



Compensation Committee Meeting

Wednesday, 6/16/2021

10:30 - 11:30 AM ET

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|--|---------|---------------------------------------|
| <p>1. Chairman's Opening Remarks</p> | | R. Buford Sears |
| <p>2. Draft Minutes of March 16, 2021
 <i>Compensation Committee Minutes DRAFT
 03.16.2021 MBS - Page 2</i></p> | Approve | R. Buford Sears |
| <p>3. AVP & Equivalent Incentive Tier Recommendation
 <i>AVP & Equivalent Incentive Tier Recommendation -
 Page 6</i></p> | Discuss | John Dudkowski |
| <p>4. Review of Business Judgement Factors for Executive Compensation Levels

 <i>Review of Business Judgment Factors for Executive
 Compensation Levels - Page 7</i></p> | Discuss | R. Buford
Sears/Candace
Johnson |
| MOTION FOR EXECUTIVE SESSION | | |
| <p>5. Strategic Goal Achievement for FY'21

 <i>Strategic Goal Achievement For FY21 - Page 11</i></p> | Approve | R. Buford
Sears/Candace
Johnson |
| <p>6. FY'22 Strategic Goal Updates

 <i>FY'22 Strategic Goal Updates - Page 80</i></p> | Approve | R. Buford
Sears/Candace
Johnson |
| <p>7. CEO LTIP Strategic Goals for FY19, 20 & 21
 <i>CEO LTIP Strategic Goals for FY19, 20 & 21 -
 Page 103</i></p> | Approve | R. Buford Sears |
| <p>8. President & CEO Total Compensation Assessment
 <i>President and CEO Total Compensation
 Assessment - Page 105</i></p> | Discuss | R. Buford Sears |
| RETURN TO OPEN SESSION | | |
| <p>9. Adjournment</p> | | R. Buford Sears |