

APPENDIX A

MEMORANDUM

[Month] [Day] [Year]

To: [Individual Director Name]

From: [Name of General Counsel]
[Full Title]

Re: Reminder Of Certain Director Responsibilities

As you know, it is our practice from time to time, if a matter deemed appropriate should arise, to remind [all directors] of certain responsibilities they have to the Company. Currently the Company is [subject to an initiative by [activist shareholder ("Shareholder")] to [insert description of initiative] ("Initiative")]. In connection with the Initiative, this memorandum will confirm certain responsibilities that you have to the Company, as follows:

1. In accordance with the Company's [insert name of relevant code(s) and policy(ies)] as a director you must maintain the confidentiality of confidential information that has not been made public by the Company, except when disclosure is authorized by [the Legal Department] or required by laws (statutory or otherwise, including [reference applicable state] law on directors' fiduciary obligations), regulations or legal proceedings. Without limiting the generality of the foregoing, the Board's deliberations and strategies regarding the Initiative constitute confidential information.
2. Without limiting the generality of Paragraph 1 above, unless you have received the prior consent of [the Chairman] or [the General Counsel] of the Company, neither you nor anyone acting on your behalf will engage in direct or indirect communications with [the Shareholder], or its advisors or individuals that you know or have reason to believe are acting on their behalf, that involve the disclosure of confidential information as addressed in Paragraph 1 above (subject to the conditions of Paragraph 1 above).
3. You will advise [the Chairman] promptly after learning of it of any direct or indirect communications that involve the disclosure of confidential information as set forth in Paragraph 2 above that did not receive the consent required by paragraph 2, and will include a reasonable description thereof.

[4. Company policy re handling shareholder/media/other inquiries/communications, e.g.: You will refer to [Investor Relations person] all shareholder and investment community communications and to [Public Relations person] any media and other inquiries, in each case relating to [the Initiative] directed to you or anyone acting on your behalf, for response (subject to your fiduciary obligations under [reference applicable state] law) and will report reasonably promptly to [IR/PR person] the substance of any such communications and inquiries.]

[Please confirm the foregoing commitments and your understanding of their importance, including under the federal securities laws, by signing this memorandum below and returning it to me.

Name:]