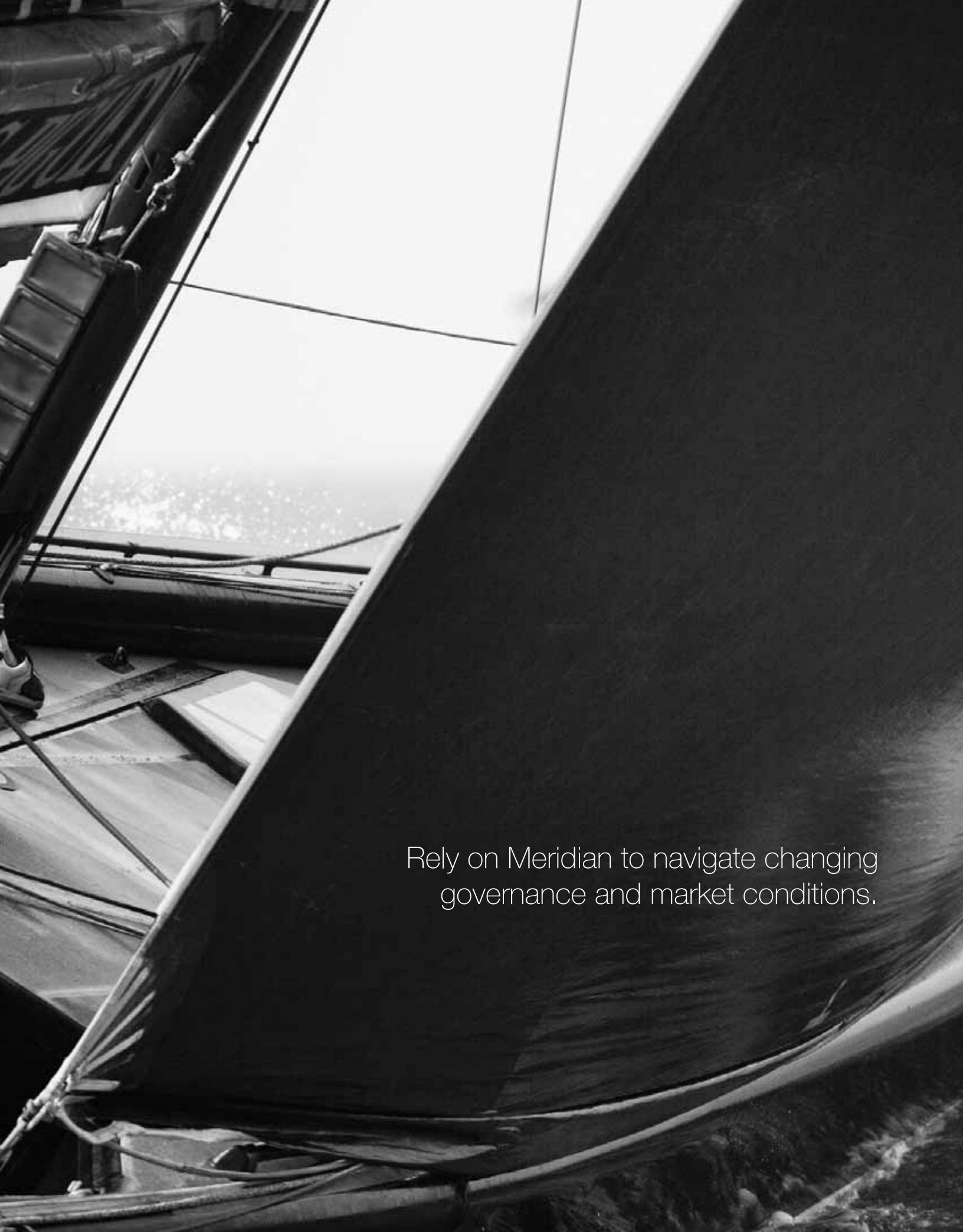




MERIDIAN  
COMPENSATION PARTNERS, LLC

Independent Advice. Effective Solutions.

Executive Compensation and Corporate Governance Consulting



Rely on Meridian to navigate changing  
governance and market conditions.

Knowledge.  
Independence.  
Trusted Counsel.



Meridian advises Boards of Directors and Senior Management on the full range of executive compensation issues that confront them.

Whether the subject is compensation philosophy, pay for performance, strategic goals, retention, shareholder initiatives, M&A or Board governance, we have the resources, experience, expertise and judgment to help. We can guide Compensation Committees as they make difficult but informed decisions on executive pay.

Our decades of experience provide context for our clients to make sound business judgments, and provide a deep understanding of Compensation Committees' responsibilities.

### **Our point of view and processes differentiate us from other firms. We pride ourselves on the long-tenured relationships that result from:**

- **Client Focus.** All partners and consultants participate in providing responsive service directly to clients.
- **Independent Thinking.** We make our clients aware of the points of view of all constituencies, and actively share our views as well.
- **Independent Ownership.** We are 100% owned by our partners and specialize in executive pay and governance consulting.
- **Industry Leadership.** We actively participate in the ongoing dialogue on executive pay with groups such as the SEC, IRS, FASB, ISS and Glass Lewis to ensure a balanced perspective is brought on important issues.
- **Deep Resources.** Our in-house expertise crosses strategic, financial, technical, analytical, and governance areas critical to compensation design.
- **Knowledge-Sharing.** We regularly participate in governance forums that provide us with perspective and insights, and share updates with our clients.
- **Governance and Perspective.** We promote and support excellence in corporate governance and bring these views to our consulting engagements.
- **Staffing for Responsiveness.** We staff our engagements with a team approach that includes a lead consultant, a senior consultant and technical support to best serve our clients.

Whatever the executive compensation issue, we can help.

## Our Breadth of Services

### Board Level Consulting Services

- Pay-for-Performance Analyses
- Governance Best Practices
- Risk Evaluation
- Institutional Shareholder and ISS Voting Guidelines/Issues
- CEO and Senior Management Evaluations
- Board Evaluations
- Executive Sessions
- Tally Sheets
- Change-in-Control and/or Severance Protections
- Committee Charters
- Annual Meeting Preparation
- Senior Executive Hiring

### Program Design

- Pay Philosophy and Business Strategy Alignment
- Total Compensation Program Evaluation
- Short-Term Incentive Plan Design
- Long-Term Incentive Plan Design
- Performance Measure Selection and Stress Testing
- Employment Contracts
- Retirement and Deferred Compensation
- Retention Programs and Strategies
- Change in Control Protections/Severance
- Clawback Provisions
- M&A Issues

### Market Data

- Peer Group Development
- Executive Total Compensation Data
- Peer Company Design Characteristics
- Peer Company Performance Comparisons
- Severance Pay Design and Prevalence
- Benefits and Perquisites Design and Prevalence
- M&A Transition Strategies
- Outside Director Pay
- Clawback and Anti-Hedging Design Prevalence

### Implementation and Administration

- Detailed Plan Specifications
- Omnibus Plan Documents
- Share Pool Size Determination/ISS Modeling/Dilution Analysis
- Equity Incentive Award Agreements
- Proxy Disclosure/Form 8-K
- Accounting Expense Estimates and Monte Carlo Simulations of Program Designs
- Communication
- IPOs/Spin-offs
- Start-ups
- Bankruptcy

**We provide assistance through every step of the Compensation Committee calendar.**

- Process Evaluation
- Committee Charter Review
- Governance Issues and Shareholder Initiatives
- Review of Incentive Plan Goals/Stretch
- Proxy and CD&A Drafting
- Say on Pay Planning
- Pay-for-Performance Analyses
- Long-Term Incentive Grants
- Pay Trends and Developments
- Executive Benefits and Perquisites
- Competitive Market Data
- Bonus Payouts
- CEO Performance Evaluation
- Termination Arrangements
- Tally Sheets
- Peer Group Review
- Short-and Long-Term Incentive Design
- Base Salary Adjustments



We understand what companies and their boards need to chart their course to success.

With consultants in nine cities, we are located to serve you.

**Atlanta**  
770-504-5942  
atlanta@meridiancp.com

**Boston**  
781-591-5281  
boston@meridiancp.com

**Chicago-Downtown**  
847-235-3611  
chicago@meridiancp.com

**Chicago-Lake Forest**  
847-235-3611  
lakeforest@meridiancp.com

**Dallas**  
281-220-2842  
dallas@meridiancp.com

**Detroit**  
313-309-2088  
detroit@meridiancp.com

**Houston**  
281-220-2842  
houston@meridiancp.com

**New York**  
646-737-1641  
newyork@meridiancp.com

**Toronto**  
416-471-8650  
toronto@meridiancp.com





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