

## 2019 Compensation of Outside Directors

Name	Fees Earned or Paid in Cash	Stock Awards <sup>(1),(2)</sup>	All Other Compensation <sup>(3)</sup>	Total
<b>Continuing Directors:</b>				
Martha H. Bejar	\$120,000	\$146,472	\$ 4,000	\$270,472
Virginia Boulet	130,000	146,472	—	276,472
Peter C. Brown	128,375	146,472	—	274,847
Kevin P. Chilton	128,500	146,472	—	274,972
Steven T. Clontz	115,000	146,472	—	261,472
T. Michael Glenn	121,000	146,472	—	267,472
W. Bruce Hanks	244,000	146,472	17,000	407,472
Michael J. Roberts	114,000	146,472	—	260,472
Laurie A. Siegel	113,000	146,472	—	259,472
<b>Non-Returning Directors:<sup>(4)</sup></b>				
Mary L. Landrieu	113,000	146,472	—	259,472
Harvey P. Perry	309,000	146,472	15,950	471,422
Glen F. Post, III	109,000	146,472	4,436	259,908

- (1) For fiscal 2019, the Compensation Committee granted each outside director an award of restricted shares or restricted stock units valued at \$165,000 based upon the volume-weighted average closing price of our Common Shares over a 15-day trading period ending prior to the May 22, 2019, grant date. However, as required by SEC rules, the dollar value reported in this column reflects the grant date fair value of that award based upon the closing stock price of our Common Shares on the grant date in accordance with FASB ASC Topic 718. These awards vest on May 22, 2020 (subject to accelerated vesting or forfeiture in certain limited circumstances). See “—Cash and Stock Payments.”
- (2) As of December 31, 2019, Mr. Post held 365,221 unvested shares of restricted stock (consisting of 14,706 time-based and 350,515 performance-based shares, which will vest and pay out or be forfeited in accordance with their original performance conditions) and each of our other outside directors held 14,706 unvested shares of restricted stock or unvested RSUs deferred under the Non-Employee Director Deferred Compensation Plan (the “Deferred RSUs”), which constituted the only unvested equity-based awards held by our outside directors as of such date. For further information on our directors’ stock ownership, see “Ownership of Our Securities—Executive Officers and Directors,” and for information on certain deferred fee arrangements pertaining to Mr. Roberts, see “—Other Benefits.”
- (3) Includes (i) reimbursements for the cost of annual physical examinations and related travel of \$5,000 for each of Mr. Hanks and Ms. Landrieu, \$3,950 for Mr. Perry and \$4,436 for Mr. Post, (ii) the payments related to the attendance of the KPMG Conference of \$6,000 for Messrs. Hanks and Perry, (iii) payments related to the attendance of the NACD Global Board Leaders’ Summit of \$6,000 for each of Ms. Landrieu and Messrs. Hanks and Perry and the payments related to the attendance of the G100 Conference of \$4,000 for each of Ms. Bejar and Mr. Chilton. Except as otherwise noted in the prior sentence, the table above does not reflect (i) reimbursements for travel expenses or (ii) any benefits associated with the directors or their family members participating in recreational activities scheduled during Board retreats or meetings (as described further under the heading “Compensation Discussion and Analysis—Our Compensation Program Objectives and Components of Pay—Other Benefits—Perquisites”).
- (4) The terms of each of these directors will end immediately following the 2020 annual shareholders meeting.

## Cash and Stock Payments

**Cash Fees** – Each outside director is paid an annual fee of \$75,000 plus \$2,000 for attending each regular Board meeting, special Board meeting (including each day of the Board’s annual planning session), committee meeting and separate director education program.

During 2019, Harvey P. Perry, in his capacity as the non-executive Chairman of the Board, received supplemental Board fees of \$200,000 payable in cash. The Chairman’s duties are set forth principally in our Corporate Governance Guidelines. See “How Our Board is Organized—Board Leadership Structure.”