

AMERICAN ELECTRIC POWER CO INC
Form DEF 14A
March 13, 2019
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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
(as permitted by Rule 14a-6(e)(2))

Confidential, for Use of the Commission Only

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12.

American Electric Power Company, Inc.

(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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No fee required.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
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Notice of 2019 Annual Meeting Proxy Statement

American Electric Power

1 Riverside Plaza

Columbus, OH 43215

Nicholas K. Akins

Chairman of the Board and
Chief Executive Officer

March 13, 2019

Dear Shareholders:

This year's annual meeting of shareholders will be held at The Omni Hotel, 900 North Shoreline Blvd., Corpus Christi, Texas on Tuesday, April 23, 2019, at 9:00 a.m. Central Standard Time.

Your Board of Directors and I cordially invite you to attend. Registration will begin at 8:00 a.m. Only shareholders who owned shares on the record date, February 25, 2019, are entitled to vote and attend the meeting. To attend the meeting, you will need to present an admission ticket or the notice you received. If your shares are registered in your name, and you received your proxy materials by mail, your admission ticket is attached to your proxy card. A map and directions are printed on the admission ticket. If your shares are registered in your name and you received your proxy materials electronically via the Internet, you will need to print an admission ticket after you vote by clicking on the Options button. If you hold shares through an account with a bank or broker, you will need to contact them and request a legal proxy, or bring a copy of your statement to the meeting that shows that you owned the shares on the record date. Each ticket will admit a shareholder and one guest.

We are mailing to many of our shareholders a notice of Internet availability instead of a paper copy of the proxy materials. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report and a form of proxy card or voting instruction card.

During the course of the meeting there will be the usual time for discussion of the items on the agenda and for questions regarding AEP's affairs. Directors and officers will be available to talk individually with shareholders before and after the meeting.

Your vote is very important. Shareholders of record can vote in any one of the following three ways:

By Internet, at www.envisionreports.com/AEP

By toll-free telephone at 800-652-8683

**By completing and mailing your proxy card if you receive paper copies of the proxy materials
If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions
from the holder of record that you must follow in order for you to vote your shares.**

If you have any questions about the meeting, please contact Investor Relations, American Electric Power Company, 1
Riverside Plaza, Columbus, Ohio 43215. The telephone number is 800-237-2667.

Sincerely,

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NOTICE OF 2019 ANNUAL MEETING

American Electric Power Company, Inc.

1 Riverside Plaza

Columbus, Ohio 43215

TIME	9:00 a.m. Central Standard Time on Tuesday, April 23, 2019
PLACE	The Omni Hotel 900 North Shoreline Blvd Corpus Christi, TX
ITEMS OF BUSINESS	(1) To elect the 13 directors named herein to hold office until the next annual meeting and until their successors are duly elected. (2) To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year 2019. (3) To approve an amendment to the Company's Restated Certificate of Incorporation to eliminate preemptive rights. (4) To hold an advisory vote on executive compensation.
RECORD DATE	Only shareholders of record at the close of business on February 25, 2019 are entitled to notice of and to vote at the meeting or any adjournment thereof.
ANNUAL REPORT	Appendix A to this proxy statement has AEP's audited financial statements, management's discussion and analysis of results of operations and financial condition and the report of the independent registered public accounting firm.
PROXY VOTING	It is important that your shares be represented and voted at the meeting. Please vote in one of these ways: (1) MARK, SIGN, DATE AND PROMPTLY RETURN your proxy card if you receive paper copies of the proxy materials. (2) CALL TOLL-FREE by telephone at 800-652-8683. (3) VISIT THE WEB SITE shown on the notice of Internet availability of proxy materials to vote via the Internet. If your shares are held in the name of a bank, broker or other holder of record, please follow the instructions from the holder of record in order to vote your

shares.

Any proxy may be revoked at any time before your shares are voted at the meeting.

March 13, 2019

David M. Feinberg

Secretary

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Proxy Statement

March 13, 2019

Proxy and Voting Information

A notice of Internet availability of proxy materials or paper copy of this proxy statement, our 2018 Annual Report and a form of proxy or voting instruction card is first being mailed or made available to shareholders on or about March 13, 2019, in connection with the solicitation of proxies by the Board of Directors of American Electric Power Company, Inc., 1 Riverside Plaza, Columbus, Ohio 43215, for the annual meeting of shareholders to be held on April 23, 2019 in Corpus Christi, Texas.

We use the terms AEP, the Company, we, our and us in this proxy statement to refer to American Electric Power Company, Inc. and, where applicable, its subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on December 31.

Who Can Vote. Only the holders of shares of AEP common stock at the close of business on the record date, February 25, 2019, are entitled to vote at the meeting. Each such holder has one vote for each share held on all matters to come before the meeting. On that date, there were 493,287,558 shares of AEP common stock, \$6.50 par value, outstanding.

How You Can Vote. Shareholders of record can give proxies by (i) mailing their signed proxy cards; (ii) calling a toll-free telephone number; or (iii) using the Internet. The telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been properly recorded. Instructions for shareholders of record who wish to use the telephone or Internet voting procedures are set forth on the proxy card or the website shown on the notice of Internet availability of proxy materials.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record that you must follow in order for you to vote your shares.

When proxies are signed and returned, the shares represented thereby will be voted by the persons named on the proxy card or by their substitutes in accordance with shareholders' directions. If a proxy card is signed and returned without choices marked, it will be voted for the nominees for directors listed on the card and as recommended by the Board of Directors with respect to other matters. The proxies of shareholders who are participants in the Dividend Reinvestment and Stock Purchase Plan include both the shares registered in their names and the whole shares held in their plan accounts on February 25, 2019.

Revocation of Proxies. A shareholder giving a proxy may revoke it at any time before it is voted at the meeting by voting again after the date of the proxy being revoked or by attending the meeting and voting in person.

How Votes are Counted. The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

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Under New York Stock Exchange (NYSE) rules, the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is considered a discretionary item. This means that brokerage firms may vote in their discretion on this matter on behalf of their clients who have not furnished voting instructions. The proposals to elect directors, to amend the Restated

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Certificate of Incorporation to eliminate preemptive rights and the advisory vote on executive compensation are non-discretionary matters. That means that brokerage firms may not use their discretion to vote on such matters without express voting instructions from their clients.

The Company has implemented a majority voting standard for the election of directors in uncontested elections. The election of directors at the Annual Meeting is an uncontested election, so for a nominee to be elected to the Board, the number of votes cast for the nominee's election must exceed the number of votes cast against his or her election. If a nominee who is an incumbent does not receive a greater number of votes for his or her election than against such election, he or she will be required to tender his or her resignation for the Board's consideration of whether to accept such resignation in accordance with our Bylaws.

The following table summarizes the Board's voting recommendations for each proposal, the vote required for each proposal to pass, and the effect of abstentions and uninstructed shares on each proposal.

Item	Board Recommendation	Voting Standard	Abstentions	Broker Non-Votes
Item 1 Election of Directors	FOR	Majority of votes cast for each Director	No effect	No effect
Item 2 Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2019 ⁽¹⁾	FOR	Majority of shares voted	No effect	Discretionary voting by broker permitted
Item 3 Amendment to the Company's Restated Certificate of Incorporation to eliminate preemptive rights.	FOR	Majority of outstanding shares entitled to vote	Same effect as vote against ⁽²⁾	Same effect as vote against ⁽²⁾
Item 4 Advisory vote to approve executive compensation (Say on Pay) ⁽¹⁾	FOR	Majority of shares voted	No effect	No effect

(1) As advisory votes, the proposals to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2019 and to approve executive compensation are not binding upon the Company. However, the Board, the Audit Committee and the Human Resources Committee value the opinions expressed by shareholders and will consider the outcome of these votes when making future decisions.

(2) Approval of the Amendment to the Company's Restated Certificate of Incorporation requires the affirmative vote of a majority of all outstanding shares entitled to vote thereon at the meeting, and therefore, abstentions and broker non-votes will have the same effect as votes against this proposal.

Your Vote is Confidential. It is AEP's policy that shareholders be provided privacy in voting. All proxies, voting instructions and ballots, which identify shareholders, are held on a confidential basis, except as may be necessary to meet any applicable legal requirements. We direct proxies to an independent third-party tabulator who receives, inspects, and tabulates them. Voted proxies and ballots are not seen by nor reported to AEP except (i) in aggregate number or to determine if (rather than how) a shareholder has voted, (ii) in cases where shareholders write comments on their proxy cards or (iii) in a contested proxy solicitation.

Multiple Copies of Annual Report, Proxy Statement or Notice of Internet Availability of Proxy Materials to Shareholders. Securities and Exchange Commission (SEC) rules provide that more than one annual report, proxy statement or notice of Internet availability of proxy materials need not be sent to the same address. This practice is commonly called "householding" and is intended to eliminate duplicate mailings of shareholder documents. Mailing of your annual report, proxy statement or notice of Internet availability of proxy materials is being househanded indefinitely unless you instruct us otherwise. We will deliver promptly upon written or oral request a separate copy of the annual report, proxy statement or notice of Internet availability of proxy materials to a shareholder at a shared address. To receive a separate copy of the annual report, proxy

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statement or notice of Internet availability of proxy materials, write to AEP, attention: Investor Relations, at 1 Riverside Plaza, Columbus, OH 43215 or call 1-800-237-2667. If more than one annual report, proxy statement or notice of Internet availability of proxy materials is being sent to your address, at your request, mailing of the duplicate copy can be discontinued by contacting our transfer agent, Computershare Trust Company, N.A. (Computershare), at 800-328-6955 or writing to them at P.O Box 43078, Providence, RI 02940-3078. If you wish to resume receiving separate annual reports, proxy statements or notice of Internet availability of proxy materials at the same address in the future, you may call Computershare at 800-328-6955 or write to them at P.O Box 43078, Providence, RI 02940-3078. The change will be effective 30 days after receipt.

Additional Information. Our website address is *www.aep.com*. We make available free of charge on the Investor Relations section of our website (*www.aep.com/investors*) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (Exchange Act). We also make available through our website other reports filed with or furnished to the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act. You may request any of these materials and information in print, free of charge, by contacting Investor Relations at: AEP, attention: Investor Relations, 1 Riverside Plaza, Columbus, OH 43215. We do not intend for information contained on our website to be part of this proxy statement. In addition, this proxy statement and the Annual Report for the fiscal year ended December 31, 2018 are available at *www.edocumentview.com/aep*.

Item 1. Election of Directors

As of the filing date of this proxy statement, AEP's Board of Directors consists of 12 members, but the Board has nominated, and is recommending the election of, Margaret M. McCarthy. Therefore, the Board of Directors has authorized an increase in the size of the Board to 13 members, effective as of April 23, 2019, as permitted by the Bylaws. Ms. McCarthy was recommended to the Board by a director search firm, which was paid a fee to identify and evaluate prospective Board members. Some members of the Committee on Directors and Corporate Governance (the Corporate Governance Committee) interviewed Ms. McCarthy, and the full Corporate Governance Committee reviewed her qualifications and recommended her to the full Board.

Thirteen directors are to be elected to hold office until the next annual meeting and until their successors have been elected. AEP's Bylaws provide that the number of directors of AEP shall be such number, not less than 9 nor more than 17, as shall be determined from time to time by resolution of the Board.

The 13 nominees were nominated by the Board on the recommendation of the Corporate Governance Committee following an individual evaluation of each nominee's qualifications and, with respect to incumbent directors, 2018 performance. The proxies named on the proxy card or their substitutes will vote for the Board's nominees, unless instructed otherwise. All of the Board's nominees were elected by the shareholders at the 2018 annual meeting, except for Ms. McCarthy. We do not expect any of the nominees will be unable to stand for election or be unable to serve if elected. If a vacancy in the slate of nominees occurs before the meeting, the proxies may be voted for another person nominated by the Board or the number of directors may be reduced accordingly.

The Board of Directors unanimously recommends a vote FOR each of the director nominees below.

Biographical Information. The following brief biographies of the nominees include their principal occupations, ages on the date of this proxy statement, accounts of their business experience and names of certain companies of which they are directors. Data with respect to the number of shares of AEP's common stock and stock-based units

beneficially owned by each of them appears on page 77.

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Nominees For Director

Nicholas K. Akins

New Albany, Ohio

Age 58

Director since 2011

Professional Highlights

Elected chief executive officer of AEP in November 2011; elected Chairman of the Board in January 2014 and Chairman and chief executive officer of all of AEP's major subsidiaries in November 2011. President of AEP from January 2011 to October 2011 and executive vice president of AEP from 2006 to 2011.

Mr. Akins' qualifications to serve on the Board include his extensive senior executive experience in the utility industry and his deep knowledge of the Company as our chief executive officer. Mr. Akins brings to the Board experience in all facets of operational and compliance related activities in the utility industry, which enables him to effectively identify strategic priorities and execute strategy. Mr. Akins' service on the board of another public company, including service as chair of its nominating and corporate governance committee, provides Mr. Akins additional governance insights that are valuable in his role as our Board Chairman.

Current Public Company Boards

Fifth Third Bancorp

Professional Highlights

David J. Anderson

Greenwich, Connecticut

Age 69

Director since 2011

Chief Financial Officer of Nielsen Holdings plc, a leading global information, data and measurement company since September 2018. Former executive vice president and chief financial officer of Alexion Pharmaceuticals, a leading biotechnology company from December 2016 to August 2017. Previously, chief financial officer from 2003 until his retirement in 2014 of Honeywell International, a diversified technology and manufacturing company.

Mr. Anderson's qualifications to serve on the Board include his corporate finance expertise as the chief financial officer of a Fortune 100 company and his experience as a public company

director. While at Honeywell, Mr. Anderson was responsible for the company's corporate finance activities including tax, accounting, treasury, audit, investments, financial planning, acquisitions and real estate. Through his finance leadership positions, Mr. Anderson brings to the Board relevant experience in the areas of management and executive leadership and experience in developing and executing strategy. His extensive finance expertise provides valuable insight in the areas of financial reporting and accounting and controls.

Previous Public Company Boards

Cardinal Health, Inc. (2014-2018)

Fifth Street Asset Management, Inc. (2014-2015)

BE Aerospace Inc. (2014 - 2017)

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Nominees For Director continued

J. Barnie Beasley, Jr.

Sylvania, Georgia

Age 67

Director since 2014

Professional Highlights

Mr. Beasley served as an independent nuclear safety and operations expert to the board of directors of the Tennessee Valley Authority, a large electric utility in the southeastern United States, from 2011 to 2014. Retired chairman, president and chief executive officer of Southern Nuclear Operating Company, the nuclear operating company subsidiary of an electric utility (2004-2008). Advisor to EnergySolutions, Inc., a nuclear services company, since 2014.

Mr. Beasley's qualifications to serve on the Board include his nuclear expertise as the chief executive officer of the nuclear operating company subsidiary of Southern Company and his experience as a public company director. Mr. Beasley brings to the Board decades of experience in the nuclear and utility industries, including high level executive management and business oversight experience. He has substantial experience working with federal government administrators, which provides valuable insights in governmental and regulatory issues. His extensive experience in operations provides insights in risk management, safety, personnel development and environmental matters. His experience in the nuclear industry also provides him substantial experience in physical security and cybersecurity.

Current Public Company Boards

GSE Systems, Inc.

Professional Highlights

Ralph D. Crosby, Jr.

McLean, Virginia

Retired chairman of EADS North America, Inc., an aerospace company (2002-2011). Retired chief executive officer of EADS North America, Inc. (2002-2009). Previous senior operating role at Northrop Grumman Corporation.

Age 71

Director since 2006

Mr. Crosby's qualifications to serve on the Board include his extensive senior executive experience in the aerospace industry and his experience as a public company director. Mr. Crosby brings to the Board significant senior management and operations experience through his roles as chief executive officer in the highly regulated aerospace and defense industries. He has a deep understanding of the complexities of operating a global business, including strategic planning, regulatory and legislative and public policy matters. Through his career in the aerospace industry, he has experience in technology and innovation.

Current Public Company Boards

Airbus Group, SE

Previous Public Company Boards

Serco Group PLC (2012-2017)

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Nominees For Director continued

Linda A. Goodspeed

Marco Island, Florida

Age 57

Director since 2005

Professional Highlights

Retired managing partner of Wealthstrategies Financial Advisors, LLC (2008-2017). Retired senior vice president and chief information officer of The ServiceMaster Company, a residential and commercial service company (2011-2013). From 2008 to 2011, vice president of information systems of Nissan North America, Inc., an automobile manufacturer.

Ms. Goodspeed's qualifications to serve on the Board include her information technology expertise as a chief information officer and her experience as a public company director. Ms. Goodspeed has experience in key strategic and operational roles with several large global companies as chief information officer. Ms. Goodspeed brings to the Board a wealth of experience leading complex IT organizations and brings innovation experience. She has completed the National Association of Corporate Directors certification in cybersecurity oversight. She has experience as a senior leader of businesses developing electric vehicles, and past experience developing and marketing new customer facing products and technology in the appliance and automotive industries.

Current Public Company Boards

AutoZone, Inc.

Darling Ingredients Inc.

Previous Public Company Boards

Global Power Equipment Group (2016-2018)

Columbus McKinnon Corp (2004-2017)

Professional Highlights

Thomas E. Hoaglin Retired chairman and chief executive officer of Huntington Bancshares Incorporated, a bank holding company (2001-2009). Member, Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

Columbus, Ohio

Age 69

Director since 2008

Mr. Hoaglin's qualifications to serve on the Board include his extensive senior executive experience in the banking industry and his experience as a public company director. With his experience as chairman and chief executive officer of Huntington Bancshares, Mr. Hoaglin brings to the Board extensive experience in consumer and commercial marketing, and experience as leader of a company focused on meeting customer expectations. His experience as a banker provides him with strong credit and risk management experience and knowledge of credit and capital markets. He also has extensive corporate governance expertise from his service on the Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

Current Public Company Boards

The Gorman-Rupp Company

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Nominees For Director continued

Sandra Beach Lin

Flower Mound, Texas

Age 61

Director since 2012

Professional Highlights

Retired chief executive officer of Calisolar, Inc., a solar silicon company (2010-2011). Executive vice president, then corporate executive vice president of Celanese Corporation, a global hybrid chemical company (2007-2010). Previous senior operating roles at Avery Dennison, Alcoa and Honeywell. Member, Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

Ms. Lin's qualifications to serve on the Board include her extensive senior executive experience managing large global businesses in multiple industries and her experience as a public company director. Ms. Lin brings to the Board extensive experience as a senior executive in operational roles at numerous industrial manufacturing sites, which gave her significant experience in employee safety and manufacturing. In her senior leadership positions, she created and executed strategies in diverse industries, including automotive, packaging, specialty chemicals and solar energy. She also has wide global experience in sales and marketing. In her executive leadership as the chief executive officer of a materials supplier to the solar industry, she helped bring to market new, innovative technology to reduce costs to solar cell manufacturers. Her service as a board leadership fellow for the National Association of Corporate Directors has given her additional expertise related to corporate governance.

Current Public Company Boards

WESCO International

PolyOne Corporation

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Nominees For Director continued

	Professional Highlights
Margaret M. McCarthy	Executive Vice President Technology Integration of CVS Health Corporation since December 2018, supporting the technology organization through a period of transition following the completion of CVS acquisition of Aetna, Inc. Executive vice president of operations and technology for Aetna, Inc., a diversified health care benefits company (2010 2018). Prior to joining Aetna in 2003, she served in information technology-related roles at CIGNA Healthcare and Catholic Health Initiatives.
North Chatham, Massachusetts	
Age 65	
	Ms. McCarthy s qualifications to serve on the Board include her extensive senior executive experience in the healthcare industry and her experience as public company director. Ms. McCarthy was responsible for innovation, technology, data security, procurement, real estate and service operations at Aetna. Ms. McCarthy also worked in technology consulting at Accenture and was a consulting partner at Ernst & Young. She was previously a director of a data center and cloud security company. She has extensive experience in the regulated insurance industry, business strategy, customer experience and cyber and physical security.
	Current Public Company Boards
	Brighthouse Financial, Inc.
	First American Financial Corporation

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Nominees For Director continued

Richard C. Notebaert

Professional Highlights

Naples, Florida

Retired chief executive officer of Qwest Communications International Inc., a telecommunications systems company (2002-2007). Previous chief executive officer of Ameritech Corporation and Tellabs, Inc.

Age 71

Director since 2011

Mr. Notebaert's qualifications to serve on the Board include his extensive senior executive experience in the regulated telecommunications industry and his experience as a public company director. Mr. Notebaert spent more than 11 years as Chairman and Chief Executive Officer of large publicly traded telecommunication companies. Mr. Notebaert brings to the Board relevant experience in the areas of operations, markets, risk management, mergers and acquisitions, management, finance, executive leadership, strategic planning, human resources and labor relations and corporate governance. Mr. Notebaert also brings to the Board valuable perspective and insights from his service as a director of Aon Corporation, an insurance brokerage and services company, including experience in risk management and executive compensation from chairing its Compensation Committee. Through his executive experience in the regulated telecommunications industry, he has experience managing regulatory and public policy matters.

Current Public Company Boards

Aon Corporation

Previous Public Company Boards

Cardinal Health, Inc. (1999-2015)

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Nominees For Director continued

<p>Lionel L. Nowell III</p> <p>Marco Island, Florida</p> <p>Age 64</p> <p>Director since 2004</p>	<p>Professional Highlights</p> <p>Retired senior vice president and treasurer of PepsiCo, Inc., a food and beverage company (2001-2009). Previous senior positions at RJR Nabisco, Inc. and Diageo Plc.</p> <p>Mr. Nowell's qualifications to serve on the Board include his experiences as a senior executive at a Fortune 100 company, and his experience as a public company director. With his more than 30 years of operational and financial management experience in the consumer products industry, including his service as the senior vice president and treasurer of a multi-national food and beverage company, Mr. Nowell brings to the Board strong leadership skills and extensive knowledge in the areas of strategy development and execution, corporate finance, credit and treasury, financial reporting, accounting and controls, and risk management. At PepsiCo, Mr. Nowell also had leadership experience in marketing and the customer experience. Mr. Nowell's service as a director of Bank of America has given him expertise in regulatory and policy issues and additional experience in risk management.</p> <p>Current Public Company Boards</p> <p>Bank of America Corporation</p> <p>Ecolab Inc.</p> <p>Previous Public Company Boards</p> <p>Reynolds American Inc. (2007-2017)</p> <p>Darden Restaurants Inc. (2014-2016)</p> <p>HD Supply Holdings Inc. (2017)</p> <p>British American Tobacco plc (2017-2018)</p>
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Stephen S. Rasmussen

Professional Highlights

Columbus, Ohio

Chief executive officer of Nationwide Mutual Insurance Company (Nationwide) since 2009. President and chief operating officer of Nationwide (2003 – 2009).

Age 66

Director since 2012

Mr. Rasmussen's qualifications to serve on the Board include his extensive senior executive experience in the insurance industry. As the chief executive officer of Nationwide Mutual Insurance Company, a Fortune 100 large diversified insurance and financial services organization, Mr. Rasmussen brings to the Board extensive experience in risk management and strategic planning in the highly regulated insurance industry. He also brings to the Board relevant experience in the areas of marketing, management, finance, executive leadership, and the customer experience.

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Nominees For Director continued

	Professional Highlights
<p>Oliver G. Richard, III</p> <p>Lake Charles, Louisiana</p> <p>Age 66</p> <p>Director since 2013</p>	<p>Owner and president of Empire of the Seed LLC, a private consulting firm in the energy and management industries, as well as the private investments industry and owner of commercial properties since 2005. Mr. Richard served as chairman, president and chief executive officer of Columbia Energy Group (Columbia Energy) from April 1995 until Columbia Energy was acquired by NiSource Inc. in November 2000. Mr. Richard served as a commissioner of the Federal Energy Regulatory Commission from 1982 to 1985.</p> <p>Mr. Richard s qualifications to serve on the Board include his extensive knowledge of the utility industry as a former commissioner of the Federal Energy Regulatory Commission, his senior executive experience at utility companies and his experience as a public company director. Mr. Richard brings to the board experience as a regulator in our industry, along with his other legal and public policy experience, which gives him unique and valuable perspective to our industry. He also has a breadth of experience in the energy sector, through his position as chairman, president and chief executive officer of a Fortune 500 company, with relevant experience in the areas of operations, management, executive leadership, strategic planning, human resources and corporate governance. He also has experience as a consultant in the energy and management industries.</p> <p>Current Public Company Boards</p> <p>Buckeye Partners, L.P.</p> <p>Cheniere Energy Partners, GP, LLC</p>

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Nominees For Director continued

Sara Martinez Tucker

Professional Highlights

Dallas, Texas

Former Chief Executive Officer of the National Math and Science Initiative from February 2013 to March 2015. From 2009 to February 2013, independent consultant. Former Under Secretary of Education in the U.S. Department of Education (2006-2008). Chief executive officer and president of the Hispanic Scholarship Fund from 1997 to 2006. Retired executive of AT&T.

Age 63

Director since 2009

Ms. Tucker s qualifications to serve on the Board include her experience in governmental affairs as the Under Se