

CGLytics Product Terms:

The following additional product terms apply when the Client purchases access to the Diligent Service identified as CGLytics (and any references to "Diligent Service" on this page shall be understood to refer only to such Diligent Service):

1. The Specifications for the Diligent Service identified as CGLytics are appended hereto as Appendix 1. The applicable CGLytics Specifications document is the Diligent Service identified in an Order Form. For the avoidance of doubt, CGLytics Specifications not identified in an Order Form are not applicable to such Order Form.
2. For the avoidance of doubt, CGLytics is a Content Service as defined under the Agreement. Client acknowledges and agrees that data entered into or otherwise submitted through CGLytics shall not be treated as Client Data (or similar terms) as defined under the Agreement. Diligent shall use reasonable measures to secure any such data.
3. The following terms shall apply to the "CGLytics Data Feed" if such Diligent Service is identified in an Order Form:

As part of the Content Services Client shall receive certain data from Diligent as specified by Diligent in an .xls file provided to Client or in data schema accessed via API by Client ("Data Feed Content Services"). The Data Feed Content Services specified in an .xls file will be delivered through a secured FTP server. The format of delivery will be in a CSV file and a password to access the FTP server will be set up and sent to Client to grant access. Client will receive, on the periodic basis specified in the Order Form, an updated data feed during the Term of the Agreement through the FTP server. For the avoidance of doubt, the foregoing is only applicable to the "CGLytics Data Feed" Diligent Service.

4. Upon termination of this Order Form, Client shall cease using all data obtained through the Diligent Service. For the "CGLytics Data Feed" Diligent Service, Client shall confirm in writing that all copies of data from the Data Feed Content Services have been destroyed and removed from its database and/or any other format. Notwithstanding the foregoing, Client shall not be required to destroy reports and documents which include such data that it has prepared prior to termination that it is required to maintain for legal or regulatory purposes.

Appendix 1

CGLytics Equity Compensation Model (with Glass Lewis Features) Specification

Introduction

CGLytics Equity Compensation Model (with Glass Lewis Features) (ECM) provides on-demand access to Glass Lewis' model and data used to evaluate the overall favorability of current and future equity plans, including tests against 11 key criteria. Companies and investors can test, review and adjust the same individual inputs as Glass Lewis' analysts to plan compensation, engagement and voting outcomes.

Features

- ECM assesses the proposed Equity-based Compensation plan using Glass Lewis' proprietary methodology.
- Enables an organization to view its equity plan scores against the 11 key tests used by Glass Lewis.
- Adjust individual inputs for the key financial tests.
- Summary reports are presented as a scorecard showing the outcome of the tests individually and an overall voting recommendation.
- ECM covers 4,300 U.S.-listed companies, including those that are part of the Russell 3000 Index.

CGLytics Compensation Package Specifications

Introduction

CGLytics Compensation Package combines a large global corporate compensation dataset, with comprehensive analytical tools, for users to instantly compare and perform analysis on different aspects of executive compensation. It includes data and insights about companies' and peers' directors and executive compensation practices.

CGLytics data coverage

- 5,500+ listed companies profiles covering 24 markets and 40 equity indexes
- 130,000+ detailed executive biographies, including pay profiles, expertise and networks
- Key financial metrics from 2008 onwards
- Up to 10 years of historical compensation data and an array of unique performance indicators

Executive compensation and benchmarking

Pay for Performance Modeler

Review executive's compensation relative to company performance and their peers to determine if pay is market competitive and aligned. Using the Pay for Performance modeler evaluate performance compensation on an absolute and relative basis and assess the relationship between remuneration and company financial performance. With more than ten years of compensation data, users can generate charts both past and present to gain a thorough understanding of pay practices.

Peer Composer

Replicate the peer groups of proxy advisors and investors with a customizable peer group modeler and perform a Pay for Performance alignment review using the P4P Modeler. Create a best fit peer group for a company based on selected performance indicators, industries and countries. Apply filters and weightings to customize a peer group.

ISS Simulator

Simulates the ISS pay for performance analysis, including multiple of median, relative degree of alignment and pay-TSR alignment.

CGLytics Enhanced Compensation Package (with Glass Lewis Features) Specification

The Specifications for the Diligent Service identified above are the Specifications for the Diligent Service identified as the 'CGLytics Compensation Package' with the following functionality added:

Glass Lewis Peers and Snapshot

Provides list of companies in Glass Lewis peer groups:

- Glass Lewis Industry peers
- Glass Lewis Country peers
- Glass Lewis Pay 4 Performance peers (North America only)

Provides relative compensation and positioning analytics for an organization in comparison with its Glass Lewis peer groups.

Includes Glass Lewis A-F pay for performance history and future modelling for North American organizations.

Includes Glass Lewis peer groups as an option in the CGLytics P4P modeler.

CGLytics Package Specification

Introduction

CGLytics Package combines a large global corporate governance dataset, with comprehensive analytical tools, for users to instantly compare and perform a governance health check and indicate any red flags.

With CGLytics Enhanced Package users gain access to real-time corporate governance insights about companies' boards, directors and executive compensation practices.

The product components fall into each one of the following categories:

- Corporate governance health check and monitoring
- Executive compensation and benchmarking
- Measuring board effectiveness and boardroom insights
- Business relationship mapping

CGLytics data coverage

- 5,500+ listed companies profiles covering 24 markets and 40 equity indexes
- 20,000+ investor profiles including their top 25 holdings
- 130,000+ detailed executive biographies, including pay profiles, expertise and networks
- 8 million+ company disclosures and filings
- 800 million+ data points including N-PX proxy voting resolutions from 2004 onwards
- Key financial metrics from 2008 onwards
- Up to 10 years of historical compensation data and an array of unique performance indicators
- Current and historical board composition and skills data
- Curated governance news in real-time

Corporate governance health check and monitoring

Portfolio screening

The Portfolio Screening tool allows users to easily identify companies within a portfolio, or a specific region or index, that do not meet self-selected criteria to screen for any governance red flags. Run on demand, customizable reports for efficiency.

Watchlist

Create a customized watchlist and receive timely governance related news to monitor companies' or competitors' movements and updates.

Market Guidelines

Find corporate governance codes and remuneration regulations on country/region level and the proxy guidelines of investors, associations and proxy advisors.

Executive compensation and benchmarking

Pay for Performance Modeler

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Peer Composer

Replicate the peer groups of proxy advisors and investors with a customizable peer group modeler and perform a Pay for Performance alignment review using the P4P Modeler. Create a best fit peer group for a company based on selected performance indicators, industries and countries. Apply filters and weightings to customize a peer group

ISS Simulator

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Measuring board effectiveness and boardroom insights

Company Search

Search and find information on 5,500+ listed companies, covering 24 markets and 40 equity indexes. Company information includes an array of insights including company overview, board of directors and

committee members, company finance performance and executive pay (both past and present), board structure including composition, diversity, expertise and skills, proxy resolutions (both past and present), SEC filings, governance information and company peers.

Company and Director Interlocks

Analyze directors' interlocks by individual or company, with intuitive and dynamic charts highlighting overlapping directorships, seats on competing companies and FATF listed companies.

Business relationship mapping

People Search and Individual Biographies

Search through the global database of 130,000+ key business leaders and view their expertise, current and past positions, education and extracurricular activities. Additionally, access insights into an individual's compensation and relative news.

Shortest Connections

Find the shortest path to connect with executives in our data universe and degrees of separation between individuals and companies for succession planning and business development.

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Includes Glass Lewis A-F pay for performance history and future modelling for North American organizations.

Includes Glass Lewis peer groups as an option in the CGLytics P4P modeler.

CGLytics Data Feed Specification

Frequency of data delivery

Frequency of data delivery to be specified in the Order Form.

Method of delivery

Via FTP server or through API.

Scope of organizations included

All organizations in CGLytics universe of coverage, approximately 5,900 companies.

Data fields included

Client shall receive the data specified by Diligent in an .xls file provided to Client or in data schema accessed via API by Client.