

## **Board Communication with External Parties**

The Board believes that communications between Board members, on the one hand, and stockholders, the investor community, the media, and others outside the Company (collectively, “external parties”), on the other hand, on matters pertaining to the Company or the Board should be centrally coordinated.

The Board has delegated the role of spokesperson for the Board to the Chair of the Board, although there may be circumstances when another Board member, such as a committee chair, may be asked to participate in and even lead a communication effort. In most circumstances, the Chair of the Board should confer with the Chief Executive Officer and General Counsel prior to communicating with external parties on matters pertaining to the Company.

All Board members should be sensitive to the fact that responding to requests for information or comments from external parties may result in inadvertent disclosure of confidential information. Accordingly, Board members should limit as much as possible their communications with external parties on matters pertaining to the Company in the absence of coordination with the Chair of the Board who, in turn, shall coordinate with the General Counsel on such matters. Board members are expected to be informed of and carefully observe the laws pertaining to insider trading and avoid selective disclosure of material non-public information.