



**Annual Shareholders Meeting
April 23, 2020**

AGENDA

1. Welcome
2. 2019 Business Review
3. Call to Order
4. Item 1: Election of Directors
5. Item 2: Advisory Vote to Approve Named Executive Officer Compensation
6. Item 3: Ratification of Appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2020
7. Item 4: Amendment to the Restated Certificate of Incorporation
8. Item 5: Shareholder Proposal—Independent Board Chair
9. Item 6: Shareholder Proposal—Report on Governance of Opioids-Related Risks
10. Adjournment of Official Business
11. Announcement of Preliminary Voting Results
12. Question and Answer Period