

Pay-versus-Performance Table Template

The following template and accompanying footnotes are intended to assist reporting companies in their preparation of the pay-versus-performance table required under Item 402(v) of Regulation S-K for annual proxy and information statements. The footnotes are a summary subject to the full set of requirements established under Item 402(v).

Year	Summary Compensation Table Total for PEO	Compensation Actually Paid to PEO	Average Summary Compensation Table Total for non-PEO Named Executive Officers	Average Compensation Actually Paid to non-PEO Named Executive Officers	Value of Initial Fixed \$100 Investment Based On:		Net Income	[Company-Selected Measure]
					Total Shareholder Return	Peer Group Total Shareholder Return		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
[Year]								
[Year]								
[Year]								
[Year]								
[Year]								

(a) The information in the Pay Versus Performance Table should be provided for each of the registrant’s last five completed fiscal years, or last three completed fiscal years for Smaller Reporting Companies. Registrants must begin to comply with these disclosure requirements in proxy and information statements that are required to include Item 402 executive compensation disclosure for fiscal years ending on or after December 16, 2022. Smaller Reporting Companies are only required to provide this disclosure for the last two fiscal years in the first applicable filing and then for an additional year in the subsequent annual

filing. All other registrants are required to provide the disclosure for three fiscal years in the first applicable filing and to provide disclosure for an additional year in each of the two subsequent annual proxy filings where disclosure is required.

- (b) The total compensation of each Principal Executive Officer (the “PEO”) who served during the covered fiscal year, as reported in the Summary Compensation Table. Use separate columns for multiple PEOs.
- (c) Start with total compensation from the Summary Compensation Table for the covered fiscal year.

Deduct the aggregate change in the actuarial present value of the accumulated benefit under all defined benefit and actuarial pension plans reported in the Summary Compensation Table and add, for all defined benefit and actuarial pension plans reported in the Summary Compensation Table:

- (i) the service cost, calculated as the actuarial present value of the benefit under all such plans attributable to services rendered during the covered fiscal year (GAAP); and
- (ii) prior service cost, calculated as the entire cost of benefits granted (or credit for benefits reduced) in a plan amendment (or initiation) during the covered fiscal year that are attributed by the benefit formula to services rendered in periods prior to the amendment (GAAP).

Deduct the amounts reported for stock and option awards from the Summary Compensation Table and then include an amount calculated as follows for all stock and option awards, with or without tandem SARs (including awards that subsequently have been transferred):

- (i) add the fair value as of the end of the covered fiscal year of all awards granted during the covered fiscal year that are outstanding and unvested as of the end of the covered fiscal year;
- (ii) add the amount equal to the change as of the end of the covered fiscal year (from the end of the prior fiscal year) in fair value (whether positive or negative) of any awards granted in any prior fiscal year that are outstanding and unvested as of the end of the covered fiscal year;
- (iii) add, for awards that are granted and vest in the same year, the fair value as of the vesting date;
- (iv) add the amount equal to the change as of the vesting date (from the end of the prior fiscal year) in fair value (whether positive or negative) of any awards granted in any prior fiscal year for which all applicable vesting conditions were satisfied at the end of or during the covered fiscal year;

- (v) subtract, for any awards granted in any prior fiscal year that fail to meet the applicable vesting conditions during the covered fiscal year, the amount equal to the fair value at the end of the prior fiscal year; and
- (vi) add the dollar value of any dividends or other earnings paid on stock or option awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year.

For any awards that are subject to performance conditions, calculate the change in fair value as of the end of the covered fiscal year based upon the probable outcome of such conditions as of the last day of the fiscal year. Fair value amounts must be computed in a manner consistent with methodology under GAAP.

Use separate columns for multiple PEOs. Footnote the amounts that are deducted from, and added to, the Summary Compensation Table amounts, the name of each NEO included as a PEO, and the fiscal years in which such persons are included. For equity awards, footnote any assumption made in the valuation that differs materially from those disclosed as of the grant date of such equity awards.

- (d) Average summary compensation of the non-PEO NEOs as reported in the Summary Compensation Table.
- (e) See instructions to footnote (c). Footnote the average amounts that are deducted from, and added to, the Summary Compensation Table amounts, the name of each NEO included, and the fiscal years in which such persons are included.
- (f) For each fiscal year, start with cumulative total shareholder return (“TSR”) as calculated for the performance graph under Item 201(e) of Regulation S-K, by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the share price at the end and the beginning of the measurement period; by the share price at the beginning of the measurement period. The term “measurement period” must be the period beginning at the “measurement point” established by the market close on the last trading day before the registrant’s earliest fiscal year in the table, through and including the end of the fiscal year for which cumulative TSR is being calculated. The closing price at the measurement point must be converted into a fixed investment of one hundred dollars, stated in dollars, in the registrant’s stock (or in the stocks represented by the peer group). For each fiscal year, the amount included in the table must be the value of such fixed investment based on the cumulative TSR as of the end of that year.
- (g) See instructions to footnote (f). The returns of each component issuer of the peer group must be weighted according to the respective issuers’ stock market capitalization at the beginning of each period for which a return is indicated. For purposes of determining the TSR of the registrant’s peer group, the registrant must use the same index or issuers used by it for purposes of the performance graph under Item 201(e)(1)(ii) of Regulation S-K or, if applicable, the companies it uses as a peer group for

purposes of its disclosures under the CD&A. If the peer group is not a published industry or line-of-business index, footnote the identity of the issuers composing the group or incorporate by reference. If the registrant selects or otherwise uses a different peer group from the peer group used by it for the immediately preceding fiscal year, explain, in a footnote, the reason(s) for this change and compare the registrant's cumulative TSR with that of both the newly selected peer group and the peer group used in the immediately preceding fiscal year.

(h) Net income of the registrant.

(i) A financial performance measure chosen by the registrant and specific to the registrant (the "Company-Selected Measure") that, in the registrant's assessment, represents the most important financial performance measure the registrant uses to link compensation actually paid to the registrant's NEOs to company performance for the most recently completed fiscal year.