Governance & Securities
Alert

From the Public Company Advisory Group of Weil, Gotshal & Manges LLP

November 21, 2017

Heads Up for the 2018 Proxy Season:

ISS Updates Proxy Voting Policies – Board Composition, Accountability and Responsiveness in the Spotlight

By Lyuba Goltser and Kaitlin Descovich

ISS released its updated proxy voting policies effective for annual meetings held on or after February 1, 2018, which are available here. We previewed ISS's proposed voting policy changes in our Alert available here. The policy changes include several new policies, as well as codification of existing policies focusing primarily board composition, accountability and responsiveness. In this Alert we provide guidance for U.S. public companies on addressing these developments and practical tips for "***What to do Now?***" Companies should become familiar with these new policies, especially those that could implicate ISS voting recommendations for their upcoming director elections, and continue to engage with their institutional investors on important governance matters.

Key Policy Changes

- Social and Environmental Issues
  - Board Diversity
  - Gender Pay Equity Shareholder Proposals
  - Climate-Risk Shareholder Proposals
- Board Responsiveness and Independence
  - Engagement
  - Independence
- Director and Executive Compensation
  - Excessive Non-Employee Director Compensation
  - Problematic Compensation Practices
  - Problematic Pledging
- Board Accountability: Defensive Measures
  - Poison Pills
  - Removal of Shareholder Discretion on Classified Boards
  - Restrictions on Binding Shareholder Proposals
- Voting Capital / Restructuring
  - SPACs

Focus on Social and Environmental Issues Continues

1. Diversity in the Spotlight

ISS Principle on Diversity – *NEW*

ISS applies four fundamental principles in formulating its voting recommendation on director nominees: Accountability, Responsiveness, Composition and Independence. For the upcoming season, ISS has added an express statement regarding the benefits of diversity in the board room by including in the Composition principle that boards "should be sufficiently diverse to ensure consideration of a wide range of perspectives." While the policy appears to leave room for boards to interpret "diversity" in a manner that is relevant and appropriate for their companies, ISS's policies primarily focus on gender and racial diversity.

Diversity – *NEW*

ISS will now put a spotlight on boards that lack gender diversity. While this will not trigger an adverse vote recommendation in 2018, ISS has added this policy based on the response from 69% of investor respondents to ISS's 2017-2018 Governance Principles Survey that they would consider it problematic if there were no female directors on a public company board.

2. Gender Pay Gap Shareholder Proposals - *NEW*

ISS has adopted a new case-by-case policy in response to the increasing number of shareholder proposals requesting that companies report whether a gender pay gap exists, and if so, what measures the company is taking to eliminate such gap. Over the last three years, proponents have targeted technology, financial services, insurance, healthcare and telecommunications companies – industries in which shareholder proponents assert women are underrepresented. As gender-based issues and initiatives continue to garner attention, we expect that pay equity will remain a focus for shareholders and extend to other industries.

The new policy provides that the following factors will be considered in ISS's case-by-case assessment:

- The company's current policies and disclosure related to both its diversity and inclusion policies and practices, and its compensation philosophy and fair and equitable compensation practices;
- Whether the company has been the subject of recent controversy or litigation related to gender pay gap issues; and
- Whether the company's reporting regarding gender pay gap policies or initiatives is lagging its peers.

3. Climate Change Risk Shareholder Proposals – *REVISED*

ISS has revised its policy on how it evaluates shareholder proposals which expressly seek transparency around a company's disclosure of financial, physical, or regulatory risks related to climate change, or around the company's *processes* to identify, measure, and manage such risks. The changes to ISS's factors were informed by the recommendations of the Task Force on Climate-related Disclosures (TFCD) released in the summer of 2017.

ISS will consider the following factors in its case-by-case assessment:

- Whether the company already provides current, publicly-available information on the impact that climate change may have on the company as well as associated company policies and procedures to address related risks and/or opportunities;
- The company's level of disclosure compared to that of industry peers; and

- Whether there are significant controversies, fines, penalties, or litigation associated with the company's climate change-related performance.

Board Responsiveness and Independence

4. Board Engagement on Say-on-Pay, Say-on-Pay Frequency Results – *REVISED*

In circumstances where a company's previous say-on-pay proposal received less than 70% of the votes cast at the prior annual meeting, ISS's current policy is to consider the following factors in formulating its voting recommendation on the election of the members of the compensation committee (or the entire board in exceptional circumstances) and the say-on-pay proposal:

- The company's response, including disclosure of any engagement efforts with major institutional investors;
- Other recent compensation actions taken by the company;
- Whether the issues raised are recurring or isolated;
- The company's ownership structure; and
- Whether the support level was less than 50%, which would warrant the highest degree of responsiveness.

ISS has added the following factors to its evaluation of the board's or the compensation committee's responsiveness to a say-on-pay proposal that received less than 70% support:

- The timing and frequency of engagement with shareholders and whether independent directors participated;
- Disclosure of the specific concerns raised by dissenting shareholders that led to the say-on-pay opposition; and
- Disclosure of specific and meaningful actions taken to address shareholders' concerns.

The additional details requested by ISS may signify its dissatisfaction with the quality of the disclosure on companies' engagement efforts. In order to assess responsiveness, ISS is now looking for more specificity as to when and how often the company and/or independent directors are engaging with shareholders as well as the particular actions that were taken in response. General or broad disclosure about interactions with shareholders may no longer be sufficient.

ISS also clarified that it would evaluate whether a company adopted a frequency on the say-on-pay vote less than that supported by a plurality of the votes cast.

5. Categorization of Directors – *REVISED*

In the U.S., ISS has classified directors into three categories: (i) Inside Directors; (ii) Affiliated Outside Directors and (iii) Outside Directors. ISS now has changed this nomenclature in order to harmonize the characterization of directors across global markets. There will be no impact on vote recommendations. Going forward, these three categories will be: (i) Executive Directors; (ii) Non-Independent, Non-Executive Directors, and (iii) Independent Directors. ISS has added a new sub-category of "Controlling/Significant Shareholder," which was previously included under "Inside Director" category, but has been moved to the "Non-Independent, Non-Executive Director" category and covers beneficial owners of more than 50% of the company's voting power.

Director and Executive Compensation Related Updates

6. Excessive Non-Employee Director Compensation – *NEW*

Starting in 2019, ISS may recommend voting against or withholding from the compensation committee (or other committee responsible for approving/setting non-employee director compensation) if there is a pattern – i.e. two or more years – of excessive non-employee director compensation without disclosure of a compelling rationale. This new policy is meant to target companies that are outliers relative to their peers and the broader market and to hold accountable directors who approve excessive pay. The new policy is not expected to impact director voting recommendations in 2018.

As we discussed in our Alert available here, last year ISS adopted a framework for evaluating management proposals to ratify non-employee director compensation as companies began to submit their director compensation programs to a shareholder vote in response to several high-profile lawsuits regarding excessive non-employee director compensation.

7. Problematic Compensation Practices – *REVISED*

ISS has modified problematic practices that will result in an against or withhold recommendation in the election of compensation committee members or, if the company also did not include a say-on-pay vote on the ballot, the entire board.

The five problematic factors are:

- Significant misalignment between CEO pay and company performance;
- Significant problematic pay practices (as set forth in ISS's FAQ #48 available here);
- The board exhibits a significant level of poor communication and responsiveness to shareholders;
- The company fails to include a say-on-pay proposal; and
- The company fails to include a say-on-pay frequency proposal.

The last two factors are new and replace two previous factors which focused on transfers of stock options and burn rate commitment. ISS noted that non-shareholder approved transfers of stock options are so rare that a separate policy is not necessary; however, if such a transfer were to occur it would be treated as a problematic pay practice. Similarly, ISS stopped considering three-year burn commitments in connection with the introduction of the Equity Plan Scorecard and the last three-year burn rate commitments ended in fall 2017, so the policy could be removed.

ISS's new "say-on-pay" factor codifies existing practice where ISS will recommend against the election of compensation committee members if a company does not have a say-on-pay proposal on its ballot and does not have a legal basis for its exclusion (i.e., the company is not an emerging growth company, foreign private issuer or non-SEC registrant). ISS's new "say-on-pay frequency" factor resulted from ISS's efforts to remind those companies that failed to include the proposal at least once every six years. While most companies re-filed their proxy statements to include such proposal, some did not and ISS recommended against or to withhold from members of the compensation committee at such companies.

Although not part of this policy, relevant for the first time this year, ISS will note pay ratio disclosures this year; however, such disclosures will not be considered when evaluating recommendations on compensation committee members or the "say-on-pay" vote in 2018.

8. Problematic Pledging of Company Stock – *NEW*

ISS has codified its policy to recommend against the committee responsible for risk oversight, or the full board, where a significant level of pledged company stock by executives or directors raises concerns. ISS also clarified the factors that it considers when determining whether pledging is problematic as follows:

- Proxy statement disclosure of an anti-pledging policy that prohibits future pledging activity;
- The magnitude of aggregated pledged shares in relation to share outstanding, market value and trading volume;
- Disclosure of progress (or lack thereof) toward reducing the magnitude of aggregate pledged shares over time;
- Proxy statement disclosure that shares are subject to stock ownership and holding guidelines; and
- Any other relevant factors.

See also ISS FAQ's #29-31 available here for guidance on how ISS evaluates "significant" pledging.

Board Accountability: Defensive Measures

9. Poison Pills – *REVISED*

ISS has clarified its policy on how it evaluates long-term and short-term poison pills. ISS will recommend against or withhold from the entire board of directors (except new nominees, who will be considered on a case-by-case basis) of companies with a long-term (greater than one year) poison pill that was not approved by shareholders or if the board makes a material adverse change to an existing poison pill, including, but not limited to, extension, renewal, or lowering the trigger, without shareholder approval.

Short-term poison pills with a duration of one year or less that were not approved by shareholders will continue to be evaluated on a case-by-case basis, taking into account the disclosed rationale for adoption, and other relevant factors, such as a commitment to put a renewal up to a shareholder vote, rather than on the company's governance practices and track record as is the current policy. ISS appears to recognize that a short-term pill may provide the board with a valuable tool to maximize shareholder value in the face of an opportunistic offer.

Directors on boards that had a poison pill in place prior to 2009 and were grandfathered by the previous ISS policy will no longer be exempt from ISS's negative recommendation. ISS will also no longer distinguish between annually elected and staggered boards, so all incumbent directors up for election at these companies will face negative recommendations each time they are on the ballot. As a result, directors at approximately 90 companies that adopted or renewed 10-year pills and an additional 50 companies with annually-elected boards will be affected by this policy change in 2018.

10. Removal of Shareholder Discretion on Classified Boards – *NEW*

Under a new ISS policy, ISS will recommend against or withhold from the entire board of directors (except new nominees, who will be considered on a case-by-case basis), if the company has opted into, or failed to opt out of, a state law requiring a classified board. ISS's policy change means that it will no longer permit companies to justify having a classified board based upon the applicable laws of their home jurisdiction. ISS notes that shareholders have limited ability to challenge staggered boards at companies that rely on state law because such shareholder proposals are excludable under Rule 14a-8(i)(2) because they contradict state law. Specifically, ISS has been recommending against boards of approximately 20 Indiana-incorporated companies and one Iowa-incorporated company, which have yet to opt out of the respective state's law that requires a classified board.

11. Restricting Binding Shareholder Proposals – *REVISED*

ISS has slightly modified its policy concerning binding shareholder proposals. ISS will generally recommend against or withhold from members of the governance committee to extent that *any* of a company's governing documents impose undue restrictions on shareholders' ability to amend the company's bylaws (e.g. charter, bylaws, articles of association, not just the company's bylaws).

Voting Capital/Restructuring

12. SPACs – *New*

Recently there has been a notable increase in the number of special purpose acquisition companies (SPACs) formed for the purpose of effectuating an initial business combination. SPACs have a limited duration under their organizational documents, which typically specify that they have 18 months to sign a definitive agreement for a business combination and two years from the time of their to consummate it. If the business combination is not completed within this timeframe, SPACs must either extend their lifespans or dissolve. SPACs that have neither proposed nor consummated a business combination and are nearing their deadlines often request extensions of their deadlines by way of amendments to their charters and trust agreements. ISS has adopted a new policy to provide guidance on the factors that ISS will consider when determining whether to recommend in favor a SPAC's management proposal seeking an extension.

Specifically, ISS will evaluate:

- The length of the extension request;
- Whether there is a transaction pending or the stage of the SPAC's acquisition process;
- Any additional incentives provided to the non-redeeming shareholders; and
- Whether there have been prior extension requests.

What To Do Now?

- **Assess Board Composition, Skills and Diversity and Enhance Disclosure.** As ISS's policy changes indicate, institutional investors continue to pay close attention to board composition, individual directors' competencies and diversity. Investors such as Blackrock, State Street, and Vanguard have publicly announced boardroom gender diversity as an engagement priority. In addition, initiatives such as the NYC Comptroller's Boardroom Accountability Project 2.0, which we discussed here, focus on enhancing disclosure of board composition through a skills matrix. These initiatives are driving heightened attention to the diversity and competencies of the board as whole. Companies should refresh disclosure relating to board composition, skills and diversity and consider whether the skills, backgrounds and diversity of each director and the collective experience of the board is presented clearly.
- **Pay Close Attention to Shareholder Proposals on Social and Environmental Issues.** In 2018 we expect that institutional investors will continue to take greater stewardship of the social, environmental and governance aspects of their investments. Companies should be prepared for shareholder proposals on these issues and should understand the positions of their shareholders in order to inform how they respond. Companies are also reminded that requests for no-action relief seeking exclusion of proposals on the basis of the ordinary business exception (Rule 14a-8(i)(7)) or the economic relevance exception (Rule 14a-8(i)(5)) must include the board's analysis, as discussed in recent blog posts, available here and here.
- **Review and Enhance Disclosure of Your Shareholder Engagement Program.** ISS's request for specific information concerning engagement by the board or the compensation committee on executive compensation may demonstrate its dissatisfaction with the quality of companies' disclosure on engagement. Generally, companies may no longer broadly or simply state that they have shareholder engagement programs in order to get credit from ISS with respect to their engagement programs. ISS appears to be looking for detailed disclosure about meaningful engagement programs resulting in specific responses to shareholder feedback.
- **Review and Enhance Disclosure of Director Compensation.** Boards should pay close attention to and work with their compensation consultants to assess non-employee director compensation, especially relative to their peers, and disclose the rationale for these compensation decisions in the company's proxy statement.
- **Consider Shareholder Approval or Ratification of Poison Pills.** Companies should consider the current status of any existing poison pill and the context under which it was adopted to determine whether the benefit of the pill outweighs the negative recommendations in director elections. Companies considering adopting a short-term pill should prepare to disclose the rationale for such adoption.
- **Review and Verify QualityScore Report**. Companies should carefully review and verify their QualityScore report. The verification period is open from November 13 through 8pm Eastern time on November 28. During this period companies may verify information contained in their corporate governance profile through the data verification site on Governance Analytics available here.

* * *

Please contact any member of Weil's Public Company Advisory Group, or your regular contact at Weil, Gotshal & Manges LLP:

Howard B. Dicker	View Bio	howard.dicker@weil.com	+1 212 310 8858
Catherine T. Dixon	View Bio	cathy.dixon@weil.com	+1 202 682 7147
Lyuba Goltser	View Bio	lyuba.goltser@weil.com	+1 212 310 8048
P.J. Himelfarb	View Bio	pj.himelfarb@weil.com	+1 202 682 7208
Ellen J. Odoner	View Bio	ellen.odoner@weil.com	+1 212 310 8438
Adé K. Heyliger	View Bio	ade.heyliger@weil.com	+1 202 682 7095
Alicia Alterbaum	View Bio	alicia.alterbaum@weil.com	+1 212 310 8207
Kaitlin Descovich	View Bio	kaitlin.descovich@weil.com	+1 212 310 8103
Megan Pendleton	View Bio	megan.pendleton@weil.com	+1 212 310 8874
Reid Powell	View Bio	reid.powell@weil.com	+1 212 310 8831
Niral Shah	View Bio	niral.shah@weil.com	+1 212 310 8316
Aabha Sharma	View Bio	Aabha.sharma@weil.com	+1 212 310 8569

Governance & Securities
Alert

Weil

From the Public Company Advisory Group of Weil, Gotshal & Manges LLP

October 31, 2017

Heads Up for the 2018 Proxy Season:

ISS Proposes Changes to Proxy Voting Policies and Refines QualityScore Factors

By Lyuba Goltser and Kaitlin Descovich

ISS has released its key draft proposed proxy voting policy changes for the 2018 proxy season and is seeking comments by 5:00 p.m. EDT on November 9, 2017. ISS's proposed policy changes, questions for comment and details around how to participate in the comment process are available here. ISS's final 2018 policies are expected to be released during the second week of November, and will apply to meetings held on or after February 1, 2018.

ISS also announced changes to its QualityScore product in order to create greater comparability of core governance practices and risks across global markets. ISS increased the number of uniform global factors from 6 to 21, including 4 new factors related to independent board and key committee composition. ISS signaled that more changes are forthcoming, including rewarding companies for having a higher number and percent of women on their boards. ISS's press release is available here.

Further to the results of ISS's Policy Application Survey, which we blogged about here, ISS is proposing the following policy changes, which are discussed below.

Proposed Changes to ISS Voting Policies for 2018 Proxy Season

Proposed changes for U.S. companies would:

- Provide more specificity around factors ISS considers when evaluating gender pay gap disclosure shareholder proposals
- Result in a negative recommendation for compensation committee members when there is a pattern of excessive non-employee director compensation
- Result in negative recommendations for all board members at companies with poison pills that have not been approved by shareholders – currently 140 companies

Proposed changes for companies incorporated in Continental Europe (including U.S- listed companies) would:

- Tighten thresholds for general share issuance requests to 10% (from 20%) without preemptive rights and to 50% (from 100%) with preemptive rights

ISS Specifies Criteria for Evaluation of Gender Pay Gap Disclosure Proposals – *REVISED*

Over the past three years, shareholders have increasingly submitted shareholder proposals requesting reports on company policies and goals to reduce the gender pay equity gap. ISS is proposing to add more specificity around how it will evaluate these proposals. Thus far, proponents have targeted technology, financial services, insurance, healthcare and telecommunications companies – industries in which shareholder proponents assert women are underrepresented.

ISS's current policy groups gender pay gap proposals with other social/environmental issues and provides that it will evaluate proposals on a case-by-case basis. While the proposed new policy continues to provide that gender pay equity proposals will be evaluated on a case-by-case basis, it highlights the factors that will be considered:

- The company's current policies and disclosure related to both its diversity and inclusion policies and practices and its compensation philosophy and fair and equitable compensation practices;
- Whether the company has been the subject of recent controversy or litigation related to gender pay gap issues; and
- Whether the company's reporting regarding gender pay gap policies or initiatives is lagging its peers.

To date, ISS has supported almost 20% of gender pay equity proposals. The analyses accompanying ISS's voting recommendations indicate that, as part of its case-by-case assessment, ISS reviews (a) whether the company lags its peers in addressing gender pay disparity, which would put the company at a competitive disadvantage, as well as (b) its compensation program and existing diversity and inclusion programs. The revised policy is expected to provide more clarity on ISS's approach as shareholder interest in this subject grows; however, ultimately is not expected to impact on ISS's voting recommendations.

None of the gender pay equity proposals that have been submitted to a shareholder vote to date have passed – although Ebay notably received support from 51% of the votes cast (a majority of the outstanding shares was required for the vote to pass). Some companies have been able to negotiate the withdrawal of these proposals by demonstrating a commitment to gender pay equity through public reports and other analysis of pay practices along gender lines. We expect that these proposals will continue to grow in number and perhaps support this season.

ISS Targets Outliers for Patterns of Excessive Director Pay; May Lead to Negative Recommendations – *NEW*

Consistent with the results of the Policy Application Survey, ISS has recommended a change to its policy on how it evaluates Non-Employee Director ("NED") compensation. ISS's proposed policy change is focused on patterns of extreme director pay. ISS expects that there would be no impact on its recommendations for director elections in 2018 and minimal impact when ISS begins looking at trends in 2019.

The new policy would explicitly provide for adverse vote recommendations for members of the board of directors who are responsible for setting NED compensation (e.g., the compensation committee) when there is a pattern (i.e., two or more consecutive years) of "excessive NED pay magnitude" without a compelling rationale or other mitigating factors.

Although ISS does not define what amount would be "excessive," noting NED pay magnitude varies by company size and industry, it cites the trend demonstrated in the 2017 Board Practices Study, available for download here, which indicates that median NED pay at S&P 500 companies has steadily increased every year since 2012 to approximately $211,000 in 2016.

ISS Revises Poison Pill Policy: Cites Warning to 140 Companies -- *REVISED*

ISS is proposing several policy changes to how it evaluates a company's poison pill. For companies that have adopted a long-term poison pill (greater than 1 year) that has not been approved by shareholders, ISS is proposing to adopt the following policy changes:

- ISS will now recommend against all board nominees every year, rather than once every three years, at companies with annual director elections.
- Commitments to put a long-term pill to a shareholder vote in the year following adoption would no longer be considered a mitigating factor in director voting recommendations.
- Boards with the 10-year poison pills that were grandfathered when ISS adopted related policy changes in 2009 would no longer be exempt from negative voting recommendations in director elections.
- With the proposed removal of grandfathering, ISS no longer believes there is a need to have an explicit policy regarding so called "deadhand' or "slowhand" features, which make it difficult to redeem a pill if a majority of the board does not consist of continuing directors or their nominees. ISS indicates that the five remaining publicly-traded companies that have deadhand/slowhand poison pills in effect not approved by shareholders and would be covered under the proposed policy change.

Short-term poison pills (a year or less) that have not been approved by shareholders would continue to be assessed on a case-by-case basis, but the proposed policy update would focus more closely on the rationale for the adoption of the pill, rather than on the company's governance practices and track record as is the current policy. ISS will continue its current policy for renewals or extensions of short-term pills, under which all directors will receive adverse vote recommendations.

ISS indicates that directors at about 140 companies will be impacted by the revised policy: directors at 90 companies with 10-year pills adopted or renewed in 2008 and 2009 will now receive negative recommendations, and directors at 50 companies with annually elected boards that adopted or renewed pills after 2008 will now receive negative recommendations every year, rather than every three years.

ISS Tightens Potential Dilution Limits for General Share Issuance Requests for Companies Incorporated in Continental Europe; May Affect U.S. Listed Companies – *REVISED*

Companies incorporated in Continental European countries are required by home country rules to seek approval for any share issuance. Even if the company is subject to the same disclosure and listing standards as U.S. incorporated companies, these home country proposals may be evaluated under the local policy. As a result, ISS's proposed policy change relating to share issuances will be particularly relevant for U.S.-listed companies that are incorporated in France, Germany, Switzerland, The Netherlands and other such countries.[1]

ISS is proposing to tighten guidelines on general share issuance requests (i.e., those for which the company has not disclosed a specific purpose, but for which shareholder approval is required) in order to limit dilution of preemptive voting rights. ISS believes that in order to protect shareholders from potentially excessive dilution, best practice for authorizations is that they should be limited to a fixed number of shares or a percentage of capital at the time of issuance.

Currently, ISS generally recommends in favor of the general issuance of up to 20% of a company's share capital for shares where preemptive rights are not provided or up to 100% of a company's share capital for shares where preemptive rights are provided. Beginning in February 2019, ISS would revise potential dilution limits for general share issuance requests to 10% without preemptive rights, and to 50% with preemptive rights.

ISS's policy on specific share issuance requests (i.e. those requests with a specific disclosed purpose) would remain unchanged: they would continue to be assessed on a case-by-case basis. We note that ISS's analysis may continue to take into account whether the applicable stock exchange listing rules provide adequate safeguards when determining the acceptability of share issuance requests.

The proposed change follows the tightening of voting guidelines by many institutional investors as a growing number only support general share issuances if the maximum dilution is 10% without preemptive rights or 50% with preemptive rights. ISS notes that investors in larger European markets like the UK, France, or Germany already follow this stricter approach, and many other European investors follow this trend as well.

What to Do Now

- Consider providing comments to ISS on the proposed policy changes before the deadline on November 9, 2017. Comments can be submitted to ISS via email to policy@issgovernance.com.
- Companies that have received a gender pay equity proposal in the past, or may expect to receive such a proposal, should consider the company's policy in that regard in order to understand how it would respond to shareholders on this issue.
- Management and the committee charged with oversight of non-employee director compensation should take a critical year-over-year review of NED compensation in relation to the company's peers (including ISS selected peers).
- Boards of directors at companies that have a poison pill in place that has not been approved by shareholders should be educated on ISS's new policy. Management and the board should consider whether to maintain the poison pill or whether shareholder approval is feasible.
- Companies that are incorporated in continental European countries should understand the limits above which ISS may take issue with requests for increasing share capital without preemptive voting rights with respect to all future share issuances.

ENDNOTES

[1] ISS' European Policy applies to companies incorporated in the following territories: Austria, Belgium, Bulgaria, Croatia, the Czech Republic, Cyprus, Denmark, Estonia, the Faroe Islands, Finland, France, Germany, Greece, Greenland, Hungary, Iceland, Italy, Latvia, Liechtenstein, Lithuania, Luxembourg, Malta, the Netherlands, Norway, Poland, Portugal, Romania, Spain, Slovakia, Slovenia, Sweden, and Switzerland.

* * *

Please contact any member of Weil's Public Company Advisory Group or your regular contact at Weil, Gotshal & Manges LLP:

Howard B. Dicker	View Bio	howard.dicker@weil.com	+1 212 310 8858
Catherine T. Dixon	View Bio	cathy.dixon@weil.com	+1 202 682 7147
Lyuba Goltser	View Bio	lyuba.goltser@weil.com	+1 212 310 8048
Adé K. Heyliger	View Bio	ade.heyliger@weil.com	+1 202 682 7095
P.J. Himelfarb	View Bio	pj.himelfarb@weil.com	+1 202 682 7208
Ellen J. Odoner	View Bio	ellen.odoner@weil.com	+1 212 310 8438
Alicia Alterbaum	View Bio	alicia.alterbaum@weil.com	+1 212 310 8207
Kaitlin Descovich	View Bio	kaitlin.descovich@weil.com	+1 212 310 8103
Megan Pendleton	View Bio	megan.pendleton@weil.com	+1 212 310 8874
Reid Powell	View Bio	reid.powell@weil.com	+1 212 310 8831
Niral Shah	View Bio	niral.shah@weil.com	+1 212 310 8316
Aabha Sharma	View Bio	aabha.sharma@weil.com	+1 212 310 8569