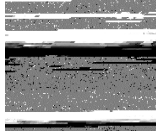


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March 15, 2017

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What proposals are to be presented at the 2017 Annual Meeting?

The purpose of the 2017 Annua



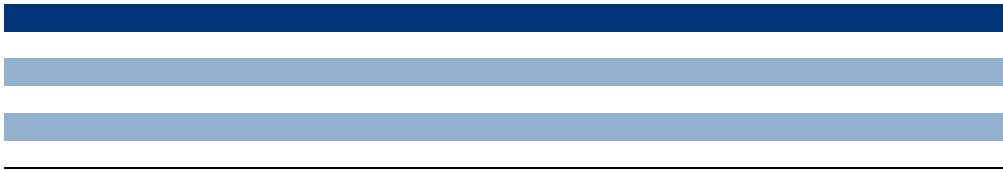


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PROPOSAL 3

APPROVE AMENDED AND RESTATED 2015 EQUITY & INCENTIVE COMPENSATION PLAN

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Governance Practices

The Compensation Com

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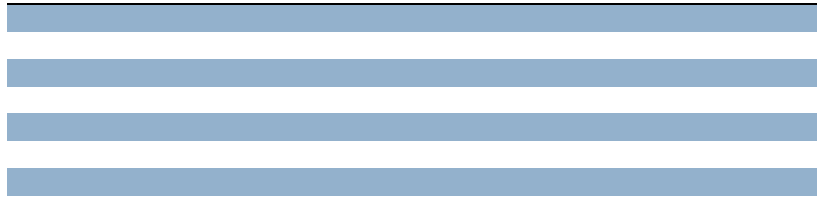
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The Compensation Committee, with the advice of its independent executive compensation consultant, reviews the proposed performance measures an o s a









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INFORMATION ABOUT SHAREHOLDER PROPOSALS AND COMPANY DOCUMENTS

SHAREHOLDER PROPOSALS

To be included in the proxy statement and proxy card for the 2018 Annual Meeting of Shareholders, a shareholder proposal must be received by us on or before November 1, 2017.

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Award will provide for such early termination of restrictions (other than in connection with the death or disability of the Participant or a Change dr a

such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code. In such event, the Evidence of Award will specify the time and terms of delivery.

10. **Administration of this Plan.**

- (a) This Plan will be administered by the Committee. The Committee may from time to time deli
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excluding, for this,



Plan and which are intended to comply with the requirements of Section 409A of the Code. The Committee also *sofðmmsep re nrd t t imeoord iofd whFCeFents ofe iord re kbñn



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