

SAMPLE SAY-WHEN-ON-PAY RECOMMENDATIONS

SAMPLE 1: ANNUAL SAY-WHEN-ON-PAY

The following is a sample say-when-on-pay recommendation, filed by Navistar International Corporation in its proxy on January 14, 2011. See

<http://sec.gov/Archives/edgar/data/808450/000119312511008302/ddef14a.htm#tx131694> 18

PROPOSAL 5—ADVISORY VOTE ON FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION

In addition to the non-binding advisory vote on executive compensation, the Dodd-Frank Act also enables our stockholders to express their preference for having a say on pay vote every one, two, or three years or abstain. This non-binding “frequency” vote is required at least once every six years beginning with our Annual Meeting.

After careful consideration of this proposal, our Board has determined that an advisory vote on executive compensation that occurs annually is the most appropriate alternative for the Company, and therefore our Board recommends that you vote for a one-year interval for the advisory vote on executive compensation.

In formulating its recommendation, our Board considered that an advisory vote on executive compensation every year will allow our stockholders to provide us with their direct input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year. Setting a one year period for holding this stockholder vote will enhance stockholder communication by providing a clear, simple means for the Company to obtain information on investor sentiment about our executive compensation philosophy.

You may cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years or abstain from voting when you vote in response to the resolution set forth below.

“RESOLVED, that the option of once every one year, two years, or three years that receives the highest number of votes cast for this resolution will be determined to be the preferred frequency with which the Company is to hold a stockholder advisory vote to approve the compensation of the named executive officers as disclosed pursuant to Item 402 of Regulation S-K.”

The option of one year, two years or three years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. However, because this vote is advisory and not binding on the Board in any way, the Board may decide that it is in the best interests of our stockholders and the Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR “ONE YEAR”

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SAMPLE 2: BIENNIAL SAY-WHEN-ON-PAY

The following is a sample say-when-on-pay recommendation, filed Fair Isaac Corporation on December 27, 2010. See <http://sec.gov/Archives/edgar/data/814547/000095012310116400/c61876def14a.htm>

ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE TO APPROVE OUR EXECUTIVE OFFICER COMPENSATION PRACTICES

The Company seeks a non-binding advisory vote from its stockholders regarding the desired frequency for holding a non-binding advisory vote to approve the compensation of our executive officers as described in our annual proxy statements.

This proposal gives our stockholders the opportunity to express their views as to whether the non-binding advisory vote on our executive officer compensation practices should occur every one, two, or three years. Because your vote is advisory, it will not be binding upon the Board of Directors. However, the Board of Directors will take into account the outcome of the vote when deciding the frequency of the non-binding advisory vote on our future executive officer compensation decisions.

We recommend that a non-binding advisory vote to approve the compensation of our executive officers as described in our annual proxy statements occur every two years. We believe that holding this vote every two years will be the most effective timeframe because it will provide our Board of Directors and Compensation Committee with sufficient time to engage with our stockholders following each such vote, to understand any concerns our stockholders may have, and to implement any changes they deem appropriate in response to the vote results. In addition, one aspect of our executive compensation philosophy is the alignment of our executive officers' long-term interests with those of our stockholders, and a vote every two years will provide stockholders with additional time to evaluate the effectiveness of our executive compensation philosophy as it relates to our performance. Nevertheless, although it is our current intention to hold such advisory vote every two years, we may determine that a different frequency is appropriate, either in response to the vote of our stockholders on this Proposal or for other reasons.

While we believe our recommendation is appropriate at this time, the stockholders are not voting to approve or disapprove our recommendation, but are instead asked to provide an advisory vote on whether the non-binding advisory vote on the approval of our executive officer compensation practices should be held every one, two or three years. The option among those choices that obtains a plurality of votes cast by the shares present or represented by proxy and entitled to vote at the Annual Meeting will be deemed to have received the advisory approval of our stockholders.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE STOCKHOLDERS CAST THEIR ADVISORY VOTES IN FAVOR OF HOLDING THE NON-BINDING ADVISORY VOTE TO APPROVE OUR EXECUTIVE OFFICER COMPENSATION PRACTICES EVERY TWO YEARS.

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SAMPLE 3: TRIENNIAL SAY-WHEN-ON-PAY

The following is a sample say-when-on-pay recommendation, filed by Tyco International Ltd. in its proxy on January 14, 2011. See

<http://sec.gov/Archives/edgar/data/833444/000104746911000147/a2201476zdef14a.htm#compensation>

Proposal 8(b)—Non-Binding Advisory (Consultative) Vote on the Frequency of the Vote on Executive Compensation.

The Dodd-Frank Act also requires us to include, at least once every six years, an advisory vote regarding how often shareholders wish to cast the advisory (consultative) vote on executive compensation. In casting their advisory (consultative) vote, shareholders may choose among four options: (1) an annual vote, (2) a vote every two years (biennial), (3) a vote every three years (triennial) or (4) to abstain from voting.

The Board believes that a triennial vote is most appropriate for the Company because such a vote would provide shareholders with the appropriate timeframe to evaluate the Company's overall compensation philosophy, design and implementation. A three-year period is more closely aligned with the longer-term view that the Compensation Committee takes with respect to the more significant components our named executive officers' compensation, and would allow shareholders the opportunity to evaluate the effectiveness of these programs over the time frames that they are intended to generate performance. Additionally, a longer period between votes would provide the opportunity for shareholders and advisory services to engage in more thoughtful analysis and would facilitate more meaningful dialogue between shareholders and the Board regarding the Company's executive compensation practices.

For these reasons, the Board unanimously recommends that shareholders vote for a TRIENNIAL vote on executive compensation.

Like the advisory (consultative) vote on executive compensation, the advisory (consultative) vote on the frequency of such vote is non-binding. Although the vote is non-binding, our Board and the Compensation Committee will review the voting results and will respect the expressed desire of the majority of our shareholders by implementing the option, if any, that receives a majority vote. In this regard, we note that our Articles of Association state that, unless otherwise required by law, all votes (with the exception of a contested Board election) require the affirmative vote of a relative majority of the votes cast. In determining the relative majority, abstentions, broker non-votes, and blank or invalid ballots are disregarded. A relative majority requires that one option receive more votes than the other two options taken together. If there is no option receives the relative majority of votes, the Board will re-submit the two options with the highest votes for an advisory (consultative) vote at the next annual meeting of shareholders.

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SAMPLE 4: NO BOARD RECOMMENDATION

The following is a sample of no recommendation provided by the company on say-when-on-pay, filed by Jack in the Box, Inc. on January 13, 2011.

See <http://sec.gov/Archives/edgar/data/807882/000095012311002578/a58011dedef14a.htm#109>

**ADVISORY VOTE ON THE FREQUENCY OF A
STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION**

This proposal gives our stockholders the opportunity, through the following resolution, to advise our Board how often we should conduct an advisory Say on Pay vote on the compensation of our named executive officers:

“RESOLVED, that an advisory vote of the stockholders of Jack in the Box Inc. to approve the compensation of named executive officers as disclosed pursuant to the Securities and Exchange Commission’s compensation disclosure rules, shall be held at an annual meeting of stockholders, beginning with the 2011 Annual Meeting of Stockholders, (i) every 3 years, (ii) every 2 years, or (iii) every year.”

The enclosed proxy card gives you four choices for voting on this item. You can choose whether the Say on Pay vote should be conducted every 3 years, every 2 years, or every year. You may also abstain.

Factors to Consider in Voting on this Proposal

Our Board has reviewed the evolution of Say on Pay proposals and considerations regarding the frequency of such proposals, and has carefully studied the alternatives in an effort to determine the approach that would best serve Jack in the Box and its stockholders. Our Board has heard many arguments supporting an annual vote, and equally compelling arguments supporting a vote every three years. Each position has advantages and disadvantages.

Arguments favoring a vote no more frequently than every three years include the following:

- Consistent with good corporate governance, our compensation program ties a substantial portion of executive compensation to our long-term corporate performance and stockholder returns. Performance Unit payouts under the long-term incentive program are based on three-year performance periods. Therefore, a vote every three years is best aligned with the long-term focus of our executive compensation programs, and prevents long-term objectives from being undermined by shorter-term issues in the marketplace;
- A triennial vote will give our stockholders the opportunity to more fully and effectively assess our long-term compensation strategies and the related business outcomes;
- A three-year cycle gives the Board of Directors, the Compensation Committee, and its independent compensation consultant sufficient time to thoughtfully evaluate and respond to stockholder input and effectively implement any changes to the Company’s executive compensation program; and
- A three-year vote cycle reduces the burden on stockholders.

Arguments favoring an annual Say on Pay vote include the following:

- Say on Pay votes are a communication vehicle, and communication can be most useful when it is received frequently;
- Annual Say on Pay advisory votes may provide a higher level of accountability and direct communication between Jack in the Box and its stockholders by enabling the vote to correspond to the information presented in the accompanying proxy statement for the applicable stockholders’ meeting; and

- A failure to provide stockholder input every year might make it more difficult to understand whether a stockholder vote pertains to the compensation year being discussed in the current proxy, or pay practices from the previous year or two. This, in turn, might make it more difficult for the Board of Directors and the Compensation Committee to understand the implications of the vote and to respond to them.

THE BOARD OF DIRECTORS' RECOMMENDATION

We have presented a number of arguments in favor of a Say on Pay vote every three years, and in favor of an annual vote. The Board believes that the Company's compensation practices are sound, and embody an appropriate long-term perspective. We therefore do not believe that an annual Say on Pay vote is necessary. We recognize, however, that some of our stockholders might welcome the opportunity to communicate more frequently with the Board and the Compensation Committee regarding the Company's pay practices, and view the Say on Pay vote mechanism as the best way to do so. Because we are comfortable that we can effectively implement any frequency resolution that the plurality of our voting stockholders recommend, we will leave it to our stockholders to inform us at the 2011 Annual Meeting of Stockholders which frequency they would prefer we adopt.

Because your vote is advisory, it will not be binding upon the Board of Directors. However, our Board values the opinions that our stockholders express in their votes and will take into account the outcome of the vote when considering how frequently we should conduct an advisory Say on Pay vote on the compensation of our named executive officers.

The choice of frequency that receives the highest number of "FOR" votes will be considered the advisory vote of the stockholders. Abstentions and broker non-votes will not count as votes cast "FOR" or "AGAINST" any frequency choice, and will have no direct effect on the outcome of this proposal.

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