



Age Group	Percentage
<60 yrs	59%
60 - 70 yrs	33%
>70 yrs	8%

QUESTIONS AND ANSWERS

Q	What is a proxy statement?
A	A proxy statement is a document that provides information about a company's financial performance and other important information. Regulations require us to give you this information so you can make an informed decision when you vote on your behalf. A proxy statement is prepared by the company on your behalf. This other person is called your proxy. You can designate your proxy in a written document. In our proxy statement, we have designated Thomas Pacheco as our Chief Accounting Officer, and...



2023 Proxy Design Library

EMPOWER YOUR PROXY USING DESIGN
TO ENABLE POSITIVE OUTCOMES



Effective proxy design organizes your content and imagery to better convey a story about your company and brand.

With thoughtful proxy design, you can shape investor perceptions, build loyalty, and deliver a compelling brand narrative.

As investor behaviors evolve, proxy storytelling matters more than ever. Share ownership has increased dramatically over the past five years. The number of retail investment accounts is up 68 percent since 2017. These shareholders understand they have a say in how the company operates and are using that voice more and more. In just the past year, more than 500 shareholder proposals were put to vote, many of them around climate, racial equality, lobbying, and other ESG-related issues. So how do you engage investors to drive the outcomes you want?

Transform your proxy into an engaging storytelling experience

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 intuitive resource is organized into 'searchable' categories to help you quickly find what you need. We have included best practices and a collection of our most relevant and best proxy examples to showcase how brand gets delivered through your proxy statement. Let our team help you tell your story.



Discover best practices



Explore design examples

For your convenience, the items listed in the Table of Contents are actual links that can take you directly to the content you are interested in. Plus, once you click on any piece of content in the library, it will take you to the full proxy statement and directly to the page you are interested in. Just click the back button at the top right of your screen to return to the Table of Contents.

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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 to a cohesive narrative and tells a compelling story.

Getting to Positive Proxy Outcomes

CREATING POSITIVE RESULTS THROUGH EFFECTIVE DESIGN.

Stephen Harrison

Chief Creative Officer and President, FalkHarrison

Proxy design allows you to organize your content and imagery to convey a story about your company and brand.

Good proxy design can take you further – it can be a powerful tool for brand awareness, client engagement, and promoting your good work. It's the result of informed choices, creative insights, and effective processes.

Many corporate issuers are making these choices and transitioning their proxy away from a visually dense, regulatory document to a well-designed, well-organized communication tool. But evaluating design effectiveness is difficult. Relying on a consistent process of discovery and design with these effective practices will help:

1. Simplify the complex

Good design makes information easy to understand and act upon. An enhanced proxy is an asset to connect with investors; it enhances understanding.

2. Shape perceptions

Good design helps a company tell its story in a way that drives more voting engagement. Design connects your story to your brand. Good design yields effective communication, and is seen as an extension of your brand. It builds trust in the organization, its mission and its management.

3. Enhance the reader experience

Good design facilitates recall of content. Good design takes complex data and makes it understandable, actionable, and memorable. Focused on reader experience, it engages the shareholder to drive the understanding and the outcomes you desire.

Communicate with a sense of purpose.

By owning your story, issuers can develop a compelling and rational proxy statement that strategically communicates and connects directly with shareholders. It also provides an opportunity to showcase your work as proof points and engages your audience in your conversation. Use language that is transparent and relevant. Implement design that simplifies complex information and aligns with your brand, both visually and philosophically.

Identify your communication objectives.

Focus on what's most relevant to your audience. With clear goals in place, you can then utilize design to tell a compelling and foundational story that you can build on in subsequent years.

Engage an experienced team.

Work with professionals that have a defined, efficient and proven process that can get you the positive results that you need:

- Gain support for your board and proposals
- Amplify strategic communication objectives
- Utilize design to solve problems—align your proxy with your IR communications and your brand
- Meet all deadlines from design through your shareholder meeting and proxy vote.

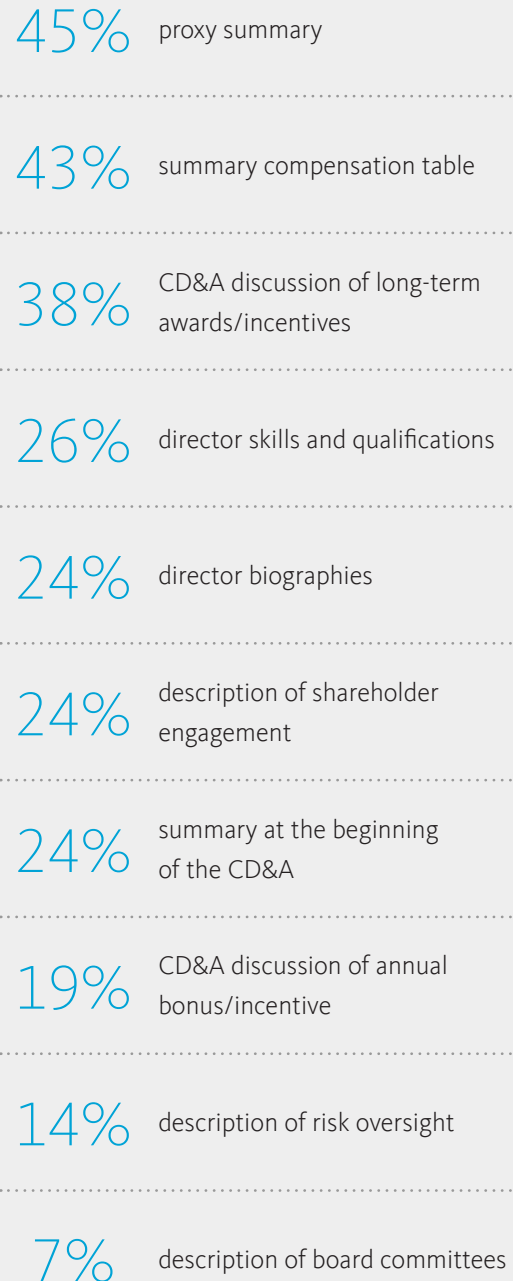
The bottom line.

Effective design helps to create predictable and positive results. 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 is there 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?

Top 10 Proxy Sections

According to a survey by Stanford's Rock Center for Corporate Governance from 2015, investors first look at the following:



As investor behaviors evolve, stay ahead of the curve with the industry's only true single-source shareholder engagement solution.

Streamline the design, production and printing of proxy communications and ensure a smooth transition from printing to distribution. Our single-source, service solution reduces shipping charges, expedites processing and helps ensure you print only the quantity required. Plus, every project is backed by the undisputed reliability and quality you've come to expect from Broadridge.

Competing approaches to managing production of your proxy can create confusion.

- How long should I work in my Word document?
- Can I manage the content in my reporting system and still achieve a brand appropriate design?
- Do I have the staff to manage the document?
- How long will design take?
- We offer **multiple approaches to solving the design challenge** and can guide you to the method that fits your model and budget.
- Design and build your proxy in Workiva for **increased control over your content**.

- **Develop a new design and enhance an existing** while extending the capacity of your group with the Broadridge service and typesetting teams.
- Or **pick an existing template** from our new Proxy Headstart catalog and get a jump on a new look and feel.
- Each method encompasses typesetting and design services, HTML conversion and fast turnaround—so you can save time and effort while keeping your budget under control. You'll also benefit from our unsurpassed knowledge of SEC requirements, shareholder communications and financial technology.

Last-minute changes, print overruns and mailing logistics can make it challenging to get investor and shareholder communications where they need to be on time and within budget. Our single-source solution streamlines the process — from document preparation through to printing and mailing — to ensure quality and speed and reduce costs. Tap into the industry leader in proxy design, production and distribution.

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 is 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 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.

ACUSHNET HOLDINGS CORP.

Notice of 2022 Annual Meeting of Stockholders

Annual Meeting Information
The 2022 Annual Meeting of Stockholders of Acushnet Holdings Corp. will be held at 9:00 a.m. Eastern Daylight Time on June 6, 2022. You can attend the Annual Meeting online, vote your shares electronically and attend and vote on questions during the Annual Meeting by visiting www.virtualshareholdermeeting.com/GOL22002. You will need your ID-Card Control Number included on your Notice of Internet Availability of Proxy Materials or your proxy card if you received a printed copy of the proxy materials) from the Annual Meeting. The Annual Meeting will be held for the following purposes:

- To elect as directors the following nominees recommended by the Board of Directors: Andrew Eastwood, Gregory Hensch, David Maher, Jon Singer, Sean Sullivan, Steven Tammann, Yoon Soo (Gene) Yoon and Kwan Chang Yoon.
- To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.
- To approve, in a non-binding advisory vote, the compensation paid to the named executive officers and
- To conduct any other business properly brought before the meeting.

Only a portion of assets of the issuer of business on April 16, 2022 (the "Record Date") are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof. A list of such stockholders will be filed in accordance with applicable laws, rules and regulations for an adjournment for the Annual Meeting at our offices at 333 Bridge Street, Framingham, Massachusetts 01761, and electronically during the Annual Meeting at www.virtualshareholdermeeting.com/GOL22002 when you enter your ID-Card Control Number. Shareholders holding a majority of the voting power of the issued and outstanding shares of the Company entitled to vote, present or represented by proxy, at the Annual Meeting will constitute a quorum.

By Order of the Board of Directors,
Roland A. Giroux
Chairman of the Board and Executive Vice President

333 Bridge St.
Framingham, MA 01761
April 14, 2022

ACUSHNET HOLDINGS CORP.

General Information

ACUSHNET HOLDINGS CORP.

Proxy Statement for the 2022 Annual Meeting of Stockholders

GENERAL INFORMATION
This proxy statement and the enclosed form of proxy are furnished in connection with the solicitation of proxies by the Board of Directors for the 2022 Annual Meeting of Stockholders to be held at 9:00 a.m. Eastern Daylight Time on June 6, 2022 (the "Annual Meeting"), and any adjournments or postponements thereof. This Annual Meeting will be a company virtual meeting of stockholders, which will be conducted via the website. We believe that holding a virtual meeting will allow for the most efficient and cost-effective way for stockholders to attend the meeting because the stockholders can participate from any location with internet access. By following the instructions in the proxy statement, stockholders are able to attend the meeting and to participate in the meeting. Stockholders who attend the meeting will have the same rights and opportunities to participate as they would at an in-person meeting. Unless otherwise indicated, the terms "Company," "Acushnet," "we," "our" and "us" are used in the proxy statement to refer to Acushnet Holdings Corp. and its consolidated subsidiaries. The terms "Board" and "Board of Directors" refer to the Board of Directors. The term "Magnus" refers to Magnus Holdings Inc., U.S., a wholly owned subsidiary of Acushnet Holdings Corp. The information provided in the "Questions and Answers" section is for your convenience only and is not a substitute for the information contained in the proxy statement. You are encouraged to read this entire proxy statement carefully before deciding how to vote.

QUESTIONS AND ANSWERS
Q What is a proxy statement and what is a proxy?
A A proxy statement is a document that U.S. Securities and Exchange Commission (the "SEC") regulations require us to prepare when we ask you to vote on a proxy designating individuals to vote on your behalf. A proxy is your legal authorization of another person to vote on the stock you own. This other person is called a proxy holder. If you designate the proxy holder, you are authorizing that proxy holder to act on your behalf. The proxy holder can be an individual, a company or a group of individuals. In this proxy statement, we have designated Thomas Pichler, our Executive Vice President, Chief Financial Officer and Chief Accounting Officer, and Holger Eickholt, our Executive Vice President, Chief Legal Officer and Corporate Secretary, as proxy or proxy holders for the Annual Meeting.

ACUSHNET HOLDINGS CORP.

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ACUSHNET HOLDINGS CORP.

PROPOSAL 1

DIRECTOR NOMINEES

Our Amended and Restated Certificate of Incorporation in effect as of the date hereof provides that any or all of the directors (other than the directors elected by the holders of any series of Preferred Stock of the Company, voting separately as a series) may be elected by vote or written consent, as the case may be, but only if approved from office at any time, with or without cause, but only by the affirmative vote of the holders of at least 25% of the then-outstanding shares of stock of the Company or the affirmative vote of the holders of a majority of the then-outstanding shares of stock of the Company, any or all of the directors (other than the directors elected by the holders of any series of Preferred Stock of the Company, voting separately as a series) may be elected by vote or written consent, as the case may be, but only if approved from office at any time, with or without cause, by the holders of a majority of the then-outstanding shares of stock of the Company. As of the Record Date, Magnus and affiliates beneficially own, or aggregate, 31.2% of the voting power of the then-outstanding shares of stock of the Company.

David Maher
Title: President, Chief Executive Officer, Director | Age: 54 | Director Since: 2018
David Maher joined the Company in May 2019 and was appointed President and Chief Executive Officer of Acushnet Holdings Corp. and Acushnet Company, our operating subsidiary, effective January 1, 2020. From 2003 through 2017, Mr. Maher held a variety of roles at the Company's Framingham, Massachusetts headquarters, including Vice President, Travel U.S. Sales, Senior Vice President, Travel Worldwide Sales and Global Operations, and Chief Operating Officer. Prior to Mr. Maher, he spent several years in Northern California as a Travel Sales Representative and International Project Sales Manager, and previously gained valuable experience in the Company's international development program, working at the Company's golf ball operations in Massachusetts, the FootJoy factory in Boston, Massachusetts, and in the Company's Southern California golf ball operations.

Yoon Soo (Gene) Yoon
Title: Chairman, Director | Age: 70 | Director Since: 2011
Yoon Soo (Gene) Yoon has been the Chairman of Fibre since 1994 and was the Chief Executive Officer of Fibre from 1997 until March 2010. Fibre's common stock is publicly traded and its shares are listed on the Korea Stock Exchange. Mr. Yoon served as the Chairman and the Board of Directors of Acushnet Company from 2011 to October 2016, and served as the President of Acushnet Holdings Corp. from 2011 until May 2016. Mr. Yoon is the father of Kwan Chang Yoon.

Mr. Yoon has knowledge and expertise in consumer products and has experience as the Chairman of the Board of Directors of Acushnet Holdings Corp. since 2011.

ACUSHNET HOLDINGS CORP.

Compensation Committee

Members
Gregory Hensch (Chair)
Jon Singer
David Tammann

Our Board of Directors has adopted a written charter for the Compensation Committee, which contains the following provisions:
 • setting the compensation of our executive officers and directors;
 • administering our incentive and equity-based compensation plans; and
 • preparing the compensation committee report and Compensation Disclosure and Analysis required to be included in our proxy statement and our annual report to stockholders.

The charter of the Compensation Committee permits the committee to delegate any or all of its authority to one or more subcommittees and to designate one or more of our officers the authority to make awards to any employees of the Company, other than our executive officers, under our incentive compensation or equity-based plans, subject to compliance with the applicable plan and the terms of its plan of governance. In addition, the Compensation Committee has the authority either to charter to retain outside consultants or advisors.

The Compensation Committee has engaged Pearl Meyer & Partners, LLC ("Pearl Meyer") to provide compensation consulting services to the Committee. Pearl Meyer provides the Compensation Committee with confidential information and advice related to cash and equity compensation for the Board of Directors and our executive officers. These services include, but are not limited to: identification of peer companies for benchmarking; pay analysis; equity compensation; pay trends and recommendations on compensation structure. Pearl Meyer reviews the benchmarking program annually and may make recommendations for replacement. Acushnet's compensation structure has generally been well-represented by the Compensation Committee's overall peer levels. Recommendations for the Committee's peer benchmarking program and its implementation are formally reviewed and approved by the peer group. Pearl Meyer periodically reviews our direct compensation program.

ACUSHNET HOLDINGS CORP.

ESG

Supply Chain and Human Rights
We strive to do business with suppliers that share our commitment to ethical business practices. To support the goal, our Global Human Rights Policy and our long-standing Supplier Code of Conduct (both available on our website at www.acushnetholdings.com/commitment-center) establish guidelines for our associates and our supply chain that respect human rights, labor rights, anti-bribe policy and protection of the environment.

We expect of our associates and our suppliers worldwide to conduct their business activities according to these policies and in compliance with applicable national and international laws and regulations. Suppliers are selected, and then monitored, based in part on compliance with these policies and our global diversity supplier capabilities are incorporated in each supplier. Appropriate levels of compliance levels are identified, identifying which the supplier may assist. Appropriate levels of compliance with our policies, or evidence they are working towards such compliance, we perform regular audits to ensure compliance with our standards and to verify compliance with applicable laws and regulations. In addition, each year, we file a Form 520 and related Conflict Minerals Report with the SEC that discloses our efforts to ensure that the 3R (Responsible, Recycled and Gold) in our products are responsibly sourced.

Community Engagement
Our commitment extends to our community through direct Company engagement. We encourage our associates to get back to providing their time to the community and through monetary contributions.

Recent and ongoing community engagement includes:
 • Our "Clipping It" for COVID-19 relief efforts raised over \$750,000 in 2020 for golf professionals and those in our communities affected by the pandemic. In addition, hundreds of thousands of preventative masks were donated to hospitals.
 • Partnering with the United Way through corporate benchmarking, holiday giving and food, clothing and school supply drives.
 • Partnering with the Marine Air Station Foundation and Ocean as a providing volunteer support services in collaboration with the sailing or waterskiing community.
 • Sponsorship of youth fitness, a program that provides educational scholarships to the children and spouses of fallen and disabled military service members.

<1 year 13%
1-5 years 25%
5+ years 62%

40-50 13%
50-60 50%
60+ 37%

Colorful charts, added to show Board diversity, reflect the brand colors and unify the graphics.

Dear Stockholders of Asana, Inc.:

We invite you to join us for the 2022 annual meeting of stockholders at the Annual Meeting of Asana, Inc., a Delaware corporation, which will be held as a virtual meeting on Thursday, June 13, 2022 at 2:00pm Pacific Time. The Annual Meeting will be held through the following website: www.asana.com/en/investor. We invite you to visit this website to view our proxy materials, which will be mailed to you and to submit questions and votes online.

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

- To elect the board of directors and to ratify the re-election of our independent registered public accountants for the fiscal year ending January 31, 2023;**
- To ratify the election of Phoronotouch Coopers LLP as the Audit Committee of Asana, Inc.'s independent registered public accounting firm for the fiscal year ending January 31, 2023;**
- To discuss and approve any resolutions on the compensation of Asana's named executive officers;**
- To discuss and approve any resolutions on the frequency of Asana's advisory votes on the compensation of Asana's named executive officers; and**
- To discuss and approve any resolutions on the frequency of Asana's advisory votes on the compensation of Asana's named executive officers.**

YOUR VOTE IS IMPORTANT. Whether you own or have been named to the Annual Meeting, we urge you to attend our annual meeting or to vote at the Annual Meeting. We will make every effort to make the Annual Meeting as convenient as possible for our stockholders. If you are unable to attend the Annual Meeting, we invite you to vote by proxy.

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. It should not be relied upon as a statement of fact. Information contained on or that can be accessed through our website is not intended to be perceived by reference to this proxy statement and references to our website address in this proxy statement are not intended to constitute any offer or solicitation of securities.

There are four issues to vote:

Item	Description	Proposed Action	Target Outcome
1	Elect the board of directors	FOR	FOR
2	Ratify the election of Phoronotouch Coopers LLP as the Audit Committee of Asana, Inc.'s independent registered public accounting firm for the fiscal year ending January 31, 2023	FOR	FOR
3	Discuss and approve any resolutions on the compensation of Asana's named executive officers	FOR	FOR
4	Discuss and approve any resolutions on the frequency of Asana's advisory votes on the compensation of Asana's named executive officers	FOR	FOR

Board of Directors and Corporate Governance

Our business affairs are managed under the direction of our Board of Directors, which is currently comprised of eight members. Six of our directors are independent within the meaning of the listing standards of the New York Stock Exchange or the NYSE, and one is being sought to be independent.

Director with Terms Ending at the Annual Meeting	Class	Age	Position	Director Since	Current Status	Expiration of Term
Andrew Lindberg	1	42	Director	2019	2022	2025
Laurie Norrington	2	42	Lead Independent Director	2019	2022	2025
Austin Rosenblatt	3	38	Director	2008	2022	2025

Our Board of Directors will meet on Thursday, June 13, 2022 at 2:00pm Pacific Time. The following table sets forth the names, ages as of April 29, 2022, and certain other information for each of the members of our Board of Directors with terms ending at the Annual Meeting and the continuing director as an director at the Annual Meeting and each of the continuing members of our Board of Directors.

Nominees for Director

Andrew Lindberg has served as a member of our Board of Directors since July 2021. Mr. Lindberg served as Senior Vice President of Corporate and Business Development of HubSpot, Inc., an automation relationship management platform, from 2012 to 2021. Mr. Lindberg previously served as Director of Corporate and Business Development from January 2018 to January 2021.

Laurie Norrington has served as a member of our Board of Directors since July 2019 and as our lead independent director since August 2021. Ms. Norrington has served as a member of the board of directors of Asana, Inc. since 2019. She has also served as a member of the board of directors of Autodesk, Inc., HubSpot, Inc., and Cohesion Technologies, Inc. She is currently a member of the board of directors of Endeavor Inc., Inc. from April 2015 to August 2022 and of Ednet TV from February 2015 to August 2021. Ms. Norrington holds a B.S. in Business Administration from the University of Maryland, College Park and an M.B.A. from Harvard Business School.

Corporate Responsibility and Sustainability

We believe that the investments we make in our corporate culture help to fuel our business success. As of the date of this filing, our Governance score has a total of 12 out of a possible 100 on ESG rating, and a 100% Environmental & Social rating. Our focus on building an inclusive, dynamic, and engaging corporate culture has led to global recognition, as evidenced by the following awards:

- Great Place to Work and FORTUNE 2022's Top 100 Workplaces in 11 categories (including Best Workplaces for Diversity, Social Impact, and Innovation)
- Great Place to Work and FORTUNE 2022's Best Small & Medium Workplaces
- Great Place to Work and FORTUNE 2022's Best Workplaces for Women and for the LGBTQ+ community
- Great Place to Work and FORTUNE 2022's Best Workplaces for Parents in 2021
- Chief for Good Award for Best Workplaces for Investors and
- Chief for Good Award for Best Workplaces for the Future of Work

OUR IMPACT

We are committed to the long-term success of our business and the well-being of our employees. We believe that the investments we make in our corporate culture help to fuel our business success. As of the date of this filing, our Governance score has a total of 12 out of a possible 100 on ESG rating, and a 100% Environmental & Social rating.

GROWTH AND IMPACT We invest heavily in employee growth and impact from onboarding to ongoing learning and development opportunities. From 2021 to 2022, our employees have earned a total of 1,200 hours of learning through our internal training programs, including our 'Asana University' and 'Asana Skills' programs. We also provide external training opportunities for our employees and offer ongoing support for our employees' professional development.

Ratification of Appointment of Independent Registered Public Accounting Firm

The following table presents fees for professional audit services and other services rendered to us by our independent registered public accounting firm, Phoronotouch Coopers LLP, for the fiscal year ended January 31, 2022, and for the fiscal year ended January 31, 2021.

Fee Category	2022	2021
Audit Fees*	\$2,028,865	\$2,013,129
Tax Fees**	\$171,214	\$462,926
All Other Fees**	\$2,700	\$2,700
Total Fees	\$2,202,779	\$2,478,755

EXCLUSIVE COMPENSATION

Summary Compensation Table for Fiscal Year 2022

The following table presents all of the compensation, rounded to the nearest whole dollar, awarded or earned by or paid to our named executive officers during the fiscal year ended January 31, 2022, January 31, 2021, and January 31, 2020, with respect to each named executive officer's service to our company.

Name and Principal Position	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
Dustin Moksness, President & CEO	2022	1	-	-	-	-	-	1
2021	1	-	-	-	-	-	-	1
2020	1	-	-	-	-	-	-	1
Chris Fahnestock, Chief Operating Officer	2022	662,082	3,879,170	-	-	-	-	4,493,252
2021	548,226	5,207,860	-	-	-	-	-	5,756,086
2020	333,302	-	414,524	100,000	-	-	-	797,826
Eduard Lamy, General Counsel & Corporate Secretary	2022	144,463	140,380	-	-	-	-	284,843
2021	472,833	838,500	-	-	-	-	-	1,311,333
2020*	185,768	-	1,736,941	62,754	-	-	-	1,925,243

Notice of 2022 Annual Meeting of Shareholders

01 To amend the resolution that we ask to be "Ready, Willing & Able" to acquire any shares of our common stock that we are entitled to purchase under the terms of the 2012 Equity Incentive Plan (the "Plan").

02 To approve the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2022.

03 To approve the selection of the compensation committee of our board of directors.

04 To approve the amended and restated CME Group Inc. Director Stock Plan (as amended on the Director Stock Plan).

05 To approve the amended and restated CME Group Inc. Director Stock Plan (as amended on the Director Stock Plan).

06 To approve the amended and restated CME Group Inc. Director Stock Plan (as amended on the Director Stock Plan).

07 To approve the amended and restated CME Group Inc. Director Stock Plan (as amended on the Director Stock Plan).

DATE & TIME
 Wednesday, May 4, 2022
 10:00 a.m. to 1:00 p.m. ET

VIRTUAL MEETING
 CME Group will host a virtual meeting of our shareholders on Wednesday, May 4, 2022, from 10:00 a.m. to 1:00 p.m. ET. The virtual meeting will be held on a secure platform.

RECORD DATE
 March 7, 2022

Whether or not you plan to attend the annual meeting, we encourage you to read the attached proxy statement and vote your shares as soon as possible. These proxy materials are being made available to shareholders on or after **March 17, 2022**.

We appreciate your continued confidence in our company and look forward to your joining us virtually on **May 4, 2022**.

By order of the Board of Directors,
Terrence A. Duffy Chairman & CEO
Katherine M. Crain Director

PROXY STATEMENT SUMMARY

01 Decision of Equity Director

02 Ratification of Ernst & Young as our auditor

03 Approval by advisory vote of the compensation of our named executive officers

04 Approval of the Director Stock Plan

05 Approval of the Director Stock Plan

06 Approval of the Director Stock Plan

07 Decision of Class B-1 Director

08 Decision of Class B-2 Director

09 Decision of Class B-3 Director

WAYS TO VOTE

VIA INTERNET

BY MAIL

BY CALLING 1-866-232-3337 TOLL FREE OR 1-708-358-9640 INTERNATIONAL TOLL FREE

BY ATTENDING THE VIRTUAL MEETING

PROXY STATEMENT SUMMARY

Board members

Name	Age	Director Since	Independent	AC	CHOC	CC	EC	FC	MC	MISC	MISC	EC
John C. Cole	62	2016	✓									
Terrence A. Duffy	62	2018	✓									
Charles H. Gonyea	63	2007	✓									
Michael S. Gorman	70	2004	✓									
Michael E. Clark	61	2015	✓									
Michael S. Dennis	61	2020	✓									
John F. Doolan	61	2020	✓									
Ann Bode	61	2016	✓									
Mark J. Heppner	61	2004	✓									
Laura B. Jordan	59	2007	✓									
William E. Johnson	72	2009	✓									
William M. Nelson	58	2018	✓									
Richard M. Egan	67	2010	✓									
Paul H. Landon	58	2018	✓									
Richard J. Landa	63	2018	✓									
Patrick W. McHenry	62	2020	✓									
Patrick A. MacKenzie	61	2020	✓									
John D. O'Neil	61	N/A	✓									
Richard M. Egan	70	2009	✓									
Terry L. George	77	2020	✓									
Richard M. Egan	61	2020	✓									
William E. Johnson	72	2009	✓									
Richard J. Landa	63	2018	✓									
Richard J. Landa	63	2018	✓									

ITEM ONE

RACIAL OR ETHNIC DIVERSITY

SEX DIVERSITY

ROUZY DIVERSITY

AGE DIVERSITY

TECHNICAL DIVERSITY

Board diversity matrix (as of March 7, 2022)

Gender Identity	Female	Male	Non-Binary	Did Not Disclose
Number of Directors based on Gender Identity	8	12	—	—
Demographic Background				
African American or Black	2	—	—	—
Asian American or Native Hawaiian	—	—	—	—
Asian	—	—	—	—
Hispanic or Latino	—	—	—	—
Native American or Pacific Islander	—	—	—	—
White	3	12	—	—
Two or More Races or Ethnicities	1	—	—	—

ITEM ONE

Director attribute matrix (current board members)

Number of Current Board Members (Out of 20)	
GLOBAL FINANCIAL SERVICES	16
INDUSTRY AND MANUFACTURING	23
GOVERNMENT REGULATIONS/REGULATORY PUBLIC POLICY	11
LEADERSHIP	16
FINANCIAL AND ACCOUNTING	6
RISK OVERSIGHT AND RISK MANAGEMENT	10
TRANSACTIONAL SKILL	8
GLOBAL/INTERNATIONAL	8
COMPLEX ORGANIZATION	9
TECHNOLOGY & INFORMATION SECURITY	12
ETHICS AND INTEGRITY	23
FRESH PERSPECTIVE	10

ITEM ONE

Ana Dutra
 ABB 67 DIRECTOR SINCE 2016 COMMITTEES: CC, MISC, EC

Martin J. Gepsman
 ABB 66 DIRECTOR SINCE 1984 COMMITTEES: CHOC, MISC

CORPORATE GOVERNANCE

Environmental social governance

ESG governance

ESG practice

Workforce Empowerment	Corporate Stewardship	Community Commitment	Sustainable Solutions
<ul style="list-style-type: none"> Employee Wellness & Well-being Diversity & Inclusion Compensation & Benefits Career Development & Training Engaged Employee Resource Groups 	<ul style="list-style-type: none"> Commitment to Good Governance Blockchain-Enabled Oversight Compliance & Ethics Program Responsible Use of Data, Data Privacy and Cyber Security Market Integrity and Sustainability 	<ul style="list-style-type: none"> Matching Gift Program CME Group Foundation Paid Volunteer Day St. Jude Support Star Scholarships Futures Fundamentals 	<ul style="list-style-type: none"> Products & Services Designed for a Sustainable Future Industry Engagement Environmental Impacts from Business Operations

<p>Workforce Empowerment</p> <ul style="list-style-type: none"> Employee Wellness & Well-being Diversity & Inclusion Competitive Compensation & Benefits Career Development & Training Engaged Employee Resource Groups 	<p>Corporate Stewardship</p> <ul style="list-style-type: none"> Commitment to Good Corporate Governance Effective Risk Oversight Compliance & Ethics Program Responsible Use of Data, Data Privacy and Cyber Security Market Integrity and Sustainability 	<p>Community Commitment</p> <ul style="list-style-type: none"> Matching Gift Program CME Group Foundation Paid Volunteer Day St. Jude Support Star Scholarships Futures Fundamentals 	<p>Sustainable Solutions</p> <ul style="list-style-type: none"> Products & Services Designed for a Sustainable Future Industry Engagement Environmental Impacts from Business Operations
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HELLO, WE ARE HAGERTY.

Our Purpose We want to see driving and car culture flourish for future generations.

Our Mission Build a global business to fund our purpose, where team members thrive, and where we are the most admired brand in the world.

Our Vision Be the most loved automotive brand in the world.

Notice of the 2022 Virtual Annual Meeting of Stockholders

Date	Time	Place
June 6, 2022	7:00 PM EDT	Via Web Platform

The 2022 Virtual Annual Meeting of Stockholders (the "Annual Meeting") of Hagerty, Inc. ("Hagerty," or the "Company") will be held on Monday, June 6, 2022 at 7:00 p.m. (EST) and will be conducted virtually via the website. To participate in the year's Annual Meeting, go to www.virtualshareholdermeeting.com/HAGRT22. You will be asked to provide your 16 digit control number based on your vote or proxy card. You will be able to listen to the Annual Meeting live and vote online. We are holding the Annual Meeting for the following purposes, as more fully detailed in the accompanying proxy statement:

- 01 To elect one candidate to the accompanying proxy statement to serve as Director, as recommended by the Nominating and Governance Committee of a Board of Directors of Hagerty.
- 02 To ratify the appointment of Deloitte & Touche LLP as Hagerty's independent registered public accounting firm for the year ending December 31, 2022, and
- 03 To transact other business as may properly come before the meeting or any adjournment of the meeting.

Our Board of Directors has set April 7, 2022, as our record date for this year's Annual Meeting. Only stockholders that own our Class A common stock or Class Y common stock at the close of business on that day are entitled to notice of our Annual Meeting and to vote at or in any adjournment of the meeting. On or about April 27, 2022, we expect to mail to our stockholders either a notice of internet availability of proxy materials (the "Notice") or, if you elect to receive them by mail, a proxy card with a printed copy of our proxy materials (the "Proxy Card"). The Notice provides instructions on how to vote and get our proxy materials electronically or how the proxy materials mailed to you. The Proxy Card provides instructions on how to vote by telephone, by mail, or by the internet either before or during the Annual Meeting. The proxy statement and our 2022 annual report can be accessed directly on our investor relations website at investor.hagerty.com, or at www.ProxyVote.com, where you will need your 16 digit control number based on your Notice or Proxy Card to access the website.

By Order of the Board of Directors,
Barbara Matthews
 Senior Vice President, General Counsel and Corporate Secretary

Board of Directors and Corporate Governance

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Corporate Governance Overview

Hagerty's Board of Directors

The following table sets forth certain information about each member of our Board as of April 7, 2022:

Name	Age	Position(s)
Michael (Mimi) Angelina	55	Chairman of the Board
F. Michael (Mike) Crowley	70	Director
Michael Hagerty	54	Director
Laura Harris	63	Director
Robert (Rob) Kaufman	58	Director
Salina Kay	58	Director
Mike Sisti	56	Director
William (Bill) Swanson	75	Director
Michael (Tom) Tappert	62	Director

Board Member Diversity

Tenure Diversity	Age Diversity	Gender Diversity	Independence
<ul style="list-style-type: none"> 7+ Years: 20% 3-6 Years: 35% <1 Year: 45% 	<ul style="list-style-type: none"> Age 70+: 22% Age 50-69: 50% Age 30-49: 28% 	<ul style="list-style-type: none"> Female: 22% Male: 78% 	<ul style="list-style-type: none"> Independent: 89% Non-independent: 11%

Proposal One Election of Directors

There are currently nine directors serving on our Board. The Board recommends that the nine individuals presented, all of whom are current directors, be elected to serve on the Board for a one year term until the 2023 annual meeting of stockholders. With the exception of Michael Hagerty, all nominees have been determined by the Board to meet the independence requirements of the NYSE listing rules and applicable SEC rules relating to director independence (see the discussion of Director Independence on the Board of Directors and Corporate Governance section of the Proxy Statement for more information).

Each of the individuals listed below has consented to being named as a nominee on the Proxy Statement and has indicated a willingness to serve if elected. However, if any nominee becomes unable to serve before the election, the shareholders may propose any individual for a suitable designation to the Board, unless a contrary resolution is included in the Proxy Card. The nominees to serve on the Board are:

Michael Hagerty, Mike Angelina, Mike Crowley, Laura Harris, Rob Kaufman, Salina Kay, Mike Sisti, Bill Swanson, and Michael Tappert.

Biographical information regarding each nominee is set forth below.

Unless authority is authorized by the shares or to a later vote, the person entitled by the Board will be voted "FOR" the election of nine nominees. In case any of the nominees becomes unavailable for election to the Board, an event that is not anticipated, the persons named as proxies, or their substitutes, will have full discretion and authority to vote or abstain from voting for any other candidate in accordance with their judgment.

In accordance with the Rules, election of directors shall be by vote of the majority of the votes cast (meaning the number of shares voted "FOR" a nominee must exceed the number of shares voted "AGAINST" such nominee with "Abstain" and "Withhold" votes not counted as a vote cast either "FOR" or "AGAINST" the nominee's election at any meeting for the election of directors at which a quorum is present and 10% of the shares of the Company are present or represented by proxy. Other stockholders will be elected by a plurality of the votes cast at any meeting for the election of directors at which a quorum is present.

Our Board Unanimously Recommends That You Vote "FOR" the Election of Each of the Director Nominees.

89% of our 5 Directors are Independent

Director Nominees

The following biographical information is provided for each member of our Board:

Michael Angelina

Chairman of the Board, Chairman of our Board since 2015

Michael (Mimi) Angelina has served as the Chairman of our Board since Hagerty became a publicly traded company in December 2021, and a member of our Board since March 2015. She also currently serves as the Chairman of the Board of Directors of our subsidiary Hagerty Performance Ltd. ("Hagerty Ltd.") from 2020 until its dissolution in 2021. She served as the Chief Risk Officer & Chief Actuary of Childcare Specialty Holdings, Limited, a Bermuda based insurer and reinsurer from 1986 to 1998 and from 2002 to 2005. She served in varying roles at accounting responsibility at PricewaterhouseCoopers ("PwC"), Citigroup and a professional services firm. She also served as the Vice President and Actuary for Insurance Performance Corporation from 1999 to 2000, subsequently returning to PricewaterhouseCoopers in the Board of Directors and as the Chairman of the Audit Committee of PwC USA, a public accounting insurance company. She earned a Bachelor of Science degree in Mathematics from Drexel University.

We believe Mr. Angelina's extensive and broad leadership experience with various specialty insurers and reinsurers and deep understanding of Hagerty and its business make him well qualified to serve as Chairman of our Board.

McKeel Hagerty

Chief Executive Officer of Hagerty and member of our Board since 2020

Michael Hagerty has served as a member of the Board since we became a publicly traded company in December 2021. Prior to this he served on our Board from October 2008 to 2020. In addition to his role as a director, Michael is also our Chief Executive Officer ("CEO") and the driving force behind Hagerty since 2005. Michael has been with Hagerty in various roles since 1987. From 2017 to 2021, he served as a general partner of Grand Ventures, a venture capital firm from 2015 to 2017. He was elected by shareholder vote to serve as the general manager of the Board for 1995, the global leadership organization with 20,000 client associates in more than 140 countries. Michael earned Bachelor's degrees in English and Philosophy from Pennsylvania University and a Master's degree in Theology from Saint Vladimir's Orthodox Seminary.

We believe Mr. Hagerty is well qualified to serve as a member of our Board because of his knowledge of our business and industry, leadership role at Hagerty, as well as his experience in the classic and enthusiast vehicle industry.

Environmental, Social, & Governance

Our Strategy for Driving Impact

We are driven by our belief that business should be a force for both growth and good.

At Hagerty, we have identified impact as a strategic business pillar to drive business value. Our impact strategy addresses the environmental, social, and governance ("ESG") issues we are positioned to influence in our role as a growing global automotive enthusiast brand and the world's largest membership organization for car lovers. We want to lead the industry with ideas that drive positive impact for our teams, our members, and the communities in which we live and work. Doing so is essential to achieving our purpose to love driving and car culture for future generations.

We manage our impact strategy as we do every business driver: with diligence, passion, innovative thinking, a long-term view, and an honest assessment of how we can improve. Amplifying our impact enables us to maximize our growth opportunities, strengthen our role, and drive value for our stakeholders - which includes the more than 1.55 billion Hagerty team members and 4 million Hagerty members worldwide, the global community of car lovers, our strategic partners, our stockholders, and the planet at large.

Driving positive change through visionary leadership has always been in Hagerty's DNA.

We have a long history of impact: from creating a membership organization and highly engaged culture of belonging where all are welcome and included, investing in philanthropic efforts that empower our people to make an impact, protecting the planet and ongoing development in our communities, and establishing the Hagerty Gilman Foundation as a 501(c)(3) private foundation to fuel our purpose to love driving and car culture.

We are building on our 27-year history of strong corporate governance to ensure we operate with the highest regard to ethics, transparency, and accountability.

<p>22% Female Representation</p> <p>Formation of a highly qualified public board with diverse and independent thought leadership.</p> <p>100% of our independent directors are highly qualified and highly motivated to drive performance and long-term value.</p> <p>Board of Directors and Governance Committee</p>	<p>New Appointments</p> <p>Appointment of Chair of Conduct and Governance Committee and addition of independent directors to the Board.</p> <p>Hagerty team members and high global representation in key positions.</p>	<p>Ongoing Assessment</p> <p>Ongoing assessment and investment in robust privacy and data security.</p>	<p>Structural Enhancements</p> <p>Enhancements to the structure of our compliance and risk program.</p>
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<p>New Adoptions</p> <p>Adoption of our Code of Conduct and Governance Guidelines that holds directors, officers, and all Hagerty team members to high ethical standards and legal compliance requirements.</p>	<p>Ongoing Assessment</p> <p>Ongoing assessment and investment in standard practices and systems for privacy and data security.</p>	<p>Structural Enhancements</p> <p>Enhancements to the structure of our compliance and risk program.</p>
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Callouts with icons, organized in a 3 col. grid, breakup dense copy for more engaging, easy-to-read communication.

Recursion Pharmaceuticals

Notice. Proxy Summary. Q&A.
Board Nominees. CD+A.



About Recursion

Our Mission:
Decode biology to radically improve lives.

We are a clinical pharmaceutical company building the world's largest proprietary biological and chemical data atlas and applying machine learning to distill hundreds of billions of searchable relationships across biology and chemistry, unconstrained by human bias.

We've industrialized drug discovery and development.

Notice of 2022 Annual Meeting of Stockholders

To be held June 14, 2022

Date: June 14, 2022
Time: 10:00 A.M. Mountain Standard Time
Location: Virtual Meeting, which will be conducted via the following link: <https://www.recursion.com/2022AnnualMeeting>

TO ATTEND: Any other business brought before the Annual Meeting or any adjournment, postponement or postponement thereof.

2022 Proxy Statement | Recursion | 1

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Proxy Summary

PROPOSALS TO BE VOTED UPON AT THE ANNUAL MEETING

Proposal	Description	Board Recommendation	Page Reference
1	To elect three Class I Directors to our Board of Directors, to serve until the 2023 Annual Meeting of Stockholders, or until he or she is elected or re-elected, or until he or she dies.	FOR	12
2	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022, and	FOR	19

How to Vote
BY VIRTUAL: Recursion is the clinical-stage drug technology company industrializing drug discovery by decoding biology. Enabling us to create the Recursion Operating System, a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. The Recursion Operating System is a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. It is a platform that enables the Recursion Mission, a collection of hundreds of billions of searchable relationships across biology and chemistry, unconstrained by human bias. By commercializing machine learning-based approaches to drug discovery, we are able to identify potential new drug targets and identify one of the most powerful pharmaceuticals in the world. Recursion is a cutting-edge technology, biology and chemistry to advance the future of medicine. The Company is privately headquartered in Salt Lake City, Utah, with a R&D center in San Francisco, California, and a sales center in San Francisco, California.

BY MAIL: If you registered an internet proxy card to vote, you may vote online at www.recursion.com/2022AnnualMeeting or by mail. If you are a stockholder of record, you may vote by mail or by internet proxy.

Opening Highlights
5 **RESEARCH AND CLINICAL TRIALS**
AS OF 12/31/2021

>200B **RELATIONSHIPS**
AS OF 12/31/2021

400+ **RELATIONSHIPS**
AS OF 12/31/2021

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Important Information about the Annual Meeting and Voting

PURPOSES OF THE MEETING
The purposes of the Annual Meeting are:

- To elect three Class I Directors, Zachary Rogan, Zevain Dar, and Robert Hensberg.
- To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022, and
- To transact such other business as may properly come before the Annual Meeting or any adjournment, postponement or postponement thereof.

WHO IS ELECTING MY VOTE?
Our Board of Directors is electing your vote for the Annual Meeting.

STOCKHOLDERS ENTITLED TO VOTE AT THE MEETING
Our Board has established for the 2022 Annual Meeting a "household" for the Annual Meeting. This means that if you are entitled to vote at the Annual Meeting (and any adjournments) of our stock, you own any shares of our Class A common stock or Class B common stock or our Class A common stock or our Class B common stock or our Class A common stock or our Class B common stock or our Class A common stock or our Class B common stock as of the record date as set forth in the table below.

VOTING SHARES THAT YOU OWN IN YOUR NAME
If you are a stockholder of record, your shares are registered directly in your name, you may vote:

VOTE BY INTERNET: You may vote online at www.recursion.com/2022AnnualMeeting or by mail. If you are a stockholder of record, you may vote by mail or by internet proxy.

VOTE BY MAIL: If you are a stockholder of record, you may vote by mail or by internet proxy.

VOTE BY PHONE: You may vote online at www.recursion.com/2022AnnualMeeting or by mail. If you are a stockholder of record, you may vote by mail or by internet proxy.

VOTE BY REMOTE COMMUNICATION AT THE VIRTUAL MEETING: If you are a stockholder of record, you may vote by remote communication at the virtual meeting.

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Election of Directors

PROPOSAL 1

Recursion is the clinical-stage drug technology company industrializing drug discovery by decoding biology. Enabling us to create the Recursion Operating System, a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. The Recursion Operating System is a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. It is a platform that enables the Recursion Mission, a collection of hundreds of billions of searchable relationships across biology and chemistry, unconstrained by human bias. By commercializing machine learning-based approaches to drug discovery, we are able to identify potential new drug targets and identify one of the most powerful pharmaceuticals in the world. Recursion is a cutting-edge technology, biology and chemistry to advance the future of medicine. The Company is privately headquartered in Salt Lake City, Utah, with a R&D center in San Francisco, California, and a sales center in San Francisco, California.

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NOMINEES FOR ELECTION AS CLASS I DIRECTORS

The following table and narrative information identifies our director nominees, and sets forth their principal occupation and business experience during the last year, and their date of birth as of December 31, 2021.

Name	Corporate Membership	Residence	State	Age
Zachary Rogan, J.D.	Competition and Corporate Governance, Competition and Corporate Governance	2106	Ut	46
Zevain Dar	Adult, Technology and Corporate Governance, Competition and Corporate Governance	2016	Ut	33
Robert Hensberg, M.D., Ph.D.	Competition	2020	Ut	38

Zachary Rogan, J.D.
Mr. Rogan has served as a member of our Board since August 2018. Mr. Rogan has been a member of our Board since August 2018. Mr. Rogan has been a member of our Board since August 2018. Mr. Rogan has been a member of our Board since August 2018.

Zevain Dar
Ms. Dar has served as a member of our Board since September 2016. Ms. Dar has been a member of our Board since September 2016. Ms. Dar has been a member of our Board since September 2016. Ms. Dar has been a member of our Board since September 2016.

Robert Hensberg, M.D., Ph.D.
Mr. Hensberg has served as a member of our Board since August 2018. Mr. Hensberg has been a member of our Board since August 2018. Mr. Hensberg has been a member of our Board since August 2018. Mr. Hensberg has been a member of our Board since August 2018.

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Ratification of the Appointment of Ernst & Young LLP

As Recursion's (Proprietor) Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2022

PROPOSAL 2

Recursion is the clinical-stage drug technology company industrializing drug discovery by decoding biology. Enabling us to create the Recursion Operating System, a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. The Recursion Operating System is a digital-first clinical research technology that commercializes the world's largest integrated proprietary biological and chemical datasets. It is a platform that enables the Recursion Mission, a collection of hundreds of billions of searchable relationships across biology and chemistry, unconstrained by human bias. By commercializing machine learning-based approaches to drug discovery, we are able to identify potential new drug targets and identify one of the most powerful pharmaceuticals in the world. Recursion is a cutting-edge technology, biology and chemistry to advance the future of medicine. The Company is privately headquartered in Salt Lake City, Utah, with a R&D center in San Francisco, California, and a sales center in San Francisco, California.

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Executive and Director Compensation

This section provides an overview of the compensation awarded to, earned by, or paid to our principal executive officer and the Named Executive Officers in respect of their service to us for the fiscal years ended December 31, 2020 and 2021. We refer to these individuals as our Named Executive Officers ("NEOs"). Our NEOs for 2021 were:

- Christopher Gilman, our Chief Executive Officer and Director;
- Romana Doyle, our Chief Medical Officer;
- Michael Larson, our Chief Operating Officer and President;
- Richard Secora, our Chief Financial Officer; and
- Shaftue Vinn, our Compensation Committee Chair

Executive Compensation Summary Table

The following table sets forth information regarding the compensation of our named executive officers for the year ended December 31, 2020, and December 31, 2021.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Other Annual Compensation (\$)	New Equity Awards (Restricted Stock)	All Other Compensation (\$)	Total (\$)
Christopher Gilman, Chief Executive Officer	2020	2,000,000	1,000,000	2,000,000	20,000	10,700	5,030,700
Christopher Gilman, Chief Executive Officer	2021	2,000,000	1,500,000	1,500,000	10,700	10,700	5,021,400
Romana Doyle, Chief Medical Officer	2020	150,000	—	—	—	—	150,000
Romana Doyle, Chief Medical Officer	2021	150,000	—	—	—	—	150,000
Michael Larson, Chief Operating Officer and President	2020	400,000	10,000	200,000	20,000	10,700	660,700
Michael Larson, Chief Operating Officer and President	2021	400,000	—	—	—	—	400,000
Richard Secora, Chief Financial Officer	2020	175,000	60,000	140,000	10,700	10,700	375,400
Richard Secora, Chief Financial Officer	2021	175,000	60,000	10,700	—	—	345,700
Shaftue Vinn, Compensation Committee Chair	2020	113,400	1,000	—	—	—	114,400
Shaftue Vinn, Compensation Committee Chair	2021	113,400	1,000	—	—	—	114,400

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DISCOVER WHAT'S POSSIBLE

TO OUR STOCKHOLDERS:

NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MARCH 23, 2022

The 2022 Annual Meeting of Stockholders of Weber Inc., a Delaware corporation, will be held at 9:00 a.m. Central Time on March 23, 2022 at Chicago Marriott Schaumburg, 50 North Horley Road, Schaumburg, Illinois 60173 for the following purposes:

PROPOSALS

- To elect three Class I Directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders;
- To vote on an advisory resolution to approve executive compensation;
- To hold an advisory vote on the frequency of holding an advisory vote on executive compensation;
- To ratify the Audit Committee's appointment of Ernst & Young LLP for our 2022 fiscal year; and
- To take action upon any other matters that may properly come before the meeting or any adjournments thereof.

Only Stockholders of record at the close of business on January 24, 2022 will receive notice of and are entitled to vote at the meeting or any adjournment, the list is located to assist you there. By Order of the Board of Directors,

Philip J. Zwick
General Counsel
January 24, 2022

ABOUT WEBER

OUR MISSION
To lead the outdoor cooking industry by innovating breakthrough new products and services that enhance our global consumers' grilling experiences.

OUR PURPOSE
To ignite inspiration and discovery through everything we do, at every touch-point with our consumers. Grilling to bring people together and creating memories.

OUR VISION
A world where Weber sparks great grilling experiences every day, and the fantastic food and fun that comes with them.

OUR VALUES
Winning with purpose
Excellence every day
Being courageous
Embracing joy
Respect

OUR EMPLOYEE RESOURCE GROUPS

With four established Employee Resource Groups (ERGs), we are a workplace focused on inclusion of all.

GLOBAL SALES AND DISTRIBUTION FOOTPRINT

- 22 DISTRIBUTION FACILITIES WORLDWIDE
- 14 LOGISTIC PARTNERS IN 11 COUNTRIES GLOBALLY
- 7 GLOBAL MANUFACTURING FACILITIES*
- 78 COUNTRIES WHERE PRODUCTS ARE SOLD

* Global Manufacturing Facilities include both facilities operated by Weber and those purchased to partly satisfy manufacturing agreements.

PROXY SUMMARY

VOTING MATTERS AND BOARD RECOMMENDATIONS

- To elect three Class I Directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders. **FOR** each director nominee
- To vote on an advisory resolution to approve executive compensation. **FOR**
- To hold an advisory vote on the frequency of holding an advisory vote on executive compensation, and an advisory vote on executive compensation. **FOR ONE YEAR**
- To ratify the Audit Committee's appointment of Ernst & Young LLP for our 2022 fiscal year. **FOR**

BOARD OF DIRECTOR NOMINEES

NAME	AGE	POSITION SINCE	ADVISORY COMMITTEE	COMPENSATION COMMITTEE
Kelly B. Rainko	54	2018		
Chris N. Scherzinger	52	2018		
Susan T. Coughlin	75	2014		
Robert M. Hays	64	2021		
Stephanie M. Karpman	52	2021		
James C. Stephan	72	2018		
Heather M. Neuman	58	2021		
Heather M. Neuman	61	2019		

DIVERSITY OF BOARD

TENURE

- 0-10 years
- 11-20 years
- 21+ years

GENDER

- Male
- Female

ETHNICITY

- White
- Non-white

AGE
 60 years average age
 2021 Activity

- * More than 75% attendance at all Board and Compensation meetings.
- * Non-white

PROPOSAL 1

ELECTION OF CLASS I DIRECTORS

The Board believes that all Directors must, at a minimum, meet the criteria set forth in the Company's Code of Business Conduct and Ethics and the Corporate Governance Guidelines, which specify, among other things, that the Board will consider not only an individual's qualifications, performance and professional responsibilities, but also the best interests of the Board and the challenges and needs of the Board at that time. The nominees will also include diversity, skills and experience. In considering an individual's directorship, the Board will also consider the diversity of expertise, backgrounds and experience. The Board also considers the impact of any change in the principal occupation of existing Directors.

The Board has determined that all of our Directors meet the criteria and qualifications set forth in the Company's Code of Business Conduct and Ethics, the Corporate Governance Guidelines and the criteria set forth above for director nominees. Moreover, each Director possesses the following critical personal qualities and attributes that we believe are essential for the proper functioning of the Board to allow it to fulfill its duties for our Stockholders' accountability, ethical leadership, governance experience, integrity, risk management, and social business judgment. In addition, our Directors have the nature confidence to assess and challenge the way things are done and recommend alternative solutions, have a proven track record of the business and social results of global environments in which they operate, the independence and high performance standards necessary to fulfill the Board's oversight function, and the humility, professional maturity, and open-to-criticism quality and construction with other Directors.

Finally, the Director biographies below include a non-exclusive list of other key experiences and qualifications that further qualify the individual to serve on the Board. These collective qualities, skills, experience and attributes are essential to our Board's ability to exercise its oversight function for Weber and its Stockholders, and guide the long-term sustainable, dependable performance of Weber.

Our unrelated and related activities of directorship and beyond provide that the Board members have five to Weber members, divided into three groups each of which is elected to three-year terms. Although the Board considers the present size of eight Directors to be appropriate, it may consider expanding its size to accommodate its needs, including to create additional appropriate committees or reducing the size of the Board operations that a smaller Board would be more efficient. The Board will periodically review the size of the Board.

YOUR VOTE IS IMPORTANT

The Board recommends that the Stockholders vote "FOR" the following nominees:

Kelly B. Rainko
 Class I Director
 Each nominee was recommended for re-election to the Board and prepared to be proposed to the Stockholders, if, before the annual meeting, any nominee becomes unable to serve, the Board may nominate a substitute, if that nominee, the nominee named on the proxy card will vote for the substitute. Accordingly, the Board may either let the vacancy stay unfilled until an appropriate candidate is identified or voted on by the Board to eliminate the vacancy.

CLASS I DIRECTOR NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2025 ANNUAL MEETING

KELLY B. RAINKO
 April 14, 1968
 Director Since 2018
 Chair Since 2021

Ms. Rainko has served as Non-Executive Chair of the Board since July 2021. Prior to the reorganization (outlined below), she served as director of Weber-Stephen Products LLC since December 2018. Ms. Rainko currently serves as a Partner and Member of the Executive Committee of JCFE Company, which she joined at its founding in May 2009. Ms. Rainko previously served as a Vice President of Customer Service from 2007 to 2009 in the Client and other roles for the investment banking Division. Ms. Rainko is a director of Park & Coffee and a director of Caribou Coffee. In addition, she is a board member of S&P Global. Ms. Rainko formerly served as a board member of AME Health Service and an Advisory Director of Car Automotive. Ms. Rainko received a BBA from the University of Michigan and an MBA from the Kellogg School of Management at Northwestern University.

CHRIS N. SCHERZINGER
 April 02, 1970
 Director Since 2018

Mr. Scherzinger has served as Chief Executive Officer and a Director of Weber Inc. since April 2021 and, prior to the Reorganization, of Weber-Stephen Products LLC since April 2018. Mr. Scherzinger holds a variety of executive leadership roles at various corporations and, in 2014, acquired Hovest Brands from 2008 to 2016, including President and CEO of the Appliances & Consumer operating unit. He served as President and CEO of Jarden Consumer & Entertainment from 2012 to 2016 and President of Jarden Home Brands from 2008 to 2012. Mr. Scherzinger held general management and marketing leadership roles at Johnson & Johnson from 2003 to 2008, including leadership roles at Johnson Consumer U.S. Johnson from 2003 to 2005, marketing leadership roles at Procter & Gamble from 1995 to 2001, and manufacturing management roles as General Director from 1993 to 1995. Mr. Scherzinger graduated from the University of Iowa State in 1991, with a B.S. in Mechanical Engineering, and later earned an MBA from Northwestern University's Kellogg School of Management in 1995.

OFFICER AND DIRECTOR STOCK OWNERSHIP

The following table shows the number of shares of Weber Class A common stock beneficially owned as of January 24, 2022, by each Director, each executive officer named in the Summary Compensation Table and all Directors and executive officers in a group.

NAME	CLASS A SHARES	CLASS B SHARES	OPTIONAL SHARES	RESTRICTED SHARES	PERFORMANCE SHARES	UNVESTED SHARES
WEBER INC. DIRECTORS						
Kelly B. Rainko	105,000	402,000	0	0	-	-
Susan T. Coughlin	8,529	0	0	0	-	-
Robert M. Hays	8,529	0	0	0	-	-
Heather M. Neuman	8,529	0	0	0	-	-
Heather B. Rich	8,529	0	0	0	-	-
James C. Stephan	8,529	0	0	0	-	-
Stephanie M. Karpman	8,529	0	0	0	-	-
WEBER INC. EXECUTIVE OFFICERS						
Chris N. Scherzinger	0	0	0	40,500	-	-
Steve Morgan	0	0	0	276,428	-	-
William A. Bernhardt	0	0	0	50,500	-	-
Mark E. Bergquist	0	0	0	63,000	-	-
Tracy J. Murphy	0	0	0	50,119	-	-
ALL DIRECTORS AND EXECUTIVE OFFICERS	206,236	402,000	0	438,447	276	-

FOOTNOTES:

- Reflects shares of Class B common stock of the parent ("Class B Common Stock") and common stock of Weber-Stephen Products LLC ("Class B Common Stock") held by the reporting person. The Class B Common Stock is convertible into Class A Common Stock at the discretion of the reporting person. The Class B Common Stock is convertible into Class A Common Stock at the discretion of the reporting person. The Class B Common Stock is convertible into Class A Common Stock at the discretion of the reporting person. The Class B Common Stock is convertible into Class A Common Stock at the discretion of the reporting person.
- Represents the number of shares held under our incentive Plan as of January 24, 2022. For additional information, refer to "2021 Director Compensation and Benefits" for a description of these plans.
- Reflects Class A and Class B shares as they pertain to the Kelly B. Rainko 2019 Living Trust.
- Executive shares held through the "Weber-Stephen Trust."
- As of the date of the filing, the shares listed have been pledged as collateral.

Icons representing skills and expertise of board members:

- ACCOUNTING AND FINANCIAL ACUMEN
- CONSUMER PRODUCT MARKETING/BRAND MANAGEMENT
- INNOVATION/R&D/ TECHNOLOGY
- INTERNATIONAL OPERATIONS/ EMERGING MARKETS
- MANUFACTURING AND SUPPLY CHAIN
- STRATEGIC PLANNING/ CORPORATE DEVELOPMENT
- HUMAN RESOURCES/ ORGANIZATION DEVELOPMENT
- REGULATORY/LEGAL AFFAIRS
- RISK MANAGEMENT/ CRISIS MANAGEMENT
- SALES & DISTRIBUTION CHANNEL MANAGEMENT
- CORPORATE SOCIAL RESPONSIBILITY

Icons created in the style of the brand bring attention to the skills attributed to each board member. The icons appear again under each director's profile



Notice of Annual Meeting of Stockholders

Class and Time
Annual Date and Who Can Vote
Notice of Meeting
Ways to Vote
Voting Matters
Ways to Vote
Voting Recommendations

Proxy Summary

This Proxy Statement and form of proxy are furnished in connection with the solicitation of proxies by our board of directors for our 2021 Annual Meeting of Stockholders (the "Annual Meeting") and any postponements, adjournments or continuations thereof. The Annual Meeting will be held on January 13, 2021 at 10:00 a.m. Pacific Time, via the webcast link at www.zscaler.com/annualmeeting.

Ways to Vote
 Via the Internet, By Telephone, By Mail, At the Annual Meeting

Voting Matters
 1. Approve the election of directors.
 2. Approve the election of independent registered public accountants.
 3. Approve the ratification of the appointment of our independent registered public accountants.
 4. Approve the ratification of the appointment of our independent registered public accountants.

Voting Recommendations
 "FOR" the proposal to elect directors.
 "FOR" the proposal to elect independent registered public accountants.
 "FOR" the proposal to ratify the appointment of our independent registered public accountants.

Board of Directors

Director Name	Class	Age	Position	Director Since	Current Term Expires	Qualification of Terms for Election
Andrew Chou	1	62	Director	2014	2021	2024
Charles Glavin	1	62	Director	2014	2021	2024
Edwin Ng	1	64	Director	2020	2021	2024
Andrew Brown	2	58	Director	2015	2021	-
Scott Darling	2	60	Director	2016	2021	-
David Kline	2	61	Director	2017	2021	-
Jo Chaudhry	3	40	President, Chief Executive Officer and Chairperson of the Board	2007	2023	-
Ann Stock, Ph.D.	3	45	President of Research and Development, Chief Operating Officer and Director	2017	2023	-

Board Diversity

Independence
 100% Independent Non-Directors

Gender
 100% Male

Age
 100% 41-60 years

Education
 100% Bachelor's Degree

Proposal Two

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our audit committee has appointed PwC as our independent registered public accountant for our fiscal year ending July 31, 2021. PwC has been our independent registered public accountant since fiscal year 2015.

The Annual Meeting, resolutions are being asked to ratify the appointment of PwC as our independent registered public accountant for our fiscal year ending July 31, 2021. Stockholders are invited to attend the Annual Meeting and vote on the ratification of the appointment of PwC as our independent registered public accountant for our fiscal year ending July 31, 2021.

Fee Paid to the Independent Registered Public Accounting Firm

Year	2020	2021
From:		
Audit Related Fees*	\$267,000	\$450,000
Tax Fees	\$0	\$0
All Other Fees**	\$750	\$750
Total Fee Paid	\$267,750	\$450,750

Director Nominees

Karen Blasing

Age 65
 Director Since 2017

We believe Ms. Blasing is qualified to serve as a member of our board of directors based on her extensive financial industry and management experience at numerous public and private technology companies.

Charles Giancarlo

Age 63
 Director Since 2016

We believe Mr. Giancarlo is qualified to serve as a member of our board of directors based on his extensive financial industry and management experience at numerous public and private technology companies.

Business Highlights

Our focus is on growing and expanding our employee base, including our research and development efforts to deliver best-in-class product performance and discover new solutions for our customers.

Fiscal 2021 Financial Performance

Fiscal 2021 was an extraordinary year for us marked by significant achievement and growth across all of our key metrics. Fiscal 2021 Highlights were as follows:

- Revenue** **56% Y/Y** (\$673M Revenue)
- Calculated Billings*** **70% Y/Y** (\$934M Billings)
- Stock Price** **82% Y/Y** (\$235.91 Per Share)

Long Term Financial Performance

Over the last 12 months, our financial performance has continued to show strong growth across all of our key metrics.

- Revenue** **254%** (\$190M → \$473M)
- Calculated Billings*** **262%** (\$184M → \$494M)
- Stock Price** **1374%** (\$16 → \$235.91)

Fiscal 2021 Summary Compensation Table

The following table presents information regarding the compensation earned by, and paid to each individual who served as one of our named executive officers for fiscal 2021 (Fiscal 2021) and fiscal 2020.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Awards (\$)	All Other Compensation (\$)	Total (\$)
Jo Chaudhry, President and Chief Executive Officer	2021	\$2,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$1,000,000	\$7,000,000
Ann Stock, Ph.D., President of Research and Development	2021	\$750,000	\$375,000	\$375,000	\$375,000	\$375,000	\$375,000	\$2,625,000
Robert Schickman, Chief Financial Officer	2021	\$750,000	\$375,000	\$375,000	\$375,000	\$375,000	\$375,000	\$2,625,000

Revenue

56% Y/Y

\$673M Revenue
 Total revenue was \$673 million, an increase of 56% year-over-year

Calculated Billings*

70% Y/Y

\$934M Billings*
 Calculated billings was \$934 million, an increase of 70% year-over-year

Stock Price

82% Y/Y

\$235.91 Per Share
 The closing market price of our common stock on the last trading day of fiscal 2021 was \$235.91, per share, an increase of 82% year-over-year from the closing market price on July 31, 2020, the last day of fiscal 2020

Large, graphic boxes in bold brand colors call out important stats making it easy to find the highlights.




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 their design partner.



Covers

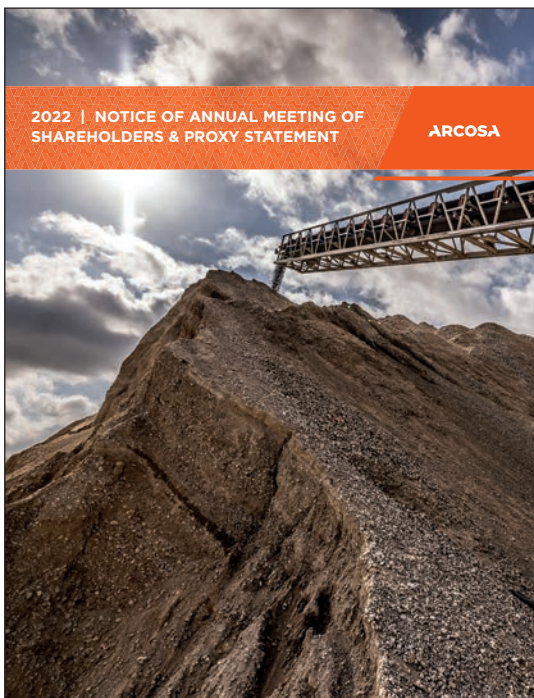
The document cover is increasingly being used to showcase company branding. Effective covers include the company logo and an image that is evocative of the company's brand.



Abercrombie & Fitch Co.



AppLovin

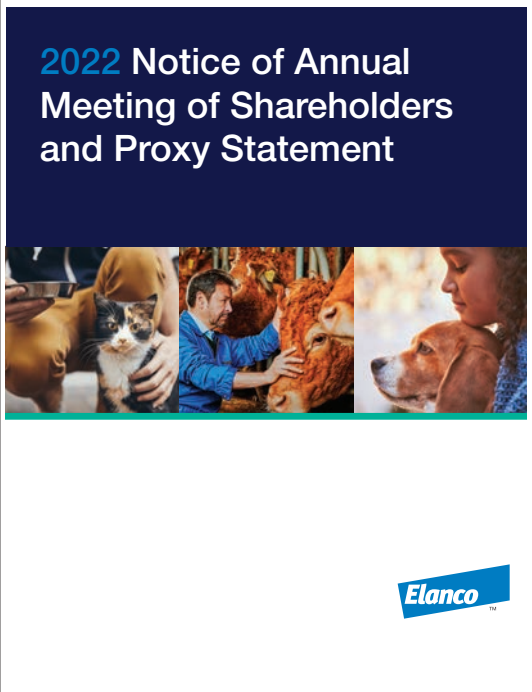


Arcosa

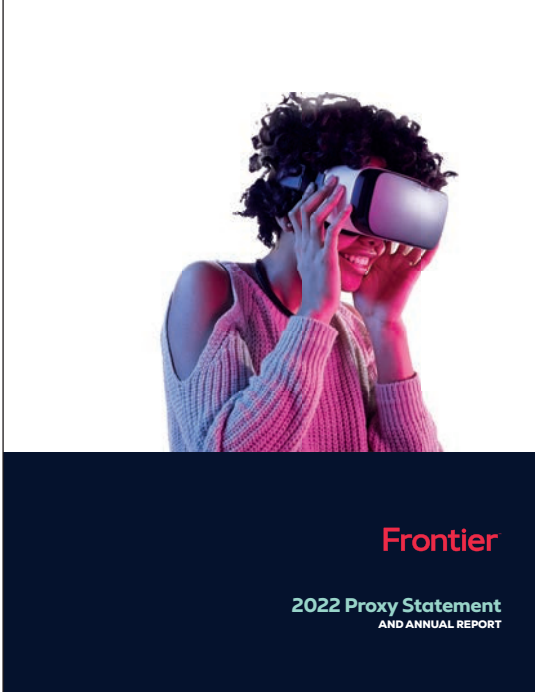


Balchem

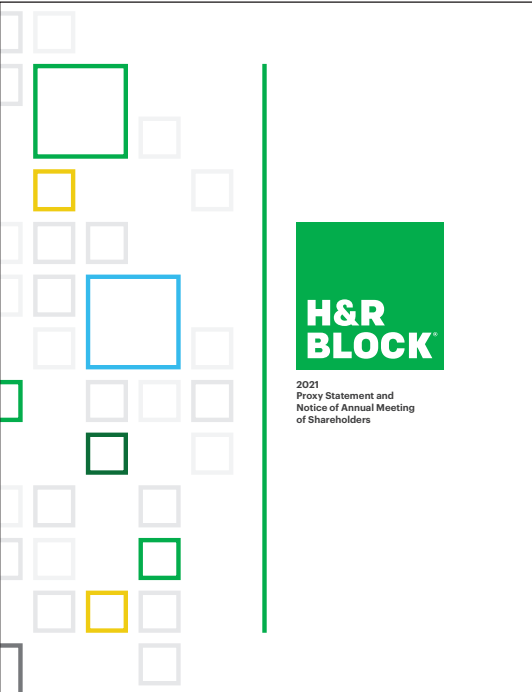
Covers (continued)



Elanco



Frontier

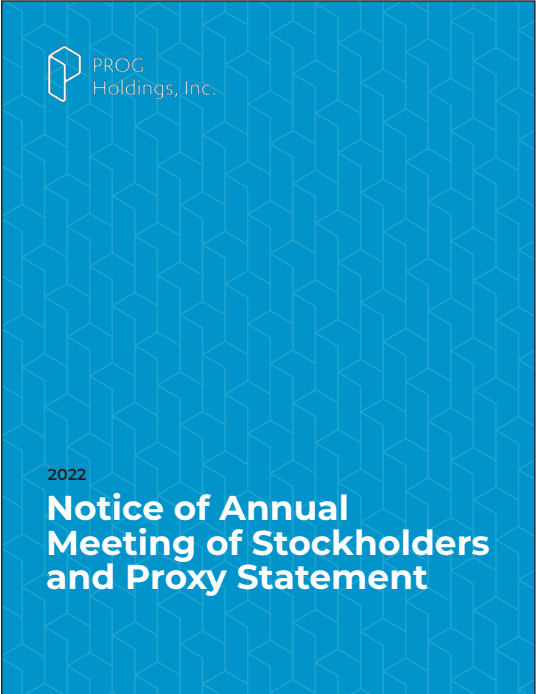


H&R Block

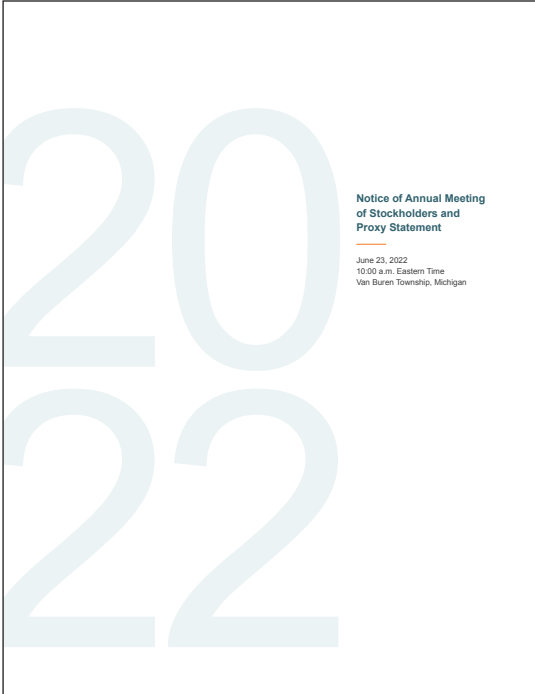


Okta

Covers (continued)



PROG Holdings



Visteon

Virtual Shareholder Meeting (VSM), Annual Meeting Notice

Broadridge supported over 2,000 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.

Academy Sports and Outdoors, Inc. 1

Notice of Annual Meeting of Stockholders

<p>Date and Time 8:00 a.m., Central Time, on Thursday, June 2, 2022</p>	<p>Place Academy Sports and Outdoors, Inc. Corporate Headquarters - The Stadium 1540 North Mason Road, Katy, Texas 77449</p>
<p>Record Date You may vote at the Annual Meeting if you were a stockholder of record at the close of business on April 5, 2022.</p>	<p>Voting by Proxy To ensure your shares are voted, you may vote your shares via the Internet, by telephone or by completing, signing, and mailing the enclosed proxy card. Voting methods are described on the following page and on the proxy card.</p>


We presently intend to hold the 2022 Annual Meeting of Stockholders (the "Annual Meeting") in person. However, we are sensitive to the public health and travel concerns our stockholders may have and recommendations that public health officials may issue in light of the evolving situation regarding COVID-19. As a part of our precautions regarding COVID-19, we may impose additional procedures or limitations on meeting attendees (beyond those described in the Proxy Statement) and are also planning for the possibility that the Annual Meeting may be held solely by means of remote communication. If we take this step, we will announce the decision to do so in advance in a press release, and details on how to participate will be available on our investor relations website at investors.academy.com. We will also file additional soliciting materials regarding the same, if required by the rules of the Securities and Exchange Commission (the "SEC"). Your Notice of Internet Availability of Proxy Materials, proxy card and related materials would not be updated to reflect the change to a virtual meeting and you would need the control number provided to attend the virtual Annual Meeting. If we hold the Annual Meeting virtually, all shareholders will be afforded the same rights they would have had at a physical meeting. Thus, it is very important that you retain your Notice of Internet Availability of Proxy Materials, proxy card and related materials, including your control number, through the date of the Annual Meeting.


Items of Business

1. To elect the two Class B director nominees listed in the Proxy Statement.
2. To select the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2022.
3. To approve, by a non-binding advisory vote, the fiscal 2021 compensation paid to the named executive officers.
4. To consider such other business as may properly come before the Annual Meeting and any adjournment or postponements thereof.


In order to conserve natural resources and reduce the cost of printing and distributing the proxy materials, while providing our stockholders with access to the proxy materials in a fast and efficient manner, we are pleased to be able to take advantage of the SEC rule allowing companies to use a "Notice and Access" model to provide their stockholders with access to proxy materials via the Internet. On or about April 22, 2022, we will begin mailing a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") to our stockholders informing them that our Notice of Annual Meeting of Stockholders and Annual Report, proxy statement, and voting instructions are available on the Internet at www.proxyvote.com. As more fully described in the Notice of Internet Availability, all stockholders may choose to access our materials at www.proxyvote.com or may request to receive paper copies of the proxy materials.

By Order of the Board of Directors,


Rene G. Casares
Senior Vice President, General Counsel, & Corporate Secretary
Dated: April 22, 2022



Academy Sports + Outdoors



Notice of Annual Meeting of Stockholders

May 12, 2022

NOTICE IS HEREBY GIVEN that the 2022 Annual Meeting of Stockholders (the Annual Meeting) of Banc of California, Inc. (the Company) will be held:

Date	May 12, 2022
Time	8:00 A.M. Pacific Daylight Time
Location	Banc of California 3 MacArthur Place, Santa Ana, CA 92707

Items of Business

No. Proposal	Description
I.	Election of the eleven director nominees named in this proxy statement, each for a term of one year.
II.	Rectification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.
III.	Approval, on an advisory and non-binding basis, of the compensation paid to our named executive officers as disclosed in this proxy statement.

Record Date
Holders of record of the Company's voting common stock at the close of business on March 15, 2022 (the Record Date) will be entitled to vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Annual Report
The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, as filed with the Securities and Exchange Commission on March 1, 2022 (the Annual Report), accompanies this proxy statement.


Proxy Voting
It is important that your shares be represented and voted at the Annual Meeting. You can vote your shares by completing the enclosed proxy card and returning it by mail. Registered stockholders, that is, stockholders who hold stock in their own names, can also vote their shares by telephone or via the Internet. If your shares are held through a bank, broker or other nominee, you will receive instructions from them on how to vote your shares. Regardless of the number of shares you own, your vote is very important. Please vote today.

If you plan to attend the Annual Meeting, please note that admission will be on a first come, first served basis. You may obtain directions to the Company's offices at 3 MacArthur Place, Santa Ana, CA 92707, by calling Banc of California directly at (855) 361.2262.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on May 12, 2022:
The Company's proxy statement and the Annual Report are publicly available under the "Financials and Filings" section on the Company's Investor Relations website at <https://investors.banccal.com> by selecting Documents.

March 31, 2022

By Order of the Board of Directors,


Iso Dotan
General Counsel and Corporate Secretary
Santa Ana, California

| Banc of California | Annual Proxy Statement | 2022

Banc of California

Notice of 2021 Annual Meeting of Shareholders

Meeting Date:
July 28, 2021

Meeting Time:
12:00 p.m. local time

Meeting Location:
33 Kingway, London, United Kingdom WC2B 6UF

TO OUR SHAREHOLDERS,

Notice is hereby given that the 2021 Annual Meeting of Shareholders (the "Annual Meeting") of Capri Holdings Limited, a British Virgin Islands corporation (the "Company"), will be held at the Company's headquarters, 33 Kingway, London, United Kingdom WC2B 6UF, on July 28, 2021 at 12:00 p.m., local time, for the following purposes:


1. To elect three Class I directors for a three-year term and until the election and qualification of their respective successors in office;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 2, 2022;
3. To hold a non-binding advisory vote on executive compensation ("say on pay"); and
4. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on June 1, 2021 as the record date for the Annual Meeting (the "Record Date"), and only holders of record of ordinary shares of the Company as at such time will be entitled to notice of or to vote at the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the proxy statement for the Annual Meeting. On or about June 15, 2021, we intend to mail our shareholders of record as of the Record Date a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access the proxy statement and a copy of our Annual Report on Form 10-K for the fiscal year ended March 27, 2021 (the "2021 Annual Report"). The Notice also provides instructions on how to vote online and how to receive a paper copy of the proxy materials by mail.

CAPRI HOLDINGS

Capri Holdings



Notice of Annual Meeting of Stockholders of DT Midstream, Inc.

Date May 6, 2022	Time 11:00 a.m., Eastern Time	Place Online at www.virtualshareholdermeeting.com/DTM2022
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The Annual Meeting will be held as a virtual meeting via live webcast on the Internet. Because the meeting is completely virtual and being conducted via the Internet, stockholders will not be able to attend the meeting in person. You will be able to attend the Annual Meeting, vote and submit your questions on the day of the meeting via the Internet by visiting www.virtualshareholdermeeting.com/DTM2022 and entering the control number included on your proxy card.

ITEMS OF BUSINESS:

- To elect two Class I directors from the nominees described in the proxy statement.
- To ratify the appointment of PricewaterhouseCoopers LLP ("PwC") as our independent registered public accounting firm for fiscal year ending December 31, 2022.
- To approve, on an advisory (non-binding) basis, the frequency of future advisory votes on the compensation of the Company's named executive officers; and
- To transact other business that may properly come before the Annual Meeting, or any adjournments or postponements thereof.

RECORD DATE:
The Board of Directors set March 9, 2022 as the record date for the Annual Meeting (the "Record Date"). 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.

VOTING:
YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the Annual Meeting, we encourage you to read the proxy statement and submit your proxy or voting instructions as soon as possible. You can vote your shares electronically via the Internet, by telephone or by completing and returning the proxy card or voting instruction card if you requested paper proxy materials. Voting instructions are printed on your proxy card and included in the accompanying proxy statement. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in the proxy statement.

DT Midstream

Virtual Shareholder Meeting (VSM), Annual Meeting Notice (continued)

Notice of Annual Meeting of Stockholders

To be held on June 9, 2022

Notice is hereby given that the Annual Meeting of Stockholders of Duolingo, Inc., a Delaware corporation, will be held on Thursday, June 9, 2022, at 11:30 a.m., Eastern Time.

The Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/DUOL2022.

For instructions on how to attend and vote your shares at the Annual Meeting, see the information in the accompanying Proxy Statement in the section titled "General Information about the Annual Meeting and Voting—How can I attend and vote at the Annual Meeting?"

The annual meeting is being held:

- To elect Bing Gordon, John Lilly and Laeta Sturdy as Class I directors to hold office until the Company's annual meeting of stockholders to be held in 2025 and until their respective successors have been duly elected and qualified;
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2022; and
- To transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.


These items of business are described in the Proxy Statement that follows this notice. Holders of record of our common stock as of the close of business on April 12, 2022 are entitled to notice of and to vote at the Annual Meeting, or any continuation, postponement or adjournment thereof.

Your vote is important. Voting your shares will ensure the presence of a quorum at the Annual Meeting and will save us the expense of further solicitation.

This Notice of Annual Meeting and Proxy Statement are first being distributed or made available, as the case may be, on or about April 22, 2022.

Please promptly vote your shares by following the instructions for voting on the Notice Regarding the Availability of Proxy Materials or, if you received a paper or electronic copy of our proxy materials, by completing, signing, dating and returning your proxy card or by Internet or telephone voting as described on your proxy card.

By Order of the Board of Directors,



Luis von Ahn
Co-Founder, Chief Executive Officer and Chairman of the Board

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting:
Our Proxy Statement and our Annual Report are available free of charge at www.proxyvote.com.

DUOLINGO 2022 PROXY STATEMENT

Duolingo

Notice of Fiscal Year 2021 Annual Shareholders Meeting

MEETING DETAILS

Time and Date
March 10, 2022 at 11:00 a.m. Pacific Time


Virtual Meeting Location
This year is a virtual meeting at www.virtualshareholdermeeting.com/FFV2022

Record Date
January 5, 2022. Only shareholders of record at the close of business on the record date are entitled to notice of and to vote at the annual meeting.

ITEMS OF BUSINESS

- To elect 11 directors nominated by the Board of Directors of the Company to hold office until the annual meeting of shareholders for fiscal year 2022;
- To approve the F5, Inc. Incentive Plan as amended and restated to increase the number of shares of common stock issuable by an additional 1,200,000 shares;
- To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2022;
- To approve, on an advisory basis, the compensation of our named executive officers; and
- To transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,



SCOTT F. ROGERS
Secretary

Seattle, Washington
January 26, 2022

Your Vote is Important!
Whether or not you attend the annual meeting, it is important that your shares be represented and voted at the meeting. Therefore, please promptly vote and submit your proxy by phone, over the Internet, or by signing, dating, and returning the accompanying proxy card in the enclosed, prepaid, return envelope or otherwise completing the appropriate voting instruction form. If you decide to attend the annual meeting and wish to vote virtually at the meeting, please see "Questions and Answers About the Annual Meeting and These Proxy Materials" below.

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NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS

April 1, 2022

Notice is hereby given that we will hold the 2022 Annual Meeting of Shareholders virtually (via live audio webcast) on May 12, 2022 at 4:00 p.m., Central Daylight Time, to vote on the items listed below.

ITEMS TO BE VOTED:

- To elect two Directors to the Board of Directors;
- To approve, by advisory vote, the compensation of our Named Executive Officers;
- To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022;
- To approve an amendment to the Harley-Davidson, Inc. 2020 Incentive Stock Plan to increase the number of shares of our common stock authorized under the plan; and
- To approve the 2022 Aspirational Incentive Stock Plan.

We will also take action upon any other business as may properly come before the 2022 Annual Meeting of Shareholders and any adjournments or postponements of that meeting.

The Board of Directors unanimously recommends a vote "FOR" each of the Board's nominees for proposal 1, and "FOR" proposals 2, 3, 4, and 5. The Board of Directors or proxyholders will use their discretion on other matters that may arise at the 2022 Annual Meeting of Shareholders to the extent authorized by Rule 14a-4(i) under the Securities Exchange Act of 1934.

HOW TO VOTE YOUR SHARES

March 4, 2022 is the record date for determining shareholders entitled to notice of and to vote at the 2022 Annual Meeting of Shareholders and any adjournments or postponements of that meeting. If you hold your shares as of the close of business on March 4, 2022, you can vote using one of the following methods:

INTERNET
You can vote your shares online at www.proxyvote.com.

TELEPHONE
In the U.S. or Canada, you can vote your shares toll-free. Check your proxy card or voting instruction form for the toll-free number.


MAIL
You can vote via mail by marking, signing, and dating your proxy card or voting instruction form and returning it in the prepaid and addressed envelope.

VIRTUAL PRESENCE ONLINE
You will not be able to attend the 2022 Annual Meeting of Shareholders virtually. You or your proxyholder may participate, vote, and receive all shareholder benefits (including dividends) by attending the meeting virtually using your proxy card.

We urge you to submit your proxy as soon as possible. If the records of our transfer agent show that you own shares in your name or if you own shares through our Dividend Reinvestment Plan at the close of business on March 4, 2022, then you may vote (1) via the Internet at www.proxyvote.com, (2) by virtual presence online at www.virtualshareholdermeeting.com/HDC2022, (3) by mail after first requesting a printed copy of the Proxy Statement, proxy card, and Annual Report on Form 10-K and following the instructions set forth on the proxy card; or (4) by telephone after reviewing the Proxy Statement and Annual Report on Form 10-K at www.proxyvote.com.

If you own shares in "street name" that is, through a broker, bank, or other nominee, we encourage you to provide voting instructions to your bank, broker or other nominee. Street name holders may also vote via telephone or the Internet if their bank, broker, or other nominee makes those methods available, in which case the bank, broker, or other nominee will enclose the instructions along with this Proxy Statement.

By Order of the Board of Directors,
Harley-Davidson, Inc.



Paul J. Kruse
Secretary

Milwaukee, Wisconsin
April 1, 2022

2022 PROXY STATEMENT • HARLEY-DAVIDSON, INC. 8

Harley-Davidson

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Notice of Annual Meeting of Stockholders

To our Stockholders:

Notice is hereby given that the 2022 Annual Meeting of Stockholders (the "Annual Meeting") of ModvCare Inc. (the "Company") will be held at 6900 Layton Avenue, 12th Floor, Denver, CO 80237, at 10:00 a.m. Mountain Daylight Time on Tuesday, June 14, 2022. The Annual Meeting is being held for the following purposes:

- To elect three Class I directors, each to serve for a three-year term until the 2025 annual meeting of stockholders and until his or her successor has been duly elected and qualified;
- To hold a non-binding advisory vote to approve named executive officer compensation;
- To approve the Employee Stock Purchase Plan for the Company;
- To ratify the appointment of KPMG LLP as the independent registered public accounting firm for the 2022 fiscal year; and
- To transact such other business as may properly come before the Annual Meeting or any adjournment, postponement or rescheduling thereof.

Only stockholders of record of the Company's common stock, \$0.001 par value per share, as shown by the transfer books of the Company, at the close of business on April 19, 2022, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment, postponement or rescheduling thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. To ensure your representation at the Annual Meeting, however, you are urged to vote your shares in advance of the Annual Meeting by using one of the methods outlined in the proxy statement.

Meeting Date
June 14, 2022

Meeting Time
10:00 a.m.
Mountain Daylight Time

Meeting Place
6900 Layton Avenue,
12th Floor, Denver, CO 80237

ModvCare 2022 Proxy Statement

Modivcare

Virtual Shareholder Meeting (VSM), Annual Meeting Notice (continued)



OPENDOOR TECHNOLOGIES INC.
410 N. Scottsdale Road, Suite 1600
Tempe, Arizona 85281

NOTICE OF 2022 ANNUAL MEETING OF STOCKHOLDERS

2022 Annual Meeting Information

Date: May 25, 2022
Time: 9:30 a.m. Pacific Time

Place: Online only via live audio webcast at www.virtualshareholdermeeting.com/OPEN2022

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the 2022 Annual Meeting of Stockholders of Opendoor Technologies Inc. (the "Annual Meeting") will be held on Wednesday, May 25, 2022, at 9:30 a.m. Pacific Time. The Annual Meeting will be a completely virtual meeting conducted via live audio webcast. You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/OPEN2022 and entering your control number included in your Notice of Internet Availability of Proxy Materials, proxy card or the instructions that accompanied your proxy materials. At the Annual Meeting, stockholders will consider and vote on the following matters:

MATTER
1. The election of Adam Bain, Pucco Keffler and John Rice as Class II Directors, each for a three-year term ending at the 2025 Annual Meeting of Stockholders
2. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022
3. The approval, on an advisory (non-binding) basis, of the compensation of our named executive officers


The stockholders will also act on any other business that may properly come before the Annual Meeting or any postponement, continuation or adjournment thereof.

Stockholders of record at the close of business on Tuesday, March 29, 2022, are entitled to notice of, and to vote at, the Annual Meeting or any postponement, continuation or adjournment thereof. A complete list of such stockholders will be open to the examination of any stockholder for a period of ten days prior to the Annual Meeting for a purpose germane to the meeting by sending an email to Vanessa Gage, Secretary, at investor@opendoor.com, stating the purpose of the request and providing proof of ownership of Opendoor stock. The complete list of these stockholders will be available to stockholders during the meeting at www.virtualshareholdermeeting.com/OPEN2022.

By Order of the Board of Directors,
Vanessa Gage
Vanessa Gage
Secretary
April 8, 2022

Your vote is important regardless of the number of shares you own. To ensure that a quorum is present at the Annual Meeting, please vote your shares over the Internet or by telephone, or, if you received a copy of the proxy card by mail, you may sign, date and mail the proxy card in the enclosed envelope, whether or not you expect to attend the Annual Meeting. We encourage stockholders to submit their proxy via telephone or online. If you decide to attend the Annual Meeting, you will be able to vote electronically, even if you have previously submitted your proxy.

Opendoor



488 8th Avenue, San Diego, California 92101
(877) 736-7727

Notice of Annual Shareholders Meeting

Friday, May 13, 2022, 9 a.m. Pacific Time
Virtual-only meeting at www.virtualshareholdermeeting.com/SRE2022

The 2022 annual meeting of shareholders (Annual Shareholders Meeting) of Sempra Energy, doing business and referred to as Sempra, will be held on Friday, May 13, 2022, at 9 a.m. Pacific Time. There will be no physical location for the meeting. To help protect the health and safety of our shareholders, employees and directors in light of the uncertainty created by the ongoing COVID-19 pandemic, the Annual Shareholders Meeting will be a completely virtual meeting of our shareholders conducted online via live audio webcast. In line with our strategic focus on helping enable a just energy transition, the online virtual-only format also reduces the transportation costs and environmental impact of the Annual Shareholders Meeting by providing all shareholders the opportunity to attend and participate in the meeting from any location. You will be able to attend the Annual Shareholders Meeting and vote and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/SRE2022 and entering your 16-digit control number as described below.

Business Items

- (1) Election of the following director nominees, all of whom are currently directors: Alan L. Boardman; Andrea Conessa; Maria Contreras-Sweet; Pablo A. Fainaru; Jeffrey W. Martin; Bethany J. Mayer; Michael N. Maers; Jack T. Taylor; Cynthia L. Walker; Cynthia H. Warner; and James C. Yardley.
- (2) Identification of appointment of independent registered public accounting firm.
- (3) Advisory approval of our executive compensation.
- (4) Shareholder proposal requiring an independent board chairman, if properly presented at the meeting.
- (5) Consideration of other matters that may properly come before the meeting, if any.

Adjournments and Postponements

The business items for the Annual Shareholders Meeting may be considered at the meeting and any adjournment or postponement of the meeting.

Record Date

The record date for the Annual Shareholders Meeting is March 17, 2022. You are entitled to notice of and to vote at the Annual Shareholders Meeting and any adjournment or postponement thereof, only if you were a holder of our common stock at the close of business on the record date.

Meeting Attendance and Participation

The Annual Shareholders Meeting conducted online via live audio webcast will begin promptly at 9 a.m. Pacific Time on Friday, May 13, 2022. We encourage you to access the meeting site at www.virtualshareholdermeeting.com/SRE2022 and enter your 16-digit control number prior to the start time. Online check-in will begin at 8:30 a.m. Pacific Time, and you should allow ample time for the check-in procedures the day of the meeting.

Attending the Meeting in Listen-Only Mode. We will permit all persons, including shareholders of record, beneficial owners of shares held in "street name" through a bank, broker or other nominee and non-shareholder guests, to attend the Annual Shareholders Meeting being conducted online via live audio webcast in listen-only mode. Please visit www.virtualshareholdermeeting.com/SRE2022 at the date and time of the meeting to attend in this limited capacity.

Participating in the Meeting, Including Voting and Submitting Questions. You are only eligible to participate in the Annual Shareholders Meeting including to submit questions at the meeting and vote your shares at the closing of the polls, if you were a shareholder as of March 17, 2022, the record date for the meeting, and you attend the meeting site using the 16-digit control number shown on your notice about the Internet availability of our proxy materials, proxy card or voting instruction form. However, if you are a beneficial owner of shares held through a bank, broker or other nominee and your voting instruction form does not indicate that you may vote your shares through www.proxyvote.com, you will need to obtain a "legal proxy" from your bank, broker or other nominee (preferably at least five days before the Annual Shareholders Meeting) to receive a 16-digit control number that may be used to attend the meeting site. If you need to obtain such a "legal proxy" to attend the meeting, please follow the specific instructions to do so provided by your bank, broker or other nominee. Owners of shares in the Employee Savings Plans, as outlined in the accompanying proxy statement, may submit questions at the meeting but will not be able to vote these shares at the meeting.

Additional Information. Additional instructions on how to attend and participate in the virtual meeting are included in "About the Annual Shareholders Meeting and Voting" in the accompanying proxy statement and are posted at www.proxyvote.com. If you encounter difficulties accessing the meeting site during the check-in or meeting time, please call (844) 952-8076 (U.S. and Canada) or +1 (303) 952-8003 (International) beginning April 13, 2022 for technical support, which numbers also will be posted on the login page at www.virtualshareholdermeeting.com/SRE2022.

Voting

Your vote is important. Whether or not you plan to attend the virtual Annual Shareholders Meeting, we encourage you to read the accompanying proxy statement and promptly vote your shares. You may vote by attending the meeting and voting your shares at the meeting prior to the closing of the polls. You also may vote in advance of the meeting by telephone or via the Internet, or if you received a paper copy of our proxy materials, by completing, signing and dating the enclosed proxy card or voting instruction form and returning it in the enclosed envelope. Internet and telephone voting for holders of record will be available until 11:59 p.m. Eastern Time on May 13, 2022. For specific instructions on how to vote your shares, including if you are a beneficial owner of shares through a bank, broker or other nominee, see "About the Annual Shareholders Meeting and Voting" in the accompanying proxy statement and the instructions on your notice about the Internet availability of our proxy materials, proxy card or voting instruction form. Our proxy materials, including the Notice of Annual Shareholders Meeting and the accompanying proxy statement and form of proxy card or voting instruction form, are being provided to shareholders beginning on or about March 29, 2022.

Jennifer F. Jett
Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual Shareholders Meeting to be Held on May 13, 2022.
This Notice of Annual Shareholders Meeting, the Accompanying Proxy Statement, the Proxy Card and the Annual Report to Shareholders are available on the Internet at www.proxyvote.com.

Sempra Energy

Weber Inc. | 1415 S Roselle Road | Palatine, Illinois 60067



TO OUR STOCKHOLDERS:

NOTICE OF THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MARCH 23, 2022

The 2022 Annual Meeting of Stockholders of Weber Inc., a Delaware corporation, will be held at 9:00 a.m. Central Time on March 23, 2022 at Chicago Marriott Schaumburg, 50 North Harrington Road, Schaumburg, Illinois 60173 for the following purposes:

PROPOSALS

- 1 To elect three Class I Directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders;
- 2 To vote on an advisory resolution to approve executive compensation;
- 3 To hold an advisory vote on the frequency of holding an advisory vote on executive compensation;
- 4 To ratify the Audit Committee's appointment of Ernst & Young LLP for our 2022 fiscal year; and
- 5 To take action upon any other matters that may properly come before the meeting, or any adjournments thereof.

Only Stockholders of record at the close of business on January 24, 2022 will receive notice of and be entitled to vote at the meeting or any adjournments. We look forward to seeing you there.


By Order of the Board of Directors,
Philip J. Zedek
Philip J. Zedek
General Counsel
January 27, 2022

DATE AND TIME
March 23, 2022 at 9:00 a.m.

MEETING LOCATION
Chicago Marriott Schaumburg, 50 North Harrington Road, Schaumburg, IL 60173

WHO CAN ATTEND
Stockholders of record at the close of business on January 24, 2022.

Weber



Notice of Annual Meeting of Stockholders

Date and Time	Record Date and Who Can Vote
January 5, 2022 1:00 p.m. Pacific Time	November 10, 2021 (the "Record Date"). 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.

Virtual Meeting Site

The Annual Meeting will be a completely virtual meeting of stockholders to be conducted via live audio webcast. You will be able to attend the virtual Annual Meeting and submit your questions during the meeting by visiting www.virtualshareholdermeeting.com/ZS2021.

Items of Business
1 To elect three Class I directors from the nominees described in this Proxy Statement to hold office until the 2024 annual meeting of stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal.
2 To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending July 31, 2022.
3 To approve, on a non-binding advisory basis, the compensation of our Named Executive Officers.
4 To transact other business that may properly come before the Annual Meeting.

Your vote is important.
To vote your shares, please follow the instructions in the Notice of Internet Availability of Proxy Materials, which is being mailed to you on or about November 24, 2021.

Your vote is important.
Whether or not you plan to attend the virtual 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 for each of these voting options, please refer to the proxy card. Returning the proxy does not deprive you of your right to attend the virtual Annual Meeting and to vote your shares at the virtual Annual Meeting. This Proxy Statement explains how to vote and the matters to be voted on in more detail.

Important Notice Regarding the Availability of Proxy Materials for the Virtual Annual Meeting to be Held on January 5, 2022. Our proxy materials, including the Proxy Statement and Annual Report to Stockholders, are being made available on or about November 24, 2021 at the following website: <http://www.proxyvote.com>, as well as our website: <http://www.zscaler.com>. The Financial section of our Investor Relations webpage. We are providing access to our proxy materials over the Internet under the rules adopted by the U.S. Securities and Exchange Commission.

By Order of the Board of Directors,
Robert Schlossman
Robert Schlossman
Chief Legal Officer and Secretary
San Jose, CA
November 24, 2021

Zscaler

Board and 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.

ACUSHNET HOLDINGS CORP

Annual Meeting Information
 Date: June 6, 2022
 Time: 9:00 a.m. EDT
 Location: Live webcast

Dear Acushnet Stockholder:
 You are cordially invited to attend the 2022 Annual Meeting of Stockholders of Acushnet Holdings Corp. to be held on **June 6, 2022, beginning at 9:00 a.m. Eastern Daylight Time**. For your convenience and to maintain safe social distancing, we are pleased to inform you that the Annual Meeting will be a completely virtual meeting, which will be conducted via live webcast. You may attend the Annual Meeting online, vote your shares electronically and submit your questions related to proposals (1) - (3) below during the Annual Meeting by visiting www.virtualshareholdermeeting.com/GOLF2022. Details regarding how to attend the meeting online and the business to be conducted at the Annual Meeting are more fully described in the accompanying Notice of Annual Meeting and Proxy Statement.


Proxy materials, which include a Notice of the Internet Availability of Proxy Materials, proxy statement and proxy card, accompany this letter. The enclosed proxy statement is first being mailed or made available to stockholders of Acushnet Holdings Corp. on or about April 14, 2022. We have also enclosed our 2021 Annual Report. At the Annual Meeting, you will be asked to consider and vote:

01	To elect as directors the following nominees recommended by the Board of Directors: Jennifer Estabrook, Gregory Hewett, David Maher, Jan Singer, Sean Sullivan, Steven Tishman, Yoon Soo (Gene) Yoon and Koun Chang (Kevin) Yoon;
02	To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.
03	To approve, in a non-binding advisory vote, the compensation paid to the named executive officers; and
04	To conduct any other business properly brought before the meeting.

Our Board of Directors unanimously recommends that you (i) approve the election of the individuals nominated to serve as directors; (ii) ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and (iii) approve the compensation paid to the named executive officers.

Your vote is important to us and our business. Even if you plan to attend the Annual Meeting, you are requested to sign, date and return the proxy card in the enclosed envelope or to vote by internet or telephone pursuant to the instructions set forth in the enclosed proxy statement.

We appreciate your continued support of Acushnet Holdings Corp.

Sincerely,

David E. Maher
 President and Chief Executive Officer

333 Bridge St.
 Fairhaven, MA 02719
 April 14, 2022

Acushnet Holdings

ASANA

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

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Dear Stockholders of Asana, Inc.:

We cordially invite you to attend the 2021 annual meeting of stockholders of 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:

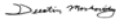
- To elect the three nominees for Class I directors to serve until the 2024 annual meeting of stockholders and until their successors are duly elected and qualified;
- To ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending January 31, 2022; and
- 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

Asana

COEUR MINING®
 We Pursue a Higher Standard

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 for 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 completing the largest and most successful drilling campaign in Company history. Whether making new discoveries or extending 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 Silvertop 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 J. Krebs
 President & Chief Executive Officer

CEO ACTION FOR DIVERSITY & INCLUSION

Coeur Mining

expedia group

April 26, 2021

Dear Stockholder:

It is my pleasure to inform you that the 2021 Annual Meeting of Stockholders of Expedia Group, Inc. will again be a completely virtual meeting, conducted solely online on June 8, 2021 beginning at 10:30 a.m., Pacific Time. You will be able to attend the 2021 Annual Meeting by logging in at www.virtualshareholdermeeting.com/EXPE2021.

The attached proxy statement provides information on how to participate in the 2021 Annual Meeting, how to vote your shares, and explains the matters to be voted upon in detail.

Your vote is very important. Whether or not you plan to virtually attend the 2021 Annual Meeting online, please take the time to vote. You may vote over the internet, as well as by telephone, or by mailing a proxy or voting instruction card. If you participate in the 2021 Annual Meeting, you may also vote your shares online at that time if you wish, even if you have previously submitted your vote (other than shares held through the Company's 401(k) plan, which must be voted prior to the meeting).

Sincerely,

Peter Kern
 Vice Chairman and Chief Executive Officer
 1111 Expedia Group Way W.
 Seattle, Washington 98119

Expedia Group

Board and CEO Letters (continued)

LETTER FROM THE CEO

Inovio Pharmaceuticals, Inc. | 660 W. Germantown Pike Suite 110, Plymouth Meeting, Pennsylvania 19462 | Dated: March 25, 2022

To the Stockholders of Inovio Pharmaceuticals, Inc.:
 Notice is hereby given that Inovio Pharmaceuticals, Inc. will be holding its virtual Annual Meeting of Stockholders on May 16, 2022, at 9:00 a.m. Eastern Time. Online access to the meeting will begin at 9:00 a.m. Eastern Time. Stockholders will not be able to attend the meeting in person.

The virtual format of the 2022 Annual Meeting will provide stockholders with the same rights and opportunities to participate as they would have at an in-person meeting. If you plan to attend the meeting, please check <http://ir.inovio.com/investors> for updates prior to the meeting date.

You can attend the meeting by accessing www.virtualshareholdermeeting.com/INOV2022 and entering the 16-digit control number on the proxy card you previously received. If you hold your shares in "street name" (i.e., through an account at a broker or other nominee), please follow your broker's or nominee's instructions you previously received to obtain your 16-digit control number or otherwise attend through the broker or nominee.

A list of stockholders of record will be available for examination by stockholders on the meeting website during the meeting. In addition, for the ten days prior to the meeting, the list will be available for examination by any stockholder of record for a legally valid purpose at our corporate headquarters during regular business hours. To access the list of stockholders of record beginning May 6, 2022 and until the meeting, stockholders should email investor.relations@inovio.com.

The Notice of Annual Meeting of Stockholders and Proxy Statement, which describes the formal business to be conducted at the meeting, follows this letter.

After reading the Proxy Statement, please promptly mark, sign and return the enclosed proxy in the prepaid envelope (for mailing in the United States only) to assure that your shares will be represented at our Annual Meeting. Your shares cannot be voted unless you date, sign and return the enclosed proxy, vote your shares using the automated Internet or phone system or vote online at the meeting. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before our stockholders are important.

A copy of our 2021 Annual Report is also enclosed.

If you wish to submit a question, you may ask a question before the meeting beginning at 9:00 am Eastern Time, on April 11, 2022, and until 11:59 p.m. Eastern Time, on May 15, 2022. To submit a question, you may log into www.proxyvote.com and enter your 16-digit control number. Once past the login screen, click on "Question for Management," type in your question, and click "Submit." Only questions pertinent to meeting matters will be answered during the meeting, subject to time constraints.

If you have not voted your shares prior to the meeting, you will be able to vote your shares electronically at the 2022 Annual Meeting by clicking "Vote Here" on the meeting website. Whether or not you plan to attend the meeting, you are encouraged to vote your shares prior to the meeting by one of the methods described in the proxy materials you previously received.

The Board of Directors and management look forward to connecting with you at the Annual Meeting.

Very truly yours,

 J. Joseph Kim, Ph.D.
 Chief Executive Officer

Inovio Pharmaceuticals, Inc. | 1 | 2022 Proxy Statement

Inovio Pharmaceuticals

Letter from our Chairman and Chief Executive Officer

Dear Stockholder:

Hope is the confidence that something good will happen. A positive feeling that, when accompanied by action, allows us to overcome adversity. The last two years—marked by an unprecedented global pandemic—have undoubtedly put the human capacity to the test: the ability to project a future horizon better than the current one, trusting that "the best is yet to come." For us, this is much more than a slogan: it is the power that drives us.

During the last two unprecedented years, MercadoLibre has assumed the essential role of ensuring access to our many important services and products that impact our users' lives. We assumed this unique and privileged position with great responsibility. We did this also with a focus on strengthening our purpose: democratizing commerce and financial services to transform the lives of millions of people in Latin America. Today more than ever, we know that the world needs transformation. That is why we want to be better every day, taking into account the growth of our business and its environmental impact and social role.

On behalf of the board of directors, I would like to express our appreciation for your continued interest in MercadoLibre. We look forward to your attendance at the 2022 Annual Meeting of Stockholders or receiving your proxy vote.

Sincerely yours,

 Marcos Galperin
 Chairman of the Board, President
 and Chief Executive Officer

MercadoLibre 2022 Proxy Statement | 5

MercadoLibre

A Letter from Our Co-Founder and CEO

Dear Investor,

Last spring, I wrote our first public letter to shareholders as part of our IPO prospectus. In that letter I aimed to introduce you to Recursion by explaining our mission, our vision and by giving you a sense of the kind of company we strive to build.

Here, in our first annual shareholder letter, and in each annual shareholder letter going forward, I will lay out for you as transparently as possible the key achievements and challenges we faced over the prior year. In addition, I will also lay out many of the most critical questions and areas of strategic interest for us looking forward. While perhaps uncommon today, I feel that candor is a critical ingredient in achieving our mission. We are in the earliest innings of what I believe will be a fundamental transformation of the biopharma industry in the coming decades. We will be aggressive in our aim to lead this shift and we will undoubtedly have both successes and failures. With transparency, I hope to create long-term trust between us and our shareholders, as well as to maximize the proportion of like-minded, long-term investors in our shareholder base. You should know what kind of company we are today and aim to become in the future as you consider joining or continuing to be a part of our mission as a shareholder.

Now that the purpose of this letter is clear, and an expectation for transparency has been established, let me share with you how we grew as a company in 2021, what we accomplished, what challenges we faced, and what we are focused on in 2022 and beyond.

2021 – The Year of the Map

When we founded Recursion in 2013, we had a few key hypotheses including:

- Images, combined with sophisticated computational approaches, could give rise to a new kind of -omics that would be less expensive, more scalable and somewhat orthogonal to previously established high-dimensional datasets.
- In biology, structure suits function, and as such the new image-based omics we were establishing (phenomics) could be useful in building scalable models of not just the what of biology, but also the how.
- If the two hypotheses above are true, and if we could both scale and create reliability of data across time and between experiments, then we could build a map of biology and navigate that map to discover new medicines with less bias, more speed and more scale, ultimately industrializing drug discovery.

In the years since, we convinced ourselves (and our partners, investors and other stakeholders) that the first two hypotheses were likely to be true. Fast forward to mid-2020, with tens of millions of experiments and several petabytes of proprietary phenomics data in our hands, it felt like we were on the precipice of making an early judgment about our third and most critical founding hypothesis. Using data from a small subset of CRISPR-based gene knockout and small molecule profiling experiments, we built our first real map of biology in which we used machine learning and AI to predict how any two tested genes or molecules might interact with each other, even without physically testing them together. This was a seminal moment for Recursion – if we could predict whether different actions on biology (e.g. a gene knockout, addition of a protein or a small molecule) might interact with other actions on biology without testing all possible combinations, we could scale our exploration exponentially; the results of a set of physical experiments that might take 1,000 years to conduct using our previous approach could now be predicted after just a few months worth of data generation, and the best of those predictions could potentially be navigated to new medicines.

Recursion Pharmaceuticals | 1 | 2022 Proxy Statement

Recursion Pharmaceuticals

Letter from our Chairman and Chief Executive Officer

April 28, 2022

Dear Fellow Shareholders:

On behalf of the board of directors of Royalty Pharma plc (the "Board"), it is our pleasure to invite you to the 2022 Annual Meeting of Shareholders of Royalty Pharma plc ("Annual Meeting"), which will be held at 9 a.m. U.S. Eastern Daylight Time on Thursday, June 23, 2022.

This past year presented opportunities and challenges that were truly unique. We're proud of the work Royalty Pharma has done with our partners to help make the research and development ecosystem more productive. Throughout the year, the Board and leadership of Royalty Pharma collaborated closely to ensure we met our commitments to a broad range of stakeholders, including our employees, partners, the community, suppliers, and of course, our shareholders.

Despite the challenges, we could not be prouder of the strong financial performance and strategic execution by Royalty Pharma. By leveraging our deep expertise and leading position at the heart of funding life science innovation, we are able to consistently replenish our royalty portfolio and drive compounding growth.

This Proxy Statement describes Royalty Pharma's corporate governance policies and practices that foster the Board's effective oversight of our business strategies and practices. A key component to our effective governance is the Board's commitment to provide oversight and perspectives reflecting a diversity of independent views.

As part of our ongoing commitment to creating a balanced and effective Board, we are pleased to announce the nomination of David Hodgson for election to the Board at our Annual Meeting. Mr. Hodgson is Vice Chairman of General Atlantic and Chair of the Board of Directors of TriNet. He is an accomplished business leader who will bring significant insights and experience to Royalty Pharma.

William Ford will not seek re-election and will end his Board service in June. He has been a critical and instructive director, and we are grateful for his many contributions.

We believe our diversity of experiences, perspectives and skills contributes to the Board's effectiveness in managing risk and providing guidance that supports Royalty Pharma for long-term success. Of the 30 Board nominees, 7 are independent, which includes our Lead Independent Director and all Committee Chairs and members.

The accompanying Notice of Annual General Meeting and Proxy Statement describe the matters to be voted on at the Annual Meeting. We are making our proxy materials available electronically as the primary means of furnishing proxy materials to our shareholders.

YOUR VOTE IS IMPORTANT. We encourage you to read the proxy materials and vote your shares as soon as possible. Shareholders may vote by the internet, by telephone or by completing and returning a Proxy card.

As we look ahead, we continue to see tremendous opportunities for Royalty Pharma's business and shareholder value creation, with the ability to deliver positive impacts to all of our stakeholders. We appreciate your investment in Royalty Pharma and thank you for the trust you place in us.

Sincerely,

 Pablo Legorreta
 Chairman and Chief Executive Officer

Royalty Pharma | 2022 Proxy Statement | 3

Royalty Pharma

Board and CEO Letters (continued)




March 29, 2022

Dear fellow shareholders:

We are pleased to invite you to attend our 2022 Annual Shareholders Meeting, which is scheduled for Friday, May 13, 2022, at 9 a.m., Pacific Time. This year's meeting will be held virtually and the accompanying proxy information outlines how to participate and the matters that will be voted on at the meeting.

Our society and our industry continued to experience immense change in 2021, in large part due to the lingering impacts of COVID-19. We are proud that our employees have consistently demonstrated resilience in the face of these challenges and a steadfast focus on safety, while delivering energy with purpose to our customers.

At Sempra, we are focused on building essential energy networks, applying breakthrough ideas with scale and reach, and energizing people to help shape a better future. As our society's priorities change from time to time, our company's strategic vision continues to evolve to better meet the needs of our customers. For example, sustainability has moved to the center of our business strategy as we work to be more responsible to the needs of society by promoting energy diversification, resiliency, and affordable energy access. This strategic direction builds on our long-standing excellence in environmental, social and governance practices.

We also continued to advance our commitment to a high-performing culture focusing on employee and community safety, workforce and leadership development and diversity and inclusion, which have been priorities at our company since its inception. Our board members both embrace and reflect these priorities. Since its formation, Sempra's board has always included women and/or people of color. Today, 56% of our board members are women and/or people of color. The backgrounds, perspectives, and skills of our board members bring a wealth of diverse experiences to our business and demonstrate that differing perspectives are encouraged and valued throughout our organization.

This year, William D. Jones, our current Lead Independent Director, is not standing for reelection and will retire from the board following our Annual Shareholders Meeting. In light of this, the board has indicated that it intends to appoint Cynthia A. (CJ) Warner, our current Corporate Governance Committee Chair, to the role of Lead Independent Director upon William's retirement. William has been a director since Sempra's inception and has served in several leadership positions on our board, including Lead Independent Director for the past three years. We are truly grateful for his commitment to Sempra, our shareholders and all of our stakeholders over the years and for his invaluable contributions to our company.

We continue to find great value in our shareholder engagement program and are grateful for the discussions and feedback we have received from our investors. These recurring conversations allow us to gather important input that helps shape our policies and initiatives with a view toward providing durable, long-term value to our owners. During our most recent engagement season, we engaged directly with shareholders representing approximately 57% of our outstanding shares of common stock. William and CJ participated in several of these conversations.

With this year's Annual Shareholders Meeting being held virtually, it has been designed to provide shareholders with an opportunity to participate in a manner that is substantially similar to an in-person meeting. The content of the meeting will focus on the shareholder business items outlined in the accompanying meeting notice. For more information about our business, our 2021 Annual Report to Shareholders is available online at www.sempra.com/2022-annual-meeting and www.proxyvote.com.

Please review the accompanying materials and promptly vote your shares. As in past years, you can vote in advance of the meeting by telephone, via the Internet or by completing, signing, dating and returning the accompanying proxy or voting instruction card.


On behalf of your board of directors and management, we appreciate your vote and thank you for your continued investment in Sempra.

Sincerely,



Jeffrey W. Martin
Chairman and Chief Executive Officer

Sempra



TO TITAN STOCKHOLDERS

The Annual Meeting of Stockholders (the Annual Meeting) of Titan International, Inc., a Delaware corporation (Titan or the Company), will be conducted on Thursday, June 9, 2022, at 10:00 a.m. Central Daylight Time, via the Internet through a virtual web conference at www.virtualshareholdermeeting.com/TW12022, to consider and act upon the following matters:

1 Election of Richard M. Cashion Jr., Gary L. Cowger, Max A. Guinn, Mark H. Ratchesky, MD, Paul G. Reitz, Anthony L. Soave, Maurice M. Taylor Jr. and Laura K. Thompson as directors to serve for one-year terms and until their successors are elected and qualified.

2 Ratification of the selection of Grant Thornton LLP by the Board of Directors as the independent registered public accounting firm to audit the Company's financial statements for the year ending December 31, 2022.

3 Approval, in a non-binding advisory vote, of the 2021 compensation paid to the Company's named executive officers.

To transact such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Titan International, Inc.
1523 Kears Road, Suite 600
West Chicago, Illinois 60185

Titan's Board of Directors has fixed the close of business on April 12, 2022, as the "record date." Only those stockholders whose names appear as holders of record of Titan common stock at the Company's close of business on April 12, 2022, are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. A copy of Titan's Annual Report, including its Form 10-K, for the year ended December 31, 2021, is being made available concurrently with the accompanying Proxy Statement to all stockholders entitled to notice of and to vote at the Annual Meeting.

Whether or not you plan to participate in the meeting, every stockholder's vote is important. Stockholders can help the Company avoid unnecessary costs and delay by voting your shares as soon as possible. Stockholders of record may vote over the Internet or by telephone, following the instructions in the Notice of Internet Availability of Proxy Materials that you received in the mail and the Proxy Statement, or, if you requested to receive printed proxy materials by mail, by completing, signing, dating and promptly returning your proxy card in the return envelope, which requires no postage if mailed in the United States. If you vote by telephone or Internet, you do not need to mail back a proxy card. Please review the instructions on each of your voting options described in this Proxy Statement, as well as in the Notice of Internet Availability of Proxy Materials.

2022 Proxy Statement / Titan International, Inc.

Titan



DEAR SHAREHOLDERS

A LETTER FROM OUR CEO

Undoubtedly, 2021 was the most momentous year in our company's history. We began commercial operations and made history on January 17, 2021, when we successfully launched satellites into orbit for the first time ever from a liquid-fueled, air-launched rocket. Then in June 2021, we revisited our success with another commercial launch. Our diverse team of talented professionals worked diligently to achieve these mission successes while focusing on quality and sustainability, all during an unprecedented, global pandemic. As a company, we believe that the challenges we overcame in 2021 made our corporate mission of "Opening Space for Good" more relevant and important than ever. And, to cap off the year, we completed a business combination in December 2021 that saw our company's stock begin trading on the Nasdaq market.

Achieving 100% Mission Success. We have had the honor of achieving a 100% mission success rate across four operational launches for our customers. As I write this letter, flying overhead are thirty-three satellites that we precisely delivered to space for our customers. Our mission success has continued with two more launches in 2022, both of which achieved an orbital injection that cannot be reached by a ground-launched rocket from the West Coast of the United States.

Growing Our Business Backlog and Pipelines. Through the passion and dedication of our team, we have continued to experience a growing business pipeline and backlog. Our total binding and non-binding backlog rose from \$66 million to \$275 million by the end of 2021, an increase of well over 500%. This increased flow of business includes new opportunities across several major business verticals, including national security missions, civil space agency contracts, and purely commercial business and providing launch capabilities to allied countries around the globe. Our next launch is planned to be the first launch in history from the UK.


Space Business Solutions. As an addition to our commercial launch, civil spaceports, and national security product lines, 2021 enabled us to be the foundation of our space solutions business. Through well-placed, strategic investments we expect to position our company to match emerging needs with suitable services.

Enhancing Our Industry-Leading Team. In an industry replete with talented and dedicated professionals, Virgin Orbit has assembled the greatest team it's ever had the pleasure to work with—a high bar indeed! Our innovative expertise and unwavering commitment to the Virgin Orbit brand values have enabled us to assemble a world-class bench of talent from across aerospace and other sectors. In 2021, we added 157 new industry-leading members to our Virgin Orbit team, helping us scale up our efforts to introduce our technology to our global customer base. Among these valuable newcomers are proven leaders such as Tony Giorgio, our Chief Operating Officer, who joins us after having successfully optimized OrbWeb Satellites' manufacturing capability; Kirk Pysher, our Vice President of Safety and Mission Assurance, who as President of International Launch Services (ILS) oversaw an incredible run of successful Proton launches; Janice Starzynk, our Vice President of Government Relations, who previously led commercial strategy for United Launch Alliance and International Launch Services; and Brig. Gen. Mark Baird (USAF-Ret.), the President of our national security subsidiary, who previously served as Deputy Director of the National Reconnaissance Office and as Vice Commander of the U.S. Space and Missile Systems Center.

Advancing Diversity, Equity, and Inclusion. In 2021, we also made important progress in the vital effort to improve Diversity, Equity, and Inclusion across our workforce. Although there remains much important work to be done, we continue to prioritize this key initiative to ensure that tangible and measurable progress is made every year. We were pleased to enhance this progress throughout 2021 by earning a perfect score in the Human Rights Campaign's Corporate Equality Index and providing meaningful support to local charitable organizations that share our core values and humanitarian priorities.

Virgin Orbit

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/VFYA2021. 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 priorities in the areas of corporate governance and executive compensation. I strongly encourage you to read those 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 pivoted 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 reviewing 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 confirming investment and support of Voya Financial.

Very truly yours,



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

Voya Financial

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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.

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

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 1-800-690-6903 (be sure to 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).

Date
MONDAY
JUNE 14, 2021

Time
2:00 P.M.
PACIFIC TIME

Our Board of Directors Recommendation:

Proposal	Description	Board Recommendation	FOR
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

Asana

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/VOL2021

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.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 a.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 a.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/VOL2021 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

Bristow Group

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/ids2021

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.

HIRE HEROES USA

1

Coeur Mining

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 Recommendation	Page References
1 Approval of an amendment to the Fifth Amended and Restated By-Laws of the Company to designate the Board of Directors over a three-year period	FOR	Page 62 (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 7 (Nominee Biographies) Page 66 (Proposal No. 2)
3 Advisory Approval of Enstar's Executive Compensation	FOR	Page 22 (Compensation Discussion and Analysis) Page 54 (Summary Compensation Table) Page 66 (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 16 (Audit and Non-Audit Fees Table)

Enstar Group Limited / I.F. 2021 Proxy Statement [Table of Contents](#)

Enstar Group

Proxy Summary (continued)

HOME POINT CAPITAL INC.
2211 Old Earhart Road, Suite 250, Ann Arbor, Michigan 48105

Proxy Statement Summary Information

2022 Annual Meeting of Stockholders	
Date:	June 7, 2022
Time:	11:00 a.m. Eastern Daylight Time
Location:	Virtual annual meeting of stockholders conducted via live audio webcast at: www.virtualshareholdermeeting.com/HMPT2022 .
Record date:	April 8, 2022

The proxy statement and the 2021 Annual Report (as defined below), and the means to vote electronically prior to the Annual Meeting, are available at www.proxyvote.com. To view this material, you must have available the 16-digit control number located on the Notice of Internet Availability of Proxy Materials mailed beginning on or about April 14, 2022, on the proxy card or, if shares are held in the name of a broker, bank, or other nominee, on the voting instruction form.

More information about the Annual Meeting is described under the heading "General Information About the Annual Meeting."

Voting Matters and Recommendations

Item	Board of Directors Recommendation
Election of Directors (see "Item 1")	FOR Each Director
Advisory Approval of our 2021 Executive Compensation (see "Item 2")	FOR
Advisory Approval of Frequency of Stockholder Vote on our Executive Compensation (see "Item 3")	For every ONE YEAR
Ratification of BDO USA, LLP as Independent Registered Public Accounting Firm for 2022 (see "Item 4")	FOR

The following summary provides general information about Home Point Capital Inc. (together with its subsidiaries, "we," "our," "us," or the "Company" unless the context otherwise requires), and highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider when deciding how to vote your shares. For further and more detailed information on the matters referenced below, prior to casting your vote, please carefully review the entire proxy statement and our 2021 Annual Report on Form 10-K (the "2021 Annual Report"). The 2021 Annual Report accompanies this proxy statement and was previously filed with the Securities and Exchange Commission (the "SEC") on March 17, 2022. In this proxy statement, we reference various information and materials available on our corporate website. We have included our website address in this proxy statement as an inactive textual reference only. Information on our website is not incorporated by reference in this proxy statement.

Home Point Capital Inc. |

Home Point Capital

PROXY STATEMENT SUMMARY

Proposals

This section summarizes and highlights certain information contained in this proxy statement but does not contain all the information that you should consider when casting your vote. Please review the entire proxy statement as well as our annual report to stockholders for the fiscal year ended December 31, 2021 (the "2021 Annual Report") carefully before voting.

Proposal 1	Board Recommendation and Page Number
Election of three Class II Directors for a three-year term ending at the 2025 Annual Meeting of Stockholders	The Board recommends a vote "FOR" Adam Bain, Pucio Keffler and John Rice. See "Proposal One - Election of Directors" beginning on page 9 of this proxy statement.

Directors

Name	Primary Occupation	Age*	Committee Membership			
			Independent	A	C	G
Eric Wu (Chairperson)	Chair & CEO, Opendoor Technologies	39				
Adam Bain **	Co-Managing Partner, O1 Advisors	48	+	+	+	
Cipora Herman	CFO, LA26, The Los Angeles Organizing Committee for the Olympic & Paralympic Games 2028	48	+			CHAIR
Jonathan Jaffe	Co-CEO, Co-President & Director, Lenmar Corporation	62	+			
Pucio Keffler **	Managing Director, Access Technology Ventures	40	+	+		
Jason Klar	CEO, Warner Media, LLC	50	+			CHAIR
John Rice **	CEO, Management Leadership for Tomorrow	55	+			
Gleiss Solomon	Managing Partner, GGV Capital	53	+			CHAIR

* Ages as of April 8, 2022
** Class II director nominee

CHAIR = Committee Chair
+ = Financial Expert
A = Audit Committee
C = Compensation Committee
G = Nominating and Corporate Governance Committee

Director Highlights

One of the primary functions of our Board is to provide oversight and strategic guidance to senior management, including overseeing management's performance relative to our goals and objectives and ensuring that the long-term interests of our stockholders are being served. It is therefore essential that the Board be composed of directors who are qualified to effectively support our growth and commercial strategy. We believe that our directors bring a well-rounded variety of experiences, industry backgrounds and diversity to the Board and represent an effective mix of skills and perspectives to meet the challenges of our commercial and strategic goals.

Balanced Mix of Skills, Qualifications and Experience

INDUSTRY BACKGROUND ⁽¹⁾	7
PUBLIC COMPANY GOVERNANCE AND RISK MANAGEMENT ⁽¹⁾	7
CURRENT OR FORMER PUBLIC COMPANY EXECUTIVE ⁽¹⁾	3
DIVERSITY ⁽¹⁾	3

(1) Experience as a senior executive in the real estate or technology industry

Opendoor Technologies Inc. // 2022 Proxy Statement | 1

Opendoor Technologies

PROXY REPORT - 2022 | 7

PROXY STATEMENT SUMMARY

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

About the 2022 Annual Meeting of Shareholders

DATE AND TIME Tuesday, June 7, 2022 10:00 a.m., Eastern Time	LOCATION Live webcast accessible at: www.virtualshareholdermeeting.com/PENN2022	RECORD DATE April 8, 2022
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How to Vote

VIA THE INTERNET Go to www.proxyvote.com and enter 3327	BY TELEPHONE Use the toll-free number shown on your Proxy Card or Voting Instruction Form and follow the recorded instructions	BY MAIL Mark, sign, date and return the enclosed Proxy Card and related instructions in the postage-paid envelope	DURING THE MEETING Vote through the virtual portal at www.virtualshareholdermeeting.com/PENN2022 during the Annual Meeting
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Annual Meeting Proposals

Proposal	Board Vote Recommendation	Page Reference
Proposal 1: Election of Class II Directors	FOR each Nominee	19
Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm	FOR	24
Proposal 3: Non-Binding Advisory Vote to Approve the Compensation of Named Executive Officers	FOR	74
Proposal 4: Approve the 2022 Long Term Incentive Compensation Plan	FOR	75

General

The board of directors (the "Board of Directors" or "Board") of Penn National Gaming Inc. ("Penn National," "Penn," "the Company," "we," "us" and "our") is soliciting proxies to be voted at the 2022 Annual Meeting of Shareholders (the "Annual Meeting"). This proxy statement (the "Proxy Statement") provides the information shareholders need to know to vote by proxy or in person (in person) at the Annual Meeting. Shareholders do not need to attend the Annual Meeting to vote. If, at the close of business on April 8, 2022, you were a shareholder of record or held shares through a broker, bank or other nominee, you may vote your shares by proxy via the Internet, by telephone or by mail. For shares held through a broker, bank or other nominee, you may vote by submitting voting instructions to your broker, bank or other nominee. Please refer to information from your broker, bank or other nominee on how to submit voting instructions.

The Annual Meeting will be a "virtual meeting" of shareholders, which will be conducted exclusively online via audio webcast. You will be able to attend the virtual meeting online by visiting www.virtualshareholdermeeting.com/PENN2022. You also will be able to vote your shares electronically at the virtual meeting. Penn National believes that hosting a virtual meeting will enable greater shareholder attendance and

Penn National Gaming

PROXY STATEMENT SUMMARY

The following section is only a summary of key elements of this Proxy Statement, and is intended to assist you in reviewing this Proxy Statement in advance of the Annual Meeting. This summary does not contain all of the information you should consider, and you are encouraged to read this entire Proxy Statement before submitting your votes.

DATE & TIME
Wednesday, May 25, 2022, at 8:00 a.m., C.S.T.

PLACE
Via live webcast at www.virtualshareholdermeeting.com/PXD2022. Instructions on how to attend and participate via the Internet, including how to demonstrate proof of stock ownership, are posted at www.virtualshareholdermeeting.com/PXD2022.

RECORD DATE
March 31, 2022

HOW TO VOTE

Internet
At www.proxyvote.com until May 24, 2022

By Telephone
1-800-490-6903 until May 24, 2022

By Mail
Complete, sign and return your proxy card before May 25, 2022

During the Meeting
Go to www.virtualshareholdermeeting.com/PXD2022

Voting Matters and Board Recommendations

PROPOSAL	DESCRIPTION	BOARD RECOMMENDATION	PAGE
1	Election of the Company's 12 director nominees named in this Proxy Statement	FOR each of the director nominees	16
2	Ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2022	FOR	94
3	Approval, on an advisory basis, of the Company's named executive officer compensation	FOR	96

2021 Business Highlights

DELIVERED STRONG CASH FLOW \$6.1B Delivered strong cash flow from operating activities for the full year 2021.	RETURN OF CAPITAL TO SHAREHOLDERS \$1.9B Returned capital to shareholders through base-plus-variable dividend program and opportunistic share repurchases.
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4 | PIONEER NATURAL RESOURCES | 2022 PROXY STATEMENT

Pioneer Natural Resources

Proxy Summary (continued)

Proxy Summary

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the "Board of Directors") of PROG Holdings, Inc. ("PROG Holdings") of proxies for use at its 2022 Annual Meeting of Shareholders, including any adjournment or postponement thereof (the "Annual Meeting"). This summary highlights certain important information relating to the Annual Meeting contained elsewhere in this Proxy Statement, but does not contain all of the information you should consider prior to casting your vote. As a result, you should read this entire Proxy Statement carefully before voting. We anticipate that this Proxy Statement, the enclosed proxy card and our Annual Report for our 2021 fiscal year will be mailed to our shareholders beginning on or about April 25, 2022.

Annual Meeting Logistics

Date	Time	Place	Record Date
May 24, 2022	9:00 a.m., local time	The Little America Hotel 500 South Main Street Salt Lake City, Utah 84101	April 11, 2022

Voting
Shareholders as of the record date are entitled to vote at the Annual Meeting. 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.

Admission
Attendance at the Annual Meeting will be limited to shareholders as of the record date or their authorized representatives.

Matters to Be Considered and Voting Recommendations

Proposal	Board Recommendation
1 Elect nine directors to serve for a term expiring at the 2023 Annual Meeting of Shareholders	"FOR" each director nominee
2 Vote on a non-binding advisory resolution approving PROG Holdings' executive compensation	"FOR"
3 Ratify the appointment of Ernst & Young LLP as PROG Holdings' independent registered public accounting firm for 2022	"FOR"
4 Amend the PROG Holdings, Inc. Amended and Restated 2015 Equity and Incentive Plan	"FOR"
5 Amend the PROG Holdings, Inc. Employee Stock Purchase Plan	"FOR"

See "Matters To Be Voted On" beginning on page 8 for more information.

PROG Holdings, Inc. 2022 Proxy Statement 1

PROG Holdings

Proxy Summary

Date: Thursday, June 23, 2022

Time: 9:00 a.m. U.S. Eastern Daylight Time

Place: 110 East 57th Street, New York, New York 10022

Record Date: Please refer to paragraph "Procedural Matters" in the section "General Information" of the Proxy Statement.

Who We Are
We are the largest buyer of biopharmaceutical royalties and a leading funder of innovation across the biopharmaceutical industry. Since our founding in 1996, we have been pioneers in the royalty market, collaborating with innovators from academic institutions, research hospitals and non-profits through small and mid-cap biotechnology companies to leading global pharmaceutical companies. We have assembled a portfolio of royalties which entitles us to payments based directly on the top-line sales of many of the industry's leading therapies, including AbbVie and Johnson & Johnson's Imbruvica, Atalenu and Pfizer's Xarelto, Biogen's Tevinter, Johnson & Johnson's Tremfya, Gilead's Trovatiq, Merck's Januvia, Novartis' Promacta, Vertex's Kalydeco, Charamis, Symdelis and Trilicam, and ten development stage product candidates. We fund innovation in the biopharmaceutical industry both directly and indirectly—directly when we partner with companies to co-fund late-stage clinical trials and new product launches in exchange for future royalties, and indirectly when we acquire existing royalties from the original innovators. We believe that our significant scale, flexible business model and extensive expertise uniquely position us to take advantage of the increasing innovation in the biopharmaceutical industry. We seek to create favorable outcomes for all parties and play an important role in providing capital to the biopharmaceutical ecosystem that supports innovation and positively impacts human health.

Our Structure
We were incorporated under the laws of England and Wales on February 6, 2020. We completed an initial public offering ("IPO") of our Class A ordinary shares and began trading on the Nasdaq Global Select Market ("Nasdaq") on June 16, 2020 under the symbol "RPIX." Our IPO was conducted through what is commonly referred to as an "Up-C" structure, which is often used by partnerships and limited liability companies when they decide to undertake an IPO.

In connection with our IPO, we consummated an exchange offer on February 11, 2020. Through the exchange offer, investors representing 82% of the economic interest in the various partnerships (the "Legacy Investors Partnership") that owned Royalty Pharma Investments, an Irish Unit Trust ("Old RPI"), exchanged their limited partnership interests in the Legacy Investors Partnership for limited partnership interests in RPI US Partners 2015, LP, a Delaware limited partnership (the "Continuing US Investors Partnership"), and RPI International Holdings 2015, LP, a Cayman Islands exempted limited partnership (the "Continuing International Investors Partnership"), and together with the Continuing US Investors Partnership, the "Continuing Investors Partnership"). The exchange offer transaction, together with (i) the consummation of our indebtedness under senior secured credit facilities and (ii) the issuance of additional interests in Continuing Investors Partnerships to satisfy performance payments payable in respect of assets acquired prior to the date of the IPO are referred to as the "Exchange Offer Transactions."

We operate and control the business affairs of Royalty Pharma Holdings Ltd. ("RP Holdings") through our controlling ownership of the Class A ordinary shares of RP Holdings. Following June 30, 2020, Old RPI ceased making new investments and we have made and plan to make new investments solely through our subsidiaries. RP Holdings is the sole owner of Royalty Pharma Investments 2019 ICAV ("RPI"), which is an Irish collective asset management entity that was formed to facilitate the Exchange Offer Transactions and is the successor of Old RPI. In connection with the IPO, we, RP Holdings and RPI entered into management agreements with the Manager (collectively, the "Management Agreement").

Royalty Pharma 2022 Proxy Statement | 1

Royalty Pharma

PROXY SUMMARY

VOTING MATTERS AND BOARD RECOMMENDATIONS

- 1 To elect three Class I Directors for a three-year term to expire at the 2025 Annual Meeting of Stockholders. **FOR** each director nominee
- 2 To vote on an advisory resolution to approve executive compensation. **FOR**
- 3 To hold an advisory vote on the frequency of holding an advisory vote on executive compensation, and **FOR** "ONE YEAR"
- 4 To ratify the Audit Committee's appointment of Ernst & Young LLP for our 2022 fiscal year. **FOR**

BOARD OF DIRECTOR NOMINEES

NAME	AGE	DIRECTOR SINCE	AUDIT COMMITTEE	COMPENSATION COMMITTEE
Kelly D. Balke	44	2010		
Chris M. Scherzinger	52	2018		
Susan T. Congalton	75	2016	•	
Melinda R. Rich	64	2021		•
Magesaran Sorjanjan	52	2021	•	
James C. Stephan	72	2010	•	
Elliot Hill	58	2020		•
Martin McCourt	65	2019		•

• Chairperson • Member

DIVERSITY OF BOARD

TENURE

GENDER

ETHNICITY

AGE
60 years average age

2021 ACTIVITY
Held 4 Board meetings and 14 Committee meetings
* At least 75% attendance at all Board and Committee meetings

1 2022 Proxy Statement Weber Inc.

Weber

Proxy Summary

This Proxy Statement and form of proxy are furnished in connection with the solicitation of proxies by our board of directors for use at our 2021 Annual Meeting of Stockholders (the "Annual Meeting"), and any postponements, adjournments or continuations thereof. The Annual Meeting will be held on January 5, 2022 at 1:00 p.m. Pacific Time, via live audio webcast at www.virtualshareholdermeeting.com/ZS2021. The Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access this Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended July 31, 2021 is first being mailed on or about November 24, 2021 to all stockholders entitled to vote at the Annual Meeting. If you receive a Notice by mail, you will not receive a printed copy of the proxy materials in the mail unless you specifically request these materials.

Ways to Vote

- Via the Internet: See page 6 for more details
- By Telephone: See page 7 for more details
- By Mail: See page 7 for more details
- At the Annual Meeting: See page 7 for more details

Voting Matters

- 1 To elect three Class A directors from the nominees described in this Proxy Statement to hold office until the 2024 annual meeting of stockholders or until their successors are elected and qualified, subject to their earlier death, resignation or removal.
- 2 To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending July 31, 2022.
- 3 To approve on a non-binding advisory basis, the compensation of our Named Executive Officers.
- 4 To ratify other business that may properly come before the Annual Meeting.

Voting Recommendations

Proposal 1 The board of directors recommends a vote **"FOR"** the election of each of the three director nominees nominated by our board of directors and named in this Proxy Statement as Class I director to serve for a three-year term.

Proposal 2 The board of directors recommends a vote **"FOR"** the ratification of the appointment of PwC as our independent registered public accounting firm for our fiscal year ending July 31, 2022.

Proposal 3 The board of directors recommends a vote **"FOR"** the approval on a non-binding advisory basis of the compensation of our Named Executive Officers, as disclosed in this Proxy Statement.

1 2021 Proxy Statement Zscaler

Zscaler

Questions and Answers

Provide a high-level review of frequently asked questions and answers pertaining to proxy and annual meeting matters in a well-organized and easy to read format.

Academy Sports and Outdoors, Inc. 5

Q: HOW DOES THE BOARD RECOMMEND THAT I VOTE?

The Board recommends that you vote your shares:

"FOR" each of the two director nominees set forth in this Proxy Statement.

"FOR" the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2022.

"FOR" the approval, on a non-binding, advisory basis, of the fiscal 2022 compensation paid to our named executive officers.

Q: WHO WILL COUNT THE VOTE?

Representatives of Broadridge Financial Solutions, our transfer agent, will tabulate the votes and act as inspectors of election.

Q: HOW DO I VOTE MY SHARES WITHOUT ATTENDING THE ANNUAL MEETING?

If you are a stockholder of record, you may vote by authorizing a proxy to vote on your behalf at the Annual Meeting. Specifically, you may authorize a proxy:

By Internet
If you have Internet access, you may submit your proxy by going to www.proxyvote.com and by following the instructions on how to complete an electronic proxy card. You will need the 16-digit control number included on your proxy card in order to vote by Internet. If you vote via the Internet, you do not need to mail a proxy card.

By Telephone
You can vote your shares from a touch-tone telephone by calling the number provided on the voting website (www.proxyvote.com) and on the proxy card. The telephone voting procedures are designed to authenticate your identity and to allow you to vote your shares and confirm that your voting instructions have been properly recorded. You will need the 16-digit control number included on your proxy card in order to vote by telephone. If you vote via telephone, you do not need to mail a proxy card.

By Mail
You may vote by mail by marking your selections on the proxy card, signing and dating the enclosed proxy card where indicated and by mailing or otherwise returning the card in the postage-paid envelope provided to you. You should sign your name exactly as it appears on the proxy card. If you are signing in a representative capacity (for example, as guardian, executor, trustee, custodian, attorney or officer of a corporation), indicate your name and title or capacity.

Internet and telephone voting will close at 10:59 p.m., Central Time, on June 1, 2022, for the voting of shares held by stockholders of record as of the Record Date. Proxy cards with respect to shares held of record must be received no later than June 1, 2022. If you hold your shares in street name, you may submit voting instructions to your broker, bank or other nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. Please refer to information from your broker, bank or other nominee on how to submit voting instructions.

Academy
SPORTS AND OUTDOORS, INC.

Academy Sports + Outdoors

GENERAL INFORMATION

Q What is the Notice of Internet Availability of Proxy Materials that I received instead of complete proxy materials?

A SEC rules allow companies to furnish proxy materials, including this proxy statement and our Annual Report, by providing access to these documents on the Internet instead of mailing printed copies of our proxy materials to stockholders. Most stockholders have received a Notice of Internet Availability of Proxy Materials (the "Notice"), which provides instructions for accessing the proxy materials on a website or for requesting electronic or printed copies of the proxy materials.

If you want a paper copy of the proxy materials for the Annual Meeting and for all future meetings, please follow the instructions in the Notice for requesting such materials. The electronic delivery option lowers costs and reduces the environmental impact of printing and distributing the materials.

Q How can I access the proxy materials over the Internet?

A You may view and also download our proxy materials, including our Annual Report, at www.proxyvote.com. Please see the instructions below regarding how to submit your vote.

Q Who can vote at the Annual Meeting?

A Only stockholders of record as of the Record Date will be entitled to vote at the Annual Meeting. On the Record Date, there were approximately 72,980,555 shares of common stock outstanding and entitled to vote. Stockholders are not permitted to cumulate their votes in the election of directors.

Stockholder of Record: Shares Registered in Your Name
If, on the Record Date, your shares were registered directly in your name with our transfer agent, Computershare, then you are a stockholder of record. As a stockholder of record, you may attend the Annual Meeting and vote electronically during the Annual Meeting or vote by proxy, or follow the instructions under "How do I vote?" to vote prior to the Annual Meeting. Whether or not you plan to attend the meeting, we urge you to vote by proxy or in advance of the meeting to ensure your vote is counted if you decide not to or are unable to attend the virtual Annual Meeting.

2022 Proxy Statement Acushnet Holdings Corp. 6

Acushnet Holdings Corp.

GENERAL INFORMATION

Can I change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name
Yes, you can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the Internet.
- You may send a timely written notice that you are revoking your proxy to our Corporate Secretary at 188 East Baine Street, Suite 450, Seattle, Washington 98102.
- You may attend the Annual Meeting and vote online. Simply attending the meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank
If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

When are stockholder proposals and director nominations due for next year's annual meeting?

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by December 1, 2022, to our Corporate Secretary at 188 East Baine Street, Suite 450, Seattle, Washington 98102, and must comply with all applicable requirements of Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); provided, however, that if our 2023 Annual Meeting of Stockholders is held before April 12, 2023 or after June 11, 2023, then the deadline is a reasonable amount of time prior to the date we begin to print and mail our proxy statement for the 2023 Annual Meeting of Stockholders. If you wish to submit a proposal (including a director nomination) at the 2023 Annual Meeting of Stockholders that is not to be included in next year's proxy materials, the proposal must be received by our Corporate Secretary not later than the close of business on February 11, 2023 nor earlier than the close of business on January 12, 2023; provided, however, that if our 2022 Annual Meeting of Stockholders is held before April 12, 2022 or after June 11, 2022, then the proposal must be received no earlier than the close of business on the 120th day prior to such meeting and not later than the close of business on the later of the 30th day prior to such meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. You are also advised to review our bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

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Neoleukin Therapeutics

QUESTIONS AND ANSWERS

Q: How do I attend the Annual Meeting?

A: This year's Annual Meeting will be a virtual meeting, which will be conducted entirely online via audio webcast to allow greater participation. You may attend, vote and ask questions at the Annual Meeting by following the instructions provided on the Notice to log in to www.virtualshareholdermeeting.com/U2022. If you are a stockholder of record, you will be asked to provide the control number from your Notice. If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, follow the instructions from your broker or bank.

The audio webcast of the Annual Meeting will begin promptly at 10:00 a.m. Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 9:45 a.m. Pacific Time, and you should allow reasonable time for the check-in procedures.

Q: Will a list of record stockholders as of the record date be available?

A: A list of our record stockholders as of the close of business on the record date will be made available to stockholders during the meeting at www.virtualshareholdermeeting.com/U2022. In addition, for the ten days prior to the Annual Meeting, the list will be available for examination by any shareholder of record for a legally valid purpose. If you would like to view the list, please email ir@unity3d.com.

Q: Where can I get technical assistance?

A: If you have difficulty accessing the meeting, please call the phone number listed at www.virtualshareholdermeeting.com/U2022.

Q: For the Annual Meeting, how do I ask questions of management and the Board?

A: We plan to have a Q&A session at the annual meeting. Questions may be submitted during the annual meeting through www.virtualshareholdermeeting.com/U2022. During the live Q&A session of the Annual Meeting, we may answer questions as they come in to the extent relevant to the business of the Annual Meeting and as time permits.

Q: If I miss the Annual Meeting, will there be a copy posted online?


A: Yes, a replay of the Annual Meeting webcast will be available at our Investor Relations website at investors.unity.com and remain for at least one year.

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Unity Software

Proposals

Proposals and voting recommendations are key to proxy content. Provide an overview of each proposal as well as a clear summary and the Board's voting recommendation.



PROPOSAL I

Election of Directors | Board Overview

The Company's Board of Directors currently consists of twelve directors, which will be reduced to eleven directors following the Annual Meeting. At the recommendation of the Compensation, Nominating and Corporate Governance Committee (CNG Committee), the Board has nominated for re-election the following directors: Mr. Curran, Ms. Curran, Ms. Eussy, Ms. Hill, Mr. Kaltschauer, Mr. Lashley, Ms. Schlegel, Mr. Schnei, Mr. Smeewig, Mr. Thau, and Mr. Wolff, each for a one-year term that will expire at the 2023 annual meeting of stockholders. Mr. Wycoff is not standing for re-election at the Annual Meeting. See Nominees for Director at the Annual Meeting section in this proxy statement.

Current Board of Directors

Details about the current Board of Directors, including committee memberships, are reflected in the following table.

Name	Age ⁽¹⁾	Director since	Principal Occupation	Committee Memberships				
				A	CNG	ALC	ER	M
Barker, James A. "Conan"	56	2019	Co-President, Velocity Vehicle Group	M				M
Curran, Mary A.	65	2017	Former Executive Vice President and Corporate Banking Chief Risk Officer, MUFG Union Bank	M				C
Eussy, Shannon F.	52	2021	Chief Executive Officer, Beacon Pointe Advisors		M			M
Hill, Bonnie G.	80	2017	President, B Hill Enterprises, LLC					M
Kaltschauer, David P.	71	2021	Corporate Director, Former Chairman of Pacific Mercantile Bancorp	M				M
Lashley, Richard J.	63	2017	Principal and Managing Member, PL Capital Advisors, LLC		C			M
Schlegel, Vanik E.	38	2021	Managing Partner and Founder, Abster Capital LLC	M				M
Schnei, Jonah F.	49	2013	Executive Vice President, Special Projects, Cariga		M			M
Smeewig, Robert D.	75	2013	Former President and Chief Executive Officer, West Coast Bancorp	M	M			
Thau, Andrew	56	2019	Chief Operating Officer and General Counsel, United Talent Agency		M			M
Wolff, Jared M.	52	2019	President and Chief Executive Officer, Banc of California, Inc. and Banc of California, N.A.				C	M
Wycoff, W. Kirk	63	2017	Managing Partner, Patriot Financial Partners		M			M

(1) As of March 31, 2022.
A - Audit Committee
ALC - Asset Liability Committee (ALCO)
CNG - Compensation, Nominating and Corporate Governance Committee
ER - Enterprise Risk Committee (Risk)
C - Chair
M - Member

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Banc of California

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PROPOSAL NO. 1 Election of Directors

BOARD COMPOSITION

Our Board of Directors consists of nine members. Our Memorandum provides that our Board of Directors must be composed of between one and twelve members. The number of directors is determined from time to time by a resolution of the directors. In May 2021, Mr. M. William Benedetto expressed his intention to retire from the Board at the conclusion of his current term and, accordingly, his term will end at the conclusion of the Annual Meeting. The Board determined that, effective at the conclusion of the Annual Meeting, the size of the Board will be decreased from nine to eight directors.



Board Size

Our Board of Directors currently consists of eight members. The authorized number of directors may be changed only by our Board of Directors.

John D. Ma, our Chief Executive Officer, serves as the Chairman of our Board of Directors. He has primary responsibility for providing leadership and guidance to our Board and for managing the affairs of our Board.

Our Board of Directors is divided into three classes. Pursuant to our Memorandum, our directors are appointed at the annual meeting of shareholders for a period of three years, with each director serving until the third annual meeting of shareholders following his or her election. Upon the expiration of the term of a class of directors, directors in that class will be elected for three-year terms at the annual meeting of shareholders in the year of such expiration. Any additional directorships resulting from an increase in the number of directors or a vacancy will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors.

Mr. Benedetto has expressed his intention to not stand for re-election to the Board at the Annual Meeting. Mr. Benedetto's retirement comes after 9 and 1/2 years of distinguished service as a director, having previously served as the Chair of our Audit Committee and as our Lead Director for the last five years. We wish to express our sincere gratitude to Mr. Benedetto for his many years of outstanding service to the Company.

Marilyn Croucher, Stephen F. Reisman and Jean Tomlin are Class I directors and their term will expire on the date of the upcoming Annual Meeting. Accordingly, we are nominating Ms. Croucher, Mr. Reisman and Ms. Tomlin for re-election at the Annual Meeting. If elected, each of them will serve as a Class I Director until our annual meeting of shareholders in 2024 and until the election and qualification of their respective successors in office.

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Capri Holdings

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Proposal: Election of Directors

The Board has nominated the following two director candidates, both of whom currently serve as our Class I directors, to hold office until our 2024 annual meeting of stockholders: Robert Shaggs, Jr. and David Slater.

The Company representatives named in the proxy intend to vote for the election of each of the director nominees above, unless you indicate on your proxy that your vote should be withheld from any or all of the nominees.

For details regarding the qualifications and the specific experiences, qualifications and skills of each of our director nominees, see "Our Board of Directors."

VOTE REQUIRED

Approval of Proposal No. 1 requires the plurality of the votes cast with respect to a director nominee. This means that the director nominees receiving the highest number of affirmative "for" votes will be elected. Abstentions and broker non-votes will have no effect on the election of directors.

THE BOARD RECOMMENDS YOU VOTE FOR EACH OF THE NOMINATED DIRECTORS.

DT Midstream 19 2022 Proxy Statement

DT Midstream

Proposal No. 1 Election of Directors

The Board of Directors currently consists of eight members and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of Directors, and each class has a three-year term. At each annual meeting of stockholders, the successors to Directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. The members of the classes are divided as follows:

CLASS I DIRECTORS	CLASS II DIRECTORS	CLASS III DIRECTORS
Zachary Bogus, Zavian Dar, and Robert Hershberg, and their terms will expire at the Annual Meeting.	Terry Ann Burrell and Christopher Gibson, and their terms will expire at the annual meeting of stockholders to be held in 2023, and	Blake Borgeson, R. Martin Chavez, and Dean Li, and their terms will expire at the annual meeting of stockholders to be held in 2024.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Vacancies on the Board of Directors may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board of Directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. The Board of Directors is divided into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control of the Company.

Each of Zachary Bogus, Zavian Dar, and Robert Hershberg is currently a member of the Board of Directors and, at the recommendation of our nominating and governance committee, has been nominated for re-election to serve as a Class I director. Each of these nominees has agreed to stand for re-election at the Annual Meeting. Our management has no reason to believe that any nominee will be unable to serve. If elected at the Annual Meeting, each of these nominees would serve until the annual meeting of stockholders to be held in 2025 and until his or her successor has been duly elected and qualified, or until the director's earlier death, resignation, or removal.

Directors are elected by a plurality of the votes of the holders of shares present by virtual attendance or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of "FOR" votes will be elected. Shares represented by executed proxies will be voted if authority to do so is not withheld for the election of the three nominees named above. 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 of Directors.

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Recursion Pharmaceuticals

Proposals (continued)

PROPOSAL 1

Election of Directors

The Board is divided into three classes, each class consisting of approximately one-third of the Company's directors. The following directors' terms will expire at the 2022 Annual Meeting: Carl Esposito, Terri Pizzuto and James Sharnam. Each of these directors has consented to stand for re-election to serve until the 2025 Annual Meeting of Shareholders. If any of them should become unavailable to stand for re-election at the 2022 Annual Meeting, the Board may designate a substitute nominee. In that case, the proxy holders named as proxies in the accompanying proxy card will vote for the Board's substitute nominee.

Additional information regarding the directors and director nominees of the Company is set forth below.

Director Background, Experience and Qualifications

The following includes a brief overview of the experience, qualifications, attributes, and skills that led to the conclusion that the directors and nominees should serve on the Board at this time. The Governance and Sustainability Committee considers the experience, mix of skills and other qualities of the existing Board to ensure appropriate Board composition. The Governance and Sustainability Committee believes that directors must have demonstrated excellence in their chosen field, high ethical standards and integrity, and sound business judgment. In addition, it seeks to ensure the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the Company's business.

As more fully reflected in the charts below, the Board believes that the directors and nominees have an appropriate balance of knowledge, experience, attributes, skills and expertise as a whole to ensure the Board appropriately fulfills its oversight responsibilities and acts in the best interests of shareholders. The Board believes that each director satisfies its criteria for demonstrating excellence in his or her chosen field, high ethical standards and integrity, and sound business judgment. Further, each director or nominee brings a strong background and set of skills to the Board, giving the Board competence and experience in a wide variety of areas.

Vote Required

Under Michigan law and our bylaws, directors are elected by a plurality. This means the nominees who receive the most votes will be elected to the open director positions. However, we have adopted a majority vote standard in our Corporate Governance Principles that will require any nominee for director who receives a greater number of votes "withheld" for their election than votes "for" such election to promptly tender his or her offer of resignation to the Chair of the Board for consideration by the Governance and Sustainability Committee. See "Majority Vote Standard" above for more detail.

VOTE

The Board unanimously recommends a vote **FOR** the election of the director nominees named in Proposal 1 to three-year terms expiring at the 2025 Annual Meeting.

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Shyft Group

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PROPOSAL ONE
Election of Directors

Our board of directors currently consists of ten members and is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. At each annual meeting of stockholders, the successors to directors whose terms then expire will be elected to serve from the time of election until the third annual meeting following the election and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal.

Our directors are divided into the three classes as follows:

- the Class I directors are Benoit Dageville, Mark S. Garrett, and Jaythree V. Ulal, whose terms will expire at the annual meeting of stockholders to be held in 2024;
- the Class II directors are Kelly A. Kramer, Frank Slooman, and Michael L. Speiser, whose terms will expire at the upcoming Annual Meeting; and
- the Class III directors are Teresa Briggs, Jeremy Burton, Carl M. Eschenbach, and John D. McMahon, whose terms will expire at the annual meeting of stockholders to be held in 2023.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. Vacancies on the board of directors may be filled only by persons elected by a majority of the remaining directors. A director elected by the board of directors to fill a vacancy in a class, including vacancies created by an increase in the number of directors, shall serve for the remainder of the full term of that class and until the director's successor is duly elected and qualified. The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control of Snowflake.

Each of Ms. Kramer, Mr. Slooman, and Mr. Speiser is currently a member of our board of directors, and, at the recommendation of our nominating and governance committee, has been nominated for reelection to serve as a Class I director. Each of these nominees has agreed to stand for reelection at the Annual Meeting. Our management has no reason to believe that any nominee will be unable to serve. If elected at the Annual Meeting, each of these nominees would serve until the annual meeting of stockholders to be held in 2025 and until his or her successor has been duly elected and qualified, or until the director's earlier death, resignation, or removal.

Directors are elected by a plurality of the votes of the holders of shares present by virtual attendance or represented by proxy and entitled to vote on the election of directors. Accordingly, the three nominees receiving the highest number of "FOR" votes will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named above. 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 our board of directors.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH CLASS II DIRECTOR NOMINEE

70%
7 of our 10 Directors are Independent

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Snowflake

Proposal 1:
Election of Directors

The members of our board of directors who exited in 2020 are Howard E. Greene, Jr., Edward L. Cahill, and Richard P. Valencia. Mr. Greene and Mr. Cahill retired from our board, having served since 2008 and 2009, respectively. Mr. Valencia commenced employment for a privately held company developing diabetes-related products in May 2020. While his new employer was not developing insulin delivery technology, due to the potential for his new role to create actual or perceived conflicts of interest between Mr. Valencia and our Company and/or our third party collaborators, we requested that he resign as a director. The members of our board who departed in 2020 did not resign as a result of any disagreement with the Company on any matter relating to our operations, policies or practices.

We currently have nine members of our board of directors and no vacancies. Under our amended and restated charter and Bylaws, our board of directors is currently divided into three classes, as follows:

- Class I**, which currently consists of Mr. Kim D. Bickenshoff, Dr. Kathleen McGroddy-Goetz, and Mr. Christopher J. Twomey, whose terms will expire at our 2023 annual meeting of stockholders;
- Class II**, which currently consists of Mr. Dick P. Allen, Ms. Rebecca B. Robertson, and Mr. Rajwant S. Sodhi, whose terms will expire at the Annual Meeting; and
- Class III**, which currently consists of Ms. Peyton R. Howell, Mr. Douglas A. Roeder, and Mr. John F. Sheridan, whose terms will expire at our 2022 annual meeting of stockholders.

Each director in each class is elected for a term of three years and serves until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. Directors may only be removed for cause by the affirmative vote of a majority of the outstanding shares entitled to vote upon an election of directors, voting together as a single class.

Because only approximately one-third of our directors will be elected at each annual meeting of stockholders, two consecutive annual meetings of stockholders could be required for our stockholders to change a majority of our board of directors. Any additional directorships resulting from an increase in the number of directors or a vacancy may be filled by the directors then in office.

We expect to continue to assess the most appropriate board structure for the Company on a regular basis and may make changes to the structure based upon the evolving needs of our business, governance best practices, changes in applicable laws and stock exchange listing standards, stockholder feedback, and other factors deemed relevant by our board of directors.

Election of Directors

At the Annual Meeting, our stockholders are being asked to vote for the three Class II director nominees listed below to serve on our board of directors until our annual meeting of stockholders to be held in 2024 and until each of their successors has been elected and qualified, or until such director's earlier death, resignation or removal. Each of the nominees is a current member of our board of directors whose term expires at the Annual Meeting. Each of these nominees has consented to serve, if elected.

Majority Voting Standard

Historically, our Bylaws included a plurality voting standard for uncontested director elections. In response to stockholder feedback, in February 2021 our board of directors amended our Bylaws to implement a majority voting standard for the election of directors in uncontested elections, which reflects our evolving governance practices as the Company continues to mature. Pursuant to the majority voting standard, in uncontested elections, directors will be elected by the affirmative vote of a majority of the votes cast by the shares of Common Stock present in person or represented by proxy and entitled to vote on the proposal at the Annual Meeting. In contested elections, which are elections where the number of director nominees exceeds the number of directors to be elected at a meeting of the stockholders, directors will be elected by a plurality of the votes cast at the meeting.

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Tandem Diabetes Care

Do's and Don'ts

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

These temporary cost savings measures were effective from April 16, 2020 to August 31, 2020. In addition, the Compensation Committee subsequently determined to calculate 2020 incentive compensation for the NEOs based on the salaries earned, taking into account the temporary reduction, rather than stated base salaries. The Compensation Committee also considered the impact of the COVID-19 global pandemic in making additional compensation decisions with respect to our NEOs shortly after Separation. See “Compensation Program—Key 2020 Compensation Decisions Following Separation” and “2020 Compensation Structure and Plan Design.”

Elements of Executive Compensation. Arconic's executive compensation program is comprised of three key elements, designed to balance the important objectives of the program, as set forth below. Equity awards are comprised of performance-based restricted share units (“RSUs”) and time-based restricted share units (“TSUs”).

Element	Form	Objectives
Base Salary	Guaranteed, short-term	Cash
Annual Incentive	At-risk, short-term	Cash
Long-Term Incentive	At-risk, long-term	Equity Awards

Base Salary

- Attract and retain key executives
- Align with roles, responsibilities and experience

Annual Incentive

- Reward overall results for annual performance
- Align payout with achievement of financial goals
- Reflect individual performance

Long-Term Incentive

- Reward performance in achieving long-term objectives
- Align interest of executives with interests of shareholders
- Retain executives through multi-year vesting periods
- Earned amounts reflect Arconic's performance relative to peers
- Reflect individual performance

Best Practices. The Compensation Committee has established executive compensation policies and practices that the Compensation Committee believes represent sound governance of executive compensation related matters and management of risks related to executive compensation.

We promote strong performance and maintain appropriate governance and risk management by:	We avoid practices that would be contrary to our compensation philosophy or the interests of our shareholders by:
<ul style="list-style-type: none"> ✓ paying for performance with an appropriate level of pay at risk while establishing target compensation at the median of the peer group, providing above median pay for above average performance and taking into consideration the executive's experience and scope of responsibilities ✓ peer group based on an appropriate revenue range and comparable industries ✓ robust stock ownership requirements to ensure our NEOs are significant Arconic shareholders ✓ double-trigger vesting in the event of a change in control for awards that are assumed in connection with the change in control ✓ maintaining appropriate governance policies, including a comprehensive clawback and compensation recovery policy ✓ consulting with an independent advisor on compensation to take advantage of thought leadership in the area of executive compensation 	<ul style="list-style-type: none"> ✗ not guaranteeing bonus payments, using excessive discretion for bonus payments or providing excessive perquisites ✗ not benchmarking against much larger companies beyond a certain range of revenue ✗ not paying dividends on RSUs or TSUs until the awards vest ✗ not providing tax gross-ups on parachute or severance payments or providing excessive severance payments ✗ not re-pricing stock options; permitting short sales, derivative transactions or hedging; liberally recycling shares or including evergreen features under our stock plan ✗ not allowing our independent advisor to engage in other services

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Arconic

Proxy Summary | Director Nominations | Proposal One | Corporate Governance | **Exec. Compensation** | Proposal Two | Proposal Three

Our Compensation Policies and Practices

We have adopted the following compensation practices, which are intended to promote strong governance and alignment with shareholder interests:

What We Do:

- ✓ **Pay for Performance.** We believe in a “pay for performance” philosophy, in which a majority of our Named Executive Officers' compensation, as well as a significant portion for other employees throughout the organization, is linked to achievement of specific annual and long-term strategic and financial goals and the realization of increased shareholder value. Approximately 83% of our CEO's compensation and 65% of the average of all other Named Executive Officers' compensation is “at risk” compensation, comprised of incentive and equity-based compensation.
- ✓ **Maintain Stock Ownership Guidelines.** To further align the interests of our executives and directors with those of our shareholders and to assure that our executives and directors own meaningful levels of Common Stock throughout their tenures with Arconic, the HR Committee has adopted stock ownership guidelines for our non-employee directors, Named Executive Officers, and other senior officers as designated by the HR Committee. The directors, Named Executive Officers, and other senior officers have five years from the date of adoption of the policy, or from the date such director or senior officer become subject to the policy, to meet their required stock ownership levels. Each of our directors, Named Executive Officers, and senior officers has either met or is on track to achieve these ownership guidelines within the five-year compliance period. The required level of stock ownership is determined by the number of shares of Common Stock equal in value to the following multiples:

Title	Ownership Level
Chief Executive Officer	5 times base salary
Chief Financial Officer	3 times base salary
Other Senior Officers	2 times base salary
Board of Directors	5 times annual board cash retainer
- ✓ **Require Double Trigger for Receipt of Severance Payments.** Our Named Executive Officers participate in the 2022 Arconic, Inc. Change in Control Severance Plan (the “2022 CIC Plan”), which contains a “double trigger” provision that requires both a change in control of Arconic and a qualifying termination of the participating executive in order for such executive to receive severance payments and accelerated vesting of equity awards, except for those certain awards granted prior to December 6, 2018 by our Former Parent. We believe that the 2022 CIC Plan provides a mechanism for retaining our Named Executive Officers services and eliminating the distractions inherent in change in control events.
- ✓ **Maintain a Clawback Policy.** The Board has adopted a clawback policy which allows the HR Committee to recover amounts pursuant to short-term or long-term incentive compensation plans when subsequent to any such payment Arconic's financial statements are required to be restated as a result of errors, omissions, fraud or other misconduct.
- ✓ **Retain an Independent Compensation Consultant.** The HR Committee directly retains an independent compensation consultant each year to provide guidance on executive compensation-related matters, to perform an annual total compensation study including compensation benchmarking information from peer group companies, and to advise on matters relating to executive and director compensation.
- ✓ **Prohibit Hedging and Pledging Our Shares.** Our insider trading policy prohibits executive officers, employees, and directors from pledging our securities or engaging in hedging or short-term trading of our securities, including, without limitation, short sales or transactions in puts, calls, or other derivative transactions. See “Corporate Governance—Employee, Officer, and Director Pledging and Hedging Policy.”

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Arcosa

EXECUTIVE COMPENSATION

The overall objective of the Company's executive compensation program is to compensate members of management in a manner that most effectively incentivizes them to maximize long-term shareholder value, while taking into consideration the interests of other stakeholders and not taking undue financial risks. At the same time, the Compensation Committee believes that the executive compensation program should enable the Company to attract and retain the executive talent needed to grow and further its strategic initiatives. To achieve this goal, the compensation program is heavily weighted toward performance based pay that is tied to several different categories, including total shareholder return (“TSR”), adjusted funds from operations (“AFFO”), dividends per share, and strategic and operational goals. The compensation program is structured on a foundation that includes the following practices:

Key Compensation Practices	
<ul style="list-style-type: none"> ✓ Annual incentives aligned with strategic business plan ✓ Majority of executive compensation tied to rigorous performance goals ✓ Performance-based equity payouts capped if absolute TSR is negative ✓ Significant share ownership requirements for directors and executive officers ✓ Appropriate balance between short-term and long term performance measures ✓ Transparency with our shareholders on our compensation program, decisions and practices ✓ Compensation Committee comprised solely of independent directors ✓ Engage independent compensation consultant ✓ Policy enabling Board to “claw back” incentive compensation under certain circumstances 	<ul style="list-style-type: none"> ✗ No uncapcated cash bonus or equity award opportunities ✗ No single-trigger change of control benefits ✗ Anti-hedging policy prohibiting officers and directors from engaging in derivative or other hedging transactions ✗ No agreements or arrangements containing tax gross-ups or similar tax indemnification ✗ Anti-pledging policy prohibiting pledging of securities except under limited circumstances approved by the Audit and Compliance Committee

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Gaming and Leisure Properties, Inc.

financial and operational results and individual performance. Our executive compensation program emphasizes “variable” pay over “fixed” pay. We do not determine either “variable” or “fixed” pay with reference to a specific percentage of target total direct compensation.

Going forward, we intend to maintain this emphasis on “variable” over “fixed” pay as we believe this approach provides appropriate incentives for our executive officers to drive our financial performance and create long-term growth.

Executive Compensation Policies and Practices

We endeavor to maintain sound governance standards consistent with our executive compensation policies and practices. The 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 market in which we compete for executive talent. The following summarizes our executive compensation and related policies and practices:

What We Do:	What We Don't Do:
<ul style="list-style-type: none"> • Independent Compensation Committee. The Compensation Committee consists solely of independent directors who establish our compensation policies and practices. • Independent Compensation Adviser. The Compensation Committee has engaged its own compensation consultant to provide information, analysis and other advice on executive compensation independent of management. This compensation consultant performed no other consulting or other services for us in 2021. • Annual Executive Compensation Review. The Compensation Committee conducts an annual review and approval of our compensation strategy, including a review and determination of our compensation peer group used for comparative purposes and a review of our compensation-related risk profile. • Pay-for-Performance Philosophy. The majority of our named executive officers' target total direct compensation opportunities are structured with a significant long-term equity component, making a substantial portion of each named executive officer's target total direct compensation dependent upon our overall, long-term success (as measured through our stock price and/or total stockholder return), thereby aligning the interests of our named executive officers and our stockholders. • “Double-Trigger” Change-in-Control Arrangements. Our post-employment compensation arrangements in the event of a change in control of the Company are “double-trigger” arrangements that require both a change in control of the Company plus a qualifying termination of employment before payments and benefits are paid. • Succession Planning. We intend to review the risks associated with our key executive officer positions to ensure adequate succession plans are in development. 	<ul style="list-style-type: none"> • No Executive Retirement Plans. We do not offer pension plans or other defined benefit retirement plans or arrangements to our named executive officers. Our named executive officers are eligible to participate in our Section 401(k) retirement savings plan on the same basis as our other eligible full-time employees. • Limited Perquisites. We provide limited perquisites and other personal benefits to our named executive officers and such benefits generally are only provided when they serve a legitimate business purpose. • Limited Tax Reimbursements. We provide limited tax reimbursement payments (including “gross-ups”) on perquisites or other personal benefits, which in 2021 were limited to gross-ups for a COVID-19 relief payment available to all employees and HSR filing fees for Messrs. Wu and Wong. • No Special Welfare or Health Benefits. Our executive officers participate in our broad-based company-sponsored health and welfare benefit plans and programs on the same basis as our other full-time employees. • No Bonus-Employment Tax Payment Reimbursement. We do not provide any tax reimbursement payments (including “gross-ups”) on any payments or benefits contingent upon a change in control of the Company. • No Hedging of Our Equity Securities. We prohibit our executive officers, all other employees and the non-employee members of our Board from engaging in certain derivative transactions and from hedging our securities. • Limited Pledging of Our Equity Securities. We prohibit our executive officers, all other employees and the non-employee members of our Board from holding our securities in a margin account without the prior approval of the Board or other authorized committees thereof. We also prohibit pledging our securities as collateral for a loan without the prior consent of our Board of Directors. • No “Single-Trigger” Change-in-Control Arrangements. We do not provide cash severance or automatic vesting of equity awards based solely upon a change in control of the Company. • No Stock Option Re-pricing. Our equity incentive and compensation plans do not permit options to be repriced to a lower exercise or strike price without the approval of our stockholders.

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Opendoor Technologies, Inc.

Do's and Don'ts (continued)

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
<ul style="list-style-type: none"> Commit to oversight, evaluation and continuous improvement of our executive pay design and administration by an independent Compensation Committee consisting entirely of independent directors. Engage an independent compensation consultant to advise on appropriate pay practices for our executives and independent directors. Use a peer group to measure executive compensation levels and targets against other companies with similar industry relevance, business fit, valuation, and profitability. Employ a robust goal-setting process to align goals with Company strategy. Target executive compensation mix to favor performance-based compensation tied to business and share price performance. Maintain a "double trigger" requirement for vesting of outstanding equity awards upon a change of control. 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. 	<ul style="list-style-type: none"> Pay dividends or dividend equivalents on unearned performance shares. Re-price stock options without stockholder approval. Allow hedging of Company stock. Provide excessive perks to executive officers. Provide for excise tax gross-ups to executives. Employ pay practices which incentivize excessive risk taking.

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Party City

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation and Compensation-Related Corporate Governance Policies and Practices. The Company's executive compensation and compensation-related governance policies and practices are designed to reward the NEOs for the achievement of strategic and operational goals and increases in stockholder returns, while discouraging unnecessary or excessive risk taking, and incorporate many best practices, including the following:

WHAT WE DO	WHAT WE DON'T DO
<ul style="list-style-type: none"> Pay for performance - over 85 percent of target total compensation for the CEO comprises variable compensation Emphasize long term performance - over 75 percent of target total compensation for the CEO comprises performance units that are measured over a period of three years HSE and ESG goals - the Compensation and Leadership Development Committee incorporates HSE and ESG goals in the annual cash bonus incentive program Target market median for all elements of pay Robust stock ownership guidelines Clawback policy Double-trigger payments in the event of a change in control Independent Compensation and Leadership Development Committee with independent compensation consultant 	<ul style="list-style-type: none"> No tax gross ups No defined benefits pension programs for the NEOs No employment agreements No hedging or pledging of Company common stock No excessive perquisites No repricing of stock options

Executive Compensation Program Philosophy and Objectives. The Company's executive compensation program is designed to emphasize "pay for performance" by:

- providing performance-driven compensation opportunities that attract, retain and motivate executives to achieve optimal results for the Company and its stockholders;
- aligning compensation with the Company's short- and long-term business objectives while providing sufficient flexibility to address the unique dynamics of the E&P industry; and

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Pioneer Natural Resources

Compensation Discussion and Analysis

Our Strong Compensation Governance Practices

In addition to linking pay with performance and working to help ensure our executive compensation programs continue to serve the long-term interests of our shareholders, we believe we employed strong compensation and governance principles and policies during 2021, while avoiding problematic or disfavored practices, as noted below:

What We Do	What We Don't Do
<ul style="list-style-type: none"> Independent Compensation Committee assisted by an independent consultant We annually assess the Company's compensation policies to ensure that the features of our program do not encourage undue risk All executives are "at will" employees Pay mix that emphasizes performance-based compensation over fixed compensation (approximately 85% performance-based for CEO and approximately 78% for all other NEOs) Pay mix that emphasizes long-term, equity-based incentives over short-term cash incentives Incentive plans that utilize multiple measures, including growth, profitability, and returns Reasonable incentive plan targets and ranges, with capped incentive payouts Double-trigger equity vesting acceleration upon a change of control Meaningful stock ownership requirements Formal clawback policy to recoup performance-based compensation from our senior executives, including NEOs, under certain prescribed acts of misconduct 	<ul style="list-style-type: none"> No repricing or cash buyouts of stock options without shareholder approval No excise or other tax gross-ups on change-in-control payments No hedging or pledging of Company stock No excessive perquisites or other benefits No single-trigger severance benefits upon a change-in-control No payment of dividends on unearned or unvested shares No guaranteed incentive payments

2021 Compensation Process and Actions

Role of the Compensation Committee. The Compensation Committee is comprised solely of directors that our Board of Directors has determined to be independent under applicable standards of both the SEC and NYSE. Its role is to oversee executive and outside director compensation, benefit plans and policies, including equity compensation plans and other forms of compensation, and other significant human capital matters. More specifically, the Compensation Committee reviews and discusses proposed compensation for NEOs, evaluates their performance, and sets their compensation. In addition, the Compensation Committee approves all equity awards for NEOs and other executive officers.

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PROG Holdings, Inc.

Compensation Discussion and Analysis

Long-Term Ownership: Our goal is to have all of our employees, including our executives, think like owners and to have alignment with the long-term value creation of the company. We heavily weight our total pay packages towards equity to ensure that our executives and employees are committed the long-term success of the company.

Our Commitment to Best Practices

We have adopted the following policies and practices to ensure proper governance of our executive compensation programs and strengthen the alignment of our executive compensation programs and stockholder interests:

What We Do	What We Don't Do
<ul style="list-style-type: none"> Retain 100% independent directors on our Compensation Committee The Compensation Committee engages an independent compensation advisor who provides no other services to the company A significant portion of compensation for Named Executive Officers is at-risk, and based on either our stock price performance or company financial and operational goals Annual review of named executive officer compensation and peer group data Double-trigger change in control arrangements Regularly assess the risk-reward balance of our compensation programs to mitigate undue risk 	<ul style="list-style-type: none"> No pension plans or supplemental retirement plans No hedging or pledging of our stock by directors or employees No excise tax gross-ups upon a change in control

Our Executive Compensation Process

Our compensation process is collaborative. The Compensation Committee, its independent advisor Semler, other independent board members, outside legal counsel, our management team and our CEO (except with respect to their own compensation) each provides valuable input and perspectives that are used to make executive compensation decisions. We believe this approach allows us to leverage the diverse experience and expertise of these groups for setting compensation levels and identifying metrics to use and how compensation should be delivered to executive officers when performance expectations are met or exceeded.

Overview of Factors Considered in Setting Executive Compensation

- Peer Group and Competitive Positioning**
The Compensation Committee assesses the competitiveness of each element of our executive officers' total direct compensation against the compensation peer group, as discussed below. In developing this compensation peer group, the Compensation Committee, in collaboration with Semler, considered a number of factors, including:
 - Industry:** ensuring we identify companies that face similar business and talent challenges (e.g., software, automobile, etc.);
 - Scale and complexity:** ensuring market capitalization and revenue opportunities are comparable;
 - Business characteristics:** ensuring geographic location, growth projections, valuation multiples, etc. are taken into account; and
 - Talent:** ensuring we are competitive with high potential, high performing technology companies with which we routinely compete for talent.

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Rivian

Do's and Don'ts (continued)

COMPENSATION DISCUSSION AND ANALYSIS

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COMPENSATION DISCUSSION AND ANALYSIS

Overview

The following Compensation Discussion and Analysis ("CD&A") provides a description of the compensation provided to our named executive officers by the Manager. Each of our named executive officers for his services to us by the Manager and does not receive any compensation directly from us. We do not reimburse the Manager for the compensation of any of our named executive officers and do not make any decisions regarding the amount or nature of this compensation. Accordingly, our Management Development and Compensation Committee is not responsible for designing the executive compensation program for our named executive officers. For a description of our obligations to pay the Operating and Personal Payment to the Manager under the Management Agreement, please refer to the section entitled "Certain Relationships and Related Party Transactions—Management Agreement." This CD&A focuses on the following officers of Royalty Pharma and the Manager that we consider as our named executive officers for the fiscal year ended December 31, 2022:

-  Pablo Legueta
Chairman of the Board and Chief Executive Officer
-  Terrance Coyne
Executive Vice President & Chief Financial Officer
-  Christopher Hite
Executive Vice President & Vice Chairman
-  George Lloyd
Executive Vice President, Investments & General Counsel
-  Marshall Urist, M.D., Ph.D.
Executive Vice President, Research & Investments

Compensation Program Best Practices

What the Executive Compensation Program Does:	What the Executive Compensation Program Does Not Do:
<ul style="list-style-type: none"> Comprehensive risk management related to our compensation and share ownership programs Compensation Recovery/Clawback Share Retention Obligation Share Ownership Requirements Align pay with performance, including through use of equity performance awards Long-term Equity Performance Awards are settled in equity Robust Insider Outlook Strong controls through our Policy on Mitigating Pledging Risk Independent Directors on Management Development and Compensation Committee Independent Compensation Consultant 	<ul style="list-style-type: none"> Encourage executive risk taking No employment agreements No short sales and derivative transactions in our equity and holding of our shares No excise tax "gross-up" payments in the event of a change in control No excessive or unusual perquisites No tax "gross-up" payment on perquisites for named executive officers No special health and welfare benefits No supplemental executive retirement benefits No supplemental severance benefits

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Royalty Pharma

EXECUTIVE COMPENSATION

EXECUTIVE SUMMARY

The important features of our executive compensation program include the following:

What We Do	What We Don't Do
<p>Our executive bonuses are dependent on meeting corporate objectives.</p> <ul style="list-style-type: none"> Our annual performance-based bonus opportunities for all of our named executive officers are dependent upon achievement of annual corporate objectives established each year, namely net revenue growth and non-GAAP operating income, the individual officer's contributions towards such corporate objectives, and environmental, social and governance-related purpose goals. 	<p>We generally do not provide executive fringe benefits or perquisites to our executives, such as car allowances.</p>
<p>We emphasize long-term equity incentives.</p> <ul style="list-style-type: none"> Equity awards are an integral part of our executive compensation program, and comprise the primary "at-risk" portion of our named executive officer compensation package. We grant equity awards in the form of restricted stock units ("RSUs") and stock options. These awards strongly align our executive officers' interests with those of our stockholders by providing a continuing financial incentive to maximize long-term value. RSUs are also designed to ensure the durability of the business by encouraging our executive officers to remain in our long-term employ. 	<p>We do not permit the hedging or pledging of Unity stock.</p> <ul style="list-style-type: none"> Our insider trading policy, applicable to all of our directors, employees, contractors and those who share their households prohibits the hedging and pledging of our stock.
<p>We consider market data based on our peer group when determining compensation.</p> <p>Our Compensation Committee has retained an independent third-party consultant for guidance in making compensation decisions.</p>	<p>We do not provide guaranteed minimum bonuses.</p>
<p>Our executives are subject to stock ownership guidelines.</p> <p>Beginning after a phase-in period which runs five years from our initial public offering, or five years from the date of appointment in the case of executives who became executives after our initial public offering, non-CEO executives must hold a number of shares equal to the lesser of 1x their base salary or 8,533 shares. The CEO must hold a number of shares equal to the lesser of 5x his base salary or 46,154 shares.</p>	

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Unity Software

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 all 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 PSUs 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 re-pricing 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.

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Voya

EXECUTIVE COMPENSATION

The following summarizes our executive compensation and related policies and practices:

What We Do	What We Don't Do
<p>MAINTAIN AN INDEPENDENT COMPENSATION COMMITTEE</p> <p>The compensation committee consists solely of independent directors who establish our compensation policies and practices.</p>	<p>NO EXECUTIVE RETIREMENT PLANS</p> <p>We do not currently offer, nor do we have plans to offer, defined benefit pension plans or any non-qualified deferred compensation plans or arrangements to our Named Executive Officers other than the plans and arrangements that are available to all employees. Our Named Executive Officers are eligible to participate in our Section 401(k) retirement plan on the same basis as our other employees.</p>
<p>RETAIN AN INDEPENDENT COMPENSATION ADVISOR</p> <p>The compensation committee has engaged its own compensation consultant to provide information, analysis, and other advice on executive compensation independent of management. This consultant performs no other consulting or other services for us in fiscal 2021.</p>	<p>LIMITED PERQUISITES</p> <p>Perquisites or other personal benefits are not a material part of our compensation program for our Named Executive Officers.</p>
<p>ANNUAL EXECUTIVE COMPENSATION REVIEW</p> <p>The compensation committee conducts an annual review and approval of our compensation strategy, including a review and determination of our compensation peer group used for comparative purposes and a review of our compensation-related risk profile to ensure that our compensation programs do not encourage excessive or inappropriate risk taking and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on us.</p>	<p>NO EXCISE TAX PAYMENTS ON FUTURE POST-EMPLOYMENT COMPENSATION ARRANGEMENTS</p> <p>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.</p>
<p>AT-RISK COMPENSATION</p> <p>Our executive compensation program is designed so that a significant portion of our Named Executive Officers' compensation is "at risk" based on corporate performance as well as equity-based to align the interests of our Named Executive Officers and stockholders.</p>	<p>NO SPECIAL HEALTH OR WELFARE BENEFITS</p> <p>We do not provide our Named Executive Officers with any health or welfare benefits or programs other than participation in our broad-based employee programs on the same basis as our other full-time, salaried employees.</p>
<p>USE PAY-FOR-PERFORMANCE PHILOSOPHY</p> <p>Most of our Named Executive Officers' compensation is directly linked to corporate performance; we also structure their target total compensation opportunities with a significant long-term equity component, thereby making a substantial portion of each Named Executive Officer's target total compensation dependent upon the long-term growth of our stock price.</p>	<p>NO HEDGING OR PLEDGING OF OUR EQUITY SECURITIES</p> <p>We prohibit our employees, including our Named Executive Officers and the members of our board of directors, from hedging or pledging our equity securities.</p>
<p>NOMINAL BASE SALARY AND ZERO BONUS POTENTIAL FOR OUR CEO</p> <p>Our CEO receives only a nominal base salary and is not eligible for a cash bonus.</p>	
<p>SUCCESSION PLANNING</p> <p>We review the risks associated with our key executive officer positions to ensure adequate succession plans are in place.</p>	

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Director Nominees

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

Proposed One Election of Directors

Director Nominees: Nominees for Election at the Annual Meeting for a Three-Year Term Expiring at the 2025 Annual Meeting of Stockholders (Class I Directors)

Andreas von Blottnitz

Ages: 56
Director Since: 2007
Class: I

Andreas von Blottnitz has served as a member of our Board since 2007. Mr. von Blottnitz is a former venture partner of BVI Capital Management, LLC, which he joined in 2005. From 1999 to 2004, he served as the Chief Executive Officer of ExpertCity, Inc., which was acquired by Citrix Online and later merged into GoTo. He currently serves on the Board of Directors of a number of private companies. He received a B.A. in Business Sciences from Wirtschaftsakademie in Hamburg, Germany.

We believe Mr. von Blottnitz's background as a director and officer of multiple companies in the technology industry, his extensive investing experience, and his leadership and strategic planning skills qualify him to serve on our Board.

Agnes Bundy Scanlan

Ages: 64
Director Since: 2020
Class: I

Agnes Bundy Scanlan has served as a member of our Board since 2020. Ms. Bundy Scanlan is the President of The Cambridge Group LLC, a strategy and risk management advisory firm. Prior to that, she was senior advisor for TriLiant, where she counseled financial services firms on various challenges, including strategy, governance, regulatory, compliance, and risk management matters. From 2015 to 2017, she served as the Northeast Regional Director of Supervision Examinations for the Consumer Financial Protection Bureau. Previously, she also served as Chief Regulatory Officer, Chief Compliance Officer, Chief Privacy Officer, Regulatory Relations Executive, and Director of Corporate Community Development for, and as legal counsel to, a number of banks and financial services firms, and as legal counsel to the United States Senate Budget Committee. She currently serves on the Board of Directors of Trust Financial Corporation (NYSE: TFC) and R1 RCM Inc. (NASDAQ: RCM). Ms. Bundy Scanlan holds a J.D. from Georgetown University Law Center and several Bar memberships, and has earned the CERT Certificate in Cybersecurity Oversight from Carnegie Mellon, the Certificate from the University of Cambridge program in Disruptive Technologies and the Certificate in Artificial Intelligence from MIT.

We believe Ms. Bundy Scanlan's extensive risk management, regulatory, compliance, legal, executive management, and government affairs experience, together with her serving as a director of other public companies, qualify her to serve on our Board.

Janet Kerr

Ages: 67
Director Since: 2015
Class: I

Janet Kerr has served as a member of our Board since 2015. Ms. Kerr is the Vice Chancellor of Pepperdine University and Professor Emeritus, founder and Executive Director of the Geoffrey H. Palmer Center for Entrepreneurship and the Law at Pepperdine University School of Law and Laura Soderstrom Chair Emeritus. She is a well-known author in the areas of securities, corporate law and corporate governance, having published several articles and a book on the subjects. Ms. Kerr has founded or co-founded several technology companies, including X-Labs and a data analytics company acquired by Bloomberg. She currently serves on the Board of Directors of La-Z-Boy, Inc. (NYSE: LZB) and Tilly's, Inc. (NYSE: TLYS). Since 2004, Ms. Kerr has served on several other public company boards including Carl's Jr./Hardee's, TSI, Inc., and Fidelity National Financial. She is currently a member of the National Association of Corporate Directors and has earned the CERT Certificate in Cybersecurity Oversight from Carnegie Mellon, the Certificate from the University of Cambridge program in Disruptive Technologies, and the Certificate in Artificial Intelligence from MIT.


We believe Ms. Kerr's extensive corporate governance experience, together with her experience serving as a director of other public companies, qualify her to serve on our Board.

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Appfolic

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
Ages: 43
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 in pursuing its strategic plans.

Other Public Directorships

Arrow Electronics (ARW) and Tennant Company (TNC)



Christopher L. Ayers

Director Since: 2020
Ages: 55
Retired President and CEO of WireCo WorldWide, Inc.
Committees: Audit and Finance

Career Highlights and Qualifications

Mr. Ayers served as the President and Chief Executive Officer of WireCo WorldWide, 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 2006, 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 Stainless and Alloy Products, Inc. (USAP)

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CLASS I DIRECTOR NOMINEES FOR ELECTION AT THE 2021 ANNUAL MEETING

Marilyn Crouther

Title: Lawyer	Age: 60	Director Since: 0000
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Qualifications
More than 30 years experience delivering transformational technology and IT modernization services and strong background in finance and accounting.

Experience
Ms. Crouther joined our Board in June 2021. She is currently the CEO and Principal of Crouther Consulting, LLC, a firm that provides consulting services to IT companies. Most recently, Ms. Crouther was senior vice president, general manager at DXC Technology Company. Before that, she was senior vice president and general manager for Hewlett Packard Enterprise, having joined Hewlett Packard in 1989. While at Hewlett Packard, Marilyn served in various senior management positions, including vice president of Finance for the U.S. public sector business and industry controller for its government industry group. Currently, Ms. Crouther also serves as a director of CFC, a NASDAQ-listed global consulting and digital services provider.

Stephen F. Reitman

Title: Lawyer	Age: 60	Director Since: 0000
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Qualifications
Extensive experience as an executive in the retail industry with in-depth industry knowledge and strong retail operations background.

Experience
Mr. Reitman joined our Board in December 2011. He has served on the board of directors and as an officer of Pinterest (NASDAQ-listed "Pinterest"), a socially-led retail user interface in Canada since 1984. He is currently the President and Chief Executive Officer of Reitman, having previously served in President and Chief Operating Officer.

Jean Tomlin

Title: Lawyer	Age: 60	Director Since: 0000
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Qualifications
Extensive management experience in human resources and unique insight into human resources matters.

Experience
Ms. Tomlin joined our Board in March 2013. She served as Director of Human Resources of the London Organizing Committee of the Olympic and Paralympic Games from 2006 through the end of March 2013. Previously she was the Director of Human Resources at Bank of America and a major British retailer. Ms. Tomlin also spent 15 years at Prudential plc and nine years at Ford Motor Company in the UK in various human resources management positions. Currently, Ms. Tomlin also serves as a director of Holdingham Group Limited, a privately owned management consultancy business, and the previously served as a director of J. Sainsbury plc, the UK's third-largest food retailer and grocery store operator.

CAPRI HOLDINGS

Capri Holdings

Nominees

Nominees for Election to Three-Year Terms Expiring No Later than the 2025 Annual Meeting

Class I Directors	Age	Director Since	Current Position at Duolingo
Bing Gordon	72	2020	Director
John Lilly	51	2021	Director
Laura Sturdy	44	2020	Director

Bing Gordon has served as a member of our Board of Directors since February 2020. Since June 2008, Mr. Gordon has served as a partner at Klinger Parkins Casfield & Byers, a venture capital firm. From 1998 to 2009, he served as the Executive Vice President and Chief Creative Officer of Electronic Arts, a gaming company he co-founded. Mr. Gordon has served on the board of directors of Zynga Inc., a publicly-traded video game developer, since July 2008. Mr. Gordon is a special advisor to the board of directors of Amazon, and was previously a member of its board from 2003 to 2018. Mr. Gordon holds a B.A. in English from Yale and an M.B.A. from the Stanford Graduate School of Business.

We believe Mr. Gordon is qualified to serve as a member of our Board of Directors due to his investment, strategic and operational expertise and his experience in senior leadership roles at other technology companies.

John Lilly has served on our Board of Directors since December 2021. Mr. Lilly is a venture partner at Greylock Partners, a venture capital firm, where he has served since January 2013. Prior to this, Mr. Lilly was with Mozilla Corporation, the organization behind Firefox, the open source Web browser, joining in 2005 as Vice President of Business Development, from 2004 to 2009 as Chief Operating Officer and member of its Board of Directors and, from 2008 to 2010 as Chief Executive Officer. Mr. Lilly was the founder, Chief Executive Officer, Chief Technology Officer and Vice President of products for Reactivity, a software company acquired by Cisco Systems in 2007. Previously, he held staff positions at Apple, Sun Microsystems and Trilogy Software. Lilly has been an active participant in open source projects, serving on the boards of the Open Source Applications Foundation and Participatory Culture Foundation. Mr. Lilly earned a B.Sc. and M.Sc. in computer science from Stanford University.

We believe Mr. Lilly is qualified to serve as a member of our Board of Directors due to his expertise in product, technology, his having served in senior executive roles and his investment experience at various technology companies.

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Duolingo

Director Nominees (continued)

Director Nominees

The following biographical information is provided for each member of our Board:



Michael Angelina

Chairman of the Board, member of our Board since 2015

Michael (Mike) Angelina has served as the Chairman of our Board since Hagerly became a publicly traded company in December 2021, and a member of our Board since March 2015. Mike also currently serves as the chairman of the board of directors of our subsidiary Hagerly Reinsurance, Ltd. ("Hagerly Re"). From 2005 until his retirement in 2012, he served as the Chief Risk Officer & Chief Actuary of Endurance Specialty Holdings, Limited, a Bermuda based insurer and reinsurer. From 1988 to 1999 and from 2000 to 2002, he served in varying roles of ascending responsibility at Tillinghast – Towers Perrin, Inc. ("Tillinghast"), a professional services firm. Mike served as the Vice President and Actuary for Reliance Reinsurance Corporation from 1999 to 2000, subsequently returning to Tillinghast in 2000. Mike serves on the board of directors and as the chairman of the audit committee of RLI Corp., a public specialty insurance company. He earned a Bachelor of Science degree in Mathematics from Drexel University.

We believe Mr. Angelina's executive and board leadership experience with various specialty insurers and reinsurers and deep understanding of Hagerly and its business make him well qualified to serve as Chairman of our Board.



McKeel Hagerty

Chief Executive Officer of Hagerly and member of our Board since 2009

McKeel Hagerty has served as a member of the Board since we became a publicly traded company in December 2021. Prior to this he served on our Board from October 2009 to 2021. In addition to his role as a director, McKeel is also our Chief Executive Officer ("CEO") and the driving force behind Hagerly since 2000. McKeel has been with Hagerly in various roles since 1987. From 2017 to 2021, he served as a general partner of Grand Ventures, a venture capital firm. From 2016 to 2017, he was elected by fellow chief executives to serve as the international board chair for IPO, the global leadership organization with 30,000 chief executives in more than 142 countries. McKeel earned Bachelor's degrees in English and Philosophy from Pepperdine University and a Master's degree in Theology from Saint Vladimir's Orthodox Seminary.

We believe Mr. Hagerty is well qualified to serve as a member of our Board because of his knowledge of our business and strategy, leadership role at Hagerly, as well as his experience in the classic and enthusiast vehicle industry.

HAGERLY

2022 Proxy Statement // 19

Hagerly

Nominees of the Board of Directors

SUMMARY OF 2022 DIRECTOR QUALIFICATIONS



Troy Aistead

AGE 55

DIRECTOR SINCE 2017

COMMITTEES: Audit and Finance Committee (Chair), Nominating and Corporate Governance Committee

Mr. Aistead is the founder of Harbor 05, LLC, which developed a new restaurant and a social concept, Table 47 and Board, that opened in 2017. In February 2016, Mr. Aistead retired from Starbucks Corporation, an American coffee company and coffeehouse chain, after 24 years with the company, having most recently served as Chief Operating Officer. He served as Chief Operating Officer beginning in 2014. From 2008 to 2014, he served as that company's Chief Financial Officer and Chief Administrative Officer. Additionally, he served as Group President, Global Business Services from 2013 until his promotion to Chief Operating Officer. Mr. Aistead joined Starbucks in 1992 and over the years served in a number of operational, general management, and finance roles. Mr. Aistead spent more than a decade in Starbucks' international business, including roles as Senior Leader of Starbucks International, President Europe, Middle East/Africa headquartered in Amsterdam, Chief Operating Officer of Starbucks Greater China, headquartered in Shanghai, and Representative Director of Starbucks Coffee Japan headquartered in Tokyo. Mr. Aistead is also a member of the board of directors of Levi Strauss & Co., Army Technologies, Inc., and OYO Global.

QUALIFICATIONS:
Spent a decade in Starbucks' international business, providing him the experience to help identify ways to grow the reach and impact of our brand, market share, and profits internationally.
Brings extensive experience in managing a premium brand and maintaining it as a key asset and differentiator.
Served in a variety of finance roles during his tenure with Starbucks Corporation, including six years as the Chief Financial Officer, through which he gained valuable knowledge and insight into the accounting, finance, and audit functions of a public company.
Led operating businesses for many years, including divisional leadership, international and leadership of global operations, amassing extensive experience with growth management, organizational development, and leadership.



R. John Anderson

AGE 71

DIRECTOR SINCE 2010

COMMITTEES: Audit and Finance Committee, Nominating and Corporate Governance Committee

Mr. Anderson served as the President and Chief Executive Officer of Levi Strauss & Co., a company that designs and markets pants, casual wear, and related accessories, from 2006 to 2011. Mr. Anderson has wide-ranging expertise in international business matters, merchandising, marketing, and operations. Among other leadership positions in his 30-year career with Levi Strauss & Co., he served as President of the company's Asia Pacific Division; President of its Global Sourcing Organization; President of Levi Strauss Canada and Latin America; Western President of Levi Strauss Europe; and Vice President of Merchandising and Product Development for the U.S. Mr. Anderson's decades of service with Levi Strauss & Co. is extremely helpful to the Board in light of the nature of our business.

QUALIFICATIONS:
Spent 30 years in various leadership positions with Levi Strauss & Co., where he gained the experience necessary to help us grow the reach and impact of our brand, market share, and profits internationally.
Extensive experience in executive and leadership positions, from which he brings a valuable perspective on the organizational management and governance of complex organizations.

2022 Proxy Statement HARLEY-DAVIDSON, INC. 5

Harley-Davidson

Item 1 (cont.)

2022 NOTICE OF MEETING AND PROXY STATEMENT

Class I Director Nominees



Andrew J. Bon Salle

Age 56, Director since 2021

Class I Director

Board Roles and Committees

- Chairperson of the Board of Directors
- Nominating and Corporate Governance Committee

Qualifications and Attributes

Mr. Bon Salle has served as Chairperson of our Board of Directors since January 2021. From 2014 through 2020, Mr. Bon Salle served as Executive Vice President—Single Family Mortgage Business for Fannie Mae. He joined Fannie Mae in 1992 and, prior to leading the Agency's single-family mortgage business, served as Senior Vice President—Single-Family Underwriting, Pricing, and Capital Markets and in other executive roles. Mr. Bon Salle holds a Bachelor of Science in Business Administration from American University and an MBA from the Kogod School of Business at American University. We believe Mr. Bon Salle's qualifications to serve on our Board of Directors include his executive leadership and management experience related to the mortgage industry.



Agha S. Khan

Age 43, Director since 2015

Class I Director

Board Roles and Committees

- Chairperson Compensation Committee

Qualifications and Attributes

Mr. Khan has served as a member of our Board of Directors since 2015. Mr. Khan is a Managing Director of Stone Point Capital. He joined Stone Point Capital in 2002. Previously, Mr. Khan was an Analyst in the Financial Institutions Group at Citigroup (formerly Salomon Smith Barney). Mr. Khan is a director of Broadstone NEI Lasse, Inc. (NYSE: BNLI), as well as several private companies. He holds a B.A. from Cornell University. We believe Mr. Khan's qualifications to serve on our Board of Directors include his significant business, financial and investment experience related to the mortgage industry.

Home Point Capital Inc. 2

Home Point Capital

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE



Teresa Foy, Ph.D.

AGE 58

DIRECTOR SINCE 2022

Teresa Foy, Ph.D., has served as a member of the board of directors and as a member of the compensation committee since April 2022. Dr. Foy has served as the Senior Vice President, Immuno-Oncology and Cellular Therapy at Bristol Myers Squibb Company, a biopharmaceutical company, since November 2019, focusing on the development and translation of BMS' early immuno-oncology and cell therapy pipeline from discovery through human proof of concept. Prior to her role at BMS, Dr. Foy served as Corporate Vice President, Immuno-Oncology and Cellular Therapy at Celgene Corporation, a pharmaceutical company focused on developing cancer and immunology drugs, from September 2014 to November 2019. Prior to that, Dr. Foy held scientific leadership positions at Corixa Corporation and GlaxoSmithKline. She also served as the chief scientific officer at VLST, a private company focused on developing therapeutics for autoimmune and inflammatory diseases. She has served on the board of Life Science Washington, the Washington state life sciences industry trade group, since 2015. Dr. Foy earned a Ph.D. in Immunology from the University of Iowa, completed her post-doctoral fellowship in Immunology and Immunotherapy at Dartmouth Medical School, and received an M.S. in Immunology and Microbiology from St. Cloud State University and a B.S. in Biology from the University of Minnesota. Dr. Foy has an extensive publication record and is a named inventor on several patents for novel immune compositions.

We believe that Dr. Foy is qualified to serve as a director of NanoString because of her expertise in immunology and immuno-oncology, translational research, and the development of novel therapeutics, and based on her extensive experience as a senior executive in the pharmaceutical and biotechnology industry.



Kirk D. Malloy, Ph.D.

AGE 58

DIRECTOR SINCE 2016

Kirk D. Malloy, Ph.D., has served as a member of the board of directors since September 2016 and as a member of the compensation committee since May 2017. Dr. Malloy served as founder and Chief Executive Officer of Verigen, Inc., from August 2007 to August 2018 after founding the company and securing initial funding. Dr. Malloy is currently founder and principal at BioAdvancers, LLC, where he provides strategic consulting services to life science, diagnostics, and genomics companies. Prior to founding BioAdvancers in April 2016, he was at Illumina, Inc. from 2002 to 2016, most recently as Senior Vice President and General Manager of Life Science and Applied Markets from January 2014 to April 2016. From May 2005 to December 2003 he served as Vice President of Global Customer Solutions; he was also Vice President of Global Quality from December 2008 to May 2001. Dr. Malloy joined Illumina in 2002 as Senior Director of Global Customer Solutions. Before Illumina, he held various commercial leadership positions at Biostat Diagnostics and QIAGEN Inc. Dr. Malloy previously served as Chairman of the Board for Organovo Biotech (ONVO), a publicly traded company that designs and creates functional, three-dimensional human tissues for use in medical research and therapeutic applications. He also serves as a director for several private genomics tools companies. Dr. Malloy earned his B.S. in Biology from the University of Miami, and his M.S. and Ph.D. from the University of Delaware and held post-doctoral and instructor positions at Boston University and Northeastern University.

We believe that Dr. Malloy is qualified to serve as a director of NanoString because of his extensive experience with more than 20 years of commercial leadership in life science tools, applied markets, and molecular diagnostics.

2022 Proxy Statement

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NanoString Technologies, Inc.

NanoString Technologies

Director Nominees (continued)

Proposal 1 

CLASS I DIRECTOR NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2025 ANNUAL MEETING



Ms. Ranko has served as Non-Executive Chair of the Board since July 2021. Prior to the Reorganization (defined below), she served as a director of Weber-Stephan Products LLC since December 2018. Ms. Ranko currently serves as a Partner and Member of the Executive Committee of BOT & Company, which she joined at its founding in May 2009. Ms. Ranko previously served as a Vice President of Goldman Sachs from 2007 to 2009 in the Closely Held effort within the Investment Banking Division. Ms. Ranko is a director of Peet's Coffee and a director of Caribou Coffee. In addition, she is a board member of SAFE Project. Ms. Ranko formerly served as a board observer of KIND Healthy Snacks and an Advisory Director of Cox Automotive. Ms. Ranko received a BBA from the University of Michigan and an MBA from the Kellogg School of Management at Northwestern University.

KELLY RANKO

Age 144
Director Since | 2019
Chair Since | 2021



As a result of these professional and other experiences, Ms. Ranko possesses particular knowledge and experience in a variety of the identified core competencies and other areas that strengthens the Board's collective knowledge, capabilities and experience, including but not limited to: accounting and financial matters, strategic planning and corporate development, human resources and organization development, regulatory and legal affairs, risk management/crisis management, and corporate social responsibility.



Mr. Scherzinger has served as Chief Executive Officer and a Director of Weber Inc. since April 2021 and, prior to the Reorganization, of Weber-Stephan Products LLC since April 2018. Mr. Scherzinger held a variety of executive leadership roles at Jarden Corporation and its 2016 acquirer Newell Brands from 2008 to 2018, including President and CEO of the Appliances & Cookware operating unit in Newell Brands from 2014 to 2018, President and CEO of Jarden Branded Consumables from 2014 to 2016, President and CEO of Jarden Leisure & Entertainment from 2012 to 2014, and President of Jarden Home Brands from 2008 to 2012. Mr. Scherzinger held general management and marketing leadership roles at Johnson & Johnson from 2003 to 2008, marketing leadership roles at Johnson Outdoors (S.C. Johnson) from 2001 to 2003, marketing leadership roles at Procter & Gamble from 1995 to 2001, and manufacturing management roles at General Electric from 1991 to 1993. Mr. Scherzinger graduated from the University of Notre Dame in 1991 with a BS in Mechanical Engineering, and later earned an MBA from Northwestern University's Kellogg School of Management in 1995.

CHRIS SCHERZINGER

Age 132
Director Since | 2018



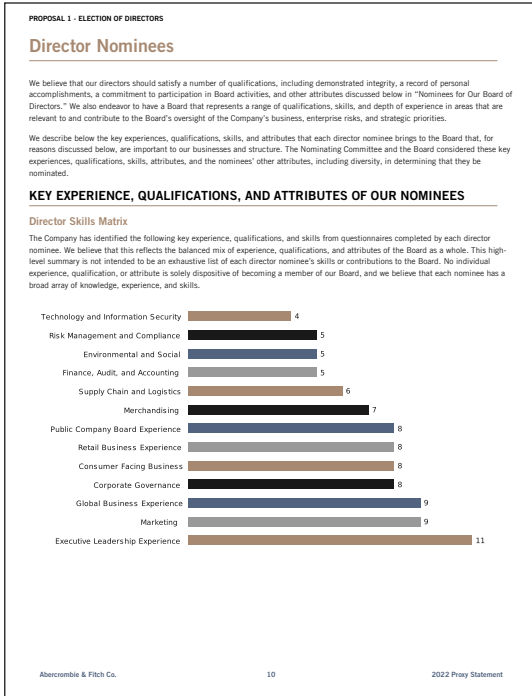
As a result of these professional and other experiences, Mr. Scherzinger possesses particular knowledge and experience in a variety of the identified core competencies and other areas that strengthens the Board's collective knowledge, capabilities and experience, including but not limited to: strategic planning and corporate development, consumer products marketing and brand management, innovation/research and development/technology, manufacturing and supply chain, human resources and organization development, and risk management/crisis management.

2022 Proxy Statement Weber Inc.

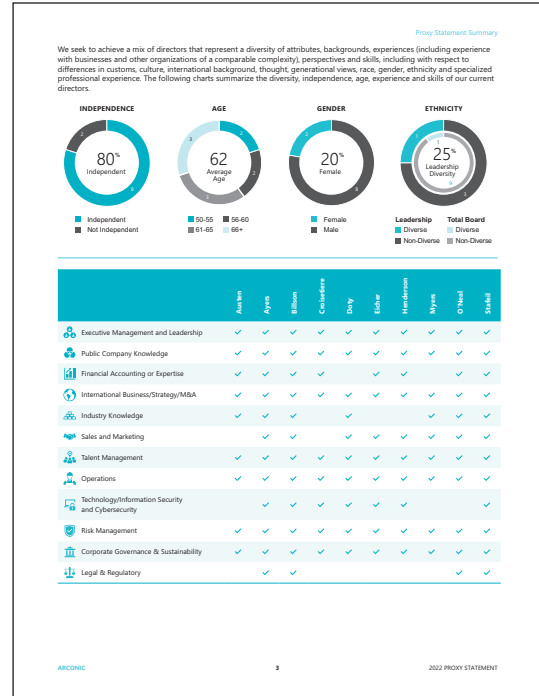
Weber

Board Committee Skills Grid

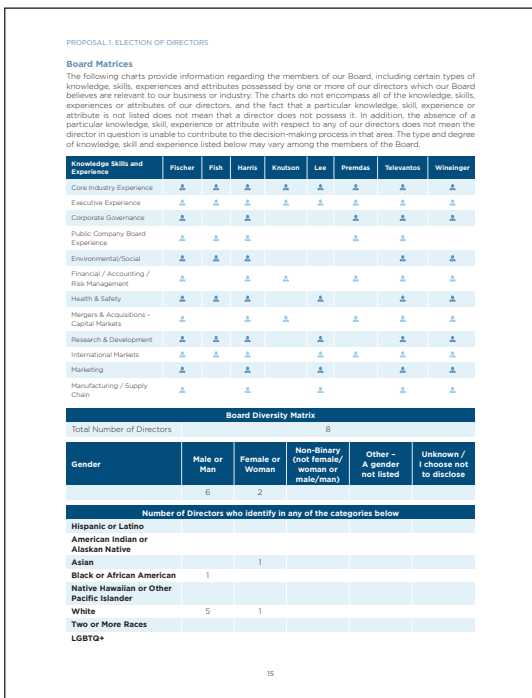
Grids are a useful way to provide detailed information about committee memberships and relevant experience in a more visual way, making it easier for your reader to compare individual committee member's skills.



Abercrombie & Fitch Co.



Arconic




Balchem



Bristow Group Inc.

Board Committee Skills Grid (continued)

Sebastian Edwards



Experience

- Harry Ford II Professor of International Business Economics at the Anderson Graduate School of Management at the University of California, Los Angeles (UCLA) from 1996 to present
- Co-Director of the National Bureau of Economic Research's Africa Project from 2009 to present
- Chief Economist for Latin America at the World Bank Group from 1993 to 1996
- Taught at IAE Universidad Austral in Argentina and at the Kiel Institute from 2000 to 2004
- Member of the Board of Moneda Asset Management, an investment management firm in Chile
- Member of the Board, Centro de Estudios Públicos, Chile

Education

- Mr. Edwards earned an Ingeniero Comercial degree and became a Licenciado en Economía at the Universidad Católica de Chile and earned a MA and PhD in economics from the University of Chicago.

Expertise

- As a professor of International Business, as well as through various positions relating to Latin American economies, Mr. Edwards brings to the Board international, government, economic and financial experience, all of which are beneficial to the Board, which operates in an industry that is subject to macro-economic trends and events.

Randolph E. Gress



Experience

- Retired Chairman, from November 2006 until January 2016, and former director, from August 2004 until January 2016, and Chief Executive Officer, from 2004 until December 2015, of Inphos Holdings, Inc., a leading international producer of performance-critical and nutritional specialty ingredients for the food, beverage, dietary supplement, pharmaceutical and industrial end markets
- Various positions with Rhodia SA, a group that specializes in the chemistry, synthetic fibers and polymers, from 1997 to 2004, including Global President of Specialty Phosphates and Vice President and General Manager of the North American Sulfuric Acid and Regeneration businesses
- Various roles at FMC Corporation, from 1982 to 1997, including Corporate Strategy and various manufacturing, marketing and supply chain positions

Education

- Mr. Gress earned a B.S.E. in Chemical Engineering from Princeton University and earned an M.B.A. from Harvard University.

Expertise

- Mr. Gress is a seasoned industrial executive with a wide range of international, mergers & acquisitions, capital markets, operations, strategic planning, financial/accounting, government/regulatory and legal experience as well as mining experience (phosphates with Rhodia S.A. and various minerals with FMC Corporation).

Couer Mining

Proposal No. 1

duties as a director, and commitment to the company, its shareholders and other constituencies. As discussed in "—Board Diversity and Tenure" below, the Nominating and Corporate Governance Committee also seeks to select director candidates who represent a mix of backgrounds and experiences that will enhance the quality of our Board's deliberations and decisions and believes that Board membership should reflect diversity in its broadest sense, including persons diverse in geography, gender, and ethnicity.

Our Corporate Governance Guidelines state that directors shall ensure that existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as Elanco directors, given that serving on our Board requires significant time and attention. In general, directors who are not Elanco employees ("Non-Employee Directors") may not serve on more than three other public company boards, and our Chief Executive Officer may not serve on more than one other public company board.

In addition to the above criteria, the Nominating and Corporate Governance Committee considers, on an ongoing basis, the additional skills, experiences, and backgrounds that it seeks in members of our Board in the context of our business and the existing composition of our Board. The directors' biographies under "—Our Director Nominees" and "—Other Continuing Directors" below note each director's relevant skills, experiences, and backgrounds that makes them suited to contribute to our Board.

Board Matrix

	Reagan K. Averb	John P. Ebbney	William F. Doyle	Scott D. Ferguson	Art A. Geras	Michael J. Hennigan	Paul Herentzen	R. David Hoover	Deborah T. Kuchner	Lawrence E. Kurbas	Mark P. McDaniel	Dennis Scott Knight	Jeffrey N. Simmons
Skills & Experience													
Animal Health/Health Care Industry													
Business Leadership and Operations													
Consumer Products													
Digital, Technology and Cybersecurity													
Finance and Accounting													
Global Business Experience													
Human Capital Management													
Institutional Investor Perspective													
Legal, Public Policy and Regulatory													
MBA and Business Development													
Public Company Board Experience													
Research and Development/Innovation													
Risk Management and Sustainability													
Tenure/Gender/Age													
Years Served	3	3	1	1	2	3	1	3	3	3	3	3	3
Gender	F	M	M	M	M	M	M	F	M	M	F	M	F
Age	68	65	59	47	60	59	66	70	65	64	55	62	54
Race/Ethnicity													
African American/Black													
Asian, Hawaiian, or Pacific Islander													
White/Caucasian													
Hispanic/Latino													
Born Outside of the U.S.													

* Data as of March 15, 2022.

Elanco

Elanco

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PROXY STATEMENT SUMMARY

Qualifications, Skills and Experience


Penn National's Board believes that having a diverse mix of directors with complementary qualifications, expertise, and attributes is essential to meeting its oversight responsibility. The table below summarizes the desirable types of qualifications, expertise and attributes possessed by one or more of Penn National's directors because of their particular relevance to the Company's business and structure, but does not encompass all qualifications, expertise and attributes of Penn National's directors. These factors were considered by the Nominating and Corporate Governance Committee and the Board in connection with this year's director nomination process.

Industry and Business: Experience as executive, director or in other leadership positions in areas relevant to Penn National's business, including gaming, hospitality or media industries.	7
Technology and Digital: Experience working in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and further develop Penn National's differentiated strategy.	4
Sales and Marketing: Experience developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation.	7
Financial: Experience resulting in proficiency in capital markets, complex financial management, capital allocation, accounting, tax, and financial reporting processes.	7
Strategic Planning and M&A: Experience developing and executing long-term strategic plans to encourage innovation and growth, including growth through acquisitions and other business combinations, with the ability to assess "hold or buy" decisions, analyze the fit of a target with a company's strategy and culture, accurately value transactions, and execute operational integration plans.	7
Human Resources and Talent Management: Experience with oversight of executive compensation, succession planning, or employee engagement.	6
Risk Management: Experience assessing and mitigating significant competitive, regulatory, and technological risks across an enterprise.	7

Penn National Gaming


Item 1: Election of Directors

INDEPENDENCE
91% Independent




■ Not Independent
■ Independent

DIVERSITY*
45% Diverse




■ Women
■ Asian
■ African American

AGE
64 Years Average



■ 62 and over
■ Under 62

TENURE
7.2 Years Average



■ 10 years or more
■ 5-10 years

* One woman director is racially or ethnically diverse.

SKILLS, EXPERIENCE AND BACKGROUNDS

Our Board of Directors brings diverse skills, experiences and backgrounds to inform and enrich their oversight functions and deliberations. The following skills matrix captures some of these characteristics. We considered these skills, experiences and backgrounds, together with the biographical information provided on pages 33 to 39, in determining the nominees to our Board.

Skill	Number of Directors (Out of 11)
Finance and Accounting	7
Utility Operations	6
Technology, Cybersecurity and Information Security	6
Transformation	11
Environmental and Sustainability	8
Government, Regulatory and Public Policy	11
Human Capital Management	10
Major Capital Projects Overview	8
Risk Management and Compliance	10
Strategic Planning	10
Regional Business and Community Ties	6
Corporate Governance	11

Portland General Electric 2022 Proxy Statement

Portland General Electric

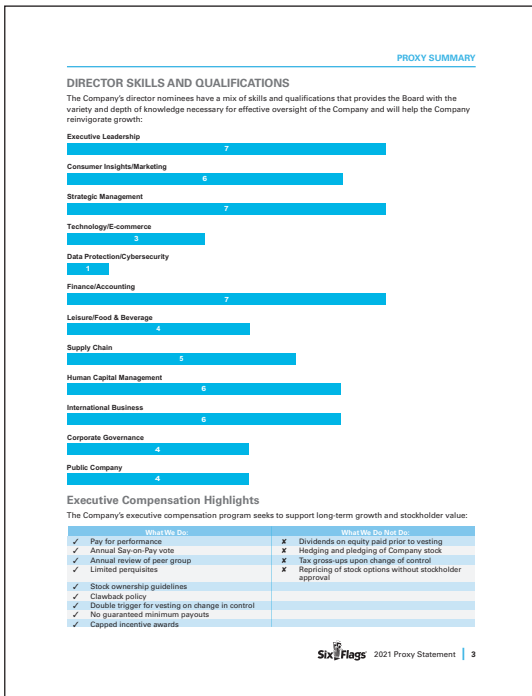
Board Committee Skills Grid (continued)



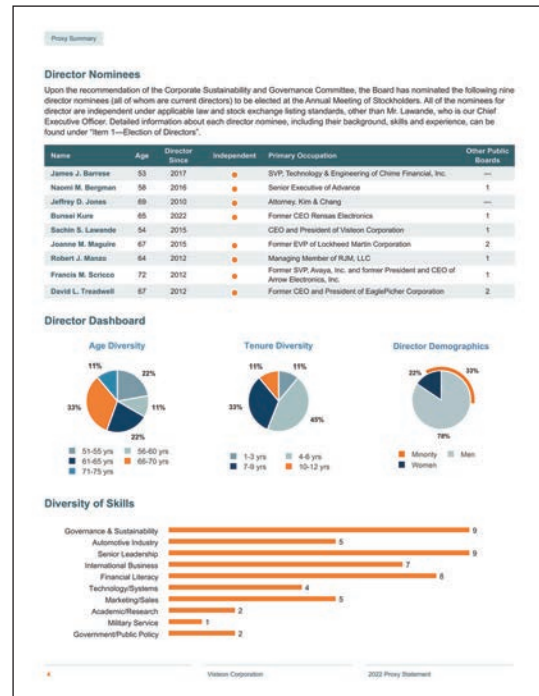
Pioneer Natural Resources



Royalty Pharma



Six Flags



Visteon

Committee Structure

Define responsibilities and charters for individual committees, frequency of meeting and their members and committee chair.

Compensation of Directors

Our Compensation Philosophy for Outside Directors

We compete with other companies for executive talent, as we explain in the Compensation Discussion and Analysis later in this proxy statement. We must also compete for persons with the ability, integrity, experience and judgment required to serve on the board of a public company. We need to attract and retain directors who meet the high qualification standards set by our Board of Directors. In order to do so, we must offer a compensation package that is both competitive and fair in view of the significant time commitment and responsibilities that come with a director's job. Only outside directors receive compensation for serving on our Board. Mr. Crapchole does not receive additional compensation for his service as a director.

We believe that our outside directors should have a substantial personal financial stake in the Company. Accordingly, a significant portion of our directors' compensation package is equity-based. Also, a director is expected to have an equity holding in the Company with a market value of five times the amount of the current annual cash retainer upon appointment. The current annual cash retainer for the directors is \$100,000. A decrease in the price of a share of our common stock after a director has attained the required ownership threshold will not negate the director's satisfaction of this requirement. A director is expected to reach this goal within five years of joining our Board. Shares of our common stock and deferred share units both count toward this goal. Using a closing price of \$229.08 for a share of our common stock on March 3, 2021, the value of the common stock and deferred share units beneficially held by our outside directors on that date was as follows, rounded to the nearest dollar: Miss. Biol (\$2,291,493); and DiGaso (\$2,098,149); and Messrs. Gienberg (\$5,463,869); Neddle (\$1,693,729); Shawe (\$4,374,156); Shea (\$1,246,313); Walter (\$1,041,576); and Williams (\$1,812,359). As is true for our executive officers, we prohibit our directors from hedging against a decline in the value of our stock in any way.

How and Why Our Outside Directors' Compensation was Determined

The Board's Nominating and Governance Committee is responsible under its charter for overseeing the compensation and benefits paid to our outside directors. The committee will periodically review the appropriateness of the outside directors' compensation package. The committee will discuss with an independent consultant any proposed changes to the compensation of outside directors. The committee will then recommend to the Board that it approve such changes as the committee believes are reasonable and appropriate, based in part on the consultant's report and findings. If the Board approves the committee's recommendations, and, as it relates to equity-based compensation, if the committee's recommendations are within the shareholder-approved limitation on director compensation under our Amended and Restated 2005 Incentive Compensation Plan, the new compensation package will become effective as of a date set by the Board.

2020 Annual Compensation for Outside Directors

There was no change to the compensation program for our outside directors in 2020. We do not pay meeting fees or grant stock options or restricted stock to our outside directors.

Retainer	Amount
Annual Cash Retainer	\$100,000
Annual Equity Retainer	\$150,000 in the form of deferred share units
Board Meeting Fees	No committee meeting fees
Committee Meeting Fees	No committee meeting fees
Committee Member Annual Retainer	Committee members receive an annual retainer as follows: <ul style="list-style-type: none"> Audit Committee — \$15,000 Compensation and Benefits Committee — \$10,000 Nominating and Governance Committee — \$10,000 There is no committee member retainer for the members of the Executive Committee.
Committee Chair Annual Retainer	Committee chairpersons receive an annual retainer in addition to the committee member retainer, as follows: <ul style="list-style-type: none"> Audit Committee chair — \$20,000 (\$40,000 total committee retainer) Compensation and Benefits Committee chair — \$20,000 (\$30,000 total committee retainer) Nominating and Governance Committee chair — \$20,000 (\$30,000 total committee retainer)
Charitable Matching GR Program	Up to \$1,500 annually

Ameriprise Financial 2021 Proxy Statement | 29

Ameriprise Financial

CORPORATE GOVERNANCE

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ESG reporting

To better integrate our longstanding philanthropic, sustainability and corporate responsibility efforts into a more cohesive and actionable strategic framework, we have committed to reporting on our ongoing ESG initiatives. We published our first Corporate Citizenship & Sustainability Report in July 2020 and continue to release updated reports on an annual basis. In response to investor requests, we have committed to reporting under the Sustainability Accounting Standards Board ("SASB") framework and to publish our ESG data and enhance our disclosure on our lobbying activities in connection with our 2021 Corporate Citizenship & Sustainability Report.

For more information regarding our sustainability practices and to review our annual Corporate Citizenship & Sustainability Reports, including our report for 2021 when issued, please visit: <https://www.cmeigroup.com/company/corporate-citizenship/esg.html>.

Board committees

The responsibilities of each committee composed entirely of board members are summarized in this proxy statement and described in more detail in each committee's written charter. In addition, the board has established clearing house risk committee, which are designed to include key market participants as members. Copies of each committee charter are available on our website.

In the following descriptions, the chairperson is designated with a "C," the independent members are designated with an "I," public directors are identified with a "P," and audit committee financial experts with an "F." Members of the committee are listed as of the date of this proxy statement.

Audit Committee

Daniel G. Koye (C,I,P) Dennis H. Chrobostan (I,P,F) Elizabeth A. Cook II Larry G. Gerdes (I,P,F) Deborah J. Lucas (I,P) Terry L. Savage (I,P) Dennis A. Suskind (I,P)	The audit committee is a separately-designated standing committee established in accordance with Section 303(a)(5)(B)(ii) of the Exchange Act, and assists the board in fulfilling its oversight responsibilities with respect to the integrity of our financial statements, the qualifications and independence of our independent registered public accounting firm, the performance of our internal audit functions and our external auditors and the effectiveness of our internal control over financial reporting.
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The committee performs this function by monitoring our financial reporting process and internal control over financial reporting and by assessing the audit efforts of the external and internal auditors. The committee has ultimate authority and responsibility to appoint, retain, compensate, evaluate, and where appropriate, replace the external auditors.

9 meetings in 2021

40 CME GROUP 2022 PROXY STATEMENT

CME Group

EXECUTIVE SESSIONS

Independent directors meet in executive session in which independent directors meet without the presence or participation of management at most regular Board meetings and meet in executive session at other times whenever they believe it is appropriate. Wright Lassiter III as the Lead Independent Director chairs the executive sessions of the independent directors.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of our Organization and Compensation Committee is presently or has been an officer or employee of the Company. In addition, during the last fiscal year, no executive officer served as a member of the compensation committee (or other Board committee performing similar functions) or, in the absence of any such committee, the entire Board of another entity, any of whose executive officers served on the Organization and Compensation Committee of DT Midstream.

COMMITTEES OF THE BOARD

Our Board has an Audit Committee, Organization and Compensation Committee, Corporate Governance Committee, Finance Committee, and Environmental, Social and Governance Committee. The Board committees act in an advisory capacity to the full Board, except that the Organization and Compensation Committee has direct responsibility for the Executive Chairman and Chief Executive Officer's goals, performance and compensation along with compensation of other executive officers, and the Audit Committee is expected to have direct responsibility for appointing, replacing, compensating and overseeing the independent registered public accounting firm. Our Board has adopted a written charter for each of the standing committees that clearly establishes the committees' respective roles and responsibilities, which is posted to our website. In addition, each committee has the authority to retain independent outside professional advisors or experts as it deems advisable or necessary, including the sole authority to retain and terminate any such advisors, to carry out its duties. The Board has determined that each member of the Audit, Organization and Compensation and Corporate Governance Committees is independent under our categorical standards and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment. The Board has determined that each member of the Audit Committee meets the independence requirements under the SEC rules and the NYSE listing standards applicable to audit committee members. The Board has also determined that each member of the Organization and Compensation Committee meets the independence requirements under the SEC rules and the NYSE listing standards applicable to compensation committee members.

Audit Committee

The Audit Committee was established in accordance with Section 3(a)(58)(A) and Rule 10A-3 under the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act." The responsibilities of our Audit Committee are more fully described in our Audit Committee charter. Among other duties, our Audit Committee:

- assists the Board in its oversight of the quality and integrity of our accounting, auditing and financial reporting practices and the independence of the independent registered public accounting firm;
- reviews the scope of the annual audit and the annual audit report of the independent registered public accounting firm;
- reviews financial reports, internal controls and financial and accounting risk exposures;
- discusses with management (i) earnings press releases and (ii) material financial information and earnings guidance;
- reviews the policies, programs, performance and activities relating to DT Midstream's compliance and ethics programs;
- reviews accounting policies and systems of internal controls;
- assumes responsibility for the appointment, replacement, compensation and oversight of the independent registered public accounting firm;
- reviews and pre-approves permitted non-audit functions performed by the independent registered public accounting firm;
- reviews the scope of work performed by the internal audit staff;
- reviews legal or regulatory requirements or proposals that may affect the committee's duties or obligations; and
- retains independent outside professional advisors, as needed.

DT Midstream 11 2022 Proxy Statement

DT Midstream

Board Composition and Structure

COMMITTEES OF THE BOARD

The Board has four standing committees established under our bylaws and Corporate Governance Guidelines: Audit Committee, Compensation and Human Capital Committee, Nominating and Corporate Governance Committee and Operations Committee. All members of each of the four standing committees are independent.

Each Committee is governed by a written charter setting forth the Committee's responsibilities, and each Committee reviews its charter at least annually, with any changes being recommended to the full Board for approval. Copies of the charter for each of the Committees are available under the "Governance" tab on the Investor Relations page of our website at www.frontier.com.

Name	Audit Committee	Current Committees and Membership Compensation and Human Capital Committee	Nominating and Corporate Governance Committee	Operations Committee
Kevin Beebe				CHAIR
Lisa Chang				
Pam Cole		CHAIR		
Steve Pusey				
Margaret M. Smyth	CHAIR			
Maryann Turcke			CHAIR	
Pat Vannona				

CHAIR = Committee Chair
 = Committee Member

Audit Committee

The primary responsibilities of the Audit Committee include:

- Select, determine compensation for, and oversee the work of our independent auditors;
- Assist the Board in its oversight of our financial statements, compliance with legal and regulatory requirements, the independence, performance and qualifications of our independent auditors, the qualifications of our internal auditors and internal audit function performance;
- Pre-approve all audit and permissible non-audit services, if any, provided by our independent auditors;
- Prepare the Audit Committee Report;
- Oversee risk assessment and risk management.

Each of the committee members is independent under and meets the financial literacy requirements of the Nasdaq Listing Rules. The Board has determined that Margaret M. Smyth and Maryann Turcke each qualify as an "audit committee financial expert" as defined by SEC rules.

The current Audit Committee met 5 times in 2021 post-Emergence. The Report of the Audit Committee is included beginning on page 25 of this proxy statement.

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Frontier

Committee Structure (continued)

Board Leadership Structure

Information on our Board of Directors and Corporate Governance

We do not have a fixed policy with respect to the separation of the offices of the chairman of the board and chief executive officer and believe that any determination in this regard is part of the executive succession planning process. The board understands that there is no single, generally accepted approach to providing board leadership and, in light of the competitive and dynamic environment in which we operate, the appropriate board leadership structure may vary from time to time as circumstances warrant.

Mr. Galperin currently serves as both our chairman and our president and chief executive officer. Our board believes service in these dual roles is in the best interests of our Company and our stockholders. Mr. Galperin co-founded our Company, has served as chief executive officer since our inception and is the only member of management on the board. The board is confident that he possesses the most thorough knowledge of the issues, opportunities and challenges facing us and our business and, accordingly, is the person best positioned to develop agendas that ensure that the board's time and attention are focused on the most critical matters. His combined role enables decisive leadership, ensures clear accountability and enhances our ability to communicate our message and strategy clearly and consistently to our stockholders, employees and users.

Because the board also believes that strong, independent board leadership is a critical aspect of effective corporate governance, the board has established the position of lead independent director. The lead independent director is an independent director elected annually by the board. Mr. Calemzuk currently serves as the lead independent director, a position to which he was appointed in February 2016. As lead independent director, he chairs and has authority to call formal closed sessions of the independent directors, leads board meetings in the absence of the chairman, and leads the annual board self-assessment process. In addition, the lead independent director, together with the chair of the nominating and corporate governance committee, conducts interviews to confirm the continued qualification and willingness to serve of each director whose term is expiring at an annual meeting prior to the time at which directors are nominated for re-election.

Our board will continually evaluate the current leadership structure of the board with the goal of maximizing its effectiveness.

Board Committees

Board committees help our board perform effectively and efficiently, but do not replace the oversight responsibility of our board as a whole. There are currently three principal standing board committees: the audit committee, the compensation committee and the nominating and corporate governance committee. Each committee meets regularly and has a written charter that has been approved by our board, which is available on our investor relations website at <http://investor.mercadolibre.com>. In addition, at each regularly scheduled board meeting, a member of each committee reports on any significant matters addressed by the committee subsequent to the board's most recent prior meeting. Each committee performs an annual self-assessment to evaluate its effectiveness in fulfilling its obligations.

The following table lists the members of each of our three principal standing board committees as of the filing date of this Proxy Statement:

	AUDIT	COMPENSATION	NOMINATING & CORPORATE GOVERNANCE
Emiliano Calemzuk*			■
Susan Segal*	■		
Mario Vázquez*		■	
Nicolás Aguzin*			■

■ Member ■ Chair

*Independent Director

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MercadoLibre

Corporate Governance

Committees of Our Board

Our board has established three standing committees: audit, compensation, and nominating. The composition and responsibilities of each committee are described below. Members serve on these committees until they resign or until otherwise determined by our board. Our board assesses the composition of the committees at least annually to consider whether committee assignments should be rotated. Each committee operates pursuant to a written charter adopted by our board that is available on our website at investor.okta.com/corporate-governance/governance-overview.

Audit Committee

Members
Ms. Archambeau
Mr. Epstein (Chair)
Mr. Grady

Ms. Archambeau served as Chairperson of the audit committee until May 2021, when Mr. Epstein joined the audit committee and began serving as Chairperson. Ms. Wilson served on the audit committee until June 2021.

Independence
The composition of our audit committee meets the requirements for independence under current Nasdaq listing standards and SEC rules and regulations.

Financial Expertise
Each member of our audit committee meets the financial literacy requirements of Nasdaq listing standards. In addition, our board has determined that each of Ms. Archambeau and Mr. Epstein is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K under the Securities Act of 1933, as amended (the "Securities Act").

Primary Responsibilities
Our audit committee, among other things:

- selects a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
- discusses the scope and results of the audit with the independent registered public accounting firm, and reviews, with our management team and the independent registered public accounting firm, our interim and year-end results of operations;
- develops procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
- reviews our policies on risk assessment and risk management;
- reviews related party transactions and
- approves (or, as permitted, pre-approves) all audits and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Our audit committee annually reviews the independent registered public accounting firm's performance and independence, including reviewing all relationships between the independent registered public accounting firm and Okta and any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm. Our audit committee operates under a written charter that satisfies the applicable rules of the SEC and the Nasdaq listing standards. Our audit committee held eight meetings during fiscal 2022.

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OKTA

BOARD OF DIRECTORS

The Board of Directors has determined that each member of each of the above committees meets the applicable Nasdaq rules and regulations regarding "independence" and each member is free of any relationship that would impair his or her individual exercise of independent judgment with regard to the Company.

Below is a description of each such committee of the Board of Directors.

Audit Committee

Members	Responsibilities
Mr. Simpson (Chair) Ms. Lovelle Mr. Palekar	<ul style="list-style-type: none"> Reviewing with management and our independent auditors our financial results, including our financial statement audits; Providing oversight over our accounting and financial reporting processes and systems of internal controls and the integrity of the company's financial statements; Selecting and hiring our independent registered public accounting firm; Evaluating the qualifications, independence and performance of our independent auditors; Reviewing with management our programs for compliance with legal and regulatory requirements and risk exposures; Reviewing and approving related person transactions; and The preparation of the audit committee report to be included in our annual proxy statement.

The Board of Directors has adopted a written Audit Committee charter that is available to stockholders on our website at <http://investor.neoleukin.com/corporate-governance>.

The Board of Directors has further determined that Mr. Simpson qualifies as an "audit committee financial expert," as defined in applicable SEC rules. The Board of Directors made a qualitative assessment of Mr. Simpson's level of knowledge and experience based on a number of factors, including his formal education and experience as a chief financial officer for a public reporting company.

The Audit Committee has been established in accordance with Section 303(b)(3)(A) of the Exchange Act. The Board of Directors reviews the Nasdaq listing standards definition of independence for Audit Committee members on an annual basis and has determined that all members of our Audit Committee that served during 2021 were, and all current members are, independent (as independence is currently defined in Rule 303(b)(3)(A)) of the Nasdaq listing standards and Rule 303.2 of the Exchange Act. Our Board of Directors also determined that each member of the Audit Committee that served during 2021 could, and all current members can, read and understand fundamental financial statements in accordance with applicable requirements.

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Neoleukin Therapeutics

Corporate Governance

Board Committees

The Board has established four standing committees: the Audit and Risk Committee, the Nominating, Governance and Sustainability Committee, the Compensation and Human Resources Committee, and the Finance Committee. Each standing committee has a Board-approved charter, which is reviewed annually by the respective committee and by our Nominating, Governance and Sustainability Committee. The Board may also establish temporary committees as needed to address specific issues that arise from time to time.

Each year our Nominating, Governance and Sustainability Committee reviews the composition and mandates of our standing committees to ensure that they continue to support the effective execution of the Board's responsibilities. The Board approves committee and chair assignments at least annually.

Each Board committee may retain and compensate consultants or other advisors as necessary for it to carry out its duties. To the extent permitted by law and the NYSE listing standards, Board committees may form subcommittees and delegate authority to the subcommittees, or to a committee chair individually.

Below are brief descriptions of each standing Board committee. For more detailed descriptions, please refer to the committee charters available on our website at <https://investors.portlandgeneral.com/corporate-governance>.

AUDIT AND RISK COMMITTEE

Chair	Key Responsibilities
Kathryn Jackson	<ul style="list-style-type: none"> Assists the Board in the oversight of our financial statements, independent auditors' qualifications, independence and performance, and internal controls over financial reporting Appoints and oversees the work of our registered public accounting firm Reviews the annual audited financial statements and quarterly financial information with management and the independent registered public accounting firm Pre-approves all audit, audit-related, tax and other services, if any, provided by the registered independent public accounting firm Appoints and oversees the work of the Company's Director of Internal Audit Services and approves the Company's annual internal audit plan and budget Approves the Audit and Risk Committee Report for inclusion in the Company's proxy statement Oversees the development and implementation of the Company's ethics and compliance program Assists the Board with the oversight of the Company's risk management program The Audit and Risk Committee's role in risk oversight and ESG are described above under Board Oversight of Risk and Board Oversight of ESG
Other Members Mark Ganz Michael Lewis Michael Milligan Neil Peterson Leif Peltzer	
Meetings In 2021: 5	
Independence/Qualifications: All members are independent within the meaning of the NYSE listing standards and the Company's Categorical Standards. All members are "financially literate" within the meaning of the NYSE listing standards. Mr. Ganz is an "audit committee financial expert" within the meaning of applicable SEC rules.	

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Portland General Electric

Committee Structure (continued)

Our compensation committee assesses and monitors whether any of our compensation policies and programs have the potential to encourage excessive risk-taking and also plans for leadership succession. Our nominating and governance committee oversees risks associated with director independence and the composition and organization of the Board of Directors, monitors the effectiveness of our corporate governance guidelines, and provides general oversight of our other corporate governance policies and practices.

In connection with its reviews of the operations of our business, the full Board of Directors addresses holistically the primary risks associated with our business, as well as the key risk areas monitored by its committees, including cybersecurity risks. The Board of Directors appreciates the evolving nature of our business and industry and is actively involved in monitoring new threats and risks as they emerge.

At periodic meetings of the Board of Directors and its committees, management reports to and seeks guidance from the Board and its committees with respect to the most significant risks that could affect our business, such as legal risks, cybersecurity and privacy risks, and financial, tax, and audit-related risks. In addition, among other matters, management provides our audit committee periodic reports on our compliance programs and investment policy and practices.

BOARD LEADERSHIP STRUCTURE AND BOARD COMMITTEES

The Board of Directors has an audit committee, a compensation committee, a nominating and corporate governance committee, and a corporate social responsibility committee, each of which has the composition and the responsibilities described below.

AUDIT COMMITTEE

The members of our audit committee are Terry-Ann Burrell, R. Martin Chavez, and Zavin Dar. The Board of Directors determined that each of Terry-Ann Burrell, R. Martin Chavez, and Zavin Dar satisfy the independence standards for audit committee members established by applicable SEC rules and the listing standards of Nasdaq. Terry-Ann Burrell is the chair of our audit committee and is an audit committee financial expert, as that term is defined under the SEC rules implementing Section 407 of the Sarbanes-Oxley Act of 2002, and possesses financial sophistication, as defined under the rules of Nasdaq. Our audit committee oversees our corporate accounting and financial reporting process and assists the Board in monitoring our financial systems. Our audit committee also:

- selects, retains, compensates, evaluates, oversees, and where appropriate, terminates the independent registered public accounting firm to audit our financial statements;
- helps to ensure the independence and performance of the independent registered public accounting firm;
- approves audit and non-audit services and fees;
- reviews financial statements and discuss with management and the independent registered public accounting firm our annual audited and quarterly financial statements, the results of the independent audit and the quarterly reviews and the reports and certifications regarding internal controls over financial reporting and disclosure controls;
- prepares the audit committee report that the SEC requires to be included in our annual proxy statement;
- reviews reports and communications from the independent registered public accounting firm;
- reviews the adequacy and effectiveness of our internal controls and disclosure controls and procedures;
- reviews our policies on risk assessment and risk management;
- reviews and monitor conflicts of interest situations, and approve or prohibit any involvement in matters that may involve a conflict of interest or taking of a corporate opportunity;
- reviews the overall adequacy and effectiveness of our legal, regulatory, and ethical compliance programs and reports regarding compliance with applicable laws, regulations, and internal compliance programs;
- reviews related party transactions; and
- establishes and oversees procedures for the receipt, retention, and treatment of accounting-related complaints and the confidential submission by our employees of concerns regarding questionable accounting or auditing matters.

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Recursion

COMMITTEES OF THE BOARD OF DIRECTORS MEETINGS

The following table provides (i) the membership of each committee of the Board of Directors as of the date of the filing of this proxy statement and (ii) the number of meetings held by each committee during 2021:

Name of Director	Board of Directors	Audit Committee	Compensation Committee	Nominating Committee	Corporate Governance Committee
Richard M. Cashin, Jr.					
Gary L. Cooper					
Max A. Guins					
Mark H. Racheley, MD					
Paul G. Reiter					
Anthony L. Sloan					
Maurice M. Taylor, Jr.					
Laura K. Thompson ¹					
2021 Meetings	9	4	1	1	2

Member of the Board of Directors or applicable Committee
 Chairman of the Board of Directors or applicable Committee

¹ Laura K. Thompson was appointed to the Company's Board of Directors, effective as of April 1, 2021, and her appointments to the Board are reflected in the table above as of the date of her appointment.

BOARD OF DIRECTORS

The Board of Directors approves nominees for election as directors. Each current director who served on the Board of Directors during 2021 attended 75% or more of (i) the aggregate number of meetings of the Board of Directors during the period in which such individual was a director and (ii) the aggregate number of meetings of committees on which such director served during 2021. The Board of Directors and committee meetings are presided over by the applicable Chairman. If the Chairman is unavailable, the directors present appoint a temporary Chairman to preside at the meeting.

AUDIT COMMITTEE

The Audit Committee was composed of four independent non-employee directors during 2021. The Board of Directors has determined that each of the members of the Audit Committee satisfies the requirements of the NYSE with respect to independence.

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Titan

Corporate Governance

Director	Corporate Governance and Directors Nominating Committee	Finance and Risk Committee	Human Resources Committee
William P. Alsworth	+	+	
Jason G. Anderson		+	+
John J. Diez	+	C	+
Leldon E. Echols	+	+	C
Tyrone M. Jordan	+		
S. Todd MacIain		C	+
Dunja A. Shive	C	+	+

+ - Member
 C - Chair

Audit Committee

The Audit Committee's function is to oversee, on behalf of the Board, (i) the integrity of the Company's financial statements and related disclosures; (ii) the Company's compliance with legal and regulatory requirements; (iii) the qualifications, independence, and performance of the Company's independent auditing firm; (iv) the performance of the Company's internal audit function; (v) the Company's internal accounting and disclosure control systems and practices; (vi) the Company's procedures for monitoring compliance with its Code of Business Conduct and Ethics; and (vii) the Company's policies and procedures with respect to risk assessment, management, and mitigation. In carrying out its function, the Audit Committee (a) reviews with management, the chief audit executive, and the independent auditors, the Company's financial statements, the accounting principles applied in their preparation, the scope of the audit, any comments made by the independent auditors on the financial condition of the Company and its accounting controls and procedures; (b) reviews with management its processes and policies related to risk assessment, management, and mitigation, compliance with corporate policies, compliance programs, and internal controls; and (c) performs such other duties as the Audit Committee deems appropriate. The Audit Committee also has oversight of information technology and cybersecurity, and received reports from senior management on these topics multiple times in 2021.

The Audit Committee pre-approves all auditing and all allowable non-audit services provided to the Company by the independent auditors. The Audit Committee selects and retains the independent auditors for the Company and approves audit fees. The Audit Committee met eight times during 2021. The Board of Directors has determined that all members of the Audit Committee are "independent" as defined by the rules of the SEC and the listing standards of the NYSE. The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert within the meaning of SEC regulations.

Corporate Governance and Directors Nominating Committee

The functions of the Corporate Governance and Directors Nominating Committee (the "Governance Committee") are to identify and recommend to the Board individuals qualified to be nominated for election to the Board; review the qualifications of the members of each committee (including the independence of directors) to ensure that each

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Trinity

Our Board has determined that each of Messrs. Bigger, Butler, Chickick, DeRose and Gillis, and Messrs. Lewis, Pollitt, Tripodi and Zwilener, are independent. This determination was based, in part, on detailed information that each director provided our Board regarding his or her business and professional relationships, and those of his or her family members, with Voya and those entities with which we have significant business or financial interactions.


In making its independence determinations, our Board considered both the "bright line" independence criteria set forth in NYSE rules, as well as other relationships that, although not expressly inconsistent with independence under NYSE, may nevertheless have been determined to constitute a "material direct or indirect relationship" that would prevent a director from being independent. These included relationships and transactions in the following categories, which our Board has deemed immaterial to the Director's independence due to the nature of the relationship or transaction or the amount involved:

- Ordinary course customer or client transactions. Ordinary course transactions between the Company and another entity, where the other entity is our customer or client, or where we are the customer or client of the other entity, and where our director:
 - is a non-executive director of the other entity (Ms. Chickick), and where the annual payments made or received by the Company do not exceed the greater of \$1 million or 2 percent of the other entity's gross revenues.
- Ordinary course charitable donations. Charitable donations made in the ordinary course (including through our matching gift program) to a charitable organization of which our director (Messrs. Bigger, Chickick, and Gillis) is a board member or trustee, or holds a similar position.

BOARD COMMITTEES

Our Board has the following Committees: Audit; Compensation, Benefits and Talent Management; Nominating, Governance and Social Responsibility, Risk, Investment and Finance; Technology, Innovation and Operations; and Executive. The current members of the Board and the Committees of the Board on which they currently serve are identified below.

Audit Committee¹



Members: 5

- Lynn Bigger
- Kathleen DeRose
- Ruth Ann M. Gillis
- Jaylenn B. Lewis
- Bryan H. Pollitt, Jr. (Chair)

Audit Committee Financial Experts:

- Bryan H. Pollitt, Jr.
- Ruth Ann M. Gillis

Number of Meetings in 2021: 12

Key Responsibilities: The Audit Committee's primary function is to assist the Board in fulfilling its oversight responsibilities of the financial reports and other financial information filed with the U.S. Securities and Exchange Commission (SEC) or provided by us to regulators; our risk and capital profile and policies; our independent auditor's qualifications and independence; and the performance of our independent auditors and our internal audit function. As discussed more fully in the Audit Committee Charter, the Audit Committee performs many functions including:

- Exercising responsibility for the appointment, compensation, retention and oversight of the work of the independent auditors, who report directly to the Audit Committee;
- Reviewing and evaluating the qualifications, performance and independence of the lead partner of the independent auditors;
- Advising management, the internal auditing department and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant issues and practices relating to accounting principles and policies, financial reporting and internal control over financial reporting; and
- Meeting with management, the independent auditors and, if appropriate, the Chief Auditor to discuss the scope of the annual audit, review and discuss the annual audited financial statements, discuss any significant matters arising from any audit, among other matters described more fully in the Audit Committee Charter.

The Audit Committee operates pursuant to the Audit Committee Charter, available on our website <https://investors.voya.com>. See Part II—Audit-Related Matters of this proxy statement for additional information about our Audit Committee.

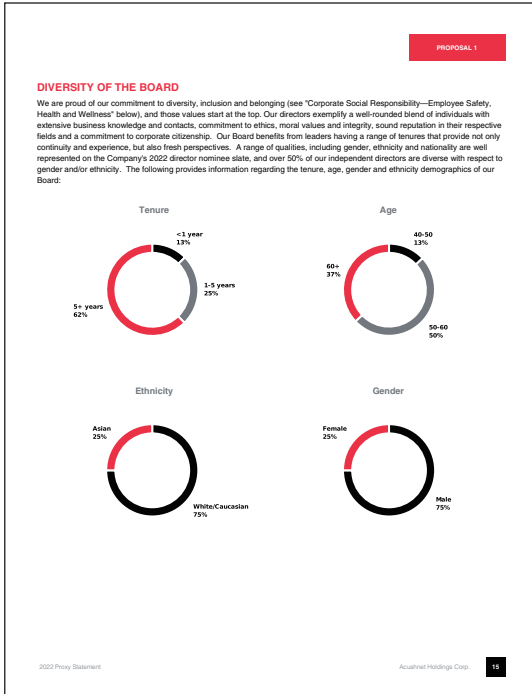
¹ The Board determined that all members of the Audit Committee are independent under the NYSE and SEC requirements.

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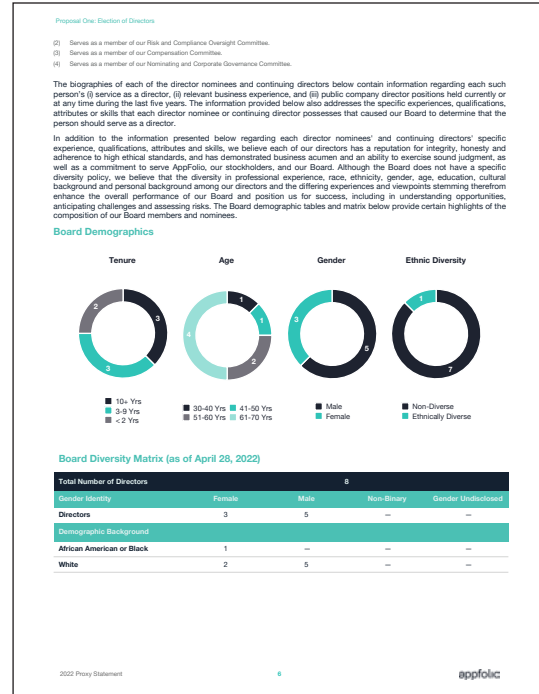
Voya Financial

Diversity, Equity and Inclusion (DEI)

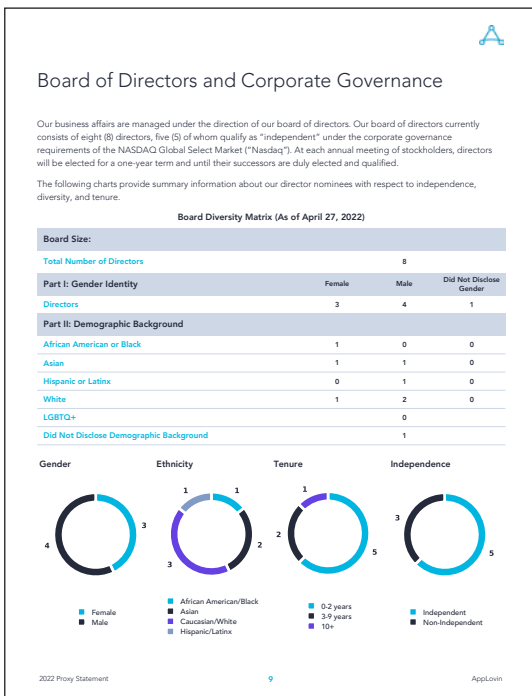
Tables or graphs can be used to summarize details about diversity, gender, age and tenure of the directors, making it easier for investors to read at a glance.



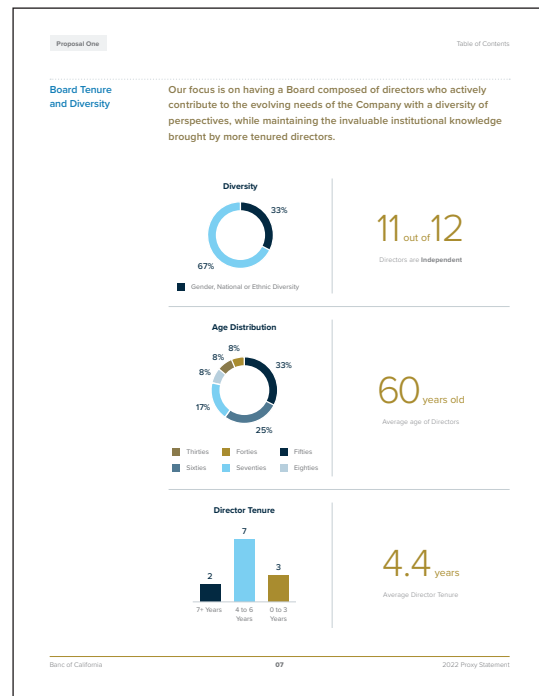
Acushnet



AppFolio



AppLovin



Banc of California

Diversity, Equity and Inclusion (DEI) (continued)

PROPOSAL ONE

The following table lists each of our directors as of the date of this proxy statement. All of our directors are independent except Mr. Mol.

Name	Age	Director Since (Year)	Principal Occupation	Other Public Company Director	Class	Term Expiring	Committee Membership
John D. Mol	63	10/5	Chairman and Chief Executive Officer of Capri Holdings Limited	0	III	2023	None
Marilyn Crowther	56	10	Chief Executive Officer and Principal Creative, Consulting, LLC	1	I	2024	Audit, Compensation and Talent
Rubin Freeman	63	5/5	Retired chief financial officer	3	II	2023	Audit (Chair), Compensation and Talent
Judy Gibbons	65	9/5	Retired technology executive	0	II	2025 (nominated for re-election)	Governance, Nominating and Corporate Social Responsibility (Chair), Audit
Alex Kozluga	80	9	Former U.S. Secretary of Labor; Chairman Emeritus of the Aspen Institute	0	II	2023	Compensation and Talent, Governance, Nominating and Corporate Social Responsibility
Stephen F. Rabinov	74	10/5	President and Chief Executive Officer of Restorms (Canada) Limited	1	I	2024	Audit, Governance, Nominating and Corporate Social Responsibility
Jane Thompson	50	7/0	Co-founder and director of The Fusion Labs	0	II	2025 (nominated for re-election)	Audit, Compensation and Talent
Jean Toulon OBE	67	9	Founder and Chief Executive Officer of Chorus Ltd.	0	I	2024	Compensation and Talent (Chair), Governance, Nominating and Corporate Social Responsibility
Average Age	64.8						
Average Tenure	7.8						

* Commencing with our initial public offering (the "IPO") in December 2020.

BOARD DIVERSITY

The Board of Directors seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. We do not have a formal policy on diversity, but the Governance, Nominating and Corporate Social Responsibility Committee and the Board will assess an individual's independence, diversity, age, skills and experience in the context of the needs of the Board. We are proud of the diverse backgrounds that characterize our Board of Directors, including that more than half of our directors are women, and one-quarter of our directors are persons of color. We believe that our diversity provides significant benefits to us.

GENDER

ETHNICITY

GENERATION

CAPRI HOLDINGS

Corporate Governance and Board of Directors

the power of travel and understand the amazing things we can achieve by making it more accessible to everyone. And we are focused on attracting and retaining the best and brightest people to help us do that. To that end, we offer competitive compensation and differentiated benefits, including healthcare and retirement programs, wellness and travel reimbursement, an employee assistance program, an employee stock purchase program, time-off programs, volunteer days off, a transportation program, onsite medical care and travel discounts, among others.

Inclusion and Diversity

To best serve our employees, travelers, partners and community, we are building inclusive and diverse workplaces that prioritize and value a sense of belonging, respect, voice and equal opportunity and access with initiatives such as:

- Employee-led Inclusion Business Groups, which are employee resource groups focused on creating community for underrepresented identities related to race, ethnicity, sexual orientation, military status, disability and gender, as well as ability;
- Learning programs addressing and removing bias and exclusionary practices within traditional recruitment, hiring and marketing processes;
- An employee onboarding program that includes a robust focus on intercultural awareness, ally skills, decoding bias and our Inclusion Business Groups;
- Employment and hiring targets for women to occupy 50% of roles at all levels by the end of 2025 and for 25% of U.S. external hires to come from racially and ethnically underrepresented groups;
- The utilization of employee surveys and external benchmarking to understand and address identity-based trends in order to set clear goals, create strategies and measure progress for increased headcount, hiring, compensation, advancement and retention of underrepresented employee groups; and
- Programs with our travel partners to focus on underserved travelers and drive industry engagement related to inclusion and diversity, and participation in outreach related to these efforts in local and global communities.

Recognition

We are proud of the recognition we receive for our inclusion and diversity initiatives and our efforts to build a great workplace. Below is a selection of some of our most recent awards:

- Great Place To Work® Certified (June 2021)
- 2021 Washington's Best Workplaces (Puget Sound Business Journal, June 2021)
- Best Places to Work for LGBTQ+ Equality (Human Rights Campaign, 2022)
- Best Places to Work for Disability Inclusion (Disability Equality Index, 2021)
- Forbes 2021 World's Best Employers (October 2021)
- Financial Times Diversity Leader (2022)

COVID-19 Response

As the COVID-19 pandemic has continued, our employees remain focused on providing positive experiences for travelers. Most of our offices were closed for significant portions of 2020 and 2021 to ensure the health and safety for our employees who transitioned to working remotely. We have now reopened the majority of our global offices with additional safety measures including contact tracing, enhanced cleaning, and ongoing communications. We continue to actively monitor health and safety guidance from local governments. We also took several actions to provide additional support to our employees during this period, including:

- The continued expansion of our wellness reimbursement program, which provides reimbursement for certain health and wellness expenses, to allow employees to use the benefit for the purchase of home office equipment, virtual mental and

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Capri Holdings

Expedia

PROPOSAL ONE

Diversity of the Board

The Board Diversity Matrix below presents the board's diversity statistics in the format prescribed by the Nasdaq rules.

	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	4	5		
Part II: Demographic Background				
African American or Black				
Alaskan Native or Native American				
Asian				
Hispanic or Latinx				
Native Hawaiian or Pacific Islander				
White	3	6		
Two or More Races or Ethnicities	1			
LGBTQ+				
Did Not Disclose Demographic Background				

AGE

TENURE

ETHNICITY

GENDER

2022 PROXY STATEMENT **9** NanoString Technologies, Inc.

NanoString Technologies

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NON-EMPLOYEE DIRECTOR COMPENSATION

2020 Non-Employee Director Compensation Policy

Our non-employee director compensation policy is intended to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders.

Under our non-employee director compensation policy, we pay each of our non-employee directors a cash retainer for service on the Board and for service on each committee on which the director is a member. The Board Chair and chair of each committee receives an additional retainer for such service. These retainers are payable in arrears in four equal quarterly installments on the last day of each quarter, provided that the amount of such payment will be prorated for any portion of such quarter that the director is not serving on our Board.

Our non-employee director compensation policy provides for an initial grant of options to purchase shares of our common stock and restricted stock awards ("RSAs") to new directors upon their joining the Board. In addition, at the date of each annual meeting of stockholders, each then-serving non-employee director receives a grant of options to purchase shares of our common stock and RSAs. The exercise price of these options will equal the fair market value of our common stock on the date of grant, and these options will vest on the one-year anniversary of the grant date, subject to the director's continued service as a director. The RSAs granted pursuant to the non-employee director compensation policy will vest on the one year anniversary of the grant date, subject to the director's continued service as a director.

Our Board reviews our non-employee director compensation policy at least annually and considers market data provided by Radford as a reference point when making adjustments to our annual compensation levels for our non-employee directors. The Board amended our non-employee director compensation policy in December 2019 and February 2021, as described below:

- Upon recommendation and review performed by Radford of non-employee director compensation in comparison to our industry peer group based on our market capitalization, stage of development and size of company, our non-employee director compensation policy was amended by the Board in December 2019, effective as of January 1, 2020, to provide for (i) an increase in the cash retainer payable for service on the Board, for service on certain committees of the Board and for service as chair of certain committees of the Board and (ii) an increase in the number of options to purchase shares of our common stock and RSAs granted to each then-serving non-employee director at the date of each annual meeting of stockholders. The adjustments to the cash retainers and equity grants were designed to bring the policy in line with the 50th percentile of our 2020 peer group.
- Upon recommendation and review performed by Radford of non-employee director compensation in comparison to our industry peer group based on our market capitalization, revenue, stage of development and size of company, our non-employee director compensation policy was amended by the Board in February 2021, effective as of January 1, 2021, to (i) provide for an increase in the cash retainer payable for service on the Board, for service on certain committees of the Board and for service as chair of certain committees of the Board and (ii) provide that the number of options to purchase shares of our common stock and RSAs granted (A) to each then-serving non-employee director at the date of each annual meeting of stockholders and (B) to new directors upon their joining the Board shall be determined based on a total dollar value attributed to such grants on their date of grant in reference to the fair market value of our common stock instead of being determined by reference to a fixed number of options to purchase shares of our common stock and RSAs. The adjustments to the chair and committee member cash retainers were designed to provide equitable compensation levels to committee chairs and members commensurate with the responsibilities of each committee.

Cash Compensation

The following table describes the annual cash compensation applicable to each role performed by non-employee directors as outlined in our non-employee director compensation policy in effect for the fiscal year ended December 31, 2020, and applicable to each role effective January 1, 2021.

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Revance

Diversity, Equity and Inclusion (DEI) (continued)

ESG AT ROYALTY PHARMA TABLE OF CONTENTS

Social and Human Capital Policies and Practices

We are committed to our people, our stakeholders and the community as a whole. We have a variety of programs to incentivize and support our employees, from employee ownership of our shares to comprehensive benefits and training. We are also committed to equal opportunity, diversity and other policies and practices designed to fulfill our commitment to social and human capital development. Our Board and its Management Development and Compensation Committee provide oversight and guidance to management on workplace and culture.

Attracting and Retaining the Best Talent

Our success depends on our ability to attract and retain talented, productive and skilled employees in an industry that is experiencing ever-increasing competition for talent. We are investing in creating a diverse, inclusive and incentivized work environment where our people can deliver their best work every day. Our generous total rewards package includes base salary, bonus and other incentive compensation. All eligible employees may receive healthcare benefits, vacation, life and disability insurance, flexible work schedules, free lunches and other benefits.

Diversity, Equity and Inclusion

Our Board and management are committed to diversity at every level of our business. A critical factor in our success is ensuring that diversity, equity and inclusion remain at the core of our culture, infusing fresh ideas, helping us remain connected to innovators across the biopharmaceutical industry, and ensuring mutual respect guides us in our interactions with all our stakeholders. 68% of our directors are gender or ethnically diverse, and this remains a priority for our Nominating and Corporate Governance Committee. In addition, our Management Development and Compensation Committee and management are committed to building diverse talent pipelines and creating an environment that maintains a diverse team. We also partner with external organizations (such as CEO Action Coalition for Diversity & Inclusion) to both engage current talent and educate prospective talent about roles in the biopharmaceutical industry.

As part of our continued commitment to transparency and progress on our Diversity, Equity and Inclusion commitments and based on feedback from internal and external stakeholders, in 2022, we published our U.S. Federal Employment Information Report (EEO-1). The data in the consolidated EEO-1 report is based on our population in the United States in December 2021 and reflects our U.S. workforce as of that time. Our EEO-1 report is available on our website, www.royaltypharma.com, under "Corporate Responsibility—Social & Human Capital." The EEO-1 report requires that we categorize employees into ten broad EEO-1 Component 1 Data Collection Job Categories. These categories do not necessarily match the job levels in which we organize our workforce and evaluates its diversity and inclusion data. Thus, meaningful comparisons between EEO-1 Report data and other descriptions of our diversity statistics and disclosures may not be possible.

Codes of Conduct that Foster Compliance and a Culture Focused on Ethics

As our shareholders and other stakeholders increasingly focus on the importance of ESG topics, Royalty Pharma benefits from our longstanding commitments to conducting our business in ways that are principled, transparent and accountable. The foundation of these commitments is expressed in our Code of Business Conduct and Ethics, which we require all officers and employees to review and sign. We extend our high expectations to suppliers who do business with Royalty Pharma, requiring them to uphold the human rights, labor, health and safety, environmental and business ethics practices prescribed in our Supplier Code of Conduct available on our website, www.royaltypharma.com, under "Investors—Governance."

Employee Engagement, Communication, Management and Leadership Training and Development

We are investing in our employees' long-term development and engagement by delivering training and development programs and a culture where our people can thrive and maximize their potential. We require annual regulatory training in compliance, cyber security and workplace respect and inclusion, among other topics. We also provide or support periodic job-specific and other developmental training and support for our employees so they can maximize their potential.

We provide leadership training to managers on topics including on Building Trust and Strength-based Leadership, Motivation and Radical Candor and Managing Conflict and Unconscious Bias. Our individual groups offer ongoing learning and development opportunities tied to deepening the subject matter expertise of their professionals.

Our success depends on employees understanding how their work contributes to our strategy, culture and values. We use various channels to facilitate open and direct communication, including internal calls and meetings with employees, training and policy updates, and social and family outings and events.

Health, Safety and Welfare

We provide access to a variety of innovative, flexible, and convenient employee health, safety and welfare programs. Such measures also include procedures to respond to extraordinary events and manage the business under challenging health, environmental and financial circumstances, including the COVID-19 pandemic. The health, safety and welfare of our employees and their families and the broader

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Royalty Pharma

CORPORATE GOVERNANCE

Diversity, Equity, and Inclusion

The Company understands that enhancing its financial strength and improving the guest's experience requires a diverse and inclusive workforce.

The Company is committed to creating an inclusive environment that fully embraces the diversity of its team members and guests, regardless of race, ethnicity, gender, age, disability, cultural background, sexual orientation, or religious beliefs. We maintain a Diversity and Inclusion Council that provides feedback on a wide variety of diversity and inclusion related issues. In that regard, the Company is focused on the following:

- Listen**
To team members and other stakeholders about how the Company can become more diverse and inclusive through a Diversity and Inclusion Council, and through regular team member surveys, which provide feedback directly to senior management, including the CEO.
- Train**
Leaders on how to embrace inclusion, create awareness, understanding and recognize explicit and implicit bias including by providing instruction about how to lead open and honest conversations with team members.
- Address Unconscious Bias**
By updating the Company's grooming, social media, and hiring policies, and changing any role or attraction names that could be viewed as offensive.
- Build A Diverse Team**
With a leadership team that represents the diversity of the Company's workplace and marketplace and through updating recruiting, people planning, and talent management programs to foster more objective processes for all team members.
- Partner With Communities**
By proactively working with minority-owned suppliers to develop long-term alliances.

In support of developing an empowered and diverse team, during 2021, the Company has done the following:

- Developed a more transparent hiring and promotion process, focused on providing opportunities to diverse candidates;
- Provided a half-day diversity and inclusion training session for the Company's senior leaders at both corporate and the parks;
- Conducted more in-depth training for senior leaders on integrating diversity and inclusion into business practices; and
- Held focused group coaching sessions for smaller groups of leaders to explore beliefs and blind spots as part of a diverse and inclusive organization.

The Company is committed to equal pay for equal work. The Company recently conducted a salary and wage analysis that confirmed no significant statistical disparity by race/ethnicity or gender. In addition, based on recent team member census data, a higher percentage of the Company's full-time female workforce holds management positions than their male counterparts.

Health, Safety and Security of Guests and Team Members

The safety and security of the Company's guests and team members is the Company's highest priority. Team members are the Company's most valued asset, and the Company is committed to the health and safety of its team members and their families. To support the Company's team members during the height of the pandemic, the Company expanded remote work opportunities where possible and implemented extensive

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Six Flags

Proxy Statement Summary

Diversity of Director Nominees

The following graphics and table provide information regarding the diversity of the members of the Board standing for election at the Annual Meeting.

Tenure

Age

Gender

Ethnicity/Race

Director	Ethnicity/Race				Gender	
	Black	Caucasian/White	Hispanic/Latino	Other	Female	Male
William P. Ainsworth	*				*	*
John J. Diez			*			*
Leldon E. Echols		*			*	*
Tyrone M. Jordan	*					*
S. Todd MacLin		*			*	*
E. Jean Savage		*			*	*
Darila A. Shive				*	*	*

Trinity Industries, Inc. | 3 | 2022 Proxy Statement

Trinity Industries

HUMAN CAPITAL MANAGEMENT

As a company with a mission to help all Americans retire better, our success lies in earning the trust of our clients each and every day. Through our human capital strategy, we attract, retain and reward talent across our enterprise in support of our mission. We have prioritized our efforts to build and maintain a diverse, inclusive and safe workplace, with opportunities for our employees to grow and develop in their careers, supported by competitive compensation, benefits, health and wellness programs. We have maintained our prioritization and commitment throughout and despite the challenges posed by the COVID-19 pandemic.

Program Best Place to Work for Disability Inclusion Scored 100% on 2021 Disability Equity Index	Fortune Best Workplaces in Financial Services & Insurance 2021 88% of Voya Employees said Voya is a Great Place to Work	2021 Bloomberg Gender-Equity Index Commitment to Equality and Advancing Women in the Workplace
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Diversity Equity and Inclusion

We believe that our differences make us stronger. We are committed to fostering a work environment where the differences that we are born with—and those we acquire and choose throughout our lives—are understood, valued and intentionally pursued. Purposefully bringing our differences together to positively influence our culture, service our clients and enrich our communities is essential to our vision to be America's Retirement Company.

Workplace Demographics

- We focus on reflecting the communities we serve through diversifying our workforce, developing their talents, fostering an inclusive environment where everyone is safe and supported and retaining talent.
- We have improved our rate of hiring underrepresented talent by mitigating bias in job descriptions through technology, expanding sources for candidates and requiring diverse slates and interview panels.
- Of our approximately 6,000 employees, women or people of color represent 61% of the workforce. Three percent of our workforce self-identifies as members of the disabled/physical needs community.
- In 2021, Voya hired employees to fill 37 Leadership roles, of which 57% were diverse hires. The hires included five men of color (POC), ten white women and six women who are POC.
- Voya has hired 15 people to fill the roles of VP or above, with 60% representing POC and/or women.

Training, Employee Resources and Programming

- Voya's DEI Task Force launched in December 2020 to increase equity and inclusion, create new opportunities for the business and generate innovative ideas.
- During April's Diversity Celebration Month in 2021, Voya introduced an Allyship Program and Ally Pledge to support for marginalized communities, internally and externally, through multiple communication channels.
- Voya rebranded its Employee-led Councils to engage and inspire our workforce. Each of the 11 Councils are designed to elevate, educate, inspire and grow our talent and increase their ability to bring valuable insights and solutions to our human capital and business evolution, and 25% of Voya's employees are members of one or more Councils.
- In 2020, Voya's African American/Black Council launched a reverse mentorship pilot program to advance DEI further. The pilot paired a member of the Council to mentor a senior leader in an effort to create dialogue and to help leaders understand the African American/Black employee experience and sentiments at Voya.
- The Women's Council has a mission to link women across business units, geographic locations and functions through Voya's "Lean In Circles." Launched in January 2021, Voya employees can now join more than 40 Lean In Circles covering a variety of interests such as Working Moms, Women in Sales, LGBTQ+ and many others.

Internal Commitments

- Diversity Action Plans were developed across the enterprise in 2020, led by each member of the EC, and their direct reports. Each of these approximately 70 leaders are required to have a Diversity Action Plan that focuses on one or more of the five areas that strengthen and reinforce the overall DEI strategy for the enterprise based on Colleagues, Clients and Community.

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Voya Financial

NASDAQ Tables

Designed to promote greater diversity among the membership of the boards of directors of Nasdaq-listed companies, this standardized disclosure framework enhances transparency on board diversity.

PROPOSAL 1 - ELECTION OF DIRECTORS

Director Diversity and Tenure Matrix

As described in our Corporate Governance Guidelines, the Board and the Nominating Committee consider, among other important factors, diversity with respect to race, ethnicity, gender, age, and experience when identifying and selecting nominees for our Board. Our directors' tenure, age, and self-identified diversity traits (disclosed as of February 16, 2022) are shown in the matrix below.

	John American Terry Barman	Felix Carrillo Soto	Steve Owler	Sarah Cullagher	James Coffman	Thomas Cristofolini	Tom Horn/te	Helen McCluskey	Kenneth Roberson	Nigel Thorn
TENURE										
Years on Board	4	8	3	2	8	2	11	5	3	1
AGE										
Age of Director	64	76	55	56	70	63	75	58	67	67
RACE/ ETHNICITY										
Black or African American										✓
Native Hawaiian or Pacific Islander			✓							
White	✓	✓		✓	✓	✓	✓	✓	✓	✓
GENDER										
Female	✓			✓	✓	✓	✓	✓	✓	✓
Male		✓	✓							
NATIONALITY										
Born Outside of the United States			✓			✓				✓

2022 Proxy Statement 11 Abercrombie & Fitch Co.

Abercrombie & Fitch

PROPOSAL 1. ELECTION OF DIRECTORS

Board Metrics

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

Knowledge Skills and Experience	Fischer	Fish	Harris	Knutson	Lee	Premdas	Takvantis	Wineinger
Core Industry Experience	▲	▲	▲	▲	▲	▲	▲	▲
Executive Experience	▲	▲	▲	▲	▲	▲	▲	▲
Corporate Governance	▲	▲	▲	▲	▲	▲	▲	▲
Public Company Board Experience	▲	▲	▲	▲	▲	▲	▲	▲
Environmental/Social	▲	▲	▲	▲	▲	▲	▲	▲
Financial / Accounting / Risk Management	▲	▲	▲	▲	▲	▲	▲	▲
Health & Safety	▲	▲	▲	▲	▲	▲	▲	▲
Mergers & Acquisitions - Capital Markets	▲	▲	▲	▲	▲	▲	▲	▲
Research & Development	▲	▲	▲	▲	▲	▲	▲	▲
International Markets	▲	▲	▲	▲	▲	▲	▲	▲
Manufacturing	▲	▲	▲	▲	▲	▲	▲	▲
Manufacturing / Supply Chain	▲	▲	▲	▲	▲	▲	▲	▲

Board Diversity Matrix

Total Number of Directors 8

Gender	Male or Man	Female or Woman	Non-Binary (not female/ woman or male/man)	Other - A gender not listed	Unknown / I choose not to disclose
	6	2			

Number of Directors who identify in any of the categories below

Hispanic or Latino					
American Indian or Alaskan Native					
Asian		1			
Black or African American	1				
Native Hawaiian or Other Pacific Islander					
White	5	1			
Two or More Races					
LGBTQ+					

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Balchem

ITEM ONE

RACIAL OR ETHNIC DIVERSITY 13%

GENDER DIVERSITY 26%

EQUITY DIRECTOR GENDER DIVERSITY 29%

AGE DIVERSITY 26%

TENURE DIVERSITY 48%

The table below provides additional diversity information regarding our board. Each of the categories listed in the below table has the meaning as it is used in Nasdaq Listing Rule 5605(f).

Board diversity matrix (as of March 7, 2022)

Total Number of Directors	23			
Gender Identity	Female	Male	Non-Binary	Did Not Disclose
Number of Directors based on Gender Identity	6	17	—	—
Demographic Background				
African American or Black	2	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latino	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	3	17	—	—
Two or More Races or Ethnicities	1	—	—	—
LGBTQ+	—	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

For more information concerning our current directors' qualifications, see their individual biographies and Director attribute matrix on page 19.

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CME Group

Communications with the Board

Any stockholder or any other interested party who desires to communicate with our Board of Directors, our non-management directors or any specified individual director, may do so by directing such correspondence to the attention of the Corporate Secretary at our offices at 5900 Penn Avenue, Pittsburgh, Pennsylvania 15206. The Corporate Secretary will forward the communication to the appropriate director or directors as appropriate.

Board Diversity Matrix (as of April 22, 2022)

Total Number of Directors	9			
	Female	Male	Non-Binary	Did Not Disclose Gender
Part I: Gender Identity				
Directors	4	5	—	—
Part II: Demographic Background				
African American or Black	—	1	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latino	—	1	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	4	3	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+	1	—	—	—
Did Not Disclose Demographic Background	—	—	—	—

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Duolingo

NASDAQ Tables (continued)

CORPORATE GOVERNANCE

Our Board's Current Skill, Experience, and Demographic Profile

The matrix below summarizes certain of the key experiences, qualifications, skills, diversity and attributes that our directors bring to the Board to enable effective oversight. This matrix is intended to provide a summary of our directors' qualifications and skills in which they specifically declare expertise or leading experience in, and is not a complete list of each director's strengths or contributions to the Board. Additional details on each director's experiences, qualifications, skills, and attributes are set forth in their biographies. The categories listed under the "Skills and Experience" column in the matrix below are defined under the section heading, "Key Qualifications and Experiences to be Represented on the Board" above. Further details regarding the independence of our directors including determinations of independence for each are set out fully under the section heading, "Independence of Directors" below.

Skills and Experience	Director													
	RB	SB	RC	JC	SC	HPG	GG	MH	PO'S	HP	DS	PW		
Extensive Insurance Industry Experience	•													
Risk Management	•													
Finance and Accounting	•													
Investment	•													
Strategy	•													
Corporate Governance	•	•												
Regulatory and Government														
Business Operations and Technology														
Human Capital Management	•													
Tenure and Independence														
Tenure (years)	7	1	15	9	2	7	<1	3	21	7	21	7		
Independence	•	•	•	•	•	•	•	•	•	•	•	•		
Demographics														
Age (years)	75	65	73	55	62	66	48	73	64	61	61	56		
Gender Identity	M	F	M	M	F	M	F	M	M	M	M	M		
African American or Black														
Alaskan Native or American Indian														
Asian														
Hispanic or Latinx														
Native Hawaiian or Pacific Islander														
White	•	•	•	•	•	•	•	•	•	•	•	•		
Two or More Races or Ethnicities														
LGBTQ+														

Enstar Group Limited / 17 / 2022 Proxy Statement

Enstar

BOARD NOMINEES

Board Diversity Matrix

Total Number of Directors: 8	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	2	5	0	1
Number of Directors who Identify in Any of the Categories Below:				
African American or Black	1	0	—	—
Alaskan Native or Native American	0	0	—	—
Asian	0	0	—	—
Hispanic or Latinx	0	0	—	—
Native Hawaiian or Pacific Islander	0	0	—	—
White	1	5	—	—
Two or More Races or Ethnicities	0	0	—	—
LGBTQ+			0	
Did not Disclose Demographic Background			1	

Gaming and Leisure Properties, Inc. 2022 Proxy Statement | 6

Gaming and Leisure

2022 NOTICE OF MEETING AND PROXY STATEMENT

Corporate Governance

Board Composition

Our Board is divided into three classes, with each director serving a three-year term and one class being elected at each year's annual meeting of stockholders. Mr. Bon Salle and Mr. Khan serve as Class I directors with a term expiring at the 2022 Annual Meeting of Stockholders. Ms. Goodman and Messrs. Newman and Rosentzweig serve as Class II directors with a term expiring in 2023. Messrs. Levey and Morse and Ms. Zabriskie serve as Class III directors with a term expiring in 2024. Upon the expiration of the term of office for each class of directors, each director in such class shall be elected for a term of three years and serve until a successor is duly elected and qualified, or his or her earlier death, resignation, retirement, disqualification, or removal from office. Any additional directorships resulting from an increase in the number of directors or a vacancy may be filled by the directors then in office.

The Nominating and Corporate Governance Committee ("NCG Committee") is responsible for recommending to the Board, who ultimately nominates, directors for election each year and evaluating the need for new director candidates as appropriate. This assessment includes an evaluation of each director nominee's skills and experience, qualification as independent, as well as consideration of diverse perspectives and experiences, and other characteristics, such as existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, technical skills, business or government acumen, financial and accounting background, technology background, executive compensation background, and the size, composition, and combined expertise of the existing Board.

In connection with the closing of our initial public offering (our "IPO"), we entered into a Stockholders' Agreement (the "Stockholders' Agreement") with investment entities directly or indirectly managed by the Sponsor, including Trident VI, L.P., Trident VI Parallel Fund, L.P., Trident VI DE Parallel Fund, L.P. and Trident VI Professionals Fund, L.P. (collectively, the "Trident Stockholders"). The Stockholders' Agreement provides that the Trident Stockholders have certain nomination rights to designate candidates for nomination to our Board for so long as the Trident Stockholders or their affiliates beneficially own certain percentages of our common stock, described below under the section entitled "Part 3 – Certain Relationships and Related Party Transactions—Related Person Transactions."

Board Diversity Matrix
(As of March 31, 2022)

Total Number of Directors: 8

Gender Identity	Female	Male	Non-Binary	Did Not Disclose
Gender	2	6	—	—
Demographic Background				
Black or African American	—	—	—	—
Hispanic or Latinx	—	—	—	—
Asian	—	1	—	—
Native American or Alaska Native	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White (not of Hispanic or Latinx origin)	7	—	—	—
LGBTQ+	—	—	—	—

Home Point Capital Inc. 3

Home Point

Diversity Matrix

Information on our Board of Directors and Corporate Governance

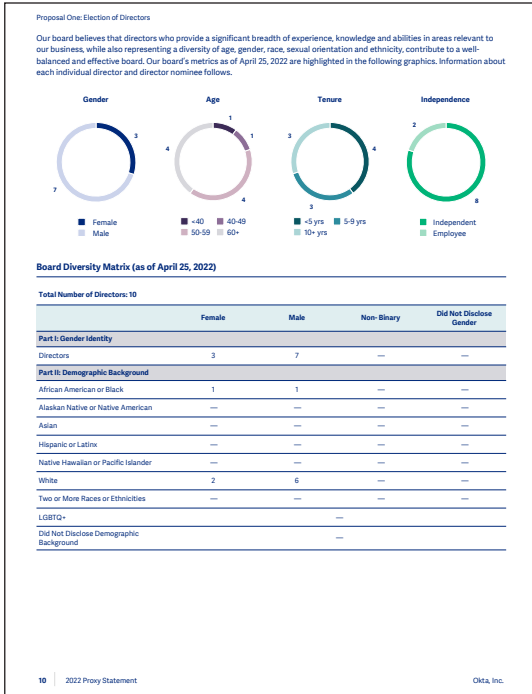
BOARD DIVERSITY MATRIX (AS OF APRIL 27, 2022)

Total Number of Directors	Female	Male	Non-Binary	Did Not Disclose Gender
Directors	1	8	—	—
Part II: Demographic Background				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latinx	—	6	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	1	4	—	—
Two or More Races or Ethnicities	—	2	—	—
LGBTQ+			—	
Did not Disclose Demographic Background			—	

MercadoLibre 2022 Proxy Statement 23

MercadoLibre

NASDAQ Tables (continued)



Okta

Proposal 1

Skills, Qualifications, and Experience

Our nominees contribute to our Board the individual experiences, qualifications, attributes, skills and self-identified diversity traits as shown in the following matrix. The skills identified in the matrix are intended as a high-level summary and not an exhaustive list:

	MATTHEWS	ALSFINE	COLLINS	CONROY	GREENBUR	DOODS-BROWN	FLEISS	FRASCOTTI	MILLSTONEBROFF	WESTON
Brand Marketing Experience	✓			✓	✓	✓	✓	✓	✓	✓
Corporate Social Responsibility Experience	✓			✓		✓		✓	✓	✓
Environmental & Sustainability Experience					✓	✓		✓	✓	✓
Executive Leadership Experience	✓		✓	✓	✓	✓		✓	✓	✓
Financial/Capital Allocation Experience	✓	✓						✓	✓	✓
Governmental & Public Policy Experience							✓	✓	✓	✓
Human Capital Management Experience	✓		✓	✓	✓	✓	✓	✓	✓	✓
Industry Experience	✓		✓	✓	✓	✓	✓	✓	✓	✓
International Operations & Distribution Experience			✓	✓	✓	✓		✓	✓	✓
Public Company Board Experience		✓	✓	✓	✓	✓		✓	✓	✓
Technology Experience			✓	✓	✓	✓	✓	✓	✓	✓
Race/Ethnicity										
African American or Black						✓				
White or Caucasian	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Gender										
Female							✓	✓	✓	✓
Male	✓	✓	✓	✓	✓	✓				✓

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Party City

PROPOSAL 1 — ELECTION OF DIRECTORS

Board Diversity Matrix

The Board Diversity Matrix below presents the Board's diversity statistics as required by applicable Nasdaq rules.

(As of January 30, 2022)*

Total Number of Directors: 8

Part I: Gender Identity	Male	Female	Non-Binary	Not Disclosed
Number of Directors Based on Gender Identity	6	2	-	-
Part II: Demographic Background				
African American or Black	1	-	-	-
Alaskan Native or Native American	-	-	-	-
Asian	-	-	-	-
Hispanic or Latinx	-	-	-	-
Native Hawaiian or Pacific Islander	-	-	-	-
White	5	2	-	-
Two or More Races or Ethnicities	-	-	-	-
LGBTQ+	-	-	-	-

* Based on self-identified diversity characteristics.

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TriMas

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Amit Sinha, Ph.D.

Age | 45
Director Since | 2017

Amit Sinha, Ph.D. has served as our President of Research and Development, Operations and Customer Service since July 2019 and as our Chief Technology Officer since December 2010. He previously served as our Executive Vice President of Engineering and Cloud Operations from October 2013 to July 2019. Dr. Sinha holds a Ph.D. and an M.S. in electrical engineering and computer science from the Massachusetts Institute of Technology, and a B. Tech in electrical engineering from the Indian Institute of Technology, Delhi.

We believe Dr. Sinha is qualified to serve as a member of our board of directors because he has more than 15 years of experience as an architect and technical manager in the networking and security industries and because of the operational insight and expertise he has accumulated as our Chief Technology Officer.

Diversity Board Matrix (as of November 1, 2021)

Total number of Directors					8
Gender Identity	Male	Female	Non-Binary	Not Disclosed	
Number of Directors based on Gender Identity	6	2	0	0	
Number of Directors who identify in any categories below:					
African American or Black	—	—	—	—	—
Alaskan Native or American Indian	—	—	—	—	—
Asian	2	—	—	—	—
Hispanic or Latinx	—	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—	—
White	4	2	—	—	—
Two or More Races or Ethnicities	—	—	—	—	—
LGBTQ+	—	—	—	—	—
Not Disclosed	—	—	—	—	—

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Zscaler

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.

CORPORATE GOVERNANCE

BOARD EVALUATION PROCESS

On an annual basis, the members of the Board and each Board committee conduct a confidential self-assessment of the Board's performance and committee performance, which entails a multi-part evaluation process managed by outside counsel. Our Nominating Committee oversees the evaluation process and reviews the procedures, which may vary from year to year. The Board believes it is important to assess its overall performance, the performance of the Board committees, and the individual performance of each director. In order to serve the best interests of our stockholders and position the Company for future success, the Board reviews its overall composition, including director tenure, Board leadership structure, diversity, and individual skill sets as part of the evaluation process. Based on feedback provided during the evaluation process and based on additional discussions last year, we increased the frequency of ESG Committee meetings held during Fiscal 2021.

Summary of Fiscal 2021 Board Evaluation Process

BACKGROUND			
Our Nominating Committee approved the self-assessment process and the form of questionnaires used.	An outside law firm collected the completed questionnaires and conducted one-on-one follow up calls with each director to solicit supplemental comments.	Our Chairperson conducted one-on-one follow up calls with each director, focusing on general Board feedback and peer assessments.	The Chair of our Nominating Committee conducted one-on-one calls with each director, focusing on the evaluation of the Chairperson of the Board.
POST-EVALUATION			
Results were reviewed by the Chairs of the applicable Board committee, the Nominating Committee, and the Chairperson of the Board.	Results of the peer assessment were provided to the subject director for director development purposes.	The Board and each Board Committee discussed the results of the assessments. The outside law firm participated in discussions with the Nominating Committee and the Board.	The Board and management will take steps to address or improve upon any issues or opportunities disclosed during the evaluation process.

Description of Evaluation Process Changes for Fiscal 2021

In Fiscal 2021, in response to feedback from directors, we enhanced our self-assessment process to include more robust questions on peer evaluations. This peer feedback was provided to directors verbally by our Chairperson, as described in the chart above.

BOARD ROLE IN RISK OVERSIGHT

The Board has primary responsibility for risk oversight and, in this capacity, oversees the management of risks related to the operation of our Company. The Board executes its oversight duties in part by assigning responsibility to committees of the Board to oversee the management of risks that fall within their respective areas. In performing this function, each Board committee has full access to management, as well as the ability to engage advisors. The Chair of each Board committee reports on the applicable committee's activities at Board meetings and has the opportunity to discuss risk management with the full Board at that time.

Enterprise Risk Management

The Company primarily manages enterprise risk through our management-led Enterprise Risk Management Committee (the "ERM Committee"). The ERM Committee is comprised of a group of cross-functional senior members of management across the Company, and is co-chaired by our General Counsel and our Chief Financial Officer.

The ERM Committee meets on a quarterly basis to review, prioritize, and address mitigation strategies for major risk exposures. The ERM Committee also considers new and emerging risks, and, as needed, a smaller subset of the ERM Committee meets in between the quarterly meetings to discuss emerging or growing risks. As part of its risk oversight role, the Audit Committee receives quarterly reports from representatives of the ERM Committee on our enterprise risk management program.

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Abercrombie & Fitch

Board Composition

Our Board regularly reviews its composition and its size to evaluate its overall effectiveness and alignment with our strategy. Consideration is given to the composition of our board to maintain a cohesive and diverse board that brings the right balance of experiences, perspectives, independence, skills, and expertise to support effective oversight. We believe it is appropriate to maintain a balance of longer tenured members who bring valuable Company-specific knowledge with a historical perspective, and newer members, who bring fresh viewpoints and new ideas.

Director Experience and Qualifications

We believe that our Board of Directors should have a variety of qualifications, skill sets and experience that, when taken as a whole, best serve the Company and our shareholders. We recognize the importance of diversity with regard to the composition of the Board and strive to have a Board that provides diversity of thought and a broad range of perspectives. Directors should possess integrity, energy, brightness, analytical skills and the commitment to devote the necessary time and attention to the Company's affairs. Directors should also possess a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust.

The Board of Directors has determined that directors should be persons who have achieved prominence in their field and who possess significant experience in areas of importance to the Company, such as general management, finance, marketing, technology, law, business or public sector activities. As summarized at right, our directors bring to the Board a variety of qualifications and skills and, collectively, these qualifications form a depth of broad and diverse experiences that help the Board effectively oversee our activities and operations.

The Nominating and Governance Committee will consider whether the candidate has served as the chief executive officer, chief financial officer or other executive officer of a public company with significant policymaking or operational responsibilities. The committee also evaluates a candidate's other board commitments and manifest potential to significantly enhance the effectiveness of the Board and its committees. Experience in an area that is directly relevant to one or more of our business segments is also an important consideration.

The committee considers these specific qualities or skills as being necessary for one or more directors to possess:

- A majority of directors must satisfy the independence standards established by the New York Stock Exchange;
- Enough independent directors must be financially literate and have accounting or related financial management expertise so that the current and anticipated membership needs of the Audit and Risk Committee can be satisfied from a depth of broad and diverse experiences that help the Board effectively oversee our activities and operations;
- Directors are expected to possess the skills, experience and professional background necessary to gain a sound understanding of our strategic vision, mix of businesses and approach to regulatory relations and enterprise risk management; and
- The Board as a whole must possess a mix and breadth of qualities, skills and experience that will enable it and its committees to promote the best interests of the Company and its shareholders and to address effectively the risk factors to which the Company is subject.

Director Experience and Qualifications

Leadership and Tenure	Public Company	Human Capital Management	Risk Management	Finance	Consumer	Global	Industry Experience	Technology/Cybersecurity	Legal and Regulatory
Experience leading complex business operations and developing and executing strategic plans allows for effective oversight of the Company's operations	Public company governance and management experience provides insights to reputation, financial and risk management	Experience managing a large and/or global workforce brings understanding to the oversight of one of our key resources	Skills in identifying, assessing and managing risks are important to effectively oversee risk management and understand the most significant risks facing the Company	Possessing financial expertise and knowledge of the financial reporting and auditing processes aids in the oversight of reporting and internal control	Experience in understanding the needs and interests of consumers is relevant for evaluating new market opportunities	Business strategy, operations and substantive experience in international matters provides insights to our global operations	Experience in the financial services industry supports effective oversight of our operations and strategies	Understanding advancements in technology, cybersecurity and information systems/data management provides insight into opportunities and risks	Legal and regulatory experience with legal and regulatory requirements provides deep perspective on the highly regulated and complex legal frameworks applicable to our business

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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 means. 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.

- 1. Candidate Evaluation**
The background, experience, skills, independence and other relevant characteristics of any candidate recommended by the Board or search firms, directors, management or stockholders are considered by the NCG Committee, and the NCG Committee decides whether to recommend the candidate.
- 2. Board Evaluation**
The Board evaluates the candidate recommended by the NCG Committee as well as the skills, experience, tenure and other relevant attributes of existing directors in the context of current Board composition and long-term needs of the Board.
- 3. Stockholder Vote**
At the Annual Meeting, stockholders vote on the nominees submitted to the Board. Directors are elected for one-year terms under a majority voting standard.

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 service 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.

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BOARD MEETING QUORUM REQUIREMENTS

Our Amended and Restated Bylaws (the "Bylaws") provide that a majority of the total number of directors then in office will constitute a quorum.

The Board met four times in 2021 after the closing of the Spin-Off. No director attended fewer than 75% of the aggregate of the total number of Board meetings and the total number of meetings of all committees on which each director served.

We encourage our directors to attend annual meetings of stockholders and believe that attendance at annual meetings is just as important as attendance at Board and committee meetings.

DIRECTOR INDEPENDENCE AND CATEGORICAL STANDARDS

As a matter of policy and in accordance with the New York Stock Exchange, which we refer to as the "NYSE", listing standards, the Board should consist of a majority of independent directors. The Board must affirmatively determine that a director has no material relationship with DT Midstream, either directly or indirectly, or as a partner, shareholder or officer of an organization that has a relationship with DT Midstream. The Board has established the following categorical standards for director independence, which are more stringent than the NYSE independence standards:

A director for whom any of the following is true will not be considered independent:

- A director who is currently, or has been at any time in the past, an employee of DT Midstream or a subsidiary.
- A director whose immediate family member is, or has been within the last three years, an executive officer of DT Midstream.
- A director who receives, or whose immediate family member receives, more than \$120,000 in direct compensation from DT Midstream during any twelve-month period within the last three years, other than director and fee fees or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- A director who is a current partner of a firm that is DT Midstream's internal or external auditor; a director that has an immediate family member who is a current partner of such a firm; a director that has an immediate family member who is a current employee of such a firm and personally works on DT Midstream's audit; or a director or immediate family member that was, within the last three years, a partner or employee of such a firm and personally worked on DT Midstream's audit within that time.
- A director who is employed, or whose immediate family member is employed, or has been employed within the last three years, as an executive officer of another company where any of DT Midstream's present executives at the same time served or served on that company's compensation committee.
- A director who is a current employee, or whose immediate family member is a current executive officer, of a company that has made payments to, or received payments from, DT Midstream for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues in that year.

Contributions by DT Midstream to a tax-exempt organization will not be considered to be a material relationship that would impair a director's independence if a director serves as an executive officer of a tax-exempt organization and, within the preceding three years, contributions in any single fiscal year were less than \$1 million or 2% (whichever is greater) of such tax-exempt organization's consolidated gross revenues.

The Board has affirmatively determined, after applying these standards and considering all relevant facts and circumstances, that all of our directors other than Robert Skaggs, Jr. and David Stiller qualify as independent and have no material relationship with DT Midstream. The independent directors are Stephen Baker, Wright Laster III, Elaine Pickett, Peter Tummelshoff and Douglas Wilson. Robert Skaggs, Jr. and David Stiller are not independent directors and may be deemed to be affiliates of DT Midstream under the categorical standards. Robert Skaggs, Jr. and David Stiller are not considered independent due to their roles as Executive Chairman and President and Chief Executive Officer, respectively, of DT Midstream. There were no material relationships that the Board considered when determining the independence of the directors other than Robert Skaggs, Jr. and David Stiller.

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DT Midstream

Director Evaluation Criteria (continued)

Board of Directors

and continued tenure of incumbent Board members. With respect to diversity, we broadly construe diversity to mean not only diversity of race, gender, sexual orientation, and ethnicity, but also diversity of geography, culture, opinions, perspectives, and professional and personal experiences. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law. The Board believes that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. The Board therefore considers diversity in identifying nominees for director but does not have a separate policy directed toward diversity.

Process for Identifying and Evaluating Nominees. The process for identifying and evaluating nominees to fill vacancies on the Board of Directors is initiated by conducting an assessment of critical Company and Board needs, based on the present and future strategic objectives of the Company and the specific skills required for the Board as a whole and for each Board Committee. A third-party search firm is generally used by the Nominating and ESG Committee to identify qualified candidates. These candidates are evaluated by the Nominating and ESG Committee by reviewing the critical needs assessment, the candidates' biographical information and qualifications, and checking the candidates' references.

Serious candidates meet with all members of the Board and as many of the Company's executive officers as practical. Using the input from such interviews and the information obtained from and recommendation provided by the Nominating and ESG Committee, the full Board determines whether to appoint or nominate, as the case may be, a candidate to the Board.

The Nominating and ESG Committee will evaluate the skills and experience of existing Board members against the Company's critical needs assessment in making recommendations for nomination by the full Board of candidates for election by the shareholders. The nominees to the Board of Directors described in this Proxy Statement were approved unanimously by the Company's directors. Mr. Montoya who joined the Board in June 2021, and Mr. Phillips who was appointed to the Board on January 5th, 2022, respectively were recommended by a third-party search firm the Nominating and ESG Committee retained at the expense of the Company. The third-party search firm provided guidance as to the particular skills, experience and other characteristics the Nominating and ESG Committee was seeking in potential candidates and was specifically requested to include diverse candidates in the search. The third-party search firm identified a number of potential candidates, including Messrs. Montoya and Phillips, and prepared background materials on these candidates, which were provided to the members of the Nominating and ESG Committee for their review. The third-party search firm interviewed these candidates the Nominating and ESG Committee determined merited further consideration and assisted in arranging interviews of selected candidates with members of the Nominating and ESG Committee, other members of the Board of Directors, and certain of the Company's executive officers. The third-party search firm also completed reference checks on the candidates.

The Nominating and ESG Committee expects that a similar process will be used to evaluate nominees recommended by shareholders.

Shareholder Recommendations and Nominations—Proxy access candidates. The Company's Bylaws permit a shareholder or group of up to 20 shareholders, owning 3% or more of the Company's outstanding common stock continuously for at least three years, to nominate and include in the Company's proxy materials director nominees constituting up to two directors or 20% of the Board, whichever is greater, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the Company's Bylaws. A nominating shareholder is required to provide financial expertise, integrity, ability to make independent, analytical inquiries, understanding of the business environment, industry experience, and willingness to devote adequate time to Board and committee duties. The proposed nominee should also be free of conflicts of interest that could prevent such nominee from acting in the best interest of ModivCare and our stockholders. Additional special criteria apply to directors being considered to serve on a particular committee of the Board. For example, members of the Audit Committee must meet additional standards of independence and have the ability to read and understand ModivCare's financial statements.

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of our Board. The Governance and Nominating Committee considered several candidates and recommended that the Board elect Ms. Mendis and Mr. Cohan to the Board. The Board believes that Ms. Mendis and Mr. Cohan meet the criteria described in this proxy statement and are highly-qualified candidates. Ms. Mendis brings to the Board expertise in business transformation, strategy, and corporate social responsibility, as well as operational experience in the financial services space. Mr. Cohan brings extensive strategic, financial, operational, and growth experience to the Board, along with a track record of successfully transforming businesses, brands, teams, relationships, and culture. The Board elected Ms. Mendis and Mr. Cohan to the Board effective April 1, 2021.

Diversity

Both the Board and the Governance and Nominating Committee believe that diversity of skills, perspectives, backgrounds, and experiences among Board members improves the Board's oversight and evaluation of management on behalf of the shareholders and produces more creative thinking and better strategic decision-making by the Board. Although we do not have a formal policy concerning diversity of director nominees, the Governance and Nominating Committee considers, though not exclusively, the distinctive skills, perspectives, backgrounds, and experiences that candidates who are diverse in gender, ethnic background, geographic origin, and professional experience have to offer.

SELECTING AND EVALUATING OUR NOMINEES

When evaluating potential director nominees, the Governance and Nominating Committee considers each individual's professional experience, areas of expertise, and educational and personal backgrounds. The Board determines the appropriate mix of experiences, areas of expertise, and educational backgrounds in order to maintain a Board that is strong in its collective knowledge and that has the skillsets necessary to fulfill its responsibilities, meet the future needs of the Company, and represent the interests of our shareholders.

Among the most important specific skills, knowledge, and experience that the Governance and Nominating Committee and Board rely upon when determining whether to nominate an individual for election are the following:

- Operating experience as current or former executives, which gives directors specific insight into, and expertise that will foster active participation in, the development and implementation of our operating plan and business strategy;
- Executive leadership experience, which gives directors who have served a significant leadership positions strong abilities to motivate and manage others and to identify and develop leadership qualities in others;
- Accounting or financial expertise, which enables directors to analyze our financial statements, capital structure, and complex financial transactions, and oversee our accounting and financial reporting processes;
- Enterprise risk management (ERM) experience, which contributes to oversight of management's risk monitoring and risk management program, and establishment of risk appetite aligned with our strategy;
- Financial, technology, or retail industry knowledge, which are vital in understanding and reviewing our strategy, including the acquisition of businesses that offer complementary products or services; and
- Public company board and corporate governance experience, which provides directors a solid understanding of their extensive and complex oversight responsibilities and furthers our goals of greater transparency, accountability for management and the Board, and protection of our shareholders' interests.

Proposal 1 – Election of Directors | Director Nomination Process | H&R Block 2021 Proxy Statement 7

H&R Block

Corporate Governance

Director Nomination Process

Director Qualifications

Nominees for director are selected on the basis of outstanding achievement in their careers and other factors, including board experience, education, whether they are independent under applicable NASDAQ listing standards and applicable SEC rules, financial expertise, integrity, ability to make independent, analytical inquiries, understanding of the business environment, industry experience, and willingness to devote adequate time to Board and committee duties. The proposed nominee should also be free of conflicts of interest that could prevent such nominee from acting in the best interest of ModivCare and our stockholders. Additional special criteria apply to directors being considered to serve on a particular committee of the Board. For example, members of the Audit Committee must meet additional standards of independence and have the ability to read and understand ModivCare's financial statements.

Director Nominee Selection Process

In evaluating potential director nominees, including those identified by stockholders, for recommendation to our Board, our Nominating and Governance Committee seeks individuals with talent, ability and experience from a wide variety of backgrounds, and considers attributes such as race, ethnicity, gender, and cultural background when reviewing candidates for our Board and in assessing our Board's overall composition. In an effort to provide a diverse spectrum of experience and expertise relevant to a diversified business enterprise such as ours, although we have no minimum qualifications, a candidate should represent the interests of all stockholders, and not those of a special interest group, have a reputation for integrity and be willing to make a significant commitment to fulfilling the duties of a director.

Our Nominating and Governance Committee will screen and evaluate all recommended director nominees based on the criteria set forth above, as well as other relevant considerations. Our Nominating and Governance Committee will retain full discretion in considering its nomination recommendations to our Board. In identifying, evaluating and nominating individuals to serve as directors, our Board and its Nominating and Governance Committee do not rely on any preconceived guidelines or rules. Rather, our Board and its Nominating and Governance Committee believe that the Company is best served by directors with a wide range of perspectives, professional experiences, skills and other individual qualities and attributes and who come from diverse backgrounds.

To become a nominee, an incumbent director must also submit an irrevocable resignation to the Board that is contingent upon (a) such director receiving more votes cast against the director's election than for the director's election in the uncontested election, and (b) acceptance of that resignation by the Board in accordance with the policies and procedures adopted by the Board for such purpose. The incumbent director must also complete and submit a questionnaire with respect to his or her background and execute a written representation and agreement (the "Director/Prospective Director Agreement").

The Director/Prospective Director Agreement requires directors and nominees to disclose certain types of voting commitments and compensation arrangements and to disclose, if elected, whether in compliance with all applicable corporate governance, conflicts of interest, confidentiality, securities ownership and stock trading policies and guidelines of the Company, and also provides for the immediate resignation of a director if such person is found by a court of competent jurisdiction to have breached the Director/Prospective Director Agreement in any material respect.

The Nominating and Governance Committee will consider properly submitted stockholder recommendations for director candidates. Director candidates recommended by stockholders are given the same consideration as candidates suggested by directors and executive officers. The Nominating and Governance Committee has the sole authority to select, or to recommend to the Board, the nominees to be considered for election as a director.

The officer presiding over the annual meeting of stockholders, in such officer's sole and absolute discretion, may reject any nomination not made in accordance with the procedures outlined in this Proxy Statement and ModivCare's Bylaws. Under ModivCare's Bylaws, a stockholder who desires to nominate directors for election at an annual meeting of stockholders must comply with the procedures summarized below. Interested stockholders may review ModivCare's Bylaws, at no cost, on the SEC's website, www.sec.gov, as Exhibit 3.4 to ModivCare's Annual Report on Form 10-K filed with the SEC on March 1, 2022, or by submitting a written request directed to the Company's Corporate Secretary at the address given in the paragraph below.

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Modivcare

CORPORATE GOVERNANCE

- EVALUATION QUESTIONNAIRES**
The Board self-evaluation process occurs every January and begins with each director receiving a questionnaire that addresses Board and committee composition, organization, meetings and meeting content, oversight responsibilities, Board culture, skills and mix of experience, among other issues.
- INDIVIDUAL INTERVIEWS**
The Independent Chairman of the Board and Chair of the Nominating and Corporate Governance Committee have an in-depth conversation with each member of the Board to solicit candid input from each director regarding the issues outlined in the questionnaire.
- REVIEW AND ANALYZE RESULTS**
With the assistance of the Corporate Secretary, the Independent Chairman of the Board and Chair of the Nominating and Corporate Governance Committee review and analyze the information to identify changes over the self-evaluation results from the prior year and opportunities to improve Board effectiveness going forward. Follow-up conversations are held with directors as necessary.
- USE OF FEEDBACK**
The Independent Chairman and the Chair of the Nominating and Corporate Governance Committee review the results of the feedback with all directors and the Board discusses the areas identified for potential improvement.

As a result of this evaluation process, the Board has strengthened its governance processes and procedures in multiple ways, including the following:
 - addition of new directors to augment skills on the Board;
 - formation of new committees;
 - the rotation of committee leadership and service;
 - the addition of energy transition related continuing education sessions;
 - increased frequency of reviews of key risks and better prioritization of meeting time; and
 - increased director interaction with management succession candidates.
- CHANGES IMPLEMENTED**

Director Onboarding and Continuing Education. The Company's directors are expected to keep current on issues affecting Pioneer and its industry and on developments with respect to their general responsibilities as directors. In order to assist directors in developing and maintaining these skills, the Board, under the leadership of the Independent Chairman of the Board and Chair of the Nominating and Corporate Governance Committee has developed a robust orientation and onboarding program for new directors, which includes the appointment of a current director as a mentor during the onboarding process. Additionally, under the guidance of the Nominating and Corporate Governance Committee, the Board provides for continuing education for all directors.

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Pioneer Natural Resources

Director Evaluation Criteria (continued)

Corporate Governance

Each independent director receives an evaluation survey for each other independent director

Directors forward completed surveys to an outside law firm that oversees results, maintaining confidentiality

The law firm provides completed results to the Corporate Governance Committee Chair who discusses with the Chairman

The Corporate Governance Committee Chair and the Chairman address specific issues directly with individual directors as needed

The full board discusses results and identifies areas in which the board can be improved and enhanced to increase board effectiveness

Our board annually reviews the individual performance, commitments and qualifications of each director who may wish to be considered for nomination for election for an additional term. The evaluations are reviewed by the Corporate Governance Committee, which makes recommendations to the board regarding nominees to stand for election as directors. Our board appreciates the importance of critically evaluating directors and their contributions to the board in connection with the re-nomination decision, including their collective skills, qualifications and experience, feedback from the annual board evaluation, and individual performance, attendance, participation, independence and outside board and other affiliations.

The Board's Role in Risk Oversight

Risks are inherent in our business operations, including, among others, health, safety and operational risks, human capital risks, regulatory and compliance risks, cybersecurity risks, climate and other environmental risks, business and financial risks and reputational risks. Management has developed an integrated risk management framework to assess, prioritize, manage and monitor risks across the company's operations. Sempra's board has ultimate responsibility for risk oversight under this framework. Consistent with this approach, our Corporate Governance Guidelines provide that the specific functions of the Board of Directors include assessing and monitoring risks and risk management strategies.

The board believes that risk oversight stretches beyond any one committee. As a result, the board has diversified its risk oversight responsibilities across its membership, housing categories of risk oversight within standing board committees by topic and forming ad hoc committees to manage and oversee certain specific risks as needed. For example, the responsibilities of the board's Safety, Sustainability and Technology (SSTAT) Committee include oversight of a variety of sustainability matters, including climate change, diversity and inclusion, human rights developments and other environmental and social issues affecting the company's business. This committee, the members of which are all independent directors, also oversees the company's overall health and safety policies, reinforcing our company's strong commitment to robust safety practices. Additionally, this committee oversees cybersecurity and other information technology risks and keeps abreast of technology advancements important to our business and other current events or developments that could impact our cyber risk. Any risk oversight that does not fall within the responsibility of a particular committee remains with the full board. The committee chairs periodically report to the full board regarding their respective committees' risk oversight roles.

The board and its appropriate committees periodically review and evaluate the material risks we face. In addition, a review of what are believed to be Sempra's most material risks and mitigation strategies for these risks is presented by senior management to the full board annually. The board also reviews and monitors strategic, financial and operating plans and goals intended to support sustainable long-term growth and each of our principal operating companies is responsible for identifying and moderating risk in a manner consistent with these plans and goals. The board fulfills its risk oversight function by, among other things, reviewing reports provided to the board and to appropriate board committees, discussing material risks and opportunities with management, appointing outside experts, selecting director candidates with diverse experience and qualifications, forming ad hoc committees to manage and oversee certain specific risks as needed, and staying informed about developments in our industry and other current events that may impact the company. Based on the foregoing, the board and its committees establish new or monitor and, as needed, amend existing risk oversight and control mechanisms, policies and practices. In addition, the company has a robust internal audit function that reports directly to the Audit Committee.

The board and its committees seek to manage risk by establishing policies and practices that apply to various aspects of our business, including, among others:

- The appropriate capital structure for our business
- Utility investment plans consistent with state policy objectives and regulatory review and approval of significant investments
- Non-utility investment policies, including requiring contractual commitments from third parties to purchase a substantial portion of the capacity or output of major non-utility projects before commencing construction on the projects, subject to exceptions
- An employee compensation program that encourages and rewards sustainable growth in our business and is within an acceptable risk profile
- Commitment policies that require board review and/or approval above certain dollar thresholds
- Reviews of the company's high-performing cultures with a focus on key areas of our operations, such as safety, sustainability, diversity and inclusion of our workforce and customer service
- With respect to investments in which we do not operate or control the applicable entity, careful selection of business partners and representation on the entity's board or equivalent governing body when possible

For additional information on the responsibilities of board committees, see "Board Committees" below.

Active Board Oversight of ESG Matters

The board recognizes the importance of risks and opportunities related to environmental stewardship, safety, stakeholder engagement and responsible governance and believes a focus on these factors is consistent with our vision, mission and values and can help our company achieve better business outcomes.

As described below under "Proposal 1: Election of Directors," our board collectively possesses a broad and deep range of skills that enables effective oversight of strategy and risk management, including as it relates to our ESG priorities. Our directors come from a variety of backgrounds

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Sempra Energy

CORPORATE GOVERNANCE

with respect to risk assessment and management, has primary responsibility for overseeing the Company's processes for enterprise risk management and mitigation, including risks related to cybersecurity; and oversees management's implementation of the Company's ESG program, including initiatives related to diversity, equity and inclusion.

- The Compensation Committee monitors risks associated with the design and administration of the Company's compensation programs and practices, including evaluating equity awards and establishing performance goals.
- The Nominating and Corporate Governance Committee oversees risks related to the Company's corporate governance, including ensuring the Board's continued ability to provide independent oversight of management.

Each standing committee has full access to management, as well as 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 and to align risk-taking appropriately with 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 that functions in an atmosphere of transparency and collaboration.

Board Process for Identification and Review of Director Candidates

The Company's Corporate Governance Guidelines include qualification criteria that the Nominating and Corporate Governance Committee uses to identify individuals it believes are qualified to become directors. See "Board Composition Overview" for a discussion of the characteristics and qualities that director candidates should possess.

After identifying qualified individuals and conducting interviews, as appropriate, the Nominating and Corporate Governance Committee recommends selected individuals to the Board. The Nominating and Corporate Governance Committee uses the same process to evaluate all 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 2020, the Company engaged search firms to assist with recruitment of new director candidates. The search firms provided director candidates and worked with the Nominating and Corporate Governance Committee to contact prospects to assess interest and availability. The search firms also contacted references for the candidates. A background check was completed before any candidate was approved by the Board.

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Six Flags

Risk Oversight and 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.

Corporate Governance

The following section discusses our corporate governance, including the role of our Board and Board committees. Our Corporate Governance Guidelines, which were adopted to promote the effective functioning of the Board and Board committees and to reflect our commitment to high standards of corporate governance, are periodically reviewed by the Board to verify they reflect the Board's evolving corporate governance practices, policies, and procedures. In addition, we have a Code of Business Conduct and Ethics, which applies to all associates and directors worldwide (including members of the Board) and incorporates an additional Code of Ethics applicable to our Chief Executive Officer, our Chief Financial Officer, and other designated financial associates. Additional information regarding corporate governance (including a copy of our Corporate Governance Guidelines), a copy of the charter of each of our Board committees, and a copy of our Code of Business Conduct and Ethics, may be found on our corporate website at www.abccorp.com on the "Corporate Governance" page. The Company will provide copies of its Corporate Governance Guidelines, Code of Business Conduct and Ethics, and any of the Board committee charters to any stockholder, free of charge, upon written request to our Corporate Secretary at 6301 Fitch Path, New Albany, Ohio 43054.

GOVERNANCE PRINCIPLES

Our Board and executive team believe that strong and effective corporate governance is essential to our overall success. Our Board reviews our major governance policies, practices, and processes regularly in the context of current corporate governance trends, investor feedback, regulatory changes, and recognized best practices. The foundation of our corporate governance program is providing transparent disclosure to all stakeholders on an ongoing and consistent basis, with a focus on delivering long-term stockholder value. The following chart provides an overview of our corporate governance structure and processes, including key aspects of our Board operations.

Governance Principles	Our Practice
1 Accountability to stockholders	<ul style="list-style-type: none"> All directors are elected annually Eligible stockholders may include their director nominees in our proxy materials
2 Appropriate stockholder voting rights	<ul style="list-style-type: none"> Proxy access for director candidates nominated by stockholders, reflecting market standards We do not have a "poison pill"
3 Regular and proactive stockholder engagement	<ul style="list-style-type: none"> Our investor relations team maintains an active, ongoing dialogue with investors and portfolio managers year-round on matters of business performance and results Our directors are available to participate in stockholder engagement when it is helpful or required
4 Independent Board leadership structure	<ul style="list-style-type: none"> We separate the roles of Chairperson of the Board and CEO and require that our Board be led by an independent director to aid in the Board's oversight of management All members of the Audit Committee, Compensation Committee, and Nominating Committee are independent of the Company and our management
5 Effective Board policies and practices	<ul style="list-style-type: none"> Our Corporate Governance Guidelines require a majority of our directors to be independent, 10 of our 11 director nominees are independent of the Company and our management Our Board is composed of accomplished professionals with deep and diverse experiences, skills, and knowledge relevant to our business, resulting in a high-functioning and engaged Board (the Director Skills Matrix is presented above under Proposal 1 - Election of Directors) The Board seeks to achieve diversity among its members Each standing Board committee has a charter that is publicly available on our corporate website, meets applicable legal requirements, and reflects good corporate governance The Nominating Committee reviews the Company's governance policies and practices annually and makes recommendations to the Board

Abercrombie & Fitch Co. 18 2022 Proxy Statement

Abercrombie & Fitch

Academy Sports and Outdoors, Inc.

We have a long history of providing essential supplies for crisis preparedness and have helped our communities, customers, and team members through various natural disasters and crises. In 2020, during the COVID-19 pandemic, we donated ponchos and footwear for health care workers to use as personal protective equipment as they continued serving their communities. In August 2021, Hurricane Ida caused significant flooding, loss of power, and damage throughout its path in Louisiana and Mississippi, and we coordinated with the Red Cross and our stores to deploy several trailers of free bottled water, ice, and gasoline to impacted communities and team members. By being there in times of need, we help to solidify our role as a trusted partner where we operate and to better enable our customers to improve their quality of life.

Partnerships and sponsorships represent our largest investment in communities. In 2021, we invested \$5.1 million in these partnerships in local communities benefiting 400 youth teams sports leagues, and thousands of kids. Another important way we support communities is through partnerships with sports teams and outdoor organizations. We now maintain exclusive multi-year relationships with collegiate athletic conferences (including the Southwestern Athletic Conference, or "SWAC", Southern Intercollegiate Athletic Conference, or "SIAC", and Central Intercollegiate Athletic Association, or "CIAA") whose member institutions are comprised of mostly historically black colleges and universities or "HBCUs". Our relationships with SWAC, SIAC and CIAA support meaningful community initiatives with a focus on grassroots programming, including youth outreach and mentorship programs.

In 2021, we offered discounts to Military, First Responders and Teachers as part of key holiday events, which totaled over \$21.4 million in merchandise discounts. We also partnered with over 50 first responder/military organizations to promote fun and safety with an investment of nearly \$400,000, including in-kind and cash donations that positively impacted 3,000 families. Also, as part of Teacher Appreciation Month in August 2021, we hosted over 30 giveback events and donated approximately \$80,000 to teachers, schools and more across our footprint. During 2019 to 2021, our Team Members volunteered their time and we invested \$466,000 to support National Night Out, a community-building campaign that promotes police-community partnerships and neighborhood camaraderie. During the 2021 holidays season, we teamed up with St. Jude Children's Research Hospital for the second consecutive year to sell festive long-sleeved t-shirts, which allowed us to donate \$500,000 as part of the proceeds from each shirt sold.

Board Oversight of Risk Management

Management is responsible for the day-to-day management of risk, while the Board is primarily responsible for risk management oversight and delegates oversight of certain risk management to its committees. The Board oversees our long-range strategic and financial planning, annual budget and capital plans, stockholder return principles, and financing risks. The Audit Committee oversees the administration of our enterprise risk management (ERM) program and risk management of financial exposures, statements, controls, systems and reporting; regulatory and compliance, including ethics, anti-corruption, safety, and whistleblower programs; cybersecurity and data privacy; internal audit and related matters; divestiture and related party transactions. The Compensation Committee oversees risk management of our compensation policies and practices, talent recruitment, management, and retention; succession planning; and non-employee director compensation. The Governance Committee oversees risk management of our corporate governance, Board composition, director succession planning, ESG strategy, and political contributions. Each committee submits reports and recommendations to the Board regarding risk-related matters.

The Board and its committees receive regular reports from management regarding specific risks and trends to help ensure effective and efficient oversight of our activities and to assist in proper risk management and the ongoing evolution of management control. The Board and its committees discuss selected risks in greater detail throughout the year with management and in executive sessions of the Board and/or the independent directors.

Risks facing the Company include macroeconomic, supply chain, legal, regulatory and compliance, operational, information technology, cybersecurity, labor, business continuity, competitive, financial, safety (including COVID-19), reputational, and other business risk exposures. For more information on the risks that affect our business, please see the Annual Report.

Leaders from our Risk Management and Internal Audit Functions (the "ERM Team") administer our ERM program, which is designed to identify, assess and manage or top enterprise risks. Responsibility for managing each of top exposures driving our enterprise risks is assigned to one or more members of management, who we refer to as "risk owners." The ERM Team's responsibility is to regularly identify our top enterprise risks (including emerging risks), assess the likelihood of their occurrence, the significance of their potential impact, and the effectiveness of our existing strategies to mitigate their risk; and develop plans with risk owners to monitor, manage and mitigate these risks. The ERM Team holds regular risk

Academy

Academy Sports + Outdoors

Proxy Summary | Director Nominations | Proposal One | **Corporate Governance** | Exec. Compensation | Proposal Two | Proposal Three

Corporate Governance

Arcosa's business affairs are managed under the direction of the Board in accordance with the General Corporation Law of the State of Delaware, Arcosa's Restated Certificate of Incorporation, and its Amended and Restated Bylaws. The role of the Board is to oversee the management of Arcosa for the benefit of the shareholders. This responsibility includes monitoring senior management's conduct of Arcosa's business operations and affairs; reviewing and approving Arcosa's financial objectives, strategies, and plans; risk management oversight; evaluating the performance of the Chief Executive Officer and other executive officers; and overseeing Arcosa's policies and procedures regarding corporate governance, legal compliance, ethical conduct, and maintenance of financial and accounting controls.

The Board has adopted Corporate Governance Principles, which are reviewed annually by the G&S Committee. Arcosa also has a Code of Business Conduct and Ethics, which is applicable to all employees of Arcosa, including the Chief Executive Officer, the Chief Financial Officer, principal accounting officer, and controller, as well as the Board. Arcosa intends to post any amendments to or waivers from its Code of Business Conduct and Ethics on Arcosa's website at www.arcosa.com to the extent applicable to an executive officer, principal accounting officer, controller, or a director of Arcosa. The Corporate Governance Principles and the Code of Business Conduct and Ethics are available on Arcosa's website at www.arcosa.com under the heading "Corporate Governance — Additional Governance Documents."

Independence of Directors

The Board makes all determinations with respect to director independence in accordance with the New York Stock Exchange ("NYSE") listing standards and the rules and regulations promulgated by the Securities and Exchange Commission ("SEC"). In addition, the Board established certain guidelines to assist it in making any such determinations regarding director independence (the "Independence Guidelines"), which are available on Arcosa's website at www.arcosa.com under the heading "Corporate Governance — Additional Governance Documents — Arcosa Categorical Standards of Director Independence." The Independence Guidelines set forth commercial and charitable relationships that may not rise to the level of material relationships that would impair a director's independence as set forth in the NYSE listing standards and SEC rules and regulations. The determination of whether such relationships as described in the Independence Guidelines actually impair a director's independence is made by the Board on a case-by-case basis.

The Board undertook its annual review of director independence and considered transactions and relationships between each director, or his or her immediate family, and Arcosa and its subsidiaries and affiliates. In making its determination, the Board applied the NYSE listing standards and SEC rules and regulations, together with the Independence Guidelines.

The Board considered the disclosure by Julie Piggett that she was the Chief Financial Officer of BNSF prior to her retirement from BNSF in October of 2021. From time to time, Arcosa sells components to BNSF, and BNSF provides transportation services to Arcosa and certain of its subsidiaries. These transactions involved less than two percent (2%) of the consolidated gross revenues of each of Arcosa and BNSF for each fiscal year since January 1, 2019. For the 2019-2021 period, Arcosa received revenue from BNSF totaling \$3,530,717, with \$618,953 received in 2021, and paid BNSF a total of \$3,997,018, with \$304,173 paid in 2021. These transactions were conducted in the ordinary course of business, at arm's length. The Board determined that these limited transactions did not preclude a finding of independence with respect to Ms. Piggett.

As a result of its review, the Board affirmatively determined that the following directors are independent of Arcosa and its management under the standards set forth in the listing standards of the NYSE and the SEC rules and regulations: Joseph Avarado, Rhys J. Best, David W. Bleger (now retired), Jeffrey A. Craig, Ronald J. Gafford, John W. Lindsay, Douglas L. Rock, Melanie M. Trent, Kimberly S. Label and Julie A. Piggett. The Board determined that Antonio Camacho is not independent because of his employment by Arcosa.

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Arcosa

Our Commitment to Corporate Sustainability

Corporate Governance Framework

Our Board of Directors and management are committed to sound and effective corporate governance practices. We established and utilize a comprehensive corporate governance framework that consists of policies and programs that not only satisfy applicable regulatory requirements but also are intended to build value for the Company's stockholders.

The key components of our corporate governance framework are reviewed and approved by the Board on a regular basis and are set forth below:

Corporate Governance Guidelines	Related Party Transaction Policy
The Company's Corporate Governance Guidelines provide a framework for effective governance of the Company and its subsidiaries.	The Company's Related Party Transaction Policy restricts transactions with related parties by imposing rigorous standards, with the expectation that each transaction will be in the best interests of the Company and its stockholders. For more information about this policy, see Transactions with Related Persons - Related Party Policy section in this proxy statement.
Code of Business Conduct and Ethics	Outside Business Activities Policy
The Company's Ethics Code applies to all directors, officers and employees of the Company and its subsidiaries. The Ethics Code requires that all employees and directors adhere to high ethical standards and is reviewed by the Board on a regular basis.	The Company's Outside Business Activities Policy, which supplements the Ethics Code, requires controls on outside business activities of officers and employees and requires non-employee directors to refrain from engaging in outside business activities that create an actual or apparent conflict of interest. For more information about this policy, see Transactions with Related Persons - Outside Business Activities Policy section in this proxy statement.
Director Stock Ownership Guidelines	
<p>The Board has determined that long-term, significant equity ownership by all directors and senior officers is in the best interest of the Company and serves to align the interests of the directors and senior officers with the interests of the Company's stockholders. To that end, the Board has adopted the following non-employee director stock ownership guidelines and expectations:</p> <ul style="list-style-type: none"> As required by the Company's Corporate Governance Guidelines, non-employee directors are expected to own stock or stock equivalents with a value equal to five times the then-current annual base cash remuneration by the end of the fifth fiscal year following their appointment to the Board. We evaluate stock ownership of our directors annually, on the last day of our fiscal year. As of December 31, 2020, based on the NYSE closing stock price per share of our voting common stock on that day, each of the directors complied with the Stock Ownership Guidelines, giving allowance for the fact that certain directors have served on the Board for less than five years. Stock ownership guidelines are also applicable to senior officers as described in more detail below. See Compensation Discussion and Analysis—Stock Ownership Guidelines sections in this proxy statement. Directors are expected to be long-term stockholders and to refrain from selling stock other than for legitimate tax, estate planning, or portfolio diversification purposes. 	
Public Communications Policy	Insider Trading Policy
The Public Communications Policy, overseen by the Audit Committee, allows for more oversight and involvement by the Board and enhances the direct accountability for and the review of all financial related public communications by the Company.	Directors, officers and employees are obligated to comply in all respects with the Ethics Code and the Company's Insider Trading Policy, as well as all Company stockouts or insider trading restrictions as communicated by the General Counsel.

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Banc of California

Risk Oversight and Corporate Governance (continued)

Corporate Governance

CORPORATE GOVERNANCE PRACTICES

We are committed to strong corporate governance practices as demonstrated by the following policies and practices:

Independence	Accountability	Alignment with Shareholders	Best Practices	Corporate Social Responsibility
All non-employee directors are independent	Majority voting in uncontested elections	Executive compensation program emphasizes pay for performance	Strong lead independent director	Global strategy to achieve significant, measurable goals across a range of important environmental and social sustainability issues
Independent directors meet regularly in executive session	Advisory vote on compensation held annually	Robust share ownership guidelines for executive officers and directors	Comprehensive governance framework including Corporate Governance Guidelines and Code of Business Conduct and Ethics	Commitment to fostering an inclusive environment where employees and customers of diverse backgrounds are respected, valued and celebrated
Fully independent Board committees	Incentive compensation for executive subject to our Clawback Policy	Shareholder engagement	Board oversight of risk management	Annual board and committee evaluations
		No hedging our stock	Succession planning for Board, CEO and other members of senior management	Through our Code of Conduct for Business Partners and Factory Social Compliance Program, we partner with our suppliers on important human rights, health and safety, environmental and compliance issues

12 CAPRI HOLDINGS

Capri Holdings Limited

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)
- Clawback and forfeiture policy covering both financial restatements 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 Standow, 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

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Coeur Mining

Corporate Governance

We are committed to the values of effective corporate governance and high ethical standards. We believe these values are conducive to long-term performance. We believe our key corporate governance and ethics policies help us manage our business in accordance with the highest standards of business practice and in the best interests of our shareholders.

Our Corporate Governance Guidelines and committee charters help govern the operation of our Board and its committees. These are reviewed at least annually by the Nominating and Corporate Governance Committee and the full Board and are updated periodically in response to changing regulatory requirements, evolving practices, issues raised by our shareholders and other stakeholders, and otherwise as circumstances warrant.

Recent Corporate Governance Enhancements

In the spirit of our values of excellence and continuous improvement, our Board is committed to regular assessments of itself and its committees. This helps ensure that our Board's governance and oversight responsibilities are well executed and updated to reflect best practices.

Our Board continuously evaluates our governance-related practices, taking into account evolving best practices, the needs of our business, and feedback we receive from our shareholders and other stakeholders, including as described in —Shareholder Feedback" below. Since December 1, 2020, due in part in response to this feedback, we have made the following enhancements:

- We established a new Board committee, the Innovation, Science and Technology Committee (the "Innovation, Science and Technology Committee"), to focus on advancing and augmenting our product pipeline innovation and driving research and development optimization. This committee is chaired by Dr. Deborah T. Kuchner, Dean Emerita of Cummings School of Veterinary Medicine at Tufts University, one of the world's leading veterinary schools.
- We expanded the responsibilities of the Finance and Oversight Committee of our Board (the "Finance and Oversight Committee") to focus on M&A integration, financial matters and margin expansion, operational initiatives, and related areas of oversight.
- We continued to refresh our Board by appointing three new independent directors: William F. Doyle, a distinguished health care executive, animal health director and investor; Scott Ferguson, the managing director of Sagem Heat, one of our largest shareholders; and Paul Hrenstien, the former chief financial officer of Biotech Health. These directors have strengthened our Board through a willingness to provide a shareholder perspective, constructive engagement and commitment to our progress, and operational and industry-specific expertise. In all, we have added eight new independent directors since the beginning of 2019.
- In June 2021, we enhanced our governance reporting related to environmental, social and governance ("ESG") matters through the release of our 2020 Environmental, Social & Governance Summary (the "2020 ESG Summary Report"), which is aligned with SASB standards and the Task Force on Climate-related Financial Disclosures ("TCFD") reporting frameworks and includes other topics we believe are relevant to our key stakeholders.
- We expanded our shareholder engagement program through an ESG roadshow in the second half of 2021, through which members of our Board and executive leadership engaged with shareholders holding 45% of our shares (as of June 30, 2021) on a variety of topics related to executive compensation and ESG matters.

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Elanco

Board of Directors and Corporate Governance

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Hagerty

Risk Oversight and Corporate Governance (continued)

BOARD MATTERS & CORPORATE GOVERNANCE

The Board believes that strong corporate governance practices and shareholder rights are important. The following table highlights the Board's robust corporate governance practices and the Company's shareholder rights.

Board Summary	Shareholder Rights Summary
<ul style="list-style-type: none"> • Supports & Independent Chairman or empowered Presiding Director* • Majority voting for Directors with robust resignation policy for Nonboard Directors and plurality dividend for contested elections • Director stock ownership requirement • Board 50% independent and 40% diverse • No Directors on excessive number of boards • Annual election of all Directors • Five of the Board nominees refreshed in the last 5 years • Created a Committee focused on brand and sustainability 	<ul style="list-style-type: none"> • 50% of shareholders can call a special meeting • No material restriction on the right to call special meeting • Majority voting standard for M&A transactions • No poison pill • No dual-class stock • Proxy access • No material restriction on shareholders amending bylaws or articles of incorporation • No cumulative voting

*A Presiding Director is elected by the Nominating and Corporate Governance Committee when the Chairman is not independent.

INDEPENDENCE OF DIRECTORS

The Board has affirmatively determined that nine of our ten Director nominees, Mrs. Levinson and Szykster and Messrs. Atwood, Anderson, Cave, Dourdeville, Farley, Goldson, and Lineberger, qualify as independent Directors under New York Stock Exchange rules. Mr. Zaitz does not currently qualify as independent because he serves as our President and Chief Executive Officer.

For additional information, please see the "Certain Transactions" section of this Proxy Statement.

BOARD COMMITTEES

The Board has four standing committees: the Audit and Finance Committee, the Human Resources Committee, the Nominating and Corporate Governance Committee, and the Brand and Sustainability Committee. The Corporate Governance link at www.pxd.com/culture/governance contains the charter for each of the committees. The following describes the committees and identifies their members as of April 1, 2022.

Audit and Finance Committee	Audit and Finance Committee responsibilities identified in its Charter include:
<p>Members:</p> <ul style="list-style-type: none"> • Roy Atwood, Chair • R. John Anderson • James D. Farley, Jr. • Alan Goldson 	<ul style="list-style-type: none"> • oversight of the integrity of our financial statements and the financial reporting process; • oversight of the systems of internal control over financial reporting; • maintenance of the Financial Code of Ethics; • oversight of the internal audit function; • oversight of cybersecurity risks; • retention, compensation, and termination of the independent registered public accounting firm; • oversight of the annual independent audit of our financial statements; • independent registered public accounting firm qualifications and independence; • oversight of liquidity, hedging, and risk management matters; • oversight of capital structure matters; • review of matters within the responsibility of the Company's Retiree Plans Committee; and • oversight of compliance with legal and regulatory requirements.

Other Corporate Governance Highlights

- Management reports quarterly to the Board's Audit and Finance Committee quarterly, including reports on any significant other breaches (to such breach reported in the past three years)
- Robust monitoring of internal and external threats
- Validation and testing by internal personnel and third parties, including annual penetration tests and third party cyber assessments

Number of Meetings in 2022: 9

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Harley-Davidson

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board believes that sound governance practices and policies provide an important framework to assist it in fulfilling its duties to stockholders. The Company's Corporate Governance Guidelines cover the following principal subjects:

- Role and functions of the Board
- Qualifications and independence of directors
- Size of the Board and director selection process
- Committee functions and independence of committee members
- Meetings of non-employee directors
- Self-evaluation of the Board and its committees
- Ethics and conflicts of interest (a copy of the current "Code of Business Conduct and Ethics" is posted on the Company's website at www.pxd.com/culture/governance)
- Review and approval of related person transactions
- Contacting the Board (including the Board's non-management or independent directors as a group), including reporting of concerns about the Company's accounting, internal controls or auditing matters
- Compensation of the Board and stock ownership requirements
- Succession planning and annual compensation review of senior management
- Directors' access to senior management and to independent advisors
- New director orientation
- Continuing director education

The Company's Corporate Governance Guidelines are posted on the Company's website at www.pxd.com/culture/governance. The Corporate Governance Guidelines are reviewed periodically and as necessary by the Company's Nominating and Corporate Governance Committee, and any proposed additions to or amendments of the Corporate Governance Guidelines are presented to the Board for its approval.

Board Leadership Structure

The Company's governing documents allow the roles of Chairman of the Board and CEO to be filled by the same or different individuals. This approach allows the Board flexibility to determine whether the two roles should be separate or combined based upon the Company's needs from time to time.

In February 2019, the Board appointed J. Kenneth Thompson, an independent member of the Board, to serve as Chairman of the Board concurrently with the appointment of Scott D. Sheffield to serve as the Company's President and Chief Executive Officer. Prior to his appointment to Board Chairman, Mr. Thompson had served as the Lead Director of the Board since May 2015, and has served as a member of the Board since 2011. The Board believes that Mr. Thompson's tenure as a director with the Company along with his extensive executive experience in the energy industry provides him deep knowledge of the Company, its history, its business and its industry, making him well suited to ensure that critical business issues are brought before the Board. In

2022 PROXY STATEMENT PIONEER NATURAL RESOURCES 31

Pioneer Natural Resources

THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The following table presents, for the Class II nominees for election at the Annual Meeting and our other directors who will continue in office after the Annual Meeting, their ages, independence, and position or office held with us as of April 30, 2022:

NAME	AGE	INDEPENDENT	TITLE
Class I directors⁽¹⁾			
Benoit Dagville	55		President of Products and Director
Mark S. Garnett⁽²⁾⁽³⁾	64	☐	Director
Jayshree V. Ullal⁽⁴⁾	61	☐	Director
Class II director nominees⁽⁴⁾			
Kelly A. Kramer⁽³⁾	54	☐	Director
Frank Sliotman	63		Chief Executive Officer and Chairman
Michael L. Speiser⁽²⁾⁽⁴⁾	51	☐	Director
Class III directors⁽⁴⁾			
Teresa Briggs⁽³⁾	61	☐	Director
Jeremy Burton	54		Director
Carl M. Eschenbach⁽³⁾	55	☐	Director
John D. McMahon⁽³⁾⁽⁴⁾	66	☐	Director

* Lead independent director.

(1) Class II director nominees are up for election at the Annual Meeting and will continue in office until the 2025 annual meeting of stockholders. Class I director will continue in office until the 2024 annual meeting of stockholders. Class III directors will continue in office until the 2023 annual meeting of stockholders.

(2) Member of the audit committee.

(3) Member of the compensation committee.

(4) Member of the nominating and governance committee.

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Snowflake

Corporate Governance

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 selling compensation or benefits for one 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. Tuomey, 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. Tuomey 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.

Legal Proceedings with Directors

There are no legal proceedings related to any of the directors or director nominees which require disclosure pursuant to applicable SEC rules.

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Tandem Diabetes Care

Risk Oversight and Corporate Governance (continued)

Committees of the Board of Directors

CORPORATE GOVERNANCE COMMITTEE

Pursuant to its charter, the Corporate Governance Committee is responsible for the following: (i) development and recommendation of a set of corporate governance guidelines; (ii) oversight of the Company's corporate governance practices and procedures; (iii) evaluation of the Corporate Governance Committee and its success in meeting the requirements of its charter; (iv) development and oversight of a Company orientation program for new directors and continuing education program for current directors; (v) review and discussion with management of disclosure of the Company's corporate governance practices; (vi) monitoring compliance with the Company's Code of Business Conduct; and (vii) reviewing transactions between the Company and any related persons.

BOARD LEADERSHIP STRUCTURE

The Company's Board of Directors is currently comprised of seven non-employee directors and Mr. Reitz, Titan's President and CEO, who was appointed to the Board of Directors in December 2017. Mr. Taylor, the Chairman of the Board, served as Chief Executive Officer until his retirement in 2016. Mr. Taylor has served as Chairman of the Board since 2005, and has been a member of the Board of Directors since 1993, when Titan first became a public company. The Company believes that the composition of the Board of Directors, including the independent, experienced directors, benefits Titan and its stockholders.

While the Board of Directors does not have a formal policy requiring the separation of the positions of Chairman of the Board and Chief Executive Officer, the roles of the Chairman of the Board and the Chief Executive Officer are currently separated. The Company believes that this structure is the best governance model for the Company at this time as the Chairman of the Board, Mr. Taylor, is able to focus on Board matters with the insight and experience gained from years of being the Company's Chief Executive Officer, allowing the current President and Chief Executive Officer, Mr. Reitz, to focus on the Company's operations. The Board of Directors believes Titan is well-served by the current leadership structure.

The Board of Directors conducts an annual evaluation in order to determine whether it and its committees are functioning effectively. As part of this annual self-evaluation, the Board of Directors evaluates whether the current leadership structure continues to be advantageous for Titan and its stockholders.

RISK OVERSIGHT

The Board of Directors is responsible for overseeing Titan's Enterprise Risk Management (ERM) process. The Board of Directors focuses on Titan's ERM strategy and the most significant risks facing Titan from strategic, financial, operational and legal perspectives considering impact, likelihood and velocity. The Board of Directors evaluates whether appropriate risk mitigation strategies are implemented by management and are effective. The Board of Directors is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. The Board of Directors works with the Audit Committee in its oversight of Titan's ERM process. The Audit Committee Chairman reviews with management (i) policies with respect to risk assessment and management of risks that may be material to the Company, (ii) Titan's system of disclosure controls and system of internal controls over financial reporting, and (iii) Titan's compliance with legal and regulatory requirements. The Company's other Board committees also consider and address risk as they perform their respective committee responsibilities, including evaluation of risks relating to the Company's compensation programs and corporate governance standards. Each of the committees reports to the full Board of Directors as appropriate, including when a matter rises to the level of a material risk.

Titan's management is responsible for day-to-day risk management. The Company's Internal Audit team reports functionally to the Audit Committee and administratively to the Chief Financial Officer and serves as the primary monitoring and testing function for

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Titan

Corporate Governance

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines to define the role of the Board, its structure and composition, as well as set forth principles regarding director commitment expectations and compensation. The guidelines also limit the number of other boards a director may serve on and the maximum age of directors.

Board Leadership Structure

After considering evolving governance practices and its current profile, since September 2012, the Board has separated the positions of Chairman and Chief Executive Officer by appointing a non-executive Chairman. The non-executive Chairman serves in a lead capacity to coordinate the activities of the other outside directors and to perform the duties and responsibilities as the Board of Directors may determine from time to time. Currently, these responsibilities include:

- To preside at all meetings of stockholders;
- To convene and preside at all meetings of the Board, including executive sessions of the independent directors;
- Develop, with the assistance of the Chief Executive Officer (the "CEO"), the agenda for all Board meetings;
- Collaborate with the CEO, committee Chairs, and other directors to establish meeting schedules, agendas, and materials in order to ensure that all directors can perform their duties responsibly and that there is sufficient time for discussion of all agenda items;
- Advise the CEO on the quantity, quality, and timeliness of information delivered by management to the Board and provide input so that directors can effectively and responsibly perform their duties;
- Counsel the CEO on issues of interest or concern to directors and encourage all directors to engage the CEO with their interests and concerns;
- Serve as a liaison on Board-related issues between directors and the CEO and management although directors maintain the right to communicate directly with the CEO or any member of management on any matter;
- Assist the Board and the Company's officers in assuring compliance with and implementation of the Company's Corporate Governance Guidelines;
- Work in conjunction with the Corporate Sustainability and Governance Committee to recommend revisions, as appropriate, to the Corporate Governance Guidelines;

Governance Highlights

The Company believes good governance is a critical element to achieving shareholder value. We are committed to governance policies and practices that serve the long-term interests of the Company and its stockholders, employees and stakeholders.

- Annual election of all directors
- 80% of Board is independent
- Board Chair and Chief Executive Officer roles separated
- Proxy access right granted to shareholders
- Executive sessions of independent directors held at each regularly scheduled Board meeting
- Share ownership guidelines for directors and executives
- Majority voting for directors
- Independent Board Chair
- All Board Committees composed entirely of independent directors
- Annual Board and committee evaluations
- Commitment to corporate social responsibility
- Board considers diversity when evaluating prospective directors

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Visteon

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.

Proxy Statement Summary

Environmental, Social and Governance (ESG) Highlights

We continue to prioritize our commitment to being a good corporate citizen and living our values to achieve environmental, social and governance excellence.

4,300+

Actions taken by employees in support of inclusion, diversity and social equity through our Grow Together awareness campaign

\$8.2M

Charitable giving from Arconic Foundation in grants to over 130 charitable organizations to advance education, environmental sustainability and social equity

24%

Year-over-year improvement in total Days Away Restricted and Transfer ("DART") at our workplaces

9%

Increase of externally sourced usage compared to proprietary levels, while Rolled Products volumes increased only 1% in the same period; demonstrates increased use of recycled content

23

Automotive or light commercial vehicle programs added to Arconic portfolio.

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.

Environmental Remediation

Completed our largest environmental remediation project in Massena, New York, allowing for the recovery of a vitally important river system

Sustainability and ESG Council

Sustainability and ESG Council tasked with developing our sustainability and ESG strategy, including actionable, measurable targets aligned with United Nations Sustainable Development Goals, by the end of 2022

Materiality Assessment

Partnered with a third party to perform a Materiality Assessment based on GRI (Global Reporting Initiative) Technical Protocol guidance

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. We are dedicated to maintaining an environment where everyone feels valued, and we celebrate both the differences and similarities among our people. We also believe that diversity in all areas, including cultural background, experience and thought, is essential in making Arconic stronger.

EMPLOYEES

MANAGEMENT

EXECUTIVES

* Gender diversity is presented on a global basis. Ethnic diversity is presented on a U.S. basis only. Management represents members of management other than Executive Officers. Executive Officers' gender and ethnicity data were not reported in this Proxy Statement and will be reported in our 2022 Proxy Statement.

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Arconic

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

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Asana

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Environmental social governance

At CME Group, we strive for excellence in everything we do, and our learning and efforts to improve never end. The same goes for our progress toward our environmental, social and governance (ESG) goals. We have developed a cohesive and actionable strategic framework that includes evolving and advancing our policies, goals and reporting.

ESG governance

Our executive committee oversees our overall ESG strategy and disclosures and receives updates from management on significant ESG activities and initiatives as an integrated part of our board's oversight of our global strategy and ERM program. Other committees of our board oversee specific elements of our ESG program, such as our risk committee's oversight of our compliance, privacy, information security and business continuity programs.

Our ESG Working Group directs the design, development, execution and continuous improvement of our ESG strategy and initiatives. The ESG Working Group is co-lead by our Senior Managing Director, General Counsel and Corporate Secretary and our Senior Managing Director, Global Brand Marketing and Communications and includes participation from senior leaders representing key functions across our global organization.

ESG priorities

Commitment to advancing our strategic priorities starts at the top and runs through our entire organization. Our ESG strategy prioritizes the issues that matter most to our business, shareholders, employees and other stakeholders, across four key pillars:

Workforce Empowerment

- Employee Wellness & Well-being
- Diversity & Inclusion
- Competitive Compensation & Benefits
- Career Development & Training
- Engaged Employee Resource Groups

Corporate Stewardship

- Commitment to Good Corporate Governance
- Effective Risk Oversight
- Compliance & Ethics Program
- Responsible Use of Data, Data Privacy and Cyber Security
- Market Integrity and Sustainability

Community Commitment

- Matching Gift Program
- CME Group Foundation
- Paid Volunteer Day
- St. Jude Support
- Star Scholarships
- Futures Fundamentals

Sustainable Solutions

- Products & Services Designed for a Sustainable Future
- Industry Engagement
- Environmental Impacts from Business Operations

To better serve the accelerating global focus on environmental and sustainability concerns and opportunities among our clients, we have created a new Environmental Products Portfolio within our Commodities, Options & Institutional Markets division. This new portfolio captures the full range of existing and planned environmental and sustainability-linked products and will serve as a catalyst for our continued expansion in this rapidly-evolving space. The new portfolio will partner with our dedicated ESG Product Committee in our Research & Product Development Department.

Information on our ESG products and services can be found at: <https://www.cmegroup.com/markets/esg.html>.

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CME Group

Corporate Governance

What We Heard From Investors

Our Perspective/How We Responded

ESG Governance: Would like to see more disclosure around how our Board oversees ESG, including with respect to human capital management and culture.

- We added more information to this Proxy Statement about our Board processes for overseeing ESG and other risk-related activities. See "Board Oversight" above and "Sustainability and ESG Program – ESG Program Governance" below for more details.
- We intend to provide more information in our 2021 ESG Summary Report, which we expect to publish later this year, on our Board's approach to oversight of these matters.

Sustainability and ESG Program

We are committed to being a unique force for good for all in society, and we believe that starts with animals. Our approach to sustainability – called Elanco's Healthy Purpose™ – is a framework of commitments and actions focused on advancing the well-being of animals, people, and the planet. Elanco's Healthy Purpose is built on the four interconnected pillars of Healthier Animals, Healthier People, Healthier Planet, and Healthier Enterprise, which represent the areas that we believe are most important to our customers, employees, investors, and other stakeholders, helping to bring to life sustainable solutions for generations to come.

In October 2020, we launched our 2030 sustainability commitments aligned to the 2030 United Nations Sustainable Development Goals (SDGs) – the Elanco Healthy Purpose Pledges: Protein Pledge, Planet Pledge, and Pet Pledge. We are progressing our pledges and expect to include updates on our efforts in our 2021 ESG Summary Report.

ELANCO'S HEALTHY PURPOSE: OUR APPROACH TO SUSTAINABILITY

Protein Pledge

We pledge to create more resilient food systems by enabling 57 million more people to access that animal nutritious protein needs. We will help improve the efficiency and sustainability of the farmers we work with by improving the health and well-being of about three billion farm animals and 250,000 and holder poultry producers.

Planet Pledge

With our scale and ambitions for growth, we have a vision to try to improve the health and well-being of the majority of the world's animals and an opportunity to help tackle key societal challenges. That also supports our commercial growth.

Pet Pledge

Our people, our innovation, and our ability to access the majority of the world's animals. This is how we uniquely approach our work and make a positive difference to health and well-being.

We are driving a Healthier Enterprise by managing our own environmental footprint and governing our business with the highest ethical standards, while creating a space where all employees feel safe, respected, empowered, and invested to make a difference in society.

ESG PROGRAM GOVERNANCE

Our Board and senior leadership have identified Elanco's Healthy Purpose, including our sustainability and ESG efforts, as an important priority for Elanco. Leadership from across Elanco guides these efforts, including through our Executive Committee and employee-led committees related to our ESG program, diversity, equity and inclusion ("DEI") initiatives, employee health and safety, and other matters.

Our ESG program is led by a cross-functional steering committee, which is chaired by Marcela A. Kriebeger, our Executive Vice President, General Counsel and Corporate Secretary, and which includes senior representation from our business and our Communications, Finance, Investor Relations, Regulatory and Supply Chain functions. This steering committee meets regularly and, among other obligations, is charged with reviewing our ESG program and monitoring progress against our ESG commitments and targets. This steering committee is also responsible for oversight of the production of our annual ESG summary report.

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Elanco

ESG Disclosure (continued)

Corporate Governance and Board of Directors

Jacobson, was an officer or employee of Expedia Group, formerly an officer of Expedia Group, or an executive officer of an entity for which an executive officer of Expedia Group served as a member of the Compensation Committee or as a director.

Section 16(a) Beneficial Ownership Reporting Compliance

Delinquent Section 16(a) Reports

Pursuant to Section 16(a) of the Exchange Act, Expedia Group officers and directors and persons who beneficially own more than 10% of a registered class of Expedia Group's equity securities are required to file initial statements of beneficial ownership (Form 3) and statements of changes in beneficial ownership (Forms 4 and 5) with the SEC. Such persons are required by the rules of the SEC to furnish Expedia Group with copies of all such forms they file. Based solely on a review of the copies of such forms furnished to the Company and/or written representations that no additional forms were required, we believe that all of the Company's directors, officers and 10% beneficial holders complied with their applicable reporting requirements with respect to transactions during 2021, except (i) the Form 4 filed February 18, 2021, reporting the February 15, 2021 vesting of RSUs previously granted to Mr. Diller, was filed one day late owing to an administrative error; and (ii) the Form 4 filed on September 9, 2021, reporting seven changes in beneficial ownership transactions from August 28, 2020 through September 7, 2021 for Jonathan Dolgen, a Director Emeritus of the Company, was filed late in respect of the first six transactions reported therein, also owing to an administrative error.

Code of Ethics

We have adopted a Code of Business Conduct and Ethics for Directors and Senior Financial Officers (the "Code of Ethics") that applies to our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer and Controller, and is a "code of ethics" as defined by applicable SEC rules. The Code of Ethics is posted on our corporate website at www.expediagroup.com/investors under the "Corporate Governance" tab. If we make any substantive amendments to the Code of Ethics or grant any waiver, including any implied waiver, from a provision of the Code of Ethics to our Chief Executive Officer, Chief Financial Officer, or Chief Accounting Officer and Controller, we will disclose the nature of the amendment or waiver on that website or in a report on Form 8-K filed with the SEC.

Environmental, Social and Governance Initiatives ("ESG")

Governance

We recognize that effective corporate governance is the essential foundation for our environmental and social initiatives. From our CEO and senior management team and throughout our organization, we are relentlessly exploring ways to use our deep understanding of, and leadership in, the travel industry to make a positive impact on the world.

Our Board of Directors, including its Executive Committee, provides insight, feedback, and oversight of a broad range of our ESG initiatives. In addition, our Compensation Committee provides oversight and guidance on our inclusion and diversity policies and practices.

Described below are four of what we believe to be the most important pillars of our ESG program.

Responsible, Sustainable Travel – Accessible to All

Travel connects people – physically, culturally, emotionally. When done responsibly, it can be a force for economic growth, social equity and community empowerment. That's why we are committed to developing services and resources that help make travel more inclusive, and accessible to all, while empowering travelers to choose destinations thoughtfully, get there sustainably, and explore responsibly.

We work with our travel industry partners around the world to promote sustainability, and we give travelers clear information about travel companies and destinations that have demonstrated a commitment to sustainability. In 2019, we partnered with UNESCO and the Tourism Authority of Thailand to launch the pilot of the UNESCO Sustainable Travel Pledge. By signing the Pledge, partners publicly commit to actions that will reduce the environmental impact of their businesses, raising awareness to travelers and helping them make more sustainable travel choices. Since its inception, the UNESCO Sustainable Travel Pledge has grown to include over 8,000 travel industry signatories, including major global hotels and hospitality chains, creating unique connections across the travel industry, and inoculating a travel ecosystem that supports sustainable tourism.

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Expedia

CORPORATE SOCIAL RESPONSIBILITY HIGHLIGHTS

We operate as a Purpose-driven brand serving millions of clients around the globe, to provide help and inspire confidence in our clients and communities everywhere. This Purpose guides our ongoing business operations and how we seek to provide help both in our community and in our workplace. As a Purpose-driven company, we have a responsibility to empower our associates, champion diversity, inclusion, and belonging, lead our business with integrity, help create vibrant communities with thriving entrepreneurship, and reduce our environmental impact. Our performance in these areas not only guides our business strategy but helps us to identify key risks and improve our ability to attract and retain investors, clients, and associates. Our Purpose and approach to business are inextricably intertwined and we are successful when we provide valuable help to our clients that inspires their own confidence. When we accomplish this, we not only create a new H&B Block customer for life, but we also create brand advocates.

We demonstrate our Purpose through our community impact platform, **Make Every Block Better**; commitments to diversity, inclusion, and belonging through the **Belonging@Block** initiative for associates; our **Racial Equity Action Plan**, where we have pledged to do our part to end systemic racism; proactive and sound ethics and **corporate governance**; and responsible reduction of our impact on the **environment**.

Sustainable, purpose-driven focus

- Proactive and Sound Governance**
 - Robust shareholder engagement
 - Pay-for-performance aligned with shareholder interests
 - Active engagement and dialogue Board with annual elections
 - Expanding ESG disclosures
- Belonging@Block**
 - Diversity and inclusion
 - Expanded hiring practices, increased associate training, helping underserved neighborhoods and Black business owners, and increasing tenure among leadership
 - Our work has led to national recognition for progress to achieve pay equity and gender equality, however building a culture of inclusiveness is an ongoing effort
- Make Every Block Better**
 - Promoted by a series of partnerships and programs, we are investing in nationwide neighborhoods, create spaces for neighbors to connect, support the start and growth of more small businesses, and ultimately create more vibrant and thriving communities everywhere
- Environment**
 - Focus on making down consumption
 - 80% reduction in paper in tax pro training materials
 - 325 trees used in Shred-it-recycle program
 - Sustainable software packaging
 - 264 kWh-H2 energy reduction

For more information and detail on how we view corporate responsibility and how we demonstrate our Purpose, please refer to our annual Corporate Responsibility Report found at www.makeeveryblockbetter.com.

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H&R Block

Environmental, Social, & Governance

Our Strategy for Driving Impact

We are driven by our belief that business should be a force for both growth and good.

At Hagerly, we have identified **Impact** as a strategic business pillar to drive business value. Our Impact strategy addresses the environmental, social, and governance ("ESG") issues we are positioned to influence in our role as a growing global automotive enthusiast brand and the world's largest membership organization for car lovers. We want to lead the industry with ideas that drive positive impact for our teams, our members, and the communities in which we live and work. Doing so is essential to delivering on our purpose to save driving and car culture for future generations.

We manage our Impact strategy as we do every business driver: with diligence, passion, innovative thinking, a long-term view, and an honest assessment of how we can improve. Amplifying our Impact enables us to maximize our growth opportunities, minimize our risks, and drive value for our stakeholders—which includes the more than 1,700 Hagerly team members and 2.4 million Hagerly members worldwide, the global community of car lovers, our strategic partners, our stockholders, and the planet at large.

Driving positive change through visionary leadership has always been in Hagerly's DNA.

We have a long history of impact that includes: nurturing a purpose-driven and highly-engaged culture of belonging where all are welcome and included; investing in philanthropic efforts that empower our people to make an impact; protecting the planet and spurring development in our communities; and establishing the Hagerly Drivers Foundation as a 501(c)(3) private foundation to fuel our purpose to save driving and car culture.

We are building on our 37-year history of strong corporate governance to ensure we operate with the highest regard to ethics, transparency, and accountability via:

22% Female Representation	Q New Adoptions	Q Ongoing Assessment	IF Structural Enhancements
Formation of a highly qualified public board with diverse and strategically relevant independent lead director, 22% female representation, and ESG oversight assigned to the Nominating and Governance Committee.	Adoption of our Code of Conduct and Governance Guidelines that holds directors, officers, and all Hagerly team members to high ethical standards and legal compliance requirements.	Ongoing assessment and investment in standard practices and systems for privacy and data security.	Enhancements to the structure of our compliance and risk program.

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Hagerly

Environmental and Social

The Company believes it is critical to our long-term success that we manage our business activities in a socially and environmentally responsible manner and that we give back to the communities in which we live and work. We recognize that sustainable growth comes from operating with absolute integrity and in a way that respects our stockholders, clients, associates, communities, and the environment. We are dedicated to maintaining an inclusive workplace where our associates feel valued and engaged. We believe we have a responsibility to enrich our communities, and to be a leader in environmental sustainability, both in the way we carry out our operations and in the services we offer. As part of these efforts, the Board monitors our activities and practices on environmental and social related matters. Environmental and social highlights for 2021 include the following:

Environmental

- Energy Efficiency**
 - Identify and prioritize development of Energy Efficient loan programs to address environmental impact
 - Pursue paperless mortgages (eMortgage)
- Environmental Risk to Mortgaged Properties**
 - Continuously monitor environmental risks and will aim to develop policies and procedures for mitigating such risks to the extent possible
 - Mortgagee risk risks include early work for status of emergency, previously insured disaster areas, and regulatory evacuation zones for both preventive and responsive actions
 - Follow all industry and regulatory requirements related to hazard and flood insurance within our operations and servicing segments
- Weather Related Losses**
 - Monitor individual weather-related events and our losses in 2021 have not been material in relation to our overall earnings and financial performance

Home Point Capital

Social

- Structure & Governance**
 - Diversity and Inclusion Council (the "D&I Council") formed in July 2021
 - The D&I Council is charged with developing a 2-3 year enterprise strategy, oversight, and monitoring of D&I business plans
 - Group leads monthly and reviews initiative updates, associate engagement survey results by diversity demographics, and quarterly diversity hiring, attrition, and associate data
- Education & Learning**
 - Launched Diversity and Inclusion ("D&I") Hub featuring news, resources, associate feedback, and awareness in the first quarter of 2021
 - Launched D&I Speaker Series in the second quarter of 2021
 - Leadership program launch in the first quarter of 2022 with quarterly leadership training planned for D&I Council and select leaders
 - Four courses including Inclusive Leadership, Managing Unconscious Bias, Inclusive Hiring, and Inclusive Performance Management with plans to rollout to all 800+ and associates
- Recruitment, Development & Retention**
 - Diverse hiring strategy in progress
 - External partnerships to help identify recruitment pipeline at college campuses, diverse candidate networks, and other resources
 - Created Associate Resource Groups
 - Monitoring Program 2.0 Launch Partnership with Mentor Circle, an award-winning mentorship platform that supports associates' individual Development Plans

Home Point Capital Inc. v

Home Point

ESG Disclosure (continued)

Recent Highlights

Reducing Our Environmental Impact

Carbon Footprint

Our environmental strategy is based on a continuous improvement process that supports MEL's sustainable growth. A central part of that management is measuring our carbon footprint, allowing us to identify and implement reduction actions with agility, accompanying business development.

Since 2016, we have been measuring our footprint with increasingly precise indicators. This enables us to monitor our impact in real time, allowing us to anticipate and act to reduce emissions. The exercise covers our operations and value chain (scope 1, 2 and 3).

We follow the measurement guidelines of the Greenhouse Gas Protocol (GHG) standard developed jointly by the World Business Council for Sustainable Development (WBCSD) and the World Resource Institute (WRI).

43.2 tn
of CO₂e per employee
(Scopes 1, 2 and 3)

0.019 tn
of CO₂e per buyer
(Scopes 1, 2 and 3)

Carbon Footprint Management – Our Environmental Impact Strategy

Energy Efficiency and migration of our operations to renewable energies

- Smart metering strategy that allows us to remotely monitor our consumption through the use of smart sensors and real-time dashboards.
- Seven buildings with smart metering in Argentina, Brazil and Mexico, where we have implemented sensors with IoT technology with very positive results and reduction opportunities of up to 10%.
- Began the process of migrating 100% of our operations to renewable energy sources.
- Since November 2020, Melicidada is powered by 100% renewable energy.
- Our SPQ2 distribution center is the first logistics operation in the region to run on 100% renewable energy.
- 7063MWh consumption of renewable energy generated on-site.

100%
We began the process of migrating 100% of our operations to renewable energy sources

100%
Our SPQ2 distribution center is the first logistics operation in the region to run on 100% renewable energy

Sustainable Mobility

Reducing the impact of our shipments, increasing our operation of the electric fleet, and promoting the adoption of innovative solutions throughout the value chain.

Since we began the transition to more sustainable logistics, we have introduced 115 electric vehicles, which has enabled us to deliver 1.85 million packages with electric mobility fleet. We currently operate 50 units in Brazil, 15 in Mexico, 25 in Colombia, 15 in Chile and two in Argentina, with plans to scale this practice in the coming years.

1.85M
Packages delivered with electric mobility solutions/fleet

Sustainable Packaging & Materials

Recyclable, reusable, or compostable packaging and optimization of the sustainable management of work materials, waste, and remnants.

We are constantly exploring sustainable solutions that we can scale to incorporate into our operation. As this is an industry-wide challenge, we also coordinate with other stakeholders to optimize processes and reduce our overall footprint.

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MercadoLibre

Corporate Governance

Investing in Our People

Our core values—love our customers, never stop innovating, act with integrity, be transparent and empower our people—inform and guide our human capital initiatives and objectives. In order to continue to innovate and drive customer success, it is crucial that we continue to attract, develop and retain exceptional talent. To that end, we strive to make Okta a diverse and inclusive workplace, with opportunities for our employees to grow and develop in their careers, supported by fair and competitive compensation, benefits and wellness programs, and by initiatives that foster connections between our employees and their communities.

Love Our Customers **Never Stop Innovating** **Act With Integrity** **Be Transparent** **Empower Our People**

We encourage you to review the "Diversity, Inclusion and Belonging," "Responsibility," "Careers" and "Okta for Good" pages of our website at www.okta.com for more detailed information regarding our human capital programs and initiatives.

Diversity, Inclusion and Belonging

We are committed to fostering a culture of inclusion and belonging, and to building a diverse workforce to drive innovation and collective growth, which we believe is critical to our success. Over the past few years, we have made deeper investments in our diversity, inclusion and belonging ("DIB") program at Okta. Our DIB initiatives— spearheaded by our DIB department and employee resource groups ("ERGs"), in partnership with various other teams— focus on DIB in our workforce, in our workplace and in the marketplace.

We employ inclusive recruitment and hiring practices to source diverse talent and mitigate potential bias throughout the hiring process. Our engagement with diversity sourcing programs and partnerships allows us to both source top talent from underrepresented groups for current open roles, and further strengthen our ability to build and nurture diverse talent communities for future roles. We also continue to recruit from a range of colleges and engage with organizations that support diverse students and jobseekers through our social impact arm, Okta for Good.

Nurturing a culture of inclusion and belonging in our workplace is a key priority. We empower our employees to be authentic and grow through open conversations and engagement resources, including regular safe space DIB discussion forums and facilitated workshops, personalized DIB learning tools, mentoring and workplace development programs focused on supporting talent from underrepresented communities, and sponsorship of ERGs that strengthen our DIB culture. We currently have ERGs supporting women, people of color, veterans, the LGBTQIA+ community and parents and caregivers, and plan to launch affinity groups supporting neurodiversity and persons with disabilities in fiscal 2023.

Additional information on our DIB strategy, workforce representation and inclusion programs can be found in our most recent State of Inclusion at Okta Annual Report located on our website at okta.com/state-of-inclusion-at-okta.

Growth and Development

We invest significant resources to develop talent and actively foster a learning culture where employees are empowered to drive their personal and professional growth. We provide our employees with a wide range of learning and development opportunities, including in-person, virtual, social and self-directed learning, mentoring, coaching and external development. We offer extensive onboarding and training programs through our internal learning initiative, Okta University, to prepare our employees at all levels for career progression and individual development. Our "OktaVate" employee onboarding program helps our employees get off to the right start, our "Managing the Okta Way" manager development program helps to build a solid foundation for our people managers, and our "Okta Essentials" technical training program quickly brings our new technical employees up to speed on our product offerings.

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Okta

Sustainability

The Company and its Board of Directors believe that a commitment to positive environmental, social and governance-related business practices strengthens the Company, increases its connection with the stockholders and helps it to better serve its customers and the communities in which it operates. Sustainability is driven from the top by the Board and CEO and embedded at all levels of the Company. The full Board oversees sustainability matters directly as part of its strategic review of the Company's operations, products and technology. The Board also regularly reviews personnel talent and development matters. The Company's commitment to social responsibility extends to the environment, anti-corruption and trade compliance, responsible sourcing, human rights, labor practices, and worker health and safety. The Board and Management have developed a multi-year road map to enhance the Company's environmental, social and governance-related programs and disclosures, including assessment of the potential risks and opportunities associated with climate change. In 2021, the Company committed to set longer term greenhouse gas (GHG) emission reduction targets aligned with the science based targets initiative (SBTi), and plans to to adopt disclosures aligned with the Task Force on Climate-Related Financial Disclosures (TCFD) framework in 2022. Our alignment to SBTi and the TCFD frameworks reflect our commitment to sustainability and reducing Visteon's carbon footprint. Management provides reports and presentations to the Corporate Sustainability and Governance Committee on the Company's environmental and social initiatives at all of their regularly scheduled meetings. Additional information about Visteon's corporate social responsibility efforts is available on our website at <https://www.visteon.com/company/sustainability/>. Please note, however, that information contained on the website is not incorporated by reference in this proxy statement or considered to be a part of this document.

Near-Term 2025 Environmental Goals

- 4% Energy and Water Use
- 9% Waste Reduction
- 28% Greenhouse Gases

Reduce total energy and water consumption, solid waste and CO₂ emissions from 2019 levels.

Shareholder Engagement

We believe that it is important to communicate regularly with shareholders regarding areas of interest or concern. We have a robust shareholder engagement program that includes regular discussions regarding our long-term business strategy, corporate governance, executive compensation, sustainability and other topics suggested by our shareholders. This helps to ensure that our shareholders are heard and able to communicate directly with us on these important matters. Specifically, our outreach meetings during 2021 gave us the chance to discuss Visteon's role in supporting the secular changes in automotive including digitalization and electrification, Visteon's growth profile, the impact of the semi-conductor supply chain shortage, how we plan to reduce Visteon's carbon footprint, and managing the challenges related to the pandemic.

Visteon Corporation 2022 Proxy Statement

Visteon

Compensation Tables

Required compensation disclosure tables are made more readable and informative by adding style elements.

Executive Compensation Tables

FISCAL 2021 SUMMARY COMPENSATION TABLE

The table below summarizes the compensation paid to, awarded to, or earned by our NEOs for Fiscal 2021, and, to the extent applicable, Fiscal 2020 and Fiscal 2019.

Name and Principal Position During Fiscal 2021	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ⁽³⁾	All Other Compensation (\$) ⁽⁴⁾	Total (\$) ⁽⁵⁾
Fran Horowitz Chief Executive Officer	2021	1,300,000	—	7,470,357	4,040,400	12,357	28,085	12,851,399
	2020	1,143,667	—	6,864,973	3,900,000	14,443	26,608	11,945,691
	2019	1,297,000	—	5,641,102	1,384,500	5,228	61,197	8,389,027
Scott Lipsky Executive Vice President, Chief Financial Officer	2021	730,769	—	1,641,852	1,332,000	6,916	18,554	3,729,591
	2020	600,500	—	2,862,578	1,300,000	5,172	17,587	4,786,837
	2019	631,760	—	1,055,668	364,832	1,125	44,969	2,068,254
Kristin Scott President, Global Brands	2021	945,192	—	3,288,704	2,109,000	11,794	23,039	6,372,729
	2020	857,404	—	5,270,161	2,127,500	11,828	19,770	8,286,663
	2019	922,865	—	3,076,956	656,750	3,750	63,135	4,723,456
Samir Desai Executive Vice President, Chief Digital and Technology Officer ⁽⁶⁾	2021	325,000	600,000	2,315,409	621,600	—	100,997	3,963,006
	2021	595,192	—	656,741	799,200	—	4,335	2,056,448
Gregory J. Henschel Executive Vice President, General Counsel and Corporate Secretary	2021	594,308	—	1,045,028	862,500	—	2,417	2,444,263
	2019	567,308	—	512,834	214,674	—	2,640	1,297,456

(1) The amount shown in this column for Mr. Desai in Fiscal 2021 reflects a sign-on bonus payment of \$600,000. Cash bonus payments that are contingent on achieving pre-established and communicated goals, including payments under the Company's annual cash incentive program, appear in the column titled "Non-Equity Incentive Plan Compensation."

(2) The amounts shown in this column represent the grant date fair value of the PSAs and RSUs granted to each NEO, computed in accordance with FASB ASC Topic 718 using the assumptions described in "Note 14, Share-Based Compensation" of the Notes to the Consolidated Financial Statements included within "ITEM 8, FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA" of our Fiscal 2021 Form 10-K. The actual number of PSAs and RSUs granted in Fiscal 2021 to each NEO is shown in the "Fiscal 2021 Grants of Plan-Based Awards" table on page 58 of this Proxy Statement.

(3) Pursuant to the applicable SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. The amounts reported in this column reflect the accounting cost for these awards and do not necessarily correspond to the actual economic value that may be received by the NEOs.

(4) All other compensation includes severance pay, pension and other deferred compensation payments, the value of perquisites, and other non-salary compensation.

(5) Total compensation for Mr. Desai in Fiscal 2021 includes the sign-on bonus payment of \$600,000.

(6) Mr. Desai was not an NEO prior to 2021.

Abercrombie & Fitch Co. 56 2022 Proxy Statement

Abercrombie & Fitch

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Name of Beneficial Owner	Class A Common Stock		Class B Common Stock		% of Total Voting Power ¹
	Shares	%	Shares	%	
5% Stockholders					
BlackRock, Inc. ⁽²⁾	6,121,980	5.9%	—	—	*
The Vanguard Group ⁽²⁾	7,209,015	7.0%	—	—	*
Directors and Named Executive Officers					
Dustin Moskovitz ⁽²⁾	23,984,722	22.9%	67,669,179	79.2%	73.0%
Chris Farinacci ⁽²⁾	1,500,452	1.4%	—	—	*
Eleanor Lacey ⁽²⁾	166,667	*	—	—	*
Aimee Raimond ⁽²⁾	51,157	*	—	—	*
Tim Wan ⁽²⁾	1,449,090	1.4%	—	—	*
Sydney Carey ⁽²⁾	51,406	*	—	—	*
Matthew Cahler ⁽²⁾	521,951	*	—	—	*
Adam D'Angelo ⁽²⁾	1,079,110	1.0%	48,410	*	*
Andrew Lindsay	—	—	—	—	*
Lorrie Norrington ⁽²⁾	78,307	*	—	—	*
Justin Rosenstein ⁽²⁾	4,180,538	4.0%	16,775,285	19.6%	17.9%
Amit Singh	107	*	—	—	*
All directors and executive officers as a group (12 persons)	33,065,507	31.6%	84,492,874	98.8%	91.5%

* Represents beneficial ownership of less than 1%.

1 Represents the voting power with respect to all shares of our Class A common stock and Class B common stock, voting together as a single class. Each share of our Class A common stock is entitled to one vote per share, and each share of our Class B common stock is entitled to 10 votes per share. Our Class A common stock and Class B common stock vote together on all matters (including the election of directors) submitted to a vote of stockholders, except under limited circumstances.

(2) Based on information contained in Schedule 13C filed with the SEC by BlackRock, Inc. or BlackRock on February 7, 2022. BlackRock, as a parent holding company or control person, may be deemed to beneficially own the indicated shares and, according to the Schedule 13C, as of December 31, 2021, has the sole power to vote or direct the vote of 8,666,121 share of our Class A common stock and the sole power to dispose or direct the disposition of 8,121,980 shares of our Class B common stock. BlackRock reported to beneficial ownership on behalf of itself and the following: BlackRock Life Limited, BlackRock Advisors, LLC, Aperio Group, LLC, BlackRock (Netherlands) B.V., BlackRock Institutional Trust Company, National Association, BlackRock Asset Management Ireland Limited, BlackRock Financial Management, Inc., BlackRock Japan Co., Ltd., BlackRock Asset Management Schweiz AG, BlackRock Investment Management, LLC, BlackRock Investment Management (UK) Limited, BlackRock Investment Management (Canada) Limited, BlackRock (Luxembourg) SA, BlackRock Investment Management (Australia) Limited, BlackRock Advisors (UK) Limited, BlackRock Fund Advisors, BlackRock Asset Management (Korea) Asset Management (Singapore) Limited, and BlackRock Fund Managers Ltd. The address of BlackRock's principal business office is 55 East 52nd Street, New York, NY 10055. The

Abercrombie & Fitch Co. 56 2022 Proxy Statement

Asana

Executive Compensation Tables

The following table summarizes compensation awarded to, earned by and/or paid to our NEOs in connection with their service to Elanco during 2021, 2020 and 2019, as applicable.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total Compensation (\$)
Jeffrey Simmons President and Chief Executive Officer	2021	1,046,000	9,261,019	1,725,900	27,006	12,060,915
	2020	1,025,000	6,860,048	1,045,500	28,272	8,968,820
	2019	1,000,000	13,334,347	1,248,000	19,422	15,601,769
Todd Young Executive Vice President and Chief Financial Officer	2021	580,000	2,109,014	574,200	28,696	3,291,910
	2020	568,000	1,649,020	357,960	28,960	2,583,940
	2019	590,000	1,202,567	400,400	121,165	2,274,132
Aaron Schaeff ⁽⁴⁾ Former Executive Vice President, Innovation, Regulatory and Business Development	2021	608,000	1,859,028	562,716	1,087,226	4,117,070
	2020	597,000	1,873,054	329,843	28,472	2,328,369
	2019	434,167	2,101,855	270,300	19,367	2,826,309
Joyce Lee ⁽⁴⁾ Former Executive Vice President, U.S. Flat Health and Commercial Operations	2021	551,000	1,143,023	509,124	976,705	3,179,852
Ramiro Cabral ⁽⁴⁾ Executive Vice President and President, Mexico International	2021	475,000	1,279,037	438,900	27,209	2,200,146

(1) Mr. Schaeff departed Elanco on December 31, 2021.

(2) Ms. Lee departed Elanco on December 31, 2021. She was not an NEO prior to 2021.

(3) Mr. Cabral was not an NEO prior to 2021.

(4) This column shows the grant date fair value of the Elanco RSUs and Elanco PSAs awarded to the NEOs in 2019, 2020 and 2021, computed in accordance with FASB ASC Topic 718, based upon the probable outcome of the performance conditions as of the grant date and the assumptions in Note 14, Stock-Based Compensation to our consolidated and combined financial statements included in our 2021 Annual Report. The grant date fair value for Elanco PSAs included in the "Stock Awards" column are based on the probable payout outcome anticipated at the time of grant which, for the Elanco PSAs, was at target value.

The table below shows the target and maximum payouts for the 2021 Performance Awards included in this column of the "Summary Compensation Table."

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Elanco

Compensation Discussion and Analysis

Kern Option Award

Termination Date	Termination Date			
	Before June 1, 2021	June 1, 2021 through May 31, 2022	June 1, 2022 through May 31, 2023	June 1, 2023 through May 31, 2024
	1,137,500	1,706,250	2,275,000	2,275,000

Kern RSU Award

Termination Date	Termination Date					
	Before June 1, 2021	June 1, 2021 through May 31, 2022	June 1, 2022 through May 31, 2023	June 1, 2023 through May 31, 2024	June 1, 2024 through May 31, 2025	June 1, 2025 through May 31, 2026
Tranche 1 RSUs	250,000	375,000	500,000	500,000	N/A	N/A
Tranche 2 RSUs	100,000	150,000	200,000	250,000	250,000	N/A
Tranche 3 RSUs	83,333	125,000	166,666	208,611	250,000	250,000

The Compensation Committee engaged Compensa to evaluate various long-term incentive alternatives and make recommendations to the Committee. In finalizing Mr. Kern's compensation arrangements, including the structure of Mr. Kern's long-term equity compensation, the Committee took into account a variety of factors, including:

- Mr. Kern's prior commitment to the Company during a period of great uncertainty for the Company and the travel industry as a result of the Covid-19 pandemic;
- Mr. Kern's leadership since his appointment as Chief Executive Officer, including:
 - Establishing and implementing a clear strategic vision for the Company based on a platform operating model that enables the delivery of scalable services and more efficient operations;
 - Implementing a program to streamline and simplify the Company's organizational structures, including improvements to the Company's cost structure that resulted in 2021 annualized run-rate fixed cost savings of \$700 to \$750 million compared to the fourth quarter of 2019 exit rate, as well as the more than \$200 million in variable costs savings, at 2019 volume levels; and
 - Managing the Company's balance sheet prudently during the Covid-19 pandemic, including multiple financing transactions that included a \$1.2 billion private equity investment, \$2.75 billion in senior note issuances, and an amendment to the Company's \$2 billion revolving credit facility.
- Mr. Kern's compensation history, including his service in the Chief Executive Officer role since December 2019, without receiving any salary or annual bonus compensation;
- Company performance during Mr. Kern's tenure as Chief Executive Officer in a challenging business environment, including significant share price appreciation under his leadership in the year prior to the approval of his CEO compensation arrangements, as illustrated in the following chart:

Expedia Group 38 2022 Proxy Statement

Expedia Group

Compensation Tables (continued)

Executive Compensation

Executive Compensation Tables

SUMMARY COMPENSATION TABLE

The following table sets forth the compensation awarded to, earned by, or paid to our 2021 named executive officers, for each of the fiscal years ending December 31, 2019, 2020 and 2021.

Name and Principal Position	Year	Salary	Bonus ⁽¹⁾	Stock Awards ⁽²⁾	Non-Equity Incentive Plan Compensation ⁽³⁾	All Other Compensation ⁽⁴⁾	Total
Nick Jeffrey President & CEO	2021	\$ 1,133,424	\$ 2,540,000	\$ 9,628,428	\$ 2,659,800	\$ 57,932	\$ 17,209,584
John Stratton Executive Chairman	2021	\$ 666,666	\$ 2,540,659	\$ 442,741.28	\$ 2,046,000	\$ 468,041	\$ 4,864,464
Scott Bosworth EVP, Chief Financial Officer	2021	\$ 897,000	\$ 1,500,000	\$ 3,861,375	\$ 983,728	\$ 2,031	\$ 6,094,141
Mark Nelson EVP, Chief Legal & Regulatory Officer	2021	\$ 900,000	\$ 1,000,000	\$ 3,369,856	\$ 920,700	\$ 6,750	\$ 6,197,406
	2020	\$ 900,000	\$ 1,150,000	—	\$ 1,956,600	\$ 6,862	\$ 3,513,462
	2019	\$ 745,000	\$ 1,250,000	\$ 3,827	\$ 1,161,430	\$ 6,875	\$ 3,167,132
Veronica Bloodworth EVP, Chief Network Officer	2021	\$ 470,265	\$ 0	\$ 4,693,347	\$ 503,995	\$ 6,800	\$ 5,674,208
Bernard Hor ⁽⁵⁾ Former President & CEO	2021	\$ 433,333	\$ 0	\$ 0	\$ 0	\$ 3,566,251	\$ 3,997,819
	2020	\$ 1,300,000	\$ 2,695,000	\$ 0	\$ 3,930,729	\$ 26,604	\$ 7,932,333
	2019	\$ 1,202,917	\$ 2,000,000	\$ 0	\$ 0	\$ 342,447	\$ 4,245,364
Sheldon Bruhn ⁽⁶⁾ Former EVP, Chief Financial Officer	2021	\$ 320,833	\$ 0	\$ 0	\$ 120,450	\$ 2,744,344	\$ 1,753,627
	2020	\$ 850,000	\$ 900,000	\$ 0	\$ 134,350	\$ 8,559	\$ 2,572,910
	2019	\$ 526,001	\$ 700,000	\$ 398,000	\$ 807,640	\$ 8,626	\$ 2,860,267

(1) Amounts in this column represent \$ for 2021, sign-on cash awards to Messrs. Jeffrey, Stratton and Bosley as well as an emergency success bonus to Mr. Nelson in 2021; (b) for 2020 and 2019, cash awards made in lieu of restricted stock awards to Messrs. Nelson, Tom and Bruhn; and (c) Mr. Bruhn's 2020 award consisted of a \$500,000 cash retention award and \$275,000 in restricted cash which vests over three years.

(2) Awards shown for 2021 in this column consist of grants of (i) time-based RSUs and (ii) grants of PSUs for which grant date value has been established pursuant to Financial Accounting Standards Board ASC Topic 718 ("FASB 718") in each case, under the 2021 Management Incentive Plan (MIP) with respect to the PSU awards approved by the Compensation Committee during 2021, and the portion of the PSU awards to be established under the Expatriation Incentive Plan (EIP) with respect to the PSU awards approved by the Compensation Committee during 2021. The amounts shown for 2021 are the grant date fair value of the PSU awards approved by the Compensation Committee during 2021. For 2020 and 2019, the amounts shown are the grant date fair value of the PSU awards approved by the Compensation Committee during 2020 and 2019, respectively. For 2020, the amounts shown are the grant date fair value of the PSU awards approved by the Compensation Committee during 2020. For 2019, the amounts shown are the grant date fair value of the PSU awards approved by the Compensation Committee during 2019.

(3) The grant date value of the portion of the PSU reflected in the table above was based on the probable outcome of the applicable performance goals and the grant date, which was equal to the "target" value. Frontier uses Monte Carlo simulations to value the total shareholder return modifier to the PSU. Assuming the highest level of the Expatriation Incentive Plan and PSU modifier performance will be achieved, the value of the 2021 PSU is included in the table above. Messrs. Jeffrey, Stratton and Bosley received \$3,827, \$3,827, and \$3,827, respectively, in 2021 for the 2021 PSU award. For 2020 and 2019, the amounts shown are the grant date fair value of the PSU awards approved by the Compensation Committee during 2020 and 2019, respectively.

(4) For 2020, the amounts shown in this column represent the grant date fair value of awards that were extinguished upon emergence from bankruptcy. No equity awards were granted during 2020.

(5) The amounts shown in this column represent cash awards earned under our annual incentive plan for the applicable year.

Frontier Communications 43 2022 Proxy Statement

Frontier Communications

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth information concerning the compensation of our named executive officers for 2021, 2020 and 2019.

Name and Principal Position	Year	Salary (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan (\$) ⁽⁴⁾	All Other Compensation (\$) ⁽⁵⁾	Total (\$)
J. Joseph Kim, Ph.D. President and Chief Executive Officer	2021	844,056	2,283,930	2,625,258	451,356	13,000	6,232,600
	2020	694,645	4,499,999	—	500,032	13,000	4,707,676
	2019	837,735	638,274	642,803	457,222	12,500	2,588,534
Peter D. Kies Chief Financial Officer	2021	496,168	750,726	860,581	178,960	11,382	2,197,817
	2020	445,639	1,499,996	—	198,260	10,010	2,153,905
	2019	523,265	218,096	916,712	177,833	10,010	1,142,916
Laurent M. Namoun, Ph.D. Chief Scientific Officer ⁽⁶⁾	2021	484,528	750,726	860,581	174,754	13,000	2,283,589
	2020	430,769	1,499,996	—	193,600	13,000	2,137,265
	2019	393,903	199,398	200,970	165,760	12,500	972,531
Jacqueline E. Shea, Ph.D. Chief Operating Officer ⁽⁷⁾	2021	467,585	750,726	860,581	218,442	12,823	2,316,157
	2020	430,769	1,499,996	—	193,600	12,846	2,137,211
	2019	335,000	181,000	465,120	165,760	10,154	1,157,034

1. Salary includes contributions made by the employee to our 401(k) plan and payoffs of accrued but unvested vacation time.

2. Represents the grant date fair value of RSUs and, for 2020 only, PSUs, in each case computed in accordance with FASB ASC Topic 718. See Note 11 "Stockholders' Equity" to our audited consolidated financial statements for the year ended December 31, 2021, included in our Annual Report on Form 10-K for the assumptions made in determining stock compensation values. For the PSU granted in 2020, no amounts are included in this column as the underlying performance conditions were deemed to be not probable of achievement as of the grant date. Assuming the highest level of achievement of the PSUs as of the grant date, the fair values would be \$3,500,000 for Dr. Kies and \$1,500,000 for each of Drs. Kim, Dr. Hummel and Dr. Shea.

3. Represents the grant date fair value of stock options computed in accordance with FASB ASC Topic 718. See Note 11 "Stockholders' Equity" to our audited consolidated financial statements for the year ended December 31, 2021, included in our Annual Report on Form 10-K, for the assumptions made in determining stock compensation values. During the year ended December 31, 2020, the named executive officers were not granted any stock options.

4. The amounts in this column reflect cash incentive bonuses earned during the respective year and paid during the first quarter of the following year. See "Compensation Discussion and Analysis/Compensation Components: Performance-Based Annual Cash Incentive Compensation" for additional information regarding bonus payouts earned for 2021.

5. Represents company 401(k) match amounts for the indicated year.

6. Appointed as Chief Scientific Officer on March 8, 2019, but amounts for 2019 include amounts earned as an employee for the period prior to appointment as an executive officer.

7. Commenced employment as Chief Operating Officer on March 25, 2019.

Inovo Pharmaceuticals, Inc. 34 2022 Proxy Statement

Inovo Pharmaceuticals

EXECUTIVE COMPENSATION

Summary Compensation Table for Fiscal Years 2021, 2020 and 2019

The table below sets forth compensation information for the individuals who served as our chief executive officer and chief financial officer during 2021, our two most highly compensated executive officers, other than our chief executive officer or chief financial officer, who served as executive officers of December 31, 2021. We refer to these four individuals throughout this report as our "NEOs" for 2021.

Name and Principal Position	Year	Salary ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Option Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total ⁽⁶⁾ (\$)
R. Bradley Gray President, Chief Executive Officer	2021	\$ 640,327	\$ 4,650,260	\$ —	\$ 476,978	\$ 4,397	\$ 5,771,962
	2020	\$ 637,962	\$ 4,312,551	\$ —	\$ 499,035	\$ 4,133	\$ 5,453,681
	2019	\$ 569,167	\$ 4,600,083	\$ 1,995,790	\$ 499,800	\$ 4,000	\$ 7,288,840
K. Thomas Bailey Chief Financial Officer	2021	\$ 434,404	\$ 1,538,049	\$ —	\$ 190,641	\$ 4,031	\$ 2,972,125
	2020	\$ 435,692	\$ 1,206,517	\$ —	\$ 198,340	\$ 4,132	\$ 1,844,681
	2019	\$ 391,250	\$ 1,179,353	\$ 390,078	\$ 194,013	\$ 4,000	\$ 2,108,694
Joseph M. Beachem Chief Scientific Officer and Senior Vice President, Research & Development	2021	\$ 431,808	\$ 1,430,963	\$ —	\$ 95,011	\$ 4,000	\$ 2,061,782
	2020	\$ 420,115	\$ 1,009,463	\$ —	\$ 191,672	\$ 4,133	\$ 1,625,383
	2019	\$ 376,875	\$ 1,129,353	\$ 390,078	\$ 194,538	\$ 4,000	\$ 2,094,844
J. Chad Brown Senior Vice President, Sales & Marketing	2021	\$ 419,404	\$ 1,430,963	\$ —	\$ 176,885	\$ 4,000	\$ 2,030,552
	2020	\$ 420,115	\$ 1,009,463	\$ —	\$ 98,746	\$ 4,133	\$ 1,527,457
	2019	\$ 373,542	\$ 1,129,353	\$ 390,078	\$ 95,525	\$ 4,000	\$ 2,092,488

1. As a result of our transition to a new human resources information system, a portion of the December 2019 salaries were paid in January 2020 and therefore reduced the salary amount paid in 2019 compared to 2018.

2. The dollar amounts in this column represent the aggregate grant date fair value of restricted stock unit awards, PSUs, assuming future payout at target, and stock option awards granted in 2021, 2020 and 2019, respectively. These amounts have been computed in accordance with FASB ASC Topic 718. Pursuant to SEC rules, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of valuation assumptions, see Note 13 to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2021, filed with the SEC on March 1, 2022.

3. The amounts in this column represent the amounts earned and payable each year under the bonus plan for each year, all of which were paid in the subsequent year.

4. The amounts in this column consist of matching contributions made by us pursuant to our 401(k) plan up to \$4,000, as well as other fringe benefits.

5. Amount represents the aggregate grant date fair value of RSU awards and PSUs based upon the probable outcome of performance conditions on the grant date. The amount includes the increase in the fair value of 2019 PSU awards resulting from modifications of such awards as described above in "2019 Performance Stock Units." Assuming the highest level of performance is achieved, the aggregate grant date fair value of such awards is \$5,998,965 for Mr. Gray, \$2,000,464 for Mr. Bailey, \$1,893,378 for Mr. Beachem, and \$1,893,378 for Mr. Brown.

6. In reviewing the performance of our NEOs against the 2019 Corporate Goals, the Compensation Committee determined the achievement of Mr. Bailey's individual goal at 80% and the achievement of the corporate goal at 98%. However, due to an administrative error, the bonus for Mr. Bailey was originally calculated based on an incorrect (and lower) base salary, resulting in an initial bonus payment to him of \$191,675. In April 2020, this administrative error was identified and corrected, and the Compensation Committee approved the payment to Mr. Bailey of the incremental amount of \$2,388 needed to bring his bonus to the correct 2019 bonus amount of \$194,063.

Nanosting Technologies, Inc. 70 2022 Proxy Statement

Nanosting

EXECUTIVE COMPENSATION TABLES

Summary Compensation Table

For 2021, the compensation paid to the Company's NEOs consisted of a base salary, annual cash bonus incentive award payments, awards of restricted stock or RSUs (as applicable) and performance units, employer contributions to the Company's 401(k) and non-qualified deferred compensation plans, and certain perquisites, which elements of compensation are described in greater detail above in the "Compensation Discussion and Analysis" and in the tables that follow. The following table summarizes the total compensation earned by or paid to the NEOs for 2021, 2020, and 2019. Each NEO's principal position reflects their title as of the end of the 2021 year.

NAME AND PRINCIPAL POSITION	YEAR	SALARY ⁽¹⁾	BONUS	STOCK AWARDS ⁽²⁾	OPTION AWARDS ⁽³⁾	NON-EQUITY INCENTIVE PLAN ⁽⁴⁾	ALL OTHER COMPENSATION ⁽⁵⁾	TOTAL ⁽⁶⁾
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
	2021	1,240,882	—	12,015,954	—	2,581,040	164,949	16,002,825
Scott D. Sheffield Chief Executive Officer	2020	1,105,778	—	11,087,774	—	1,078,140	124,879	13,296,571
	2019	1,043,284	—	9,896,926	—	2,275,000	140,337	13,355,547
Richard P. Deely President and Chief Operating Officer	2021	635,887	—	4,095,804	—	1,017,420	88,701	5,837,812
	2020	566,254	—	2,826,104	—	424,700	72,754	3,837,812
	2019	616,931	—	9,933,752	—	868,000	91,123	4,511,806
Neal H. Shah Senior Vice President and Chief Financial Officer	2021	492,612	—	2,047,879	—	630,550	83,873	3,254,914
	2020	506,251	—	2,740,527	—	648,010	71,587	3,966,375
	2019	475,010	—	2,356,839	—	512,000	89,474	3,453,323
Mark S. Berg Executive Vice President, Corporate Operations	2021	506,251	—	2,740,527	—	648,010	84,628	3,979,416
	2020	433,910	—	2,270,376	—	262,350	49,760	3,016,306
	2019	505,587	—	3,015,918	—	638,400	91,656	4,251,561

(1) In 2021, the adjusted base salaries for the NEOs, as applicable and as disclosed above in the section entitled "Compensation Discussion and Analysis," did not take effect until February 15, 2021. The salary amounts for 2020 reflect the 20 percent reduction in salary for the CEO, and 15 percent reduction for the other NEOs, instituted in May 2020 in response to the industry downturn caused by the COVID-19 pandemic and a significant reduction in oil prices. Mr. Sheffield did not begin receiving salary in 2019 until he resumed employment in late February of that year.

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Pioneer Natural Resources

Design Enhancements

Design enhancement, such as charts, graphs, process diagrams, icons and callout text and metrics provide content for the skim reader and aid in proxy navigation.

Proposed Director Nominee

Winifred Webb

Age: 61
Director Since: 2019
Class: II

Winifred Webb has served as a member of our Board since 2019. Ms. Webb is the founder of Forster Corporate Advisors, which she started in 2013. Prior to that, Ms. Webb was Managing Director at Tennebasse Capital Partners and, before that, a member of the senior executive team at Ticketmaster Entertainment, Inc. Prior to joining Ticketmaster, Ms. Webb served for 20 years with The Walt Disney Company in various senior positions, including as corporate Senior Vice President of Investor Relations and Shareholder Services, and in governance substack, corporate treasury, and as Executive Director of The Walt Disney Company Foundation. Before Disney, she held roles in investment banking. Ms. Webb is a National Association of Corporate Directors Board Leadership Fellow. She currently serves on the Board of Directors of ABM Industries Incorporated (NYSE: ABM) and Wynn Resorts, Limited (NASDAQ: WYNN), and on the Board of Trustees of American Homes 4 Rent (NYSE: AHR). Ms. Webb has served on several other public company boards including TNO, 95Spikes International, and Jack in the Box. Ms. Webb received her M.B.A. from Harvard University and her B.A. (with honors) from Swarthmore College. In addition, she has earned the CERT Certificate in Cybersecurity Oversight from Carnegie Mellon.

We believe Ms. Webb's extensive experience as a senior finance and investor relations executive, her involvement in real estate-related and digital companies, and her service as a public company director qualify her to serve on our Board.

Election of Director Nominees

Directors will be elected by a plurality of the combined voting power of the outstanding shares of our Class A Common Stock and Class B Common Stock present virtually or represented by proxy and entitled to vote on the election of directors at the Annual Meeting. This means that the director nominee for Class I director who receives the most FOR votes will be elected as directors. Broker non-votes and abstentions will not be treated as votes cast for this purpose and, therefore, will not affect the outcome of the election.

Unless you direct otherwise through your proxy voting instructions, the persons named as proxies will vote all proxies received FOR the election of each of the director nominees. If any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the person named as proxy may vote for a substitute director nominee chosen by our Board. In the alternative, the proxies may vote only for any remaining director nominee, leaving one or more vacancies on our Board.

Recommendation of our Board

OUR BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE DIRECTOR NOMINEES.

appfolio

AppFolio

Exec Compensation

The Peer Survey Data includes data from each company named in the Peer Group for base salary, target annual and long-term incentive compensation, and total target compensation obtained from the *Aon Hewitt Total Compensation Measurement Survey* as well as public filings.

In December 2020, the HR Committee reviewed benchmarking analysis for each Named Executive Officer and other key executives based on the Peer Survey Data in developing 2021 total compensation consisting of base salaries, annual incentive compensation, and long-term incentive compensation. As a point of reference, when available for the Named Executive Officers, the Compensation Consultant also provided the HR Committee with the most recently available proxy disclosure data for the 2021 Peer Group.

Components of Compensation

In 2021, the three primary components of an executive's total target direct compensation were base salary, annual incentive compensation, and long-term incentive compensation, each as described below:

COMPONENT	PURPOSE	DESIGN
Base Salary	CASH	Attract, retain, and motivate key executives by providing a market-competitive fixed compensation.
Annual Incentive Compensation ("AIC")	CASH	Short-term at risk pay designed to motivate achievement of annual performance goals across the entire organization and align business units in support of our strategic priorities.
Long-Term Incentive Compensation ("LTI")	EQUITY	Long-term at risk pay designed to balance short-term and long-term performance goals, support our strategic priorities and long-term shareholder value creation.

Reviewed at least annually to consider changes in responsibility, experience, and market competitiveness.

Market competitive targets and goals established for executives:

- Specific financial metrics for Corporate and Group President roles
- Accountability for execution of strategic initiatives
- There are no payouts when performance falls below financial thresholds and there is a failure to execute strategic initiatives.

Our executives receive their LTI compensation in two parts:

- 1) 50% of LTI in performance-based restricted stock units ("RSUs")
- 2) 50% of LTI in performance-based restricted stock units ("RSUs")

Awards linked to achievement of 70% of Return on Capital and Adjusted Cumulative Earnings per Share goals. Payouts in Arcosa Common Stock are made at end of a three-year performance period and can range from 0%-200% of target. No payouts if performance is below threshold.

75% of LTI in time-based restricted stock units ("TRSUs") awards vest three years, 1/3 each, May 2022, 2023, and 2024.

2021 Annual Target Total Compensation Mix

Consistent with our pay-for-performance philosophy, a significant portion of an executive's total compensation opportunity (including that of each of the Named Executive Officers) is weighted toward performance-based pay and components we believe align with the interests of shareholders. Our annual incentive awards and the performance-based restricted stock unit component of the LTI award opportunities are considered performance-based pay because the payout of these awards is dependent on the achievement of specified performance goals. The time-based restricted stock unit awards are retentive while also aligning with Arcosa's performance as the final value realized is based on Arcosa's share price.

Arcosa

a dedicated salary budget to fund necessary remediations in the event statistically significant gaps are identified, and regularly share the results of our analyses with our Board, leaders, and employees. We have also intentionally designed our benefits and time off programs to reduce the impact of parenting on women's careers and compensation (such as offering a minimum of 16 weeks of paid parental leave globally, regardless of gender).

D&I Council. In addition to our dedicated D&I team, an internal group of cross-functional stakeholders forms our D&I Council. This includes members of our executive leadership team who provide diverse perspectives to our company-wide D&I initiatives.

D&I Website. Since 2017, we have reported publicly on our company demographics in the following areas: Gender, Race/Ethnicity, Sexual Orientation, Age, and Disability. We collect demographic data through our HR information systems and employees can self-select the data they share on a wide spectrum of markers, including religion, socioeconomic background, and countries considered home. For further information on our D&I data and programs, visit our website.

D&I Workplace Awards. We're honored to be recognized for our D&I efforts and as an employer of choice by the following awards:

- Fairygodboss, Black Women Leading the Way in Corporate America
- Comparably, Best CEOs for Diversity and for Women
- Great Place to Work®, Innovation for All Leadership Award
- Fortune Best Workplaces for Women
- Great Place to Work Best Workplaces for Parents
- Ireland's Best Workplaces

Facilities Management

For us, achieving our mission to help humanity thrive also means taking full responsibility for our daily impact on the environment through mindful facilities management. Our new global headquarters under construction in San Francisco, California, is a LEED Gold building, designed to LEED Gold standards. We leverage high-efficiency HVAC and lighting systems throughout our office fit-outs and partner with sustainable companies to furnish and finish our physical spaces, including the use of carpet made from recycled materials and reupholstering existing furniture for extended life. In spaces that we lease and occupy, we encourage building owners to use renewable energy and when decommissioning offices, we recycle and donate any equipment or fixtures we don't reuse in order to keep those items out of landfills.

Each of our global offices has active recycling, compost, and waste management programs. We also seek partnerships with local vendors for office equipment and supplies to reduce the carbon footprint of shipping and transportation services.

Our global real estate strategy is informed by proximity to public transportation options so that our employees can choose how they want to commute to the office. To encourage the use of public transportation, we offer public transit subsidies for employees. We also offer a monthly bicycle credit for employees who commute on bicycles to the office.

We are taking steps to mitigate our contribution to global climate change by offsetting our carbon footprint. In 2019, we began the process by calculating the prior year's total energy usage across our offices in San Francisco, New York, and Dublin as well as our carbon footprint from our current data servers with Amazon Web Services (AWS). In 2019 and 2020, we offset our total carbon footprint from our operations in the U.S., Europe, and all of our AWS servers. At the end of each year, we'll recalculate and purchase more offsets, if needed.

Asana

Asana

CME Group

ITEM ONE

Election of Equity Directors

Our directors are elected each year. Each director's term will last until the 2023 annual meeting and until his or her successor is duly elected.

The Equity directors are nominated by the board of directors based on the recommendation of the nominating and governance committee for election by our Class A and Class B shareholders voting together (**Equity directors**) under **ITEM 1**. All 17 Equity director nominees are presently CME Group directors.

We have implemented a majority vote standard for the Equity directors, except in the event of a contested election. Each Equity director candidate must receive a number of "FOR" votes that exceeds the number of "AGAINST" votes to be elected.

The nominating and governance committee is also recommending the slate of nominees to be elected by our Class B shareholders as set forth under **ITEM 2**. We have no reason to believe that any of the nominees will be unable or unwilling to serve if elected.

References to terms of our board of directors in their biographies include service on the board of CME Group (**CME Holdings**) from its formation in 2001 and service on the board of its wholly-owned subsidiary, Chicago Mercantile Exchange Inc. (**CME**). CME Group became a public company in 2002. The boards of our other exchange subsidiaries, Board of Trade of the City of Chicago, Inc. (**CBOT**), New York Mercantile Exchange, Inc. (**NYMEX**) and Commodity Exchange, Inc. (**COMEX**), also are composed of the same members as the CME Group board of directors. Ages are as of March 7, 2022. Information on public directorships is for the past five years.

BOARD RECOMMENDATION

Our Board recommends that shareholders vote "FOR" the Equity director nominees.

You are being asked to vote on the election of seventeen Equity director nominees to hold office until the 2023 annual meeting.

Director nominations and qualifications

The policy of the board of directors is to remain an interactive, independent, thoughtful, highly qualified and collegial combination of individuals with diverse knowledge, skills and experience, so that the directors, working together, possess the competencies required to effectively carry out the board's responsibilities.

In considering candidates for the board, the nominating and governance committee, composed entirely of directors who are independent under applicable listing standards, considers the entirety of each candidate's credentials. With respect to the nomination of continuing directors for re-election, the individual's contributions to the board are also considered. In assessing new candidates for the board, we do not have specific minimum qualifications that an individual must meet to be considered. The board and its nominating and governance committee seek members having the characteristics essential for effectiveness as a member of our board, including but not limited to:

- Integrity, objectivity, sound judgment and leadership;
- The relevant expertise and experience required to offer advice and guidance to the Chairman and Chief Executive Officer and other members of senior management;

2022 PROXY STATEMENT CME GROUP

CME Group

Design Enhancements (continued)

Our Executive Compensation Highlights

Our executive compensation programs are designed to help achieve the goals of attracting, engaging, and retaining highly talented individuals who are committed to our core values of integrity, excellence, and respect for people, while balancing the long-term interests of shareholders and customers. We accomplish this, in part, by delivering senior executive pay with a greater emphasis on equity and lower weighting on cash to promote an ownership mentality and help ensure shareholder alignment.

CEO Target Pay Mix

91%
Equity Awards

9%
Non-Equity Incentive Compensation

0%
Base Salary

Continuing NEO Average Target Pay Mix (Excluding CEO)⁽¹⁾

79%
Equity Awards

15%
Non-Equity Incentive Compensation

6%
Base Salary

2021 was a transformational year for Elanco. Notwithstanding challenges from inflation, supply chain disruptions, the COVID-19 pandemic, and competition, we continued to build a global animal health leader while taking actions to further strengthen our company and our value proposition. In our first full year combined with Bayer Animal Health, our executive compensation was measured against the following key metrics as well as our innovation progress⁽²⁾.

2021 Revenue

2021 Revenue: \$4,705M
2020 Revenue: \$4,200M
12% increase

2021 Adj. EBITDA

2021 Adj. EBITDA: \$1,057M
2020 Adj. EBITDA: \$920M
15% increase

Given our strong operating performance for the year, for our participating named executive officers, our annual cash incentive payout for 2021 was 132% of target, and our long-term performance awards paid out at 124% of target. For more information, see "Compensation Discussion and Analysis" beginning on page 45.

(1) Excludes M. Schacht and M. Lee, who exited Elanco as of December 31, 2021.
 (2) Includes non-GAAP financial measures. Year-over-year revenue growth is on a pro forma combined company basis. See Appendix A to this Proxy Statement for more information, including GAAP to non-GAAP reconciliations.

4 | 2022 Proxy Statement

FISCAL YEAR 2021 CORPORATE PERFORMANCE

The Company's total annual revenue in fiscal year 2021, \$2.6 billion, was the highest ever and an increase of 1% over fiscal year 2020. Cash flow from operating activities was \$445 million and GAAP net income was \$321 million.

The following chart reflects the Company's revenue, cash flow and net income over the past five years.

The chart below shows the Company's cumulative total return over the past five years compared to its peer group and the Nasdaq Composite, Nasdaq Computer Index and S&P 500.

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Fiscal Year 2021 Proxy Statement 33

Elanco

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Community: Education and Inclusion

Digital and Financial Education

Education and social inclusion are the cornerstones of our relationship with the communities in each country where we operate. We promote initiatives and training programs that promote access to jobs, entrepreneurship and technology and more inclusive features.

We are acting today to promote more inclusive development in Latin America.

Networks for the Future (Argentina, Brazil and Mexico)

A program that provides training to young people in technical and digital skills for insertion into the labor market, which is complemented by learning socioemotional skills needed for formal employment.

1,000
Young people reached in 2021 (840 in Argentina, 500 in Brazil and 360 in Mexico)

Conectadas (Argentina, Mexico, Brazil, Peru, Colombia, Chile and Uruguay)

An intensive training program that seeks to bring young women in Latin America closer to the world of technology, providing them with tools to create innovative solutions to problems that they identify in their communities.

1,200
Young women between 14 and 18 years of age from seven countries and more than 300 locations in Latin America benefited from the program

Entropy (Argentina)

Through this program, we provide STEM (science, technology, engineering and mathematics) training to young people who are in the last year of high school in public schools in Argentina. We also provide pedagogical support for teachers interested in getting involved in the teaching of STEM subjects.

286
Young people graduated in 2020

Certified TECH Developer (Argentina, Brazil and Colombia)

We joined Global and Digital House to co-create the Certified Tech Developer program that provides scholarships to young people to pursue technology careers in Argentina, Colombia and Brazil.

+3,200
Students have completed the program

We use a diversity perspective that prioritizes young women from low-income and other historically excluded groups.

MercadoLibre 2022 Proxy Statement 4

MercadoLibre

Proposal Three

NON-BINDING ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

We are providing our stockholders with an opportunity to vote, on an advisory basis, on the compensation of our named executive officers as disclosed in the "Executive Compensation" section, the compensation tables and the narrative discussions set forth on pages 38 to 43 of this proxy statement. This non-binding advisory vote is commonly referred to as a "Say on Pay" proposal.

The Board Recommends a Vote in Favor of Proposal Number Three.

Our Board and stockholders have determined to hold a "Say on Pay" advisory vote every year. In accordance with this determination and Section 14A of the Securities Exchange Act of 1934, as amended, and as a matter of good corporate governance, we are asking you to indicate your support for the compensation of our named executive officers as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in the "Executive Compensation" section of this proxy statement.

Our Compensation Committee, which is responsible for designing and administering our executive compensation program, has designed our executive compensation program to provide a competitive and internally equitable compensation and benefits package that reflects company performance, job complexity and the strategic value of the position, while ensuring retention, motivation and alignment with the long-term interests of our stockholders. We encourage you to carefully review the "Executive Compensation" section beginning on page 38 of this proxy statement for additional details on the compensation of our named executive officers in fiscal year 2021.

We are asking you to indicate your support for the compensation of the named executive officers as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the named executive officers. Accordingly, we are asking you to vote, on an advisory basis, which is non-binding, "FOR" the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to Neoleukin Therapeutics, Inc.'s named executive officers, as disclosed pursuant to the Securities and Exchange Commission's compensation rules, including the "Executive Compensation" compensation tables and narrative discussion set forth in the proxy statement relating to its 2022 Annual Meeting of Stockholders, is hereby **APPROVED**."

The Say on Pay vote is advisory, and therefore not binding on our Board of Directors or our Compensation Committee. Our Board of Directors and Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the executive officer compensation as disclosed in this proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

Vote Required

Approval of the resolution will require the affirmative vote of a majority of the shares of common stock present online at the meeting or represented by proxy at the Annual Meeting and entitled to vote on the matter. Proxies solicited by management for which no specific direction is included will be voted "FOR" the approval of the resolution.

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Neoleukin

Design Enhancements (continued)

Proxy Summary

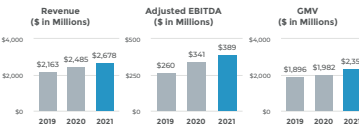
Our Performance Highlights for the Past Two Years¹

Our revenue from continuing operations increased by 23.8% over the past two years, from \$2.16 billion in 2019 to \$2.68 billion in 2021.

Our Adjusted EBITDA from continuing operations increased by 49.7% over that time period, from \$259.7 million in 2019 to \$389.7 million in 2021.¹

Our GMV from continuing operations increased by 24.0% over the past two years, from \$1.90 billion in 2019 to \$2.35 billion in 2021.


1. Performance highlights from continuing operations do not include the revenues, Adjusted EBITDA or GMV classified as discontinued operations related to the spin-off of our former Aaron's Business operating segment.



1. Adjusted EBITDA is a measurement of our performance not calculated in accordance with GAAP. For reconciliation of Adjusted EBITDA to the closest GAAP measure, see Earnings (Loss) from continuing operations, refer to the reconciliation set forth in Appendix A. Our Net Earnings (Loss) from continuing operations for each fiscal year 2021, 2020, and 2019 was \$243.6 million, \$233.6 and \$24.6 million, respectively.

Our Strategy Going Forward

Our strategy to drive growth in our business, which we believe positions us for success over the long-term, includes the following:



4

PROG Holdings, Inc. 2022 Proxy Statement

PROG Holdings



3 **2** **1**

STRAIGHT UP
We are honest, transparent, and kind. We communicate openly in a fair and straightforward way to build trust.

ON A MISSION TOGETHER
We are purpose-led, united, and committed to success through camaraderie. In every decision and every action, we accomplish audacious, critical missions by helping each other succeed.

VERY VIRGIN
We are inclusive, imaginative, and pioneering. We empower every voice to work hard to change the world, all while having fun along the way.

Virgin Orbit

Company Overview

Full-Year 2021 Summary

Net Sales **\$2,773M**
7% Y/Y Growth¹

Adjusted EBITDA **\$228M**
8.2% Margin

Adjusted FCF **\$22M**
\$455 Million Total Cash



1. Excludes Y/Y impact of currency fluctuations.

Beliefs and Values

We obsess over delivering exceptional customer satisfaction.

We use our passion for innovation to keep our customers ahead of the curve.

We treat each other with respect and embrace our differences.

We uplift the communities in which we operate and protect our environment at every turn.

2022 Proxy Statement

Visteon Corporation

1

Visteon

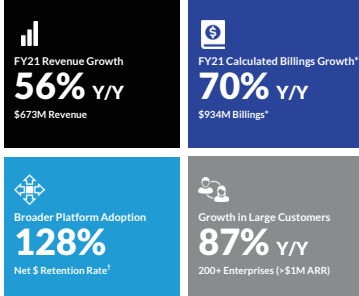
PROXY SUMMARY

Executive Compensation Highlights

Our pay practices align with our pay-for-performance philosophy and underscore our commitment to sound compensation and governance practices. We believe that organizations are still in the early stages of embracing cloud-based business solutions and adapting the security and networking solutions, including our products, that are necessary to secure and manage cloud-based operations. To be successful in this emerging market, we believe that delivering growth and capturing market share are paramount. To that end, we focus our compensation program on performance metrics that are key to achieving growth. We strongly believe that establishing and meeting aggressive growth targets in the short term is the best way to deliver long-term stockholder value in a highly competitive and emerging market.

Fiscal 2021 Financial Performance

Fiscal 2021 was a strong year for us marked by significant achievement and growth across all of our key metrics. Fiscal 2021 highlights were as follows:



* Calculated billings is a non-GAAP financial measure that we believe is a key metric to measure our periodic performance. Calculated billings represents our total revenue plus the change in deferred revenue in a period. See Appendix A for the calculation of calculated billings.

† Our dollar-based net retention rate compares the recurring revenue from a set of customers against the same metric for the prior 12-month period on a trailing basis.

2021 Proxy Statement

3

Zscaler

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Ready for Next

Communications
Technology
Data and Analytics