



P e r f i c i e n t<sup>®</sup>

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# Prohibition on Hedging and Pledging of Company Stock

**Effective March 31, 2014**

Directors and executive officers of the Company are prohibited from hedging their ownership of Company stock, including purchasing Company stock on margin, selling Company stock short, buying or selling puts or calls or other derivative instruments related to Company stock.

Additionally, pledging of Company stock is prohibited by directors and executive officers; provided, however, that the Board of Directors may grant exceptions on a limited case-by-case basis upon the prior request of a director or executive officer. Such exception would allow the pledging of a stated number of shares, subject to conditions imposed by the Board that are designed to reduce the risk to the Company and its stockholders. In its consideration of the request, the Board of Directors, with any interested director recusing himself from the discussions and determinations, will assess the potential risk to Company stockholders with respect to the requested pledge and proposed conditions to safeguard against such potential risks.