April 3, 2017

Dear Members of the Board,

We are writing to share with you our recently revised proxy voting guidelines. Our new framework, which incorporates ISS' Sustainability Policies, is largely based on the feedback that we have received from our investment partners and portfolio companies.

Importantly, SailingStone's proxy voting guidelines are not meant to be rules. We recognize that each company is unique and that our new guidelines may not be appropriate in certain situations. As such, we encourage you to reach out to us if you believe that we should reconsider our position on a certain issue or when voting a particular proxy. Our guidelines will continue to evolve over time as corporate governance standards change and as we receive more feedback from our investors and portfolio companies. This document is a reference point and a basis for engagement. Your input has been, and will continue to be, a very valuable part of this process.

We publish these guidelines to provide transparency into our proxy voting process and the rationale behind our policies. We believe that as owners of companies and as fiduciaries, we have an obligation to be clear about our positions on important governance practices. Below is a summary of our three key areas of focus in 2017.

Shareholder Engagement

Directors are elected by shareholders to represent them and to protect their interests. We believe that boards have an obligation to understand the views of their shareholders on relevant issues to ensure that the interests of the owners are considered in the decision-making process. Therefore, good corporate governance practices should include a formal shareholder engagement program that provides shareholders with an opportunity to speak with independent directors at least once per year or as needed when evaluating important decisions. Shareholder engagement should not be left to executives alone.

We will consider the effectiveness of shareholder engagement initiatives when deciding whether to vote for or against directors.

Incentive Compensation

Boards have a responsibility to make sure that the incentives used to compensate management teams are aligned with the interests of the owners of the company. Given the mandate to create value for shareholders, we believe that directors should create incentive programs that are tied to value creation. Production or other top-line growth metrics and relative total shareholder return (TSR) are not proxies for value creation. In fact, studies have shown that compensation schemes tied to these metrics do not result in superior long-term share price performance.

Instead, we believe that a meaningful portion of both short-term and long-term incentive compensation should be tied to returns on capital and changes in value-related metrics such as reserves and production on a debt-adjusted, per-share basis. This would ensure that management teams are rewarded for the variables which actually driver superior long-term share performance - economic value creation.

In addition, we believe that incentive awards should be made in the form of performance-based shares as opposed to options or time-vested shares. As it relates to the use of options, we are concerned that options can provide management teams with an asymmetric risk/reward profile that is very different from the risks and rewards faced by shareholders. In short, we believe that options can reward excessive risk-taking with little downside risk. Time-vested shares, on the other hand, reward longevity as opposed to value creation. Performance-based shares that are tied to the inputs of value creation are far more effective in aligning the interests of management with those of the shareholders.

Furthermore, we believe that a significant portion of performance-based share awards should continue to be at risk, even after the shares have vested. If there are not restrictions on the sale of performance-based shares, boards should consider clawback mechanisms in the event that shareholder value is later destroyed by management.

We will consider the metrics used in incentive compensation plans and the type of awards granted when considering how to vote for compensation plans as well as the directors that are on compensation committees.

Transparency
We would like the boards of our portfolio companies to provide owners with an annual review of the estimated returns that were generated on shareholder capital spent during the most recent fiscal year. Management and boards can provide as much color as necessary regarding the estimated returns and the underlying assumptions in the management discussion and analysis (MD&A) section of the annual filings or proxies.

In addition, we would like our portfolio companies to provide us with look-backs on large capital allocation decisions over the last 3-5 years, and commit to providing post-mortems in the future. We believe that shareholders have a right to see the estimated cash-on-cash returns generated from large acquisitions and/or projects as well as a review of the resulting changes in debt-adjusted, per-share reserves and production. This data should provide the basis for the evaluation of long-term corporate performance and, as a result, management compensation. We are confident that boards are asking these questions internally, and believe that providing transparency around the results of this analysis is critical to aligning boards and management teams with the owners of the business.

Lastly, we are generally supportive of initiatives that improve transparency regarding important environmental, safety, and governance (ESG) issues. In addition to considering ESG issues in the decision-making process, we would like boards to provide shareholders with an annual update outlining the progress that it is making with respect to key ESG-related areas of focus. We believe that management teams should have some portion of their incentive compensation tied to relevant ESG issues and metrics, where appropriate.

We will consider transparency when deciding how to vote for both compensation plans as well as whether to vote for or against directors.

We have enclosed our revised proxy voting guidelines for your review. Please let us know if you would like to schedule some time to discuss them in more detail. We look forward to maintaining an ongoing dialogue as we continue to refine and enhance our proxy voting framework and the corporate governance practices of our portfolio companies.

Sincerely,

SAILINGSTONE CAPITAL PARTNERS