

## Compensation Committee Report 2019–2020

The committee members were:

- Gonzalo Camarillo, Chair
- Walid Al-Saqaf
- Richard Barnes
- Hiroshi Esaki
- Mike Godwin

Per its charter, one of the main tasks of the Compensation Committee is to review and approve annual performance objectives for the President, evaluate the President's performance against these objectives, and review and approve the President's total compensation, including annual salary and benefits, based on the evaluation, the President's employment contract, and comparable market data. Accordingly, the Compensation Committee evaluated Andrew's performance against his 2019 objectives and set his goals for 2020. The Committee also reviewed and approved Andrew's compensation.

Most other tasks in the Compensation Committee's charter (e.g., review ISOC's compensation philosophy and strategy, and review and approve the total compensation for senior executives who constitute Disqualified Persons based on comparable market data) were done in collaboration with staff (mainly with HR), who prepared input material on the relevant topics for the committee to consider. In particular, the Compensation Committee approved a revised version of ISOC's compensation philosophy and strategy.