



U.S. Equity Compensation Plans

Frequently Asked Questions

Updated December 14, 2017

New and materially updated questions are highlighted in yellow

This FAQ is intended to provide general guidance regarding the way in which ISS' Global Research Department will analyze certain issues in the context of preparing proxy analyses and determining vote recommendations for U.S. companies. However, these responses should not be construed as a guarantee as to how ISS' Global Research Department will apply its benchmark policy in any particular situation.

Table of Contents

GENERAL QUESTIONS.....	6
1. How does ISS evaluate equity-based compensation programs?	6
2. Which equity compensation proposals are evaluated under the EPSC policy?	6
Cost of Equity Plans.....	6
3. What is Shareholder Value Transfer (SVT)?	6
4. What date does ISS use for the data in the equity plan analysis?	7
5. If there is no stock price data available as of the company's applicable QDD, what would be ISS' approach in determining the company's stock price in evaluating its equity plan proposal?	7
6. How does ISS look at the practice of buying shares on the open market to fund employees' equity grants?	7
7. How is SVT calculated with respect to stock-in-lieu-of-cash plans?	8
8. How does ISS treat evergreen plan funding?	8
9. Does ISS consider limited partnership (LP) units as part of the company's common shares outstanding when determining market capitalization in the SVT analysis and weighted common shares outstanding in the burn rate analysis?	8
10. A company would like to update the numbers of outstanding awards and shares available for future grants after the end of its last complete fiscal year (the disclosure that ISS relies on in calculating SVT). What specific information does ISS require in order to utilize updated numbers? ..	9
11. A company intends to terminate an existing equity plan (canceling any remaining shares reserved for awards under the plan) when shareholders approve a proposed new equity plan. What information should be disclosed to ensure that ISS accurately calculates SVT for the proposed plan?	9
Fungible Plans	10
12. How does ISS evaluate flexible share plans or fungible share pools?	10
Burn Rate	10
13. How does ISS consider a company's burn rate in its stock plan evaluations?	10
14. How does ISS calculate the burn rate and annual stock price volatility?	10

15.	How will the 3-year burn rate calculation account for reload options and repriced options? ..	11
16.	If a company's Index membership or GICS classification has changed within the last three years, which burn rate benchmark will be used?	11
17.	If a company assumes an acquired company's equity awards in connection with a merger, will ISS exclude these awards in the 3-year average burn rate calculation?	11
18.	If a company grants performance-based awards, how will the shares be counted for the purposes of calculating burn rate?	11
19.	If a company grants time-based restricted shares as consideration for an acquisition, will ISS factor those shares into the burn rate calculation?	12
20.	Does ISS consider burn rate commitments?	13
	Liberal Share Recycling	13
21.	How does ISS define liberal share recycling?	13
22.	What if a company provides a limit on the number of shares that it can recycle?	13
	A specified limit on the number of shares that can be recycled does not affect the scoring for the Liberal Share Recycling factors. The presence of this feature will result in no points for the factors. ...	14
	Accelerated Vesting	14
23.	How does ISS view accelerated vesting of awards upon a change in control?	14
	Liberal Definition of Change in Control.....	14
24.	How does ISS define a "liberal change in control" and what is the impact of a plan that contains such a definition?	14
25.	What progressive action may a company take if its equity plans contain liberal change in control definitions?	15
	Plan Amendment Proposals; 162(m) Proposals	15
26.	How does ISS evaluate an equity plan proposal seeking approval of one or more plan amendments?	15
27.	How are plan proposals that are only seeking approval in order to qualify grants as "performance-based" for purposes of IRC Section 162(m) treated?	16

28.	How are proposals that include 162(m) reapproval along with plan amendments evaluated?	16
29.	An equity plan is submitted for approval by public shareholders for the first time, solely for 162(m) purposes. The company will not be adding shares or bundling any other amendments. How will ISS review the plan?	16
30.	How does ISS evaluate amendments by companies listed in France that are made in response to that market's adoption of the <i>Loi Macron</i> (Macron Law)?	16
31.	How does ISS view a plan amendment to increase the tax withholding rate applicable upon award settlement?	17
Non-Employee Director Equity Compensation Plans		17
32.	How does ISS' evaluation of stand-alone non-employee director equity compensation plans differ from evaluation of employee plans?	17
33.	What factors are considered in ISS' qualitative review of director pay for the purpose of director equity plan approval?	17
EQUITY PLAN SCORECARD (EPSC)		18
General Questions		18
34.	How does ISS' Equity Plan Scorecard work?	18
35.	What changes were made to the EPSC policy for 2018?	18
36.	Are all covered plans subject to the same EPSC factors and weightings?	19
37.	How do the EPSC models differ?	19
38.	How many EPSC points are required to receive a positive recommendation?	20
39.	How are non-employee director plans treated when another equity plan is on ballot?	20
40.	How will equity plan proposals at newly public companies be evaluated?	20
Factor-Related Questions		20
41.	What factors are considered in the EPSC, and why?	20
42.	Are the factors binary? Are they weighted equally?	22

43.	Which factors, on a stand-alone basis, will result in a negative recommendation on an equity plan proposal, regardless of the EPSC score?	24
44.	When will repricing provisions constitute an overriding factor?	24
45.	When may a pay-for-performance misalignment have an adverse recommendation implication for the equity plan proposal?	24
46.	How do the SVT factors work in the EPSC model?	25
47.	How does ISS assess a plan's minimum vesting requirement for EPSC purposes?	25
48.	How does ISS determine the treatment of performance-based awards that may vest upon a change in control?	26
49.	How does ISS determine the vesting period for the CEO's most recent equity grants?	26
50.	How does ISS determine the proportion of CEO equity awards that is considered performance-based?	26
51.	How does the burn rate factor work in the EPSC?	26
52.	Is there still a 2% de minimis burn rate?	27
53.	How is plan duration calculated under the EPSC?	27
Other Questions		27
54.	Will ISS potentially "carve out" a company's option overhang in certain circumstances?	27
55.	How does the EPSC operate if multiple equity plans are on the ballot?	27
56.	How will ISS assess an equity plan amendment proposal when the company does not disclose the updated plan document?	28
APPENDIX: 2018 BURN RATE BENCHMARKS		28

GENERAL QUESTIONS

1. How does ISS evaluate equity-based compensation programs?

ISS has developed multiple policies for the purpose of evaluating equity-based compensation programs and related proposals that appear on proxy agendas. These evaluations generally take into account one or more of the following aspects, as applicable to the particular proposal:

- › The projected cost of the plan, in dollar terms ("shareholder value transfer" or SVT), including in combination with other continuing equity plans and outstanding grants, relative to the company's market and industry peers;
- › Various features of the plan; and/or
- › The company's historical grant practices, including its average annual burn rate relative to market and industry peers.

Employee stock incentive programs are analyzed under the Equity Plan Scorecard (EPSC) policy; stand-alone equity plans for board directors and certain other types of equity-based programs continue to be evaluated under the applicable continuing policies.

2. Which equity compensation proposals are evaluated under the EPSC policy?

Proposals related to the following types of equity-based incentive program proposals will be evaluated under the EPSC policy:

- › Approve Stock Option Plan
- › Approve Restricted Stock Plan
- › Approve Omnibus Stock Plan
- › Approve Stock Appreciation Rights Plan (Stock-settled)

In addition, certain plan amendment proposals may be evaluated under the EPSC policy, depending on the type of amendments (see FAQ #26 for more details):

- › Amend Stock Option Plan
- › Amend Restricted Stock Plan
- › Amend Omnibus Stock Plan
- › Amend Stock Appreciation Rights Plan (Stock-settled)

Cost of Equity Plans

3. What is Shareholder Value Transfer (SVT)?

SVT refers to an estimate of the value that the company will transfer to its employees and directors via certain equity-based compensation programs, as measured at a given date based on a standard set of inputs. ISS' proprietary compensation model calculates an SVT benchmark for each company -- based on

its market cap, industry, and relevant performance metrics relative to peers – which is used in evaluating the company's SVT.

SVT calculations use a combination of third-party data for the option pricing model as well as company-specific data (including outstanding grants and shares remaining for future grants) generally reported in the annual 10-K or proxy filing.

4. What date does ISS use for the data in the equity plan analysis?

In order to perform option valuations and generate company-specific SVT benchmarks, ISS downloads company-specific data points from an outside vendor. These inputs include the 200-day average stock price, stock price volatility, risk-free interest rate, and other market and accounting-based performance factors.

ISS downloads the option pricing model inputs for all companies four times per year. This quarterly data download (QDD) occurs on December 1, March 1, June 1, and September 1. The company's index membership (which generally determines the applicable EPSC model) is also locked in as of the QDD. The QDD used for a given analysis will depend on the shareholder meeting date for the company as shown below:

Shareholder Meeting Date	Data Download Date
March 1 to May 31	December 1
June 1 to August 31	March 1
September 1 to November 30	June 1
December 1 to February 28	September 1

5. If there is no stock price data available as of the company's applicable QDD, what would be ISS' approach in determining the company's stock price in evaluating its equity plan proposal?

Here is the hierarchy of choices that ISS uses to determine stock price with respect to equity plan proposal evaluations:

1. 200-day avg. stock price as of the applicable QDD;
2. 50-day avg. stock price as of the applicable QDD;
3. Closing stock price as of applicable QDD;
4. If applicable QDD is not available, use most recent QDD 200-day avg. stock price;
5. If applicable QDD is not available, use most recent QDD 50-day avg. stock price;
6. If applicable QDD is not available, use closing price as of the most recent QDD;
7. Last resort, use current stock price.

6. How does ISS look at the practice of buying shares on the open market to fund employees' equity grants?

ISS views the granting of shares and the repurchase of shares as separate and distinct decisions. For the purpose of calculating burn rate, ISS will not offset grants with repurchased shares.

The practice of repurchasing shares on the open market in order to avoid dilution from employees' equity grants may be beneficial to shareholders if this represents a good use of the company's cash. However, there is still a cost to the company, which would be captured in ISS' SVT calculation. In an efficient market, buybacks should have a positive impact on the company's stock price, resulting in a generally neutral effect on market valuation despite the reduction in outstanding shares. In addition, when a buyback is executed, a company immediately receives higher EPS and other share denominated accounting performance metrics, which in turn may lead to higher SVT Benchmark for the company.

With respect to burn rate calculations, ISS uses the weighted average number of outstanding common shares for the applicable year(s), which smooths out the impact of both share buybacks and share issuances during the year.

7. How is SVT calculated with respect to stock-in-lieu-of-cash plans?

ISS generally includes all stock-in-lieu-of-cash plans in evaluating the total costs of equity plans. ISS believes that cash or stock payments are considered as compensation to the employees and therefore should be considered in evaluating equity proposals. The total cost of equity-based compensation to directors is also generally considered under the compensation model. However, if a plan provides for a clear dollar-for-dollar stock exchange of the cash compensation, ISS will generally view the stock in lieu of cash as value neutral for SVT purposes. Any other non-value neutral form of exchange which may include a premium for deferring cash compensation for stock is considered by ISS to cause transfer of shareholder's equity which should still be measured.

8. How does ISS treat evergreen plan funding?

"Evergreen" funding refers to a plan provision for automatic funding additions, typically on an annual basis, over the life of the equity plan. In estimating potential plan cost in these cases, ISS includes a projection of the future share additions based on the disclosed formula – for example, "shares representing 1% of outstanding common stock will be added to the plan reserve each year" – since these essentially represent future new share requests that will not require additional shareholder approval when implemented. In other words, ISS assumes that the full allowable share replenishment will be granted and replaced in each year the evergreen feature is allowed by the plan. Evergreen features are viewed negatively, and in most cases, these projections result in a very high plan cost estimate.

9. Does ISS consider limited partnership (LP) units as part of the company's common shares outstanding when determining market capitalization in the SVT analysis and weighted common shares outstanding in the burn rate analysis?

ISS applies a case-by-case analysis to determine if a company's convertible equity should be considered as part of common stock outstanding. ISS considers whether the convertible vehicle carries direct voting and dividend rights and may be converted/exchanged into common stock. If the convertible vehicle is

equivalent to common stock in terms of dividend entitlement and liquidation preference, and the vehicle can be exchanged into common stock at any time, ISS will generally include the vehicle as part of common stock outstanding. The total number of outstanding convertible instruments, vested or unvested should be clearly disclosed in the company's proxy statement or 10-K. Currently, operating partnership (OP) units are included for REIT companies because each OP unit is generally equivalent to one share of common stock and is convertible into common stock. OP units also receive the same dividend payout as common stock and are used as award instruments in some cases.

10. A company would like to update the numbers of outstanding awards and shares available for future grants after the end of its last complete fiscal year (the disclosure that ISS relies on in calculating SVT). What specific information does ISS require in order to utilize updated numbers?

In order for ISS to utilize disclosures other than those that are based on the end of the company's last reported fiscal year, all information required for our analysis must be disclosed in the proxy statement (or another public filing cited in the proxy statement), all as of the same new date. This includes information normally provided in the 10-K report, including all of the following:

1. The number of shares remaining available for future awards, including any impact from fungible counting provisions, on a per plan basis;
2. The number of full value shares and stock options underlying outstanding grants and awards, disclosed separately and including the weighted average exercise price and remaining term of options; unvested shares issued in lieu of cash compensation should be disclosed separately as well as any awards that will be settled solely in cash;
3. The total number of common shares outstanding as of the same date; and
4. If there are performance-contingent awards, updated values with respect to earned/unearned portions.

11. A company intends to terminate an existing equity plan (canceling any remaining shares reserved for awards under the plan) when shareholders approve a proposed new equity plan. What information should be disclosed to ensure that ISS accurately calculates SVT for the proposed plan?

Normally, ISS counts shares remaining available for future awards (as well as other inputs to the SVT calculation) based on company disclosure of them as of the end of the last fiscal year. If the company does not expect to grant all such shares from its prior approved plan(s) before it is terminated, it should disclose ALL of the following in the 10-K report (or other filing cited in the proxy statement):

1. The number of shares remaining available for future awards, including any impact from fungible counting provisions, that will no longer be available upon approval of the successor plan;
2. The number of full value shares and stock options underlying outstanding grants and awards, disclosed separately and including the weighted average exercise price and remaining term of options;
3. The total number of common shares outstanding as of the same date; and
4. If there are performance-contingent awards, updated values with respect to earned/unearned portions.

In addition, the company should include a commitment that no further shares will be granted as awards under such plan(s) unless the proposed plan is not approved by shareholders.

Fungible Plans

12. How does ISS evaluate flexible share plans or fungible share pools?

Under a flexible share plan, each full-value award generally counts as more than one share and each option counts as one share deducted from the plan reserve (or, in some cases, each full-value share awarded counts as one share and each stock option counts as less than one share). ISS evaluates the total costs of the plan by analyzing a flexible share plan under two scenarios: (1) all new shares requested as full value awards (2) all new shares requested as stock options, with appropriate adjustment of the number reserved according to the ratio provided in the plan document. ISS then utilizes the more costly scenario in our evaluation of the program.

Burn Rate

13. How does ISS consider a company's burn rate in its stock plan evaluations?

ISS uses 3-year average burn rate, as a percentage of weighted average shares outstanding, as a measure of the company's typical annual equity-based grant rate, which is then compared to a benchmark for its industry/index (the "burn rate benchmark," formerly burn rate "cap," calculated as one standard deviation above the 3-year mean burn rate for the peer group). A company's 3-year burn rate relative to that benchmark is a factor in the Equity Plan Scorecard.

14. How does ISS calculate the burn rate and annual stock price volatility?

A company's adjusted annual burn rate is calculated as follows:

$$\text{Annual Burn rate} = (\# \text{ of options granted} + \# \text{ of full value shares awarded} * \text{Multiplier}) / \text{Weighted Average common shares outstanding}$$

The "Multiplier" is used to provide more equivalent valuation between stock options and full value shares, based on the company's historical volatility.

Stock Volatility is based on the 3-year historical volatility as of the company's quarterly data download, then annualized:

$$\text{Stock Volatility} = \text{Standard Deviation of } (\ln(P_t / P_{t-1}), \ln(P_{t-1} / P_{t-2}), \dots)$$

$$\text{Annualized stock volatility} = \text{Stock Volatility} * \text{Square Root of 250.}$$

Note that the ISS research report also provides a company's unadjusted average burn rate (without the impact of a multiplier on full-value shares) for informational purposes.

15. How will the 3-year burn rate calculation account for reload options and repriced options?

Reload options are included in the numerator of the calculation. Many companies have eliminated reload options since FASB maintained under SFAS 123R that they must be counted as separate grants.

If the company discloses the number of repriced options in the option activity table of the 10-K, and the repricing was approved by public shareholders, ISS will not include repriced options for that year in the burn rate calculation. If the company does not separate the number of repriced options from number of options granted, the repriced options will be included.

16. If a company's Index membership or GICS classification has changed within the last three years, which burn rate benchmark will be used?

Presumably, the newest classification or index membership appropriately reflects the company's current circumstances; therefore, the burn rate benchmarks applicable to similar companies under the newer classification will apply. However, very recent changes occurring after the company's most recent QDD will generally not change the subject company's applicable EPSC model (see FAQ #4).

17. If a company assumes an acquired company's equity awards in connection with a merger, will ISS exclude these awards in the 3-year average burn rate calculation?

If the company discloses in the 10-K the number of assumed equity awards in connection with the merger, ISS will not include the assumed awards for that year. However, if the company does not separate the number of assumed awards and number of awards granted, the assumed awards will be included.

This exclusion does not apply to new (inducement, recruitment, retention) equity awards granted following an acquisition, as these have the effect of depleting the available share reserves for compensation purposes.

18. If a company grants performance-based awards, how will the shares be counted for the purposes of calculating burn rate?

ISS will count both time- and performance-based awards in the year in which they are granted, unless the company provides tabular disclosure detailing performance-based awards granted and earned in each year for the past three fiscal years. Only when there is adequate disclosure of earned awards will ISS count performance-based awards when they are earned.

Adequate disclosure consists of separate tabular disclosure of performance awards, with grants and earned amounts per fiscal year covering the past three fiscal years, in either the company's 10-K or proxy statement. Disclosure of aggregate share totals for all equity awards granted from all plans to all plan participants is required. If a company discloses only the shares earned by the NEOs in the CD&A, ISS will not assume that such figures represent the aggregate.

For performance awards that include a time-vesting period following the performance period, the shares will generally be counted at the end of the time-vesting period. If, however, a company only discloses the shares earned as of the completion of the performance period and not at the end of the time-vesting period, the shares will be counted when earned.

The table below is an example of adequate disclosure:

Performance-Based Awards	# of Shares/Units
Non-vested at Dec. 31, 2013	0
Granted	800,000
Vested [or Earned]	0
Forfeited	0
Non-vested at Dec. 31, 2014	800,000
Granted	0
Vested [or Earned]	400,000
Forfeited	400,000
Non-vested at Dec. 31, 2015	0
Granted	1,000,000
Vested [or Earned]	385,000
Forfeited	115,000
Non-vested at Dec. 31, 2016	500,000

Companies should continue to make the additional disclosure each year after initially providing it, even if there is no equity plan on ballot, in order for ISS to capture performance awards in a similar fashion in subsequent years. Even if performance awards were not granted in any given year or no performance awards vested (either because none were scheduled to vest or because goals were not met), tabular disclosure is required in order to provide a clear view of the year to year status of the performance award program. Although this tabular disclosure may not be required under applicable disclosure rules, it is necessary in order for ISS to use earned amounts for the company's equity compensation burn rate. ISS will generally not engage in calculations to determine earned amounts, even if such calculations may be possible based on the company's narrative disclosure.

19. If a company grants time-based restricted shares as consideration for an acquisition, will ISS factor those shares into the burn rate calculation?

Generally, ISS will factor all disclosed equity compensation in the burn rate calculation. However, some companies use time-based restricted equity as partial consideration for an acquisition (rather than cash, unrestricted stock, or other instruments), therefore motivating the principals of the acquired company to continue contributing to the success of all shareholders. Under U.S. compensation reporting requirements, such shares are required to be disclosed as compensation shares. These shares are typically a small percentage of overall granted shares for a company in a particular year.

For meetings on and after Feb. 1, 2018, companies may request that restricted shares granted in consideration for an acquisition be excluded from the ISS burn rate calculation. Companies must provide a tabular disclosure to enable ISS to determine the shares used in each of the most recent three years in this context. Note that only time-based vesting restricted stock will be available for exclusion; equity that vests based on performance will continue to be included in the burn rate analysis.

Time-based Restricted Stock Granted in Consideration of Acquisitions	# of Shares/Units
Year ending Dec. 31, 2015	0
Year ending Dec. 31, 2016	80,000
Year ending Dec. 31, 2017	50,000

Companies should continue to make the additional disclosure each year after initially providing it, even if there is no equity plan on ballot, in order for ISS to capture the awards in a similar fashion in subsequent years. When there have been no restricted shares issued as consideration of an acquisition for three consecutive years, companies may discontinue the disclosure.

20. Does ISS consider burn rate commitments?

ISS no longer considers new burn rate commitments. As of late 2017, all legacy burn rate commitments have lapsed.

Liberal Share Recycling

21. How does ISS define liberal share recycling?

Liberal share recycling occurs when shares vested and/or exercised can, under certain circumstances, be added back to the plan reserve for future grants. This typically involves recycled shares in the following circumstances:

- › Shares tendered as payment for an option exercise;
- › Shares withheld to cover taxes;
- › Shares added back that have been repurchased by the company using stock option exercise proceeds;
- › Stock-settled awards where only the actual shares delivered with respect to the award are counted against the plan reserve.

Note that in cases where a plan allows awards to be settled in either cash or stock, ISS will assume all awards are stock-settled for the purposes of assessing liberal share recycling.

22. What if a company provides a limit on the number of shares that it can recycle?

A specified limit on the number of shares that can be recycled does not affect the scoring for the Liberal Share Recycling factors. The presence of this feature will result in no points for the factors.

Accelerated Vesting

23. How does ISS view accelerated vesting of awards upon a change in control?

Investors increasingly view full acceleration of equity awards without an accompanying termination of employment to be problematic, as it may result in a windfall to the executive, i.e. the executive automatically receives the full economic value of awards that were otherwise intended to be earned over a multi-year period. Potentially lucrative payouts could provide a perverse incentive for the executive to pursue certain transactions without due consideration of shareholders' best interests. The acceleration of performance-based awards is even more problematic, since it effectively waives both time and performance requirements, further divorcing pay from actual performance.

There are alternatives to single-trigger full acceleration that can retain the original awards' retentive value and continue to serve pay-for-performance objectives, including the assumption or conversion to equivalent awards of the acquirer's equity with vesting terms maintained. Even in an all-cash transaction, an alternative is for unvested time-based equity awards to retain their original vesting schedules, post-conversion to the cash consideration, so that the converted cash awards remain subject to the executive's continued service (and only accelerate if there is an employment termination in connection with the CIC). Best practice for unvested performance-based equity awards is pro rata vesting, adjusted for actual performance and the fractional performance period, if applicable, which would appropriately reward for performance actually achieved. The compensation committee can adjust performance goals in good faith to account for the shortened performance period. Once this adjustment is taken into account, an equivalent cash conversion can be made.

Treatment of awards upon a change in control is a factor in ISS' Equity Plan Scorecard policy. As further explained in the Equity Plan Scorecard section below, different potential outcomes related to a change in control provided in the equity program lead to specific scores. If the plan provides for potential accelerated vesting of any awards upon a transaction that ISS defines as a "liberal change in control," the plan may receive a negative recommendation regardless of the EPSC score (see next section below).

Liberal Definition of Change in Control

24. How does ISS define a "liberal change in control" and what is the impact of a plan that contains such a definition?

A liberal change in control definition typically constitutes vesting triggers linked to: shareholder approval of a transaction, rather than its consummation; and/or an unapproved change in less than a majority of the board; and/or acquisition of a low percentage of outstanding common stock (15% or less); and/or announcement or commencement of a tender or exchange offer; or any other trigger that could result in windfall compensation without the occurrence of an actual change in control of the company.

If a change in control is defined broadly so as to be triggered by ordinary course events (such as death or retirement situations), this could be viewed as a liberal change in control definition. A definition that is triggered by the addition of new directors that were not nominated by the incumbent board (i.e. in a proxy contest) would not be considered liberal.

25. What progressive action may a company take if its equity plans contain liberal change in control definitions?

A company may qualify the problematic change in control definition to be preconditioned on determinate events that effectively constitute a non-liberal CIC definition, such as "consummation of a transaction" or "constructive loss of employment (double-triggered CIC)." Alternatively, for an existing plan that is being amended, as opposed to a new plan, it is acceptable to specify that the non-liberal CIC definition is effective for grants made after the plan amendment date.

Plan Amendment Proposals; 162(m) Proposals

26. How does ISS evaluate an equity plan proposal seeking approval of one or more plan amendments?

Equity plan amendment proposals are evaluated on a case-by-case basis.

ISS' recommendation will generally* be based on the EPSC evaluation/score if any of the following apply:

- › The proposal includes a material request for additional shares;
- › The proposal represents the first time shareholders have had an opportunity to opine on the plan;
- › The amendments include an extension of the plan's term; or
- › The amendments include the addition of full value awards as an award type when the current plan authorizes only option/SAR grants.

*In exceptional cases, ISS may recommend against the proposal despite a passing EPSC score, if the proposed amendments as a whole represent a substantial diminishment to shareholders' interests. Conversely, ISS may support the proposal despite a non-passing EPSC score, if the proposed amendments as a whole represent a substantial enhancement to shareholders' interests.

If none of the above four scenarios apply, the plan amendment proposal will receive a recommendation based on an analysis of the overall impact of the amendments – i.e., whether they are deemed to be overall beneficial or contrary to shareholders' interests. In these cases, the EPSC score typically will not determine ISS' recommendation, although the EPSC summary and scoring will be displayed for informational purposes.

Proposals seeking only approval to ensure tax deductibility of awards pursuant to Section 162(m) will generally receive a favorable recommendation, subject to certain other requirements. This will not apply, however, if the 162(m)-related proposal is bundled with plan amendments in the same proposal (see FAQs #28).

27. How are plan proposals that are only seeking approval in order to qualify grants as "performance-based" for purposes of IRC Section 162(m) treated?

Under the US tax code, companies are required to get shareholder approval at least once every five years to qualify incentive awards as "performance-based compensation" that is deductible by the company under Section 162(m). Proposals that only seek approval to ensure tax deductibility of awards pursuant to Section 162(m), and that do not seek additional shares for grants or approval of any plan amendments, will generally receive a favorable recommendation regardless of EPSC factors ("positive override"), provided that the board's Compensation Committee or other administering committee is 100% independent according to ISS standards. However, proposals for Section 162(m) approval that represent the first time public shareholders have an opportunity to vote on the plan will not be eligible for this positive override (see FAQ #29).

28. How are proposals that include 162(m) reapproval along with plan amendments evaluated?

If the 162(m) reapproval proposal is bundled with unrelated plan amendments, the proposal will be analyzed case-by-case under our plan amendment proposal framework (see FAQ #26). If a company is considering proposing plan amendments in addition to seeking Section 162(m) reapproval, ISS encourages companies to unbundle the plan amendments and present them in a separate proposal. The Section 162(m) positive override will not apply if other plan amendments are bundled into the same proposal.

29. An equity plan is submitted for approval by public shareholders for the first time, solely for 162(m) purposes. The company will not be adding shares or bundling any other amendments. How will ISS review the plan?

ISS generally recommends support for all proposals that only seek 162(m) approval, do not increase the share reserve or include bundled amendments, and where the plan administering committee is fully independent per ISS' definitions. However, if it is the first time the equity plan is put up for shareholder approval, for any reason, for the first time (including following a company's IPO), then the vote recommendation will be based on the full EPSC evaluation and score. This is to ensure that public shareholders voting on the plan for the first time are not disadvantaged due to adverse provisions that could have a more detrimental impact than a potential loss of tax deductions related to named executive officer grants.

30. How does ISS evaluate amendments by companies listed in France that are made in response to that market's adoption of the *Loi Macron* (Macron Law)?

The Macron Law adopted in August 2015 introduced changes to the legal requirements and tax treatment for French-qualified restricted stock units (RSUs). Equity plans that are approved by shareholders under this legal framework benefit from a tax advantage and lower employer contribution rates compared to plans under the previous framework. The law also reduces the requirements for minimum vesting and holding periods for RSUs. With respect to U.S. Domestic Issuers (covered by ISS' U.S. policy guidelines) that have stock plans covering French employees affected by the Macron Law, ISS

will evaluate proposals seeking qualification under the Macron Law from a U.S. policy perspective on a case-by-case basis, taking into consideration the benefits of the favorable tax treatment as well as the impact of any proposed amendments (i.e. to minimum vesting requirements) on shareholders' interests.

31. How does ISS view a plan amendment to increase the tax withholding rate applicable upon award settlement?

ISS generally views a plan amendment to increase the tax withholding rate as an administrative change neutral to shareholders' interests. However, if the plan in question contains a [liberal share recycling](#) feature, then the amendment would be viewed negatively since it would exacerbate concerns regarding diminished transparency of share usage inherent to liberal share recycling. However, this concern would be mitigated if the plan stipulates that only the number of shares withheld at the minimum statutory rate may be recycled, even if the tax withholding is at a higher rate.

Non-Employee Director Equity Compensation Plans

32. How does ISS' evaluation of stand-alone non-employee director equity compensation plans differ from evaluation of employee plans?

Stand-alone director equity plans are not evaluated under the Equity Plan Scorecard model. ISS evaluates the plan's cost (against a plan cost (SVT) benchmark and, in rare cases, a burn rate benchmark). The burn rate benchmark applies only when the number non-employee director equity awards surpasses the number granted to employees.

Occasionally, non-employee director equity plans will exceed the SVT or burn rate benchmark when combined with employee equity compensation plans. In such cases, ISS supplements the non-employee director plan analysis with a qualitative review of board compensation to determine whether the plan, in combination with total compensation for outside directors, is beneficial to shareholders' interests. This qualitative review is case-by-case and it will determine the vote recommendation (see FAQ #33 below).

In any event, ISS will generally recommend against a stand-alone non-employee director equity plan that contains egregious features; for example, if the plan permits non-shareholder approved option repricing.

33. What factors are considered in ISS' qualitative review of director pay for the purpose of director equity plan approval?

When the stand-alone director equity plan exceeds the plan cost or burn rate benchmark, ISS' subsequent qualitative review will determine the vote recommendation. The qualitative review examines the following factors:

- › The relative magnitude of director compensation as compared to companies of a similar profile;
- › The presence of problematic pay practices relating to director compensation;
- › Director stock ownership guidelines and holding requirements;

- › Equity award vesting schedules;
- › The mix of cash and equity-based compensation;
- › Meaningful limits on director compensation;
- › The availability of retirement benefits or perquisites; and
- › The quality of disclosure surrounding director compensation.

EQUITY PLAN SCORECARD (EPSC)

General Questions

34. How does ISS' Equity Plan Scorecard work?

The EPSC considers a range of positive and negative factors, rather than a series of "pass/fail" tests, to evaluate equity incentive plan proposals. Factors are grouped under three "pillars": Plan Cost, Plan Features, and Grant Practices. Each factor has a maximum potential score (i.e., weighting) and taken together a plan can score up to a maximum of 100 total potential points.

ISS will continue to issue negative recommendations for plan proposals that feature certain egregious characteristics (such as authority to reprice stock options without shareholder approval). In general, however, a company's total EPSC score -- considering the proposed plan and certain grant practices relative to applicable factors -- will determine whether a "For" or "Against" recommendation is warranted.

35. What changes were made to the EPSC policy for 2018?

Effective for meetings as of Feb. 1, 2018, the following updates apply to EPSC evaluations:

- › The passing EPSC score for the S&P 500 model is increased from 53 to 55. For all other EPSC models, the passing score will remain 53 points.
- › The change in control vesting factor is updated so that companies can earn either full points or no points (removing the half-points option). Full points will be earned if the equity plan contains both of the following:
 - › (i) for performance-based awards, acceleration is limited to actual performance achieved, pro-rata of target based on the elapsed proportion of the performance period, a combination of both actual & pro-rata, or the performance awards are forfeited or terminated upon a change in control;
 - › (ii) for time-based awards, acceleration cannot be automatic single-trigger or discretionary. In all other cases, no points will be earned for this factor.
- › Where there are no performance-based awards, points for this factor will be based solely on the treatment of time-based awards. If the plan is silent as to treatment of awards upon a change in control, the treatment will be considered discretionary.
- › The holding requirement factor is updated so that companies can earn either full points or no points (removing the half-points option). Full points will be earned for a 12-month holding period requirement (or a holding requirement through the end of employment or retirement). No points

will be earned for a holding period requirement of less than 12 months. Also, no points will be earned for a holding period requirement that applies only until stock ownership guidelines are met.

- › The CEO vesting requirement factors (for each of time-based options, time-based restricted stock, and performance-based equity compensation) are all updated so that companies can earn either full points or no points (removing the half-points option). Full points will be earned for each of the factors for a requirement of at least three years from the grant date until all shares from the award vest. No points will be earned for a vesting requirement of less than three years.
- › The broad discretion to accelerate vesting factor is updated so that full points for this factor will be earned when discretion is limited to cases of death and disability only. Broad discretion to accelerate in the case of a change in control will now result in no points being earned for this factor.
- › Additionally, certain factor scores have been adjusted, per ISS' proprietary scoring model. The maximum of 100 total points and threshold of 53 points to receive a favorable recommendation (absent egregious factors) are unchanged (except as noted above for the S&P 500 model).

36. Are all covered plans subject to the same EPSC factors and weightings?

No. EPSC factors and weightings are keyed to five models related to company size and status: S&P 500; Russell 3000 index (excluding S&P 500 companies); Non-Russell 3000; and Special Cases (recent IPOs, spinoffs, and bankruptcy emergent companies that do not disclose at least three years of grant data) for each of two groups: Russell 3000 / S&P 500, and non-Russell 3000 companies. Each model uses a combination of Plan Cost, Plan Features, and Grant Practices factors that are relevant for the coverage group.

37. How do the EPSC models differ?

There are five EPSC models, based on the type and status of the company being evaluated. The chart below summarizes the pillar (and applicable scores) for each model.

Maximum Scores by EPSC Model and Pillars

Pillar	Model	Maximum Pillar Score	Comments
Plan Cost	S&P 500, Russell 3000, Non-Russell 3000	45	All models include the same Plan Cost factors
	Special Cases – Russell 3000 / S&P 500*	50	
	Special Cases – Non-Russell 3000*	60	
Plan Features	S&P 500, Russell 3000	19	All models include the same Plan Features factors
	Non-Russell 3000	30	
	Special Cases – Russell 3000 / S&P 500*	33	
	Special Cases – Non-Russell 3000*	40	

Pillar	Model	Maximum Pillar Score	Comments
Grant Practices	S&P 500, Russell 3000	36	The Non–Russell 3000 model includes only Burn Rate and Duration factors. The Special Cases model for Russell 3000 / S&P 500 companies includes all Grant Practices factors except Burn Rate and Duration. The Special Cases model for Non–Russell 3000 companies does not include any Grant Practices factors.
	Non-Russell 3000	25	
	Special Cases – Russell 3000 / S&P 500*	17	
	Special Cases – Non–Russell 3000*	0	

*Generally covers companies that recently had their IPO, were spun off, or emerged from bankruptcy that do not disclose 3 years of grant data.

38. How many EPSC points are required to receive a positive recommendation?

For the S&P 500 model, a score of 55 or higher (out of a total 100 possible points) generally results in a positive recommendation for the proposal. For all other models, a score of 53 or higher generally results in a positive recommendation. This assumes that no overriding factors (such as those discussed in FAQ #43 below) or negative amendments apply.

39. How are non-employee director plans treated when another equity plan is on ballot?

The EPSC model is not used for stand-alone non-employee director plans that are on the ballot (although they will receive a plan cost evaluation for SVT and burn rate). In these cases, positive or negative features of the stand-alone non-employee director plan will only impact that plan's evaluation, which continues ISS' historical case-by-case approach to stand-alone non-employee director plan evaluations (see FAQ #31). However, when a proposal enumerated in FAQ #2 is on the ballot, the shares available for grant under a non-employee director plan will be incorporated into the Plan Cost evaluation of the EPSC policy for that proposal.

40. How will equity plan proposals at newly public companies be evaluated?

Recent IPOs, spinoffs, and bankruptcy-emergent companies may be evaluated under an EPSC model that includes fewer factors. As under prior policy, neither the burn rate nor duration factors apply for companies that have less than three years of disclosed grant data. Generally, the Special Cases models will be used in the following two cases: 1) the subject company has less than or equal to 32 months of trading history as of the applicable QDD date; or 2) the subject company has between 33 and 36 months of trading history as of the applicable QDD and less than three years of burn rate data is available.

Factor-Related Questions

41. What factors are considered in the EPSC, and why?

EPSC factors fall under three categories ("pillars") in each EPSC model:

Plan Cost: This pillar considers the potential cost of the transfer of equity from shareholders to employees, which is a key consideration for investors who want equity to be used as efficiently as possible to motivate and reward employees. The EPSC considers the total potential cost of the company's equity plans relative to industry/market cap peers, measured by Shareholder Value Transfer (SVT).

SVT represents the estimated cost of shares issued under a company's equity incentive plans, differentiating between full value shares and stock options where applicable. ISS' proprietary SVT model determines SVT benchmarks (expressed as a percentage of the company's market capitalization) based on regression equations that take into account a company's market cap, industry, and performance indicators with the strongest correlation to long-term performance. The EPSC measures a company's SVT relative to two benchmark calculations that consider:

- › New shares requested plus shares remaining for future grants (from all active plans), plus outstanding unvested/unexercised grants; and
- › Only new shares requested plus shares remaining for future grants (from all active plans).

The second measure reduces the impact of grant overhang on the overall cost evaluation, recognizing that high grant overhang is a sunk, expensed cost and also may reflect long-term positive stock performance, long vesting periods for grants, and/or employee confidence in future stock performance.

Plan Features: Based on investor and broader market feedback, the following factors may have a negative impact on EPSC results:

- › *Equity award vesting upon a change in control*, depending on whether or not windfall compensation would be automatically provided upon a CIC, or other options (e.g., conversion or assumption of existing grants) are available;
- › *Broad discretionary vesting authority* that may result in "pay for failure" or other scenarios contrary to a pay-for-performance philosophy;
- › *Liberal share recycling* on various award types, which obscures transparency about share usage and total plan cost;
- › *Absence of a minimum required vesting period (at least one year)* for all equity award types issuable under the plan, which may result in awards with no retention or performance incentives; and
- › *The ability to pay dividends prior to the vesting of the underlying award.*

Grant Practices: Based on market feedback and analysis of long-standing (and some emerging) techniques, the following factors may have a positive impact on EPSC results, depending on the company's size and circumstances:

- › *The company's 3-year average burn rate relative to its industry and index peers* – this measure of average grant "flow" provides an additional check on plan cost per SVT (which measures cost at one point in time). The EPSC compares a company's burn rate relative to its index and industry (GICS groupings for S&P 500, Russell 3000 (ex-S&P 500), and non-Russell 3000 companies).
- › *Vesting schedule(s) under the CEO's most recent equity grants* during the prior three years – vesting periods that incentivize long-term retention are beneficial.

- › *The plan's estimated duration*, based on the sum of shares remaining available and the new shares requested, divided by the 3-year annual average of burn rate shares – given that a company's circumstances may change over time, shareholders may prefer that companies limit share requests to an amount estimated to be needed over no more than five to six years.
- › *The proportion of the CEO's most recent equity grants/awards subject to performance conditions* – given that stock prices may be significantly influenced by market trends, making a substantial proportion of top executives' equity awards subject to specific performance conditions is a best practice.
- › *A clawback policy that includes equity grants* – clawback policies are seen as potentially mitigating excessive risk-taking that certain compensation may incentivize, including large equity grants.
- › *Post-exercise/post-vesting shareholding requirements* – equity-based incentives are intended to help align the interests of management and shareholders and enhance long-term value, which may be undermined if executives may immediately dispose of all or most of the shares received.

42. Are the factors binary? Are they weighted equally?

EPSC factors are not equally weighted. Each factor is assigned a maximum number of potential points, which may vary by model. Most factors are binary, but certain ones may generate partial points or, in some cases, negative points. For all models, the total maximum points that may be accrued is 100. The passing score is 53 for all models except the S&P 500 model which has a passing score of 55. The chart below summarizes the scoring basis for each factor.

EPSC Factors & Point Allocation System

Factor	Definition	Scoring Basis
SVT – A+B+C Shares	Company's Shareholder Value Transfer (SVT) relative to peers – based on new shares requested + shares remaining available + outstanding grants and awards	Scaled depending on company SVT versus ISS' SVT benchmarks
SVT – A+B Shares	Company's Shareholder Value Transfer (SVT) relative to peers – based on new shares requested + shares remaining available	Scaled as above
CIC Equity Vesting	Vesting/Payout provisions for outstanding awards upon a change in control	Full points for: • Time-based awards: accelerate if not assumed/converted, no automatic acceleration, or no discretion to accelerate; AND • Performance-based awards: no acceleration, forfeited/terminated, or pro rata vesting that is based on actual performance and/or the fractional performance period. No points will be awarded for plans that allow for automatic or discretionary acceleration of time- or performance-based awards (except as narrowly outlined)

Factor	Definition	Scoring Basis
		above), or if the plan is silent on CIC vesting.
Liberal Share Recycling – FV	Certain shares not issued (or tendered to the company) related to full value share vesting may be re-granted	Yes – no points No – full points
Liberal Share Recycling – Options	Certain shares not issued (or tendered to the company) related to option or SAR exercises or tax withholding obligations may be re-granted; or, only shares ultimately issued pursuant to grants of SARs count against the plan's share reserve, rather than the SARs originally granted	Yes – no points No – full points
Minimum Vesting Requirement	Does the plan stipulate a minimum vesting period of at least one year for all equity award types?	No or vesting period < 1 year – no points Vesting period ≥ 1 year – full points No points if the plan allows for individual award agreements or other mechanisms to reduce or eliminate the minimum vesting requirement. No points for plans that allow shares to vest over the course of the 1-year period (e.g., monthly ratable vesting).
Full Discretion to Accelerate	May the plan administrator accelerate vesting of an award (unrelated to a death or disability)	Yes – no points No – full points
Dividends Paid on Unvested Awards	Does the plan expressly prohibit the payment of dividends on unvested awards for all equity award types?	Yes—full points No—no points
3-Year Average Burn Rate	Company's 3-year average burn rate (as a percentage of common shares outstanding) relative to industry and index peers	Scaled depending on company's burn rate versus ISS benchmarks
Estimated Plan Duration	Estimated time that the proposed share reserve (new shares plus existing reserve) will last, based on company's 3-year average burn rate activity	Duration ≤ 5 years – full points Duration >5 and ≤ 6 years – ½ of full points; Duration > 6 years – no points
CEO's Grant Vesting Period	Period required for full vesting of the most recent equity awards (stock options, restricted shares, performance shares) received by the CEO within the prior 3 years. Performance awards are considered separately from time-vesting awards.	Vesting Period ≥ 3 years – full points; Vesting Period < 3 years – no points; No points for: no performance awards granted in the prior 3 years; Full points for: no time-based options and restricted shares granted in the prior 3 years
CEO's Proportion of Performance-Conditioned Awards	Proportion of the CEO's most recent fiscal year equity awards (with a 3-year look-back) that is conditioned on achievement of a disclosed goal	50% or more – full points; 33% < 50% – ½ of full points; < 33% – no points
Clawback Policy	Does the company have a policy that would authorize recovery of gains from all or most equity awards in the event of certain financial restatements?	Yes – full points No – no points

Factor	Definition	Scoring Basis
Holding Period	Does the company require shares received from grants under the plan to be held for a specified period following their vesting/exercise?	At least 12 months or until end of employment/retirement – full points; Less than 12 months, until share ownership guidelines met, or no holding period/silent – no points

43. Which factors, on a stand-alone basis, will result in a negative recommendation on an equity plan proposal, regardless of the EPSC score?

The following egregious features will continue to result in an “Against” recommendation, regardless of other EPSC factors (“Overriding Factors”):

- › A liberal change-of-control definition (including, for example, shareholder approval of a merger or other transaction rather than its consummation) that could result in vesting of awards by any trigger other than a full double trigger;
- › If the plan would permit repricing or cash buyout of underwater options or SARs without shareholder approval (see FAQ #44 for more information);
- › If the plan is a vehicle for problematic pay practices or a pay-for-performance misalignment (see FAQ #45 for more information); or
- › If any other plan features or company practices are deemed detrimental to shareholder interests; examples may include (but are not limited to), on a case-by-case basis, tax gross-ups related to plan awards, provision for reload options (though not the granting of reload options under a plan previously approved by shareholders), or provision for transferability of stock options to third-party financial institutions without shareholder approval.

44. When will repricing provisions constitute an overriding factor?

If the plan would permit repricing of options/SARs without shareholder approval – either by expressly permitting it (for NYSE and NASDAQ listed companies) or by not prohibiting it when the company has a history of repricing (for non-listed companies) – this will constitute an overriding factor. Typical repricing provisions that would be considered an overriding factor include:

- › The direct exercise price reduction of outstanding stock options;
- › The cancellation of an outstanding stock options in exchange for the grant of a new stock options with a lower exercise price;
- › The cancellation of underwater options in exchange for stock awards; or
- › Cash buyouts of underwater options.

45. When may a pay-for-performance misalignment have an adverse recommendation implication for the equity plan proposal?

ISS may recommend a vote against the equity plan proposal if the plan is determined to be a vehicle for pay-for-performance misalignment. This determination is case-by-case and considerations include, but are not limited to:

- › Severity of the pay-for-performance misalignment;
- › Whether problematic equity grant practices are driving the misalignment; and/or
- › Whether equity plan awards have been heavily concentrated to the CEO and/or the other NEOs (as opposed to the plan being considered broad-based).

In determining whether the equity plan is broad-based, ISS examines the 3-year average concentration ratio for equity awards made to the CEO and other NEOs. ISS may not consider a plan to be broad-based if the 3-year average concentration ratio of grants exceeds 30% for the CEO or 60% for all NEOs, including the CEO. Note that problems identified in any of the three above factors may have an adverse implication for the equity plan proposal vote recommendation, depending on the severity of the issues.

46. How do the SVT factors work in the EPSC model?

There are two SVT measures:

1. One includes the new share request ("A shares" in ISS' internal parlance) plus all shares that remain available for issuance ("B shares") plus unexercised/unvested outstanding awards ("C shares").
2. The second includes only A shares and B shares, excluding C shares.

EPSC points allocated for each SVT factor are based on the relationship of the company's SVT measures (ABC and AB) to their respective ISS benchmarks. The ISS benchmark SVT is based on regression analysis for the company's GICS industry group, market cap size, and operational and financial metrics identified as correlated with total shareholder return performance in the industry. Maximum potential EPSC points are accrued for proposals with total costs at or less than approximately 65% of the ISS benchmark SVT (which is equivalent to the SVT "Allowable Cap" under prior policy). SVT in excess of the ISS benchmark may result in negative points.

47. How does ISS assess a plan's minimum vesting requirement for EPSC purposes?

In order to receive EPSC points for a minimum vesting requirement, the plan should mandate a vesting period of at least one year for all equity award types issuable under the plan, which applies to no less than 95% of the shares authorized for grant. Exceptions beyond this 5% will prevent a company from receiving credit on this factor. No points are awarded if the minimum vesting requirement does not apply to all equity award types, or if the plan allows for individual award agreements or other mechanisms to reduce or eliminate the requirement.

Note that ratable vesting that allows for partial vesting prior to one year, or a general statement of ratable vesting over a period of time (i.e. "awards will vest over two years"), will not suffice for this factor, since ratable vesting could be daily, monthly, etc. The plan's language should preclude the possibility of awards vesting prior to one year from the grant date.

48. How does ISS determine the treatment of performance-based awards that may vest upon a change in control?

If a plan would permit accelerated vesting of performance awards upon a change in control (either automatically upon the change in control, at the board's discretion, or only if they are not assumed), ISS will consider whether the amount of the performance award that would be payable/vested is (a) at target level, (b) above target level, (c) prorated based on actual performance as of the CIC date and/or the time elapsed in the performance period as of the CIC date, or (d) based on board discretion. If the plan is silent as to treatment of awards upon a change in control, the treatment will be considered as discretionary. The treatment of performance-based awards is not considered for the CIC equity vesting factor if the plan does allow for them as an award type.

49. How does ISS determine the vesting period for the CEO's most recent equity grants?

In order to receive full points for this factor, the period for full vesting must be no shorter than three years. For time-based awards, full vesting must not occur until three years from the date of grant. For performance-based awards, ISS will give credit for a vesting period of slightly less than three years from the grant date so long as the performance measurement period is three years, if the reason is due to the grant date being within the performance measurement period. For example, if a company with a January 1 – December 31 fiscal year grants performance equity on Feb. 1, 2017 and the awards vest on Dec. 31, 2019 based on a three-year performance measurement period that aligns with the company's fiscal year, ISS will consider this as a 3-year vesting period.

For performance-based awards that are subject to subsequent time-based vesting, only the performance-contingent portion of the vesting period is counted. For example, if a performance award is earned after a 1-year performance period but is subject to a subsequent 2-year time-vesting requirement, this will be counted as 1 year.

50. How does ISS determine the proportion of CEO equity awards that is considered performance-based?

The proportion of the CEO's equity grants deemed to be "performance conditioned" is based on ISS' classification and valuation of awards reported in the Grants of Plan-Based Awards table (i.e., the target number of shares times the closing price of company stock on the grant date). Time-vesting stock options and SARs are not considered performance conditioned unless the vesting or value received depends on attainment of specified performance goals, or if ISS determines that the exercise price is at a substantial and meaningful premium to the stock price at grant date. Grants made to the CEO in the last three completed fiscal years are considered for this purpose.

51. How does the burn rate factor work in the EPSC?

ISS calculates burn rate benchmarks for specific industry groupings in three index categories: S&P500; Russell 3000 (excluding S&P 500); and Non-Russell 3000. For each index, these benchmarks reflect each 4-digit GICS industry group's 3-year mean burn rate plus one standard deviation (with a floor for the benchmark of 2.00%). Scoring for the Burn Rate factor is scaled according to the company's 3-year

average annual burn rate relative to its applicable index/industry benchmark; maximum EPSC points for this factor are accrued when the company's 3-year average burn rate is at or below 50% of the benchmark. Burn rate in excess of the benchmark may result in negative points.

The burn rate benchmarks applicable for meetings on or after Feb. 1, 2018, are provided in the [Appendix](#) to this FAQ document.

52. Is there still a 2% de minimis burn rate?

The minimum burn rate benchmark for each index/industry group continues to be 2.00%.

53. How is plan duration calculated under the EPSC?

Duration is calculated as the sum of all new shares requested plus shares remaining available for issuance, divided by the average annual burn rate shares over the prior three years. This calculation yields an estimate of how long the company's requested total reserve is expected to last.

If a company's proposed plan has a fungible share design (where full value awards count against the share reserve at a higher rate than appreciation awards), the proportion of the burn rate shares that are full-value awards will be multiplied by that fungible ratio in order to estimate the plan's duration. Under the EPSC, maximum points are accrued for plan duration of five years or less.

Other Questions

54. Will ISS potentially "carve out" a company's option overhang in certain circumstances?

No. The dual SVT measurement approach in the EPSC (which considers SVT that excludes the impact of grant overhang) eliminates the need for a carve-out of long-term outstanding option overhang.

55. How does the EPSC operate if multiple equity plans are on the ballot?

When approval is sought for multiple equity plans, the Scorecard will evaluate the plans as follows:

- › The Plan Cost pillar will consider the cost of all plans on the ballot in aggregate. The Plan Features and Grant Practices pillars will evaluate the factors based on the "worst" scenarios among the plans. If an acceptable score is generated on the aggregate basis, all plans will be considered passed (absent overriding factors).
- › If the score on an aggregate basis is lower than the passing threshold, then the following logic will apply, subject to the overriding factors:
 - › If each plan's individual EPSC score is below the EPSC passing score, then each plan fails.
 - › If only one plan's individual EPSC score is equal to or exceeds the passing score, then that plan will pass and the other plan(s) fail.

- › If all plans' individual EPSC scores are equal to or exceed the passing score, then the plan with the highest SVT cost (on an A/B/C basis) will pass and the other plan(s) fail.

56. How will ISS assess an equity plan amendment proposal when the company does not disclose the updated plan document?

In rare instances, a company presenting a plan amendment proposal discloses in the proxy a summary of the amended provisions/plan but does not disclose the full text of the revised plan. A summary of the plan alone is generally not sufficient to enable investors to make an informed evaluation of the full equity plan. It also may impede ISS' ability to assess plan features under the EPSC evaluation. In cases where the company does not disclose the revised equity plan document in the proxy and also does not indicate in the proxy where the revised plan document is filed, ISS may recommend "against" the plan amendment proposal, as the company has not provided sufficient information to enable shareholders to fully evaluate the revised plan.

APPENDIX: 2018 BURN RATE BENCHMARKS

S&P500					
GICS	Description	Mean	Standard Deviation	Burn Rate Benchmark*	
10	Energy	1.14%	0.54%	2.00%	*
15	Materials	1.06%	0.52%	2.00%	*
20	Industrials	1.24%	0.68%	2.00%	*
25	Consumer Discretionary	1.47%	0.94%	2.40%	
30	Consumer Staples	1.18%	0.51%	2.00%	*
35	Health Care	1.75%	0.77%	2.52%	
40	Financials	1.82%	1.42%	3.24%	
45	Information Technology	3.19%	1.65%	4.84%	
50	Telecommunication Services	0.91%	0.50%	2.00%	*
55	Utilities	0.70%	0.32%	2.00%	*
60	Real Estate	0.82%	0.68%	2.00%	*

Russell 3000 (excluding the S&P500)				
GICS	Description	Mean	Standard Deviation	Burn Rate Benchmark*
1010	Energy	2.27%	1.47%	3.74%
1510	Materials	1.64%	0.97%	2.61%
2010	Capital Goods	2.00%	1.70%	3.70%
2020	Commercial & Professional Services	2.60%	1.64%	4.24%
2030	Transportation	1.62%	1.04%	2.66%
2510	Automobiles & Components	2.02%	0.97%	3.00%
2520	Consumer Durables & Apparel	2.33%	1.47%	3.80%
2530	Consumer Services	2.76%	2.79%	5.55%
2540	Media	2.18%	1.42%	3.60%
2550	Retailing	2.38%	1.82%	4.20%
3010	Food & Retailing Staples	1.70%	0.95%	2.65%
3020	Food, Beverage & Tobacco	1.57%	0.81%	2.37%
3030	Household & Personal Goods	3.14%	1.80%	4.93%
3510	Health Care Equipment & Services	3.51%	2.17%	5.69%
3520	Pharmaceuticals & Biotechnology	4.70%	2.38%	7.08%
4010	Banks	1.62%	1.31%	2.93%
4020	Diversified Financials	4.03%	4.60%	8.63%
4030	Insurance	2.01%	2.34%	4.36%
4510	Software & Services	6.35%	3.88%	10.22%
4520	Technology Hardware & Equipment	3.76%	2.40%	6.16%
4530	Semiconductor Equipment	4.21%	2.11%	6.32%
5010	Telecommunication Services	3.69%	3.41%	7.10%
5510	Utilities	0.97%	1.12%	2.09%
6010	Real Estate	1.38%	1.45%	2.82%

Non-Russell 3000				
GICS	Description	Mean	Standard Deviation	Burn Rate Benchmark*
1010	Energy	3.04%	3.00%	6.04%
1510	Materials	2.88%	2.75%	5.62%
2010	Capital Goods	3.40%	2.46%	5.85%
2020	Commercial & Professional Services	5.64%	4.01%	9.40%
2030	Transportation	4.14%	3.33%	6.51%
2510	Automobiles & Components	3.59%	2.95%	6.23%
2520	Consumer Durables & Apparel	3.10%	2.16%	5.26%
2530	Consumer Services	2.42%	1.75%	4.18%
2540	Media	5.02%	3.69%	8.71%
2550	Retailing	4.39%	2.14%	6.53%
3010, 3020, 3030	Consumer Staples	4.10%	3.47%	7.57%
3510	Health Care Equipment & Services	5.16%	3.17%	8.33%
3520	Pharmaceuticals & Biotechnology	5.19%	3.53%	8.72%
4010, 4020, 4030	Financials	2.68%	3.02%	5.70%
4510	Software & Services	5.38%	4.10%	9.48%
4520	Technology Hardware & Equipment	4.51%	3.25%	7.76%
4530	Semiconductor Equipment	4.51%	2.77%	7.27%
5010	Telecommunication Services	6.93%	3.15%	10.08%
5510	Utilities	2.99%	2.77%	4.83%
6010	Real Estate	2.42%	4.33%	5.07%

*The benchmark is generally the Mean + Standard Deviation, subject to minimum benchmark of 2%. In addition, year-over-year burn-rate benchmark changes are limited to a maximum of two (2) percentage points plus or minus the prior year's burn-rate benchmark.

+ Benchmark based on all companies in the 2-digit GICS average due to insufficient number of companies to analyze within the 4-digit GICS industry.

A premium (multiplier) is applied on full-value awards for the past three fiscal years. The guideline for applying the premium is as follows:

Stock Price Volatility	Multiplier
54.6% and higher	1 full-value award will count as 1.5 option shares
36.1% or higher and less than 54.6%	1 full-value award will count as 2.0 option shares
24.9% or higher and less than 36.1%	1 full-value award will count as 2.5 option shares
16.5% or higher and less than 24.9%	1 full-value award will count as 3.0 option shares
7.9% or higher and less than 16.5%	1 full-value award will count as 3.5 option shares
Less than 7.9%	1 full-value award will count as 4.0 option shares

This document and all of the information contained in it, including without limitation all text, data, graphs, and charts (collectively, the "Information") is the property of Institutional Shareholder Services Inc. (ISS), its subsidiaries, or, in some cases third party suppliers.

The Information has not been submitted to, nor received approval from, the United States Securities and Exchange Commission or any other regulatory body. None of the Information constitutes an offer to sell (or a solicitation of an offer to buy), or a promotion or recommendation of, any security, financial product or other investment vehicle or any trading strategy, and ISS does not endorse, approve, or otherwise express any opinion regarding any issuer, securities, financial products or instruments or trading strategies.

The user of the Information assumes the entire risk of any use it may make or permit to be made of the Information.

ISS MAKES NO EXPRESS OR IMPLIED WARRANTIES OR REPRESENTATIONS WITH RESPECT TO THE INFORMATION AND EXPRESSLY DISCLAIMS ALL IMPLIED WARRANTIES (INCLUDING, WITHOUT LIMITATION, ANY IMPLIED WARRANTIES OF ORIGINALITY, ACCURACY, TIMELINESS, NON-INFRINGEMENT, COMPLETENESS, MERCHANTABILITY, AND FITNESS FOR A PARTICULAR PURPOSE) WITH RESPECT TO ANY OF THE INFORMATION.

Without limiting any of the foregoing and to the maximum extent permitted by law, in no event shall ISS have any liability regarding any of the Information for any direct, indirect, special, punitive, consequential (including lost profits), or any other damages even if notified of the possibility of such damages. The foregoing shall not exclude or limit any liability that may not by applicable law be excluded or limited.



The Global Leader In Corporate Governance

www.issgovernance.com