

Shareholder Resolution: Proxy Access Implementation

RESOLVED:

Shareholders of [Company Name] ("the Company") request that the Board of Directors take the steps necessary to adopt a "proxy access" bylaw, or amend the Company's governing documents, to provide that shareholders may nominate director candidates to be included in the Company's proxy materials, with the following essential elements:

- Any shareholder, or group of shareholders, owning at least 3% of the Company'sTM outstanding common stock continuously for at least three years, may nominate up to 25% of the Board or at least two directors, whichever is greater.
- Nominating shareholders must provide reasonable proof of ownership and must intend to continue ownership through the annual meeting.
- The Company shall include eligible shareholder nominees and supporting statements in its proxy materials, subject to appropriate disclosure and procedural requirements consistent with applicable law.

Supporting Statement

Proxy access provides shareholders with a meaningful right to nominate director candidates and have those nominees included in the Company'sTM proxy materials. Best practices for proxy access aim to enhance board accountability and improve corporate governance by making it easier for long-term substantial shareholders to propose independent director candidates.

We urge shareholders to vote FOR this resolution.