

ISS EQUITY PLAN SCORECARD EVALUATION

Plan Cost = 43% Weighting					
	Benchmark	XYZ ProForma SVT	Maximum Available Points	Projected Credit	Projected Points
• SVT (A+B+C Shares)	10.0%	9.6%		56%	
• SVT (A+B Shares)	6.0%	4.8%		79%	
(Full Pts where SVT Cost is 65% of Benchmark)					
Total Points			43		29.6

Plan Features = 22% Weighting					
	Benchmark	XYZ	Maximum Available Points	Projected Credit	Projected Score
• CIC Vesting Acceleration	NO	YES		0	
<i>Discloses specificity for both time- and performance-based awards. No points for discretionary vesting</i>					
• Broad Discretion to Accelerate Vesting <i>unrelated to death, disability, or CIC</i>	NO	YES		0	
• Liberal Share Recycling	NO	NO		100	
• Minimum Vesting Requirement <i>No or vesting period < 1 year – no points; Vesting period ≥ 1 year – full points</i>	≥ 1 Year	YES		100	
• Prohibits Dividends on Unvested Awards	YES	YES		100	
Total Points			22		11.0

Grant Practices = 35% Weighting

	Benchmark	XYZ	Maximum Available Points	Projected Credit	Projected Score
<ul style="list-style-type: none"> 3 Yr Average Burn Rate (Scaled) <i>50% of the benchmark = full points</i> 	4.00%	2.50%		80	
<ul style="list-style-type: none"> Plan Duration <i>Duration =< 5 years – full points; >5<=6 – 1/2 of full points</i> 	=< 5 Years	YES		100	
<ul style="list-style-type: none"> CEO's Grant Vesting Term <i>Vesting Period at least 3 years on all awards – full points; Vesting Period < 3 years – no points</i> 	=/> 3 Years	YES		100	
<ul style="list-style-type: none"> CEO Performance Grant Ratio <i>50% or more – full points; 33% < 50% - 1/2 of full points; < 33% -- no points</i> 	=> 50%	YES		100	
<ul style="list-style-type: none"> Clawback Policy for Equity Awards 	YES	YES		100	
<ul style="list-style-type: none"> Holding Requirement <i>At least 12 months or to end of employment – full points; No holding period/silent – no points</i> 	=/> 12 Months	NO		0	
Total Points			35		32.5

PROJECTED OUTCOME:

Plan Cost	29.6
Plan Features	11.0
Grant Practices	32.5
TOTAL POINTS (Threshold = 57)	73.1