Services Inc. (or ISS, formerly known as RiskMetrics) or individual institutional investors or (6) any corporate governance evaluation or rating services. Please contact your regular Goodwin Procter attorney for any assistance related to any questions that arise from any of the matters noted above.

The Need for Accuracy and Completeness

Information filed with the SEC that is false or misleading in any material respect may create liability under federal and state securities laws. Therefore, persons using this worksheet should exercise due care in connection with the completion of this worksheet and **answer completely and accurately each part of this worksheet**.

If you do not understand the meaning or implication of any of the questions or are in doubt as to the significance of any information you have, please contact your regular attorney for assistance. If you learn of any information that would affect the accuracy or completeness of the information reported in the worksheet before the scheduled date of the annual meeting, please contact your regular attorney immediately.

Contents

What Years Are Covered?

Three Years. In most cases, SEC rules require companies to provide executive compensation disclosure for the most recent three completed fiscal years (2019, 2020 and 2021 for companies with calendar year-end fiscal years).

Whose Compensation Must Be Reported?

The determination of which executive officers are covered by SEC rules is based on **total** compensation, rather than by cash compensation only. This means that companies may need to monitor compensation information and changes during the year to anticipate which executive officers will be included in their executive compensation disclosure for that year.

Persons Covered. The executive compensation tables must present information for the following specified individuals:

Principal Executive Officer: Each person who served as the Company's principal executive officer during the fiscal year;

Principal Financial Officer: Each person who served as the Company's principal financial officer during the fiscal year;

Other Executive Officers: The three most highly compensated executive officers (other than the PEO and PFO) who were serving as executive officers of the Company at the end of the fiscal year and whose total compensation (determined as described below) was greater than $100,000; and

Former Executive Officers: Up to two additional persons who served as executive officers (other than as the PEO or PFO) during the fiscal year but were not serving in that capacity at the end of the fiscal year if their total compensation[1] is higher than any of the other three named executive officers in the preceding group.

"***Total Compensation***." To determine total compensation for purposes of identifying executive officers who must be included in the tables, companies must use the total amounts reported for the most recent completed fiscal year in the "total" column of the Summary Compensation Table, after subtracting the amount reported as above-market earnings on deferred compensation and the actuarial increase in pension benefit accruals in column (h) of the Summary Compensation Table. *Regulation S-K Item 402(a)(3), Instruction 1*. Note that the following may affect the determination of an executive officer's total compensation:

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1 ***Executive Officers Who Became a Non-Executive Employee During the Last Completed Fiscal Year***. If an executive officer becomes a non-executive employee of the company during the preceding fiscal year, the company must use all compensation paid to the person during the **entire** fiscal year for purposes of determining whether the person is a named executive officer for that fiscal year. If the person thus would qualify as a named executive officer, the company must disclose all of the person's compensation for the full fiscal year, including compensation both for the period during which the person was an executive officer and the period during which the person was a non-executive employee. SEC Compliance & Disclosure Interpretations, Regulation S-K, Interpretation 217.07.

Severance Payments. Large severance or other payments in connection with an executive officer's termination of employment will generally be included in "total compensation" for the fiscal year in which they are paid or accrued, which may affect which executive officers are included in the Summary Compensation Table.

Death. If an executive officer died during the previous fiscal year, the proceeds of a Company-paid life insurance policy that are paid to the deceased executive officer's estate need not be included for purposes of determining whether the deceased executive officer is among the up to two additional executive officers for whom disclosure would be required under "Former Executive Officers" above.

Modification of Equity Awards.

If during the most recent fiscal year the Company granted to an executive officer an equity award and that award is subsequently forfeited during that year because the executive officer leaves the Company, the **grant date fair value**[2] of that award must be included for purposes of determining total compensation for that year and identifying named executive officers for that year.

If during the most recent fiscal year the Company granted to an executive officer an equity award that did not provide for accelerated vesting upon termination of employment, and the Company modified the award to provide for vesting upon departure, the **grant date fair value** of the award must be must be included for purposes of determining total compensation for that year and identifying named executive officers for that year (as in the preceding bullet), but the following additional requirements apply:

> If the award was modified in the year in which it was granted, ***both*** the original **grant date fair value** and the incremental fair value of the modified award, computed as of the modification date in accordance with **FASB ASC Topic 718**, must be included in calculating that year's total compensation for purposes of identifying named executive officers for that year.
>
> If the award was modified in a year subsequent to the year in which it was originally granted, the incremental fair value of the award as modified must be included in calculating total compensation for that subsequent year for purposes of identifying named executive officers for that subsequent year.[3]
>
> For additional information concerning valuation of certain equity incentive plan awards, refer to "*Equity incentive plan awards with multi-year performance periods that are subject to compensation committee discretion to reduce the amount earned pursuant to the award consistent with Section 162(m) of the Internal Revenue Code" under the instructions for Note C and Note D to* "The Summary Compensation Table" section below.

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2 See "Definitions" for definitions of terms shown in **bold underscored text**.

3 In addition, in the case of both awards granted and modified in a single year and awards granted in one year and modified in a subsequent year, the original **grant date fair value** of the award and the incremental fair value as modified would ***each*** be included in column (e) of the Summary Compensation Table for the relevant year.

Executive Officers of Subsidiaries. It may be appropriate for the Company to include as named executive officers one or more executive officers or other employees of subsidiaries in its executive compensation disclosure. Under SEC rules, an executive officer of a subsidiary may be deemed an executive officer of the parent company if that officer performs policy making functions for the parent. *Rule 3b-7 under the Securities Exchange Act of 1934 and Regulation S-K Item 402(a)(3), Instruction 2*

Overseas Compensation. It may be appropriate in limited circumstances for the Company to exclude an individual, other than its PEO or PFO, from its executive compensation disclosure if that person would be one of the Company's most highly compensated executive officers as a result of cash compensation relating to an overseas assignment that is attributable predominantly to that assignment. *Regulation S-K Item 402(a)(3), Instruction 3*

What Compensation Must Be Reported?

All Compensation Required. SEC rules require clear, concise and understandable disclosure of all plan and non-plan compensation awarded to, earned by, or paid to the named executive officers (determined as described above) and each of the Company's directors by *any person for all services rendered in all capacities* to the Company and its subsidiaries, unless otherwise specifically excluded from disclosure by SEC rules. *Regulation S-K Item 402(a)(2)*

Full Fiscal Year Compensation Required. All compensation for the full fiscal year must be shown for each person listed in the Summary Compensation Table, even if that person served as PEO, PFO or another executive officer during only a part of the fiscal year. *Regulation S-K Item 402(a)(4)*[4]

Compensation May Be Reported in More Than One Table. SEC rules may require companies to report compensation items in more than one table. Companies are encouraged to use narrative following the tables to explain how disclosures are related to each other in the Company's particular circumstances.

No Duplication in Multiple Years. Amounts reported as compensation for one fiscal year do not need be reported as the same type of compensation for a subsequent fiscal year. However, SEC rules may require the Company to report amounts previously reported as compensation for one fiscal year to be reported in a different manner in a subsequent year. *Regulation S-K Item 402(a)(2)*

Newly Designated Named Executive Officers. If a person who was a named executive officer in fiscal year 1 but was not a named executive officer in fiscal year 2 becomes a named executive officer again in fiscal year 3, SEC rules require compensation information for all three fiscal years to be disclosed in the Summary Compensation Table for that person. However, if a person who was not a named executive officer in fiscal year 1 and fiscal year 2 becomes a named executive officer in fiscal year 3, SEC rules require only compensation information for fiscal year 3 to be disclosed in the Summary Compensation Table for that person.

Compensation Disclosure May Overlap Other Disclosure. Companies are required to report all compensation under the SEC's executive compensation rules, even if other SEC rules would also require

[4] If a company changes its fiscal year, report compensation for the "stub" period and do not annualize or restate compensation. In addition, report compensation for the last three full fiscal years. See Staff Guidance, Compliance and Disclosure Interpretations 217.04 and 217.05.

disclosure of a payment or transaction, including transactions between the Company and a third party where a purpose of the transaction is to furnish compensation to a named executive officer or director.

Preliminary Notes on the Tables

Indicate Fiscal Years in Table Titles. The applicable fiscal year should be included in the title of each table that presents disclosure as of or for a completed fiscal year. *Regulation S-K Item 402, General Instruction to Item 402*

Changing Tables; Omitting Columns or Tables. SEC rules do not allow companies to change the format of the compensation tables or column headings. However, companies may omit a table or column if there has been no compensation awarded to, earned by or paid to any of the named executive officers or directors required to be reported in that table or column in any fiscal year covered by that table. *Regulation S-K Item 402(a)(5)*

Show Amounts in Dollars. All compensation values shown as dollar amounts in the Summary Compensation Table and other tables (columns with a $ in the heading) must be reported in dollars and rounded to the nearest dollar. Compensation values must be reported numerically, providing a single numerical value for each grid in the table. Where compensation was paid to or received by a named executive officer in a different currency, a footnote must be provided to identify that currency and describe the rate and methodology used to convert the payment amounts to dollars. *Regulation S-K Item 402(c), Instruction 2*

Named Executive Officers Who Serve as Directors. If a named executive officer is also a director who receives compensation for his or her services as a director, the Company should reflect that compensation in the Summary Compensation Table and provide a footnote identifying and itemizing any such compensation and amounts using the categories in the Director Compensation Table. *Regulation S-K Item 402(c), Instruction 3*

Definitions

The following terms used in the Executive Compensation Worksheet have the meanings provided below. Please note that these terms are shown throughout the Executive Compensation Worksheet in **bold underscored** text.

Stock means instruments such as common stock, restricted stock, restricted stock units, phantom stock, phantom stock units, common stock equivalent units or any similar instruments that do not have **option**-like features.

Option means instruments such as stock options, **stock appreciation rights** and similar instruments with **option**-like features.

Stock appreciation rights or **SARs** refers to **SARs** payable in cash or **stock**, including **SARs** payable in cash or **stock** at the election of the Company or a named executive officer.

Equity refers generally to **stock** and/or **options**.

Plan includes, but is not limited to, the following: any plan, contract, authorization or arrangement pursuant to which cash, securities, similar instruments, or any other property may be received. **Plan** also includes arrangements that are not contained in any formal document. A **plan** may apply to only one person. Companies may omit information regarding group life, health, hospitalization or medical reimbursement plans that (1) do not discriminate in favor of their executive officers or directors in scope, terms or operation and (2) are available generally to all salaried employees of the Company.

Incentive plan means any **plan** providing compensation that the Company intends to serve as incentive for performance to occur over a specified period, whether such performance is measured by reference to financial performance of the Company or an affiliate, the Company's **stock** price or any other performance measure. The term **incentive plan award** means an award provided under an **incentive plan**.

Equity incentive plan means an **incentive plan** (or a portion of an **incentive plan**) under which awards are granted that fall within the scope of Financial Accounting Standards Board Accounting Standards Codification Topic 718 - Stock Compensation, as modified or supplemented ("**FASB ASC Topic 718**"). A **non-equity incentive plan** is an **incentive plan** or portion of an **incentive plan** that is not an **equity incentive plan**.

Date of grant or **grant date** refers to the grant date determined for financial statement reporting purposes pursuant to **FASB ASC TOPIC 718**.

Grant date fair value means the **grant date fair value** of an award as determined under **FASB ASC TOPIC 718** for financial reporting purposes.

Closing market price means the price at which the Company's relevant security was last sold in the principal United States market for that security as of the date for which the **closing market price** is determined. Note that closing market price is not the average of the high and low prices during the trading day, nor is it the **closing market price** on the prior trading day.

Pension plan is defined under "The Pension Benefits Table."

Regulation S-K Item 402(a)(6)

General Information

Based on the criteria explained in "Whose Compensation Must Be Reported?" above, the PEO, PFO and the three (or fewer) executive officers whose compensation must be reported are:

	Name	Principal Position(s)
PEO:	______________________	CEO; __________________
PFO:	______________________	CFO; __________________
Officer #3:	______________________	______________________
Officer #4:	______________________	______________________
Officer #5:	______________________	______________________

As explained above, the Company may need to report compensation information for up to two additional executive officers. If applicable, the names and principal position(s) of those executive officers are:

Officer #6:	______________________	______________________
Officer #7:	______________________	______________________

The Summary Compensation Table

Introduction

The Summary Compensation Table is the principal disclosure vehicle for executive compensation. SEC rules require disclosure of executive compensation for the most recent three completed fiscal years on a "total compensation" basis. This is intended to provide the Company's directors, investors and others with information that facilitates comparability of compensation among different companies.

Citation: Item 402(c) of Regulation S-K

Summary Compensation Table

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (d)	Stock Awards ($) (e)	Option Awards ($) (f)	Non-Equity Plan Compensation ($) (g)	Nonqualified Deferred Compensation Earnings ($) (h)	All Other Compensation ($) (i)	Total ($) (j)
PEO ***Note A***	2019 2020 2021 ***Note B***	____ ____ ____ ***Note C***	____ ____ ____ ***Note D***	____ ____ ____ ***Note E***	____ ____ ____ ***Note F***	____ ____ ____ ***Note G***	____ ____ ____ ***Note H***	____ ____ ____ ***Note I***	____ ____ ____ ***Note J***
PFO	2019 2020 2021	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____
Officer #3	2019 2020 2021	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____
Officer #4	2019 2020 2021	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____
Officer #5	2019 2020 2021	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____	____ ____ ____

Notes – Summary Compensation Table

Narrative Disclosure Requirement. The Summary Compensation Table must be accompanied by the narrative disclosure described in the next section under "Narrative Disclosure Requirement for Summary Compensation Table and Grants of Plan-Based Awards Table."

Report Deferred Amounts in Year Earned, Not Received. Any amounts deferred, whether pursuant to a plan established under Section 401(k) of the Internal Revenue Code, or otherwise, must be included in the appropriate column for the fiscal year in which earned. Arrangements providing that amounts are subject to forfeiture or are otherwise not earned unless performance conditions are satisfied in a subsequent fiscal year should not be reported in the Summary Compensation Table until the year in which the performance condition is satisfied. However, the arrangement should be discussed in Compensation Discussion and Analysis for the year in which the Company enters into the arrangement with the executive and for each subsequent year through satisfaction (or failure) of the performance condition required to earn the compensation. *Regulation S-K Item 402(c), Instruction 4*

Footnote Disclosures. Where SEC instructions call for footnote disclosure but do not specifically limit the footnote disclosure to compensation for the Company's most recently completed fiscal year, footnote disclosure for the other years reported in the Summary Compensation Table is required if the disclosure would be material to an investor's understanding of the compensation reported in the Summary Compensation Table for the Company's most recently completed fiscal year.

IPO Companies. Information with respect to fiscal years prior to the most recent fiscal year will not be required if the Company was not a reporting company under Section 13(a) or 15(d) of the Securities Exchange Act of 1934 at any time during that year, except that the Company will be required to provide information for any such year if that information previously was required to be provided in response to an SEC filing requirement. *Regulation S-K Item 402(c), Instruction 1*

Name and Principal Position – Note A
Insert the name and principal position of the named executive officer in column (a).

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Year – Note B
Insert the fiscal year(s) covered in column (b). Companies with calendar fiscal year ends should include compensation disclosure for 2019, 2020 and 2021 in the tables.

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Salary – Note C
Insert the dollar value of cash and non-cash base salary earned by the named executive officer during the fiscal year covered in column (c).

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Bonus – Note D
Insert the dollar value of any cash and non-cash bonus earned by the named executive officer during the fiscal year covered in column (d). A discretionary cash bonus that was not based on any performance

criteria should be reported in the Bonus column (column (d)), and not in the Non-Equity Incentive Plan Compensation column (column (g)).

Instructions for Note C and Note D:

In response to requests for guidance as to what distinguishes items reportable as non-equity incentive plan compensation from those reportable as bonuses under the new rules, the SEC has stated that an award would be considered "intended to serve as an incentive for performance to occur over a specified period" if the outcome with respect to the relevant performance target is substantially uncertain at the time the performance target is established and the target is communicated to the executive. Compensation pursuant to a non-equity award that satisfies these conditions should be reported in the Summary Compensation Table as non-equity incentive plan compensation, and the grant of the award would be reported as a non-equity incentive plan award in the Grants of Plan-Based Awards Table. In contrast, a cash award that was based on satisfaction of a performance target would be reportable in the Summary Compensation Table as a bonus if either (1) the performance target was not pre-established and communicated to the executive or (2) the outcome of the performance target was not substantially uncertain. Bonuses that are paid in **stock** should be reported as **stock** awards in column (e). See Note E to this table.

Annual Incentive Plan Awards With/Without Embedded Stock Settlement Terms.

- If the Company grants an annual incentive plan award that does not provide any right to stock settlement in the terms of the award to a named executive officer, the award is not within the scope of **FASB ASC Topic 718** and is therefore a non-equity incentive plan award as defined in Rule 402(a)(6)(iii). If the named executive officer elects to receive the award in stock, the Company should report the award in the non-equity incentive plan award column (column (g)) of the Summary Compensation Table, reflecting the compensation the Company awarded, with footnote disclosure of the stock settlement. Similarly, in the Grants of Plan-Based Awards Table, the Company should report the award in the estimated future payouts under non-equity incentive plan awards columns (columns (c)-(e)). The stock received upon settlement should not also be reported in the Grants of Plan-Based Awards Table because that would double count the award.

- If the Company grants an annual incentive plan award that does provide a right to elect payment of the award for that fiscal year's performance in Company stock rather than cash, with the election to be made during the first 90 days of that fiscal year, the award should be reported as follows:

  - If a named executive officer elects stock payment, the award is reported in the Summary Compensation Table and Grants of Plan-Based Awards Table as an equity incentive award for the year in which the Company granted the award. This is the case even if the amount of the award is not determined until early in the following year, because all Company decisions necessary to determine the value of the award were made in the prior year.

  - If a named executive officer receives cash payment, the award is reported in the Summary Compensation Table and Grants of Plan-Based Awards Table as a non-equity incentive plan award.

Equity incentive plan awards with multi-year performance periods that are subject to compensation committee discretion to reduce the amount earned pursuant to the award consistent with Section 162(m) of the Internal Revenue Code.

- Under **FASB ASC Topic 718**, the fact that the compensation committee has the right to exercise "negative" discretion may, in certain circumstances, cause the grant date of the award to be deferred until the end of the multi-year performance period, after the compensation committee has determined whether to exercise its negative discretion. Use of **grant date fair value** reporting in Item 402 generally assumes that, as stated in **FASB ASC Topic 718**, "[t]he service inception date usually is the grant date."

  The service inception date may precede the grant date, however, if the equity incentive plan award is authorized but service begins before a mutual understanding of the key terms and conditions is reached. In a situation in which the compensation committee's right to exercise "negative" discretion may preclude, in certain circumstances, a grant date for the award during the year in which the compensation committee communicated the terms of the award and performance targets to the executive officer and in which the service inception date begins, the award should be reported in the Summary Compensation Table and Grants of Plan-Based Awards Table as compensation for the year in which the service inception date begins because the SEC staff has determined that this better reflects the compensation committee's decisions with respect to the award. The amount reported in both tables should be the fair value of the award at the service inception date, based upon the then-probable outcome of the performance conditions.

  As described under "Whose Compensation Must Be Reported – Total Compensation" above, the same amount should be included in total compensation for purposes of determining whether an executive officer is a named executive officer for the year in which the service inception date occurs.

If the Company cannot calculate the amount of salary or bonus earned in a given fiscal year through the latest practicable date, include a footnote (1) disclosing that the amount of salary or bonus is not calculable through the latest practicable date and (2) providing the date on which the Company expects to determine the amount of salary or bonus. **The Company must file a Current Report on Form8-K to disclose this amount under Item 5.02(f) of Form 8-K. The Form 8-K report must be filed not later than four business days after the amount is determinable in whole or in part. There is no safe harbor for late filing of this information, so a late filing may cause the Company to lose eligibility to use Form S-3, among other consequences.**

The salary column (column (c)) and bonus column (column (d)) must include any cash salary or bonus that a named executive officer forgoes pursuant to a Company program under which **stock**, equity-based or other forms of non-cash compensation have been received instead of a portion of annual cash compensation earned in the covered fiscal year. However, the receipt of any non-cash compensation instead of the cash salary or bonus earned for a covered fiscal year must be disclosed in a footnote to the appropriate column of the Summary Compensation Table corresponding to that fiscal year. Where applicable, the footnote should include a reference to the Grants of Plan-Based Awards Table where the **stock**, **option** or non-equity **incentive plan** award elected by the named executive officer is reported.

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Stock Awards – Note E
Insert the aggregate grant date fair value computed in accordance with **FASB ASC Topic 718** in column (e). Note that awards or arrangements that are payable in Company **stock** must be treated as **equity incentive plan** awards and reported as a Stock Award in column (e), even if they are denominated in dollars or payable in cash or **stock** at the election of the executive or the Company, because these awards are subject to **FASB ASC TOPIC 718**. *Regulation S-K Item 402(c)(2)(v) and (vi)*

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Option Awards – Note F
Insert the aggregate grant date fair value computed in accordance with **FASB ASC Topic 718** for any awards of **options**, with or without tandem **SARs**, in column (f). Both **incentive plan awards** and **equity** awards with time-based vesting should be included. Column (f) must include any awards received by the named executive officer, even if the award was subsequently transferred. *Regulation S-K Item 402(c)(2)(v) and (vi)*

Instructions for Note E and Note F:

The Stock Awards column and the Option Awards column will reflect the aggregate **grant date fair value** computed in accordance with **FASB ASC Topic 718**. The amounts reported should exclude the effect of estimated forfeitures, regardless of whether the award is subject to performance conditions or time-based vesting conditions.

The Company must disclose all assumptions made in the valuation of any award reported in column (e) or (f) by reference to a discussion of those assumptions in the Company's financial statements, the footnotes to the financial statements or the Management's Discussion and Analysis section. The sections so referenced are deemed part of the disclosure provided pursuant the Summary Compensation Table.

If at any time during the last completed fiscal year the Company has "repriced" equity awards – that is, adjusted or amended the exercise price of **options** or **SARs** – that the Company previously awarded to a named executive officer, whether through amendment, cancellation or replacement grants, or any other means, or otherwise has materially modified such awards, the Company must include, as awards required to be reported in column (f), the incremental fair value, computed as of the repricing or modification date in accordance with **FASB ASC Topic 718**, with respect to that repriced or modified award.

If during the most recent fiscal year the Company granted to a named executive officer an equity award that did not provide for accelerated vesting upon termination of employment, and the Company modified the award to provide for vesting upon the executive officer's departure, the following disclosure requirements apply:

- If the award was modified in the year in which it was granted, both the original **grant date fair value** and the incremental fair value of the modified award, computed as of the modification date in accordance with **FASB ASC Topic 718**, must be included in column (e) of the Summary Compensation Table for that year.

- If the award was modified in a year subsequent to the year in which it was originally granted, the original **grant date fair value** must be reported in the stock column for the year in which originally granted, and the incremental fair value of the award as modified would be included in column (e) of the Summary Compensation Table for the year in which modified.

For any awards that are subject to performance conditions, report the value at the grant date based upon the probable outcome of such conditions. This amount should be consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under **FASB ASC Topic 718**, excluding the effect of estimated forfeitures. In a footnote to the table, disclose the value of the award at the grant date assuming that the highest level of performance conditions will be achieved if an amount less than the maximum was included in the table. Even if the actual outcome of the performance conditions, and therefore the actual value of the award, is known at the time of filing, the value reported must be the **grant date fair value** based on probable outcome of performance conditions as of the grant date. *Regulation S-K Interpretation 119.28*

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Non-Equity Incentive Plan Compensation – Note G

Insert the dollar value of (1) all earnings for services performed during the most recent completed fiscal year pursuant to awards under **non-equity incentive plans** and (2) all earnings on any outstanding awards under such plans. The SEC has stated that awards that are tied to performance measures such as return on assets, return on equity, the performance of a Company division or any other performance measure should be included in column (g). See Note D and the related instructions above.

Instructions for Note G:

Awards are deemed to have been earned if the relevant performance measure was satisfied during the fiscal year (including for a single year in a plan with a multi-year performance measure), and award amounts earned during that fiscal year must be reported as compensation for that fiscal year, even if not payable until a later date. These amounts are not reported again in a later fiscal year when these are actually paid to the named executive officer.

All earnings on **non-equity incentive plan** compensation must be identified and quantified in a footnote to column (g), whether the earnings were paid during the fiscal year, became payable during the fiscal year but were deferred at the election of the named executive officer, or will be payable by their terms at a later date.

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Change in Pension Value and Nonqualified Deferred Compensation Earnings – Note H
Insert the sum of the following amounts:

(A) The aggregate change (*i.e.*, the year-over-year difference) in the actuarial present value of the named executive officer's accumulated benefit under each defined benefit **pension plan** (including supplemental plans) from the **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the prior completed fiscal year to the **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the covered fiscal year; and

(B) Above-market or preferential earnings on compensation that is deferred on a basis that is not tax-qualified, including any such earnings on nonqualified defined contribution plans.

Instructions for Note H:

The disclosure required pursuant to clause (A) applies to each plan that provides for the payment of retirement benefits, or benefits that will be paid primarily following retirement, including but not limited to tax-qualified defined benefit plans and supplemental executive retirement plans, but excluding tax-qualified defined contribution plans and nonqualified defined contribution plans. For purposes of this disclosure, the Company should calculate the year-over-year change based on the difference between (1) amounts required to be disclosed in column (d) of the Pension Benefits Table (i.e., the present value of accumulated pension benefits) for the covered fiscal year and (2) the amounts that were or would have been required to be reported for the executive officer in column (d) of the Pension Benefits Table for the preceding fiscal year.

If the aggregate amount calculated after taking account of each negative and positive change for clause (A) is negative, that fact should be disclosed by footnote, but column (h) should be zero rather than a negative number. *Instructions 1 and 3 to Regulation S-K, Item 402(c)(2)(viii)*

For purposes of clause (B), interest on deferred compensation is above-market only if the rate of interest exceeds 120% of the applicable federal long-term rate, with compounding (as determined under section 1274(d) of the Internal Revenue Code) at the rate that corresponds most closely to the rate under the Company's plan at the time the interest rate or formula is set. If there is a discretionary reset of the interest rate, this calculation must be made on the basis of the interest rate at the time of the reset, rather than when originally established. Only the above-market portion of the interest must be included. If the applicable interest rates vary depending upon conditions such as a minimum period of continued service, the reported amount should be calculated assuming satisfaction of all conditions to receiving interest at the highest rate. Dividends (and dividend equivalents) on deferred compensation denominated in the Company's **stock** ("deferred stock") are preferential only if earned at a rate higher than dividends on the Company's common stock. Only the preferential portion of the dividends or equivalents must be included. The Company must explain its criteria for determining any portion considered to be above-market in footnote or narrative disclosure. *Instruction 2 to Regulation S-K, Item 402(c)(2)(viii)*

The Company must identify and quantify the separate amounts attributable to each of clauses (A) and (B) in a footnote. *Instruction 3 to Regulation S-K, Item 402(c)(2)(viii)*

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All Other Compensation – Note I
Insert the sum of all other compensation for the covered fiscal year that the Company cannot properly report in any other column of the Summary Compensation Table in column (i). Each such compensation item must be included in column (i), regardless of amount.

Threshold for Additional Disclosure. Each item that is reported for a named executive officer in column (i) that is ***not*** **a perquisite or personal benefit** must be **identified and quantified** in a footnote to column (i) if its value exceeds $10,000. *Perquisites are subject to different requirements that are described below*. The requirement to identify and quantify these non-perquisite items in a footnote applies only to compensation for the most recent fiscal year. Note that even if footnote identification and quantification are not required, the Company must include the sum of all items of compensation in amounts shown in the Summary Compensation Table except where SEC rules specifically permit nondisclosure.

The compensation items to be reported in column (i) must include, but are not limited to, the following:

Perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is less than $10,000.

> *Test for Perquisites*. When it adopted the new executive compensation rules, the SEC prescribed a two step test for determining whether an item is a perquisite or not.

- Under the SEC test, an item is not a perquisite or personal benefit if it is integrally and directly related to the performance of the executive's duties. If an item is integrally and directly related to the performance of the executive's duties, the SEC has stated that no further analysis is required – that item is not a perquisite or personal benefit, and no compensation disclosure is required. This result is not affected by the existence of a less expensive alternative. (For example, the difference between flying first class rather than coach class on a business trip is not a perquisite for an executive, even if other Company personnel are required to fly in coach class.)
- If, on the other hand, an item does confer a direct or indirect benefit that has a personal aspect, it is a perquisite or personal benefit, without regard to whether the Company provided it for a business reason or solely for the Company's convenience, unless the same benefit is generally available on a non-discriminatory basis to all Company employees. Examples of perquisites given by the SEC include the following: club memberships not used exclusively for business entertainment purposes; personal financial or tax advice; personal travel using vehicles owned or leased by the company; personal travel otherwise financed by the company; personal use of other property owned or leased by the company; housing and other living expenses (including but not limited to relocation assistance and payments for the executive or director to stay at his or her personal residence); security provided at a personal residence or during personal travel; commuting expenses (whether or not for the company's convenience or benefit); and discounts on the company's products or services not generally available to employees on a non-discriminatory basis. The treatment of an item for tax purposes does not determine whether or not the item is a perquisite for these purposes. There is no exception for non-discriminatory relocation expenses; as a result, relocation expenses will generally be reported as compensation.

Disclosure Thresholds for Perquisites. Disclosure of perquisites in the Summary Compensation Table is subject to the following requirements:

- If the total value of all perquisites and personal benefits for a named executive officer is **less than $10,000**, the Company may exclude the perquisites and personal benefits from the Summary Compensation Table.

- If the total value of all perquisites and personal benefits is **$10,000 or more** for a named executive officer, then each perquisite or personal benefit, regardless of its amount, must be identified by type in a footnote to the Summary Compensation Table, but is not required to be separately quantified. If a perquisite or other personal benefit has no aggregate incremental cost (for example, spousal travel on a private plane), it must still be specifically identified by type.

- If perquisites and personal benefits are required to be reported for a named executive officer, then each perquisite or personal benefit that exceeds t**he greater of $25,000 or 10% of the total amount of perquisites and personal benefits** for that officer must be quantified and disclosed in a footnote. The requirement to identify and quantify perquisites applies only to compensation for the most recent fiscal year.

- An item for which a named executive officer has actually fully reimbursed the Company should not be considered a perquisite or other personal benefit. For example, if the Company pays for country club annual dues as well as for meals and incidentals and an executive officer reimburses the cost of meals and incidentals, then the Company need not report meals and incidentals as perquisites, although it would continue to report the country club annual dues. If there was no such reimbursement, then the Company would also need to report the meals and incidentals as perquisites.

Valuation of Perquisites. Perquisites and other personal benefits must be valued based on the aggregate incremental cost to the Company. If the Company is required to quantify any perquisite in a footnote, the Company must also describe its methodology for computing the aggregate incremental cost in the footnote.

Tax Gross-Ups. All tax gross-ups or other amounts paid or reimbursed during the fiscal year or payable in a succeeding year in respect of taxes on perquisites or other compensation or personal benefits provided during such year should be included. These amounts must be included in column (i) and are **subject to separate quantification and identification** as tax reimbursements even if the associated perquisites or other personal benefits are (1) not required to be included because the total amount of all perquisites or personal benefits for an individual named executive officer is less than $10,000 or (2) are required to be identified but are not required to be separately quantified.

Discount Securities: the compensation cost, if any, computed in accordance with **FASB ASC TOPIC 718**, of any security of the Company or its subsidiaries purchased from the Company or its subsidiaries (through deferral of salary or bonus, or otherwise) at a discount from the market price of such security at the date of purchase, unless that discount is available generally, either to all security holders or to all salaried employees of the Company (for example, because the securities were purchased under a Section 423 plan).

Termination or Change of Control: the amount paid or accrued to any named executive officer pursuant to a plan or arrangement in connection with:

(1) Any termination, including without limitation as a result of retirement, resignation, severance or constructive termination (including a change in responsibilities) of such executive officer's employment with the Company and its subsidiaries; or

(2) A change in control of the Company.

For purposes of paragraphs (1) and (2), an amount is "accrued" if payment has become due, even if not yet paid. For example, if the named executive officer has completed all performance necessary to earn an amount, but payment is subject to a six-month delay in order to comply with Section 409A of the Internal Revenue Code, the full amount should be disclosed. In contrast, if an amount will be payable two years after a termination event if the named executive officer complies with a covenant not to compete, the amount is not reportable because the executive officer's performance is still necessary for the payment to become due. Benefits paid pursuant to defined benefit plans should not be reported in column (i) unless payment has been accelerated as a result of a change in control; information concerning these plans is reportable in column (h) of the Summary Compensation Table and in the Pension Benefits Table.

Company contributions or other allocations to vested and unvested defined contribution plans (both qualified and non-qualified).

All insurance premiums paid by, or on behalf of, the Company during the covered fiscal year with respect to life insurance for the benefit of a named executive officer.[5]

Any dividends or other earnings paid on **stock** or **option** awards, if those amounts were not factored into the **grant date fair value** required to be reported for the **stock** award or **option** award in column (e) or (f). Both (1) **non-equity incentive plan awards** and earnings and (2) earnings on **stock** and **options** are required to be reported in column (g) and should not be reported in column (i), except as specified in the preceding sentence. If the Company credits **stock** dividends on unvested restricted **stock** awards but does not actually pay the dividends until the restricted **stock** vests, those dividends should be reported in the year credited, rather than the year vested and actually paid.

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Total – Note J
Insert the dollar value of total compensation for the covered fiscal year in column (j). For each named executive officer, disclose the sum of all amounts reported in columns (c) through (i).

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[5] Note that if an executive officer died during the previous fiscal year, the proceeds of a company-paid life insurance policy that are paid to the deceased executive officer's estate need not be reported in the Summary Compensation Table.

Narrative Disclosure Requirement for Summary Compensation Table and Grants of Plan-Based Awards Table

Several of the compensation tables must be accompanied by narrative disclosure that describes any material factors necessary to understand the information in the tables. These tables include the Summary Compensation Table, the Grants of Plan-Based Awards Table, the Pension Benefits Table, the Nonqualified Deferred Compensation Table and the Director Compensation Table.

This section describes the narrative disclosure requirements that apply to the Summary Compensation Table and the Grants of Plan-Based Awards Table. Examples of material factors that may be necessary to understand the information disclosed in these tables could include the following, among others:

The material terms of each named executive officer's employment agreement or arrangement, whether written or unwritten.

A description of any repricing or other material modification of any outstanding **option** or other equity-based award (for example, by extension of exercise periods, a change of vesting or forfeiture conditions, a change or elimination of applicable performance criteria, or a change of the bases upon which returns are determined) that occurred at any time during the most recent completed fiscal year.[6]

An explanation of the amount of salary and bonus in proportion to total compensation.

The material terms of any award reported in the Grants of Plan-Based Awards Table, including a general description of the formula or criteria to be applied in determining the amounts payable, and the vesting schedule. For example, if applicable, the Company should disclose that dividends will be paid on **stock** awards, what the applicable dividend rate will be, and whether that rate is preferential. The Company should also describe any performance-based conditions, and any other material conditions, that apply to an award. For purposes of the Grants of Plan-Based Awards Table and the narrative disclosure requirement described in this section, "performance-based conditions" include both performance conditions and market conditions, as those terms are defined in **FASB ASC TOPIC 718**.

SEC rules do not require the Company to disclose target levels with respect to specific quantitative or qualitative performance-related factors considered by the compensation committee or the board of directors unless the performance target levels or other factors or criteria are material in the context of the Company's executive compensation policies or decisions. The Company may distinguish between qualitative (i.e., subjective) individual goals (for example, effective leadership and communication) and qualitative (i.e., objective) performance goals (for example, specific revenue or earnings targets). SEC rules do not require companies to provide specific targets for what are inherently qualitative or subjective assessments.

When quantitative performance targets are a material element of a Company's executive compensation policies or decisions, the Company may omit targets (1) only if the targets involve confidential trade secrets or confidential commercial or financial information and (2) only if disclosure would result in competitive

[6] Note that this would not apply to a repricing that occurs through a pre-existing formula or anti-dilution mechanism in the plan or award that results in the periodic adjustment of the **option** or **SAR** exercise or base price or in connection with a recapitalization or similar transaction equally affecting all holders of the class of securities underlying the **options** or **SARs**.

harm to the Company. Disclosure is required unless *both* elements of this test are satisfied. Under SEC rules, the applicable standard for determining whether disclosure would cause competitive harm to the Company is the same standard that would apply when a company requests confidential treatment of confidential trade secrets or confidential commercial or financial information pursuant to Securities Act Rule 406, taking into account the specific facts and circumstances and the nature of the performance targets. In the context of the Company's industry and competitive environment, the Company must analyze whether a competitor or contractual counterparty could extract from the targets information regarding the Company's business or business strategy that the competitor or counterparty could use to the Company's detriment. The SEC has stated that the competitive harm standard is the only basis for omitting performance targets if they are a material element of the Company's executive compensation policies or decisions, and requires that the Company must have a reasoned basis for concluding, after consideration of its specific facts and circumstances, that the disclosure of the targets would cause it competitive harm.

If the Company intends to rely upon these instructions, legal counsel should be consulted. Note that in such cases the Company must discuss how difficult it will be for the executive or how likely it will be for the Company to achieve the undisclosed target levels or other factors and whether similar targets were used in the past and, if so, how often they were achieved. The Company should also be prepared for an SEC comment on the omission and ready to justify to the SEC why such information should not be disclosed. Target levels that are or contain non-GAAP financial measures are not subject to the reconciliation and other requirements of Regulation G and Item 10(e), but the Company must provide an explanation of how the number is calculated from the Company's audited financial statements. *Regulation S-K, Item 402(e); Instructions 4 and 5 to Item 402(b) and Instruction 2 to Item 402(e)*

The Grants of Plan-Based Awards Table

Introduction

The Grants of Plan-Based Awards Table supplements the Summary Compensation Table by providing further information about the terms of grants and awards made by the Company during the most recent completed fiscal year. In addition, SEC rules require companies to include a narrative section immediately following this table. In response to questions that have arisen about **option** practices, the new table must show information about **option** grants below the **closing market price** on the **grant date**, as well as the date of corporate action on awards if different from the **grant date** under **FASB ASC TOPIC 718**.

Citation: Item 402(d) of Regulation S-K

Grants of Plan-Based Awards – 2021

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All other Stock Awards: Number of Shares of Stock or units (#)	All other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant date fair value of Stock and Option Awards
		Thresh-old ($)	Target ($)	Maximum ($)	Thresh-old ($)	Target ($)	Maximum ($)				
(a)	(b)	(c)			(d)			(e)	(f)	(g)	(h)
PEO ***Note A***	____ ***Note B***	____ ***Note C***	____ ***Note D***	____ ***Note E***	____ ***Note F***	____ ***Note G***	____ ***Note H***	____ ***Note I***	____ ***Note J***	____ ***Note K***	____ ***Note L***
PFO	____	____	____	____	____	____	____	____	____	____	____
Officer #3	____	____	____	____	____	____	____	____	____	____	____
Officer #4	____	____	____	____	____	____	____	____	____	____	____
Officer #5	____	____	____	____	____	____	____	____	____	____	____

Notes – Grants of Plan-Based Awards

Narrative Disclosure Requirement. The Grants of Plan-Based Awards Table must be accompanied by the narrative disclosure described above under "Narrative Disclosure Requirement for Summary Compensation Table and Grants of Plan-Based Awards Table."

Additional Columns. Preparers should note that additional columns may be needed under certain circumstances that are described in the notes below.

Use Separate Lines for Multiple Grants and/or Multiple Plans. If any of the named officers receives multiple grants in a single fiscal year, each grant must be shown on a separate line in the table. If the Company made awards to any of the named executive officers under more than one plan during the fiscal year, the Company must identify the plan under which each grant was made. *Regulation S-K Item 402(d), Instruction 1*

Repricings. See Note L and the related instructions below.

Changes in Headings. If awards were made in the same year in which they were earned and the earned amounts are therefore disclosed in the Summary Compensation Table, the heading over column (c), (d) and (e) may be changed to "Estimated Possible Payouts Under Non-Equity Incentive Plan Awards."

Consideration Paid by Executive. Where consideration is paid for an award, that disclosure shall be provided in a footnote to the appropriate column. *Regulation S-K Item 402(d), Instruction 5*

Name – Note A
Insert the name of the executive officer.

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Grant Date – Note B
Insert the **grant date** for equity-based awards, determined in the same manner as for financial statement reporting purposes pursuant to **FASB ASC TOPIC 718**. An award made after the end of the fiscal year that relates to services performed in that completed fiscal year should be reported, for purposes of the Grant of Plan Based Awards Table, in the fiscal year in which the award was made.

If the date on which the compensation committee (or a committee of the board of directors performing a similar function or the full board of directors) takes action or is deemed to take action to grant equity-based awards is different from the **date of grant**, the Company must add a column between columns (b) and (c) to disclose the date of action. *Regulation S-K Item 402(d)(2)(ii)* If a **non-equity incentive plan** award is denominated in units or other rights rather than in dollars, the Company must add a column between columns (b) and (c) to disclose the units or other rights awarded. *Regulation S-K Item 402(d), Instruction 6*

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Estimated Future Payouts Under Non-Equity Incentive Plan Awards – Notes C, D and E
Insert the dollar value of the estimated future payment (in dollars) of the threshold, target and maximum payout amount (or range of estimated payout amounts) for each **non-equity incentive plan** award granted during the fiscal year.

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Estimated Future Payouts Under Equity Incentive Plan Awards – Notes F, G and H
Insert the **grant date** estimate (in shares) of the threshold, target and maximum payout amount (or range of estimated payout numbers) for each **equity incentive plan** award granted during the fiscal year.

Instructions for Notes C – H:

For a non-equity incentive plan, whether annual or multi-year, amounts reported under "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" (columns (c)-(e)) are amounts expected to be earned at threshold, target and maximum levels. In the case of an annual non-equity plan, the amount of incentive award actually earned for a fiscal year is reported in column (g) of the Summary Compensation Table for the same year reported in this table. In this instance, the heading over columns (c) (e) may be changed to "Estimated Possible Payouts under Non Equity Incentive Plan Awards." If the non-equity incentive plan is a multi-year plan, the amount of the incentive award actually earned at the end of the performance period is reported in column (g) of the Summary Compensation Table for the fiscal year in which the award is earned.

For columns (c) and (f), "threshold" refers to the minimum amount payable for a certain level of performance under the **plan**. For columns (d) and (g), "target" refers to the amount payable if the specified performance target(s) is reached. For columns (e) and (h), "maximum" refers to the maximum payout possible under the **plan**. If the award provides only for a single estimated payout, that amount must be reported as the target in columns (d) and (g). In columns (d) and (g), the Company must provide a representative amount based on the previous fiscal year's performance if the target amount is not determinable. If a **plan** does not include thresholds or maximums (or equivalent items), the Company should add a footnote stating that there are no thresholds or maximums (or equivalent items) under the **plan**, rather than showing "0" or "NA". *Regulation S-K Item 402(d), Instruction 2*

If an **equity incentive plan award** is denominated in dollars, but payable in **stock**, include the dollar value in the table (columns (f) through (h)) with a footnote to explain that it will be payable in **stock** in the form of whatever number of shares that amount translates into at the time of the payment. In this limited circumstance, and if all awards in the columns are structured in this manner, the SEC permits the Company to change the caption for columns (f) through (h) to show "($)" instead of "(#)."

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All Other Stock Awards – Note I
Insert the number of shares of any **stock** awards that were not granted pursuant to an **incentive plan** (for example, restricted stock with time-based vesting).

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All Other Option Awards – Note J
Insert the number of securities underlying any **option** award which was not granted pursuant to an **incentive plan** (for example, option grants with time-based vesting).

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Instructions for Notes I and J:

Tandem Grants. If the Company makes a tandem grant of two equity instruments, only one of which is granted under an **incentive plan**, only the instrument that is not granted under an **incentive plan** is reported in the table (in column (i) or (j), as appropriate) with the tandem feature noted either in a footnote or in an accompanying text narrative. (Example: an **option** granted in tandem with a performance share would be reported only as an **option** grant in column (j), with the tandem feature described in a footnote.) *Regulation S-K Item 402(d), Instruction 4*

Option Awards Exercise or Base Price – Note K
Insert the per-share exercise or base price (as described above) for each option award reported in the Table.

If the per-share exercise or base price of **options** or **SARs** is less than the **closing market price** of the underlying security on the **grant date**, the Company must insert a separate column after column (k) showing the **closing market price** on the **grant date**.[7] If the exercise or base price is not the **closing market price**, the Company must describe the methodology for determining the exercise or base price either in a footnote to the table or in an accompanying narrative section. *Regulation S-K Item 402(d)(2)(vii) and Regulation S-K Item 402(d), Instruction 3*

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Grant date fair value of Stock and Option Awards – Note L
Insert the grant date fair value of each **equity** award computed in accordance with **FASB ASC TOPIC 718**, without regard to estimated forfeitures.

For any equity awards that are subject to performance conditions, report in column (l) the value at the grant date based upon the probable outcome of such conditions. This amount should be consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under **FASB ASC Topic 718**, excluding the effect of estimated forfeitures.

In cases where a named executive officer receives an award for a target number of shares under a long-term incentive plan at the start of a three-year period, with one-third of the award allocated to each of three single-year performance periods, the grant date and grant date fair value are determined as provided in **FASB ASC TOPIC 718**. As a result, if all of the annual performance targets are set at the start of the three-year period, that date is the grant date for the entire award. The grant date fair value for all three tranches of the award would be measured at that time, and would be reported in column (l). However, if each annual performance target is set at the start of each respective single-year performance period, each of those dates is a separate grant date for purposes of measuring the grant date fair value of the respective tranche, and in this case only the grant date fair value for the first year's performance period would be measured and reported in column (l).

If an outstanding equity incentive plan award held by a named executive officer is amended or otherwise modified during the fiscal year, resulting in incremental fair value under **FASB ASC TOPIC 718**, the

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[7] If no market for the underlying security exists, the Company may use another formula prescribed for the security. Additional footnote disclosure is required.

incremental fair value must be reported in column (l), as required by Item 402(d)(2)(viii) and Instruction 7 to Item 402(d).

For additional information concerning disclosure related to (1) annual incentive plan awards with/without embedded stock settlement terms and (2) equity incentive plan awards with multi-year performance periods that are subject to compensation committee discretion to reduce the amount earned pursuant to the award, refer to *Instructions for Note C and Note D* to "The Summary Compensation Table" above.

Repricings. If at any time during the last completed fiscal year, the Company has adjusted or amended the exercise or base price of **options**, **SARs** or similar option-like instruments previously awarded to a named executive officer, whether through amendment, cancellation or replacement grants, or any other means ("repriced"), or otherwise has materially modified such awards, the Company must report the incremental fair value, computed as of the repricing or modification date in accordance with **FASB ASC TOPIC 718**, with respect to that repriced or modified award.

Instructions for Note L:

Options, **SARs** and similar option-like instruments granted in connection with a repricing transaction or other material modification shall be reported in this Table. However, the disclosure required by this Table does not apply to any repricing that occurs through a pre-existing formula or mechanism in the **plan** or award that results in the periodic adjustment of the **option** or **SAR** exercise or base price, an antidilution provision in a **plan** or award, or a recapitalization or similar transaction equally affecting all holders of the class of securities underlying the **options** or **SARs**. *Regulation S-K Item 402(d)(2)(vii) and Regulation S-K Item 402(d), Instruction 7*

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The Outstanding Equity Awards at Fiscal Year-End Table

Introduction

The “Outstanding Equity Awards at Fiscal Year-End Table” shows **option** grants and **stock** awards held by named executive officers as of the end of the fiscal year. The SEC has stated that the purpose of this table is to provide a full understanding of potential compensation opportunities for named executive officers. In particular, with respect to out of the money awards, this table is intended to show investors the amount by which the Company’s stock price must rise, and the amount of time remaining for it to happen, in order for named executive officers to benefit from outstanding awards.

Citation: Item 402(f) of Regulation S-K

Outstanding Equity Awards at Fiscal Year-End – 2021

	Option Awards					Stock Awards			
Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested ($) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market or Payout Value Of Unearned Shares, Units or Other Rights That Have Not Vested ($) (j)
PEO ***Note A***	____ ***Note B***	____ ***Note C***	____ ***Note D***	____ ***Note E***	____ ***Note F***	____ ***Note G***	____ ***Note H***	____ ***Note I***	____ ***Note J***
PFO	____	____	____	____	____	____	____	____	____
Officer #3	____	____	____	____	____	____	____	____	____
Officer #4	____	____	____	____	____	____	____	____	____
Officer #5	____	____	____	____	____	____	____	____	____

Notes – Outstanding Equity Awards at Fiscal Year-End

Disclose Awards Transferred As Gifts, Etc. The table must include any awards that have been transferred other than for value (for example, transfers to an estate planning vehicle or gifts to family members). These awards must be identified in a footnote and the nature of such transfer must be disclosed. Regulation S-K Item 402(f), Instruction 1

Disclose Vesting Dates. The Company must disclose the vesting dates of **options**, shares of **stock** and **equity incentive plan** awards held at fiscal-year end in a footnote to the applicable column in which the outstanding award is reported. *Regulation S-K Item 402(f), Instruction 2* The SEC permits a company to comply with this instruction by including a column in this table showing the grant date of each award reported and including a statement of the standard vesting schedule that applies to the reported awards, but requires that if there is any different vesting schedule applicable to any of the awards, then the table would also need to include disclosure about each such vesting schedule.

Disclose Multi-Tranche Awards. Multiple awards may be aggregated only if the expiration dates and the exercise and/or base prices of the instruments are identical. A single award consisting of a combination of **options**, **SARs** and/or similar **option**-like instruments must be reported as separate awards with respect to each tranche with a difference exercise and/or base price or expiration date. *Regulation S-K Item 402(f), Instruction 4*

Performance Conditions. **Options** or **stock** awarded under an **equity incentive plan** are reported in column (d) or columns (i) and (j), respectively, until the relevant performance condition has been satisfied. Once the relevant performance condition has been satisfied, even if the **option** or **stock** award is subject to forfeiture conditions tied to future service, (1) **options** are reported in column (b) or (c), as appropriate, until they are exercised or expired, and (2) **stock** is reported in columns (g) and (h) until service-based vesting conditions are satisfied. *Regulation S-K Item 402(f), Instruction 5and Regulation S-K Interpretation 122.03*

Options with "Early Exercise" Feature. **Options** with an "early exercise" feature are **options** that may be exercised prior to vesting, subject to the Company's right to repurchase the shares (at the exercise price) if the optionee terminates employment prior to the vesting date(s). **Options** with an "early exercise" feature should be reported as exercisable **options** (column (b)) with a footnote to explain the "early exercise" feature. If **options** with an "early exercise" feature have been exercised prior to vesting, the award should no longer be reported as an Option Award. However, the unvested shares received should be reported as Stock Awards that have not vested (like restricted stock) (columns (g) and (h)) and should continue to be reported as such until the repurchase restrictions lapse and the shares vest. Footnotes should be used to clarify these grants.

Name – Note A
Insert the name of the executive officer.

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Exercisable Options – Note B
On an award-by-award basis, insert the number of securities underlying unexercised **options** that are vested/exercisable and that are not reported in column (d), including **options** that have been transferred other than for value (see explanation above). Show separate awards on separate lines.

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Unexercisable Options – Note C
On an award-by-award basis, insert the number of securities underlying unexercised **options** that are unvested/unexercisable and that are not reported in column (d), including **options** that have been transferred other than for value (see explanation above). Show separate awards on separate lines.

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Unearned Options Granted Under Equity Incentive Plans – Note D
On an award-by-award basis, insert the total number of shares underlying unexercised **options** awarded under any **equity incentive plan** that have not been earned. Show separate awards on separate lines. The number of shares or units reported shall be based on achieving threshold performance goals unless the previous fiscal year's performance has exceeded the threshold. In that case, the disclosure should be based on the next higher performance measure (target or maximum) that exceeds the previous fiscal year's performance. If the award provides only for a single estimated payout, that amount should be reported. If the target amount is not determinable, the Company must provide a representative amount based on the previous fiscal year's performance. *Regulation S-K Item 402(f), Instruction 3*

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Option Exercise Price – Note E
Insert the exercise or base price for each instrument reported in columns (b), (c) and (d), as applicable.

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Option Expiration Date – Note F
Insert the expiration date for each instrument reported in columns (b), (c) and (d), as applicable.

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Unvested Stock – Note G
Insert the total number of shares of **stock** with time- (*i.e.*, service-) based vesting that have not vested and that are not reported in column (i). Include both shares of **stock** and any share dividends or share dividend equivalents earned but not vested during the fiscal year, even if the number is determined after the end of the previous fiscal year. This information, as well as the information in columns (h), (i) and (j), can be shown on an aggregate basis on a single line of the table.

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Market Value of Unvested Stock – Note H
Insert the aggregate market value of shares of **stock** with time-based vesting that have not vested and that are not reported in column (j). Compute the market value of **stock** reported by multiplying the **closing market price** of the Company's **stock** at the end of the most recent completed fiscal year by the number of shares or units of **stock**. *Regulation S-K Item 402(f), Instruction 3*

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Unearned Unvested Stock Granted Under Equity Incentive Plans – Note I
Insert the total number of shares of **stock**, units or other rights with performance vesting awarded under any **equity** **incentive** **plan** that have not vested and that have not been earned, and, if applicable the number of shares underlying any such unit or right. The number of shares or units reported shall be based on achieving threshold performance goals, expect that if the last completed fiscal year's performance has exceeded the threshold, the disclosure shall be based on the next higher performance measure (target or maximum) that exceeds the last completed fiscal year's performance. If the award provides only for a single estimated payout, that amount should be reported. If the target amount is not determinable, the Company must provide a representative amount based on the last completed fiscal year's performance. *Regulation S-K Item 402(f), Instruction 3*

Instruction for Note I

Multi-Year Awards.

A 2012 SEC interpretation provides that in cases where shares are subject to performance-based conditions over a multi-year period and are then subject to time-based (service-based) vesting, the options or shares underlying the award should be reported in columns (i) and (j) for fiscal years with respect to which performance-based conditions apply. To the extent that the performance conditions have been satisfied at the end of the performance period and then remain subject to time-based conditions, the shares underlying the awards should be reported in columns (g) and (h), even if the actual number of shares to be awarded is not determined until after the end of the fiscal year in which the performance conditions are satisfied.

The following SEC interpretation applies to cases where the Company has an **equity** **incentive** **plan** pursuant to which awards will vest, if at all, based on total shareholder return over a 3-year performance period, and awards were granted in Year 1 ("Year 1 Awards") that will vest based on the Company's total shareholder return from the beginning of Year 1 through the end of Year 3. For purposes of this SEC interpretation, assume that performance during Year 1 was well above the maximum level, but performance during Year 2 was below the threshold level, and the combined performance for Year 1 and Year 2 would result in a payout at target if the performance period had ended at the end of Year 2. Under those circumstances, the Company's disclosure should be based on the actual multi-year performance to date (that is, through the end of the last completed fiscal year). Specifically, the number of shares or units reported in columns (d) or (i), and the payout value reported in column (j), should be based on achieving threshold performance goals, except that if performance during the last completed fiscal year (or, if the payout is based on performance to occur over more than one year, the last completed fiscal years over which performance is measured) has exceeded the threshold, the disclosure shall be based on the next higher performance measure (target or maximum) that exceeds the last completed fiscal year's performance (or, if the payout is based on performance to occur over more than one year, the last completed fiscal years over which performance is measured).

back to table

Market Value of Unearned Unvested Incentive Stock – Note J
Insert the aggregate market or payout value of shares of **stock**, units or other rights with performance vesting awarded under any **equity** **incentive** **plan** that have not vested and that have not been earned. Compute the market value of **equity** **incentive** **plan** awards of **stock** by multiplying the **closing** **market**

price of the Company's **stock** at the end of the last completed fiscal year by the amount of **equity incentive** **plan** awards. The payout value reported shall be based on achieving threshold performance goals, except that if the last completed fiscal year's performance has exceeded the threshold, the disclosure shall be based on the next higher performance measure (target or maximum) that exceeds the last completed fiscal year's performance. If the award provides only for a single estimated payout, that amount should be reported. If the target amount is not determinable, the Company must provide a representative amount based on the last completed fiscal year's performance. *Regulation S-K Item 402(f), Instruction 3*

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The Option Exercises and Stock Vested Table

Introduction

The Option Exercises and Stock Vested Table shows the amounts actually realized by named executive officers during the most recently completed fiscal year as a result of **option** exercises and the vesting of **stock** awards.

Citation: Item 402(g) of Regulation S-K

Option Exercises and Stock Vested Table – 2021

	Option Awards		Stock Awards	
Name (a)	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise ($) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting ($) (e)
PEO ***Note A***	***Note B***	***Note C***	***Note D***	***Note E***
PFO	—	—	—	—
Officer #3	—	—	—	—
Officer #4	—	—	—	—
Officer #5	—	—	—	—

Notes – Option Exercises and Stock Vested Table

Include Transfers for Value. Transfers of awards for value by a named executive officer are considered realization events. Any amounts realized from these transfers must be included in column (c) or (e) of this table, as appropriate.

Name – Note A
Insert the name of the executive officer.

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Number of Shares Acquired on Option Exercises – Note B
Insert the number of shares underlying **option** awards that were exercised or transferred for value during the year. The number of shares should be a single number reflecting the gross amount of shares to which the awards relate, without netting any shares surrendered to pay the exercise price or taxes.

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Value Realized on Option Exercises – Note C
Insert the aggregate dollar value realized upon exercise of **options**, or upon the transfer of an **option** award for value. Compute the dollar amount realized upon exercise by determining the difference between the market price of the underlying securities at exercise and the exercise or base price of the **options**. Do not include the value of any related payment or other consideration provided (or to be provided) by the Company to or on behalf of a named executive officer, whether in payment of the exercise price or related taxes; **note that any such payment or other consideration provided by the Company must be disclosed in the Summary Compensation Table under column (i)**. For any amount realized upon exercise for which receipt has been deferred, provide a footnote quantifying the amount and disclosing the terms of the deferral. When a company's initial public offering occurs after exercise or after the previous fiscal year end, the initial offering price may be used in lieu of exercise date in calculating value realized. *Instruction to Regulation S-K Item 402(g)(2)*

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Number of Shares Acquired on Stock Vesting – Note D
Insert the number of shares of **stock** that have vested or were transferred for value during the year. The number of shares vested is a single number reflecting the gross amount of shares to which the awards related, without netting any shares surrendered to pay taxes. Include any share dividends or share dividend equivalents that vested during the fiscal year.

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Value Realized on Stock Vesting – Note E
Insert the aggregate dollar value realized upon vesting of **stock**, or upon the transfer of a **stock** award for value. Compute the aggregate dollar amount realized upon the vesting by multiplying the number of shares of **stock** or units by the market value of the underlying shares on the vesting date. For any amount realized upon vesting for which receipt has been deferred, provide a footnote quantifying the amount and disclosing the terms of the deferral. *Instruction to Regulation S-K Item 402(g)(2)*

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***Note*:** Do not report in the Option Exercises and Stock Vested Table any exercise of **options** by a named executive officer where the shares received upon exercise are subject to a repurchase restriction until after that repurchase restriction has lapsed (for example, grants of **options** that provide for immediate exercise in full as of the grant date but are subject to the Company's right to repurchase if the executive terminates employment with the Company before a specified date). The **stock** acquired upon exercise under these circumstances is effectively restricted **stock** that is subject to forfeiture until the repurchase restriction lapses. In this circumstance, the shares received should be reported in the Outstanding Equity Awards table as **stock** awards that have not vested (columns (g) and (h)) until the repurchase restriction lapses. As the shares acquired by the executive officer cease to be subject to the repurchase provision, those shares should be reported as **stock** awards (columns (d) and (e)) in the Option Exercises and Stock Vested Table. If the executive officer exercises the **option** after the repurchase restriction lapses, it is reported in the same manner as a regular **stock** **option**.

The Pension Benefits Table

Introduction

The Pension Benefits Table will require disclosure, on a plan-by-plan basis, of (1) the actuarial present value of accumulated benefits under the plan, (2) the number of years of credited service and (3) the dollar amount of payments and benefits paid to the named executive officer during the fiscal year. Actuarial present value must be calculated using the same assumptions and as of the same **pension plan** measurement date used for the Company's audited financials for the most recent completed fiscal year. The calculation of an executive's accrued benefit in all defined benefit plans is based on the executive's current compensation and the same assumptions used for financial reporting purposes. The Company should coordinate with its plan actuaries regarding the preparation of the Pension Benefits Table.

Citation: Item 402(h) of Regulation S-K

Pension Benefits Table – 2021

Name (a)	Plan Name (b)	Number of Years of Credited Service (#) (c)	Present Value of Accumulated Benefits ($) (d)	Payments During Last Fiscal Year ($) (e)
PEO *Note A*	____ *Note B*	____ *Note C*	____ *Note D*	____ *Note E*
PFO	____	____	____	____
Officer #3	____	____	____	____
Officer #4	____	____	____	____
Officer #5	____	____	____	____

Notes – Pension Benefits Table

Separate Lines Required for Each Plan. The Company must provide the disclosure required in this table for each plan that provides for specified retirement payments and benefits, or payments and benefits that will be provided primarily following retirement. This includes but is not limited to tax-qualified defined benefit plans and supplemental executive retirement plans, but excluding tax-qualified defined contribution plans and nonqualified defined contribution plans. For each such plan in which a named executive officer participates, provide a separate row. *Regulation S-K Item 402(h)(2), Instruction 1*

Plan Measurement Date May Differ from Fiscal Year. Amounts should be computed as of the same pension plan measurement date that is used for financial reporting purposes with respect to the Company's audited financial statements for the last completed fiscal year. For example, if the **pension plan** measurement date for the Company's pension plans is September 30 and the Company's fiscal year end is December 31, the pension benefit information will be presented as of September 30, even though the measurement date and period differ from the fiscal year period covered by the disclosure.

Narrative Disclosure Requirement. SEC rules require the Company to accompany the Pension Benefits Table with a succinct narrative description of any material factors necessary to understand each plan covered by the table. The material factors will vary depending upon the facts. Examples of such factors provided by the SEC include the following:

The material terms and conditions of payments and benefits available under the plan, including the plan's normal retirement payment and benefit formula and eligibility standards, and the effect of the form of benefit elected on the amount of annual benefits. For this purpose, normal retirement means retirement at the normal retirement age as defined in the plan, or if not defined in the plan, the earliest time at which a participant may retire without any benefit reduction due to age under the plan.

If any named executive officer is currently eligible for early retirement under any plan, identify that named executive officer and the plan, and describe the plan's early retirement payment and benefit formula and eligibility standards. For this purpose, early retirement means retirement at the early retirement age as defined in the plan, or otherwise available to the executive under the plan.

The specific elements of compensation (for example, salary, bonus, etc.) included in applying the payment and benefit formula, identifying each such compensation element.

If a named executive officer participates in multiple plans, the different purposes of each plan.

The Company's policies with regard to granting extra years of credited service.

The Company must include in this narrative disclosure the valuation method and all material assumptions applied in quantifying the present value of current accumulated benefits.[8] The Company may satisfy all or part of this disclosure by reference to a discussion of those assumptions in the Company's financial statements, footnotes to the financial statements or the Management's Discussion and Analysis section. *Regulation S-K Item 402(h)(2), Instruction 2*

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[8] For this purpose, a benefit specified in the plan document or the executive's contract itself is not an assumption.

Name – Note A
Insert the name of the executive officer.

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Plan Name – Note B
Insert the name of each qualified and non-qualified defined benefit plan, including cash balance plans, supplemental executive retirement plans ("SERPs"), pension restoration plans and pension benefits under employment agreements. Each listed plan is referred to as a "**pension plan**." **Pension plan** does not include defined contribution plans.

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Number of Years of Credited Service – Note C
Insert the number of years of service credited to the named executive officer under the plan, computed as of the same **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the most recent completed fiscal year.

Instructions for Note C

If a named executive officer's number of years of credited service with respect to any plan is different from the named executive officer's number of actual years of service with the Company, the Company must include footnote disclosure quantifying the difference and the value of any resulting additional benefit augmentation. *Regulation S-K Item 402(h)(2), Instruction 4*

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Present Value of Accumulated Benefits – Note D
Insert the actuarial present value of the named executive officer's accumulated benefit under the plan, computed as of the same **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the most recent completed fiscal year.

For purposes of the amount(s) reported in column (d), the Company must use the same assumptions, including interest rate, used for financial reporting purposes under generally accepted accounting principles, except that retirement age shall be assumed to be the normal retirement age as defined in the **pension plan**. If the **pension plan** has a stated "normal" retirement age and also a younger age at which retirement benefits may be received without any reduction in benefits, the younger age should be used for determining pension benefits. The older age may be included as an additional column. If the **pension plan** does not define the normal retirement age, the Company must use the earliest time at which a participant may retire without any benefit reduction due to age under the plan.

For purposes of allocating the current accumulated benefit between tax qualified defined benefit plans and related supplemental plans, apply the limitations applicable to tax qualified defined benefit plans established by the Internal Revenue Code and the regulations thereunder that applied as of the pen**sion plan** measurement date. *Regulation S-K Item 402(h)(2), Instruction 3*

back to table

Payments During Last Fiscal Year – Note E
Insert the dollar amount of any payments and benefits paid to the named executive officer during the Company's most recent completed fiscal year.

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<u>**The Nonqualified Deferred Compensation Table**</u>

Introduction

As part of the focus of SEC rules on retirement and post-termination compensation, the SEC adopted the Nonqualified Deferred Compensation Table and the related narrative disclosure requirement to provide investors with more information regarding nonqualified defined contribution plans and other nonqualified deferred compensation. Nonqualified defined contribution and other nonqualified deferred compensation plans are plans that provide for deferred compensation that does not satisfy the minimum coverage, nondiscrimination and other rules that “qualify” plans for favorable tax treatment under the Internal Revenue Code. Most typical 401(k) plans, qualified profit-sharing plans and other qualified plans would not be included in this table.

The tabular and narrative disclosure is intended to provide investors with information regarding the full amount of nonqualified deferred compensation accounts that the Company is obligated to pay to named executive officers, including the full amount of earnings for the most recently completed fiscal year. These accounts for the benefit of named executive officers represent claims on company assets and are part of an arrangement that provides a named executive officer with tax benefits. The disclosure required by the table highlights the rate at which the Company’s obligation to such named executive officer grows on an annual basis.

Citation: Item 402(i) of Regulation S-K

Nonqualified Deferred Compensation – 2021

Name (a)	Executive Contributions in Last FY ($) (b)	Registrant Contributions in Last FY ($) (c)	Aggregate Earnings in Last FY ($) (d)	Aggregate Withdrawals/Distributions ($) (e)	Aggregate Balance at Last Fiscal Year End ($) (f)
PEO ***Note A***	____ ***Note B***	____ ***Note C***	____ ***Note D***	____ ***Note E***	____ ***Note F***
PFO	____	____	____	____	____
Officer #3	____	____	____	____	____
Officer #4	____	____	____	____	____
Officer #5	____	____	____	____	____

Notes – Nonqualified Deferred Compensation Table

Nonqualified Deferred Compensation Only. This table applies only to compensation deferred under plans that are not tax qualified.

Nonqualified Deferred Compensation May Be Disclosed in Multiple Tables. The types of compensation that a named executive officer may defer are varied. Consequently, disclosure of salary, bonus and non-equity plan compensation that was earned but deferred may be required by several of the executive compensation tables. For executive officers, these include the Summary Compensation Table (above-market or preferential earnings on compensation that is deferred on a non tax-qualified basis), the Grants of Plan-Based Awards Table (amounts deferred pursuant to a non-equity incentive plan) and the Option Exercises and Stock Vested Table (compensation deferred in the form of and reported in the year as Stock Awards or Option Awards). As an example, both the new Nonqualified Deferred Compensation Table and the Summary Compensation Table require disclosure of deferred compensation; however, the SEC has specified that information regarding such deferred earnings in the latter table should continue to be limited to the above-market or preferential portion. See the instructions to Note H to the Summary Compensation Table above.

Use Footnotes to Clarify Disclosures. In order to avoid "double counting" of deferred compensation amounts, SEC rules require the use of footnotes to the Nonqualified Deferred Compensation Table. The Company should use footnotes to quantify (1) the extent to which amounts reported in the contributions and earnings columns are reported as compensation for the most recent completed fiscal year in the Summary Compensation Table and (2) amounts reported in the aggregate balance at last fiscal year end (column (f) of this table) that were previously reported as compensation for the named executive officer in the Summary Compensation Table for the previous years shown in the Summary Compensation Table. *Instruction to Regulation S-K Item 402(i)(2)*

Deferred Amounts Under Multiple Plans May Not Be Aggregated. SEC rules require the Company to provide information with respect to each defined contribution or other plan that provides for the deferral of compensation on a basis that is not tax-qualified on a plan-by-plan basis. This is a change from an earlier interpretation of SEC rules that permitted the Company to disclose reportable amounts under multiple nonqualified defined contribution plans or other deferred compensation plans on an aggregate basis in a single row for each named executive officer who participated in more than one plan.

Narrative Disclosure Required. Following the table, the Company must provide a narrative description of the material factors necessary to understand the disclosure set forth in the table. Examples of such factors include:

- the type of compensation permitted to be deferred and any limitations (by percentage of compensation or otherwise) on the extent to which deferral is permitted;
- the measures of calculating interest or other plan earnings (including whether such measures are selected by the named executive officer or the Company and the frequency and manner in which such selections may be changed), quantifying interest rates and other earnings measures applicable during the Company's most recent completed fiscal year; and
- the material terms with respect to payouts, withdrawals and other distributions.

Where plan earnings are calculated by reference to actual earnings of mutual funds or other securities, such as Company **stock**, the Company may identify the reference security and quantify its return. This disclosure may be aggregated to the extent the same measure applies to more than one named executive officer.

Name – Note A
Insert the name of the executive officer.

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Executive Contributions – Note B
Insert the dollar amount of aggregate contributions made by the named executive officer during the Company's most recent completed fiscal year (including salary, bonus and equity compensation).

back to table

Registrant (Company) Contribution – Note C
Insert the dollar amount of aggregate contributions made by the Company during the Company's most recent completed fiscal year.

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Aggregate Earnings – Note D
Insert the dollar amount of aggregate interest or other earnings accrued on such deferred amounts during the Company's most recent completed fiscal year. In most cases, this will be the year-over-year increase (or decrease) in the account balance after giving effect to contributions, withdrawals and distributions. "Earnings" for this purpose include dividends, **stock** price appreciation (or depreciation), and other similar items. Under SEC interpretations, "earnings" should include any increase or decrease in the account balance during the last completed fiscal year that is not attributable to contributions, withdrawals or distributions during the year.

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Aggregate Withdrawals/Distributions – Note E
Insert the aggregate dollar amount of all withdrawals by and distributions to the named executive officer during the Company's most recent completed fiscal year. Note that in many instances, this may be zero.

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Aggregate Balance – Note F
Insert the dollar amount of total balance of the named executive officer's account as of the end of the Company's most recent completed fiscal year. This is an aggregate amount for all plans for the named executive officer.

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The Director Compensation Table

Introduction

The Director Compensation Table and accompanying narrative disclosure are meant to provide a clearer picture of total director compensation and its elements for directors for the most recent completed fiscal year. SEC rules require companies to disclose director compensation information in a table that is similar to the Summary Compensation Table for named executive officers, and also require narrative disclosure of additional material information about director compensation. The Director Compensation Table presents information only with respect to the Company's most recently completed fiscal year.

Citation: Item 402(k) of Regulation S-K

Director Compensation Table – 2021

Name (a)	Fees Earned or Paid in Cash ($) (b)	Stock Awards ($) (c)	Option Awards ($) (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All other Compensation ($) (g)	Total ($) (h)
PEO ***Note A***	____ ***Note B***	____ ***Note C***	____ ***Note D***	____ ***Note E***	____ ***Note F***	____ ***Note G***	____ ***Note H***
PFO	____	____	____	____	____	____	____
Director #3	____	____	____	____	____	____	____
Director #3	____	____	____	____	____	____	____
Director #3	____	____	____	____	____	____	____
Director #4	____	____	____	____	____	____	____
Director #5	____	____	____	____	____	____	____
[insert or delete rows as needed]	____	____	____	____	____	____	____

Notes – Director Compensation Table

Table Includes Directors Not Serving at Fiscal Year End. The table should include compensation information for each person who served as a director at any time during the most recent completed fiscal year. This includes directors whose term ended or who resigned or otherwise left the board of directors before the end of the fiscal year. *SEC C&DI Question 127.01*

Report Deferred Amounts in Year Earned, Not Received. Any amounts deferred must be included in the appropriate column for the fiscal year in which earned. *Instruction to Regulation S-K Item 402(k)*

Narrative Disclosure Requirement. The Company must provide narrative disclosure to accompany the Director Compensation Table. The narrative disclosure should disclose any material factors necessary to the understanding of the Director Compensation Table. Material factors will vary depending upon the facts of a particular company, but may include (without limitation) a description of standard compensation agreements and whether any director has a different compensation arrangement, identifying that director and describing the terms of that arrangement.

Name – Note A
Insert the name of the director in column (a). Do not list directors who also serve as executive officers and whose compensation for service as a director is fully reflected in the Summary Compensation Table. Two or more directors may be grouped in a single row if all elements of their compensation are identical. The names of the directors for whom disclosure is presented on a group basis should be clear from the table.
Instruction to Regulation S-K Item 402(k)(2)

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Fees Earned or Paid in Cash – Note B
Insert the dollar amount of all fees earned or paid in cash for services as a director in column (b), including annual retainer fees, committee and/or chairmanship fees and meeting fees.

Instructions for Note B:

If the Company cannot calculate the amount of fees earned in a given fiscal year through the latest practical date, include a footnote (1) disclosing that the amount of fees is not calculable through the latest practicable date and (2) providing the date on which the Company expects to determine the amount of fees. The Company must file a Form 8-K Report to disclose this amount under Item 5.02(f) of Form 8-K. The Form 8-K is due not later than four business days after the amount is determinable. There is no safe harbor for late filings of this information, so the Company may lose eligibility to use Form S-3, among other consequences.

The fees column (column (b)) must include any fees which a director forgoes pursuant to a Company program under which **stock**, **equity**-based or other forms of non-cash compensation have been received instead of a portion of cash fees earned in the covered fiscal year. However, the receipt of any non-cash compensation instead of cash fees for a covered fiscal year must be disclosed in a footnote to the appropriate column of the Director Compensation Table corresponding to that fiscal year (for example, **stock** awards must be shown in column (c); **option** awards must be shown in column (d).

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Stock Awards – Note C
Insert the **grant date fair value** for any **stock** awards in accordance with **FASB ASC Topic 718**, in column (c). Note that awards or arrangements that are payable in Company **stock** must be treated as **equity incentive plan** awards and reported as a **stock** award in column (c), even if they are denominated in dollars or payable in cash or stock at the election of the director or the Company, because these awards are subject to **FASB ASC TOPIC 718**.

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Option Awards – Note D
Insert the **grant date fair value** for any awards of **options**, with or without tandem **SARs**, computed in accordance with **FASB ASC Topic 718**, in column (d). Column (d) must include any awards received by the director, even if the award was subsequently transferred.

Instructions for Note C and Note D:

For each director, disclose by footnote to the appropriate column, the aggregate number of unvested stock awards and the aggregate number of unexercised option awards (whether or not exercisable) outstanding at fiscal year end.

The Stock Awards column and the Option Awards column will reflect the aggregate **grant date fair value** computed in accordance with **FASB ASC Topic 718**. The amounts reported should exclude the effect of estimated forfeitures, regardless of whether the award is subject to performance conditions or time-based vesting conditions.

The Company must disclose all assumptions made in the valuation of any award reported in column (c) or (d) by reference to a discussion of those assumptions in the Company's financial statements, the footnotes to the financial statements or the Management's Discussion and Analysis section. The sections so referenced are deemed part of the disclosure provided pursuant the Director Compensation Table.

For additional information concerning disclosure related to (1) annual incentive plan awards with/without embedded stock settlement terms and (2) equity incentive plan awards with multi-year performance periods that are subject to compensation committee discretion to reduce the amount earned pursuant to the award, refer to *Instructions for Note C and Note D* to "The Summary Compensation Table" above.

If at any time during the last completed fiscal year, the Company has adjusted or amended the exercise price of **options** or **SARs** previously awarded to a director, whether through amendment, cancellation or replacement grants, or any other means, or otherwise has materially modified such awards, the Company must include, as awards required to be reported in column (d), the incremental fair value, computed as of the repricing or modification date in accordance with **FASB ASC Topic 718**, with respect to that repriced or modified award.

If during the most recent fiscal year the Company granted to a director an equity award that did not provide for accelerated vesting upon termination of service, and the Company modified the award to provide for vesting upon the director's departure, the following disclosure requirements apply:

- If the award was modified in the year in which it was granted, both the original **grant date fair value** and the incremental fair value of the modified award, computed as of the modification date in accordance with **FASB ASC Topic 718**, must be included in column (c) of the Director Compensation Table for that year.

- If the award was modified in a year subsequent to the year in which it was originally granted, the original **grant date fair value** must be reported in the stock column for the year in which originally granted, and the incremental fair value of the award as modified would be included in column (c) of the Director Compensation Table for the year in which modified.

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Non-Equity Incentive Plan Compensation – Note E
Insert the dollar value of all earnings for services performed during the fiscal year pursuant to **non-equity incentive plans**, and all earnings on any outstanding awards under such plans in column (e).

Instructions for Note E:

If the relevant performance measure is satisfied during the fiscal year (including for a single year in a plan with a multi-year performance measure), the earnings must be reported as compensation for that fiscal year, even if not payable until a later date or subject to vesting based on continued service. These amounts are not reported again in a subsequent fiscal year when amounts are paid to the director.

All earnings on **non-equity incentive plan** compensation must be identified and quantified in a footnote to column (e), whether the earnings were paid during the fiscal year, became payable during the fiscal year but were deferred at the election of the director or will be payable by their terms at a later date.

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Change in Pension Value and Nonqualified Deferred Compensation Earnings – Note F
Insert the sum of the following amounts in column (f):

(A) the aggregate change in the actuarial present value of the director's accumulated benefit under all defined benefit and actuarial **pension plans**. The change in value is measured over the time period from the **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the prior completed fiscal year to the **pension plan** measurement date used for financial statement reporting purposes with respect to the Company's audited financial statements for the covered fiscal year; and

(B) above-market or preferential earnings in nonqualified deferred compensation plans.

Instructions for Note F:

The disclosure required pursuant to clause (A) applies to each supplemental defined benefit plan that provides for the payment of retirement benefits, or benefits that will be paid primarily following retirement.

For purposes of clause (B), interest on deferred compensation is above-market only if the rate of interest exceeds 120% of the applicable federal long-term rate, with compounding (as determined under section 1274(d) of the Internal Revenue Code) at the rate that corresponds most closely to the rate under the Company's plan at the time the interest rate or formula is set. If there is a discretionary reset of the interest rate, this calculation must be made on the basis of the interest rate at the time of the reset, rather than when originally established. Only the above-market portion of the interest must be included. If the applicable interest rates vary depending upon conditions such as a minimum period of continued service, the reported amount should be calculated assuming satisfaction of all conditions for receiving interest at the highest rate. Dividends (and dividend equivalents) on deferred compensation denominated in the Company's **stock** ("deferred stock") are preferential only if earned at a rate higher than dividends on the Company's common **stock**. Only the preferential portion of the dividends or equivalents must be included. The Company should explain its criteria for determining any portion considered to be above-market in footnote or narrative disclosure.

The Company must identify and quantify the separate amounts attributable to each of clauses (A) and (B) in a footnote. If the amount calculated for clause (A) is negative, that fact should be disclosed by footnote but column (f) should be zero rather than a negative number.

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All Other Compensation – Note G
Insert the sum of all other compensation for the covered fiscal year that the Company cannot properly report in any other column of the Director Compensation Table in column (g). Each such compensation item must be included in column (g), regardless of amount.

Threshold for Additional Disclosure. Each item that is reported for a director in column (g) that is not a perquisite or personal benefit must be identified and quantified in a footnote to column (g) if its value exceeds $10,000. Perquisites are subject to different requirements that are described below. Note that even if footnote identification and quantification is not required, the Company must include the sum of all items of compensation in amounts shown in the Director Compensation Table except where SEC rules specifically permit nondisclosure.

The compensation items to be reported in column (g) must include, but are not limited to, the following:

Perquisites and other personal benefits, or property, unless the aggregate amount of such compensation is less than $10,000.

Disclosure Thresholds for Perquisites. Disclosure of perquisites in the Director Compensation Table is subject to the following requirements:

- If the total value of all perquisites and personal benefits for a director is **less than $10,000**, the Company may exclude the perquisites and personal benefits from the Director Compensation Table.
- If the total value of all perquisites and personal benefits is $**10,000 or more** for a director, then each perquisite or personal benefit, regardless of its amount, must be identified by type in a footnote to the Director Compensation Table, but is not required to be separately quantified.
- If perquisites and personal benefits are required to be reported for a director, then each perquisite or personal benefit that exceeds **the greater of $25,000 or 10% of the total amount of perquisites and personal benefits** for that director must be quantified and disclosed in a footnote.

Valuation of Perquisites. Perquisites and other personal benefits must be valued based on the aggregate incremental cost to the Company. If the Company is required to quantify any perquisite in a footnote, the Company must also describe its methodology for computing the aggregate incremental cost in the footnote.

Tax Gross-Ups. All tax "gross-ups" or other amounts reimbursed during the fiscal year for the payment of taxes. Reimbursements of taxes owed with respect to perquisites or other personal benefits must be included in column (g) and (1) are subject to separate quantification and identification as tax reimbursements even if the associated perquisites or other personal benefits are not required to be included because the total amount of all perquisites or personal benefits for an individual director is less than $10,000 or (2) are required to be identified but are not required to be separately quantified.

Discount Securities: the compensation cost, if any, computed in accordance with **FASB ASC TOPIC 718**, of any security of the Company or its subsidiaries purchased from the Company or its subsidiaries (through deferral of salary or bonus, or otherwise) at a discount from the market price of such security at the date of purchase, unless that discount is available generally, either to all security holders or to all salaried employees of the Company (for example, because the securities were purchased under a Section 423 plan).

Termination or Change of Control: the amount paid or accrued to any director pursuant to a plan or arrangement in connection with:

(1) the resignation, retirement or any other termination of such director; or

(2) a change in control of the Company.

Company contributions or other allocations to vested and unvested defined contribution plans.

Consulting fees earned from, or paid or payable by the Company and/or its subsidiaries (including joint ventures).

Any *annual costs of payments and promises of payments* pursuant to director legacy programs and similar charitable award programs.

Note that programs in which the Company agrees to make donations to one or more charitable institutions in a director's name, payable by the Company currently or upon a designated event, such as the retirement or death of the director, are charitable awards programs or director legacy programs for purposes of this disclosure, regardless of whether or not the program is available to all employees. The Company must provide footnote disclosure of the total dollar amount payable under the program and other material terms of each such program for which tabular disclosure is provided.

Any *insurance premiums* paid by, or on behalf of, the Company during the covered fiscal year with respect to life insurance for the benefit of a director.

Any *dividends or other earnings paid* on **stock** or **option** awards, if those amounts were not factored into the **grant date fair value** for the **stock** or **option** award.

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Total – Note H
Insert the dollar value of total compensation for the covered fiscal year in column (h). For each director, disclose the sum of all amounts reported in columns (b) through (g).

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<u>Potential Payments upon Termination or Change-in-Control</u>

Introduction

Under SEC rules, both narrative and quantitative disclosure is required regarding all arrangements, whether written or unwritten, that provide for payments or benefits (including acceleration of vesting in any equity awards or other benefits) to a named executive officer in connection with any termination or change in the responsibilities of the named executive officer or a change-in-control of the Company. Companies must disclose each specific circumstance that would trigger payment or the provision of other benefits (e.g., termination without cause or with good reason, termination upon death or disability, change-in-control, etc.) and describe and quantify the estimated payments and benefits that would be provided in each circumstance. Unlike the other tables described in this worksheet, the SEC has not mandated the specific form of disclosure of the quantitative information regarding potential payments upon termination or change-in-control. Accordingly, companies will have discretion as to how to present this information. Many companies present this information in tabular form, and we have included a sample table below that may be used for that purpose. For those companies that choose to disclose this information in a different manner, this sample table will still be useful in gathering the relevant quantitative information that must be disclosed.

Citation: Item 402(j) of Regulation S-K

Sample Table - Potential Payments upon Termination or Change-in-Control

Payments and Benefits	Voluntary Termination Without Good Reason	Involuntary Termination Without Cause	Voluntary Termination for Good Reason	Termination for Cause	Termination upon Death	Termination upon Disability	Retirement	Termination after Change-in-Control
Cash Severance Note A								
Pro Rata Bonus Note B								
Stock Options/SARs Note C								
Restricted Stock/Deferred Stock Units Note D								
Performance-Based Equity Awards Note E								
Health Care Benefits Note F								
Pension Benefits Note G								
Nonqualified Deferred Compensation Note G								
Accrued Vacation Pay Note H								
Life Insurance Proceeds/Disability Benefits Note I								
Other Perquisites Note J								
Tax Gross-Up Note K								
Total								

Notes - Potential Payments upon Termination or Change-in-Control

Creating Potential Payments upon Termination or Change-in-Control Tables. Because the SEC has not mandated the specific form of disclosure of the quantitative information regarding potential payments upon termination or change-in-control, the first step in gathering and disclosing this information should be to determine the relevant categories of information for each named executive officer. **This will require a review of all compensatory arrangements with each of the Company's named executive officers** to identify:

each specific circumstance that would trigger payments or the provision of other benefits in connection with any termination or change in the responsibilities of the named executive officer or a change-in-control of the Company; and

the types and amounts of payments or other benefits that are to be provided upon the occurrence of each triggering event.

By identifying this information for each named executive officer, a customized table may be constructed for each named executive officer that is similar to the sample table set forth above, with the relevant triggering events being the column headings and the types of payments or other benefits being the row headings. The review of these compensatory arrangements will also assist in the preparation of the narrative disclosure described in the next section under "Narrative Disclosure Requirement for Potential Payments upon Termination or Change-in-Control."

Identifying Triggering Events. The following are a few specific points to keep in mind when identifying triggering events for each named executive officer:

Don't assume that all named executive officers have the same triggering events – one or more named executive officers may be entitled to payments on triggering events that are different than the triggering events for other named executive officers. Additionally, where a triggering event has actually occurred for a named executive officer and that individual was not serving as a named executive officer of the Company at the end of the last completed fiscal year, the only disclosure required for that individual is disclosure relating to the triggering event that actually occurred. *Regulation S-K, Item 402(j), Note 4*

Pay attention to key defined terms – change in control, cause, good reason and disability, among others, are terms that are typically defined in the documents in which they are used. **The definition of these terms may vary from document to document** (for example, among employment agreements for different individuals or between the **equity** award agreements and the employment agreement applicable to the same individual). The Company's disclosure must reflect these variations.

Disaggregate triggering events – some documents may treat several different triggering events in the same manner, while others may distinguish among them. By completely disaggregating all of the triggering events initially, you can make sure you have accurately captured all of the relevant data. To the extent different triggering events are treated the same, they may be aggregated for disclosure purposes.

The sample table above contains examples of separate triggering events that may be contained in the various arrangements with the named executive officers of the Company. However, it is not an exhaustive list of different triggering events, and the Company's severance or change-in-control arrangements may contain additional triggering events.

Identifying Payments or Other Benefits. The sample table above contains examples of payments or other benefits that may be received upon the occurrence of a triggering event. Not all of these will be applicable to the Company, and there may be others not shown in the sample table that are applicable. The Company is not required to provide information with respect to arrangements to the extent they do not discriminate in scope, terms or operation in favor of executive officers and are available generally to all salaried employees. For example, there is no need to disclose benefits payable under the Company's 401(k) plan. *Regulation S-K, Item 402(j), Instruction 5*

Calculating the Amount of Payments or Other Benefits. In calculating the amount of payments or other benefits, the Company should assume that the relevant triggering event took place on the last business day of the Company's last completed fiscal year and that the price per share of the Company's securities is the closing market price as of that date. To the extent that uncertainties exist as to the provision of payments and benefits or the amounts involved, the Company is required to make a reasonable estimate (or a reasonable estimated range of amounts) applicable to the payment or benefit and disclose the material assumptions underlying these estimates or estimated ranges. Where the last business day of the last completed fiscal year for a calendar year company is not December 31, the Company should calculate the excise tax and related gross-up on the assumption that the change-in-control occurred on December 31, rather than on the last business day of its last completed fiscal year, using the Company's **stock** price as of the last business day of its last completed fiscal year (not January 1 of the following fiscal year). *Regulation S-K, Item 402(j), Instruction 1*

Forward-Looking Statement Disclaimer. In cases where the Company provides an estimate or estimated range of payments and benefits to be provided or the amount of any payments or benefits, as described in the preceding paragraph, the underlying assumptions and the estimated payments or ranges may be "forward-looking statements" under Section 27A of the Securities Act of 1933 and/or Section 21E of the Securities Exchange Act of 1934. In such cases, the Company should consider invoking the safe harbor for forward-looking statements. If there is any uncertainty about the legal requirements for effectively invoking the safe harbor, counsel should be consulted.

Narrative Disclosure Required for Potential Payments upon Termination or Change-in-Control. Under SEC rules, in addition to quantitative disclosure, the Company must include narrative disclosure regarding all arrangements that provide for payments or benefits to a named executive officer in connection with any termination or change in the responsibilities of the named executive officer or a change-in-control of the Company. In this narrative disclosure, the Company is required to:

- describe and explain the specific circumstances that would trigger payments or the provision of other benefits, including perquisites and health care benefits;

- describe the estimated payments and benefits that would be provided in each covered circumstance, whether they would or could be lump sum or salary continuation, the duration of such payments and benefits, and by whom they would be provided;

- describe and explain how the appropriate payment and benefit levels are determined under the various circumstances that trigger payments or provision of benefits;

- describe and explain any material conditions or obligations applicable to the receipt of payments or benefits, including but not limited to non-compete, non-solicitation, nondisparagement or confidentiality agreements, including the duration of such agreements and provisions regarding waiver or breach of such agreement; and

- describe any other material factors regarding each such arrangement.

Similar disclosure was required under the old rules, but the prior disclosure requirements were not as detailed or comprehensive. Accordingly, the Company may need to review and significantly revise the narrative disclosure included in its prior proxy statements regarding severance and change-in-control arrangements.

Notes to Sample Table. The following notes relate to the calculation of specific payments or other benefits in the sample table.

Cash Severance – Note A
An executive's employment agreement or other change-in-control agreement may provide for payment of cash severance. The amount should be based on the formula used in the relevant agreement. For example, the relevant agreements may provide for payment of a cash severance amount equal to the executive's then current salary plus the executive's most recent bonus (or average bonus over some number of prior years) multiplied by a specified multiple (for example, 2x or 3x). The Company should also describe the form of payment (for example, lump sum or salary continuation).

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Pro Rata Bonus – Note B
An executive's employment agreement or other change-in-control agreement may provide for payment of a pro rata bonus to compensate the executive for the bonus that the executive otherwise would have received with respect to the portion of the year prior to the occurrence of the triggering event.

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Stock Options/SARs – Note C
An executive's employment agreement or other change-in-control agreement or the Company's **equity incentive plans** or award documents may provide for acceleration of vesting of the executive's outstanding stock **options** and **SARs**. In such case, the amount included should equal the product of (A) the spread between the strike price of the stock **option** and the **closing market price** of the Company's **stock** on the last business day of the Company's last completed fiscal year multiplied by (B) the number shares underlying stock options or SARs that would have vested as a result of the acceleration.

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Restricted Stock/Deferred Stock Units – Note D
An executive's employment agreement or other change-in-control agreement or the Company's equity incentive plans or award documents may provide for acceleration of vesting of outstanding restricted stock and deferred stock units. In such case, the amount included should equal the product of (1) the closing market price of the Company's stock on the last business day of the Company's last completed fiscal year multiplied by (2) the number shares of restricted stock or deferred stock units that would have vested as a result of the acceleration.

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Performance-Based Equity Awards – Note E

An executive's employment agreement or other change-in-control agreement or the Company's equity incentive plans or award documents may provide for the accelerated measurement of the achievement of performance-based hurdles and/or acceleration of any time-based vesting applicable to performance-based equity awards. If the measurement of performance-based hurdles would have been accelerated, the Company should determine to what extent these hurdles would have been met assuming the triggering event occurred on the last business day of the Company's last completed fiscal year. In the event that time-based vesting is accelerated upon the triggering event but performance-based vesting is not, the Company should estimate future performance-based vesting (for example, based on prior performance from the beginning of the performance period to the deemed occurrence of the triggering event) for purposes of calculating the benefit received upon the occurrence of the triggering event. The assumptions used in estimating future performance-based vesting should be stated. The amount included should equal the product of (1) the value of the equity award as of the last business day of the Company's last completed fiscal year multiplied by (2) the estimated portion of the equity award that would have accelerated as of such date taking into account assumptions regarding future performance, if applicable.

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Health Care Benefits – Note F

An executive's employment agreement or other change-in-control agreement may provide for continuation of health care benefits for the executive and/or his or her family for a specified period of time. For purposes of quantifying health care benefits, the Company must use the assumptions used for financial reporting purposes under GAAP. *Regulation S-K, Item 402(j), Instruction 2*

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Pension Benefits and Nonqualified Deferred Compensation – Note G

To the extent that the form and amount of any payment or benefit that would be provided in connection with any triggering event is fully disclosed in the Pension Benefits and Nonqualified Deferred Compensation tables previously described in this worksheet, reference may be made to that disclosure and it need not be included in this table. However, to the extent that the form or amount of any such payment or benefit would be enhanced or its vesting or other provisions accelerated in connection with any triggering event, such enhancement or acceleration must be disclosed. *Regulation S-K, Item 402(j), Instruction 3*

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Accrued Vacation Pay – Note H

Severance and change-in-control arrangements contained in an executive's employment agreement or elsewhere may provide for payment of accrued vacation time.

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Life Insurance Proceeds/Disability Benefits – Note I

If the Company provides life insurance and/or disability insurance or benefits to its executives, disclose all benefits that may be payable as a result of death or disability except to the extent that such benefits are provided generally to all salaried employees on a basis that does not discriminate in scope, terms or operation in favor of executive officers. Consider indicating by footnote or otherwise if the benefits payable upon death or disability will be paid by an insurer and not by the Company.[9]

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Other Perquisites – Note J
An executive's employment agreement or other change-in-control agreement may provide for a variety of perquisites upon or even after termination of employment. These perquisites may include, among others, use or ownership of a company car, use of a driver, reimbursement of financial planning costs, use of company office space and/or secretarial or other administrative resources, or use of a company airplane. A reasonable estimate of the value of any applicable perquisites will need to be included. Perquisites and other personal benefits or property may be excluded only if the aggregate amount of such compensation will be less than $10,000. Individual perquisites and personal benefits must be identified and quantified to the same extent as for the Summary Compensation Table. See "Notes – Summary Compensation Table – All Other Compensation – Note I – Disclosure Thresholds for Perquisites and Valuation of Perquisites." *Regulation S-K, Item 402(j), Instruction 2*

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Tax Gross-Up – Note K
An executive's employment agreement or other change-in-control agreement may provide for tax gross-up payments (in connection with any excise taxes due under Section 280G of the Internal Revenue Code, the provision of perquisites or otherwise) or provide for cut-backs to payments made in order to avoid 280G excise taxes. In the event that tax gross-up payments must be made, the Company should disclose the assumptions used regarding the applicable tax rates whether specified in the relevant agreement or not. If 280G tax gross-up payments or cut-backs are required, the Company will need someone with relevant tax expertise (*e.g.*, outside counsel) to perform the calculations and should be prepared to provide the detailed compensation information that will be needed to perform these calculations.

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[9] Please note that, as of the publication date of this worksheet, the treatment of life insurance and disability benefits and not been definitively determined by the SEC, and it is possible that future guidance or practice will suggest different treatment (for example, SEC guidance might permit companies to omit disclosure of life insurance and/or disability benefits that are paid by third-party insurers).