

Proxy Design Library

Utilizing design to deliver your story

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<p>Say on Pay</p>	<p>Bottom Line:</p> <p>Good design enhances communication value.</p>		<p>ESG</p>																																								
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As investor behaviors evolve, proxy storytelling matters more than ever.

A cursory scan of the headlines confirms there's a sea change underway. Fueled by zero commissions and mobile trading platforms, more investors than ever are buying individual equities. Overall stock ownership is at an all-time high. And we're witnessing unprecedented investor engagement and activism.

Issuers are under enormous pressure to step up investor engagement. In this environment, strategic proxy design is your greatest asset.

In just the past year, 440 shareholder proposals were put to vote, many of them around climate, racial equality, lobbying, and other ESG-related issues. Meanwhile, so-called meme stocks continue to gather steam. Small-time investors can now mobilize on social media to disrupt the largest institutional investors and hedge funds.

In this climate, how will you engage investors to drive the outcomes you want?

It starts with your proxy

The proxy distribution is your first and best opportunity to tell your story. At once you need to shape investor perceptions, build loyalty, and deliver a compelling brand narrative.

That's why every detail matters. From design language and layout, to colors, copy and branding, each element contributes to holistic narrative that can make or break your success.

What's inside

This resource includes best practices and proxy examples to help guide you to the most effective proxy design and layout for your company. Let our team help you tell your story.



Discover best practices



Explore design examples

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SECTION 1

Proxy Insights

Proxy statement design requires thoughtful consideration of each element. Consider the story you need to tell. How will you persuade investors committed to ESG issues and board diversity? What components can showcase your brand in the best possible light? In what ways can you hold your audience's attention?

Our team is here to help you strategize each design element, so that your next proxy builds a cohesive narrative and tells a compelling story.

T H E V A L U E O F Design

Bridging the gap between data and understanding.

Stephen Harrison

Chief Creative Officer and President, FalkHarrison

Communication design seeks to attract, inspire, and motivate an audience to respond to a message. Design elements of typography, infographics, color, charts and graphs, should all work together to communicate a holistic, strategic message that visually supports your brand. But design does more than make things look good. Design plays an overall vital role in enhancing your communications by adding credibility, professionalism, and purpose to your message and your organization. Even the best-prepared data may not achieve the desired response if the content is not presented in a way that engages the reader. Design is what bridges the gap between data and storytelling.

Bottom line – good design adds value by helping to build a cohesive narrative.

Many corporate issuers are transitioning their proxy away from a visually dense, regulatory document to one that is a well-designed, well-organized communication tool. Through the implementation of design best practices, their goal is to make the story:

- More accessible through layout enhancements
- More thoughtful with improved content flow
- More understandable through strategically designed charts, graphs and iconography

- More closely aligned with the brand through implementation of your graphic standards and branded imagery

Design is about being proactive, anticipating shareholder interests and objections in advance. At once you need to allay concerns, project confidence, and convey a narrative that, ultimately, inspires trust in your company's mission, management, and long-term potential.

As you consider enhancing your proxy statement, take a look at your big picture and ask your team these questions to help frame the problems you would like your design to solve:

- Where there is room for improvement?
- Is the content presented in a way that is engaging and easy to understand?
- Does it communicate professionalism and have a sense of purpose?
- How does it compare to peer companies?
- How does it reflect your brand?

Then identify your priority goals and objectives to best determine where to focus your design efforts and how design can contribute towards your success.

With so many new first-time investors jumping into the space, and with all the enthusiasm surrounding ESG and meme stocks, issuers need to think about how to tell a story that appeals to a wider, consumer audience. The best practices below can help you use design toward that end.

 **1. Make your story more engaging**

Think about content organization and flow while identifying key content you wish to highlight. Use color and infographics to add interest to the page. Utilize design to help your proxy stand out, be more impactful and memorable, and effectively engage your stakeholders.

 **2. Summarize key points**

Investors demand brevity and clarity, so it's critical to add a summary at the beginning of your proxy. This enables you to highlight your company's goals, strategy, and performance. Don't hesitate to include visual elements to enhance understanding. Include call outs and sidebars to highlight key points.

 **3. Reinforce your brand identity**

Your proxy should be an extension of your brand. Be sure to align design with existing brand standards. Of course, include your logo, colors, and font style to anchor all the elements of your story. These should work together to reflect the personality and vision of your organization and brand.

 **4. Visualize information**

A well-designed chart or table highlights key data and makes your point instantly clear. Keep charts and graphs simple and straightforward, with legends that are easy to read. Clarity, logical organization and consistency are key.

 **5. Humanize your Board**

When shareholders can associate a face with a name, they are more likely to feel a connection to your board and to your company. Photography, as well as a well-written bio, help the reader to better know the individual, their professional experience and their skills.

 **6. Tell your ESG story**

In this climate, ESG is more important than ever. The proxy statement can serve as a springboard to additional in-depth ESG content on your website or a free-standing ESG Report. ESG criteria reflects a broad range of business behaviors and metrics to assist investors in identifying companies with values that match their own.

About the author

Stephen Harrison, Chief Creative Officer and President, FalkHarrison

Stephen is passionate about solving branding and communication problems through a lens of creativity. During his career at FalkHarrison, Steve has been instrumental in the developing and leading teams of cross-functional designers, developers, and experienced partners to provide integrated communication programs that drive value for his clients. FalkHarrison, a global solutions provider of design services to Broadridge Financial Services and an Alliance Partner of Workiva.



SECTION 2

Samples From Your Peers

This section contains contains real-world examples of compelling and successful proxy design. Inside, you'll see how design can function to create a holistic narrative. Instead of considering sections and elements piecemeal, keep an eye on the whole.

Aerie Pharmaceuticals

Proxy Summary, Board Nominees, CD+A



PROXY SUMMARY

PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read this entire proxy statement carefully before voting.

Annual Meeting

Date: June 17, 2021 Time: 8:00 A.M. Eastern Time Location: The Unstead Hotel and Spa, 100 Woodland Pond Drive, Cary, North Carolina 27513

Ways to Vote Your vote must be received by 11:59 P.M., Eastern Time on June 16, 2021, to be counted.

Vote by Person
To vote in person, attend the Annual Meeting, and we will give you a ballot when you arrive.

Vote by Mail
If you requested printed copies of the proxy materials, you will receive a proxy card. To vote by proxy, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided.

Vote by Telephone
Call the toll-free number 1-800-490-4903. You will be asked to provide the company number and account number from the proxy card you received if you requested printed copies of the proxy materials.

Vote by Internet
Go to the Internet website www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and account number from the enclosed Notice.

PROPOSALS	BOARD VOTE RECOMMENDATION	REQUIRED VOTE
1 Election of Class B Directors	FOR EACH NOMINEE	Plurality of votes cast
2 Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021	FOR	Majority of votes cast
3 Non-binding advisory vote on the compensation of our named executive officers (NEOs)	FOR	Majority of votes cast

Aerie Pharmaceuticals, Inc. 1 2021 | Proxy Statement

PROXY SUMMARY

COMPANY OVERVIEW

We are an ophthalmic pharmaceutical company focused on the discovery, development and commercialization of first-in-class therapies for the treatment of patients with open-angle glaucoma, ocular surface diseases and retinal diseases. 2020 was a challenging year for the global economy as the COVID-19 pandemic brought disruptions to global supply chains, workforce participation was impacted by "shelter in place" restrictions and significant volatility disrupted the financial markets. Despite these challenges, the Company continued to achieve strong financial and scientific results in 2020.

2020 Business and Financial Highlights

U.S. Commercial Products
Net Product revenue in 2020 of \$83.1 million, which represents a 19% increase as compared to the prior year, was driven by our U.S. Food and Drug Administration ("FDA") approved glaucoma franchise products, Rhopressa® (retansuclid ophthalmic solution) 0.02% ("Rhopressa") and Rocklatan® (netarsudil/latanoprost ophthalmic solution) 0.02%/0.005% ("Rocklatan"). Although there was a decline in total prescription volumes in April 2020, as seen within the entire pharmaceutical market according to IQVIA data primarily due to the impact of the COVID-19 pandemic, our sales volumes have increased each successive quarter in 2020 as compared to the first quarter of 2020 for both Rhopressa® and Rocklatan®.

Outside the United States
In Europe, Rocklanda® (marketed as Rocklatan® in the United States) was granted a Centralized Marketing Authorisation ("Centralised MA") by the European Commission ("EC") in January 2021. Rocklanda® represents our second EC approved product in Europe as Rhoklasim® (marketed as Rhopressa® in the United States) was granted a Centralised MA by the EC in late 2019. Furthermore, we reported positive interim topline 90-day efficacy data in September 2020 for our Phase 3b clinical trial for Rocklanda®, named Mercury 3, which we believe is important to the execution of our strategy in Europe, which generated interest from potential collaboration partners.

In Japan, we entered into a Collaboration and License Agreement (the "Santen Agreement") with Santen Pharmaceutical Co., Ltd. ("Santen") in October 2020 to advance our clinical development and ultimately commercialize Rhopressa® and Rocklatan® in Japan and eight other countries in Asia. The Santen Agreement included an upfront payment to Aerie of \$50.0 million, with net cash proceeds after withholding taxes of \$45.0 million received in the fourth quarter of 2020. We initiated a Rhopressa® Phase 3 clinical trial in December 2020, the first of three expected Phase 3 clinical trials in Japan. Clinical trials for Rocklatan® have not yet begun.

U.S. Commercial Products	Outside the United States
<p>19% Increase in Net Revenues Rhopressa® and Rocklatan® \$83.1 million for the year ended December 31, 2020</p> <p>Sales Volumes Increased Each Successive Quarter of 2020 Rhopressa® and Rocklatan® in 2020</p>	<p>EC Approval Rocklanda® in Europe January 2021</p> <p>Executed Santen Agreement Rhopressa® and Rocklatan® in Japan October 2020</p> <p>Reported Positive Topline Data Rocklanda® Mercury 3 Phase 3b clinical trial September 2020</p> <p>Initiated Clinical Trial Rhopressa® in Japan October 2020</p>

Aerie Pharmaceuticals, Inc. 2 2021 | Proxy Statement

EXECUTIVE OFFICERS

EXECUTIVE OFFICERS

Information about Our Executive Officers
The following table sets forth certain information about our executive officers.

EXECUTIVE	AGE ⁽¹⁾	POSITION(S) HELD
Vicente Anido, Jr., Ph.D. ⁽²⁾	68	Chief Executive Officer and Chairman of the Board
Richard J. Rubino	63	Chief Financial Officer, Secretary and Treasurer
Thomas A. Mitro	64	President and Chief Operating Officer
Czarey C. Kopyczynski, Ph.D.	59	Chief Scientific Officer
John W. LaRocca, Esq.	56	General Counsel and Assistant Secretary
David A. Hollander, M.D., M.B.A.	47	Chief Research and Development Officer

(1) Age as of April 19, 2021.
(2) Dr. Anido's biography is included above in the section titled "Information about Directors Continuing in Office."

Set forth and described below is certain information about our executive officers (in addition to Dr. Anido).

RICHARD J. RUBINO

Richard J. Rubino has served as our Chief Financial Officer since October 2012. From March 2008 to April 2012, Mr. Rubino served as Senior Vice President, Finance and Chief Financial Officer of Medco Health Solutions, Inc. and from May 1993 to March 2008 served as Controller, Chief Accounting Officer, and Vice President of Planning. Previously, Mr. Rubino held various positions at International Business Machines Corporation from 1983 to May 1993 and at PricewaterhouseCoopers LLP (former's Price Waterhouse & Co.) from 1979 to 1983.

Mr. Rubino received his B.S. in Accounting from Manhattan College. He has been a director of the Northstar Center for Child Development since 2009, the Board Treasurer from 2012 through 2016, and became Board President in 2016. He also currently serves as a member of the Finance Committee and Executive Committee.

CHIEF FINANCIAL OFFICER
Positions:
Chief Financial Officer
Secretary and Treasurer
Age:
63
Joined Aerie:
2012

Aerie Pharmaceuticals, Inc. 40 2021 | Proxy Statement

COMPENSATION DISCUSSION & ANALYSIS

United States commenced in the third quarter and fourth quarter of 2020, respectively. The Athlone manufacturing plant has also manufactured clinical supplies of Rhopressa® for the Phase 3 clinical trials in Japan. We expect that in 2021 the Athlone manufacturing plant will manufacture most of our ongoing needs for Rhopressa® and Rocklatan® in the United States.

Product Candidates and Pipeline
We are developing AR-15512, our product candidate for the treatment of dry eye disease, for which we initiated a large Phase 2b clinical trial in October 2020. Furthermore, we are also developing three sustained release implants focused on retinal diseases, AR-1105, AR-13503 SR and AR-14034 SR. For AR-1105, we reported topline results of the Phase 2 clinical trial for patients with macular edema due to RVO in July 2020, indicating sustained efficacy of up to six months, an important achievement in validating the potential capabilities of Aerie's sustained release platform. With respect to future plans for AR-1105, we are currently evaluating next steps regarding advancement into a Phase 3 clinical trial along with commercialization prospects in both Europe and the United States.

For AR-13503 SR, we initiated a first in human clinical safety study in the third quarter of 2019 for the treatment of wet AMD and DME, which is currently ongoing. We are still evaluating different formulations of this early stage product candidate.

For preclinical AR-14034 SR, we anticipate filing an IND with the FDA in the second half of 2022 to evaluate its potential as a treatment for wet AMD and DME.

Long-term Stockholder Return Performance
The following graph illustrates a comparison of the five-year cumulative total stockholder return on our common stock since December 31, 2015 to two indices: the NASDAQ Composite Index and the NASDAQ Biotechnology Index. The graph assumes an initial investment of \$100 on December 31, 2015, in our common stock and in each index. It also assumes reinvestment of dividends, if any.

Comparison of Five-Year Cumulative Total Return
Aerie Pharmaceuticals, Inc. — NASDAQ Composite Index — NASDAQ Biotechnology Index

FDA Approval at Athlone Plant
Rhopressa® and Rocklatan® Production for Commercial Distribution to the United States

Initiated Clinical Trial
AR-15512
TRPM8 agonist for dry eye
Phase 2b clinical trial
October 2020

Reported Positive Topline Data
AR-1105
oxamethonium steroid implant
Phase 2 clinical trial in patients with macular edema due to RVO
July 2020

New Preclinical Program
AR-14034 SR
pan VEGF receptor inhibitor
Sustained Release Retinal Implant
for treatment of wet AMD and DME
in the United States
IND received early 2021

Aerie Pharmaceuticals, Inc. 45 2021 | Proxy Statement

Message from our Chairman and Chief Executive Officer

March 19, 2021

Dear Fellow Shareholders:
 One year ago, the global economy and local communities were upended by the COVID-19 pandemic. It has truly been an unprecedented time, and we hope you and your loved ones have remained safe and healthy.

At Ameriprise, we have built a company with a compelling value proposition, strong financial foundation, excellent risk management and a clear mission to help people feel confident about their financial future. Each of these elements contributed to our ability to successfully navigate such a challenging period and remain focused on executing our strategy and investing for the long term.

Our people demonstrated incredible resiliency — both professionally and personally — ensuring that we delivered an excellent client experience. Together, we generated record levels of engagement that helped us drive strong results across our diversified firm. We also provided direct help to local communities through targeted grants, virtual volunteer activities and the generosity of our employees and advisors.

Our performance in 2020 reinforced the importance of how we manage the business responsibility with strong governance and engagement with our Board of Directors, and we added to our track record of delivering for all our stakeholders, including our shareholders, through challenging market cycles. Our approach and strong results are outlined in this proxy statement. We expanded upon key topics such as our response to COVID-19, shareholder engagement, executive compensation program and responsible business practices, including continuing to advance our important diversity and inclusion efforts that have always served to strengthen our culture, and are underscored by our Vision, Values, and Behaviors and Commitments.

I would also like to cordially invite you to join us for our 2021 Annual Meeting of Shareholders, which will be held on Wednesday, April 28, 2021, at 11:00 a.m. Central Time. We intend to hold the annual shareholders meeting in a virtual meeting format only via the webcast. Shareholders will not be able to attend the annual meeting in person. The Board of Directors made this decision in light of government health directives and our efforts to protect the health and safety of shareholders, employees, directors and others. We've provided additional information about it on the following page.

On behalf of my fellow directors, we are grateful for your support and look forward to updating you on our continued progress at our annual meeting. Thank you for your commitment to Ameriprise Financial.

Sincerely,

James M. Cracchiolo
 Chairman and Chief Executive Officer

Please join us for our Annual Meeting of Shareholders

April 28, 2021

Notice of Annual Meeting of Shareholders and Proxy Statement

Items of Business

- To elect the nine director nominees named in the proxy statement
- To approve the compensation of the named executive officers by a nonbinding advisory vote
- To ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2021
- To transact such other business that may properly come before the meeting or any adjournment of the meeting

Record Date
 You can vote if you are a shareholder of record as of the close of business on March 1, 2021.

The Annual Meeting of Shareholders will be held in a virtual meeting format only via live webcast at www.virtuashareholdermeeting.com/amp2021. To attend and be able to vote, examine the list of our shareholders and ask questions during the Annual Meeting, you must enter the 16-digit control number found on your proxy card or notice. The list of shareholders of record will be available at www.virtuashareholdermeeting.com/amp2021 during the Annual Meeting.

Please see page 73 for additional details.

Wendy B. Mahling
 Senior Vice President - Corporate Secretary
 March 19, 2021

Date and Time
 Wednesday, April 28, 2021
 11:00 a.m. Central Time

Where
 Via live webcast at www.virtuashareholdermeeting.com/amp2021

Your vote is important
 Please carefully review the proxy materials and follow the instructions below to cast your vote as soon as possible in advance of the meeting.

WE ANTICIPATE THAT THE NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS WILL BE MAILED TO SHAREHOLDERS BEGINNING ON OR ABOUT MARCH 19, 2021.

VOTE ONLINE
 Go to www.proxyvote.com and follow the instructions.

VOTE BY PHONE
 If your shares are held in the name of a broker, bank or other nominee: follow the telephone voting instructions. If any provided on your voting instruction card. If your shares are registered in your name: call 1-800-869-8003 and follow the telephone voting instructions. You will need the control number that appears on your proxy.

VOTE BY MAIL
 Sign, date and return your proxy card in the postage-paid envelope.

VOTE DURING THE MEETING
 Attend the annual meeting via the webcast at www.virtuashareholdermeeting.com/amp2021. See page 73 for instructions on how to attend.

Our Director Nominees

Name	Age	Director Since	Current Occupation	Independent	Compensation and Benefits	Audit	Executive	Nominating and Governance
James M. Cracchiolo	62	2005	Chairman and Chief Executive Officer, Ameriprise Financial, Inc.					
Dianne Neal Bixt	61	2014	Former Executive Vice President and Chief Financial Officer, Reynolds American, Inc.	✓	M	C	M	
Amy Dilawa	68	2014	Former Executive Vice President, Global Human Resources, The Eastman Companies, Inc.	✓				M
Leo R. Greenberg	70	2011	Chairman Emerita and Former Chairman and Chief Executive Officer, UGI Corporation	✓	M	M		
Jeffrey Neidels	74	2005	Former Chairman, SUPPLYMILL, INC.	✓			M	M
Robert E. Sharga, Jr.	69	2005	Former President of Commercial Foods and Chief Administrative Officer, Chicago Foods, Inc.	✓		M	M	C
Brian T. Shea	60	2019	Former Vice Chairman and Chief Executive Officer of Investment Services, BNY Mellon	✓			M	
W. Edward Walter III	65	2018	Global Chief Executive Officer and Director, Urban Land Institute	✓	M			M
Christopher J. Williams	63	2016	Chairman, Stetson Williams and Sherk & Co., LLC	✓	C			M

C = Chair
 M = Member

Director Independence
 8 of 9 directors are independent

Tenure of Directors
 100+ years

Gender Diversity
 2 of 9 directors are women

Ethnic/Racial Diversity
 1 of 9 directors

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Directors — Nominees for Terms Ending in 2022

James M. Cracchiolo

Chairman and Chief Executive Officer

Age 62

Director since 2005

Committee: Executive Chair

Other Current Public Directorships:
 • None

Education:
 • Masters of Business Administration, New York University
 • Bachelor of Arts, Accounting and Economics, New York University

Relevant Skills and Qualifications:
 • Global businesses with large scale operations
 • Financial services industry experience
 • Public company executive leadership

Dianne Neal Bixt

Chairman and Chief Executive Officer

Age 61

Director since 2014

Committee: Audit, Compensation and Benefits Chair, Executive

Other Current Public Directorships:
 • Chair, National Sports Media Association
 • Trustee and vice chair, Reynolds House Museum of American Art
 • Former director, LandAmerica Financial Group, Inc.
 • Former director, MetLife Financial Group, Inc.
 • Former director, Southern Community Bank and Trust

Education:
 • Masters of Business Administration and Bachelor of Science, University of North Carolina at Greensboro

Relevant Skills and Qualifications:
 • Public company financial operations and controls
 • Merger and acquisition activity

• Expense management
 • Regulatory relations
 • Communications to investors

Ameriprise Financial 2021 Proxy Statement | 16

Armada Hoffer Properties

Proxy Summary, ESG, Corporate Governance



Proxy Summary

Logistics

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read this entire proxy statement carefully before voting.

In this proxy statement, the "company," "we," "our" and "us" refer to Armada Hoffer Properties, Inc., a Maryland corporation, together with our consolidated subsidiaries, including Armada Hoffer, L.P., a Virginia limited partnership (the "Operating Partnership"), of which we are the sole general partner.

Annual Meeting

Date: Wednesday, June 16, 2021
 Time: 10:00 a.m. Eastern Time
 Location: Virtual Meeting at www.virtualshareholdermeeting.com/AHQ2021
 Record Date: April 19, 2021

Ways to Vote

By Internet
 Log on to www.proxyvote.com and follow the on-screen instructions. You will be prompted to enter certain information that can be found on your proxy card.

By telephone
 Call toll free 1.800.690.6903 and follow the instructions. You will be prompted for certain information that can be found on your proxy card.

By mail
 Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided.

Voting Matters and Board Vote Recommendations

Proposal	Agenda Item	Board Vote Recommendation	Page Reference
1	Election of Directors	FOR	XX
2	Ratification of Ernst & Young LLP	FOR	XX
3	Advisory Vote on Executive Compensation	FOR	XX

2020 Business Highlights

Some of the business highlights include the following:

- 94% Core operating portfolio occupancy was 94.4% as of December 31, 2020.
- 97% As of December 31, 2020, we had 1.3 million square feet of office space that was 97.2% leased. 3.7 million of retail space that was 94.7% leased and 3,527 apartment units/beds that were 92.5% leased.
- \$190m As of December 31, 2020, we had \$190.0 million worth of development projects in our pipeline.
- \$2.0b Our total enterprise value at December 31, 2020 was \$2.0 billion, comprised of 47.4% debt and 52.6% equity.

Armada Hoffer Properties, Inc. | 1 | Proxy Statement 2021

Proxy Summary

BOARD DEMOGRAPHICS

Gender and Ethnic Diversity

- 1 Director Ethnically Diverse
- 2 Directors Women
- 33% Diversity

Age Diversity

Average Age: 68.3

Independence

6 of 9 of our directors are independent

Tenure

Average Board of Directors Tenure: 7 yrs

Summary of Director Skills

Our directors bring to our Board a wide variety of skills, qualifications, and viewpoints that strengthen our Board's ability to carry out its oversight role on behalf of our stockholders. All of our directors exhibit high integrity, an appreciation for diversity of background and thought, innovative thinking, a proven record of success, and deep knowledge of corporate governance requirements and best practices.

Relevant Skills and Experience

- 89% of our directors have served in senior leadership positions
- Experience includes the positions of Chief Executive Officer, Executive Vice President, Governor of Virginia, Secretary of US Treasury, and US Senator.
- Mix of director tenure, skills, and background that provides a balance of experience and institutional knowledge with diversity of thought perspective

Proxy Access

- 89% of our directors have served in senior leadership positions
- 13.2% of our Company is owned by our named executive officers and directors (including their trusts)

Armada Hoffer Properties, Inc. | 3 | Proxy Statement 2021

Sustainability

Social

INVESTING IN OUR PEOPLE

We value every employee at Armada Hoffer and believe our continued success is based on their wellness, professional development and well-being. Our core belief is centered in excellent customer service for our team leaders and employees, supporting them through recruiting, onboarding, training, development and total rewards. Furthermore, we continue to strive to build a more diverse and inclusive organization. We empower each other to bring unique perspectives and experiences to work, and we continually seek new ways to do so.

OUR EMPLOYEES: OUR GREATEST ASSET

In the midst of the ongoing pandemic and with setbacks in the economy, the senior executive team made the decision to continue with the employee evaluation process and associated annual salary increases (with the notable exception of the senior management team who graciously volunteered to forego increases). Additionally, all eligible employees were rewarded their annual bonus and restricted stock allowance. Even with obvious and ample reasons to suspend raises, and even reduce wages and benefits in the current environment, the company believes those spots of actions would only be implemented as a last resort to preserve jobs. To the contrary, Armada Hoffer chooses to acknowledge and reward superior performance when at all possible. This has been Dan Hoffer's philosophy since founding the company in 1978.

- 60% of promotions in 2020 identify as female
- 30% of promotions in 2020 identify as an ethnic minority

22% of board of directors identify as female

11% of board of directors identify as an ethnic minority

COMMITMENT TO A DIVERSE AND SUSTAINABLE WORKFORCE

Armada Hoffer is committed to a continued development of workforce that reflects a diverse group of people who represent our core values.

SAFETY

In 2020 Armada Hoffer experienced only one recordable accident in almost 300,000 hours worked. This allowed us to achieve an OSHA incident rate of 0.172 which is well below the National average for companies of our type and size.

CAREER DEVELOPMENT & SUPPORTING EXCELLENCE

At Armada Hoffer, we place great value on employee growth through goals, feedback, and professional and leadership development offerings. We are consistently awarded for excellence in our workforce, offices and communities.

STRENGTHENING OUR COMMUNITY

We created an outreach committee more than 30 years ago, which provides employees an opportunity to come together to find ways to give back to the community and help those in need. In 2020, our Outreach Partnerships included:

- ALS Association
- Alzheimer's Association
- American Cancer Society
- American Red Cross
- Crash Cancer/Cycle for Survival
- Hope House
- Meals on Wheels of Virginia Beach
- The Lip Center
- Thurgood Marshall Elementary School

SPECIAL CONSTABLE MALACHI J. BEASLEY AWARD

In July 2020 Armada Hoffer was honored with the Special Constable Malachi J. Beasley Award for the donation and support of first responders' mental health. In May of 2019, Virginia Beach was struck by tragedy. Following the senseless event, Armada Hoffer proudly donated \$50,000 to The Virginia Beach Police Foundation to support crisis counseling and related services for first responders.

Armada Hoffer Properties, Inc. | 6 | Proxy Statement 2021

Corporate Governance and Board Matters

Corporate Governance Profile

We have structured our corporate governance in a manner that we believe closely aligns our interests with those of our stockholders. Notable features of our corporate governance structure include the following:

- Our Board of Directors is prohibited from electing to clearly without first obtaining stockholder approval
- each of our directors is subject to re-election annually
- we have a majority voting standard for uncontested director elections
- six of our nine directors are "independent"
- four of our directors qualify as an "Audit Committee financial expert" as defined by the SEC
- all of our standing committees are comprised solely of independent directors
- we have opted out of the business combination and control share acquisition statutes in the Maryland General Corporation Law
- we have adopted a "proxy access" bylaw provision to enable eligible long-term stockholders to nominate and include their own director nominees in our proxy materials
- we have adopted an Incentive Compensation Clawback Policy and an Anti-Hedging Policy
- we do not have a stockholder rights plan (poison pill)
- we have adopted stock ownership and retention guidelines for all executive officers and non-employee directors
- our stockholders have the ability to amend our amended and restated bylaws, subject to certain limitations

Our directors stay informed about our business by attending meetings of our Board of Directors and its committees and through supplemental reports and communications. Our independent directors meet regularly in executive sessions without the presence of our corporate officers or non-independent directors.

Sustainability Committee

The Company has established a Sustainability Committee, a cross-functional management committee formed to support the Company's ongoing commitment to environmental, workplace health and safety, corporate and social responsibility, corporate governance, and other sustainability matters. Members of the Sustainability Committee are appointed by our Chief Executive Officer and are required to report quarterly to the CEO and annually to the Nominating and Corporate Governance Committee of the Board of Directors.

Armada Hoffer Properties, Inc. | 21 | Proxy Statement 2021

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date
MONDAY
JUNE 14, 2021

Time
2:00 P.M.
PACIFIC TIME

There are four ways to vote:

- by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 13, 2021.
- by toll-free telephone until 11:59 p.m. Eastern Time on June 13, 2021 at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call).
- by completing and mailing your proxy card so it is received prior to the Annual Meeting if you received printed proxy materials.
- by attending and voting at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/ASAN2021, where stockholders may vote and submit questions (before and during) the Annual Meeting (have your proxy card in hand when you visit the website).

Our Board of Directors Recommendation:

Proposal	Description	Number of Votes	FOR/AGAINST
Proposal 1	The election of Dustin Moskowitz, Sydney Carey, and Matthew Cohler as Class I directors.	Nominees receiving the largest number of votes	FOR
Proposal 2	The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2022.	Majority of votes present	FOR

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Board of Directors and Corporate Governance

Our business affairs are managed under the direction of our Board of Directors, which is currently composed of seven members. Five of our directors are independent within the meaning of the listing standards of the New York Stock Exchange, or the NYSE. Our Board of Directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

The following table sets forth the names, ages as of May 3, 2021, and certain other information for each of the members of our Board of Directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting) and for each of the continuing members of our Board of Directors.

Directors with Terms Expiring at the Annual Meeting/Nominees	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Sydney Carey ⁽¹⁾⁽²⁾	I	56	Director	2019	2021	2024
Matthew Cohler ⁽³⁾⁽⁴⁾	I	44	Director	2009	2021	2024
Dustin Moskowitz	I	36	Co-Founder, President, Chief Executive Officer, and Chair	2008	2021	2024
Continuing Directors						
Lorrie Norrington ⁽⁵⁾⁽⁶⁾	II	61	Director	2019	2022	-
Justin Rosenstein	II	37	Director	2008	2022	-
Adam D'Angelo ⁽⁵⁾	III	36	Director	2008	2023	-
Anne Raimond ⁽⁵⁾⁽⁶⁾	III	49	Lead Independent Director	2019	2023	-

(1) Member of our Audit Committee
(2) Member of our Compensation Committee
(3) Member of our Nominating and Governance Committee
(4) Lead Independent Director

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Nominees for Director

Sydney Carey has served as a member of our Board of Directors since July 2019.

Since November 2018, Ms. Carey has served as the Chief Financial Officer of Somo Logic, Inc., a data analytics company. From December 2017 to October 2018, Ms. Carey served as the Chief Financial Officer for Duo Security, Inc., a software security company. From June 2016 to December 2017, she served as the Chief Financial Officer of Apttus Corporation, a business-to-business software company. From February 2015 to June 2016, she served as the Chief Financial Officer of Zscaler, Inc., an information security company, and from April 2013 to February 2015, she served as the Chief Financial Officer of MongoDB Inc., a software company. Ms. Carey has served on the board of directors of Lead Edge Growth Opportunities, Ltd., a special purpose acquisition vehicle, since March 2021, and previously served as a member of the board of directors of Bazaarvoice, Inc. from April 2012 to September 2017, and Proofpoint, Inc. from January 2014 to March 2015. Ms. Carey holds a B.A. in economics from Stanford University.

WE BELIEVE THAT MS. CAREY IS QUALIFIED TO SERVE AS A MEMBER OF OUR BOARD OF DIRECTORS BECAUSE OF HER EXTENSIVE FINANCE BACKGROUND, INCLUDING SERVICE AS A CHIEF FINANCIAL OFFICER OF SEVERAL COMPANIES, HER EXPERIENCE AS A DIRECTOR OF PUBLIC COMPANIES, AND HER KNOWLEDGE OF OUR INDUSTRY.

Matthew Cohler has served as a member of our Board of Directors since November 2009.

Mr. Cohler has been a Partner at Benchmark Capital, a venture capital firm, since June 2008. Before Benchmark Capital, Mr. Cohler served as the Vice President of Product Management at Facebook, Inc., a social media and networking company, from 2005 to June 2008, and as the Vice President of LinkedIn Corporation, an internet software company, from 2003 to 2005. Mr. Cohler previously served on the boards of directors of Domo, Inc. from July 2011 to March 2019, and Liber Technologies, Inc. from June 2017 to July 2019. Mr. Cohler holds a B.A. in music from Yale University.

WE BELIEVE THAT MR. COHLER IS QUALIFIED TO SERVE AS A MEMBER OF OUR BOARD OF DIRECTORS BECAUSE OF HIS EXTENSIVE EXPERIENCE AS AN EXECUTIVE AND BOARD MEMBER OF MANY TECHNOLOGY HIGH GROWTH CONSUMER AND DIGITAL COMPANIES, HIS INVESTMENT EXPERIENCE, AND HIS KNOWLEDGE OF OUR INDUSTRY.

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Corporate Responsibility and Sustainability

At Asana, our mission is to help humanity thrive by enabling the world's teams to work together effortlessly. That starts with co-creating a thriving company culture that is committed to clarity, diversity, inclusion and belonging, and employee growth. We've designed our culture with the same care and intentionality that we've invested in designing our product. And we invest deeply in hiring and developing mission-driven, values-aligned, and talented team members. These efforts support employee engagement, drive business results, and ultimately, enable us to achieve our mission.

Like all companies, we intend to create great returns for our shareholders. That outcome, however, is a byproduct and catalyst of our ultimate purpose: the fulfillment of our mission. We are also deeply committed to benefiting all our stakeholders: our customers, our employees, our partners, our communities, the environment, and humanity. Asana's founders, Dustin Moskowitz and Justin Rosenstein, are individually Asana's largest shareholders. Both Mr. Moskowitz and Mr. Rosenstein have pledged to use 100% of the value of their Asana equity for philanthropic purposes.

We built Asana because the work people do together matters. From curing diseases and developing clean energy to building local schools and creating global movements, progress depends on teamwork. This is why it's mission-critical that our company culture enables employees to do their most impactful work as effortlessly as possible, so we can empower even more of the world's teams to achieve their own missions.

Our Mindful Culture

From the very beginning, we've been intentional about how we build our culture at Asana, and our company values are its foundation. They guide us on how we show up and work together so we can achieve our mission. Particularly during this time of global workplace transformation and rapid growth, it's critical to have a north star that guides our work as we scale, which will ultimately help us to achieve our mission. Our values help us make it happen.

mission clarity reject false tradeoffs co-creation mindfulness
give and take responsibility be real (with yourself and others) do great things, fast heartitude

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Bristow Group Holdings

Proxy Summary, Board Committees, Board Nominees



PROXY STATEMENT SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you may wish to consider prior to voting. Please review the entire Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended March 31, 2021 (the "Annual Report") for more detailed information.

2021 Annual Meeting of Stockholders (the "Meeting")

Meeting Details

DATE
August 3, 2021

TIME
9:00 a.m. CDT

VIA WEBCAST
www.vftool.com/stockholdermeeting/VFTOL2021

VOTING ELIGIBILITY
Only stockholders as of the close of business on June 7, 2021 (the "Record Date") are eligible to vote at the Meeting or by proxy and each such stockholder shall have one vote for each share of common stock held on the Record Date.

VOTING METHODS

BEFORE THE MEETING

BY INTERNET Go to www.vftool.com for voting instructions or scan the QR code on your Important Notice Regarding the Availability of Proxy Materials or proxy card with your smartphone, then cast your vote electronically by 11:59 p.m. (Eastern Daylight Time) on August 2, 2021.

BY TELEPHONE You may call 1-800-690-6903 on a touch-tone telephone and follow the instructions provided by the recorded message to vote your shares by telephone by 11:59 p.m. (Eastern Daylight Time) on August 2, 2021.

BY MAIL You may promptly mail your completed and executed proxy card in the postage-paid envelope, which must be received by the Company on or prior to August 2, 2021.

DURING THE MEETING

VIRTUAL MEETING Go to www.vftool.com/stockholdermeeting/VFTOL2021 and follow the posted instructions. You will need the 16-digit control number included on your Notice of Internet Availability, your proxy card or the voting instructions that accompany your proxy materials.

Business of the Meeting

Proposals	Board Vote Recommendation	See Page Number for more information
1 Election of Directors	FOR each nominee	20
2 Advisory Vote to Approve Named Executive Officer Compensation	FOR	66
3 Approval of the 2021 Equity Incentive Plan	FOR	67
4 Ratification of the Company's Independent Auditors	FOR	75

Bristow Group Inc. 2021 Proxy Statement

PROXY STATEMENT SUMMARY

program will include 50% time-based restricted stock units and 50% performance-based stock units tied to achievement of both an absolute financial metric and relative total stockholder return.

- Increased the weighting of the financial performance metric in the short-term annual incentive program for fiscal year 2021 (the "FY21 STIP") from 40% at Era to 50%.
- Established a minimum Adjusted EBITDA performance level for the financial performance metric that must be achieved prior to the payment of any amounts under the individual strategic goals portion of the FY21 STIP. Payment of any amounts for the individual strategic goals portion of the FY21 STIP were funded only if the Company achieved 92% of the Threshold performance level for Adjusted EBITDA. See Appendix A to this Proxy Statement for reconciliation of Adjusted EBITDA for purposes of the financial performance metric.

Set forth below are other executive compensation best practices that guide the design of our executive compensation program.

WHAT WE DO

- Regularly engage with large stockholders to discuss matters of interest.
- Pay for performance. Place a heavy emphasis on variable pay with approximately 63% of our Chief Executive Officer's target direct compensation contingent upon financial and operational performance and growth in long-term stockholder value.
- Use performance-based long-term incentive awards: compensation through performance-based stock units and stock options for which value is contingent upon stock price performance relative to grant date.
- Annual review of target compensation levels relative to an appropriate set of peers.
- Reinforce the alignment of stockholders and our executives and directors by requiring significant levels of stock ownership.
- Ensure accountability and manage risk through a robust financial restatement clawback policy applicable to our executive officers, limits on maximum annual cash incentive award opportunities and ongoing risk assessments of our program.
- Use relative and absolute performance metrics to determine the payment of future performance awards under the Company's long-term incentive awards.
- The Compensation Committee is comprised of independent directors and has the ability to engage the services of an independent compensation consultant and outside counsel.

WHAT WE DON'T DO

- No employment agreements with any of our executive officers.
- No pledging (unless our General Counsel consents to the pledge) or hedging of our company stock, and no repricing stock options.
- No excise tax gross-up.
- No significant perquisites.
- No guarantee of bonuses.

2021 Equity Incentive Plan

On June 1, 2021, our Board approved the 2021 Equity Incentive Plan (the "LTIP"), subject to approval by stockholders at the Meeting. The LTIP is intended to replace the Era Group Inc. 2012 Share Incentive Plan (the "2012 Incentive Plan"), under which the authorization to grant awards is set to expire in 2022. The LTIP will also replace the Bristow Group Inc. 2019 Management Incentive Plan (the "2019 Incentive Plan"), which we assumed in connection with the Merger.

If approved by our stockholders, the LTIP would reserve a maximum of 1,640,000 shares for new equity awards, and the authorization for grants of new equity awards under our current equity plans would cease. The terms of the LTIP also provide that if we grant equity awards under our current equity plans between June 1, 2021 and the date of the Meeting,

Bristow Group Inc. 2021 Proxy Statement

COMMITTEES OF THE BOARD OF DIRECTORS

Key Skills and Experience

Senior Leadership	9 Directors
Aviation or Logistics Management	5 Directors
Oil and Gas Industry	4 Directors
International Business	7 Directors
Finance, Accounting, or Legal	7 Directors
Technology/Cybersecurity	2 Directors
Government Affairs/Contracting	3 Directors
Advanced Air Mobility	1 Director
Offshore Wind/Renewables	1 Director
Public Company Governance	4 Directors
Strategic Planning	7 Directors
Mergers and Acquisitions	7 Directors
Risk Management	9 Directors

Age and Tenure

Average Age	59.6 years
Average Tenure	2.4 years

Bristow Group Inc. 2021 Proxy Statement

PROPOSAL 1

Director Nominees

We have provided information below about our nominees, including their age, citizenship and business experience for at least the past five years, including service on other boards of directors. We have also included information about each nominee's specific attributes, experience or skills that led our Board to conclude that he or she should serve as a director on our Board in light of our business and structure. Unless we specifically note below, no corporation or organization referred to below is a subsidiary or other affiliate of Bristow Group Inc.

Principal Occupations

BRISTOW GROUP INC.
President and Chief Executive Officer since June 2020

ERA GROUP INC.
President and Chief Executive Officer November 2014 - June 2020

Chief Financial Officer
October 2012 - September 2015

Acting Chief Executive Officer
August 2014 - November 2014

U.S. CAPITAL ADVISORS LLC
(Independent financial advisory firm co-founded by Mr. Bradshaw)
Managing Partner and Chief Financial Officer 2009 - 2012

UBS SECURITIES LLC
Energy investment banker

MORGAN STANLEY & CO.
Energy investment banker

PAINWEBER INCORPORATED
Energy investment banker

Directorships

OTHER LEADERSHIP AND SERVICE

Dress for Success Houston since 2012
Chairman of the Board HeiOfshore since 2014

Small Steps Nurturing Center since 2018
Strategic Locations Committee
Nominating Committee
The National Ocean Industries Association (NOIA) since 2021

Key Skills and Experience

Senior Leadership, Aviation or Logistics Management, Finance, Accounting or Legal

Christopher S. Bradshaw
Age: 44
Nationality: American
Board: since 2015

Bristow Group Inc. 2021 Proxy Statement



Proxy Statement Summary

To assist you in reviewing our proxy statement, we have summarized several key topics below. The following description is only a summary and does not contain all of the information that you should consider before voting. For more complete information, you should carefully review the rest of our proxy statement, as well as our Annual Report to Shareholders for the year ended December 31, 2020.

ANNUAL GENERAL MEETING OF SHAREHOLDERS INFORMATION

WHEN Wednesday, June 9, 2021 at 9:00 a.m. Atlantic time (8:00 a.m. Eastern time)	WHERE The Annual General Meeting can be accessed virtually via the Internet by visiting www.virtualshareholdermeeting.com/ESGR2021
RECORD DATE April 13, 2021	VOTING Your vote is very important and we urge you to vote as soon as possible. See Question and Answer No. 10 for voting instructions.

VOTING MATTERS

Proposal	Board of Directors' Vote Recommended on	Page References
1 Approval of an amendment to the Fifth Amended and Restated By-Laws of the Company to declare the Board of Directors over a three-year period	FOR	Page 42 (Proposal No. 1)
2 Election of Directors: To vote on a proposal to elect four Class III Directors nominated by our Board to hold office until 2022, if Proposal 1 is approved by the shareholders, or, if Proposal 1 is not approved, to hold office until 2024	FOR the Director Nominees	Page 2 (Nominee Biographies) Page 44 (Summary Compensation Table)
3 Advisory Approval of Enstar's Executive Compensation	FOR	Page 32 (Compensation Discussion and Analysis) Page 44 (Summary Compensation Table) Page 45 (Proposal No. 3)
4 Ratification of KPMG Audit Limited as the Independent Registered Public Accounting Firm for 2021	FOR	Page 10 (Proposal No. 4) Page 10 (Audit and Non-Audit Fees Table)

Enstar Group Limited / 1 / 2021 Proxy Statement [Table of Contents](#)

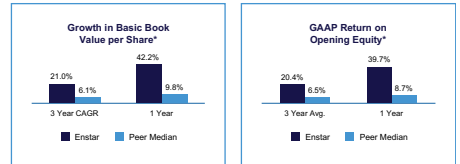
PROXY STATEMENT SUMMARY

2020 BUSINESS HIGHLIGHTS

Enstar is a multi-faceted insurance group that offers innovative capital release solutions and specialty underwriting capabilities through its network of group companies in Bermuda, the United States, the United Kingdom, Continental Europe, Australia, and other international locations. Select highlights of 2020 included:

\$1.7b Net earnings of \$1.7bn in 2020 were primarily driven by exceptional investment results	42% Fully diluted book value per share grew over 42% to \$281.20 as of December 31, 2020	\$1.7b Enstar Group assumed reserves of \$1.7bn in 2020 through the acquisition of 5 reinsured units	13% Total investment portfolio return of 13.45% in 2020
\$1b Signed 2 transactions with more than \$1bn in assumed reserves in the fourth quarter of 2020, which closed in the first quarter of 2021	40% Return on opening equity for the year	15% Since 2010 Enstar's compounded annual growth rate in diluted book value per share has been 14.65%	
\$17.3b Total investable assets were \$17.3bn as of December 31, 2020, an increase of 23% year-over-year, largely driven by strong investment performance and acquisitions	\$29b From inception, Enstar Group has acquired or announced \$29bn in gross loss reserves and defendant and asbestos and environmental liabilities and has successfully run-off \$15.5bn of those liabilities		

2020 PERFORMANCE VERSUS PEERS



Source: S&P Global Market Intelligence for peer company data. Peer group includes the companies selected as our peers by our Compensation Committee, as described in "Compensation Discussion and Analysis - Peer Group."


Enstar Group Limited / 3 / 2021 Proxy Statement [Table of Contents](#)

CORPORATE GOVERNANCE

Particular attributes that are significant to each individual director's selection to serve on the Board are described below.

Nominees

Dominic Silvester




Biographical Information
Dominic Silvester has served as a director and the Chief Executive Officer of the Company since its formation in 2001. In 1993, Mr. Silvester began a business venture in Bermuda to provide run-off services to the insurance and reinsurance industry. In 1995, the business was assumed by Enstar Limited, which is now a subsidiary of the Company, and for which Mr. Silvester has since then served as Chief Executive Officer. Prior to co-founding the Company, Mr. Silvester served as the Chief Financial Officer of Anchor Underwriting Managers Limited from 1988 until 1993.

Skills and Qualifications
Company leader; industry expertise; corporate strategy
As a co-founder and CEO of the Company, Mr. Silvester contributes to the Board his intimate knowledge of the Company and the run-off industry. He is well known in the industry and is primarily responsible for identifying and developing our business strategies and acquisition opportunities on a worldwide basis. Mr. Silvester has served as our CEO since the Company's inception, demonstrating his proven ability to manage and grow the business.

Director Since: 2001
Age: 60
Class: III
Enstar Committee: Investment, Executive
Enstar Officer Title: Chief Executive Officer
Bermuda resident: UK citizen

Susan L. Cross



Biographical Information
Susan L. Cross has served as a director since October 2020. She served as Executive Vice President and Global Chief Actuary at XL Group (now AXA XL) from 2008 to 2018, and prior to that served as Senior Vice President and Chief Actuary of various operating segments of XL Group since 1999.

Certain Other Directorships
Ms. Cross currently serves as a non-executive director at Unum Group, a Fortune 500 publicly held insurance company and leading provider of financial protection benefits, where she sits on the Audit Committee and Risk and Finance Committee. Previously, she has served on the boards of IFG Companies, American Strategic Insurance and several XL subsidiaries, including Mid Ocean Limited and XL Life Ltd.

Skills and Qualifications
Actuarial expertise; risk management; regulatory and governance skills; industry experience
Ms. Cross brings significant actuarial expertise to our Board, obtained from over 20 years of senior management experience as an actuary with XL Group. Her industry experience is particularly valuable to our Audit Committee and our Risk Committee given the complex nature of our run-off business. As a director of a Fortune 500 company, Ms. Cross also has knowledge of corporate governance matters and practices, which is valuable to our Board.

Director Since: 2020
Age: 61
Class: III
Enstar Committee: Audit, Risk
Bermuda resident: US citizen

Enstar Group Limited / 8 / 2021 Proxy Statement [Table of Contents](#)

Executive Compensation

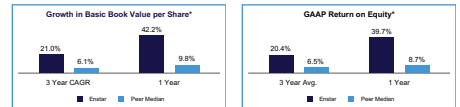
COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Company Performance

We achieved record financial results in 2020 for the second consecutive year, posting \$1.7 billion of net earnings and growing our fully diluted book value per share by 42% to a new high of \$281.20, which amounted to a 40% return on opening shareholders' equity. These results drove the Company to exceed maximum levels of financial objectives within the Annual Incentive Plan.

The graphs below show that we have outperformed the peer median in growth in basic book value per common share (compounded annually) during the three- and one-year periods ended December 31, 2020. We also outperformed the median of our peer group in terms of GAAP return on opening equity for the same time periods, primarily due to our 2020 and 2019 results. Although relative performance metrics are not built into our incentive programs because of the unique nature of our business (as described in "Peer Group" below), our Compensation Committee monitors our performance versus our industry peers for background information purposes.



Source: S&P Global Market Intelligence for peer company data. Peer group includes the companies selected as our peers by our Compensation Committee, as described in "Peer Group."

Management Team

During 2020, our principal executive officer, principal financial officer, and three most highly compensated executive officers were:

- **Dominic Silvester** - Chief Executive Officer ("CEO") and co-founder;
- **Guy Bowker** - Chief Financial Officer ("CFO");
- **Paul O'Shea** - President and co-founder;
- **Orla Gregory** - Chief Operating Officer ("COO"); and
- **Paul Brodman** - Chief Claims Officer ("CCO").

Contributions of each of the executive officers in 2020 are described more fully in this Compensation Discussion and Analysis. On April 6, 2020, Mr. Bowker notified us of his intent to resign effective in early 2021, and we entered into a Transition Agreement on July 17, 2020, subsequently amended on February 19, 2021 (the "Transition Agreement"). Zachary Wolf was appointed as CFO effective on March 2, 2021, following Mr. Bowker's last day of employment on March 1, 2021.

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Proxy Statement Summary

This proxy statement summary highlights information described in more detail elsewhere in this proxy statement and does not contain all of the information you should consider. Please read the entire proxy statement before voting.

ANNUAL MEETING OF SHAREHOLDERS



Date and Time
May 26, 2021
10:00 a.m. Pacific Time



Place
The Annual Meeting will be a completely virtual meeting of shareholders conducted via live audio webcast. You will be able to attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/FB2021.



Record Date
April 1, 2021

Only holders of record of our Class A common stock and Class B common stock at the close of business on April 1, 2021, the record date, will be entitled to vote at the Annual Meeting of Shareholders (Annual Meeting). Holders of our Class A common stock are entitled to one vote for each share held as of the record date. Holders of our Class B common stock are entitled to ten votes for each share held as of the record date. Holders of our Class A common stock and Class B common stock will vote together as a single class on all matters described in this proxy statement.


To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice of Internet Availability, proxy card, or voting instruction form. The Annual Meeting will begin promptly at 10:00 a.m. Pacific Time on May 26, 2021. We encourage you to access the virtual meeting website prior to the start time. Online check-in will begin at 9:45 a.m. Pacific Time, and you should allow ample time to ensure your ability to access the meeting.

Technicians will be available to assist you if you experience technical difficulties accessing the virtual meeting website. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call 844-986-0822 (domestic) or 303-562-9302 (international) for assistance.


3 | 2021 Proxy Statement FACEBOOK

ESG at Facebook


At Facebook, we are focused on our mission to give people the power to build community and bring the world closer together. We have ongoing efforts across environmental, social, and governance (ESG) areas to further our mission and pursue our company principles. Below we describe highlights of our ESG efforts, including resources where you can learn more. We also regularly post company updates in our Newsroom at <https://about.fb.com/news/> and on Mark Zuckerberg's Facebook Page at <https://www.facebook.com/zuck>.




OUR PRINCIPLES
Our principles are what we stand for. They are beliefs we hold deeply and make tradeoffs to pursue.




Give People a Voice.
People deserve to be heard and to have a voice—even when that means defending the right of people we disagree with.




Serve Everyone.
We work to make technology accessible to everyone, and our business model is ads so our services can be free.



Build Connection and Community.
Our services help people connect, and when they're at their best, they bring people closer together.



Promote Economic Opportunity.
Our tools level the playing field so businesses grow, create jobs and strengthen the economy.



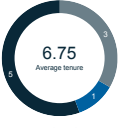
Keep People Safe and Protect Privacy.
We have a responsibility to promote the best of what people can do together by keeping people safe and preventing

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BOARD COMPOSITION

Our board of directors believes that its composition appropriately reflects the knowledge, experience, skills, diversity, and other characteristics required to fulfill its duties. The following tables provide information regarding the diversity, age, and tenure of our nominees for election at the Annual Meeting:

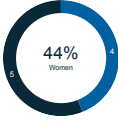
Tenure



6.75
Average tenure

0-5 yrs 6-10 yrs 10+ yrs

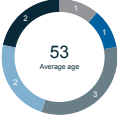
Gender diversity



44%
Women

Men Women


Age distribution



53
Average age

20s 40s 50s 60s 70s

Board diversity*



56%
Diverse

Diverse Non-diverse

*Based on gender, race, and/or LGBTQ status


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Directors and Executive Officers

The following section provides information regarding our directors, director nominees, and executive officers as of April 9, 2021. Our executive officers are designated by, and serve at the discretion of, our board of directors. There are no family relationships among any of our directors or executive officers.

DIRECTORS

Mark Zuckerberg - Chairman and Chief Executive Officer




Director Since: 2004
Age: 38

Experience:
Facebook, Inc.
Founder and Chief Executive Officer (2004-present)
Chairman of the board of directors (since 2012)

Other Public Company Directorships: None
Former Public Company Directorships Held in the Past Five Years: None
Education: Attended Harvard University

Qualifications: We believe that Mr. Zuckerberg should serve as a member of our board of directors due to the perspective and experience he brings as our founder, Chairman, and CEO, and as our largest and controlling shareholder.

Sheryl K. Sandberg - Chief Operating Officer



Director Since: 2012
Age: 51

Experience:
Facebook, Inc.
Chief Operating Officer (2008-present)
Google, Inc.
Various positions, including Vice President, Global Online Sales & Operations (2001-2008)
U.S. Department of the Treasury
Chief of Staff (L, L, L)
McKinsey & Company
Consultant (L, L, L)
The World Bank
Economist (L, L, L)

Other Public Company Directorships: SurveyMonkey (SVMK, Inc.)
Former Public Company Directorships Held in the Past Five Years: The Walt Disney Company
Education: Harvard University (A.B. in economics), Harvard Business School (M.B.A.)

Qualifications: We believe that Ms. Sandberg should serve as a member of our board of directors due to the perspective and experience she brings as our COO, as well as her service on other boards of directors.

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Proxy Statement Summary

PROPOSALS TO BE VOTED UPON AT THE ANNUAL MEETING

Proposal Description	Board Recommendation	Where to find more information
1. Election of Three Directors	FOR all nominees	Pages 12 to 34
2. Non-binding advisory vote to approve named executive officer compensation	FOR	Pages 63 to 64
3. Ratification of appointment of PwC LLP as the independent registered public accounting firm of the Company for 2021	FOR	Pages 65 to 68

IMPORTANT RECENT EVENTS AND UPDATES

Beginning in 2020, the Company embarked on a transformation of its business and technology that had positive impacts on our clients, transportation providers and members, as detailed below.

Some of these transformational efforts include:

- 20+ years** The Board met in December 2019. Don Greenleaf, an industry veteran with over 20-years of experience in the healthcare industry, to lead this transformation.
- +** We enhanced our senior leadership, resulting in a strong, diverse and experienced team with a track record of operational excellence, including our Chief Operating Officer, Chief Human Resources Officer, Chief Technology Officer, General Counsel, Chief Accounting Officer and Chief Compliance Officer.
- Simplifica** We acquired Simplifica, a personal home health company, providing a new platform for growth in personal care and expanding our impact on key social determinants of health, or SDOH.
- |||||** Management launched a six-pillar strategy to drive transformational growth.
- ↑** We advanced key technology and center of excellence optimization initiatives, including a new front-end member technology platform.
- ×** We eliminated our previously outstanding shares of convertible preferred stock from our capital structure.
- 2021** We positioned the Company for a successful rebranding in 2021, defining our new Purpose, Vision and Values.

ModivCare® 3 2021 Proxy Statement

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Proxy Statement Summary

BUSINESS HIGHLIGHTS

The efforts of this strong leadership team resulted in a significant improvement in the financial results, with net income from continuing operations and Adjusted EBITDA* increasing significantly for the year ended December 31, 2020 as compared to the year ended December 31, 2019. In addition, the market value of ModivCare common stock increased significantly over that same period (based on the ModivCare closing stock price as reported on Nasdaq at each year-end), as demonstrated below.

2019	2020	2019	2020	2019	2020
\$15.5	\$9.6	\$5.3	\$9.3	\$9.8	\$38.63
-81%		+23%		+134%	

Net Income from Continuing Operations (in millions)

Adjusted EBITDA* (in millions)

Share Price Appreciation (Nasdaq: MCOV)

* Adjusted EBITDA is a financial measure that is not presented in accordance with accounting principles generally accepted in the United States of America or GAAP. A reconciliation of Adjusted EBITDA to net income (loss) from continuing operations, its most directly comparable GAAP financial measure, is provided in **Appendix A** to the Proxy Statement.

CORPORATE GOVERNANCE HIGHLIGHTS

We have structured our corporate governance program to promote the long-term interests of shareholders, strengthen the accountability of our Board of Directors ("Board") and management, and help build public trust in the Company.

Highlights of our efforts include:

- ✓ Separation of the Chair of the Board and Chief Executive Officer roles
- ✓ All Board committees chaired by independent directors
- ✓ Active Board and Board committee role in overseeing management of the Company's risks
- ✓ Annual Board and Board committee self-evaluations
- ✓ Equity ownership guidelines for directors and executive officers
- ✓ Cash and equity award plans with clawback provisions
- ✓ Anti-hedging and anti-pledging policies for directors and executive officers

ModivCare® 4 2021 Proxy Statement

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Proposal 1 Election of Directors

Walt Meffert
Title: Chief Information Officer **Age:** 55
 Has served as Chief Information Officer since January 2020. Mr. Meffert has a vast background in multiple industries, including high-tech online services, e-commerce, telecommunications and healthcare. Prior to joining ModivCare, Mr. Meffert served as the Executive Vice President and Chief Information Officer of Merant Health, one of the nation's leading managed vision care companies, from March 2015 until March 2019. Mr. Meffert also served from March 2015 until December 2017, when at HWHC, Davis Vision and Superior Vision were rebranded into Versant Health, as the Executive Vice President and Chief Information Officer of HWHC, an integrated optical company composed of Visionworks and Davis Vision. From April 2010 until March 2015, Mr. Meffert was the Chief Information Officer of Hanger, Inc., a provider of orthotic and prosthetic services and products. In 2015, while at Hanger, Mr. Meffert was honored with Intellect Austin's CIO of the Year award. Mr. Meffert is a graduate of the GE-Edison Engineering Development Program and holds a Bachelor of Science degree in Computer Science from the University of Maryland, Baltimore County, and a Master of Science in Computer Science degree from Johns Hopkins University.

L. Heath Sampson
Title: Chief Financial Officer **Age:** 50
 Joined the Company as Chief Financial Officer on February 26, 2021. Mr. Sampson has nearly three decades of executive and financial leadership experience across a range of private and publicly traded companies. Most recently he served, beginning in April 2015, as Chief Executive Officer of Advanced Emissions Solutions, Inc., an environmental solutions provider to companies in coal-fired power generation, municipal water and other industries primarily through air and water purification control technologies, where he orchestrated a successful company turnaround and transformation, after having served there from August of 2014 as Chief Financial Officer and Treasurer. Prior to that, he held Chief Financial Officer roles at private equity-owned Square Two Financial and within key business units at First Data Corporation. He began his career in auditing and business consulting at Arthur Andersen. Mr. Sampson graduated from the University of Denver with a Bachelor of Business Administration degree in Accounting and a Master of Accountancy degree.

Kathryn Stalmack
Title: Senior Vice President, General Counsel & Corporate Secretary **Age:** 44
 Joined the Company in August 2019. Ms. Stalmack has extensive experience as a corporate transactional and healthcare regulatory attorney. From August 2015 to July 2019, Ms. Stalmack served as Senior Vice President, General Counsel and Corporate Secretary at BiScript, Inc. From January 2008 to August 2016, Ms. Stalmack served as a Shareholder at Polsinelli, PC working in the Healthcare Practice group. From April 2003 to December 2007, Ms. Stalmack worked at Donohue Brown Mathewson & Smith as a healthcare litigator primarily defending physicians and hospitals. Ms. Stalmack also worked as a litigator at Cassidy Schaeff & Gloor from 2001 to 2003. Ms. Stalmack holds a Bachelor of Science degree from Miami University in Oxford, Ohio, and Juris Doctor from Loyola University Chicago School of Law. Ms. Stalmack is admitted to practice law in Illinois, Colorado and Georgia.

ModivCare® 5 2021 Proxy Statement

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Executive Compensation

ModivCare executive compensation practices are designed specifically to meet four key objectives:

- Align the interests of our leaders with those of our investors by offering compensation based on both long-term and annual business results and delivering a large portion of the total pay opportunity in ModivCare equity
- Balance rewards for both short-term results and the long-term strategic decisions needed to ensure sustained business performance over time
- Attract and retain highly qualified strategic senior leaders needed to drive a healthcare services enterprise to succeed in today's highly competitive marketplace
- Motivate our leaders to deliver a high degree of business performance without encouraging excessive risk taking

Our Compensation Committee uses balanced compensation practices to ensure that there is alignment in pay for performance for our executives.

What we do	What we do not do
✓ Emphasize pay for performance	✗ Provide tax gross-ups on executive perquisites
✓ Maintain a clawback policy that covers both cash and equity compensation and addresses operational and financial risk as well as risk management failures	✗ "Single-trigger" accelerated vesting of equity-based compensation
✓ Use an independent compensation consultant	✗ Short-sell or hedge Company securities
✓ Limit the number and amount of executive perquisites	✗ Excessive perquisites
✓ Maintain robust stock ownership guidelines applicable to all of our executive officers and directors, which were increased in 2020	✗ Trade in Company securities during black-out periods, except under limited circumstances, including Rule 10b5-1 trading plans
✓ Provide a significant portion of officer compensation in variable at-risk pay elements	✗ Replicate stock options without shareholder approval
✓ Conduct competitive benchmarking to understand market typical officer pay levels and practices	✗ Excess tax "gross up" upon change in control

ModivCare® 6 2021 Proxy Statement

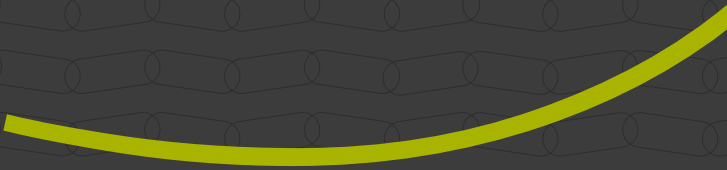


SECTION 3

Proxy Design Elements

How to use this guide

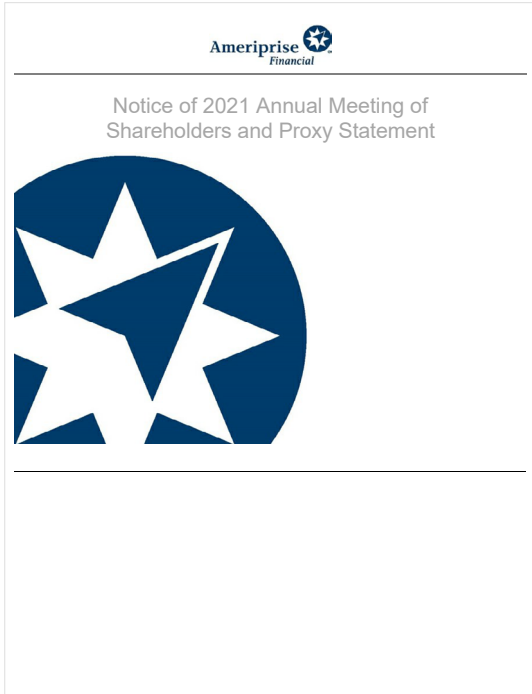
While you could view the samples in the guide as a map for building your new proxy statement by selecting an option from section A and another option from section B, we would not recommend that approach. Please consider the communication problems you are trying to solve. Based on a good understanding of your challenges, use the guide to find some inspiration and directional ideas. Then discuss with your Broadridge salesperson how to adapt some of these ideas with Broadridge and our design partner.



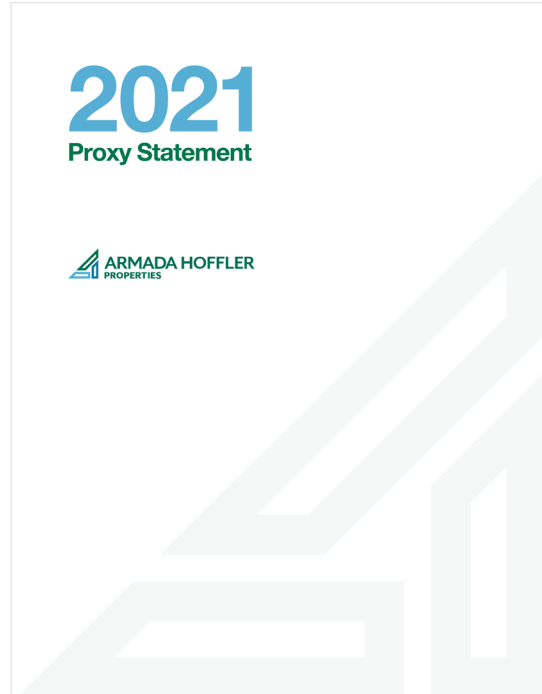
Document Covers

The document cover is increasingly being used to showcase company branding. Effective covers include the company logo in color and an image that is evocative of the company's brand.

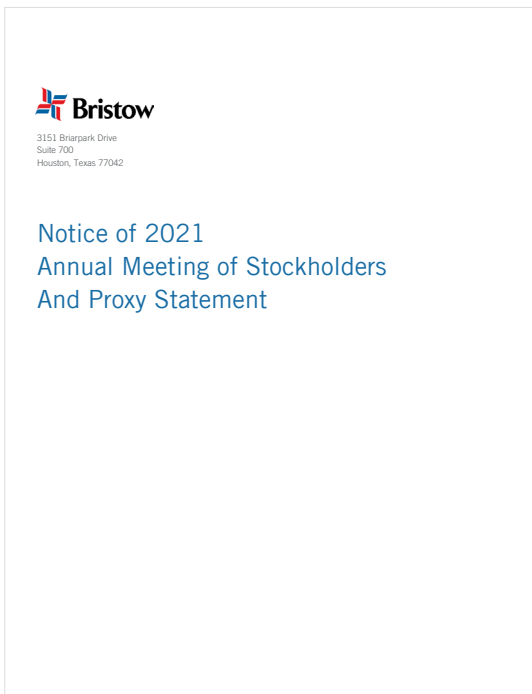
AMERIPRISE FINANCIAL, INC.



ARMADA HOFFLER PROPERTIES



BRISTOW GROUP PROXY

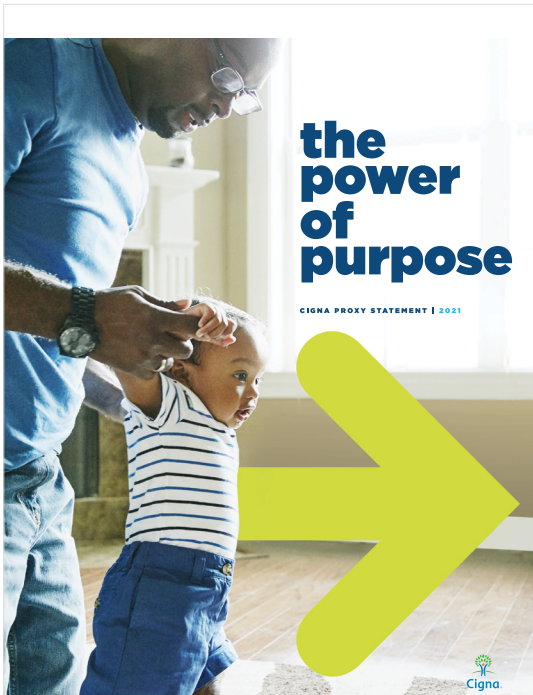


CHEWY



Document Covers

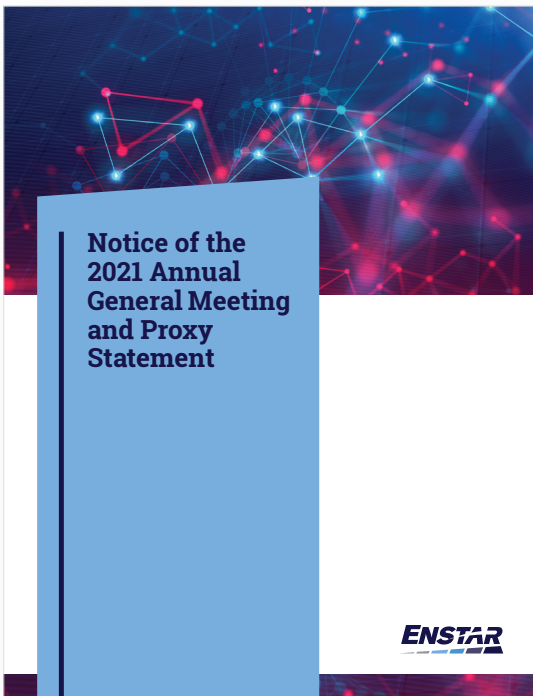
CIGNA



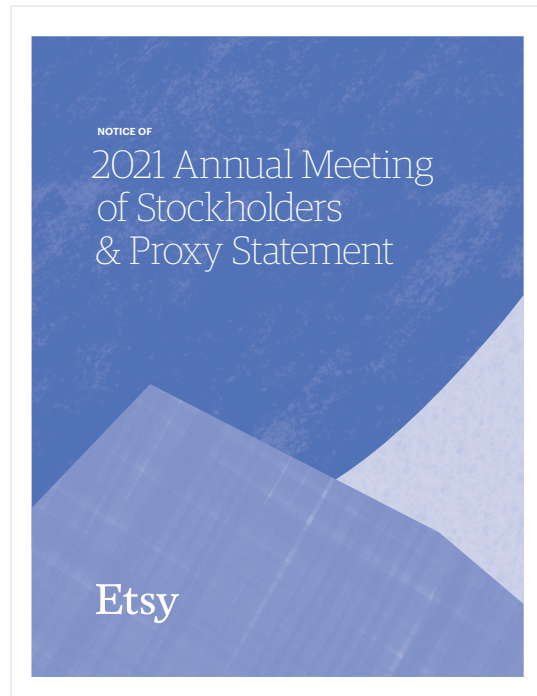
COEUR MINING



ENSTAR GROUP LIMITED

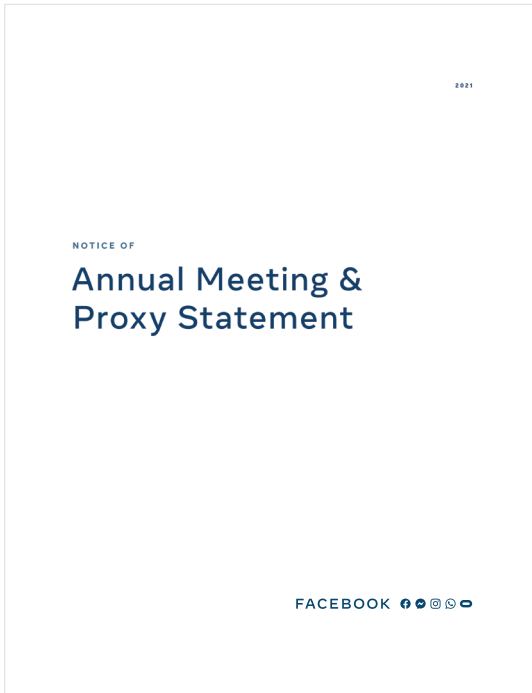


ETSY INC.



Document Covers

FACEBOOK, INC.



MONEYGRAM INTERNATIONAL, INC.



MODIVCARE INC.



PARTY CITY HOLDCO INC.



Document Covers

PINTEREST, INC.



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To our stockholders:

You are cordially invited to attend the 2021 annual meeting of stockholders ("annual meeting") of Pinterest, Inc., a Delaware corporation ("Pinterest" or the "company"). The annual meeting will be held exclusively online at www.virtualshareholdermeeting.com/PINS2021 on **Thursday, May 27, 2021**, at 8:00 a.m. Pacific Time, for the following purposes:

1. To elect the three Class II nominees for director named in the accompanying proxy statement to hold office until the 2024 annual meeting and until their successors have been duly elected and qualified, or until their office is otherwise vacated.
2. To ratify the audit committee's selection of Ernst & Young LLP as the company's independent registered public accounting firm for the fiscal year 2021.
3. To approve, on an advisory non-binding basis, the compensation of our named executive officers ("say-on-pay").
4. To conduct any other business properly brought before the annual meeting.

These proposals, as well as instructions for accessing the virtual annual meeting, are more fully described in the accompanying proxy statement and a list of registered stockholders as of the record date will be accessible during the meeting at www.virtualshareholdermeeting.com/PINS2021. The record date for the annual meeting is April 1, 2021. Only stockholders of record at the close of business on that date may vote at the annual meeting or any adjournment thereof.

By Order of the Board of Directors


Christine Flores
General Counsel & Corporate Secretary

San Francisco, California
April 14, 2021

Important notice regarding the availability of proxy materials for Pinterest's 2021 annual meeting of stockholders: The notice, proxy statement and annual report are available at www.proxyvote.com.

POPULAR, INC.

2021

PROXY STATEMENT



SIMPSON MANUFACTURING CO., INC.



2021 Notice of Annual Meeting & Proxy Statement

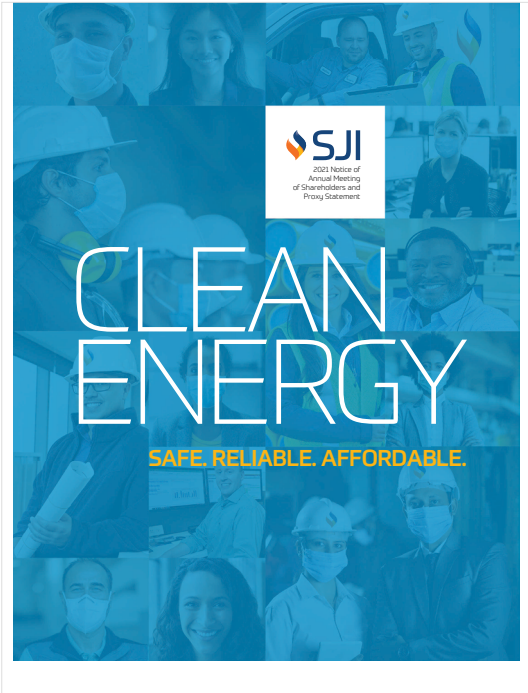
SIX FLAGS ENTERTAINMENT CORPORATION



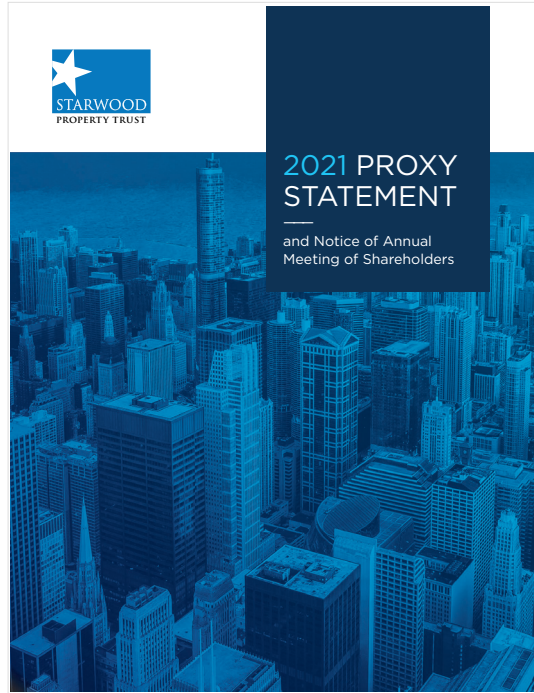
2021
NOTICE OF ANNUAL MEETING
AND PROXY STATEMENT

Document Covers

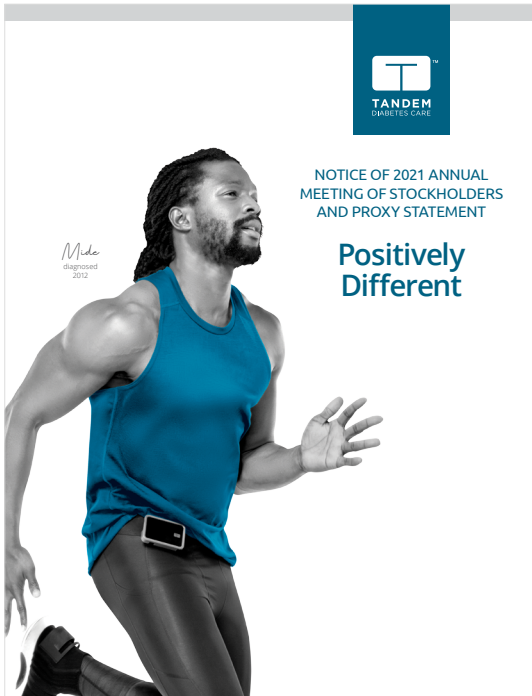
SOUTH JERSEY INDUSTRIES, INC.



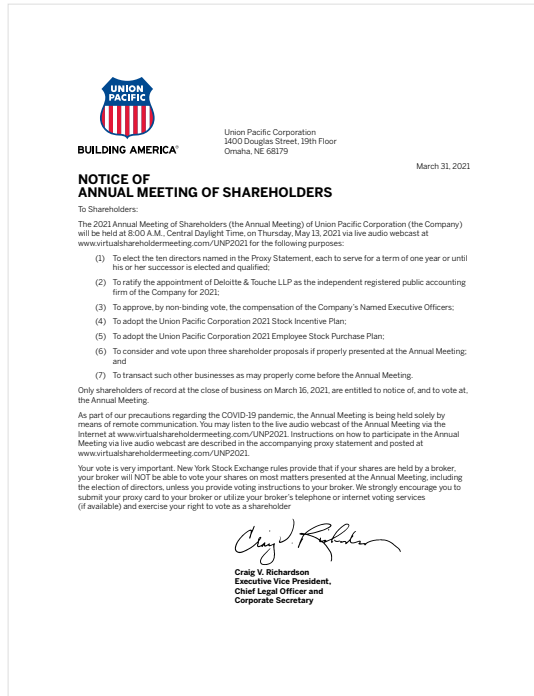
STARWOOD PROPERTY TRUST, INC.



TANDEM DIABETES CARE, INC.

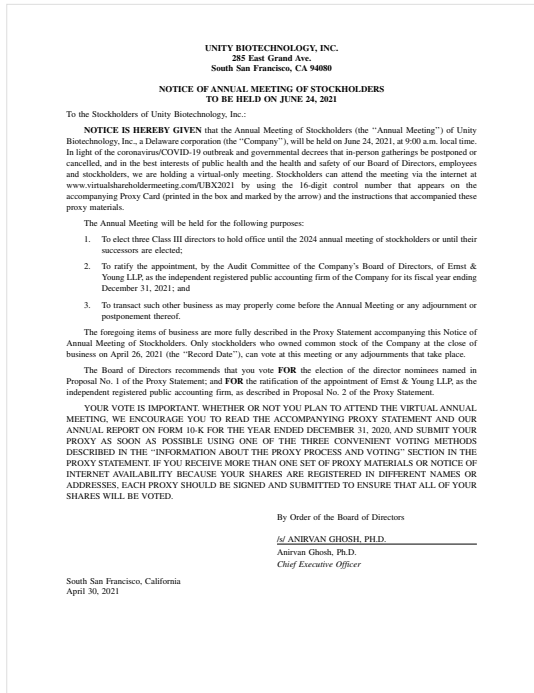


UNION PACIFIC CORPORATION

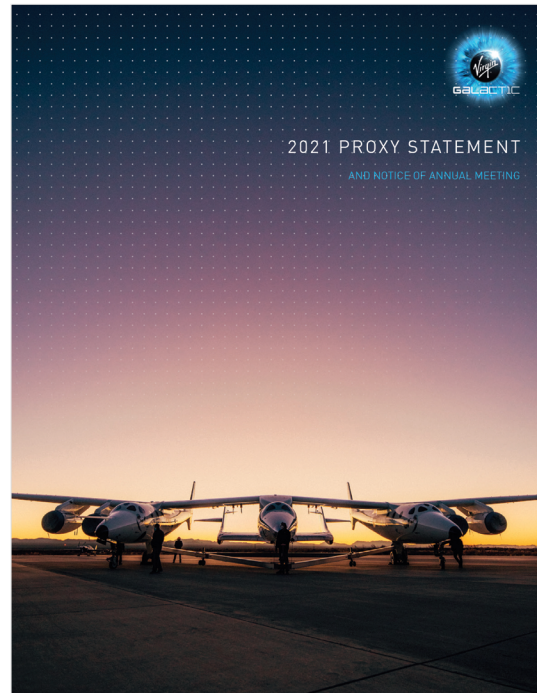


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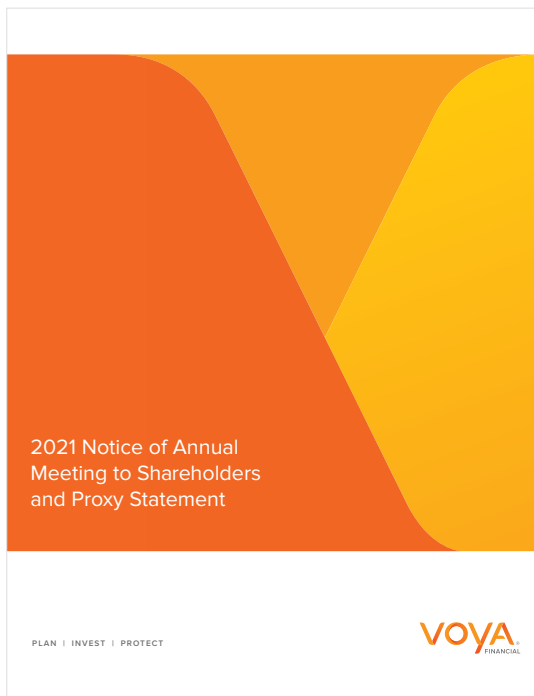
UNITY BIOTECHNOLOGY, INC.



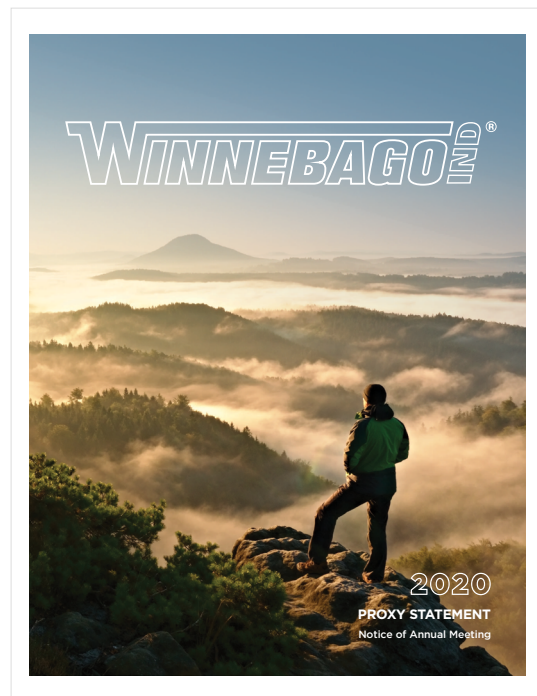
VIRGIN GALACTIC HOLDINGS, INC.



VOYA FINANCIAL, INC.



WINEBAGO INDUSTRIES, INC.



Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

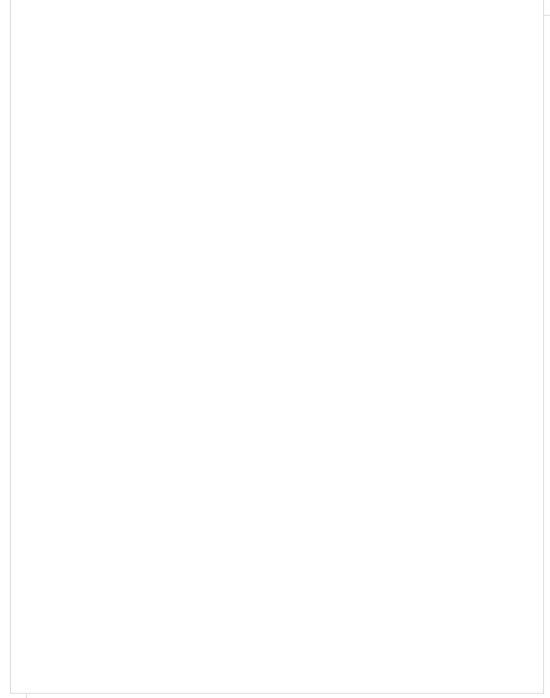
Broadridge supported nearly 1,500 virtual shareholder meetings during the 2021 season. For those companies who chose to use a virtual meeting format in 2022, here are sample shareholder notices.

AERIE PHARMACEUTICALS INC.




2 pages in section

AMERICAN PUBLIC EDUCATION, INC.



2 pages in section

AMERIPRISE FINANCIAL, INC.



Notice of Annual Meeting of Shareholders and Proxy Statement

Items of Business

- To elect the nine director nominees named in the proxy statement
- To approve the compensation of the named executive officers by a nonbinding advisory vote
- To ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2021
- To transact such other business that may properly come before the meeting or any adjournment of the meeting

Record Date

You can vote if you are a shareholder of record as of the close of business on March 1, 2021.

The Annual Meeting of Shareholders will be held in a virtual meeting format only, via live webcast at www.virtualshareholdermeeting.com/amp2021. To attend and be able to vote, examine the list of our shareholders and ask questions during the Annual Meeting, you must enter the 16-digit control number found on your proxy card or notice. The list of shareholders of record will be available at www.virtualshareholdermeeting.com/amp2021 during the Annual Meeting.

Please see page 73 for additional details.

Wendy B. Mahling
Wendy B. Mahling
Senior Vice President – Corporate Secretary
March 19, 2021

Date and Time
Wednesday, April 28, 2021
11:00 a.m. Central time

Where
Via live webcast at
www.virtualshareholdermeeting.com/amp2021

Your vote is important

Please carefully review the proxy materials and follow the instructions below to cast your vote as soon as possible in advance of the meeting.

We anticipate that the Notice Regarding the Availability of Proxy Materials will be mailed to shareholders beginning on or about March 19, 2021.

VOTE ONLINE
Go to www.proxyvote.com and follow the instructions.

VOTE BY PHONE
If your shares are held in the name of a broker, bank or other nominee, follow the telephone voting instructions, if any, provided on your voting instruction card. If your shares are registered in your name, call 1-800-690-6903 and follow the telephone voting instructions. You will need the control number that appears on your proxy.

VOTE BY MAIL
Sign, date and return your proxy card in the postage-paid envelope.

VOTE DURING THE MEETING
Attend the annual meeting via live webcast at www.virtualshareholdermeeting.com/amp2021. See page 73 for instructions on how to attend.

Internet at
www.proxyvote.com

calling 1-800-690-6903
toll-free from the U.S.

mail
return the signed proxy card

ARCONIC CORPORATION



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 20, 2021

To our Shareholders:

The annual meeting of shareholders (the "Annual Meeting") of Arconic Corporation (the "Company"), will be held as a virtual meeting, on Thursday, May 20, 2021, at 10:00 a.m. Eastern Time. Due to the public health impact of COVID-19 and to support the health and well-being of our shareholders, employees and other partners, shareholders will not be able to attend the meeting in person this year. We look forward to your attendance at our virtual meeting, where you will be able to vote and submit questions during the meeting by visiting www.virtualshareholdermeeting.com/ARNC2021 and entering your 16-digit control number located on your proxy card. At the meeting, our shareholders will be asked to consider and act upon the following items of business:

- Elect 10 directors to serve one-year terms expiring at the 2022 Annual Meeting of Shareholders;
- Approve, on an advisory basis, the compensation of our named executive officers;
- Approve, on an advisory basis, the frequency of advisory votes on the compensation of our named executive officers;
- Approve the Amended and Restated Arconic Corporation 2020 Stock Incentive Plan;
- Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2021; and

to consider any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

The foregoing items of business are more fully described in the proxy statement accompanying this notice. All shareholders of record at the close of business on Friday, March 26, 2021, are entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

In accordance with SEC rules allowing companies to furnish proxy materials to their shareholders via the Internet, we have sent shareholders of record at the close of business on March 26, 2021 a Notice of Internet Availability of Proxy Materials on or about April 6, 2021. The Notice of Internet Availability contains instructions on how to access our proxy statement and annual report online and how to request printed proxy materials, including a proxy card.

Your vote is very important. Whether or not you expect to attend the virtual Annual Meeting, we urge you to vote your shares in advance using any of the following methods.


Internet at
www.proxyvote.com


calling 1-800-690-6903
toll-free from the U.S.


mail
return the signed proxy card

On behalf of Arconic's Board of Directors,

Diana C. Toman
Diana C. Toman
Executive Vice President, Chief Legal Officer and Secretary
April 6, 2021

Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

ARMADA HOFFLER PROPERTIES,

Notice of Annual Meeting of Stockholders

NOTICE IS HEREBY GIVEN for the 2021 Annual Meeting of Stockholders (the "Annual Meeting") of Armada Hoffler Properties, Inc.

Meeting Place: Virtual only format at www.virtualshareholdermeeting.com/AHH2021	Meeting Date: Wednesday, June 16, 2021	Meeting Time: 10:00 a.m. Eastern Time
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The purposes of the meeting are:

- To elect the nine director nominees named in the Proxy Statement to serve as directors for one-year terms until the 2022 annual meeting of stockholders and until their successors are duly elected and qualify;
- To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021;
- To approve, in an advisory (non-binding) vote, the compensation of our named executive officers; and
- To transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) of the Annual Meeting.

The Proxy Statement accompanying this notice describes each of these items of business in detail. The Board of Directors has fixed the close of business on April 19, 2021, as the record date for the determination of stockholders entitled to notice and voting rights at the Annual Meeting and any adjournments or postponements of the Annual Meeting.

Due to health and safety concerns regarding COVID-19 and to support the wellbeing of our employees and stockholders, we will be hosting a virtual Annual Meeting of Shareholders live via webcast this year. To attend the Annual Meeting virtually please visit the web portal located at www.virtualshareholdermeeting.com/AHH2021 and enter the control number found on the proxy card or voting instruction form. If you plan to attend the Annual Meeting, please check the website at <http://www.armadahoffler.com>, press releases and our filings with the U.S. Securities and Exchange Commission for any changes or updates one week prior to the meeting date. We intend to in-person annual meetings once the Company determines that it is safe to do so. As always, we encourage you to vote your shares prior to the Annual Meeting.

By Order of the Board of Directors,

Michael P. O'Hara
Chief Financial Officer, Treasurer and Corporate Secretary
Virginia Beach, Virginia
April 23, 2021

Your vote is important. Whether or not you expect to attend the Annual Meeting, please vote online, by telephone, or complete, date, sign and promptly return the proxy card so that your shares may be represented at the Annual Meeting.

ASANA, INC.

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date

MONDAY
JUNE 14, 2021

Time

2:00 P.M.
PACIFIC TIME

There are four ways to vote:



• by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 13, 2021 (have your Notice or proxy card in hand when you visit the website);



• by toll-free telephone until 11:59 p.m. Eastern Time on June 13, 2021 at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call);



• by completing and mailing your proxy card so it is received prior to the Annual Meeting if you received printed proxy materials;



• by attending and voting at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/ASAN2021, where stockholders may vote and submit questions (before and during) the Annual Meeting (have your proxy card in hand when you visit the website).

Our Board of Directors Recommendation:

Proposal 1	The election of Dustin Moskovitz, Sydney Carey, and Matthew Cohler as Class I directors.	Nominees receiving the largest number of votes ("FOR" such nominees are elected as directors)	FOR
Proposal 2	The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2022.	Majority of votes present	FOR

Asana

1

2021 Proxy Statement

BEST BUY CO., INC.



BEST BUY CO., INC.
7601 Penn Avenue South
Richfield, Minnesota 55423

NOTICE OF 2021 REGULAR MEETING OF SHAREHOLDERS

Time: 9:00 a.m., Central Time, on Wednesday, June 16, 2021

Place: Online at www.virtualshareholdermeeting.com/BBY2021

Internet: Submit pre-meeting questions online by visiting www.proxyvote.com and attend the Regular Meeting of Shareholders online at www.virtualshareholdermeeting.com/BBY2021

- Items of Business:**
- To elect the eleven director nominees listed herein to serve on our Board of Directors for a term of one year.
 - To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 29, 2022.
 - To conduct a non-binding advisory vote to approve our named executive officer compensation.
 - To vote on a shareholder proposal, if properly presented at the meeting.
 - To transact such other business as may properly come before the meeting.

Record Date: You may vote if you were a shareholder of Best Buy Co., Inc. as of the close of business on Monday, April 19, 2021.

Proxy Voting: Your vote is important. You may vote via proxy as a shareholder of record:

- By visiting www.proxyvote.com on the internet;
- By calling (within the U.S. or Canada) toll-free at 1-800-690-6903; or
- By signing and returning your proxy card if you have received paper materials.

For shares held through a broker, bank or other nominee, you may vote by submitting voting instructions to your broker, bank or other nominee.

Regardless of whether you expect to attend the meeting, please vote your shares in one of the ways outlined above.

By Order of the Board of Directors

Richfield, Minnesota
May 5, 2021

Todd G. Hartman
Secretary

BRISTOW GROUP INC.



3151 Briarpark Drive | Suite 700 | Houston, Texas 77042

Notice of 2021 Annual Meeting of Stockholders

TO OUR STOCKHOLDERS

June 21, 2021

DATE: AUGUST 3, 2021

TIME: 9:00 A.M. CDT

VIA WEBCAST: WWW.VIRTUALSHAREHOLDERMEETING.COM/VTL2021

The 2021 Annual Meeting of Stockholders (the "Meeting") of Bristow Group Inc. (the "Company") will be held exclusively via a live audio webcast at www.virtualshareholdermeeting.com/VTL2021 on Tuesday, August 3, 2021, at 9:00 a.m. (Central Daylight Time) for the following purposes:

- To elect nine directors named in the accompanying Proxy Statement to serve until the 2022 Annual Meeting of Stockholders or until his or her successor is duly qualified and elected;
- To hold an advisory vote to approve named executive officer compensation;
- To consider and vote upon a proposal to approve the 2021 Equity Incentive Plan;
- To ratify the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending March 31, 2022; and
- To transact such other business as may properly come before the Meeting and any adjournments or postponements thereof.


Only holders of record of the Company's common stock at the close of business on June 7, 2021 will be entitled to notice of and to vote at the Meeting. See the "Solicitation of Proxies, Voting and Revocation" section of the accompanying Proxy Statement for the place where the list of stockholders may be examined.

We are furnishing proxy materials to our stockholders using the U.S. Securities and Exchange Commission ("SEC") rule that allows companies to furnish their proxy materials over the internet. As a result, on June 21, 2021, we are mailing to many of our stockholders a Notice of Internet Availability of Proxy Materials ("Notice") instead of a paper copy of the accompanying Proxy Statement and our Fiscal Year 2021 Annual Report. The Notice contains instructions on how to access the accompanying Proxy

Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

CHEWY, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS



**1855 Griffin Road, Suite B-428
Danis Beach, FL 33004
May 27, 2021**

Dear Stockholders:

WHAT: 2021 Annual Meeting of Stockholders of Chewy, Inc. (the "Annual Meeting").

WHEN: Wednesday, July 14, 2021, at 10:00 a.m., Eastern Time.

WHERE: Our meeting will be a virtual stockholder meeting, conducted via live audio webcast, a format designed to increase stockholder access, reduce the environmental impact of a physical meeting, save Chewy and our stockholders time and money, and ensure the safety of participants. In addition to online attendance, this format provides stockholders with the opportunity to hear all portions of the official meeting, submit written questions during the meeting, and vote online during the open poll section of the meeting. You are invited to attend the live webcast of our meeting, vote your shares, and submit questions at <https://www.virtualshareholdermeeting.com/CHWY2021>. To join the meeting, you will need the 16-digit control number that is printed on your Notice Regarding the Availability of Proxy Materials ("Notice"). When accessing our Annual Meeting, please allow ample time for online check-in, which will begin at 9:45 a.m., Eastern Time, on Wednesday, July 14, 2021. If a bank, brokerage firm, or other nominee holds your shares, you should contact that organization for additional information.

WHY: We are holding the Annual Meeting for the following purposes, as more fully described in our proxy statement:

- to elect to our Board of Directors four director nominees for three-year terms (Proposal No. 1);
- to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending January 30, 2022 (Proposal No. 2);
- to approve, on a non-binding, advisory basis, the compensation of our named executive officers (Proposal No. 3); and
- to transact such other business as may properly be presented at the Annual Meeting or any adjournments or postponements thereof.


RECORD DATE: Stockholders of record as of the close of business on May 18, 2021 (the "Record Date") are entitled to this notice and to vote at the Annual Meeting or at any adjournment or postponement that takes place.

PROXY VOTING: On or about May 27, 2021, we will mail to stockholders of record as of the Record Date (other than those who previously requested electronic or paper delivery on an ongoing basis) a Notice with instructions for accessing our proxy materials and voting instructions over the Internet, by telephone, or by mail. We expect that our proxy statement and other proxy materials will be available to stockholders on this same date.

Your vote is very important. Whether or not you plan to attend our Annual Meeting, we encourage you to read our proxy materials and submit your proxy or voting instructions as soon as possible.

Thank you for your ongoing support and we hope you can join us at our Annual Meeting.

Sincerely,



Susan Helfrick
General Counsel & Secretary

CHIPOTLE MEXICAN GRILL, INC.

CHIPOTLE

NOTICE OF MEETING

The 2021 annual meeting of shareholders of Chipotle Mexican Grill, Inc. will be a virtual meeting conducted exclusively via live webcast at <http://www.virtualshareholdermeeting.com/CMG2021> on May 18, 2021 at 8:00 a.m. (PDT).

Shareholders will consider and act on the following matters:

- Election of the eleven director nominees named in this proxy statement, each to serve a one-year term;
- An advisory vote to approve the compensation of our executive officers as disclosed in this proxy statement (known as "say on pay");
- Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2021;
- One shareholder proposal described in this proxy statement, if properly presented; and
- Such other business properly brought before the meeting.

Information about these matters is contained in the proxy statement that accompanies this notice.

Only shareholders of record at the close of business on March 23, 2021 are entitled to notice of and to vote at the annual meeting. To participate in the virtual annual meeting, you will need the 16-digit control number that appears on your Notice of Internet Availability of Proxy Materials, proxy card or the instructions that accompanied your proxy materials.

This Notice and the accompanying Proxy Statement are first being distributed to shareholders on or about April 5, 2021.

Your vote is important. Please note that if you hold your shares through a broker, your broker cannot vote your shares on the election of directors, on the approval, on an advisory basis, of our executive compensation or on either of the two shareholder proposals unless they have your specific instructions on how to vote. In order for your vote to be counted, please make sure that you submit your vote to your broker.

By order of the Board of Directors




Roger Theodoris
General Counsel and Corporate Secretary
April 5, 2021

CHIPOTLE

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CIGNA CORPORATION

NOTICE OF 2021 ANNUAL MEETING OF SHAREHOLDERS



Date and Time: Wednesday, April 28, 2021
8:00 a.m., Eastern Time

Virtual Meeting Site: www.virtualshareholdermeeting.com/CIG2021

Items of Business

Proposal 1: Election of twelve director nominees named in this Proxy Statement for one-year terms to expire at the next annual meeting of shareholders.	FOR
Proposal 2: Advisory approval of executive compensation.	FOR
Proposal 3: Approval of the Amended and Restated Cigna Long-Term Incentive Plan.	FOR
Proposal 4: Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2021.	FOR
Proposal 5: Shareholder Proposal - Shareholder right to act by written consent, if properly presented.	AGAINST
Proposal 6: Shareholder Proposal - Gender pay gap report, if properly presented.	AGAINST
Proposal 7: Shareholder Proposal - Board ideology disclosure policy, if properly presented.	AGAINST

Consideration of any other business properly brought before the meeting.

The Board of Directors has fixed March 8, 2021 as the record date for determining shareholders entitled to receive notice of and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting. A list of these shareholders will be open for examination by any shareholder electronically during the 2021 Annual Meeting at www.virtualshareholdermeeting.com/CIG2021 when you enter your 16-digit control number.

Your vote is very important, regardless of the number of shares you own. We urge you to promptly vote by telephone, by using the internet, or, if you received a proxy card or instruction form, by completing, dating, signing and returning it by mail.

March 18, 2021

By order of the Board of Directors,
/s/ Julia Brnic
Julia Brnic
Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders To Be Held on April 28, 2021
The Notice of Annual Meeting, Proxy Statement and Annual Report for the fiscal year ended December 31, 2020 are available at www.proxyvote.com.

COEUR MINING, INC.

COEUR MINING

NOTICE OF 2021 ANNUAL STOCKHOLDERS' MEETING

Date: Tuesday, May 11, 2021

Time: 9:30 a.m. Central Time

Place: www.virtualshareholdermeeting.com/cde2021

Record Date: March 17, 2021

Agenda:

- Elect the nine director nominees named in the Proxy Statement
- Ratify the appointment of our independent registered public accounting firm for 2021
- Approve an amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan (the "Plan") to increase the number of shares of common stock reserved for issuance under the Plan by 15.7 million
- Vote on an advisory resolution to approve executive compensation
- Transact such other business as properly may come before the Annual Meeting

Only stockholders of record at the close of business on the Record Date are entitled to receive notice of and to vote at the Annual Meeting or any adjournments or postponements thereof.

Due to continuing public health and travel safety concerns relating to the coronavirus (COVID-19) pandemic, and to support the health and safety of our stockholders, employees and stakeholders, the Annual Meeting will be conducted in a virtual-only format, solely by means of a live audio webcast. Online access to the audio webcast will begin approximately 15 minutes before the start of the Annual Meeting to allow time for you to log-in and test your device's audio system. We encourage you to access the meeting in advance of the designated start time. Stockholders participating in the Annual Meeting will be able to vote their shares electronically during the Annual Meeting and may submit questions during the virtual event using the directions on the meeting website at www.virtualshareholdermeeting.com/cde2021. To participate in the Annual Meeting, you will need the 16-digit control number found on your proxy card, voting instruction form or notice of internet availability. If you hold your shares in the name of a broker, bank, trustee or other nominee, you may need to contact your broker, bank, trustee or other nominee for assistance with your 16-digit control number.

Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

DROPBOX, INC.



DROPBOX, INC.
1800 OWENS STREET
SAN FRANCISCO,
CALIFORNIA 94118

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS to be held at 9:00 am Pacific Time on Thursday, May 20, 2021

Dear Stockholders of Dropbox, Inc.:

We cordially invite you to attend the 2021 annual meeting of stockholders (the "Annual Meeting") of Dropbox, Inc., a Delaware corporation, to be held on May 20, 2021 at 9:00 am Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/DBX2021, where you will be able to listen to the meeting live, submit questions and vote online.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the Internet, by telephone or by mail.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect seven directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021;
3. To approve, on an advisory basis, the compensation of our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the date of business on March 23, 2021 as the record date for the Annual Meeting. Stockholders of record on March 23, 2021 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

The accompanying proxy statement and our annual report can be accessed by visiting: www.proxyvote.com. You will be asked to enter the 16-digit control number located on your proxy card.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone, or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual Meeting.

By order of the Board of Directors,

Andrew W. Houston
Chief Executive Officer, Co-Founder, and Chairman of the Board
San Francisco, California

April 6, 2021

[Dropbox, Inc. Proxy Statement and Notice of 2021 Annual Meeting of Stockholders](#)

ENSTAR GROUP LIMITED



NOTICE OF 2021 ANNUAL GENERAL MEETING OF SHAREHOLDERS



ITEMS OF BUSINESS

1. To vote on a proposal to amend the Fifth Amended and Restated By-Laws of the Company to declassify our Board of Directors over a three-year period.
2. To vote on a proposal to elect four Class III Directors nominated by our Board to hold office until 2022, if Proposal 1 is approved by the shareholders, or, if Proposal 1 is not approved, to hold office until 2024.
3. To hold an advisory vote to approve executive compensation.
4. To ratify the appointment of KPMG Audit Limited as our independent registered public accounting firm for 2021 and to authorize the Board of Directors, acting through the Audit Committee, to approve the fees for the independent registered public accounting firm.

ANNUAL MEETING DETAILS

Only holders of record of our voting ordinary shares at the close of business on April 13, 2021 are entitled to notice of and to vote at the meeting.

You are cordially invited to attend the virtual Annual General Meeting. Due to public health and travel concerns related to the COVID-19 pandemic, this year's Annual General Meeting will be held solely by means of a virtual-only meeting over live webcast. So long as you were a holder of record of our voting ordinary shares as of the close of business on April 13, 2021, you or your proxy holder can attend, submit your questions, and vote your shares electronically at the virtual Annual General Meeting by visiting www.virtualshareholdermeeting.com/ESGR2021 and using your control number included in the proxy materials. During the meeting, you will be able to ask questions and will have the opportunity to vote to the same extent as you would at an in-person meeting of shareholders.

To ensure that your vote is counted at the meeting, please vote as promptly as possible. Submitting your proxy now will not prevent you from voting your shares at the meeting if you desire to do so, as your vote by proxy is revocable at your option in the manner described in the proxy statement.

By Order of the Board of Directors,

Audrey B. Taranto
General Counsel and Corporate Secretary
Hamilton, Bermuda

April 26, 2021

Important notice regarding the availability of proxy materials for the Annual General meeting of Shareholders to be held on June 9, 2021. This notice of meeting, the proxy statement, the proxy card and the annual report to shareholders for the year ended December 31, 2020 are available at <https://investor.enstargroup.com/annual-reports>.

ETSY, INC.

Notice of 2021 Annual Meeting of Stockholders

Date:

June 11, 2021

Time:

9:00 a.m., Eastern Time

Place:

www.virtualshareholdermeeting.com/ETSY2021

Record Date:

April 13, 2021

Meeting Agenda:

- Elect Gary S. Briggs, Edith W. Cooper, and Melissa Reiff as Class III directors to serve until our 2024 Annual Meeting of Stockholders and until their respective successors have been elected and qualified or until they resign, die, or are removed from the Board of Directors;
- Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021;
- Consider an advisory vote to approve executive compensation; and
- Transact any other business that may properly come before the Annual Meeting.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we encourage you to read the accompanying proxy statement and to submit your proxy or voting instructions as soon as possible. Even if you have voted by proxy, you may still vote during the Annual Meeting. Please note, however, that if your shares are held of record by a broker, bank, trustee, or nominee and you wish to vote during the Annual Meeting, you must follow the instructions from such broker, bank, trustee, or nominee.

Jill Simeone
Chief Legal Officer and Corporate Secretary

April 20, 2021

Important Notice Regarding the Availability of Proxy Materials for the 2021 Annual Meeting of Stockholders to be Held on June 11, 2021: The proxy statement and the annual report to stockholders are available at <http://www.proxyvote.com>. We mailed a Notice of Internet Availability to our stockholders (other than those who previously requested paper copies) on or about April 20, 2021.


IROBOT CORPORATION

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Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

MONEYGRAM INTERNATIONAL, INC.

NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS



2828 North Harwood Street, 15th Floor
Dallas, Texas 75201

<p>Date and Time Wednesday, May 5, 2021 8:00 a.m. Central Time</p>	<p>Location This year's meeting is a virtual-only meeting at: www.virtualshareholdermeeting.com/MG2021</p>	<p>Record Date March 8, 2021</p>
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
Items of Business:

- To elect eight directors to serve until the 2022 Annual Meeting of Stockholders, or until their successors are elected and qualified or their earlier resignation;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2021;
- Advisory vote on the frequency of holding advisory vote on executive compensation;
- Advisory vote to approve executive compensation; and
- To act upon any other business that may properly come before the meeting and any adjournment(s) or postponement(s) thereof.

Only stockholders of record of our common stock at the close of business on March 8, 2021 are entitled to receive this notice and to vote at the Annual Meeting. A list of the names of stockholders of record entitled to vote at the Annual Meeting will be available during the entire time of the Annual Meeting on the virtual meeting website.

To ensure that your shares are represented at the Annual Meeting, we urge you to submit your voting instructions by proxy as promptly as possible. You may submit your proxy via the Internet or telephone, or, if you received paper copies of the proxy materials by mail, you can also submit a proxy via mail by following the instructions on the proxy card or voting instruction card. We encourage you to submit a proxy via the Internet. It is convenient and saves us significant postage and processing costs. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the Proxy Statement. You may also vote online during the Annual Meeting.

By Order of the Board of Directors



Robert L. Villaseñor
General Counsel,
Corporate Secretary and Chief Administrative Officer
Dallas, Texas
March 25, 2021

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON WEDNESDAY MAY 5, 2021

The Notice of Annual Meeting, Proxy Statement and 2020 Annual Report on Form 10-K are available at www.proxyvote.com.

MORGAN STANLEY

Morgan Stanley

350 Broadway
New York, NY 10036

NOTICE OF 2021 ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE
10:00 a.m. (EST) on May 20, 2021

LOCATION
In light of the continuing COVID-19 pandemic, and in consideration of the health and safety of our shareholders, directors and employees, we will hold our annual meeting virtually this year at www.virtualshareholdermeeting.com/MS2021, which will allow all shareholders regardless of location to participate via the Internet. As always, we encourage you to vote your shares prior to the annual meeting.


ITEMS OF BUSINESS

- Elect the Board of Directors for a one-year term
- Ratify the appointment of Deloitte & Touche LLP as independent auditor
- Approve the compensation of executives as disclosed in the proxy statement (non-binding advisory vote)
- Approve the Amended and Restated Equity Incentive Compensation Plan
- Transact such other business as may properly come before the meeting or any postponement or adjournment thereof

RECORD DATE
The close of business on March 22, 2021 is the date of determination of shareholders entitled to notice of, and to vote at, the annual meeting of shareholders.

ACCESS
Record or beneficial owners of Morgan Stanley's common stock as of the record date, the close of business on March 22, 2021 may attend, vote and submit questions at our annual meeting from any location via the Internet by logging in at www.virtualshareholdermeeting.com/MS2021 and entering the control number provided on your proxy card, voting instruction form or Notice. If you are not a shareholder or do not have a control number, you may still access the meeting as a guest, but you will not be able to participate. See "Information About the Annual Meeting."

By Order of the Board of Directors,






Martin M. Cohen
Corporate Secretary
April 1, 2021

4 Morgan Stanley 2021 Proxy Statement

VOTING

It is important that all of your shares are voted. You may submit your proxy to have your shares voted over the Internet or by telephone or by returning your proxy card or voting instruction form, if you receive one in the mail.

BY MOBILE DEVICE
You can vote by scanning the QR barcode on your proxy materials.

BY INTERNET
You can vote online at www.proxyvote.com.

BY TELEPHONE
You can vote by calling the number on your proxy materials.

BY MAIL
You can vote by mail by completing, dating and signing your proxy card or voting instruction form and returning it in the postage-paid envelope.

WEBCAST
If you are unable to participate in the meeting, a replay of the meeting will be available at www.morganstanley.com/about-us after the meeting. Please go to our website for details.

NOTICE
We are distributing to certain shareholders a Notice of Internet Availability of Proxy Materials (Notice) on or about April 1, 2021. The Notice informs those shareholders how to access this proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2020 through the Internet and how to submit a proxy online.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 20, 2021. Our Letter to Shareholders, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2020 are available free of charge on our website at www.morganstanley.com/2021amc.

MODIVCARE INC.

PITNEY BOWES, INC.

Notice of Meeting:

Annual Meeting Information	
Time and Date:	Monday, May 3, 2021 at 9:00 a.m.
Place:	Via Live Webcast by visiting http://www.virtualshareholdermeeting.com/PBI2021
Requirements to Participate in the Meeting:	Shareholders of record as of the close of business on March 5, 2021 will be able to vote and ask questions during the meeting.
Record Date:	March 5, 2021
Voting:	Registered stockholders as of the record date (March 5, 2021) are entitled to submit proxies by Internet at www.proxyvote.com ; telephone at 1-800-690-6903; or completing your proxy card, or you may vote online during the virtual annual meeting. If you hold your shares through a broker, bank, trustee or other nominee, you are a beneficial owner and should refer to instructions provided by that entity on voting methods.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting to be held on May 3, 2021:
Pitney Bowes' 2021 Proxy Statement and Annual Report to Stockholders, including the Report on Form 10-K for the year ended December 31, 2020, are available at www.proxyvote.com.

The items of business at the annual meeting are:

- Election of 10 directors named in the proxy statement.
- Ratification of the Audit Committee's appointment of the independent accountants for 2021.
- Non-binding advisory vote to approve executive compensation.

Stockholders also will act on such other matters as may properly come before the meeting, including any adjournment or postponement of the meeting.

This proxy statement and accompanying proxy card are first being distributed or made available via the Internet beginning on or about March 19, 2021.

Detailed information and instructions on how to participate in the virtual annual meeting can be found on page 6.

We thank you for your interest in our company and look forward to your participation at our virtual annual meeting.

Daniel J. Goldstein
Executive Vice President, Chief Legal Officer & Corporate Secretary





NOTICE: Your vote is important. Brokers are not permitted to vote on any proposals to be considered at the meeting except on proposal 2, ratification of the Audit Committee's appointment of the Independent Accountants for 2021, without instructions from the beneficial owner. Therefore, if your shares are held through a broker, please instruct your broker, bank or other nominee on how to vote your shares. For your vote to be counted with respect to each of the proposals, you will need to communicate your voting decisions to your broker, bank, financial institution or other nominee.

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Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

POPULAR, INC.


NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT

DATE AND TIME	Thursday, May 6, 2021 • 9:00 a.m. (Atlantic Standard Time)
LOCATION	Webcast at www.virtualshareholdermeeting.com/BPOP2021
RECORD DATE	March 12, 2021
HOW TO VOTE	Only shareholders of record at the close of business on March 12, 2021 are entitled to notice of, and to vote at, the meeting. Each share of common stock is entitled to one vote. Your vote is important. Whether or not you plan to attend, please vote as soon as possible so that we may be assured of the presence of a quorum at the meeting.
	In Person Attend the Annual Meeting.
	By Phone Call +1-800-690-6903 in the U.S. or P.R. to vote your shares.
	By Internet Visit www.proxyvote.com and vote online.
	By Mail Cast your ballot, sign your proxy card and return by free post.

- ITEMS OF BUSINESS**
- Elect three directors assigned to "Class I" of the Board of Directors for a one-year term.
 - Approve, on an advisory basis, the Corporation's executive compensation.
 - Approve, on an advisory basis, the frequency of future advisory votes on the Corporation's executive compensation.
 - Ratify the appointment of PricewaterhouseCoopers LLP as Popular's independent registered public accounting firm for 2021; and
 - Consider such other business as may be properly brought before the meeting or any adjournments thereof.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 6, 2021

This 2021 Proxy Statement and our Annual Report for the year ended December 31, 2020 are available free of charge at www.popular.com and www.proxyvote.com. The 2021 Proxy Statement and form of proxy card are being distributed and made available to shareholders on or about March 25, 2021.

In San Juan, Puerto Rico, on March 25, 2021.
By Order of the Board of Directors,

Javier D. Ferrer
Executive Vice President, Chief Legal Officer and Secretary

209 Muñoz Rivera Avenue
San Juan, Puerto Rico 00918 

REVLON, INC.

REVLOGO NOTICE OF ANNUAL STOCKHOLDERS' MEETING

You are invited to attend the 2021 Annual Stockholders' Meeting of Revlon, Inc. (the "Company") to be held at 10:00 a.m., Eastern Time, on Thursday, June 3, 2021 in a virtual-only format accessible at <http://www.virtualshareholdermeeting.com/REV2021>. You will need to enter your Control Number(s) listed on your Internet Notice or proxy card in order to be admitted to the 2021 Annual Meeting, and you will be able to vote or ask questions by following the instructions available on the meeting website during the 2021 Annual Meeting.

- Items of Business:**
- Election of all 9 director nominees to the Company's Board of Directors for the coming year;
 - Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2021;
 - Approval of the Second Amendment to the Fourth Amended and Restated Revlon, Inc. Stock Plan; and
 - Transaction of other business properly brought before the 2021 Annual Meeting or any adjournment.

Record Date:
Only stockholders of record of Revlon Common Stock at 5:00 p.m., Eastern Time, on April 8, 2021 are entitled to notice of, and to attend and vote at, the 2021 Annual Meeting and at any adjournments of such meeting.

**YOUR VOTE IS IMPORTANT TO US.
PLEASE EXERCISE YOUR RIGHT TO VOTE**

For at least 10 days prior to the 2021 Annual Meeting, a list of stockholders entitled to vote at the 2021 Annual Meeting will be available for inspection during normal business hours at the offices of the Company's Secretary at One New York Plaza, 50th Floor, New York, NY 10004, or if we determine that a physical in-person inspection is not practicable, such stockholders list may be made available electronically. Such list also will be available at the 2021 Annual Meeting at <http://www.virtualshareholdermeeting.com/REV2021>.

The approximate date on which these proxy materials are first being made available to all stockholders of record entitled to vote at the 2021 Annual Meeting is April 20, 2021.

SIMPSON MANUFACTURING CO., INC.

NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS

DATE	Tuesday, May 4, 2021
TIME	2:00 p.m., Pacific Daylight Time
PLACE	www.virtualshareholdermeeting.com/SSD2021
RECORD DATE	March 8, 2021

Record Date and Voting

You are entitled to vote at the Simpson Manufacturing Co., Inc. (the "Company," "Simpson," "we" or "us") 2021 Annual Meeting of Stockholders (the "Annual Meeting") if you were a stockholder of record at the close of business on March 8, 2021 (the "Record Date"). Each share of common stock is entitled to one vote for each director nominee and one vote for each of the other proposals to be voted on at the Annual Meeting. There were 43,430,788 shares of our common stock outstanding on the Record Date.

Items of Business

- To elect seven members to our Board of Directors, for terms expiring in 2022.
- To approve, on an advisory basis, named executive officer compensation.
- To ratify our Audit and Finance Committee's appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2021.
- To transact such other business that properly comes before the meeting or any adjournment thereof.

Notice and Access

Instead of making a printed copy of our proxy materials, including our Annual Report to Stockholders and Annual Report on Form 10-K, to each stockholder of record, we are providing access to these materials via the Internet. This reduces the amount of paper necessary to produce these materials, as well as the costs associated with mailing those materials to all stockholders. Accordingly, on March 23, 2021, we will begin making a Notice of Internet Availability of Proxy Materials (the "Notice") to all stockholders of record as of the Record Date, and post our proxy materials on the website referenced in the Notice (www.proxyvote.com). As more fully described in the Notice, all stockholders may choose to access our proxy materials on the website referred to in the Notice and/or may request a printed set of our proxy materials. In addition, the Notice and website

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on May 4, 2021.


provide information regarding how you may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Attending the Annual Meeting
See page 65 "Questions and Answers About the Annual Meeting of Stockholders and Voting" for details.

Proxy Voting

Whether or not you plan to attend the meeting, it is important that your shares are represented and voted. We encourage you to vote before the meeting by returning your proxy card or voting via the internet or by telephone.

By Internet
www.proxyvote.com 

By Telephone
Toll-free 1-800-690-6903 

By Mail
Follow instructions on your proxy card 

The Proxy Statement, Annual Report to Stockholders and Annual Report on Form 10-K are available on the Internet at www.proxyvote.com.

The following information applicable to the Annual Meeting may be found in the Proxy Statement and accompanying proxy card:

- The date, time and location of the Annual Meeting;
- A list of the matters intended to be acted on and our board's recommendations regarding those matters;
- Any control/identification numbers that you need to access your proxy card; and
- Information about attending and voting at the Annual Meeting.

By Order of the Board of Directors,


Terry Hammons
Secretary
March 23, 2021

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SIX FLAGS ENTERTAINMENT CORPORATION

SIX FLAGS ENTERTAINMENT CORPORATION
1000 Ballpark Way, Suite 400, Arlington, Texas 76011

NOTICE OF 2021 ANNUAL MEETING OF STOCKHOLDERS

Date and Time
May 5, 2021
2:00 p.m., Central Time

Virtual Meeting
Via webcast,
www.virtualshareholdermeeting.com/SIX2021

Instructions for accessing the virtual meeting are more fully described in the accompanying proxy statement.

YOUR VOTE IS IMPORTANT

You do not need to attend the Annual Meeting to vote if you submit your proxy in advance. Please exercise your stockholder right to vote by:

Before the Annual Meeting by visiting www.proxyvote.com
During the Annual Meeting by visiting www.virtualshareholdermeeting.com/SIX2021

Mailing your signed proxy card
Calling 1-800-690-6903

Items of Business

- Election of 7 nominees named in the proxy statement as directors
- Advisory vote to approve executive compensation
- Approve amendments to Restated Certificate of Incorporation to eliminate supermajority voting provision
- Approve amendments to Restated Certificate of Incorporation to allow stockholder action by written consent
- Advisory vote to ratify the appointment of KPMG LLP as independent registered public accounting firm for fiscal 2021

Stockholders will also transact such other business as may properly come before the Annual Meeting. The Board of Directors recommends a vote FOR each of the proposals presented in the proxy statement.

Adjournments and Postponements

Any action on the items of business described above may be considered at the Annual Meeting at the time and on the date specified above or at any time and date to which the Annual Meeting may be properly adjourned or postponed.

Eligibility to Vote

You are entitled to vote only if you were a stockholder of Six Flags Entertainment Corporation as of the close of business on the record date, March 10, 2021.

By Order of the Board of Directors,
DANIELLE J. BERNTHAL
Corporate Secretary
Arlington, Texas
March 23, 2021

Important Notice Regarding Internet Availability of Proxy Materials for Annual Meeting of Stockholders to be Held on May 5, 2021
The proxy statement and annual report for the fiscal year ended December 31, 2020 are available at www.proxyvote.com. The Notice of Internet Availability of Proxy Materials and the proxy statement are being distributed and made available on or about March 23, 2021.

Virtual Shareholder Meeting (VSM) and Annual Meeting Notice

SOUTH JERSEY INDUSTRIES, INC.



South Jersey Industries, Inc.
1 South Jersey Plaza
Folsom, New Jersey 08037
Tel. (609) 561-9000
Fax (609) 561-7130

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

DATE: April 30, 2021
TIME: 9:00 a.m. Eastern Time

ONLINE: www.virtualshareholdermeeting.com/SJ2021

To the Shareholders of South Jersey Industries

NOTICE IS HEREBY GIVEN that South Jersey Industries, Inc. ("Company" or "SJ") 2021 Annual Meeting of Shareholders (the "Annual Meeting") will be held online at: www.virtualshareholdermeeting.com/SJ2021 on April 30, 2021, at 9:00 a.m., Eastern Time, for the following purposes:

1. To elect 10 director nominees who are listed in the accompanying proxy statement form expiring 2021
2. To hold an advisory vote to approve executive compensation
3. To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for 2021
4. To transact other business that may properly come before the Annual Meeting and any adjournments or postponements thereof

Voting can be completed in one of four ways:

- 1. return the proxy card by mail
- 2. attend the meeting online at www.virtualshareholdermeeting.com/SJ2021
- 3. via telephone at 1-800-490-4903
- 4. online at www.proxyvote.com

The Board of Directors has fixed the close of business on March 1, 2021 as the record date (the "Record Date") for determining shareholders entitled to notice of, and to vote at, the Annual Meeting. Accordingly, only shareholders of record on that date are entitled to notice of, and to vote at, the Annual Meeting.

You are cordially invited to attend the meeting online meeting at: www.virtualshareholdermeeting.com/SJ2021.

We do not intend to hold our annual meeting in person, we are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state, and local governments have imposed. You may attend online at www.virtualshareholdermeeting.com/SJ2021. While attending online, you will be able to vote your shares and submit questions by following the instructions on the website. We reserve the right to convert to an in-person or virtual meeting format if a Hybrid Meeting should meeting in person become safe as a result of the reversal of the Governor of New Jersey Emergency order related to COVID-19. If we convert to a Hybrid Meeting, we will post a notification at www.sjindustries.com as soon as possible.

Whether or not you expect to attend the Annual Meeting, we urge you to vote your shares now. Please complete and sign the enclosed proxy card and promptly return it in the envelope provided or, if you prefer, you may vote by telephone or on the internet. Please refer to the enclosed proxy card for instructions on how to use these options. Should you attend the Annual Meeting, you may revoke your proxy and vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

Edythe Nipper

Corporate Secretary
Folsom, NJ
March 18, 2021

YOUR VOTE IS IMPORTANT. PLEASE VOTE, SIGN, DATE, AND PROMPTLY RETURN YOUR PROXY IN THE ENCLOSED ENVELOPE OR VOTE BY TELEPHONE OR ON THE INTERNET.
Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be Held on April 30, 2021. The Proxy Statement, the Proxy Card and the 2020 Annual Report are also available to view at www.sjindustries.com by clicking on Investors > Financial Reporting.

UNITY BIOTECHNOLOGY, INC.

UNITY BIOTECHNOLOGY, INC.
285 East Grand Ave.
South San Francisco, CA 94080

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 24, 2021

To the Stockholders of Unity Biotechnology, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of Unity Biotechnology, Inc., a Delaware corporation (the "Company"), will be held on June 24, 2021, at 9:00 a.m. local time. In light of the coronavirus/COVID-19 outbreak and governmental decrees that in-person gatherings be postponed or cancelled, and in the best interests of public health and the health and safety of our Board of Directors, employees and stockholders, we are holding a virtual-only meeting. Stockholders can attend the meeting via the internet at www.virtualshareholdermeeting.com/UBX2021 by using the 16-digit control number that appears on the accompanying Proxy Card (printed in the box and marked by the arrow) and the instructions that accompanied these proxy materials.

The Annual Meeting will be held for the following purposes:

1. To elect three Class III directors to hold office until the 2024 annual meeting of stockholders or until their successors are elected;
2. To ratify the appointment, by the Audit Committee of the Company's Board of Directors, of Ernst & Young LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders who owned common stock of the Company at the close of business on April 26, 2021 (the "Record Date"), can vote at this meeting or any adjournments that take place.

The Board of Directors recommends that you vote **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement; and **FOR** the ratification of the appointment of Ernst & Young LLP, as the independent registered public accounting firm, as described in Proposal No. 2 of the Proxy Statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE VIRTUAL ANNUAL MEETING, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2020, AND SUBMIT YOUR PROXY AS SOON AS POSSIBLE USING ONE OF THE THREE CONVENIENT VOTING METHODS DESCRIBED IN THE "INFORMATION ABOUT THE PROXY PROCESS AND VOTING" SECTION IN THE PROXY STATEMENT. IF YOU RECEIVE MORE THAN ONE SET OF PROXY MATERIALS OR NOTICE OF INTERNET AVAILABILITY BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY SHOULD BE SIGNED AND SUBMITTED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

By Order of the Board of Directors


/s/ ANIRVAN GHOSH, PH.D.
Anirvan Ghosh, Ph.D.
Chief Executive Officer

South San Francisco, California
April 30, 2021

Board & CEO Letters

An introductory letter from management is nearly always included. These letters often go beyond serving as an invitation to the shareholder meeting. They may highlight recent successes or frame issues for further corporate discussion.

ARIER PHARMACEUTICALS, INC.



April 27, 2021

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Aerie Pharmaceuticals, Inc., which will be held on Thursday, June 17, 2021, at 8:00 A.M. Eastern Time, at The Unstead Hotel and Spa, located at 100 Woodland Pond Drive, Cary, North Carolina 27513. The attached Notice of the Annual Meeting of Stockholders and proxy statement describes the formal business that we will transact at the Annual Meeting.

The Board of Directors of Aerie Pharmaceuticals, Inc. has determined that an affirmative vote on each matter that calls for an affirmative vote is in the best interest of Aerie Pharmaceuticals, Inc. and its stockholders and unanimously recommends a vote "FOR" all such matters considered at the Annual Meeting.

We have elected to take advantage of the rules of the U.S. Securities and Exchange Commission that allow us to furnish our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the "Notice") rather than a full paper set of the proxy materials, unless you previously requested to receive printed copies. The Notice contains details regarding the date, time and location of the meeting and the business to be conducted, as well as instructions on how to access our proxy materials on the Internet and for voting over the Internet.

Whether or not you plan to attend the Annual Meeting, please vote your shares promptly by following the voting instructions that you have received. As always, we encourage you to vote your shares prior to the Annual Meeting. Your vote is important regardless of the number of shares you own. Voting by proxy will not prevent you from voting in person at the Annual Meeting, but will assure that your vote is counted if you cannot attend.

On behalf of the Board of Directors and the employees of Aerie Pharmaceuticals, Inc., we thank you for your continued support and look forward to you joining the Annual Meeting.


Sincerely yours,



Vicente Anido, Jr., Ph.D.
Chief Executive Officer and Chairman of the Board

AMERICAN PUBLIC EDUCATION, INC.

Message from our Chairperson



April 9, 2021

Dear Stockholders:

We cordially invite you to join us for the 2021 Annual Meeting of Stockholders of American Public Education, Inc. to be held on Friday, May 21, 2021 at 8:00 a.m. EDT. The meeting will once again be held virtually, at www.virtualshareholdersmeeting.com/APED2021 to enable stockholder participation while protecting the health and welfare of our Board, management, and stockholders.

My first year as Chairperson of the Board of Directors has been one of transformation and a return to enrollment momentum for APEI, disruptive for the education industry, and challenging for the world at large. As I look on this role at last year's Annual Meeting of Stockholders, we had already implemented our business continuity plan, transitioned employees to remote working, and shifted on-campus courses at Hondros College of Nursing online to protect our students and employees during the COVID-19 pandemic, all while working to deliver on strategies led by our new CEO to drive enrollment growth and brand recognition and continued efforts to transform our enterprise and its information technology. The agility and resilience of our leadership and workforce helped us to succeed in these unprecedented times. In 2020, we experienced strong revenue growth, four consecutive quarters of net course registration growth at American Public University System, and record enrollment at Hondros College of Nursing. In addition, in October 2020, we announced an agreement to acquire Klamath Community University in what we hope to be a transformative acquisition.

At the Annual Meeting, we will be asking you to elect the nine director nominees named in the attached proxy statement to the Board. You will find detailed information beginning on page 24 about the qualifications of our director nominees and why we believe they are the right people to represent your interests.


In addition to our focus on continuing to improve on our financial results and creating value for shareholders, the Board remains committed to good corporate governance and our core values, which we believe are critical to our long-term success. We've continued to make progress on these fronts in the last year, including by formalizing through our Corporate Governance Guidelines and the Nominating and Corporate Governance Committee's charter the Board's responsibility to support our commitment to positive environmental and social impacts and to ensure strong governance practices.

As discussed in the Compensation Discussion and Analysis section, which begins on page 34, in 2020, we continued our commitment to compensation practices that are designed to attract, incentivize, retain, and reward the talent that we need to maintain and strengthen our position in higher education and to achieve our business objectives, including by adding enrollments as a performance measure in our annual incentive cash plan. At the Annual Meeting, we will be asking for approval, on a non-binding advisory basis, of our executive compensation. Finally, as discussed beginning on page 75, our Audit Committee has again selected Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2021, and we will be asking you to ratify that appointment.

AMERIPRISE FINANCIAL, INC.



Message from our Chairman and Chief Executive Officer



March 19, 2021

Dear Fellow Shareholders:

One year ago, the global economy and local communities were upended by the COVID-19 pandemic. It has truly been an unprecedented time, and we hope you and your loved ones have remained safe and healthy.

At Ameriprise, we have built a company with a compelling value proposition, strong financial foundation, excellent risk management and a clear mission to help people feel confident about their financial future. Each of these elements contributed to our ability to successfully navigate such a challenging period and remain focused on executing our strategy and meeting for the long term.


Our people demonstrated incredible resiliency – both professionally and personally – ensuring that we delivered an excellent client experience. Together, we generated record levels of engagement that helped drive strong results across our diversified firm. We also provided direct help to local communities through targeted grants, virtual volunteer activities and the generosity of our employees and advisors.

Our performance in 2020 reinforced the importance of how we manage the business responsibly with strong governance and engagement with our Board of Directors, and we added to our track record of delivering for all our stakeholders, including our shareholders, through challenging market cycles. Our growth and strong results are detailed in the proxy statement. We expanded upon key topics such as our response to COVID-19, shareholder engagement, executive compensation program and responsible business practices, including continuing to advance our important diversity and inclusion efforts that have always served to strengthen our culture, and are underscored by our Vision, Values, and Behaviors and Commitments.

I would also like to cordially invite you to join us for our 2021 Annual Meeting of Shareholders, which will be held on Wednesday, April 28, 2021 at 11:00 a.m. Central time. We intend to hold the annual shareholders meeting in a virtual meeting format only, via live webcast. Shareholders will not be able to attend the annual meeting in person. The Board of Directors made this decision in light of government health directives and our efforts to protect the health and safety of shareholders, employees, directors and others. We've provided additional information about it on the following page.

On behalf of my fellow directors, we are grateful for your support and look forward to updating you on our continued progress at our annual meeting. Thank you for your commitment to Ameriprise Financial.

Sincerely,



James M. Cracchiolo
Chairman and Chief Executive Officer

ARMADA HOFFLER PROPERTIES, INC.



April 23, 2021

Dear Fellow Stockholders:

You are cordially invited to attend the 2021 Annual Meeting of Stockholders (the "Annual Meeting") of Armada Hoffler Properties, Inc., which will be held on June 16, 2021, at 10:00 a.m. Eastern Time. Due to the public health impact of the coronavirus (COVID-19) pandemic and to support the health and well-being of our stockholders and other meeting participants, the Annual Meeting will be held in a virtual-only format via live webcast.

The matters expected to be acted upon at the meeting are described in detail in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement.

In accordance with U.S. Securities and Exchange Commission rules, we are using the internet as our primary means of furnishing proxy materials to our stockholders. Because materials will be distributed online, stockholders will not receive paper copies of our proxy materials unless requested. We will instead send our stockholders a notice with instructions for accessing the proxy materials and voting online. This notice will also provide information on how our stockholders may obtain paper copies of our proxy materials if they so choose. We believe the online accessibility makes the proxy distribution process more efficient and less costly, and helps in conserving natural resources.

The Notice of Annual Meeting, this Proxy Statement, the proxy card sample and our 2020 Annual Report to Stockholders/Form 10-K for the year ended December 31, 2020 are available at <http://www.proxyvote.com> and may also be accessed through our investor relations website at <https://ir.armadahoffler.com/>. If you would like to receive a paper or electronic copy of these documents, you may request one by calling 800-579-1639 or sending an email to sendmaterial@proxyvote.com. There is no charge for requesting a copy.

Armada Hoffler Properties, Inc. values every vote and encourages you to vote your shares online, by phone, or by completing and returning the proxy card to ensure that your shares are represented. Your vote by written proxy will ensure your representation at the Annual Meeting regardless of whether you attend virtually. Please remember that returning the proxy does not deprive you of your right to attend the Annual Meeting virtually and to vote your shares at the meeting.

On behalf of our Board of Directors and our employees, we thank you for your continued interest in and support of our company. We look forward to your attendance on June 16, 2021.

Sincerely,



Louis S. Haddad
President, Chief Executive Officer and Vice Chairman of the Board of Directors



Daniel A. Hoffler
Executive Chairman of the Board of Directors

Board & CEO Letters

ASANA, INC.



1550 BRYANT STREET, SUITE 200 | SAN FRANCISCO, CALIFORNIA 94103

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date

MONDAY
JUNE 14, 2021

Time

2:00 P.M.
PACIFIC TIME

Place

www.virtualshareholdermeeting.com/ASAN2021

Dear Stockholders of Asana, Inc.:

We cordially invite you to attend the 2021 annual meeting of stockholders, or the Annual Meeting, of Asana, Inc., a Delaware corporation, which will be held as a virtual meeting on Monday, June 14, 2021 at 2:00 p.m. Pacific Time. In light of public health concerns regarding the COVID-19 pandemic, to protect the health and safety of our stockholders and employees and facilitate stockholder participation in the Annual Meeting, this year, the Annual Meeting will be held through a live audio-only webcast at www.virtualshareholdermeeting.com/ASAN2021 where you will be able to submit questions and vote online.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

- 1 To elect the three nominees for Class I directors to serve until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified;
- 2 To ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2022; and
- 3 To transact such other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on April 26, 2021 as the record date for the Annual Meeting or the Record Date. Only stockholders of record on April 26, 2021 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

On or about May 3, 2021, we expect to mail to our stockholders a Notice of Internet Availability of Proxy Materials, or the Notice, containing instructions on how to access our proxy statement and annual report. The Notice provides instructions on how to vote via the Internet or by telephone and includes instructions on how to receive a paper copy of our proxy materials by mail.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone, or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone, or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual Meeting.

We appreciate your continued support of Asana.

By order of the Board of Directors,

Dustin Moskowitz
President, Chief Executive Officer, and Chair of the Board
San Francisco, California
May 3, 2021

BEST BUY CO., INC.



Patrick Doyle, Chairman of the Board of Directors

Dear Shareholders,

It's a sincere honor to share with you my thoughts in my first letter to you as Chairman of the Best Buy Board of Directors. While clearly the COVID-19 pandemic dominated last year for us all, I'd like to use this letter to specifically focus on the role the Board played in supporting the Company's remarkable response to the events of 2020.

As always, both the Board and management team started with our employees and the customer. As Corie outlines in her letter to shareholders, ensuring we created a safe environment was our first priority. The Board and management had many discussions as the leadership team did a remarkable job in shifting to a safe operating model and effectively addressing employee and customer safety concerns due to the pandemic. Such safety concerns at the level we were dealing with had never been faced by most retailers and, in our view, none responded quite as well as Best Buy. In fact, on the question for "how safe do you feel shopping Best Buy?", the Company's Net Promoter Scores were in the high 90s throughout all of last year and, in *Forbes*' magazine review of how companies responded to the pandemic, Best Buy received the top rating for all public companies in the country. We are proud of the recognition we received for the changes we made, but I am personally even more proud of the fact that making those changes – doing the right thing – was never a debate for the team. It was only a question of the best method for accomplishing that goal and the whole team moved decisively. With that done, we then worked to best fulfill customer needs and wants.

While the pandemic accelerated purchasing cycles and, for many, compelled us to make technology purchases we may have never considered previously, Best Buy demonstrated this past year its distinct and consistent ability to find opportunity in the chaos. More to the point, it did what it has always done: it listened to the consumer and met them exactly where they needed to be met. The Board fully supported management in this regard with the most notable example being the degree to which it freed Company executives to make decisions in the best interests of customers and employees without being unduly worried about how it might affect revenue in the short term. Specifically, the early decision to close stores to customer traffic was something the Board was closely involved in and wholeheartedly supported. Best Buy retained about 80% of revenue during this brief period but, more importantly, it cemented its position as a company that would make the best decisions.

In support of this approach, the Compensation Committee proactively approved reductions in CEO and executive team salaries, as well as board member retainers, during the initial phases of the crisis. We then worked closely with senior management to craft what we considered to be a "shared success" program (focused on employee and customer safety, financial stability and strategic progress) as our short-term incentive in the second half of the year, after suspending that incentive program in the first half of last year as part of our efforts to bolster the strength of our balance sheet. These decisions were yet another example of the Board explicitly seeking to balance the interests of employees, consumers and shareholders in a time of significant uncertainty. We are particularly pleased that the incentive program payout in the second half of the year was robust, reflecting the remarkable efforts – and success – of the team during a trying year.

Throughout the crisis, the Board and its committees did not lose sight of our broad ESG obligations and the degree to which the Company is a leader in so many key areas. We endorsed accelerated work on our Tech Tech Center program, which included a \$40 million one-time donation from the Company to its foundation. We provided close oversight of the Company's expanded efforts in renewable energy, approving meaningful investments in solar power in particular. Finally, the Board and its relevant committees spent a great deal of time working with management as the Company grappled with the murder of George Floyd and resulting protests in its backyard, as well as all of the complex social, societal, health and economic issues affecting our employees and customers. It was a year that demanded our team understand all of the issues our stakeholders were addressing – and they did it admirably, nowhere more so than in our stores.

Through it all, Best Buy's reputation as a leading, innovative company grew, making it possible to attract two extremely talented new Board members, Mario Marte of Chewy, Inc. and Steve Ronkin of VF Corporation. We remained mindful of our well-established emphasis on Board diversity and are proud that we continue to be among the most diverse public company boards in the country.

Speaking on behalf of the full Board, allow me to offer some closing reflections of this past year. What we saw this year was a Chief Executive Officer, Corie Barry, and her management team, demonstrate an astounding degree of courage, conviction and compassion in the face of crisis. They proved that in good times and bad, Best Buy can be depended on to provide value to all its stakeholders through a combination of sheer effort and unending innovation. The Board was proud to engage with this team on issues large and small, providing not just oversight but the kind of peer review and feedback the most successful business executives desire.

On behalf of all my colleagues, my most sincere thanks to you for your ongoing support. We are all proud to be associated with Best Buy and equally proud to have you all as shareholders.

With gratitude for your confidence and support,

Patrick Doyle, Chairman of the Board

BRISTOW GROUP INC.



3151 Briarpark Drive
Suite 700
Houston, Texas 77042

June 21, 2021

Dear Fellow Stockholder:

You are cordially invited to attend the 2021 Annual Meeting of Stockholders (the "Meeting") of Bristow Group Inc. (the "Company"), which will be held exclusively via a live audio webcast at www.virtualshareholdermeeting.com/VTOL2021 on Tuesday, August 3, 2021, at 9:00 a.m. (Central Daylight Time). All holders of record of the Company's outstanding common stock at the close of business on June 7, 2021, will be entitled to vote at the Meeting.

At the Meeting, we will ask you to (i) elect nine directors to serve until the 2022 Annual Meeting of Stockholders; (ii) to approve, on an advisory basis, named executive officer compensation; (iii) to consider and vote upon a proposal to approve the 2021 Equity Incentive Plan; and (iv) to ratify the appointment of KPMG LLP as the Company's independent auditors for the fiscal year ending March 31, 2022.

Regardless of the number of shares of the Company's common stock that you own, you are encouraged to read the accompanying Proxy Statement and our Fiscal Year 2021 Annual Report carefully. Please review the proxy card for instructions on how you can vote your shares of common stock over the Internet, by telephone, by mail or by attending the Meeting online at www.virtualshareholdermeeting.com/VTOL2021 using your 16-digit control number and voting your shares electronically on August 3, 2021. It is important that all holders of our common stock participate in the affairs of the Company. The prompt return of proxy cards will ensure the presence of a quorum.

We look forward to your participation in the Meeting.

Sincerely,

Christopher S. Bradshaw
President and Chief Executive Officer

CHIPOTLE MEXICAN GRILL, INC.



NOTICE OF MEETING

The 2021 annual meeting of shareholders of Chipotle Mexican Grill, Inc. will be a virtual meeting conducted exclusively via live webcast at <http://www.virtualshareholdermeeting.com/CMG2021> on May 18, 2021 at 8:00 a.m. (PDT).

Shareholders will consider and act on the following matters:

1. Election of the eleven director nominees named in this proxy statement, each to serve a one-year term;
2. An advisory vote to approve the compensation of our executive officers as disclosed in this proxy statement (known as "say on pay");
3. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2021;
4. One shareholder proposal described in this proxy statement, if properly presented; and
5. Such other business properly brought before the meeting.

Information about these matters is contained in the proxy statement that accompanies this notice.

Only shareholders of record at the close of business on March 23, 2021 are entitled to notice of and to vote at the annual meeting. To participate in the virtual annual meeting, you will need the 16-digit control number that appears on your Notice of Internet Availability of Proxy Materials, proxy card or the instructions that accompanied your proxy materials.

This Notice and the accompanying Proxy Statement are first being distributed to shareholders on or about April 5, 2021.

Your vote is important. Please note that if you hold your shares through a broker, your broker cannot vote your shares on the election of directors, on the approval, on an advisory basis, of our executive compensation or on either of the two shareholder proposals unless they have your specific instructions on how to vote. In order for your vote to be counted, please make sure that you submit your vote to your broker.

By order of the Board of Directors

Roger Theoredis
General Counsel and Corporate Secretary

April 5, 2021



2021 Proxy Statement 3

Board & CEO Letters

CIGNA CORPORATION



March 19, 2021
900 Cottage Grove Road
Bloomfield, Connecticut 06002

Dear Cigna Shareholders:

On behalf of the Cigna Corporation Board of Directors, we invite you to attend our 2021 Annual Meeting of Shareholders, to be held April 28, 2021. The attached Notice of 2021 Annual Meeting of Shareholders and Proxy Statement contains important information about the business to be conducted at the Annual Meeting.

Cigna's mission to improve the health, well-being, and peace of mind of those we serve has never been more important than it is in 2020. During the most challenging year in modern health care history, we consistently executed on our strategy to champion affordable, predictable, and simple health care for our customers, clients, and communities. Against the backdrop of a global pandemic, we also achieved strong growth, supported our clients and partners, and delivered on our promise to shareholders.

When the COVID-19 crisis emerged, Cigna acted decisively to meet the complex and evolving needs of our stakeholders. We were the first in our industry to remove cost as a barrier, waiving out-of-pocket costs for COVID-19 testing, treatment, and telehealth screenings. We also ensured that our customers and patients had access to care, continued providing free shipping for 90-day supplies of prescription maintenance medications and 24/7 access to pharmacists. We introduced the Express Scripts Parachute Rx Program™ to ensure that Americans who otherwise don't have access to coverage can continue to secure many of their medications at affordable and predictable prices; and we also rapidly created meaningful and innovative new solutions such as our COVID-19 Dashboard, which has analytical tools to help employers safely return their employees to work.

Our response efforts didn't stop with our customers and patients; it also extended to our communities. In partnership with New York Life, through the Cigna Foundation, we launched the Brave of Heart Fund to help families of frontline U.S. workers who gave their lives in the fight against COVID-19. We also created programs to help combat racial health disparities. We introduced health plans targeting the needs of racially and ethnically diverse and women-owned businesses in Los Angeles, and we launched an initiative to help prevent COVID-19 infections in three communities – South Florida, Houston, and Memphis – where one in five of our African-American and Hispanic customers live. When racial injustice became part of the national dialogue, we publicly denounced racism and reaffirmed our commitment to the principles of equity, equality, and inclusion. This included the launch of our Building Equity and Equality Program, a five-year initiative that, among other things, sets forth our commitment to fight the health disparities that disproportionately and adversely impact communities of color – and that have been so dramatically highlighted during the pandemic. Within Cigna, we also convened our Enterprise Diversity Council, evolved our diversity scorecard to hold ourselves accountable for making progress in key areas, and enhanced our mandatory diversity, equity and inclusion training across the enterprise.

While supporting our customers, clients, patients, and communities through an unprecedented global health crisis, we also significantly accelerated our strategy. We completed our two-year integration of Express Scripts and delivered on all of our integration priorities, including revenue growth, operating cash flow, deleveraging, and retaining key talent – all while keeping our vision top of mind. This paved the way for the launch of Evernorth, Cigna's next-generation health services platform, positioning us with two power brands in the market through which to sell our solutions. To support the growth of these two brands and to further accelerate our strategy, at the end of 2020 we announced a series of significant leadership changes that provided new energy and focus for our key leaders and positioned us for sustained growth. In December, we also completed the \$6.2 billion sale of our U.S. group disability and life insurance business to New York Life, while also delivering on our deleveraging commitment to end the year with a debt to capitalization ratio of less than 40%.

The challenges of 2020 underscored the importance of Cigna's mission, validated our strategy, and strengthened our commitment to service, innovation, and the improvement of health care. By consistently enabling affordability, predictability, and simplicity for our customers, patients, and communities, we generated strong financial results. Specifically, in 2020, we delivered consolidated adjusted revenues of \$160.1 billion and grew adjusted income from operations per share to \$18.45.* We delivered these strong results while also assisting our key stakeholders – including customers, clients and provider partners – who were struggling during the pandemic.

Our growth, and our ability to deliver strong results is driven by our more than 70,000 colleagues around the world. The rewards and compensation actions described in this Proxy Statement are designed to maintain a high level of retention for our key talent and to reward our teams for the results they were able to achieve during one of the most challenging years in recent memory. It is thanks to their efforts that we entered 2021 with considerable momentum and the ability to continue to deliver on our mission for those we serve.

We look forward to hearing your feedback, as reflected in your votes and at the 2021 Annual Meeting of Shareholders.

Sincerely,

/s/ David M. Cordani
David M. Cordani
President and Chief Executive Officer

/s/ Isaiah Harris, Jr.
Isaiah Harris, Jr.
Chairman of the Board

* Consolidated adjusted revenues and adjusted income from operations per share are non-GAAP measures. See Annex A to the proxy statement.

COEUR MINING, INC.



Dear Fellow Stockholders:

I am pleased to invite you to join our 2021 Annual Stockholders' Meeting. We will be conducting our meeting in a virtual format in response to public health and travel safety protocols relating to COVID-19.

Over the past several years, we have been working diligently to rebuild the foundational elements of Coeur. Together, we have successfully established a healthy culture, developed a solid strategy, and assembled a strong, aligned team focused on delivering consistent results and driving long-term value for our stockholders. We believe it is imperative to uphold our purpose statement, *We Pursue a Higher Standard*, and three key principles: *Protect* our people, places and planet, *Develop* quality resources, growth and plans, and *Deliver* impactful results through teamwork.

From our Board of Directors, to our dedicated front-line operators and everyone in between, our strong company culture and effective human capital management has allowed Coeur to achieve our objectives in 2020. We seek to recruit, develop and retain employees at all levels who embody our purpose statement. We focus on driving alignment of individual goals with company strategy. We are committed to fostering a diverse and inclusive workforce and making a positive impact on the communities where we operate. Even as we navigated unprecedented challenges related to COVID-19 in 2020, our strong culture facilitated a rapid and effective pandemic response, with innovative solutions to protect our employees and local communities that allowed us to continue operating as an essential industry, producing minerals critical to medical technologies among many other uses, with minimal interruption.

During 2020, we continued to advance our leading environmental, social and governance (ESG) practices. One of our key achievements was the publication of the Company's 2019 Responsibility Report in April 2020, which represented a key milestone towards our goal of increasing transparency and accountability for our ESG objectives. Additionally, a strong second half of operational performance and the benefit of higher realized gold and silver prices helped us deliver improved financial results.

On the strategic front, we published an updated technical report on our Rochester silver-gold mine in Nevada, reflecting significant reserve growth and the benefits of a larger-scale expansion project. This transformational project is supported by a technically sound foundation with robust economics and planning that helps drive an anticipated step-change in Coeur's cash flow profile, which we believe will fundamentally reposition the Company.

We also remained committed to a higher-level of exploration investment by extending the largest and most successful drilling campaign in Company history. Whether making new discoveries or completing the mine lives of our existing operations, exploration is a critical component to develop our near-, medium- and long-term, high-return organic growth opportunities. We also made significant strides in evaluating a potential restart of our Silverpit silver-zinc-lead mine in British Columbia. Very strong exploration results and recent technical work have created a potentially compelling path forward for the project.

In 2021, we will continue pursuing our strategy of safety and responsibly discovering, developing, and operating a balanced portfolio of North American-based precious metals assets to maximize cash flow, returns and net asset value. By executing our strategy, maintaining our strong ethical culture and continuing to enhance our leading ESG profile, we believe we can unlock meaningful long-term value for our stockholders.

Respectfully,

Mitchell K. Rebs

Mitchell J. Rebs
President & Chief Executive Officer



DROPBOX, INC.



DROPBOX, INC.
1800 OWENS STREET
SAN FRANCISCO,
CALIFORNIA 94158

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS to be held at 9:00 am Pacific Time on Thursday, May 20, 2021

Dear Stockholders of Dropbox, Inc.:

We cordially invite you to attend the 2021 annual meeting of stockholders (the "Annual Meeting") of Dropbox, Inc., a Delaware corporation, to be held on May 20, 2021 at 9:00 am Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/DBX2021, where you will be able to listen to the meeting live, submit questions and vote online.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Therefore, we urge you to promptly vote and submit your proxy via the Internet, by telephone or by mail.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect seven directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021;
3. To approve, on an advisory basis, the compensation of our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Our board of directors has fixed the close of business on March 23, 2021 as the record date for the Annual Meeting. Stockholders of record on March 23, 2021 are entitled to notice of and to vote at the Annual Meeting. Further information regarding voting rights and the matters to be voted upon is presented in the accompanying proxy statement.

The accompanying proxy statement and our annual report can be accessed by visiting www.proxyvote.com. You will be asked to enter the 16-digit control number located on your proxy card.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, we urge you to submit your vote via the Internet, telephone, or mail as soon as possible to ensure your shares are represented. For additional instructions on voting by telephone or the Internet, please refer to your proxy card. Returning the proxy does not deprive you of your right to attend the Annual Meeting and to vote your shares at the Annual Meeting.

By order of the Board of Directors,

Andrew W. Houston

Andrew W. Houston
Chief Executive Officer, Co-Founder, and Chairman of the Board
San Francisco, California

April 6, 2021

ETSY, INC.

Notice of 2021 Annual Meeting of Stockholders & Proxy Statement

Dear Stockholders,

2020 brought unprecedented societal and business challenges which continue even as of this writing in early 2021. On behalf of the Etsy Board of Directors and the entire Etsy team, we are proud of the contributions we made to grow this special company to achieve new heights of success and to do our part to help the communities we serve. Throughout the year, we worked closely to ensure Etsy met its commitments to a broad range of stakeholders, including our employees, our buyers and sellers, our global communities, and you, our stockholders.

While 2020 was clearly an extraordinary year for e-commerce, Etsy's growth far surpassed its peers, and we gained meaningful market share. We believe this performance reflects that we have something truly special to offer the world – with a unique ability to meet rapidly changing buyer needs in a way no one else can. Our core mission to "Keep Commerce Human" meant more this past year than it ever has before.

We also believe that Etsy's out-performance is a result of the tremendous leadership of our Chief Executive Officer, Josh Silverman and the performance-based culture he and his leadership team have created to drive record levels of growth, profitability and accountability for Etsy since he took the helm just four years ago. Our entrance into the S&P 500 Index in 2020 is just one proof-point of all that the Etsy team has accomplished.

We remain committed to the long-term interests of our stockholders. During 2020 and early 2021, Etsy's leadership team reached out to stockholders representing 69% of our outstanding common stock and held discussions with all of the stockholders who wanted to meet, representing approximately 48% of our outstanding shares of common stock. Stockholder feedback was extremely favorable and helped inform the continued evolution of our executive compensation program. As you will see in this Proxy Statement, this evolution includes more performance-based compensation and enhanced transparency on compensation decisions and other topics. In fact, stockholders we spoke with were overwhelmingly supportive of the plans we have put in place this year to retain and incentivize our CEO aligned with our stakeholders' interests.

This Proxy Statement describes Etsy's corporate governance policies and practices that foster the Board's effective oversight of Etsy's business strategies and initiatives. We listened to governance feedback from our investors, and we are introducing several important changes this year, such as a new director resignation policy and commitments to Board diversity, something new and dear to our hearts.

As we look to the year ahead, we see tremendous possibilities for Etsy to further execute on our long-term growth strategy – to invest in product, marketing, technology and most importantly people – to continue to drive the business to new heights. In 2020 we celebrated our 15 year anniversary and five years as a public company. As a founding Etsy investor, I personally couldn't be prouder of all that Etsy has accomplished.


We appreciate your investment in Etsy, and thank you for the trust you have placed in us.


Sincerely,

Fred Wilson
Fred Wilson
Chairman of the Board


Board & CEO Letters

FACEBOOK, INC.

FACEBOOK 



Mark Zuckerberg
Chairman and Chief Executive Officer



Robert M. Kimmitt
Lead Independent Director

To Our Shareholders

You are cordially invited to attend the 2021 Annual Meeting of Shareholders (Annual Meeting) of Facebook, Inc. to be held on May 26, 2021, at 10:00 a.m. Pacific Time.

The Annual Meeting will be a completely virtual meeting of shareholders conducted via live audio webcast to enable our shareholders to participate from any location around the world that is convenient to them. You will be able to attend the Annual Meeting by visiting www.virtualshareholdermeeting.com/FB2021.

The matters expected to be acted upon at the Annual Meeting are described in detail in the accompanying Notice of Annual Meeting of Shareholders and proxy statement.

You may cast your vote over the internet, by telephone, or by completing and mailing a proxy card to ensure that your shares will be represented. Your vote by proxy will ensure your representation at the Annual Meeting regardless of whether or not you attend. Returning the proxy does not deprive you of your right to attend and vote your shares electronically at the Annual Meeting.


Thank you for your continued investment in Facebook.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON MAY 26, 2021: THIS PROXY STATEMENT AND THE ANNUAL REPORT ARE AVAILABLE AT www.proxyvote.com

IROBOT CORPORATION

iRobot

April 12, 2021
Dear Fellow Stockholder,



You are cordially invited to attend the annual meeting of stockholders of iRobot Corporation, a Delaware corporation (the "Company"), to be held on Tuesday, May 25, 2021, at 8:30 a.m. Eastern Time. The annual meeting will again be held entirely online this year. You will be able to attend and participate in the annual meeting online by visiting www.virtualshareholdermeeting.com/IRBT2021, where you will be able to vote electronically and submit questions. Given the virtual format, there is no opportunity to attend this annual meeting in person. You will need the 16-digit control number included on your Notice of Internet Availability or your proxy card (if you received a printed copy of the proxy materials) to attend the annual meeting.


At this annual meeting, you will be asked to (1) elect three (3) Class I directors, each to serve for a three-year term; (2) ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year; (3) approve amendments to our amended and restated certificate of incorporation to eliminate supermajority voting requirements; (4) approve amendments to our amended and restated certificate of incorporation to declassify the board of directors; (5) approve amendments to our amended and restated certificate of incorporation to eliminate the prohibition on stockholders' ability to call a special meeting; and (6) approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement.

The board of directors unanimously recommends that you vote FOR election of the director nominees, FOR ratification of appointment of our independent registered public accounting firm, FOR approval of amendments to our amended and restated certificate of incorporation to eliminate supermajority voting requirements, FOR approval of amendments to our amended and restated certificate of incorporation to declassify the board of directors, FOR approval of amendments to our amended and restated certificate of incorporation to eliminate the prohibition on stockholders' ability to call a special meeting, and FOR approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in this Proxy Statement. Details regarding the matters to be acted upon at this annual meeting appear in the accompanying Proxy Statement. Please give the accompanying materials your careful attention.

Whether or not you plan to attend the annual meeting online, we urge you to vote on the business to come before this annual meeting so that your shares will be represented at the annual meeting. If you attend the annual meeting online, you may vote during the meeting electronically even if you have previously returned a proxy. Your prompt cooperation will be greatly appreciated.

BECAUSE APPROVAL OF PROPOSALS 3, 4 AND 5 REQUIRES THE AFFIRMATIVE VOTE OF AT LEAST 75% OF THE OUTSTANDING SHARES, YOUR VOTE WILL BE ESPECIALLY IMPORTANT AT THIS YEAR'S ANNUAL MEETING.

Thank you for your continued support, interest and investment in iRobot.

Sincerely,

Colin M. Angle
Chairman of the Board and Chief Executive Officer
April 12, 2021

Proxy Statement

MONEYGRAM INTERNATIONAL, INC.

LETTER FROM OUR CHAIRMAN AND CEO


2828 North Harwood Street, 15th Floor
Dallas, Texas 75201

March 25, 2021

Dear Fellow Stockholders:

During a year filled with unprecedented challenges, and following the onset of the global pandemic in March of 2020, our dedicated agents and employees rallied together to ensure the ongoing availability around the world of our essential services that our consumers rely upon every day to send money to friends and family. We remain committed in 2021 and beyond to delivering the industry's best customer experience, expanding digital growth, and expanding our offerings.

Against this backdrop, and on behalf of the Board of Directors, I want to take this opportunity to invite you to attend our virtual-only 2021 Annual Meeting of Stockholders, which will be held on May 5, 2021 at 6:00 a.m. (Central Time) at www.virtualshareholdermeeting.com/MGI2021. Details of the business to be conducted at the Annual Meeting are described in the attached Notice of 2021 Annual Meeting of Stockholders and Proxy Statement.

Your vote is important, and I encourage you to vote whether or not you plan to attend the Annual Meeting. Please sign, date and return the enclosed proxy card, or vote by telephone or via the Internet as described in your proxy materials.

I encourage you to read the Annual Report on Form 10-K for information about the Company's performance in 2020, which is available on the Company's Investor Relations website at <https://ir.moneygram.com/>.

Thank you for your continued support of MoneyGram. I look forward to our ongoing engagements, including at our upcoming Annual Meeting. I would like to thank our employees for their outstanding efforts to support MoneyGram during this last year of challenges, and our stockholders for their continued support.

Sincerely,


W. Alexander Holmes
Chairman and Chief Executive Officer

MORGAN STANLEY

MORGAN STANLEY

LETTER FROM OUR CHAIRMAN AND CEO

Dear Fellow Stockholders:



During a year filled with unprecedented challenges, and following the onset of the global pandemic in March of 2020, our dedicated agents and employees rallied together to ensure the ongoing availability around the world of our essential services that our consumers rely upon every day to send money to friends and family. We remain committed in 2021 and beyond to delivering the industry's best customer experience, expanding digital growth, and expanding our offerings.

Against this backdrop, and on behalf of the Board of Directors, I want to take this opportunity to invite you to attend our virtual-only 2021 Annual Meeting of Stockholders, which will be held on May 5, 2021 at 6:00 a.m. (Central Time) at www.virtualshareholdermeeting.com/MGI2021. Details of the business to be conducted at the Annual Meeting are described in the attached Notice of 2021 Annual Meeting of Stockholders and Proxy Statement.

Your vote is important, and I encourage you to vote whether or not you plan to attend the Annual Meeting. Please sign, date and return the enclosed proxy card, or vote by telephone or via the Internet as described in your proxy materials.

I encourage you to read the Annual Report on Form 10-K for information about the Company's performance in 2020, which is available on the Company's Investor Relations website at <https://ir.moneygram.com/>.

Thank you for your continued support of MoneyGram. I look forward to our ongoing engagements, including at our upcoming Annual Meeting. I would like to thank our employees for their outstanding efforts to support MoneyGram during this last year of challenges, and our stockholders for their continued support.

Sincerely,


W. Alexander Holmes
Chairman and Chief Executive Officer

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Board & CEO Letters

MODIVCARE INC.

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4101 S. Sherman St., 4th Floor
Denver, CO 80237

DEAR STOCKHOLDER,
April 30, 2021



We are pleased to invite you to attend the 2021 Annual Meeting of Stockholders of ModivCare Inc., which will be held on Tuesday, June 15, 2021, at 10:00 a.m. Mountain Daylight Time, at 6900 Layton Avenue, 12th Floor, Denver, CO 80237.

We intend to hold the annual meeting in person. We are sensitive, however, to the public health and travel concerns our stockholders may have and the protocols that federal, state, and local governments may continue to impose on public gatherings in respect of the COVID-19 pandemic. In the event it is not possible or advisable to hold the annual meeting in person, we will announce alternative arrangements for the annual meeting as promptly as practicable by issuing a press release and filing such announcement on the SEC's website. Alternative arrangements may include holding the annual meeting solely by means of remote communication. You may also monitor our website at www.modivcare.com for updated information. If you are planning to attend our annual meeting, please check the website one week prior to the annual meeting date. As always, we encourage you to vote your shares prior to the annual meeting.

At the annual meeting you will be asked to consider and vote on the proposals described in the accompanying notice of annual meeting and proxy statement, as well as such other business as may properly come before the annual meeting.

Your vote is important, and we encourage you to vote promptly. For record holders, regardless of whether you are able to attend the upcoming annual meeting in person, please follow the instructions contained in the proxy statement on how to vote via the Internet, by telephone, or request a paper proxy card to complete, sign and return by mail so that your shares may be voted. If your shares are held in the name of a broker, bank or other intermediary holder of record, follow the voting instructions you receive from the holder of record to vote your shares.

On behalf of the board of directors and management of the Company, I extend our appreciation for your continued support.



Daniel E. Greenleaf
President and Chief Executive Officer

ModivCare® 2021 Proxy Statement

POPULAR, INC.



Dear Shareholders:
On behalf of the Board of Directors of Popular, Inc., we cordially invite you to our 2021 Annual Meeting of Shareholders (the "Annual Meeting"), to be held on Thursday, May 6, 2021 at 9:00 a.m. (Atlantic Standard Time) in a virtual format through a live webcast at www.virtualshareholdermeeting.com/PPIC210221.

2020 presented unprecedented and unique challenges for Popular as a result of the earthquakes in the southwestern part of Puerto Rico and the COVID-19 global pandemic. The senior management team and Popular's more than 8,000 employees met the challenges and rose above them to continue to deliver on our commitment to our employees, customers, communities and shareholders. On behalf of the Board, I would like to recognize their remarkable efforts and commitment. Strengthened by the experience gained, we look forward to continuing delivering value to all our stakeholders during 2021.

This Notice of Annual Meeting and Proxy Statement contains the details of the business to be conducted during the Annual Meeting. At this year's Annual Meeting, shareholders will be considering the election of three candidates to our Board of Directors for a one-year term, an advisory vote to approve executive compensation, an advisory vote to approve the frequency of future advisory votes on executive compensation and the ratification of PricewaterhouseCoopers LLP as our independent registered public accountants for 2021.

I encourage you to read our proxy statement, annual report and other proxy materials. Whether or not you plan to participate in the Annual Meeting, we urge you to vote as soon as possible, either online, by phone or by mail. Please follow the voting instructions to ensure your shares are represented at the meeting. Your vote is important to us.

On behalf of all of us at Popular, thank you for your continued investment and support.



RICHARD L. CARRION
Chairman of the Board
Popular, Inc.



Dear Shareholders:
The year 2020 was certainly a challenging one, starting with the earthquakes in the southwestern part of Puerto Rico, followed shortly thereafter by the COVID-19 global pandemic. Despite all the professional and personal difficulties, we continued serving our customers, delivering value to our shareholders, supporting our colleagues and providing much-needed services and assistance to our communities.

Faced with the pandemic, we acted decisively to ensure the safety of our employees and customers while continuing to offer essential banking services. We adapted our operations in a rapidly evolving situation, leveraged the strength of our digital channels and provided support and relief to our customers in multiple ways. Despite the efforts devoted to managing the challenges raised by the pandemic, we continued strengthening our business and executing our strategy based on our four strategic pillars: sustainable and profitable growth, simplicity, customer focus and fit for the future.

I am extremely proud of our accomplishments during 2020. I am especially proud of our colleagues' remarkable commitment to serve our customers and their ability to adapt to a rapidly changing environment, whether on the frontline or working from home. We are also grateful for our Board of Directors' counsel and support as we charted our way in these trying times.

We are convinced that our demonstrated commitment provides the foundation for the long-term success of our company and our ability to deliver value to our shareholders. Good organizations make it through difficult times. Great organizations thrive and emerge stronger as a result. I have no doubt that Popular today is even stronger than a year ago.

On behalf of all of us at Popular, thank you for your support.



IGNACIO ALVAREZ
President and Chief Executive Officer
Popular, Inc.

STARWOOD PROPERTY TRUST, INC.

LETTER FROM OUR CHAIRMAN AND CEO

March 18, 2021



Dear Shareholders and Stakeholders of Starwood Property Trust:

The directors and officers of Starwood Property Trust, Inc. (the "Company") join me in extending to you a cordial invitation to attend the Company's 2021 Annual Meeting of Shareholders (the "Annual Meeting"), which will be conducted via live audio webcast on April 27, 2021 at 2:00 p.m. Eastern time. In light of public health concerns regarding the COVID-19 pandemic, and in order to provide expanded access, improved communication and cost savings for our shareholders and our Company, this year's Annual Meeting will again be conducted virtually. You will be able to attend the virtual Annual Meeting, vote your shares and submit questions during the meeting via live audio webcast by visiting:

www.virtualshareholdermeeting.com/STWD2021

To participate, you will need the 16-digit control number included in your proxy materials or on your proxy card. We encourage you to allow ample time for online check-in, which will begin at 1:45 p.m. Eastern time. Please note that there is no in-person meeting for you to attend.

At the Annual Meeting, we are seeking to elect eight directors. The shareholders will also be asked to vote, on an advisory basis, to approve the Company's executive compensation as disclosed in the accompanying proxy statement and to vote to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current calendar year. The accompanying Notice of the 2021 Annual Meeting of Shareholders and proxy statement describes each of these matters in further detail.

Even if you plan to attend the Annual Meeting via the live webcast, please submit your proxy as promptly as possible—by telephone, via the Internet or, if you requested a printed set of the Company's proxy materials, by completing, signing and returning a proxy card. We encourage you to vote by Internet. Even if you submit a vote prior to the Annual Meeting, you will have an opportunity to change your earlier vote and vote again during the Annual Meeting.

We ask for your voting support for the items presented in this proxy statement and thank you for your investment, and your faith, in us.

Sincerely,



Barry S. Sternlicht
Chairman and Chief Executive Officer

TANDEM DIABETES CARE, INC.



Dear Stockholders:
You are cordially invited to attend the 2021 Annual Meeting of Stockholders of Tandem Diabetes Care, Inc., or the Annual Meeting, which will be held on Tuesday, May 18, 2021 at 3:00 p.m., Pacific time. The Annual Meeting will be held virtually via live internet webcast at www.virtualshareholdermeeting.com/TNDM6021.

We are holding the Annual Meeting for the following purposes, as more fully described in the accompanying Proxy Statement:

- To elect three Class II directors for a three-year term to expire at the 2024 annual meeting of stockholders.
- To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2021.
- To approve, on a non-binding, advisory basis, the compensation of our named executive officers.
- To transact such other business as may properly be brought before the Annual Meeting and at any adjournment or postponement thereof.

All of our stockholders as of March 23, 2021 are entitled to attend and vote at the Annual Meeting and at any adjournment or postponement thereof.

Our board of directors recommends that you vote:

- FOR** the election of each of the three director nominees named in Proposal 1.
- FOR** the ratification of the appointment of our independent registered public accounting firm, as provided in Proposal 2.
- FOR** the non-binding, advisory approval of the compensation of our named executive officers, as provided in Proposal 3.

Your vote is very important. Whether or not you plan to virtually attend the Annual Meeting, we encourage you to read the accompanying Proxy Statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the Notice of Internet Availability of Proxy Materials you received in the mail, and the additional information in the accompanying Proxy Statement. If you requested to receive printed proxy materials, you may also refer to the instructions on the proxy card enclosed with those materials.

By Order of the Board of Directors
Sincerely,




John F. Sheridan
President and Chief Executive Officer
San Diego, California

Approximate Date of Mailing of Notice of Internet Availability of Proxy Materials: April 7, 2021

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Board & CEO Letters

UNION PACIFIC CORPORATION



BUILDING AMERICA

Union Pacific Corporation
3400 Douglas Street, 19th Floor
Omaha, NE 68179

March 31, 2021

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Shareholders:

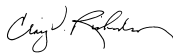
The 2021 Annual Meeting of Shareholders (the Annual Meeting) of Union Pacific Corporation (the Company) will be held at 8:00 a.m., Central Daylight Time, on Thursday, May 13, 2021, via live audio webcast at www.virtualshareholdermeeting.com/UNP2021 for the following purposes:

- To elect the ten directors named in the Proxy Statement, each to serve for a term of one year or until his or her successor is elected and qualified;
- To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for 2021;
- To approve, by non-binding vote, the compensation of the Company's Named Executive Officers;
- To adopt the Union Pacific Corporation 2021 Stock Incentive Plan;
- To adopt the Union Pacific Corporation 2021 Employee Stock Purchase Plan;
- To consider and vote upon three shareholder proposals if properly presented at the Annual Meeting; and
- To transact such other businesses as may properly come before the Annual Meeting.

Only shareholders of record at the close of business on March 16, 2021, are entitled to notice of and to vote at the Annual Meeting.

As part of our precautions regarding the COVID-19 pandemic, the Annual Meeting is being held solely by means of remote communication. You may listen to the live audio webcast of the Annual Meeting via the Internet at www.virtualshareholdermeeting.com/UNP2021. Instructions on how to participate in the Annual Meeting via live audio webcast are described in the accompanying proxy statement and posted at www.virtualshareholdermeeting.com/UNP2021.

Your vote is very important. New York Stock Exchange rules provide that if your shares are held by a broker, your broker will NOT be able to vote your shares on most matters presented at the Annual Meeting, including the election of directors, unless you provide voting instructions to your broker. We strongly encourage you to submit your proxy card to your broker or utilize your broker's telephone or internet voting services (if available) and exercise your right to vote as a shareholder.



Craig V. Richardson
Executive Vice President,
Chief Legal Officer and
Corporate Secretary

UNITY BIOTECHNOLOGY, INC.

UNITY BIOTECHNOLOGY, INC.
285 East Grand Ave.
South San Francisco, CA 94080

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 24, 2021

To the Stockholders of Unity Biotechnology, Inc.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Annual Meeting") of Unity Biotechnology, Inc., a Delaware corporation (the "Company"), will be held on June 24, 2021, at 9:00 a.m. local time. In light of the coronavirus/COVID-19 outbreak and governmental decrees that in-person gatherings be postponed or cancelled, and in the best interests of public health and the health and safety of our Board of Directors, employees and stockholders, we are holding a virtual-only meeting. Stockholders can attend the meeting via the internet at www.virtualshareholdermeeting.com/UBX2021 by using the 16-digit control number that appears on the accompanying Proxy Card (printed in the box and marked by the arrow) and the instructions that accompanied these proxy materials.

The Annual Meeting will be held for the following purposes:

- To elect three Class III directors to hold office until the 2024 annual meeting of stockholders or until their successors are elected;
- To ratify the appointment, by the Audit Committee of the Company's Board of Directors, of Ernst & Young LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021; and
- To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders who owned common stock of the Company at the close of business on April 26, 2021 (the "Record Date"), can vote at this meeting or any adjournments that take place.

The Board of Directors recommends that you vote **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement; and **FOR** the ratification of the appointment of Ernst & Young LLP, as the independent registered public accounting firm, as described in Proposal No. 2 of the Proxy Statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE VIRTUAL ANNUAL MEETING, WE ENCOURAGE YOU TO READ THE ACCOMPANYING PROXY STATEMENT AND OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2020, AND SUBMIT YOUR PROXY AS SOON AS POSSIBLE USING ONE OF THE THREE CONVENIENT VOTING METHODS DESCRIBED IN THE "INFORMATION ABOUT THE PROXY PROCESS AND VOTING" SECTION IN THE PROXY STATEMENT. IF YOU RECEIVE MORE THAN ONE SET OF PROXY MATERIALS OR NOTICE OF INTERNET AVAILABILITY BECAUSE YOUR SHARES ARE REGISTERED IN DIFFERENT NAMES OR ADDRESSES, EACH PROXY SHOULD BE SIGNED AND SUBMITTED TO ENSURE THAT ALL OF YOUR SHARES WILL BE VOTED.

By Order of the Board of Directors

/s/ ANIRVAN GHOSH, PH.D.
Anirvan Ghosh, Ph.D.
Chief Executive Officer

South San Francisco, California
April 30, 2021

VIRGIN GALACTIC HOLDINGS, INC.

Message from our Chairman



July 13, 2021

Dear Fellow Stockholders:

On behalf of the Board of Directors, I cordially invite you to attend the 2021 annual meeting of stockholders (the "Annual Meeting") of Virgin Galactic Holdings, Inc., which will be held on August 25, 2021, at 9:00 a.m., Pacific Time at www.virtualshareholdermeeting.com/SPCE2021.

In accordance with the Securities and Exchange Commission rules allowing companies to furnish proxy materials to their stockholders over the Internet, we have sent stockholders of record at the close of business on June 28, 2021 a Notice of Internet Availability of Proxy Materials. The notice contains instructions on how to access our Proxy Statement and Annual Report and vote online. If you would like to receive a printed copy of our proxy materials from us instead of downloading a printable version from the Internet, please follow the instructions for requesting such materials included in the notice and the attached Proxy Statement.

Attached to this letter are a Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the business to be conducted at the Annual Meeting.

Your vote is important to us. Whether you own a few shares or many, and whether or not you plan to attend the Annual Meeting, it is important that your shares be represented and voted at the meeting. Please act as soon as possible to vote your shares. You may vote your shares on the Internet, by telephone or, if you received a paper copy of the proxy card by mail, by returning your signed proxy card in the envelope provided. You may also vote your shares online during the Annual Meeting. Instructions on how to vote while participating at the meeting live via the Internet are posted at www.virtualshareholdermeeting.com/SPCE2021.

On behalf of the Board of Directors and management, it is my pleasure to express our appreciation for your continued support.



Chamath Palihapitiya
Chair of the Board

VIRGIN GALACTIC HOLDINGS, INC. 2021 PROXY STATEMENT

VOYA FINANCIAL, INC.

April 13, 2021



Dear Fellow Shareholders:

You are cordially invited to attend the annual meeting of shareholders of Voya Financial, Inc. (the "Company"), on Thursday, May 27, 2021, at 11:00 a.m., Eastern Daylight Time. The annual meeting of shareholders will be held as a virtual meeting only, accessible at the following website address: www.virtualshareholdermeeting.com/VOYA2021. The enclosed notice of annual meeting and proxy statement describe the items of business that we will conduct at the meeting and also provide you with important information about our Company, including our practices in the areas of corporate governance and executive compensation. I strongly encourage you to read these materials and then to vote your shares.

Our Board is actively engaged in strategic planning

2020 was an impactful year by several measures for both Voya and the U.S. We took several actions to help Americans address COVID-19 related challenges, our employees adapted and proved to help us deliver the support and guidance that our customers need during this critical time, and we worked to complete the divestiture of substantially all of our Individual Life and other legacy non-retirement annuities business. At the same time, we continued to execute on our workplace and institutional client-focused strategy, and despite extraordinary challenges related to the global pandemic, we concluded 2020 with strong top and bottom-line growth. As stewards of the Company, the Board spent a significant amount of time overseeing our response to the pandemic and providing guidance to management that led to solid organic growth across our businesses. I have provided more detail on Voya's 2020 accomplishments and plans in my annual letter to shareholders in our 2020 annual report.

Our Board is comprised of diverse and independent directors with skills and experiences to support our strategy and position us for long-term success

We welcomed two new directors to our Board, Aylwin B. Lewis, in 2020, and Yvette S. Butler, in 2021. Aylwin brings to our Board more than 35 years of experience in leading roles at several well-known brands, where he achieved significant financial and operational results. Yvette brings over 25 years of experience in financial services, where she distinguished herself as a strategist and leader in the provision of wealth advisory, banking and financial planning solutions. Aylwin's and Yvette's experience and insights will benefit all of our stakeholders as we focus on achieving our vision to be America's Retirement Company. We believe our directors bring a well-rounded variety of diversity, skills, qualifications and experiences, and represent an effective mix of deep company knowledge and fresh perspectives.

Our annual shareholders' meeting

As a result of positive feedback from our shareholders, we are excited to once again hold this year's annual meeting virtually, as we have done since our IPO in 2013. This format will continue to enable us to use technology to open our annual meeting to shareholders all over the world and improve our communications with shareholders while still providing shareholders the same opportunities to vote and ask questions that shareholders have at in-person meetings. We believe this format is particularly effective in the current environment as we strive to protect the safety and well-being of our shareholders, employees and other constituents.

On behalf of the Board and the management team, I would like to thank you for your continuing investment and support of Voya Financial.

Very truly yours,



Rodney O. Martin, Jr. Chairman and Chief Executive Officer

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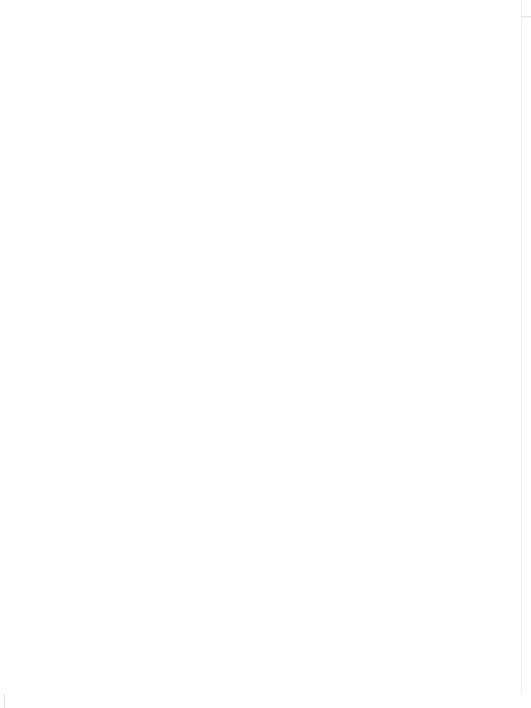
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Proxy Summary

Proxy summaries go beyond SEC compliance requirements by highlighting key information found elsewhere in the proxy statement. Many proxy summaries highlight corporate goals, strategy, and performance, as well as voting recommendations and Board snapshots.

AERIE PHARMACEUTICALS, INC.



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AMERICAN PUBLIC EDUCATION, INC.

PROXY STATEMENT SUMMARY

This summary highlights information that is contained elsewhere in this proxy statement. It does not include all information necessary to make a voting decision and you should read this proxy statement in its entirety before casting your vote.

Purpose Made Possible

American Public Education, Inc. ("APEI") is a leading provider of higher learning dedicated to preparing students all over the world for excellence in service, leadership, and achievement. We offer respected, innovative, and affordable academic programs and services to students, universities, and partner organizations through our wholly owned subsidiaries: American Public University System ("APUS") and National Education Seminars Inc., which we refer to as Honors College of Nursing ("HCN"). APEI's goal is to drive down the cost of higher education and help students of all backgrounds maximize the return on their investment in education. HERO™ — Higher Education Return on Investment — is a conceptual framework that highlights our purpose.



90,000+ STUDENTS
through two accredited
institutions - APUS and Honors



72% APUS ALUMNI
have graduated with no
APUS incurred student loan debt¹



51% APUS STUDENTS
were referred by others²

1. Includes alumni who graduated with an associate's, bachelor's, or master's degree from APUS as of December 31, 2020. Student loan debt is defined as student loans and private education loans and considers tuition, fees, living expenses, and book costs associated with courses taken at APUS. Many APUS students receive military tuition assistance and veterans education benefits, which are not student loan debt.
2. Students starting in 2021 — military 56%, military-affiliated 43%, and non-military 32%.

Overview of Proposals

Item 1: Election of Directors

Our director nominees bring a diverse mix of backgrounds, experience, and perspectives. The Board recommends a vote FOR each nominee. See page 24.



1

PURPOSE
MADE POSSIBLE

AMERIPRISE FINANCIAL, INC.

Proxy Summary

Our Response to COVID-19

Though the COVID-19 pandemic brought market volatility, economic uncertainty and the need to pivot to remote operations and online client interaction, Ameriprise was well prepared to manage through the significant and unexpected impacts and still achieve strong results because of the strategic actions we have taken over many years. From the start, our priority has been serving our clients as well as the health and safety of the Ameriprise team. As we continue to navigate through this challenging environment, our balance sheet strength and risk management foundation remain key to our success.

We remain focused on protecting the health and safety of our employees and advisors

- Effective business continuity planning and strong technology infrastructure enabled a rapid transition to work-from-home for ~95% of our workforce
- Implemented comprehensive safety protocols across all locations for those who needed access to our offices
- Provided proactive and frequent updates to employees, advisors and clients regarding support available during remote environment
- Significantly increased engagement by successfully executing virtual recruiting and onboarding strategies for employees and advisors
- Emphasized ability to obtain virtual care resources and support through our existing providers
- Expanded our employee assistance program resources to non-employee advisors

We are supporting our communities through this unprecedented time

- Awarded grants to 238 non-profits in 28 states to help meet immediate needs in our communities
- Included multi-phased supplemental COVID-19 contributions to charitable partners such as Feeding America and the Global FoodBanking Network

Throughout a challenging environment, we continue to engage clients and deliver strong results.

- Continue to organically grow our Advice & Wealth Management business

Ameriprise Financial 2021 Proxy Statement | 6

ARMADA HOFFLER PROPERTIES, INC.

Proxy Summary

Logistics

This summary highlights information that is contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read this entire Proxy Statement carefully before voting.

In this Proxy Statement, the "company," "we," "our" and "us" refer to refer to Armada Hoffler Properties, Inc.

Annual Meeting

Date: Wednesday, June 16, 2021
Time: 10:00 a.m. Eastern Time
Location: Virtual Meeting at www.virtualshareholdermeeting.com/AHM2021
Record Date: April 19, 2021

Ways to Vote



By internet

Log on to www.proxyvote.com and follow the on-screen instructions. You will be prompted to enter certain information that can be found on your proxy card.



By telephone

Call toll-free 1.800.690.6903 and follow the instructions. You will be prompted for certain information that can be found on your proxy card.



By mail

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided.

Voting Matters and Board Vote Recommendations

Proposal	Agenda Item	Board Vote Recommendation	Page Reference
1	Election of Directors	FOR	13
2	Ratification of Ernst & Young LLP	FOR	18
3	Advisory Vote on Executive Compensation	FOR	58

2020 Business Highlights

Some of the business highlights include the following:

94%

Core operating portfolio occupancy was 94.4% as of December 31, 2020.

\$7.7m

Construction segment gross profit in 2020.

\$500m

As of December 31, 2020, we had \$500 million worth of development projects in our pipeline.

\$2.0b

Our total enterprise value at December 31, 2020 was \$2.0 billion, comprised of 47.4% debt and 52.6% equity.

Armada Hoffler Properties, Inc. | 1 | Proxy Statement 2021

Proxy Summary

ASANA, INC.

Proxy Summary

The information provided in this Proxy Summary is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date
MONDAY
JUNE 14, 2021

Time
2:00 P.M.
PACIFIC TIME

There are four ways to vote:

- by Internet at www.proxyvote.com, 24 hours a day, seven days a week, until 11:59 p.m. Eastern Time on June 13, 2021 at 11:59 p.m. Eastern Time on June 13, 2021 (have your Notice or proxy card in hand when you visit the website);
- by toll-free telephone until 11:59 p.m. Eastern Time on June 13, 2021 at 1-800-690-6903 (be sure to have your Notice or proxy card in hand when you call);
- by completing and mailing your proxy card so it is received prior to the Annual Meeting (if you received printed proxy material);
- by attending and voting at the virtual Annual Meeting by visiting www.virtualshareholdermeeting.com/ASAN2021, where stockholders may vote and submit questions (before and during) the Annual Meeting (have your proxy card in hand when you visit the website).

Our Board of Directors Recommendation:

Proposal	Description	Recommendation	FOR
Proposal 1	The election of Dustin Moskowitz, Sydney Carey, and Matthew Colher as Class I directors.	Nominees receiving the largest number of votes "FOR" such nominees are elected as directors	FOR
Proposal 2	The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending January 31, 2022.	Majority of votes present	FOR

Asana 1 2021 Proxy Statement

BEST BUY CO., INC.

BEST BUY Proxy Summary

At our 2021 Regular Meeting of Shareholders, we are asking shareholders to vote on four key items. This section highlights information contained in other parts of this proxy statement. We encourage you to review the entire proxy statement for more detail on these items, as well as our Annual Report and our CEO's Letter to Shareholders posted on our website at www.investor.bestbuy.com.

Items of Business for Vote at our Regular Meeting of Shareholders

This year, we are requesting your support for the following Items of Business:

Item Number	Item Description	Board Recommendation
1	Election of Directors We have eleven director nominees standing for election this year. More information about our nominees' qualifications and experience can be found starting on page 24.	FOR Each Nominee
2	Ratification of Appointment of our Independent Registered Public Accounting Firm We are asking our shareholders to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2022, as described on page 44.	FOR
3	Advisory Vote to Approve our Named Executive Officer Compensation We are seeking, in an advisory capacity, approval by our shareholders of our named executive officer compensation, the "Say on Pay" vote. Our Compensation Discussion & Analysis ("CD&A"), which begins on page 46, describes our executive compensation programs and decisions for fiscal 2021.	FOR
4	Shareholder Proposal – Right to Act by Written Consent We are seeking your support in opposition to the shareholder proposal requesting that our Board take steps necessary to permit written consent by shareholders. The proposal and our opposition statement can be found starting on page 60.	AGAINST

Attending the Meeting
How will the Meeting be conducted?
The Meeting will be conducted online, in a fashion similar to an in-person meeting. All of our board members and executive officers will attend the Meeting and be available for questions. You may attend the Meeting online, vote your shares electronically, and submit your questions during the Meeting by visiting our virtual shareholder forum at www.virtualshareholdermeeting.com/BBY2021 and following the instructions on your proxy card.

1 BEST BUY 2021 Proxy Statement

BRISTOW GROUP INC.

PROXY STATEMENT SUMMARY

This summary highlights certain information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you may wish to consider prior to voting. Please review the entire Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended March 31, 2021 (the "Annual Report") for more detailed information.

2021 Annual Meeting of Stockholders (the "Meeting")

Meeting Details

DATE
August 3, 2021

TIME
9:00 a.m., CDT

VIA WEBCAST
www.virtualshareholdermeeting.com/VTOL2021

VOTING ELIGIBILITY
Only stockholders as of the close of business on June 7, 2021 (the "Record Date") are eligible to vote at the Meeting or by proxy and each such stockholder shall have one vote for each share of common stock held on the Record Date.

VOTING METHODS

BY INTERNET Go to www.proxyvote.com for voting instructions or scan the QR code on your Important Notice Regarding the Availability of Proxy Materials or proxy card with your smartphone, then cast your vote electronically by 11:59 p.m. (Eastern Daylight Time) on August 2, 2021.

BY TELEPHONE You may call 1-800-690-6903 on a touch-tone telephone and follow the instructions provided by the recorded message to vote your shares by telephone by 11:59 p.m. (Eastern Daylight Time) on August 2, 2021.

BY MAIL You may promptly mail your completed and executed proxy card in the postage-paid envelope, which must be received by the Company on or prior to August 2, 2021.

DURING THE MEETING

VIRTUAL MEETING Go to www.virtualshareholdermeeting.com/VTOL2021 and follow the posted instructions. You will need the 16-digit control number included on your Notice of Internet Availability, your proxy card or the voting instructions that accompany your proxy materials.

Business of the Meeting

Proposals	Board Vote Recommendation	See Page Number for more information
1 Election of Directors	FOR each nominee	20
2 Advisory Vote to Approve Named Executive Officer Compensation	FOR	66
3 Approval of the 2021 Equity Incentive Plan	FOR	67
4 Ratification of the Company's Independent Auditors	FOR	75

Bristow Group Inc. 1 2021 Proxy Statement

CHIPOTLE MEXICAN GRILL, INC.

PROXY STATEMENT SUMMARY

Information About the Annual Meeting

Date and Time
Tuesday, May 18, 2021
8:00 a.m. (PDT)

Location
Live webcast online at <http://www.virtualshareholdermeeting.com/CHG2021>

Record Date of Shareholder Meeting
March 23, 2021

Matters to be Voted on at the Annual Meeting and Board Recommendations

Item	Board's Voting Recommendation
1. Election of the eleven director nominees named in this proxy statement (page 14)	For
2. Advisory Say on Pay vote (page 34)	For
3. Ratification of Ernst & Young LLP as independent registered public accountants (page 35)	For
4. Shareholder proposal related to action by written consent of shareholders (page 37)	Against

Highlights of Director Nominees

Name	Years of Service	Independent	Board Recommendation	Audit Risk Committee	Compensation Committee	Nominating & Corporate Governance Committee
Albert Baldocchi	24	Yes	FOR	✓		
Matthew Carey ⁽¹⁾	0	Yes	FOR	✓		
Gregg Engles	1	Yes	FOR		✓	
Patricia Fil-Kruschel	2	Yes	FOR			✓
Neil Flanzraich ⁽²⁾	14	Yes	FOR			Chair
Mauricio Gutierrez ⁽²⁾	0	Yes	FOR		✓	
Robin Hickenlooper	4	Yes	FOR	✓		Chair
Scott Maw ⁽³⁾	2	Yes	FOR		Chair	
Julia Newman	4	Yes	FOR		✓	✓
Siras Nicolci	3	No	FOR			
Mary Winslow	1	Yes	FOR	✓		

(1) Messrs. Carey and Gutierrez were elected to the Board on March 30, 2021.
(2) Lead Independent Director.
(3) Designated as an "Audit Committee Financial Expert" under the SEC rules.

CHIPOTLE 1 2021 Proxy Statement

Proxy Summary

CIGNA CORPORATION

PROXY STATEMENT SUMMARY

Mission, Strategy and Values

Cigna is a health services company uniquely capable of enabling affordable, predictable, and simple health care, with expansive and deep capabilities that accelerate our strategy to achieve our mission of improving health, well-being and peace of mind. Cigna's employees are champions for the people we serve and over the past decade, our focus has shifted to helping individuals and families thrive by offering solutions to prevent and better manage health challenges. When health challenges do occur, we support our customers by offering broad choices to help them best access high quality, affordable, whole person care. Guided by our mission, strategy and values and a defined framework for growth, Cigna is well positioned for future success.

Our Mission

To improve the health, well-being and peace of mind of those we serve,
by making health care simple, affordable and predictable.

Our Values

We define, collaborate, and keep our promises.

We care deeply about our customers, patients, and associates.

We create a better future together.

We innovate and adapt.

We act with integrity and purpose.

Our Growth Framework

Deliver differentiated value

Partner and innovate

Expand addressable markets

Cigna 2021 Notice of Annual Meeting of Shareholders and Proxy Statement **3**

COEUR MINING, INC.

PROXY STATEMENT SUMMARY

This proxy statement summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to stockholders on or about March 30, 2021. This is only a summary, and we encourage you to read the entire proxy statement carefully before voting.

ANNUAL MEETING

Time and Date 9:30 a.m. Central Time on Tuesday May 11, 2021

Place Virtual meeting at www.virtualshareholdermeeting.com/code2021

Record Date Wednesday, March 17, 2021

Voting Holders of common stock as of the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.

Attendance You are entitled to attend the Annual Meeting only if you were a Coeur stockholder as of the close of business on the Record Date or hold a valid proxy for the Annual Meeting.

VOTING MATTERS

Proposal	Coeur Board Voting Recommendation	Page Reference (for more detail)
1: Election of nine directors named in this Proxy Statement	FOR each nominee	15
2: Ratification of the appointment of Grant Thornton LLP as Coeur's independent registered public accounting firm for 2021	FOR	39
3: Approve an amendment to the Coeur Mining, Inc. 2018 Long-Term Incentive Plan to increase the number of shares of common stock reserved for issuance under the plan by 16.7 million	FOR the amendment	40
4: Vote on an advisory resolution to approve executive compensation	FOR	79

We will make a charitable contribution of \$1 to Hire Heroes USA for every stockholder account that votes. Coeur is committed to recruiting, supporting and integrating veterans into our operations through our Coeur Heroes program, launched in 2018. Coeur Heroes allows past and present service members to use the special skills they developed during their time of service to help make a difference at our operations.

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DROPBOX, INC.

GENERAL INFORMATION

DROPBOX, INC.

PROXY STATEMENT
FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS
to be held at 9:00 am Pacific Time on Thursday,
May 20, 2021

This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at the 2021 annual meeting of stockholders of Dropbox, Inc., a Delaware corporation, and any postponements, adjournments or continuations thereof (the "Annual Meeting"). The Annual Meeting will be held on Thursday, May 20, 2021 at 9:00 am Pacific Time. The Annual Meeting will be conducted virtually via live audio webcast. You will be able to attend the Annual Meeting virtually by visiting www.virtualshareholdermeeting.com/DBX2021, where you will be able to listen to the meeting live, submit questions and vote online. The Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access this proxy statement and our annual report is first being mailed on or about April 6, 2021 to all stockholders entitled to vote at the Annual Meeting. The proxy materials and our 2020 annual report can be accessed by following the instructions in the Notice.

The information provided in the "question and answer" format below is for your convenience only and is merely a summary of the information contained in this proxy statement. You should read this entire proxy statement carefully. Information contained on, or that can be accessed through, our website is not intended to be incorporated by reference into this proxy statement and references to our website address in this proxy statement are inactive textual references only.

What matters am I voting on?
You are being asked to vote on:

- the election of seven directors to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified;
- a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021;
- a proposal to approve, on an advisory basis, the compensation of our named executive officers; and;
- any other business as may properly come before the Annual Meeting.

How does the board of directors recommend I vote on these proposals?
Our board of directors recommends a vote:

- "FOR" the election of each director nominee named in this proxy statement;
- "FOR" the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021; and;
- "FOR" the approval, on an advisory basis, of the compensation of our named executive officers.

How many votes are needed for approval of each proposal?

- Proposal No. 1: Each director is elected by a plurality of the votes of the shares present virtually or represented by proxy at the meeting and entitled to vote on the election of directors at the Annual Meeting. Abstentions and broker non-votes will have no effect on the outcome of the vote. "Plurality" means that the seven nominees who receive the largest number of votes cast "For" such nominees are elected as directors. As a result, any shares not voted "For" a particular nominee (whether as a result of a withhold vote or a broker non-vote) will not be counted in such nominee's favor and will have no effect on the outcome of the election. You may vote "For" or "Withhold" on each of the nominees for election as a director.
- Proposal No. 2: The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2021, requires the affirmative "For" vote of a majority of the voting power of the shares of

Dropbox, Inc. Proxy Statement and Notice of 2021 Annual Meeting of Stockholders **1**

ENSTAR GROUP LIMITED

Proxy Statement Summary

To assist you in reviewing our proxy statement, we have summarized several key topics below. The following description is only a summary and does not contain all of the information that you should consider before voting. For more complete information, you should carefully review the rest of our proxy statement, as well as our Annual Report to Shareholders for the year ended December 31, 2020.

ANNUAL GENERAL MEETING OF SHAREHOLDERS INFORMATION

WHEN
Wednesday, June 9, 2021 at 9:00 a.m. (Atlantic time (EST/EDT))

WHERE
The Annual General Meeting can be accessed virtually via the Internet by visiting www.virtualshareholdermeeting.com/ESG2021

RECORD DATE
April 13, 2021

VOTING
Your vote is very important and we urge you to vote as soon as possible. See Question and Answer No. 9 for voting instructions.

VOTING MATTERS

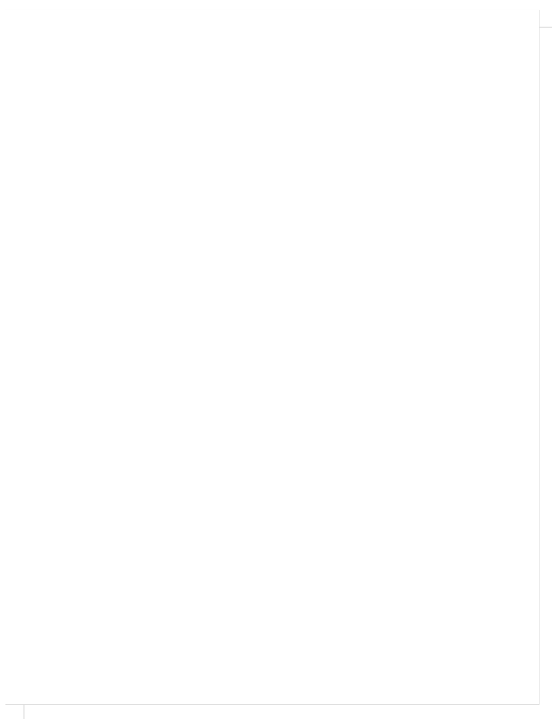
Proposal	Board of Directors' Vote Recommendation	Page References
1: Approval of an amendment to the Fifth Amended and Restated By-Laws of the Company to declassify the Board of Directors over a three-year period.	FOR	Page 65 (Proposal No. 1)
2: Election of directors: To vote on a proposal to elect four Class B directors nominated by our Board to hold office until 2022 if Proposal 1 is not approved by the shareholders, or if Proposal 1 is not approved to hold office until 2024.	FOR the Director Nominees	Page 6 (Nominee Biographies) Page 67 (Proposal No. 2)
3: Advisory Approval of Enstar's Executive Compensation	FOR	Page 38 (Compensation Discussion and Analysis) Page 53 (Summary Compensation Table) Page 58 (Proposal No. 3)
4: Ratification of KPMG Audit Limited as the Independent Registered Public Accounting Firm for 2021	FOR	Page 69 (Proposal No. 4) Page 67 (Audit and Non-Audit Fees Table)

Enstar Group Limited / / 2021 Proxy Statement

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Proxy Summary

FACEBOOK, INC.



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IROBOT CORPORATION

Notable Practices and Policies

As you review the details of these proposals within the accompanying Proxy Statement, we ask stockholders to keep in mind the Company's successful implementation of a range of what we believe are stockholder-friendly practices and policies. These include the following:

- ANNUAL ELECTION OF DIRECTORS*
- PROXY ACCESS
- MAJORITY VOTING FOR ELECTIONS
- DIRECTOR ELECTION BY MAILING
- NO SUPERMAJORITY VOTING REQUIREMENTS
- LEAD RECOMMENDATION POLICY
- INDEPENDENT DIRECTOR MEET WITHOUT MANAGEMENT PRESENT
- AGENCY AND ACCESS
- INDEPENDENT ADVISORY BOARD TO CALL SPECIAL MEETINGS
- VOICE TO BOARD: CONTACT A DIRECTOR FOR COMMENTS, OPINIONS AND REQUESTS
- EMILY: NO POLLUTION PROGRAM

* The Company is seeking stockholder approval at the 2021 Annual Meeting to 1) declassify its board of directors; 2) eliminate supermajority voting requirements in its governing documents relating to removal of directors and amendments to the Company's certificate of incorporation and bylaws; and 3) allow stockholders to call special meetings.

Board Composition

We did not make any changes to the composition of our board of directors in 2020. We evaluate our board member skills for alignment with iRobot's strategic goals on an ongoing basis. Each independent director on our board brings considerable experience, domain expertise, complementary skills and relevant insights in the areas that are critical to the Company's strategic direction and long-term success. Additionally, our board is strengthened by its diversity whether it be the industry expertise, gender, geographic residency or ethnicity of its members. Please see pages 9-17 of the Proxy Statement for additional information about each director serving on our Board, including the director nominees.

Director Facts and Figures

- 9 Total Directors
- 8 Independent Directors
- 5 Average Tenure of Independent Directors
- 58 Average Age of Directors
- 8 Board Meetings Held in 2020

Notice of Annual Meeting of Stockholders and iRobot 2021 Proxy Statement

3 pages in section

MORGAN STANLEY

OVERVIEW OF VOTING ITEMS

This overview of voting items presents certain information that you should consider before voting on the items presented at this year's annual meeting; however, you should read the entire proxy statement carefully before voting. In the proxy statement, we refer to Morgan Stanley as the "Company," the "Firm," "we," "our" or "us" and the Board of Directors as the "Board."

Item 1

Election of Directors

Our Board unanimously recommends that you vote "FOR" the election of all director nominees.

Director Nominees

Name, Age, Independence	Occupation highlights	Director since	Other current U.S.-listed public boards	Morgan Stanley Committees			
			A	CMDS	NRG	O&T	R
Elizabeth Corley, 54 Independent	Former global Chief Executive Officer (CEO) of Allianz Global Investors (LIX) Ltd. (Germany)	2018	Peiron plc			M	
Alexis Darling, 67 Independent	Former Chairman of the Eschequer for the UK	2016	None			M	M
Thomas H. Geiser, 61 Independent Lead Director	Former CEO of Thomson Reuters Corporation	2018	Merk & Co., Inc.			M	M
James P. Gorman, 62 Independent	Chairman of the Board and CEO of Morgan Stanley	2010	None				
Robert H. Hirs, 67 Independent	Former Partner of PricewaterhouseCoopers LLP (PwC), Former Chairman of Financial Accounting Standards Board	2012	Federal National Mortgage Association (Fannie Mae) (Boston, MA)			C	M
Nobuyuki Hirano, 69 Non-Management	Former Chairman of Mitsubishi UFJ Financial Group, Inc. (MUFG)	2015*	MUFG Toyota Motor Corporation				M
Hironori Kamazawa, 59 Non-Management	President and Group CEO of MUFG	—	MUFG				M**
Shirley B. Lubatkin, 59 Independent	Former Group Chief Information Officer for the World Bank and Chief Information Officer of several financial services firms	2020	Massachusetts Mutual Life Insurance Company (MassMutual)**			M	M
Stephen J. Lucas, 64 Independent	Chairman of Seagate Technology plc	2019	AT&T Inc. Seagate			M	M
Jani Merrill, 52 Independent	CEO and Vice Chair of Kininger Associates, Inc. (Kininger)	2016	General Motors Company			C	M
Dennis M. Nealy, 68 Independent	Former Chairman of PricewaterhouseCoopers International Ltd.	2016	AmericanWellbargen Corporation			M	C
Marvin L. Scheiner, 65 Independent	Vice Chair for Global Public Policy and Special Advisor to Founder and Chairman of Elementis, L.P.	2018	CVS Health Corporation				M
Perry M. Tsoumas, 64 Independent	Former CEO and Managing Partner, Wellington Management Company LLP	2016	The Allstate Corporation				M
Raymond Williams, Jr., 69 Independent	Former CEO of Diversified Businesses of AT&T Inc.	2010	Caterpillar Inc. Valero Energy Corporation			M	C

Director ages are as of the date of the annual meeting.
 * Mr. Hirano previously served as a member of our Board from 2009 to 2011.
 ** Effective upon his election by shareholders, Mr. Kamazawa will join the O&T Committee.
 *** Rating at MassMutual's 2021 annual meeting.

R: Audit Committee **NMG: Nominating and Governance Committee** **C: Chair**
CMDS: Compensation Management **O&T: Operations and Technology Committee** **M: Member**
Development and Succession Committee **R: Risk Committee**

Morgan Stanley 2021 Proxy Statement 5

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MODIVCARE INC.

Table of Contents

Proxy Statement Summary

PROPOSALS TO BE VOTED UPON AT THE ANNUAL MEETING

Proposal Description	Board Recommendation	Where to find more information
1. Election of Three Directors	FOR all nominees	Pages 12 to 34
2. Non-binding advisory vote to approve named executive officer compensation	FOR	Pages 63 to 64
3. Ratification of appointment of KPMG LLP as the independent registered public accounting firm of the Company for 2021	FOR	Pages 65 to 68

IMPORTANT RECENT EVENTS AND UPDATES

Beginning in 2020, the Company embarked on a transformation of its business and technology that had positive impacts on our clients, transportation providers and members, as detailed below.

Some of these transformational efforts include:

- 20+ years** - The Board hired in December 2019 Dan Greenblatt, an industry veteran with over 20 years of experience in the healthcare industry, to lead this transformation.
- +** - We enhanced our senior leadership, resulting in a strong, diverse and experienced team with a track record of operational excellence, including our Chief Operating Officer, Chief Human Resources Officer, Chief Technology Officer, General Counsel, Chief Accounting Officer and Chief Compliance Officer.
- Simpleira** - We acquired Simpleira, a personal home health company, providing a new platform for growth in personal care and expanding our impact on key social determinants of health, or SDH.
- |||||** - Management launched a six-pillar strategy to drive transformational growth.
- 1** - We advanced key technology and center of excellence optimization initiatives, including a new hosted member technology platform.
- ⊗** - We eliminated our previously outstanding shares of convertible preferred stock from our capital structure.
- 2021** - We positioned the Company for a successful rebranding in 2021, defining our new Purpose, Vision and Values.

ModivCare® 3 2021 Proxy Statement

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Proxy Summary

PINTEREST, INC.



Headquarters | 505 Brannan Street, San Francisco, California 94107 | (415) 762-7100
Investor Relations Website | investor.pinterestinc.com

PROXY STATEMENT FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS

To Be Held Online at 8:00 a.m. Pacific Time on **Thursday, May 27, 2021**

This proxy statement is furnished in connection with the solicitation of your proxy by our board of directors ("board") to vote at the 2021 annual meeting of stockholders ("annual meeting"), including at any adjournments or postponements of the annual meeting. This proxy statement contains information to be voted on at the annual meeting and certain other information required by Securities and Exchange Commission ("SEC") rules. In accordance with SEC rules, we are making our proxy materials available at: www.proxyvote.com with an option to request a printed set be mailed to you. We expect to begin mailing a notice of internet availability of proxy materials on April 14, 2021, to all stockholders of record entitled to vote at the annual meeting. This notice contains instructions for viewing the proxy materials and voting online and requesting a printed set of proxy materials.

You are cordially invited to attend the annual meeting on **Thursday, May 27, 2021**, at 8:00 a.m. Pacific Time, which we are holding exclusively online via live webcast at www.virtualshareholdermeeting.com/PINS2021. Whether or not you expect to attend the annual meeting, please vote online, as instructed in these materials, as promptly as possible in order to ensure your representation at the annual meeting. Even if you have voted by proxy, you may still vote at the virtual annual meeting by following the instructions under "Voting and Annual Meeting Information".

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POPULAR, INC.

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. You should read the entire Proxy Statement before voting.

MEETING AGENDA AND VOTING RECOMMENDATIONS

PROPOSAL 1

Election of Directors

We are asking shareholders to elect three directors for a one-year term. The table below sets forth information with respect to our three nominees standing for election. All of the nominees are currently serving as directors. Additional information about the candidates and their respective qualifications can be found on the "Nominees for Election as Directors and Other Directors" section of this Proxy Statement.

NAME	AGE	DIRECTOR SINCE	PRINCIPAL OCCUPATION
ALEJANDRO M. BALLESTER	54	2018	President, Ballester Hermanos
RICHARD L. CARRION	68	1998	Chairman, Popular Inc.
CARLOS A. UNANUE	57	2010	President, Proyabartero

BOARD'S RECOMMENDATION: **FOR EACH NOMINEE**

PROPOSAL 2

Advisory Vote to Approve Executive Compensation

We are asking shareholders to approve, on an advisory basis, the compensation of our named executive officers ("NEOs") as described in the sections titled "Compensation Discussion and Analysis" and "2020 Executive Compensation Tables and Compensation Information." We hold this advisory vote on an annual basis.

BOARD'S RECOMMENDATION: **FOR THIS PROPOSAL**

PROPOSAL 3

Advisory Vote to Approve the Frequency of Future Advisory Votes on Executive Compensation

We are asking shareholders to approve, on an advisory basis, the frequency of future shareholder advisory votes on executive compensation. Shareholders may vote as to whether future advisory votes on executive compensation should occur every year, every two years, or every three years. Information on the proposal appears on the "Proposal 3: Advisory Vote to Approve the Frequency of Future Advisory Votes on Executive Compensation" section of this Proxy Statement.

BOARD'S RECOMMENDATION: **EVERY YEAR**

PROXY STATEMENT SUMMARY | 1

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REVLON, INC.

PROXY STATEMENT SUMMARY

This summary highlights information contained in this Proxy Statement. For more information, you should carefully read, and consider the entire Proxy Statement, as well as the Company's 2020 Annual Report, before voting on the matters presented in this Proxy Statement.

2021 Annual Stockholders' Meeting

Time & Date:	10:00 a.m., Eastern Time, on June 3, 2021
Webcast:	The meeting will be held in a virtual-only format accessible at http://www.virtualshareholdermeeting.com/REV2021
Record Date:	April 8, 2021
Voting:	Each share of Revlon Common Stock is entitled to one vote
Admission:	Stockholders of record on the Record Date will need to enter their Control Number(s) listed on their Internet Notice or proxy card in order to be admitted to the 2021 Annual Meeting; see the "Questions and Answers About the Annual Meeting and Voting" section of this 2021 Proxy Statement for more information
Meeting Agenda:	<ol style="list-style-type: none"> Election of Directors Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2021 Approval of the Second Amendment to the Fourth Amended and Restated Revlon, Inc. Stock Plan Transact such other business that may properly be brought before the meeting

Voting Matters

Item	Board Vote Recommendation
1. Election of Directors	FOR each Director nominee
2. Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2021	FOR
3. Approval of the Second Amendment to the Fourth Amended and Restated Revlon, Inc. Stock Plan	FOR

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2 pages in section

SIMPSON MANUFACTURING CO., INC.

PROXY SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. You should read the entire Proxy Statement before voting.

ITEM 1: ELECTION OF DIRECTORS

The Board of Directors has nominated three stockholders to elect three nominees based on several indicators, including their terms of office in 2022, their specific background and experience, and their recommendations.

The Board recommends that you vote **FOR** each Director nominee.

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Directors Skills and Expertise

The Board is comprised of directors with strong professional reputations, skills and experience in the areas of business, finance, operations, and industry. The Board's composition changes the Board's expertise and experience in the areas of business, finance, operations, and industry. Further discussion of the qualifications and experience of the directors is included in the "2021 Director Nominees" section of the Proxy Statement.

Area	Count
Public Company Executive Leadership	4
MBA/Strategic Transactions	6
Financial Expertise	2
International Business	4
Building Industry Experience	4
Manufacturing Experience	5
Corporate Governance	6
Legal/Risk Management	1
Human Capital Management	2
Technology	2
Customer Experience/Brand Management	2
Business Transformation Strategies	4
Supply Chain/Logistics	4
Sustainability Responsibility	1

Gender Diversity

4 Women

4 Men

50%

Director Tenure

0-5 Years

6-10 Years

11-15 Years

16-20 Years

21+ Years

10.1 Years

Average Age

65

Average Tenure

10.1 Years

Independence

88%

The current composition of the Board of Directors reflects the Board's selection of director nominees and the Nomination and Governance Committee's address of Board priorities.

2021 Proxy Statement

5 pages in section

Proxy Summary

UNITY BIOTECHNOLOGY, INC.

UNITY BIOTECHNOLOGY, INC.
285 East Grand Ave.
South San Francisco, CA 94080

PROXY STATEMENT FOR THE 2021 ANNUAL MEETING OF STOCKHOLDERS JUNE 24, 2021

We have sent you this Proxy Statement and the enclosed Proxy Card because the Board of Directors (the "Board") of Unity Biotechnology, Inc. (referred to herein as the "Company", "Unity", "we", "us", or "our"), is soliciting your proxy to vote at our 2021 Annual Meeting of Stockholders (the "Annual Meeting") to be held on Thursday, June 24, 2021, at 9:00 a.m. local time, virtually at www.virtualshareholdermeeting.com/UBX2021. There will be no physical meeting location. The meeting will only be conducted via an audio webinar.

- This Proxy Statement summarizes information about the proposals to be considered at the Annual Meeting and other information you may find useful in determining how to vote.
- The Proxy Card is the means by which you actually authorize another person to vote your shares in accordance with your instructions.

In addition to solicitations by mail, our directors, officers, and regular employees, without additional remuneration, may solicit proxies by telephone, e-mail, and personal interviews. We may retain outside consultants to solicit proxies on our behalf as well. All costs of solicitation of proxies will be borne by us. Brokers, custodians, and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and we will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

Pursuant to the rules adopted by the Securities and Exchange Commission (the "SEC"), we have elected to provide access to our Annual Meeting materials, which include this Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2020 (the "Form 10-K"), over the internet in lieu of mailing printed copies. We will begin mailing the Notice of Internet Availability to our stockholders of record as of April 26, 2021 (the "Record Date"), for the first time on or about May 7, 2021. The Notice of Internet Availability will contain instructions on how to access and review the Annual Meeting materials and will also contain instructions on how to request a printed copy of the Annual Meeting materials. In addition, we have provided brokers, dealers, banks, voting trustees, and their nominees, at our expense, with additional copies of our proxy materials and the Form 10-K so that our record holders can supply these materials to the beneficial owners of shares of our common stock as of the Record Date. The Form 10-K is also available in the "Financial Information" section of our website at <http://ir.unitybiotechnology.com/investor-relations>.

The only outstanding voting securities of Unity are shares of common stock, \$0.0001 par value per share (the "common stock"), of which there were 34,787,709 shares outstanding as of the Record Date (excluding any treasury shares). The holders of a majority in voting power of the shares of common stock issued and outstanding and entitled to vote, present in person or represented by proxy, are required to hold the Annual Meeting.

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VIRGIN GALACTIC HOLDINGS, INC.

Proxy Summary

Annual Meeting of Stockholders

Date: August 25, 2021
Time: 9:00 a.m. Pacific

Virtual Meeting Location:
www.virtualshareholdermeeting.com/SPCE2021

Record Date:
June 28, 2021

How to Vote

We recommend that stockholders vote by proxy even if they plan to attend the Annual Meeting and vote electronically. If you are a stockholder of record, there are three ways to vote by proxy:

Telephone:
You can vote by telephone by calling 1-800-670-6113 and following the instructions on the proxy card.

Internet:
You can vote over the Internet at www.proxyvot.com by following the instructions on the Notice and Access Card or proxy card.

Mail:
You can vote by mail by signing, dating and mailing the proxy card, which you may have received by mail.

For More Information
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Board Nominees

Director	Audit Committee	Compensation Committee	Nominating & Corporate Governance Committee	Safety
Michael Colglazier				
Chamath Palihapitiya				
Wanda Austin	H	C		H
Adam Bain		M	C	
Tina Jonas	H			C
Craig Kreeger	H			M
Evan Lovell				
George Mattson	C	M	M	
W. Gilbert West				H

C CHAIRPERSON M MEMBER

2 VIRGIN GALACTIC HOLDINGS, INC. 2021 PROXY STATEMENT

2 pages in section

WINEBAGO INDUSTRIES, INC.

Proxy Statement Summary

The table below summarizes the vote required to approve each proposal, the voting options for each proposal and other important information regarding voting on each proposal:

Proposals	Vote Required	Voting Options ⁽¹⁾	Board Recommendation ⁽²⁾	Broker Discretionary Voting Allowed ⁽³⁾
1 Elect three Class III directors to hold office for a three-year term	Plurality of the votes cast ⁽⁴⁾	FOR WITHHOLD	FOR	No
2 Advisory approval of executive compensation (the "Say on Pay" vote)	Majority of the votes cast ⁽⁵⁾	FOR AGAINST ABSTAIN	FOR	No
3 Ratify the appointment of Deloitte & Touche LLP as our independent registered public accountant for the fiscal year ending August 28, 2021	Majority of the votes cast	FOR AGAINST ABSTAIN	FOR	Yes
4 Amend the Company's Articles of Incorporation to increase the authorized common stock	Majority of the votes cast	FOR AGAINST ABSTAIN	FOR	No

- A withhold vote or abstention will have no impact on the outcome of the voting on any of the proposals.
- If you submit a proxy without giving specific voting instructions, your shares will be voted in accordance with the Board's recommendations set forth above.
- If broker discretionary voting is not allowed, your broker will not be able to vote your shares on these matters unless your broker receives voting instructions from you. A broker non-vote will have no effect on the outcome of the voting on any of the proposals.
- The Board of Directors has adopted a majority voting policy for the election of directors in uncontested elections. Under this policy, in any uncontested election of directors of the Company, if any nominee receives less than a majority of the votes cast for the nominee, that nominee shall still be elected, but must tender his or her resignation to the full Board of Directors for consideration at the next regularly scheduled meeting of the Board of Directors. The Board of Directors shall only not accept the tendered resignation for, in its judgment, a compelling reason.
- The vote of shareholders on this proposal is not binding on the Company, but rather is advisory in nature; however, the Board of Directors intends to carefully consider the result of the vote on this proposal.

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WINEBAGO | Proxy Statement for 2020 Annual Meeting

What We Do & Don't Do

Often called “things we do” and “things we don't do,” these brief checklists summarize key matters discussed elsewhere in the proxy statement, including executive pay and corporate governance practices.

AERIE PHARMACEUTICALS, INC.

PROXY SUMMARY

Key Compensation Governance Attributes

We believe that a sound executive compensation program is grounded in key governance practices. See below for key components of our executive compensation program.

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> Align annual incentive pay and performance by linking annual bonuses to the achievement of performance goals tied to Company financial and strategic objectives Cap payouts for annual bonus Require significant stock ownership by our executives and directors through our stock ownership guidelines Maintain a claw back policy covering incentive compensation Consult an independent compensation consultant Evaluate the risk profile of our pay program Conduct an annual pay review Engage directly with our largest stockholders on a regular basis to solicit feedback Grant equity awards with “double-trigger” vesting upon a change in control Appoint a Compensation Committee comprised solely of independent directors Have a majority of executive compensation at-risk 	<ul style="list-style-type: none"> Provide gross-ups on excise taxes Guarantee salary increases, bonuses, or grants of equity compensation Provide executive perquisites Provide pension plans or other post-employment benefit plans Offer severance multipliers in excess of 2x base salary and bonus Implement compensation or incentives that encourage unnecessary or excessive risk taking Allow for hedging or unauthorized pledging of Company stock Reprice stock options without stockholder approval

Aerie Pharmaceuticals, Inc. 7 2021 Proxy Statement

AMERICAN PUBLIC EDUCATION, INC.

PROXY SUMMARY

How We Do It	How We Prohibit It
<ul style="list-style-type: none"> We tie a significant portion of our executives' annual compensation opportunity to objective performance metrics and continue to monitor our compensation mix to ensure the performance-based portion is consistent with that of our peers. We seek to target compensation within a competitive range of the market median and only deliver greater compensation when warranted by actual superior performance. Conversely, we deliver lower compensation when performance results do not meet our threshold expectations. We review our compensation and performance alignment compared to our peers annually to understand where our programs are working and where we can continue to make improvements. Each of our executives is expected to own shares of our common stock with a value ranging from one to six times the executive's base salary, depending on position. 	<ul style="list-style-type: none"> We can recover any performance-based cash or equity award where, as a result of an accounting restatement, the performance goals were later determined not to have been achieved. In addition, we can recover equity awards made to an employee in cases where we have to prepare an accounting restatement due to our material noncompliance with financial reporting requirements and the restatement is the result of misconduct that resulted from the employee knowingly having engaged in that misconduct, the employee's gross negligence, or the employee knowingly or through gross negligence having failed to prevent misconduct.
<ul style="list-style-type: none"> We Utilize an Independent Compensation Consulting Firm 	<ul style="list-style-type: none"> The MDC Committee utilizes Willis Towers Watson, an independent compensation consulting firm, to assist the Committee in determining compensation.
<ul style="list-style-type: none"> We Don't Permit Hedging 	<ul style="list-style-type: none"> We prohibit our directors and employees, including our NEOs, from engaging in short sales, transactions in derivative securities (including put and call options), or other forms of hedging and monetization transactions, such as zero-cost collars, equity swaps, exchange funds, and forward sale contracts, that allow the holder to limit or eliminate the risk of a decrease in the value of our securities.
<ul style="list-style-type: none"> We Don't Permit Pledging 	<ul style="list-style-type: none"> We prohibit our directors and officers, including our NEOs, from holding our securities in margin accounts, pledging our securities as collateral or maintaining an automatic rebalance feature in savings plans, deferred compensation, or deferred fee plans, to avoid sales of our securities on behalf of an individual related to margin calls, loan defaults, and automatic rebalances, which may occur when the individual has material nonpublic information about us.
<ul style="list-style-type: none"> We Don't Offer Single-Trigger "Change of Control" Payments 	<ul style="list-style-type: none"> For those NEOs who have employment agreements, the agreements provide that in the case of a "change of control" the NEO only receives severance payments in connection with a termination of their employment.
<ul style="list-style-type: none"> We Don't Provide Tax Gross-Ups 	<ul style="list-style-type: none"> We do not provide our NEOs with tax gross-up payments for a change of control in employment agreements, or for other benefits.

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AMERIPRISE FINANCIAL, INC.

Compensation Policies and Practices

Executive Compensation Philosophy

Our executive compensation philosophy is to align the financial outcomes of executives with those of shareholders. The executive incentive program incentivizes leadership outcomes which create sustainable long-term shareholder value. Strong, stable senior leadership is a critical driver of success for our business and for the financial services industry more broadly. The executive compensation program is designed to attract, motivate, engage, reward, and retain executives whose leadership is exemplary and whose vision, strategy and executional excellence drives sustained shareholder value for achieving the Company's financial and strategic goals.

Ongoing Assessment and Review

The Compensation and Benefits Committee closely monitors executive performance throughout the year to ensure pay continues to be aligned with long-term value creation goals.

Necessity of Multiple Levers & Metrics

Our detailed and balanced assessment of performance incorporates the multifaceted nature of our business and the unique drivers and challenges of each business segment.

Evolving Structure Reflecting Shareholder Input

We seek continued input and discussion from our investors through regular engagement, which has directly impacted the evolution of our executive compensation program over the years.

Stability of Leadership Team

With performance drivers being paramount, our compensation program supports stability of management and enhances our ability to recruit and retain the highest caliber executives in an extremely competitive industry.

Compensation Governance Practices

We are committed to ensuring that our executive compensation program and practices reflect principles of good governance as demonstrated by the following key aspects comprising our program and by those practices that we do not engage in.

What We Do	What We Don't Do
<ul style="list-style-type: none"> Incorporate sound risk management and risk avoidance in our incentive plan design Robust stock ownership guidelines (10x base salary for CEO and 4x for other NEOs) and requirement for executives to hold a significant portion of stock once vested Require a "double trigger" to vest in long-term awards following a change in control Regularly review the governance of our programs and make revisions to align with market best practices Majority of NEO pay is performance based (95% for CEO, 90% for other NEOs) 95% of CEO compensation is at risk; 70% of incentives are long-term Substantial shareholder engagement program to seek and incorporate feedback Clawback policy includes certain material misconduct in addition to financial restatements Half of equity awards granted as performance shares, with vesting contingent on further three-year performance period 	<ul style="list-style-type: none"> Employment agreements Gross ups for potential excise taxes Repricing of stock options without shareholder approval Hedging against the decline in the value of our stock or pledging stock as security for a loan Special executive retirement arrangements Perquisite allowance eliminated in 2019

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BRISTOW GROUP INC.

PROXY STATEMENT SUMMARY

program will include 50% time-based restricted stock units and 50% performance-based stock units tied to achievement of both an absolute financial metric and relative total stockholder return.

- Increased the weighting of the financial performance metric in the short-term annual incentive program for fiscal year 2021 (the "FY21 STIP") from 40% to 50%.
- Established a minimum Adjusted EBITDA performance level for the financial performance metric that must be achieved prior to the payment of any amounts under the individual strategic goals portion of the FY21 STIP. Payment of any amounts for the individual strategic goals portion of the FY21 STIP were funded only if the Company achieved 92% of the Threshold performance level for Adjusted EBITDA. See Appendix A to this Proxy Statement for reconciliation of Adjusted EBITDA for purposes of the financial performance metric.

Set forth below are other executive compensation best practices that guide the design of our executive compensation program.

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> Regularly engage with large stockholders to discuss matters of interest. Pay for performance. Place a heavy emphasis on variable pay with approximately 80% of our Chief Executive Officer's total direct compensation contingent upon financial and operational performance and growth in long-term stockholder value. Use performance-based long-term incentive awards compensation through performance-based stock units and stock options for which value is contingent upon stock price performance relative to grant date. Annual review of target compensation levels relative to an appropriate set of peers. Reinforce the alignment of stockholders and our executives and directors by requiring significant levels of stock ownership. Ensure accountability and manage risk through a robust financial restatement clawback policy applicable to our executive officers, limits on maximum annual cash incentive award opportunities and ongoing risk assessments of our program. Use relative and absolute performance metrics to determine the payment of future performance awards under the Company's long-term incentive awards. The Compensation Committee is comprised of independent directors and has the ability to engage the services of an independent compensation consultant and outside counsel. 	<ul style="list-style-type: none"> No employment agreements with any of our executive officers. No pledging (unless our General Counsel consents to the pledge) or hedging of our company stock, and no repricing stock options. No excise tax gross-ups. No significant perquisites. No significant bonuses.

2021 Equity Incentive Plan

On June 1, 2021, our Board approved the 2021 Equity Incentive Plan (the "LTP"), subject to approval by stockholders at the Meeting. The LTP is intended to replace the Era Group Inc. 2012 Share Incentive Plan (the "2012 Incentive Plan"), under which the authorization to grant awards is set to expire in 2022. The LTP will also replace the Bristolow Group Inc. 2019 Management Incentive Plan (the "2019 Incentive Plan"), which we assumed in connection with the Merger.

If approved by our stockholders, the LTP would reserve a maximum of 1,640,000 shares for new equity awards, and the authorization for grants of new equity awards under our current equity plans would cease. The terms of the LTP also provide that if we grant equity awards under our current equity plans between June 1, 2021 and the date of the Meeting,

Bristolow Group Inc. 2021 Proxy Statement

What We Do & Don't Do

CHIPOTLE MEXICAN GRILL, INC.

Alignment of Executive Compensation with Shareholder Interests: What We Do and Don't Do

What We Do	What We Don't Do
<ul style="list-style-type: none"> Conduct extensive shareholder engagement on compensation, environmental, social and governance (ESG) related matters. Engage in careful consideration of the annual say on pay results and solicit and respond to shareholder feedback when deemed appropriate. Employ an annual LTI plan based predominantly on performance-based equity awards that fully vest over a minimum of 36 months. Align our executive compensation with achieving meaningful financial, operational and individual goals that drive shareholder value. Design our executive compensation program to discourage excessive risk taking, with design features including the incorporation of multiple performance measures in our incentive programs, robust executive stock ownership guidelines, long-term performance goals and minimum three-year periods for full vesting on annual LTI awards. Retain an independent compensation consultant who is engaged directly by the Compensation Committee to advise on executive compensation matters. Maintain a Clawback and Recoupment of Compensation Policy that allows the Board to seek reimbursement of incentive compensation paid or awarded to an executive officer if it was based on financial results that subsequently were restated, and to require forfeiture of an executive officer's compensation if they engaged in egregious conduct substantially detrimental to the company. 	<ul style="list-style-type: none"> Allow executive officers and directors to hedge or pledge shares of Chipotle stock or hold Chipotle stock in margin accounts. Allow stock option repricing, reloads, exchanges or options granted below market value without shareholder approval. Provide single trigger acceleration of equity awards in connection with a change in control. Allow the Compensation Committee's consultant to perform additional work for or on behalf of management.

EXECUTIVE COMPENSATION PHILOSOPHY AND OBJECTIVES

We strive to provide our executive officers with meaningful rewards while maintaining alignment with shareholder interests, corporate values, and important management initiatives. In setting and overseeing the compensation of our executive officers, the Compensation Committee believes our programs and policies should achieve the following specific objectives:

- Position our target total direct compensation (base salary, target annual incentive bonus opportunity and target LTI opportunity) at a level where we can successfully recruit and retain industry leading talent critical to shaping and executing our business strategy and creating long-term value for our shareholders.
- Align relative realized pay with relative performance versus peers by emphasizing long-term equity over short-term cash and performance-based compensation over time-vested compensation.
- Differentiate executive rewards based on actual performance.
- Align the interests of our executives and shareholders by rewarding the achievement of financial, operational, and strategic goals that we believe enhance long-term shareholder value.

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CIGNA CORPORATION

PROXY STATEMENT SUMMARY

Executive Compensation

We believe executive pay should be aligned with our ability to deliver on our commitments to those we serve. Additionally, we believe that aligning executive compensation to the achievement of enterprise goals that support our business strategy and drive our innovation will result in the creation of meaningful and sustained long-term value for our shareholders.

The People Resources Committee and the Board consider the results of the annual shareholder executive compensation "say-on-pay" vote in determining the ongoing design and administration of the Company's executive compensation programs. The Committee considers feedback on our executive compensation program received as part of our ongoing communications with shareholders. We engage with shareholders throughout the year on a variety of topics, including executive compensation matters. During 2020, we again engaged with governance professionals representing our shareholders.

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> Strong alignment between pay and performance. "Double trigger" requirement for change of control benefits. Regular review of executive compensation governance market practices, particularly when considering the adoption of new practices or changes to existing programs or policies. Robust stock ownership guidelines and shareholding requirements for equity awards to align executives' interests with shareholders. A disgorgement of awards (clawback) policy beyond the mandates of Sarbanes-Oxley. Management of LTI annual share usage (or burn rate) and total dilution through the People Resources Committee's establishment of an annual share usage limit, which is below the maximum permitted under the plan. Oversight of people development policies and processes, including consideration of assessments of executive officers and key senior management. CEO and executive officer succession plans overseen by the Board of Directors, with leadership from the People Resources Committee. An annual assessment by the People Resources Committee of potential risks in our incentive compensation programs and policies. 	<ul style="list-style-type: none"> Minimum level of financial performance required in order for any payments to be made under the annual incentive plan. Incentive plans use both absolute and relative performance measures. All long-term awards are denominated and settled in equity. Approximately 92% of our CEO's total direct compensation is performance-based. No excessive perquisites and no gross ups on perquisites. No payment of excise tax gross ups and no promises of excise tax gross ups as part of our regular executive compensation program. No redundancy between short- and long-term incentive plan performance measures for new awards. No hedging of Cigna stock by any directors, executive officers or employees, and no pledging of Cigna stock by directors or Section 16 officers unless approved in limited circumstances. No discouraging, reloading or repricing of stock options without shareholder approval. No payment of dividends on restricted stock prior to vesting. Unvested strategic performance share awards do not accrue dividends or count towards share ownership guidelines.

Emphasis on Performance Based Compensation

As illustrated in the charts below, performance-based compensation represented approximately 92% of Mr. Cordana's total direct compensation for 2020, including 74% in long-term incentive and 18% in annual incentive awards. On average, performance-based compensation represented 85% of total direct compensation for our other NEOs, including an average of 65% in long-term incentive and 20% in annual incentive awards.

CEO

TOTAL DIRECT PAY MIX

OTHER NEO AVERAGE

TOTAL DIRECT PAY MIX

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COEUR MINING, INC.

Our Executive Compensation Program

Our CLD Committee continues to drive strong pay-for-performance alignment in our executive compensation program and ties a substantial portion of executive compensation to the achievement of annual and long-term strategic objectives. As described below, we seek to continuously refine and improve our executive compensation program and practices to ensure consistency with this philosophy.

What We Do	What We Do Not Do
<ul style="list-style-type: none"> Pay for performance with strong alignment of realized pay to TSR. Proactive stockholder outreach with meaningful compensation program changes made based on feedback. AIP metrics drive stockholder value, with rigorous goals tied to Board-approved budget and safety and environmental objectives. Majority of equity compensation in the form of performance shares with three-year cliff vesting tied to rigorous value-driving internal performance metrics, with relative TSR as a modifier. Majority of compensation "at-risk". Independent compensation consultant. Modest perquisites. "Double trigger" equity acceleration upon a change-in-control. Stock ownership guidelines for our directors and executive officers, including 6x base salary for CEO. Clawback policy covering both financial restatements and misconduct. Annual stockholder "say on pay" vote. 100% of CEO AIP based on Company goals. 	<ul style="list-style-type: none"> No hedging Coeur stock. No pledging Coeur stock. No excise tax gross-ups, tax gross-ups on perquisites or tax gross-ups applicable to change-in-control and severance payments. No holding Coeur stock in margin accounts. No employment contracts for NEOs other than CEO. No re-pricing of stock options or SARs without stockholder approval. No "single trigger" cash severance based solely upon a change-in-control of the company.

Executive Compensation Program Philosophy

Our executive compensation program aligns with our strong pay-for-performance philosophy and ties a substantial portion of executive compensation to the achievement of annual and long-term strategic objectives. The objectives of our executive compensation program are to:

- Drive performance against critical strategic goals designed to create long-term stockholder value.
- Pay our executives at a level and in a manner that attracts, motivates and retains top executive talent.

We believe these compensation objectives directly drive achievement of our long-term strategic objectives, including continuous improvement in safety and environmental performance, lowering costs, increasing cash flow, increasing reserves and mineralized material and completing major expansion projects on time, on budget and delivering intended results.

We analyze target total direct compensation (base salary, target annual incentive, and target equity award value) relative to our peers. Specific opportunities are established based on factors such as executive's scope and breadth of roles performed, experience in position, performance and other factors deemed relevant by the CLD Committee. The CLD Committee formally reviews and evaluates every pay action versus the 25th, 50th and 75th percentile of peers, but does not tie individual compensation decisions to specific target percentiles.

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DROPBOX, INC.

EXECUTIVE COMPENSATION (continued)

Executive Compensation Policies and Practices

Our compensation committee evaluates our executive compensation program on a regular basis to ensure that it is consistent with our short-term and long-term goals given the dynamic nature of our business and the competitive market in which we compete for executive talent. The following summarizes our executive compensation program and related policies and practices:

What we do	What we don't do
<ul style="list-style-type: none"> Maintain an Independent Compensation Committee. The compensation committee consists solely of independent directors who establish our compensation practices. Retain an Independent Compensation Advisor. The compensation committee has engaged its own compensation consultant to provide information, analysis, and other advice on executive compensation independent of management. This consultant performed no other consulting or other services for us in 2020. Annual Executive Compensation Review. The compensation committee conducts an annual review of our compensation strategy and a review of our compensation-related risk profile to ensure that our compensation programs do not encourage excessive or inappropriate risk-taking. Compensation At-Risk. Our executive compensation program is designed so that a significant portion of our executive officer's compensation is "at risk" based on corporate performance, as well as equity-based, to align the interests of our executive officers and stockholders. Use a Pay-for-Performance Philosophy. The majority of our executive officers' compensation is directly linked to corporate performance; we also structure their target total direct compensation opportunities with a significant long-term equity component, thereby making a substantial portion of each executive officer's target total direct compensation dependent upon our stock price and/or total stockholder return. Succession Planning. We review the risks associated with our key executive officer positions to ensure adequate succession plans are in place. 	<ul style="list-style-type: none"> No Guaranteed Bonuses. We do not provide guaranteed bonuses to our executive officers. No Executive Retirement Plans. We do not offer defined benefit pension plans or any non-qualified deferred compensation plans or arrangements to our executive officers, other than the plans and arrangements that are available to all employees. No Hedging or Pledging. We prohibit our employees (including our executive officers) and the non-employee members of our board of directors from hedging or pledging our securities. No Tax Payments on Perquisites. We do not provide any tax reimbursement payments (including "gross-ups") on any perquisites or other personal benefits. No Excise Tax Payments on Future Post-Employment Compensation Arrangements. We do not provide any excise tax reimbursement payments (including "gross-ups") on payments or benefits contingent upon a change in control of the company. No Special Welfare or Health Benefits. We do not provide our executive officers with any welfare or health benefit programs, other than participation in our broad-based employee programs. All highly compensated employees are eligible for special long-term disability.

Executive Compensation Philosophy and Objectives

Our executive compensation program is guided by our overarching philosophy of paying for demonstrable performance. Consistent with this philosophy, we have designed our executive compensation program to achieve the following primary objectives:

- Provide market-competitive compensation and benefit levels that will attract, retain, motivate, and reward a highly-talented team of executive officers within the context of responsible cost management;
- Establish a direct link between our financial, operational, and strategic objectives and results, as well as our values, and the compensation of our executive officers; and

Dropbox, Inc. Proxy Statement and Notice of 2021 Annual Meeting of Stockholders 31

What We Do & Don't Do

ETSY, INC.

Executive Compensation

Our 2020 executive compensation program was designed to be a straightforward and thoughtful pay-for-performance approach. We target a compensation mix for our named executive officers that is weighted heavily towards variable compensation, including short-term cash incentive and long-term equity incentive compensation, that is linked to Company performance and stockholder interests. As we have previously discussed, our CEO, Mr. Silverman, did not receive a long-term incentive grant in 2018, 2019 or 2020 in light of the front-loaded long-term equity grant he received in May 2017 that was intended to induce him to join Etsy and provide him with a meaningful equity stake in Etsy, aligning his interests with those of our stockholders. In March 2021, Mr. Silverman was granted a performance-based equity award in the form of performance share units and annual equity awards in the form of RSUs and stock options. For a detailed discussion of our executive compensation program and the terms of the performance-based equity award and the annual equity awards granted to Mr. Silverman, please see "Compensation Discussion and Analysis" below. We maintain the following practices that we believe help support the effectiveness of our executive compensation program.

WHAT WE DO	WHAT WE DON'T DO
We Maintain an Independent Compensation Committee	We Do Not Provide Our Executive Officers with Guaranteed Annual Base Salary Increases
Our Compensation Committee Retains an Independent Compensation Advisor Who Performs No Other Services for Us	We Do Not Offer Defined Benefit Retirement Programs
Our Compensation Committee Conducts an Annual Executive Compensation Review, Including a Review of Its Compensation Peer Group, and a Compensation-Related Risk Assessment	We Do Not Offer Change-in-Control Excise Tax Payments or "Cross-Ups"
We Use Variable Pay, Including Long-Term Equity Awards, as a Substantial Portion of Our Executive Officers' Target Total Direct Compensation Opportunity	We Do Not Permit Hedging or Pledging of Our Equity Securities by Employees or Directors
Our Executive Officers Are Employed "At Will"	We Do Not Permit Stock Option Exchanges or Re-pricings Without Stockholder Approval

MONEYGRAM INTERNATIONAL, INC.

Key Features of Our Executive Compensation Program

Consistent with our philosophy, it is MoneyGram's goal to maintain an executive compensation program that is competitive, rooted in the principles of pay-for-performance and motivates our executives to build long-term stockholder value. To this end, the HRNC routinely evaluates our practices and programs with respect to executive compensation in an effort to identify any opportunities for improvement that might exist. The Company's practices and programs include the following key features, each of which reinforces our executive compensation philosophy and objectives:

No Excise Tax Gross-Ups	We do not provide excise tax gross-ups.
No Tax Gross-Ups on Perquisites or Benefits	We do not provide tax gross-ups on perquisites or benefits except in the case of standard relocation benefits and expatriate income tax equalization benefits available to all similarly situated employees.
No Liberal Share Recycling	The Amended and Restated 2005 Omnibus Incentive Plan, as of May 6, 2020, which we refer to as the Omnibus Plan, does not allow "liberal share recycling," or the reuse of those shares withheld or tendered in full or partial payment of the exercise price relating to an award or in connection with the satisfaction of tax obligations relating to an award.
Long-Term Incentive Grant Guidelines	The Company adheres to regular, annual grant guidelines, which guidelines have been reviewed and approved by the HRNC from time to time, but at least annually, as appropriate. It is further anticipated that these grant guidelines will aid the Company in managing the rate at which it issues equity to its executives over the longer-term.
Clawback Policy	The Company may recover incentive compensation paid to an executive officer if it is later determined that the executive engaged in misconduct, acted in a manner contrary to the Company's interest or breached a non-competition agreement. The Company has also included in its bonus plan a provision that allows the Company to "rescind" or "clawback" prior bonuses from executives later determined to have contributed to compliance failures. Pursuant to the DPA, our bonus plan provides that certain executives, including the NEOs, who are found to have engaged in any non-compliant acts in any year will forfeit any entitlement to and be ineligible for any annual cash incentive compensation for that year.
Stock Ownership Guidelines	The Company maintains Stock Ownership Guidelines applicable to executive officers as well as to our non-employee directors. We fundamentally believe that stock ownership guidelines serve to align the interests of management and non-employee directors with those of our stockholders by requiring executives and directors to acquire and maintain a meaningful equity position in the Company, which, in turn, supports the Company's objective of building long-term stockholder value.
Prohibition on Pledging and Hedging	The Company's insider trading policy prohibits the Company's employees, including its executive officers and directors from pledging the Company's securities or engaging in certain forms of hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities. We also prohibit certain employees, officers and directors from pledging MoneyGram securities as collateral for loans (including margin loans).

Significant Portion of Total Compensation is Variable and Performance-Based For 2020, approximately 86% of the CEO's total target compensation, and between approximately 77% and 83% of the total target compensation of the other NEOs was variable and dependent upon performance of both the individual and the Company. The HRNC employs a framework to assess our performance on an absolute basis relative to our goals and objectives, which goals are designed to support our Board-approved business and financial plans; and on our progress against strategic initiatives.

MODIVCARE INC.

ModivCare executive compensation practices are designed specifically to meet four key objectives:

1. Align the interests of our leaders with those of our investors by offering compensation based on both long-term and annual business results and delivering a large portion of the total pay opportunity in ModivCare equity.
2. Balance rewards for both short-term results and the long-term strategic decisions needed to ensure sustained business performance over time.
3. Attract and retain highly qualified strategic senior leaders needed to drive a healthcare services enterprise to succeed in today's highly competitive marketplace.
4. Motivate our leaders to deliver a high degree of business performance without encouraging excessive risk taking.

Our Compensation Committee uses balanced compensation practices to ensure that there is alignment in pay for performance for our executives.

What we do:	What we do not do:
✓ Emphasize pay for performance	✗ Provide tax gross-ups on executive perquisites
✓ Maintain a clawback policy that covers both cash and equity compensation and addresses reputational and financial risk as well as risk management failures	✗ "Single-trigger" accelerated vesting of equity-based compensation
✓ Use an independent compensation consultant	✗ Short-sell or hedge Company securities
✓ Limit the number and amount of executive perquisites	✗ Excessive perquisites
✓ Maintain robust stock ownership guidelines applicable to all of our executive officers and directors, which were increased in 2020	✗ Trade in Company securities during black-out periods, except under limited circumstances, including Rule 10b5-1 trading plans
✓ Provide a significant portion of officer compensation in variable at-risk pay elements	✗ Reprice stock options without shareholder approval
✓ Conduct competitive benchmarking to understand market typical officer pay levels and practices	✗ Excise tax "gross ups" upon change in control

PARTY CITY HOLDCO INC.

Executive Compensation Program Overview

Compensation Philosophy

Our executive compensation program has been designed to:

- attract, retain and motivate executives who will contribute to our future success;
- be competitive with the pay practices of other companies of comparable size, scope and industry; and
- create a strong linkage between pay and performance through the use of variable performance-based compensation.

The Compensation Committee believes that it has designed and implemented an executive compensation program that appropriately balanced our short-term and long-term objectives in fiscal 2020 with 100% of the variable compensation components tied to our financial and stock price performance, with the exception of certain sign-on bonuses and RSU awards.

Compensation Governance Policies

The Company's executive compensation program is overseen by the Compensation Committee with the advice and support of the Compensation Committee's independent compensation consultant as well as the Company's management team. The

following are key characteristics of the Company's executive compensation program, which we believe promote good governance and best serve the interests of our shareholders:

What We Do	What We Don't Do
✓ Commit to oversight, evaluation and continuous improvement of our executive pay design and administration by an independent Compensation Committee consisting entirely of independent directors.	✗ Pay dividends or dividend equivalents on unearned performance shares.
✓ Engage an independent compensation consultant to advise on appropriate pay practices for our executives and independent directors.	✗ Reprice stock options without stockholder approval.
✓ Use a peer group to measure executive compensation levels and targets against other companies with similar industry relevance, business fit, valuation, and profitability.	✗ Allow hedging of Company stock.
✓ Employ a robust goal-setting process to align goals with Company strategy.	✗ Provide excessive perks to executive officers.
✓ Target executive compensation mix to favor performance-based compensation tied to business and share price performance.	✗ Provide for excise tax gross-ups to executives.
✓ Maintain a "double trigger" requirement for vesting of outstanding equity awards upon a change of control.	✗ Employ pay practices which incentivize excessive risk taking.
✓ Maintain a clawback policy which applies to any cash- or equity-based bonus, award, or other incentive compensation received by current or former officers.	
✓ Maintain share ownership requirements for our Board of Directors, and will be introducing share ownership requirements for senior executives in 2021.	

What We Do & Don't Do

PINTEREST, INC.

Compensation Philosophy and Program

Objectives. Our executive compensation program is guided by these objectives:

- drive achievement of Pinterest's long-term mission;
- motivate team collaboration (company first, individual function second);
- attract and retain top talent by compensating competitively based on the executive's value and performance; and
- align the interests of our executives with those of our stockholders.

Framework. To achieve these objectives, our executive compensation program has two compensation elements: base salary and long-term equity incentive compensation. In addition, our NEOs are eligible to participate in the standard benefit plans offered to our other employees, and are eligible for post-employment compensation in certain situations as described below. We generally do not provide our NEOs with perquisites or other personal benefits and do not have any defined benefit pension, supplemental executive retirement or non-qualified deferred compensation plans.

Pay mix. The majority of our executive compensation is delivered in the form of equity awards. For details, see the 2020 Summary Compensation Table below. We believe that this pay mix, including equity compensation in the form of time-based full-value awards (restricted stock units ("RSU") and, beginning in 2020 restricted stock awards ("RSA") vesting over at least four years, effectively supports all of our compensation objectives, including achievement of our long-term mission, motivating and paying for team and company performance, and aligning our executives' interests with those of our stockholders.

Linking pay with performance. As described above, the majority of our NEOs' target total direct compensation is linked to the value of our stock, which reflects how we create value over the long term. In addition, executives are eligible to receive periodic grants following the annual review cycle. When determining the amount of such awards, the compensation committee considers the company's performance against financial, operational and strategic objectives as well as each named executive officer's individual contribution to that performance. In assessing executive performance, the compensation committee considers both, the objectives the executive helped the company achieve as well as how they helped achieve those objectives, including whether they demonstrated leadership behaviors consistent with our values.

Governance. We endeavor to maintain sound governance standards through the administration of our executive compensation program. The following table summarizes our compensation governance policies and practices.

What We Do	What We Don't Do
✓ fully independent compensation committee	x pension and executive retirement plans
✓ independent compensation consultant to the compensation committee	x significant perquisites to executive officers
✓ annual review of the compensation program, best practices and market trends	x supplemental executive benefits
✓ majority of executive compensation tied to stock value	x employee and director hedging and pledging of our equity securities
✓ annual review of succession plans for key officers	x tax gross-ups on change in control payments
✓ "double trigger" termination required for vesting in equity in connection with change in control	x dividends or equivalents on unvested equity awards
✓ annual stockholder advisory non-binding vote on our compensation program (say on pay)	x vesting in equity upon termination outside of change in control

The compensation committee, in consultation with its external compensation consultant, will continue to assess and update our executive compensation program so that it best supports Pinterest's long-term mission and growth.

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MONEYGRAM INTERNATIONAL, INC.

COMPENSATION DISCUSSION AND ANALYSIS

Strong Compensation and Pay Governance Practices

We believe our executive compensation program demonstrates a strong link between pay and performance in its design and exhibits strong governance pay practices. The following lists the principal pay for performance and governance practices adopted by the board.

- | | |
|---|--|
| ✓ 100% of annual incentive is tied to financial metrics | ✗ No individual supplemental executive retirement plans |
| ✓ 100% of the long-term incentive is tied to financial metrics, growth in our share price, and relative shareholder value | ✗ No special arrangement crediting extra years of service in our benefit plans |
| ✓ Double trigger vesting in our change of control provisions | ✗ No tax gross-up in change of control payments |
| ✓ Significant stock ownership guidelines for senior executives and directors | ✗ No hedging, pledging, or short-term speculative trading of company stock |
| ✓ Enhanced disclosure of performance targets | ✗ No employment agreements with our executive officers |
| ✓ Independent compensation consultant performing no other services for the company | ✗ No stock option repricing, reloads, or exchanges |
| ✓ Claw back provisions in the event of financial restatement | ✗ No transferability of restricted securities |
| ✓ Annual stockholder advisory vote on executive compensation | ✗ No dividends on unvested stock awards |
| ✓ Significant portion of CEO pay at risk (85%) | |
| ✓ Independent Chairman of board of directors | |
| ✓ Annual risk-assessment of pay practices | |
| ✓ Semi-annual stockholder outreach with direct line of communication with board of directors | |
| ✓ One-year minimum vesting period for all long-term incentive compensation awards | |

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POPULAR, INC.

The Committee approves Popular's compensation programs upon consideration of market competitive trends, regulatory guidelines and leading practices. Furthermore, our executive compensation program is designed to discourage excessive or unnecessary risk taking and improper sales practices through the adequate balance of short-term and long-term incentives, thresholds and caps to limit payouts, and a mix of financial and non-financial goals, among other design features.

The following key features of our executive compensation program reflect our focus on balanced performance-based and otherwise "at risk" pay, long-term shareholder value and appropriate risk taking:

✓ Use a combination of performance metrics to deter excessive risk-taking by eliminating focus on any single performance goal. The Committee may adjust incentive payouts if results are not aligned with Popular's risk appetite and related tolerances.	INFORMATION
✓ Balance short-term (cash) and long-term (equity) compensation to discourage short-term risk-taking at the expense of long-term results.	
✓ Use equity incentives to promote total return to shareholders, company performance and executive retention.	
✓ Require significant stock ownership from our executive officers to align with shareholder interests. Our CEO has a requirement of six times his base salary, and the other NEOs must own three times their base salary. As of February 2021, all NEOs had either met the requirement or were on track to comply within the designated timeframe.	
✓ Hold a portion of equity vesting until retirement, thereby reinforcing long-term risk management and alignment with shareholder interests.	
✓ Apply clawback features to an executive officer variable pay in the event of a financial results restatement, a materially inaccurate performance metric, or such executive's misconduct.	
✓ Employ "double-trigger" vesting of equity awards in the event of a change in control (i.e., vesting is only triggered upon a qualifying termination of employment following a change in control).	
✓ Conduct annual incentives and sales practices risk reviews in conjunction with Popular's Chief Risk Officer.	
✓ Assess the competitiveness of our executive compensation program through benchmarking of industry and peer group practices.	
✓ Engage an independent compensation consultant who advises and reports directly to the Committee.	
✗ No excessive perquisites for executives.	
✗ No special executive retirement programs or severance programs specific to executive officers.	
✗ No employment or change in control agreements with our NEOs.	
✗ No tax gross-ups provided for any compensation or benefits.	
✗ No speculative transactions in Popular's securities by executive officers are permitted, including hedging and monetization transactions, such as zero-cost collars, forward sale contracts and short sales, equity swaps, options, and other derivative transactions.	
✗ No pledging of common stock or other Popular's securities as collateral for margin accounts or loans.	

EXECUTIVE AND DIRECTOR COMPENSATION | 39

SIMPSON MANUFACTURING CO., INC.

Compensation-Setting Process

Role of Compensation and Leadership Development Committee, Board and Management.

The CLDC develops and updates our compensation policies and practices, oversees our compensation programs, sets performance goals relevant to such programs, evaluates our performance in light of such goals, and determines and exercises discretion over executive compensation, including reviewing and approving annual compensation to our NEOs. The CLDC does not delegate its role in determining executive compensation. Our officers do, however, participate in our annual budgeting process, which forms the basis for the CLDC to set, and determine the achievement of the performance goals under our compensation programs. The Board reviews and approves the annual budget, and based on that, the CLDC approves both cash EOCPS payouts and equity-based awards to our NEOs. Our CEO provides significant input in recommending the structure of our pay programs and recommending any

Board Responsiveness to Stockholders

In late 2020 and early 2021 we continued our annual engagement with our stockholders. This engagement gave us a basis for further evaluation of our practices in executive compensation and corporate governance. This initiative was led by the Board and senior management, by reaching out to stockholders holding 61.1% of our outstanding shares. Out of those stockholders who elected to engage with us (representing approximately 23.1% of our outstanding shares), we organized follow-up calls. This outreach reflects our commitment to understand and address key issues of importance to our stockholders. In line with the high support for our executive compensation program as expressed in the 2020 annual stockholder advisory vote to approve our NEO compensation, stockholders continued their support for our compensation program and the changes made over the past few years. This strong level of support led our CLDC to conclude that material changes in our

2020 Executive Compensation Key Policies and Practices

The CLDC has continued to operate the following policies and practices to closely align our management's compensation programs with stockholder value creation and the Company's strategic goals:

- **Initially Position Target Total Compensation at Market Competitive Levels:** We do not formulaically set the elements of our executive compensation to be consistent with specific market benchmarks, but instead use a general

view of market pay data to compare NEO target incentive compensation opportunities. The CLDC can accept, reject or modify the CEO's recommendations as it sees fit, subject to the terms of any applicable program documentation.

Role of Compensation Consultants. The CLDC has engaged, and expects to continue to engage, independent advisers, including compensation consultants, from time to time to assist in carrying out its responsibilities. The specific services provided by Meridian to us in 2020 consisted of: updating our industry peer group and comparative compensation analysis, assessment of the appropriateness and competitiveness of our executive compensation program as compared to those of the selected industry peer group, recommendation of changes to our executive compensation programs, and evaluation of our executive and director compensation.

executive compensation design, solely due to the outcome of the Say-on-Pay vote, were not warranted for 2021.

Following the 2020 Annual Meeting of Stockholders, we again continued to actively engage with numerous stockholders on matters of corporate governance, executive compensation and related matters. These efforts were led by the Chair of our Board, our CFO and our General Counsel to help ensure a direct line of communication between the Board and our stockholders, and stockholder feedback was promptly relayed to the full Board and incorporated into our governance and compensation review. We also continue to work with Meridian to monitor changes in executive compensation to keep our executive compensation program aligned with both our business strategy and best practices in our competitive market.

view of market pay data to compare NEO target total compensation to the median target total compensation of the peer group (see "Comparative Market Information" below for the composition of our peer group). We also consider historical and projected peer group performance when establishing our incentive plan performance goals. This includes setting well-balanced short-term and long-term performance objectives that enable executives to generally earn actual pay

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What We Do & Don't Do

SIX FLAGS ENTERTAINMENT CORPORATION

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation

Executive Compensation Philosophy and Objectives
Total direct compensation for the named executive officers is generally a combination of three components:

The primary goal of the Company's executive compensation program is to drive long-term growth and stockholder value through three key objectives:

Attract, Retain, and Motivate Leadership Talent	<ul style="list-style-type: none"> Establish fair and competitive compensation program Use multi-year vesting schedules for long-term equity grants Consider comparable market data as appropriate
Align Pay with Stockholder Interests	<ul style="list-style-type: none"> Tie a significant portion of total compensation opportunity to business and individual performance Maintain appropriate mix of fixed and performance-based compensation Avoid encouraging unnecessary and excessive risk-taking
Drive Company Performance	<ul style="list-style-type: none"> Reward named executive officers for meeting or exceeding Company's growth and strategic objectives Tie short-term incentives closely to Company's performance Balance short-term and long-term compensation elements to motivate and reward superior performance and execution of business strategy

Compensation Practices
The Company strives to align its executive compensation program with the interests of the Company and its stockholders, and implements strong corporate governance in the executive compensation program to achieve this result. The chart below highlights certain pay practices that the Company maintains and those that it avoids.

What We Do	What We Do Not Do
✓ Pay for performance	✗ Dividends on equity paid prior to vesting
✓ Annual Say-on-Pay vote	✗ Hedging and pledging of Company stock
✓ Annual review of peer group	✗ Tax gross-ups upon change of control
✓ Limited perquisites	✗ Repricing of stock options without stockholder approval
✓ Stock ownership guidelines	
✓ Clawback policy	
✓ Double trigger for vesting on change in control	
✓ No guaranteed minimum payouts	
✓ Capped incentive awards	

Annual Say-on-Pay Vote and Stockholder Engagement
The Company is pleased that approximately 92% of the votes cast at the 2020 annual meeting were in favor of the Company's executive compensation of the named executive officers for 2020. Management believes this strong support recognized the actions that the Board and senior management took to address stockholder concerns regarding the executive compensation program following the disappointing results of the Say-on-Pay vote at the 2019 annual meeting. The Compensation Committee believes (supported by stockholders' strong support for last year's Say-on-Pay vote) that the changes that were made in 2020 enhanced the executive compensation practices and helped align executive compensation with the Company's business and strategic objectives, as well as support long-term stockholder value creation.

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SOUTH JERSEY INDUSTRIES, INC.

Proposal 2 Advisory Vote To Approve Executive Compensation

Key 2020 Compensation Outcomes
Consistent with the Company's pay-for-performance philosophy, our 2020 business results were reflected in the resulting pay decisions made for our CEO and the other NEOs in 2020. Compensation outcomes for 2020 included the following items:

Base Salaries. There were no base salary increases for the NEOs for 2020, except for market adjustments for Messrs. Cocchi and Robbins, who both had material changes to their roles and/or responsibilities. Mr. Cocchi's salary increased from \$310,000 to \$375,000 as the result of his promotion to CFO. Mr. Cocchi's position of Chief Strategy Officer was not backfilled. Mr. Robbins assumed the additional corporate responsibilities of the Chief Strategy Officer, creating significant savings for the Company. Mr. Robbins, in addition to continuing to serve as the Senior Vice President and President of SJI Utilities, will lead the enterprise project management office, business innovation, energy efficiency and sustainability, rates and regulatory, and safety and quality assurance. In conjunction with these substantial new areas of accountability, his salary increased from \$392,700 to \$424,000.

AIP
AIP Award Payouts: Despite outperforming on our financial, stakeholder and individual performance targets, the Company's one-year relative TSR did not achieve threshold performance (25th percentile) versus the companies in its compensation peer group (as defined in "What Guides Our LTI").

LTI
LTI Award Payouts: Consistent with the terms of the LTI awards and based on performance, the NEOs, except for Mr. Renne, earned 100% of their Target Performance-based Restricted Stock Units ("PRSU's") for the 2018-2020 performance cycle. This attainment is the combination of below threshold performance for the 3-year relative TSR metric, resulting in a 0% payout, and maximum performance for 3-year economic earnings growth, resulting in a payout equal to 200% of target. The total weighted payout is 100% of target.

Good Governance Foundation
The following features of our executive compensation program promote sound compensation governance and are designed in the best interests of our shareholders and executives:

What We Do	What We Don't Do
<ul style="list-style-type: none"> Severely LTI percent of LTI awards are performance-based for the NEOs Three-year performance periods under our LTI awards Use a mix of absolute and relative financial performance metrics (including relative TSR) in the incentive plans, to avoid duplication of incentives across AIP and LTI plans. Caps on incentive awards Use ESG metrics as AIP Change-in-control "double-trigger" for equity award vesting and severance benefits Robust claw-back policy applying to all incentive awards Limited number of perquisites Independent compensation consultant Robust stock ownership guidelines 	<ul style="list-style-type: none"> No social tax gross-up No repricing or exchange of equity awards without shareholder approval No employment agreements No hedging or pledging of Company stock for employees or directors No tax gross-ups for perquisites No one-time special recognition awards other than inducement awards or internal promotion awards

South Jersey Industries, Inc. | 2021 Proxy Statement | 37

STATE STREET CORPORATION

2021 NOTICE OF MEETING AND PROXY STATEMENT

Sound Compensation and Corporate Governance Practices

Our NEO compensation practices are designed to support good governance and mitigate against excessive risk-taking. We regularly review and refine our governance practices considering several factors, including feedback from ongoing engagement with our shareholders.

What We Do	What We Do Not Do
<ul style="list-style-type: none"> Long-term performance-based equity awards in the form of performance-based RSUs Significant deferred equity- and cash-based incentive compensation Active engagement with shareholders on compensation and governance issues Close interaction between the Human Resources Committee and our Risk Committee and Examining and Audit Committee Independent compensation consultant 	<ul style="list-style-type: none"> Clawback and forfeiture provisions to permit recoupment of incentive compensation "Double-trigger" change-of-control required for deferred incentive compensation acceleration and cash payments Stock ownership policy, including holding requirements for NEOs who are below full ownership guidelines Non-competition and other restrictive covenants Annual review of incentive compensation design for alignment with risk management principles
<ul style="list-style-type: none"> No change-of-control social tax gross-up No "single-trigger" change-of-control vesting or cash payments No option repricing 	<ul style="list-style-type: none"> No short-selling, options trading, hedging or speculative transactions in State Street securities No tax gross-ups on perquisites⁽¹⁾ No multi-year guaranteed incentive awards

(1) Excluding certain international assignment and relocation benefits.

State Street Corporation | 33

TANDEM DIABETES CARE, INC.

Compensation Discussion and Analysis

In addition, since our 2020 annual meeting of stockholders, the Committee has focused on additional factors, as follows:

- We conducted significant stockholder outreach with changes informed by the feedback received;
- We have continued to evolve our NEOs' equity compensation and intend to include performance-based stock units, or PSUs, in addition to RSUs and options in 2021; and
- We have expanded our compensation governance practices by adopting key guidelines and policies.

Each of these are explained in more detail on the following pages.

Key Compensation Governance Attributes

We have incorporated a number of compensation governance best practices over time, which are discussed in the table below:

What We Do	What We Don't Do
<ul style="list-style-type: none"> Pay-for-performance philosophy Independent compensation advisor Compensation committee comprised solely of independent directors Comprehensive peer group analysis that is updated annually "Double trigger" change-in-control benefits Multiple financial and strategic measures used to determine cash incentive payouts to encourage strong performance across the business Stock ownership guidelines applicable to executive officers and directors Clawback policy Significant amount of incentive compensation as a proportion of total compensation 	<ul style="list-style-type: none"> No employment agreements No social tax gross-up provisions No guaranteed bonuses or equity awards No employee stock plan evergreen provisions No hedging or pledging of our securities No repricing or discounted options

STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION

In designing our 2020 executive compensation program, the Committee solicited and considered feedback from our stockholders on our 2019 executive compensation programs. At our 2020 annual meeting of stockholders, only 37.5% of our stockholders approved, on a non-binding, advisory basis, the compensation of our NEOs (i.e., our "say-on-pay" proposal). In the fourth quarter of 2020 we initiated a formal outreach effort to more than 25 of our largest stockholders, representing approximately 65% of the outstanding shares of our Common Stock, to solicit their concerns and seek to understand their feedback on our executive compensation, environmental, social and governance practices. In addition, in the third quarter of 2020, we engaged Willis Towers Watson as our new independent compensation consultant. We also engaged a reputable third-party governance advisor to benchmark the Company's practices relative to our peer group and relevant market indices.

The primary concerns expressed by stockholders regarding our 2019 executive compensation programs aligned in three categories, which are described below along with the actions we took in response to such feedback:

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What We Do & Don't Do

UNION PACIFIC CORPORATION

Executive Compensation Philosophy and the Compensation Setting Process

Compensation Best Practices

We endeavor to maintain strong governance standards in our policies and practices related to executive compensation. Below is a summary of key executive compensation and governance practices in place during 2020.

What We Do	What We Don't Do
✓ Emphasize Performance-Based Variable Compensation	✗ No Repricing or Back-Dating of Options Allowed
✓ Utilize a Compensation Recoupment Policy	✗ No Individual Supplemental Executive Retirement Plans
✓ Tie Compensation to Short-and-Long-Term Performance	✗ No Tax Gross-Up Payments Allowed for NEOs, including on Change-in-Control
✓ Allow Only Minimal Perquisites	✗ No Employment Agreements with any of our Executive Officers, including NEOs
✓ Utilize Double Trigger Change-in-Control Plan	✗ NEOs are Prohibited from Pledging and Hedging Company Stock
✓ Target Base Salaries Below the Median of our Peer Group	
✓ Enforce Stringent Executive Stock Ownership Guidelines	
✓ Conduct Annual Compensation Risk Assessment	
✓ Require Trading Plans for Executive Officers (as set forth on page 50) and Directors	

Effective January 1, 2020, the Company adopted its Policy for Recoupment of Incentive Compensation. This policy allows the Board's Compensation and Benefits Committee to require Company executives to repay to the Company certain incentive compensation (or if such incentive compensation has not been paid or settled, the Company may cancel such incentive compensation) if the Committee determines either (a) that a financial restatement is required due to the Company's material non-compliance with financial reporting requirements or if there was a material error in incentive compensation calculations, or (b) if the executive engaged in certain types of detrimental conduct, as more particularly described in the policy. This policy is meant to be consistent with, but also is more expansive than, the proposed "clawback" rules under the Dodd-Frank Wall Street and Consumer Protection Act. While such rules have not yet been finalized, the Company nevertheless implemented this recoupment policy because we believe it is consistent with good corporate governance principles.

UNITY BIOTECHNOLOGY, INC.

Narrative to 2020 Summary Compensation Table and Outstanding Equity Awards at 2020 Fiscal Year End

Executive Compensation Philosophy & Compensation Mix

We believe our executive compensation program is closely aligned with stockholders' interests. While base salary and an annual performance-based cash incentive opportunity incentivize the achievement of shorter-term goals, our long-term equity awards represent a longer-term compensation structure that promotes retention and continuous commitment to the operating results of the Company. We further believe this compensation mix rewards each executive, including the NEOs, for their individual contributions to the Company, both present and future.

At this phase in our growth cycle, a majority of the total direct compensation of our NEOs is directly tied, through the use of equity awards, to the growth in the value of our common stock.

Executive Compensation Process

The Compensation Committee oversees our executive compensation program (including our executive compensation policies and practices), administers our various equity plans and approves or makes recommendations regarding the compensation of our executive officers, including our NEOs, to the Board. The Compensation Committee reviews the performance of each NEO to determine whether to make any changes to their compensation. The Compensation Committee approves such changes or presents its recommendations to our Board for review and final approval.

Our Chief Executive Officer makes recommendations to the Compensation Committee regarding the salary, annual cash incentive award, and equity awards for the executive officers other than himself, including the other NEOs. At the Compensation Committee's request, our Chief Executive Officer reviews with the Compensation Committee the individual performance of each of the other executive officers, including each of our other NEOs. The Compensation Committee gives considerable weight to our Chief Executive Officer's evaluations and determines whether the recommended changes in each executive officer's compensation, if any, are appropriate.

The Compensation Committee receives support from our Human Resources Department in designing our executive compensation program and analyzing competitive market practices. In addition, our Chief Executive Officer participates in Compensation Committee meetings (other than when his own compensation is being discussed), providing input from our executive team on organizational structure, executive development, and financial analysis.

While the Compensation Committee does not establish compensation levels based solely on a review of competitive market data, it believes that such data is a useful tool in its deliberations as it recognizes that our compensation policies and practices must be competitive in the marketplace for us to be able to attract, motivate, and retain qualified executive officers. Generally, the Compensation Committee reviews our executive compensation relative to our established competitive market (based on an analysis of the compensation policies and practices of a select group of peer companies) every year. The Compensation Committee uses the competitive market data when evaluating all aspects of executive compensation. The Compensation Committee engages AYN Radford to assist with updating our compensation peer group and assessing the competitiveness of our executive compensation program.

2020 Salaries

We use base salary to compensate our NEOs for their experience, skills, knowledge, role, and responsibilities. When establishing the base salaries of our NEOs, our Board of Directors and the Compensation Committee consider a variety of factors, including each NEO's seniority and level of responsibility as well as competitive market data and our ability to find a replacement if the individual left our employment. The base salary of each NEO is initially set upon the NEO's commencement of employment with us and reviewed annually and adjusted from time to time to reflect performance and align with market data.

In January 2020, upon recommendation of the Compensation Committee, the Board approved increasing Dr. Danaberg's annual base salary from \$428,500 to \$442,000. Dr. Ghosh's annual base salary was set at \$550,000 in connection with his commencement of employment in March 2020, and Ms. Sullivan's annual base salary was set at \$400,000 in connection with her commencement of employment in August 2020.

2020 Incentive Compensation

We use cash incentive compensation to motivate our NEOs to achieve our annual operational objectives, while making progress towards our longer-term growth and other corporate goals. At the beginning of each year, typically

VOYA FINANCIAL, INC.

Key Compensation-Related Governance Practices

What we do:

- ✓ Awards in our annual incentive program are based on key financial measures set at the beginning of the year that we use to determine the success of our business as part of our approved budget process
- ✓ Performance objectives for each NEO are set at the beginning of the year and the results are assessed following the conclusion of each year
- ✓ Performance assessment of the CEO is conducted by the Compensation and Benefits Committee with input from independent Directors and advice from the independent compensation consultant
- ✓ A majority of long-term incentive equity grants to our NEOs are in the form of PSU's and performance based options
- ✓ The Compensation and Benefits Committee's independent compensation consultant performs services only for the Committee
- ✓ Executive perquisites are limited and do not include tax gross-ups
- ✓ Executives are subject to clawbacks, including no-fault clawbacks in the case of a financial restatement

What we don't do

- ✗ No single trigger vesting of change in control benefits
- ✗ No liberal share recycling for shares used to satisfy tax withholding requirements or tendered in payment of an option exercise price
- ✗ No excise tax gross-up provisions
- ✗ No repricing of stock options permitted without shareholder approval

3. How do we determine pay?

Compensation Principles

The following principles help guide and inform the Compensation and Benefits Committee in delivering effective executive compensation programs that drive performance, mitigate risks and foster the attraction, motivation and retention of top leadership talent to enable us to execute our business plan and ultimately deliver shareholder value.

Attract and retain talent: our success depends on the talents of our employees. Our compensation program needs to be market-competitive in order to attract and retain a talented and diverse workforce. We regularly review peer group compensation data to inform competitive and reasonable compensation decisions to help grow and sustain our business in a changing and challenging environment.

Pay for performance: a significant portion of the annual compensation of our executive officers should vary with annual business performance and each individual's contribution to that performance. The performance metrics and goals are reviewed and challenged by the Compensation and Benefits Committee before they are approved and the goals are rigorous and challenging to motivate and reward stretch performance.

WINEBAGO INDUSTRIES, INC.

Performance Objective

Total Shareholder Returns

Link to 2020 Compensation

- With the exception of Mr. Clark, 39.5% of our NEO compensation on average was delivered in the form of company equity awards (62% in the case of our CEO).
- 15% of the annual equity grants made in Fiscal 2020 were in the form of stock options, which only have value to the executive if the value of the Company grows for our shareholders.

The Company's financial performance for Fiscal 2020 is shown in the "Fiscal 2020 Performance Highlights" table on page 31. Based on our performance as measured against predefined goals, the 2019-2020 LTIP paid out at 54.67% of target, and the Fiscal 2020 annual incentive plan paid out as follows for all NEOs, except for Mr. Clark: 50% of target for Mr. Happe, 70% of target for Mr. Hughes, 62.5% of target for Ms. Bogart, and 67.5% of target for Mr. Hazelton.

Mr. Clark received a cash and stock incentive award of \$5,515,397 for Fiscal 2020, of which \$5,239,627 was paid in cash and \$275,770 was paid in restricted stock units for Fiscal 2020 performance. This represents a 6.4% increase compared to Fiscal 2019, based on the strong performance of Grand Design during Fiscal 2020. The cash incentive was paid in four quarterly installments with respect to Fiscal 2020, and the restricted stock units were issued in October 2020.

Other Pay and Governance Practices

The Company has adopted the following key programs, policies and practices to respond to evolving good governance practices in executive compensation and enhance the alignment of our executive compensation programs and shareholder interests.

What we do

- ✓ Tie the majority of target total compensation to performance
- ✓ Provide appropriate mix of fixed and variable pay to reward company, line of business, and individual performance
- ✓ Align executive interests with the interests of the shareholders through equity-based awards
- ✓ Maintain a "clawback" policy, applicable to our executive officers' incentive awards, which provides for the recoupment of incentive compensation payouts following certain financial restatements or in the event of certain misconduct
- ✓ Align our performance goals and measures with our strategy and operating plan
- ✓ Maintain meaningful executive and director stock ownership guidelines
- ✓ Conduct annual "say-on-pay" advisory votes
- ✓ Use an outside, independent third-party advisor to provide objective compensation advice

What we don't do

- ✗ Provide excessive severance benefits to our executive officers
- ✗ Provide excise tax gross-ups upon change in control
- ✗ Grant equity awards subject to automatic acceleration of vesting (i.e., "single-trigger") upon change in control (as of Fiscal 2019)
- ✗ Allow for hedging or speculative trading of Company securities by executives or directors
- ✗ Reprice options without shareholder approval
- ✗ Provide significant perquisites
- ✗ Allow for pledging by our executives and directors

Director Nominees

High quality headshots and detailed personal biographies can be used to personalize a company's director nominees and to highlight relevant experience.

AERIE PHARMACEUTICALS, INC.

OUR BOARD OF DIRECTORS

Set forth and described below are the names, ages (as of April 19, 2021), principal occupations and business experience, as well as their prior service on the Board, for the nominees for election as directors at the Annual Meeting and for the remaining members of our Board whose terms continue beyond the Annual Meeting. Unless otherwise indicated, principal occupations described below for each director have extended for five or more years.

INFORMATION ABOUT DIRECTOR NOMINEES

MECHIEL (MICHAEL) M. DU TOIT

INDEPENDENT DIRECTOR

Age: 48
 Director Since: 2015
 Committees:
 Chair - Nominating & Corporate Governance

DAVID W. GRYSKA

INDEPENDENT DIRECTOR

Age: 65
 Director Since: 2018
 Committees:
 Chair - Audit

Aerie Pharmaceuticals, Inc. 19 2021 Proxy Statement

AMERICAN PUBLIC EDUCATION, INC.

Eric C. Andersen

Biography

Mr. Andersen has served on the Board since June 2012, including as Chairperson of the Board since May 2020. Mr. Andersen is a partner with PeakEquity, a lower middle market private equity firm that specializes in making investments in enterprise software companies. Prior to joining PeakEquity, Mr. Andersen was a partner at Mission Partners, a private equity firm, from 2011 to 2015. From 2005 to 2011, Mr. Andersen served as a Managing Director of private equity firm Silver Lake Partners, before which he worked in the consulting industry with IBM Business Consulting Services (BCS), serving as Managing Partner, Asia Pacific responsible for IBM's business solutions and business process outsourcing business across Asia Pacific, and Managing Partner, Distribution Sector responsible for IBM's consulting business in the pharmaceutical, retail, consumer goods and travel/transportation industries. Before working with IBM, Mr. Andersen was a senior partner at PwC Consulting, where he served in a variety of positions. Mr. Andersen has served as a director of Vertex (NASDAQ: VERTX), a software company focused on delivering comprehensive tax solutions, since January 2008, and currently serves as Vertex's lead independent director. Mr. Andersen also currently serves on the boards of directors of several private companies.

Skills and Qualifications

- Experience as a principal in several private equity firms
- Expertise in outsourcing, information technology and software, and international operations

Grainette B. Blevins

Biography

Ms. Blevins has served on the Board since June 2020. Ms. Blevins has worked as an independent consultant since January 2000, working in a variety of capacities for non-profit and for-profit start-ups to mid-size businesses in multiple industries. From October 2018 to September 2019, Ms. Blevins served as Chief of Staff, LING at Southern New Hampshire University, where she was responsible for managing strategy, budget and resources for the LING learning platform. She also served as Chief Financial Officer and Chief of Staff of the non-profit social enterprise Collective Shift, which created the LING platform, from January 2015 until its acquisition by Southern New Hampshire University in October 2018. In addition, she served as Chief Financial Officer of Education Design Studio, a fund investor and business incubator for education technology start-up companies, from December 2012 until December 2019, and Chief Financial Officer of GlassLab, Inc., a non-profit that creates digital games for learning and assessment, from May 2014 to December 2016. Prior to 2000, Ms. Blevins held senior level finance and corporate planning positions with both public and privately held companies. Ms. Blevins currently serves on the Board of Trustees and chairs the Audit Committee of Georgetown College in Georgetown, Kentucky, and has previously served on and chaired other nonprofit boards.

Skills and Qualifications

- Experience in senior management positions for a range of corporations and non-profits
- Significant experience in financial management, strategic planning, and strategy execution
- Expertise in the education industry, including with respect to technology

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AMERIPRISE FINANCIAL, INC.

Directors — Nominees for Terms Ending in 2022

James M. Czachro

Biography

Mr. Czachro has been Chairman and Chief Executive Officer of Ameriprise Financial since 2005, when the company, Ameriprise Financial Advisors, completed its spin-off from the American Express Company. Mr. Czachro has guided Ameriprise with a strong client-centric culture and a record for generating meaningful long-term shareholder value. In 2020, the company marked the 125th anniversary of its founding. Ameriprise is proud to be one of a select group of public companies in the United States in business for more than a century. Prior to his current role, Mr. Czachro held a number of executive and public company positions, including leading business units with significant domestic and global operations. Mr. Czachro served as Group President American Express Global Financial Services from 2000-2005 and held the following titles: Chairman and CEO of American Express Financial Advisors, Chairman of American Express International Bank, and CEO of Travel Related Services International. In addition, Mr. Czachro was President and CEO of Travel Related Services International from 1998-2000, President of Global Network Services from 1997 to 1998, Senior Vice President of Travel Related Services Quality, Global Reengineering and Strategy from 1993-1997, and Executive Vice President and Chief Financial Officer of Business Related Services (then a part of American Express) from 1989-1993.

Other Experience

- Member, Business Roundtable
- Advisory Board Member, March of Dimes
- Former Director, American Council of Life Insurers
- Former Director, Financial Services Roundtable

Education

- Masters of Business Administration, New York University
- Bachelor of Arts, Accounting and Economics, New York University
- Financial Industry Regulatory Authority certifications

Relevant Skills and Qualifications

- Global businesses with large scale operations
- Financial services industry experience
- Public company executive leadership
- Long-term strategic planning
- Executive and risk management expertise
- Large scale acquisitions

Dianne Neal Blix

Biography

Ms. Blix was a director of Lillard, Inc., a tobacco company, from January 2011 to June 2015. She served an executive vice president and chief financial officer of Reynolds American Inc. from July 2004 until her retirement in December 2007. Prior to that, she had served as executive vice president and chief financial officer of R.J. REYNOLDS TOBACCO HOLDING, INC. from July 2003 to June 2004. She also served in various roles of increasing responsibility with Reynolds American Inc. and its subsidiaries beginning in 1988.

Other Experience

- Chair, National Sports Media Association
- Trustee and vice chair, Reynolds House Museum of American Art
- Former director, LandAmerica Financial Group, Inc.
- Former director, Mediatech Technologies, Inc.
- Former director, Southern Community Bank and Trust

Education

- Masters of Business Administration and Bachelor of Science, University of North Carolina at Greensboro

Relevant Skills and Qualifications

- Public company financial operations and controls
- Merger and acquisition activity
- Expense management
- Regulatory relations
- Communications to investors

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ARCONIC CORPORATION

DIRECTORS

Our directors represent a range of backgrounds and overall experience. Biographical information and committee memberships as of the date of this proxy statement, including the specific experience, qualifications and skills of each of our directors is included below.

William F. Austen

Director Since 2020
 Age: 62
 Retired President and CEO, Bemis Company, Inc.

Committees: Audit and Finance; Compensation and Benefits (Chair)

Career Highlights and Qualifications

Mr. Austen retired in June 2019 as the President, Chief Executive Officer and member of the Board of Directors for Bemis Company, Inc., a global flexible packaging company, where he had served since August 2014. From 2004 to August 2014, Mr. Austen served in various leadership roles at Bemis Company, including as Executive Vice President and Chief Operating Officer, Group President and Vice President, Operations. Mr. Austen also served as President and Chief Executive Officer of Morgan Adhesive Company from 2000 to 2004. From 1980 to 2000, Mr. Austen held various positions with General Electric Company, culminating in General Manager of the Switch Gear Business.

Attributes and Skills

Mr. Austen brings a broad strategic perspective with experience in business strategy, mergers, acquisitions and business integration. He is a talented leader in global manufacturing and operations and his experience will assist Arconic Corporation in pursuing its strategic plans as an independent publicly-traded company.

Other Public Directorships

Arrow Electronics (ARW) and Tennant Company (TNC)

Christopher L. Ayers

Director Since 2020
 Age: 54
 Retired President and CEO of WireCo WorldGroup, Inc.

Committees: Audit and Finance

Career Highlights and Qualifications

Mr. Ayers served as the President and Chief Executive Officer of WireCo WorldGroup, Inc., a leading producer of specialty steel wire ropes and high-performance synthetic ropes from July 2013 through January 2017. Prior to WireCo, from May 2011 to May 2013, Mr. Ayers served as Executive Vice President of Alcoa Inc. and President of Alcoa's Global Primary Products Group. Mr. Ayers joined Alcoa in February 2010 as the Chief Operating Officer of the Company's Cast, Forged and Extruded Products businesses. From 1999 to 2008, Mr. Ayers held several executive positions at Precision Castparts Corporation (PCC), a manufacturer of metal components and products. In 2006, he was appointed PCC Executive Vice President and President of the PCC Forging Division. Mr. Ayers began his career at Pratt & Whitney, the aircraft engine division of United Technologies Corporation.

Attributes and Skills

Mr. Ayers' management and executive experience in the specialty materials industry, with a strong focus on aerospace markets, offers valuable strategic and operational insights.

Other Public Directorships

Universal Staircase and Alloy Products, Inc. (USAP)

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Director Nominees

ARMADA HOFFLER PROPERTIES, INC.

Proposal 1: Election of Directors

Our Board is currently comprised of nine directors, all of whom have terms expiring at the Annual Meeting. The nine nominees below, all of whom are currently serving as directors of the Company, have been nominated by our Board for re-election to serve as directors for one-year terms until the 2022 annual meeting of stockholders and until their successors are duly elected and qualify. Based on its review of the relationships between the director nominees and the Company, our Board has affirmatively determined that the following directors are "independent" directors under the rules of the NYSE and under applicable rules of the Securities and Exchange Commission (the "SEC"): Messrs. Eva S. Hardy and Dorothy McAuliffe and Messrs. George F. Allen, James A. Carroll, James C. Cherny and John W. Snow.

The Board knows of no reason why any nominee would be unable to serve as a director. If any nominee is unavailable for election or service, the Board may designate a substitute nominee and the persons designated as proxy holders on the proxy card will vote for the substitute nominee recommended by the Board. Under these circumstances, the Board may also, as permitted by our amended and restated bylaws, decrease the size of our Board of Directors.

Nominees for Election for a One-Year Term Expiring at the 2022 Annual Meeting

The following table sets forth the name and age of each nominee for director, indicating all positions and offices with us currently held by the director.

Name	Age ⁽¹⁾	Title	Director Since
George F. Allen	69	Independent Director	2013
James A. Carroll	53	Independent Director	2013
James C. Cherny	70	Lead Independent Director	2013
Louis S. Hadad	63	President, Chief Executive Officer, Vice Chairman of the Board of Directors	2013
Eva S. Hardy	76	Independent Director	2015
Daniel A. Hoffler	72	Executive Chairman of the Board of Directors	2013
A. Russell Kirk	73	Director	2013
Dorothy S. McAuliffe	58	Independent Director	2019
John W. Snow	81	Independent Director	2013

⁽¹⁾ Age as of April 23, 2021.

Set forth below are descriptions of the backgrounds and principal occupations of each of our directors, and the period during which he or she has served as a director.

ASANA, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Nominees for Director



Sydney Carey has served as a member of our Board of Directors since July 2019.

Since November 2018, Ms. Carey has served as the Chief Financial Officer of Sumo Logic Inc., a data analytics company. From December 2017 to October 2018, Ms. Carey served as the Chief Financial Officer for Duo Security, Inc., a software security company. From June 2016 to December 2017, she served as the Chief Financial Officer of Apttus Corporation, a business-to-business software company. From February 2015 to June 2016, she served as the Chief Financial Officer of Zscaler, Inc., an information security company, and from April 2013 to February 2015, she served as the Chief Financial Officer of MongoDB Inc., a software company. Ms. Carey has served on the board of directors of Lead Edge Growth Opportunities, Ltd., a special purpose acquisition vehicle, since March 2021, and previously served as a member of the board of directors of Bazaarvoice, Inc. from April 2012 to September 2017, and Proofpoint, Inc. from January 2014 to March 2015. Ms. Carey holds a B.A. in economics from Stanford University.

WE BELIEVE THAT MS. CAREY IS QUALIFIED TO SERVE AS A MEMBER OF OUR BOARD OF DIRECTORS BECAUSE OF HER EXTENSIVE FINANCE BACKGROUND, INCLUDING SERVICE AS A CHIEF FINANCIAL OFFICER OF SEVERAL COMPANIES, HER EXPERIENCE AS A DIRECTOR OF PUBLIC COMPANIES, AND HER KNOWLEDGE OF OUR INDUSTRY.



Matthew Cohler has served as a member of our Board of Directors since November 2009.

Mr. Cohler has been a Partner at Benchmark Capital, a venture capital firm, since June 2008. Before Benchmark Capital, Mr. Cohler served as the Vice President of Product Management at Facebook, Inc., a social media and networking company, from 2005 to June 2008, and as the Vice President of LinkedIn Corporation, an internet software company, from 2003 to 2005. Mr. Cohler previously served on the boards of directors of Domo, Inc. from July 2011 to March 2019, and Uber Technologies, Inc. from 2017 to July 2019. Mr. Cohler holds a B.A. in music from Yale University.

WE BELIEVE THAT MR. COHLER IS QUALIFIED TO SERVE AS A MEMBER OF OUR BOARD OF DIRECTORS BECAUSE OF HIS EXTENSIVE EXPERIENCE AS AN EXECUTIVE AND BOARD MEMBER OF MANY TECHNOLOGY HIGH GROWTH CONSUMER AND DIGITAL COMPANIES, HIS INVESTMENT EXPERIENCE, AND HIS KNOWLEDGE OF OUR INDUSTRY.

BEST BUY CO., INC.

Director Nominees (Ages and Committee roles as of May 5, 2021)

The biographies of each of the nominees include information regarding the person's service as a director, business experience, public company director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings during the last ten years, if any, and the key experiences, qualifications, attributes or skills that led the Nominating Committee and the Board to determine that the person should serve as a director.

There are no family relationships among the nominees or between any nominee and any director, executive officer or person chosen to become an executive officer. There are also no material proceedings to which any director, officer, affiliate of the Company, any 5% shareholder or any associate is a party adverse to the Company or its subsidiaries or has a material interest adverse to the Company or its subsidiaries.



Corie S. Barry
Age: 46
Director Since: June 2019

Committees:
None

Other Public Company Directorships:
• Domino's Pizza, Inc.

Current Role:
• Chief Executive Officer (2019-present), Best Buy Co., Inc.

Prior Roles:
• Chief Financial Officer (2016-2019) & Strategic Transformation Officer (2018-2019), Best Buy Co., Inc. (2015-2016);
• Chief Strategic Growth Officer & Interim President, Services, Best Buy Co., Inc. (2015-2016);
• Senior Vice President, Domestic Finance, Best Buy Co., Inc. (2013-2015);
• Vice President, Chief Financial Officer & Business Development, Home Business Group, Best Buy Co., Inc. (2012-2013); and
• Vice President, Finance - Home Customer Solutions Group, Best Buy Co., Inc. (2010-2012).

Education: Ms. Barry holds degrees from the College of St. Benedict.

Key Qualifications & Experience:
• **Growth/Transformation Experience:** As Best Buy's Chief Executive Officer and a key member of the Best Buy executive team prior to her CEO appointment, Ms. Barry has played a critical role in the Company's successful Renew Blue transformation and in developing and executing the proven growth strategy in place today. She has led Best Buy's strategic transformation and growth efforts, including the launch of its In-Home Consultation program and its expansion in the health space. Ms. Barry has a demonstrated track record of advocating for and mentoring women in the workplace and in the community through her close involvement with the Company's women's development group, local women's leadership organizations and her alma mater.
• **Finance Expertise:** As Best Buy's Chief Financial Officer from 2016 to 2019, Ms. Barry brings strong financial acumen to the board. She previously served in a variety of financial and operational roles within the Company, including Senior Vice President of Domestic Finance. Prior to joining Best Buy in 1990, she worked at Deloitte & Touche.
• **Knowledge of Best Buy and/or Industry:** As Best Buy's CEO since 2019, Ms. Barry has a deep knowledge of the Company, its business partners and the broader industry in which it competes. She has worked at the Company for over 20 years across a wide variety of roles, both in the field and at the corporate office.

BRISTOW GROUP INC.

PROPOSAL 1

Director Nominees

We have provided information below about our nominees, including their age, citizenship and business experience for at least the past five years, including service on other boards of directors. We have also included information about each nominee's specific attributes, experience or skills that led our Board to conclude that he or she should serve as a director on our Board in light of our business and structure. Unless we specifically note below, no corporation or organization referred to below is a subsidiary or other affiliate of Bristow Group Inc.



Christopher S. Bradshaw
Age: 44
Nationality: American
Board: since 2015

Principal Occupations

BRISTOW GROUP INC.
President and Chief Executive Officer since June 2020
ERA GROUP INC.
President and Chief Executive Officer November 2014 - June 2020
U.S. CAPITAL ADVISORS LLC
(Independent financial advisory firm co-founded by Mr. Bradshaw)
Managing Partner and Chief Financial Officer 2009 - 2014
UBS SECURITIES LLC
Energy investment banker
MORGAN STANLEY & CO.
Energy investment banker
PAINWEBER INCORPORATED
Energy investment banker

Directorships

OTHER LEADERSHIP AND SERVICE
Dress for Success Houston since 2017
Strategic Locations Committee Nominating Committee
The National Ocean Industries Association (NOIA) since 2021
Small Steps Nurturing Center since 2018
Strategic Locations Committee Nominating Committee
The National Ocean Industries Association (NOIA) since 2021

Key Skills and Experience

Senior Leadership | Aviation or Logistics Management | Finance, Accounting or Legal

Director Nominees

CHEWY, INC.

Michael Chang. Mr. Chang currently serves as Partner at BC Partners. Before joining BC Partners in 2009, from 1999 to 2009, Mr. Chang served as Principal of JLL Partners, LLC. Mr. Chang currently serves on the boards of Zest Dental Solutions, Women's Care Enterprises, and PetSmart LLC. Mr. Chang holds a Master of Business Administration degree from the Harvard Business School and a Bachelor of Arts degree in economics from The Wharton School of the University of Pennsylvania. Mr. Chang's individual qualifications and background as a director include his extensive finance expertise and his in-depth knowledge of the consumer retail, industrials, and healthcare sectors.

Kristine Dickson. Ms. Dickson has been Chief Financial Officer and Chief Administrative Officer of Lehman Brothers Holdings Inc. since January 2016. Previously, she served as Chief Administrative Officer from 2012 to 2015. From 2001 to 2012, Ms. Dickson served in roles of increasing responsibility at Willis Towers Watson, including Northeast Regional Financial Officer from 2008 to 2012, Director of Financial Planning & Analysis from 2006 to 2008, and Mergers & Acquisitions from 2001 to 2006. Prior to Willis Towers Watson, Ms. Dickson served in the Mergers & Acquisitions and Telecom Investment Banking groups at Citigroup. Ms. Dickson holds a Bachelor of Science in Computer Systems Engineering from Stanford University. Ms. Dickson's individual qualifications and background as a director include her knowledge of finance, practical mergers and acquisition experience, and her in-depth knowledge of the financial services sector.

James A. Star. Mr. Star currently serves as Executive Chairman and Investment Committee Chair of Longview Asset Management LLC ("Longview"), a multi-strategy investment firm that invests on behalf of individuals, trusts and charitable foundations. From 2003 to 2019, he served as President and Chief Executive Officer of Longview. Since 1994, Mr. Star has also served as Vice President of Henry Crown and Company, a private family office affiliated with Longview. Mr. Star currently serves as a trustee of Equity Commonwealth, a publicly traded REIT (NYSE "EQC"), where he chairs the Nominating and Governance Committee. He is a director of the Atréides Foundation Fund Ltd, V-Square Quantitative Management LLC, and the holding company of Teaching Strategies LLC. From 2016 to 2019, Mr. Star served as a director of Allison Transmissions Holdings Inc. (NYSE "ALSN") and, from 2014 to 2019, he was a director of the holding company of PetSmart LLC. He also serves, or has served, as a director or trustee of pension funds, registered mutual funds, private companies and a private trust company.

Mr. Star holds a Bachelor of Arts degree from Harvard University, a Juris Doctor degree from Yale Law School, and a Master of Management degree from Kellogg Graduate School of Management at Northwestern University. His individual qualifications and background as a director include his extensive finance, business, corporate governance, and ethics and compliance experience, as well as his in-depth knowledge of the animal supplies and consumer services sectors.

Directors Continuing in Office Until the 2023 Annual Meeting

Sharon L. McCollam. Ms. McCollam served as Chief Administrative Officer and Chief Financial Officer at Best Buy Co., Inc. from 2012 to 2016, and continued to serve as a senior advisor through 2017. From 2000 to 2012, she served in roles of increasing responsibility at Williams-Sonoma, Inc., including service as Executive Vice President, Chief Operating and Chief Financial Officer from 2006 to 2012. Prior to Williams-Sonoma, Inc., Ms. McCollam served as Chief Financial Officer of Dole Fresh Vegetables, Inc., a division of the Dole Food Company, Inc. She currently serves on the board of directors and audit committees for three additional publicly traded companies including Advance Auto Parts, Inc. (NYSE "AAP"), Signet Jewelers Ltd. (NYSE "SIG"), and Stitch Fix, Inc. (Nasdaq "SFIX"). She also serves on the boards of three privately held companies, including International Walls, Inc. (WIA/Art.com, Inc.) since 2012, Hallmark Cards, Inc. since 2016 and GetYourGuide AG since 2019. Ms. McCollam previously served on the board of directors for other publicly traded companies including Whole Foods Market, Inc. (Nasdaq "WFM" - no longer listed), OfficeMax Inc. (NYSE "OMX" - no longer listed), Del Monte Foods Company (NYSE "DLM" - no longer listed), and Williams-Sonoma, Inc. (NYSE "WSM"). Ms. McCollam holds a Bachelor of Science degree in accounting from the University of Central Oklahoma and is a certified public accountant. Ms. McCollam's individual qualifications and background as a director include her outside board experience in the retail and e-commerce sectors, her

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CHIPOTLE MEXICAN GRILL, INC.



Albert S. Baldoctchi
Age 67
Director Since 1997

Background: Mr. Baldoctchi has been self-employed since 2000 as a financial consultant and strategic advisor for and investor in, a variety of privately-held finance firms. He holds a Bachelor of Science degree in chemical engineering from the University of California at Berkeley and an MBA from Stanford University.

Qualifications: Mr. Baldoctchi's extensive involvement with restaurant companies for more than 25 years has given him an in-depth knowledge of restaurant company finance, operations and strategy. He also has considerable experience with high-growth companies in the restaurant industry and in other industries, and his experience as a senior investment banker at a number of prominent institutions, including Morgan Stanley, Solomon Brothers and Montgomery Securities, helped him develop solid capabilities in accounting and finance as well.

How i Chipotle: Burrito with white rice, pinto beans, barbacoa, tomatillo-green chili salsa and sour cream, with a side of guacamole and chips.



Matthew A. Carey
Age 56
Director Since 2021

Background: Mr. Carey has served as Executive Vice President and Chief Information Officer of The Home Depot, Inc., a home improvement retailer, since September 2008. From January 2006 through August 2008, he served as Senior Vice President and Chief Technology Officer at eBay Inc., an online commerce platform. Prior to that, Mr. Carey held various positions with Wal-Mart Stores, Inc., a general merchandise retailer, from June 1985 to December 2005, with his final position as Senior Vice President and Chief Technology Officer. Mr. Carey previously served as a member of the Board of Directors of Geacnet Inc. and TransUnion Corp. He received an Associate of Applied Science from Oklahoma State University-Owasso.

Qualifications: Mr. Carey has significant operational and strategic leadership experience and also brings to our Board extensive experience with information technology, cybersecurity and managing a global retail environment.

How i Chipotle: Burrito with 1/2 black beans, 1/2 pinto beans, double chicken, fajita veggies, tomatillo-green chili salsa, cheese and a side of guacamole



Gregg L. Engles
Age 63
Director Since 2020

Background: Mr. Engles is the founder and managing partner of Capital Peak Partners LLC, a capital investment company, since April 2017. Mr. Engles previously served as the Chairman of the Board of Directors and Chief Executive Officer of The WhiteWave Foods Company, a global food and beverage company, from October 2012 until April 2017 when it was acquired by Danone S.A. He previously served as the Chief Executive Officer of Dean Foods Company, a global food and beverage company and former parent company of WhiteWave, from April 1998 until WhiteWave's initial public offering in October 2012. Mr. Engles currently serves on the Board of Directors of Liberty Broadband Corporation and he previously served on the Boards of Directors of Danone S.A., GCI Liberty (until it merged into Liberty Broadband Corporation), Liberty Expedia Holdings, and Dartmouth College. He received a bachelor's degree in Economics from Dartmouth College and Juris Doctorate from Yale University.

Qualifications: Mr. Engles has significant operational, strategic, leadership and Board experience gained through his senior leadership positions at WhiteWave and other large public companies. He provides our Board with executive leadership perspective on the operations and management of public companies, which will assist our Board in evaluating strategic opportunities.

How i Chipotle: Sliced with Carne Asada, cauliflower rice, black bean, fresh tomato salsa, fajita veggies, sour cream, cheese and Chipotle honey vinaigrette dressing.

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CIGNA CORPORATION

CORPORATE GOVERNANCE MATTERS

DAVID M. CORDANI



Background: David Cordani has served as Cigna's Chief Executive Officer since 2009 and as President since 2008. He served as Chief Operating Officer from June 2008 until December 2009. President, Cigna HealthCare from 2005 until 2008 and Senior Vice President, Customer Segments & Marketing, Cigna HealthCare from 2004 until 2005. He has been employed by Cigna since 1991. Mr. Cordani received his Bachelor of Business Administration from Texas A&M University and his Master of Business Administration from the University of Hartford.

Qualifications and Experience: Mr. Cordani has extensive leadership and management experience of a global company, and a track record of strategic execution and performance in a dynamic industry. Mr. Cordani brings a deep understanding of customer engagement and brand building, along with an understanding of data analytics and digital capabilities. Mr. Cordani brings unique perspective and insight into the health service industry and the innovation of health delivery models, and is actively engaged in public policy in furtherance of Cigna's mission.

Age	Director Since	Board/Committee/Executive	Other/Public Company/Boards
55	2009	Executive	General Mills, Inc. (2014-Present)

WILLIAM J. DELANEY



Background: William Delaney served as Chief Executive Officer of Sysco Corporation (Sysco), a food marketing and distribution company, from March 2009 until his retirement in December 2017. Previously, Mr. Delaney served as President of Sysco from March 2010 to January 2016, as Executive Vice President and Chief Financial Officer from July 2007 to October 2009 and held positions of increasing responsibility at Sysco and its subsidiaries for more than 20 years. He received his Bachelor degree from the University of Notre Dame and his Master of Business Administration from the University of Pennsylvania, Wharton Graduate Division.

Qualifications and Experience: Mr. Delaney has significant leadership experience, having led an organization with a global presence. Mr. Delaney has expertise in overseeing accounting, financial operations and financial reporting matters. In addition, he has a strong background in business combinations and restructuring, strategic planning and global technology oversight.

Age	Director Since	Board/Committee/Audit/Corporate Governance	Other/Public Company/Boards
65	2018	Audit/Corporate Governance	Union Pacific Corporation (2018-Present) Sammina Corporation (2018-2019) Expres Scripts Holding Company (2011-2018) Sysco Corporation (2009-2017)

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COEUR MINING, INC.

Robert E. Mellor



Age 77
Director since 1998

Experience: Former Chief Executive Officer and Chairman of the Board of Directors of Moors, Inc. (formerly, Moors Muffler/Brake, Inc.), an auto service provider, serving as a director since June 2017 and as lead independent director from April 2011 to June 2017.

Former Chairman, Chief Executive Officer and President of Building Materials Holding Corporation (distribution, distribution and sales of building materials and component products) from 1987 to January 2010, director from 1991 to January 2010.

Former member of the Board of Directors of CalAtlantic Group, Inc., a national residential home builder, from October 2015 to February 2018, when CalAtlantic was acquired by Lennar Corporation; member of the Board of Directors of The Ryland Group (national home builder, merged with another builder to form CalAtlantic) from 1999 to October 2015.

Former member of the Board of Directors of Stock Building Supply Holdings, Inc., a lumber and building materials distributor, from March 2010 until December 2015 when it merged with another company.

Selected in 2022 as one of the 100 most influential corporate directors by the National Association of Corporate Directors.

Education: Mr. Mellor earned a B.A. in Economics from Westminster College (Missouri) and a Juris Doctor degree from Southern Methodist University School of Law.

Expertise: As the former Chairman and Chief Executive Officer of Building Materials Holding Corporation and current Interim Chief Executive Officer of Moors Inc., Mr. Mellor brings to the Board leadership, risk management, capital industry, talent management, operations, capital markets, mergers & acquisitions and strategic planning experience.

Mr. Mellor also brings to the Board public company board experience through his service on the board of Moors, Inc. and former service with CalAtlantic Group, Inc., The Ryland Group, Inc. and Stock Building Supply Holdings, Inc.

Linda L. Adamany



Age 60
Director since 2013

Experience: Served at BP plc, a multinational oil and gas company, in several capacities from July 1980 until her retirement in August 2007, most recently from April 2007 to August 2007 as a member of the five-person Refining & Marketing Executive Committee responsible for overseeing day-to-day operations and HR management of BP plc's Refining & Marketing segment, a \$65 billion business at the time.

Member of the Board of Directors of Jiffiflex Financial Group Inc. (formerly known as Luaco National Corporation), a diversified holding company engaged in a variety of businesses, since March 2014, and a member of the Board of Directors of Jiffiflex Group Inc., a wholly-owned subsidiary of Jiffiflex Financial Group Inc., since November 2018.

Non-executive director of BlackRock Institutional Trust Company since March 2018.

Former non-executive director of Wood plc, a company that provides project, engineering and technical services to energy and industrial markets, from October 2017 to May 2019.

Non-executive director of Amec Foster Wheeler plc, an engineering, project management and construction company, from October 2012 to October 2017, when Amec was acquired by Wood Group plc.

Former member of the Board of Directors of National Grid plc, an electricity and gas generation, transmission and distribution company, from November 2006 to November 2012.

Selected as one of *Forbes* Inc.'s Magazine's 2018 Most Influential Corporate Directors.

Certified Public Accountant

Education: Ms. Adamany earned a degree in Accounting from John Carroll University (Magna Cum Laude) and has completed executive education studies at Harvard University, University of Cambridge and Tsing Hua University (China).

Expertise: Ms. Adamany brings to the Board leadership, financial and accounting expertise, strategic planning experience, and experience in the extractive resources industry and with critical businesses through her positions with BP plc and project management experience as director of Wood plc and Amec Foster Wheeler plc.

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Director Nominees

DROPBOX, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE (continued)

Nominees for Director

The following provides summary information about each of our director nominees and non-continuing director as of March 15, 2021:

ANDREW W. HOUSTON
AGE: 38
DIRECTOR SINCE: 2007
COMMITTEES: None
CHAIRMAN OF THE BOARD
EXPERIENCE: Mr. Houston is one of our co-founders and has served as a member of our board of directors and our Chief Executive Officer since June 2007. Mr. Houston also currently serves as a member of the board of directors of Facebook, Inc. Mr. Houston holds a B.S. in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology. Mr. Houston was selected to serve on our board of directors because of the perspective and experience he brings as our Chief Executive Officer and as one of our founders.

DONALD W. BLAIR
AGE: 62
DIRECTOR SINCE: 2017
COMMITTEES: Audit (Chair)
LEAD INDEPENDENT DIRECTOR
EXPERIENCE: Mr. Blair has served as a member of our Board of Directors since December 2017. From November 1999 to October 2015, Mr. Blair served as Executive Vice President and Chief Financial Officer for NIKE, Inc. or NIKE, a global footwear and apparel company. Prior to joining NIKE, for fifteen years, Mr. Blair served in a number of senior executive-level corporate and operating unit financial assignments for PepsiCo, Inc. or PepsiCo, a food and beverage company, including Chief Financial Officer for PepsiCo Japan (based in Tokyo) and Pepsi-Cola International & Asia Division (based in Hong Kong). Mr. Blair currently serves as a member of the board of directors for Corning Incorporated, a global manufacturing company. Mr. Blair holds an M.B.A. and a B.S. in Economics from the University of Pennsylvania. Mr. Blair was selected to serve on our Board of Directors because of his extensive financial expertise, and business management and governance experience.

Dropbox, Inc. Proxy Statement and Notice of 2021 Annual Meeting of Stockholders 7

ETSY, INC.

Nominees for Election to a Three-Year Term Expiring at the 2024 Annual Meeting of Stockholders

Gary S. Briggs has served as Chairman of Hawkfish, LLC since September 2019. From August 2013 until his retirement in November 2018, he served as the Vice President and Chief Marketing Officer of Facebook, Inc. Prior to joining Facebook, Mr. Briggs served in various marketing roles at Google, eBay, PayPal, and Pamp. He previously served as a director of LifeLock, Inc. (now to Symantec). He is a member of the board of directors at Petco Health & Wellness Co. Inc. and Afterpay Limited. Gary S. Briggs should serve as a member of our Board because of his significant brand strategy and marketing expertise, and his executive and leadership experience, particularly in technology and e-commerce companies.

Edith W. Cooper served as Executive Vice President, Global Head, Human Capital Management of Goldman Sachs Group, Inc. from March 2008 to December 2017, and, prior to that, she held various leadership positions in Goldman Sachs' Securities Division from 1996 to 2008. Ms. Cooper began her career in derivative sales at Bankers Trust and Morgan Stanley. She currently serves on the board of directors of Slack Technologies, Inc., EQT Corporation and MSD Acquisition Corp., as well as on the board of directors of the Museum of Modern Art and Mt. Sinai Hospital. Edith W. Cooper should serve as a member of our Board due to her extensive expertise in the human resources field, including recruiting, talent development, and executive compensation, as well as her strong financial background.

Melissa Reiff served as Chief Executive Officer of The Container Store Group, Inc. ("TCS"), the nation's originator and leader of the storage and organization category of retail, from July 2016 until her retirement in February 2021. Prior to that, she served as President and Chief Operating Officer of TCS from March 2013 to June 2016, and as President of TCS from early 2006 to February 2013. She has served on the board of directors of TCS since August 2007 and has served as its Chairman since August 2018. Ms. Reiff also currently serves on the board of directors of Cricut, Inc. and on the executive board of Southern Methodist University's Cox School of Business. Ms. Reiff is a sustaining member of the Junior League of Dallas. Melissa Reiff should serve as a member of our Board because of her significant operational experience and her expertise in retail, marketing, and merchandising, and her experience as a CEO and director of a public company.

Directors Continuing in Office Until the 2022 Annual Meeting of Stockholders

Jonathan D. Klein is Co-Founder and Deputy Chairman of Getty Images, Inc., a global digital media company. Mr. Klein has served as a member of the board of directors of Getty Images, Inc. (and its predecessor company Getty Communications) since March 1996 and served as Chief Executive Officer from inception in March 1995 until October 2015. Mr. Klein also serves as a member of the boards of directors of Jumia Technologies (Chairman of the Board) and numerous non-profit organizations, including the Committee to Protect Journalists. Mr. Klein also serves on the board of directors of several private companies, including Squarespace Inc. and Getty Investments. Jonathan D. Klein should serve as a member of our Board due to his extensive experience with e-commerce, in particular marketplaces and digital media companies, and his experience as both a public company CEO and a director of a number of public and private companies.

Margaret M. Smyth has served as the U.S. Chief Financial Officer of National Grid plc, a multinational energy company, since October 2014. Prior to that, Ms. Smyth was Vice President of Finance at ConEdison, Inc. from August 2012 through September 2014. Earlier in her career,

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ROBOT CORPORATION

irobot

Director Nominees

Colin Angle
DIRECTOR SINCE: 1992
AGE: 53
Chairman, CEO and Founder
iRobot Committees: None

Colin M. Angle, a co-founder of iRobot, has served as chairman of the board since October 2008, as chief executive officer since June 1997, and prior to that, as our president since November 1992. He has served as a director since October 1992. Mr. Angle previously worked at the National Aeronautics and Space Administration's Jet Propulsion Laboratory where he participated in the design of the behavior controlled rovers that led to Sojourner exploring Mars in 1997. He is a director of iRobot, Inc., a private company. Mr. Angle holds a B.S. in Electrical Engineering and an M.S. in Computer Science, both from MIT.

Experience and Qualifications
As a co-founder and chief executive officer, Mr. Angle provides a critical contribution to the board of directors with his detailed knowledge of the Company, our employees, our client base, our prospects, the strategic marketplace and our competitors.

Notice of Annual Meeting of Stockholders and iRobot 2021 Proxy Statement 9

Proxy Statement

MONEYGRAM INTERNATIONAL, INC.

12 Board of Directors and Governance

Director Nominees — Qualifications and Background

Antonio O. Garza
Age: 61
Director Since: 2012
Director Qualifications: Mr. Garza has served as Counsel in the Mexico City office of White & Case LLP, an international law firm, since 2009. From 2002 to 2009, Mr. Garza was the U.S. Ambassador to Mexico. Prior to that, Mr. Garza served as chairman of the Texas Railroad Commission, having been elected to that statewide office in 1998. Mr. Garza is a past partner at Bracewell & Patterson LLP (now Bracewell) and served as Secretary of State of the State of Texas and Senior Policy Advisor to the Governor of the State of Texas from 1984 to 1997. Mr. Garza currently serves as a director of Kansas City Southern (NYSE: KCSJ), a publicly-traded railroad company, and Chairman of the Board of Kansas City Southern de Mexico, a subsidiary of Kansas City Southern and as a director of American Technology Acquisition Corp. (NYSE: ATAC), a publicly-traded Cayman Islands exempted company structured as a blank check company for the purpose of entering into a merger, share exchange, asset acquisition, share purchase, recapitalization, reorganization or similar business combination with one or more businesses or entities. He also currently serves as Chairman of Wanovo Ventures, a private management consultant firm with a focus on cross-border business development. Mr. Garza served as a director of Basic Energy Services, Inc. (formerly NYSE: BAS) from 2009 to 2016. Mr. Garza brings to the Board an extensive government and regulatory background and deep experience with international business, especially in Mexico and Latin America. Mr. Garza also has valuable perspective balancing management of initiatives to achieve corporate objectives in highly regulated environments both in the U.S. and Mexico.

Alka Gupta
Age: 51
Director Since: 2021
Director Qualifications: Ms. Gupta was a Co-Founder of and former President at globalID, Inc., a private venture-backed company building a portable and interoperable identity platform leveraging the blockchain, from 2015-2018, where she currently still serves as a director. Prior to that, from 2010 to 2015, she was an executive at eBay, Inc. where she served as Head of Strategy for eBay Marketplaces building new growth strategies in areas such as mobile commerce and cross-border payments. Ms. Gupta earned her M.B.A. from The Wharton School and holds a B.S. degree from Case Western Reserve University.

W. Alexander Holmes
Age: 46
Director Since: 2015
Director Qualifications: Mr. Holmes has served as a director of the Company since December 2015, as CEO of the Company since January 1, 2016 and as Chairman of the Board since February 2, 2018. Prior to that, Mr. Holmes was Executive Vice President, CFO and Chief Operating Officer of the Company from February 2014 to December 2015, and Executive Vice President and CFO from March 2012 to January 2014. He joined the Company in 2009 as Senior Vice President of Corporate Strategy and Investor Relations. From 2003 to 2009, Mr. Holmes served in a variety of positions at First Data Corporation, including Chief of Staff to the Chief Executive Officer, Director of Investor Relations and Senior Vice President of Global Sourcing & Strategic Initiatives. From 2002 to 2003, he managed Western Union's Benelux region from its offices in Amsterdam. Mr. Holmes leads the Company as the CEO and brings to the Board extensive knowledge of the Company and its strategy gained through his demonstrated leadership and performance in all aspects of our business. Through his numerous executive positions at the Company and in other roles in the payment services industry, Mr. Holmes has experience in business operations, finance, international business and strategy development.

BOARD SKILLS KEY

MoneyGram 2021 Notice and Proxy Statement

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Director Nominees

MORGAN STANLEY

CORPORATE GOVERNANCE MATTERS

DIRECTOR NOMINEES

Diversity of Director Nominees*

- 4 female directors
- 3 ethnically diverse directors
- 50% of board is gender or ethnically diverse
- 10 directors who are currently or former CEOs
- 6 directors born outside of the U.S.

* Based on characteristics self-identified by nominees

The Board has nominated the following 14 director nominees for election at the 2021 annual meeting of shareholders. The Board believes that, in totality, the mix of qualifications and the diversity of attributes and skills among the nominees enhances our Board's effectiveness and is aligned with the Company's long-term strategy. Our directors have a combined wealth of leadership experience derived from extensive service guiding large, complex organizations as executive leaders or board members and in government and public policy, and possess a diversity of qualifications, attributes and skills applicable to our business and long-term strategy. The Board stands for election at each annual meeting of shareholders. Each director holds office until his or her successor has been duly elected and qualified or the director's earlier resignation, death or removal.

Each nominee has indicated that he or she will serve if elected. We do not anticipate that any nominee will be unable or unwilling to stand for election, but if that happens, your proxy may be voted for another person nominated by the Board or the Board may reduce the number of directors to be elected. In the biographical information for each director nominee that follows, the ages indicated are as of the date of the annual meeting and all other information is current as of the date of the filing of this proxy statement.

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MODIVCARE INC.

Proposal 1 Election of Directors

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Unless directed otherwise, the persons acting as proxies intend to vote for the election of the listed nominees or, in the event of death, disqualification, refusal or inability of a nominee to serve, for the election of such other person as the Board may recommend in the place of such nominee to fill the vacancy.

The Board unanimously recommends that the stockholders vote "FOR" election of Todd J. Carter, Garth Graham and Frank J. Wright as directors of the Company for the ensuing term.

The following table sets forth certain information with respect to the current directors and the director nominees as of the Record Date:

Name	Age	Class	Term Expires
Todd J. Carter*	57	3	2021
David A. Coulter	73	2	2021
Garth Graham*	47	3	2021
Richard A. Karley	71	1	2022
Leslie V. Nowak	55	2	2023
Stacy Saal	47	1	2022
Rahul Samant	55	2	2023
Christopher S. Shackleton	41	1	2022
Frank J. Wright*	73	3	2021
David E. Greenleaf	56	2	2023

* Director Nominee

The process undertaken by the Nominating and Governance Committee in selecting qualified director candidates is described below under the caption "Corporate Governance—Director Nomination Process—Director Nominee Selection Process." Certain individual qualifications and skills of our directors that contribute to the Board's effectiveness as a whole are described in each director's biography.

DIRECTOR NOMINEES

Todd J. Carter

Director Since: 2016

Board Committees: Compensation Committee Member

Todd J. Carter is Co-President and Chief Executive Officer of GCA Global, a global independent investment banking firm, and serves on the firm's board of directors. He has served in these roles since 2008, and is a co-founder of the firm. Previously, Mr. Carter served as Chairman, President and Chief Executive Officer of Sawian Inc., a global investment banking firm, and Perotus Group, a global asset management and investment banking firm. Prior to 2003, he was President of Robertson Stephens & Company Inc., a global investment banking and asset management firm, and served on the firm's board of directors. Earlier in his career, Mr. Carter was employed by McKinsey & Company and Smith Barney Inc. Additionally, Mr. Carter has served on a number of company, advisory and non-profit boards of directors. Mr. Carter received a bachelor's degree from the University of Texas and a master of business administration degree from Harvard University.

Mr. Carter brings to the Board global investment banking experience, including his service as founder and chief executive officer of a large independent global investment bank, and his extensive financial expertise and experience in the transaction advisory industry, as well as a broad span of expertise in the financial advisory and mergers and acquisitions sectors.

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PARTY CITY HOLDCO INC.

Proposal 1 TO ELECT ELEVEN DIRECTORS

Upon the recommendation of the Nominating and Governance Committee, the Board of Directors has nominated Messrs. Aislinn Collins, Conroy, Creekmuir, Frascotti, Harrison, Matthews and Weston and Misses Dods-Brown, Feiss and Milstone-Shroff to serve as directors. Ms. Klinger will not be standing for re-election at the Annual Meeting. Each nominee has consented to be named in this proxy statement and agreed to continue to serve as a director if elected by the stockholders. If any of them should become unavailable, the Board may designate a substitute nominee. In that case, the Company will provide additional disclosures to stockholders, and the proxy holders named as proxies in the accompanying proxy card will vote for the Board's substitute nominee. Alternatively, the Board may leave the position vacant or reduce the size of the Board of Directors.

The Company seeks nominees with established strong professional reputations, sophistication, business acumen and experience in retail and consumer industries. The Company also seeks nominees with experience in substantive areas that are important to the Company's business such as international operations; accounting, finance and capital structure; strategic planning and leadership of complex organizations; human resources and development practices; strategy and innovation; and digital infrastructure and communications. The Company's nominees hold or have held senior executive positions in large, complex organizations or in businesses related to important substantive areas, and in these positions have also gained experience in core management skills and substantive areas relevant to our business. The nominees also have experience serving on boards of directors and board committees of other organizations, and each of the nominees has an understanding of public company corporate governance practices and trends.

In addition, all of the Company's nominees have prior service on the Party City Board, which has provided them with significant exposure to both our business and the industry in which we compete. The Company believes that all its nominees possess the professional and personal qualifications necessary for board service, and the particularly noteworthy attributes for each director is highlighted in the individual biographies below.

Nominees for Election as Directors

General Information

Below is a summary of the Nominees for election as Director at the Annual Meeting, their ages as of April 12, 2021 and the year they were each first elected to the Board.

Name	Age	Position	Director Since
Norman S. Matthews	88	Non-Executive Chair and Director	2013
Joel Aislinn	51	Director	2020
Steven J. Collins	52	Director	2012
James G. Conroy	51	Director	2019
William S. Creekmuir	65	Director	2016
Sarah Dods-Brown	48	Director	2020
Jennifer Feiss	37	Director	2020
John A. Frascotti	60	Director	2019
James M. Harrison	69	Vice Chair and Director	2012
Michelle Milstone-Shroff	46	Director	2019
Bradley M. Weston	56	Chief Executive Officer and Director	2020

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PITNEY BOWES, INC.

PROPOSAL 1: ELECTION OF DIRECTORS

Robert M. ("Bob") Dutkowsky

Former Executive Chairman, Tech Data, an American multinational distribution company specializing in IT products and services, June 2018 – June 2020 and served as chief executive officer, October 2008 – July 2018. Mr. Dutkowsky previously served on the board of United Way Suncoast, January 2016 – December 2020. Mr. Dutkowsky serves on the board of the Moffitt Research Committee, First Tee of Tampa Bay and the advisory board of the University of South Florida Business School. (Also a director of US Foods, Raymond James Financial and The Hershey Company).

Mr. Dutkowsky, age 66, has broad global business, industry and operational experience, as well as extensive experience in the technology industry from a variety of perspectives. The experiences and skills Mr. Dutkowsky developed as a senior executive at one of the leading technology companies in the world and as the chair and CEO of other technology and software businesses, allow Mr. Dutkowsky to provide value related to finance, management, operations and risk.

Director since: 2018
Committees: Executive Compensation; Governance

Anne Sutherland Fuchs

Consultant to private equity firms. Formerly group president, Growth Brands Division, Digital Ventures, a division of J.C. Penney Company, Inc., a retailer, November 2010 – April 2012. Former chair of the Commission on Women's Issues for New York City, 2002 – 2015. (Also a director of Gartner, Inc.)

Ms. Fuchs, age 73, has experience as a senior executive with operational responsibility within the media and marketing industries, as well as experience as global chief executive officer of a unit of LVMH Moët Hennessy Louis Vuitton. Her experience in the publishing industry includes senior level operational roles at Hearst, Conde Nast, Hachette and CBS. She possesses experience in product development, marketing and branding, international operations, as well as in human resources and executive compensation. Her experience in managing a number of well-known magazines contributes to her knowledge and understanding of businesses closely tied to the marketing industry. Her work for the City of New York has further informed her understanding of government operations and government partnerships with the private sector.

Director since: 2005
Committees: Executive Compensation; Governance

Mary J. Steele Guillole

Chairman, MG Advisors, Inc., a privately owned financial services merger and acquisitions advisory and consulting firm since 2002. From 2000 to 2002, Ms. Guillole was executive vice president and corporate treasurer at JPMorgan Chase & Co. and also served as chief administrative officer of its investment bank. Ms. Guillole is a former partner, CFO and COO of The Beacon Group, L.L.C., a private equity, strategic advisory and wealth management partnership, from 1995 through 2000. Ms. Guillole, a licensed CPA, continues as a partner of The Beacon Group, L.P., a private investment group. (Also a director of The Interpublic Group of Companies, Inc., CH Robinson Worldwide and DUFFY AG. Formerly a director of Valley National Bancorp and Hudson Ltd.)

Ms. Guillole, age 66, brings knowledge and expertise as a financial industry executive and her training as a certified public accountant. Ms. Guillole brings to the board valuable experience and expertise in corporate governance, accounting, risk management and auditing.

Director since: 2018
Committees: Audit; Finance

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Director Nominees

POPULAR, INC.

DIRECTORS AND EXECUTIVE OFFICERS

Nominees for Election as Directors and Other Directors

Information relating to director's participation in Popular's committees, age, principal occupation, business experience during the past five years (including positions held with Popular or its subsidiaries and the period during which each director has served in such capacity), directorships and qualifications is set forth below. All of Popular's directors are also directors of the following subsidiaries of Popular: Banco Popular de Puerto Rico ("BPPR"), Popular North America, Inc. and Popular Bank.

NOMINEES FOR ELECTION CLASS 1 DIRECTORS (TERMS EXPIRING 2021)



ALEJANDRO M. BALLESTER
President, Ballester Hermanos, Inc.

BACKGROUND
President of Ballester Hermanos, Inc. since 2007. Director of the Government Development Bank of Puerto Rico since 2007. Member of the Board of Directors of the Government Development Bank of Puerto Rico.

QUALIFICATIONS
Mr. Ballester has been a member of the Board of Directors of Popular since 2007. He has been a member of the Board of Directors of the Government Development Bank of Puerto Rico since 2007. He has been a member of the Board of Directors of the Government Development Bank of Puerto Rico since 2007.

Independent DIRECTOR SINCE 2010
AGE 54

COMMITTEES
Corporate Governance (Chair)
Audit

Expertise & Skills
Audit

CORPORATE GOVERNANCE DIRECTORS AND EXECUTIVE OFFICERS | 21

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REVLON, INC.

Board Nominees


The following table provides summary information about each Director nominee. Each Director is elected annually by a plurality of the votes cast by the Company's stockholders.

Name	Revolon Director Since	Independent
Ronald O. Perleman (Chairman)	1992	
E. Scott Beattie	2016	
Alan Boritkoff	2003	✓
Kristin Dulan	2017	✓
Cristiana Falcone	2014	✓
Ceci Kurzman	2013	✓
Victor Nichols	2019	✓
Debra Perleman	2015	
Barry F. Schwartz	2007	✓

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SIMPSON MANUFACTURING CO., INC



James Andrasick

Professional Highlights
Mr. Andrasick has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019. He has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019. He has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019.

Former CEO, Mattson Navigation

Age 57
Director Since 2019

Committee Assignments

- Audit & Finance Committee
- Corporate Strategy & Risk
- Acquisition Committee
- Nominating & Governance Committee
- Compensation Committee
- Leadership & Development Committee

Contributions to and Function on the Board
Mr. Andrasick has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019. He has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019. He has been a member of the Board of Directors of Simpson Manufacturing Company, Inc. since 2019.

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SIX FLAGS ENTERTAINMENT CORPORATION

PROXY SUMMARY

- Adopted/updated/committed to related party transaction policy and securities trading policy
- Other significant corporate governance practices include:
 - Wholly Independent Board (except CEO)
 - Independent Chair of the Board
 - Proxy Access for stockholders
 - Annual Election of Directors
 - Stock ownership requirements for Directors and Executive Officers
 - Active stockholder engagement
 - Audit Committee comprised of majority of independent financial experts
 - Regular executive sessions of independent Directors
 - Annual Board and Committee self-evaluations

Director Nominees (page 9)

The Company's Director nominees are highly qualified, proven leaders who provide thoughtful and independent representation to the stockholder interests.

Name	Age	Gender	Direct Since	Independent	Other Public Company Board	Audit	Compensation	Nominating and Governance
Ben Beldane*	58	M	2020	✓	1	SY	☐	☑
Sally Bassou*	64	M	2020	✓	0	☐	☑	☑
Denis M. Clark	63	F	-	✓	1	"E"		"E"
Esti Eggleston Bruce†	50	F	2020	✓	0	SY	☐	☑
Enrique Ramirez*	49	M	2020	✓	0	☐	☑	☑
Ami Rubini	40	M	2020	✓	1		☐	☑
Michael Spano‡	56	M	2018		0		☐	☑

* Audit Committee Financial Expert
 ☐ Audit Committee
 ☑ Compensation Committee
 ☑ Nominating and Corporate Governance Committee
 ☑ Committee Chair
 "E" Beldane is seated at the following: the Board of Directors, the Audit Committee and the Nominating and Corporate Governance Committee.

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Director Nominees

SOUTH JERSEY INDUSTRIES, INC.

Director/Elections/Proposal

The Board of Directors recommends a vote "FOR" each of the following nominees:

Sarah M. Barpoulis



Age 36
Director since 2012
Owner of Inquest
Energy Solutions, LLC
Potomac, MD

Skills and Qualifications

- Director Barpoulis' areas of expertise include corporate governance; enterprise leadership; environmental, social, governance (ESG); financial expertise; risk assessment/management; strategy formation/execution and technical industry.
- Director Barpoulis is a financial expert as defined by the SEC.
- Director Barpoulis is a National Association of Corporate Directors Board Leadership Fellow.

Subsidiary Committees

- Chairman of the Audit Committee
- Nominating & Governance Committee
- Executive Committee
- Strategy & Finance Committee

Since 2020, Ms. Barpoulis has provided asset management and advisory services to the energy sector through Interim Energy Solutions, LLC, a company she founded. Ms. Barpoulis serves on the following boards: Director, Equitrans Midstream Corporation (a publicly traded company) and director, Educare DC, and was previously a director of Semistar Corporation from 2009 to 2019 and Reliant Energy, Inc. from 2004 to 2008. Ms. Barpoulis earned a Bachelor of Science & Engineering in Civil Engineering & OR from Princeton University and a Master of Business Administration from Tuck School of Business at Dartmouth College.

Victor A. Fortkiewicz



Age 59
Director since 2016
Of Counsel, Cullen and
Dykman, LLP
New York, NY

Skills and Qualifications

- Director Fortkiewicz' areas of expertise include corporate governance; enterprise leadership; environmental, social, governance (ESG); governmental and regulatory; strategy formation/execution and technical industry.

Subsidiary Committees

- Chairman of the Strategy & Finance Committee
- ESG Committee
- SIW

- Elizabethan Gas Company Board of Directors
- South Jersey Gas Company Board of Directors

Mr. Fortkiewicz has been Of Counsel, Cullen and Dykman, LLP since October 2011. He served as Executive Director, New Jersey Board of Public Utilities from 2009 to 2010. Mr. Fortkiewicz earned a Bachelor of Science, Cum Laude in Civil & Environmental Engineering from Rutgers University; Master, Civil & Environmental Engineering from Cornell University; and Juris Doctor Law from Seton Hall Law School.

STARWOOD PROPERTY TRUST, INC.

BOARD NOMINEES — WHO WE ARE

The biographical information below summarizes each director's age, term, tenure as a director of the Company, board committee memberships, principal occupation, positions with the Company and business experience, including the experiences, qualifications, skills and attributes that led to the Nominating and Corporate Governance Committee's conclusion that the nominee should stand for election as a director. The information presented below has been confirmed by each nominee for purposes of its inclusion in this Proxy Statement.



RICHARD D. BRONSON

Chairman, The Bronson Companies
Lead Independent Director
Age: 76
Director since 2009

Committee Membership

- Audit Committee
- Compensation Committee (Chair)
- Nominating and Corporate Governance Committee

EXPERIENCE

- Chairman of The Bronson Companies, LLC, a real estate development, investment and advisory company based in Beverly Hills, California (2000 present)
- Former President of New City Development, an affiliate of Hinge Resorts, Development, where he oversees the company's real business initiatives and activities outside of Hinge.
- For over 20 years, he has been involved in the development of myriad commercial properties throughout the United States including the creation of more than 100 real estate projects.

QUALIFICATIONS

Mr. Bronson's experience and knowledge in the real estate industry enable him to provide valuable insight into potential investments and the current state of the commercial real estate market.

OTHER

CURRENT PUBLIC BOARDS

- Starwood Real Estate Income Trust, Inc., a public non-listed real estate investment trust focused on acquiring stabilized, income-oriented commercial real estate and debt secured by commercial real estate in both the U.S. and Europe, in which an affiliate of the Company is a shareholder.
- Innovation Homes Inc., a publicly traded REIT focused on the single-family residential business based in Dallas, Texas

FORMER PUBLIC BOARDS

- Hinge Resorts
- Trio Profile Group, Inc., a homebuilding and design company based in Irvine, California, in which an affiliate of the Company was a shareholder and which, after a 2009 reorganization, became the successor issuer to Trio Profile Homes, Inc.

Miscellaneous

- Serves on the Advisory Board of the Neurosurgery Division at UCLA Medical Center in Los Angeles, where he and his wife, Erin Bronson, were the recipients of the department's 2018 "Visionary Award"
- Served as a Trustee and Vice President of the International Council of Shopping Centers, an association representing more than 70,000 industry professionals in 100 countries
- Former member of the Board of Trustees of The Forman School in Litchfield, CT
- Former Chairman of the Board of Trustees of The Archer School for Girls in Los Angeles, CA

UNION PACIFIC CORPORATION

PROPOSAL NUMBER 1 - Election of Directors

ANDREW H. CARD, JR.



Age: 73
Director since 2006

COMMITTEES

- Compensation & Nominating
- Corporate Governance & Nominating

INDEPENDENT

EXPERIENCE

Former White House Chief of Staff

Mr. Card most recently served as Chairman of the National Endowment for Democracy, from January 2018 to January 2021. He was also interim Chief Executive Officer of the George W. Bush Foundation, from June 2020 to December 2020. Previously, he also served as President of Franklin Pierce University, a private university in Ridge, New Hampshire, from 2015 until 2016, and also previously served as the Executive Director of the Office of the Provost and Vice President for Academic Affairs at Texas A&M University until he became President of Franklin Pierce University. Prior to that, Mr. Card served as Chief of Staff to President George W. Bush under President H. W. Bush as the country's 11th Secretary of Transportation, and Deputy Assistant to the President and Director of Intergovernmental Affairs for President Ronald Reagan. Additionally, Mr. Card previously served as Vice President-Government Relations for General Motors Corporation, and as the President and Chief Executive Officer of the American Automobile Manufacturers Association.

Mr. Card has extensive senior-level experience in the federal government and the transportation industry, as well as invaluable experience in economic and international affairs, due to his roles as Chief of Staff to President George W. Bush under President H. W. Bush as the country's 11th Secretary of Transportation, the Deputy Assistant to the President and Director of Intergovernmental Affairs for President Ronald Reagan; Vice President-Government Relations for General Motors Corporation, one of the world's largest auto manufacturers; and President and Chief Executive Officer of the American Automobile Manufacturers Association.

OTHER PUBLIC DIRECTORSHIPS (within the last 5 years)

- Hyliion Holdings Corp. (Since 2020)
- Draperly Inc. (since 2016)

FORMER

- Lorillard, Inc. (2011-2015)

UNITY BIOTECHNOLOGY, INC.

The following table sets forth, for the Class III nominees (who are currently standing for re-election) and for our other current directors who will continue in office after the Annual Meeting, information with respect to their ages as of April 26, 2021, and position/office held within the Company:

Name	Age	Position/Office Held With the Company	Director Since
<i>Class I Directors whose terms expire at the 2022 Annual Meeting of Stockholders</i>			
Ashwin Ghosh, Ph.D.	57	Chief Executive Officer and Director	2020
Nathaniel E. David, Ph.D. ⁽¹⁾	53	Director	2011
Gilmore O'Neill, M.B. ⁽¹⁾	56	Director	2020
<i>Class II Directors whose terms expire at the 2023 Annual Meeting of Stockholders</i>			
Paul L. Berns ⁽²⁾	54	Director	2018
Graham K. Cooper ⁽²⁾	51	Director	2017
Camille D. Sammel ⁽¹⁾⁽²⁾	49	Director	2015
<i>Class III Directors whose terms expire at the Annual Meeting of Stockholders</i>			
Keith R. Leonard Jr.	59	Chairman and Director	2016
Kristina M. Barow ⁽³⁾⁽⁴⁾	47	Director	2011
Margo R. Roberts, Ph.D. ⁽³⁾⁽⁴⁾	66	Director	2018

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

(3) Member of the Nominating and Corporate Governance Committee.

(4) Member of the Science Committee.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

Nominees for Election to a Three-Year Term Expiring at the 2024 Annual Meeting of Stockholders

Keith R. Leonard Jr. has served as our Chairman since January 2016 and served as our Chief Executive Officer from October 2016 to March 2020. Mr. Leonard was a co-founder of and served as President and Chief Executive Officer of KYTHERA Biopharmaceuticals, Inc. (NASDAQ: KYTH), a biopharmaceutical company from August 2005 until its acquisition by Allergan plc in October 2015. Prior to that, Mr. Leonard held roles of increasing responsibility at Amgen Inc. (NASDAQ: AMGN) from October 1991 to November 2004, including as Senior Vice President and General Manager of Amgen Europe. Mr. Leonard currently serves on the board of directors of Sanofi Laboratories S.L., a biopharmaceutical company and Intuitive Surgical, Inc. (NASDAQ: ISRG), a medical device company. He previously served on the boards of directors of Sierra Biopharmaceuticals, Inc. (NASDAQ: SNNA), a biopharmaceutical company, Aplyx, Inc., a public biotechnology company, Anvar Pharmaceuticals, Inc., a public biopharmaceutical company which was acquired by Pfizer Inc. in 2016, and ARX Therapeutics, Inc., a public biopharmaceutical company. Mr. Leonard was formerly an active duty officer in the United States Navy. Mr. Leonard received a B.S. in Engineering from the University of California, Los Angeles, a B.A. in History from the University of Maryland, an M.S. in Engineering from the University of California, Berkeley, and an M.B.A. from the Anderson School of Management at the University of California, Los Angeles. We believe that Mr. Leonard is qualified to serve on our board of directors due to his extensive executive management and leadership experience in the life science industry, as well as experience as a director of public companies.

Kristina M. Barow has served as a member of our board of directors since its inception in November 2011. Ms. Barow has served as Managing Director of ARCH Venture Partners since November 2011 and previously held roles of increasing responsibility at ARCH from August 2002 to November 2011. Ms. Barow currently serves on the boards of directors of several biopharmaceutical and biotechnology companies, including Beam Therapeutics (NASDAQ: BEAM), Vivace Therapeutics, Inc. (NASDAQ: VIVT), Cosmos Bio (NASDAQ: GOSB), Metacrine (NASDAQ: MTCR), Scholar Rock (NASDAQ: SRRA), Roundfish Bio, Antibody Therapeutics, ROME Therapeutics, Berogen, and AgBiome. She previously was a co-founder and member of the board of directors of Receptos (NASDAQ: RCTP - acquired by Celgene) and was a Director of VIR Biotechnology (NASDAQ: VIR), Epimun Bio and BlackThorn

Director Nominees

VIRGIN GALACTIC HOLDINGS, INC.

Proposal No. 1: Election of Directors

Board Size and Structure

Our certificate of incorporation as currently in effect ("Certificate of Incorporation") provides that the number of directors shall be established from time to time by our Board of Directors. Our Board of Directors has fixed the number of directors at nine, and we currently have nine directors serving on the Board.







Our Certificate of Incorporation provides that all of our directors stand for reelection annually at the annual meeting of stockholders, provided that the term of each director will continue until the election and qualification of his or her successor and is subject to his or her earlier death, resignation or removal. Generally, vacancies or newly created directorships on the Board will be filled only by vote of a majority of the directors then in office and will not be filled by the stockholders, unless the Board determines by resolution that any such vacancy or newly created directorship will be filled by the stockholders. A director appointed by the Board to fill a vacancy will hold office until our next annual meeting of stockholders, subject to the election and qualification of his or her successor or until his or her earlier death, resignation or removal.

Information About Board Nominees

The following pages contain certain biographical information as of July 13, 2021 for each nominee for director, including all positions held, the principal occupation and business experience for the past five years and the names of other publicly-held companies of which the nominee currently serves as a director or has served as a director during the past five years.

We believe that all of our nominees: display personal and professional integrity; satisfactory levels of education and/or business experience; broad-based business acumen, an appropriate level of understanding of our business and its industry and other industries relevant to our business; the ability and willingness to devote adequate time to the work of our Board of Directors and its committees; skills and personality that complement those of our other directors that help build a board that is effective, collegial and responsive to the needs of our Company; strategic thinking and a willingness to share ideas; a diversity of experiences, expertise and background; and the ability to represent the interests of all of our stockholders. The information presented below regarding each nominee also sets forth specific experience, qualifications, attributes and skills that led our Board of Directors to the conclusion that such individual should serve as a director in light of our business and structure.

Board Nominees

 Channah Palihapitaya	 Michael Colglazier
 Wanda Austin	 Adam Bain
 Tina Jonas	 Craig Kreeger
 Evan Lovell	 George Mattson
 W. Gilbert Gill West	


VIRGIN GALACTIC HOLDINGS, INC. 2021 PROXY STATEMENT 11

6 pages in section

WINNEBAGO INDUSTRIES INC.

Nominees for Class III Director to be Elected to Serve Until the Annual Meeting Following Fiscal 2023:

Sara E. Armbruster




Age: 49
Director Since: 2019

Committees:
Finance
Human Resources

Skills and Qualifications:
Digital Transformation, Innovation/Technology, Strategy, Operational Expertise, Brand Management, Product Management

William C. Fisher



Age: 65
Director Since: 2015

Committees:
Audit
Nominating and Governance (Chair)

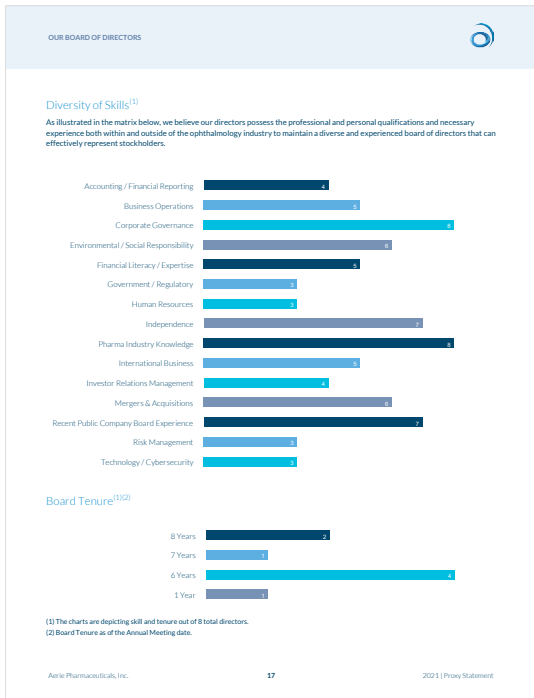
Skills and Qualifications:
Executive Leadership, Corporate Governance, Dealer Channel Management, Digital Transformation, Cyber Security, Technology Systems, Business Operations/Quality, Customer Service, Strategy

WINNEBAGO | Proxy Statement for 2020 Annual Meeting 3

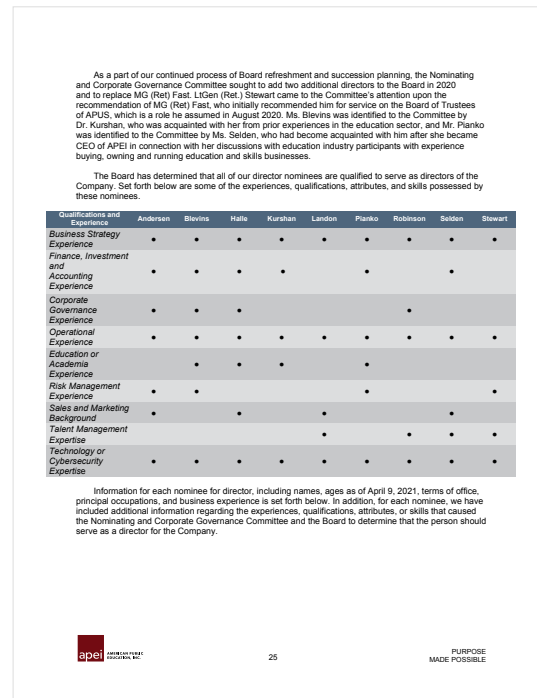
Board Committee Skill Grids

Grids are a useful way to provide detailed information about committee memberships and relevant experience in a more visual way, making it easier for your reader to compare individual committee member's skills.

AERIE PHARMACEUTICALS, INC.



AMERICAN PUBLIC EDUCATION, INC.



ARCONIC CORPORATION

Director	Name	Age	Since	Independent	AC	CC	GNC	Skills and Experience
	William F. Austen	62	2020	Yes	•	•	•	•
	Christopher L. Ayers	54	2020	Yes	•	•	•	•
	Margaret S. Billson	59	2020	Yes	•	•	•	•
	Jacques Crozierere	66	2020	Yes	•	•	•	•
	Elmer L. Ditty	66	2020	No	•	•	•	•
	Carol S. Elcher	62	2020	Yes	•	•	•	•
	Frederick A. Henderson	62	2020	Yes	•	•	•	•
	Timothy D. Myers	55	2020	No	•	•	•	•
	E. Stanley O'Neal	69	2020	Yes	•	•	•	•
	Jeffrey Skelliff	51	2020	Yes	•	•	•	•

Legend:
 • Chairman
 • Member
 AC: Audit and Finance Committee
 CC: Compensation and Benefits Committee
 GNC: Governance and Nominating Committee
 Executive Management and Leadership
 Public Company Knowledge
 Financial Accounting or Expertise
 International Business/Strategy/M&A
 Industry Knowledge
 Sales and Marketing
 Talent Management
 Operations
 Technology/Information Security and Cybersecurity

Where to find additional information. For more information regarding our Environmental, Social and Governance ("ESG") commitment, as well as our 2019 Sustainability Report, please visit www.arconic.com/about-us/sustainability or write to Corporate ESG at Arconic Corporation, 201 Isabella Street, Suite 400, Pittsburgh, PA 15212-5872, or e-mail ESG@arconic.com. We expect to release our 2020 Sustainability Report later this year. Our Human Rights Policy, Supplier Standards, Conflict Minerals Policy and other corporate policies are available on our website at www.arconic.com/governance-and-policies.

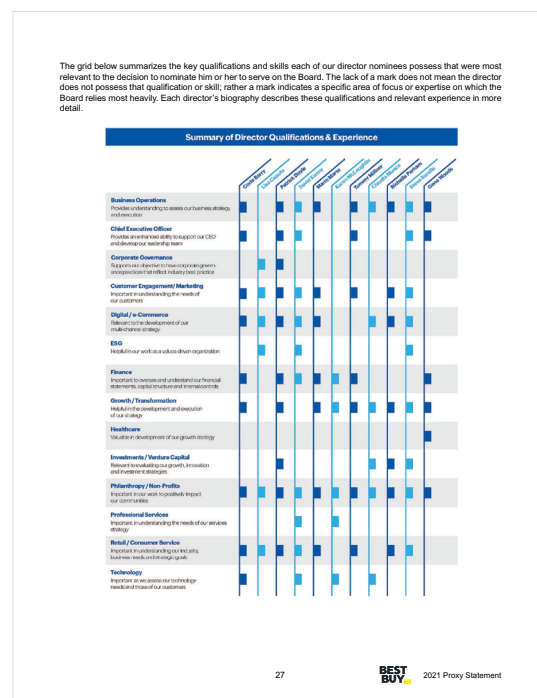
In addition, a number of our corporate governance policies and other materials, including our Corporate Governance Guidelines, Committee Charters, Code of Conduct, and Director and Officer Stock Ownership Policy, are available on our website at www.arconic.com/governance-and-policies.

Copies of any of these documents may be obtained at no charge by sending a request to Arconic Corporation, Corporate Secretary, 201 Isabella Street, Suite 400, Pittsburgh, PA 15212-5872 or email: CorporateSecretary@arconic.com.

Information on our website is not, and will not be deemed to be, a part of this proxy statement or incorporated into any of our other filings with the SEC.

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BEST BUY CO., INC.

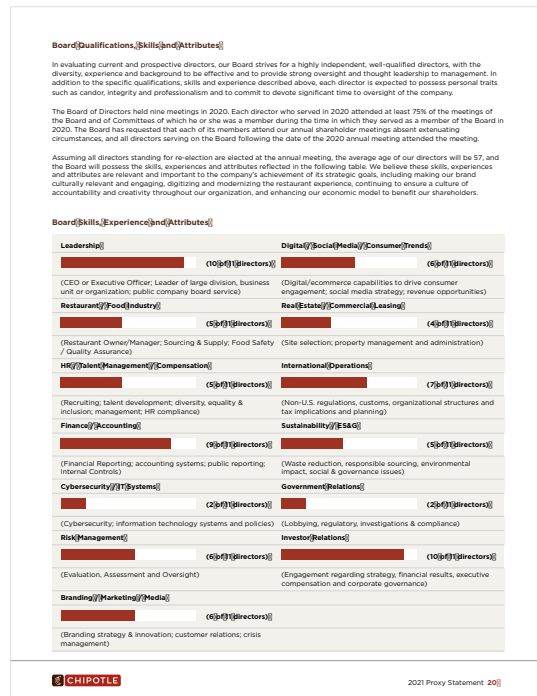


Board Committee Skill Grids

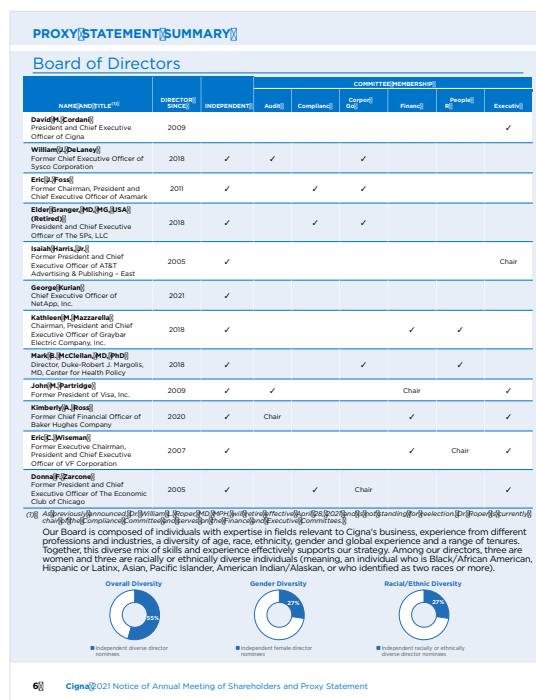
BRISTOW GROUP INC.



CHIPOTLE MEXICAN GRILL, INC.



CIGNA CORPORATION



COEUR MINING, INC.



Board Committee Skill Grids

ENSTAR GROUP LIMITED

CORPORATE GOVERNANCE

	Extensive Insurance Industry Experience	Risk Management	Finance and Accounting	Investment	Strategy	Corporate Governance	Regulatory and Government	Business Operations and Technology
Robert Campbell								
Rick Becker								
James Carey								
Susan L. Cross								
Heidi-Peter Gerhardt								
Myron Hendry								
Paul O'Shea								
Hitesh Patel								
Osmic Silvestro								
Paul Winslow								

Shareholder Recommendations

In accordance with its charter the Nominating and Governance Committee will consider director candidates submitted by shareholders. Shareholders may recommend candidates to serve as directors by submitting a written notice to the Nominating and Governance Committee at Enstar Group Limited, P.O. Box HM 2267, Windsor Place, 3rd Floor, 22 Queen Street, Hamilton, HM JX, Bermuda. Shareholder recommendations must be accompanied by sufficient information to assess the candidate's qualifications and contain the candidate's consent to serve as director if elected. Shareholder nominees will be evaluated by the Nominating and Governance Committee in the same manner as nominees it selects itself.

CODE OF CONDUCT

We have adopted a Code of Conduct that applies to all of our directors and employees, including all senior executives and financial officers. A copy of our Code of Conduct is available on our website at <http://www.enstar.com/proxy-statement-governance> by clicking on "Code of Conduct."

In addition, any shareholder may receive a copy of the Code of Conduct or any of our committee charters in print, without charge, by contacting Investor Relations at Enstar Group Limited, P.O. Box HM 2267, Windsor Place, 3rd Floor, 22 Queen Street, Hamilton HM JX, Bermuda. We intend to post any amendments to our Code of Conduct on our website. In addition, we intend to disclose any waiver of a provision of the Code of Conduct that applies to our senior executives and financial officers by posting such information on our website or by filing a Form 8-K with the SEC within the prescribed time period. No such waivers currently exist.

Enstar Group Limited / 21 / 2021 Proxy Statement

FACEBOOK, INC.

our compensation, nominating & governance committee considers director tenure in connection with evaluating current directors for nomination for re-election.

BOARD COMPOSITION

Our board of directors believes that its composition appropriately reflects the knowledge, experience, skills, diversity, and other characteristics required to fulfill its duties. The following tables provide information regarding the diversity, age, and tenure of our nominees for election at the Annual Meeting:

Board diversity*

56%
Non-Diverse

*Based on gender, ethnicity, and/or LGBTQ+ status

Gender diversity

44%
Men

Age distribution

53
Average Age

30s 40s 50s 60s 70s

Tenure

6.75
Average Tenure

0-5 6-10 11-15 16+

The current director nominees have diverse backgrounds and perspectives that enable them to provide valuable guidance on both strategic and operational issues. Our nominees have extensive leadership and compliance experience, as well as corporate governance expertise arising from service on other boards of directors. Many of our nominees have global business experience, including through service as CEO or in other senior corporate leadership positions involving management of complex operations, business challenges, risks, and growth. Several nominees have experience with technology or product innovation and development, entrepreneurship, and the dynamics of our industry. Other nominees have significant public sector experience from serving in high-level government positions, including experience with significant regulatory and public policy issues. Our nominees also have a demonstrated sense of social mission, having contributed to social causes through nonprofit organizations and/or philanthropy. Our board of directors benefits from these qualifications, as well as the perspectives of nominees with in-depth knowledge of our company through their service as executive officers. The skills and qualifications of our director nominees are more fully described below.

DIRECTOR SKILLS AND QUALIFICATIONS

Peggy Alford

- Global business, leadership, and compliance experience in both operational and financial oversight roles, as well as experience with technology, product development, and the dynamics of our industry, as Executive Vice President, Global Sales at PayPal Holdings, Inc. and through prior service in senior leadership positions at PayPal, eBay Inc., and Rent.com, an eBay company
- Outside board experience as a director of The Research Company

Marc L. Andressen

- Finance and investment expertise, as well as experience with technology and the dynamics of our industry, as co-founder and General Partner of Andressen Horowitz
- Extensive leadership, business, technology, and entrepreneurship experience through prior service as co-founder and Chairman of the board of directors of Opower, Inc. (formerly known as Loudcloud Inc.), Chief Technology Officer of America Online, Inc., and co-founder of and service in senior leadership positions at Netscape Communications Corporation, including as Chief Technology Officer and Executive Vice President of Products
- Outside board experience as a director of Coinbase Global, Inc. and numerous private companies, as well as prior service as a director of eBay Inc., Hewlett-Packard Company, and Hewlett-Packard Enterprise Company

Andrew W. Houston

- Extensive leadership, entrepreneurship, business, technology, and product innovation and development experience, as well as experience with the dynamics of our industry, as Chief Executive Officer of Dropbox, Inc.
- Outside board experience as Chairman of the board of directors of Dropbox

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FACEBOOK

ROBOT CORPORATION

robot

Board of Directors

Over the past six years we have added six independent directors who have further diversified the board in terms of experience, expertise, geographical residency and understanding, and gender. In particular, these new directors have brought relevant, complementary skill sets and insights in disciplines that span global branding, strategic software development, cloud infrastructure, data analytics, consumer business and finance, all of which are critical to our strategy. We continually evaluate our board member skills for alignment with our strategic goals. The following matrix summarizes our directors' skills that are critical to our success.

Board Members	Skills Matrix										
	Public Co. Leadership Experience	Public Co. Board Experience	Finance and Capital Management	Human Resources	Global Operations	Consumer Products	Consumer Technology	Cloud Infrastructure	Software/ SaaS	Smart Home	Robotics Diversity
Colin Angle	X	X	X	X	X	X	X	X	X	X	X
Mohamad Ali	X	X	X	X	X	X	X	X	X	X	X
Michael Bell	X	X	X	X	X	X	X	X	X	X	X
Dorosh G. Elinger	X	X	X	X	X	X	X	X	X	X	X
Elise Finney	X	X	X	X	X	X	X	X	X	X	X
Bary-Bin Koo	X	X	X	X	X	X	X	X	X	X	X
Tan Menon	X	X	X	X	X	X	X	X	X	X	X
Andrew Miller	X	X	X	X	X	X	X	X	X	X	X
Michelle Stacy	X	X	X	X	X	X	X	X	X	X	X

Board and Governance Information

- 9 Size of Board
- 8 Number of Independent Directors
- 58 Average Age of Directors
- 8 Board Meetings Held in Fiscal 2020
- 5 Average Tenure of Independent Directors (in years)
- Annual Election of Directors*
- Proxy Access
- Majority Voting for Directors
- No Supermajority Voting Requirements*
- Lead Independent Director
- Independent Directors Meet Without Management Present
- Director Stock Ownership Guidelines
- Code of Business Conduct and Ethics for Directors, Officers and Employees
- Director Self-Evaluation Program

* The Company is seeking stockholder approval at the 2021 Annual Meeting to declassify its board of directors and eliminate supermajority voting requirements in its governing documents.

Notice of Annual Meeting of Stockholders and Robot 2021 Proxy Statement

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MORGAN STANLEY

CORPORATE GOVERNANCE MATTERS

DIRECTOR EXPERIENCE, QUALIFICATIONS, ATTRIBUTES AND SKILLS

When the Board nominates directors for election at an annual meeting, it evaluates the experience, qualifications, attributes and skills that an individual director candidate contributes to the tapestry of the Board as a whole to assist the Board in discharging its duties and overseeing the Company's strategy. This evaluation is part of the Nominating and Governance Committee's ongoing Board succession planning processes as well as the Board's annual self-evaluation.

Our Directors' Experience, Qualifications, Attributes and Skills Are Aligned with Company Strategy

The Company believes that an effective board consists of a diverse group of individuals who possess a variety of complementary skills and a range of tenures. The Nominating and Governance Committee and the Board regularly consider these skills in the broader context of the Board's overall composition, with a view toward constituting a board that has the best skill set and experience to oversee the Company's business and the broad set of challenges that it faces and reflects the diversity of the Company's workforce, communities it serves, its customers and other key stakeholders.

Director Experience, Qualifications, Attributes and Skills

	Of 14 nominees
Public Company Governance	13
Public Policy/Sustainability	6
Human Capital Management	11
Technology/Cyber	6
Risk Management	10
Regulatory	7
Finance/Accounting	10
Financial Services	10
International/Global	11
Leadership	14

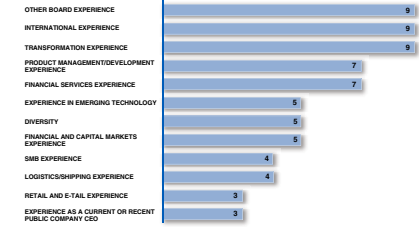
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Board Committee Skill Grids

PITNEY BOWES, INC.

PROPOSAL 1: ELECTION OF DIRECTORS

The graph below depicts the number of directors standing for election providing each of these skills to the board.



When evaluating and recommending new candidates, the Governance Committee assesses the effectiveness of its criteria and considers whether there are any skill gaps that should be addressed and whether the candidates offer a range of skills to the board rather than a single one, as the board believes that a well-rounded individual would provide the most effective contributions to the board.

The board conducts a self-assessment of its effectiveness as well as each of its members annually. Each committee also conducts a self-assessment of its performance annually. The board also periodically hires an

outside advisor to conduct an independent review of how the board functions and to provide feedback based on that review.

Each director brings experience and skills that complement those of the other directors. The board of directors believes that all the directors nominated for election are highly qualified, and have the attributes, skills and experience required for service on the board of directors. Additional information about each director, including biographical information, appears on the following pages.

Nominees for Election

Directors are elected to terms of one year. The board of directors currently has 10 members. Upon determining to fill an open board position, the board considers candidates submitted by outside independent recruiters, directors, members of management and others. Each of the nominees for election at the 2021 annual meeting of stockholders is a current board member and was selected by the board of directors as a nominee in accordance with the recommendation of the Governance Committee. If elected at the 2021 annual meeting of stockholders, each of the nominees would serve until the 2022 annual meeting of stockholders and until his or her

successor is elected and has qualified, or until such director's death, resignation or removal.

Information about each nominee for director as of March 1, 2021, is set forth below.

Should any nominee become unable to accept nomination or election as a director (which is not now anticipated), the persons named in the enclosed proxy will vote for such substitute nominee as may be selected by the board of directors, unless the size of the board is reduced. At the annual meeting, proxies cannot be voted for more than the director nominees.

POPULAR, INC.

2021 BOARD OF DIRECTORS

DIRECTORS' EXPERIENCE AND SKILLS

	CARRION	ADVIZ	BAGLIN	BALLESTER	CARRADY	DIERCKSON	FEBRE	GEORGIN	SPOTO	VENANCE
INTERNATIONAL BUSINESS EXPERIENCE										
TECHNOLOGY, INFORMATION SECURITY AND CYBERSECURITY										
BUSINESS OPERATION EXPERIENCE										
SENIOR MANAGEMENT & LEADERSHIP EXPERIENCE										
PUBLIC COMPANY KNOWLEDGE										
AUDIT AND RISK OVERSIGHT EXPERIENCE										
FINANCIAL SERVICES, INVESTMENT AND M&A										
UNDERSTANDING POPULAR'S MAIN GEOGRAPHIC MARKETS										

Communication with the Board

Any shareholder who desires to contact the Board or any of its members may do so by writing to:

Popular, Inc., Board of Directors (75),
P.O. Box 362708, San Juan, PR 00936-2708

Alternative methods of contact include:
calling toll-free number 866/37-6815 or
electronically through
www.popular.com/ethicspoint-en

Popular's Chief Legal Officer and Secretary reviews all correspondence addressed to the Board or any of its members and provides the Board with copies of all communications that deal with the functions of the Board or its committees, or that otherwise require Board attention. Communications received by the Audit Committee that are not related to accounting or auditing matters may, in its discretion, be forwarded by the Audit Committee or any of its members to other committees of the Board or Popular's management for review.

Where to Find More Information on Governance

Popular maintains a corporate governance section on its website at www.popular.com/en/investor-relationships/ where investors may find copies of our principal governance documents. The corporate governance section of Popular's website contains, among others, the following documents:

- Code of Ethics
- Code of Ethics for Popular Suppliers
- Audit Committee Charter
- Corporate Governance and Nominating Committee Charter
- Talent and Compensation Committee Charter
- Risk Management Committee Charter
- Corporate Governance Guidelines
- Insider Trading Policy

SIMPSON MANUFACTURING CO., INC.

PROXY SUMMARY

The summary of information for Simpson Manufacturing Co., Inc.'s 2021 Annual Meeting of Stockholders is contained in the Proxy Statement and the Proxy Statement is available on our website at www.simpson.com/2021-proxy-statement. The Proxy Statement is also available in printed form upon request to the Secretary of Simpson Manufacturing Co., Inc. at secretary@smpson.com.

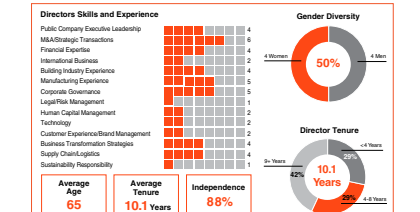
ITEMS TO BE VOTED ON

The Board of Directors has nominated seven candidates for election to the Board of Directors at the 2021 Annual Meeting of Stockholders. The Board of Directors also recommends the election of each of these candidates.

The Board of Directors also recommends the election of each of these candidates. Page 20

Directors Skills and Expertise

The Board of Directors is composed of directors with strong professional reputations and skills and experience in various areas of business and industry. The Board of Directors is also composed of directors with strong international business and public company knowledge. The Board of Directors is also composed of directors with strong financial services, investment and M&A experience. The Board of Directors is also composed of directors with strong public company knowledge and experience. The Board of Directors is also composed of directors with strong international business and public company knowledge. The Board of Directors is also composed of directors with strong financial services, investment and M&A experience. The Board of Directors is also composed of directors with strong public company knowledge and experience.



The summary of information for Simpson Manufacturing Co., Inc.'s 2021 Annual Meeting of Stockholders is contained in the Proxy Statement and the Proxy Statement is available on our website at www.simpson.com/2021-proxy-statement. The Proxy Statement is also available in printed form upon request to the Secretary of Simpson Manufacturing Co., Inc. at secretary@smpson.com.

SIX FLAGS ENTERTAINMENT CORPORATION

PROPOSAL 1: ELECTION OF DIRECTORS

Summary of Director Qualifications and Experience

	Mr. Marston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston	Mr. Heston
Executive Leadership – Chief Executive Officer or other senior executive officer of a large enterprise demonstrating a practical understanding of strategy, risk management, developing talent, and large organization experience												
Customer Insights/Marketing – Experience developing strategies to grow sales and market share and to enhance customer satisfaction and brand reputation, including online and other digital media and platforms												
Strategic Management – Experience in allocation of capital and designing and implementing new initiatives to grow a business and create shareholder value												
Technology Governance – Background working in technology, security, or e-commerce, leading in ability to anticipate technology trends and enhance the Company's operations, efficiency, and innovation												
Data Protection/Cybersecurity – Experience in and an understanding of how to protect customer and other sensitive business information, a topic of the utmost importance to ensure confidence in the Company, especially as it grows its technology												
Finance/Accounting – Experience in and an understanding of financial reporting and accounting processes, including in proficiency in financial management and reporting, capital allocation, and internal controls												
Liquidity & Beverage – Experience leading an enterprise in the liquor or food & beverage industry, valuable in understanding consumer trends, and enhancing operations and brand valuation												
Supply Chain – Expertise in the management of relationships with suppliers to achieve efficient operations and build partnerships to support growth												
Human Capital Management – Experience in organizational management and talent development provides key insights into developing and retaining our full-time and seasonal workforce												
International Business – Experience in business outside the U.S., either through managing international business operations or living and working in another country, helpful in providing insight and perspective to grow the business outside the U.S.												
Corporate Governance – Experience in the corporate governance of an enterprise, including the Company's goals of strong oversight and greater transparency and accountability												
Public Company – Serving as a director of other public company boards, helping ensure the Board understands its responsibilities and enhancing the Board's effectiveness												
Gender	M	M	F	F	M	M	M	M	M	M	M	M
Age	59	64	50	63	49	40	56					
Six Board Tenure	1	1	-1	0	-1	1	1					
Race/Ethnicity												
Black												
White/Caucasian												
Hispanic/Latino												

Board Committee Skill Grids

SOUTH JERSEY INDUSTRIES, INC.

PROPOSAL 1 DIRECTOR ELECTIONS
HIGHLIGHTS OF DIRECTOR NOMINEES

Our Director nominees possess skills and experience aligned to our current and future strategy and business needs. Annual Board evaluations also include an assessment of whether the Board has an appropriate mix of skills, experience and other characteristics.

Mix of Skill Sets		# of Directors
Corporate Governance	Experience in public company corporate governance related issues and best practices	8
Cybersecurity/IT	Experience with technology innovations and/or oversight of cybersecurity programs	3
Enterprise/Leadership	Experience with focusing on organizational outcomes and working on behalf of the whole organization	10
Environmental/Social/Governance (ESG)	Experience with providing oversight of environmental, social and governance strategic initiatives	5
Financial Expertise	Experience as a financial expert and/or as a public company CFO or audit partner	6
Government/and/Regulatory	Experience in interacting with regulators and policymakers and/or working within government agencies	5
Human Resources	Experience with Human Capital Management, Organizational Development and/or Executive Compensation	5
Public/Shareholder Relations	Experience in community affairs, public relations and/or marketing	4
Risk Assessment/Management	Experience with managing organizational (operational), financial and strategic risk	7
Strategy/Execution	Experience in strategic planning and growth and value creation	9
Technical/Industry	Experience in operating a regulated utility business, such as our principal subsidiary, SJL Utilities, Inc.	5

All Director Nominees Have:

- A reputation of high integrity
- An ability to exercise sound judgement

123 South Jersey Industries, Inc. | 2021 Proxy Statement

STARWOOD PROPERTY TRUST, INC.

OUR BOARD

PROPOSAL 1: ELECTION OF DIRECTORS
The Board recommends a vote "FOR" our nominees

The Board, elected annually, reflects our agility, teamwork and drive for excellence. The Board also brings expertise from key sectors, including real estate, technology/digital, finance/investment, law and management. The Board has unanimously proposed each of our current directors, Richard D. Bronson, Jeffrey G. Dishner, Camille J. Douglas, Solomon J. Kumin, Fred Perpall, Fred S. Ridley, Barry S. Sternlicht and Strauss Zelnick, as nominees for election as directors of the Company, each to serve for a one-year term expiring at our 2022 Annual Meeting of Shareholders, and with each elected director holding office until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

The Board recommends a vote FOR the election of each of the nominees for director named above. The experience and qualifications of the nominees are described further in the following table and below:

Experiences/Qualifications	Richard Bronson	Jeffrey Dishner	Camille Douglas	Solomon Kumin	Fred Perpall	Fred Ridley	Barry Sternlicht	Strauss Zelnick
Corporate Governance	<input checked="" type="checkbox"/>				<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Strategy & Operations	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Real Estate	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	
Legal/Regulatory						<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>
Financial/Accounting	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Risk Oversight/Management	<input checked="" type="checkbox"/>			<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
Digital/Technology				<input checked="" type="checkbox"/>				<input checked="" type="checkbox"/>

2 STARWOOD PROPERTY TRUST

STATE STREET CORPORATION

Corporate Governance (cont.) 2021 NOTICE OF MEETING AND PROXY STATEMENT

Director Nominee Skills and Qualifications

Director Nominee	Global Business Perspective	Financial Services	Operational Transformation	Leadership	Risk Management	Cybersecurity, Technology and/or Data Management	Legal & Regulatory Compliance	Environmental & Social Governance	Finance & Accounting	Strategic Development
Marie A. Chaudhry	*	*	*	*	*	*	*	*	*	*
Patrick de Saes-Agnes	*	*	*	*	*	*	*	*	*	*
Amanda C. Fawcett	*	*	*	*	*	*	*	*	*	*
William C. Frada	*	*	*	*	*	*	*	*	*	*
Sara Mathew	*	*	*	*	*	*	*	*	*	*
William L. Mearney	*	*	*	*	*	*	*	*	*	*
Ronald P. O'Heary	*	*	*	*	*	*	*	*	*	*
Sean O'Sullivan	*	*	*	*	*	*	*	*	*	*
Julie A. Purdell	*	*	*	*	*	*	*	*	*	*
John B. Rhee	*	*	*	*	*	*	*	*	*	*
Richard P. Sargel	*	*	*	*	*	*	*	*	*	*
Gregory L. Summa	*	*	*	*	*	*	*	*	*	*

Board Composition Highlights

- Independence: 11 of 12 Director nominees are independent
- Gender or Racially Diverse: 5 of 12 Director nominees are gender or racially diverse
- Director Nominee Tenure: 7 years, 5 years, 4 years

State Street Corporation 7

UNION PACIFIC CORPORATION

PROPOSAL NUMBER 1 - Election of Directors

Below we identify the balance of skills and qualifications each director nominee brings to the Board. The fact that a particular skill or qualification is not designated does not mean the director nominee does not possess that particular attribute. Rather, the skills and qualifications noted below are those reviewed by the Corporate Governance and Nominating Committee and the Board in making nomination decisions and as part of the Board succession planning process. We believe the combination of the skills and qualifications shown below demonstrates how the Board is well-positioned to provide strategic oversight and guidance to management.

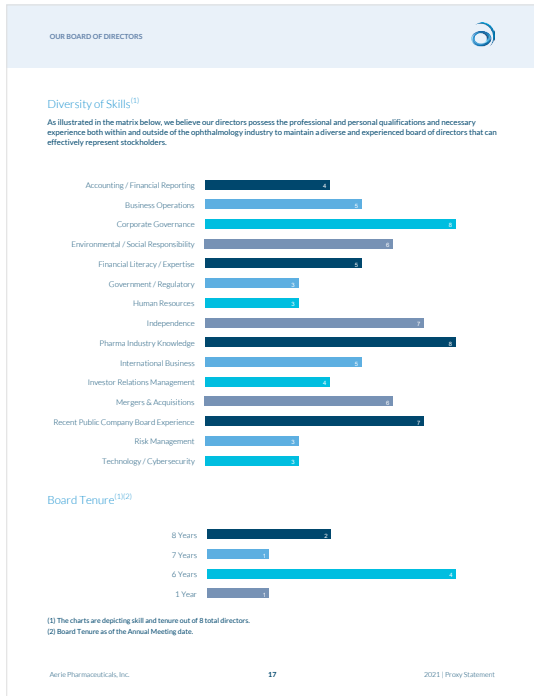
Director Skills and Qualifications	Richard A. Krome	John A. Mendenhall	John J. O'Connell	John D. O'Connell	John J. O'Connell	John J. O'Connell	John J. O'Connell	John J. O'Connell	John J. O'Connell	John J. O'Connell
Economic/Finance — Background in finance, banking, economics, and the securities and financial markets, both domestic and international										5/10
Operations — Knowledge or experience in the transportation industry, particularly the rail industry and rail operations										5/10
Risk Management Experience — Senior executive level experience in risk management, strategic planning or compliance activities										10/10
Customer Perspective — A strong understanding of rail customer perspectives										5/10
Governmental and Regulatory Expertise — Experience in regulatory, political and governmental affairs 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										5/10
Legal — Possesses a law degree or experience in the legal profession										5/10
International/Global Expertise — An international background or global experience given the significant rail interchange operations with Mexican and Canadian rail systems, along with the Company's extensive international marketing efforts										5/10
Wall Street Experience — Background or experience with an investment or brokerage firm, investment banking or similar Wall Street financial expertise										4/10
Technology — Senior executive level or board experience in information technology, cybersecurity, information systems or information technology issues for a public or private entity										2/10
Investor Perspective — A strong understanding of institutional investors										5/10
CEO Experience — Business and strategic management experience gained from prior or current service as a chief executive officer										5/10
Publicly Traded Company Experience — Prior or current service as a CEO or director of other publicly traded companies										10/10
Director nominees with gender or ethnic diversity										4/10
Age (Years)	73	65	70	58	64	69	74	67	63	69.3 Avg. 2021
Tenure (Years of Service)	14	3	7	6	4	5	12	14	12	7.8 Avg. Tenure

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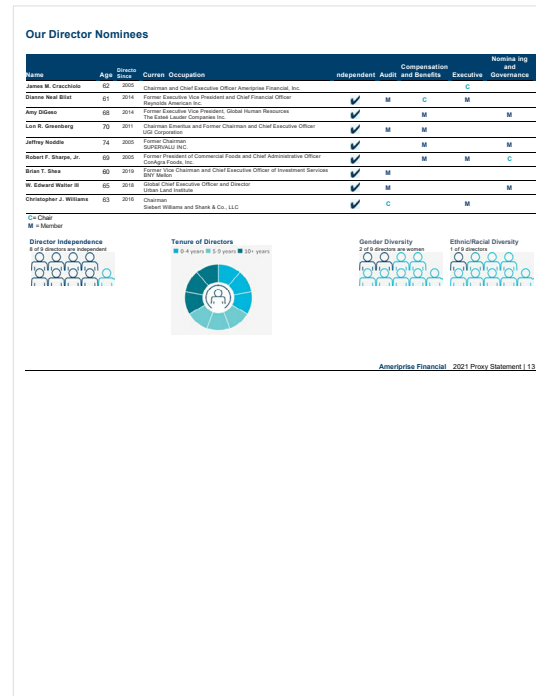
Diversity, Gender, Age & Tenure

Tables or graphs can be used to summarize details about diversity, gender, age and tenure of the directors, making it easier for investors to read at a glance.

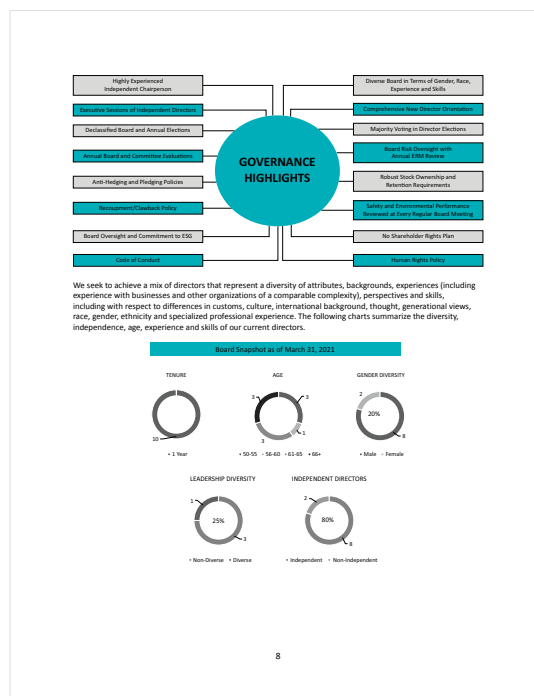
AERIE PHARMACEUTICALS, INC.



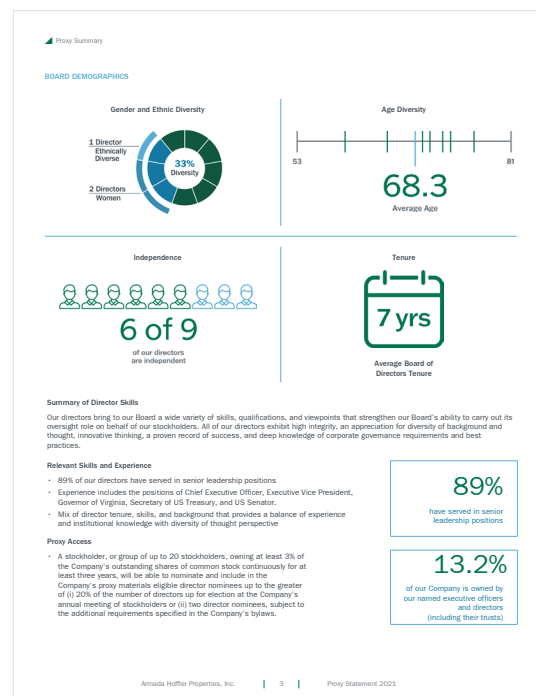
AMERIPRISE FINANCIAL, INC.



ARCONIC CORPORATION



ARMADA HOFFLER PROPERTIES, INC.



Diversity, Gender, Age & Tenure

ASANA, INC.

Diversity, Inclusion, and Belonging

We believe that by creating an environment where diversity can thrive, we are better positioned to achieve our mission. Investing in diversity and inclusion programs helps ensure that every employee at Asana can thrive and feel a sense of belonging. It also enables us to better understand and serve the needs of our diverse customer base.

D&I Policies and Programs. Since establishing a dedicated diversity and inclusion (D&I) role in 2015, we have incorporated D&I into our policies, programs, and educational initiatives at Asana. These activities are aligned under three pillars:

- **Build:** To cultivate a culture that's best for all employees, we start with a strong foundation of support and resources for everyone to be successful. This includes a comprehensive D&I onboarding curriculum for new employees, mandatory harassment training, bias training, and allyship sessions for employees, and inclusive leadership training for managers. We also provide benefits for parents and caregivers, including 16 weeks of paid parental leave and free access to Cleo to support global employees on all paths to parenthood.
- **Recruit:** At Asana, hiring and developing talent from underrepresented groups and backgrounds is a shared responsibility. We focus on dedicated outreach to candidates from underrepresented communities and partner with organizations such as Techqueria, Afrotech, YearUp, and The Marcy Lab School. In 2018, we launched AsanaUP, an apprenticeship program that provides a pathway to technical roles at Asana for individuals from diverse backgrounds. We also implemented the Inclusivity, Diversity, and Equity for Asana Leadership (IDEAL) Interview Policy in 2020 to ensure that, for every leadership role, at least one candidate from an underrepresented group and one non-male candidate is interviewed.
- **Thrive:** Our goal is to create an environment so inclusive that every Asana feels confident about being their best self at work. We foster safe spaces for underrepresented groups and allies at Asana through our Employee Resource Groups: AsanaWomen, Team Rainbow, Gradient, Blackspan, and AsanaPac. We manifest the change we want to see in the world as a regular signatory to Amicus Briefs that support inclusion and equity, including transgender equality, DACA, non-discrimination rights for LGBTQ+ Americans, protection for sanctuary cities in the United States, and reproductive healthcare. We also provide accessible mental health and wellness benefits, from therapy through Modern Health to Amelia mindfulness practices.

ASANA AGAINST RACISM

As an organization, we do not tolerate racism and hate, and we are working to become actively anti-racist. In June 2020, we launched Asana Acts Against Racism, a formalization of our efforts through new and existing programs that exemplify how we want to prioritize an anti-racist culture. This body of work is the culmination of co-creation with Asana employees. Together, we are taking action along three lines: Take Care, Take Responsibility, and Take Action.

DIVERSITY OF EXECUTIVE LEADERSHIP TEAM AND BOARD

In service of our mission, we are working to create a more diverse and inclusive team. To do so, we have rolled out representation goals to all teams and committed to company-wide objectives to support these goals. Of our executive leadership team, 22% identify as female and 53% identify as Asian. Of our seven member Board, three are women, including our Lead Independent Director; one identifies as a member of the Asian American community; and one identifies as a member of the LGBTQ+ community. Our Nominating and Governance Committee works with the Board to determine the desired qualifications, expertise, and characteristics for our Board members, including factors such as business experience, diversity, professional background, education, skill, and other individual qualities and attributes, that contribute to the diverse mix of viewpoints and experience represented on the Board.

Pay Equity. We partner with an outside vendor to conduct a rigorous analysis of pay equity based on gender identity (globally) and race/ethnicity (US) two times a year in conjunction with our regular compensation review cycles. We set aside

Asana 24 2021 Proxy Statement

BEST BUY CO., INC.

returned to shopping in our stores, we instituted a variety of safety procedures to keep our employees and customers safe, including requiring the use of face coverings, requiring employees to complete daily wellness checks and implementing frequent cleaning protocols. We are also limiting the number of customers inside our stores to allow for social distancing.

Environmental Sustainability. We continue our leadership role in addressing climate change. We have achieved significant progress toward our carbon emissions reduction goal of 75% by 2030 (over a 2009 baseline), from both operational reductions and renewable sourcing. In fiscal 2021 we joined other leading companies by signing The Climate Pledge, committing to be carbon neutral across our operations by 2040 – a decade earlier than our previous goal of 2050. We also made our second investment in solar energy that is expected to produce 480,000 MWh of clean electricity per year.

We also have a goal to help our customers reduce carbon emissions by 20% by 2030 (over a 2017 baseline), which we estimate will save them \$5 billion on utility bills by putting greater emphasis on ENERGY STAR® electronics, appliances and other energy saving devices.

We continue to drive the circular economy forward by influencing the sustainable design and material sourcing for products and packaging, providing product repair and trade-ins, responsibly recycling, and reducing waste in our operations and for our customers. In fiscal 2021, we collected more than 161 million pounds of consumer electronics and appliances for recycling in fiscal 2021, bringing our total to more than 2 billion pounds.

Social Impact. We are committed to supporting teens from underinvested communities in building brighter futures through technology, training and mentorship. The primary way we do this is through our network of Best Buy Teen Tech Centers, places where teens can develop critical skills through hands-on activities that explore their interests in a variety of areas, such as software engineering, filmmaking, 3D design and music production. Teens gain exposure to new career possibilities and benefit from positive adult and peer relationships. Together with our partners, we are building a network of at least 100 Best Buy Teen Tech Centers, which we estimate will reach 30,000 teens annually. We accelerated our progress towards this goal by making a \$40 million donation to the Best Buy Foundation in the third quarter of fiscal 2021. We are currently serving teens at 95 Best Buy Teen Tech Centers.

In fiscal 2021, we committed to provide \$44 million by 2025 to expand college preparation and career opportunities for Black, Indigenous and People of Color ("BIPOC") students, including adding 16 scholarships for Historically Black Colleges and Universities students and increasing scholarship funding for Best Buy Teen Tech Center youth. We are a founding member of a public-private partnership helping underinvested communities across the State of Minnesota get access to the Internet and devices to facilitate distance learning as well as critical support services.

Human Rights. We are also committed to respecting and advancing human rights through our alignment with the United Nations Guiding Principles on Business and Human Rights. Further, across all of the products and services we procure, we seek to mitigate risk, enhance the partnership with our suppliers and create value for all stakeholders through our Responsible Supply Chain Program. We are active members of the Responsible Business Alliance, which allows us to partner with many of the brands we sell, including Apple, Intel, Microsoft and Samsung. Collectively, we embrace a common Supplier Code of Conduct and audit methodology that creates business value by improving working and environmental conditions in the supply chain. In fiscal 2021, we expanded our Responsible Supply Chain Program from our private label manufacturing to our branded vendors, starting with a pilot group.

Inclusion and Diversity. We believe in maintaining a supportive and inclusive culture that values everyone's talents, life experiences and backgrounds. In fiscal 2021, we committed to making systemic, permanent changes that address social injustices to improve our Company and our communities.

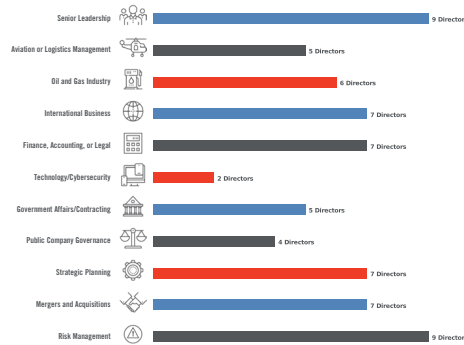
- We are proud of the diversity within our Board of Directors, comprised of 45% female directors and 36% of directors who are People of Color as of March 18, 2021.
- We are committed to filling one out of three new, non-hourly corporate positions with BIPOC (specifically Black, Latinx and Indigenous) employees.
- We are also committed to filling one out of three new, non-hourly field roles with women.
- In the next two years, our Digital and Technology team committed to hiring 1,000 new employees, of which we commit 50% will be BIPOC or female employees.
- We are focused on taking steps to foster inclusion among all employee groups to create parity in retention rates, including transforming the composition of our senior leadership teams to be more in line with our Board of Directors.

21 BEST BUY 2021 Proxy Statement

BRISTOW GROUP INC.

COMMITTEES OF THE BOARD OF DIRECTORS

Key Skills and Experience



Age and Tenure



Bristow Group Inc. 15 2021 Proxy Statement

CHIPOTLE MEXICAN GRILL, INC.

CORPORATE GOVERNANCE (CONT.)

We are also committed to supporting farmers. Since 2019, Chipotle has pledged to help reinvigorate the fading farming industry for future generations. Some of our programs include:

- **Tractor Beverage Co. Partnership - All TRACTOR BEVERAGES** sold by Chipotle help support the U.S. agricultural industry, with 5% of Chipotle's profits from its sale of these beverages being donated to causes that benefit farmers. Funds expand Chipotle's existing farmer programs including long-term contracts, increased local sourcing, scholarships and grants to start, run or grow farming operations, among others.
- **Virtual Farmers Market** - We are supporting farmers in our supply chain by assisting in the development of eCommerce sites within the CHIPOTLE VIRTUAL FARMERS MARKET, an online marketplace where consumers can buy real ingredients online, directly from the brand's suppliers.
- **Young Farmers** - To date, Chipotle and the Chipotle Cultivate Foundation have contributed over \$500,000 to support the next generation of farmers. The brand is EMPOWERING THE INDUSTRY by offering education, scholarships, grants, and three-year contracts to young farmers.
- **Alumniates** - Our ALLIANCE PROJECT 2.0 accelerator program has helped growth stage ventures across the country advance innovative solutions in farming.

People

Chipotle strives to be at the forefront of positively impacting the communities where we live and work. This year we added a Round Up For Real Change feature on our mobile app and chipotle.com that allows customers to round up their bill to the next highest dollar amount, with the extra amount contributed to various organizations whose missions are aligned with Cultivating a Better World. In 2020, nearly \$4.0 million was donated through this feature.

Diversity and inclusion are core to our ethos as a company. In support of our ongoing commitment to building equity and addressing racial injustice, we enabled positive change externally and internally. We pledged \$1.0 million in support of organizations advocating against systemic racism in our society, of which \$500,000 was awarded to the National Urban League and \$250,000 was directed through Community Outreach Grants to 232 local, non-profit organizations that were nominated by our General Managers. We also expanded our listening sessions with employees and supported the formation of a new employee resource group, UNIFIED United Network of Influencers Furthering Inclusion and Ethnic Diversity to learn how we can further evolve as a company and provide equal access to opportunities to all our employees. We are committed to continuing to expand our diversity, equity, and inclusion efforts for both our employees and our communities.

Environment

Environmental sustainability is a key driving force in our mission to Cultivate a Better World. We acknowledge climate change and the risk it poses to our business, and we acknowledge the need for all businesses, including our own, to take responsibility and action towards reducing their carbon impact. We are committed to addressing our contribution to climate change in ways that are consistent with the recommendations of the global climate science community. This includes an intention to set emissions reduction targets for our full carbon footprint, and adopt new initiatives, as well as continue existing initiatives to reduce the carbon intensity of our supply chain. In an effort to increasingly mitigate our climate impact, we have committed to set company-wide emissions targets in line with climate science. Additionally, the Energy Management System that we have installed at over 97% of our locations has avoided over 53,000 metric tons of CO2 emissions since the launch of the system.

Beyond energy efficiency and emissions, we are committed to managing our products' end of life. We are working diligently to divert our restaurants' waste away from landfill. In 2020, we achieved our 50% diversion goal - meaning half of our restaurant waste was diverted away from the landfill via recycling, compost waste to energy and other innovative solutions.

Diversity, Equity and Inclusion

One of our core values is to "foster a culture that values and champions our diversity, while leveraging the individual talents of all team members to grow our business and cultivate a better world." In 2020, we retained an independent DEI consulting firm to assess our company to understand our current state and areas for continued focus. The assessment revealed that our "culture is a strategic differentiator and enabler, that sets Chipotle apart from competitors" and that "the fundamental underpinning of the culture is the organization's values, all of which guide the organization's strategic priorities and delivery of the mission." We are proud of our culture, which champions diversity, ensures equity, and celebrates inclusion. As of December 31, 2020, more than 50% of our U.S.-based employee population is female and approximately 65% of our U.S.-based employee population is comprised of racial and ethnic minorities.

CHIPOTLE 2021 Proxy Statement 32

Diversity, Gender, Age & Tenure

CIGNA CORPORATION

CORPORATE GOVERNANCE MATTERS

COMMITMENT TO BOARD DIVERSITY

The Board remains committed to diversity at the Board level, and the Corporate Governance Committee works to ensure that the Board is composed of individuals with expertise in fields relevant to Cigna's business, experience from different professions and industries, a diversity of age, race, ethnicity, gender and global experience and a range of tenures. Several board leadership positions are held by diverse directors and more than half of our independent director nominees are diverse. Among our directors, three are women and three are racially or ethnically diverse individuals (meaning an individual who is Black/African American, Hispanic or Latinx, Asian, Pacific Islander, American Indian/Alaskan, or who identified as two races or more). Our directors also have diverse backgrounds, with experience gained in corporate, academia, government, public policy and military settings. The Corporate Governance Guidelines require the Corporate Governance Committee, and any search firm it engages, to include women and racially and ethnically diverse candidates in the pool from which the Committee selects director candidates. In addition, the Committee also considers directors with a range of backgrounds and experiences, consistent with our refreshment planning.



OTHER PRACTICES

In addition to working to ensure that the Board is composed of diverse and qualified individuals, the Board has adopted the following governance policies and practices that contribute to a well-functioning Board.

Limit on (Public/Company) Directorships	To ensure directors are able to devote sufficient time and attention to their responsibilities as board members, the Board has established the following limits on outside directorships: <ul style="list-style-type: none"> Directors who also are chief executive officers of public companies may not serve on more than one other public company board in addition to Cigna's Board and the board of their employer (for a total of three public company directorships); and Directors who are not chief executive officers of public companies may serve on no more than four boards of other public companies (for a total of five such directorships). All of our directors are in compliance with these limits on outside directorships.
Change in Director's Principal Position	If there is a change in a director's principal employment position, that director tenders a resignation from the Board to the Corporate Governance Committee. The Committee will then recommend to the Board whether to accept or decline the resignation.
Retirement Age	Our Corporate Governance Guidelines provide that directors are expected to retire by the annual meeting of shareholders coinciding with or following their 72nd birthday. The Board may exercise discretion to waive the expected retirement age in individual cases.
Continuing Education for Director	The Board is regularly updated on Cigna's businesses, strategies, customers, operations and employee matters, as well as external trends and issues that affect the Company. Directors also are encouraged to attend continuing education courses relevant to their service on Cigna's Board. The Corporate Governance Committee oversees the continuing education practices, and the Company is kept apprised of director participation.

COEUR MINING, INC.



Robust Succession Planning

From the operations to the boardroom, we conduct robust succession planning from the bottom to the top of the organization annually, by employing specific talent diagnostics and skill development needs. High potential performers and diversity discussions along with action plans are reviewed with leadership on a quarterly basis. Our Board oversees the recruitment, development and retention of our senior executives. Significant focus is placed on succession planning both for key executive roles and also deeper into the organization. In-depth discussions occur multiple times per year in meetings of the Board, CLD Committee and NCCG, including in executive sessions to foster candid conversations. Directors have regular and direct exposure to senior leadership and high-potential employees during Board and committee meetings and through other informal meetings and events held during the year.

Culture Assessment

We are focused on regular evaluation of our culture. In 2019, we invited all employees to participate in a culture assessment by completing an anonymous survey, and we plan to conduct another assessment in 2021 which will include questions as to how COVID-19 and our response, including remote work for corporate employees, has impacted our culture. Employee participation in 2019 exceeded industry benchmarks and feedback was reviewed by the management team and our Board of Directors. The management team also reviewed the results with employees at each of our operations through facilitated discussions to gain additional insight into the feedback. We developed site-specific action plans to address feedback and monitor progress in the future. The results of the assessment confirmed our belief that we have an ethical, safe and proud workforce and also highlighted areas for improvement. We have developed strategies to address these areas for improvement. Highlights of the survey results demonstrated our safe, ethical and proud culture:

- 93% feel safe performing their jobs
- 92% feel comfortable reporting unsafe conditions or practices
- 91% believe that Coeur is committed to minimizing its impact on the environment
- 90% are proud to work at Coeur

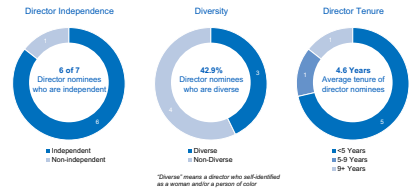
DROPBOX, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business affairs are managed under the direction of our board of directors. As of March 15, 2021, our board of directors consisted of eight directors, seven of whom qualified as "independent" under the listing standards of the NASDAQ Global Select Market ("NASDAQ"). As previously announced, on December 10, 2020, R. Bryan Schreier resigned as a member of the board of directors and Michael Seibel was appointed as a member of the board of directors. Also as previously announced, Condoleezza Rice will not stand for re-election as a director due to her other professional commitments and demands on her time, and her service on our board of directors will end at the Annual Meeting.

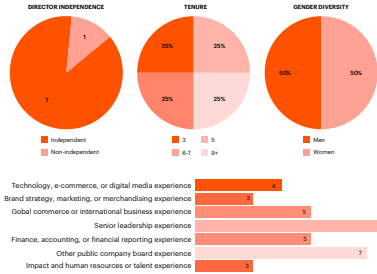
Until the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, we will have a single class of directors who are each elected for one-year terms and until their successors are duly elected and qualified. When the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, we will have a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms. Our directors will be assigned by the then-current board of directors to a class.

In determining the composition of our board, our board of directors and nominating and corporate governance committee are committed to ensuring that our directors maintain effective and independent oversight of our business and that they capably represent the interests of our stockholders. As part of this commitment, our nominating and corporate governance committee considers the diversity of director nominees with respect to gender, race, ethnicity, sexual orientation, gender identity, viewpoints and perspectives, experience, and backgrounds. The following charts provide summary information about our director nominees with respect to independence, diversity, and tenure. For additional information regarding our criteria for evaluating director nominees, see the section titled "Considerations in Evaluating Director Nominees."



ETSY, INC.

DIRECTOR DASHBOARD



In addition to gender diversity as outlined in the above graphic, half of Etsy's Board have self-identified with additional dimensions of diversity. (These were disclosed through a newly implemented optional diversity question included in our 2021 director questionnaire.) This survey captured Board Members' identity or affiliation within the following categories:

- Race/Ethnicity: one director self-identified as Black
- LGBTQ+: one director self-identified as lesbian
- Disability/Differently-abled: one director self-identified as disabled
- Citizenship: two directors self-identified as having dual citizenship - United States plus another country

In 2020, Etsy formalized our already strong commitment to Board diversity. When searching for new directors, the Nominating and Corporate Governance Committee has confirmed in its policies that it will actively seek out diverse candidates to include in the pool from which Board nominees are chosen.

Corporate Governance Strengths

We believe that effective corporate governance does not call for a one-size-fits-all approach. We carefully consider our corporate governance practices to ensure that they are appropriately tailored to our business and promote the long-term interests of our stockholders. For information about our stockholder engagement efforts on the topic of corporate governance, please see "Stockholder Engagement" below.

Highlights of our corporate governance practices include:

- Independent Board Chair
- Fully independent Board, except our CEO

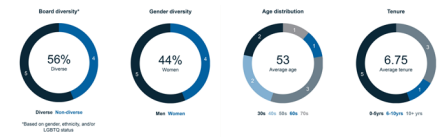
Diversity, Gender, Age & Tenure

FACEBOOK, INC.

our nomination, nominating & governance committee considers director tenure in connection with evaluating current directors for re-election.

BOARD COMPOSITION

Our board of directors believes that its composition appropriately reflects the knowledge, experience, skills, diversity, and other characteristics required to fulfill its duties. The following tables provide information regarding the diversity, age, and tenure of our nominees for election at the Annual Meeting:



The current director nominees have diverse backgrounds and perspectives that enable them to provide valuable guidance on both strategic and operational issues. Our nominees have extensive leadership and compliance experience, as well as corporate governance expertise arising from service on other boards of directors. Many of our nominees have global business experience, including through service as CEO or in other senior corporate leadership positions involving management of complex operations, business challenges, risks, and growth. Several nominees have experience with technology or product innovation and development, entrepreneurship, and the dynamics of our industry. Other nominees have significant public sector experience from serving in high-level government positions, including experience with significant regulatory and public policy issues. Our nominees also have a demonstrated sense of social mission, having contributed to social causes through nonprofit organizations and/or philanthropy. Our board of directors benefits from these qualifications, as well as the perspectives of nominees with in-depth knowledge of our company through their service as executive officers. The skills and qualifications of our director nominees are more fully described below.

DIRECTOR SKILLS AND QUALIFICATIONS

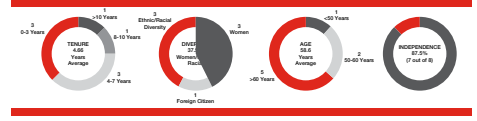
- Pragya Ailford**
 - Global business, leadership, and compliance experience in both operational and financial oversight roles, as well as experience with technology, product development, and the dynamics of our industry, as Executive Vice President, Global Sales at PayPal Holdings, Inc. and through prior service in senior leadership positions at PayPal, eBay Inc., and Rent.com, an eBay company.
 - Outside board experience as a director of The Marathon Company.
- Marc L. Andressen**
 - Finance and investment expertise, as well as experience with technology and the dynamics of our industry, as co-founder and General Partner of Andressen Horowitz.
 - Extensive leadership, business, technology, and entrepreneurship experience through prior service as co-founder and Chairman of the board of directors of Opsware, Inc. (formerly known as Loudcloud Inc.), Chief Technology Officer of America Online, Inc., and co-founder of, and service in senior leadership positions at, Netscape Communications Corporation, including as Chief Technology Officer and Executive Vice President of Products.
 - Outside board experience as a director of Coinbase Global, Inc. and numerous private companies, as well as prior service as a director of eBay Inc., Hewlett-Packard Company, and Hewlett-Packard Enterprise Company.
- Andrew W. Houston**
 - Extensive leadership, entrepreneurship, business, technology, and product innovation and development experience, as well as experience with the dynamics of our industry, as Chief Executive Officer of Dropbox, Inc.
 - Outside board experience as Chairman of the board of directors of Dropbox.

MONEYGRAM INTERNATIONAL, INC.

PROPOSAL 1: ELECTION OF DIRECTORS

The following individuals are nominated as directors for a term expiring at the 2022 Annual Meeting of Stockholders: Ms. Gupta, Ms. Sirocock and Ms. Vaughan and Messrs. Holmes, Loria, Rafferty, and Turner and Arns, Garza. Each of these individuals is currently serving as a director of the Company. Each of the nominees has consented to being named in this proxy statement and to serve as a director if elected. Each nominee elected as a director will continue in office until his or her successor has been elected and qualified or until his or her death, resignation or retirement. If any nominee is unable to serve, proxies will be voted in favor of the remaining nominees and may be voted for another person nominated by the Board. In making its recommendation to the Board for a slate of directors for election by the Company's stockholders, the HRNC considered the criteria described in "Board of Directors and Governance—Director Nominee Criteria and Process" in this proxy statement. The biographies of each of the director nominees below contain information regarding age, the year they first became a director, business experience, other public company directorships held currently or at any time during the last five years, involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the HRNC to determine that they should serve as a director of the Company.

Director Nominees – Snapshot



Board Voting Recommendation

The Board unanimously recommends to the stockholders that they vote "FOR" the election of each director nominee.

PARTY CITY HOLDCO INC.

Corporate Governance

The Nominating and Governance Committee will consider recommendations of director nominees by stockholders so long as such recommendations are sent on a timely basis as set forth in our amended and restated bylaws and as summarized under "Other Information—Annual Meeting Advance Notice Requirements." The Nominating and Governance Committee will evaluate nominees recommended by stockholders against the same criteria that it uses to evaluate other nominees. We did not receive any director nominations by stockholders for the 2021 Annual Meeting.

In September 2020, we entered into a board nomination agreement (the "Board Nomination Agreement") with certain nominating parties (the "Nominating Parties") in connection with refinancing transactions in 2020. Pursuant to the terms of the Board Nomination Agreement, the Nominating Parties have the right to jointly designate one individual to serve on the Board of Directors. The Company has an ongoing obligation to appoint the Nominating Parties' nominee, subject to the nominee meeting the requirements specified in Section 1(f) of the Board Nomination Agreement and being reasonably acceptable to the Nominating and Governance Committee of the Company, until the earlier of (i) August 15, 2025, (ii) the 15.0% senior secured notes due 2025 (the "Notes") are accelerated or otherwise become due prior to August 15, 2025, or (iii) the Board Nomination Agreement

terminates because (x) the Nominating Parties in aggregate hold less than \$40 million in Notes or (y) all Nominating Parties cease to be a Nominating Party by virtue of each Nominating Party no longer holding at least 50% of the Notes as of the date of the Board Nomination Agreement.

In September 2020, Moryl J. Weiss resigned from our Board and, acting upon the recommendation of the Nominating and Governance Committee, the Board increased the size of the Board from ten to eleven directors and the Board appointed Jennifer Pleiss and Joel Aisline to fill the vacancy resulting from Mr. Weiss' resignation and the newly created directorship. In October 2020, acting upon the recommendation of the Nominating and Governance Committee, the Board increased its size from eleven to twelve directors and appointed Sarah Dods-Brown to fill the newly created directorship. Each of Ms. Pleiss and Ms. Dods-Brown was identified following a director search process led by the Nominating and Governance Committee that included review of the mix of specific experience, qualifications and skills of the Company's directors to identify and evaluate potential director appointees. The Nominating and Governance Committee engaged a leading third-party search firm, Seiden Krieger Associates, to assist with the foregoing search process. Mr. Aisline was nominated to the Board by the Nominating Parties pursuant to the Board Nomination Agreement described above.

Board Expertise and Diversity

We seek to have a Board that represents diversity as to experience, gender and ethnicity/race, but we do not have a formal policy with respect to diversity. We also seek a Board that reflects a range of talents, ages, skills, viewpoints, professional

experience, educational background and expertise to provide sound and prudent guidance with respect to our operations and interests.



Corporate Governance Guidelines and Code of Business Conduct and Ethics

The Board has adopted Corporate Governance Guidelines setting forth guidelines and standards with respect to the role and composition of the Board, the functioning of the Board and its committees, the compensation of directors, succession planning and management development, the Board's and its committees' access to independent advisors and other matters. The Nominating and Governance Committee of the Board reviews and

assesses corporate governance developments and recommends to the Board modifications to the Corporate Governance Guidelines as warranted. The Company has also adopted a Corporate Code of Business Conduct and Ethics for its directors, officers and employees. The Corporate Governance Guidelines and Corporate Code of Business Conduct and Ethics are posted on the Company's website at investor.partycity.com under the

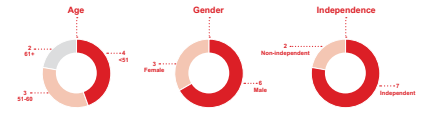
PINTEREST, INC.

Board Diversity

Our board is composed of a diverse group of individuals, with diverse backgrounds, experience and skills relevant to our company. Many of the directors have senior leadership experience at major U.S. and international companies. In these positions, they have also gained experience in areas such as management, financial planning, public company governance, sales and marketing, media and international business. Many of our directors have experience serving on boards and board committees of other public companies, and have an understanding of corporate governance practices and trends and different business processes, challenges and strategies. Further, our directors also have other experience that makes them valuable members of the board, including experience in established or growing technology companies.

The diversity, skills and experiences of our directors as described below, provide us with a diverse range of perspectives and judgment necessary to guide our strategies and monitor their execution.

The following charts reflect the age, gender and independence of the members of our board continuing in office following the annual meeting, assuming the election of all nominees:



The following reflects the experience and expertise of the members of our board continuing in office following the annual meeting, assuming the election of all nominees:



Diversity, Gender, Age & Tenure

POPULAR, INC.

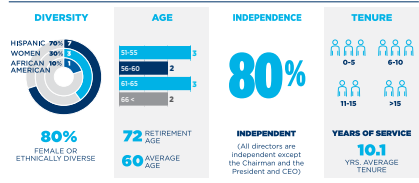
Shareholders who wish to submit nominees for director for consideration by the Corporate Governance and Nominating Committee for election at Popular's 2022 annual meeting of shareholders may do so in accordance with the procedures set forth under "General Information About the Meeting—Shareholder Proposals." There were no nominees for director recommended by shareholders for consideration by the Corporate Governance and Nominating Committee for election at the 2021 Annual Meeting of Shareholders in accordance with those procedures.

- CRITERIA FOR NOMINATION**
- Personal qualities and characteristics, accomplishments and reputation in the business community.
 - Current knowledge and contacts in the communities in which Popular does business and in Popular's industry or other industries relevant to Popular's business.
 - Ability and willingness to commit adequate time to Board and committee matters.
 - The fit of the individual's skills and personality with those of other directors and potential directors in building a Board that is effective, collegial and responsive to the needs of Popular.
 - Diversity of viewpoints, background, experience, gender, race, ethnicity and other demographics.

Board Diversity, Experience and Skills

The Corporate Governance and Nominating Committee does not have a specific diversity policy with respect to the director nomination process. Rather, the Committee considers diversity in the broader sense of how a candidate's viewpoints, experience, skills, background, gender, race, ethnicity and other demographics could assist the Board in light of the Board's composition at the time. The Board believes that each director contributes to the overall diversity by providing a variety of personal and professional experiences and backgrounds. As shown below, the current directors and nominees reflect a broad diversity of gender, age, race, ethnicity, background, skills and experiences. The Board is committed in considering the diversity of its members when evaluating its composition.

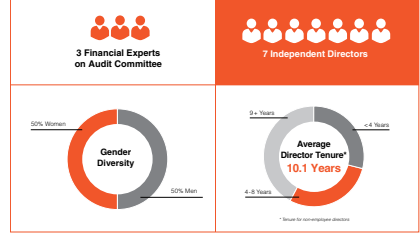
The following summarizes the diversity, independence, age, tenure and the main experience and skills of our Board of Directors.



SIMPSON MANUFACTURING CO., INC.

CORPORATE GOVERNANCE

- INTRODUCTION**
- Our Board maintains a strong commitment to corporate governance and has implemented policies and procedures that we believe are among the best practices for corporate governance.
- We maintain a corporate governance section on our website which contains copies of our principal governance documents. That corporate governance section which may be found at www.simpsonmfg.com/under/investor/relations/corporate-governance, contains the following documents:
- Anti-Hedging and Anti-Pedding Policy
 - Audit and Finance Committee Charter
 - Code of Business Conduct and Ethics
 - Compensation and Leadership Development Committee Charter
 - Compensation Recovery Policy
 - Corporate Governance Guidelines
 - Corporate Strategy and Acquisition Committee Charter
 - Nominating and Governance Committee Charter



* Includes for nonemployee directors

SIX FLAGS ENTERTAINMENT CORPORATION

PROXY SUMMARY

- Adopted updated committee charters relating to transactions policy and securities trading policy
- Other significant corporate governance practices include:
 - Wholly independent Board
 - Independent Chair of the Board
 - Proxy access rights for stockholders
 - Annual elections of all directors
 - Stock ownership requirements for directors and senior executives
 - Active stockholder engagement
 - Audit Committee comprised of majority of Audit Committee financial experts
 - Regular executive sessions of independent directors
 - Annual Board self-evaluations

Director Nominees (page 9)

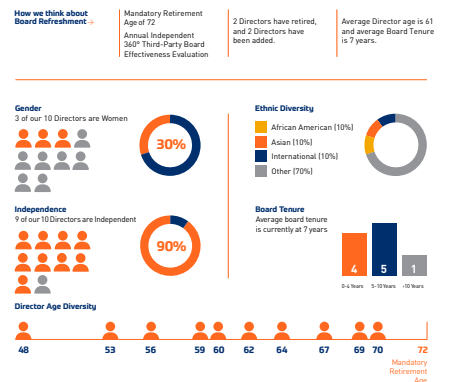
The Company's director nominees are highly qualified, proven leaders who provide thoughtful and independent representation to stockholders' interests.

Name	Age	Gender	Director Since	Independent	Other Public Company Director	Audit Committee Member	Compensation Committee Member	Nominating and Governance Committee Member
Ben Baldanza*	58	M	2020	✓	18	☒	☒	☒
Salim Bassouni* Non-Executive Chairman	64	M	2020	✓	0	☒	☒	☒
Devise M. Kizilek†	63	F	– II	✓	10	☒	☒	☒
Est Eggleston Bracy†	50	F	2020	✓	0	☒	☒	☒
Enrique Ramirez*	49	M	2020	✓	0	☒	☒	☒
Artis Rushme†	40	M	2020	✓	18	☒	☒	☒
Michael Spano† President and CEO	50	M	2018	0	0	☒	☒	☒

- Audit Committee financial expert
- Audit Committee member
- Compensation Committee member
- Nominating and Corporate Governance Committee member
- Committee Chair
- Independent director following the election of Kizilek to serve on the Audit Committee and the Nominating and Corporate Governance Committee

SOUTH JERSEY INDUSTRIES, INC.

Director Elections | Proposal 1



Diversity, Gender, Age & Tenure

STATE STREET CORPORATION

Corporate Governance (cont.)

2021 NOTICE OF MEETING AND PROXY STATEMENT

Director Nominee Skills and Qualifications

Director Nominee	Global Business Perspective	Financial Services	Operational Transformation	Leadership Management	Risk Management	Cybersecurity, Technology, and Data Management	Legal & Regulatory Compliance	Environmental, Social Governance	Finance & Accounting	Strategic Development
Maria A. Chudobka	•	•	•	•	•	•	•	•	•	•
Patrick de Saiz-Algarin	•	•	•	•	•	•	•	•	•	•
Amelia C. Fawcett	•	•	•	•	•	•	•	•	•	•
William C. Frede	•	•	•	•	•	•	•	•	•	•
Sara Mathew	•	•	•	•	•	•	•	•	•	•
William L. Meeley	•	•	•	•	•	•	•	•	•	•
Ronald P. O'Malley	•	•	•	•	•	•	•	•	•	•
Sean O'Sullivan	•	•	•	•	•	•	•	•	•	•
John A. Parlatone	•	•	•	•	•	•	•	•	•	•
John B. Rhea	•	•	•	•	•	•	•	•	•	•
Richard P. Sargent	•	•	•	•	•	•	•	•	•	•
Gregory L. Summy	•	•	•	•	•	•	•	•	•	•

Board Composition Highlights

Independence: 11 of 12 Director nominees are independent.

Gender or Racially Diverse: 5 of 12 Director nominees are gender or racially diverse.

Director Nominee Tenure: Bar chart showing tenure distribution: <5 years, 5-10 years, 10+ years.

State Street Corporation 7

TANDEM DIABETES CARE, INC.

Corporate Governance

Board and Management Diversity

In recommending director nominees for appointment to our board of directors, our nominating and corporate governance committee values and actively considers diversity attributes and characteristics, including but not limited to self-identified characteristics such as gender, ethnicity, race, sexual orientation, and age. In particular, in recent years, our board of directors has specifically reviewed and considered the input of our stockholders who have expressed an interest in greater gender and ethnic diversity on our board of directors. Our independent and highly-qualified nominating and corporate governance committee exercises its judgment in recommending candidates with the most appropriate mix of characteristics, experiences, skills and expertise. Our board of directors currently consists of three female members and one member who identifies with an underrepresented ethnic community.

Director Gender

Male: 75%
Female: 25%

Director Age

Bar chart showing age distribution: 45, 50, 55, 60, 65, 70, 75, 80.

We also believe that fostering a culture of diversity, equity and inclusion begins with our management team, and we regard diversity in our workforce as essential to serving our customers and communities, and executing on our long-term strategies. Women hold half of our top six executive management positions, and one-third of our positions at the Vice President level or higher. We continue to work to cultivate an inclusive working environment and to enhance the diversity of our management team and board of directors.

Stockholder Nominees

Our nominating and corporate governance committee currently has a policy of evaluating nominees recommended by stockholders in the same manner as it evaluates other nominees. Under our Bylaws, stockholders wishing to propose a director nominee should send the required information to Tandem Diabetes Care, Inc., 11075 Roselle Street, San Diego, California 92121, Attention: Corporate Secretary.

CODES OF ETHICS AND CONDUCT

We have adopted a code of ethics that applies to our President and Chief Executive Officer and other senior financial officers (our Chief Financial Officer, and other senior financial officers performing similar functions), which is designed to meet the requirements of the applicable SEC rules. We have also adopted a code of ethics that applies to all of our employees, officers and directors, which is designed to meet the requirements of the applicable Nasdaq listing rules. Each of these documents is available at <https://investor.tandemdiabetes.com/corporate-governance>. We expect that any amendment to either code of ethics, or any waivers of their respective requirements that are applicable to executive officers or directors, will be disclosed on our website or in our future filings with the SEC.

STOCKHOLDER ENGAGEMENT

We have consistently demonstrated our commitment to open and interactive dialogue with our stockholders. Our relationship with our stockholders, as the owners of our Company, is an important part of our success, and we seek to engage meaningfully with our stockholders to ensure their views are shared with our board of directors and management team, and actively considered in discussions of our strategy, operational performance, financial results, corporate governance, compensation programs, and related matters.

While our board of directors has a fiduciary duty to our stockholders and represents their interests, our management team is primarily responsible for investor relations. Our management team believes that active stockholder engagement drives increased corporate accountability, improves decision making, and ultimately creates long-term value for our stockholders.

Tandem Diabetes Care 24 2021 Proxy Statement

UNION PACIFIC CORPORATION

BOARD CORPORATE GOVERNANCE MATTERS

Board of Directors Meetings and Committees

In accordance with applicable provisions of Utah law and the By-Laws of the Company, the business and affairs of the Company are managed under the direction of the Board. The Board has established standing Committees and adopted guidelines and policies to assist it in fulfilling its responsibilities as described below. During 2020, the Board met seven times. None of the directors attended fewer than 75% of the aggregate number of meetings of the Board and the Committees on which he or she served. Our Corporate Governance Guidelines and Policies reflect our policy that all directors should attend the Annual Meeting. In accordance with this policy, all directors then serving attended last year's Annual Meeting.

The Board currently maintains four standing committees – the Audit Committee, Finance Committee, Compensation and Benefits Committee, and Corporate Governance and Nominating Committee. Each of the committees operates under a written charter adopted by the Board, copies of which are available on the Company's website at www.up.com/investors/governance, and shareholders may obtain copies by contacting the Secretary of the Company at the address set forth on the notice page of this Proxy Statement. Each committee has the ability to retain outside advisors to assist it in the performance of its duties and responsibilities. All Board Committees are composed entirely of independent directors, satisfying both the independence standards of the NYSE and the Director Independence Standards set forth in the Company's Corporate Governance Guidelines and Policies. Audit Committee members and Compensation and Benefits Committee members also satisfy the additional independence criteria applicable to Audit Committee and Compensation and Benefits Committee members under the listing standards of the NYSE.

Current Committee Memberships

Director Nominee	Age	Director Since	Title	Audit	Compensation & Benefits	Corporate Governance & Nominating	Finance
Andrew H. Carl, Jr.	73	2008	Former White House Chief of Staff	•	•	•	•
William J. DeLaney	65	2016	Former Chief Executive Officer, System Corporation	•	•	•	•
David B. Dillon	70	2014	Former Chairman and CEO, The Kroger Co.	•	•	•	•
Laura M. Fitz	58	2016	Chairman, President and Chief Executive Officer, Union Pacific Corporation and Union Pacific Railroad Company	•	•	•	•
Deborah C. Hopkins	65	2017	Former Chief Executive Officer, Cit Venetia and Former Chief Executive Officer, Cit	•	•	•	•
Jane W. Lutz	64	2016	Strategic Advisor, SDCB, New-Aurora	•	•	•	•
Michael R. McCarty	65	2008	Chairman, McCarty Group, LLC	•	•	•	•
Thomas F. McLary	74	2006	Chairman, McLary Associates	•	•	•	•
Brianah V. Patel	54	2017	Chief Executive Officer, Lumentek, Inc., Lumentek, N.Y.	•	•	•	•
Joan H. Wilbernet	67	2009	Retail Advisor, Aldi, Camp, Strauss, Heine & P&L, LLC	•	•	•	•
Christopher J. Wilkins	63	2019	Chairman, Selecti, Wilkins Shook & Co.	•	•	•	•

Number of Meetings in 2020: 7
Committee Chair: 1

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UNITY BIOTECHNOLOGY, INC.

The following table sets forth, for the Class III nominees (who are currently standing for re-election) and for our other current directors who will continue in office after the Annual Meeting, information with respect to their ages as of April 26, 2021, and position/office held within the Company:

Name	Age	Position/Office Held With the Company	Director Since
Class I Directors whose terms expire at the 2022 Annual Meeting of Stockholders			
Ashwin Ghosh, Ph.D.	57	Chief Executive Officer and Director	2020
Nathaniel E. David, Ph.D. ⁽¹⁾	53	Director	2011
Gilmore O'Neill, M.B. ⁽²⁾	56	Director	2020
Class II Directors whose terms expire at the 2023 Annual Meeting of Stockholders			
Paul L. Berns ⁽³⁾⁽²⁾	54	Director	2018
Graham K. Gosper ⁽³⁾⁽²⁾	51	Director	2017
Camille D. Samuels ⁽¹⁾⁽²⁾	49	Director	2015
Class III Directors whose terms expire at the Annual Meeting of Stockholders			
Keith R. Leonard Jr.	59	Chairman and Director	2016
Kristina M. Barow ⁽³⁾⁽⁴⁾	47	Director	2011
Margo R. Roberts, Ph.D. ⁽³⁾⁽⁴⁾	66	Director	2018

(1) Member of the Audit Committee.
(2) Member of the Compensation Committee.
(3) Member of the Nominating and Corporate Governance Committee.
(4) Member of the Science Committee.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

Nominees for Election to a Three-Year Term Expiring at the 2024 Annual Meeting of Stockholders

Keith R. Leonard Jr. has served as our Chairman since January 2016 and served as our Chief Executive Officer from October 2016 to March 2020. Mr. Leonard was a co-founder of and served as President and Chief Executive Officer of KYTHERA Biopharmaceuticals, Inc. (NASDAQ: KYTH), a biopharmaceutical company from August 2005 until its acquisition by Allergan plc in October 2015. Prior to that, Mr. Leonard held roles of increasing responsibility at Amgen Inc. (NASDAQ: AMGN) from October 1991 to November 2004, including as Senior Vice President and General Manager of Amgen Europe. Mr. Leonard currently serves on the board of directors of Sanofi Laboratories S.L., a biopharmaceutical company and Intuitive Surgical, Inc. (NASDAQ: ISRG), a medical device company. He previously served on the boards of directors of Senna Biopharmaceuticals, Inc. (NASDAQ: SNNA), a biopharmaceutical company, Aftymax, Inc., a public biotechnology company, Anacor Pharmaceuticals, Inc., a public biopharmaceutical company which was acquired by Pfizer Inc. in 2016, and ARY Therapeutics, Inc., a public biopharmaceutical company. Mr. Leonard was formerly an active duty officer in the United States Navy. Mr. Leonard received a B.S. in Engineering from the University of California, Los Angeles, a B.A. in History from the University of Maryland, an M.S. in Engineering from the University of California, Berkeley, and an M.B.A. from the Anderson School of Management at the University of California, Los Angeles. We believe that Mr. Leonard is qualified to serve on our board of directors due to his extensive executive management and leadership experience in the life science industry, as well as experience as a director of public companies.

Kristina M. Barow has served as a member of our board of directors since its inception in November 2011. Ms. Barow has served as Managing Director of ARCH Venture Partners since November 2011 and previously held roles of increasing responsibility at ARCH from August 2002 to November 2011. Ms. Barow currently serves on the boards of directors of several biopharmaceutical and biotechnology companies, including Beam Therapeutics (NASDAQ: BTAM), Vividion Therapeutics, Inc., RBNC, Cosmos Bio (NASDAQ: COSS), Metacrine (NASDAQ: MTRC), Scholar Rock (NASDAQ: SRRA), Boundless Bio, Anabolics Therapeutics, ROME Therapeutics, Berogen, and AgBiome. She previously was a co-founder and member of the board of directors of Receptos (NASDAQ: RCT) – acquired by Celgene) and was a Director of VIR Biotechnology (NASDAQ: VIR), Epinum Bio and BlackThorn

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Diversity, Gender, Age & Tenure

VOYA FINANCIAL, INC.

Part I: Corporate Governance

Agenda Item 1: Election of Directors

Our Board currently consists of nine directors, who, pursuant to our Amended and Restated Certificate of Incorporation, are elected annually by our shareholders for one-year terms – eight independent directors and our CEO (who also serves as chairman of the Board), David Zwirner, one of the eight independent directors, is currently our Lead Director. Ms. Biggar will be stepping down on April 29, 2021 and so will not be standing for election. Ms. Butler will be appointed to the Board upon Ms. Biggar's departure and will be standing for election.

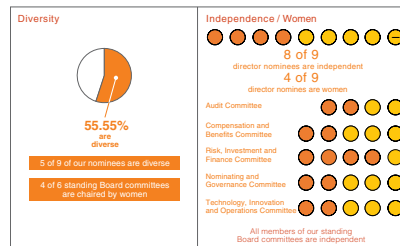
At our Annual Meeting, our shareholders will be asked to elect nine nominees to our Board of Directors.

Board Recommendation: Our Board of Directors unanimously recommends that our shareholders elect each of our Director Nominees described below under “—Our Director Nominees”.

OUR DIRECTOR NOMINEES

Director Nominee Facts

We believe our director nominees bring a well-rounded variety of diversity, skills, qualifications and experiences, and represent an effective mix of deep company knowledge and fresh perspectives. Our Board believes our nominees' varying tenures, breadths of experience and their mix of attributes strengthen our Board's independent leadership and effective oversight of management, in the context of our company's businesses, our industry's operating environment, and our company's long-term strategy.



Director Evaluation Criteria

Many companies include an expanded discussion about the nominating committee to address the company's criteria for evaluating and selecting director nominees. Standalone sections are sometimes used.

AMERICAN PUBLIC EDUCATION, INC.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**


The Board is currently comprised of nine members, all of whom except MG (Ret) Fast are standing for election at the Annual Meeting. MG (Ret) Fast will retire from the Board this year. We are deeply grateful to MG (Ret) Fast for her contributions to the Company.

Our nominees for the election of directors at the Annual Meeting include seven independent non-employee directors and our Chief Executive Officer. Each director is elected to serve a one-year term, with all directors subject to annual election. At the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated the following persons to serve as directors for the term beginning at the Annual Meeting on May 21, 2021: Eric C. Andersen, Granetta B. Blevins, Jean C. Halle, Dr. Barbara L. Kuran, Timothy J. Landon, Daniel S. Planko, William G. Robinson, Jr., Angela K. Seldin, and Vincent F. Stewart. All of the nominees except Loran (Ret.) Stewart are currently serving on the Board.

Proxies received in response to this solicitation will be voted FOR the election of each nominee named in this section unless otherwise stated in the proxy or in the case of a broker non-vote with respect to the proposal. Proxies submitted for the Annual Meeting can only be voted for those nominees named in this Proxy Statement. If, however, any director nominee is unable or unwilling to serve as a nominee at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee designated by the Board, or the Board may reduce the size of the Board. Each nominee has consented to serve as a director if elected, and the Board does not believe that any nominee will be unwilling or unable to serve. Each director will hold office until his or her successor is duly elected and is qualified or until his or her earlier death, resignation, or removal.

Criteria for Evaluating Director Nominees

The Board provides strategic direction to the Company and oversees the performance of our business and management. The Nominating and Corporate Governance Committee periodically identifies and reviews with the Board desired skills and attributes of both individual Board members and the Board overall within the context of current and future needs. Among the Committee's responsibilities is the development of general criteria, subject to approval by the full Board, for use in identifying, evaluating, and selecting qualified candidates for election or re-election to the Board. The Committee reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements, and the long-term interests of our stockholders. It may use outside consultants to assist in identifying candidates. In determining whether to recommend candidates to serve on the Board, the Committee considers (i) whether candidates meet regulatory and independence requirements, (ii) the Board's overall composition in light of current and future needs, (iii) the past performance of incumbent directors, and (iv) whether candidates have the qualities of integrity, judgment, acumen, and the time and ability to make a constructive contribution to the Board. In reviewing the composition of the Board, the Committee considers professional skills and background, experience in relevant industries, diversity, age, tenure, and geographic background. The Committee maintains a commitment to include candidates with a diversity of backgrounds, including women and minorities, and considers candidates submitted by directors and management, as well as candidates recommended by stockholders, which are evaluated in the same manner as other candidates identified to it. Final approval of director candidates is determined by the full Board.

 24 PURPOSE MADE POSSIBLE

ARCONIC CORPORATION

GOVERNANCE AND NOMINATING COMMITTEE	Responsibilities
<p>Committee Members: E. Stanley O'Neal (Chair) Carol S. Eicher Frederick A. Henderson</p> <p>Meetings in 2020: 5</p> <p>Independence: All Committee members are independent.</p> <p>Charter last revised: July 9, 2020</p>	<ul style="list-style-type: none"> Develop, recommend and oversee compliance with corporate governance policies Develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board Identify and recommend individuals qualified to become Board members to the full Board for consideration, including evaluating all potential candidates, whether initially recommended by management, other Board members or shareholders Endeavor to ensure that the Board and its committees are composed of directors that reflect a diversity of experience, gender, race, ethnicity and age Review and make recommendations to the Board regarding the structure, leadership and operations of the Board and Board committees Make recommendations to the Board regarding Board committee memberships Oversee an annual review of the Board's performance Periodically review and make recommendations to the Board regarding director compensation <p>The responsibilities of the Governance Committee are further described in the Governance Committee Charter, which was adopted by the Board and a copy of which is available on the Company's website.</p>

Process for Nomination and Evaluation of Director Candidates

We engage in a robust process to identify and evaluate the qualifications of potential director nominees for election and ensure that all directors are committed to upholding Arconic's core values. Our Governance Committee is responsible for evaluating the qualifications of director candidates and recommending director nominees for approval by the Board. See "Director Qualifications" and "Board and Committee Self-Evaluation and Director Assessment" for additional information.

Nomination of Incumbent Directors. In connection with recommending the current nominees to the Board for re-election, the Governance Committee reviews the Board's structure, performance and composition, as well as the performance, skills, qualifications and business and professional background of each of the current directors. Incumbent directors who (i) satisfy the criteria for membership on the Board set forth in our Director Selection Policy, (ii) continue to make important contributions to the Board, and (iii) consent to continued service on the Board will be considered for nomination for re-election.

Evaluation of New Nominees. Our Governance Committee will evaluate potential new director candidates in light of the criteria and factors set forth in our Director Selection Policy and our Corporate Governance Guidelines. The Governance Committee or a subcommittee will conduct interviews and may invite other Board members or Arconic executives to interview the candidate to assess the candidate's overall qualifications. The Governance Committee will also consider the assessment of any search firm it has retained and the background information such firm provides on any person it recommends for consideration. The nominee evaluation process and criteria are the same regardless of whether the candidate was identified by a search firm, a director, management or a shareholder. If the Governance Committee recommends a candidate to the Board, the Board may, as with any nominee, either accept or reject the recommendation.

Shareholder Nominations. Shareholder nominations must be made pursuant to the procedures set forth in our Bylaws (including via our proxy access bylaw) and described in this proxy statement under the heading "Submitting Proxy Proposals and Director Nominations for the 2022 Annual Meeting."

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5 pages in section

ASANA, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

website at <https://investors.asana.com/governance/governance-documents>. During our fiscal year ended January 31, 2021, our Compensation Committee held five meetings.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Our Nominating and Corporate Governance committee consists of Matthew Cohler, Lorrie Norrington, and Anne Raimondi. The chair of our Nominating and Governance Committee is Ms. Norrington. Our Board of Directors has determined that each member of the Nominating and Corporate Governance committee is independent under the listing standards of the NYSE.

Specific responsibilities of our Nominating and Corporate Governance committee include:

- identifying and evaluating candidates, including the nomination of incumbent directors for reelection and nominees recommended by stockholders, to serve on our Board of Directors;
- considering and making recommendations to our Board of Directors regarding the composition and leadership of our Board of Directors and its committees;
- reviewing, developing, and making recommendations to our Board of Directors regarding corporate governance guidelines and matters; and
- overseeing periodic evaluations of the Board of Directors' performance, including committees of the Board of Directors.


Our Nominating and Corporate Governance committee operates under a written charter that satisfies the applicable listing standards of the NYSE. A copy of the charter of our Compensation Committee is available on our website at <https://investors.asana.com/governance/governance-documents>. During our fiscal year ended January 31, 2021, our Nominating and Corporate Governance Committee held three meetings.

Compensation Committee Interlocks and Insider Participation

None of the members of our Compensation Committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee for other board committees performing equivalent functions of any entity that has one or more of its executive officers serving on our Board of Directors or Compensation Committee.

Considerations in Evaluating Director Nominees

Our Nominating and Corporate Governance Committee uses a variety of methods for identifying and evaluating director nominees. In its evaluation of director candidates, including director candidates nominated by stockholders, our Nominating and Corporate Governance Committee will consider the current size and composition of our Board of Directors and the needs of our Board of Directors and the respective committees of our Board of Directors. Some of the qualifications that our Nominating and Corporate Governance Committee considers include, without limitation, issues of character, integrity, judgment, diversity, independence, area of expertise, experience, length of service, potential conflicts of interest, and other commitments. The Nominating and Corporate Governance Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board of Directors: high personal and professional ethics and integrity, proven achievement and competence in the nominee's field and the ability to exercise sound business judgment, skills that are complementary to those of the existing Board, the ability to assist and support management and make significant contributions to our company's success, and an understanding of the fiduciary responsibilities that are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.

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BEST BUY CO., INC.

ITEM OF BUSINESS NO. 1 — ELECTION OF DIRECTORS

General Information


Our By-laws provide that our Board consist of one or more directors and that the number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the directors serving at the time that the action is taken. The number of directors on our Board is reviewed and set by our Board no less often than annually. In March 2021, the Board set the number of directors at eleven. The Board will continue to evaluate the size of the Board and make adjustments as needed to meet the current and future needs of the Company.

Director Nomination Process

The Nominating Committee is responsible for screening and recommending to the full Board director candidates for nomination. When the Board and its Nominating Committee determines that a director nomination or search is necessary, the process is robust, thorough and deliberate.

Director Nomination Process

1	2	3	4	5	Results
<p>Identify Search Criteria</p> <ul style="list-style-type: none"> The Nominating Committee reviews the current board skill set and experience in light of the Company's strategy and current board composition. Any areas which additional expertise, qualifications or diversity needed be identified as search criteria. 	<p>Identify Director Candidates</p> <ul style="list-style-type: none"> The Nominating Committee partners with third-party search firms to identify qualified candidates. The Company posts the director search criteria to its website. 	<p>In-Depth Review and Interview Process</p> <ul style="list-style-type: none"> The Nominating Committee and Board Chair review the candidate background, skills and experience in light of the identified search criteria. Candidates interview with each member of the Nominating Committee and Board Chair. Our diligence is performed including background and conflict checks, references and feedback from other directors and third party search firms. 	<p>Recommendation to the Board</p> <ul style="list-style-type: none"> The Nominating Committee reviews a candidate's independence, all due diligence results and approves a recommendation of appointment to the Board. 	<p>Board Appointment</p> <ul style="list-style-type: none"> The Board reviews the Nominating Committee's recommendation and approves the candidate's appointment to the Board. 	<p>This process has resulted in a board with a diverse depth of attributes, including healthcare expertise, digital-commerce expertise, leadership expertise, CEO and CFO expertise, and gender and ethnic representation.</p>

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Director Evaluation Criteria

CHEWY, INC.

PROPOSAL FOR ELECTION OF DIRECTORS

There are four directors in class II whose term of office expires at our 2021 Annual Meeting. Our Nominating and Corporate Governance Committee has recommended, and our Board has approved, Fahim Ahmed, Michael Chang, Kristine Dickson, and James A. Star as nominees for election as directors at the Annual Meeting. If elected at the Annual Meeting, each of these nominees would serve until the 2024 annual meeting of stockholders or until their successor has been duly elected and qualified, or, if sooner, until their earlier death, resignation, retirement, disqualification, or removal. Mr. Ahmed, Mr. Chang, and Mr. Star are currently directors of Chewy, and each of them was appointed by our Board. Ms. Dickson is a new director nominee. For information concerning these nominees, please see the Board of Directors section above. Each person nominated for election has agreed to serve if elected and Chewy's management has no reason to believe that any nominee will be unable to serve.

Each director is elected by a plurality of the votes of the shares present virtually or represented by proxy at the Annual Meeting and entitled to vote thereon. "Plurality" means that the four nominees who receive the largest number of votes cast "For" such nominees are elected as directors. You may vote "For" or "Withhold" authority to vote for each of the nominees of the Board. Any shares voted "Withhold" and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the outcome of the election. If any nominee becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for that nominee will instead be voted for the election of a substitute nominee proposed by the Board.

FOR **OUR BOARD, UPON RECOMMENDATION OF OUR NOMINATING AND CORPORATE GOVERNANCE COMMITTEE, RECOMMENDS A VOTE FOR ALL OF THE NOMINEES NAMED ABOVE.**

CIGNA CORPORATION

CORPORATE GOVERNANCE MATTERS

Renomination of Current Directors

When considering whether to nominate current directors for re-election, the Corporate Governance Committee and the Board review individual directors' performance against the expectations for Board membership, as well as how the directors' skills and experiences support the Company's mission, values and strategy and the Board's needs.

Identification of New Directors

NEEDS/ASSESSMENT	IDENTIFICATION OF POTENTIAL CANDIDATES	CANDIDATE REVIEW PROCESS	RECOMMENDATION
The Corporate Governance Committee considers the diversity of skills represented on the Board and focuses on identifying candidates that possess skills and qualifications that are complementary to the existing Board members' skills and will support the Company's short- and long-term strategy.	The Corporate Governance Committee may retain a third party search firm to assist in identifying and evaluating candidates for Board membership. The Corporate Governance Committee also considers suggestions for Board nominees submitted by shareholders, who are evaluated using the same criteria as new director candidates and current director nominees.	Once identified, the Corporate Governance Committee reviews the candidate's background, experiences, skills and/or prior board and committee service, and considers how the candidate's background would complement the Board's composition, including the diversity of the Board. Candidates interview with the Chief Executive Officer, the Chair of the Corporate Governance Committee and the Chairman of the Board, as well as other members of the Board, as appropriate.	Following a thorough review process, the Corporate Governance Committee will recommend a candidate to the Board for consideration.

PROCESS FOR DIRECTOR ELECTIONS

Directors are elected for one-year terms, expiring at the next annual meeting of shareholders. Cigna has adopted a majority voting standard for the election of directors in uncontested elections. Under this standard, each director must receive a majority of the votes cast for such director. This means that the number of votes cast "for" a director nominee must exceed the number of votes cast "against" that nominee for the director to be elected. Each director has agreed to tender, and not withdraw, a resignation if such director does not receive a majority of the votes cast at the Annual Meeting. The Corporate Governance Committee will make a recommendation to the Board on whether to accept the resignation. The Board has discretion to accept or reject the resignation. A director whose resignation is under consideration will not participate in the decisions of the Corporate Governance Committee or the Board concerning the resignation. In a contested election, where the number of director nominees exceeds the number of directors to be elected, the voting standard is a plurality of votes cast.

BOARD COMPOSITION DEVELOPMENTS

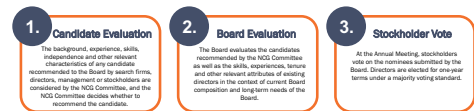
Ms. Kimberly A. Ross joined the Board effective June 1, 2020, and Mr. George Kurian joined the Board effective March 1, 2021. Both Ms. Ross's and Mr. Kurian's appointment were the result of the Board's ongoing refreshment work. When considering Ms. Ross's appointment, the Board considered, among other factors, the significant extent of her finance expertise, as well as her international and public company experience. When considering Mr. Kurian's appointment, the Board considered, among other factors, his extensive business leadership, as well as his deep expertise in development and deployment of innovative technology on a global scale. Both Ms. Ross and Mr. Kurian further enhance the Board's diversity, which is of high importance to the Board. Mr. Roman Martinez IV retired from the Board effective December 31, 2020, and Dr. William L. Roper will retire effective April 28, 2021. The retirements of Mr. Martinez and Dr. Roper are consistent with the Board's retirement age guideline and align with the Board's ongoing refreshment plans. Ms. Ross succeeded Mr. Martinez as chair of the Audit Committee, and General Granger will succeed Dr. Roper as chair of the Compliance Committee.

COEUR MINING, INC.

perspectives of our newer directors. Messrs. Mellor, Edwards, Robinson and Thompson also have significant experience serving Coeur in different economic environments, through multiple business and commodity cycles, and under multiple management teams, which provides them with experience and perspective that is highly valuable in providing strong leadership to a company in our industry. In identifying director candidates from time to time, the NCG Committee may focus on specific skills and experience of particular importance at the time in order to enhance the overall balance and effectiveness of the Board, as was the case in 2018 with the elections of Ms. McDonald and Mr. Luna. As part of the Board's ongoing efforts to seek this balance of skills, experience and tenure, as described in more detail below, the Board elected three new directors over the past three years, although one recently resigned due to a new professional position that does not allow service on outside boards. If all of the nominees are elected to the Board, the average tenure of the directors will be approximately twelve years, with half of independent directors having served eight years or less.

Director Nomination Process

The NCG Committee reviews and makes recommendations regarding the composition and size of the Board. The Board considers candidates identified by search firms it retains or consults with periodically, recommended by current directors and stockholders, and through other methods. The NCG Committee has adopted a policy pursuant to which significant long-term stockholders may recommend a director candidate. See page 24 for more details.



Evaluation Process for Current Directors

Before recommending an incumbent director for re-nomination, the NCG Committee considers each incumbent director's experience, qualifications and expected future contributions to the Board. The committee's annual review of existing directors includes the following considerations:

- ▶ **Key Attributes and Responsibilities** – In addition to having a Board composed of directors who collectively possess the diverse set of skills described above, directors should actively represent the interests of stockholders, assess and advise management regarding major risks facing the Company, ensure processes are in place for maintaining the integrity of the Company, its financial statements, its data and systems, its compliance with laws and ethics, its relationships with third parties, and its relationships with other stakeholders; and select, evaluate, retain and compensate a well-qualified CEO and senior management team, oversee succession planning and commit to fostering an environment of diversity and inclusion at the Company.
- ▶ **Independence** – Considering whether the interests or affiliations of a director are not in compliance with applicable laws or stock exchange requirements or could compromise the independence and integrity of an independent director's services on behalf of stockholders, including the director's relationships with the Company that would interfere with the director's exercise of independent judgment.
- ▶ **Commitment and Performance** – Willingness and ability to devote the time necessary to serve as an effective director.

DROPBOX, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE (continued)

Attendance at Board and Stockholder Meetings

During our fiscal year ended December 31, 2020, our board of directors held thirteen meetings (including regularly scheduled and special meetings), and each director attended at least 75% of the aggregate of (i) the total number of meetings of our board of directors held during the period for which he or she has been a director and (ii) the total number of meetings held by all committees of our board of directors on which he or she served during the periods that he or she served.

Although we do not have a formal policy regarding attendance by members of our board of directors at annual meetings of stockholders, we strongly encourage, but do not require, our directors to attend. All directors who then served on the board attended our 2020 annual meeting of our stockholders.

Compensation Committee Interlocks and Insider Participation

None of the members of our compensation committee is or has been an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that has one or more of its executive officers serving on our board of directors or compensation committee.

Considerations in Evaluating Director Nominees

Our nominating and corporate governance committee uses a variety of methods, including engaging the services of outside consultants and search firms, to identify and evaluate director nominees. In its evaluation of director candidates, our nominating and corporate governance committee considers the current size and composition, organization, and governance of our board of directors; and the needs of our board of directors and the respective committees of our board of directors. Some of the qualifications that our nominating and corporate governance committee considers include, without limitation, issues of character, integrity, judgment, business experience, and diversity, and with respect to diversity, such factors as gender, race, ethnicity, sexual orientation, gender identity, differences in professional background, education, skill and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the board of directors, potential conflicts of interest and other commitments.

Nominees must also have the highest personal and professional ethics and the ability to offer advice and guidance to our chief executive officer and other members of management based on proven achievement and leadership in the companies or institutions with which they are affiliated. Director candidates must understand the fiduciary responsibilities that are required of a member of our board of directors and have sufficient time available, in the judgment of our nominating and corporate governance committee, to perform all board of director and applicable committee responsibilities. Members of our board of directors are expected to prepare for, attend, and participate in all board of directors and applicable committee meetings. Our nominating and corporate governance committee may also consider such other factors as it may deem, from time to time, are in our and our stockholders' best interests.

The nominating and corporate governance committee considers the suitability of each director candidate, including current directors, in light of the current size and composition of our board. Although we do not maintain a specific policy with respect to board diversity, our board of directors believes that our board of directors should be a diverse body, and our nominating and corporate governance committee considers a broad range of backgrounds and experiences. In making determinations regarding nominations of directors, our nominating and corporate governance committee may take into account the benefits of diverse viewpoints. After completing its review and evaluation of director candidates, including incumbent directors, our nominating and corporate governance committee recommends to our full board of directors the director nominees for selection.

Board Evaluations

Our board of directors conducts an annual evaluation of the performance of individual directors, the board as a whole, and each of the board's standing committees, including an evaluation of the qualifications of individual members of the board and its committees. The evaluation is conducted via oral interviews by our lead independent director in close partnership with our in-house legal team, using as a basis for discussion a list of questions that are provided to each director in advance. The results of the evaluation and any recommendations for improvement are provided orally to our board of directors and the other standing committees of the board either by the lead independent director or a member of our in-house legal team.

Director Evaluation Criteria

ENSTAR GROUP LIMITED

CORPORATE GOVERNANCE

Enstar's Board includes directors of diverse characteristics, including gender ethnicity nationality age, geography experience and backgrounds.

Director Qualifications

Our Board has identified several categories of primary skills and/or experience that we look for in our directors. The Board reviews these categories from time to time, alongside its consideration of whether there are new areas that would benefit it in executing its oversight duties. These categories are set forth and defined below under the heading, "Board Skills Summary."

Given the complex nature of our business and the insurance and reinsurance industry, we seek to include directors whose experiences, although varying and diverse, are also complementary to and demonstrate a familiarity with the substantive matters necessary to lead the Company and navigate our business.

Board Skills Summary

The chart below highlights several categories of skills for our directors, and we have indicated the particular strengths of each director in the columns shown. While many of our directors have a wide range of experience covering all of these areas, we specifically designate expertise or leading experience in the following categories:

- **Extensive Insurance Industry Experience** including in executive, director or other leadership roles at major insurance institutions.
- **Risk Management** in terms of establishing risk appetite levels and risk management processes for our operations, acquisitions, underwriting, and investment portfolios
- **Finance and Accounting** including developing and understanding our finance and capital management needs in line with our strategies, as well as financial reporting, audit and actuarial-related expertise
- **Investment** expertise related to assessing our investment portfolios and determining our investment strategy in line with our risk appetite
- **Strategy** challenging management on setting and/or adjusting business strategies, including acquisitions, divestitures, operations, and investments
- **Corporate Governance** including understanding, developing, and championing governance procedures and protections that drive Board and management accountability and protection of shareholder interests
- **Regulatory and Government** a deep understanding of the highly regulated environment in which we operate, and the ever-changing regulations and requirements that govern our operations and shape our future strategies
- **Business Operations and Technology** a practical understanding of developing, implementing, and assessing business operations, processes, and associated risks, including information systems and technology used therein

ETSY, INC.

Identifying and Evaluating Nominees

When searching for new directors, the Nominating and Corporate Governance Committee actively seeks out diverse candidates to include in the pool from which Board nominees are chosen. When identifying and evaluating potential director nominees, including current members of the Board who are eligible for re-election, the Nominating and Corporate Governance Committee seeks a balance of knowledge, experience, and capability on the Board and may consider the following:

- the current size and composition of the Board and the needs of the Board and Board committees;
- high integrity and adherence to our values;
- qualities such as character, judgment, independence, relationships, experience, length of service, and the like;
- commitment to enhancing long-term stockholder value;
- diversity of backgrounds, which is construed broadly to include differences of viewpoint, age, skill, gender, race, ethnicity, and other individual characteristics;
- financial literacy or financial expertise or other requirements as may be required by applicable rules;
- sufficiency of time to carry out their Board and committee duties;
- the range of expertise and experience of the Board, including at the policy-making level, in business, government, technology or other areas relevant to our business; and
- other factors, including conflicts of interest or competitive issues.

Stockholder Recommendations and Nominees

The Nominating and Corporate Governance Committee will consider stockholder recommendations, so long as they comply with applicable law, our Bylaws, and the procedures described below. Stockholder recommendations for candidates to the Board must be received in writing by December 31st of the year prior to the year in which the recommended candidates will be considered for nomination at the next Annual Meeting of Stockholders and sent to our headquarters, Etsy, Inc., 117 Adams Street, Brooklyn, NY 11201, to the attention of our Chief Legal Officer and Corporate Secretary. The recommendation must include the candidate's name, home and business contact information, detailed biographical data and qualifications, information regarding any relationships between the candidate and Etsy within the last three years, and evidence of the recommending person's ownership of Etsy stock. Recommendations must also include a statement from the recommending stockholder in support of the candidate that addresses the criteria for Board membership, personal references, and confirmation of the candidate's willingness to serve.

The Nominating and Corporate Governance Committee will review the qualifications of any candidate recommended by stockholders in accordance with the criteria described above. In addition, in the Nominating and Corporate Governance Committee's discretion, its review may include requiring the candidate to complete a questionnaire regarding his or her background, interviewing references, performing background checks, direct interviews with the candidate, or other actions it deems necessary or proper.

Stockholders may also nominate candidates for election to our Board by following the procedures described in our Bylaws.

FACEBOOK, INC.

The charter for our compensation, nominating & governance committee allows the committee from time to time to delegate its authority to subcommittees and to our officers, as it may be deemed necessary or appropriate, and to the extent permitted under applicable law, SEC and Nasdaq rules, and our certificate of incorporation and bylaws. In December 2013, our compensation committee (which was a predecessor to our compensation, nominating & governance committee) authorized the formation and delegation of certain authority to an equity subcommittee, which is now a subcommittee of the compensation, nominating & governance committee. The current members of the equity subcommittee are Ms. Sandberg and Mr. Weintraub, and the members, acting either individually or jointly, have the authority to review and approve grants of restricted stock units (RSUs) to employees and consultants, other than to directors and our executive officers, which are reviewed and approved by our compensation, nominating & governance committee. The compensation, nominating & governance committee has not adopted a written charter for the equity subcommittee.

PRIVACY COMMITTEE

Chair: Nancy Kiefer

Principal Responsibilities

- Other Members: Peggy Alford, Robert M. Kormitt
- Committee Meetings in 2020: 4
- Oversees our comprehensive privacy program adopted in compliance with our FTC consent order
- Oversees management's periodic assessment of the privacy program and any related policies with respect to risk assessment and risk management
- Oversees the selection and performance of employees to coordinate and be responsible for the privacy program
- Oversees the selection of an independent, third-party assessor to review our privacy practices, as well as the assessor's biennial assessments of the privacy program

Independence and Other Qualifications

- Each committee member is an independent director under Nasdaq rules, and otherwise meets the independence requirements under our FTC consent order.
- Our compensation, nominating & governance committee has recommended the appointment of each member to the privacy committee and determined that each such member meets the privacy and compliance baseline requirements for committee membership under our FTC consent order.

POLICY REGARDING NOMINATIONS

The policy of our board of directors is to encourage the selection of directors who will contribute to Facebook's success and our mission to give people the power to build community and bring the world closer together. Our compensation, nominating & governance committee is responsible for identifying and evaluating candidates for membership on our board of directors, based on the criteria set forth in our corporate governance guidelines, and has sole authority to recommend nominees to our board of directors. The compensation, nominating & governance committee considers recommendations from other directors, shareholders, management, and others as it deems appropriate and uses the same criteria for evaluating candidates regardless of the source of the recommendation. Our board of directors is responsible for nominating persons for election to our board of directors upon the recommendation of our compensation, nominating & governance committee, and may not nominate any person for election without the prior favorable recommendation of our compensation, nominating & governance committee.

Shareholders who would like to recommend director candidates for consideration by our compensation, nominating & governance committee should send a notice of proposal to our Secretary by writing the Secretary at the address of our principal executive offices. Shareholders desiring to nominate a director candidate at the annual meeting must comply with other procedures in accordance with our bylaws. We explain the procedures for nominating a director candidate at next year's annual meeting in the section entitled "Questions and Answers About the Proxy Materials and the Annual Meeting—How can I make proposals or make a nomination for director for next year's annual meeting?"

BOARD DIVERSITY POLICY

Facebook is committed to a policy of inclusiveness and to pursuing diversity in terms of background and perspective. As such, when evaluating candidates for nomination as new directors, it is the policy of our compensation, nominating & governance committee to consider candidates with diverse backgrounds in terms of knowledge, experience, skills, and other characteristics. To this end, Facebook was one of the first major companies to amend its corporate governance guidelines to provide that the initial list of candidates from which new director nominees are chosen by the board shall include candidates with a diversity of race, ethnicity, and gender. In evaluating potential candidates for nomination, our compensation, nominating & governance committee considers the foregoing in light of the specific needs of the board of directors at that time. In addition,

IROBOT CORPORATION



Specific Qualifications, Skills and Experience Required of the Board

The nominating and corporate governance committee believes that certain qualifications, skills and experience should be represented on the board, as described below, although not every member of the board must possess all such qualifications, skills and experience to be considered capable of making valuable contributions to the board.

PUBLIC CO. LEADERSHIP

Our business is complex and evolving rapidly. Our leadership is comprised of individuals who have helped lead public companies or operating business units of significant size and have proven leadership experience in developing and advancing a vision and making executive-level decisions.

PUBLIC CO. BOARD EXPERIENCE

We look for directors who have proven public company board experience, and who have demonstrated a steady hand in representing stockholders' interests.

FINANCE AND CAPITAL MANAGEMENT

Our business and financial model is complex and global in scope. Individuals with financial expertise are able to identify and understand the issues associated with our business and take an analytical approach to capital allocation decisions.

GLOBAL OPERATING EXPERIENCE

We are a global company, with approximately 57% of our Revenue coming from the Americas, 27% from Europe and 16% from the Asia-Pacific region. Global experience enhances understanding of the complexities and issues associated with running a global business and the challenges we face.

CONSUMER PRODUCTS

Since 2016, our business has been entirely focused on delivering exceptional consumer products. We benefit from directors who have deep experience with consumer-centric businesses focused on meeting the consumer's needs.

CONSUMER TECHNOLOGY

Our products represent the marriage of consumer convenience with high tech engineering. We look for directors with expertise in and comfort with technology.

CLOUD INFRASTRUCTURE

We have built a robust Home Knowledge Cloud that supports over-the-air delivery of new digital features and enhanced functionality for customers globally. Additionally, our cloud infrastructure enables us to gain substantial insight into the performance of our robots and is valuable for advancing third-party developer and related product integration activities. We benefit from directors who bring relevant insights into the technical and financial implications of cloud-based connectivity.

SOFTWARE/SaaS

The largest portion of our employee base is comprised of software engineers and our products can contain more than a million lines of code. Directors that can help steer the Company with issues of agile software development, competitive hiring of software engineers, and alternate business models drawn from the software industry help keep us competitive.

SMART HOME

Our newest products represent an important part of the Internet of Things and emerging smart home ecosystems. Directors with experience in this area aid in the execution of our corporate strategy.

ROBOTICS

We are a leading consumer robotics company, and our experience in this area enhances our understanding of this nascent industry categorized by deep technical challenges.

DIVERSITY

We believe directors with diverse backgrounds, including gender diversity, provide competing perspectives that enhance our competitiveness.

Director Evaluation Criteria

MONEYGRAM INTERNATIONAL, INC.

Board of Directors and Governance

Director Nominee Criteria and Process

Our Corporate Governance Guidelines describe the process for selection of director nominees, including qualifications. A candidate for Board service must possess the ability to apply good business judgment, have demonstrated the highest level of integrity, be able to properly exercise the duties of loyalty and care in the representation of the interests of our stockholders and must be able to represent all of our stockholders fairly and equally. Candidates should also exhibit proven leadership capabilities, and experience in business, finance, law, education, technology or government. In addition, candidates should have an understanding of major issues facing public companies similar in scope to MoneyGram. Experience in payment or financial services will be considered as well.

Candidates must also have, and be prepared to devote, adequate time to the Board and its committees. The Board's philosophy on diversity mirrors the Company's philosophy. Although no formal policy exists, the Board and HRNC seek to promote, through the nomination process, an appropriate diversity of experience (including international experience), expertise, perspective, age, gender and ethnicity, and includes such diversity considerations when appropriate in connection with potential nominees. Independence of a nominee under the Nasdaq listing standards and applicable SEC rules and regulations is also considered.

In general, candidates for membership to the Board are evaluated, regardless of the source of the nomination, by the HRNC for recommendation to the Board in accordance with its charter and the procedures described in the Corporate Governance Guidelines.

A stockholder who wishes to nominate a person for election to the Board must ensure that the nomination complies with our Bylaw provisions on making stockholder nominations at an annual meeting. For information regarding stockholder proposals for our 2022 Annual Meeting of Stockholders, see the section entitled "Stockholder Proposals for the 2022 Annual Meeting" in this proxy statement.

Compensation Committee Interlocks and Insider Participation

The directors that served as members of the HRNC during the year ended December 31, 2020 were Messrs. Clark (Chair), Amb, Garza and Mr. Turner. Mr. Lorca was appointed to the HRNC in February 2021. No member of the Company's HRNC is a current or former officer or employee of the Company. During the year ended December 31, 2020, none of our executive officers served as a director or member of the compensation committee (or other committee performing similar functions) of another entity when an executive officer of such entity served as a director of the Company or on the HRNC.

Other Corporate Governance Matters

Corporate Governance Guidelines. Our Board has adopted Corporate Governance Guidelines that describe corporate values and ethical business conduct, duties of directors, Board operations, Board confidentiality, committee matters, director qualifications and selection process, director compensation, director independence standards, director retirement age, CEO evaluation, management succession, process for stockholders or other interested parties to communicate with directors and annual Board evaluations, among others. The Corporate Governance Guidelines are available at <https://ir.moneygram.com/>.

MoneyGram 2021 Notice and Proxy Statement

MORGAN STANLEY

CORPORATE GOVERNANCE MATTERS

Multi-Step Evaluation Process

1. Based upon N&G Committee's recommendation, Board approves annual evaluation process.
2. Independent Lead Director and each Board member assess Board performance and, as necessary, individual Director performance.
3. Board and Committee Closed Door Executive Sessions.
4. Results Reported to Full Board.
5. Board and Committee policies and practices are revised as appropriate and results of assessment are considered in establishing future Board and Committee agendas.

Candid One-On-One Discussions Held Between:

- N&G Committee Chair and each Board member to assess Independent Lead Director performance.
- Committee Chairs and each Committee member to assess Committee performance.

Executive Sessions

Communicate and Implement Feedback

This process is aided by written discussion guides used to facilitate the assessments. These guidelines are updated annually to reflect significant new developments and areas of focus as the Nominating and Governance Committee determines appropriate and encompass many factors, including:

- Board Structure
- Board Composition and Diversity
- Board Succession Planning
- Culture
- Duties and Responsibilities
- Processes, Information and Resources
- Key Strengths
- Areas of Focus

Morgan Stanley 2021 Proxy Statement

2 pages in section

PINTEREST, INC.

Director Independence

At least a majority of our board members, including all members of our audit, compensation and governance committees are required to be independent under New York Stock Exchange ("NYSE") listing rules. The board, with the assistance of the governance committee, considers all relevant facts and circumstances when making its independence determinations. A substantial majority of our board—eight out of ten directors—is independent.

The board has affirmatively determined that Mr. Jordan, Ms. Kilgore, Mr. Levine, Mr. Rajaram, Mr. Reynolds, Ms. Smith, Ms. Wilson and Ms. Wisnom do not have relationships that would interfere with the exercise of their independent judgment in carrying out the responsibilities as a director and that each of these directors is "independent" as that term is defined under the listing standards of the NYSE. In making these determinations, the board considered the current and prior relationships that each non-employee director has with our company and all other facts and circumstances our board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director and the transactions involving them. The board also took into account that Pinterest from time to time engages in business in the ordinary course with entities where our directors are employed, serve on the board or otherwise provide services to the company.

Attendance at Board and Committee Meetings

We encourage all our directors to attend and actively participate in all meetings of the board and any committees on which they serve. In 2020, the board held 12 meetings, and each director attended 75% or more of the aggregate number of meetings of the board and of the committees on which he or she served during the period. Directors are also encouraged to attend the annual stockholders' meetings. All the directors then serving on the board attended the 2020 annual stockholders' meeting.

Director Selection and Recruitment

The governance committee is responsible for, among other things, overseeing succession planning for directors and ensuring that we have a qualified board to manage management's execution of the company's strategy and safeguard the long-term interests of stockholders. In this regard, the governance committee is charged with identifying, evaluating and recommending potential director candidates.

In identifying potential candidates for board membership, the governance committee considers recommendations from directors, stockholders, management and others, including, from time to time, executive search firms to assist it in locating qualified candidates. The governance committee does not distinguish between nominees recommended by stockholders and other nominee recommendations. Once potential director candidates are identified, the governance committee, with the assistance of management, undertakes an extensive vetting process that considers each candidate's diverse background, experience, qualifications, independence and fit with the board's priorities. As part of this vetting process, the governance committee, as well as other members of the board and the CEO, conducts a series of interviews with the candidates. If the governance committee determines that a potential candidate meets the needs of the board and has the desired qualifications, it recommends the candidate's nomination or appointment to the full board for consideration.

The governance committee strives to maintain an engaged, independent board with broad and diverse experience and judgment that is committed to representing the long-term interests of our stockholders. The governance committee considers a wide range of factors when selecting and recruiting director candidates, including achieving:

- an experienced and qualified board. The governance committee seeks directors with a record of accomplishment in their chosen fields that are relevant to our company and its industry;
- diversity. The governance committee seeks candidates representing a diversity of occupational and personal backgrounds, knowledge, skills, qualifications and viewpoints so that the board provides effective oversight of the management of the company. The governance committee reviews the board's effectiveness in balancing these considerations when assessing the composition of the board.

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SIMPSON MANUFACTURING CO., INC.

DIRECTOR QUALIFICATIONS

In identifying director candidates, the Board seeks to achieve a mix of board members with backgrounds and significant values to the Company through their experience and personal backgrounds and relevant to Simpson's strategic priorities and the scope of our diversified enterprise. Industry experience and understanding of rapidly changing technologies and experience in managing and expanding businesses outside of the United States (especially in Europe) to complement our responsibilities and oversee our company's growth strategy development in the general acquisition and operational performance of our business. In addition, each candidate should:

- have a record of integrity and ethics in his or her personal and professional life;
- have a record of professional accomplishment in his or her field;
- be independent in person and in interest from our stockholders;
- not have any material personal or financial conflicts of interest with us or our competitors, business and;
- be prepared to participate in Board activities, including the board's annual executive director activities membership on at least one of our Board committees and attend on at least one active participation in meetings of the Board and the committees on which he or she serves. We do not have other persons or professional commitments that would impair the Nominating and Governance Committee's sole judgment in determining the ability of the candidate to serve on the Board.

Our Corporate Governance Guidelines also require that the number of board members in our directorate not exceed 10 and that the number of executive directors not exceed 4. The Board recognizes the benefits of a diverse board and believes that an active search for potential director candidates with diverse backgrounds and professional experiences is an important component of our corporate governance strategy. In addition, the Board may evaluate the prospect of candidates for nomination to the Board in connection with the Board's recognition of the benefits of a diverse board and believes that an active search for potential director candidates with diverse backgrounds and professional experiences is an important component of our corporate governance strategy. In addition, the Board may evaluate the prospect of candidates for nomination to the Board in connection with the Board's recognition of the benefits of a diverse board and believes that an active search for potential director candidates with diverse backgrounds and professional experiences is an important component of our corporate governance strategy.

2021 Proxy Statement

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Director Evaluation Criteria

SIX FLAGS ENTERTAINMENT CORPORATION

CORPORATE GOVERNANCE

- with respect to the assessment of management's ability to responsibly oversee the Company's processes for enterprise risk management and, including, but not limited to, cybersecurity, information management, implementation of the Company's ESG program, including initiatives related to diversity, equity and inclusion.
- The Compensation Committee's oversight of the compensation of the Company's executive officers, including the design and administration of the Company's compensation and practices, including evaluating equity awards and establishing performance goals.
- The Nominating and Corporate Governance Committee oversees the Company's corporate governance, including ensuring the Board's independence and diversity, and overseeing the Board's management.

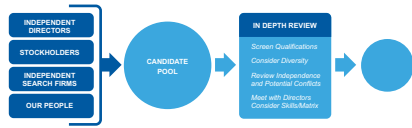
Each standing committee has full access to management and the ability to engage advisors. Accordingly, with the oversight of the Board, the Company has implemented practices and programs designed to help manage the risks to which the Company is exposed in the significant risk appropriate to the Company's efforts to increase stockholder value.

Nomination Process

Role of the Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee seeks to develop and maintain an effective, well-rounded, experienced and diverse Board of Directors that is composed of the most qualified and talented individuals.

Board Process for Identification and Review of Director Candidates



The Company's Corporate Governance Guidelines include qualifications criteria that the Nominating and Corporate Governance Committee uses to identify individual candidates for the Board. The Nominating and Corporate Governance Committee also reviews the character and qualifications of each candidate to ensure that candidates should possess:

After identifying qualified individuals and conducting interviews, the Nominating and Corporate Governance Committee identifies individual candidates for the Board. The Nominating and Corporate Governance Committee uses the same process to evaluate candidates whether they are recommended by the Company or by one of the Company's stockholders.

The Nominating and Corporate Governance Committee may retain a search firm to help identify qualified director candidates. In 2021, the Company engaged a search firm to help identify qualified director candidates. The search firm provides director candidates and works with the Nominating and Corporate Governance Committee to contact prospective candidates and availability. The search firm also contacts the recommended candidates to back ground check and complete other information and is approved by the Board.

STARWOOD PROPERTY TRUST, INC.

HOW DIRECTORS ARE SELECTED, ELECTED AND EVALUATED

The Nominating and Corporate Governance Committee, as well as the full Board, examines a number of qualifications, attributes and criteria when identifying and selecting candidates to serve as a director. These include a candidate's experience, skills, expertise, diversity, age, personal and professional integrity, character, business judgment, time availability, dedication, independence from management and the Company, potential conflicts of interest and such other factors that the Nominating and Corporate Governance Committee considers appropriate in the context of the needs of the Board, as discussed in the section of this Proxy Statement entitled "Our Board—How the Board is Structured and Operates—Board and Committee Meetings—Nominating and Corporate Governance Committee."

The Company's Amended and Restated Bylaws (the "Bylaws") provide that a majority of the entire Board may increase or decrease the number of directors, provided that the number of directors shall never be less than the minimum required by the Maryland General Corporation Law nor more than 15. The Board is currently comprised of eight members.

At the Annual Meeting, eight directors will be elected to serve on the Board, each to serve for a one-year term expiring at the 2022 Annual Meeting of Shareholders, and with each elected director holding office until his or her successor has been elected and qualified or until his or her earlier resignation or removal. Each nominee has agreed to serve as a director if elected, and the Board expects that each nominee will be available for election as a director. However, if any nominee becomes unavailable or is unwilling to serve as a director for any reason, the proxies may exercise their discretion to vote your shares for such other person as the Board may nominate.

Election of each nominee for one of the eight director positions requires the affirmative FOR vote of a plurality of all votes cast at the Annual Meeting. This means that the director nominee with the most votes for a particular seat is elected for that seat. However, pursuant to our Corporate Governance Guidelines, any nominee in an uncontested election who receives a greater number of votes "withheld" from his or her election than votes "for" his or her election will, within five days following the certification of the shareholder vote, tender his or her written resignation to the Chairman of the Board for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will then review the director's continuation on the Board and recommend to the Board whether the Board should accept such tendered resignation. The Board, after giving due consideration to the best interests of the Company and its shareholders, will make a decision on whether to accept the tendered resignation and promptly disclose its decision and, if applicable, the reasons for rejecting the tendered resignation.

STATE STREET CORPORATION

Corporate Governance (cont.)

2021 NOTICE OF MEETING AND PROXY STATEMENT

Annual Director Evaluations

The Nominating and Corporate Governance Committee annually assesses each director's performance and contributions to the overall effectiveness of the Board. The Committee uses a self-evaluation process that includes a questionnaire and a self-evaluation of director performance. The Board believes that such self-evaluations are an important tool for the Board to assess the effectiveness of the Board and the performance of its members. The Board also considers the Board's overall performance and the performance of its members in the context of the Board's overall performance and the performance of its members. The Board also considers the Board's overall performance and the performance of its members in the context of the Board's overall performance and the performance of its members.



Annual Board and Committee Self-Evaluation

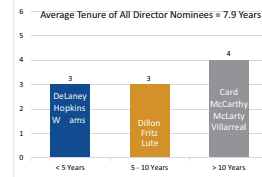
In addition to the Nominating and Corporate Governance Committee's individual assessments of each director, the Board and each committee conduct a self-evaluation of the Board's and each committee's performance. The Board and each committee complete a questionnaire and a self-evaluation of the Board's and each committee's performance. The Board and each committee also conduct a self-evaluation of the Board's and each committee's performance. The Board and each committee also conduct a self-evaluation of the Board's and each committee's performance. The Board and each committee also conduct a self-evaluation of the Board's and each committee's performance.

UNION PACIFIC CORPORATION

PROPOSAL NUMBER 1 - Election of Directors

Board Tenure

We believe that Board tenure diversity is important and directors with many years of service provide the Board with a deep knowledge of our Company, while newer directors lend fresh perspectives. The chart below reflects the average tenure of all directors nominated for re-election.



Evaluation of Board and Committee Effectiveness and Performance

The Corporate Governance and Nominating Committee is responsible for overseeing the annual self-evaluation process of the Board and its committees, which is used by the Board and each committee to assess their effectiveness, their performance and opportunities for improvement. In addition, each committee reviews its Charter annually and reports to the Corporate Governance and Nominating Committee and the Board on its self-evaluation and review of its Charter.

During 2020, the Board and committee evaluation process involved the distribution of a self-assessment questionnaire to all Board and committee members inviting a review and written comments on all aspects of the Board and each committee's role and responsibilities, as well as director performance and Board dynamics. Comments solicited related to a holistic review of how the Board can improve its key functions overseeing the Company's overall governance and the enterprise risk profile of the Company, approving the Company's strategic plan, monitoring strategy implementation and generally overseeing management's operations of the business. In particular, for both the Board and the relevant committees, the process solicited ideas from directors about (i) improving prioritization of issues, (ii) improving quality of Board and committee discussions on key matters, (iii) identifying specific issues that should be discussed in the future, and (iv) identifying any other matters of importance to the functioning of the Board or committee.

The Corporate Governance and Nominating Committee will provide oversight for each committee and the Board as the directors continue discussing the results of this evaluation and work to address the recommendations.

Director Evaluation Criteria

VOYA FINANCIAL, INC.

Our nominees:

- are seasoned leaders who have held a diverse range of leadership positions in complex businesses (including financial services organizations);
- have served in senior executive positions, including in the areas of risk, operations, finance, technology and brand development;
- have extensive knowledge and experience in our industry;
- bring deep and diverse experience in public and private companies; and
- represent diverse backgrounds and viewpoints.

Core Qualifications and Experiences	Diversity of Skills and Experiences
✓ Integrity, business judgment and commitment	+ Financial services industry
✓ Distinguished management ability	+ Risk management
✓ Leadership and expertise in their respective fields	+ Cybersecurity, technology and information security
✓ Financial literacy	+ Audit, tax and accounting
✓ Strategic thinking	+ Operations
✓ Reputational focus	+ Succession planning and talent development
	+ Brand development, marketing and communications
	+ Public company board service
	+ Finance and capital allocation
	+ Mergers and acquisitions experiences

Consideration of Board Diversity

The Nominating and Governance Committee is keenly focused on ensuring that a wide range of backgrounds and experiences are represented on our Board. Among the factors the Committee considers in identifying and evaluating a potential director candidate is the extent to which the candidate would add to the diversity of our Board. The Committee considers a number of demographics including gender, ethnicity, race, culture and geography, seeking to develop a Board that, as a whole, reflects diverse opinions and perspectives that are representative of our business.

Evaluation of our Director Nominees for Nomination and Re-Nomination

Our Nominating and Governance Committee does not set specific minimum qualifications that directors must meet in order for the Committee to recommend them to our board, but specific characteristics considered by the Committee when evaluating candidates for the Board include:

- whether the candidate possesses significant leadership experience;
- the candidate's accomplishments and reputation in the business community;
- whether the candidate is financially literate or has other professional business experience relevant to an understanding of our business; and
- whether the nominee is independent for purposes of the New York Stock Exchange ("NYSE") listing rules.

We appreciate the importance of critically evaluating individual directors and their contributions to our Board in connection with re-nomination decisions. In considering whether to recommend re-nomination of a director for election at our annual meeting, the Nominating and Governance Committee considers factors such as:

- the extent to which the director's skills, qualifications and experience continue to contribute to the success of our Board;


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Risk Oversight & Corporate Governance

Boards are under increasing scrutiny about how they manage risks to the corporate franchise. In response, many companies use a dedicated section in the proxy statement to show the Board's process for overseeing these risks.

AERIE PHARMACEUTICALS, INC.

OUR BOARD OF DIRECTORS



Information about Corporate Governance

Board of Directors and Corporate Governance Guidelines

Our corporate governance guidelines provide a framework for the governance of the Company as a whole and describe the principles and practices that our Board follows in carrying out its responsibilities.

In accordance with our corporate governance guidelines, the Board does not involve itself in the day-to-day operations of the Company. The Board directs and oversees the management of the business and affairs of the Company in a manner consistent with the best interests of the Company and its stockholders. In this oversight role, the Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the Company's stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

Our directors fulfill their duties and responsibilities by attending meetings of the Board, which are held from time to time, and, as applicable, meetings of the three standing committees of the Board (the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee), which are also held from time to time.

The Board held eleven meetings during the year ended December 31, 2020. Of the eleven meetings held during this period, four meetings were held in person and seven meetings were held telephonically or via video teleconference. Except for Dr. Cagle, who attended ten of the eleven meetings of the Board during the year ended December 31, 2020, each incumbent director attended one hundred percent (100%) of the meetings of the Board held during the period for which he or she served as a director during the year ended December 31, 2020. In addition, each incumbent director attended one hundred percent (100%) of the meetings of the committees on which that director served during this period. With respect to the single Board meeting during the year ended December 31, 2020 which Dr. Cagle did not attend, Dr. Cagle notified the Company in advance of the absence and discussed the applicable meeting agenda and materials with Company management and other directors prior to and subsequent to such meeting.

It is our policy to encourage our directors to attend the Annual Meeting. All nominees for director and all directors continuing in office then serving attended our 2020 Annual Meeting. It is currently anticipated that all members of the Board will be in attendance at the Annual Meeting.

Board of Directors' Independence

Under the listing requirements and rules of the NASDAQ Global Market ("NASDAQ") independent directors must compose a majority of a listed company's board of directors. In addition, applicable NASDAQ rules require that, subject to specified exceptions, each member of a board of directors, compensation and nominating committees must be independent within the meaning of applicable NASDAQ rules. Audit committee members must also satisfy the independence criteria set forth in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Our Board has undertaken a review of the independence of each director and considered whether any director has a material relationship with us that could compromise his or her ability to exercise independent judgment in carrying out his or her responsibilities. In making this determination, our Board considered the current and prior relationships that each non-employee director has with our Company and all other factors and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each non-employee director. As a result of this review, our Board determined that Dr. Cagle, Mr. Croarkin, Mr. du Toit, Mr. Grylka, Dr. McDonnell, Dr. McGraw and Ms. McHugh qualify as "independent" directors within the meaning of the NASDAQ rules. As required under applicable NASDAQ rules, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. The purpose of these executive sessions is to promote open and candid discussion among the non-employee directors.

Aerie Pharmaceuticals, Inc. 25 2021 Proxy Statement

AMERICAN PUBLIC EDUCATION, INC.

CORPORATE GOVERNANCE

The Board has adopted Corporate Governance Guidelines (the "Guidelines"), a Code of Business Conduct and Ethics (the "Code of Ethics"), a Policy for Related Person Transactions and other policies as part of our corporate governance practices and in accordance with rules of the SEC and the listing standards of The Nasdaq Stock Market ("Nasdaq").

The Guidelines, Code of Ethics, and Policy for Related Person Transactions are reviewed periodically by our Nominating and Corporate Governance Committee, and changes are recommended to the Board for approval as appropriate. In March 2020, our Board (i) added "Harassment and Discrimination" and "Safety" sections to our Code of Ethics to align with already-established policies set forth in our employee and faculty handbooks and to emphasize our commitment to good social governance practices, (ii) expressly embedded in the Code of Ethics a requirement already being followed that each individual covered by the Code of Ethics must acknowledge the Code of Ethics, (iii) broadened provisions protective of confidential information, and (iv) made additional amendments to facilitate compliance with law. The amended Code of Ethics did not relate to or result in any waiver, explicit or implicit, of any provision of the previous Code of Ethics. In March 2021, the Board updated the Guidelines to add to the characteristics to be considered as part of the Nominating and Corporate Governance Committee's review of Board composition and to strengthen the Committee's consideration of tenure and the need for Board refreshment, to formalize the Board's responsibility for establishing and supporting our commitment to positive environmental and social impacts and for ensuring strong governance practices, and to add additional risk oversight language.

Corporate Governance Guidelines and Code of Ethics

The Guidelines set forth a framework to assist the Board in the exercise of its responsibilities. The Guidelines cover, among other things, the composition and certain functions of the Board, director independence, stock ownership by our non-employee directors, management succession and review, Board committees, the selection of new directors, and director expectations.

The Code of Ethics covers, among other things, compliance with laws, rules and regulations, conflicts of interest, corporate opportunity and proper use of Company assets, and the reporting process for any illegal or unethical conduct. The Code of Ethics is applicable to all of our officers, directors and employees. We also have a separate Code of Ethics that is specifically tailored to our Chief Executive Officer, Chief Financial Officer and other Principal Officers (as defined therein).

Any waiver of either Code of Ethics for our directors, executive officers, or Principal Officers may be made only by the Board and will be promptly disclosed as may be required by law, regulation, or rules of the SEC, or Nasdaq listing standards. If we further amend either Code of Ethics or waive any provision of either Code of Ethics with respect to our Chief Executive Officer, Chief Financial Officer, or other Principal Officers, we will post the amendment on our corporate website, www.aped.com. The information on our corporate website is not incorporated by reference into this Proxy Statement.

The Guidelines and Codes of Ethics are each available in the Governance section of our corporate website.

Certain Relationships and Related Person Transactions

Policies and Procedures for Related Person Transactions

As a supplement to and extension of our Codes of Ethics, the Board has adopted a Policy for Related Person Transactions pursuant to which our Nominating and Corporate Governance Committee, another independent committee of the Board or the full Board, must give prior consent before we may enter into a related person transaction with our executive officers, directors, nominees for director or principal stockholders, including their immediate family members and affiliates. Any request for us to enter into a

APED AMERICAN PUBLIC EDUCATION, INC. 10 PURPOSE MADE POSSIBLE

AMERIPRISE FINANCIAL, INC.

Our Board's Role in Risk Oversight

Overview

Enterprise risk management and our risk management program are an effort to how we manage our business. The Board has oversight of Ameriprise's enterprise risk management policy and framework, which: (i) establish a structure for effective enterprise risk management, including oversight and governance; (ii) delineate key constituent roles and responsibilities; and (iii) impose a number of core risk management processes. The enterprise risk management policy is designed to manage risks that may impact Ameriprise, including capital, credit, market, liquidity, operational, strategic, reputational, legal and compliance, and product. The Board and its committees receive risk reporting on a regular basis to support the key role that the Board plays in its oversight of risk. The enterprise risk management policy is supported by underlying risk policies at each Ameriprise business unit that provide further detail on the business unit's risk governance, appetite, and tolerance.

Our chief executive officer, chief financial officer, general counsel and other members of senior management are responsible for identifying, assessing and managing our exposure to risk. Our Board is responsible for overseeing how management performs those functions. This oversight is directed primarily by the Audit Committee, whose membership includes five of our eight independent directors. As described in further detail in the Audit Committee section below, some aspect of risk management and oversight is discussed at virtually every Audit Committee meeting.

As a diversified financial services company, our business is subject to a number of risks and uncertainties. (These are described in detail in our Form 10-K for the year ended December 31, 2020, which is included as part of our 2020 Annual Report to Shareholders.) The Audit Committee and the Board as a whole receive regular reports from management and our independent auditors on prevailing material risks and the actions we are taking to address and mitigate them. Management also reports to the Audit Committee and the Board on how we are enhancing our risk management processes and controls to respond to evolving market, business and regulatory conditions. The Audit Committee and the Board also receive regular reports regarding our regulatory examinations, some of which address risk management topics.

As part of its ongoing responsibilities, the Audit Committee reviews and assesses the quality and clarity of the risk management information its members receive and, if necessary, makes recommendations to management for improving this reporting. In order to confirm that it is receiving candid and complete information, the Audit Committee holds regular separate executive sessions with members of executive management, our independent auditors, and our general auditor.

Ameriprise Financial 2021 Proxy Statement | 23

ARCONIC CORPORATION

CORPORATE GOVERNANCE

Our Board is responsible for overseeing our management, to help ensure we meet our responsibilities to our shareholders and to build long-term growth in shareholder value, as well as giving consideration to the interests of its other key stakeholders, including its customers, employees and the communities where the Company has an impact. Our Board believes that sound corporate governance is essential to effective fulfillment of its oversight responsibilities and is consistent with our integrity culture. Following the Separation, our Board and its committees undertook a comprehensive review of our governance policies and practices to ensure that our governance program is in compliance with applicable rules and regulations, aligns with our management of the Company, and reflects best practices. Key features of our corporate governance practices include:

Board Structure and Function	<ul style="list-style-type: none"> De-classified board structure requiring annual election of directors Majority voting standard in uncontested elections with resignation policy Annual Board and committee self-evaluations Director orientation and continuing education program Board leadership succession plan Retirement ages with Board option to waive 8 of our 10 directors are independent
Director Independence and Qualifications	<ul style="list-style-type: none"> Board committees composed entirely of independent directors Independent directors regularly meet in executive session Robust Director Selection Policy including specific criteria for service Independent Board Chairperson with strong public company board and executive leadership experience
Leadership	<ul style="list-style-type: none"> Lead Independent Director appointed if the Chairperson is not independent Standing committees chaired by independent directors with public company and executive leadership experience reflective of areas of committee oversight
Shareholder Alignment	<ul style="list-style-type: none"> Clawback policy for incentive compensation that incorporates our commitment to our Code of Conduct Robust stock ownership and retention requirements Policies prohibiting short sales, hedging, margin accounts and pledging Shareholder ability to act by written consent Special meetings can be called by any shareholder owning at least 25% of outstanding shares for at least one year Shareholder ability to remove directors with or without cause No supermajority voting provisions in our charter or bylaws No shareholder rights plan
Shareholder Rights	

Director Independence

Providing objective, independent judgment is at the core of our Board's oversight function. Under our Director Independence Standards, which conform to the New York Stock Exchange ("NYSE") listing standards, a director is not considered "independent" unless the Board affirmatively determines that the director has no material relationship with the Company or any subsidiary in the consolidated group and that there are no other factors present that would impair the director's ability to exercise independent judgment in carrying out his or her responsibilities.

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Risk Oversight & Corporate Governance

ARMADA HOFFLER PROPERTIES, INC.

Corporate Governance and Board Matters

Corporate Governance Profile

We have structured our corporate governance in a manner that we believe closely aligns our interests with those of our stockholders. Notable features of our corporate governance structure include the following:

			6 of 9 six of our nine directors are "independent"
4 four of our directors qualify as an "audit committee financial expert" as defined by the SEC		Opt-Out we have opted out of the business combination and control share acquisition statutes in the Maryland General Corporation Law	

Our directors stay informed about our business by attending meetings of our Board and its committees and through supplemental reports and communications. Independent directors meet regularly in executive sessions without the presence of our corporate officers or non-independent directors.

Sustainability Committee

The Company has established a Sustainability Committee, a cross-functional management committee formed to support the Company's ongoing commitment to environmental, workplace health and safety, corporate and social responsibility, corporate governance, and other sustainability matters. Members of the Sustainability Committee are appointed by our Chief Executive Officer and are required to report quarterly to the CEO and annually to the Nominating and Corporate Governance Committee of the Board.

Armada Hoffler Properties, Inc. | 21 | Proxy Statement 2021

ASANA, INC.

Board of Directors and Corporate Governance

Our business affairs are managed under the direction of our Board of Directors, which is currently composed of seven members. Five of our directors are independent within the meaning of the listing standards of The New York Stock Exchange, or the NYSE. Our Board of Directors is divided into three staggered classes of directors. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the same class whose term is then expiring.

The following table sets forth the names, ages as of May 3, 2021, and certain other information for each of the members of our Board of Directors with terms expiring at the Annual Meeting (who are also nominees for election as a director at the Annual Meeting) and for each of the continuing members of our Board of Directors:

Directors with Terms Expiring at the Annual Meeting/Nominees	Class	Age	Position	Director Since	Current Term Expires	Expiration of Term For Which Nominated
Sydney Carey ⁽¹⁾⁽²⁾	I	56	Director	2019	2021	2024
Matthew Kohler ⁽¹⁾⁽²⁾	I	44	Director	2009	2021	2024
Dustin Moskovitz	I	36	Co-Founder, President, Chief Executive Officer, and Chair	2008	2021	2024
Continuing Directors						
Lorrie Norrington ⁽¹⁾⁽³⁾	II	61	Director	2019	2022	—
Justin Rosenstein	II	37	Director	2008	2022	—
Adam D'Angelo ⁽¹⁾	III	36	Director	2008	2023	—
Anne Raimond ⁽¹⁾⁽³⁾⁽⁴⁾	III	49	Lead Independent Director	2019	2023	—

(1) Member of our Audit Committee
 (2) Member of our Compensation Committee
 (3) Member of our Nominating and Governance Committee
 (4) Lead Independent Director

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BEST BUY CO., INC.

CORPORATE GOVERNANCE AT BEST BUY

Our Board is committed to developing and implementing corporate governance principles that: (1) enable the success of our strategy and business objectives; (2) are rooted in a robust ongoing dialogue with our shareholders; and (3) are inspired by best practices. Consistent with this approach, we continue to build upon a strong framework of corporate governance practices. Shareholder perspectives play an important role in that process. Some key aspects of our current Board and governance structure and practices are as follows:

Board Leadership & Composition

- Our Board is currently led by an independent Chairman. A Lead Independent Director ensures independent oversight of management whenever our Chairman is not independent.
- All of our director nominees, other than the CEO, are independent.
- Our Board places an emphasis on diverse representation among its members. Five of our 11 director nominees are women and four of our 11 nominees are ethnically diverse.
- The average tenure of our director nominees is approximately 4.5 years, with a balance of skills, new perspectives and historical knowledge.
- All Committees are comprised exclusively of independent directors.
- Our directors are required to retire at the expiration of their term during which they reach the age of 72, and must tender their resignation for consideration: (a) five years after ceasing the principal career they held when they joined our Board, (b) when their principal employment, public company board membership or other material affiliation changes, and (c) if they receive less than a majority of votes cast for his or her election.

Board Accountability

- We conduct a robust annual Board, individual director and CEO evaluation process, and periodically engage an independent third party to provide independent assessments of Board and director performance.
- None of our directors are involved in a material related party transaction.
- Our directors and officers are prohibited from hedging and pledging Company securities.
- Our directors and executive officers are required to comply with stock ownership guidelines.
- Our Board has adopted Corporate Governance Principles as part of its commitment to good governance practices. These principles are available on our website at www.lovestock.bestbuy.com.

Shareholder Rights & Engagement

- We do not have a shareholder rights plan (commonly known as a "Poison Pill").
- We have proxy access provisions consistent with market practice (3/3/2020).
- We have no exclusive Forum/Venue or fee-shifting provisions.
- We have no cumulative voting rights and our only class of voting shares is our common stock.
- A shareholder(s) holding 10% of the voting shares of our stock may call a special meeting (or 25% if the special meeting relates to a business combination or change in our Board composition).
- We do not have supermajority shareholder vote requirements in our Articles.
- We regularly engage with shareholders to solicit feedback, address questions and concerns and provide perspective on Company policies and practices.

In this section of our proxy statement, we provide detail on specific aspects of our Corporate Governance program, policies and practices, as well as additional information on the operations and composition of our Board.

Board Leadership

During fiscal 2021, our Board was led by our independent Chairman, Mr. Doyle. In March 2021, the Board appointed Mr. Doyle to continue his service as Chairman for fiscal 2022. Additional leadership roles continue to be filled by other directors, all of whom are independent and play an active role in our strategic planning, risk oversight and governance.

Under our Corporate Governance Principles, in circumstances where the Chairperson of the Board is not independent, the Board considers it to be useful and appropriate to designate a Lead Independent Director to coordinate the activities of the other independent directors and to perform such other duties and responsibilities as the Board may determine. Our Lead Independent Director is nominated by the Nominating, Corporate Governance

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BRISTOW GROUP INC.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Environmental, Social and Governance ("ESG")

The Company is committed to leading responsibly and sustainably. The Merger in June 2020 has deepened this resolve, recognizing our role as the global leader in innovative and sustainable vertical flight solutions. We understand the role we play in a more sustainable future as we elevate people to achieve a safer more productive world.

Safety

- In fiscal year 2021, our continued commitment to our Target Zero safety culture resulted in zero air accidents, a 75% reduction in severe injury events, and a 57% year-over-year reduction in lost work days. These safety results were achieved while completing approximately 115,000 operating flight hours in fiscal year 2021.
- In the face of a global pandemic, our teams implemented robust protocols and screening processes to secure the safe transport of our passengers and employees in over 11 countries with 40 operating bases.
- We are one of the three founding members of Helioffshore, an organization dedicated to collaboration across the offshore helicopter industry to improve safety around the world.

Social

- We understand that diversity, equity and inclusion ("DE&I") will touch every aspect of our future, and it will take bold action from all of us to get there. In 2021, approximately 20% of our workforce are women, with 36% serving in management level roles, and women representing half of our executive management team. In addition, approximately 18% of our U.S. employees identifies as a race or ethnicity other than Caucasian.
- We are focused on creating career pathways for those who serve in the military, with 24% of our U.S. employees as of March 31, 2021 having previously served in the military.
- We provide opportunities for all employees to improve their skills and advance their careers and our culture, including DE&I training and learning resources, professional development programs, and wellness resources to support teams, employees and their families.

Environment

- We were one of the first vertical lift operators in the U.K. to obtain International Organization for Standards (ISO) 14001 certification. This certification confirms our U.K. operations have certified environmental management systems in place to monitor, manage, and deliver continuous improvement at our bases of operations. We are working on obtaining ISO 14001 certification for other operating bases throughout our global footprint beginning in fiscal year 2022.
- We are undertaking proactive measures to reduce aircraft emissions and reduce the environmental impact of our operations using a modern fleet with the latest technologies to ensure aircraft engines perform efficiently and are regularly maintained by an experienced engineering team.
- We use flight planning software for payload management and minimizing time on ground runs. Our pilots are also trained to fly at a lower torque, which burns less fuel, cuts emissions, and increases component life. The Company also uses the latest technology fuel burners with enhanced safety features such as automatic shut off systems, which are regularly upgraded to eliminate spillage.
- We seek to avoid adverse noise impacts to our communities, including by establishing hush houses for engine runs, installing noise walls around our bases, limiting engine runs and establishing aircraft operations "quiet hours" in the evening.

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Risk Oversight & Corporate Governance

CHEWY, INC.

to amounts credited to their deferred RSU accounts until such RSUs are settled. Settlement of any RSUs credited to the deferred RSU account in shares of fully vested common stock will occur at the time specified in the director's deferral election, but no later than as soon as practicable following the director's termination of Board service.

Indemnification

We have entered into indemnification agreements with each of our directors and anticipate that we will enter into similar agreements with any future directors. Generally, the indemnification agreements are designed to provide the maximum protection permitted by Delaware law with respect to indemnification of a director. The indemnification agreements provide that we will pay certain amounts incurred by a director in connection with any civil or criminal action or proceeding, specifically including actions by or in our name (derivative suits) where the individual's involvement is by reason of the fact that the director is or was a director or officer. Such amounts include, to the maximum extent permitted by law, attorney's fees, judgments, civil or criminal fines, settlement amounts, and other expenses customarily incurred in connection with legal proceedings. Under the indemnification agreements, a director will receive indemnification unless they are adjudged not to have acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of our Company and, in the case of a criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Stockholder Communications with our Board

Our Board has adopted a formal process by which stockholders may communicate with our Board or any of our directors. Stockholders who wish to communicate with our Board may do so by sending written communications addressed to Chewy's Secretary at Chewy, Inc., 1855 Griffin Road, Suite B-428, Dana Point, CA 92629. Each communication will be reviewed by our Secretary to determine whether it is appropriate for presentation to our Board or the applicable director(s). The purpose of this screening is to allow our Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations, and product inquiries). See Questions 24 and 25 above under the heading General Information About Our Annual Meeting for more information.

Corporate Governance Guidelines and Code of Conduct and Ethics

Our Board has adopted Corporate Governance Guidelines that address such items as the qualifications and responsibilities of our directors and director candidates, and corporate governance policies and standards applicable to us in general. We also have adopted a Code of Conduct and Ethics that applies to our directors, officers, and employees, including our Chief Executive Officer, Chief Financial Officer, and Principal Accounting Officer. The full text of our Corporate Governance Guidelines and our Code of Conduct and Ethics is posted on our website at <https://investor.chewy.com>. We will post amendments to our Code of Conduct and Ethics or any waivers of our Code of Conduct and Ethics for directors and named executive officers on the same website or in filings under the Exchange Act.

Diversity, Equity, and Inclusion

We appreciate and support the importance of a diverse workforce and fostering safe and inclusive working environments in which our employees can be their authentic and best selves. Chewy's diversity, equity, and inclusion ("DEI") mission is to hire, retain, and promote exceptional talent that values and is inclusive of all backgrounds and perspectives to deliver excellence.

We understand DEI is an ever-continuing journey and intend to continually expand and enhance our DEI efforts. As such, during fiscal year 2020, we increased our internal and external commitment and attention to DEI. Internally, we completed a series of organization-wide listening sessions and a diversity and inclusion survey and invested in hiring talent devoted to championing DEI initiatives. Externally, we enhanced our recruitment outreach by more deeply engaging with six historically black colleges and universities and strengthening our relationships with Black student organizations.

CHIPOTLE MEXICAN GRILL, INC.

CORPORATE GOVERNANCE (CONT.)

Policies and Procedures for Review and Approval of Transactions with Related Persons

We recognize that transactions in which our executive officers, directors or principal shareholders, or family members or other associates of our executive officers, directors or principal shareholders, have an interest may raise questions as to whether those transactions are consistent with the best interests of Chipotle and our shareholders. Accordingly, our Board has adopted written policies and procedures requiring the Audit & Risk Committee to approve in advance, with limited exceptions, any transactions in which any person or entity in the categories named above has any material interest, whether direct or indirect, unless the value of all such transactions in which a related party has an interest during a year total less than \$10,000. We refer to such transactions as "related person transactions." Current related person transactions to which we are a party are described on page 71.

A related person transaction will only be approved by the Audit & Risk Committee if the Committee determines that the related person transaction is beneficial to us and the terms of the related person transaction are fair to us. No member of the Audit & Risk Committee may participate in the review, consideration or approval of any related person transaction with respect to which such member or any of his or her immediate family members is the related person.

Role of the Board of Directors in Risk Oversight

While our executive officers and various other members of management are responsible for the day-to-day management of risk, the Board of Directors and its standing Committees exercise an oversight role with respect to risk issues facing our company. The responsibility for overseeing risks related to the following topical areas has been allocated to the Board and its Committees as follows:

Areas of Risk Oversight	
Board of Directors	<ul style="list-style-type: none"> Our strategic plans, financial and operating performance and shareholder returns Overall risk assessment and mitigation of critical risks Corporate sustainability initiatives Regular review and analysis with management of most significant business risks as identified by the Board, the Audit & Risk Committee, and/or management Succession planning process for our CEO and other executive officers and development of senior management
Audit & Risk Committee	<ul style="list-style-type: none"> Accounting practices and policies, financial statements and reporting and disclosure controls and procedures and internal controls Internal controls and the performance of the internal audit function Performance of the independent registered public accountants and the lead audit partner Cyber security and data privacy programs, policies and risk assessment and mitigation Ethics and Compliance program, including the whistleblower hotline and procedures for the receipt, retention and treatment of complaints, and the company's risk management framework and the process for identifying, assessing and mitigating key risks Compliance with legal and regulatory requirements and the company's response to actual and alleged violators, including claims of harassment, discrimination or other violations of applicable employment laws Transactions with related persons and compliance with our Policy and Procedures with respect to Related Person Transactions

COEUR MINING, INC.

CORPORATE GOVERNANCE

Best Practices

- Independent Board chairman and all directors are independent other than the Chief Executive Officer ("Chief Executive Officer" or "CEO")
- Board and Board committees take an active role in the Company's risk oversight and risk management processes
- Focus on Board refreshment – three new directors since Q1 2018⁽¹⁾
- Strong mix of directors with complementary skills
- Annual evaluations promote Board and Board committee effectiveness
- Proxy access allows stockholders who have satisfied requirements specified in our Bylaws to include director nominees in the Company's proxy statement and form of proxy
- No related person transactions with directors or executive officers
- 50% of independent director nominees are diverse (gender or ethnic)
- Cleanback and forfeiture policy covering both financial statements and misconduct
- Proactive ongoing stockholder outreach on governance, executive compensation and other ESG matters, including participation by independent directors
- Chairman's one-on-one meetings with each director promote candor, effectiveness and accountability
- Majority voting in uncontested director elections with a resignation policy
- All directors elected annually for one-year terms
- Stockholders owning 20% or more of Coeur's common stock have the right to call a special meeting of the stockholders
- No poison pill or similar anti-takeover defenses in place
- Active Board oversight of enterprise risk, including involvement in strategy setting and crisis management preparation and response efforts

(1) Brian Santovni, elected to the Board during 2019, resigned in October 2020 after accepting a new position as President of the University of Nevada, Reno, which does not allow him to serve on corporate boards.

Director and Nominee Experience and Qualifications

Coeur is a precious metals mining company with five wholly-owned operations in the United States, Mexico and Canada. The management of our business requires the balancing of many considerations, including:

- Strategic and financial growth and building long-term value for our stockholders
- Cyclical commodity prices
- Health and safety of our employees and business and community partners
- Environmental stewardship
- Building positive relationships with the communities in which we operate
- Fostering and maintaining a strong culture
- Attracting, developing and retaining talented employees
- Ensuring compliance with laws and regulations in a heavily-regulated industry
- Maintaining leading corporate governance and disclosure practices

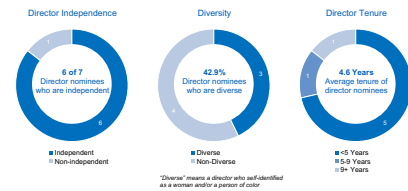
Our Board believes that it should possess a combination of skills, professional experience and diversity of viewpoints necessary to oversee our business, together with relevant technical skills or financial acumen that demonstrates an understanding of the financial and operational aspects and associated risks of a large, complex organization like Coeur. Our Corporate Governance Guidelines contain Board membership criteria, focused on ethics, integrity and values, sound business judgment, strength of character, mature judgment, professional experience, industry knowledge and diversity of viewpoints, all in the context of an assessment of the perceived needs of the Board at that point in time. Accordingly, the Board and the NCG Committee consider the qualifications of incumbent directors and director candidates individually and

DROPBOX, INC.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Our business affairs are managed under the direction of our board of directors. As of March 15, 2021, our board of directors consisted of eight directors, seven of whom qualified as "independent" under the listing standards of the NASDAQ Global Select Market ("NASDAQ"). As previously announced, on December 10, 2020, R. Bryan Schreier resigned as a member of the board of directors and Michael Seibel was appointed as a member of the board of directors. Also as previously announced, Condoezza Rice will not stand for re-election as a director due to her other professional commitments and demands on her time, and her service on our board of directors will end at the Annual Meeting.

Until the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, we will have a single class of directors who are each elected for one-year terms and until their successors are duly elected and qualified. When the outstanding shares of our Class B common stock represent less than a majority of the combined voting power of our common stock, we will have a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms. Our directors will be assigned by the then-current board of directors to a class. In determining the composition of our board, our board of directors and nominating and corporate governance committee are committed to ensuring that our directors maintain effective and independent oversight of our business and that they capably represent the interests of our stockholders. As part of this commitment, our nominating and corporate governance committee considers the diversity of director nominees with respect to gender, race, ethnicity, sexual orientation, gender identity, viewpoints and perspectives, experience, and backgrounds. The following charts provide summary information about our director nominees with respect to independence, diversity, and tenure. For additional information regarding our criteria for evaluating director nominees, see the section titled "Considerations in Evaluating Director Nominees."



Risk Oversight & Corporate Governance

ETSY, INC.

Board Committees

Our Board has the following standing committees: Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. Members of these Committees serve until their resignation or until otherwise determined by our Board. The composition and functions of each Committee are described below. The charter of each Committee, our Corporate Governance Guidelines, and our Code of Conduct are available on our investor website (investors.etsy.com) under "Governance-Governance Documents."

DIRECTOR	INDEPENDENT	AUDIT COMMITTEE	COMPENSATION COMMITTEE	NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
Gary S. Briggs	Yes		▲	
M. Michele Burns	Yes	▲ ●		▲
Edith W. Cooper	Yes		▲	
Jonathan D. Klein	Yes		▲	
Melissa Raff	Yes		■	
Josh Silverman	No			
Margaret M. Smyth	Yes	■ ●		
Fred Wilson	Yes	▲		■

■ Chair
● Member
▲ Financial Expert

Audit Committee

2020 Meetings: 6
 Members: Margaret M. Smyth (Chair), M. Michele Burns, Fred Wilson


As described in more detail in its charter, among other responsibilities, the Audit Committee:

- appoints and oversees our independent registered public accounting firm, including its qualifications, independence, and performance, and pre-approves the scope and plans for audits, all audit engagement fees, and all permissible non-audit engagements;
- reviews and discusses with management and the independent registered public accounting firm our annual audited and quarterly unaudited financial statements and annual and quarterly reports on Forms 10-K and 10-Q and related matters, including any non-GAAP financial measures;
- oversees the performance of our internal audit function;
- oversees our procedures for the receipt, retention, and treatment of any complaints regarding accounting, internal accounting controls, or auditing matters, and for the confidential and anonymous submissions by our employees concerning questionable accounting or auditing matters;
- reviews and oversees related person transactions; and
- oversees the management of risks associated with financial reporting, accounting, and auditing matters, including our guidelines and policies with respect to risk assessment and risk management.

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IROBOT CORPORATION



CORPORATE GOVERNANCE AND BOARD MATTERS

Board Leadership Structure

Mr. Angle serves as our chief executive officer and chairman of the board. The board of directors believes that having our chief executive officer as chairman of the board facilitates the board of directors' decision-making process because Mr. Angle has first-hand knowledge of our operations and the major opportunities and challenges facing us. This also enables Mr. Angle to act as the key link between the board of directors and other members of management. To assure effective independent oversight, our by-laws provide that the independent members of our board of directors will designate a lead independent director if the chairman of the board is not an independent director, as discussed further in "Executive Sessions of Independent Directors" below.

Independence of Members of the Board of Directors

The board of directors has determined that Dr. Kao, Mess, Ellinger, Finney, Manolis and Stacy, and Messrs. Ali, Bell and Miller are independent within the meaning of the director independence standards of Nasdaq and the SEC. Furthermore, the board of directors has determined that each member of each of the committees of the board of directors is independent within the meaning of the director independence standards of Nasdaq and the SEC.

Executive Sessions of Independent Directors

Executive sessions of the independent directors are held during each regularly scheduled in-person meeting of the board of directors. Executive sessions do not include any of our non-independent directors and are chaired by a lead independent director who is appointed annually by the board of directors from our independent directors. Mr. Ali currently serves as the lead independent director. In this role, Mr. Ali serves as chairperson of the independent director sessions. The independent directors of the board of directors met in executive session six (6) times in 2020.

Role of Lead Independent Director

The lead independent director works to ensure that "all voices are heard" within the boardroom, proactively spends considerable time with the chief executive officer and other executive officers, to understand the Company's vision and strategy, and helps focus the board of directors on areas aligned with the Company's vision and strategy. In addition to acting as the chairperson of the independent director sessions, the lead independent director also assists the board in ensuring effective corporate governance. The lead independent director's specific duties include:

- Providing the chairman of the board with input as to preparation of agendas for meetings;
- Advising the chairman of the board as to the quality, quantity and timeliness of the flow of information from the Company's management that is necessary for the independent directors to effectively and consistently perform their duties;
- Coordinating and developing the agenda for the executive sessions of the independent directors;
- Acting as principal liaison between the independent directors and the chairman of the board on critical issues;
- Acting as a spokesperson for the independent directors able to talk with major investors and stockholders on topics of overall governance;

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MORGAN STANLEY

CORPORATE GOVERNANCE MATTERS

Item 1

Election of Directors

Our Board unanimously recommends that you vote "FOR" the election of all director nominees.

DIRECTOR SUCCESSION AND NOMINATION PROCESS

Key Statistics on Board Succession		
5.4 years	64.4 years	5
Average tenure of Board upon election at annual meeting	Average age of Board upon election at annual meeting	new directors in the last three years (since the beginning of 2018)

The Nominating and Governance Committee's charter provides that the committee will actively seek and identify nominees for recommendation to the Board consistent with the criteria in the Morgan Stanley Corporate Governance Policies (Corporate Governance Policies), which provide that the Board values members who:

- Combine a broad spectrum of experience and expertise with a reputation for integrity;
- Have experience in positions with a high degree of responsibility;
- Are leaders in the companies or institutions with which they are affiliated;
- Can make contributions to the Board and management;
- Represent the interests of shareholders; and
- Possess a willingness to appropriately challenge management in a constructive manner.

While the Board has not adopted a formal written policy regarding director diversity, the Corporate Governance Policies provide that the Board will take into account the diversity of a director candidate's perspectives, background, work experience and other demographics, including race, gender, ethnicity and nationality. In considering potential candidates for the Board, the Nominating and Governance Committee considers the extent to which a candidate contributes to the diversity of the Board. The Nominating and Governance Committee and the Board may also determine specific skills and experience they are seeking in director candidates based on the needs of the Company in light of the Company's long-term strategy. In considering candidates for the Board, the Nominating and Governance Committee considers the entirety of each candidate's credentials in the context of these criteria.

The Board is committed to the ongoing review of Board composition and director succession planning. The Nominating and Governance Committee continuously reviews the experience, qualifications, attributes, skills, race, gender, ethnicity, nationality and tenure of the members of the Board and maintains a list of potential director candidates that is reviewed and refreshed regularly throughout the course of the year.

The Nominating and Governance Committee may retain and terminate, in its sole discretion, a third party to assist in identifying director candidates or gathering information regarding a director candidate's background and experience. The Nominating and Governance Committee may also consider director candidates proposed by shareholders, as provided for in the Corporate Governance Policies. Members of the Nominating and Governance Committee, the Independent Lead Director and other members of the Board interview potential director candidates as part of the selection process when evaluating new director candidates.

The Corporate Governance Policies provide that the Board expects a director to advise the Chairman and Corporate Secretary if he or she plans to join the board of directors or similar governing body of another public or private company or advisory board, or experiences other changed circumstances that could diminish his or her effectiveness as a director.

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PARTY CITY HOLDCO INC.

Corporate Governance

Leadership of the Board

The Board is responsible for the oversight of the Company's overall strategy and operations. The Board is committed to objective oversight of the Company's management, especially through its independent leadership and committee membership. The Company does not have a fixed policy regarding the separation of the offices of Chair of the Board and Chief Executive Officer and believes that it should maintain the flexibility to select the Chair of the Board and its Board leadership structure, from time to time, based on the criteria that it deems to be in the best interests of the Company and its stockholders at such time. Currently, the roles of Chief Executive Officer and Chair of the Board are separate, and our Chair of the Board is an independent director. The Chief Executive Officer is responsible for the general management, oversight, leadership, supervision and control of the day-to-day business and affairs of the Company and ensures that all directions of the Board are carried into effect. The Chair is charged with presiding over all meetings of the Board (as well as executive sessions of the independent or non-management directors) and the Company's stockholders and providing advice and counsel to the Chief Executive Officer and other Company officers regarding the Company's business and operations.

In addition, independent directors are the sole members of the Audit, Compensation, and Nominating and Governance Committees, which oversee critical matters of the Company, including the integrity of the Company's financial statements, the compensation of executive management, the appointment and nomination of directors, and the development of the Company's corporate governance policies and structures.

Risk Oversight

The Board's role in the Company's risk oversight process includes regularly reviewing at the Audit Committee level – at least annually – the Company's risk management efforts, including receiving reports from members of senior management on areas of material risk to the Company, including operational, financial, legal, regulatory, strategic and cyber security risks. The full Board receives these reports from the Audit Committee Chair in order to aid its understanding of the Company's risk identification, risk management and risk mitigation strategies. The Audit, Compensation and Nominating and Governance Committees are responsible for evaluating certain risks relevant to their respective responsibilities and overseeing the management of such risks, as described below, and the entire Board is informed of such risks at the Board meetings, following a given committee meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Board Independence

Our Corporate Governance Guidelines provide that our Board will be comprised of a majority of directors who are independent. Under our Corporate Governance Guidelines, an "independent" director is one who meets the qualification requirements for being independent as defined by the NYSE rules. Our Board reviews any transactions and relationships between each non-management director or any member of his or her immediate family and the Company. The purpose of this review is to determine whether there are any such relationships or transactions and, if so, whether they were inconsistent with a determination that the director was independent. Our Board then makes an affirmative determination whether or not each director or nominee is independent. As a result of our review process described above, our Board unanimously determined that Messrs.

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Risk Oversight & Corporate Governance

PINTEREST, INC.

Corporate Governance

Our Board of Directors

The following table provides summary information about each of our current directors, including the three nominees for election at the annual meeting:

Name	Class	Age	Director Since	Term Expires In	Principal Occupation	Other Public Company Boards	Our Committee Membership
Jeffrey Jordan	I	62	2011	2023	Managing Partner, AddressPress; Former Chief Marketing Officer, NetScout	Arbitration; Mediation	Governance Committee
Lestle Kluge ⁽¹⁾	III	55	2019	2022	Former EVP & CFO, CBS	Netflix	Compensation Committee; Audit Committee
Jeremy Levine	I	47	2011	2023	Partner, Bessemer Venture Partners	Shopify	Governance Committee
Gokul Rajaram ⁽²⁾	I	46	2020	2023	Co-Founder, DoorDash	The Trade Desk	Governance Committee
Fredric Reynolds	II	70	2017	2021	Former EVP & CFO, GE; Former President, Corporation	International; Raytheon Technologies	Audit Committee (chair)
Evan Sharp	II	38	2019	2021	Co-Founder, Chief Design & Creative Officer, Pinterest	None	None
Benjamin Silbermann	III	38	2011	2022	Chairman, President & CEO, Pinterest	None	None
Saleem Coleman-Smith	III	51	2020	2022	Former EVP, ABC Family	Gap	Audit Committee
Michelle Wilson ⁽³⁾	II	58	2016	2021	Former SVP & General Counsel, Amazon	Oksa; Zendesk	Compensation Committee
Andrea Wisnom ⁽⁴⁾	III	51	2020	2022	Skyscraper Holdings; President, Skyscraper Holdings	None	Compensation Committee

⁽¹⁾ The board appointed Mr. Kluge to serve as chair of the talent development and compensation committee (which we refer to throughout this proxy statement as the "compensation committee") effective immediately following the annual meeting. In February 2021, we changed the name of the committee to talent development and compensation committee, which we refer to throughout this proxy statement as the "compensation committee."

⁽²⁾ Mr. Rajaram serves on the board of directors of Coinbase Global, Inc. which is scheduled for an initial public offering on April 14, 2021 according to publicly available information.

⁽³⁾ Last independent director of Mr. Wilson is not standing for re-election at the annual meeting. Mr. Wilson will serve until her current term expires at the annual meeting.

⁽⁴⁾ The board re-classified Ms. Wisnom as a Class III director effective immediately following the annual meeting, subject to her election by stockholders at the annual meeting. The independent directors of the board also re-elected Ms. Wisnom to serve as the lead independent director effective immediately following the annual meeting, subject to her election at the annual meeting.

PITNEY BOWES, INC.

Corporate Governance

We encourage stockholders to visit our Corporate Governance website at www.pitneybowes.com under the caption "Our Company—Our Leadership & Governance—Corporate Governance" for information concerning governance practices, including the Governance Principles of the board of directors, charters of the committees of the board, and the directors' Code of Business Conduct and Ethics, Our Business Practices Guidelines, which is the Code of Ethics for employees.

including our Chief Executive Officer (CEO) and our named executive officers (NEOs), is also available at "Corporate Responsibility—Business Practices." We intend to disclose any future amendments or waivers to certain provisions of the directors' Code of Business Conduct and Ethics or the Business Practices Guidelines on our website within four business days following the date of such amendment or waiver.

Key Corporate Governance Practices Enhancing the Board's Independent Leadership, Accountability and Oversight

Thoughtful Board Composition

- ✓ Diverse and highly skilled board with a range of viewpoints and with women serving as 5 of the 9 independent directors
- ✓ Annual consideration of board composition to ensure appropriate mix of board tenure, skills and experience
- ✓ Board refreshment: 3 directors have joined in last 5 years and 4 directors have left the board in that time

Independence

- ✓ Separate Chairman and CEO
- ✓ Independent board members: All directors are independent other than the CEO
- ✓ Executive sessions at all board and committee meetings

Shareholder Rights

- ✓ Majority voting in uncontested director elections
- ✓ Annual election of directors

Strong Corporate Governance Practices

- ✓ Stock holding requirements
- ✓ No hedging or pledging
- ✓ Responsive and active shareholder engagement with regular participation by directors
- ✓ Annual board and committee assessments

Board of Directors

Leadership Structure

The board of directors has separated the roles of Chairman and CEO. Michael I. Roth, an independent director, is our Non-Executive Chairman of the board of directors. The board of directors believes it should have the flexibility to establish a leadership structure that works best for the company at a particular time, and it reviews that structure from time to time, including in the context of a change in leadership. The board believes that its current leadership structure best serves the objective of effective board oversight of management at this time and allows our CEO to focus primarily on the operations and management of the company, while leveraging the experience of the Non-Executive Chairman to lead the board. In addition to chairing the board and the Executive Committee, Mr. Roth is a member of the Audit and Finance Committees and attends the meetings of the other two committees on which he is not a member. Mr. Roth is

also actively involved as an advisor to the Chief Executive Officer through frequent consultations, bringing to bear his experience as a CEO and his experiences from his service on other boards. Other members of the board have found that Mr. Roth's leadership in the boardroom, his range of experiences and his deep understanding of the company's business provide significant benefit to the company, the board, and senior management as the company transforms its business.

The board of directors has established well-defined responsibilities, qualifications and selection criteria with respect to the Chairman role. This information is set forth in detail in the Governance Principles of the board of directors, which can be found on our website at www.pitneybowes.com under the caption "Our Company—Our Leadership & Governance—Corporate Governance."

REVLON, INC.

CORPORATE GOVERNANCE

Board of Directors and its Committees

Board Size and Committees

The Board currently consists of 9 directors. Following the 2021 Annual Meeting, and assuming all director nominees named in Proposal No. 1 (Election of Directors) are elected, the Board will consist of 9 directors. The Board of Directors currently has 2 standing committees: (i) the Audit Committee; and (ii) the Compensation Committee.

"Controlled Company" Exemption

The Company is a "controlled company" (i.e., one in which more than 50% of the voting power for the election of directors is held by an individual, a group or another company) within the meaning of NYSE rules. Accordingly, the Company is not required to have a majority of independent directors, a nominating and corporate governance committee or a compensation committee (each of which committees, under the NYSE's rules, would otherwise be required to be comprised entirely of independent directors). The Company currently avails itself of the NYSE's "controlled company" exemption from the requirement to have a fully independent compensation committee and the requirement to have a nominating and corporate governance committee, and has from time to time not maintained a majority of independent directors.

The Board has determined that the following directors qualify as independent directors under Section 303A.02 of the NYSE Listed Company Manual and under the Revlon, Inc. Board Guidelines for Assessing Director Independence (the "Independence Guidelines"): Alan Bernikow, Kristin Dolan, Cristina Falcone, Ceci Kazurman, Victor Nichols, and Barry Schwartz, representing a majority of the members of the Board. The Independence Guidelines are available at www.revlon.com under the heading "Provisional Corporate Governance." The Board previously determined that Ambassador Nicole Savant and Ms. J. Schwartz were independent directors prior to their respective resignations from the Board in July 2020.

Even though as a "controlled company," the Company is not required to have a Compensation Committee comprised entirely of independent directors, the Board does maintain the Compensation Committee, which is currently comprised of Mr. Bernikow (Chairman) and Ms. Kazurman. The Board has determined that Mr. Bernikow and Ms. Kazurman qualify as independent directors, as "non-employee directors" within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Smaller Reporting Company

The aggregate market value of the Company's Common Stock held by nonaffiliates, using the NYSE closing price as of June 30, 2020, the last business day of the Company's most recently completed second fiscal quarter, was approximately \$70.3 million. Accordingly, the Company qualifies under the SEC's revised rules as a "smaller reporting company," and this 2021 Proxy Statement reflects the scaled disclosure format for a "smaller reporting company."

Number of Board and Committees Meetings

During 2020, the Board of Directors held 14 meetings and acted 6 times by unanimous written consent; the Audit Committee held 16 meetings and acted 1 time by unanimous written consent; and the Compensation Committee held 6 meetings and acted 1 time by unanimous written consent. No director attended fewer than 75% of the Board meetings during 2020.

Director Attendance at Annual Stockholders' Meeting

While the Board has not adopted a formal policy regarding directors' attendance at the Company's annual stockholders' meeting, directors are invited to attend the meeting. One director attended the Company's 2020 Annual Stockholders' Meeting.

SIMPSON MANUFACTURING CO., INC.

All of our 2021 annual meetings to our stockholders and report again received strong support for the NEO compensation programs. We have approximately 99% of the votes cast in favor of the CEO's compensation. In 2020, we also received strong support for the Compensation and Leadership Development Committee's consideration of our stockholders' interests.

Compensation Risk Assessment

As part of our ongoing compensation program, the Compensation and Leadership Development Committee reviewed and considered the potential impact of the Compensation and Leadership Development Committee's review of the compensation program. The program is designed with the appropriate elements to ensure that the Compensation and Leadership Development Committee's review of the program is consistent with the Company's business strategy and does not encourage excessive risk-taking. The Compensation and Leadership Development Committee will continue to consider compensation risk implications and appropriate and design any new executive compensation components. We connect our ongoing risk assessment to the Compensation and Leadership Development Committee's review of the program.

The Compensation and Leadership Development Committee also has oversight of the Company's responsibility to review significant Company compensation policies and procedures to ensure that incentive pay is not excessive. The Compensation and Leadership Development Committee's review of the program is consistent with the Company's business strategy and does not encourage excessive risk-taking. The Compensation and Leadership Development Committee will continue to consider compensation risk implications and appropriate and design any new executive compensation components. We connect our ongoing risk assessment to the Compensation and Leadership Development Committee's review of the program.

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Risk Oversight & Corporate Governance

SIX FLAGS ENTERTAINMENT CORPORATION

CORPORATE GOVERNANCE

Board of Directors

The business strategy and financial performance of the Company are managed and overseen by the Board of Directors (the "Board"). The Board is responsible for the overall management and oversight of the Company and its operations. The Board is also responsible for the oversight of the Company's risk management and internal control systems. The Board is composed of independent directors, who are elected by the shareholders of the Company. The Board meets regularly to discuss and approve the Company's business strategy, financial performance, and other matters. The Board also oversees the Company's compliance with applicable laws and regulations. The Board is committed to the highest standards of corporate governance and transparency.

The Board is currently composed of the following members:

Name	Age	Gender	Ethnicity	Independence
[Name]	40-50	Male	22%	8 of 9
[Name]	51-60	Female	33%	8 of 9

Independence

The Board is currently composed of 9 independent directors, which exceeds the requirements of the NYSE listing standards. The Board is committed to maintaining a high level of independence and transparency in its decision-making process.

SOUTH JERSEY INDUSTRIES, INC.

Corporate Governance

Meetings of the Board of Directors and its Committees

Director	Director Since	Audit Committee	Compensation Committee	ESG Committee	Executive Committee	Nominating & Governance Committee	Strategy & Finance Committee
Sarah Barpoulos	2012	X	X	X	X	X	X
Victor Fortkiewicz	2010	X	X	X	X	X	X
Sheila Hartnett Devlin	1999	X	X	X	X	X	X
G. Edison Holland Jr.	2019	X	X	X	X	X	X
Sunita Holzer	2011	X	X	X	X	X	X
Kevin M. O'Dowd	2020	X	X	X	X	X	X
Christopher J. Paladino	2020	X	X	X	X	X	X
Michael Renna	2014	X	X	X	X	X	X
Joseph Rigby	2016	X	X	X	X	X	X
Frank Sims	2012	X	X	X	X	X	X

Committee Chair and Membership Rotation

In April 2020, a new Chair was appointed to each of the Compensation Committee, ESG Committee, Nominating and Governance and the Strategy & Finance Committee. In addition, several members of each of the Company's Compensation Committee, ESG Committee, Nominating and Governance and the Strategy & Finance Committee were rotated. Each of the rotations of the committee chair and committee memberships are discussed below in the descriptions of the "Compensation Committee," "ESG Committee," "Nominating & Governance Committee," and the "Strategy and Finance Committee."

12 pages in section

TANDEM DIABETES CARE, INC.

Corporate Governance

DIRECTOR INDEPENDENCE

Our board of directors has affirmatively determined that each of Mr. Alan, Mr. Howell, Dr. McGroddy-Gotz, Ms. Robertson, Mr. Rooder, Mr. Sodhi, and Mr. Twomey meet the definition of "independent director" under applicable SEC rules and Nasdaq listing rules. Mr. Bickensstaff and Mr. Sheridan do not meet the definition of "independent director" because Mr. Bickensstaff was our employee until March 2020, and Mr. Sheridan is our current employee.

Certain Relationships and Related Party Transactions

Except as set forth below, there are no family relationships between any director or executive officer, and there were no transactions or series of similar transactions since January 1, 2020, or any currently proposed transactions, to which we were or are a party that are required to be reported in accordance with applicable SEC rules in which:

- the amount involved exceeds \$120,000; and
- any of our directors, nominees for director, executive officers, any holder of more than 5% of our Common Stock, or any member of the immediate family of any of the foregoing, had or will have a direct or indirect material interest.

Mr. Sheridan, our President and Chief Executive Officer and a member of our board of directors, and Ms. Vosseller, our Executive Vice President, Chief Financial Officer and Treasurer, are involved in a personal relationship and share a primary residence. Ms. Vosseller reports directly to Mr. Sheridan. Our board of directors is informed of the relationship and, due to the direct reporting arrangement, we have taken appropriate actions to ensure compliance with Company policies and procedures. Mr. Sheridan and Ms. Vosseller will not be involved in setting compensation or benefits for another, which will continue to be determined by our compensation committee. In addition, in consideration of the circumstances, following Mr. Sheridan's promotion to President and Chief Executive Officer in 2019, our audit committee implemented certain additional internal controls and procedures.

Mr. Twomey, a member of our board of directors, is the brother-in-law of one of our employees who is a manufacturing engineer who we have employed since August 2019. No conflict of interest risks have been identified as a result of their relationship. Mr. Twomey does not serve on our compensation committee and is not involved in decision-making regarding his brother-in-law's compensation. For 2020, the aggregate amount of this employee's annual compensation was approximately \$154,000, which includes the employee's base salary and cash incentive bonus paid in 2020 as well as the value of stock-based compensation granted in 2020. The compensation structure and aggregate compensation amount paid to this employee is commensurate with our other employees with similar titles, skills and levels of experience.

Procedures for Approval of Related Party Transactions

Our board of directors has adopted a Related Party Transaction Policy to assist us in identifying, reviewing and approving or rejecting related party transactions. Under the policy, our Compliance Officer (as defined in the policy) is charged with the primary responsibility for determining whether, based on the facts and circumstances, a related person has a direct or indirect material interest in a current or proposed transaction. To assist the Compliance Officer in making this determination, the policy sets forth certain categories of transactions that are deemed not to involve a direct or indirect material interest of the related person. If, after applying these categorical standards and weighing all of the facts and circumstances, the Compliance Officer determines that the related person would have a direct or indirect material interest in the transaction, the Compliance Officer must present the transaction to the audit committee for review or, if impracticable under the circumstances, to the Chair of the audit committee. The audit committee must then either approve or reject the transaction in accordance with the terms of the policy.

Agreements with Directors

None of our directors or director nominees were selected pursuant to any arrangement or understanding, other than with our directors acting within their capacity as such.

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UNION PACIFIC CORPORATION

BOARD CORPORATE GOVERNANCE MATTERS

Audit Committee

David B. Dillon, Chair

Overview
The Audit Committee assists the Board in fulfilling its responsibilities for overseeing our financial reporting process and the audit of our financial statements. The Audit Committee meets regularly with the independent auditors, the chief compliance officer and the chief legal officer to provide oversight of the financial reporting process, internal control structure, and the Company's compliance requirements and activities. The independent registered public accounting firm, our internal auditors, the chief compliance officer and the chief legal officer have unrestricted access to the Committee and meet regularly with the Committee, without Company management representatives present, to discuss the results of financial reporting, their opinions on the adequacy of internal controls and quality of financial reporting, and various legal matters. The Audit Committee has established policies and procedures for the pre-approval of all services provided by the independent registered accounting firm (as described on page 59 of this Proxy Statement). The Audit Committee's Report is included on page 40 of this Proxy Statement.

Committee Functions

- Appoint, evaluate and retain our independent registered public accounting firm
- Maintain direct responsibility for the compensation, termination and oversight of our independent registered public accounting firm and evaluate the independent registered public accounting firm's qualifications, performance and independence
- Review and discuss earnings releases, audited financial statements and unaudited quarterly financial statements, including reviewing specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"
- Review the Company's policies and procedures to maintain the adequacy and effectiveness of internal controls and disclosure controls
- Review the scope, resources and results of the internal audit program, including participation in the General Auditor performance review
- Oversee the Company's enterprise risk management program as well as the annual enterprise risk assessment
- Oversee the administration of the Company's Code of Ethics for its Chief Executive Officer and Senior Financial Officers, and the Statement of Policy on Ethics and Business Conduct for employees

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Risk Oversight & Corporate Governance

UNITY BIOTECHNOLOGY, INC.

CORPORATE GOVERNANCE

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all of our employees, officers, directors, and consultants, including those officers responsible for financial reporting. The code of business conduct and ethics is available on our website at <http://ir.unitybiotechnology.com/investor-relations>. We expect that any amendments to the code, or any waivers of its requirements, will be disclosed on our website. The reference to our web address does not constitute incorporation by reference of the information contained at or available through our website.

Corporate Governance Guidelines

We believe in sound corporate governance practices and have adopted formal Corporate Governance Guidelines to enhance our effectiveness. Our Board adopted these Corporate Governance Guidelines in order to ensure that it has the necessary practices in place to review and evaluate our business operations as needed and to make decisions that are independent of our management. The Corporate Governance Guidelines are also intended to align the interests of directors and management with those of our stockholders. The Corporate Governance Guidelines set forth the practices our Board follows with respect to Board and committee composition and selection, Board meetings, Chief Executive Officer performance evaluation, and succession planning. A copy of our Corporate Governance Guidelines is available on our website at <http://ir.unitybiotechnology.com/investor-relations>.

Independence of the Board of Directors

As required under the Nasdaq Global Select Market ("Nasdaq") rules and regulations, a majority of the members of a listed company's board of directors must qualify as "independent," as affirmatively determined by such board. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent," including those set forth in pertinent Nasdaq listing standards, as in effect from time to time.

Consistent with these considerations, our Board has determined that all of our directors, other than Mr. Leonard and Dr. David and Ghosh, qualify as "independent" directors in accordance with the Nasdaq listing requirements. Dr. Ghosh is not considered independent, because he is an employee of Unity. Mr. Leonard and Dr. David are not considered independent, because each has been an employee of Unity within the last three years. The Nasdaq independence definition includes a series of objective tests, such as that the director is not, and has not been for at least three years, one of our employees and that neither the director nor any of his or her family members has engaged in various types of business dealings with us. In addition, as required by Nasdaq rules, our Board has made a subjective determination as to each independent director that no relationships exist, which, in the opinion of our Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, our Board considered information provided by the directors and us with regard to each director's business and personal activities and relationships as they may relate to us and our management. There are no family relationships among any of our directors or executive officers.

As required under Nasdaq rules and regulations, our independent directors meet in regularly scheduled executive sessions at which only independent directors are present. Each of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committees of our Board are comprised entirely of directors determined by the Board to be independent within the meaning of Nasdaq and SEC rules and regulations applicable to the members of such committees.

Leadership Structure of the Board

Our bylaws and Corporate Governance Guidelines provide our Board with flexibility to combine or separate the positions of Chairman of the Board and Chief Executive Officer and/or to implement a lead director in accordance with its determination that utilizing one or the other structure would be in the best interests of the Company. Mr. Leonard currently serves as the Chairman of our Board, and Mr. Berns currently serves as the lead independent director of the Board. All of our directors are encouraged to make suggestions for agenda items and pre-meeting materials for meetings of the Board of Directors. In addition, in his role as lead independent director, Mr. Berns presides over the executive sessions of the Board in which our Chief Executive Officer does not participate and serves as a liaison to management on behalf of the independent members of the Board of Directors.

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VIRGIN GALACTIC HOLDINGS, INC.

Corporate Governance

Director	Audit Committee	Compensation Committee	Nominating & Corporate Governance Committee	Safety
Michael Colglazier				
Chamath Palihapitaya				
Wanda Austin	H	C		H
Adam Bain		H	C	
Tina Jonas	H			
Craig Kreeger	H			C
Evan Levell				H
George Mattson	C	H	H	
W. Gilbert West				H

C CHAIRPERSON, H MEMBER

Audit Committee

Our audit committee is responsible for, among other things:

- appointing, compensating, retaining, evaluating, terminating and overseeing our independent registered public accounting firm;
- discussing with our independent registered public accounting firm their independence from management;
- reviewing with our independent registered public accounting firm the scope and results of their audits;
- approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;
- overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC;
- reviewing and monitoring our accounting principles, accounting policies and financial and accounting controls and compliance with legal and regulatory requirements; and
- establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters.

Our audit committee consists of Dr. Austin, Ms. Jonas and Messrs. Kreeger and Mattson, with Mr. Mattson serving as chair. We have affirmatively determined that each member of the audit committee qualifies as independent under NYSE rules applicable to board members generally and under the NYSE rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), specific to audit committee members. All members of our audit committee meet the requirements for financial literacy under the applicable NYSE rules. In addition, the Board has determined that each of Dr. Austin, Ms. Jonas and Mr. Mattson qualifies as an "audit committee financial expert," as such term is defined in Item 407(d)(5) of Regulation S-K.

26 VIRGIN GALACTIC HOLDINGS, INC. 2021 PROXY STATEMENT

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VOYA FINANCIAL, INC.

BOARD ROLE IN RISK OVERSIGHT

Our Board carries out its risk oversight function through its regularly scheduled meetings, through its committees (including the Audit Committee, which, consistent with NYSE rules, has a central role in risk oversight), and through informal interactions and discussions between our directors and our senior management. In particular, the committees of our board focus on overseeing the following risks:

Audit Committee	Compensation and Benefits Committee	Nominating and GO Committee	Risk, Investment and Finance Committee	T. History, Strategy and Operations Committee	Voya Board
Miscellaneous Risk Operational Risk • Capital Fund • Employee • Financial • Information Security • Insurance • Legal • Regulatory • Strategic • Technology • Vendor • Other	Strategic Business Risk • Strategic Risk • Business Risk • Operational Risk	Strategic Business Risk • Strategic Risk • Business Risk • Operational Risk	Credit and Counterparty Risk Insurance Risk Liquidity Risk Market Risk Operational Risk • Strategic Business Risk • Operational Risk • Compliance Risk • Regulatory Risk • Technology Risk • Vendor Risk • Other	Operational Risk • Strategic Business Risk • Operational Risk • Compliance Risk • Regulatory Risk • Technology Risk • Vendor Risk • Other	Strategic Business Risk • Strategic Risk • Business Risk • Operational Risk • Compliance Risk • Regulatory Risk • Technology Risk • Vendor Risk • Other

The Board receives regular reports from the management risk committee of the Company and the Company's Chief Risk Officer on the Company's ongoing adherence to the Board's risk-related policies and the status of the Company's risk management programs.

BOARD OPERATIONS

Our directors are actively engaged inside and outside of Board meetings.

Actively Engaged Board and Outstanding Attendance

17 BOARD MEETINGS IN 2020	31 STANDING COMMITTEE MEETINGS IN 2020	30 EXECUTIVE SESSIONS IN 2020

No directors attended fewer than 75% of the aggregate number of meetings of the board and of the board committees on which the director served during 2020, the threshold for disclosure under SEC rules. In 2020, our directors attended 97% of the combined total meetings of the full Board and Committees on which they served. In addition, we encourage our directors to attend each of our annual meetings and, in 2020, eight of our nine directors attended the annual meeting of shareholders.

Discussions and Communications Outside of Board Meetings

The chairpersons of our Committees as well as our Lead Director meet and speak regularly with members of our management in between Board meetings. The chairpersons of our Committees have regular meetings with our management prior to Committee meetings to review meeting agendas, time allocated to each agenda item, and meeting materials, and to discuss specific agenda items in order to ensure that the meeting will sufficiently fulfill the information needs of the Committee members and that the Committees are carrying out in full the responsibilities set forth in their charters. After each meeting and on an ad hoc basis as

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ESG Disclosure

Many companies now include a separate section of the proxy statement to address environmental, social and governance issues. These topics have become increasingly important for investors.

AERIE PHARMACEUTICALS, INC.

OUR BOARD OF DIRECTORS



Environmental, Social and Governance and Human Capital

ESG

We are dedicated to the principles of environmental stewardship, social responsibility, good corporate governance and human capital. We consider these ESG principles to be among our most important values and therefore integrate them in our ongoing and strategic activities. We believe incorporating these values and practices into our operations not only improves our performance but also creates a sustainable and growth-oriented culture that benefits our employees, our customers and our investors. Our Nominating and Corporate Governance Committee of the Board of Directors regularly reviews our operations with senior management to assess our progress in realizing these values. With our Board of Directors' leadership, we plan on continuing to evaluate our ESG practices and to integrate sustainability into our business.

We recognize our responsibility to be environmentally conscious and to contribute to the global effort of tackling climate change, moving toward a low carbon economy and expanding the use of renewable energy. Renewable energy is an important part of our commitment to sustainability, and where feasible we operate our manufacturing facilities using renewable energy. At our Athlone manufacturing plant in Ireland we purchase 100% of our electricity from renewable sources and the electric supply is 100% carbon neutral.

We employ green processes, materials, practices, equipment and technologies where feasible throughout our operations to foster conservation and reduce waste. We minimize energy consumption using various power-saving technologies designed to consume electrical power only when needed. The majority of our office space in the U.S. is Leadership in Energy and Environmental Design ("LEED") certified, and both our manufacturing plant in Athlone, Ireland, and our Ireland manufacturing facility in Durham, North Carolina, were built from end-to-end with sustainability and good manufacturing practices in mind. We have also instituted environmentally conscious programs into the work environment for our employees by implementing recycling and composting programs, offering water dispensers to reduce plastic bottle waste, and providing electric automobile charging stations in our employee parking areas, as examples. In 2020, we recycled 63% of the non-hazardous waste produced at our Athlone manufacturing plant. Through these programs and continuous improvement, we strive to reduce our waste while maximizing the proportion that may be recycled. Looking to the future, we plan to continue to further enhance our sustainability posture through detailed monitoring and management of our energy, water and waste management practices.

From a social responsibility perspective, as an ophthalmic pharmaceutical company, we are focused on the needs of patients, physicians and the communities we serve, including supporting patient advocacy through philanthropic donations. Although we have not yet attained profitability as a company, we have donated hundreds of thousands of dollars to causes that we believe are important to society. These donations were directed to support glaucoma research and glaucoma patient education through ongoing collaborations with the Glaucoma Research Foundation, help fund free cataract surgery for 750 indigent patients in the United States over the past three years through a continuing match program with the American Society of Cataract and Refractive Surgery Foundation and promote the empowerment of women in ophthalmology as a lead sponsor of Women in Ophthalmology. In addition, these donations were also directed to accelerate treatments and cures for retinal diseases for the next generation through the Foundation Fighting Blindness and expand opportunities for ophthalmology residents from groups that are underrepresented in medicine or who want to work in underserved communities through support of the National Medical Association's Noble-Venable Excellence in Ophthalmology Research Program. We have also made other donations as well as supported causes of interest to areas beyond our immediate scope in eye care, such as our long-standing relationship with Northside Center for Child Development ("NCCD") and their work with New York City children in need, in order to support the communities we serve. Our Chief Financial Officer, currently President of the Board of NCCD, has served as a Director there since 2009. NCCD has become a pioneer of behavioral health programs for low-income children of color and their families located in Harlem, Brooklyn and the Bronx, New York.

We also strive to be socially conscious in our employee practices. We support diversity in our hiring practices and follow a management philosophy that integrates social responsibility and the highest governance standards. We established an Affirmative Action Plan in 2018 in compliance with the requirements of the Office of Federal Contract Compliance Programs. We are committed to making a good faith effort to improve our current practices over time when the opportunity is available. All managers

Aerie Pharmaceuticals, Inc. 33 2021 Proxy Statement

AMERICAN PUBLIC EDUCATION, INC.

- **Management Development & Compensation Committee Charter.** In March 2021, our Board amended our MDC Committee Charter to clarify its oversight responsibilities relating to human capital, including its oversight of human capital measures and objectives, diversity, inclusion, and corporate culture, as well as our policies and plans concerning the recoupment of incentive compensation (our "clawback" policies).
- **Nominating and Corporate Governance Committee Charter.** In March 2021, our Board amended our Nominating and Corporate Governance Committee Charter to provide that the Committee assist the full Board in the oversight of our ESG strategy and activities and to codify our existing practice of oversight of director succession planning and independence. The amendments also related to oversight of our corporate governance programs and practices, including trends and best practices related to corporate social responsibility and sustainability and related matters.

Our Commitment to Environmental and Social Quality

We believe that our intrinsic value can be measured by the impact of our activities on the communities that we serve – by our ability to make a difference. We seek to create positive environmental and social impacts that bring value to our students, employees, other stakeholders, and society. And we believe that the Board of Directors and management play a critical role in delivering on these commitments. In March 2021, we formalized the Board's responsibility to establish and support our commitment to positive environmental and social impacts and to ensure strong governance practices through amendments to the Guidelines and our Nominating and Corporate Governance Committee's charter. Our Nominating and Corporate Governance Committee is responsible for assisting the Board in overseeing this commitment, including by overseeing our strategy and activities related to corporate social responsibility, sustainability and other ESG matters. The Committee is also tasked with oversight of related risks, review and evaluation of ESG-related strategy, goals, initiatives, policies and practice, and oversight of the development and use of ESG metrics as well as ESG reporting and disclosure. We also have a management-led Environmental and Social Quality Committee that reports to our Chief Executive Officer and supports management's execution of our ESG efforts and development of our ESG strategy. This committee is comprised of a chairperson (currently, our Senior Vice President, Chief Human Resource Officer) designated by our Chief Executive Officer and members designated by our Chief Executive Officer and executive leadership team.

Additionally, we have implemented, and recently made available on our website:

- a Human Rights Policy that outlines our support for human rights and the freedom, security and dignity of all people;
- a Code of Vendor Conduct Policy to facilitate vendor awareness of and commitment to standards and practices compatible with our values;
- a Workplace and Labor Rights Policy to foster a workplace free from discrimination or harassment; and
- an Enterprise Environmental Policy that outlines our commitment to sustainability.

APUS is a charter signatory of the American College & University Presidents' Climate Commitment, pursuant to which we committed to work toward carbon neutrality, inventory our emissions, integrate sustainability into our curriculum and make related information publicly available. We have committed to climate neutrality by 2050 and a 20 percent waste reduction by 2030. Our commitment to environmental sustainability is not just a paper commitment. Overall, we estimate that our greenhouse gas emissions were 0.148 metric tons of CO₂ equivalent per full-time employee (FTE) in 2019. That puts APUS emissions well below the average of 4.9 metric tons among institutions that are members of Second Nature, an organization of universities committed to climate neutrality.

apei ENVIRONMENTAL PLEDGE 14 PURPOSE MADE POSSIBLE

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ARCONIC CORPORATION

Environmental, Social and Governance Highlights

Since we commenced operations as a standalone public company, we have prioritized our commitment to being a good corporate citizen and living our values to achieve environmental, social and governance excellence.

- We are committed to operating in a safe, responsible manner which respects the environment and the health of our employees, our customers and the communities where we operate worldwide. We have a robust environmental compliance program that emphasizes proactive identification of opportunities to reduce our impact, prompt implementation of effective management controls, and best-practice sharing.
- We cultivate an inclusive and diverse culture that advocates for equity, acts with integrity, and upholds high standards for human rights. We strengthen our global workforce by providing learning opportunities, employee engagement programs and talent development efforts that drive innovation, agility, people development and collaboration.
- Our values guide our behavior at every level and apply across the company on a global basis. We believe that sound corporate governance is essential and consistent with our integrity culture.

Delivering on Our Values	
23% Year-over-year improvement in total recordable incident rate ("TRIR") in our workplaces	2000+ Actions taken by employees in support of inclusion, diversity and social justice through our Grow Together awareness campaign
\$7.1 million Charitable giving from Arconic Foundation grants, including over \$1.3 million in support of environmental sustainability and social equity	4 Locations certified by the Aluminum Stewardship Initiative

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ARMADA HOFFLER PROPERTIES, INC.

Environmental

CLIMATE CHANGE STRATEGIC PLAN

As leaders in the real estate industry, we at Armada Hoffler recognize that a focus on environmental sustainability is critical to the success of our company, the industry and the future of our planet. Throughout the years, Armada Hoffler has consciously invested and refined our focus on various conservation initiatives and business practices. We partner with our stakeholders, Board and executive management team to identify materially relevant opportunities and risks across the Armada Hoffler business portfolio and our environmental, social, and corporate governance ("ESG") strategy. As a result, we are targeting areas where opportunity exists to reduce consumption and emissions, while also increasing operating efficiency within our portfolio. Subsequently, the organization works to craft operating policies that incorporate the spirit of aforementioned initiatives into our priorities, goals and working processes. Some recent examples include investment in LED lighting conversions, LEED certifications, inclusion of ENERGY Star appliances, touchless faucets, paperless/paper reduction initiatives and many more.

Armada Hoffler completed a materiality assessment to identify areas of significant impact to our corporate operations to be prioritized. Through our continued efforts, Armada Hoffler is intentionally reviewing opportunities to improve our position as it relates to overall environmental impact while we are setting targets for our company and its employees to achieve milestones along the way:

- Present a 2030 Climate Change Strategic Plan for review by the Executive Team and Nominating and Corporate Governance Committee, with subsequent publication by the end of FY 2021
- Following publication of Climate Change Strategic Plan, report to the Executive Team (quarterly) and Nominating and Corporate Governance Committee (annually)
- Fully transition portfolio to LED lighting by 2030
- Install EV charging stations at all newly developed buildings beginning in 2021

LEED FOR LEAD

	Annual Energy Usage	Annual Green House Emissions Usage	Annual Water Usage
	MWh	MTCO ₂ e	KGal
2019	35,841	10,878	76,205
2020	31,515	10,050	71,630
	Decreased Energy Usage	Decreased Green House Emissions	Decreased Water Usage
Change %	12%	8%	6%

2020 GREEN INVESTMENTS

- Acquisition of LEED GOLD certified Annapolis Junction
- Capital expenditure projects including but not limited to:
 - LED light conversion and auto dimmers
 - Touchless low flow faucets and automatic paper towel dispensers
 - Tankless waterless water heaters
 - Installed Energy Star appliances in redeveloped multifamily units

LEED CERTIFIED PROPERTIES

We remain focused on properties that reduce stress on the environment and are proud to feature several LEED certified properties.


LEED Gold	LEED Silver	LEED Certified
<ul style="list-style-type: none"> - Annapolis Junction - Exelon Headquarters Building* - Thames Street Wharf 	<ul style="list-style-type: none"> - Clark Nexsen Office Building - Legg Mason World Headquarters* - Wills Wharf - 1405 Penn Street Apartments 	<ul style="list-style-type: none"> - Williams Mullen (LEED Lite)* - Hyatt Place Baltimore* - Virginia Natural Gas*

*Involved in construction and/or development of property. Armada Hoffler does not have ownership.

Armada Hoffler Properties, Inc. | 7 | Proxy Statement 2021

ESG Disclosure

ASANA, INC.



Corporate Responsibility and Sustainability

At Asana, our mission is to help humanity thrive by enabling the world's teams to work together effortlessly. That starts with co-creating a thriving company culture that is committed to clarity, diversity, inclusion and belonging, and employee growth.


We've designed our culture with the same care and intentionality that we've invested in designing our product. And we invest deeply in hiring and developing mission-driven, values-aligned, and talented team members. These efforts support employee engagement, drive business results, and ultimately, enable us to achieve our mission.


Like all companies, we intend to create great returns for our shareholders. That outcome, however, is a byproduct and catalyst of our ultimate purpose: the fulfillment of our mission. We are also deeply committed to benefiting all our stakeholders: our customers, our employees, our partners, our communities, the environment, and humanity. Asana's founders, Dustin Moskovitz and Justin Rosenstein, are individually Asana's largest shareholders. Both Mr. Moskovitz and Mr. Rosenstein have pledged to use 100% of the value of their Asana equity for philanthropic purposes.


We built Asana because the work people do together matters. From curing diseases and developing clean energy to building local schools and creating global movements, progress depends on teamwork. This is why it's mission-critical that our company culture enables employees to do their most impactful work as effortlessly as possible, so we can empower even more of the world's teams to achieve their own missions.


Our Mindful Culture


From the very beginning, we've been intentional about how we build our culture at Asana, and our company values are its foundation. They guide us on how we show up and work together so we can achieve our mission. Particularly during this time of global workplace transformation and rapid growth, it's critical to have a north star that guides our work as we scale, which will ultimately help us to achieve our mission. Our values help us make it happen.



mission



clarity


reject false tradeoffs


co-creation


mindfulness


give and take responsibility


be real
(with yourself and others)


do great things, fast


heartitude

Asana222021 Proxy Statement

BEST BUY CO., INC.

Environment, Social & Governance

Our Board, with oversight by the Nominating, Corporate Governance and Public Policy Committee, is integrally involved in the Company's environmental, social and governance ("ESG") initiatives. We are an organization built upon values-driven leadership and we are focused on our purpose to enrich lives through technology. We continue to focus on issues in which we have the most significant impact, such as climate change, e-waste and the technology education gap. We are honored to be recognized for the progress we have made in building a better world with all of our stakeholders. Please see our annual ESG Report, available at www.Corporate.BestBuy.com/Sustainability for more details. Our Fiscal Year 2021 report, to be published in June 2021, will include disclosures aligned with the Sustainability Accounting Standards Board (SASB), as well as a summary of our 2020 Employer Information EEO-1 Report.

ESG Recognition


ISS Governance Award
Awarded three stars by Global Corporate Ratings


Forbes
Named to 2021
Great Places to Work list for the first time


CDP Climate A List
Named to CDP Climate A List for the 20th year among the top 5 percent of companies reporting to CDP


FTSE4Good Index
Included in FTSE4Good Index for the 7th year


IBISWorld
Most Sustainable Companies 2021


Barron's
Number One Among Most Sustainable Companies


Bloomberg
Included in Bloomberg Gender Equality Index for the second year in a row


BEST
Named a Best Place to Work for U.S. Equality for the 9th year


MSCI
Rated AAA (Highest Possible) by MSCI ESG Research


Ethiphire
Named to Ethiphire list of World's Most Ethical Companies for the 7th year


Dow Jones
Included in Dow Jones Sustainability Index for the 10th year

Additional information regarding our purpose and programs relating to our ESG efforts can be found in the Corporate Governance at Best Buy — Environment, Social & Governance section of this proxy statement.


Item No. 1: Election of Directors

The following individuals are standing for election to our Board. The Board recommends a vote FOR each of the nominees. All nominees are current members of the Board.

Name	Director Since	Most Recent Employer	Independent	Committee Membership			
				AC	CC	FC	NC
Corie S. Barry	2019	CEO, Best Buy Co., Inc.	No				
Lisa M. Caputo	2009	Executive Vice President, Chief Marketing, Communications & Customer Experience Officer, The Travelers Companies, Inc.	Yes	✓			C
J. Patrick Doyle ⁽¹⁾	2014	Executive Partner, The Carlyle Group	Yes				

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BRISTOW GROUP INC.

CORPORATE GOVERNANCE 

CORPORATE GOVERNANCE

Environmental, Social and Governance ("ESG")

The Company is committed to leading responsibly and sustainably. The Merger in June 2020 has deepened this resolve, recognizing our role as the global leader in innovative and sustainable vertical flight solutions. We understand the role we play in a more sustainable future as we elevate people to achieve a safer, more productive world.

Safety

- In fiscal year 2021, our continued commitment to our Target Zero safety culture resulted in zero air accidents, a 75% reduction in severe injury events, and a 57% year-over-year reduction in lost work days. These safety results were achieved while completing approximately 115,000 operating flight hours in fiscal year 2021.
- In the face of a global pandemic, our teams implemented robust protocols and screening processes to secure the safe transport of our passengers and employees in over 11 countries with 40 operating bases.
- We are one of the three founding members of HelioShare, an organization dedicated to collaboration across the offshore helicopter industry to improve safety around the world.

Social

- We understand that diversity, equity and inclusion ("DE&I") will touch every aspect of our future, and it will take bold action from all of us to get there. In 2021, approximately 20% of our workforce are women, with 36% serving in management level roles, and women representing half of our executive management team. In addition, approximately 18% of our U.S. employees identifies as a race or ethnicity other than Caucasian.
- We are focused on creating career pathways for those who serve in the military, with 24% of our U.S. employees as of March 31, 2021 having previously served in the military.
- We provide opportunities for all employees to improve their skills and advance their careers and our culture, including DE&I training and learning resources, professional development resources, and wellness resources to support teams, employees and their families.

Environment

- We were one of the first vertical lift operators in the U.K. to obtain International Organization for Standards (ISO) 14001 certification. This certification confirms our U.K. operations have certified environmental management systems in place to monitor, manage, and deliver continuous improvement at our bases of operations. We are working on obtaining ISO 14001 certification for other operating bases throughout our global footprint beginning in fiscal year 2022.
- We are undertaking proactive measures to reduce aircraft emissions and reduce the environmental impact of our operations using a modern fleet with the latest technologies to ensure aircraft engines perform efficiently and are regularly maintained by an experienced engineering team.
- We use flight planning software for payload management and minimizing time on ground runs. Our pilots are also trained to fly at a lower torque, which burns less fuel, cuts emissions, and increases component life. The Company also uses the latest technology fuel flowmeters with enhanced safety features such as automatic shut off systems, which are regularly upgraded to eliminate spillage.
- We seek to avoid adverse noise impacts to our communities, including by establishing hush houses for engine runs, installing noise walls around our bases, limiting engine runs and establishing aircraft operations "quiet hours" in the evening.

Bristow Group Inc.82021 Proxy Statement

CHIPOTLE MEXICAN GRILL, INC.

CORPORATE GOVERNANCE (CONT.)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

Chipotle's Response to COVID-19

The health and well-being of our employees and guests has always been and continues to be our top priority. Over the past few years we made significant investments to strengthen our food safety practices, which investments benefitted us during the unprecedented COVID-19 pandemic. These investments include installing advanced air filtration systems, sanitizers in our restaurants, employee wellness protocols and improved handwashing requirements. In addition, we implemented the COVID-19 recommendations of the CDC and local health departments, including social distancing, wearing face masks and tamper-evident packaging seals for all digital orders, and we created a new steward role to sanitize high-traffic areas. Collectively, these efforts give our employees and guests confidence that Chipotle is committed to keeping them safe at all times. To ensure the health and well-being of all of our employees, we also provided the following incremental COVID-19 benefits:

- Expanded our paid emergency leave benefits to accommodate employees directly affected by COVID-19
- Provided 30-day personal leave with automatic approval for any COVID-19 related reason
- Extended access to telemedicine coverage to employees and their families
- Expanded Employee Assistance Program coverage and Concierge Service for employees and their families
- Removed the minimum hours worked requirement for access to our Tuition Assistance & Debt-free-degree programs
- Provided hourly assistance pay equal to a 10% increase to all hourly base wages
- Provided a discretionary bonus in each quarter, in either cash or equity, to our restaurant salaried managers under our Quarterly Bonus Plan.
- Provided an additional assistance pay bonus to our salaried restaurant managers

Due to these incremental actions and investments we made over the past few years to strengthen our food safety practices, we only were required to close a small number of restaurants and furlough less than 2% of our employees due to the COVID-19 pandemic.

Sustainability and Corporate Responsibility

Chipotle's sustainability efforts are in focused in three key areas: Food & Animal, People and the Environment. In each of these three areas, we have goals that we publish in our Sustainability Reports. Below is a summary of some of our 2020 initiatives in each of these areas.

Food & Animal

Food & Animal are at the core of our business and, therefore, our sustainability efforts. We believe that the way food is grown and raised matters, and we focused significant efforts and progress around this important area in 2020. Below are a few examples of our initiatives:

In October 2020, we launched a feature to showcase how simple decisions like what ingredients go into your meal can affect the world. Our "Real Footprint" tracker allows guests to view the cumulative potential impact of their Chipotle orders, as compared to orders using conventional ingredients, against five key metrics including Less Carbon in the Atmosphere, Gallons of Water Saved, Improved Soil Health, Organic Land Supported, and Antibiotics Avoided. Chipotle is the first brand to provide detailed impact data about its ingredients for guests, holding the brand accountable for cultivating a better world.

A unique and impactful part of our sustainability strategy is to continue to source both organic and local ingredients. In 2020, 8% of all of our produce was locally sourced, which equates to 31 million pounds from 54 unique local farmers. In 2020, we purchased 281 million pounds of organic and transitional ingredients, including 7.4 million pounds of black beans, 4.7 million pounds of cilantro, 4.2 million pounds of tofu and 3.4 million pounds of avocado. Organic growing practices help the health of the soil by creating a thriving ecosystem from natural, not synthetic, fertilizers which can harm the soil. 100% of the soybeans for tofu that we use in our Sofitas are grown organically.

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ESG Disclosure

CIGNA CORPORATION

CORPORATE GOVERNANCE MATTERS

HEALTH(AND)WELL-BEING	ENVIRONMENT	RESPONSIBLE(AND)INCLUSIVE
<ul style="list-style-type: none"> Access, Cost and Quality Health Equity Health Promotion & Disease Prevention 	<ul style="list-style-type: none"> Energy Water Waste Clean Air, Food, Water and Soil Community Resilience 	<ul style="list-style-type: none"> Diversity, Equity & Inclusion Human Capital Human Rights

Cigna annually publishes a corporate responsibility report, Cigna Connects, highlighting our corporate responsibility goals and initiatives. Cigna Connects covers areas such as Cigna's practices related to ethics and governance, diversity, equity and inclusion, human capital management, privacy and information protection, environmental sustainability, and the philanthropic initiatives of the Cigna Foundation. Cigna Connects is presented to the Corporate Governance Committee, which reviews the report with the Board. We encourage our shareholders to review our most current report, which is available on Cigna's website at www.cigna.com/about-us/corporate-responsibility/reports/. Cigna has received many recognitions for our responsible business practices, including:

- Named industry leader on the Dow Jones Sustainability Index for the second consecutive year, marking the fourth straight year that Cigna has been named to the indices (November 2020);
- Named to the Forbes JUST 100 - America's Most Just Companies list. Cigna scored in the top 20, coming in at 17 of a total of 928 ranked companies and 2nd of 16 in the Health Care Providers industry (October 2020);
- Human Rights Campaign, corporate equality index score of 100 (January 2020);
- Named to CR (Corporate Responsibility) Magazine 100 Best Corporate Citizens list (May 2020); and
- Received ESG Rating Score of AA from MSCI (November 2020), "Low Risk" score from Sustainalytics (December 2020), "Prime" by ISS-Oekom (December 2020), ISS QualityScore of 1 (Social), 1 (Environmental) and 2 (Governance) (January 2021) and "Gold" rating by Ecovadis (January 2020).

For additional information regarding the Board's oversight of corporate responsibility, see "Responsibilities of the Board - Corporate Responsibility Oversight."

Human Capital Management
Cigna's mission is to improve the health, well-being and peace of mind of those we serve by enabling affordable, predictable and simple health care. A healthy and diverse global workforce is essential to executing upon the growth strategies that enable us to deliver upon that mission. We continually invest in our global workforce to support our employees' health and well-being, further drive diversity, equity and inclusion, provide fair and market-competitive pay, and foster their growth and development. As of the end of the 2020 fiscal year, we had approximately 73,700 employees, with 89% of our employees based in the United States. Almost all of our employees are full-time, with less than 2% of employees regularly working fewer than 30 hours per week.

Health, Well-Being and Other Benefits
Tending to our employees' health, well-being and peace of mind is more than just our mission - it is a critical business imperative for our company. At Cigna, we believe that the provision of health and wellness benefits for our employees is our responsibility as an employer, and should not be outsourced to the government or other third parties. Ensuring that our employees have comprehensive health and wellness benefits is not only the right thing to do from a societal perspective - it is also one of the most important investments in our enterprise that we make each year. This is because we strongly believe that a healthy workforce is more productive, has fewer absences and is a critical enabler for us to drive our business and our strategy forward, thereby creating significant shareholder value. In 2020, Cigna invested approximately 17% of total payroll in health, well-being and other benefits, including life and disability programs, 401(k) contributions, and retirement-related benefits for its employees in the United States.

In addition to traditional medical and pharmacy benefits, we provide mental health support to employees. We believe that positive mental health is the foundation for other dimensions of well-being, and we work to ensure that our employees are aware of the resources we provide, and that they feel comfortable taking advantage of them without stigma. Our programs in support of mental health include employee assistance program (EAP) benefits that are free to all employees and to any member of their household, digital tools that provide access to education,

ETSY, INC.

2020 GOAL	2020 PROGRESS	2021 GOAL*
<p>Economic Impact Make creative entrepreneurship a part of economic security and personal empowerment</p> <p>Double U.S. Ety self-start economic output by 2023</p> <p>Invest in social programs that promote economic opportunities, or creative entrepreneurs.</p>	<p>In 2020 Ety met and exceeded its goal of creating lasting economic impact by 2023 Ety self-starters</p> <p>Contributed \$11 billion to the U.S. economy</p> <p>Created 2.8 million jobs in the independent worker economy through to employ the entire city of Houston, Texas</p> <p>Generated nearly \$4 billion in income for artists and makers</p> <p>Produced \$5.8 billion in additional economic value</p> <p>In 2020 Ety invested over \$1.5 million in economic programs, which included community organizations and programs</p>	<p>Create and grow economic opportunities, or creative entrepreneurs</p> <p>Invest in social programs that promote economic opportunities, or creative entrepreneurs.</p>
<p>Social Impact Ensure equitable access to the opportunities that we create</p> <p>Ensure at least 50% of Ety's small and medium-sized enterprise suppliers are owned by women, minorities, or veterans by 2022</p> <p>Ensure our marketplaces are diverse, welcoming and inclusive places to sell and shop.</p>	<p>Made meaningful progress toward our 2023 goal. In 2020, Black, Latinx, and Native American employees made up 20% of U.S. Ety hires. As a result, Black, Latinx and Native American people made up 22.5% of Ety's (excluding Amazon) U.S. workforce, up from 8.6% in 2018 and 11% in 2019.</p> <p>We continued to invest in fair pay practices, and saw positive results in our 2020 Pay Equity analysis, which found we were 10% more equitable to women or employees from other marginalized genders, or non-white employees.</p> <p>In 2020, we focused on increasing women's representation in our marketplaces to improve benefits, and paid leave benefits for our employees.</p> <p>(2) environmentally responsible methods for producing goods and services, and (3) policies that promote more inclusive workforces.</p> <p>We will ensure that the impact we proactively created in our marketplaces is representative of the marketplaces in which we sell. In the fourth quarter of 2020, 50% of the images we developed by our creative team had black or brown skin tone representation.</p>	<p>Approximately double the percentage of Black, Latinx and Native American employees by Ety's 2023 goal.</p> <p>Ensure at least 50% of Ety's small and medium-sized enterprise suppliers are owned by women, minorities, or veterans by 2022.</p> <p>Ensure our marketplaces are diverse, welcoming, and inclusive places to sell and shop.</p>

4 pages in section

FACEBOOK, INC.

HIGHLIGHTS OF ESG AT FACEBOOK

ENVIRONMENTAL

Net Zero Emissions

Our goal for 2020 and beyond is for our global operations to achieve net zero greenhouse gas emissions and be 100% supported by renewable energy. We have also set a goal to reach net zero greenhouse gas emissions across our value chain in 2030.

Sustainable Facilities

We prioritize water stewardship, and as a result, our data centers are over 80% more water efficient than the average data center. We also leverage rigorous sustainable design standards so that our facilities are constructed with responsible materials, utilize natural daylight, and are energy and water conscious.

Climate Science Information

We have launched the Climate Science Information Center on Facebook in 10 countries to connect people with science-based news, authoritative information, and actionable resources from more than 250 partners around the world.

SOCIAL

Workforce Diversity

Our goals are to have 50% of our workforce made up of women by 2024, to double the number of women employees globally and Black and Hispanic employees in the United States from 2019 to 2024, and to increase the representation of people of color in leadership positions in the United States, including Black leadership, by 30% from 2020 to 2025.

Pay Equity

We have conducted pay equity analyses for many years, and continue to be committed to pay equity. In 2020, we announced that our analyses indicate that we continue to have pay equity across gender globally and race in the United States for people in similar jobs, accounting for factors such as location, role, and level.

Community Standards

We publicly quarterly Community Standards Enforcement Reports that track our progress on our content policies. We have also established and empowered an independent Oversight Board to review certain of our most difficult content decisions.

Charitable Giving Tools

Our charitable giving tools allow our community to come together quickly to raise money for causes they care about and in times of need. In total, people have raised over \$5 billion on Facebook for nonprofit and personal causes around the world.

Helping Small Businesses

In 2020, we announced a \$100 million grant program to help small businesses around the world impacted by the pandemic. We also announced our investment of \$100 million in Black-owned small businesses, Black creators, and nonprofits that serve the Black community in the United States.

Supporting Elections

We work to support elections around the world and estimate that we helped more than four million people register to vote in the 2020 U.S. elections through the Valley Information Center on Facebook and Instagram.

GOVERNANCE

Board Independence

Seven out of our nine director nominees are independent. All members of our standing committees are independent.

Lead Independent Director

As our Lead Independent Director, our independent Robert M. Khanna plays a significant and meaningful role in leading our board of directors.

Board Diversity

We were one of the first major tech companies to adopt a diversity policy, and a majority of our directors are diverse in terms of gender, ethnicity, and LGBTQ status.

Audit & Risk Oversight Committee

Audit & risk oversight committee responsibilities include overseeing the major risk exposures, including in the areas of financial and enterprise risk, legal and regulatory compliance, environmental sustainability, social responsibility, and cybersecurity.

Compensation, Nominating & Governance Committee

Compensation, nominating & governance committee responsibilities include succession planning, as well as evaluating and having sole authority to recommend nominees to our board of directors and candidates for membership on our privacy committee.

Privacy Committee

Privacy committee responsibilities include overseeing our privacy program and risks related to privacy and data use.

MORGAN STANLEY

CORPORATE GOVERNANCE MATTERS

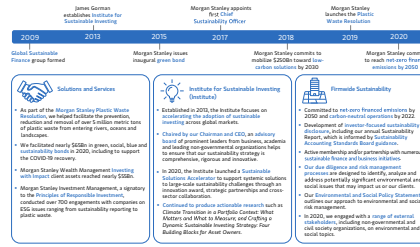
Corporate Political Activities Policy Statement

Our Corporate Political Activities Policy Statement aims to ensure transparency of the Company's practices and procedures regarding political activities and oversight by senior management and the Board. Our Corporate Political Activities Policy Statement:

- Prohibits Morgan Stanley from making U.S. political contributions.
- Provides that Morgan Stanley informs its principal U.S. trade associations not to use payments made by Morgan Stanley for election-related activity at the U.S. federal, state or local levels.
- Provides that principal U.S. trade association memberships and expenditures relating to such memberships are reviewed annually with the Government Relations Department and the Nominating and Governance Committee.
- Provides a link to principal U.S. trade associations that the Company belongs to on the Company's website.
- Addresses oversight of lobbying activities, as well as expenditures related thereto, by the Vice Chairman of the Company who reports to the Chairman and CEO, and oversight of significant lobbying priorities and expenditures by the Nominating and Governance Committee.
- Confirms that Morgan Stanley discloses publicly all U.S. federal lobbying costs as required by law, including dues attributable to lobbying by U.S. trade associations.
- Provides that the Nominating and Governance Committee oversees the Corporate Political Activities Policy Statement and the activities addressed by it.
- Our Corporate Political Activities Policy Statement is on our website and is not incorporated by reference in this proxy statement.

Sustainability at Morgan Stanley

Morgan Stanley seeks to integrate sustainability considerations into business strategies, products and services, thought leadership and operations. We offer financial solutions and advisory services that provide positive long-term benefits for clients and shareholders, as well as for the environment and global communities. ESG initiatives are overseen by our Nominating and Governance Committee, with reporting to the full Board.



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ESG Disclosure

MODIVCARE INC.

Proxy Statement Summary Table of Contents

EXECUTIVE COMPENSATION HIGHLIGHTS

ModivCare executive compensation practices are designed specifically to meet four key objectives:

- Align the interests of our leaders with those of our investors by offering compensation based on both long-term and annual business results and delivering a large portion of the total pay opportunity in ModivCare equity.
- Balance rewards for both short-term results and the long-term strategic decisions needed to ensure sustained business performance over time.
- Attract and retain highly qualified strategic senior leaders needed to drive a healthcare services enterprise to succeed in today's highly competitive marketplace.
- Motivate our leaders to deliver a high degree of business performance without encouraging excessive risk taking.

Our Compensation Committee uses balanced compensation practices to ensure that there is alignment in pay for performance for our executives.

DIVERSITY AND INCLUSION HIGHLIGHTS

The Company's employees reflect the communities in which they live and work, and the customers they serve, and possess a broad range of thought and experiences that have helped the Company achieve its successes to date. A key component of the Company's growth and success is our focus on inclusion and diversity. We believe this commitment allows us to better understand our patient and customer needs, and develop technologies and solutions to meet those needs. Although the Company has made progress in workforce diversity representation, the Board and management continue to seek to improve in this important area. We have established goals to continue improving the hiring, development, and retention of diverse employees and the Company's overall diversity representation, including within the Board and the executive management team, in an effort to be a socially responsible company member. Impacts of the Company's diversity and inclusion initiatives include:

A 10-member executive leadership team that includes five members who self-identify as a female or as an underrepresented minority.

73%

An overall NEMT Segment employee base that consists of 73% of the individuals who self-identify as a female.

A 10-member Board that includes two members who self-identify as a female and two members who self-identify as an underrepresented minority.

69%

An overall NEMT Segment employee base that consists of 69% of the individuals who self-identify as an underrepresented minority.

ModivCare® 2021 Proxy Statement

PARTY CITY HOLDCO INC.

Corporate Governance

Full Board

- Business plan and budget
- Strategy
- Liquidity
- Crisis management, including pandemic response

Audit Committee

- Financial reporting
- Internal controls
- Credit risk
- Compliance
- Risk management

Compensation Committee

- CEO and executive officer compensation
- Company-wide compensation programs and policies
- Human capital management

Nominating and Governance Committee

- Board structure and composition
- Board effectiveness
- Key governance policies
- Corporate social responsibility

- collaborating and supporting organizations, such as Wounded Nature-Working Veterans, to provide products that are "Better Choices for Nature"; and
- communicating with consumers about proper use, re-use, and disposal of our branded products.

Board Annual Performance Reviews

Our Corporate Governance Guidelines provide that the Nominating and Governance Committee is responsible for periodically, and at least annually, conducting a self-evaluation of the Board as a whole. In addition, the written charters of the Audit Committee, Nominating and Governance Committee, and the Compensation Committee provide that each such committee will evaluate its performance on an annual basis using criteria that it has developed and will report to the Board on its findings. Such evaluations were conducted in 2020 by the Board and each of the committees.

Board Nominations and Board Refreshment

Pursuant to its charter, our Nominating and Governance Committee is responsible for recommending to the Board candidates for election to the Board at the Company's annual meeting of stockholders and for recommending candidates to fill vacancies on the Board that may occur between annual meetings of stockholders. The Corporate Governance Guidelines provide that nominees for director will be selected on the basis of their personal and professional ethics, integrity and values, business acumen and interest in the Company. Board members are expected to become and remain informed about the Company, its business and its industry and prepare for, attend and participate in all Board and applicable committee meetings. The Nominating and Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of our business and represent stockholder interests through the exercise of sound judgment using its diversity of experience. In addition, the Committee considers, in light of our business, each director nominee's experience, qualifications, attributes and skills.

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PITNEY BOWES, INC.

CORPORATE GOVERNANCE

Communications with the Board of Directors

Stockholders and other interested parties may communicate with the Non-Executive Chairman of the Board via e-mail at boardchairman@pb.com, the Audit Committee chair via e-mail at auditchair@pb.com or they may write to one or more directors, care of the Corporate Secretary, Pitney Bowes Inc., 3001 Summer Street, Stamford, CT 06902-0700.

The board of directors has instructed the Corporate Secretary to assist the Non-Executive Chairman, Audit Committee chair and the board in reviewing all electronic and written communications, as described above, as follows:

- Customer, vendor or employee complaints or concerns are investigated by management and copies are forwarded to the Chairman.
- If any complaints or similar communications regarding accounting, internal accounting controls or auditing matters are received, they will be forwarded by the Corporate Secretary to the General Auditor and to the Audit Committee chair for review and copies will be forwarded to the Chairman. Any such matter will be investigated in accordance with the procedures established by the Audit Committee; and
- Other communications raising matters that require investigation will be shared with appropriate members of management in order to permit the gathering of information relevant to the director's review and will be forwarded to the director or directors to whom the communication was addressed.

Except as provided above, the Corporate Secretary will forward appropriate written communications, as applicable to the full board of directors, or to individual directors. Advertisements, solicitations for periodical or other subscriptions and other similar communications generally will not be forwarded to the directors.

Environment, Social and Governance

Environment

- Achieved and surpassed our 5 year carbon emissions target for 2015-2020 a year early
- Optimized routes and upgraded vehicles to reduce 300,000 miles of driving and save more than 30,000 gallons of fuel in 2019
- Continued our over 20 year program to remanufacture equipment, resulting in reuse of 488,000 pounds of equipment that would have otherwise been recycled

* The company reported 2019 sustainability data in the most recent Corporate Responsibility Report. 2020 data will be included in the next Corporate Responsibility Report to be published later this year.

Social/Human Capital Management

- Incorporated the industry-recognized Task Force on Climate-Related Financial Disclosure (TCFD) implementation categories of governance, strategy, risk management, and metrics and targets into our climate and sustainability disclosures
- Recognized for our progress in diversity and inclusion
- Blomberg Gender Equality Index
- Forbes lists for Best Employers for Diversity and Best Employers for Women
- Human Rights Campaign Foundation's 2021 Corporate Equality Index for Best Place to Work for LGBQT+ Equality
- Established cross-functional team to focus on keeping our essential, front-line employees safe in the workplace in light of the risks coming out of the COVID-19 pandemic

Governance

- Executed on our goals of effective board refreshment and succession with the last 6 years seeing the following:
 - 3 directors joined the board
 - 4 directors left the board
 - The chairs of 3 of the 4 board committees changing

Environment

Pitney Bowes has established a deep and lasting commitment to sustainability, and other ESG matters. Our cross-functional ESG committee oversees industry best practices to effectively manage our ESG issues. With respect to sustainability, we focus on reducing our environmental impact and becoming a better steward of the environment by setting strong goals and continuously improving critical areas of operational impact, such as

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SIMPSON MANUFACTURING CO. INC.

STOCKHOLDER ENGAGEMENT

Information is continuously provided to our governance and compensation practices and our board of directors through the committee to constructively engage with our stockholders and regularly view and respond to their expressed views.

The Board of Directors considers the weight of stockholder feedback in making decisions impacting our governance processes and compensation programs. Over the last five years, we have increased the frequency of our stockholder outreach and have engaged with our corporate governance, environmental, social and executive compensation practices and practices that are of significant importance.

Enhancements to our practices and policies

Governance

- Maintaining the separate Chair of the Board of Directors
- Maintaining the Board of Directors independent of the CEO
- Maintaining the Board of Directors free from CEO
- Removing the Chair position from the Board of Directors

Director Orientation and Education

New directors are oriented to our business and governance through meetings with our directors and directors in visits to our facilities. We also support:

BOARD AND COMMITTEE EVALUATIONS

Our Board recognizes the critical role that the Board and its committees play in the success of the Company. The Board has established a process to evaluate the effectiveness of the Board and its committees. The Board's self-evaluation process includes the following:

- Annual performance evaluation of the Board and its committees
- Annual evaluation of the Board's effectiveness in overseeing the Company's business
- Annual evaluation of the Board's effectiveness in overseeing the Company's business
- Annual evaluation of the Board's effectiveness in overseeing the Company's business

SUSTAINABILITY AND ENVIRONMENTAL AND SOCIAL RESPONSIBILITY

Sustainability and environmental and social responsibility are integral components of our business strategy. Our Board of Directors plays an essential role in overseeing our sustainability strategy and progress. Beginning in 2021, the Environmental Committee will provide regular updates on sustainability performance to the Board.

Board Sustainability Performance and Objectives Report

Environmental Health & Safety Department

As part of our Simpson Vision we have established the following goals for our business and our employees:

Our Board of Directors is committed to the following:

2021 Proxy Statement

ESG Disclosure

SIX FLAGS ENTERTAINMENT CORPORATION

CORPORATE GOVERNANCE

Areas of Concern

- Materiality: Material changes in 2021 and Compensation Discussion and Analysis - Changes to Compensation Program Structure
- Alignment between pay and performance: Reviewed goal setting process to ensure that performance goals are directly tied to the business strategy and are consistent with the company's long-term strategy and business plan
- Long-term equity awards: Reviewed long-term equity incentive program to ensure it is consistent with the company's long-term strategy and business plan
- Standards of conduct policy: Adopted policy following Board of Directors' review of incentive-based compensation to ensure it is consistent with the company's long-term strategy and business plan
- Board refreshment and diversity: Added five new independent directors in 2020, including three women and one Hispanic woman to the Board of Directors
- Enhanced stockholder rights: Submitted Company proposal to amend the Proxy Statement to (1) allow stockholders to elect a director in a contested election and (2) limit the supermajority voting requirement to amend bylaws

Hedging Policy

The Company's Securities Trading Policy applies to all Directors, Officers and Employees of the Company. The policy includes the following restrictions with respect to Company securities:

- Prohibition against short sales: All employees are prohibited from selling short Company securities.
- Prohibition against trading in the public market: All employees are prohibited from trading in the public market for Company securities.
- Guidelines for trading: All employees are prohibited from trading in the public market for Company securities.
- Prohibition against trading in the public market for Company securities: All employees are prohibited from trading in the public market for Company securities.

Director Education

Director education is a key component of the Company's ongoing process to enhance the effectiveness of the Board of Directors. The Board of Directors provides information about the Company, including financial, operational and governance information, to all directors. Directors receive Board and committee presentations and regular communications from the Company. The Board of Directors also provides information about the Company's business and industry to all directors. The Board of Directors also provides information about the Company's business and industry to all directors.

Environmental, Social, and Governance Initiatives

The Company encourages all directors to be informed on the topics relevant to the Company. The Board of Directors provides information about the Company's business and industry to all directors. The Board of Directors also provides information about the Company's business and industry to all directors.

Six Flags 2021 Proxy Statement 18

3 pages in section

SOUTH JERSEY INDUSTRIES, INC.

Proxy Statement Summary

Commitment to Environmental, Social and Governance Priorities

In 2020, we continued to prioritize results and initiatives that enhance the sustainability of our company, focusing on our environmental, social and governance priorities to reinforce the foundation needed for SJI to thrive - now and in the future. Initiatives include:

Environmental

- Formation of Clean Energy and Sustainability Teams at SJI and SJI Utilities
- Enterprise Level Environmental Policy
- Environmental Management System
- Commitment to Reducing Fugitive Emissions
- Energy Efficiency Programs for Utility Customers
- Collaboration with DEP and State Regulators to Support Environmental, Health and Safety Standards
- Design, Construct, Operate and Maintain Infrastructure for Efficiency and to Minimize Leaks
- CHG Fleet Vehicles Used in Utility Operations
- Capital Investments in Infrastructure Replacement
- Investments in Renewable Natural Gas (RNG)
- EPA STAR Methane Challenge participation

Social

- Community Partnerships
- Corporate Charitable Giving Contributions
- Corporate Values: Safety, Service, Community, and Inclusion
- Developing Diversity Council
- Diversity and Inclusion training, education, and engagement efforts
- Employee Charitable Giving Contributions and campaigns
- Employee Development Programs and Training
- Employee Engagement Surveys and Initiatives
- Employee Health and Wellness Programs
- Employee Resource Groups
- Employee Volunteer Efforts
- Female Representation in the Workforce, Leadership and at the Senior Officer Level
- Internship Program
- Safety Programs

Governance

- Board Gender Diversity
- Board Committee Leadership: Gender Diversity
- Independent Board Members and Chair
- Mandatory Board Member Retirement Age
- Annual Independent Third-Party Board and Compensation Evaluation

Human Capital Management

The Board of Directors understands the strong relationship between corporate culture and the effective execution of long-term strategy. The Board assesses and monitors corporate culture as a part of its oversight of human capital management. This includes:

- Ensuring Performance Evaluation and Rewards are Aligned with Behaviors Needed for Success
- Performance Management Process
- Bonus Programs
- Corporate Scorecard
- Overseeing Talent Management
- Talent Acquisition Strategy
- Career Management, Training and Development
- Leadership Development and Succession Planning
- Measuring Employee Engagement
- Engagement Surveys
- Exit Surveys
- Monitoring Diversity and Inclusion
- Diversity Dashboards
- Mandatory Annual D&I Training
- Culture assessments
- Overseeing Employee Ethical Standards and Adherence
- Anonymous Employee Hotline for Reporting Issues
- Mandatory Code of Ethics Training
- Monitoring Health and Safety
- Employee Wellness Programs
- Ongoing Health, Safety, and Environment training

1 South Jersey Industries, Inc. | 2021 Proxy Statement

STARWOOD PROPERTY TRUST, INC.

We also provide solutions to important environmental and social challenges, both through our property and infrastructure investments and via our residential lending portfolio. Here are some of the environmental and societal benefits that are inextricably linked to our core operations:

- Roughly half of our approximately \$2.3 billion real estate portfolio is invested in rent-restricted multifamily properties. This makes us one of the largest providers and owners of affordable housing in the U.S.**
- As of December 2020, we owned approximately 15,027 apartment units that provide housing to approximately 35,000 people, 98% of whom represent households earning around 60% of the median household income for each property's region.**
- In every one of our communities, we have preserved all in-place affordability restrictions on our properties. We provide support services to residents such as Soldiers to Scholars program, which offers free rent, utilities, and maintenance to military veterans who are obtaining a college degree and free transportation to medical and retail destinations at seniors-only communities.**
- Since the purchase of our infrastructure lending platform in 2018, we have financed \$120 million of renewable energy assets, including wind, hydro, solar and geothermal projects.**
- Since 2018, our renewable portfolio generated over 7,900 gigawatt hours of energy, avoiding approximately 7.4M tons of CO2 emissions.**
- As of year-end 2020, the Company's Commercial Real Estate Lending portfolio included \$4.3 billion of loans where the underlying asset has or is seeking an energy certification. This represents 42% of our Commercial Real Estate Lending portfolio.**
- Our residential lending business has deployed over \$5.3 billion since 2016, advancing financial inclusion by providing mortgages to many high-quality borrowers who might otherwise struggle to secure access to housing credit.**
- In our owned real estate portfolio, we run several initiatives focused on energy efficiency and cost savings, such as:**
 - a utility tracking program that enables efficient monitoring of water and electric use across portfolios; and
 - water conservation programs that invest in more efficient kitchen and bathroom fixtures, reducing water usage by approximately 37% on average and realizing average water bill savings of approximately 4.3%. In 2020, the value of these savings was approximately \$5 million.

Through our commercial real estate lending business, we evaluate environmental risks associated with our investments.

- We utilize a Phase I environmental site assessment to identify environmental conditions that may have a material impact on the property being assessed.
- We assess a property's sustainability and marketability by reviewing characteristics including LEED certification, tenant amenities (such as bike storage and repair facilities), neighborhood walkability ratings and electric car charging stations.
- We conduct periodic property site visits which include physical inspection of the assets that include environmental considerations.

We are, in other words, a company that is:

- Investing in renewable energy projects and integrating environmental due diligence into our lending practices.
- Making affordable housing available to thousands of families.
- Advancing financial inclusion by helping to make home ownership possible for people who can't get traditional bank loans.

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STATE STREET CORPORATION

Environmental, Social and Governance

State Street is deeply committed to being a responsible and socially responsible company. We are committed to being a responsible and socially responsible company. We are committed to being a responsible and socially responsible company.

Environmental

- 12% CO₂ emissions on compared to 2019 (Goal: -27.5% by 2030)
- 43% H₂O reduction as compared to 2015 (Goal: -10% by 2023)
- 74% Waste recycling rate (Goal: -80% by 2025)
- 100% Carbon neutrality¹⁾

Social

- Launched 10 Actions Against Racism and inequality
- \$17.7M State Street Foundation philanthropic contributions
- \$5M Pledged to New Commonwealth Racial Equity & Social Justice Fund
- \$4.7M State Street Foundation matching gifts

Governance

- Active board refreshment with 7 new directors in last 5 years
- 42% of Director nominees are gender or racially diverse
- 91% independent director nominees
- Engagement or requested engagement with shareholders representing approximately 70% of our outstanding common stock in 2020

2020 recognition for some of our ESG achievements include:

- Named to the 2020 Dow Jones Sustainability Index, both World and North America, for the second year in a row, which represents global sustainability leaders as identified by RobecoSAM
- Named to the Diversity Best Practices Inclusion Index, which recognizes companies for diversity and inclusion practices in recruitment, retention and advancement company culture, and demographic transparency
- Recognized in Working Mother Magazine's 100 Best Companies list of 2020
- Recognized as a Trendsetter in the 2020 CPA-Zicklin Index of Corporate Political Disclosure and Accountability

1) Based on independent review of our investments in renewable energy and carbon footprint projects

State Street Corporation

ESG Disclosure

TANDEM DIABETES CARE, INC.

Proxy Summary

Executive Compensation Highlights

We Pay for Performance	We Seek to Mitigate Compensation Risk
<ul style="list-style-type: none"> Mix of diversified long- and short-term performance metrics to incentivize and reward the achievement of our operational and long-term business strategy objectives Long-term equity incentive awards feature a four-year vesting schedule and have evolved from 100% stock options to include use of restricted stock units No single trigger cash severance or automatic vesting of equity awards based solely upon a change in control of the company 	<ul style="list-style-type: none"> Annual compensation assessment Clawback policy covering both cash and equity incentive compensation Stock ownership guidelines for directors and members of executive management

For additional information, see the "Compensation Discussion and Analysis" section of this Proxy Statement, as well as the Summary Compensation Table and related tables.

COMMITMENT TO ENVIRONMENTAL, SOCIAL AND GOVERNANCE PRIORITIES

We are a medical device company dedicated to improving the lives of people with diabetes through relentless innovation and revolutionary customer experience. We strive to accomplish this mission while providing a safe and inclusive work environment and fostering diversity among our board of directors, executives and employees. Our positively different approach to insulin therapy management is reflected in our interactions with customers and healthcare providers, product development initiatives, and commitment to continuous improvement throughout our business. Our governance policies and practices help us appropriately manage risk and live out our corporate values in an ethical, responsible, and sustainable way. Our focus on continuous improvement is prevalent throughout our business, which is evidenced in our efforts to expand and improve our environmental, social, and governance, or ESG, initiatives.

Environmental	Social	Governance
<ul style="list-style-type: none"> Expanded environmental, health and safety department team Energy and water use reduction programs Product innovation initiatives to reduce waste (e.g. 8 million disposable batteries saved from landfills since 2019) Reduced material packaging – new in 2020 Landfill waste reduction Commingled recycling program Focused effort on understanding the environmental impact of our business with initiatives in place to support this effort 	<ul style="list-style-type: none"> Mission driven to improve the lives of people living with diabetes Board gender and ethnic diversity – expanded in 2020 and 2021 Diversity and inclusion council – new in 2020 Corporate charitable giving contributions Robust learning and development program for both emerging and established leaders Employee health and wellness programs 	<ul style="list-style-type: none"> 7 out of 9 independent board members Independent compensation evaluation Stock ownership guidelines – new in 2020 Compensation clawback policy – new in 2020 Majority voting standard for uncontested director elections – new in 2021 Detailed ethics and compliance policies Confidential and anonymous whistleblower hotline

Tandem Diabetes Care 4 2021 Proxy Statement

VIRGIN GALACTIC HOLDINGS, INC.

Corporate Governance

Total Workforce Demographics

Year	Female	Male
2019	23.5%	76.5%
2020	25%	75%

RACE/ETHNICITY	2019	2020
White (Not Hispanic or Latino)	59.1%	57.2%
Hispanic or Latino	22.2%	21.2%
Asian	4.7%	7.5%
Black or African American	3.7%	5.2%
Two or More Races	5.5%	4.4%
American Indian or Native Alaskan	0.9%	0.9%
Native Hawaiian or Other Pacific Islander	2.7%	0.9%
Not Specified	0.7%	2.9%

Year	40 and Over	Under 40
2019	41%	59%
2020	44%	56%

We regularly assess the impact of our efforts in diversifying our workforce. In the assessment of our December 31, 2019 to December 31, 2020 (year-over-year) impact, we did not have any change in our female versus male representation within our global workforce. The representation of Asian and Black or African American increased in representation within our workforce during this timeframe of Asian representation in 2019 at 4.7% versus 7.5% in 2020 and Black or African American in 2019 had a representation of 3.7% versus 5.2% in 2020.

VIRGIN GALACTIC HOLDINGS, INC. 2021 PROXY STATEMENT 33

PITNEY BOWES, INC.

CORPORATE RESPONSIBILITY AT A GLANCE

GO FOR

Environment

From product innovation to operational efficiencies, Winnebago Industries has implemented leading practices throughout our history. As our company continues to grow and transform, we are committed to protecting our environment by minimizing the impact of our business operations and our products. Our operations are governed by our environmental management system, based on ISO 14001. In 2020, we have focused on minimizing waste, improving our environmental management system and practices, and refreshing our environmental affairs policies.

Social

Our people, throughout our Winnebago, Grand Design, Chris-Craft and Newmar families, are our greatest strength. Winnebago Industries is committed to safety, building a high performance culture where people thrive, and investing time, talent and treasure in the communities where we work, live and play. Responding to the challenges of COVID-19 and the national racial justice reckoning, Winnebago Industries has centered on employee safety, diversity, equity and inclusion, and community partnerships.

Governance

Winnebago Industries strives to be the trusted leader in outdoor lifestyle solutions. The Winnebago Industries Board of Directors oversees the Company's ESG performance, and our cross functional Corporate Responsibility Advisory Team, established in 2018, informs ESG strategy and implementation throughout our enterprise. We live by our Code of Conduct, on which 100% of our employees are trained.

Compensation Tables

Required compensation disclosure tables are made more readable and informative by adding style elements.

AERIE PHARMACEUTICALS INC.

COMPENSATION DISCUSSION & ANALYSIS

Summary Compensation Table for 2020

The following table sets forth the portion of compensation paid to the NEOs that is attributable to services performed during the fiscal year ended December 31, 2020, 2019 and 2018.

NAME AND PRINCIPAL POSITION	YEAR	NON-EQUITY INCENTIVE PLAN COMPENSATION (\$) ⁽¹⁾					STOCK AWARDS (\$) ⁽²⁾	OPTION AWARDS (\$) ⁽³⁾	ALL OTHER COMPENSATION (\$) ⁽⁴⁾	TOTAL (\$)
		SALARY	BONUS	NON-RESTRICTED	RESTRICTED	DEFERRED				
Vicente Ando, Jr., Ph.D. Chief Executive Officer and Chairman of the Board	2020	795,675	521,326	593,040	1,710,048	—	3,620,089	—	—	5,529,666
Richard J. Rubinio Chief Financial Officer, Secretary and Treasurer	2020	476,990	229,000	248,865	711,494	11,722	1,678,171	—	—	2,458,182
Thomas A. Mitro President and Chief Operating Officer	2020	501,000	238,000	294,520	855,189	8,683	1,899,392	—	—	2,698,184
Casey C. Kuczyński, Ph.D. Chief Scientific Officer	2020	448,050	209,690	211,800	615,833	7,841	1,493,314	—	—	2,366,028
John W. LaRocca, Esq. General Counsel and Assistant Secretary	2020	430,000	136,848	493,250	1,454,807	9,454	2,524,309	—	—	3,464,208
David A. Hollander, M.D., M.B.A. ⁽⁵⁾ Chief Research and Development Officer	2020	361,141	153,700	975,600	2,677,383	6,225	4,174,049	—	—	7,214,398

(1) Represents bonuses payable in accordance with the employment agreement of each respective NEO, as further described below in the section entitled "NEO Employment Agreements."
(2) Amounts reflected in this column represent the grant date fair value of restricted stock awards. The grant date fair value is measured based on the closing price of our common stock on the date of grant in accordance with Financial Accounting Standards Board's Accounting Standards Codification Topic 718 "Compensation—Stock Compensation" (ASC 718). The valuation methodology and assumptions used in determining such amounts are described in the notes to our audited consolidated financial statements included in our Form 10-K filed with the SEC on February 25, 2021.
(3) Amounts reflected in this column represent the grant date fair value of options to purchase common stock, computed in accordance with ASC 718. The valuation methodology and assumptions used in determining such amounts are described in the notes to our audited consolidated financial statements included in our Form 10-K filed with the SEC on February 26, 2021.
(4) Amounts reflected in this column represent matching contributions under the Company's 401(k) retirement plan paid during the fiscal year.
(5) Amounts reflected in the "Salary" and "Non-Equity Incentive Plan Compensation" columns reflect Dr. Hollander's 2020 annual salary increase. Further, Dr. Hollander did not receive long term incentive awards in 2020 due to his start date of November 19, 2019, at which time he received sign-on incentives in accordance with his Employment Agreement.

AMERICAN PUBLIC EDUCATION, INC.

COMPENSATION TABLES AND DISCLOSURES

Summary Compensation Table

Name and Principal Position ⁽¹⁾	Year	Salary ⁽²⁾	Bonus ⁽³⁾	Stock Awards ⁽⁴⁾	Option Awards ⁽⁵⁾	Non-Equity Incentive Plan Compensation ⁽⁶⁾	All Other Compensation ⁽⁷⁾	Total
Angela K. Seiden Chief Executive Officer and President	2020	\$ 630,000	\$ 50,000	\$ 1,416,629	\$ —	\$ 833,400	\$ 66,074	\$ 2,936,933
Wade T. Dyle Executive Vice President, AFUS	2020	\$ 170,877	\$ 50,000	\$ 1,251,918	\$ 999,994	\$ 200,000	\$ —	\$ 1,722,789
Walton E. Boston Jr. Former President of AFUS	2020	\$ 308,219	\$ —	\$ 899,583	\$ —	\$ 400,770	\$ 2,114,453	\$ 3,723,025
Richard W. Sunderland Jr. Executive Vice President, Chief Financial Officer	2020	\$ 448,281	\$ —	\$ 1,418,321	\$ —	\$ 83,940	\$ 32,003	\$ 2,942,545
Pam Dyleberg Executive Vice President, Chief Financial Officer	2020	\$ 384,140	\$ —	\$ 343,970	\$ —	\$ 286,035	\$ 21,470	\$ 1,017,615
Thomas A. Bickett Senior Vice President and General Counsel	2020	\$ 286,110	\$ —	\$ 157,282	\$ —	\$ 57,222	\$ 20,141	\$ 520,755

(1) Ms. Seiden was not employed by the Company prior to September 2019, and so information is only provided for 2019 and 2020. Dr. Dyle was not employed by the Company prior to August 12, 2020, and so information is only provided for 2020.
(2) Values reflect the amounts actually paid to the NEOs for each year. For Ms. Seiden, the 2019 amount reflects her annual salary of \$630,000 prorated from her September 21, 2019 start date to December 31, 2019. For Dr. Dyle, the 2020 amount reflects his base salary of \$450,000 prorated from August 12, 2020 to December 31, 2020, and for Dr. Boston, the 2020 amount reflects his base salary of \$600,000 prorated from January 1, 2020 and his retirement date on August 12, 2020. For Mr. Dyleberg, the 2019 amount reflects his annual base salary of \$350,000 prorated from his May 7, 2019 hire date to December 31, 2019. Amounts for each of Mr. Boston, Mr. Sunderland, and Mr. Bickett include a one-time cash payment in lieu of accumulated vacation time resulting from a change in policy relating to vacation accrual for all employees.
(3) Amounts shown for Ms. Seiden, Dr. Dyle, and Mr. Dyleberg reflect signing bonuses paid to each executive in connection with their hire in 2019, 2020, and 2018, respectively.
(4) Amounts reflect the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of PSUs, PSLs and stock options, as applicable, excluding estimates of forfeiture. A discussion of the relevant assumptions used in calculating these equity awards can be found in Notes 2 and 10 to the Consolidated Financial Statements for Annual Report on Form 10-K for the year ended December 31, 2020. PSUs are valued assuming achievement of target, which was the probable outcome determined for accounting purposes at the time of grant. The target and maximum grant date values of PSUs for 2020 are as follows:



AMERIPRISE FINANCIAL, INC.

Summary Compensation Table

The following table contains compensation information for our chief executive officer, chief financial officer, and three other executive officers who were the most highly compensated for the year ended December 31, 2020.

Name & Principal Position	Year	Change in Pension Value and Non-Qualified Deferred Compensation (\$)							Total (\$)
		Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total	
James M. Czacik Chairman and Chief Executive Officer	2020	\$ 1,025,000	\$ —	\$ 3,365,000	\$ 2,427,000	\$ 6,112,000	\$ 1,931,527	\$ 98,131	\$ 23,969,760
Walter S. Burman Executive Vice President, Chief Financial Officer and Chief Risk Officer	2020	\$ 775,000	\$ —	\$ 1,540,000	\$ 1,102,000	\$ 2,648,000	\$ 845,426	\$ 181,549	\$ 6,993,074
William F. Treacot Chief Executive Officer, Global Asset Management	2020	\$ 775,000	\$ —	\$ 1,540,000	\$ 1,102,000	\$ 2,648,000	\$ 845,426	\$ 181,549	\$ 6,993,074
Colin Moore Executive Vice President and Global Chief Investment Officer	2020	\$ 775,000	\$ —	\$ 1,540,000	\$ 1,102,000	\$ 2,648,000	\$ 845,426	\$ 181,549	\$ 6,993,074

(1) The numbers in these columns are not the grant date fair value of restricted stock awards, performance shares, and stock options awarded to the named executive officer for 2020 performance. These amounts represent the grant date fair value of restricted stock awards, performance shares, and stock options for 2019 performance, but granted on January 31, 2020. For 2020, there are no amounts listed in the stock awards column. The top number in the restricted stock award earned for 2019. The bottom number is the performance share award granted at target for 2019. The actual number of performance shares that will be earned at the vesting date is dependent upon future company performance and the PSU awards have a minimum payout of 0% and a maximum payout of 150% of target based on average return on equity and earnings per share growth, with a total shareholder return modifier up to over 25 percentage points.

The Company calculates the grant date fair value of restricted stock awards, performance shares, and stock options in accordance with the applicable accounting rules. The grant date fair value represents the total compensation expense that the Company will recognize for restricted stock awards and stock options whereas the total compensation expense for performance shares will ultimately be the market value as of the vesting date.

The grant date fair value of restricted stock awards, we use the closing share price on the grant date which does take into account future dividends to be paid on restricted shares. Those dividends will be the same as those paid to other shareholders.

For the grant date fair value of performance shares awards, we use the closing share price on the grant date which does take into account future dividends equivalents to be paid on performance shares once fully vested and earned. Those dividend equivalents will be the same as those paid to other shareholders over the three-year performance period.

In order to calculate the grant date fair value of stock options, we use the Black-Scholes option pricing model. For the stock options that become effective on

ARCONIC CORPORATION

EXECUTIVE COMPENSATION

2020 Summary Compensation Table

Name and Principal Position	Year	Change in Pension Value and Non-Qualified Deferred Compensation (\$)							Total (\$)
		Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	All Other Compensation	Total	
Timothy D. Myers ⁽¹⁾ Chief Executive Officer	2020	\$ 688,875	\$ 0	\$ 4,374,200	\$ 0	\$ 527,945	\$ 630,270	\$ 125,781	\$ 6,127,971
Eric R. Admusen ⁽²⁾ Executive Vice President, Chief Financial Officer and Treasurer	2020	\$ 542,283	\$ 0	\$ 1,500,000	\$ 0	\$ 662,500	\$ 657,119	\$ 58,705	\$ 3,820,607
Melissa M. Miller ⁽³⁾ Executive Vice President and Chief Human Resources Officer	2020	\$ 540,376	\$ 0	\$ 381,546	\$ 0	\$ 134,154	\$ 113,619	\$ 26,567	\$ 996,862
Diana C. Tomas ⁽⁴⁾ Executive Vice President, Chief Legal Officer and Secretary	2020	\$ 560,208	\$ 0	\$ 377,446	\$ 0	\$ 150,163	\$ 0	\$ 28,161	\$ 1,016,878
Mark I. Vrabec ⁽⁵⁾ Executive Vice President and Chief Commercial Officer	2020	\$ 429,823	\$ 0	\$ 615,551	\$ 0	\$ 179,365	\$ 599,099	\$ 59,353	\$ 1,874,791

Notes to 2020 Summary Compensation Table:

Column (a) — **Named Executive Officers.** Our NEOs include our Chief Executive Officer, Chief Financial Officer, Chief Human Resources Officer, and the next three highest paid executive officers for the fiscal year ended December 31, 2020.

(1) Mr. Myers was appointed as Chief Executive Officer on April 1, 2020, upon the Separation. Prior to this date, Mr. Myers was Executive Vice President and Group President, Global Rolled Products at Inland.

(2) Mr. Admusen joined Inland on February 10, 2020, and was appointed as Executive Vice President and Chief Financial Officer on April 1, 2020, upon the Separation, and was appointed as Treasurer on March 8, 2021.

(3) Ms. Miller was appointed Executive Vice President and Chief Human Resources Officer upon the Separation. Under applicable SEC rules, her compensation for 2018 and 2019 have been excluded as she was not a named executive officer during those years.

(4) Ms. Tomas joined Inland on March 1, 2020, and was appointed as Executive Vice President, Chief Legal Officer and Secretary on April 1, 2020, upon the Separation.

(5) Mr. Vrabec was appointed Executive Vice President and Chief Commercial Officer upon the Separation. Under applicable SEC rules, his compensation for 2018 and 2019 have been excluded as he was not a named executive officer during those years.

Column (c) — **Salary.** This column represents each of the named executive officer's annual base salary actually paid in 2020, including the 20% reductions in base salary (BOs) with respect to Mr. Myers that were effective April 15, 2020 — August 31, 2020. Further details are included in "—Agreements with Executives." These 2020 salaries paid by the Company to the NEOs accounted for approximately the following percentages of their total Company compensation: Mr. Myers — 11%; Mr. Admusen — 25%; Ms. Miller — 34%; Ms. Tomas — 26%; and Mr. Vrabec — 23%.

Compensation Tables

ARMADA HOFFLER PROPERTIES, INC.

Executive Compensation

Summary Compensation Table

The following table sets forth a summary of all compensation earned, awarded or paid, as applicable, to our NEOs in the fiscal years ended December 31, 2020, 2019 and 2018.

Name	Year	Salary (\$)	Stock Awards ⁽¹⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽²⁾ (\$)	All Other Compensation ⁽³⁾ (\$)	Total (\$)
Louis S. Haddad President, Chief Executive Officer and Director	2020	861,640 ⁽⁴⁾	784,572	260,000	84,864 ⁽⁵⁾	1,991,076
	2019	939,735	618,898	482,500	88,049	2,129,182
	2018	779,738	526,337	312,500	90,424	1,708,999
Michael P. O'Hara Chief Financial Officer, Treasurer and Corporate Secretary	2020	399,635	388,887	130,000	54,049 ⁽⁶⁾	972,571
	2019	377,180	368,615	218,750	52,993	1,017,538
	2018	312,402	110,925	187,500	46,042	656,869
Shawn J. Roberts ⁽⁷⁾ Chief Operations Officer	2020	350,002	207,600	150,000	36,019 ⁽⁸⁾	743,621
	2019	374,904	148,036	97,500	48,200 ⁽⁹⁾	668,640
	2018	363,834	148,534	150,000	51,963	714,331
Shelly Hampton President of Asset Management	2020	324,819	222,063	65,000	41,519 ⁽¹⁰⁾	653,401
	2019	311,859	200,534	125,000	44,520	681,913
	2018	301,809	105,879	112,500	36,826	557,034

- ⁽¹⁾ As an effort to strengthen our financial flexibility and efficiently manage through the uncertainty caused by the COVID-19 pandemic, Mr. Haddad voluntarily elected to reduce his base salary by 20% effective as of May 1, 2020. On February 18, 2021, as a result of improvement in general economic conditions and our operating performance, the Company's board of directors reinstated Mr. Haddad's base salary to pre-COVID-19 compensation levels, effective January 1, 2021.
- ⁽²⁾ Represents the stock portion of the annual STIP payable to each NEO, which comprised 58.77% of the total STIP award in the fiscal year ended December 31, 2020, as well as the dollar amount of restricted stock, and reflects the aggregate grant date fair value of restricted stock computed in accordance with FASB ASC Topic 718. The stock portion of the STIP award was in the form of shares of restricted common stock and is presented in the year in which the stock grant was made, rather than the year such stock grant was earned.
- ⁽³⁾ Represents the cash portion of the annual STIP payable to each NEO for the year in which it was earned, which comprised 23.42% of the total STIP award for the fiscal year ended December 31, 2021.
- ⁽⁴⁾ This amount represents: (i) automobile allowance and gas in the amount of \$35,883; (ii) parking fees in the amount of \$1,645; (iii) club membership dues in the amount of \$900; (iv) coverage health services in the amount of \$5,000; (v) tax return preparation fees in the amount of \$12,400; (vi) excess life insurance in the amount of \$2,772; (vii) dividends on unvested restricted stock in the amount of \$22,205; and (viii) 401(k) match in the amount of \$4,750.
- ⁽⁵⁾ This amount represents: (i) automobile allowance (including gas) in the amount of \$3,830; (ii) parking fees in the amount of \$1,645; (iii) coverage health services in the amount of \$5,000; (iv) tax return preparation fees in the amount of \$12,400; (v) excess life insurance in the amount of \$2,772; and (vi) 401(k) match in the amount of \$4,750.
- ⁽⁶⁾ An acquisition with replaceable SEC data, information for Mr. O'Hara is not provided for 2018 as 2018 is not a NEO as of December 31, 2018 or 2019.
- ⁽⁷⁾ This amount represents: (i) automobile allowance (including automobile insurance and gas) in the amount of \$24,538; (ii) parking fees in the amount of \$1,543; (iii) coverage health services in the amount of \$5,000; (iv) excess life insurance in the amount of \$4,000; (v) dividends on unvested restricted stock in the amount of \$2,400; and (vi) 401(k) match in the amount of \$688.
- ⁽⁸⁾ This amount represents: (i) automobile allowance (including automobile insurance and gas) in the amount of \$24,640; (ii) parking fees in the amount of \$1,645; (iii) club membership dues in the amount of \$900; (iv) coverage health services in the amount of \$5,000; (v) tax return preparation fees in the amount of \$12,400; (vi) excess life insurance in the amount of \$2,800; (vii) dividends on unvested restricted stock in the amount of \$2,200; and (viii) 401(k) match in the amount of \$4,750.
- ⁽⁹⁾ This amount represents: (i) automobile allowance (including automobile insurance and gas) in the amount of \$24,231; (ii) parking fees in the amount of \$1,578; (iii) club membership dues in the amount of \$900; (iv) coverage health services in the amount of \$5,000; (v) excess life insurance in the amount of \$2,700; and (vi) 401(k) match in the amount of \$2,517.
- ⁽¹⁰⁾ This amount represents: (i) automobile allowance (including automobile insurance and gas) in the amount of \$6,877; and (vii) 401(k) match in the amount of \$2,617.

Armada Hoffler Properties, Inc. | 45 | Proxy Statement 2021

ASANA, INC.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of January 31, 2021. Information is included for equity compensation plans approved by our stockholders. We do not have any equity compensation plans not approved by our stockholders.

Plan Category	Class of Common Stock	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ⁽¹⁾	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	Class A ⁽²⁾	30,641,623	\$2.86	19,884,243
	Class B ⁽³⁾	54,413	\$0.17	—
Equity compensation plans not approved by security holders	—	—	—	—
TOTAL	Class A and Class B	30,696,036		19,884,243

- (1) The weighted average exercise price is calculated based solely on outstanding stock options; it does not take into account the shares of our common stock underlying restricted stock units, which have no exercise price.
- (2) Includes the following plans: The 2020 Plan and the ESPP. Our 2020 Plan provides that on February 1st of each calendar year, starting on February 1, 2021 through February 1, 2025, the number of shares of Class A common stock reserved for issuance under the 2020 Plan is automatically increased by a number equal to 5% of the total number of shares of our common stock (both Class A and Class B) outstanding on January 31st of the fiscal year before the date of such automatic increase or, if a lesser number of shares is desired prior to the application of February 1st of ESPP provides that on January 1st of each calendar year, starting on February 1, 2021 through February 1, 2025, the number of shares of Class A common stock reserved for issuance under the 2020 Plan is automatically increased by a number equal to the lesser of: (i) 5% of the total number of shares of our common stock (both Class A and Class B) outstanding on January 31st of the fiscal year before the date of such automatic increase, and (ii) 3,000,000 shares, provided that before the date of any such increase, our Board may determine that such increase will be less than the amount set forth in clause (i) and (ii); and that there will be no increase at all. On February 1, 2021, the number of shares of Class A common stock available for issuance under our 2020 Plan and our ESPP increased to 40,776,000 shares and 2,644,800 shares, respectively, pursuant to these provisions. These increases are not reflected in the table above.
- (3) Includes the following plan: 2009 Stock Plan.

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BEST BUY CO., INC.

Compensation of Executive Officers

Summary Compensation Table

The table below summarizes the total compensation earned by each of our NEOs during fiscal 2021 and the two preceding fiscal years (if applicable).

Name and Principal Position	Year	Salary ⁽¹⁾	Bonus	Stock Awards ⁽²⁾	Option Awards ⁽³⁾	Non-Equity Incentive Plan Compensation ⁽⁴⁾	All Other Compensation ⁽⁵⁾	Total
Corie Barry Chief Executive Officer	2021	\$ 927,492	—	\$6,969,274	\$1,740,435	\$2,320,000	\$ 86,102	\$12,033,503
	2020	1,013,492	—	6,780,474	1,695,326	1,913,334	37,867	11,440,063
	2019	834,615	—	2,967,563	—	2,078,750	8,752	5,918,680
Matt Williams Chief Financial Officer	2021	711,539	—	1,599,881	400,107	1,162,500	18,418	3,892,445
	2020	629,308	—	1,416,581	1,000,620	798,000	35,777	3,880,786
Todd Hartman General Counsel, Chief Risk Officer & Secretary	2021	638,462	—	999,997	250,077	875,000	59,455	2,822,981
	2020	623,077	250,000	4,819,551	1,205,294	1,600,000	62,142	8,860,064
	2019	865,385	—	7,321,240	1,205,776	1,698,666	25,268	11,216,335
	2018	892,308	—	3,547,097	—	2,224,262	30,008	6,693,765
Kamy Scarlett Chief Human Resources Officer	2021	738,462	—	2,000,045	250,077	1,200,000	54,973	4,243,557
	2020	600,000	500,000	1,000,553	2,248,690	1,344,000	123,146	6,016,389
	2019	884,615	—	899,283	1,009,116	1,444,451	165,029	4,202,494
Ashesh Sakshani ⁽⁶⁾ President, Best Buy Health (Former)	2021	445,289	—	999,997	250,077	—	1,391,384	3,086,747

- (1) These amounts reflect actual earnings which are a blend of prior annual base salary rates and the go-forward base salary rates approved by the Compensation Committee during its annual review in March of each year, as well as any off-cycle increases or reductions approved by the Compensation Committee during the year. Further, these amounts are before any deferrals under the Deferred Compensation Plan. We do not provide guaranteed, above-market or preferential earnings on compensation deferred under the Deferred Compensation Plan. The investment options available for rollover investment of deferred compensation are similar to those available under the Retirement Savings Plan and can be found, along with additional information about deferral amounts, in the Nonqualified Deferred Compensation section.
- (2) These amounts reflect the aggregate grant date fair value for stock-based awards granted to our NEOs for all fiscal years reflected; however, fiscal 2021 amounts are explained in greater detail under the heading Grants of Plan-Based Awards and in footnote 2 below. The grant date fair value reflected for any award subject to performance conditions is the value of the grant date of the probable outcome of the award. The grant date fair value of an award is measured in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation - Stock Compensation (ASC Topic 718). As permitted by ASC Topic 718, we account for any forfeitures as they occur rather than estimating future service-based forfeitures, and, accordingly, the grant date fair value reported do not assume any estimated forfeitures. The chief assumptions used in calculating these amounts are set forth in Note 9, Shareholders' Equity, of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended January 30, 2021.
- (3) The fiscal 2021 amounts reflected in this column include the probable grant date fair value of: (i) one or more restricted share awards that vest on a time-based schedule subject to achievement of positive adjusted net earnings in any fiscal year during the three-year term of the award (described in greater detail in the Grants of Plan-Based Awards section); and (ii) one or more performance share awards that will be

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CHEWY, INC.

Compensation Tables

Summary Compensation Table

The following table sets forth information with respect to the compensation of our NEOs for the fiscal years indicated:

Name and Principal Position	Year	Salary ⁽¹⁾	Bonus ⁽²⁾	Non-Equity Incentive Plan Compensation ⁽³⁾	Stock Awards ⁽⁴⁾	All Other Compensation ⁽⁵⁾	Total (\$)
Sumit Singh Chief Executive Officer	FY20	1,200,000	—	1,800,000	27,525	3,027,525	
	FY19	1,200,000	—	1,328,076	147,285,377	37,836	149,851,889
	FY18	1,161,354	—	—	—	74,941	1,236,295
Mario Marte Chief Financial Officer	FY20	595,000	—	892,500	7,462	1,494,962	
	FY19	591,846	—	654,756	58,792,260	5,927	60,044,289
	FY18	412,692	50,000	24,674	—	1,154	488,520
Satish Mehta Chief Technology Officer	FY20	475,000	—	712,500	—	8,550	1,196,050
	FY19	472,116	—	522,741	44,094,186	5,881	45,094,924
	FY18	246,154	—	—	—	2,663	248,817
Susan Helfrich General Counsel & Secretary	FY20	450,000	—	675,000	—	6,635	1,131,635
	FY19	447,116	—	495,060	29,396,149	5,881	30,344,206
	FY18	372,115	58,510	—	—	865	431,490

- (1) These amounts reflect the actual salary earned by each NEO during fiscal years 2018, 2019 and 2020.
- (2) For fiscal year 2020 these amounts reflect payouts for performance under our 2020 STI plan. For additional information regarding these amounts refer to Annual Short-Term Incentive in the Elements of NEO Compensation section.
- (3) These amounts reflect the aggregate grant date fair value of the RSUs, as computed in accordance with ASC 718. For a discussion of the assumptions used in the calculation of the grant date fair value, refer to Note 8, Share-Based Compensation in the Notes to Consolidated Financial Statements of our Annual Report on Form 10-K for the fiscal year ended January 31, 2021.
- (4) For Mr. Marte, Mr. Mehta, and Ms. Helfrich, the amounts disclosed in the "All Other Compensation Column" for fiscal year 2020 reflect Company matching contributions made to their accounts under the Company's 401(k) retirement savings plan. For Mr. Singh, the amounts disclosed in the "All Other Compensation Column" for fiscal year 2020 reflect \$4,356 of Company matching contributions made to his account under the Company's 401(k) retirement savings plan, \$21,986 for the value of securities, including at times a driver, which we believe is necessary and appropriate (this value includes the aggregate incremental cost to the Company for a leased automobile and 12% of the cost to the Company for one full-time security employee, which represents the portion of time spent providing security services to Mr. Singh), and approximately \$1,131 for Company-provided meals.

2020 Grants of Plan-Based Awards

The following table sets forth certain information with respect to grants of plan-based awards to our NEOs during fiscal year 2020. We did not grant our NEOs any equity awards during fiscal year 2020.

Name	Estimated Future Payouts Under Threshold (\$)	Non-Equity Incentive Plan Awards ⁽¹⁾ (\$)	Maximum (\$)
Sumit Singh	600,000	1,200,000	1,800,000
Mario Marte	291,500	595,000	892,500
Satish Mehta	237,500	475,000	712,500
Susan Helfrich	225,000	450,000	675,000

- (1) These amounts reflect the threshold, target, and maximum payouts under our 2020 STI plan. For amounts actually earned by each of our NEOs pursuant to our STI plan for fiscal year 2020, refer to the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table above. For additional information regarding these amounts refer to Annual Short-Term Incentive in the Elements of NEO Compensation section.

Compensation Tables

TANDEM DIABETES CARE, INC.

Executive Compensation

Summary Compensation Table

The following table provides a summary of the compensation of our NEOs for the fiscal years ended December 31, 2020, 2019, and 2018, as applicable:

Name and Principal Position	Year	Salary (\$)	Bonus (\$) ⁽¹⁾	RSU Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	All Other Compensation (\$) ⁽⁵⁾	Total ⁽⁶⁾
John F. Sheridan President and Chief Executive Officer	2020	\$ 600,000	\$ 60,385	\$1,079,971	\$1,619,976	\$ 422,692	\$ 7,715	\$3,790,739
	2019	\$ 600,000	\$ —	\$ 8,919,134	\$ 738,225	\$ 3,578	\$10,660,937	
	2018	\$ 386,250	\$ —	\$ 1,197,632	\$ 350,863	\$ 2,772	\$1,927,417	
Leigh A. Vesseler Executive Vice President, Chief Financial Officer and Treasurer	2020	\$ 412,000	\$ 25,532	\$35,039	\$ 803,352	\$ 178,728	\$ 1,910	\$1,667,509
	2019	\$ 400,000	\$ —	\$ 4,621,634	\$ 368,110	\$ 1,708	\$5,391,452	
	2018	\$ 386,250	\$ —	\$ 1,197,632	\$ 331,568	\$ 630	\$1,915,980	
David B. Berger Executive Vice President, Chief Business Operations and Compliance Officer & Secretary	2020	\$ 412,000	\$ 25,532	\$35,039	\$ 803,352	\$ 178,728	\$ 1,937	\$1,656,546
	2019	\$ 400,000	\$ —	\$ 4,621,634	\$ 368,110	\$ 1,144	\$5,390,888	
	2018	\$ 386,250	\$ —	\$ 1,197,632	\$ 350,863	\$ 630	\$1,935,275	
Brian B. Hanson Executive Vice President, Chief Commercial Officer	2020	\$ 412,000	\$ 25,532	\$35,039	\$ 803,352	\$ 178,728	\$ 2,396	\$1,657,545
	2019	\$ 400,000	\$ —	\$ 4,621,634	\$ 368,110	\$ 10,153	\$5,399,897	
	2018	\$ 386,250	\$ —	\$ 1,197,632	\$ 350,863	\$ 966	\$1,935,611	
Susan M. Morrison Executive Vice President, Chief Administrative Officer ⁽⁷⁾	2020	\$ 412,000	\$ 25,532	\$35,039	\$ 803,352	\$ 178,728	\$ 608	\$1,655,757
	2019	\$ 400,000	\$ —	\$ 4,621,634	\$ 368,110	\$ 497	\$5,390,241	

⁽¹⁾ Amounts listed reflect the amounts earned and paid under the 2020 Cash Bonus Plan as a discretionary 10% incremental goal achievement in recognition of the NEOs performance while operating under challenging conditions due to the COVID-19 pandemic. Our 2020 Cash Bonus Plan is described in the section of this Proxy Statement entitled "Compensation Discussion and Analysis—2020 Short-Term Cash Incentive Program Summary and Results."
⁽²⁾ Amounts listed reflect the grant date fair value of option awards awarded to each of our NEOs calculated in accordance with FASB ASC Topic 718 (without regard to estimated forfeitures) related to our restricted stock program. Information regarding assumptions made in valuing the stock option awards can be found in Note 10 of the "Notes to Financial Statements" included in Item 8 of our Annual Report. The amounts disclosed do not necessarily reflect the dollar amounts of compensation actually realized, or that may be realized, by our NEOs with respect to the options. For more information about equity awards granted in 2020, please see the section of this Proxy Statement entitled "Compensation Discussion and Analysis—2020 LT Equity Compensation Program."
⁽³⁾ Amounts listed reflect the amounts earned and paid under the 2020 Cash Bonus Plan based on our achievement related to certain pre-established financial performance objectives, product development milestones and customer-related objectives for 2020. Our 2020 Cash Bonus Plan is described in the section of this Proxy Statement entitled "Compensation Discussion and Analysis—2020 Short-Term Cash Incentive Program Summary and Results."
⁽⁴⁾ During fiscal year 2019, Mr. Morrison participated in our incentive award trip for selected members of our executive and sales teams. The amount listed for Mr. Morrison includes the incremental costs to us of meals, entertainment and other expenses of \$5,285, as well as a liability fee with respect to the required income associated with the trip of \$2,764. The remaining amounts for each of our NEOs reflect the value of premiums paid by us for group term life insurance for the benefit of our NEOs.
⁽⁵⁾ Because Ms. Morrison was not a NEO for 2018, her compensation for that year has been excluded.

VOYA FINANCIAL, INC.

EXECUTIVE COMPENSATION TABLES AND NARRATIVES

Summary Compensation Table

The following table presents the cash and other compensation for our NEOs for 2020, 2019 and 2018.

Name and Principal Position as of December 31, 2020	Year	Salary ⁽¹⁾	Bonus ⁽²⁾	Stock Awards ⁽³⁾	Option Awards ⁽⁴⁾	Non-Equity Incentive Plan Payments ⁽⁵⁾	Change in Pension ⁽⁶⁾	All Other Compensation ⁽⁷⁾	Total
Robbie O. Martin, Jr. Chairman and CEO	2020	\$1,200,000	\$ —	\$9,106,513	\$ —	\$3,000,000	\$ 40,956	\$249,539	\$15,997,008
	2019	\$1,000,000	\$ —	\$8,141,871	\$ —	\$3,140,000	\$ 41,966	\$228,654	\$12,554,291
	2018	\$1,000,000	\$ —	\$7,072,591	\$ —	\$3,140,000	\$ 39,581	\$ 85,739	\$11,337,911
Michael S. Smith Vice Chairman and Chief Financial Officer	2020	\$ 440,000	\$ —	\$2,877,880	\$ —	\$1,290,240	\$ 57,605	\$ 69,692	\$ 4,615,417
	2019	\$ 637,500	\$ —	\$1,905,912	\$980,778	\$1,512,000	\$ 55,012	\$ 88,770	\$ 5,159,992
	2018	\$ 625,000	\$ —	\$2,239,615	\$ —	\$1,375,000	\$ 25,523	\$ 67,360	\$ 4,332,518
Christina Hattiscales, CEO Investment Management	2020	\$ 600,000	\$ —	\$2,590,085	\$ —	\$1,900,000	\$24,025	\$ 86,592	\$ 5,416,602
	2019	\$ 600,000	\$ —	\$2,299,548	\$980,778	\$2,118,400	\$31,801	\$ 66,770	\$ 4,419,295
	2018	\$ 600,000	\$ —	\$2,357,513	\$ —	\$2,623,000	\$ —	\$ 67,360	\$ 5,649,973
Charles P. Nelson Vice Chairman Chief Growth Officer	2020	\$ 710,000	\$ —	\$2,701,408	\$ —	\$1,156,320	\$ 44,688	\$ 70,388	\$ 4,702,504
	2019	\$ 725,000	\$ —	\$1,884,472	\$980,778	\$1,300,800	\$ 42,626	\$ 87,660	\$ 5,001,396
	2018	\$ 700,000	\$23,314	\$2,202,621	\$ —	\$1,170,000	\$ 30,411	\$ 73,591	\$ 4,304,199
Margaret M. Parent Former CFO & CAO	2020 ⁽⁸⁾	\$20,000	\$ —	\$1,414,613	\$ —	\$1,143,760	\$ 42,170	\$ 51,300	\$ 3,273,843
	2019	\$ 616,667	\$ —	\$ 979,790	\$980,778	\$1,404,160	\$ 39,649	\$ 50,400	\$ 4,071,843

⁽¹⁾ Amounts in this column represent salary that was actually paid to each NEO during the listed calendar year. Mr. Martin's 2020 salary is based on his annual base salary from January 1, 2020 to December 31, 2020. Mr. Smith's 2019 salary is based on his annualized base salary of \$625,000 from January 1, 2019 to February 28, 2019 and an annualized base salary of \$640,000 from March 1, 2019 to December 31, 2019. Mr. Nelson's 2019 salary is based on his annualized base salary of \$700,000 from January 1, 2019 through February 28, 2019 and an annualized base salary of \$700,000 from March 1, 2019 through December 31, 2019. Mr. Parent's 2019 salary is based on her annualized base salary of \$775,000 from January 1, 2019 through February 28, 2019 and an annualized base salary of \$600,000 from March 1, 2019 through December 31, 2019. Mr. Parent's 2019 salary is based on her annualized base salary of \$600,000 from January 1, 2019 through February 28, 2019 and an annualized base salary of \$620,000 from March 1, 2019 through December 31, 2019.

⁽²⁾ The amount in this column for Mr. Nelson in 2018 reflects 1/3 of a \$700,000 deferred cash award in connection with his offer of employment.

⁽³⁾ Mr. Parent left Voya effective as of January 31, 2021.

⁽⁴⁾ Amounts in this column include the grant date fair value calculated in accordance with FASB ASC Topic 718 for 2018, 2019 and 2020 non-vested and performance-based awards (at target) granted to the NEOs in the case of 2018 & 2019 under the 2014 Change Plan and 2020 awards under the 2019 Omnibus Plan, and in each case in respect of prior year performance. Maximum payout (100% target) for PSUs would result in the following grant date fair values:

NEO	2020 PSU	2019 PSU	2018 PSU
Mr. Martin	\$7,879,362	\$6,007,000	\$4,052,491
Mr. Smith	\$2,426,830	\$1,616,000	\$1,016,677
Mr. Hattiscales	\$2,184,153	\$1,959,820	\$2,017,564
Mr. Nelson	\$2,277,899	\$1,611,700	\$1,964,513
Mr. Parent	\$1,192,008	\$ 830,377	—

For a discussion of the valuation methodology for the PSUs, see Footnote 1 to the financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2020.

⁽⁵⁾ Amounts in this column represent stock options granted in 2019 subject to performance conditions and a waiting period before such options are exercisable. As of December 31, 2020, the performance conditions with respect to such options have been satisfied. The fair value of such options vested and became exercisable as of April 22, 2020. The remaining half of such options vested as of July 31, 2020 and will become exercisable as of July 31, 2021.

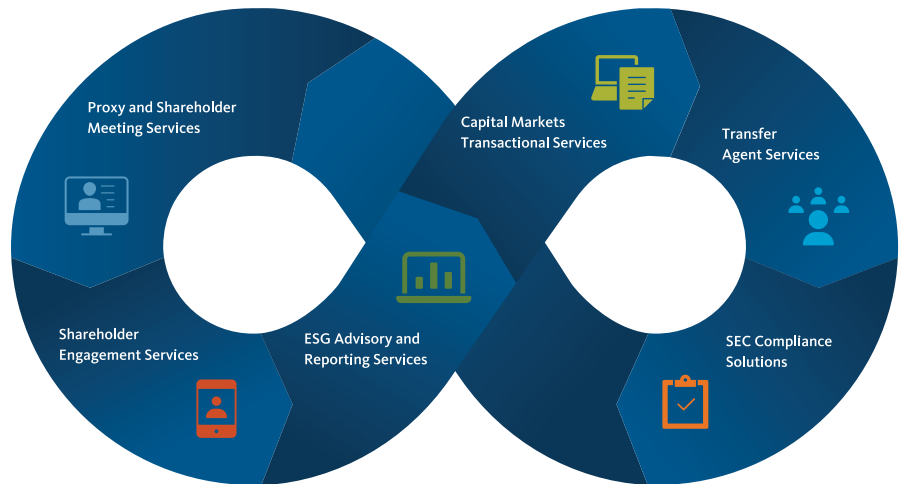
⁽⁶⁾ Amounts in this column represent the net change in actuarial present value under the Retirement Plan and the SERP.

⁽⁷⁾ All amounts in this column for 2020 are described in more detail in the table below entitled "All Other Compensation Table for 2020."

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