

2017 GOVERNANCE & LEADERSHIP AWARDS



NOMINATION FORM

The Governance & Leadership Awards recognizes outstanding companies and individuals who have demonstrated noteworthy efforts in the areas of governance, legal, and management operations. Now in its fourth year, the awards underscore the role that sound corporate leadership plays in dictating a company's success and long-term value. Finalists are invited to a gala dinner hosted at the New York Stock Exchange on October 12, 2017.

AWARD CATEGORIES *(please check all that apply)*

- Best Governance, Risk and Compliance Program at a Large-Cap Company
- Best Governance, Risk and Compliance Program at a Small- to Mid-Cap Company
- Best In-House Legal Team for Corporate Governance at a Large-Cap Company
- Best In-House Legal Team for Corporate Governance at a Small- to Mid-Cap Company
- Exemplary ESG Disclosure at a Large-Cap Company
- Exemplary ESG Disclosure at a Small- to Mid-Cap Company
- Best Financial Team for Corporate Governance
- Exemplary Shareholder Engagement
- Distinguished General Counsel
- Exceptional Corporate Governance

CONTACT INFORMATION OF INDIVIDUAL SUBMITTING NOMINATION

Name of person submitting entry *(This person will be the main point of contact for the award organizers.)*

Job title

Company

Phone

Email

INFORMATION ON INDIVIDUAL/COMPANY BEING NOMINATED

Name of company/individual being nominated

Job title *(if individual nominee)*

Address

City, State, Zip

Contact name for nominee *(if different from person submitting nomination)*

Job title

Phone

Email

- Please check this box to receive further details on the Gala Awards Dinner scheduled for October 12, 2017, in NY.

NOMINATION FAQs

WHO IS ELIGIBLE?

The awards are open to all publicly traded companies and boards, nonexecutive board chairs, lead directors, general counsel, in-house legal departments, and compliance departments listed on the New York Stock Exchange or NASDAQ.

Past finalists are eligible for any category; past winners are eligible for any category provided they did not win in that category previously. Please visit the event website for additional details.

WHO CAN SUBMIT A NOMINATION?

Entries may be self-nominated or submitted on behalf of individuals or companies by those who work with them or by outside vendors and service providers.

NOMINATION REQUIREMENTS

Materials submitted in support of nominations should relate to qualifications and activities from Jan. 1, 2016 – Dec. 31, 2016. All entries should be received by June 30, 2017, to be eligible for judgment. Eligible entries must consist of an entry form, an executive summary, and any relevant supporting documents.

The following format for materials should be followed:

- Entry form with all relevant fields complete;
- Executive summary – Clearly stated (1-2 page minimum) summary of why the individual, team, or company fulfills the qualifications of the award, including a summary of achievements, examples of challenges overcome, and any exemplary service worthy of recognition. Please submit in an attached Word or PDF file;
- Supplemental supporting documents – Must directly support nomination qualification. Examples could include testimonials, press coverage of achievements, or other honorable mentions and awards related to the category sections of applicable materials. Please do not submit entire proxy statements or annual reports.

How will the winners be determined?

Criteria for each award category can be found below. An independent panel of judges will determine the award recipients in each category.

CATEGORY CRITERIA

BEST GOVERNANCE, RISK, AND COMPLIANCE PROGRAM

Large-Cap Companies and Small/Mid Cap Companies

Companies should demonstrate how governance, risk, and compliance programs are ingrained in the culture of the organization from the top down. This category will be divided into two, one for large-cap companies and one for small/mid cap companies.

Previous successful finalists in this category have shown:

- How industry and regulatory best practices permeate the organization
- How collaborative approaches within departments and divisions have helped build a strong GRC culture
- Examples of strong internal and external messaging from top leadership on GRC programs
- Support from and recognition for GRC efforts by constituents such as employees, customers, shareholders, and regulators

BEST IN-HOUSE LEGAL TEAM FOR CORPORATE GOVERNANCE

Large-Cap Companies and Small/Mid Cap Companies

This award seeks to recognize legal team that has met legal, ethical, and compliance challenge with the utmost integrity and know-how. This category will be divided into two, one for large-cap companies and one for small/mid cap companies.

Previous successful finalists have demonstrated:

- That individual members of the team have successfully worked in collaboration with each other and with other departments/divisions toward a result or goal
- The ability to successfully restructure if needed to respond to a new goals or legal challenges
- The ability to understand the organization's strategic goals and work in tandem with management to those objectives while providing judicious legal guidance
- The ability to establish and adhere to best practices in every facet of their work
- A willingness to support and aid in shareholder outreach and engagement practices in a manner helps executive management and the board make sound governance decisions

EXEMPLARY ESG DISCLOSURE

The winning company will have produced a superior ESG disclosure that distinctly outlines your company's commitment to transparency and accountability and provides clear metrics to help investors assess risks and opportunities.

A new category in 2017, judges will look for a company that has demonstrated:

- Clear and direct disclosure of sustainability efforts to shareholders
- A commitment to operating with long-term environmental, social, and governance goals in mind
- A proven increase in efforts from the previous financial year

CATEGORY CRITERIA

EXEMPLARY SHAREHOLDER ENGAGEMENT

The winning company places a high value on shareholder relations by demonstrating a willingness to participate in meaningful, transparent dialogue with shareholders via accessible venues and channels. The efficacy of these endeavors will be reflected in a company that is able to successfully work through shareholder engagement challenges in a manner that satisfies all parties.

Previous finalists in this category have successfully demonstrated:

- That shareholder engagement and value is engrained in the culture of the organization
- That the company engages shareholders on an ongoing basis and using a wide variety of touch points
- That a challenging situation was resolved using best practices of engagement
- That engagement programs have resulted in better relationships and high levels of integrity, transparency, and trust
- That engagement practices have been meaningfully improved or transformed in the last several years toward these ends

EXCEPTIONAL CORPORATE GOVERNANCE

This award seeks to honor a company whose executive management team and board demonstrated extraordinary leadership in order to successfully navigate the company through a time of adversity.

A new category in 2017, judges will look for a company that has demonstrated:

- A well-constructed response to a major incident (examples might include a CEO's death or sudden departure, a hostile takeover, a proxy battle, a financial turnaround, continuity of business after a natural disaster or emergency, or rebounding from a damaging reputational/PR event)
- Uninterrupted business operations in the midst of an adverse or crisis situation
- Appropriate and timely communication to internal and external stakeholders during the incident

BEST FINANCIAL TEAM FOR CORPORATE GOVERNANCE

Financial teams eligible for this award have demonstrated notable and innovative achievements in ensuring assurance and transparency in corporate reporting, collaboration with management on alignment with strategy, and engagement with their audit committee and board.

A new category in 2017, judges will look for a team that has demonstrated:

- Incorporation of new systems or technologies that led to improved efficiencies or cost savings
- Oversight of M&A or divestiture deals to achieve strategic goals
- Measurable, quantitative growth

DISTINGUISHED GENERAL COUNSEL

General counsel eligible for this distinctive honor have accomplished notable and groundbreaking achievements as inside counsel for the company(ies) they have served during the last five years.

Past honorees for have demonstrated accomplishments such as the following:

- Extraordinary or groundbreaking achievements and demonstration of legal expertise in litigation, regulatory compliance , M&A, intellectual property, government investigations, etc.
- Exemplary leadership within an entire legal department or division
- Ability to transform a legal department and restructure staff and operations for enhanced efficacy and response
- Ability to work strategically with management to help align business objectives with the need for legal guidance

GENERAL COUNSEL LIFETIME ACHIEVEMENT

General counsel eligible for this distinctive honor have accomplished notable achievements as inside counsel during the life of their career in a manner that has without question stands as a beacon for the legal profession.

Past honorees for have demonstrated accomplishments such as the following:

- Extraordinary or groundbreaking achievements and demonstration of legal expertise in litigation, regulatory compliance , M&A, intellectual property, government investigations, etc.
- Exemplary leadership within an entire legal department or division
- Ability to transform a legal department and restructure staff and operations for enhanced efficacy and response
- Ability to work strategically with management to help align business objectives with the need for legal guidance

THE CLOSING DATE FOR ENTRIES IS JUNE 30, 2017.



Please email completed entry form and any accompanying materials to Stephanie.Clark@nyse.com