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Explanation of Responses:

- * If the form is filed by more than one reporting person, see [Instruction 4\(b\)\(v\) 0152](#) [File by 2rm](#)
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See [18 U.S.C. 1001](#) and 15 U.S.C. 78ff(a).
- (1) Reflects a payout of performance shares for the 2015-2018 performance period earned under the Issuer's 2015 Equity and Incentive Compensation Plan.
- (2) Reflects the surrender of performance shares from the 2015-2018 performance period in payment of the related tax liability incurred by the Reporting Person as a result of the award.
- (3) Reflects the number of restricted share units granted to the Reporting Person on February 21, 2018 from the Issuer's Amended and Restated 2015 Equity and Incentive Compensation Plan. This grant vests on December 31, 2020.

Note: File three copies of this Form [t m Duuuunnt's grtacnthe](#)