

ALSTON & BIRD

2016 Proxy Season Outlook

Panelists

Click on name to link to biographies.

OUTSIDE PANELISTS



Joseph Amsbary
*Assistant Secretary and
Securities Counsel,
United Parcel Service, Inc.*



Mark Borges
*Principal,
Compensia, Inc.*



Jared Brandman
*Securities Counsel -
Office of the Secretary,
The Coca-Cola Company*



Daniel Burch
*Chief Executive Officer
and Chairman,
MacKenzie Partners, Inc.*



Martha Carter
*Managing Director,
Teneo Governance*



Mark DiPaolo
*General Counsel,
Sarissa Capital
Management LP*



Bruce Goldfarb
*President and
Chief Executive Officer,
Okapi Partners LLC*



Jonathan Gottsegen
*Senior Vice President,
General Counsel and
Corporate Secretary,
United Rentals, Inc.*



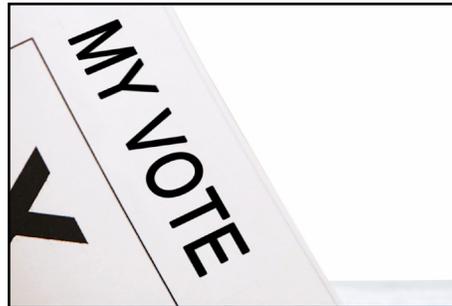
Stacy Ingram
*Associate General Counsel and
Deputy Corporate Secretary,
The Home Depot, Inc.*



Beth MacDonald
*Vice President, Assistant
General Counsel,
3D Systems Corporation*



Laura Thatcher
Director, Roper Technologies



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Dave Brown
Partner,
Alston & Bird



Dennis Garris
Partner,
Alston & Bird



Julie Mediamolle
Senior Associate,
Alston & Bird



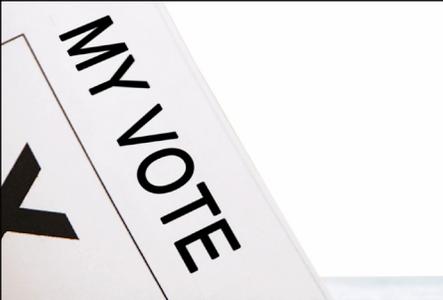
John Shannon
Partner,
Alston & Bird



Lesley Solomon
Partner,
Alston & Bird



Kerry Wenzel
Counsel,
Alston & Bird

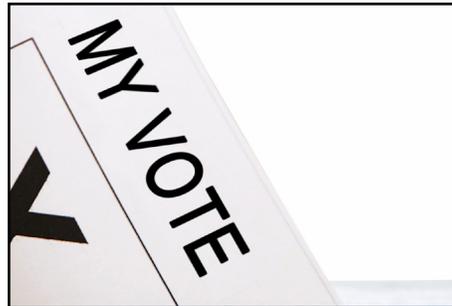


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Joseph Amsbary is securities counsel and assistant secretary at United Parcel Service, Inc., where he has responsibility for a broad range of treasury, corporate governance, securities and corporate finance matters, including securities offerings, insider trading compliance, executive compensation and SEC reporting. Mr. Amsbary is a member of the Board of Directors of the Society of Corporate Secretaries and Governance Professionals, where he serves on the Securities Law Committee and chairs the Policy Advisory Committee. Mr. Amsbary graduated from Washington & Lee University, and received his J.D. from Emory University School of Law and an LL.M. degree in taxation from New York University.



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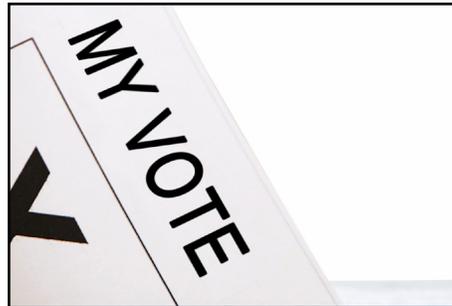
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Mark Borges is a principal with Compensia, Inc., a management consulting firm that provides executive compensation advisory services to compensation committees and senior management of knowledge-based companies. From April 2003 until September 2007, he was a principal for Mercer in the firm's Washington Resource Group in Washington, D.C. Previously, Mr. Borges was special counsel in the Office of Rulemaking, Division of Corporation Finance with the U.S. Securities and Exchange Commission. Before that, he was general counsel for ShareData, Inc. Mr. Borges practiced law with Ware & Friedenrich (now DLA Piper) from 1987 to 1992 and Pillsbury, Madison & Sutro (now Pillsbury Winthrop) from 1982 to 1987. From 1981 to 1982, he served as a law clerk to the Honorable Marion T. Bennett of the U.S. Court of Claims in Washington, D.C.

Mr. Borges is the author of *SEC Executive Compensation Disclosure Rules* (2nd Ed.), recently published by the American Bar Association, and a co-author of the Lynn, Borges & Romanek *Executive Compensation Disclosure Treatise and Reporting Guide*. He is also an adjunct professor at the Georgetown University Law Center, teaching a course on the securities law aspects of executive compensation.

A California native, Mr. Borges graduated from Humboldt State University in 1976. He received his J.D. from Santa Clara University in 1979 and an LL.M. in taxation from New York University in 1981. He is a member of the American Bar Association.



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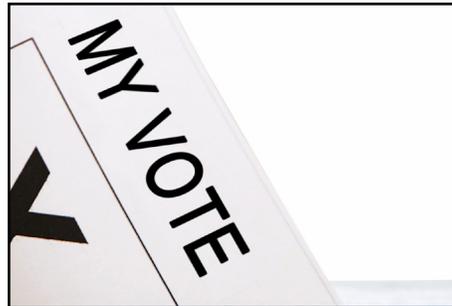
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Jared Brandman is securities counsel at The Coca-Cola Company, based in Atlanta, Georgia. His responsibilities include providing legal counsel on matters of corporate governance, securities regulation, public company disclosure and securities law compliance, planning for the board of directors, board committee and shareowner meetings, shareowner engagement and monitoring regulatory and legislative developments. Mr. Brandman regularly speaks on securities law, corporate governance and related topics.

Prior to joining The Coca-Cola Company in 2010, Mr. Brandman was in private practice in Atlanta at the law firm of Paul Hastings LLP and in New York and London at the law firm Milbank, Tweed, Hadley & McCloy LLP.

Mr. Brandman is a member of the Securities Law and Corporate Practices Committees of the Society of Corporate Secretaries and Governance Professionals and serves as the president of the Southeastern Chapter. Mr. Brandman is also a member of the Corporate & Securities Law Committee of the Association of Corporate Counsel and the Business Law Section of the American Bar Association. Mr. Brandman serves on the Board of Directors of the Pro Bono Partnership of Atlanta, the Southeastern Chapter of the Anti-Defamation League and the GLOBE Academy Foundation, Inc.

Mr. Brandman received a B.A. from the University of Michigan and his law degree from Emory University School of Law.

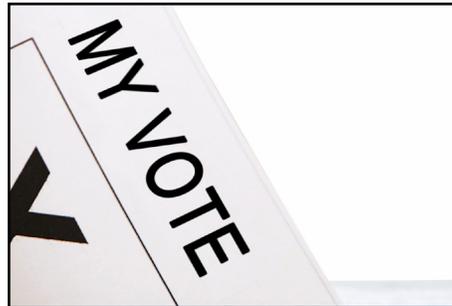


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Daniel Burch is the co-founder of MacKenzie Partners, Inc., with responsibility for developing and implementing strategies and campaigns for clients involved in proxy contests, tender offers, mergers, financial restructurings and other complex corporate transactions. He has more than 30 years of experience in the proxy/M&A industry. His former experience includes serving as executive vice president and co-founder of the Proxy/M&A Group at Dewe Rogerson, Inc., the predecessor firm to MacKenzie Partners, and 14 years with D.F. King & Co., most recently as senior vice president, leading the firm's efforts on some of the largest tender offers and proxy contests of the 1970s and 1980s. He is a member of NIRI and the Society of Corporate Secretaries and Governance Professionals. He earned a B.S. in accounting from Lehigh University.



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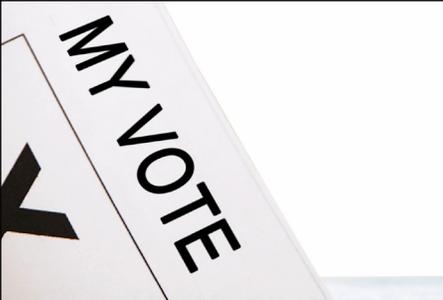
Martha Carter Prior to joining Teneo, Martha Carter was the head of global research at Institutional Shareholder Services (ISS) and chair of the ISS Global Policy Board. As research head, Dr. Carter led a team of 160 corporate governance analysts in 10 offices around the world. Under Dr. Carter's leadership, the research team provided institutional investors with corporate governance research and proxy voting recommendations on more than 38,000 companies in over 115 markets. In addition, the team produced studies and white papers on issues and topics in corporate governance, engaged with corporate executives and board members and formulated corporate governance policies and guidelines for research reports.

During her 13-year tenure at ISS, Dr. Carter led three research organizations – the U.S. Research team (from 2002 to 2006), the Governance Institute for Thought Leadership (from 2006 to 2008) and the Global Research team (from 2008 to 2015). In 2003, she developed the Global Policy Board to oversee the voting principles and policies that form the basis for ISS proxy voting recommendations.

Named for five years in a row to the National Association of Corporate Directors (NACD) Directorship 100 list of the most influential people in the boardroom community (2008-2012), Dr. Carter has been quoted in media around the world and has been a speaker for corporate governance events, such as the NACD, the International Corporate Governance Network (ICGN), the Society of Corporate Secretaries and Governance Professionals and the International Bar Association (IBA). She has written articles for publications, including the NYSE: Corporate Governance Guide (2014 and 2015), the International Foundation of Employee Benefit Plans (IFEFP) Benefits Magazine (2011), the ICGN Yearbook (2009) and the Financial Analysts Journal (2003).

Prior to joining ISS, Dr. Carter served as a director of listing qualifications for the Nasdaq stock market. Her work focused on ensuring the qualifications of Nasdaq listed companies and their compliance with marketplace rules. Prior to her work in listing qualifications, Dr. Carter was senior director of accounting services for Nasdaq's parent company, the National Association of Securities Dealers (NASD). She was selected as NASD's financial executive on the transition team that planned and implemented the post-merger integration of the American Stock Exchange (AMEX).

Earlier in her career, she held positions in finance and consulting at The Federal Home Loan Bank system, IBM Corporation and Touche Ross & Company. Dr. Carter held numerous academic appointments as a visiting and adjunct faculty member teaching graduate and undergraduate finance courses at Georgetown University, Johns Hopkins University, George Washington University and American University. She holds a Ph.D. in finance from George Washington University, an MBA in finance from The Wharton School, University of Pennsylvania, and undergraduate degrees in mathematics and French from Purdue University.

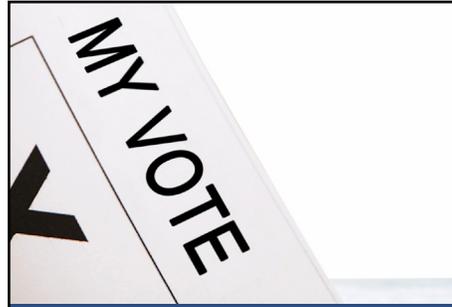


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Mark DiPaolo is the general counsel of Sarissa Capital Management LP, an activist hedge fund manager focused on the healthcare sector. From 2005 to 2013, Mr. DiPaolo served as a senior member of Icahn Capital's legal and investment team, working on all aspects of Carl Icahn's activist investing strategy. During that time, Mr. DiPaolo worked directly with Mr. Icahn on many of his activist campaigns, including Clorox, Forest Labs, Dynegy, Transkaryotic, MGM Studios and Delphi, among many others. Prior to working with Icahn Capital, Mr. DiPaolo was an attorney in the corporate and financial services department of Willkie Farr & Gallagher LLP. Mr. DiPaolo received his B.A. degree from Fordham University and his J.D. degree from Georgetown University.



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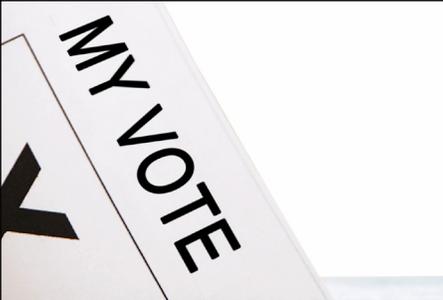
Bruce Goldfarb is a founder of proxy solicitation firm Okapi Partners and serves as its president and chief executive officer. Bruce works extensively with corporate and mutual fund clients, as well as third-party investor and shareholder groups, including private equity sponsors, hedge funds and arbitrage firms, in solicitation and information agent campaigns. He focuses on proxy solicitation strategy and execution for mergers and acquisitions, proxy fights and other extraordinary transactions.

Prior to establishing Okapi Partners, Bruce was the senior managing director and general counsel of Georgeson Inc. (now a subsidiary of Computershare Limited), where he headed the Global M&A Advisory Group.

Before entering the proxy solicitation business, Bruce was a senior vice president of the investment management firm Scudder, Stevens & Clark, which is now a part of Deutsche Asset Management. At Scudder, he was a member of the legal department and served as chairman of the firm's Proxy Review Committee.

For more than six years, Bruce practiced corporate law at Cravath, Swaine & Moore, where he specialized in mergers and acquisitions, securities transactions and international matters.

Bruce earned a J.D. from the Columbia University School of Law. He also received a B.A. in the history of art from the University of Pennsylvania concurrently with a B.S. in economics, with a concentration in finance, from its Wharton School.

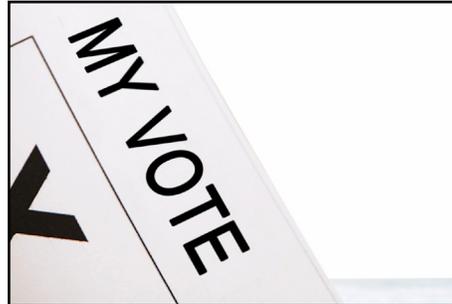


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Jonathan Gottsegen joined United Rentals, Inc., (URI) as senior vice president, general counsel and corporate secretary in February 2009. With approximately 12,000 employees, URI is a leading industrial equipment company traded on the New York Stock Exchange. Gottsegen leads URI's legal department, with responsibility for legal matters affecting the company that include corporate, securities, board secretarial, finance, governance, employment, regulatory, litigation, operations, real estate, mergers and acquisitions, executive compensation, government relations and compliance. Before joining URI, Gottsegen directed the Corporate and Securities Practice Group at The Home Depot, Inc., the world's largest home improvement retailer, from 2004 to 2009, where he led a team responsible for oversight of the company's key legal matters. Prior to The Home Depot, Gottsegen served as securities counsel for Time Warner Inc., a leading media and entertainment company, from 2003 to 2004, responsible for corporate, securities and corporate governance matters. From 1999 to 2003, Gottsegen was an associate in the New York office of Kaye Scholer Fierman Hays & Handler in its corporate and securities transactional practice. From 1996 to 1999, Gottsegen was a senior staff attorney with the SEC in its Division of Corporation Finance.



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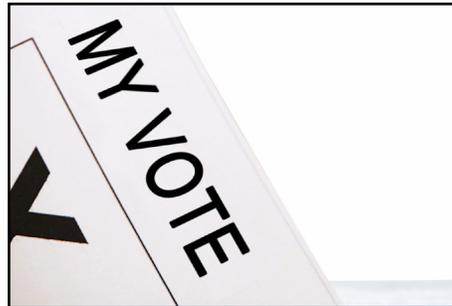
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Stacy Ingram serves as associate general counsel and deputy corporate secretary for The Home Depot, which she joined in April 2009. She is responsible for a broad range of securities, compliance, corporate governance and corporate finance matters, including primary responsibility for preparing the company's annual proxy statement.

Prior to joining The Home Depot, Ms. Ingram was a partner in the Atlanta office of McKenna Long & Aldridge LLP, where she represented clients in a full array of securities, corporate governance and corporate finance matters. She recently served as president of the Southeastern Chapter of the Society of Corporate Secretaries and Governance Professionals, and currently serves as a member of the chapter's Advisory Board and as the secretary for the Society's Policy Advisory Committee. Ms. Ingram also serves on the board of the Home Depot Foundation.

Ms. Ingram received a B.A. from the University of Texas at Austin and her law degree from Harvard Law School.



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Beth MacDonald is a vice president and assistant general counsel at 3D Systems Corporation. She is currently responsible for the company's securities, corporate governance and corporate finance activity.

Prior to joining 3D Systems in October 2014, she was vice president – assistant general counsel at Family Dollar Stores, Inc., and was responsible for the company's securities, corporate governance, M&A, contracts and corporate finance activity.

Before moving to Family Dollar in 2010, Beth was a partner with Alston & Bird's Corporate Transactions & Securities Group. She concentrated her practice on public and private offerings of equity and debt securities, tender offers, exchange offers, recapitalizations and debt financing, mergers and acquisitions, SEC compliance and corporate governance and general corporate matters, with a particular focus on public company representation. Her representations covered a variety of industry sectors, including banking and investment management, retail, restaurant and food service, manufacturing, automotive and sports and entertainment.

She received her J.D. in 2000 from Georgetown University Law Center, where she was a senior editor of *Law & Policy in International Business*.



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Laura Thatcher retired in December 2013 from 33 years of legal practice at Alston & Bird LLP, where she developed and headed the firm's executive compensation practice for 18 years. In, 2015, Ms. Thatcher joined the Board of Directors of Roper Technologies, Inc., a diversified technology company that produces engineered products for global niche markets. From 1994 to 2007, Ms. Thatcher served as a director and Chair of the Compensation Committee of Batson-Cook Company, a southeast regional commercial construction and real estate development company. From 2008 to 2014, Ms. Thatcher served on the Board of Directors of The Atlanta Legal Aid Society, Inc., a non-profit organization addressing the civil legal needs of Atlanta's lower income, elderly and disabled residents. Ms. Thatcher is a Past Chair of the Advisory Board of the Certified Equity Professional Institute (CEPI) of Santa Clara University.