Trends in Investor Communications

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



Introduction

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

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

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

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

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

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

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

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

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

Our Perspective

We have a seen a proliferation of director matrices in recent years and we are curious to see if the NYC campaign leads to a standardized form. Today, even among companies with comprehensive director disclosures, we see varying approaches.

We think the most effective disclosures explain why certain qualifications are identified as important to the particular company, and how those qualifications may have evolved in light of the company's evolving strategy.

From there, an overview of the Board's collective skill set is valuable, to which a matrix may be added to present the skills of each individual director. Discussion about the Board's views on how diversity impacts composition offers further insight. Considering the underlying purpose of the NYC Comptroller and NYC Pension Funds' project – to evaluate Board quality and promote Board accountability – providing context around the presentation of director skills is valuable to understanding Board priorities.

What's Next for Skills Disclosures

When we consider that investors, including the NYC Pension Funds, are looking for transparency into the Board's processes around refreshment, we expect that companies will have differing disclosures (even if – *especially if* – a one-size-fits-all matrix evolves). For some companies, Board refreshment is a broader topic that weaves in retirement or tenure policies, diversity initiatives, committee rotations, annual evaluations and skill reviews, among other topics. Other Boards, for any number of reasons, may take a simpler approach. Ultimately, we think disclosures and engagement on the topic of skill matrices and Board refreshment will continue to gain momentum.

Further Thought Pieces addressing disclosure trends, including **Communicating Purpose in Light of BlackRock's Letter to CEOs** and **Communicating Board Climate Responsibility in Light of Ceres and the B Team's Recommendations** are available for complimentary download at www.argyleteam.com



What We Have Done

To identify trends in skills disclosures, we have reviewed the latest proxy statements of 146 of the companies that received the NYC Comptroller and NYC Pension Funds' letter (5 companies have either delisted, or are in the midst of a merger and so have not published a proxy statement since receiving the letter).

The following pages present an overview of skills disclosures from 146 companies, with notable examples to highlight trends. This Thought Piece is presented in two sections – a Summary, followed by an Annex section for those readers wishing to take a deeper dive.

Summary

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

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

matrix in their latest proxy statement.

• Individual director skills.

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

Annexes

Annex A A complete chart of the skills disclosure practices of our sample of 146 companies.	Annex B The language used to describe director skills and experience in each of the 59 skills matrices, grouped by theme.
Annex C	Annex D
The skills matrix and associated disclosures	Skills disclosures published by a selection of
published by the 59 companies that present a	companies that do not publish a matrix, and

effectively.

communicate Board skills and experience

Contents

Summary

				06
06	Xcel Energy	07	Colgate-Palmolive	08
07	Caterpillar	80	ConocoPhillips	08
				09
09	Southern Company	09	Unum Group	11
09	PepsiCo	10	Wells Fargo	11
				12
13	Honeywell	13	W.W. Grainger, Inc.	13
rship	DS			14
14	The Coca-Cola Company	14	Walmart	14
	07 09 09 13	07 Caterpillar 09 Southern Company 09 PepsiCo 13 Honeywell rships	07 Caterpillar 08 09 Southern Company 09 09 PepsiCo 10 13 Honeywell 13	07 Caterpillar 08 ConocoPhillips 09 Southern Company 09 Unum Group 09 PepsiCo 10 Wells Fargo 13 Honeywell 13 W.W. Grainger, Inc.

Annexes

Annex A

Skills disclosure practices of the 146 companies that have published a proxy statement since receiving the NYC Comptroller and NYC Pension Funds' letter

Annex B

Language used to describe sk	ills and experience the 59 skills	matrices, grouped by theme
------------------------------	-----------------------------------	----------------------------

Annex C

The skills matrix and associated disclosur	es pu	blished by the 59 companies that present a	matri	ix in their latest proxy statement	
Abbvie	01	Duke Energy Corporation	18	PepsiCo, Inc.	38
ACI Worldwide, Inc.	02	Equifax Inc.	19	Phillips 66	39
AES Corporation, The	03	Exelon Corporation	20	PPL Corporation	40
Albemarle Corporation	03	Expeditors International of Washington Inc.	22	Range Resources Corporation	41
Ameren Corporation	04	Fidelity National Financial, Inc.	23	salesforce.com, inc.	42
Amgen Inc.	05	Freeport-McMoRan Copper & Gold Inc.	24	Tractor Supply Company	43
Anadarko Petroleum Corporation	06	GameStop Corp.	24	Union Pacific Corporation	44
Apache Corp	06	Hasbro Inc.	25	Unum Group	45
Apartment Investment and Management Co.	07	HCP, Inc.	26	Ventas, Inc.	46
BB&T Corporation	08	Honeywell International Inc.	27	VEREIT, Inc.	47
Bed Bath & Beyond Inc.	08	International Business Machines Corporation	28	Vertex Pharmaceuticals Incorporated	48
Booking Holdings, Inc.	09	Intel Corporation	29	Visteon Corporation	49
Caterpillar Inc.	10	Kinder Morgan, Inc.	30	Vornado Realty Trust	50
Cerner Corporation	11	Leucadia National Corporation	31	W.W. Grainger, Inc.	51
CF Industries Holdings, Inc.	11	Macerich Company, The	32	Wells Fargo & Company	52
Chevron Corporation	13	Marathon Oil Corporation	33	Whiting Petroleum Corp.	54
CMS Energy Corporation	14	Marsh & McLennan Companies, Inc.	34	Xilinx, Inc.	55
Colgate-Palmolive Company	15	Murphy Oil Corporation	35	Zoetis Inc.	56
ConocoPhillips	16	Nabors Industries	35		
Crown Castle International Corp.	17	National Oilwell Varco, Inc.	36		
DTE Energy Company	18	Occidental Petroleum Corporation	37		

Annex D

Beyond the matrix; selected compan	ies that do	not present a matrix and communicate	Board ski	ills and experience effectively	
ЗМ	01	Humana Inc.	07	Southern Company, The	14
Alexion Pharmaceuticals, Inc.	02	Johnson & Johnson	07	Southwestern Energy Co.	16
American Electric Power Co., Inc.	02	Minerals Technologies Inc.	08	Splunk, Inc.	17
Boeing Company, The	03	Pfizer Inc.	08	U.S. Bancorp	18
eBay Inc.	03	Pinnacle West Capital Corporation	09	WEC Energy Group, Inc.	19
Entergy Corporation	04	Pioneer Natural Resources Co.	11	Xcel Energy Inc.	20
Exxon Mobil Corporation	05	Senior Housing Properties Trust	12		
Home Depot, Inc., The	06	SL Green Realty Corp.	13		
		1		•	

A-01

B-01

C-01

D-01

rgyle



Summary

06

Skills Sought by Corporate Boards

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

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



Discussion of specific skills and experience sought by the Board We looked for... Language that specifically discusses skills and experience sought by the Board

We found this in...



75/146 proxy statements

Notable Examples



HCP presents a visual dashboard of core competencies sought from all directors, and additional qualifications of importance to the Board.

DIRECTOR QUALIFICATIONS, SKILLS AND EXPERIENCE

Our Governance Committee has determined that each of our director nominees possesses the qualifications, skills and experience to effectively oversee the Company's long-term business strategy.

CORE COMPETENCIES

Our Board believes that all directors should possess certain core qualities that ensure their fitness to lead the Company, as described below.

STRATEGIC OVERSIGHT experience is essential to guiding our long-term business strategy.

STOCKHOLDER ADVOCACY supports our goals of strong Board and management accountability and protection of stockholders' interests.

LEADERSHIP experience is important for driving positive change and developing leadenhip qualities in other

INTEGRITY AND ETHICS are paramount for ensuring the sound operation of the Company.



ADDITIONAL QUALIFICATIONS

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

RISK OVERSIGHT/MARAGEMENT experience is critical to our Board's role in overseeing the risks facing the Company. RET/REAL ESTATE EXPERIENCE is help/of for understanding the Company's strengths and challenges specific to the real estate

Instructions to inter concerning and the estate industries. PUBLIC COMPANY EXECUTIVE experience supports our management team through relevant advice and leadership.

PUBLIC COMPART EXECUTIVE experience support our management sear torough reveal across an electrony. PUBLIC COMPARY BOARD/COMMITTEE experience provides essential comparison points for operations and governance. FUNACULE EXPERTISE/LITERACY is valuable in understanding and oversearing our financial reporting and internal controls. LEGAL/REGULATORY experience is relevant for ensuring oversight of management's compliance with U.S. Securities and

EXCALABLE ACTIVE expensions is research for ensuing overlaght of management's compliance with U.S. Securities and Exchange Commission ("SEC"), New York Stock Exchange ("NYSE") and other regulatory requirements.

HEALTHCARE INDUSTRY experience is important for understanding the Company's strengths and challenges specific to the healthcare industry.

INVESTMENT EXPERTISE is important in evaluating our assets and portfolio as a whole.



Occidental Petroleum Corporation

Oxy uses a Skills Matrix to summarize the competencies that the Board considers valuable to effective oversight of the Company, and illustrates how the current Board members individually and collectively represent these key competencies.



Xcel Energy highlights the seven areas of experience sought from director nominees.

Summary of Director Nominee Core Competencies and Composition Highlights

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

CORPORATE GOVERNANCE	_			_			_				
contributes to the Board's understanding of best practices in corporate governance matters	•			٠	•					•	•
ENVIRONMENTAL, HEALTH, SAFETY & SUSTAINABILITY contributes to the Board's oversight and understanding of DHS and sustainability issues and their relationship to the company's business and stategy	•			•	•		•		•		•
EXECUTIVE COMPENSATION contributes to the Board's ability to attract, motivate and retain executive takent	•		•	•	•	•		٠	•	٠	
FINANCE/CAPITAL MARKETS shubble in evaluating Docidental's filtancial statements, capital structure and financial strategy islivitandu/stock importhases/financing/		•	•	•				•		•	•
FINANCIAL REPORTING/ACCOUNTING EXPERIENCE critical to the oversight of the company's financial statements and financial reports		•	٠			٠	٠	٠	•	•	
GOVERNMENT, LEGAL & RECULATORY contributes to the Board's ability to interpret regulations and understand complex legal matters and public policy issues	•	•			•	•	•			•	
INDUSTRY BACKGROUND contributes to a deeper understanding of our business strategy, operations, key performance indicators and competitive environment			•	•			•	•	•		
INTERNATIONAL EXPERIENCE official to cultivating and sustaining business and governmental relationships internationally and providing oversight of our multinational operations	•	•				•	•		•		
INVESTOR RELATIONS contributies to the Board's understanding of investor concerns and perceptions		•			•	•		•			•
PUBLIC COMPANY EXECUTIVE EXPERIENCE contributes to the Board's understanding of operations and business strategy and demonstrated leadership ability		•	•	•	٠	•	•	٠	•		
RISK MANAGEMENT contributes to the identification, assessment and prioritization of risks facing the company	•	•	٠	•	•	•	•	•	•	•	•
TECHNOLOGY,CYBER SECURITY contributes to the Board's understanding of information technology and other security risks			•							•	

Director Experience and Attributes

We seek directors with experience and expertise in the following areas:

Leadership and Strategy

Directors who hold or have held significant leadership positions provide the Company with unique insights. These people generally possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and corporate governance, and know how to drive change and growth. Finance

Inance

Accurate financial reporting and thorough auditing are critical to our success. We seek to have a number of directors who qualify as audit committee financial experts, and we expect all of our directors to be literate in finance and financial reporting processes.

Risk Management

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

Environmental Issues

The production of energy has environmental implications, and how we address rapidly evolving environmental regulation has important strategic implications. Directors with experience in addressing complex environmental regulations or sitting major facilities bring valuable expertises to our Board.

Nuclear Operations

A portion of our business deals with nuclear regulations and operations. Therefore, we seek at least one director with experience in nuclear risk management and nuclear power operations to provide effective oversight and expertise to our business.

Regulated Industry

Our businesses are heavily regulated and are directly affected by governmental actions. Likewise, cultivating a strong culture of compliance is critical to our business success and maintaining our strong reputation and brand. As such, we seek directors with experience with government or with highly regulated businesses who possess insight and understanding of effective strategies and compliance.

Customer and Community

Understanding the interests and needs of stakeholders such as our customers, communities and policymakers is important in a business as critical as ours; effective engagement with stakeholders is likewise important to our business success. Marketing and branding expertise is also important as our business becomes more competitive and as we seek to better understand and communicate with stakeholders. We seek directors who have experience in consumer businesses and are committed to excellence in service.





Argyle





Explanation why specific skills and experience sought by the Board

We looked for...

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

We found this in...



33/146 proxy statements

Notable Examples

Caterpillar®

Caterpillar presents key business characteristics, from being a "global manufacturer" to being, "... impacted by regulatory requirements and policies of various government entities", and highlights the consequent qualifications, skills and experience that the Public Policy and Governance Committee believes should be represented on the Board.



Colgate-Palmolive presents the area of skill or qualification sought, and then explains in clear terms where and/or how the nominee should have acquired the requisite experience. The Company then goes on to explain why the skill or gualification is important to serve on the Board.

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

BUSINESS CHARACTERISTICS

extremely important.

the world.

many countries and in many currencies.

- The Company is a global manufacturer with products sold around Manufacturing or logistics experience the world. Broad international exposure
- Technology and customer and product support services are
 Technology experience
 - Customer and product support experience

QUALIFICATIONS, SKILLS AND EXPERIENCE

- The Company's businesses undertake numerous transactions in ... Diversity of race, ethnicity, gender, cultural background or professional experience
 - · High level of financial literacy
 - Mergers and acquisitions experience
 - · Experience in the evaluation of global economic conditions · Knowledge of commodity, energy, construction or transportation markets
 - Governmental and international trade expertise
- requirements and policies of various governmental entities around
- The Board's responsibilities include understanding and overseeing
 Pisk oversight/management expertise the various risks lacing the Company and ensuring that appropriate policies and procedures are in place to effectively manage risk.

· Demand for many of the Company's products is fied to conditions

in the global commodity, energy, construction and transportation

The Company's businesses are impacted by regulatory

- · Relevant executive experience · Cybersecurity experience

The Board values diversity of talents, skills, abilities and experiences and believes that Board diversity of all types provides significant benefits to the Company. Although the Board has no specific diversity policy, the PPGC considers the diversity of the Board and potential director candidates in selecting new director candidates.

1. Business Operations—Is or has been the Chief Executive Officer, Chief Operating Officer or other major operating or staff officer of a major public corporation, with a background in marketing, finance and/or business operations.

Rationale: Directors who have served in these roles possess exceptional leadership gualities and demonstrate a practical understanding of how large organizations operate, including strategic planning and risk management Given the Company's focus on growing market share through superior marketing and brand engagement, directors with expertise in marketing provide the Company with particularly important insights. The Company also uses a variety of financial metrics to measure its performance, and accurate financial reporting and accounting are critical to the Company's success. Therefore, directors with financial experience, including an understanding of accounting and financial reporting processes, provide an essential oversight role.



ConocoPhillips uses icons and text to present the key gualifications and skills that the Committee on Directors' Affairs considers in evaluating director nominees, and explains in clear terms how they are relevant to the Company's activities.

The following are some of the key qualifications and skills the Committee on Directors' Affairs considered in evaluating the director nominees. The chart on the next page shows how these qualifications and skills are distributed among our nominees. The individual biographies beginning on page 34 provide additional information about each nominee's specific experiences, qualifications and skills.

CEO or senior officer. We believe that directors with CEO or senior officer experience provide valuable 29) insights. These individuals have a demonstrated record of leadership and a practical understanding of organizations, processes, strategy, risk and risk management, and the methods to drive change and growth. Through their service as top leaders at other companies, they also bring valuable perspectives on common issues affecting large and complex organizations.

Public company board service. ConocoPhillips aspires to the highest standards of corporate governance and ethical conduct. Service on the boards and board committees of other large, publicly-traded companies provides an understanding of corporate governance practices and trends and insights into board management; relations between the board, the CEO and senior manage agenda setting; and succession planning. We believe this experience supports our goals of strong board and management accountability, transparency, and protection of stockholder interests.

Board Skills as a Group

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

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



Graphic **Presentation of Nominee Skills** as a Group

We looked for...

Companies that publish a graphic "blended" overview of collective Board skills and experience, and do not publish a skills matrix.

Notable Examples



Applied to Life.[™]

3M uses a graphic to highlight the Board's diversity of skills and experience as a group, with the number of directors bringing each skill clearly presented.

DIRECTOR NOMINEE	S – DIVERSITY OF SKILLS AND EXPERIENCE
seeks individuals with dist and effectively represent ensuring an experienced,	emance Committee identifies, neviews, and recommends nominees to the Board for approval. The Committee injuguides faceoder of indestripting and success and who will make substantial contributions to Board operation the interests of all stockholders. The Committee considers a wide range of factors and experiences, including qualified Board with expertises in the following low y areas most relevant to 3M. The numbers in parenthese director nomines who the Committee believes posses ach of the skills and experiences.
	LEADERSHIP (12/12) Significant leadership experience with understanding of complex global organizations, strategy, risk management, and how to drive ohange and growth.
	MANUFACTURING (7/12) As a verticelly integrated Company, manufacturing experience is important to understanding the operations and opplical needs of the Company.
	SUPPLY CHAIN (9/12) Directors with expertise in the management of the upstream and downstream relationships with suppliers and customers provide important perspectives on schieving efficient operations.
	TECHNOLOGY (7/12) Are a divertified technology, science-based Company, directors with technology backgrounds understand 3M's 48 technology platforms and the importance of investing in new technologies for future growth.
Cum	FINANCE (12/12) Financial metrics measures our performance. All directors must understand finance and financial reporting processes. All, but one, Audit Committee members qualify as "audit committee financial experts".
	MARKETING (8/12) Organic growth is one of 3M's financial metrics and directors with marketing expertise provide important perspectives on developing new markets.
	GLOBAL (10/12) Global business experience is oritical to 3M/s international growth with 60 percent of sales from outside the U.S. in 2017.
	RISK MANAGEMENT (12/12) Directors with experience in risk management and oversight, including oyberseourity, play an important role in the Board's oversight of risks.

Johnson & Johnson

J&J updated the visual skills chart presented in the Company's proxy statement as a result of shareholder outreach.



📥 Southern Company

Southern Company presents a dashboard of the qualifications, attributes, skills and experience desired on the Board, and shows the number of directors qualified in each area.

We found this in...

24%

35/146

proxy statements

Ô	Senior Leadenship We below Devotors with relevant Oxel Devotore Officer or sense executive expensions bring the deep leadenship qualifications and skills necessary to execute our strategic importatives that drive long term value	(878)
3	Rick Management Devotors with knowledge or experience in managing and initigating key miks, including financial, operational, regulatory, environmental, construction and cyberwourny, assist or in infectively managing ma- in a papidy changing environment, which is ottotal to our secons.	15/15
3	Autom Theoretic and MAA. Account mean state of the second auxiliary are important to us. Dur Board includes Directors with Account means the negative state public company heaved a statement, and themest controls company bases the completing of ours. With means (capital projects as a part of one line) means strategic public. Directors with finance and capital allocation regenerative constraines to be important to our success. We also believe Directors with public company means, capital projects as dipportone responses are particularly evential to the continued trageation of our recently acquired biosnesses and for the consideration of any potential haze opportunities.	6
A	Governmental Alfaits/Regulatory Directors with expension in loadership postcores within agencies nelevant to our industry or in other regulated belowness are key to our allafety to maintain expected regulatory instrome and our experiation for doing the right thing. As an important component of U.Sothical infratorium. Directors with active security durations and with background and exposure to the asymmetrical open and physical theory facing our industry readie us to stary informed about iniviant security toxes.	-
83	Industry/Operations (Ilectric, Nuclear and Natural Cas) We air focused on providing drugs, sub, initiality and affordable energy to continents. We also continue to work to advances one contry's copability to generate tocking power and pursue innovations for a clean energy hums. To do the, we include Discions on our lisual with deep-locevidege and expensions in the information of the second second second second second second second second second through downstream business operations in the natural gas industry and, with our income acquisition of Southern Comparing Cas (EdS), we needed in Directors in the natural gas and only and an expension of Directors who previously served on the lister of Directors of one of our operating, companies also have operations indoveding and expensiones that is helpful to the fiscant.	8/8
8	Corporate Governance and Service on Public Company Boards Our Board Includio. Directions with reperiment is corporate governance mattern and service on other public company Tearly, providing implication Tearly and an expension between the Board, the CED and write management, as well as Board infriendment, agenda witting and management succession. These mights are official to the governance of our complication buries.	10%
0	Environmental Regulation and Policy As a leader in the energy industry, Directors with a deep understanding or expension with the oversight of environmental policy, implation, mit and headers operation matters permit us to lead invocution and to focus on sub and integratelike operations.	60
4	Major Projects Directors with oversight or management expension of major capital projects amed to drive long-term value are particularly desirable as we continue to manage our major capital projects.	-
4	Technology/New Economy The markets for our business are ever changing and industry disruptions and technological advances play a significant role in these changes, bit believe Directors with regenerace related to relevant technology mechanism, including four merger validation, provide marght needed for to a forman method and competitive	6/15





Skills Matrix and Graphic Presentation of Nominee Skills as a Group

We looked for...

Companies that present a skills matrix which explicitly links experience to individual director nominees <u>and</u> a "blended" graphic overview of collective Board skills and experience.

We found this in...



10/146 proxy statements

Notable Examples



PepsiCo's proxy statement has included a skills matrix since 2016. This year's matrix is presented with a visual dashboard of Board facts to offer readers further insights into director tenure, age and additional attributes. A separate, blended overview of the directors' skills and experience as a group is presented in the proxy summary.







Unum presents the qualifications sought from director nominees and the number of individuals that bring each qualification to the Board. Eleven pages later, a matrix links skills to each individual nominee.

		Sunting	utticky	Die	evania	u,		hory	40	(anney	anley
Qualifications and Attributes	Theodo	E Mich.	Susan o	Joseph.	Cynuthin .	Kevin I Fgan	Timothe -	Glorits C .	Richard n.	Romata	France C
Accounting/Auditing	•	٠	•	•			•	٠	٠	•	•
Business Operations	•	٠	•	٠	•	٠	•	٠	•	٠	•
Capital Management	•	٠	•	٠		٠	•	٠	•	٠	•
Corporate Governance Leadership		•	•	•	•	٠	•	٠	•	•	
Financial Expertise/Literacy	•	٠	•	٠	•	•	•	٠	•	٠	•
Independence	•	•	•	•	•	•	•	٠		٠	•
Industry Experience		٠	•	•	•	•	•		٠	•	
International		٠		٠			•		•	٠	•
Investment Markets		•			•		•			•	
Other Recent Public Board Experience	•		٠	٠	•	٠		٠	٠		
Public Company Executive Experience	•	•	•		•	٠	•		٠	•	•
Regulatory/Risk Management	•	٠		٠	•	٠	•	٠	•	٠	•
Technology			٠		•						٠
emographic Background*											
Tenure (Years)	5	11	0	2	4	10	6	13	3	3	3
Age (Years)	59	71	59	61	62	61	56	68	49	61	57
Gender (Male/Female)	Μ	Μ	F	М	F	Μ	М	F	Μ	Μ	Μ
Race/Ethnicity											
African American/Black	٠										
Hispanic/Latino				٠							
Caucasian/White											

Qualifications and Attributes	Relevance to Unum	Board Composition
Accounting/Auditing	We operate in a complex financial and regulatory environment with disclosure requirements, detailed business processes and internal controls.	9
Business Operations	We have significant operations focused on customer service, claims management, sales, marketing and various back house functions.	11
Capital Management	We allocate capital in various ways to run our operations, grow our core businesses and return value to shareholders.	10
Corporate Governance Leadership	As a public company, we expect effective oversight and transparency, and our stakeholders demand it.	9
Financial Expertise/ Literacy	Our business involves complex financial transactions and reporting requirements.	10
Independence	Independent directors have no material relationships with us and are essential in providing unbiased oversight.	10
Industry Experience	Experience in the insurance and financial services industry provides a relevant understanding of our business, strategy, and marketplace dynamics.	8
international	With global operations in several countries and prospects for further expansion, international experience helps us understand opportunities and challenges.	6
Investment Markets	We manage a large and long-term investment portfolio to uphold our promises to pay the future claims of our policyholders.	4
Public Company Executive Experience	Experience leading a large, widely-held organization provides practical insights on need for transparency, accountability, and integrity.	9
Recent Public Board Experience	We value individuals who understand public company reporting responsibilities and have experience with the issues commonly faced by public companies.	7
Regulatory/Risk Management	A complex regulatory and risk environment requires us to develop policies and procedures that effectively manage compliance and risk.	10
Technology	We rely on technology to manage customer data, deliver products and services to the market, and pay claims.	3



Wells Fargo presents a matrix and graphic overview of Board composition in two locations in the Company's 2018 proxy statement; in the proxy summary and the "Corporate Governance" section.





Individual Director Skills

Skills Matrix

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

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

We looked for
A claille matrix like the

A skills matrix – like the model proposed by the NYC Comptroller and NYC Pension Funds – that explicitly links experience to individual director nominees We found this in...



59/146 proxy statements

Matrix Size

\$ \$

8**

Of the 59 companies from our sample that published a matrix in their latest proxy statement:

- The longest matrix presents 17 skills/areas of experience
- The shortest matrix presents 5 skills/areas of experience
- The average number of skills/areas of experience is 10



See **Annex B** to review the precise language used to describe skills and experience in each of the 59 skills matrices, grouped by theme.

See **Annex C** to review the skills matrix and associated disclosures published by each of the 59 companies that present a skills matrix in their latest proxy statement.

Notable Examples



Exelon uses a matrix to present the primary skills, core competencies and other attributes brought by each independent director. An icon system is used consistently in the matrix, in each director biography and in a presentation of why each core competency is important for service on Exelon's Board. In addition to the matrix, Exelon presents a visual overview of director diversity, tenure, age and independence and includes an overall percentage or average for each.





Grainger's matrix goes beyond a title for each qualification or skill to explain in some detail how each nominee acquired the appropriate level of experience.

Director Qualifications, Attributes and											
Skills	*	- 2	1	- 8	- B-	2	1	- 2	10	4	
Operational Experience developing and implementing operating plans and											
business strategy Finance Capital Allocation Knowledge of finance or financial	1	1	1	1	1	1	1	1	1	1	1
reporting: experience with debt and capital market transactions; and/or											
mergers and acquisitions		1	1	1	1	1		1	1	1	
Supply Chain:Legistics Experience in supply chain management encompassing the planning and management of all activities involved in sourcing and procurement, conversion,											
and all logistics management activities Digital eCommerce Experience implementing digital and	×.	1		1	1	1		1	1		
omni-channel strategies and/or				100	1		-				
operating an eCommerce business Marketing Sales & Brand Management Experience managing a marketing/sales function, and in increasing the manifestion device of severe the forces			Í	í	1		í				1
perceived value of a product line or brand over time in the market Human Resources/Compensation	1		1	1	1	1	1	1	1	1	1
Experience managing a human resources/compensation function; experience with executive compensation and broad-based incentive planning											
Public Company/Leadership "C-Suite" experience with a public company; leadership experience as a				ĺ		Ť	1			ĺ	
division president or functional leader within a complex organization Corporate GovernancePublic Company	1	1	1	1	1	1	1	1	1	1	1
Experience Experience serving as a public company director; demonstrated understanding of current corporate governance standards											
and best practices in public companies	1	.1	1	1	1	1	1	1	1	1	
International Experience overseeing a complex global organization	2			4	1			5	1		2
Risk Assessment & Risk Management Experience overseeing complex risk	10			1				2			
nunagement matters Technology/Cyber security	~	1	1	1	1	1		1	1	1	
Experience implementing technology strategies and managing-mitigating cyber security risks	5				5	9		3	4		-
Government Public Policy Experience, operacide complex											
regulatory matters that are integral to a business Real Estate	1		1	1	1		1	×.	1		
Experience overseeing complex real estate matters that are integral to a								12			
business Business Ethics/Corporate Social Responsibility Track record of integrity.	1		1					1		1	
uncompromising moral principles and strength of character; informed on company issues related to corporate social responsibility, sustainability and philanthropy while monitoring omerging											
issues potentially affecting the reputation of the business		1	1	1	2	1	1	4		1	

Honeywell

Honeywell presents a matrix in the proxy summary with additional information about the Board.



Argyle

Linking Skills to Committee Memberships

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

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

Notable Examples



In each director biography, Allstate presents "Committee Expertise Highlights" that explain how each director is qualified to serve on their respective committees.

Director Nominees



KERMIT R. CRAWFORD Age: 58 Alistate Board Service • Tenure: 5 years (2013) • Audit committee

- Nominating and
- governance committee

INDEPENDENT

- Professional Experience
- Current President and Chief Operating Officer of Rite Aid Corporation, which operates the third largest retail drugstore chain in the United States based on both revenues and number of stores.
- Former Executive Vice President and President, Pharmacy, Health and Wellness for Walgreen Co, which operates one of the largest drugstore chains in the United States.

Relevant Skills

- Expertise assessing the strategies and performance of a geographically distributed and consumer-focused service business in a highly competitive industry.
- Effectively led operational change, including through the use of technology, and established strong platforms for long-term stockholder value creation.
- Extensive knowledge about analyzing consumer experience and insights.
 Effectively transformed the pharmacy experience
- Effectively transformed the pharmacy experience from a model focused primarily on drug delivery to a pharmacist-patient centric model.

Other Public Board Service LifePoint Health

2016-present

Committee Expertise Highlights

- Audit Committee Member • Responsible for all aspects of strategic, operational, and profit and loss management of one of the largest disigstore chains in the United States.
- largest drugstore chains in the United States. Significant experience overseeing the strategy and transformation of a highly competitive
- and transformation of a highly competitive consumer-focused business.

Current member of the audit and compliance committee at LifePoint Health.

- Nominating and Governance Committee Member Member of the governing bodies of Northwesteen Lake Forest Hospital and the University of Southern California School of Pharmacy.
- Current member of the corporate governance and nominating committee at LifePoint Health.



In each committee presentation, The Coca-Cola Company draws attention to the individual "Skills/Qualifications" of each committee member.

AUDIT COMMITTEE



Walmart 🔀

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

STRATEGIC PLANNING AND FINANCE COMMITT	TEE
Primary Responsibilities	C
- Invision global francial policits and generities and elevens well-onlyme francial matters, sequentian and detertime transactions - Decisions long researching policy to file frances - Decisions long researching policy - Decisions long researching - Decisions long resea	Sandhila Hannaha Hanna
Ten Norse, Cale Herite Ten Norse, Bal-Walton	0 0
Sandh Frier Stream Walkin	No excellenciana anti-oparterio Nacional anticipational de contectos de manting apelitica

Annex A

Skills disclosure practices of the 146 companies that have published a proxy statement since receiving the NYC Comptroller and NYC Pension Funds' letter

• Companies presenting a Skills Matrix in their most recent Proxy Statement featured in this Thought Piece

• Further Companies with notable Skills Disclosures featured in this Thought Piece

	Skills Sc Corporat	ought by e Boards	Board Skills as a Group		Individual Director Skills		
	Discussion of specific skills and experience sought by the Board	Explanation why specific skills and experience sought by the Board	Graphic Presentation of nominee skills as a Group	Skills Matrix	Location of Skills Matrix		
	75 /146	33 /146	35 /146	59 /146			
	51%	23%	24%	40%			
3M	•		•				
Abbvie				•	Board of Directors and Committees		
Abercrombie & Fitch Co.							
ACI Worldwide, Inc.		٠		•			
AES Corporation, The	•			•	Proxy Summary		
Albemarle Corporation				•	Election of Directors		
Alexion Pharmaceuticals, Inc.							
Alliance Data Systems Corporation			•				
Ameren Corporation				•	Election of Directors		
American Airlines Group Inc.	•						
American Electric Power Co., Inc.							
American Tower Corporation	•						
AMETEK, Inc.							
Amgen Inc.			•	•	Election of Directors		
Anadarko Petroleum Corporation				•	Corporate Governance		
Apache Corp			•	•	Proxy Summary		
Apartment Investment and Management Co.				•	Board of Directors and Executive Officers		
AvalonBay Communities Inc.	•						
Avon Products Inc.							
BB&T Corporation				•	Election of Directors		
Bed Bath & Beyond Inc.				•	Election of Directors		
Big Lots Inc.							
Boeing Company, The			•				
Booking Holdings, Inc.	•	٠		•	Election of Directors		
Cabot Oil & Gas Corporation							
Caterpillar Inc.	•	٠		•	Proxy Summary		
CenterPoint Energy, Inc.							
Cerner Corporation	•			•	Consideration of Director Nominees		
CF Industries Holdings, Inc.	•	٠		•	Election of Directors		
Charles Schwab Corporation, The							
Cheniere Energy, Inc.			•				
Chevron Corporation	•	٠		•	Proxy Summary		
Chipotle Mexican Grill, Inc.	•		•				
Cimarex Energy Co.							
CMS Energy Corporation				•	Election of Directors		
Colgate-Palmolive Company	•	٠		•	Governance of The Company		
ConocoPhillips	•	٠		•	Election of Directors		
Consolidated Edison, Inc.							





	Skills So Corporat		Board Skills as a Group		Individual Director Skills	
	Discussion of	Explanation			Individual Director Skills	
	and experience sought by the Board	experience sought by the Board	Presentation of nominee skills as a			
Crown Cootle International Corp	the Board	the Board	Group	Skills Matrix	Location of Skills Matrix Information about the Board of Directors	
Crown Castle International Corp. DENTSPLY Sirona Inc.					Information about the Board of Directors	
Devon Energy Corporation			•			
Diebold Nixdorf, Incorporated Dollar General Corporation	•		-			
Dollar Tree, Inc. Dominion Resources, Inc.						
				•	Election of Directors	
DTE Energy Company	•	•		•		
Duke Energy Corporation	•	•		•	Proxy Summary	
eBay Inc.						
Electronic Arts Inc.		•				
Entergy Corporation	•	•	•			
EOG Resources, Inc.						
EQT Corporation			•			
Equifax Inc.			•	•	Board Leadership & Corporate Governance	
Equity Residential						
Eversource Energy	•	•	•			
Exelon Corporation	•	•		•	Proxy Summary	
Expeditors International of Washington Inc.				•	Election of Directors	
Express Scripts Holding Company						
Exxon Mobil Corporation	•		•			
Fidelity National Financial, Inc.	•			•	Certain Information About Our Directors	
Fidelity National Information Services, Inc.	•	•	•			
FleetCor Technologies, Inc.						
FMC Corporation						
Freeport-McMoRan Copper & Gold Inc.				•	Election of Directors	
GameStop Corp.	•			•	Election of Directors	
Global Payments Inc.	•		•			
Hasbro Inc.				•	Election of Directors	
HCP, Inc.	•		•	•	Proxy Summary	
Hess Corporation						
Home Depot, Inc., The	•	•	•			
Honeywell International Inc.	•	•		•	Proxy Summary	
Hospitality Properties Trust	•	•				
Humana Inc.	•					
International Business Machines Corporation				•	Board of Directors	
Intel Corporation	•	٠		•	Election of Directors	
Intercontinental Exchange, Inc.						
Johnson & Johnson			•			
Kilroy Realty Corporation	•	٠	•			
Kinder Morgan, Inc.	•	٠		٠	Board of Directors	
Leggett & Platt, Incorporated						
Leucadia National Corporation				•	Election of Directors	
Level 3 Communications, Inc.	•					
LKQ Corporation	•					
Macerich Company, The	•			•	Election of Directors	
Marathon Oil Corporation				•	Election of Directors	
Marsh & McLennan Companies, Inc.	•			•	Board of Directors and Committees	
Martin Marietta Materials, Inc.						
Minerals Technologies Inc.	•					
Murphy Oil Corporation				•	Election of Directors	
Nabors Industries				•	Election of Directors	
National Oilwell Varco, Inc.				•	Board of Directors	
Netflix, Inc.						
New York Community Bancorp Inc.						
Newfield Exploration Company	•					



	Skills So Corporat	ought by te Boards	Board Skills as a Group		Individual Director Skills	
	Discussion of specific skills and experience sought by the Board	Explanation why specific skills and experience sought by the Board	Graphic Presentation of nominee skills as a Group	Skills Matrix	Location of Skills Matrix	
NiSource Inc.	•					
Noble Energy, Inc.						
NRG Energy, Inc.	•		•			
NVR, Inc.	•					
Occidental Petroleum Corporation	•	•		•	Election of Directors	
ONEOK, Inc.	•		•			
O'Reilly Automotive, Inc.						
PepsiCo, Inc.	•		•	•	Election of Directors	
Pfizer Inc.	•		•			
Phillips 66	•	•		•	Corporate Governance	
Pinnacle West Capital Corporation	•	•	•			
Pioneer Natural Resources Co.	•	•	•			
PPL Corporation				•	Election of Directors	
PulteGroup, Inc.	•			-		
			•		Election of Directors	
Range Resources Corporation Republic Services, Inc.			• •	-	Election of Directors	
Roper Technologies, Inc.						
Ross Stores, Inc.				•		
salesforce.com, inc.	•			•	Directors and Corporate Governance	
SBA Communications Corp.						
Sealed Air Corporation	•					
Senior Housing Properties Trust	•	•				
Skyworks Solutions, Inc.						
SL Green Realty Corp.	•					
Southern Company, The	•	•	•			
Southwestern Energy Co.	•					
Splunk, Inc.			•			
Sprouts Farmers Market, Inc.						
Texas Instruments Incorporated	•					
Textron Inc.						
Tractor Supply Company	•	•	•	•	Election of Directors	
U.S. Bancorp	•	•	•			
Ultimate Software Group, Inc., The						
Union Pacific Corporation	•	•		•	Election of Directors	
United Therapeutics Corporation						
Unum Group	•	•	•	•	Information about the Board of Directors	
Urban Outfitters Inc.						
Ventas, Inc.				•	Election of Directors	
VEREIT, Inc.	•			•	Election of Directors	
VeriFone Systems, Inc.						
Vertex Pharmaceuticals Incorporated	•	•		•	Election of Directors	
Visteon Corporation						
Vornado Realty Trust	•	•		•	Election of Trustees	
Waters Corporation	•		•			
W.W. Grainger, Inc.	•	•		•	Corporate Governance	
WEC Energy Group, Inc.	•	•	•			
Wells Fargo & Company	•		•	•	Proxy Summary	
Whiting Petroleum Corp.	•			•	Governance Information	
Williams Companies, Inc., The	•					
Xcel Energy Inc.	•	•				
Xilinx, Inc.	•			•	Directors and Corporate Governance	
Zoetis Inc.				•	Proxy Summary	



Annex B

Language used to describe skills and experience in the 59 skills matrices, grouped by theme

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

Academia

Language	Appearances	Companies
Academia	3	BB&T Corporation; Xilinx, Inc.; Zoetis Inc.
Academia/Education	3	Crown Castle International Corp.; Fidelity National Financial, Inc.; Nabors Industries
Academia/Technology	1	Vertex Pharmaceuticals Incorporated
Research/Academia	1	IBM Corporation

Board Experience

Language	Appearances	Companies
Board of Directors	1	Murphy Oil Corporation
Board of Directors Experience	3	Fidelity National Financial, Inc.; Nabors Industries; Xilinx, Inc.
Board of Directors Experience (Other Boards)	1	Caterpillar Inc.
Corporate Governance and Public Company Board	1	Abbvie
Experience as a director of another public company	1	salesforce.com, inc.
Other Director or Bank Executive Experience	1	BB&T Corporation
Other Public Boards – Current	1	Anadarko Petroleum Corporation
Other Public Boards – Past	1	Anadarko Petroleum Corporation
Other public company board	2	GameStop Corp.; Kinder Morgan, Inc.
Other Public Company Board Experience	1	Honeywell International Inc.
Other Public Company Board Member	1	Zoetis Inc.
Public Board	1	IBM Corporation
Public Company Board/Committee	1	HCP, Inc.
Public Company Board Experience	4	Crown Castle International Corp.; Freeport-McMoRan Copper & Gold Inc.; Intel Corporation; PPL Corporation
Public Company Board Service	2	Bed Bath & Beyond Inc.; ConocoPhillips
Public Company Director	2	BB&T Corporation; VEREIT, Inc.
Public Company Directorship	1	Tractor Supply Company
Public Company Executive	2	VEREIT, Inc.
Recent Public Board Experience	1	Unum Group
Serves on Other Public Boards	1	Ameren Corporation

Business/Strategy

Language	Appearances	Companies
Business Development & Corporate Strategy	1	Murphy Oil Corporation
Business Development and Strategy	1	Caterpillar Inc.
Business Operations	4	Apartment Investment and Management Co.; Colgate-Palmolive Company; Macerich Company, The; Unum Group
Corporate Strategy	1	AES Corporation, The
Corporate Strategy & Business Development	1	Leucadia National Corporation
Experience over several business cycles	1	Vornado Realty Trust
Growth and Value Creation	1	DTE Energy Company
Lean	1	CMS Energy Corporation
Strategic Growth	1	Xilinx, Inc.
Strategic Initiatives	1	CF Industries Holdings, Inc.
Strategic Planning	4	CMS Energy Corporation; Hasbro Inc.; National Oilwell Varco, Inc.; Ventas, Inc.
Strategic Planning & Leadership	1	Bed Bath & Beyond Inc.
Strategic Planning, Business Development, Business Operations	1	Wells Fargo & Company
Strategic Planning/Oversight	1	Crown Castle International Corp.
Strategy Development	2	Albemarle Corporation; Equifax Inc.



Argyle

CEO Experience

Language	Appearances	Companies
CEO	2	Caterpillar Inc.; PPL Corporation
CEO Experience	3	DTE Energy Company; Equifax Inc.; Union Pacific Corporation
CEO or C-Level Executive	1	Kinder Morgan, Inc.
CEO or senior officer	1	ConocoPhillips
CEO/Business Head	1	Nabors Industries
CEO/Business Head/Leadership	1	Fidelity National Financial, Inc.
CEO/Executive Leadership	1	Whiting Petroleum Corp.
CEO/executive management leadership skills	1	Exelon Corporation
CEO/President Experience	1	Tractor Supply Company
CEO/Senior Executive/Leader of Significant Business Operations	1	Chevron Corporation
CEO/Senior Leader Experience	1	Apache Corp
Chief Executive Officer/President/Founder	1	Macerich Company, The
Current or Former CEO of Public Co	1	Anadarko Petroleum Corporation
Current or recent service as a Public Company CEO or COO	1	Albemarle Corporation
Executive Experience (CEO)	1	Ventas, Inc.
Experience as CEO or senior executive at a public company or another large organization	1	salesforce.com, inc.
Former CEO	1	Murphy Oil Corporation
Public Company CEO	4	Marathon Oil Corporation; PepsiCo, Inc.; Phillips66; Zoetis Inc.
Public Company CEO/CFO/COO	1	Amgen, Inc.

COO Experience

Language	Appearances	Companies
Public Company CEO/CFO/COO	1	Amgen, Inc.

CFO Experience

Language	Appearances	Companies
CFO	1	IBM Corporation
CFO Experience	1	Equifax Inc.
Chief Financial Officer	1	Macerich Company, The
Public Company CEO/CFO/COO	1	Amgen, Inc.
Public Company CFO or Finance and Accounting	1	Zoetis Inc.

Corporate Governance

Language	Appearances	Companies
Corporate Governance	13	Apartment Investment and Management Co.; Colgate-Palmolive Company; DTE Energy Company; Equifax Inc.; Fidelity National Financial, Inc.; Hasbro Inc.; Leucadia National Corporation; Murphy Oil Corporation; Nabors Industries; Occidental Petroleum Corporation; Tractor Supply Company; Whiting Petroleum Corp.; Xilinx, Inc.
Corporate Governance & Responsibility	1	Marsh & McLennan Companies, Inc.
Corporate Governance and Public Company Board	1	Abbvie
Corporate Governance and Supervision	1	BB&T Corporation
Corporate Governance/Ethics	1	Crown Castle International Corp.
Corporate Governance/Public Company Experience	1	W.W. Grainger, Inc.
Corporate Governance Leadership	1	Unum Group
Corporate Governance, Management Succession Planning	1	Wells Fargo & Company
Governance	1	AES Corporation, The
Governance/Business Conduct/Legal	1	Expeditors International of Washington Inc.
Public Company GC, Compliance, or Corporate Governance	1	Zoetis Inc.
Public Company Governance	1	CF Industries Holdings, Inc.

CSR/Ethics

Language	Appearances	Companies
Business Ethics/Corporate Social Responsibility	1	W.W. Grainger, Inc.
Civic/Charitable Experience	1	Anadarko Petroleum Corporation
Corporate Governance/Ethics	1	Crown Castle International Corp.
Environment & Sustainability	1	AES Corporation, The
Ethics and Compliance	1	DTE Energy Company
Ethics/Social Responsibility Oversight	1	Leucadia National Corporation
HES Experience	1	Marathon Oil Corporation
Not-for-Profit	1	Ventas, Inc.
Values	1	Vertex Pharmaceuticals Incorporated

CTO Experience

Language	Appearances	Companies
CTO Experience	1	Equifax Inc.

Customer Service

Language	Appearances	Companies
Customer and Product Support Services	1	Caterpillar Inc.
Customer Experience	1	CMS Energy Corporation
Customer Perspective	1	Union Pacific Corporation
Customer Relationships and Marketing	1	PPL Corporation
Customer Relations or Consumer Orientation Experience	1	Ameren Corporation
Customer Service	2	Apartment Investment and Management Co.; Duke Energy Corporation
Customer Service and Satisfaction	1	DTE Energy Company

Digital/eCommerce

Language	Appearances	Companies
Consumer, Marketing, Digital	1	Wells Fargo & Company
Digital/eCommerce	1	W.W. Grainger, Inc.
Digital Expertise	1	Macerich Company, The
Technology/Data Analytics/e-Commerce/Digital Marketing/ Cyber	1	PepsiCo, Inc.
Technology/E-Commerce	1	Tractor Supply Company

Domestic

Language	Appearances	Companies
Local/Regional Understanding	1	DTE Energy Company
U.S. Business Operations	1	IBM Corporation

Emerging Markets

Language	Appearances	Companies
Developing/Emerging Markets/International Residence	1	PepsiCo, Inc.
Global/Emerging Markets Experience	1	Albemarle Corporation

Entrepreneurial

Language	Appearances	Companies
Entrepreneurial Experience	1	Xilinx, Inc.
Experience founding or growing new businesses directly or through venture capital work	1	salesforce.com, inc.
Private Equity	1	Leucadia National Corporation

B-04 Annex B: Language used to describe skills and experience in the skills matrices

BACK TO CONTENTS

Environment

Language	Appearances	Companies
Environment, Health & Safety	1	Murphy Oil Corporation
Environmental	4	Chevron Corporation; Duke Energy Corporation; Phillips66; PPL Corporation
Environmental & Safety	1	CF Industries Holdings, Inc.
Environmental, Health & Safety	1	Whiting Petroleum Corp.
Environmental, Health, Safety & Sustainability	1	Occidental Petroleum Corporation
Environmental, Social and Governance (ESG), Community Affairs	1	Wells Fargo & Company
Environmental/Regulatory Experience	1	Apache Corp
Environmental/sustainability	1	ConocoPhillips
Environmental/sustainability/corporate responsibility	1	Freeport-McMoRan Copper & Gold Inc.
Sustainability and Environmental	1	CMS Energy Corporation
Sustainability and Environmental Stewardship	1	DTE Energy Company
Sustainability experience	1	Vornado Realty Trust

Executive Compensation

Language	Appearances	Companies
Executive Compensation	2	DTE Energy Company; Occidental Petroleum Corporation
HR/Compensation	2	Crown Castle International Corp.; Tractor Supply Company
Human Capital Management/Compensation	2	Fidelity National Financial, Inc.; Xilinx, Inc.
Human Resources/Compensation	3	AES Corporation, The; Murphy Oil Corporation; W.W. Grainger, Inc.
Human Resources & Compensation	1	Whiting Petroleum Corp.
Human resources management and executive compensation knowledge and experience	1	Exelon Corporation
Public Company Executive Compensation	2	Albemarle Corporation; Ventas, Inc.

Executive Experience

Language	Appearances	Companies
Active Executive	1	Ameren Corporation
Business experience in a senior leadership position	1	GameStop Corp.
Business Leadership	1	VEREIT, Inc.
Company or Academic Leadership	1	IBM Corporation
Current Public Co Executive Service	1	Anadarko Petroleum Corporation
Executive	1	Apartment Investment and Management Co.
Executive Experience	1	Crown Castle International Corp.
Executive Leadership	1	BB&T Corporation
Executive Leadership & Business Operations	1	Equifax Inc.
Executive Leadership of a Complex Business	1	ACI Worldwide, Inc.
Former Public Co Executive Service	1	Anadarko Petroleum Corporation
Leadership	6	Abbvie; AES Corporation, The; Booking Holdings, Inc.; Marsh & McLennan Companies, Inc.; Range Resources Corporation; Vertex Pharmaceuticals Incorporated
Leadership & Management	1	Leucadia National Corporation
Leadership & Strategy	1	Expeditors International of Washington Inc.
Leadership Experience	1	Xilinx, Inc.
Management or governance of publicly traded companies	1	Cerner Corporation
Other Director or Bank Executive Experience	1	BB&T Corporation
Public Company Compliance/Governance	1	Albemarle Corporation
Public Company Executive	2	HCP, Inc.; VEREIT, Inc.
Public Company Executive Experience	2	Occidental Petroleum Corporation; Unum Group
Public Company Experience	1	Vornado Realty Trust
Public Company/Leadership	1	W.W. Grainger, Inc.
Publicly Traded Company Experience	1	Union Pacific Corporation
Senior Executive Leadership	1	CF Industries Holdings, Inc.
Senior Leadership	2	CMS Energy Corporation; Honeywell International Inc.

Language	Appearances	Companies
Senior Leadership Experience	2	Freeport-McMoRan Copper & Gold Inc.; Intel Corporation
Senior Management	2	Hasbro Inc.; Murphy Oil Corporation
Senior Management Leadership	1	Bed Bath & Beyond Inc.

Finance/Accounting/Reporting

Language	Appearances	Companies
Accounting	3	BB&T Corporation; Crown Castle International Corp.; Equifax Inc.
Accounting and Auditing for Large Business Organizations	1	Apartment Investment and Management Co.
Accounting and Finance Expertise	1	CF Industries Holdings, Inc.
Accounting and financial reporting experience	1	Exelon Corporation
Accounting and Financial Reporting Expertise	1	Kinder Morgan, Inc.
Accounting expertise	1	Vornado Realty Trust
Accounting, Financial Reporting	1	Wells Fargo & Company
Accounting/Audit	1	Murphy Oil Corporation
Accounting/Auditing	1	Unum Group
Accounting/Finance	2	Tractor Supply Company; VEREIT, Inc.
Accounting/Financial Expertise	1	Freeport-McMoRan Copper & Gold Inc.
Audit & Financial Expertise	1	Leucadia National Corporation
Audit Committee Financial Expert	4	BB&T Corporation; Caterpillar Inc.; Wells Fargo & Company; Whiting Petroleum Corp.
Expertise in financial statements and accounting	1	salesforce.com, inc.
Finance & Accounting	2	Caterpillar Inc.; PPL Corporation
Finance or Accounting	1	Abbvie
Finance, Accounting or Financial Reporting	1	CMS Energy Corporation
Finance/Accounting	1	Hasbro Inc.
Finance/Accounting experience	1	GameStop Corp.
Finance/Financial Disclosure/Financial Accounting	1	Chevron Corporation
Finance/Financial Literacy	1	Xilinx, Inc.
Financial Expert	1	ACI Worldwide, Inc.
Financial Expertise and Literacy	1	Apartment Investment and Management Co.
Financial Expertise/Literacy	3	HCP, Inc.; National Oilwell Varco, Inc.; Unum Group
Financial Literacy	4	Albemarle Corporation; Fidelity National Financial, Inc.; Macerich Company, The; Vornado Realty Trust
Financial Literacy/Accounting	1	Nabors Industries
Financial Oversight/Accounting	1	Marathon Oil Corporation
Financial Planning and Review	1	DTE Energy Company
Financial Reporting	2	ConocoPhillips; Phillips66
Financial Reporting & Accounting	1	Whiting Petroleum Corp.
Financial Reporting Experience	1	Apache Corp
Financial Reporting/Accounting Experience	1	Occidental Petroleum Corporation
Financial Statement Expertise	1	Cerner Corporation
Financial/Accounting	1	Amgen, Inc.
Financial/Accounting Experience	1	Ventas, Inc.
P&L Experience	1	Albemarle Corporation
Public Company CFO or Finance and Accounting	1	Zoetis Inc.
SEC Financial Expert	1	Ventas, Inc.

Finance/Banking/Financial Services

Language	Appearances	Companies
Banking/Finance Expertise	1	Anadarko Petroleum Corporation
Capital Allocation Expertise	1	Kinder Morgan, Inc.
Capital Management	1	Unum Group
Capital Markets	3	Apartment Investment and Management Co.; Ventas, Inc.; VEREIT, Inc.
Capital markets expertise	1	Vornado Realty Trust
Capital Markets/Banking	1	Freeport-McMoRan Copper & Gold Inc.
Corporate finance and capital management experience	1	Exelon Corporation



Language	Appearances	Companies
Corporate Finance Expertise	1	Kinder Morgan, Inc.
Corporate Finance/Capital Markets	1	Bed Bath & Beyond Inc.
Economics/Finance	1	Union Pacific Corporation
Finance	4	AES Corporation, The; Booking Holdings, Inc.; Duke Energy Corporation; Range Resources Corporation
Finance Expertise	1	Vertex Pharmaceuticals Incorporated
Finance/Banking	1	Murphy Oil Corporation
Financial	4	Crown Castle International Corp.; Expeditors International of Washington Inc.; Honeywell International Inc.; Marsh & McLennan Companies, Inc.
Financial Acumen & Expertise	1	Bed Bath & Beyond Inc.
Financial Expertise	2	Anadarko Petroleum Corporation; Intel Corporation
Financial Expertise/Financial Community	1	PepsiCo, Inc.
Financial or Banking Experience	1	Ameren Corporation
Financial Services	1	BB&T Corporation
Financial Services (inc. Asset Management & Investment Banking)	1	Leucadia National Corporation
Financial Services Industry	1	Wells Fargo & Company
Financial Services Industry Experience	1	ACI Worldwide, Inc.
Financial Services Risk Experience	1	Wells Fargo & Company
Wall Street Experience	1	Union Pacific Corporation

Finance/Capital Markets

Language	Appearances	Companies
Finance/Capital Allocation	4	Fidelity National Financial, Inc.; Nabors Industries; Whiting Petroleum Corp.; W.W. Grainger, Inc.
Finance/Capital Markets	1	Occidental Petroleum Corporation
Finance/Capital Markets/Investment	1	Macerich Company, The
Finance/Financial Industry	1	Equifax Inc.

Global/International Experience

Language	Appearances	Companies
Global	3	ConocoPhillips; Honeywell International Inc.; Phillips66
Global Business	4	AES Corporation, The; Booking Holdings, Inc.; Cerner Corporation; Hasbro Inc.
Global Business and Strategy	1	Abbvie
Global Business Operations	1	IBM Corporation
Global Business Perspective	1	PPL Corporation
Global Business/International Affairs	1	Chevron Corporation
Global Businesses	1	Zoetis Inc.
Global Experience	2	Apache Corp; Caterpillar Inc.
Global Perspective, International	1	Wells Fargo & Company
Global/International Experience	1	Intel Corporation
International	10	Amgen, Inc.; Colgate-Palmolive Company; Expeditors International of Washington Inc.; Fidelity National Financial, Inc.; Macerich Company, The ; Marathon Oil Corporation; Marsh & McLennan Companies, Inc.; Nabors Industries; Unum Group; W.W. Grainger, Inc.
International Business	5	CF Industries Holdings, Inc.; Equifax Inc.; Freeport-McMoRan Copper & Gold Inc.; Murphy Oil Corporation; National Oilwell Varco, Inc.
International Business & Operations	1	Leucadia National Corporation
International Experience	5	ACI Worldwide, Inc.; Anadarko Petroleum Corporation; Bed Bath & Beyond Inc.; Occidental Petroleum Corporation; Xilinx, Inc.
International Operations	2	GameStop Corp.; Ventas, Inc.
International Perspective	1	Vertex Pharmaceuticals Incorporated
International/Global Expertise	1	Union Pacific Corporation
Leadership experience involving international operations or relations	1	salesforce.com, inc.

Government/Regulatory

Language	Appearances	Companies
Government	1	Honeywell International Inc.
Government and public policy experience	1	Cerner Corporation
Government and Regulatory Expertise	1	Union Pacific Corporation
Government Experience	1	Xilinx, Inc.
Government Relations and Regulatory	2	Abbvie; Marsh & McLennan Companies, Inc.
Government Relations Experience	1	Anadarko Petroleum Corporation; Ventas, Inc.
Government/business conduct/legal	1	Vornado Realty Trust
Government/Public Policy	3	Amgen, Inc.; Fidelity National Financial, Inc.; W.W. Grainger, Inc.
Government/public policy and regulatory insights	1	Exelon Corporation
Government/Regulatory, Business Associations or Public Policy	1	IBM Corporation
Government/Regulatory/Legal/Public Policy	1	Chevron Corporation
Government/Regulatory Affairs	1	Caterpillar Inc.
Government Relations/Public Policy	1	Murphy Oil Corporation
Government, Legal & Regulatory	1	Occidental Petroleum Corporation
Government, legal and regulatory compliance	2	Freeport-McMoRan Copper & Gold Inc.; Intel Corporation
Government, Public Policy, Regulatory	1	Wells Fargo & Company
Government, Regulatory and Community	1	DTE Energy Company
Leadership experience in government, law or military	1	salesforce.com, inc.
Policy aspects of healthcare	1	Cerner Corporation
Public/Government Affairs	1	Albemarle Corporation
Public Policy	1	PepsiCo, Inc.
Public Policy/Regulation	1	Vertex Pharmaceuticals Incorporated
Public Policy/Regulatory	1	Marathon Oil Corporation
Regulatory	1	AES Corporation, The
Regulatory and EHS Expertise	1	Kinder Morgan, Inc.
Regulatory and Public Service	1	Colgate-Palmolive Company
Regulatory Compliance	1	Amgen, Inc.
Regulatory Environment	1	CMS Energy Corporation
Regulatory/Government	2	ConocoPhillips; Duke Energy Corporation
Regulatory/Legal	1	Tractor Supply Company
Regulatory/Risk Management	1	Unum Group

Military

Language	Appearances	Companies
Leadership experience in government, law or military	1	salesforce.com, inc.

Healthcare

Language	Appearances	Companies
Clinical healthcare experience	1	Cerner Corporation
Leadership experience in healthcare, an industry vertical important to Salesforce	1	salesforce.com, inc.
Policy aspects of healthcare	1	Cerner Corporation

HR

Language	Appearances	Companies
Development	1	Apartment Investment and Management Co.
Employee Engagement, Safety and Talent	1	DTE Energy Company
HR/Compensation	2	Crown Castle International Corp.; Tractor Supply Company
Human Capital Experience	1	Intel Corporation
Human Capital Management	1	Wells Fargo & Company
Human Capital Management/Compensation	2	Fidelity National Financial, Inc.; Xilinx, Inc.

rgyle

B-08 Annex B: Language used to describe skills and experience in the skills matrices

BACK TO CONTENTS

Language	Appearances	Companies
Human Resources	1	Booking Holdings, Inc.
Human Resources/Compensation	3	AES Corporation, The; Murphy Oil Corporation; W.W. Grainger, Inc.
Human Resources & Compensation	1	Whiting Petroleum Corp.
Human resources management and executive compensation knowledge and experience	1	Exelon Corporation
Talent Development	1	Hasbro Inc.
Talent Development and Management	1	Apartment Investment and Management Co.

Industry - Applications Software

Language	Appearances	Companies
Significant technical or business experience in software industry	1	salesforce.com, inc.

Industry - Beverages

Language	Appearances	Companies
Consumer Products	1	PepsiCo, Inc.

Industry - Chemicals

Language	Appearances	Companies
Industry Focus	1	CF Industries Holdings, Inc.
Relevant Industry Experience	1	Albemarle Corporation

Industry - Commercial Services

Language	Appearances	Companies
EFX Industry Knowledge	1	Equifax Inc.

Industry - Cosmetics&Toiletries

Language	Appearances	Companies
Industry	8	Colgate-Palmolive Company

Industry - Data Processing

Language	Appearances	Companies
Industry Experience	4	Fidelity National Financial, Inc.

Industry - E-Commerce

Language	Appearances	Companies
Internet/E-commerce	1	Booking Holdings, Inc.
Travel	1	Booking Holdings, Inc.

Industry - Electric-Integrated

Language	Appearances	Companies
Energy Industry Experience	1	DTE Energy Company
Engineering & Construction	1	AES Corporation, The
Gas Midstream Experience	1	DTE Energy Company
Industry	1	Duke Energy Corporation
Industry Experience and knowledge of Exelon's business	1	Exelon Corporation
Industry Knowledge	1	AES Corporation, The
Nuclear Experience	2	Ameren Corporation; DTE Energy Company
Utilities/Regulated Experience	1	Ameren Corporation
Utility Experience	1	CMS Energy Corporation

Industry - Electronic Components

Language	Appearances	Companies
Industry and IT/Technical Experience	1	Intel Corporation

Industry - Financial Services

Language	Appearances	Companies
Expertise in Portfolio Company Related Industries	1	Leucadia National Corporation

Industry - Healthcare

Language	Appearances	Companies
Healthcare	1	IBM Corporation
Healthcare business or operations experience	1	Cerner Corporation
Healthcare Industry	2	Abbvie; HCP, Inc.
Healthcare Industry, Providers and Payers	1	Amgen, Inc.
Healthcare, Senior Housing	1	Ventas, Inc.

Industry - Instruments-Controls

Language	Appearances	Companies
Industry	1	Honeywell International Inc.

Industry - Insurance Brokers

Language	Appearances	Companies
Industry	1	Marsh & McLennan Companies, Inc.

Industry - Life/Health Insurance

Language	Appearances	Companies
Industry Experience	1	Unum Group

Industry - Medical

Language	Appearances	Companies
Animal Health	1	Zoetis Inc.
Consumer Products	1	Zoetis Inc.
Enterprise software expertise	1	Cerner Corporation
Industry Knowledge	1	Vertex Pharmaceuticals Incorporated
Life Sciences	1	Zoetis Inc.
Regulated Industries	1	Zoetis Inc.
Regulated Industry	1	PPL Corporation

Industry - Oil Comp-Explor&Prodtn

Language	Appearances	Companies
Commodity Marketing/Hedging Experience	1	Anadarko Petroleum Corporation
Exploration & Production	1	Whiting Petroleum Corp.
E&P Operations Experience	1	Anadarko Petroleum Corporation
E&P Service Experience	1	Anadarko Petroleum Corporation
Geoscience/Engineering	1	Range Resources Corporation
Industry	2	ConocoPhillips; Range Resources Corporation
Industry Background	1	Occidental Petroleum Corporation
Industry Experience	1	Apache Corp
Other Specialized Expertise	1	Anadarko Petroleum Corporation

Industry - Oil Comp-Integrated

Language	Appearances	Companies
Industry	1	Murphy Oil Corporation

Industry - Oil Field Mach&Equip

Language	Appearances	Companies
Engineering/Technology	1	National Oilwell Varco, Inc.
Oil & Gas Industry	1	National Oilwell Varco, Inc.

Industry - Oil Refining&Marketing

Language	Appearances	Companies
E&P Industry Experience	1	Marathon Oil Corporation
Engineering Expertise	1	Marathon Oil Corporation
Industry	1	Phillips66

B-10 Annex B: Language used to describe skills and experience in the skills matrices

BACK TO CONTENTS

Industry - Oil&Gas Drilling

Language	Appearances	Companies
Drilling	1	Nabors Industries
Oil and Gas	1	Nabors Industries
Oilfield Services Industry Expertise	1	Nabors Industries

Industry - Pipelines

Language	Appearances	Companies
Industry/Operational Experience	1	Kinder Morgan, Inc.

Industry - REITS

Language	Appearances	Companies
Capital Intensive Industry	1	Ventas, Inc.
Industry Expertise	1	Vornado Realty Trust
Operating	1	Vornado Realty Trust
Property Management and Operations	1	Apartment Investment and Management Co.
REIT/Real Estate Experience	1	HCP, Inc.
REITs/Real Estate	2	Ventas, Inc.; VEREIT, Inc.
Retail and/or Commercial Real Estate	1	Macerich Company, The
Wireless/Telecoms/REIT Industry	1	Crown Castle International Corp.

Industry - Retail

Language	Appearances	Companies
Industry Experience	1	Bed Bath & Beyond Inc.
Retail	2	GameStop Corp.; Tractor Supply Company
Video game	1	GameStop Corp.
Wireless	1	GameStop Corp.

Industry - Toys

Language	Appearances	Companies
Digital Gaming/Media Products	1	Hasbro Inc.
Industry Background	1	Hasbro Inc.

Industry - Transactional Software

Language	Appearances	Companies
Payments Industry Knowledge	1	ACI Worldwide, Inc.

Industry - Transport

Language	Appearances	Companies
Transportation Industry	1	Expeditors International of Washington Inc.

Information Technologies

Language	Appearances	Companies
Information Technologies	1	Colgate-Palmolive Company
Information Technology	3	Apartment Investment and Management Co.; CMS Energy Corporation; Expeditors International of Washington Inc.

Investments

Language	Appearances	Companies
Investment and Finance	1	Apartment Investment and Management Co.
Investment Banking	1	Nabors Industries
Investment Expertise	2	HCP, Inc.; Vornado Realty Trust
Investment Markets	1	Unum Group

Investor Relations

Language	Appearances	Companies
Investor Experience	1	Xilinx, Inc.
Investor Perspective	1	Union Pacific Corporation
Investor Relations	1	Occidental Petroleum Corporation
Investor relations and investment management experience	1	Exelon Corporation

IT

Language	Appearances	Companies
Cloud and Consumer Information Technology	1	Cerner Corporation
Emerging Technologies and Business Models Experience	1	Intel Corporation
Experience with cloud computing technology infrastructure	1	salesforce.com, inc.
IT/Technology	1	Hasbro Inc.
Technology/E-Commerce	1	Tractor Supply Company

IT/Cybersecurity

Language	Appearances	Companies
Cyber/IT	1	Ameren Corporation
Cybersecurity/Technology	1	Duke Energy Corporation
Information Security, Cybersecurity Technology	1	Wells Fargo & Company
IT/Cybersecurity/Technology Capability	1	Albemarle Corporation
Safety and security (including physical and cyber) competencies	1	Exelon Corporation
Technology, Cybersecurity or Digital	1	IBM Corporation
Technology/Cybersecurity	3	Equifax Inc.; Occidental Petroleum Corporation; W.W. Grainger, Inc.
Technology/Data Analytics/e-Commerce/Digital Marketing/ Cyber	1	PepsiCo, Inc.
Technology/Data Security	1	Bed Bath & Beyond Inc.
Technology and Cybersecurity	2	DTE Energy Company; PPL Corporation
Technology or Cyber-Security	1	BB&T Corporation

Legal

Language	Appearances	Companies
Government/business conduct/legal	1	Vornado Realty Trust
Government/Regulatory/Legal/Public Policy	1	Chevron Corporation
Government, legal and regulatory compliance	2	Freeport-McMoRan Copper & Gold Inc.; Intel Corporation
Government, Legal & Regulatory	1	Occidental Petroleum Corporation
Law	1	Murphy Oil Corporation
Leadership experience in government, law or military	1	salesforce.com, inc.
Legal	7	Apartment Investment and Management Co.; Duke Energy Corporation; Fidelity National Financial, Inc.; Union Pacific Corporation; Ventas, Inc.; VEREIT, Inc.; Wells Fargo & Company
Legal Expertise	1	Kinder Morgan, Inc.
Legal/Governance	1	Ameren Corporation
Legal/Regulatory	4	Crown Castle International Corp.; Equifax Inc.; HCP, Inc.; Whiting Petroleum Corp.
Public Company GC, Compliance, or Corporate Governance	1	Zoetis Inc.
Regulatory/Legal	1	Tractor Supply Company

M&A/Transactional

Language	Appearances	Companies
Business Development and M&A Experience	1	Intel Corporation
Business Development/M&A	1	Whiting Petroleum Corp.
M&A Experience	1	Albemarle Corporation
Mergers and Acquisitions	4	Crown Castle International Corp.; Equifax Inc.; Leucadia National Corporation; Zoetis Inc.
Transactional Experience	1	Macerich Company, The

Manufacturing

Language	Appearances	Companies
Manufacturing	1	Nabors Industries
Manufacturing & Supply	1	Zoetis Inc.
Manufacturing, construction, engineering and performance management experience	1	Exelon Corporation
Manufacturing/Logistics	1	Caterpillar Inc.
Manufacturing/Operations Experience	2	Albemarle Corporation; Anadarko Petroleum Corporation
Operating and Manufacturing Experience	1	Intel Corporation



B-12 Annex B: Language used to describe skills and experience in the skills matrices

BACK TO CONTENTS

Marketing/Sales/Branding

Language	Appearances	Companies
Leadership experience in marketing and brand building	1	salesforce.com, inc.
Leadership experience in sales and distribution	1	salesforce.com, inc.

Operations

Language	Appearances	Companies
Operational	1	W.W. Grainger, Inc.
Operational Management	1	Freeport-McMoRan Copper & Gold Inc.
Operations	7	AES Corporation, The; CF Industries Holdings, Inc.; Crown Castle International Corp.; Expeditors International of Washington Inc.; Murphy Oil Corporation; National Oilwell Varco, Inc.; Union Pacific Corporation
Operations and Continuous Improvement	1	DTE Energy Company
Operations Experience	1	Ameren Corporation
Operations Management Expertise	1	Bed Bath & Beyond Inc.

R&D

Language	Appearances	Companies
R&D/Innovation Experience	1	Albemarle Corporation
Research & Development	1	Zoetis Inc.
Science/Medical Research/Innovation	1	PepsiCo, Inc.

Real Estate

Language	Appearances	Companies
Real Estate	4	Apartment Investment and Management Co.; Bed Bath & Beyond Inc.; Fidelity National Financial, Inc.; W.W. Grainger, Inc.

Risk

Appearances	Companies
1	ACI Worldwide, Inc.
1	W.W. Grainger, Inc.
22	AES Corporation, The; Albemarle Corporation; Caterpillar Inc.; CF Industries Holdings, Inc.; CMS Energy Corporation; Crown Castle International Corp.; DTE Energy Company; Duke Energy Corporation; Equifax Inc.; Fidelity National Financial, Inc.; Honeywell International Inc.; Marathon Oil Corporation; Marsh & McLennan Companies, Inc.; Murphy Oil Corporation; National Oilwell Varco, Inc.; Occidental Petroleum Corporation; PepsiCo, Inc.; Phillips66; PPL Corporation; Wells Fargo & Company; Whiting Petroleum Corp.; Xilinx, Inc.
1	Union Pacific Corporation
1	Leucadia National Corporation
1	Exelon Corporation
2	Macerich Company, The; HCP, Inc.
1	Vornado Realty Trust
1	IBM Corporation
	1 1 1

Sales/Marketing/Branding

Language	Appearances	Companies
Brand Marketing/Product Merchandising	1	Bed Bath & Beyond Inc.
Consumer Marketing	1	Equifax Inc.
Consumer, Marketing, Digital	1	Wells Fargo & Company
Customer Relationships and Marketing	1	PPL Corporation
Marketing	2	Honeywell International Inc.; Range Resources Corporation
Marketing and Branding	1	Apartment Investment and Management Co.
Marketing or brand management	1	GameStop Corp.
Marketing/Brand Management	1	Tractor Supply Company
Marketing/Sales	2	Fidelity National Financial, Inc.; Zoetis Inc.
Marketing/Sales & Brand Management	1	W.W. Grainger, Inc.
Marketing/Sales Experience	1	Xilinx, Inc.
Sales and Marketing	5	Booking Holdings, Inc.; Expeditors International of Washington Inc.; Hasbro Inc.; National Oilwell Varco, Inc.; Ventas, Inc.
Sales, Marketing and Brand Management Experience	1	Intel Corporation

Succession Planning

Language	Appearances	Companies
Corporate Governance, Management Succession Planning	1	Wells Fargo & Company
Leadership Development/Succession Planning	1	Albemarle Corporation

Supply Chain/Logistics

Language	Appearances	Companies
Logistics	1	Nabors Industries
Supply Chain and Logistics Experience	1	Albemarle Corporation
Supply Chain/Logistics	1	W.W. Grainger, Inc.

Technology/Engineering

Language	Appearances	Companies
Innovation and Technology	1	Honeywell International Inc.
Innovation and technology experience	1	Exelon Corporation
Science/Technology	1	Amgen, Inc.
Science/Technology/Engineering/Research/Academia	1	Chevron Corporation
Technology	9	AES Corporation, The; Caterpillar Inc.; ConocoPhillips; Crown Castle International Corp.; Marsh & McLennan Companies, Inc.; Range Resources Corporation; Union Pacific Corporation; Unum Group; Ventas, Inc.
Technology and Innovation Expertise	1	ACI Worldwide, Inc.
Technology/Industry Experience	1	Xilinx, Inc.
Technology/Systems	2	Fidelity National Financial, Inc.; Nabors Industries



Annex C

The skills matrix and associated disclosures published by the 59 companies that present a matrix in their latest proxy statement

Abbvie

Abbvie presents the skills considered most relevant by the Nominations and Governance Committee, and why they matter to the Abbvie Board. A skills matrix links skills to nominees, while director biographies present a more general overview of "Key Contributions to the Board".

Discussion of specific skills and experience sought by the Board

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

Such skills include, among others:

- Healthcare Industry—Relevant to an industry understanding and review of our business and strategy for continued innovation.
- Leadership—For a board that can successfully advise and oversee the company's business performance and represent stockholders interests.
- Global Business and Strategy—For oversight of a complex global organization like AbbVie to successfully
 advise and oversee the strategic development and direction of the company.
- · Corporate Governance and Public Company Board-Ensuring directors have background and knowledge to

Class III-Directors Whose Terms Expire in 2018

Roxanne S. Austin



Committees:

Audit Compensation Director since: 2013

Age: 57

President, Austin Investment Advisors

Ms. Austin is president of Austin Investment Advisors, a private investment and consulting firm, and chairs the U.S. Mid-market Investment Advisory Committee of EQT Partners. Previously, Ms. Austin also served as the president and chief executive officer of Move Networks, Inc., a provider of Internet television services. Ms. Austin served as president and chief operating officer of DIRECTV, Inc. Ms. Austin also served as executive vice president and chief financial officer of Hughes Electronics Corporation and as a partner of Deloitte & Touche LLP. Ms. Austin is also a director of Abbott Laboratories, Target Corporation, and Teledyne Technologies, Inc. Ms. Austin also served as a director of Telefonaktiebolaget LM Ericsson from 2008 to 2016.

 Director biographies with a general presentation of skills and experience

ments, oversee our capital

x regulatory and governmental

Key Contributions to the Board: Through her extensive management and operating roles, including her financial roles, Ms. Austin contributes significant oversight and leadership experience to the

Director Skills, Knowledge and Experience Matrix

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





ACI Worldwide, Inc.

ACI Worldwide presents the skills sought by the Board, and their importance to the Company. A skills matrix links skills to nominees, and director biographies present the same specific nominee skills and experience.

cific Skills and Attributes to be Rep		experience sought by
To effectively serve ACI's business and long kills and attributes be represented on the Bo	-term strategy, the Board believes it is important that the following ard as a whole:	the Board
Skills and Attributes	Importance to ACI	 Explanation why specif skills and experience
Payments industry knowledge	ACI provides payments solutions and is a leader in the transformation of the payments industry to real-time, any-to-any payments systems.	sought by the Board
Financial services industry experience	ACI's customers include the largest financial institutions and financial intermediaries in the world.	
Financial Expert	ACI's business involves long-term contracts with significant economic value. ACI's capital structure is important to the achievement of its long- term financial goals.	
Executive Leadership of a Complex Business	Senior leadership experience provides perspective on business matters and affords our CEO and executives an experienced advisor.	
Technology and innovation experience	ACI's business is built around its software and involves licensing the use of that software to its customers around the world.	
	Ensuring that ACI's products are positioned to meet the demands of a quickly evolving payments industry is critical to our future success.	 Skills Matrix
Risk and regulatory experience	The Board's responsibilities include understanding and overseeing the various risks facing ACI and ensuring that appropriate policies	

. Internatik Board Matrix

· Diversity

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

	Janet Estep	James Hale	Philip Heasley	Pamela Patsley	Charles Peters	David Poe	Adalio Sanchez	Thomas Warsop
Payments Industry Knowledge	•	•	•	•		•		•
Financial Services Industry Experience	•	•	•	•		•		•
Financial Expert		•		•	(1)	•		
Executive Leadership of a Complex Business	٠		٠	•	•		•	٠
Technology and Innovation Experience	•	•	٠	•	•	•	•	•
Risk and Regulatory Experience	•	•	•	•		•		
International Experience			•	•	•	•	•	
Diversity of Race, Ethnicity or Gender	•			•			•	
						60	5.9	51

	anet O. Estep Director Since 2015 Age: 61
Skills and Attributes	Biographical Information
Payments Industry Knowledge Financial Services Industry Experience Executive Leadership of a Complex Business Technology and Innovation Experience Risk and Regulatory Experience Diversity of Race, Ethnicity or Gender	 President and Chief Executive Officer of NACHA – The Electronic Payments Assn., which provides strategic guidance including daily operations & nule-making processes for the ACH Network, and develops rules and standards for other payment types, since 2008 Served in various executive management roles at U.S. Bank, Minneapolis, MN from 1997 to 2008, including Executive Vice President of its Transaction Services Division and its Merchant Payment Services Division Served as VP of Sales & Marketing for Pace Analytical Services from 1993-1997, a nationwide environmental laboratory services from 1993-1997, a nationwide environmental laboratory services company, as well as General Manager of its Twin Clies lab Served in a variety of corporate, product development, and sales management positions at IBM for 15 years, in its Data Processing Division, its ImagePlus Software Division, as well as its General Sector Division Member of NACHA's Board of Directors Currently serves as a Board Advisor to other industry organizations – ETA (Electronic Transaction Association) and CAQH/CORE (Council for Affordable Quality Healthcare/ Committee on Operating Rules for Information Exchange)

 Director biographies with a focus on specific skills and areas of expertise

3

AES Corporation, The

AES Corporation uses a matrix to present skills that are important to the Company, and each nominees' specific qualifications.



Education: Mr. Gluski is a magno cost lande' graduate of Wake Forest University and holds a M.A. and a Ph.D. in Economics from the University of Virginia. Current and Former Directorships : Mr. Gluski currently serves on the Board of Directors of Waste Management, Inc. (NYSE: Whitform January 2015 to the protent). The Council of the Americas/Americas Society (from 2011 to the present; Chairman since 2015), The Editor Electric Institute (from 2010 to the present), and AES Gener (from May 2006 to the present). He also served on the Board of Directors of Cliffs Natural Resources (NYSE: CLF) from January 2011 to August 2014 and AES Brasiliana (from March 2006 to 2016).

Albemarle Corporation

Albemarle's matrix presents Director competencies, as well as Board composition and committee memberships.

			D	irector 5	Rollis Ma	itrix					1.5		
Albemarie Corporation Board of Directors	M. Linuter Bries	WBan Henandez	Laffer Nasan N	Douglas Marre	Fart Marters	James Official	Damuit	Gerald Steiner	Dean	Hartet Tex Tappet	Alegendre Vesti	•	Discussion of specific skills and
EY COMPETENCIES			1000										experience sought by the Board
Ament or Recent lervice as a Public company CEO or COO	¥	N	¥	N	φ.	v	N	N	¥.	N	N		Skills Matrix
SL Experience									1.1	1000	2 - Sec		
lefevarit industry spenence	14	54				- 200	1	12		198			
&O'Innovation sperience					10	+0	- 14	14			- 62		
Anufacturing/Operations ixperience													
Robal Emerging Markets openence												-	Director biographies with a general
upply Chain and Logistics spenence		- 81 H			- 53		1						presentation of skills and experience
Cybersecurity/Technolog acability	1.2			14		- 43	12		34		- 20		presentation of skins and experience
inancial Literacy	- 42								1.1		•		
A&A Experience	1						-		10000				
tisk Management	14.			— -			_						
ublic Company compliance/Governance		- 1	- 24		A	30.		Ski	lls that	align v	with our :	strateg	y:
Instegy Development			191			100		Ms	Brlas'	operati	onal expe	vience i	in the natural resources industry, combined with her extensive
ublic Company Executive Companyation					18	10	8	bac	kground	d in fina	ancial and	l govern	ance matters, brings valuable perspective to our Board during a
eadership levelopment Succession fanning	2	161	122		5	2	2		e of grov		the Com	pany's l	ithium business.
ublic/Government Affairs				- 1	- A	11	10	EX	perience	e:			
IGARD COMPOSITION		_		_	- 19	1 11		Ch	airman o	of the B	loard of P	Perrigo (Company plc, a global healthcare company since April 2016, and a
Q#	60	69	53	N	I. Laur	ie Brla	5						03; Ms. Brlas served as Executive Vice President and Chief
enure (Years)	*1	7	6	-									ng Corporation from September 2013 until October 2016, and she
liversity	1.1		_	- A	ge: 60								oration on December 31, 2016. From 2006 through 2013, Ms. Brla
GARD COMMITTEES			_		gc. 00								atural Resources, most recently as Executive Vice President and
udit & Finance	A.	¢			inector	since	2017						
secutive Compensation	-		-		10000	anice i	0011						to this role, she served as Chief Financial Officer. Since August
kominating & Governance Capital Investment	c	- ¥	-	-									s a director on the board of Calpine, a power company based in
waith, Safety & multiment	-										rom 2016 2008 to Ju		arch 2018. Ms. Brias also served as a director for Nova Chemica



Ameren Corporation

In the proxy summary, Ameren presents each nominees' general experience and qualifications. A matrix drills down into specifics areas of expertise.

		Director		Free	riencel			ommittee Me	nbership		
Name	Age	Since	Occupation		fication	Independe	ent ARC	HRC NCG	NOC FC		
Warner L. Baxter	56	2014	Chairman, President and Chief Executive Officer of the Company	Leadersh Stategy Regulator Industry Finance Risk Man Governm Accountin Operation Compens	agement ent Relations	l				•	Individual skills presented in nominee
Catherine S. Brune	64	2011	Retred President, Alistate Protection Eastern Tentory of Alistate Insurance Company	Leadersh Strategy Technolo Risk Man Finance Regulator Compens Operation Customer	Bernent Stion	×	x	x			chart in proxy summary
J. Edward Coleman	66	2015	Former Chief Executive Officer of CIOX Health	Leadersh Strategy Finance Technolo Customer Compens Operation	Relations	x	x		x	•	Director biographies with a general presentation of skills and experience
Ellen M. Fitzsimmons	57	2009	Corporate Executive Vice President, General Counsel and Corporate Secretary of SunTrust Banks, Inc.	 Finance Regulator 	ent Relations	X BAXTER	4		x x		presentation of skills and experience
				- Governa - Legal			Cualma		NT AND CHIE		Outside directorships:
Rafael Flores	62	2015	Former Senior Vice President and Chief Nuclear Officer of Luminant	 Leadersi Governn Rogulato Industry Risk Mar Compen Operatio 	E	2	Execut	r since: 20	OF THE CON		U.S. Bancorp, December 2015 — Present UMB Financial Corporation, 2013 — October 2015
Walter J. Galvin	71	2007	Retred Vice Chairman and Chief Financial Officer of Emerson Electric Co.	Leaderst Account Account Finance Risk Mar Regulato Compen Industry	Missouri in and Contro	began his 1996. Fol liler of Am	career v lowing th eren and	he 1997 mer I Ameren Si	ger of Amer arvices. In 20	en Miss 001, Mr.	s Assistant Controller. He was named Controller of Ameren ouri and CIPSCO Incorporated, he served as Vice President Baoter was named Senior Vice President, Finance. From
Richard J. Harshman	61	2013	Chairman, President and Chief Executive Officer of Allegheny Technologies Incorporated	 Leaderst Strategy Finance Industry Operatio Regulatc Compen Custome 	subsidiarier he was also Chairman, Thomas R, on April 24, manager in	s, where h o President President Voss as I , 2014 and PwC's ni	e led the it and Chi Presiden d as Cha ational of	e finance, st hief Executive of Executive t of the Con irman of the flice in New	rategic plan ve Officer of A officer of A spany. Mr. B Board on J York City Inc	ning and Ameren I laxter su uly 1, 20 om 1993	Chief Financial Officer of Ameren and certain of its d enterprise risk management functions. From 2007 to 2009, Services. From 2009 to 2014. Mr. Baxter served as the Missouri. On February 14, 2014. Mr. Baxter served as the occeeded Mr. Voss as Chief Executive Officer of the Company 014. Prior to joining Ameren, Mr. Baxter served as senior to 1995. From 1983 to 1993. Mr. Baxter served as senior to 1995. From 1983 to 1993. Mr. Baxter served as senior so to client in a variety of Industries.

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

SKILLS AND QUALIFICATIONS:

Based primarily upon Mr. Baxter's extensive executive management and leadership experience; strong strategic planning, regulatory, accounting, financial, industry, risk management, government relations, operations and compensation skills tes); and benure and contributions as a current clor of Amerein.

					10							
Qualification and Experience	-	Star		(and	HAR	GRAD	A.	The second	-	A.S.	JAPE	and a
Active Executive	•			•			•		•			
Board Tenure: 0-5 Years	•		•		•		•	•				
Board Tenure: 6-9 Years		•		•							•	•
Board Tenure: 10+ Years						•			•	•		
Customer Relations or Consumer Orientation Experience	•	•	٠				•	٠			٠	٠
Cyber / I.T.		•	•									
Diversity (Gender)		•		•					•			
Diversity (Race/Ethnicity)					•			•		•		
Financial or Banking Experience	•	٠	•	٠		•	•			٠	•	٠
Legal / Governance				•	1.0					•		
Nuclear Experience	•				•							
Operations Experience	•	•	•		•		•	•			•	•
Serves on Other Public Boards	•					•				•		٠
Utilities / Regulatory Experience	•	•	•	•	•	•	•	•	•	•	•	•

Skills Matrix

Amgen Inc.

Amgen presents nominee skills as a group, and a matrix that links skills to individual nominees.

Wanda M. Austin Director since: 2017 Age: 63 Committees: Audit Corporate Responsibility and Compliance

Other Public Company Boards: Chevron Corporation

Wanda M. Austin has served as a director of the Company since December 11, 2017. Dr. Austin was first identified to the Governance and Nominating Committee as a potential director candidate by a non-employee member of the Board. She is the retired President and Chief Executive Officer of The Aerospace Corporation, a leading architect of the United States' national security space programs, where she served from 2008 until her retirement in 2016. From 2004 to 2007, Dr. Austin was Senior Vice President, National Systems Group of The Aerospace Corporation. Dr. Austin joined The Aerospace Corporation in 1979 and served in various positions from 1979 until 2004.

Dr. Austin has served as an Adjunct Research Professor at the University of Southern California's Viterbi School of Engineering since 2007. She is the co-founder of MakingSpace, where she serves as a motivational speaker on STEM education. Dr. Austin has been a director of Chevron Corporation, a petroleum, exploration, production and refining company, since 2016, serving on its Board Nominating and Governance Committee and Public Policy Committee. Dr. Austin is a trustee of the University of Southern

California and previously served on the boards of directors of the National Geographic Society and the Space Foundation. Dr. Austin received an undergraduate degree from Franklin & Marshall College, a master's degree from the University of Pittsburgh and a doctorate from the University of Southern California. She is a member of the National Academy of Engineering.

Director biographies 4 with a general presentation of skills and experience

Qualifications

The Board concluded that Dr. A Summary of Director Nominee Core Experiences and Skills her extensive background in scie

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

Skil	9	NЛ	latrix	
ONI	0	1 1 1	aun	

Experience / Skills	Austin	Bradway	Druker	Eckert	Garland	Hassan	Henderson	Herringer	Holley	Jacks	Kullman	Sugar	Williams
Healthcare Industry, Providers and Payers		1	1			1		1		1			1
Science/Technology	1	1	1		1	1	1			1	1	1	1
Public Company CEO/COO/CFO		1		1	1	1		1	1		1	1	
Regulatory Compliance	1	1		1	1	1			1		1	1	
Financial/Accounting		1		1	1	1	1	1	1		1	1	
Government/Public Policy	1	1	1		1		1	1		1		~	
International		1		1	1	1	1		1		1	1	1

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



Presentation of nominee 4 skills as a group



Anadarko Petroleum Corporation

Anadarko uses a matrix to present director skills, and the extent to which Board members have been "active" in each area.



Apache Corporation

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

he following are some of	the key qualificat	ions and skills o	of our Board.			 Skills Matrix 		
	CEG/ SENIOR OFFICER EXPERIENCE	FINANCIAL REPORTING EXPERIENCE	INDUSTRY	GLOBAL EXPERIENCE	ENVIRONMENTAL/ REDULATORY EXPERIENCE	Director biographics with a general		
Arread R. Bay						 Director biographies with a general 		
John J. Christmann N						presentation of skills and experience		
Chanson Joung								
Rene R. Jayte					ANNELL R. BAY			
George D. Lawrence						Board tenure and responsibilities		
John E. Lowe					Ma. Bay, 62, joined the Company's Board of Directors in May 2014. She chairs the Corporate Governance and Nominating Committee and is a member of the Management Development and Compensation Committee.			
William C. Montgemery					1.92	Experience: From July 2011 to April 2014. Ms. Bay served as vice president, Global Exploration, of Marshon OI Corporation, having		
Arry H. Belson			•		199	previously held the position of senior vice president, Exploration, since June 2008.		
Rodman D. Patton					From August 2004, a	vior to joining Marathon, Ms. Bay served as vice president, Americas Exploration, of Shell Exploration and Production Company.		
Daniel W. Ratium	***					Mr. Bay was vice president, Worldwide Exploration, and vice president. North America Exploration, of Kerr-McGee OII and Gay		
Peter A. Ragauss						been with Cryx Energy prior to its merger with Ken-McGee.		
					also serves on the	director of Hunding PLC, a London-based energy service provider, and Venisk Analytics, inc., a global data analytics provider. She advisory branks for the Jakkion School of Geosciences at the University of Texas at Austin and the Independent Petroleum ca Energy Education Center.		
						one: seculive experience in the oil and gas industry, and as a result of her service on the advisory boards of educational and industry sy things to the board a weath of oil and gas equivation and operations, civic and educational experience.		
					As a member of pu	bic company boards in two countries having significantly different governance regulatory regimes. Ms. Bay also brings unique I experience to the board. She is a highly regarded speaker at major governance events on both sides of the Atlantic. She has		
		0		۲		5 small group meetings with large and environmental, social- and governmone- (850) focused shareholders. As char of the is has version the updating of the Company's governance principles and the adoption of a committee quiendar formation subjects.		
64**	82*	10	0%	82%	64%	Presentation of nominee		
CEO/ Senior Officer Experience	Financial Reporting Experienc			Global Experience	Environmental Regulatory Experience	skills as a group		
Apartment Investment and Management Co.

Apartment Investment and Management Co. uses a matrix to present specific nominee skills.

Skills Matrix

Summary of Director Qualifications and Expertise	Mr. Considine	Mr. Keltner	Mr. Martin	Mr. Miller	Ms. Nelson	Ms. Sperling	Mr. Stein	Ms. Tran
Accounting and Auditing for Large Business Organizations	11027004-108101402004	10 CO. 10 C. 10 C. 10 C. 10	SCI POPNOR CELL	x		An address of the second	x	x
Business Operations	X	X	x	x	x	X	x	X
Capital Markets	X		x	1	x	1	X	X
Corporate Governance	X		x	8 8	x	8 8	x	
Customer Service	12	X		X		1		
Development	X	X		X		X		
Executive	X	X	X	X	X	X	X	X
Financial Expertise and Literacy	X	X	X	X	X	X	X	X
Information Technology	1		1.000			2	X	X
Investment and Finance	X	X	x	X	X	X	X	X
Legal	X		x	1 1 N N	1.000	6 0 MA		244 C
Marketing and Branding		X		X		X		
Property Management and Operations	X	X		X		X	X	X
Real Estate	6				100	v		





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

Director biographies with a general presentation of skills and experience



BB&T Corporation

BB&T uses a matrix to highlight specific director skills, and uses the same icon system in the biographies.



Bed Bath & Beyond Inc.

Bed Bath & Beyond uses a matrix to present director skills and qualifications, with a general overview of each in the biographies.

	Warren Eisenberg	Leonard g Feinstein	Steven H. Temares	Dean S. Adler		Stephanie Bell-Rose	Klaus Eppler	Patrick R. Gaston	Jordan Heller	Victoria A. Morrison	D.	ⁿ Virginia P. Ruesterholz		
and Marketing/Product Merchandising	V	V	V		V			V			V			
perience in consumer marketing, brand												1 1		
anagement and/or product merchandising												1 1		
orporate Finance/Capital Markets	V	V	V	V	V		V		V		V			
perience in corporate lending or borrowing,												1 1	•	Skills Matrix
pital markets transactions, significant mergers of	r											1 1		
quisitions, private equity, or investment bankin	g											1 1		
versity						V		V		V		V		
ontribute to the Board in a way that enhances												1 1		
erspectives through diversity												1 1		
gender, ethnicity, and race												1 1		
nancial Acumen & Expertise			V	V	V	V		V	V		V	V		
xperience or expertise in financial accounting												1 1		
nd reporting or the financial management of a												1 1		
ajor organization												1 1		
dustry Experience	V	~	V	V	V		V	V	V		V			
lowledge of or experience in the retail industry												1 1		
ternational Experience			V		V			V				V		
perience in doing business internationally														
perations Management Expertise	V	V	V		V	V		V			V	V		
perience or expertise in managing a business of	r											1 1		
ajor organization on an operational level												1 1	_	Discussion in the second state of the
blic Company Board Service				V			V		V			V	· · · · ·	Director biographies wit
perience as a board member of another														
blicly-traded company; demonstrated												1 1		a general presentation of
iderstanding of current corporate governance														- ·
andards and best practices in public companies														skills and experience
eal Estate	V		V	V					V	V		V		
perience in commercial real estate, including														
quisition, development, leasing and disposition	1	1										1 1		
nior Management Leadership														
sperience serving in a senior leadership	onard Fe	einstein												Co-Founder and Co-Chairman
ajor organization M	r. Feinstei	n. 81. is a	a Co-Fou	nder of t	he Comp	anv and h	as serve	d as Co-0	Chairmar	1 since 19	999. He h	as served as	a directo	r since 1971. Mr. Feinstein served as
	esident fro													
rategic Planning & Leadership	sident ne	JIII 1992	10 1999,	and serv	cu as co-	CIIICI LA	courive	onneering	JIII 1971	10 2005.				
perience driving strategic direction and														
														g other benefits, their experience in
echnology/Data Security bu	ilding the	e Compa	ny during	g its 47-	year hist	ory and th	neir ove	rall exper	rience in	the reta	il industr	y, in each o	ase for or	ver 50 years. Although they elected
perience or expertise in information tec "s	enior stat	us" unde	r their res	spective	employr	nent agre	ements	in May o	f 2017.	the Com	nany cor	tinues to h	enefit fro	m their ongoing engagement in the
the use of digital media or technology t														y focused on the customer as it has
												na our Boa	and its	processes in the same core principles
bersecurity an	d culture	upon wh												

Booking Holdings, Inc.

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

Director Qualifications

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

- Leadership experience. The Board believes that directors with experience in significant leadership positions over an extended
 period, especially chief executive officer positions, provide us and the Board with special insights. These individuals generally
 possess extraordinary leadership qualities and the ability to identify and develop those qualities in others. They demonstrate a
 practical understanding of organizations, processes, strategy, risk management and the methods to drive change and growth.
- Finance experience. The Board believes that an understanding of finance, financial statements and financial reporting processes is important for our directors. We generally measure our operating and strategic performance by reference to financial targets. In addition, accurate financial reporting and effective auditing are critical to our success.
- Global experience. Our future success depends, in part, on our ability to continue to grow our businesses outside the United States. In 2017, approximately 89% of our consolidated gross profit was generated by our international businesses. As a result, the Board believes it is important that it include directors with a global business perspective and significant international business experience.
- Human Resources experience. As our business continues to grow and the number, locations and diversity of our employees continues to grow, the Board believes that directors with human resources (including people and culture) experience is increasingly important to our success.
- Internet/E-Commerce experience. The Board seeks to have directors with experience in internet or e-commerce businesses because it believes that having directors experienced in the industries in which we operate is important for our success and the Board's ability to oversee management.
- Sales and Marketing experience. The Bo additional insight and advice to management

er Timothy M. Armstrong

Director biographies with a focus on specific skills and areas of expertise Since June 2017, Mr. Armstrong has served as Chief Executive Officer of Oath Inc., a Verizon owned company, which owns over 50 media brands, including Yahool and AOL. Mr. Armstrong served as Chief Executive Officer of AOL from April 2009 until the formation of Oath. He also served as Chairman of the Board of AOL from April 2009 until Verizon acquired the company in June 2015. Prior to that, Mr. Armstrong served as President, Americas Operations and Senior Vice President of Google Inc. Mr. Armstrong joined Google in 2000 as Vice President, Advertising Sales, in 2004 was promoted to Vice President, Advertising and Commerce and in 2007 was named President, Americas Operations and Senior Vice President, Advertising and Commerce and in 2007 was named President, Americas Operations and Senior Vice President. Mericas Sales and Strategic Partnerships for Snovball.com and as Director of Integrated Sales and Marketing at Starwave's and Disney's ABC/ESPN Internet Ventures. Mr. Armstrong is a trustee of the Paley Center for Media, the New York Regional Board of Teach For America, the Waterside School and the U.S. Olympic & Paralympic Foundation. He is a Chair Emeritus of the Ad Council and Chairman of the IAB Education Foundation, both of which are non-profit organizations.

Director Qualifications:

 Leadership, Internet/E-Commerce, Global Business and Sales and Marketing experience - extensive experience, expertise and background in global internet businesses, sales and marketing and the interactive media industry gained from his positions as Chief Bures: and his corporate

The foregoing areas of experience, qualifications and skills that were particularly identified with each nominee by the Nominating and Corporate Governance Committee and the Board when considering the re-nomination of the current directors and the nomination of Ms. Graddick-Weir and Mr. Read are summarized in the following chart and described more fully in each nominee's biography set forth below.

	Leadership	Finance	Global Business	Human Resources	Internet / E-Commerce	Sales and Marketing	Travel
Timothy M. Armstrong	1		1		1	4	
Jeffery H. Boyd	-		1		1	1	1
Jeffrey E. Epstein	1	1	1		1		
Glenn D. Fogel	1		1		1		1
Mirlan Graddick-Weir			1	1			
James M. Guyette	1		1			×	1
Robert J. Mylod, Jr.	1	1	1		1		1
Charles H. Noski	-	1	1				
Nancy B. Peretsman		1			1		
Nick Read	1	1	1				
Thomas E. Rothman	1	1	1			1	
Craig W. Rydin	1	1	1			1	
			10.565		20020	0.52	

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board



Caterpillar Inc.

Caterpillar presents skills sought by the Board and links each clearly to the Company's business characteristics. A matrix links skills to individual nominees, while biographies present a general overview of nominee skills.



Cerner Corporation

Cerner uses a matrix to present skills sought by the Board, and areas of specific expertise brought by the nominees.

The table below summarizes the key qualifications, skills, and attributes most relevant to the decision to nominate candidates to serve on the Board. A mark indicates a specific area of focus or expertise which the Board considers the candidate to contribut significantly to the overall Board skill set. Not having a mark does not mean the Director does not pouses that qualification or skill. Director begraphics above under "Information Concerning Our Directors" describe each Director's background and relevant experience in more detail.

	Mitchell E. Daniels, Jr.	Clifford W.	William B. Neaves	Gerald E. History, Jr.	Danis A Cottese	Linds M. Dillman	Adie L. Gorberding	Heent Shafer	William D Zollars
Board Class / Term Ends	II 2018	11 2018	1) 2018	18 2019	III 2019	III 2009	1 2020	1 2029	1 2020
Age:	69	-67	34	75	74	63	62	60	70
1	1.1		Skills, a	telbutes and o	sportence	_		-	_
Independence	1		*	-	-	-	22		1
Cloud and consumer information technology		×				×		1	
Enterprise software experise		1			1	*		1	
Clinical healthcare experience) [~	~	1	1		1	1	6
Healthcare business or operations experience	1	1	1	1	1		1	1	
Policy aspects of healthcare	1	12	~	1	14	×	×.	1	Julic M.P.
Financial statement expertise	1	18	×	1	1	×	1	1	(Age Mc
Management or governance of publicly traded companies	1	1		1	1	1	1	1	
Cédul business	1	~		1	1	1	1	1	
Government and public policy experiance	1						1	1	
Gonder, race, ethnicity or other devenity						1	2		

Director biographies with a general presentation of skills and experience

- Discussion of specific skills and experience sought by the Board
- 4 Skills Matrix



r L. Gerberding, M.D., 'H. (62) mber of the Audit Committee Compensation Committee Nominating, Governance & Bulicy Committee

Dr. Gerberding has been a member of the Board of Directors of the Compa Dr. Centering has been a memory of the Dorder Unicense of the Company since March 2017. She was named Executive Vice President and Chief Patient Officer, Strategic Communications, Global Public Policy and Population Health, of Merck & Co., Inc. ("Merck") in July 2016. Merck is a global health care company that delivers innovative health solutions through its prescription medicines, vaccines, biologic therapies and animal health products, which it markets directly and through its joint ventures. In this position, Dr. Gerberding markets uncerty and intrough as your ventures in man pommer or ventures in responsible for Menck's global public policy, corporate responsibility and communications functions, as well as the Menck Foundation and the Menck for Moders program. Dr. Gerberding also leads new partnership initianves that accelerate Menck's ability to contribute to improved population health, a measure of impact that is increasingly valued by governments and other global health orgi

Dr. Gerberding joined Merck as President of Merck Vaccines in January 2010 Dr. Generating Jonned Nerek in President on nurek vaccines in Jamary 2010 and was promoted to Executive Vice President for Strategic Communications, Global Public Policy and Population Health in December 2015. Prior to joining Merck, Dr. Gerberding served as Director of the U.S. Centers for Disease Control and Prevention of CoDC¹ from 2002-2009 and before that served as Director of the Division of Healthcare Quality Promotion. Before joining the CDC, Dr. Gotherding was a tenured faculty member in Infectious Diseases at the University of California at San Francisco ("UCSP"). She continues as an Adjunct Associate Clinical Professor of Medicine at UCSF.

The following experience, qualifications, attributes and/or skills led the Board to conclude that Dr. Gerbenting should serve as a Director: her medical and science-based professional background and experience, current and previously held senior-executive level leadership positions at a global public company, her knowledge of and experience with global public policy, heath care leadership and population health, and her independence from the Company.

CF Industries Holdings, Inc.

CF Industries presents skills sought by the Board and explains why they are important to the Company. A matrix links skills to individual nominees, and the same competencies are highlighted in the proxy summary. Director biographies also highlight individual nominee skills.

Ъ

Director biographies with a focus on specific skills and areas of expertise

Robert C. Arzbaecher Robert C. Arzbaecher served as chief executive officer of Actuant Corporation, a diversified manufacturer and marketer of industrial products and systems with operations in more than 30 countries, from 2000 until January 2014 and as Former Chairman and CEO interim president and chief executive officer of Actuant from August 2015 until March 2016. He served as a director of of Actuant Corporation Actuant from 2000 until January 2017 and as chairman of the board of Actuant from 2001 until March 2016. From 1992 until 2000, he held various financial positions with Applied Power, Inc., Actuant's predecessor, the most recent of Tenure Age which was chief financial officer. Prior to 1992, Mr. Arzbaecher held various financial positions with Grabill Aerospace, 58 12 Farley Industries, and Grant Thornton, a public accounting firm. Mr. Arzbaecher is a certified public accountant and he is also a director of Fiduciary Management, Inc. mutual funds. **CF** Committees Audit Qualifications • Corporate governance As the former chairman and chief executive officer of Actuant, Mr. Arzbaecher brings public company governance, and nominating (Chair) international business, strategic initiative, and risk management expertise to the Board. As a certified public accountant who has served as a financial executive, he is an "audit committee financial expert" within the meaning of SEC rules. Qualifications Public Company Other Public Company Directorships (within the past 5 years) Governance Actuant Corporation (2000 – Jan. 2017) (Chairman from 2001 – Mar. 2016) CEO Accounting and Finance Expertise International Business . Strategic Initiatives **Risk Management** -



Nominee	Age	Tenure	Public Com.	Senior Executive Leadership	Accounting	Industry Focus Internation	Strategic Int.	Risk Mana-	Environmon	= safety	depe	nde		Other								
Robert C. Arzbaecher	58	12	1	4	4	~	/ /	1	-		1	-			0							
William Davisson	70	12		~	~	~	~	~			¥				0			Sk	ills	Ma	ıtrix	
John W. Eaves	60	1	1	1 1	1	~	1	1	1		~	2			1							
Stephen A. Furbacher	70	10	1	1 1		1	1	1	1		1				0							
Stephen J. Hagge	66	7	1							\sim	-	Com	peters	v/Attri	bute		-					
John D. Johnson	69	12												mine								
Anne P. Noonan	54	2	1								-	1		F				2				
Michael I. Teelle	55	1									1	1	1	1	8	20		1				
viichael J. Toelle	20																					
C or second we show the matter we	47	3	1							-	1 and		Mar Par		1		-	48				
Theresa E. Wagler		3 4	* *						Years	k Company	or Examples Long	and a	I pue Suint	S Form	The Last	Munual	Month of the local data	547	Men	mmi	ince hip ⁽¹⁾	
Theresa E. Wagler	47			Nominee Robert C. Arzbaecher William	Former of Acta Former	incipal Occup Chairman ar ant Corp. CEO of	nd CEO	58	of Tenure 12	< Patity Company	Amile Landie Leve	animate a	A LANGE MALE		X × Sumptime Line	< < Rick Manual >	Environment of	Indepen dens	Men	nben		Curren Public Bounds 0
Michael J. Toelle Theresa E. Wagler W. Anthony Will	47			Robert C. Arzhaecher William Davisson	Former of Actu Former GROW	Chairman an ant Corp. CEO of MARK, Inc.	nd CEO	58 70	of Tenure	A Pathy Company	Amile Landing		The second secon	1	A A Sumple land	1	[International	dens	Men	nben	GC	Curren Public Board
Theresa E. Wagler	47			Robert C. Arzbaecher William Davisson John W. Eaves	Former of Acta Former GROW Preside Arch C	Chairman an ant Corp. CEO of MARK, Inc. nt and CEO of coal, Inc.	nd CEO	.58	of Tenure 12	< × Malk Comment	Amile Lander Lander L.		Commission of the second se	1	< + + Sumptime	1	 Isolation 	dens 4	Men	nben	GC	Curren Public Board 0
Theresa E. Wagler W. Anthony Will	47 52	4		Robert C. Arzbaecher William Davisson John W.	Former of Actu Former GROW Preside Arch C Former	Chairman ar ant Corp. CEO of MARK, Inc. nt and CEO	nd CEO	58 70	of Tenure 12	< < < halfstand	A A A A Maine Examine L	and a second	I I I I I I I I I I I I I I I I I I I	1		1	1	dens 4	Men	nben	GC	Curren Public Board 0
Theresa E. Wagler W. Anthony Will ndividual skills presen	47 52	4	~	Robert C. Arzbaecher William Davisson John W. Eaves Stephen A. Furbacher Stephen J.	Former of Acta Former GROW Preside Arch C Former of Dym Former	Chairman an ant Corp. CEO of MARK, Inc. et and CEO of ool, Inc. President an egy Inc. President an	nd CEO of nd COO nd CEO	58 70 60	of Tenure 12 12 12	 < < <	· · · · ·			1		1		dens 4	Men	nben	GC	Curren Public Bound 0 0 1
Theresa E. Wagler	47 52	4	~	Robert C. Arzhaecher William Davisson John W. Eaves Stephen A. Furbacher Stephen J. Häggo John D.	Former of Acta Former GROW Preside Arch C Former of Dyn Former of Apta	Chairman an ant Corp. CEO of MARK, Inc. nt and CEO o oal, Inc. President an egy Inc. President an arGroup, Inc.	of of of COO of COO	58 70 60 70	of Tenure 12 12 12	· · · ·				1		1		dens 4	Men	nben	GC	Curren Public Bound 0 0
Theresa E. Wagler W. Anthony Will Idividual skills presen	47 52	4	~	Robert C. Arzhaacher William Davisson John W. Eaves Stephen A. Furbacher Stephen J. Haggo John D. Johnson Anne P.	Former of Acta Former GROW Preside Arch C Former of Dyn Former of Apte Former of CHS Preside	Chairman an ant Corp. CEO of MARK, Inc. int and CEO of ool, Inc. President an egy Inc. President an irGroup, Inc. President an inc. mt and CEO of	nd CEO of od COO od CEO of	.58 70 60 70 66	of <u>Temure</u> 12 12 1 10 7		A A A A A A A A A A A A A A A A A A A			1		1		dens 4	Men	nben	GC	Curren Public Bound 0 0
Theresa E. Wagler W. Anthony Will ndividual skills presen	47 52	4	~	Robert C. Arzbaacher William Davisson John W. Esves Stephen A. Purbacher Stephen J. Hägge John D. Johnaon Anne P. Noonan Michael J.	Former of Acta Former GROW Preside Arch C Former of Dyn Former of Apto Former of CHS Preside OMNC	Chairman ar ant Corp. CEO of MARK, Inc. nt and CEO o oal, Inc. President an egy Inc. President an arGroup, Inc. President an a Inc.	nd CEO of od COO od CEO of as	58 70 60 70 66 69	of <u>Temure</u> 12 12 1 10 7	< < < < <				1		1		dens 4	Men	nben	GC	Curren Public Bound 0 0 1
Theresa E. Wagler W. Anthony Will ndividual skills presen	47 52	4	~	Robert C. Arzhaacher William Davisson John W. Eaves Sephen A. Furbacher Sephen J. Haggo John D. Johnson Anne P. Noonan	Former of Acto Former GROW Preside Arch C Former of Apte Former of Apte Former of Apte Former of CHS Preside OMNO Owner, CFO o	Chairman ai ant Corp. (CEO of MARK, lev and CEO of MARK, lev and CEO of WA Solution T& T Farms	nd CEO of od COO od CEO of as	58 70 60 70 66 69 54	of Tenure 12 12 1 1 10 7 12 2	• • • • • • • • • • • • • • • • •				1		1		4000 * * * * * * *	Men	nben	GC	Curren Public Bound 0 0

Discussion of specific skills and experience sought by the Board

Explanation why specific skills and experience sought by the Board

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

Chevron Corporation

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

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

- Discussion of specific skills and experience sought by the Board
- When conducting its review of the appropriate skills and qualifications desired of Directors, the Committee particularly considers:
- Explanation why specific skills and experience sought by the Board

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

 leadership experience in business as a chi senior executive, or leader of significant b

- expertise in science, technology, engine academia;
- extensive knowledge of governmental, i public policy issues;
- expertise in finance, financial disclo accounting;
- · experience in global business or internation
- · experience in environmental affairs;
- service as a public company director;
- · diversity of age, gender, and ethnicity; and
- such other factors as the Committee of given the current needs of the Board an maintain a balance of knowledge, experient and capability.

Director biographies with a focus on specific skills and areas of expertise

.

Totals

CEO / Senior Executive / Leader of Significant Operations Chevron employs more than 48,000 employees in business units throughout the world. Chevron's operations involve complex organizations and processes, strategic planning. and risk management. Science / Technology / Engineering / Research / Academia + Technology and engineering are at the core of Chevron's business and are key to finding developing, producing, processing, and refining oil and natural gas. Our busin processes are complex and highly technical. Chevron's operations require compliance with a variety of regulatory requirements in numerous countries and involve relationships with various governmental entities and Government / Regulatory / Legal / Public Policy nongovernmental organizations throughout the world. Finance / Financial Disclosure / Financial Accounting · Chevron's business is multifaceted and requires complex financial management, capital on, and financial reporting pro Chevron conducts business around the globe. Our business success is derived from an understanding of diverse business environments, economic conditions, and cultures and Global Business / International Affairs a broad perspective on global business opportunities. . We place the highest priority on the health and safety of our workforce and protection of Environmental our assets, communities, and the environment. We are committed to continuously improving our environmental performance and reducing the potential impacts of our operations.

Your Board recommends that you vote FOR each of these Director nominees.



Dr. Austin has held an adjunct Research Professor appointment at the University of Southern California's Viterbi School's Department of Industrial and Systems Engineering since 2007. She served as President and Chief Executive Officer of The Aerospace Corporation, a leading architect for the United States' national security space programs, from 2008 until her retirement in 2006. From 2004 to 2007, she was Servior Vice President, National Systems Group, at Aerospace. Dr. Austin joined Aerospace in 1979.

Skills and Qualifications

►

Business Leadenhip / Operations: Eight years as CEO of The Aerospace Corporation. Thity seven year career with The Aerospace Corporation included numerous serior management and executive positions, Established MakingSpace, Inc, a leadenship and STEM (science, technology, engineering, and math) consulting firm, in December 2017.

Corporation. Audit Committee member at

and payload system acquisition, systems ms expertise to international organizations.

nce and Technology and President's Review he NASA Advisory Council.

chool of Engineering.

University of Southern California, Master of Thirty-seven year career in national security institute of Aeronautics and Astronautics.





.

8

10

9



CMS Energy Corporation

CMS Energy presents uses a matrix to present the skills brought by each nominee, while director biographies present a general overview of skills and experience.

	Senior Leadership	Finance, Accounting or Financial Reporting	Regulatory Environment	Risk Management	Customer Experience	Information Technology	Utility Experience	Strategic Planning	Sustainability and Environmental	Lean	Skills N
Jon E. Barfield	x	x		X	x						
Deborah H. Butler	x		X		x	x		X	X		
Kurt L. Darrow	x	x		x	x			X	x	x	
Stephen E. Ewing	x	X	X		x		x		x		
William D. Harvey	x	X	x	x	x		x		x	x	
Patricia K. Poppe	x		X	X	x		X	X	X	x	
John G. Russell	x	X	X	0							Holdings Invest tired from Bart
Myrna M. Soto	x	X		20	Group, Inc	. ("Bartech") where he s	erved sinc	e 1981 as presid	lent and	from 1995 to 1
John G.	V	V		A SA	2012 as ch	airman and	president of	t this indus	try-leading pro	tession.	al services firm,

Matrix



stment tech March n, with headquarters in Southfield, Michigan, delivering talent management, business process outsourcing and managed services provider solutions to Global 1,000 firms. Bartech manages the daily work assignments for more than 120,000 associates and more than \$4.7 billion in

annual procurement for major employers around the world, making Bartech (now owned by Impellam Group, PLC) one of the largest talent acquisition and managed service provider firms in the United States. During the past five years, Barfield previously served as a director of Blue Cross Blue Shield of Michigan, Good Technology Corporation, BMC Software, Inc. and Motorola Mobility Holdings, Inc. He has been a director of CMS and Consumers since August 2005.

Director biographies with a general presentation of skills and experience

Х

X

Sznewajs

Laura H.

Wright

X

X

Barfield brings to the Board legal knowledge and experience, having practiced corporate and securities law at Sidley Austin LLP. His qualifications to serve as a director stem primarily from his experiences as a senior leader, and his varied service as a director with considerable experience regarding legal risk oversight and risk management, financial reporting, attracting and retaining key talent and related human resources experience, corporate governance, customer service and marketing, and mergers and acquisitions. He served for many years as chairman of the audit committee of the Princeton University Board of Trustees.

Colgate-Palmolive Company

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

In 2002, the Board adopted a written statement, known as the Independent Board Candidate Qualifications and made available on the Company's website, outlining the qualifies sought in directors of the Company. This statement, which was most recently updated in 2015, highlights the following skills and experiences, among others, as being important to creating an effective, well-rounded and diverse Board.

 Business Operations—Is or has been the Chief Executive Officer, Chief Operating Officer or other major operating or staff officer of a major public corporation, with a background in marketing, finance and/or business operations.

Rationale: Directors who have served in these roles possess exceptional leadership qualities and demonstrate a practical understanding of how large organizations operate, including strategic planning and risk management. Given the Company's focus on growing market share through superior marketing and brand engagement. directors with expertise in marketing provide the Company with particularly important insights. The Company also uses a variety of financial metrics to measure its performance, and accurate financial reporting and accounting are critical to the Company's success. Therefore, directors with financial experience, including an understanding of accounting and financial reporting processes, provide an essential oversight role.

 Industry — Has experience in the fast-moving consumer goods industry or other complementary field, such as public health.

Rationale: Directors with experience in the fast-moving consumer goods indus consumer engagement and therefore can provide valuable market and consumer insig broad understanding of industry trends. Directors with experience in complements pharmaceutical industry and public health, also bring important perspectives and knr business, including with respect to engagement with dental and veterinary profession the Company's Bright Smiles, Bright Futuresth oral health education program.

Regulatory and Public Service—Has experience working in a highly regulated interpharmaceutical, health care or insurance, or relevant government, academic or n

Rationale: Directors with experience in highly regulated industries bring valuable because the Company's business requires compliance with a variety of regulatory requires Directors with experience being in or interacting with government and govern strengthen the Company's understanding of the impact governmental actions and have on the Company's business. This is particularly important in times of global market social unrest.

4. Information Technologies-Has experience with information technology, e-com

Rationale: The Company is focused on maximizing growth in e-commerce and using of reaching today's consumers. Directors with experience in those fields are therefore a heip the Company advance powerful commercial strategies in the rapidly changin landscapes. In addition, directors with expertise in information technologies, incluprovide helpful oversight with respect to cybersecurity matters and the use of technolo operations.

 International—Has significant international experience, whether through managi operations or living and working outside the United States; an understanding of non-English speaking countries is also important.

Rationale: Since approximately 75% of the Company's net sales are generated outsid Company is focused on continuing to drive penetration in growing populations, having managing international operations is essential. Exposure to different cultural perspec important in helping the Company meet the needs of its global consumers in the over 2 worldwide in which it compates.

 Corporate Governance—Has sufficient applicable experience to understand fully responsibilities of an independent director of a U.S.-based public company.

Rationale: Good corporate governance accompanies and greatly aids the Comp success. Having directors with experience serving as directors of other U.S. public or Board deeply understands its duties and the Company remains at the forefront of gov

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board
- Director biographies with a focus on specific skills and areas of expertise

lan Cook

Public Company Directorships: PepsiCo, Inc. (2008-present) Age: 65 Director since 2007

Mr. Cook has been President and Chief Executive Officer of Colgate since July 2007 and Chairman of the Board since January 2009. Mr. Cook began his career at Colgate in 1976 and progressed through a series of senior marketing and management roles around the world. He was appointed Chief Operating Officer in 2004, with responsibility for operations in North America, Europe, Central Europe, Asia and Africa, and, in 2005, he was promoted to President and Chief Operating Officer, responsible for all Colgate operations worldwide.

Skills and Qualifications:

Business Operations Extensive operational leadership experience through service as President and CEO and Chief Operating Officer of Colority, expertise





ConocoPhillips

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

any board service. ConocoPhillips

aspires to the highest standards of corporate

boards and board committees of other large, publicly-traded

practices and trends and insights into board management:

relations between the board, the CEO and senior managem

agenda setting; and succession planning. We believe this

companies provides an understanding of corporate governance

governance and ethical conduct. Service on the

The following are some of the key qualifications and skills the Committee on Directors' Affairs considered in evaluating the director nominees. The chart on the next page shows how these qualifications and skills are distributed among our nominees. The individual biographies beginning on page 34 provide additional information about each nominee's specific experiences, qualifications and skills.

(45)

Public comp

CEO or senior officer. We believe that directors with (3) CEO or senior officer experience provide valuable insights. These individuals have a demonstrated record of leadership and a practical understanding of organizations, processes, strategy, risk and risk management, and the methods to drive change and growth. Through their service as top leaders at other companies, they also bring valuable perspectives on common issues affecting large and complex organizations.

Financial reporting. We measure operating and (9) strategic performance by reference to financial targets. In addition, accurate financial reporting and robust auditing are critical to ConocoPhillips'success. Accordingly, we seek to have a number of directors who qualify as audit committee financial experts (as defined by SEC rules), and we expect all of our directors to be financially knowledgeable. We also believe it is important to have knowledge and experience in capital markets. both debt and equity, given our position as a large publicly-traded company.

Industry. We seek to have directors with significant (0) experience in the energy industry. These directors have valuable perspective on issues specific to our business

Global. As a global energy company, our future success depends, in part, on how well we grow our businesses outside the United States. Directors with global business or international experience provide valued perspectives on our operations.

mment. The perspective of (血) directors who have experience within the regulatory field is important. The energy industry is heavily regulated and directly affected by governmental actions and decisions, and we believe that directors with government experience offer valuable insight in this regard.



Charles E. Bunch



Age: 68

Director Since: Way 2014 Adit and Finance Committe

😵 Committee on Directors' Affairs

et U.S. put PKC Financial Services Group;

Petroleum Carporal International, Inc.

Former Chairman and Chief Executive Officer of PPG Industries, Inc.

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

Skills and Qualifications:

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

n, characteristic, skill or experience that the director nominee brings to ot mean that the director nominee does not possess that gualification, ector nominee to be knowledgeable in these areas.

.

٠ ٠ ٠ .

٠

2010 55 . ٠

Discussion of specific

skills and experience

sought by the Board

skills and experience

sought by the Board

Explanation why specific

4

Director biographies with a general presentation of skills and experience

Crown Castle International Corp.

Crown Castle uses a matrix to highlight skills sought by the Board, and those nominees that bring them. The matrix also features demographic information about the Company's Board.

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



- Discussion of specific skills and experience sought by the Board
- Skills Matrix

 Director biographies with a focus on specific skills and areas of expertise

Director Since: 2014

Female

Years



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

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



DTE Energy Company

DTE Energy's matrix presents four degrees of knowledge in each area; from "limited" to "technical/advanced". Director biographies also focus on specific skills and areas of experience.

	Anderson	Brandon	Fountain	Mcclure	McGovern	Murray	Nicholson	Robles	Shaw	Skaggs	Thomas	Vandenberghe	Average	•	Skills Matrix
ENTER PRISE PRIORITIES												1			
Employee Engagement, Safety and Talent	3	3	2	2	3	3	2	3	3	3	3	2	2.7		
Customer Service and Satisfaction	3	3	2	3	3	3	2	3	2	3	3	1	2.6		
Operations and Continuous Improvement	3	2	2	3	2	3	2	2	2	3	3	З	2.5		
Government, Regulatory and Community	3	1	3	2	3	3	3	2	3	3	2	1	2.4		Director biographies with a focus or
Growth and Value Creation	3	2	2	3	3	3	2	2	2	3	3	3	2.6		specific skills and areas of expertise
Financial Planning and Review	2	2	3	2	2	3	3	3	2	3	2	3	2.5		
OTHER KEY EXPERIENCE									~						
CEO Experience	3	3	0		1				Ge	era	rd I	M.	And	lersc	n
Corporate Governance	2	3	2		1			i i	Cha	ima	an (2	2011	-pres	ent) ar	nd CEO (2010-present), DTE Energy
Energy Industry Experience	3	1	1			3E			Cor	npar	ıy		1990	87	
Ethics and Compliance	2	3	3			-					-	_			
Executive Compensation	2	3	2			1			P	revio	ous	Exp	erien	ce	
Risk Management	3	2	3		1	18	-			DTE	Ene	rgy (Compa	ny-Presi	ident (2004-2013), COO (2005-2010), Executive VP
Sustainability and Environmental Stewardship	3	1	2						- C	(199	7-20	(04)	-		
Technology and Cybersecurity	2	1	1						8	McH	linse	y & (CoSe	nior Con	sultant (1988–1993)
Local/Regional Understanding	3	3	З						0	ther	Put	olic	Boar	ls	
Nuclear Experience	2	0	0							The	And	oreon	n Inc	(2008-0	(msont)
Gas Midstream Experience	2	1	0		tinde	pende	ent								
3 - Technical Expertise/Advanced Knowledge (e.g. direct h 2 - Managerial knowledge (e.g. experience derived throu 1 = Working knowledge (e.g. exposure as a Board commit 0 = Limited knowledge (e.g. exposure comes from Board C	gh genera tee mernt	l man per at	nager DTE c	n Din	ector	since	2009	1		Ene C Grov	rgy In DTE B wth a Exten	ndust Energ ind V istve	try Exp gy Chie alue C experie	erience f Operat eation ence in s	In the regy Company Board of Directors ing Officer for 5 years prior to becoming CEO intrategic planning and corporate business development

Duke Energy Corporation

Duke Energy's matrix presents the skills sought by the Company and why they are important. The same icons are used to highlight specific skills in each director biography.



 Director biographies with a focus on specific skills and areas of expertise

SKILLS MATRIX		Michael G. Browning	Thursdona F. Crawr, Ir.	Theophere F. Graves JF.	Robert M. Davis	Daniel R. DiMicco	John H. Forsgren	tyrm J. Good	John T. Haron	James B. Hyfey, Jr.	William E. Konnard	E. Marto McKee	Charles W. Moorman IV	Carbs A Sabdriges	Thomas E. Skains	William E. Wetstor, Jr.
Finance experience is important in overseeing the financial position of the Corporation	0	~	-	1	~	~	~	~	~	~	~		1	1	~	
Regulatory/Government experience is important in inderstanding the regulated nature of the industry	0		~	1	~	1	~	1	~	~	~	*	~		~	1
Legal experience is important in understanding the Corporation's legal risks and obligations	•				~						~				~	
Industry experience is important in understanding the technical nature of the Corporation's business	•		~	~		20	1	1	~						~	~
Environmental experience is important to assess the corporation's environmental compliance obligations and operations	0		~	e		~		~	~			~	~		~	~
Risk Management experience is important to oversee the risks of the Corporation	0	~		~	~	1	~	1	~	1	~	1	~	~	~	~
Customer Service experience is important as the Corporation focuses on meeting customer expectations and transforming the customer experience	0	~		2		1		1	~			~	~	1	~	
Cybersecurity/Technology experience is Important in overseeing the enhancement and security of the Corporation's tustiness and operational technical systems, including customer experience, mancial systems and memai and grid operations	•		-	,	~			~	~		~					

Equifax Inc.

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

Board Skills Matrix

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

Experience, Expertise or Attribute	Begor	Feidler	Hough	Marcus	Marshall	McGregor	McKinley	Selander	Stock	Templeton
Executive Leadership & Business Operations	~	~	~	*	*	*	*	~	~	*
CEO Experience	~			~		~		~		~
CFO Experience				~						
CTO Experience							~			
EFX Industry Knowledge	~				~		~	~		
Technology/Cybersecurity		~		~		~	~	~		~
Finance/Financial Industry	~	~	~	~	~	~	~	~	~	~
Accounting		~	~	~						
Risk Management	~	~	~	~	~	~	~	~	~	~
International Business	~	~	~		~	~	~	~	~	~
Strategy Development	~	~		~	~	~	~	~	~	~
Mergers & Acquisitions	~	~		~	~	~	~	~	~	~
Consumer Marketing	~	~		~	~			~	~	~
Legal/Regulatory		~		~	~					
Corporate Governance		V	~	V	V	~		~	~	V



Our Director Nominees

Overview of Bo	Age 59	fective April 16, 2018	effective April 16, 2018. Prior Director in the Industrial and a global private equily inves Pincus, Mr. Begor spent 35 y industrial and financial service roles. During his career at G multibilion dollar units of the Energy Management from 2 Real Estate from 2011 to 20 Finance (Synchrony Financi Fair Isaac Corporation (FICO)	s our Chief Executive Officer and to his appointment, Mr. Begor wa I Business Services group at Wa tment firm, since June 2016. Prices ears at General Bectric Company (is company, in a variety of operating E, Mr. Begor served in a variety of company, including President an 014 to 2016, President and CEO 14, and President and CEO of GE it) from 2002 to 2011. Mr. Begor board of directors since 2016, bu as our Chief Executive Officer.	is a Managing thurg Pincus, or to Warburg 'GE'), a global gand financial i roles leading id CEO of GE of GE Capital Capital Retail served on the	 Director biographies with a general presentation o skills and experience
Mr. Begor is be Officer. The Boar	ing		DIRECTO	OR EXPERIENCES AND SKILLS		
Board values Mr. of growing and s	B .Ω	Executive Leadership Executive Leadership Executive	0 "	Technology/Cybersecurity	N	Finance
	0	Risk Management		International Business		Accounting
	0	Consumer Marketing	A	Legal/Regulatory	Zit.	Strategy Development
	\$	Mergers + Acquisitions	(9)	Industry Knowledge	A@A	Corporate Governance

Presentation of nominee skills as a group

Exelon Corporation

Exelon presents skills sought by the Board and explains why they are important to the Company. A matrix links skills to individual nominees, and each director biography also presents a visual snapshot of individual areas of expertise.

	RY OF INDIVIDUAL DIRECTOR PRIMARY SKILLS, CORE ENCIES AND ATTRIBUTES												
other attr o Exelon other skil primary s value tha	wing matrix identifies the primary skills, core competencies and ibutes that each independent Director brings to bear in their service is Board and Committees. Each Director possesses numerous ls and competencies not identified below. We believe identifying kills is a more meaningful presentation of the key contributions and each independent Director brings to their service on the Board and shareholders. See page 13 for more details.	Anderson	Berzin	Crane	de Balmann	DeBenedictis	olor	Joskow	Lawless	Mies	Rogers	Shattuck	Steinour
1	Accounting and financial reporting experience	•	•	•					•				•
69	Corporate finance and capital management experience	•	•	•	•	•		***			•	•	•
2	CEO/executive management leadership skills	•		•	•		****						
٢	Human resource management and executive compensation knowledge and experience	•		•	•		•		•		•		***
*	Innovation and technology experience			•			•	•		•			
	Safety and security (including physical and cyber) competencies			•		-	•			•			
-	Industry experience and knowledge of Exelon's business			•		•	•	•		•		•	
	Government/public policy and regulatory insights			•		•		•			•		
4	Risk oversight and risk management experience	•	•	•	•	•				•		•	•
1	Investor relations and investment management experience		•	•	•			•	•		•		•
٠	Manufacturing, construction, engineering, and performance management experience			•			•		•				
4	Diverse attributes												

Director biographies with a focus on specific skills and areas of expertise

Anthony K. Anderson



Age: 62 Director since: 2013

Committee Memberships:

Audit (Chair)

· Finance and Risk

Generation Oversight

Career Highlights

Mr. Anderson served as the Vice Chair and Midwest Area Managing Partner of Ernst & Young (EY). a global assurance, tax, transaction and advisory services firm, until his retirement in 2012. During Mr. Anderson's 35-year career with EY, he oversaw a practice of 3,500 audit, tax, and transaction professionals serving clients throughout the Midwest and also served for six years in the Los Angeles area as managing partner of EY's Pacific Southwest region. Mr. Anderson also served as a member of EY's governing body, the Americas Executive Board.

Board Service

Mr. Anderson currently serves as a director of AAR Corp. (aerospace and defense), Avery Denniso (manufacturer of adhesive technologies, display graphics and packaging materials), and Marsh & McLennan Companies (global professional services firm). He is also a director of the Regional Transportation Authority (oversight body for regional transportation agencies), chairman of the board of the Penspectives Charter School, and on the board of directors for World Business Chicago.

Mr. Anderson previously served as a director of First American Financial Corporation from 2012 to 2016 and the Federal Reserve Bank of Chicago from 2008 to 2010. Mr. Anderson also previously served as a director of The Chicago Council on Global Affairs and as a director of the Chicago Urban League.

mary Skills, Core Competencies and Attributes Mr. Anderson's experience as the vice chair of a global professional services firm and his training





CEO/executive management leadership

In addition, the Board as a whole should reflect core competencies in the following areas. Summarized below is a description of why each core competency is important for service on Exelon's Board.

Description of Skills, Core Competencies and Attributes

Accounting and financial reporting experience is important to Exelon's use of broad financial metrics used to accurately and transparently measure and report operating performance and assess financial merits of strategic opportunities. Corporate finance and capital management

69 experience is important to effectively oversee the financial affairs of Exelon's operations. CEO/executive management leadership skills are important to gain a practical understanding

of organizations and drivers of individual growth and development.

Human Resource management and executive compensation knowledge and experience help Exelon recruit, retain, and develop key talent essential to Company operations.

Innovation and Technology experience is important in overseeing Exelon's business in the rapidly changing energy markets, and physical and cyber threats against the security of our operations, assets, and systems.

Safety and security (including physical and cyber) competencies are critical to oversee safe and secure nuclear operations, power grids, and our other assets.

Industry experience and knowledge of Exelon's business help inform our views on energy markets and economics, technology, nuclear power, renewable energy, electric and gas transmiss and distribution and the public policy and public safety implications of these aspects

Government/Public Policy and Regulatory insights are important to help shape public policy initiatives and government regulation

Risk Oversight and Risk Management experience inform Exelon's enterprise risk manageme of key risks with potential to impact public safety and shareholder value including its environmental impacts.

Investor Relations and Investment Management experience ensures strong alignment with investors and inform decision making on value-adding initiatives.

Manufacturing, construction, engineering, and performance management experience inform Exelon's ongoing commitment to maintaining and strengthening the reliability of the electric and gas transmission and distribution systems, smart grid and generation portfolio and assets.

Diverse attributes reflect the Company's \$2 commitment to diversity and inclusion through age, ethnicity, gender, race and sexual orientation.

- Discussion of specific • skills and experience sought by the Board
- Explanation why specific • skills and experience sought by the Board



Expeditors International of Washington Inc.

Expeditors' matrix presents independent director skills and experience, as well as demographic information and committee memberships.

				INDEPEN	DENT DI	RECTORS				INDEPE	ON ENDENT CTORS	
Summary of Director Experience Qualifications, Attributes & Skill		DuBois	Emmert	Gulyes	Kourkoumelis	McCune	Monie	Pelletier	Yoshitani	Alger	Musser	
Operations	•	•	•	•	•	•	•	•	•	•	•	
Transportation Industry									•	•	•	
International	•	•				•	•		٠	•	•	
Financial	•		•	•	•		•	•	•	•	•	
Sales & Marketing				•	•		•	•		•	•	
Information Technology								•			•	Skills Matrix
Leadership & Strategy	•	•	٠	٠	•	٠	٠	•	٠	•	•	OKIIIS MATIX
Governance/Business Conduct/Leg	e la	•	•		•	•		•		•	•	
Additional Information												
Age	58	54	65	61	67	72	67	60	71	61	52	
Tenure	9	2	9	2	25	3	1	5	5	1	4	
Other Public Company Boards	0	1	1	2	0	0	1	1	0	0	0	
Planned Committee Membership												
Nominating & Corporate Governance	_	•	•	•	NA			CHAIR	-			
Compensation				1 .			-					
Audit Rv 20 ar	14. Since 200	nt became 02, Mr. W nt firm ba	right has	been the	President	t and Chie	ef Execu	utive Officer	of Matt	hew G. No	orton Co., a	inted Chairman of the Board in real estate investment, devel jional Managing Partner of Ta

He currently serves on the Board of Directors for two privately held companies, Matthew G. Norton Co. and Stimson Lumber Company.

- Specific Qualifications, Attributes, Skills & Experience
 Over 20 years of senior leadership and management in private industry and the public accounting environment.
 Expertise in tax, finance and real estate, succession planning and business operations.
 Member of audit, nominating and compensation committees of various company boards.

Director biographies with a general presentation of skills and experience

Fidelity National Financial, Inc.

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

- Discussion of specific skills and experience sought by the Board
- Skills Matrix

Information About the Director Nominees and Continuing Directors

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

						loard of	Directo	ra				
	Witam P. Folay, II (Dheir)	Raymond R. Quite (CEO)	Douglas K Antraine an	Wile D. Devis*	Thomas M. Hagerty	Javet E. Ker	Daniel D. Lafe	Richard N. Mesony	Heather H. Murren	John D. Rood	Pater Q. Shea, Jr.	Cary H. Thompson
Board of Directors Experience	1	1	1	1	1	1	1	1		1	1	1
Industry Experience	1	1		-			1			1	1	
CEO/Business Head/Leadership	1	1			1	1	1	1	1	1	1	1
International	1		1		1	1		1	5 V			1
Human Capital Management/Compensation	1	1		1	1	1	1	1		1	1	1
Finance/Capital Allocation	1	1	1	1	1			1	1	1	1	1
Financial Literacy	1	1	1	1	1	1	1		1	1	1	1
Government/Public Policy	1	1	· · · · · · · ·	1	1	1	1	1	1	1	1	1
Real Estate	1	1	1 1				1		1	1	1	1
Academia/Education						1			1			
Risk Management	1	1	1	1	1	1	1	1	1	1	1	1
Corporate Governance	1		1		1	1		1			1	1
Technology/Systems	1	1			1	1		1	1	1		
Legal	1					1		×				1
Marketing/Sales	1	1	1	1	1	1	1	1	1	1	1	1
Board Tenure	13	1	13	13	13	2	13	12	1	5	12	13
	-	10.0										

Raymond R. Quirk. Raymond R. Quirk has served as Chief Executive Officer of FNF since December 2013 and as a director of FNF since February 2017. Previously, he served as the President of FNF and he has served in that position since April 2008. Previously, Mr. Quirk served as Co-President since May 2007 and Co-Chief Operating Officer of FNF from October 2006 until May 2007. Mr. Quirk was appointed as President of FNF in 2002. Since joining FNF in 1985, Mr. Quirk has served in numerous executive and management positions, including Executive Vice President, Co-Chief Operating Officer and Division Manager and Regional Manager, with responsibilities for managing direct and agency operations nationally. Mr. Quirk also serves on the board of directors of J. Alexander's Holdings, Inc.

Mr. Quirk's qualifications to serve on the FNF board of directors include his more than 30 years of experience with FNF, his deep knowledge of our business and industry and his strong leadership abilities.

Director biographies with a general presentation of skills and experience

trgyle

Freeport-McMoRan Copper & Gold Inc.

Freeport-McMoRan's matrix ties experience, qualifications and skills to individual nominees, while director biographies present a general overview of skills and experience.

	Adkerson	Ford	Kennard	Madonna	Mather	McCoy	Townsend	
Senior leadership experience	1	1	1	1		1	1	
Accounting/financial expertise	1	1	1	1	1			 Skills Matrix
Public company board experience	1	1	1	1	1	1	1	
Operational management	1	1	1	1		1		
International business	1			Richard C.	Adkerson			
Capital markets/banking	1	1						Chief Executive Officer of the o
Environmental/sustainability/ corporate responsibility	1		1	6		2007.	Chief Financial O	company since January 2008 a fficer of the company from Oc f the Board of the company sir
Government, legal and regulatory compliance	1	1	1	10	90	the Bo	ard of McMoRar	h Exploration Co. from 1998 un Chief Executive Officer of McN
Diversity (gender, race)		-	1	100	and the			irman of our former parent co



Director biographies with a general presentation of skills and experience

Vice Chairman, President and Chief Executive Officer of Freeport-McMoRan Inc. Age: 71

Director since: 2006

e company since December 8 and from April 1997 to March October 2000 to December since May 2013. Co-Chairman of until acquired by the company cMoRan Exploration Co. from company from 1995 to 1997. Partner in Arthur Andersen & Co. from 1978 to 1989 where he served as a Managing Director and head of the firm's global oil and gas industry services. Professional Accounting Fellow with the Securities and Exchange Commission and Presidential Exchange Executive from 1976 to 1978. Skills and Qualifications: Mr. Adkerson is a recognized business leader in the

Settis and Quadprocessers M. Addension is a recognized business reader in the mining industry, making him highly qualified to serve as a Vice Chairman of the Board of the company. As President and Chief Executive Officer of our company, he has demonstrated exceptional leadership abilities in developing and executing a financial strategy that has benefited our stockholders and in building an operational, Infrancial and administrative organization dur socchoolers and in boliand an operator financial and administrative organization that efficiently supports our business. Mr. Adkerson is recognized as a mining industy leader, having served as past. Chairman of the International Council on Mining and Metals and on the Executive Board of the International Copper Association. Mr. Adkerson's strong leadership skills and executive management experiences are instrumental in fostering strong relationships with business partners, key customers, suppliers and host government thereby enabling him to guide the company's business strategy. He holds a B.S. in Accounting with highest honors and an M.B.A. from Mississippi State University and completed the Advanced Management Program at Harvard Business School.

Former Public Company Directorships: McMoRan Exploration Co.

GameStop Corp.

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



DANIEL A. DEMATTEO

Director since 2002 Age 70

Other Public Company Directorships: . Barnes & Noble Education, Inc. (since 2015) GameStop Committees: + None

Mr. DeMatteo is a director and Executive Officer, as appointed Cred Executive Officer from August 2008 to June 2010. H Officer from March 2008 to August 2008 Prior to March 200 to August 2008 of Operating Officer of the Company or our predecessor com

Director Qualifications: Mr. DeMattebo brings to the Board (and Its predicessor companies into the world's largest one of experience as an executive officer in the video game in Mr. DeMatteo has demonstrated a record of leadership, in with the Company in the roles of Executive Chairman, Vice (Chief Operating Officer, Mr. DeMatteo provides the Board au operations, strategy and business, including his perspective Company to its current industry-leading position. The entrepreneuraliti spirit and this extensive networks for contacts as we pursue new opportunities in our continued business

Director biographies with a general presentation of skills and experience

Our business is managed under the direction of our Board of Directors. Our corporate governance policies include Board membenshis qualifications and we atrive to have a Board with a mix of skills and experiences that, taken together, provide us with the variety and depth of knowledge necessary for effective oversight, direction and vision for the Company. The following matrix presents qualifications are septences the Board considered to recommend each director nomines for election.

			Theorem III.			Carstel H.		
Business experience in a senior leadership position provides the perspective and positical understanding of leading a business organization	•	•	•	•	•	•	•	•
Finance/laccounting experience pained from experience as a CEO, finance or accounting executive, or audit committee member is important because accountie financial reporting and effective internal controls are official to our success.	•		•	٠	•	•	•	•
International operations experience is useful in providing the insight and perspective necessary to maintain and grow our business outside of the U.S.	•	•	•	٠	•		•	•
Marketing or brand management experience is valuable because of the strategic importance of comsumer positioning and brand menagement in the specialty retail business.	•	•	•		•	•		
Other public company loant experience provides directors with the insight and perspective that onhances the Board's effectiveness	•	•	•			•	•	•
Retail experience provides an understanding of atrategic and operational issues facing specialty retail companies	•					•		•
Video game indusity experience is important to our success as the world's largest emrichannel video game retailer	•			•			•	
Weeless industry experience is important to our success as the argent AT&T authorized retailer	•		•					

Discussion of specific skills and

experience sought by the Board

Explanation why specific skills and experience sought by the Board

Skills Matrix

Hasbro Inc.

Hasbro uses a matrix to highlight each individual nominees' experience, while the biographies present a general overview of skills and experience.

The following chart highlights certain skills, experience and characteristics possessed by the nominees for election to the Board. Further information on each nominee's qualifications is provided below in the individual biographies.

9 (c. 1996) (c.	Bronfin	Burns	Cochran	Davis	Gersh	Goldner	Hassenfeld	Leinbach	Philip	Stoddart	West	Zecher
Experience												
Senior Management												
ndustry Background	•						•				•	
ales and Marketing												•
Strategic Planning		•		•				•				
ilobal Business		•	•		•		•	•	•	•	•	•
ligital Gaming/ Media/ Products												
alent Development												
orporate Governance										•		
inance/ .ccounting												
T/Technology iender	•		•					٠	•	3 .		•
fale	•	•					. Bronfin					
emale				-		ge: 58						



Kenneth A. Bronfin is Senior Managing Director of Hearst Ventures (the strategic investment arm of diversified media company Hearst Corporation), serving in this role since 2013. Prior thereto, he was President of Hearst Interactive Media since 2002. Prior thereto, Mr. Bronfin was Deputy Group Head of Hearst Interactive Media since 1996. Mr. Bronfin has been a director of the Company since 2008.

Director biographies with a general presentation of skills and experience

The Board has nominated Mr. Bronfin for election as a director because of his extensive expertise and experience in operational and executive roles in the media and digital services sectors, as well as his experience in strategic planning and corporate finance. Mr. Bronfin's experience includes serving in a number of executive positions where he was in charge of interactive media and digital businesses and where he led new business ventures, strategic investments and acquisitions in the digital content and media industries. Mr. Bronfin has experience serving on private and public company boards of directors. Mr. Bronfin possesses substantial knowledge, expertise and experience, including operations and business planning experience, in the media, digital products and digital services industries, including expertise in international media, advertising, marketing, and analyzing and anticipating consumer trends.



HCP, Inc.

HCP's matrix appears in a rich proxy summary, where it is augmented by biographical information and photographs of the nominees. HCP also explains why each skill is important to the Company, and presents an overview of the nominees' skills as a group.



THOMAS M. HERZOG Age: 55 Director Since: 2017 President and CEO, Director

HCP Committees: None

Mr. Herzog brings to our Board key executive experience in

the REIT industry, with vast leadership experience as a senior executive at two other publicly held REITs. His knowledge of the Company's daily operations as our President and Chief Executive Officer and former Chief Financial Officer, an extensive background in corporate finance, accounting and financial reporting, leadership ability and an industry-wide perspective all contribute to the leadership, implementation and execution of

 HCP's President and Chief Executive Officer and a member of the Board since January 2017. Executive Vice President and Chief Financial Officer from June 2016 to December 2016. Chief Financial Officer from April 2009 to May 2011.
 Chief Financial Officer of UDR, Inc. (NYSE: UDR), a multifamily

QUALIFICATIONS

our business strategy.

estate group.

PROFESSIONAL EXPERIENCE

REIT, from January 2013 to June 2016.
Chief Financial Officer at Apartment Investment and Management Company (NYSE: AIV), a multifamily REIT, from 2005 to 2009 and Chief Accounting Officer from 2004 to 2005.
Chief Accounting Officer & Global Controller and Finance Technical Advisor roles for GE Real Estate from 2000 to 2004.
Deloitte & Touche LLP audit department for 10 years, including a 2-ye ADDITIONAL QUALIFICATIONS Director biographies with a general presentation of skills and experience

Skills Matrix

 Individual skills presented in nominee chart in proxy summary

The table below summarizes some of the qualifications, skills and experience of our director nominees that led our Board to conclude that the nominees are qualified to serve on our Board. For a discussion of these qualifications and why they are important to our Board, see "Phoposal No. 1: Electrics of Directors—Director Qualifications, Skills and Experience."

			OMN	TTE	8				29 0	UDV	æ		
DIRECTOR NOMINEER		Auto -	Congenuation	Otematore	France	Flass Onemagery Management	PETCHined Extense Experiments	Public Company Execution	Public Company Base of Company	Prencial Experiment	Lapathagathery	Healthcare Industry	Investment Experime
Presider Age: 55	S M. HERZOG t and CEO, HCP, Inc. Since 2017					1	1	1	1	1		1	
Former Age 60	L HENRY Independent Sent Chairman of the Board, HCP, Inc. foe Chairman & CEO, Kimco Realty Corporation Simce 2004		•	Chue		1	1	1	1	1			,
Former I Age 70	2. GARTWEIGHT independent Jennest Coursel, SEC Since 2013	Chuil			•				1	,	,		~
Former Deutsch Ager 72	NE N. GARVEY independent Sobal Head of Corporate Real Estate Services, 8 Bark AG Sence 2007	•	Chair	•		1	1	1	1	1	1	No. 1	
hat the Company	. RHEN Independent will be best served by directors with a shance discussion. Each of the following		•	8		1	1	1	1	1			,
	g the risks facing the Company. s and challenges specific to the real estat		•		Chuir	1	1	1	1	1	1	1	

In addition to the core competencies noted above, our Board believes that the Company will be best served by directors with a wide array of talents and perspectives to drive innovation, promote critical thinking and enhance discussion. Each of the following additional qualifications meaningfully adds to our Board's depth. RISK OVERSIGHT/MANAGEMENT experience is critical to cur Board's role in overseeing the risks facing the Company.

REIT/REAL ESTATE EXPERIENCE is helpful for understanding the Company's strengths and challenges specific to the real estate investment trust ("REIT") and real estate industries.

PUBLIC COMPANY EXECUTIVE experience supports our management team through relevant advice and leadership. PUBLIC COMPANY BOARD/COMMITTEE experience provides essential comparison points for operations and governance. FINANCIAL EXPERTISE/LITERACY is valuable in understanding and overseeing our financial reporting and internal controls.

LEGAL/REGULATORY experience is relevant for ensuring oversight of management's compliance with U.S. Securities and Exchange Commission ("SEC"), New York Stock Exchange ("NYSE") and other regulatory requirements.

HEALTHCARE INDUSTRY experience is important for understanding the Company's strengths and challenges specific to the healthcare industry.

INVESTMENT EXPERTISE is important in evaluating our assets and portfolio as a whole



[NEW] In early 2018, our Board engaged an independent professional search firm to assist in identifying and evaluating diverse director candidates. Our Governance Committee considers diversity in gender, age, ethnicity, national origin, and professional and personal experience when reviewing potential director nominees, and strives to create diversity in perspective on the Board as a whole, when identifying and selecting nominees. We look forward to adding new perspectives and skills to our Board.

- Discussion of specific skills and experience sought by the Board
- Presentation of nominee skills as a group

Honeywell International Inc.

Honeywell presents the skills that the Board is looking for, and explains why they are relevant to the Company's business. A matrix includes skills, age and tenure, and director biographies highlight individual skills with icons.

			Bro	ad Set	t of Ba	ckgro	unds an	d Skills"					
ame	2018 Tenure	2018 Age	Senior Leader - ship	Indus- try	Global	Finan-		Other Pub. Co. Board Exper.	Risk MgmL	Innovation & Technology	Marketing		
. Adamczyk President & EO)	1	52	*	1	1				1	×		 Skill 	s Matrix
. Chico Pardo Lead Director)	18	68		*	*			×	×	×	×		
Angove	0	51	1	*	1					*	*		
. Ayer	3	63	1	×	1		1	1	1		1		
Burke	8	67	1	*		×	DIRECTOR SI	KILLS AND QU	ALIFICATION	S CRITERIA			
S. Davis	12	66	14	*	1	*	Senior Lead	fership Expe	rience				
Deily	12	72	1		1	_	Experience	serving as CE	EO or a senio				erience in core management areas,
Gregg	7	71			1	1							nagement and leadership loneywell function.
Hollick	- 14	72	1		1		Industry						
Lieblein	5	57	4	1	4	2							such as aerospace, automotive,
Paz	9	62	4		1	1				g of the issues f			ciency and worker productivity and
Washington	5	55	1		1		Global Expe	rience					
Director a focus o and area	sk so Ex sk so biogra	ills an ught t plana ills an ught t phies cific sl	kills	rience Board ny spec rience			Financial E) We believe ta and assessis controls. Ou accounting : set forth in I Regulated I Honeywell i impacted by have experis proactively v Public Com; Service on I governance	xpertise that an under the Company or director no and financial and financial near the New York ndustries/Ge s subject to a changes in t ance in regula with governm pany Board E he boards an practices an n, agenda se	standing of 1 's operating minees have reporting ar Stock Exchu wernment E broad array aw or regula ated industr- ents and ag Experience d board com d trends and	finance and finar and strategic pr relevant backing di several satisfi ange ("NYSE") lin Experience rol government tition in areas su ies, providing th encies globally.	ncial reporting p informance and round and exper- the "accountin and standards. regulations, and ch as safety, sec em with insight a public compani ard managemen	rocesses is imp to ensure accur ience in capital g or related fina d demand for its surity and energ and perspective ies provides an	mmercial, linguistic or simply culture ortant for our directors to monitor ate financial reporting and robust markets, corporate finance, nicial management expertise" criteri products and services can be y efficiency. Several of our directors in working constructively and understanding of corporate ween the board, the CEO and senior
DARIUS ADA	MCTVK	Procide	ont and (biof Ex	ecutive (Officer			ational In				nt program, we seek directors who ce, competition, financial, brand
100			Honeyw Scanning	Adam to Apr Techn ell Proces & Mobilit	ne Chairn czyk was nil 2016, M ologies (* ss Solutio y from 20	han upor Preside Ir. Adam PMT'], I ns from 08 to 20	h Mr. Cote's nt and Chie czyk server Prior to sen 2012 to 201 12. Mr. Adar reywell. Pri	retirement f Operating d as Preside ving as Pres 14. When he mczyk begar or to joining	at the 2018 Officer from nt and CEO ident and C joined Hon n at Honeyw Honeywell,	of Honeywell s Annual Meetin April 2016 to 1 of Honeywell P EO of PMT, Mr. eywell in 2008, well when Metro Mr. Adamczyk	g of Shareowne March 2017. Fre erformance Mi Adamczyk sen he became Pre slogic, Inc., whe held several ge	ers. Mr. om April 2014 aterials and ved as isident of ere he was	expertise in combining software Fis critical to opening and securing
Specific Qualifi • Senior leade • Deep unders Honewell	ications, and	e Chief E Inageme electrica Attribute s in glob	ent assign al enginee es, Skills al organia	ments at r at Gene and Expe tations, b	Ingersoll ral Electr rience oth large	ic. and sm	all					his career as	ur directors who have that expertise ind services.



International Business Machines Corporation

IBM's matrix highlights nominee skills, qualifications and diversity.



Kenneth I. Chenault

Retired Chairman and Chief Executive Officer, American Express Company, a financial services company

QUALIFICATIONS

- Global business, technology and information management experience as chairman and chief executive officer of American Express Company
- U.S. Government service (former member of the President's Council on Jobs and Competitiveness)
- Affiliation with leading business and public policy association (member of the executive committee of the Business Roundtable)
- · Experience as a university trustee
- · Outside board experience as a director of The Procter & Gamble Company and Facebook, Inc.

Mr. Chenault, 66, joined American Express in 1981 and was named president of the U.S. division of American Express Travel Related Services Company, Inc. in 1993, vice chairman of American Express Company in 1995, president and chief operating officer in 1997 and chairman and chief executive officer in 2001, a position he held until his retirement in early 2018. Mr. Chenault now serves as Chairman and Managing Director of General Cata Company and Facebook, Inc.

Director Skills and Qualifications

 Director biographies with a general presentation of skills and experience The IBM Board is composed of a diverse group of members, all leaders in their respective fields. All of the current directors have leadership experience at major domestic and international companies with operations inside and outside the United States or at academic or research institutions, as well as experience on other companies' boards, which provides an understanding of different business processes, challenges and strategies. Further, IBM's directors have other experience that makes them valuable members of the Board, such as public policy or regulatory experience that provides insight into issues faced by the Company.

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

IBM BOARD OF DIRECTORS - EXPERIENCE AND SKILLS OF DIRECTOR NOMINEES

					Deschird	Experience					
Current Director	Constaty or Academic Leadership	U.S. Busenero Operations	Gistal Buseress Operations	010	Specific Rule Charaght/Rule Matagement Exproure	Sectorology Cybertecurity or Digital	Hathory	Resources	Governmenty' Regulatory, Bustress Anoscietomic or Public Policy	Public Board	Garabel Elivric Diversity
Kenneth I. Chenault	ø	ø	ø		ø	ø		6	6	ø	ø
Michael L. Eskew	ø	ø	6		ø	ø	ø		ø	ø	
David N. Farr	6	6	6		ø	6			6	6	
Alex Gorsky	ø	6	6		ø	6	ø	ø	ø	ø	
Shirley Ann Jackson	ø				6	6	ø	ø	6	ø	ø
Andrew N. Liveris	ø	ø	6		ø	6		ø	ø	ø	
Huthare S. Olayan	ø	6	ø		ø	6		ø	ø	ø	ø
James W. Owens	6	6	6	6	ø	6		ø	6	6	
Virginia M. Romotty	ø	6			ø	6	ø	ø	ø	ø	ø
Joseph R. Swedish	ø		6		ø	6	ø	ø	ø	ø	
Sidney Taurol	ø	6			ø		ø	ø	6	ø	
Peter R. Voser	ø	ø	6	ø	ø	ø	ø		ø	ø	
Frederick H. Waddell	6	e	6		ø		ø	6	6	0	

Intel Corporation

Government, Legal, and Regulatory Experience

Public Company Board Experience

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



.

.

٠

. .



Kinder Morgan, Inc.

Richard D. Kinder

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

Director since October 1999; also from 1998 to June 1999

	e oerooer 1555, also iron	r isso to sume isss
Mr. Kinder is Director and Executive Chairman of KM Chief Executive Officer of KMI and its predecessors from June 2015. Mr. Kinder served as Director, Chairman and C Management, LLC ("KMR") from 2001 until November 20 Chief Executive Officer of Kinder Morgan G.P., Inc. ("KM as a Director, Chairman and Chief Executive Officer the g	1999 until he became Exe Chief Executive Officer of 014. He served as Director (GP") from 1997 until Jun	cutive Chairman in Kinder Morgan r, Chairman and e 2015. He served
Partners, L.P. ("EPB"), from May 2012 until January 1, 20 Executive Officer of KMI and its former public subsidiarie strategy, operations and finances that is unmatched. In add significant equity ownership in our company aligns his eco- investors.	Our Board believes that diver geography, is an important attribu Governance Committee is respons recommending, as necessary, meas viewpoints, backgrounds, skills, ex comprised of directors with experi	sity, including race, gender, culture, skills, experience, thought and
 Director biographies with a general presentation of skills and experience 	Industry/Operational Experience	Directors with senior leadership experience in the energy storage and transportation industry add valuable perspective on operational matters, assessment of business opportunities and other issues specific to the company's business.
	CEO or Senior Officer Experience	Directors who have served as a CEO or another "C-Level" executive of a publicly traded entity or large private company, or who have overseen a substantial business segment of a company, have developed judgment, perspective and independence of thought that is important to the Board's strategic decision making process.
Discussion of specific skills and experience sought by the Board	Service on Other Public Company Boards	Directors who currently serve or have served on the boards of other publicly traded entities or large private companies provide experience and perspective to our Board regarding best practices in governance and the function of the Board.
Explanation why specific skills and experience sought by the Board	Accounting and Financial Reporting Expertise	Directors with an understanding of accounting and financial reporting matters lead our Audit Committee, and provide perspective with respect to assessing our financial performance and monitoring the integrity of our financial reporting process.
	Corporate Finance Expertise	Directors with experience in corporate finance assist in evaluating our capital structure and advise on capital markets transactions and other financing related strategies for generating value for our stakeholders.
	Capital Allocation Expensie	The company's ability to generate value for stakeholders also depends on its ability to strategically and responsibly allocate capital, including on expansion projects, acquisitions and divestitures. Accordingly, directors with experience in such capital allocation activities provide valuable insight in the Board's decision making.
Skills Matrix	Regulatory and Environmental, Health and Safety Expertise	Portions of our businesses are heavily regulated, and operating our business in compliance with applicable laws and with a view toward the preservation of the environment is critical. Directors with experience in regulatory, environmental, health and safety matters assist in ensuring that we operate in accordance with best practices regarding regulatory and environmental matters and that the environmental matters weight and the board decision

Director Skills Matrix

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

actions in which the company engages and the ordinary of its business frequently involve complex legal tions. Directors with a legal background supplement the ur General Counsel's staff and provide valuable insight in legal risk.

ent and safety are properly weighed in Board decision

whose race, ethnicity and gender may be esented on corporate boards bring an important diversity tive to the Board.

Leucadia National Corporation

Leucadia National presents an exhaustive matrix that includes skills & experience, demographic background, age and ethnicity.

Biographies of Directors Linda L, Adamany Director since 2014 Ms. Adamany's financial and operating executive experience in multiple industries brings the perspective of an experienced leader, particularly to our oil and gas and mining businesses. Her additional experience serving on the boards of directors and committees of public companies, including an ethics committee

and audit committee as chair, as well as previous compensation and corporate governance committees experience, qualifies her for service on our Board. Ms. Adamany served in several capacities at BP plc from 1980 until her retirement in August 2007, most recently

Ms. Adamany served in several capacities at BP plc from 1980 until her retirement in August 2007, most recently from April 2005 until August 2007 as a member of the five-person Refining & Marketing Executive Committee responsible for overseeing the day-to-day operations and human resources management of BP plc's Refining and Marketing business segment. She also served as Executive Assistant to the Group Chief Executive from October 2002 until March 2005 and as Chief Executive of BP Shipping from October 1999 until September 2002.

Ms. Adamany serves as a director of Coeur Mining Inc., the largest U.S. based silver and gold producer and listed on the NYSE, and is Chair of its Audit Committee and a member of its Environmental, Health, Safety and Social Responsibility Committee, Ms. Adamany also serves as a director and member of the Audit and Safety, Assurance and Business Ethics Committee of Wood, a global leader in the delivery of project, engineering and technical services to energy and industrial markets listed on the London Stock Exchange. Ms. Adamany also serves as a director of BlackRock Institutional Trust Company and previously served on the board of directors of AMEC Foster Wheeler plc, a consultancy, engineering, project management, operations & construction services, project delivery and specialized power equipment services company, from October 2012 until October 2017, as well as National Orid plc, an electricity and gas generation, transmission and distribution company, from November 2006 until October 2012. Director biographies with a general presentation of skills and experience

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

Board Skills & Experience and Demographic Matrix

	Linda			W. Patrick					Michael		Joseph
Skills & Experience	Adamare		Horges.	Campbell		glandler					
Audit & Financial Expertise	X	X.		- X	X		X	X		X	X
Corporate Strategy & Business	1		·		Same?	1	1.01	Same	1.1		
Development	X	х.	X	×	X	- 8	x	X		X	X
Corporate Governance	X	x	X		X	- 8	X	X	X	x	X
Ethics Social Responsibility Oversight	X	1 - 1 - mail			x	X	x	X	1000	×.	X
Financial Services (Incl. Asset Management & Investment Banking)		x	x	()	x	x	x	x	x	x	x
International Business & Operations	8	X		28	x	x	1.	x	1		X.
Leadership & Management	X	X	X	8	x	X	. X	X	8	X	X
Mergers & Acquisitions	- X -	X.	x	- X -	× .	X	1	x	1.0	X	x
Private Equity		x	· X ·		x	X	- X		x		
Risk Oversight	X	X		8	x	X	X	X	X	x	×.
Expertise in Portfolio Company Related Industry	x	x	x	x	x	x	x	x	x	x	x
Demographic Background											
Board Tenure (Yr Joined)	2014	2013	2013	2013	2013	2013	2013	2004	2013	2013	1978
Years on Board	- 4	5	4	5	5	5	5	14	5	5	39
Gender	1 1			1							2
Malo	-	8	X .	X	X	X	X	X		X	· X
Female	X										
Age											
At April 1, 2018	66	58	66	72	62	56	73	74	72	62	
Race/Ethnicity					1.						
African American Black			X		0				V		-
Asian, Hawaiian, or Pacific Islander	-		1.12		1	· · · · · · · · · · · · · · · · · · ·		1.000			
White Caucasian	8	- X			× -	X	- X -	X	- 8	X	× *
Hispanic Latino	1		· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·			-				2
Native American								1.000	0	-	Q
Other											
Number of Non-Portfolio Company Outside Public Boards	2	1	4	.0	0		1	.0		•	1



Macerich Company, The

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

Introduction: How Our Board Composition is Aligned with our Strategy

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

Discussion of specific skills and experience sought by the Board

retail;

- · commercial real estate;
- · finance, capital markets and investments;
- · business operations;
- · transactions:
- · risk oversight and management; and
- · digital.

Director Biographical Information

The following provides certain biographical information with respect to our nominees for director as well as the specific experience, qualifications, attributes and skills that led our Board to conclude that each director should serve as a member of our Board of Directors.

Summary of Board Experience

	Skills Matrix	38% of independent directors and 30% of our Board are women		3.75 years independe Bo		WS ON OUT		ß		f independ nancially l	lent directo literate	93
			Peggy Alford	John Abchuler	Eric Brandt	Edward Coppela	Steven Hash		Diana		Steven Soboroff	Andrea Stephen
		Chief Executive Officer/President/Founder	x	x	X	X	X				x	
		Chief Financial Officer	X		X				x	X		
		Retail and/or Commercial Real Estate		X		X	X	x	X	X	X	X
		Financial Literacy	X	X	X	X	X	X	x	X	X	X
		Finance/Capital Markets/ Investment		X	x	X	X	x	x	x	X	X
		Business Operations	X	X	X	X	X	x	x	X	X	X
		Risk Oversight/Management	X	X	X	X	X	X	X	X	X	x
		International	X	X	X		X					x
Peggy Alford		Transactional Experience	X		x	X	x	x	x	X	X	X
Independent Director Nominee		Digital Expertise	X		x							
		New Since 2012	X	X	x		X	x		X	X	x
Director Since: 2018 Age: 47												

Board Committees: Audit

Principal Occupation and Business Experience:

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

Key Qualifications, Experience and Attributes:

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

Director biographies with a general presentation of skills and experience

Marathon Oil Corporation

To define precisely "what experience means", Marathon Oil uses footnotes to its skills matrix.

P	 Former Executive Chairman ar company, St. Louis, MO (Executive)
E	Chief Executive Officer, Peabs President, Peabody (2003-200) Chief Executive Officer - Ener President and Chief Executive President, Kennecott Minerals Joined Kennecott in 1977 and
	CURRENT PUBLIC COMPANY Monsanto Company
24	 Newmont Mining Corporation PUBLIC COMPANY BOARDS I Peabody (former chairman and

Gregory H. Boyce Director since: 2008 Age: 63

PRIOR BUSINESS EXPERIENCE

- man and Chairman, Peabody Energy Corporation, a private-sector coal (Executive Chairman in 2015 and Chairman 2007-2015)
- Peabody (2006-2015); Chief Executive Officer Elect, Peabody (2005); 3-2008); Chief Operating Officer, Peabody (2003-2005)
- Energy, Rio Tinto pl (2000-2003)
- cutive Officer, Kennecott Energy Company (1994-1999)
- inerals company (1993-1994)
- 7 and served in positions of increasing responsibility PANY BOARDS
- **RDS DURING THE PAST 5 YEARS**
- ian and executive chairman)
- **OTHER POSITIONS**
- · Trustee, Heard Museum
- · Advisory Council, University of Arizona's Lowell Institute of Mineral Resources
- · Business Council Member and past board member, U.S.-China Business Council · Past chairman, National Mining Association and Coal Industry Advisory Board of the International Energy Agency
- · Past member, National Coal Council and Past trustee, Washington University of St. Louis EDUCATION
- B.S. (mining engineering), University of Arizona
- · Advanced Management Program, Graduate School of Business at Harvard University

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

Skills Matrix

Name	Age (as of April 1, 2018)	Tennre	Outside Public Boards	Co. CEO (1)	Financial Oversight/ Accounting (2)	E&P Industry Experience (3)	Engineering Expertise (4)	Public Policy/ Regulatory (5)	HES Experience (6)	International (7)	Risk Mgmt. (8)
Dennis H. Reilley	65	15	2	×	×	×		×	×	×	×
Lee M. Tillman	56	4	-	×	*	×	×	×	×	×	×
Gregory H. Boyce	63	9	2	×	×		×	×	×	×	×
Chadwick C. Deaton	65	3	3	×	×	×		×	×	×	×
Marcela E. Donadio	63	3	2		×	×		×		×	×
Douglas L. Foshee	58	-	-	×	×	×		×	×	×	×
M. Elise Hyland	58	-	-		×		×	×	×	×	×
Michael E.J. Phelps	70	8	1	×	*			×	×	×	×

(7) Experience working as a CEO of a public company

(2) Senior executive level experience in financial accounting and reporting, auditing, corporate financing and/or internal controls or experience in the financial services

⁽³⁾ Experience as executives or directors or in other leadership positions in the exploration and production industry

⁽⁰⁾ Expertise through relevant undergraduate or graduate education

(9) Experience in or a strong understanding of the regulatory issues facing the oil and gas industry and public policy on a local, state and national level

(9) Experience in managing matters related to health, environmental, safety and social responsibility in executive and operating roles

⁽⁷⁾ Global business or international experience

⁽⁰⁾ Executive experience managing risk



Marsh & McLennan Companies, Inc.

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



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

We believe Mr. Anderson's qualifications to sit on our Director Skills and Experience partner serving insurance and insurance brokerage er global professional services organization.

The chart below identifies the five principal skills that the Directors and Governance Committee considered for each director when evaluating that director's experience and qualifications to serve as a director. In addition, the chart provides descriptions for each area of expertise. Additional information about each director's background, business experience and other matters, as well a description of how each individual's experience qualifies him or her to serve as a director of the Company is provided under the heading "Item 1-Election of Directors" beginning on page 13.

à

8 3

2

Leadership	٠	•	•	•	٠	•	٠	•	٠	٠	٠	•
Business and strategic management experience from service in a significant leadenthip position, such as a chief executive officer, chief financial officer or other senior leadenthip role.												
Financial Background and experience in finance, accounting, banking, capital markets, financial reporting or economics.	•	•	•	•	•	•	•	•	•	•	•	•
Industry Experience in the Company's businesses and industries, including insurance, insurance and reinsurance brokerage, consulting and healthcare.	•		•	•			•		•			•
International International background or global experience, including in growth markets.		•	•	•	•	•	•			•		
Technology Experience in technology, innovation or cybersecurity, particularly as a senior executive.					•		•				•	
Corporate Governance & Responsibility Experience with governance principles or corporate responsibility initiatives, including sustainability and diversity and inclusion.	•	•						•		•		•
Government Relations & Regulatory Experience with government relations, regulatory matters or regulated industries and political affairs.		•		•		•		•	•		•	
Risk Management Experience in risk management, strategic planning or compliance.	•		•		•	•		•	•	•	•	•

Discussion of specific skills and experience sought by the Board

Skills Matrix

Murphy Oil Corporation

Murphy Oil presents a skills matrix and a general overview of nominee expertise in each director biography.



T. JAY COLLINS Houston, Texas Age: 71 Director Since: 2013

Board Committees

 Executive Compensation Nominating & Governance

Principal occupation or employment · President and Chief Executive Officer, Retired, Oceaneering International, Inc., since May 2011; President and Chief Executive Officer, Oceaneering International, Inc., from May 2006 to May 2011

- Certain other directorships
- Houston, Texas
- Oceaneering International, Inc.
- **Director biographies** with a general presentation of skills and experience

4

Mr. Collins has extensive knowledge o Board of Directors Skills and Expertise Matrix Executive Officer of Oceaneering Inter The matrix below represents the diverse set of skills and expertise represented on the Company's Boards Among other qualifications, Mr. Collins

Skills Matrix

Skills and Expertise	Dening			Dickerson	Keller	Kelley		Murphy			Sugg	
Former CEO	•	•		•	•							
Senior Management		•	•	•	٠	•	•	•		•	•	•
Accounting/Audit			1.1	•				•		•	•	•
Finance/Banking		•						•		•		
Corporate Governance	•			•			•	•	•		•	
Law	•		•							•		
Government Relations/Public Policy	•			•			•				•	
Industry	•	•	•	•			•	•	•	•	•	•
Operations		•		•			•	•		•	•	•
Environment, Health & Safety	•		•	•	•		•		•	•	٠	•
Business Development and Corporate Strategy		•						•				
Human Resources/Compensation	•	•		•	•		•	•		•	•	
Board of Directors	•		•	•			•	•	•	•	•	•
Risk Management		•		•				•		•		•
International Business												

Nabors Industries

TANY

2017 Age: 6

Other Board

Nabors presents a skills matrix and a general overview of nominee expertise in each director biography.

YA 3. BEDER	May 2012, where she chairs member of the Audit and Corn CEO of SBCC Group, Inc. (independent advisory firm institutional investors, large 1 problems under crisis and pr served since 2011 on the boc View, California, where she i Committee. Previously, Ms. Management LLC, a 526 bill York, Managing Director of C	nember of the CYS Investments, Inc. Board of Director the Nominating and Governance Committee and is spliance Committee. She currently serves as the Chaim "SBCC", which she founded in January 1987. SBC whose projects include assisting corporate mana inancial firms and other clients in solving complex i oviding strategic advice to seize opportunities. Ms. Be nd of the American Century mutual fund complex in N bakins the Risk Committee and is a member of the I Bader was the Chief Executive Officer of Tribeca on dollar fund with operations in Singapore, London, a Saxton Associates LLC, a \$10 billion asset manageme	also a han and C is an gement, inancial der has fountain Portfolio Giobal nd New	•	with a prese	a genei	n of skills
62	and President of Capital Ma spent time in various position	Records and the second	Beder	Crane	Kotts	Linn	Petrello
mittees: Audit, Risk	she was a part of the first tea	Skills & Experience	and the second			- Allenander	
sight, and nology and Safety	rate swaps, caps, collars, acquisitions team in New Y	Board of Directors Experience	1	1	~	1	1
nology and catery	President's Circle of the Natio	Oilfield Services Industry Experience			1	1	1
r Public Company	of Sciences on the Board of	Drilling				1	1
ds: 1	the Advisory Board of the Mathematical Finance Adviso	Oil and Gas		1	1	1	1
	Applied Mathematics at UC	CEO / Business Head	1	1	1	1	1
	Association of Quantitative F	International	1	1	1	1	1
	appointed Fellow of the Inte course on finance and finted	Finance / Capital Allocation	1		1	1	
	and philosophy from Yale Uni	Financial literacy / Accounting	1	1	1	1	1
		Investment Banking	1	1	1		
		Manufacturing			1		1
	Skills Matrix	Corporate Governance	1	1	1	1	1
		Technology / Systems	1				1
		Logistics		1			
		Academia/Education	1	9		1	
		Board Tenure	10			100000	
		Years	1	6	5	6	27

Skattum

J

J 1

1

1

4

8

Yea



National Oilwell Varco, Inc.

National Oilwell Varco presents a skills matrix with background information, and a general overview of nominee expertise in each director biography.

CLAY C. WILLIAMS, 55



Mr. Williams has been a Director of the Company since November 2013 and Chairman of the Board since May 2014. Mr. Williams has served as the Company's Chief Executive Officer since February 2014 and as the Company's President since December 2012. Mr. Williams served as the Company's Chief Operating Officer from December 2012 until February 2014. Mr. Williams previously served as the Company's Executive Vice President from February 2009 and as the Company's Senior Vice President and Chief Financial Officer from March 2005, until December 2012. He served as Varco's Vice President and Chief Financial Officer from January 2003 until its merger with the Company on March 11, 2005. From May 2002 until January 2003, Mr. Williams served as Varco's Vice President Finance and Corporate Development. From February 2001 until May 2002, and from February 1997 until February 2000, he served as Varco's Vice President—Corporate Development. Mr. Williams serves as a director of Benchmark Electronics, Inc., a company engaged in providing electronic manufacturing services in the United States and internationally.

 Director biographies with a general presentation of skills and experience

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

	Armstrong	Donadio	Guill	Hackett	Harrison	Mattson	Meyer	Thomas	Williams
Skills & Experience									
Operations	•			•	•		•	•	
International business		•		•	•	•	•	•	•
Risk Management	•	•	•	•	•	•	•	•	•
Financial expertise/literacy	•	•	•	•	•	•	•	•	•
Strategic planning	•	•	•	•	•	•	•	•	
Oil & gas industry	•	•	•	•	•	•	•	•	•
Engineering/technology				•	•	•	•	•	•
Sales/marketing	•		_	•	•	•		•	
Background									
Age	59	63	67	64	70	66	60	65	55
Year joined Board	2005	2014	1999	2016	2003	2005	2017	2015	2013
Independent	•	•	•	•	•	•	•	•	

Occidental Petroleum Corporation

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



experience sought by the Board

CORPORATE GOVERNANCE contributes to the Board's understanding of best practices in corporate governmence matters	•			•	•					•	•
ENVIRONMENTAL HEALTH, SAFETY & SUSTAINABILITY contributes to the Baerly oversight and understanding of DKS and sustainability issues and their relationship to the company's builtees and statings	•			•	٠		٠		٠		•
EXECUTIVE COMPENSATION contributes to the Board's ability to attract, motivate and retain executive takent	•			•	•	٠		٠	•	٠	
FINANCE/CAPITAL MARKETS valuable in evaluating Occidental's financial statements, capital structure and feancial strategy (dividendu/stock inputchases/financing)		•	•	•				•		•	•
FINANCIAL REPORTING/ACCOUNTING EXPERIENCE official to the oversight of the company's financial statements and financial reports		•	•			٠	٠	٠	•	٠	•
GOVERNMENT, LEGAL & REGULATORY contributes to the Board's ability to interpret regulations and understand complex legal matters and public policy issues	•	٠			٠	•	٠			٠	٠
NDUSTRY BACKGROUND contributes to a deeper understanding of our business strategy, operations, wy performance indicators and competitive environment			•	•			•	٠	٠		
NTERNATIONAL EXPERIENCE philoaf to cultivating and sustaining business and governmental relationships internationally and providing ownsight of our multinational operations	•	•				٠	٠		٠		
NVESTOR RELATIONS contributies to the Board's understanding of investor concerns and perceptions		٠			٠	٠		٠			٠
PUBLIC COMPANY EXECUTIVE EXPERIENCE certributes to the Board's understanding of operations and business strategy and demonstrated leadership ability		•	٠	•	٠	•	٠	•	٠		
REX MANAGEMENT contributes to the identification, assessment and prioritization of risks facing the company	•	•	٠	•	•	•	•	•	٠	•	•
TECHNOLOGY,CYBER SECURITY contributes to the Board's understanding of information technology and other security risks			•							•	



PepsiCo, Inc.

In the Proxy Summary, PepsiCo presents an overview of nominee skills as a group. An individual skills matrix then precedes the director biographies, which present a general overview of each nominees' skills and qualifications.

Skills and Qualifications

Shona L. Brown

Director Since: 2009 Age: 52 Independent Committee Memberships: Compensation Out Public Policy and Sustainability



Shona L. Brown served as a Senior Advisor to Google Inc., an Internet search and advertising technologies corporation, from 2013 to 2015. Dr. Brown served as Senior Vice President of Google.org, Google Inc.'s philanthropic arm, from 2011 to 2012. Dr. Brown served as Google Inc.'s Senior Vice President; Business Operations from 2006 to 2011 and Vice President, Business Operations from 2003 through 2006, leading internal business operations and people operations in both roles. Previously, Dr. Brown was a partner at McKinsey & Company, a management consulting firm. Dr. Brown also currently serves on the boards of several private companies and several nonprofit organizations (including The Nature Conservancy, Code for America, the Gladstone Foundation, and the

Center for Advanced Study in the Stanford University).

Other Public Company Directors · Current: Atlassian Corporation pla Previous (During Past 5 Years): 1

Discussion of specific skills and experience sought by the Board

Skills Matrix

The chart below summarizes the notable skills, qualifications and experience of each director nominee and highlights the balanced mix of skills, qualifications and experience of the Board as a whole. These are the same attributes that the Board considers as part of its ongoing director succession planning process and aligns with the needs of PepsiCo's long-term business strategy. This high-level summary is not intended to be an exhaustive list of each director nominee's skills or contributions to the Board.

Dr. Brown brings to our Board of Directors broad knowledge

perspective regarding the rapidly changing digital landscape

gained from her extensive experience at a world-recognized

global technology leader, Google: Dr. Brown also provides

PepsiCo with the unique perspective of building innovation

brings a deep expertise in building organizations optimized

PepsiCo as we address similar issues in an environment of

evolving consumer preferences and regulatory initiatives.

operations) at Google. In addition, through her business

experience at Google and McKinsey & Company, she

for adaptability, growth and innovation, which benefits

into business and people operations (including sustainability

of information technology and social media and a critical

Skills/Qualifications/ Experience	Shona	George	Conde	Lan Cook	Disa Dublos	Richard Fisher	William	Indra Nacyl	David Page	Robert Pohlad	Daniel Vasella	Darren Walker	Alberto Weisser
Public Company CEO							•	•					
Financial Expertise/ Financial Community		•			•			•		•		•	•
Consumer Products			-										
Risk Management	1												
Public Policy						•	-					•	
Science/Medical Research/Innovation	٠								•				
Technology/Data Analytics/e-Commerce/ Disital Marketing/Cyber	•		•										
Developing and Emerging Markets/ International Residence	•	•	٠	•	•		•	٠				•	•
Diversity			•			- (1.	•			1	•	

Balanced Mix of Skills, Qualifications and Experience



Director biographies with a general presentation of skills and experience

Phillips66

Phillips66 describes in some detail the skills sought by the Board, and why they are important to the Company. A skills matrix also includes demographic information.



Mr. Ferguson retired as Chairman of Eastman Chemical Company in 2010 and as CEO of Eastman in 2009. He became the Chairman and CEO of Eastman in 2002. He served on the board of NextEra Energy, Inc. from 2005 to 2013 and currently serves on the board of Owens Corning.

Director Qualifications: Mr. Ferguson has over 30 years of leadership experience in international business, industrial operations, strategic planning and capital raising strategies. Director biographies with a general presentation of skills and experience

4

J. Brian Ferguson Age 63

Director since April 2012

The table below provides information on the directors' qualifications, skills, characteristics and experience.

Skills Matrix

	MR. ADAMS	MR. FERGUSON	MR. GARLAND	MR. LOOMIS	LOWE	MFL MCGRAW	MS. RAMOS	MR. TRJON	MS. TSCHINKEL	WHITTINGTON
Experience (Skills and	Qualificatio	oms)								
Public Company CEO			~			-	~	~		
Financial Reporting	~	~	~	~	~	~	~	~	~	
Industry	~	~	~		~		~	v		~
Global	*	~	~	~	~		~	~	*	~
Environmental	~	~		~	*		~	~	~	~
Risk Management	~	-	~	~	-	~	~	~	-	~
Demographic/Backgro	bund									
Independent	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Gender	Male	Male	Male	Male	Male	Male	Female	Male	Female	Female
Tenure (years)	1.4	5.9	5.9	5.9	5.9	5.9	14	5.9	5.9	5.8
Age (years)	67	63	60	69	59	69	61	69	70	70

experience. We log Skills and Qualifications We Seek in Directors

In evaluating potential candidates for nomination to the Board, as well as evaluating the Board's overall composition, the Nominating Committee and the Board consider several factors. All directors are expected to possess the highest personal and professional tells, integrity and values and the committed to representing the long-term interests of the Company's shareholders. Directors also are expected to devote sufficient time and effort to his or her duties as a director.

Discussion of specific skills and experience sought by the Board

qualification, chara

Explanation why specific skills and experience sought by the Board The Nominating Committee believes that the Board should reflect a range of talents, ages, skills, experiences, diversity, and expertise sufficient to provide sound and prudent guidance with respect to the Company's strategic and operational objectives. Although the Board does not have a separate policy on diversity. It desires to maintain a diverse membership and considered diversity when seeking nominees. In addition to the fundamental skills and qualifications discussed above, the following are key skills and qualifications considered in evaluating director nominees and Board composition as a whole. The Board determined that a mix of these skills and qualifications provides the composition necessary to effectively oversee the Company's execution of its strategy of delivering profitable growth, enhancing returns on capital and growing distributions to shareholders, underpinned by operational excellence and a high performing organization.

- CEO experience. We seek directors with public company CEO experience. We believe individuals with CEO experience have valuable insights and a practical understanding of organizations, processes, strategy, risk and risk management and the methods to drive change and growth. Through senice as top leaders at other organizations, directors with CEO experience bring valued perspectives on common issues affecting publicly traded companies such as Phillips 66.
- Financial reporting experience. The Company measures its operating and strategic performance such as Phillips 66.
 financial targets. In addition, accurate financial reporting and robust auditing are critical to the Company's success. As a result, we believe it is important that directors have finance and financial reporting experience, We seek to have multiple directors who qualify as audit committee financial experts. We also expect all of our directors to be financially knowledgeable.
- Industry experience. We believe that experience as an executive, director or other leadership position in the energy industry is an important qualification for service on the Board. Individuals with specific industry experience bring pertinent background and knowledge to the Board, providing valuable perspective on issues specific to the Company's business.
- Global experience. We are a global company. As such, we seek directors that have global business or international experience. This experience enables them to provide valuable perspectives on our operations and oversee strategic inflatives.
- Environmental experience. We seek directors who have experience within the environmental regulatory field. We
 implement policies and conduct operations to ensure that our actions today still provide the energy mediad to drive
 economic growth and social welbeing: while also securing a stable and healthy environment for temorerse, individuals
 with an understanding of environmental regulations provide insight to help guide the Company in its mission of providing
 energy and improving lives.

PPL Corporation

PPL presents a matrix, and blended overview of the nominees' skills as a group.

Adkins Comway

1

1

1 1 1 1 1 1 1 1 1 1

1

1 1

1

Elliott Rajam

1 1

1

1 1

1 1

1

1

8

1 1 1

1

1

1

1

1

1 1

1 1 1

1

1

1

1 1

1 1

Age: 59 Director since: 2014 Independent Director	S	Avnet, Inc. PayPal Holdings, Inc. United Parcel Service, Inc. W.W. Grainger, Inc. Former Public Directorships within the Last Five Years: Pitney Bowes Inc. (2007-2013)	 Director biographies with a general presentation of skills and experience 	
Ir. Adkins is President of 3RAM Group, LLC, i becember 2014 as a Senior Vice President of I tegrated technology and consulting company. corporate Strategy at IBM. Prior to assuming th echnology Group at IBM, a position he held as ind manufacturing for the Systems and Techno 3-year career with IBM, Mr. Adkins held a num nanager of Desktop PC, UNIX Systems and Pc	International Business Machines Until April 2014, Mr. Adkins sen at role in 2013, he was Senior V noe 2009, and was previously Se logy Group at IBM, a position he ber of product management and	coperty management firm. He retired in Corporation, or IBM, a globally ved as Senior Vice President of foce President of the Systems and enior Vice President of development b held since 2007, In his more than d executive roles, serving as general		
Experience and Qualifications. Having serv rovides critical insight to our Board in emergi				
hain management.	Board Skills			
		ness Perspective		10 (100%
	Global Busin Customer Relationship	ess Perspective s and Marketing	8 (80	
	Global Busin Customer Relationship Public Company B	ness Perspective sand Marketing coard Experience	7 (70%)	
hain management.	Global Busin Customer Relationship Public Company B Re	ness Perspective Is and Marketing oard Experience egulated Industry	7 (70%) 5 (50%)	
hain management.	Global Busin Customer Relationship Public Company B Re Technology ar	ess Perspective as and Marketing oard Experience egulated Industry nd Cybersecurity	7 (70%) 5 (50%) 5 (50%)	
hain management.	Global Busin Customer Relationship Public Company B Re Re Technology ar Finance	ness Perspective as and Marketing oard Experience egulated Industry and Cybersecurity and Accounting	7 (70%) 5 (50%) 5 (50%) 4 (40%)	
hain management.	Global Busin Customer Relationship Public Company B Re Re Technology ar Finance	ess Perspective as and Marketing oard Experience egulated Industry nd Cybersecurity	7 (70%) 5 (50%) 5 (50%) 4 (40%) 4 (40%)	10 (100% %)
hain management.	Global Busin Customer Relationship Public Company B Re Re Technology ar Finance	ness Perspective as and Marketing oard Experience egulated Industry and Cybersecurity and Accounting	7 (70%) 5 (50%) 5 (50%) 4 (40%)	

Global Business Perspective

Technology and Cybersecurity

Finance and Accounting

Regulated Industry

Risk Management Environmental

CEO

Customer Relationships and Marketing

Public Company Board Experience

Range Resources Corporation

Range Resources presents a matrix, and blended overview of the nominees' skills as a group.

-	BRENDA A. CLINE
	Independent Director
10.40	Age: 57
	Director Since: 2015

Board Committees:

- · Audit
- · Governance and Nominating

Ms. Cline became a director in July 2015. Ms. Cline currently serves as Chief Financial Officer, Treasurer, and Secretary of the Kimbell Art Foundation, a private operating foundation that owns and operates the Kimbell Art Museum, Fort: Worth, Texas. From 1993 until 2013, Ms. Cline also served as a contract author for Thomson Reuters, Fort Worth, Texas. Before 1993, Ms. Cline held various positions with Ernst & Young LLP. Ms. Cline also serves on the board of certain non-profit entities including the Board of Trustees of Texas Christian University and the Pension Fund of the Christian Church. Ms. Cline is a certified public accountant. She received her Bachelor of Business Administration, Accounting degree, summa cum laude, from Texas Christian University.

Current Public Company Directorships: Tyler Technologies; American Beacon Funds; Cushing Closed - End Funds-

Public Company Directorships Within the Past Five Years: None

Key Attributes, Skills and Experience

Ms. Cline has extensive experience in a number of areas including accounting and finance. Her experience as a current: chief financial officer, her public accounting experience and her work as an independent board member are the primary factors in the Board having elected Ms. Cline as a Director of the Company and for the Governance and Nominating Committee's recommendation that she be nominated for election.

Presentation of nominee skills as a group

Director biographies • with a general presentation of skills and experience

DIVERSITY OF EXPERIENCE

The Board is committed to creating an experienced board with expertise in areas relevant to Range.



Each of the nominees for director is now a member of the Board of Directors, which met seven times during 2017. Each of the nominees for director attended at least 75% of the combined Board and Committee meetings held during the periods served by such nominee in 2017. We have provided below, key attributes, skills and experience that led the Board to conclude that the nominee should serve as a director. The table below summarizes, in no particular order, the primary experiences, qualifications and skills that our nominees for director bring to the Board.

Name	Leadership	Industry	Finance	Geoscience/ Engineering		Technology
Brenda A. Cline	~		~			
Anthony V. Dub	~		~			~
Allen Finkelson	~					
James M. Funk	~	~		~		
Christopher A. Helms	~	-			~	
Robert A. Innamorati	~		~			
Greg G. Maxwell	~	~	~			
Kevin S. McCarthy	~	~	-			
Steffen E. Palko	~	~		~		
Jeffrey L. Ventura	~	4		~		



salesforce.com, inc.

The titles in salesforce.com's matrix are uniquely tailored to the Company's activities.



 Discussion of specific skills and experience sought by the Board

Skills Matrix

Qualifications

he is on its Board of Trustees.

Mr. Benioff's vision and status as one of our founders, as well as his

Trustees, Mr. Benioff serves as the inaugural chair of WEF's Forum Center for the Fourth Industrial Revolution in San Francisco. Mr. Benioff also serves as chair of Salesforce.org. Mr. Benioff served as a director of Cisco Systems, Inc. from 2012 to 2014. Mr. Benioff received a B.S. in Business Administration from the University of Southern California, where

tenure a unique a sales, m	Board Members						
	Summary of Director Experience and Qualifications						
supports	The matrix below summarizes what our Board believes are desirable ty						

SUpports The matrix below summarizes what our Board believes are desirable types of experience, qualifications, attributes and skills possessed by one or more of Skills, ex Salesforce's directors, because of their particular relevance to the Company's business and structure. While all of these were considered by the Board in connection with this year's director nomination process, the following matrix does not encompass all experience, qualifications, attributes or skills of our directors.

	Eigenfloant bolinin bolinin experience in antheare industry	Esperience with cloud computing technology infractionters	Experience as CED or executive at a public company or other large ergenication	Esperience director of another public company	Landership asperieten in aslen and datribution	Landership experience in matering and brand building	Esperites in Anancial sistements and according	Landership experience in healthcare, an industry vertical ingonized to Bolestore.	Experience founding or growing new businesses dreatly or through worker apikal work.	1 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	Lasteritä apartesia productorita articlary	Lastenhig esperience international operations or relations.
Marc Benioff	1	1	4	1	1	1			1			1
Keith Block	1		1		1	1						1
Craig Conway	1	1	1	1	1	1	1		1			1
Alan Hassenfeld			1	1	1	1			1			1
Neelie Kroes				1						1	1	1
Coin Powell				1					1	1	1	1
Sanford Robertson				1	1		1		1			
John V. Roos				1					1		1	1
Bernard Tyson			1					1		1		
Robin Washington	1		1	1			1			1		
Maynard Webb	1	1	1	1					1			1
Susan Wejcicki	1	1		1						1		
Tractor Supply Company

Tractor Supply uses icons in their presentation of skills sought by the Board, in a skills matrix and across director biographies which highlight individual skills.



Union Pacific Corporation

Union Pacific defines the skills and experience sought by the Board, and presents a skills matrix.

•

Discussion of specific skills and experience sought by the Board

Explanation why specific skills and experience sought by the Board

The Committee utilizes the following list of skills, attributes and qualities that are particularly relevant to the Company when evaluating director nor

- · Economics/Finance Background in finance, banking, economics, and the securities and financial markets, both domestic and international;
- · Operations Knowledge or experience in the transportation industry, particularly the rail industry and rail operations;
- + Risk Management Experience Senior executive level experience in risk management, strategic planning or compliance acti
- · Customer Perspective A strong understanding of rail customer perspectives:
- Government and Regulatory Expertise Experience in regulatory, political and governmental alfairs or public service in legislative or executive positions in Washington D.C. or state government, especially in states where the Company has a significant operating presence.
- · Legal Possesses a law degree or experience in the legal profession:
- · International/Global Expertise An international background or global expertise given the significant rail interchange operations with Mexican and Canadian rail systems, along with the Company's extensive international marketing efforts:
- Wall Street Experience Background or experience with an investment or brokerage firm, investment backing or similar Wall Street financial expertise.
- · Technology Senior executive level or board experience in information technology, cybersecurity, information systems or information technology issues for a public or private entity
- · Investor Perspective A strong understanding of institutional investors;

Union Pacific Director Skills and Qualifications Matrix

: management experience gained from prior or current service as

												Prior or current service as a CEO or director at other publicly
	Andrew H, Card, Jr.	Errol B. Davis, Jr.*	Devel B. Dillor	Lance M. Fritz	Deborah C. Hopkinst	Jane N. Luna ⁴	Michael R. McCarthy	Thorse P. Mickey II	Bitanon K. Pater	Jose H. Wilerveel*	Number of Directory with Skill / Expension / Alticitude	
conomics/Finance — Bickground in Tinance, banking, economics, ind the securities and financial markets, both domestic and ternational	×	×	×		x		×		x		6/30	
perations — Knowledge or experience in the transportation dustry, particularly the rail industry and rail operations		8	X	х	x	×			×		6/20	
isk Management Experience — Senior executive level experience in A management, strategic planning or compliance activities	x	×	x	x	x	x	x	x	x	x.	10/10	
astomer Perspective — A strong understanding of rail customer respectives		x	x	х			x	x	×		6/30	
overnment and Regulatory Expertise — Experience in regulatory, bitical and governmental attains or public service in legislative or soutive positions in Washington D.C. or state government, especially states where the Company has a significant operating presence	×	x		x		x		x		- x-	6/20	
gal - Possesses a law degree or experience in the legal profession			X			Х				X	3/10	
ternational/Global Expertise — An international background or obal expertise given the significant rail interchange operations with excan and Canadian rail systems, along with the Company's trensive international marketing efforts	×	x			×	x		x	x	x	2/10	 Director biographies with a
all Street Experience — Background or expenence with an vestment or brokenage firm, investment banking or similar Wall met financial expertise					x		x	x			3/10	general presentation of skills an
choology — Senior executive level or board experience in formation technology, cybersecurity, information systems or formation technology issues for a public or private entity;					х	×					2/10	experience
vestor Perspective — A strong understanding of institutional vestors											Card, Jr.	
ED Experience - Business and strategic management experience ined from prior or current service as a chief executive officer		3					1		-		descent of the local division of the local d	e Chief of Staff
iblicly Traded Company Experience — Prior or current service as a E0 or director at other publicly traded comparise	х			6				Di	rect	or si	nce: 200	5
Director nominee with gender or ethnic diversity				1	4			Re	here	Con	mittees	Audit, Compensation and Benefits
ge (Years)	70			-	1							perience: Economics/Finance, Risk Management Experience

Tenure (Nears of Service)



Government and Regulatory Expertise, International/Global Expertise, Publicly Traded **Company Experience**

Mr. Card most recently served as the President of Franklin Pierce University from January 12, 2015 until August 1, 2016. Mr. Card previously served as the Executive Director of the Office of the Provost and Vice President for Academic Affairs at Texas A&M University from August 2013 to December 2014. From July 2011 to August 2013, Mr. Card served as acting dean of The Bush School of Government and Public Service at Texas A&M University, Mr. Card served as Chief of Staff to President George W. Bush from November 2000 to April 2006. Prior to joining the White House, Mr. Card served as Vice President-Government Relations for General Motors Corporation, one of the world's largest auto makers. From 1993 to 1998, Mr. Card was President and Chief Executive Officer of the American Automobile Manufacturers Association. Mr. Card served as the 11th Secretary of Transportation under President George H.W. Bush from 1992 to 1993. He also served as a Deputy Assistant to the President and Director of Intergovernmental Affairs for President Ronald Reagan. Mr. Card served on the board of Lorillard, Inc. from August 2011 to 2015.

Qualifications

We believe Mr. Card's skills, attributes and qualifications to sit on our Board include his extensive senior-level experience in the federal government and the transportation industry, his record of business leadership and his invaluable experience in economic and international affairs.

Skills Matrix

Unum Group

Unum uses a blended overview of director experience to present the skills sought by the Board and an explanation of why each is important to the Company. Unum also presents a matrix, and highlights specific nominee skills in the director biographies.

ualifications and Attributes	Theore.	E Mice H Bunting	Susan ~ Caultield	Josenn .	Cynthias .	Kenin r	limath.	Glonia c .	Richard a.	Romater - Mickenney	Francis , O'Hamley	Outlineur .	•	Skills Matrix	
Accounting/Auditing	•		•	•		-		•		•					
Business Operations														Discussion of energific skill	a and
Capital Management	•	•		•			•	•		•	•		•	Discussion of specific skill	
orporate Governance Leadership		•		•	•			•		•				experience sought by the	Board
inancial Expertise/Literacy		•	•	•	•			•	•	•			-	Explanation why specific s	kills and
ndependence	•	•	•	•	•		•	•		•	•			experience sought by the	
ndustry Experience		٠	•	•	•	•	•		•	•					
nternational		٠		٠			•		•	•	•		•	Presentation of nominee s	kills as a
nvestment Markets					•									group	
Other Recent Public Board Experience	•		•	•		•		•	•						
ublic Company Executive Experience	•	•	•		•					•					
tegulatory/Risk Management	•														
echnology			•					lificati Attrib			Rel	wance to U	num		Board Composition
emographic Background*	_		-				Acce	unting	Audit	ina -	We	operate in a	complex fir	nancial and regulatory environment with	
enure (Years)	5	11	0	2	4			Annang	Produce		disc	osure requi	ements, de	stailed business processes and internal contr	rols.
lge (Years)	59	71	59	61	62		But	ness 0	oratie	where	We	have signific	ant operati	ons focused on customer service, claims	11
iender (Male/Female)	Μ	Μ	F	Μ	F				Peruta	<u> </u>	mar	agement, s	ales, marke	ting and various back-house functions.	
Race/Ethnicity							Can	tal Mar	agen	tne	we	allocate cap	tal in variou	us ways to run our operations, grow our core e to shareholders.	10
African American/Black	•					1					DUS	nesses and	return value	e to shareholders.	**
Hispanic/Latino				٠				orate (ance	As a	public com	pany, we ex	pect effective oversight and transparency, a	and a
Caucasian/White		٠	٠		•		Lead	dership	5		our	stakenoider	oemand it		-
							Fina Liter	ncial Đ iacy	pertis	e/		business inv irements.	olves comp	olex financial transactions and reporting	10
							Inde	pende	nce		inde	pendent dir ntial in prov	ectors have iding unbia	no material relationships with us and are used oversight.	10
							Indu	istry Ex	perien	ce	rele	arience in th vant underst amics.	e insurance anding of o	and financial services industry provides a our business, strategy, and marketplace	8
Director biographies with a							Inte	rnation	al		exp	global ope insion, inter lenges.	rations in se national exp	everal countries and prospects for further perience helps us understand opportunities	and 6
specific skills and areas of	exp	ertis	е				Inve	stment	Mark	ets	We	manage a la nises to pay	rge and lon the future	g-term investment portfolio to uphold our claims of our policyholders.	4
								lic Com			Εxp	rience lead	ng a large,	widely-held organization provides practical arency, accountability, and integrity.	



Director since 2013

Mr. Bunting retired as the Group President, Utility Operations of Entergy Corporation, an integrated energy company, and previously served as Senior Vice President and Chief Accounting Officer for Entergy. He has extensive financial, accounting and operational experience as a senior executive with a public company in a regulated industry. Mr. Bunting has been a director at another publicly traded company, is an audit committee financial expert under SEC regulations, and is also a certified public accountant.

Career Experience

Age at Annual Meeting 59 Independent Director

Committees Audit Human Capital Entergy Corporation Group President, Utility Operations (2012-2017)

Senior Vice President and Chief Accounting Officer (2007-2012) Numerous executive roles with Entergy, which he joined in 1983

Public Company Board Experience

Imation Corp. (2012-2014)

Qualifications

Accounting/Auditing Business Operations Capital Management Financial Expertise/Literacy Other Public Company Board Experience Public Company Executive Experience Regulatory/Risk Management



nvironment requires us to develop policies manage compliance and risk.

ge customer data, deliver products and

Ventas, Inc.

Ventas presents a skills matrix which includes demographic information about each nominee.

Experience/\$kills	M. Barnes	J. Gellert	R. Glichrist	M. Lustig	R. Martino	W. Rakowich	R. Reed	J. Shelton	
Executive Experience (CEO)		×	×	×	×	×		~	
Financial/Accounting Experience		~	1	~	~	~	~	~	
SEC Financial Expert		 ✓ 	1	√	√	×	<	~	
REITs/Real Estate			1	√		✓			
Healthcare, Senior Housing	√	√	1	√			√	1	
Capital Markets			✓	√	✓	 ✓ 	~	✓	
Capital Intensive Industry			1	√		×	√	~	
Public Company Executive Compensation	~	~	~	~		×		~	 Skills Matrix
Government Relations/Experience	× -	1						1	
Technology						✓			
Legal	✓		1						
Sales & Marketing									
Not-for-Profit	√						√	~	
Strategic Planning	~	 ✓ 	1	 ✓ 	✓	✓	~	~	
International Operations						×			
ndependent	~	 ✓ 	~	~	 ✓ 	 Image: A set of the set of the	~	~	
Ethnic Diversity	× -		1		1	1 1		1 1	
Gender	F								Age: 5
Board Tenure (Yrs.)	3.7								Age: 3 Director since 201
Age (as of 2018 Annual Meeting)	54 M	lelody C. Ban	nes						Nominating Committee
ector biographies h a focus on ecific skills and was of expertise	Ad C Pr Bi H H d S S 20 LL fo C	spen Institute enter of the U rovost, Global arnes currenti ouse as Direc omestic policy enator Obama 005 to 2008 a LC. She also s r Senator Ker urrent Public	Forum for Con niversity of Vir I Student Lead tor of the Dom -making proce a's 2008 presid nd a Senior Fe served as Chie innedy from 196 c Company Di	nmunity Soluti ginia and a Di ership Initiativ director of Boc estic Policy ss for his adm lential campai llow at the Ce f Counsel to S 15 to 1998. rectorships:	ions. She also stinguished Fe es and a Seni vz Allen Hamil ouncil. In this inistration. Be gn. Ms. Barn nter for Ameri Senator Edwar	serves as Sen ellow at the Uni or Fellow at the ton Inc. (NYSE role, she prov fore joining the es was the Exe can Progress fi d M. Kennedy	ior Fellow and versity of Virg Robert F. Wis BAH). Fron ided policy an White House soutive Vice P rom 2003 to 2 on the Senate Allen Hamilto	d Compton Visit inia School of L agner School of n January 2009 d strategic advi s, she served as resident for Pol 005, and prior t	e domestic policy strategy firm, and Chair of the ing Professor in World Politics at the Miller aw. From 2012 to 2016, she served as Vice Public Service at New York University. Ms. to January 2012, Ms. Barnes served in the White ice to President Obama and coordinated the the Senior Domestic Policy Advisor for then- icy at the Center for American Progress from o that she was a principal in the Raben Group mittee from 1998 to 2003 and General Counsel BAH)

VEREIT, Inc.

VEREIT presents the skills sought by the Board and a skills matrix.

E-111	Carlot Contract of							
	Age: CEO and Director Sinc	68 #: April 2015					 Director biog 	graphies with
17	Positions:		e Officer and Director				a general pr	esentation of
1	Committee(s): Biography:	None	COLLEGE REG LARGENSE				skills and ex	perience
	through March 2015. He from Jamasy 2015 until Inc., a privately-held con to Jane 2013. From Jan Australian-based shopping Officer of Centro Proper Executive Officer and di York University's Real I Governors. Since June 2 Property Trost V, Inc. (* (CCTT II), Inc., and Cols served on the Board off and CCTT III, the "Cole externally managed by the 2018, the Company sold the closing of the transa REITs until an later than Education:	Match 2015, Previously amercial property and re- sary 2008 through Feb ins Concurst, Fern 20 irrector of New Plan Eco. Entrate Institute and the Y 015, Mr. Rofmon has al CCPT V ⁺), Cole Real E Office & Italiantial RE Directors of Cole Credit Office & Italiantial RE Directors of Cole Credit Pattern, Nr. Rofmon Feig Its investment managem	. Mr. Rofrano was 'presi al estate services compa- neary 2010, he served i f from Agril 2007 throw 00 until its acquisition I el Reaby Trust, a commo National Association of to served on the Board State Income Strategy () Property Trust IV, Inc. (Property Trust IV, Inc. served on the Board o prised part of his duties near buniarus, Cele Cap red as a director of CC	dent and Chief Execu- ny, and a member of i as Chief Executive O ugh January 2008. Ny Gento Properties O ercial retail REIT. He Real Estate Investme of Directors of the fi Daily NAVJ, Iac. (*) TI III''). Form June : (*)CCPT IV'' and colla d Directors of the Ca as Chief Executive O ital, to an affiliate of PI IV and agreed to	thre Officer of Cushm in Board of Directors is efficer of Centro Prop. Ir, Rufrano served as presently serves on th a Transt ("Neureit") Ad- blowing non-listed RE AVA''D, Cole Office & 2016 until February 20 cetively with CCPT V, de RETIs as they were fifteer of the Company efficer of the Company LCM Orroup, LLC. In	an & Walecfeld, term March 2010 erties Oroup, an Chief Executive userved as Chief in Source of New Visiony Board of The Cole Credit Industrial REIT 18, Mr. Rufmano INAV, CCIT II e sponsored and . On February 1, connection with	 Discussion 	of specific skills
	Mr. Rufrano received his Management and Real E	state from Florida Intern		irom Rutgers Universi	ty and his Masters of S	icience degree in		nce sought by
	Mr. Rufrano received his	state from Florida Intern ny Directorships: as a director of Ventas 10.	ational University.	I senior housing and			and experie	0,
	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since June 201 Skills and Qualification	state from Florida Intern ny Directorships: as a director of Ventas 10.	ational University.			investment trust	and experie the Board	
Age	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J.	state from Florida Intern ny Directorships: as a director of Ventas 10. Isi	ational University.	senior housing and Mary Hogan	healthcare real estate	investment trust	and experie the Board Skills Matrix	
Age Gender	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano	ny Directorships: as a director of Ventas 00. Hugh R. Frater	ational University. , Inc., a publicly traded David B. Henry	senior housing and Mary Hogan Preusse	healthcare real estate Richard Lieb	investment trust Mark S. Ordan	and experie the Board Skills Matrix	Julie G. Richardso
	Mr. Rufrano received his Management and Real E: Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68	state from Florida Intern ny Directorships: as a director of Ventas 10. ISI Hugh R. Frater 62	ational University. , Inc., a publicly traded David B. Henry 69	I senier housing and Mary Hogan Preusse 49	bealthcare real estate Richard Lieb 58	investment trust Mark \$. Ordan 59	and experie the Board Skills Matrix	Julie G. Richardso 54
Gender	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male	state from Florida Intern ny Directorohips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male	I senier housing and Mary Hogan Preusse 49 Female	healthcare real estate Richard Lieb 58 Male	investment trust Mark S. Ordan 59 Male	and experie the Board Skills Matrix Eugene A. Pinover 70 Male	Julie G. Richardso 54 Female
Gender Director Since	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015	I senier housing and Mary Hogan Preusse 49 Female	healthcare real estate Richard Lieb 58 Male	investment trust Mark S. Ordan 59 Male 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male	Julie G. Richardso 54 Female 2015
Gender Director Since Independent	Mr. Rufrano received his Management and Real E. Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V	A senier housing and Mary Hogan Preusse 49 Female 2017	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male	Julie G. Richardso 54 Female 2015
Gender Director Since Independent REIT / Real Estate	Mr. Rufrano received his Management and Real E. Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V
Gender Director Since Independent REIT / Real Estate Business Leadership Public Company	Mr. Rufrano received his Management and Real E. Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V
Gender Director Since Independent REIT / Real Estate Business Leadership Public Company Executive Public Company	Mr. Rufrano received his Management and Real E. Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V
Gender Director Since Independent REIT / Real Estate Business Leadership Public Company Executive Public Company Director	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V
Gender Director Since Independent REIT / Real Estate Business Leadership Public Company Executive Public Company Director Capital Markets	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V
Gender Director Since Independent REIT / Real Estate Business Leadership Public Company Executive Public Company Director Capital Markets Accounting / Financ	Mr. Rufrano received his Management and Real E Current Public Compan Mr. Rufrano has served ("REIT"), since Jone 201 Skills and Qualification Glenn J. Rufrano 68 Male 2015	state from Florida Intern ny Directoryhips: as a director of Ventas 10. 10. 10. 10. 10. 10. 10. 10.	tional University. Inc., a publicly traded David B. Henry 69 Male 2015 V V	A semier housing and Mary Hogam Preusse 49 Female 2017 ~ ~	healthcare real estate Richard Lieb 58 Male 2017 V	investment trust Mark S. Ordan 59 Male 2015 2015	and experie the Board Skills Matrix Eugene A. Pinover 70 Male 2015	Julie G. Richardso 54 Female 2015 V



C-48 Annex C: Skills matrix disclosures VERTEX PHARMACEUTICALS INCORPORATED

BACK TO CONTENTS

Vertex Pharmaceuticals Incorporated

Vertex presents the skills sought by the Company and explains how they align with strategy.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board

The key experience, qualifications, attributes and skills brought by our directors to our board that are important to our business include:

- Leadership Experience. We believe that directors who have held significant leadership positions over extended periods of time provide our company with
 special insights. These directors generally have a practical understanding of organizational processes and strategy that is valuable during periods of
 organizational change and growth.
- Industry Knowledge. We seek directors with substantive knowledge of the healthcare and biotechnology industries to successfully advise and oversee the strategic development and direction of our company.
- Financial Expertise. We believe that an understanding of finance is important for members of our board, and our budgeting processes and financial and strategic transactions require our directors to be financially knowledgeable.
- International Perspective. We have significant operations outside the United States and value directors with experience in the operation of complex multinational organizations.
- Public Policy and Regulation. We operate in a highly-regulated industry and seek directors who have experience in public policy and the regulation of medicines.
- Academic Experience or Technological Background. As a biotechnology company that seeks to develop transformative medicines for patients with serious diseases, we look for directors with backgrounds in academia, science and technology and, in particular, the research and development of pharmaceutical products.

 Commitment to contributions that 		Leadership	Industry Knowledge	Finance Expertise	International Perspective	Public Policy/ Regulation	Academia/ Technology	Values
	Sangeeta Bhatia	~	V				~	V
	Alan Garber	~	V	~		~	V	V
	Terrence C. Kearney	~	V	~	~			V
	Yuchun Lee	~		V	~		~	V
	Jeffrey M. Leiden	~	~	V	~	~	V	V
Skills Matrix 🕨 📗	Margaret G. McGlynn	~	~	~	~	~		V
	Bruce I. Sachs	~		~	~		~	~
	Elaine S. Ullian	~	~	V		~		V
	William D. Young	~	~	~	~		~	~

Director biographies with a general presentation of skills and experience

Sangeeta N. Bhatia, M.D., Ph.D.	
Age: 49 Director Since: 2015	Committee Assignments: Chair – Science and Technology Committee Member – Corporate Governance and Nominating Committee
Dr. Rhatia is a professor at the Massachu	saits Institute of Technology, where she currently serves as the John J and Dorothy Wilson Professor of Health

Dr. Bhata is a protessor at the Massachusetts institute of technology, where she currently serves as the John J. and Dorothy Wilson Protessor of Health Sciences & Technology/Electrical Engineering & Computer Science. Prior to joining the Massachusetts Institute of Technology in 2005, Dr. Bhatia was a professor of bioengineering and medicine at the University of California at San Diego from 1998 through 2005. Dr. Bhatia also is an investigator for the Howard Hughes Medical Institute, a member of the Department of Medicine at Brigham and Women's Hospital, a member of the Broad Institute and a member of the Koch Institute for Integrative Cancer Research. Dr. Bhatia holds an Sc.B. in biomedical engineering from Brown University, an S.M. and Ph.D. in Mechanical Engineering from the Massachusetts Institute of Technology and an M.D. from Harvard Medical School.

Skills and Qualifications: Dr. Bhatia is a leading academic scientist and medical researcher. Her extensive experience in the field of biomedical engineering and in-depth understanding on the use of advanced technologies in medical research provides valuable insights to our board of directors, including with respect to our key research and development initiatives.

Visteon Corporation

Visteon presents a skills matrix, and lists areas of individual expertise in each director biography.

Skills Matrix

Summary of Qualifications of Director Nominees

The following table highlights the specific skills, experience, qualifications and attributes that each of the director nominees brings to the Board. A particular director may possess other skills, experience, qualifications or attributes even though they are not indicated below.

	Visteon Board of Directors													
	Barrese	Bergman	Jones	Lawande	Maguire	Manzo	Scricco	Treadwell	Wilson	Yassini				
Skills & Experience														
Public Company Board Experience	Х	Х	X	Х	X	Х	Х	Х	X	Х				
Automotive Industry Experience			X	Х		X		Х	X	Х				
Senior Leadership Experience	Х	Х	X	Х	X	Х	Х	Х	X	Х				
International Business Experience	Х		X	Х	Х		Х		X	Х				
Financial Literacy	Х	Х		Х	Х	Х	Х	Х	Х					
Technology/Systems Expertise	Х	X	-	Х	X					X				
Marketing/Sales Experience		Х		Х			X		X	Х				
Academic/Research Experience	Х				X					Х				
Military Service	Х		-											
Government/Public Policy Expertise			X		Х				X					
Demographic Background														
Visteon Board Tenure (Years)	1	1	7	2	3	5	5	5	6	3				
Male (M)/ Female (F)	M	F	M	M	F	M	M	М	M	M				
Age	10							20						

Age

James J. Barrese is 49 years old. He has been a director of Visteon since January 2, 2017. Mr. Barrese is the former Chief Technology Officer and Senior Vice President, Payment Services Business of Paypal, Inc., a digital and mobile payments company, a position he held from February 2015 to June 2016. Prior to that he was Paypal's Chief Technology Officer from February 2012 to January 2015 and Vice President of Global Product Development from August 2011 to January 2012. Mr. Barrese spent nearly 10 years in executive technology roles at eBay, Inc., he served as Vice President of engineering at Charitableway.com, Inc., was a manager at Andersen Consulting, Inc. and a programmer in the Materials Science Department at Stanford University. He is also a veteran of the U.S. military. Mr. Barrese is the owner of the consulting company Altos Group and he currently also serves on the boards of Marin Software, Merrill Corporation, and Idemia.

Mr. Barrese has a deep knowledge of digital transformation, technology strategy, architecture, analytics and cloud computing.

Director biographies with a focus on specific skills and areas of expertise



Vornado Realty Trust

Vornado presents an overview of the core competencies sought by the Board, with language to define what each competency means. The Company also presents a skills matrix.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board

Core competencies

- Accounting and Finance: Experience in financial accounting and corporate finance, especially with respect to the industry in which our Company operates.
- Business Judgment: Record of making good business decisions and evidence that he or she will act in good faith and in a manner that is in the best interests of our Company.
- Strategic Insight: Record of insight with respect to our industry and market and other trends and conditions and applying such insight to create value or limit risk.
- Management: Experience in corporate management. Understand management trends in general and in the areas in which we conduct our business.
- · Crisis Response: Ability and time to perform during periods of both short-term and prolonged crisis.
- Industry: Specialized experience and skills in areas in which the Company conducts its business, including real estate, investments, capital markets and technology relevant to the Company.
- Local Markets: Experience in markets in which our Company operates.
- Leadership: Understand and possess skills and have a history of motivating high-performing, talented managers.

Competency/Attribute	Roth	Beinecke	Kogod	Fascitelli	Lynne	Mandelbaum	Puri	Tisch	West	Wight
Operating	x	X	х	×	×	x		х		х
Public company experience	x	×	x	×	х	x	х	х	х	х
Industry expertise	x		х	×		×		х		x
Financial literacy	×	×	x	×	×	x	х	x	x	×
Experience over several business cycles	×	×	x	×	x	x	х	x	x	x
Capital markets expertise	x	×	x	×		x	х	х	х	х
Investment expertise	×	×	x	х	X	×	x	X	х	x
Risk/crisis management	x	×	x	х	х	x	х	x	х	х
Accounting expertise	x		х				x	х	x	
Government/business conduct/legal	х	×	х	х	х	х	x		x	х
Sustainability experience	x	х								

Skills Matrix

Director biographies with a general presentation of skills and experience

Mr. Roth has been the Chairman of our Board of Trustees since May 1989 and Chairman of the Executive Committee of the Board since April 1980. From May 1989 until May 2009, Mr. Roth served as our Chief Executive Officer. Since April 15, 2013, Mr. Roth has again been serving in that position. Since 1968, he has been a general partner of Interstate and he currently serves as its Managing General Partner. He is the Chairman of the Board and Chief Executive Officer of Alexander's. Since January 2015, Mr. Roth has been a member of the Board of Trustees of Urban Edge Properties (a real estate investment trust and former subsidiary of the Company which operates our former shopping center business, "Urban Edge"). Since July 18, 2017, Mr. Roth has been the Chairman of the Board of Trustees of JBG SMITH Properties (a real estate investment trust and the successor to our former Washington D.C. business, "JBG SMITH"). Mr. Roth was a director of J. C. Penney Company, Inc. (a retailer) from 2011 until September 2013. Mr. Roth serves on three other affiliated public company boards: Alexander's; Urban Edge and JBG SMITH. The Company owns 32.4% of Alexander's. Urban Edge is the company that resulted from the spin-off of our retail business outside of New York City. The Company owns 4.5% of Urban Edge. JBG SMITH is the resulting entity of the spin-off of our Washington D.C. segment and its combination with the management business and certain Washington, D.C. assets of The JBG Companies (the "Washington Spin"). Our board believes the presence of Mr. Roth on each of these Boards is beneficial to the Company and/or the broadly overlapping shareholder base of the Company, Urban Edge, and JBG SMITH.

W.W. Grainger, Inc.

Grainger discloses that, "Board experience and diversity benefit us most when they are aligned with our global business needs...". The Company also presents a matrix with a clear definition of each qualification and skill.

 Director biographies with a general presentation of skills and experience

Skills Matrix

Rodney C. Adkins



Independent Director Age: 59 Director Since: 2014 Grainger Board Committees: BANC CCOB

President of 3RAM Group LLC, a privately held company specializing in capital investments, business consulting services and property management

Current Public Company Boards

- Avnet, Inc. (audit committee; corporate governance committee)
- PPL Corporation (audit committee; finance committee)
- United Parcel Service, Inc. (Chair, risk committee; compensation committee)
- PayPal Holdings, Inc. (audit committee; risk and compliance committee)

Prior Public Company Boards

 Pitney Bowes Inc. (2007-2013) (audit committee; executive compensation committee)

Qualifications:

Prior Business and Other Experience

 Senior Vice President of International Business Machines Corporation (IBM), a leading manufacturer of information technologies (2007-2014), where he held numerous development and management roles, including Senior Vice President of Corporate Strategy (2013-2014); Senior Vice President of Systems and Technology Group (2009-2013); Senior Vice President of Development & Manufacturing (2007-2009; Vice President of Development of IBM Systems and Technology Group (2003-2007)

Other Key Qualifications

Mr. Adkins served as the senior vice president of IBM, a global information technology and innovation-focused public company and held senior positions responsible for development, management and strategy. Over the course of 30 years with IBM, he developed deep product development and brand management experience. He also gained significant experience managing and understanding corporate finance, financial statements and accounting through his many operational roles with the company. Additionally, Mr. Adkins managed IBM's supply chain and procurement, giving him direct insight into global trade and supply chains, and the role of distributors in those efforts. Mr. Adkins has extensive experience in corporate governance matters. The following table highlights specific experience, qualifications, attributes, skills, and background information that the Board considered for each director. A particular director may possess additional experience, qualifications, attributes, or skills, even if not expressly indicated below.

Director Qualifications, Attributes and	Rodwy C. Adhim	Bilm P. Address	V. Ann Hallo	Searth, Leveld	D.G. Magheren	Sold Scools	Banda R. Pere	Michael J. Roberts	L'Southers	Areas D. Sholk	Laren E, Wissen
Operational											
Experience developing and implementing operating plans and		100		-	- 2		-	-	-		
business strategy Finance Capital Allocation Knowledge of finance or financial reporting: experience with debt and	1	1	1	1		1		Č.	1	1	1
capital market transactions; and/or-								12			
mergers and acquisitions		1	1	-	-	-		1	1	1	
Supply Chain Logistics Experience in supply chain management encompassing the planning and management of all activities involved in sourcing and procurement, conversion,											
and all logistics management activities Digital vCommerce	1	1		1	1	1		1	1		
Experience implementing digital and omni-channel strategies and/or											
operating an eCommerce business			1	1	1		1				1
Marketing Sales & Brand Management Experience managing a marketing/sales function, and in increasing the perceived value of a product line or											
brand over time in the market	1		1	× .	1	1	1	1	1	1	1
Human Resources/Compensation Experience managing a human resources/compensation function; experience with executive compensation											
and broad-based incentive planning	× .			× .		1	-	×		×	
Public Company/Leadership "C-Suite" experience with a public company; leadership experience as a division president or functional leader within a complex organization	,		7	5	.,	,	,	ļ		,	
Corporate Governance Public Company	-		-			-					-
Experience Experience serving as a public company director; demonstrated understanding of current corporate governance standards											
and best practices in public companies	1	.1	1	1	1	1	1	1	1	1	
International Experience overseeing a complex global organization	1			4	1				1		24
Risk Assessment & Risk Management	12			1							
Experience overseeing complex risk management matters	1	1	1	1	1	1		1	1	1	
Technology/Cyber security Experience implementing technology strategies and managing/nitigating											
cyber security risks	1				1	1		1	1		1
Government Public Policy Experience overseeing complex											

regulatory matters that are integral to a

Real Exp esta busi Busi Resi Trac stres stres stres stres phili rom We determined that Board experience and diversity benefit us most when they are aligned with our global business needs, reflective of our strong corporate governance practices, and consistent with our corporate social responsibility goals. As a result of the Board's ongoing refreshment efforts, we added directors with expertise in the technology and digital space, as well as in leading corporate social responsibility initiatives for a global business. Our three newest directors, Rodney Adkins, Beatriz Perez and Lucas Watson, have enhanced the diversity of our Board in addition to bringing their valuable perspectives and experiences.

A breadth of Board perspectives supports our business as a broad line, business-to-business distributor of maintenance, repair and operating (MRO) supplies and other related products and services. Grainger's management operates its business through a network of highly integrated websites, distribution centers and branches with nearly 25,000 employees primarily in the United States and Canada, and with a presence in Europe, Asia and Latin America. More than 5,000 suppliers provide Grainger with less than 1.7 million products stocked in Grainger's distribution centers and branches worldwide. Approximately 3.5 million businesses and institutions worldwide rely on Grainger to keep their operations running and their people safe.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board

Wells Fargo & Company

Wells Fargo presents a complete overview of skills sought by the Board and why they are relevant to the bank and its strategies. The Company also presents a matrix, and uses director biographies to present how each nominee acquired their specific qualifications.

-Director biographies with a focus on specific skills and areas of expertise



Qualifications and Experience

John D. Baker II Age: 69 Director since: January 2009

Directorships:

(Chair)

Mr. Baker has served as Executive Chairman since October 2010 and chief executive officer since March

2017 of FRP Holdings, Inc. (formerly Patriot Transportation Holding, Inc.), a real estate company

located in Jacksonville, Florida. He served as President

and Chief Executive Officer of Patriot from February 2008 until October 2010. He served as President from

May 1989, and Chief Executive Officer from February

Florida until November 2007. Mr. Baker also currently

serves as Chairman of Panadero Aggregates Holdings,

1996 of Florida Rock Industries, Inc., Jacksonville,

LLC, a construction aggregates company located in Jacksonville, Florida, and a senior advisor for B

Capital Partners, LLC, a private equity firm.

Mr. Baker was formerly a director of Texas In

Inc. and Patriot Transportation Holding, Inc.

FRP Holdings, Inc.

Other Current Public Company

Corporate Responsibility, Credit

∆ 151 88 <u>I</u>

- Leadership, Governance, Succession Planning. As the CEO or chairman of two public companies during the past 20 years including a company involved in real estate activities, Mr. Baker brings leadership, governance, and executive management experience to our Board.
- Committees: Audit and Examination, Strategic Planning, Business Development, Business Operations. Mr. Baker has led or founded several public and private companies doing business in the Southeast, including as the lead investor and senior advisor for a private equity firm, and his business development skills and deep knowledge of the business climate in the Southeast provide unique insight into the operating environment of some of our Company's largest banking markets.
 - · Financial Acumen. Mr. Baker has extensive financial management expertise that he gained as a CEO or chairman and as a past member of the audit committees of two other public companies.
 - Legal, Risk Management, and Other Capabilities. Mr. Baker has a law degree from the University of Florida School of Law, and his experience as a lawyer and former member of the board of a large public utility company also contribute important risk

ADDITIONAL QUALIFICATIONS AND EXPERIENCE IDENTIFIED BY OUR BOARD AS IMPORTANT TO OUR COMPANY, STRATEGY, AND OPERATIONS

The GNC and our Board desire that the Board as a whole has an appropriate balance of skills, knowledge, experience, and perspectives that are relevant to our Vision, Values, and Goals. Recent changes made to our Board are representative of the Board's commitment to refreshment and focus on Board diversity. The Board recruited new directors during 2017 to complement and enhance the existing skills and experience of our Board in specific areas which were identified by our Board through its annual selfevaluation process. For more information on the Board's comprehensive self-evaluation process, see Comprehensive Annual Evaluation of Board Effectiveness. Additional qualifications and experience that our Board has identified as desirable in light of Wells Fargo's business and strategy include:

ď	Financial Services Industry Experience is one or more of the Company's specific financial services areas, including retail banking, wholesale banking, wealth and meestiment management, or global payments	•	Consumer, Marketing, Digital Experience in a client services or consumer retail buines, including mobile and digital consumer experiences, or marketing
Ħ	Accounting, Financial Reporting Experience as an accountant or auditor at a large accounting from, Cruef Financial Officer, or other relevant experience in accounting and financial reporting	ළුළ	Corporate Governance, Management Succession Planning Experience or expertise in governance matters, including CEO and serior management succession planning
⊿	Risk Management Experience managing risks in a large organization, including specific types of risk (e.g., physical security, financial, cytter) or risks facing large financial institutions	P	Environmental, Social, and Governance (ESG), Community Affairs Experience in ESG and community affairs matters, including as part of a biainess and managing corporate social responsibility issues as business imperatives
87	Human Capital Management Experience or expertise in management and development of human capital, including through management of a large retail workforce	٨	Government, Public Policy, Regulatory Experience in governmental and regulatory affairs, including as part of a business and/or through positione with government organizations and regulatory bodies
131	Strategic Planning, Business Development, Business Operations Experience defining and driving strategic direction and growth and managing the operations of a business or large organization	۲	Global Perspective, International Experience damp business internationally or focused on international issues and operations
θ	Information Security, Cybersecurity, Technology Experience or expertise in information security, data privacy, cybernecurity, or use of technology to facilitate business operations and customers service	1	Legal Experience acquired through a law degree and as a practicing attorney in undestanding legal rinks and obligations

Discussion of specific skills and experience sought by the Board

Explanation why specific skills and experience sought by the Board

Skills Matrix

BOARD QUALIFICATIONS AND EXPERIENCE

The following chart reflects areas of qualifications and experience that our Board views as important when evaluating director nominees. The GNC and our Board believe that each director nominee brings to our Board his or her own unique background and range of expertise, knowledge, and experience, including as a result of his or her valued service on our Board and its committees, that provide our Board as a whole with an appropriate and diverse mix of qualifications, skills, and attributes necessary for our Board to fulfill its oversight responsibility to our Company's shareholders. Additional information on the business experience and other skills and qualifications of each of our director nominees is included under <u>Item 1 – Election of Directors</u>. Each director also contributes other important skills, expertise, experience, and personal attributes to our Board that are not reflected in the chart below.



Presentation of nominee skills as a group



Whiting Petroleum Corp.

Whiting presents a skills matrix that includes demographic background about the nominees.

- Discussion of specific skills and experience sought by the Board
- Skills Matrix

Director Qualifications

As prescribed in our Corporate Governance Guidelines described above in "Selection of Director Candidates", the Board recognizes that diversity and depth of experience, education, professional expertise, perspective, gender and age are important considerations in determining Board composition. A skill set chart follows that identifies this diversity of expertise, experience and characteristics that the Board believes contribute to an effective and well-functioning board.

			В	oard of Dir	ectors		
	Aller	Catlin	Doty	Hahne	Holly	Knickel	Walen
Skills & Experience:							
CEO/Executive Leadership	Х	Х		Х	х	Х	Х
Exploration & Production		х		Х	х	х	X
Finance/Capital Allocation	Х	Х	х	Х	х	Х	Х
Financial Reporting & Accounting			Х				
Audit Committee Financial Expert			Х				
Business Development/M&A	Х	Х		Х	х	Х	X
Human Resources & Compensation	Х			Х	х	х	Х
Legal/Regulatory	Х		Х				
Environmental, Health & Safety	Х	Х		Х	х	Х	Х
Risk Management			х	Х	X		X
Corporate Governance			х	Х		Х	Х
Demographic Background:							
Board Tenure (Vears)	15	4	8	11	1	3	5

Bradley J. Holly, 47, has been a director of Whiting Petroleum Corporation since his appointment on November 1, 2017 as director and election as our President and Chief Executive Officer. Mr. Holly will be appointed as our Chaiman of the Board at the Annual Meeting. Mr. Holly has more than 20 years of experience in the oil and natural gas industry. Mr. Holly previously served as Executive Vice President, U.S. Onshore Exploration and Production for Anadarko Petroleum Corporation, an independent exploration and production company. Prior to his promotion to Executive Vice President, May 2017, he served as Senior Vice President, U.S. Onshore Exploration and Production at Anadarko from September 2016. He was previously Senior Vice President, Operations for Anadarko's Rocky Mountain Region from May 2013 to September 2016, and Vice President, Operations for Anadarko's Rocky Mountain Region from May 2013 to September 2016, and Vice President, Operations for Anadarko's Rocky Mountain Region from May 2013 to September 2016, and Vice President, Operations for the Souther and Appalachia Region from July 2012 to May 2013. Mr. Holly also previously served as General Manager of Anadarko's Greater Natural Buttes area in eastern Utah and the Maverick Basin, which included the Eagleford Shale development in southern Texas, and Reserves and Planning Manager for the Southerm and Appalachia Region. He joined Anadarko in 1997 as a reservoir engineer and development supervisor on Anadarko's Marco Polo and K2 developments in the deepwater Gulf of Mexico. Mr. Holly began his career in 1994 with Amoco. Mr. Holly holds a Bachelor of Science in Petroleum Engineering from Texas Tech University, and he is a graduate of the Harvard Business School Advanced Management Program. Mr. Holly's status as our president and chief executive officer who applies his technical expertise, industry experience and management qualifications and serves as a valuable resource for the other directors as to all operational and administrative aspects of our com

Director biographies with a general presentation of skills and experience

Xilinx, Inc.

Xilinx uses footnotes to its skills matrix to define how the Company determines that a director has experience in each area

Director Qualifications, Skills and Experience

The Nominating and Governance Committee has determined that it is important for an effective Board to have directors with a balance of the qualification skills and experience set forth in the table below

Skills and Experience	Dennis Segers	Raman Chitkara	Saar Gillai	Ronald S. Jankov	Mary Louise Krakauer	Thomas H. Lee	J. Michael Patterson	Victor Peng	Albert A. Fimentel	Marshall C. Turner	Elizabeth W Vanderslier
Londership Experience ⁴¹¹	4	4	×	N	4	4	14	4	4	4	¥.
Technology / Industry Experience ⁽¹⁾	N	N	4	3 8 8	N	4		3 V 1	14	4	· *
Finance/Tinancial Literacy/71		1	1	1			1		1	1	
Marketing / Solar Experience®)			1		4		1.4	1	1		
Reserve Countlett	1	1	4	3 4 3	4			4	*		
Extreprisesial Experience ²⁰	4		*	1 1 7		1		1.00	4	1	
Board of Directory Experience ⁽¹⁾			- X.	1	N.	4	1		*	1	80
Rick Management ^(B)	2 1	- X _		2 18 2	N I		1		1.	1	
Corporate Ococreated#1	1			1		4			*	4	<u>*</u>
International Experience ⁴⁴⁰	- 1		4		4	4		. 4	4	4	
Intension Experioscol ⁽¹⁾		4	4	1 4 3		4	1	1	1	1 11	
Illamon Capital Management.) Compensation ⁽¹²⁾		4		4			4	¥		4	4
Government Experience #10						1				*	
Acadomia ¹⁴¹	3 - S			1		- d		1			
Diversity and Board Tenure	1			1			Č	3-1		()	
Diversity of Gonder, Rose, Ethnicity, National Origin (17)		4	4		4	4	-	4	4		4
Board Toront (Inc. of yoan ar of lune 20, 2018)	2	-	2	2	-	2	12	1-1			17

- Discussion of specific skills and experience sought by the Board
- Skills Matrix

Leadenship Experience: Has held senior indenship position(s) including C-level positions over an extended period and possess qualities in others, or otherwise demonstrated practical anderstanding of organizations, processes, strategy and risk management. Technology/Industry Experience: Experience in technology, computer or semiconductor industries, or the industries of the Company's customets and suppliers; or engineer experience offering greater insight into the technology that underlies the Company's products. (2)

Finance/Financial Literacy: Knowledge of financial markets, financing and funding operations, tax, involuments and capital allocation; or knowledge of accounting, financial reporting and internal control processes. 01

(4) Marketing Sales Experience: Proven track record of identifying and developing new costomers and markets, or brand marketing experience.

(5) Strategic Growth: Experience and success in growing a business or establishing businesses, whether organically or through acquisitions (6) Entropreneurial Experience: Experience in successfully creating new businesses with products and services based on breakthrough technologies or succeeding in emerging or developing markets

Board of Directors Experience: Prior experience serving on company boards and understanding of the role, dynamics and operation of a corporate board, the relationship of a board to the CEO and other members of the management team and how to oversee an evolving and complex mix of strategic, operational and compliance-related matters. (7)

(8) Risk Management: Experience in understanding and reviewing business risks and corporate strategy

(9) Corporate Governance: Experience that supports strong board and management accountability, transparency and protecting shareholder interests.

(10) International Experience: International and global perspective contributing to guiding the Company's business outside the U.S.

(11) Investor Experience: Experience engaging with investors and demonstrated understanding of the shareholders' perspective on key Company issues and strategy.

Human Capital Management compensation of senior manageme (12)

(13) Government Experience: Exp governmental entities.

(14) Academia: Academic research a (15) Diversity of Gender, Race, Etha

: Dennis Seger

Director Since: 2015

Age: 65

Mr. Segers joined the Board in October 2015 and was named Chairman of the Board in November 2015. He Mr. Segers joined the Board in October 2015 and was named Chairman of the Board in November 2015. He works as a technology consultant and stategy advisor to companies in a variety of technology markets. Mr. Segers currently also serves on the board of Parade Technologies, Ltd., a publicly-traded fabless semiconductor company. Previously, he was CEO of Tabula, Inc., an innovative programmable logic solutions provider, delivering breakthousgh capabilities for challenging systems applications. Prior to Tabula, he served as president, CEO and a director of Matrix Semiconductor, a pioneer of three-dimensional Tabula, he served as president, CEO and a director of Matrix Semiconductor, a promeer of three-dimensional integrated circuits, a first in the history of semiconductor technology. At Matrix, Mc Segers works whe transition of the company from the early technology feasibility phase to high volume production, culminating in the acquisition of the company by SanDisk in January 2006. From 1994 through 2001, Mc Segers was an employee of Xilinx, serving in a variety of leadership roles including Senior Vice President and General Manager of the PEGA product groups. Mr. Segers also serves on the Board of AnDAPT, Inc., a privately-held developer of on-demand power management solutions

Mr. Segers has extensive experience serving in executive management and on boards of directors of companies in the semiconductor industry. As a result of his experience, Mr. Segers is able to provide important strategic perspectives on the semiconductor industry and issues facing semiconductor companies.

Director biographies with a focus on specific skills and areas of expertise

Chairman of the Board

Skills & Qualifications:

Leadership Experience

Technology / Industry Experience Finance / Financial Literacy

Strategic Growth

- outial Experience Entrepe Board of Directors Experience
- Corporate Governance

International Experience

Investor Experience

Zoetis Inc.

Zoetis presents a skills matrix that includes demographic background about the nominees.

	Juan Ramón Alaix	Paul M. Bisaro	Frank A. D'Amello	Sanjay Khosla	Michael B. McCallister	Gregory	Louise M. Parent	Willie M. Reed	Linda	Robert W.	William C. Steere, Jr.	
Experience, Skills, Expertise					other second		- and the second					
Academia	1	1						1	1	1	<u></u>	
Animal Health	1	1	1	1		1		1	1	1	1	
Consumer Products	1	1	1	1		1		1			1	
Global Businesses	11	1	1	1	1	1	1	1	1	1	1	
Life Sciences	11	1	1	1		1		i 🖌	1		1	
Manufacturing & Supply	1	1	1	1		1		1	1	1		
Marketing & Sales	11	1	1	1	1	1	1	1	1	1	1	
Mergers & Acquisitions	11	11	1	1	1	1	1	2	1	1	1	
Other Public Company Board Member	1	11	1	1	1	1	1	1	1	1 1	1	
Public Company CEO	1	1	1		1	-		1	1		1	
Public Company CFO or Finance and Accounting			1			1			1	1		
Public Company GC, Compliance, or Corporate Governance		1					1					 Skills Matrix
Regulated Industries	1 /	1	1	1	1	· /	1	1	1.1	1 /	× 1	
Research & Development	1 1	1 1	1	1		Ĩ	1	1 1	1	1	1	
Demographic Background	33 <u>. 405</u>	200210					545 - S	19 A. 19 A. 19		69 - 198		
Board Tenure												
Full Years	1 5	2	5	4	5	5	4	1 4	1	4	5	
Age						A	A					
Years Old	66	57	60	66	65	60	67	63	68	68	81	
Gender		•	•									
Male	M	M	м	м	м	м		м		м	м	
Female							F	1	F			
LGBTQ (optional reporting)												
identify as LGBTQ	1	1	1		1		1	1	!	1		
Race, Ethnicity (optional reporting)									~~			
African American/ Black	-											
Asian, Hawaiian or Pacific Islander												
White/Caucasian	1				SANJAY	KHOS	LA	Sp	pecific o	ualificatio	ons, experie	ence, skills and expertise:
Hispanic/Latino									Interr	ational bu	isiness and	management experience
Native American		100	5000		Age 66							
Other		- 1	3.1		Director si	nce June	e 2013	•			nal experier	nce, including in developing
Did not wish to identify	1	1.5							marke	ets		

Did not wish to identify Director Nominee Contin



- ng markets
- Experience in animal health industry
- Public company director experience .

Former Executive Vice President and President, Developing Markets of Mondelez International from 2007 to 2013. Mr. Khosla brings more than 35 years of international business experience from his career with food, beverage and consumer product leaders such as Mondelez, Kraft and Unilever, where he managed various business units, particularly In developing markets. As President, Kraft Foods, Developing Markets (now Mondelez International) from 2007 to 2013, Mr. Khosla transformed the \$5 billion business into a \$16 billion business, while significantly improving profitability. He also has animal health experience from his three-year tenure from 2004 to 2007 as Managing Director of Fonterra Brands and Food Service, a multinational dairy cooperative based in New Zealand. Mr. Khosla serves on the board of Iconix Brand Group, Inc., a company that licenses and markets a portfolio of consumer brands. From October 2008 until June 2015, he served on the board of Best Buy, Inc., a specialty retailer of consumer electronics, personal computers, entertainment software and appliances, and from 2002 to 2017, he served on the board of NIIT, Ltd., a company involved in technology-related educational services. Mr. Khosla holds a bachelor's degree in electrical engineering from the Indian Institute of Technology In New Delhi. Mr. Khosla also completed the Advance Management Program at Harvard Business School. Mr. Khosia is currently a senior fellow and adjunct professor at the Kellogg School of Management, Northwestern University and a Senior Advisor for the Boston Consulting Group. Mr. Khosla is also CEO of Bunnik LLC, a management consulting firm. Mr. Khosla's International business and management experience, along with his public company board experience, make him a valuable member of our Board.

Director biographies with a focus on specific skills and areas of expertise

Annex D

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

3M

3M uses a graphic dashboard to present an overview of the Board's skills and experience as a group.



Alexion Pharmaceuticals, Inc.

Alexion's Director biographies explicitly link nominee qualifications to their professional experience.

Age: 64	Mr. Brennan served as Interim Chief Executive	
Alexion Director Since: 2014	Officer of Alexion from December 11, 2016 to March 27, 2017. From 2006 to 2012 he was Chief Executive Officer and Executive Director	
Committee Memberships: Science and Innovation	of AstraZeneca PLC, one of the world's largest	
Other Public Company Directorships	pharmaceutical companies. Mr. Brennan worked for AstraZeneca in increasing roles of	
Current: Insmed Incorporated	responsibility from 1992 through 2012,	
Past 5 Years: Innocoll Holdings plc	including as Executive Vice President of North America from 2001 to 2006, and as Senior Vice	 Direct
	President of Commercialization and Portfolio Management from 1999 to 2001, Prior to the	spec
Qualifications	merger of Astra AB and Zeneca Plc, he served	
Extensive experience as an executive leader in the pharmaceutical industry, serving as chief executive officer of one of the largest multinational pharmaceutical companies in the world	as Senior Vice President of Business Planning and Development of Astra Pharmaceuticals LP, the American subsidiary of Astra AB. Mr. Brennan began his career at Merck and Co. Inc., where he rose from Sales Representative in the	
Significant industry and regulatory knowledge from a more than 39 year career in the pharmaceutical industry and serving as a director on multiple public company and industry trade group boards	U.S. Division to General Manager of Chibret International, a French subsidiary of Merck. He received a BA in business administration from Gettysburg College, where he is a member of	
 Extensive experience evaluating and developing complex strategic business plans 	the Board of Trustees.	
 Brings valued operational perspectives to the Board on matters of talent recruiting and development, executive compensation, benefits and leadership 		
Extensive global and M&A experience		

Director biographies with a focus on specific skills and areas of expertise

American Electric Power Co., Inc.

American Electric Power presents the specific skills and experience sought by the Board and explains clearly why each area matters to the Company.



Boeing Company, The

Boeing uses a graphic dashboard to present an overview of the Board's skills and experience as a group, while the director biographies present a general overview of nominee qualifications.

 Director biographies with a general presentation of skills and experience

6	Boeing director since: 2016 Professional highlights: • Chairman & CEO, Amgen Inc. (Chairman 2013-pres CEO 2012-present) • President & COO, Amgen Inc. (2010-2012)	Independent: Yo Age: 55 sent; Other current d • Amgen Inc. Prior directorsh	irectorships:	
	Executive VP & CFO, Amgen Inc. (2007-2010) Mr. Bradway brings to the Board critical skills in the	Current or Former CEO of a Global Public Company	Technology/ Innovation Leadership	Senior U.S. Government/Military Experience
Chairman & CEO, Imgen Inc.	development, financial oversight, and risk manager the biotechnology industry, including as Chief Exec Chief Financial Officer of Amgen, provides him with	9	6	4
	considerations and challenges associated with a co recognition of Mr. Bradway's experience in corpora leadership, the Board elected him to serve on the A	In-Depth Aerospace Expertise	Highly Regulated Industry Experience	Former Fortune 500 CFO
	readership, the board elected him to serve on the A	4	8	4
Pr	esentation of nominee skills as a group 🕨	Senior Leadership Experience	Complex Manufacturing Expertise	Fortune 500 Board Experience
		13	5	11

eBay Inc.

eBay presents the skills sought by the Corporate Governance and Nominating Committee, from "Core Qualifications and Experiences" to a broader range of diverse skills. Each director biography highlights the specific expertise brought to the Board by the nominee.

Discussion of specific skills and experience sought by the Board

CORE QUALIFICATIONS AND EXPERIENCES	DIVERSITY OF SKILLS AND EXPERIENCES
	 Technology industry experience Financial experience as CFO or in a similar capacity Public company / corporate governance Global experience Audit, tax, accounting & preparation of financial Director Qualifications Financial Experise: Extensive financial experience, having served as the other of the world's largest consumer electronics of elept years, and the Chief Financial Officer of Automatic Date Processis world's largest providers of business processing solutions, for four yeas technology Industry Experience: Former Chief Financial Officer of two global technology companies. Technology Industry Experience: Significant experience in all aspects of analy executing solubilisticated corporate transactions with very large and sog technology businesses and at Elevation Partners. Leedership: Co-Founder and Managing Director of Elevation Partners ar Partners.
Director biographies with a focus on specific skills and areas of expertise	eBay Board Committees: Audit Committee (Chair; Audit Committee (Chair;



Entergy Corporation

Entergy Corporation presents an overview of each key qualification, why it is important to the Company, and discloses the number of directors with expertise in each area.

Director biographies with a general presentation of skills and experience



Presentation of nominee skills as a group

NOMINEE KEY SKILLS AND EXPERIENCE

The figure below illustrates some of the key skills and qualifications that our director nominees bring to the Board.



Exxon Mobil Corporation

Exxon's biographies highlight each director nominees' specific areas of expertise, and present clearly where the experience was acquired.

Director biographies with a focus on specific skills and areas of expertise



- Expertise resulting from significant academic, scientific, or research activities
- Experience with cyclical businesses, such as commodities

Presentation of nominee skills as a group





Home Depot, Inc., The

To provide context for the skills and experience sought by the Board, The Home Depot presents an overview of the Company's business and activities. The Company also presents a collective overview of nominee skills, and in each director biography explains where the nominee acquired their skills and qualifications.

Director biographies with a general presentation of skills and experience

GERARD J. ARPEY		
Director since: 2015 Age: 59 Committees:	based in Southerr 2011, Mr. Arpey so airline holding com November 2011, under Chapter 11 2011, he was al previously served Senior Vice Pre Officer. Mr. Arpey Son, Inc., a private Funds. Skills and qual organizational ma	DIRECTOR CRITERIA AND QUALIFICATIONS
Nominating and Corporate Governance	and international officer, and chief fi	The Nominating and Corporate Governance Committee, when considering the composition of our Board, focuses on ensuring a mix of directors that collectively possess the breadth of expertise and experience
Finance	as a director of put Other U.S. Public None	our business involves all facets of retail, including merchandising, supply chain, finance, real estate, human resources, information technology and cybersecurity, e-commerce, strategic management,
		marketing and communications, international commerce, and corporate governance. The Nominating and Corporate Governance Committee evaluates each director candidate on the basis of the length, breadth and guality of the candidate's business experience, the applicability of the candidate's skills and expertise
Discussion of specific	skills and 🕨 🕨	to the Company's business and strategic direction, the perspectives that the candidate would bring to the
experience sought by t	the Board	entire Board, and the personality or "fit" of the candidate with existing members of the Board and management.
Explanation why speci	fic skills and 🕨	The Nominating and Corporate Governance Committee seeks directors who can:
experience sought by t	the Board	 Demonstrate integrity, accountability, informed judgment, financial literacy, creativity and vision; Be prepared to represent the best interests of all Company shareholders and not just one particular constituency;
		 Demonstrate a record of professional accomplishment in his or her chosen field; and Be prepared and able to participate fully in Board activities, including membership on at least two committees.

Presentation of nominee skills as a group



Humana Inc.

Humana highlights that the Board seeks candidates with an appropriate skill composition, "aimed at the Company's long-term business strategy".

Director biographies with a general presentation of skills and experience



Johnson & Johnson

J&J uses icons to present the Board's skills as a group, while each biography calls out the individual nominees' experience and expertise.

Director biographies with a general presentation of skills and experience

	MARY C. BECKERLE, Ph.D.		1	-)iscu gro		on of	non	nine	e ski	lls as
60	Chief Executive Officer and Director, Huntsman Cancer Institute at of Utah; Distinguished Professor of Biology, College of Science, U	Multidiscipli	inary	Skill	Is						
They !	With her expertise in scientific research and organizational managemen healthcare arena, and her active participation in national and internation affairs, Dr. Beckerle provides a perspective crucial to a global healthcar	CEO / Senior Executive	•	8	0	•	ð	ð	ð	0	0
	Director since 2015; Independent	Francis	6	•	0	0	0	0	6	6	~
3	Chairman, Science, Technology & Sustainability Committee; Memb Compliance & Government Affairs Committee	Financial	\$	Ş	Ş	Ş	\$	\$	Ş	Ş	Ş
	as CEO and Director of Huntsman Cancer Institute since 2006, and she was ith sciences leadership role as Associate Vice President for Cancer Affairs a	Intl. Business Strategy	0	0	0	0	0	0	0		
Utah. Dr. Beckerle joined the oncological sciences, holding	faculty of the University of Utah in 1986 and is a distinguished professor of b the Ralph E. and Willia T. Main Presidential Professorship. Dr. Beckerle has IIH) Advisory Committee to the Director, on the Board of Directors of the Ame	Marketing / Sales	0	0	0	0	0	4	0		
for Cancer Research, as pres Society Council for Extramura	ident of the American Society for Cell Biology, and as the Chair of the Americ al Grants. She currently serves on a number of scientific advisory boards, inc a Howard Hughes Medical Institute and the Scientific Advisory Boards of the	Healthcare Industry	¢	¢	¢	Ф	≎	¢			
and the Dana Farber/Harvard	Tata Institute of Fundamental Research in India, the Mechanobiology Institut Cancer Center. Dr. Beckerle held a Guggenheim Fellowship at the Curie Ins Medal for Science and Technology in 2001, the Sword of Hope Award from	Regulatory	☑	1	1	V	1	1			
	s an elected Fellow of the American Academy of Arts and Sciences and the A skerle was also named a National Association of Corporate Directors (NACD	Academia / Government	8	0	0	8					
Other Public Company Boa	rd Service: Huntsman Corporation (2011 to present)	Science / Technology	\$	838	8	8					

Minerals Technologies Inc.

The Director biographies in Minerals Technologies' Proxy Statement highlight how each nominee acquired their skills and experience.

Discussion of specific skills and experience sought by the Board

The Committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective director candidates. The Board believes that its members provide a significant composite mix of experience, knowledge and abilities that contribute to a more effective decision-making process and allow the Board to effectively fulfill its responsibilities. The Board uses a skills matrix to assist it in considering the appropriate balance of experience, skills and attributes required of a director and to be represented on the Board as a whole. The skills matrix is based on the Company's strategic plan and is periodically reviewed. It consists of a list of skills and attributes to be represented collectively on the Board, such as leadership experience, international experience, financial expertise (as defined by the rules of the Securities and Exchange Commission ("SEC") and New York Stock Exchange), industry experience,

governmental experience, operational available gender. Board candidates are Robert L. Clark

candidates for initial election reelection to the Board.

- Industry and Technology Experience—Extensive academic experience in the materials science field at the University of Rochester and Duke University.
- Research and Development Expertise—Extensive research and development experience through various roles, including his current position as Senior Vice President for Research, University of Rochester, and formerly Senior Associate Dean for Research, Pratt School of Engineering, Duke University and Vice President and Senior Research Scientist for Adaptive Technologies Incorporated.
- Intellectual Property Management Experience—Founder of the intellectual property company SparkIP.
- Process Manufacturing Expertise—Holds a Ph.D. in Mechanical Engineering from Virginia Polytechnic Institute and State University and research in this field.
- Government Contracting Expertise—Headed numerous research programs funded by government agencies, including the National Aeronautics and Space Administration and the National Science Foundation.
- Director biographies with a focus on specific skills and areas of expertise

Pfizer Inc.

Pfizer presents the skills and experience sought by the Board, with a blended overview of the nominees' skills as a group. Icons are used in each director biography to highlight specific skills.

Criteria for Board Membership The Corporate Governance Committee focuses on Board succession planning on a continuous basis. In performing this function, the Committee recruits and recommends the nominees for election as Directors to the full Board of Directors. The goal is to achieve a Board that provides effective oversight of the company through the appropriate balance of diversity of perspectives, experience, expertise, skills, specialized knowledge, and other qualifications and attributes of the individual Directors Important general criteria and considerations for Board membership include: **General** Criteria Proven integrity and independence, with a record of substantial achievement in an area of relevance to Pfizer. · Prior or current leadership experience with major complex organizations, including within the scientific, government service, educational, finance, marketing, technology or not-for-profit sectors, with some members of 4 the Board being widely recognized as leaders in the fields of medicine or biological sciences. Commitment to enhancing Pfizer's long-term growth. · Broad experience, diverse perspectives, and the ability to exercise sound judgment, and a judicious and critical temperament that will enable objective appraisal of management's plans and programs · Diversity with respect to gender, ethnicity, background, professional experience and perspectives. The Committee also considers, on an ongoing basis, the background, experience and skills of the incumbent Directors that are important to Pfizer's current and future business needs, including, among others, experience and skills in the following areas: **Director Skills Criteria** Business Leadership & Operations S Finance & Accounting Government & Public Policy

 Business Leadership & Operations
 S Finance & Accounting
 Image: Constraint of the second second

Discussion of specific skills and experience sought by the Board

Director biographies with a focus on specific skills and areas of expertise



Pinnacle West Capital Corporation

In a letter from the Lead Independent Director, Pinnacle West highlights that the Board has assessed, "the skills and experience needed to guide the company's future long-term plans". The Company also presents a blended overview of the current skills and experience possessed by the Board.

Presentation of nominee skills as a group



- Director biographies with a general presentation of skills and experience

	-					Con	nmitte	o Me	mbe	ship				
Our director nominees are:					pendent		Corporate Governance	80	980	Dute mo				
Nominee ⁽¹⁾		Key Skills	and Experience		Inde	Aud	000	File	Human Resourc	Nucl				
Donald E. Brandt Chairman, President and CEO of		Business S CEO/Senic	itrategy or Leadership	 Government/Public Policy/Regulatory 										
Pinnacle West and APS Age: 63 Director since 2009		 Complex C 	perations Experience Knowledge of Business	Nuclear Experience Utility Industry Experience										
Denis A. Cortese, M.D. Director, Health Care Delivery and Po Program Arizona State University and Emeritus President and Chief Execut Officer of the Mayo Clinic Age: 73 Director since 2010	slicy :	Complex C Customer I Finance/Cr	perations Experience Perspectives spital Allocation	Government/Public Policy/Regulatory Human Resources Management/Compensation Management/Compensation Risk Oversight and Management	on	*			*	~				
Richard P. Fox Independent Consultant and former Managing Partner of Ernst and Young Age: 70 Oirector since 2014			Itrategy Perspectives	Human Resources Management/Compensati Public Board Service Risk Oversight and Manag	on est	0		*	W ⁽²⁾					
Michael L. Gallagher Chaiman Emeritus, Gallagher and Kennedy, P.A. Age: 73 Oirector since 1999		 Customer I 	Governance Perspectives Knowledge of Business	Finance/Capital Allocation Human Resources Management/Compensati Risk Oversight and Manage	on .		*			**				Discussion of specific sl and experience sought b the Board
Dale E. Klein, Ph.D. Professor of Mechanical Engineerin			r Leadership	Human Resources	4	1				1				
Age: 70 Director since 2010 Humberto S. Lopez Chairman of the Board, HSL Proper Age: 72 Director since 1905	a b exp con whi	road m perience ntributio ich the	eaning to inc e, skills, acco n of each ca Board desire	ndidate to the div s to have represe	tors suc incial ex rersity c	th a spender of based	s rad tise, ackg	prou	and ofes nds	gen sion	der, b al inte perien	out teres	also sts, and	and the potential
Principal Bridnewest LLC		Regula		s well: itical knowledge d directly affected										
Bruce J. Nordstrom President and CPA, Nordstrom & Associates, P.C. Age: 68 Director since 2000	•	Nuclea Verde (Generating St	agencies. It the strategic le ation, a nuclear p or our future, Pale	ower p	lant	and	i th	e lar	gest	t pow	ver	plar	nt in the United
Paula J. Sims Professor of Practice and Executive Coach, LINC Kenan Flagler Busines School Age: 56	8 • • •	busines Unders	s strategy an tanding of the	d the future of or ne Company's br	ur gene usiness	en	on m	nix.	ent	is a	critic	cal a	attril	bute in planning
Director since 2016		our sho businer		term business str	ategies	. PO	sse	ssin	IG KI	IOW	leage	10 6	the	Companys
David P. Wagener Managing Partner, Wagener Capita Management	1	experi		d E. Brandt	BACK	GRO	DUN	0	_	_		_	_	
Age: 63 Director since 2014		busine			Mr. Br	andt	has	bee	en C	haim	nan o	of th	e Br	pard and CEO of the
6 - Financial Expert		Large	Age 63	2000	Compa	any	since	Ap	vril 2	009	and P	res	iden	t of the Company since
		and e: busine	Director since Chairman of											APS since May 2013,
	•	Public	President and Company and	I CEO of the	since I	Aaro	h 20	008.	Mr.	Bran	ndt als	50 S	erve	ril 2009, and CEO of APS ed as President of APS Mr. Brandt has served as
	1	senior strates		only serves as our	an offic	cer (of the	e Co	omp	any i	in the	foll	owir	ng additional capacities: ating Officer; September
	•	skills i Risk (and CEO, he h as a leader in t	e Board, President as been recognized he industry, currently	2003 to to Sep	o M tem	arch ber 2	200)8 as 3 as	Exe Seni	acutive ior Vic	e Vi ce F	ce F resi	President; December 2002 dent; and December 2002
	- 9	manaş	Energy Institute		to Mar		10.00	0.00		1 111)	ancial		icel	
	-		Board Member Nuclear Power	of the Institute of Operations						ard.	Presid	den	t an	d CEO of the Company
														arience in leading a large,
ctor biographies with a is on specific skills and is of expertise		Þ	Limited ("NEIL" Electric Instituti brings the follo to the Compan • Business stri • CEO/senior i experience	e ("EEI"). Mr. Brandt wing key attributes y: ategy experience eadership erations experience owledge of the	comple decade Mr. Bra Compa utility-s policy nuclea	andt any's and and and and and	rgani f lea exte s bus ific f regu perti	izati ders sine sine lato se a	ion. ship ve ki ss e ncial ory k and o	This expension nowl and and curre	leader edge nment opera ledge. ntly se	ershi of t ation Mi serve	ip, c the he f nd b nal e r. Br	ombined with nearly three utility industry, gives actors affecting the usiness strategy, including experience and public andt also has strategic s Chairman of NEI and as , all major industry

Pioneer Natural Resources Co.

Pioneer Natural Resources presents skills sought by the Board, and explains why they are important to the Company. The Proxy Statement also presents nominee skills as a group.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board

Skill/Experience		Relevance	E. C.	
Senior Executive Experie	qualities i	fferent perspectives to motivate, ma in others, and a practical understand s, strategy, risk management and cl	ding of complex organizations,	
E&P Industry Operations		practical understanding of issues sp loping, implementing and assessing e		
Science/Technology/Engi Research & Development		experience and insight as innovatio or to achieving Pioneer's long-term		
Accounting/ Finance	internal o and invest	t for overseeing the integrity of the C ontrols and critically evaluating its p stment experience assist the Board ing the Company's capital structure a	erformance; knowledge of finance in understanding, advising on, and	
M&A/Commercial Transa	ctions Provides	insight into developing and impleme /'s business, accurately evaluating t fer value		
Strategic Ptanning / Risk Management		he Board in its oversight of strategy, s achievement and monitoring its im	이 것 같아요. 이 것 같아요. 친구가 가지 않는 것 같아. 이 것 같아.	 Director biographies with a
Environmental Policy & Compliance/Safety/Healt	h overseelir company	derstanding and experience that is ing the Company's mission of being a developing natural resources in a toperates and preserves the enviro	a leading independent energy way that protects the communities	general presentation of skills and experience
Marketing/Sales	Brinns or	important perspective as the Come	sanv seeks to arow its production	
Global Business or Inter Matters Legal/Governmental/Re	No.	Edison C. Buchanan Director since: 2002 Age: 63 Independent: Yes	Witter Reynolds in their New from 1981 to 1997. In 1997, I Morgan Stanley Dean Witter the Real Estate Investment B Mr. Buchanan served as Man the domestic Real Estate Inve Credit Suisse First Boston.	Mr. Buchanan joined as a Managing Director in anking group. During 2000, laging Director and head of
Human Resources	investment ban senior executive	king and finance, including in a	butes and Skills: Mr. Buchanal senior executive roles, brings to perience in corporate finance, r ng and human resources.	the Board significant
Other Public Boards		cience degree in Civil Enginee siness Administration in Financ	ering, Tulane University and International Business, C	columbia University
	Pioneer Comr		2007.00	
		Senior Executive Experier	nce	11
	Current Public	E&P Industry Operation		6
		E&P Industry Operation	ons	
	Current Public Prior Public C	E&P Industry Operation	ring 4	
	Current Public Prior Public C	E&P Industry Operation	ons ing 4	6
	Current Public Prior Public C	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Final	ons 4 nce 0 ns 1	6
	Current Public Prior Public C Current Non-F	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Finan M&A/Commercial Transaction	ons 4 ning 4 nice 4 nic	6 8 7
	Current Public Prior Public C Current Non-F	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Final M&A/Commercial Transactor Strategic Planning/Risk M	ons ing 4 ince ince ing ing ing 4 ing	6 8 7
	Current Public Prior Public C Current Non-F	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Final M&A/Commercial Transaction Strategic Planning/Risk M Environmental/Safety/Her	ons 4 ning 4 ning 4 ning 4 ning 4 ning 4 ning 4 ning 4 ning 4 ning 1 ning 1 ning 1 1 ning 1 1 1 ning 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	6 8 7
	Current Public Prior Public C Current Non-F	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Finan M&A/Commercial Transaction Strategic Planning/Risk M Environmental/Safety/Hea Marketing/Sa	ons 4 ning 4 nice 4 nic	6 8 7 10
Presentation of nomir	Current Public Prior Public C Current Non-F	E&P Industry Operation Science/Tech./R&D/Engineer Accounting/Finan M&A/Commercial Transaction Strategic Planning/Risk M Environmental/Safety/Hea Marketing/Sa Global Business/Internation	ons ing 4 ince ince ing 4 ince ing 4 ince ing 4 ing 5 ing 6	6 8 7 10



Senior Housing Properties Trust

Senior Housing Properties Trust presents the Company's business characteristics, and the resultant skills and experience sought by the Board.

Director biographies with a focus on specific skills and areas of expertise

	Independent Trustee sin	sce 2015	
12221	Class/Term: Class I with	a term expiring at the 2018 Annual Meeting	
TTD 22	Age: 50		
- S &	Board Committees: Aud	it; Compensation; Nominating and Governance (Chair)	
	Other Public Company 8 2018)	Boards: TravelCenters of America LLC (since 2013); Industrial L	Logistics Properties Trust (since
		unding member of Harris Jones & Malone, LLC, a law firm base	dia Mandand Cince fermine
	Harris Jones & Malone, Ll government relations and Ms. Harris Jones was ass Baltimore and many of its transactions. In addition to community service and ci- recipient of the YWCA Gin Specific Qualifications, i professional skills i experience in publi experience in real demonstrated lead	LC in 2000, Ms. Harris Jones has represented a wide range of c procurement at both the state and local levels. Prior to founding ociated with other Maryland law firms from 1993 to 1999, and at agencies and related quasi-public entities in various real estate o her professional accomplishments, Ms. Harris Jones has held it organizations for which she has received recognitions and av eater Baltimore Special Leadership Award in 2012. Attributes, Skills and Experience: and experience in legal and business finance matters; ic policy matters;	lients, focusing her practice in Harris Jones & Malone, LLC, he has represented the City of development and financing leadership positions in many vards, including being the
1	 Amcan-American, 		
	 female; and 	Specific Qualifications, Attributes, Skills and Experience to b	e Represented on the Board
	 female; and 	Specific Qualifications, Attributes, Skills and Experience to b The Board has identified particular qualifications, attributes, skills and experience	that are important to be represented on the Board as a whole, in light of the
			that are important to be represented on the Board as a whole, in light of the chiristics of the Company's business and the associated qualifications, attributes 1
	 female; and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chars skills and expension that the Board believes should be represented on the Board Business Characteristics The Board's reported bits include understanding and overseeing the	that are important to be represented on the Board as a whole, in light of the citeristics of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience
	 female; and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and experience that the Board believes should be represented on the Board tables are should be represented on the Board believes should be represented on the Board tables are should be represented on the Board believes should be represented on the Board tables are should be represented on the Board believes should be represented on the Board tables are should be represented by tables are should be represented by the should be should be repres	that are important to be represented on the Board as a whole, in light of the chiristics of the Company's business and the associated qualifications, attributes 1
	 female; and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara kills and expensions that the bloard believes tabled be represented on the Board Business Characteristics. The Board's responsibilities include understanding and overseeing the various risks facing the Company and emusing that appropriate policies and percedures are in place to effectively manage those risks.	that are important to be represented on the Board as a whole, in light of the chiritistics of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience • Risk oversight/management expertise. • Service on other public company boards and committees.
	 female; and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chars skills and expension that the Board believes should be represented on the Board Business Characteristics The Board's reported bits include understanding and overseeing the	that are important to be represented on the Board as a whole, in light of the chirdstics of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience • Risk oversight/management expertise.
	 female; and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and experience that the Board believes should be represented on the Board Business Characteristics. The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage those risks. The Company's business involves complex financial and real estate	that are important to be represented on the Board as a whole, in light of the charistics of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience • Risk oversight/management expertise. • Service on other public company boards and committees. • Operating business experience. • High level of financial literacy. • Knowledge of the commercial real estate ("CRE") industry and real estate
	female; and qualifying as an In	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and experience that the Board believes should be represented on the Board Business Characteristics. The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage those risks. The Company's business involves complex financial and real estate	that are important to be represented on the Beard as a whole, in light of the charterist of the Company's business and the associated qualifications, attributes dualifications, Attributes, Skills and Experience • Reak overright/management experience • Service on other public company boards and committees. • Operating business expresence. • High level of financial literacy. • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REITs"). • Familiarly with medical office building leasing activities and beat/bcare
1	female; and gualifying as an In	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and experience that the Board believes should be represented on the Board Business Characteristics. The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage those risks. The Company's business involves complex financial and real estate	that are important to be represented on the Board as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes Gualifications, Attributes, Skills and Experience • Reak oversight/management experience • Stark oversight/management experience • Stark even of the public company boards and committees. • Operating business experience • High level of financial literacy • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("RETL") • Familiarly with medical office building leasing activities and healthcare regulation trends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities.
Discussion of specific experience sought by	female; and gualifying as an In	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and experience that the Board believes should be represented on the Board Business Characteristics. The Board's responsibilities include understanding and overseeing the various risks facing the Company and ensuring that appropriate policies and procedures are in place to effectively manage those risks. The Company's business involves complex financial and real estate	that are important to be represented on the Board as a whole, in light of the charteristic of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience • Note oversight/management experience • Note oversight/management experience • Operating business experience. • High level of financial literacy • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("RETE") • Familiarity with medical office building leasing activities and healthcare regulation trends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities. • Familiarity with the public capital markets.
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and expensions that the blood believes tabled be represented on the Board Destiness Characteristics . The following table summarizes certain key characteristics include understanding and overseeing the reason risks facing the Company and ensuing those risks. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters. The Board must constantly evaluate the Company's strategic direction in light of current real estate and healthcare business tends, healthcare policy tends	that are important to be represented on the Board as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes Gualifications, Attributes, Skills and Experience • Reak oversight/management experience • Stark oversight/management experience • Stark even of the public company boards and committees. • Operating business experience • High level of financial literacy • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("RETL") • Familiarly with medical office building leasing activities and healthcare regulation trends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities.
experience sought by	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified garticular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara- skills and experience that the Board believes should be represented on the Board Business Characteristics The Board's responsibilities include understanding and overseeing the various risks fixing the Company and ensuring that appropriate policies and procedures are in place to effectively manage those risks. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters.	that are important to be represented on the Board as a whole, in light of the charterists of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience • Note oversight/management experience • Note oversight/management experience • Operating business experience • High level of financial literacy • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts (TRETs") • Familiarity with medical office building leasing activities and healthcare regulation trends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities. • Familiarity with the public capital markets. • Verd experience.
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and expensions that the blood believes tabled be represented on the Board Destiness Characteristics . The following table summarizes certain key characteristics include understanding and overseeing the reason risks facing the Company and ensuing those risks. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters. The Board must constantly evaluate the Company's strategic direction in light of current real estate and healthcare business tends, healthcare policy tends	that are important to be represented on the Beard as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes Qualifications, Attributes, Skills and Experience
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and expensions that the blood believes tabled be represented on the Board Destiness Characteristics . The following table summarizes certain key characteristics include understanding and overseeing the reason risks facing the Company and ensuing those risks. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters. The Board must constantly evaluate the Company's strategic direction in light of current real estate and healthcare business tends, healthcare policy tends	that are important to be represented on the Beard as a whole, in light of the chartifications, Attributes, Skills and Experience Qualifications, Attributes, Skills and Experience • Nak oversight/management expertise. • Service on other public company boards and committees. • Operating business expertence. • High level of francial literacy. • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REI") . • Familiarity with medical office building leasing activities and beatthcare regulation brends and activity. • Knowledge of the Company's historical business activities. • Familiarity with medical office building leasing activities and beatthcare regulation brends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities. • Familiarity with the public capital markets. • Work experience. • Commitment to serve on the Beard over a period of years in order to drevelop knowledge about the Company's operations. • Understanding of the impact of financial market media on the real estate industry. • Understanding of healthcare policy, trends and regulation, healthcare business breads and businged to the Company's operations. • Understanding of healthcare policy, trends and regulation, healthcare business breads and the impact on the real and trends on the real estate industry. • Understanding of healthcare policy, tends and regulation, healthcare business breads and their impact on the company's head on the real estate industry. • Understanding of healthcare policy, tends and regulation, healthcare business breads and their impact on the company is and the policy • Service best and their impact on the company is an estate business theols and ministing theory business and statelege • business breads and their impact on the company is an estatelege • business theory and their policy is an estatelege • business theore and and their policy is and estatelege • Servi
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara skills and expensions that the blood believes tabled be represented on the Board Destiness Characteristics . The following table summarizes certain key characteristics include understanding and overseeing the reason risks facing the Company and ensuing those risks. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters. The Board must constantly evaluate the Company's strategic direction in light of current real estate and healthcare business tends, healthcare policy tends	that are important to be represented on the Board as a whole, in light of the charteristic of the Company's business and the associated qualifications, attributes Gualifications, Attributes, Skills and Experience · Rolk oversight/management experience · Rolk even of the public company boards and committees. · Operating business experience · Rolk even of the noticel literacy. · Knowledge of the commarcial real estate ("CRE") industry and real estate investment toutis ("REITs") · Familiarity with medical office building leasing activities and healthcare regulation trends and activity. · Management/leadership experience. · Knowledge of the Company's historical business activities. · Familiarity with medical office building level in a business, government, mon-prefit or academic organization of high standeg. · Understanding of the impact of financial markets and real estate industry difference. · Understanding of the impact of financial markets and real estate industry difference. · Understanding of the impact of financial markets and real estate industry difference and activity. · Understanding of the impact of financial markets and regulations, healthcare hubites bench and their impact on the Company's business and strategic plants. · Understanding of healthcare policy, trends and regulations, healthcare hubites bench and their impact on the Company's business and strategic plants. · Sufficient time and availability to devote to Board and committee matters.
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes contain key characteristics and the company's hourd be represented on the Board Particle State and the Company's hourd be represented on the Board periods and periods and periods that and period to the state state and periods and periods that and the state state state and healthcare regulatory matters. The Board must constantly evaluate the Company's strategic detection in light of current real estate and healthcare regulatory matters.	that are important to be represented on the Beard as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes default calons, Attributes, Skills and Experience. • Nak oversight/management expertise. • Service on other public company boards and committees. • Operating business operations. • High level of francial iteracy. • High level of francial iteracy. • High level of francial iteracy. • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REI"). • Familiarity with medical office building lessing activities and healthcare regulation brends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities. • Familiarity with the public capital markets. • Familiarity with the public capital market. • Work experience. • Understanding of the impact of financial market brends on the real estate industry. • Understanding of the impact of financial market trends on the real estate industry. • Understanding of he impact of financial market trends on the real estate industry. • Understanding of healthcare policy, trends and regulations, healthcare parts. • Practical unidow and market pactors to Board over to Board act committee markets. • Practical unidow and market pactors.
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara- skills and experience that the bloard believes tabled be represented on the Board methods that should be the presented on the Board procedures are in place to effectively manage those roke. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters.	that are important to be represented on the Beard as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes <u>Constitutions, Attributes, Skills and Experience</u> • Rak oversight/management expertise. • Service on other public company boards and committees. • Operating business operations. • High level of francial iteracy. • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REI"). • Familiarity with medical office building lessing activities and healthcare regulation brends and activity. • Managementileadership experience. • Familiarity with medical office building lessing activities and healthcare regulation brends and activity. • Managementileadership experience. • Kowledge of the Company's historical business activities. • Familiarity with the public capital market. • Work experience. • Committeent to serve on the Beard over a period of years in order to develop knowledge about the Company's operations. • Understanding of the impact of financial market trends on the real estate industry. • Understanding of healthcare policy, trends and regulations, healthcare business stends and their impact on the Company's business and strategic pans. • Understanding of healthcare policy, trends and committee markets • Understanding of healthcare policy. Trends and committee markets. • Practical unidow and market polyceret. • Dender and ethnic diversity.
experience sought by Explanation why spec	 female; and qualifying as an In skills and the Board ific skills and 	The Board has identified particular qualifications, attributes, skills and experience Company's long term interests. The following table summarizes certain key chara- skills and experience that the bloard believes tabled be represented on the Board methods that should be the presented on the Board procedures are in place to effectively manage those roke. The Company's business involves complex financial and real estate transactions and healthcare regulatory matters.	that are important to be represented on the Beard as a whole, in light of the characteristic of the Company's business and the associated qualifications, attributes default calons, Attributes, Skills and Experience. • Nak oversight/management expertise. • Service on other public company boards and committees. • Operating business operations. • High level of francial iteracy. • High level of francial iteracy. • High level of francial iteracy. • Knowledge of the commercial real estate ("CRE") industry and real estate investment trusts ("REI"). • Familiarity with medical office building lessing activities and healthcare regulation brends and activity. • Management/leadership experience. • Knowledge of the Company's historical business activities. • Familiarity with the public capital markets. • Familiarity with the public capital market. • Work experience. • Understanding of the impact of financial market brends on the real estate industry. • Understanding of the impact of financial market trends on the real estate industry. • Understanding of he impact of financial market trends on the real estate industry. • Understanding of healthcare policy, trends and regulations, healthcare parts. • Practical unidow and market pactors to Board over to Board act committee markets. • Practical unidow and market pactors.

SL Green Realty Corp.

Under the Nominating a Corporate Governance Committee director recruitment process, SL Green presents specific skills sought by the Board.

Director biographies with a general presentation of skills and experience



b

public companies)

the interplay of the candidate's experience with the

the candidate's industry knowledge and experience, the ability of a nominee to devote sufficient time to

 the extent to which the candidate generally would be a desirable addition to the Board and any committees

experience of other Board members

any actual or potential conflicts of interest

and whether the candidate meets the NYSE

 qualifications to serve on appropriate Board committees (including financial acumen)

· familiarity with desired markets or regions

ability to make independent and analytical judgments
 ability to introduce the Company to business or

reputation in the corporate governance community

the affairs of the Company

independence criteria

of the Board

technological literacy
 strategic insight

other opportunities

risk management skills
 effective communication skills

Discussion of specific skills and experience sought by the Board

Southern Company, The

In a Letter from the Board, Southern Company highlights that a search firm has assisted the Company in finding, "candidates with the qualifications, attributes, skills and experience compatible with... strategic imperatives". An overview of director skills as a group also highlights that the Nominating, Governance and Corporate Responsibility Committee regularly reviews Board skills to ensure that they align with the Company's long-term strategy.

Corporate Governance

This year, we reinforced our commitment to Board governance, Board refreshment and Board succession planning.

During 2017, we engaged a nationally-recognized search firm to assist our search for Board candidates with qualifications, attributes, skills and experiences compatible with our strategic imperatives that drive long-term value. We also engaged an independent outside law firm to conduct a comprehensive review of our corporate governance structure and practices to assist in ensuring the optimal governance structure is in place.

In March 2018, Dr. Ernest Moniz joined our Board as an inde Secretary of Energy and a distinguished physicist, Dr. Moni: and Safety Committee and the Nominating, Governance an In addition, he serves on the Business Security Subcommitt across the Southern Company system. With this election, w over the last four years. We remain focused on continuing t

We appointed Dr. Steven R. Specker to succeed Larry D. The effective as of the adjournment of the annual meeting on N is re-elected.

 Explanation why specific skills and experience sought by the Board

Discussion of specific skills and experience sought by the Board



Director biographies with a general presentation of skills and experience -



Presentation of nominee skills as a group

12



Southwestern Energy Co.

Southwestern Energy presents market conditions and Board refreshment in a paragraph that introduces the skills sought by the Board.

the Boardroom:

experience

Discussion of specific skills and experience sought by the Board

As the natural gas exploration and production industry has become increasingly competitive and volatile over the last several years, we have engaged in a deliberate and measured process to review and refresh the composition of our Board. In 2017, the Board added three new directors, which with the election of the Company's CEO to the Board in 2016 means 50% of this year's nominees have been added during the last two calendar years. Their selection followed a thorough search process, aided by an external search firm. The following key goals informed these choices:

- · We believe an effective Board brings together a diversity of perspectives based upon a strong balance of skills, experience, and personal qualities that, when united with a set of core competencies, provide a solid platform for wise oversight of the Company.
- We have targeted specific skill resources that provide insights into where we collectively determine SWN and our industry are headed.
- · We actively pursue diversity of thought, approach, At least half our nominees gender and ethnicity.

We believe all of our directors possess the following core skills crucial to a successful Board:

- Acute understanding of how shareholder value is generated, and extensive experience in shareholder engagement
- · Direct experience managing in a global context or analyzing the energy industry from a global perspective

Presentation of nominee skills as a group ▼

We believe all of our directors possess the following core skills crucial to a At least half our nominees have the following critical skills and backgrounds successful Board:

- Acute understanding of how shareholder value is generated, and extensive experience in shareholder engagement
- . Direct experience managing in a global context or analyzing the energy industry from a global perspective
- Deep-rooted risk and value understanding of cyclical commodity businesses
- Strategic and nimble mindset gained through strategy formation or implementation
- Strong financial competency



- · Career-long experience in the Company's industry sectors, including at executive level
- Executive positions in global operations
- Managed capital-intensive, cyclical commodity businesses

that bring important perspectives to the Board:

- CEO leadership experience
- Hands-on HSE and corporate responsibility experience
- Direct experience in contiguous, cyclical industries
- Corporate governance experience from other boards
- Industrial operating and workforce management experience
- · Mergers and acquisitions execution, implementation or analysis skills

Splunk, Inc.

Splunk uses graphics to present a blended overview of Board skills, and to explain why each area of expertise is relevant to the Company.

Director biographies with a focus on specific skills and areas of expertise



Presentation of nominee skills as a group



U.S. Bancorp

U.S. Bancorp presents the skills sought by the Board, an explanation of why each is important to the Company, and uses director biographies to present how and where each nominee acquired their respective skills.

Presentation of nominee skills as a group

Chief exe	cutive experience	⇒	ŧ	• •	•	•	ŧ	ŧ	ŧ	ŧ	ŧ														
	Risk management	•	ŧ	11	ŧ	•	ŧ	ŧ	ŧ																
Financial reportin	ig and accounting	•	ŧ	ŧ i	ŧ	ŧ	ŧ	į.	Ť	÷	Ì	į	Ť	ŧ.	ĺ.			fo	ocus	s on	spe	cifi	ohies c ski		
Financial services	industry expertise	Þ		• •			ġ.	ģ.	ģ.	ġ.	ġ.	ģ	ġ.	ġ.	į.			а	ireas	s of e	expe	ertis	se		
-	industry expertise		1	6	E	21			omc cust servi	er o ome od a	f An rs in s Ch	Mi	n Co ssou man,	ri and Pres	r. Baxter ation, a d Illinois ident ar Vice Pr	regulat He hand Chie	ed elec is serv f Exec	etric red in author	and on these office	gas u se por cer of	tility of sition Ame	comp is sin aren 1	pany s ice 20 Misso	servin 14. N uri fro	g Mr. Ba m 2
	orate governance			A.	P	1									dition, h 07 to 20		served	as I	Presid	ient a	nd C	thief	Execu	stive (office
Community and cus	tomer experience	<u></u>						1		Ame	ren	Co		ation	since a										
			Com	er L. I tor sin mittee sir, Cap it	ce 20 s	015	9		ь ь	Chie 500 Fina Cont	com nola trolk	par par il re	ny proport	ting a arge p	erlence as valua and acc publicly ding acc	ble lead ounting traded	dership g: Thro compa	o insi ough any,	his p Mr. B	o the bast e	Boar	rd. ience	e as th	10 CF	0 ar
cussion of specific sk d experience sought b Board		px lo of Bi re	isses ng-ter differ usine: prese	s the h m inter ont oc ss skill nted o	lighe rests lucat Is an	st per s of a lion, t nd qu a Boa	I of susin alifi rd a	icat it ar	ind p sha s and lons ny or	reho d cul The time	itura ne G	nal s. l l ba ove	othi Direc ackg man also	tors in round ce O	ommitte ews Bo	rity, and able to se cons ard self	d who o work iders t	the t	comr a colle balanc	nitted legial ce of d info	busit	ner v	sentin with pr exper with re	ig the erson rience ispec	s
planation why specific Ils and experience ught by the Board	; •	ar id th gi	d bad entifie em to ven tir	the sme. Ar	nds partie et of ny ga	desira cular skills aps b	able area tha scor	In f is o it th me i	f pro e Co focus	e Bo fess mm s are	iona ittee ittee	me l et be	mbe xperi sleve direc	rs. A lence is is i tor s	current s part o and sk importa earch e	It this p ill sets nt to ha florts.	rocess repres ave rep	s, the iente prese	e Gov ad on ented	the E amo	nce (Board ng th	Com J and he di	mittee 1 com rector	pares s at a	ny
															to our										oh
	 Financial re such as pas particularly to 	t exp	perier	nce a	s a (CPA	or t	he	CFC	0 01	al	arg	e co	rpor	ation.	Directo	ors wit	th t	hese	qual	lifica	tions			P
	 Financial se services ind challenges a 	ustry	Dire	octors	wit	h thi	s ex	que	rlen	ce c	ont													sl	
	Channingus a	netro	stry o				th t	his	exp	erti	se t	rin	g to	our	Board	a valu	uable							hor	
	 Regulated I than financia extensive re 	al se			work	(Into	rso	UL3	WIL	1.50	rato	gic	and,	a ob											
	- Regulated I than financk	al se gula gove her	rnan publik	ce: T cly he	hree Id c	o to o	ratio	ons	nine and	es l 1/or	brin	g t	o ou ienc	e wo	ard sig	in the	nt lead	of co							

WEC Energy Group, Inc.

WEC Energy uses a full page to present the criteria and processes used to evaluate nominees, and presents an overview of the core competencies sought from directors.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board Presentation

DIRECTOR NOMINEES

Criteria and Processes Used to Evaluate Nominees

The Corporate Governance Committee evaluates director nominees in the context of the Board as a whole with the goal of recommending nominees with diverse backgrounds and experience that, together, can best perpetuate the success of WEC Energy Group's business and represent stockholder interests. In addition to evaluating director nominees on the b director candidate criteria, Board diversity, and independence as described on page P-66, the Corporate Governar Committee has determined, through the Board succession planning process, that the Board should consist of cance collectively possess the following core competencies in order to effectively carry out its oversight function. By adhe philosophy, the Board avoids director candidates with a narrow focus or set of experiences. Core competencies, q and experience for each director are listed in their respective biographies under the heading "Nominees for Election of Directors.* Just because a core competency is not associated with a director should not be taken as an indicato does not posses those particular skills.

Core Competencies

CEORenior Leadership Directors who have significant serior leadership experience as a CEO or serior executive demonstrate a practical understanding of an organization and its operational processes, enterprise risks, and strategy, and are able to recognize leadership skills in others.

Financial Strategy/Investment Management/Investor Relati It is important that our directors have expertise in evaluating

financial plans, policies, and strategies, including capital structure, debt programs, and equity financings. Directors with an understanding of investments and investment-making policy add significant value in assessing investment approaches and

Audit Oversight/Financial Reporting Directors with expertise in financial reporting, internal controls, and audit functions are oritical to effective oversight of the Company's accurate preparation of financial statements and disclosures, and of compliance with legal and regulatory requirements.

Regulated Industry Kn

Our businesses are heavily regulated and directly affected by multiple state and federal regulatory agencies. These regulations significantly influence the Company's operating environment and its financial condition. Directors with experience in highly regulated businesses bring relevant context to discussions on the strategic impact of these regulations.

pe of the Com

Business and/or Industry Directors with leadenship and operational experience in our industry bring a practical understanding of the technical nature of the Company's business, which allows for thoughful deliberation in discussing the intritaceles of achieving operational excellence.

Public Policy

Directors who have experience working with government organizations and public policy provide valuable input as management considers the strategic impact of new and changing legislative acts and policies, as well as judicial decisions that affect the utility industry.

The industry in which our Company conducts business is complex The inclustry in which our Company conducts business is complex and experiencing ongoing transformation. Digital and other technological advances are changing energy policy and markets, as well as oreading new sources of risk that challenge the protection of systems and assets against physical and cyber threads. The Company believes all stockholders are well served by the presence advances with beamdeter before determined. of directors with knowledge in these areas.

Risk Masagement and Oversight Directors with expertise in risk management and ov provide keen insights that are critical to the Compa comprehensive practices and policies used to effect and mitigate risks that arise across every area of the

Talent Management Executive Compensate

Our Company operates in a highly technical and oc which necessitates a strong focus on talent manage with experience in acquiring new talent, establishing compensation and benefit package, and succession oritical to the Company's ability to imple attracting and retaining human capital. nent strated

The Company strives to maintain and promote a fra practices and policies through which the Board can processes are powers innovements through which the bound sum stakeholders of the Company's accountability and to important to have directors with strong expertise in or governance practices who work alongside manager the Board maintains its focus on stockholder interest

Providing exceptional outcomer care is one of the C fundamental objectives. Insight from directors who h organizations with the same focus assists managem to continually enhance our processes in order to effi-efficiently serve the needs of its broad customer bas

ntal Issues/Cornorate Rocial Respon Our Company is focused on serving its customers a Cur company is tocoled on serving its occurries a our communities as a negotiable corporate obtain, balancing the delivery of safe, reliable, and affordab commitment to protecting the environment and cont positively to society at large. Directors who have exp assessing bunches nisks and growth opportunities t of ESG factors provide valuable input to strategic de

ic Planding

And uproceedented business and technological iny transformation, the Company must continue to maxi financial and operational performance. Directors wit strategic planning can help management (sterify wa strategy) in response to the changing environment, w long-term value creation.

Director biographies with a focus on specific skills and areas of expertise

John F. Bergstrom

Director Since: 1987 Board Committees: Audit and Oversight; Compensation (Chair);

Leadership/CEO Experience; Talent Management/Executive Compensation; Strategic Planning; Customer Service.

- Bergstrom Corporation Chairman and CEO since 1982. Bergstrom Corporation owns and operates numerous automobile sales and leasing companies.
- Director of Advance Auto Parts Inc. since 2008; Director of Associated Banc-Corp since 2010; Director of Kimberly-Clark Corporation since 1987.
- Director of WEC Energy Group since 1987; Director of Wisconsin Electric Power Company from 1985 to June 2015

Specific qualifications and experience

Mr. Bergstrom brings to our Board of Directors 35 years of leadership experience as CEO of Bergstrom Corporation, one of the top 50 automotive dealership groups in America. With significant business operations in WEC Energy Group utilities' service territories and customer service perspective, Mr. Bergstrom brings strong insight with respect to the needs and concerns of WEC Energy Group's large retail customers, as well as perspective on the business environment in the State of Wisconsin, home to WEC Energy Group's corporate headquarters and our largest utility subsidiaries. His deep governance knowledge, which includes over 50 years of combined experience as a director on the boards of other publicly traded U.S. corporations and regional nonprofit entities, including the Green Bay Packers, Inc., is particularly valuable to board and committee discussions







D-20 Annex D: Beyond the matrix XCEL ENERGY INC.

BACK TO CONTENTS

Xcel Energy Inc.

Xcel Energy highlights that its Governance, Compensation and Nominating Committee reviews, "the experience and attributes desired for effective governance in our changing industry", and clearly defines the skills sought by the Board.

- Discussion of specific skills and experience sought by the Board
- Explanation why specific skills and experience sought by the Board

Board Planning and Composition

We believe that the most effective oversight comes from a Board of Directors that represents a diverse range of experience and perspectives that provide the collective skills, qualifications, and attributes necessary to provide sound governance. We also believe it is important for the Board to work well as a whole, with members bringing their experience to the table and dialoguing freely with each other and with management to create an environment that results in well functioning oversight. The GCN regularly reviews with the Board the experience and attributes desired for effective governance in our changing industry and evaluates the current Board make-up in light of these criteria.

Director Experience and Attributes

We seek directors with experience and expertise in the following areas:

Leadership and Strategy

Directors who hold or have held significant leadership positions provide the Company with unique insights. These people generally possess extraordinary leadership qualities as well as the ability to identify and develop those qualities in others. They demonstrate a practical understanding of organizations, processes, strategy, risk management and corporate governance, and know how to drive change and growth.

Finance

Accurate financial reporting and thorough auditing are critical to our success. We seek to have a number of directors who qualify as audit committee financial experts, and we expect all of our directors to be literate in finance and financial reporting processes.

Risk Management

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

Environmental Issues

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

Nuclear Operations

A portion of our business deals with nuclear regulations and operations. Therefore, we seek at least one director with experience in nuclear risk management and nuclear power operations to provide effective oversight and expertise to our business.

Regulated Industry

Our businesses are heavily regulated and are directly affected by governmental actions. Likewise, cultivating a strong culture of compliance is critical to our busin

brand. As such, we seek directors with experience possess insight and understanding of effective strat

Customer and Community

Understanding the interests and needs of stakehold policymakers is important in a business as critical a important to our business success. Marketing and t becomes more competitive and as we seek to bette seek directors who have experience in consumer b



Richard K. Davis Age 60

Director since 2006 Executive Chairman U.S. Bancorp Public Company Directorships · U.S. Bancorp

(2006 to present) The Dow Chemical Company (2015 to present)

A



Mr. Davis' executive experience in the highly regulated banking industry provides the Board with valuable leadership skills, strategic insight, and commercial acumen. His extensive financial expertise is valuable in our capital-intensive industry and his background in delivering strong results for a complex financial institution brings valuable skills to the Board. Mr. Davis also serves as a director of several nonprofit and educational institutions in the communities that we serve, bringing an enhanced awareness of our stakeholder base that is valuable to our business. Mr. Davis previously served as Lead Independent Director for four years.

Business Experience

- Executive Chairman, U.S. Bancorp, a multi-state financial holding company (April 2017 to April 2018)
 Chairman, U.S. Bancorp (2007 to April 2017) and CEO (2006 to April 2017)
- · President, U.S. Bancorp (2006 to January 2016)

Director biographies with a general presentation of skills and experience

· GCN (Chair)

Finance



Argyle Disclosure Database

Search, collate, and review noteworthy proxy disclosure **graphics and text** with the updated Argyle Disclosure Database.

Search Text View live text search disclosure database	results side-by-side i	n the industry's f	irst user-acce	ssible graphic
Mayle	Q SEARCH	COMPANIES -	IMAGES -	# METADATA -
Sustainability Report - In response	bility e the long-term health and <mark>sustainability</mark> of Alls e to stockholder input, Allstate issued a <mark>Sustaina</mark> d for you to ensure the <mark>sustainability</mark> and succe	bility Report in 2017, detailing enviro	onmental, social, and governan	
responsibility for citizenship and sus	rmance at Citi Citizenship and <mark>sustainability</mark> gov a <mark>imability</mark> -related activities. Management group y , and Environmental and Social Risk Managem	s provide strategic guidance and seni		
Pepsico 2018 Proxy Statement Our vision - what we call Perform leaving a positive imprint on society. As we believe our performance is i	ince with Purpose – is to deliver top-tier financi. extricably linked to the <mark>sustainability</mark> of the wo y issues as a vital element of its business oversig	rld in which we operate, <mark>sustainabilit</mark>		
sustainability and corporate social re Oversee the Company's practices a	nanagement activities related to state and federa sponsibility and positions to advance its corporate citizenshi that drive long-term <mark>sustainability</mark> for customer	p, including environmental, <mark>sustainab</mark>		



Compare Peers

Shortlist your peers and review disclosures from their most recent proxy statements. Compile and download source files from one location.

me	Q SEARCH (COMPANIES -	MIMAGES - # METADATA	- 1
Search By	Board of Directors		
	O Board Committee Membership	O Board Committees	
	Q Boord Leadenhip (Structure)	O Boord Refreshment	
Total .	O Board Responsibilities/Areas of Oversight	O Board Size	
and the second se	O Board/Director Evaluations	O Board/Director Skills	
Ticker	O Director Age	O Director Bies	
Company	O Director Diversity/Gender	O Director Education	
Company Nome	O Director Independence	O Director Meeting Attendance	
	C Director Recruitment	O Director Tenure	

Benchmark

Benchmark your disclosures against the most noteworthy Fortune 250 proxy statements.



Learn more at http://add.argyle.company

For a demonstration and your log-in details contact info@argyleteam.com



Follow Best Practices

Run searches to identify and review how proxy statements are evolving to better meet investors' needs.





Identify Trends Identify, shortlist, and review current trends in proxy statement disclosure.

	ENVIRONMENTAL SUSTAINABL/TY GOALS		
Bind by 2020.		authors, 6ar 2012	
0	To reduce processor passessment by 10%		
0	To reduce featuring some by USs	and the second s	
	To reduce a near f amazons by 100%	100	
	To reduce water use to 25%	100	\mathbf{Y}

Argyle

About Argyle

We are a creative communications firm offering end-to-end, in-house execution capabilities.

Our experienced and passionate team is composed of attorneys, designers, project managers, thinkers and web developers. We collaborate together around a process that encompasses drafting, editing, designing and publishing across all digital and print channels.

We are thrilled that communications prepared by Argyle have contributed to trustful relationships between our clients and their readers, whether investors, employees or other stakeholders.

In turn, our commitment to our clients has resulted in meaningful long-term relationships with some of the most respected public and private companies in the world.



www.argyleteam.com

Argyle Company 401 Park Avenue South, 8th Floor New York, NY 10016 (201) 793 5400

Copyright © 2018 by Argyle

All rights reserved. No part of this publication may be reproduced, distributed, or transmitted in any form or by any means, including photocopying, recording, or other electronic or mechanical methods, without the prior written permission of the publisher, except in the case of brief quotations embodied in critical reviews and certain other noncommercial uses permitted by copyright law. For permission requests, email the publisher at info@argyleteam.com.