

## SECAalyzer Disclosure Report

### Document Control

Date Created: 09/09/2015

User: demo@logixdata.com

Search Criteria : Period : 365 Days Keyword : "related party transaction" and brother or sister or daughter or wife or son Company : SP500 Form Group : DEF

Notes by User :

**SECAalyzer Disclosure Report:** This report Identifies companies whose disclosure matches the specified criteria.

## Company Index and Links

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<a href="#">ALLIANCE DATA SYSTEMS CORP</a>	04-20-2015	DEF 14A	<a href="#">LogixData Link</a>
<a href="#">ROSS STORES INC</a>	04-08-2015	DEF 14A	<a href="#">LogixData Link</a>
<a href="#">DR PEPPER SNAPPLE GROUP, INC.</a>	03-30-2015	DEF 14A	<a href="#">LogixData Link</a>
<a href="#">PRUDENTIAL FINANCIAL INC</a>	03-24-2015	DEF 14A	<a href="#">LogixData Link</a>
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<a href="#">MALLINCKRODT PLC</a>	01-23-2015	DEF 14A	<a href="#">LogixData Link</a>
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<a href="#">VISA INC.</a>	12-12-2014	DEF 14A	<a href="#">LogixData Link</a>
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## [TARGET CORP](#)

DEF 14A

04-27-2015

[LogixData Link](#)

We ratified two **related party transactions** in accordance with this policy during fiscal 2014. Both transactions dealt with compensation of one of our executive officers, Casey Carl, Chief Strategy and Innovation Officer, who became an executive officer in December 2014. Mr. C 2005, has been a team member in merchandising since that time and earned compensation of \$144,590 in fiscal 2014. Mr. Carl's **sister-in-law** has been a team member in merchandising since that time and earned compensation of \$249,880 in fiscal 2014. For each of these immediate family members, compensation is commensurate with the immediate family member's peers.

2015 Proxy Statement - TARGET

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## **BUSINESS ETHICS AND CONDUCT**

We disclose any amendments to, or waivers from, any provision of our Business Conduct Guide involving our directors, our principal executive officer, principal accounting officer, controller or other persons performing similar functions on our website within four business days following amendment or waiver.

We are committed to conducting business lawfully and ethically. All of our directors and named executive officers, like all Target team members, are committed to honesty and integrity. Our Business Conduct Guide covers areas of professional conduct, including conflicts of interest, the protection of corporate opportunity policies, confidentiality, vendor standards and intellectual property, and requires strict adherence to all laws and regulations applicable to our business. It also describes the means by which any employee can provide an anonymous report of an actual or apparent violation of our Business Conduct Guide.

## [ALLIANCE DATA SYSTEMS CORP](#)

DEF 14A

04-20-2015

[LogixData Link](#)

For these purposes, a related party is: (1) any person who is, or at any time since the beginning of the company's current fiscal year was, an "executive officer" as defined in Rule 405 promulgated under the Securities Act of 1933, as amended, and Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended; (2) any time since the beginning of the company's current fiscal year was, a director of the company or a nominee for director of the company; (3) a person (including a partner) known to the company to be the beneficial owner of more than 5% of any class of the company's voting securities; (4) an individual who is an "immediate family member" of a person listed in 1, 2, 3 or 4 above, including child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, **son-in-law**, **daughter-in-law**, **brother-in-law** or **sister-in-law**; (5) an entity that is, directly or indirectly, owned or controlled by a person listed in 1, 2, 3, or 4 above; (6) an entity in which a person listed in 1, 2, 3 or 4 above is a principal or in a similar position, or in the case of a partnership, serves as a general partner or holds any position other than that of a limited partner; (7) an individual who is, in 1, 2, 3 or 4 above, together with all other persons specified in 1, 2, 3 and 4 above, owns 10% or more of the equity interest, or in the case of a partnership, holds a partnership interest; or (8) an entity at which a person listed in 1, 2, 3 or 4 above is employed if (a) the person is directly involved in the negotiation of the transaction, or (b) the person's compensation from the entity is directly related to the performance of the **related party transaction**.

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A **related party transaction** includes any transaction (including any financial transaction, arrangement or relationship (including any indebtedness or guaran of related transactions, or any material amendment to any such transaction, involving a related party and in which the company, or any of its subsidiaries, i transaction involving compensation of directors (the procedures for the review and approval of such transactions have been set forth in the charter of the cc board of directors); (2) a transaction involving compensation of an executive officer or involving an employment agreement, severance arrangement, chang agreement or special supplemental benefit of an executive officer (the procedures for the review and approval of such transactions have been set forth in th committee of the board of directors); (3) a transaction with a related party involving less than \$120,000; (4) a transaction in which the interest of the relatee ownership of a class of the company's equity securities and all holders of that class receive the same benefit on a pro rata basis; (5) a transaction in which tl therein are determined by competitive bids, or a transaction that involves the rendering of services as a common or contract carrier, or public utility, at rate: conformity with law or governmental authority; or (6) a transaction that involves services as a bank depository of funds, transfer agent, registrar, trustee un services.

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At each audit committee meeting, management shall recommend any proposed **related party transactions**, if applicable, to be entered into by the company. committee shall approve or disapprove such transactions and at each subsequently scheduled meeting, management shall update the audit committee as to : approved transactions. The audit committee shall establish such guidelines as it determines are necessary or appropriate for management to follow in its de **lated party transactions**.

All **related party transactions** of which management is aware are required to be disclosed to the audit committee. If management becomes aware of a propo an existing **related party transaction** that has not been pre-approved by the audit committee, management is required to promptly notify the chairman of the transactions shall be submitted to the audit committee for its review, consideration and determination of whether to approve or ratify, as applicable, such tr: committee determines it is fair to the company. If management, in consultation with the company's chief executive officer or chief financial officer, determ wait until the next audit committee meeting, the chairman of the audit committee has the delegated authority during the period between audit committee m determine whether any such transaction is fair to the company and whether the transaction should be approved, or ratified, as the case may be. The chairm report to the audit committee any transactions reviewed by him or her pursuant to this delegated authority at the next audit committee meeting.

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## COMPENSATION COMMITTEE REPORT

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with man review and discussions, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included i

[ROSS STORES INC](#)

**DEF 14A**

**04-08-2015**

[LogixData Link](#)

The Company maintains consulting and benefits agreements with Mr. Ferber, a director and Chairman Emeritus of the Board. Further details are describe the caption "Compensation of Directors - Other Compensation." Robert Ferber, the son of Norman Ferber, is a buyer with the Company. For fiscal 2014, t compensation including salary and bonus of approximately \$133,000. The Company's procedure for review, approval, or ratification of related party trans Audit Committee, except for executive and director compensation-related matters approved or authorized by the Compensation Committee.

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## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Our directors and officers are required by Section 16 of the Securities Exchange Act of 1934 to report on public filings made with the Securities and Exchange Commission regarding transactions in, and beneficial ownership of, our common stock, including stock options and other derivative securities. Ms. Garrett, a director, was required to file a Form 4 regarding one transaction from fiscal 2013. This transaction involved a transfer by Ms. Garrett to her Living Trust. A Form 5 filing for Ms. Garrett was filed regarding the transfer of shares. Ms. Panattoni, our President, Merchandising, Ross Dress for Less, was late in filing one Form 4 regarding one transaction for fiscal 2014. This transaction involved the acquisition of shares pursuant to a restricted stock award granted to her in fiscal 2014.

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## PROXY SOLICITATION FEES

The cost of distribution of materials and any solicitation of proxies will be borne by the Company. We have retained Broadridge Financial Solutions, Inc. to provide incremental support in soliciting proxies, and Broadridge and D.F. King to provide incremental support in soliciting proxies.

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## TRANSACTION OF OTHER BUSINESS

At the date of this Proxy Statement, the only business which management intends to present or knows that others will present at the Annual Meeting is the matter or matters are properly brought before the Annual Meeting, or any adjournments or postponements thereof, the persons named in the accompanying proxy statement in accordance with their best judgment.

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## [DR PEPPER SNAPPLE GROUP, INC.](#)

**DEF 14A**

**03-30-2015**

[LogixData Link](#)

The Company has adopted a Related Person Transactions Policy which governs any transaction or proposed transaction involving any of our directors, non-officers of the Company (or any immediate family members of the foregoing) and in which the Company was or is to be a participant and in which the amount exceeds \$120,000. Under this Related Person Transactions Policy, the related person is to notify the General Counsel of the details of the transaction and the transactions involving a director or director nominee and the Audit Committee will review those transactions involving executive officers. The Board and Audit Committee will only those transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Board or Audit Committee, as of good faith. During this year, it was discovered that the brother of James Trebilcock, one of our executive officers owned a twenty percent (20%) equity interest in the Company is leasing property in Lenexa, Kansas. Mr. Trebilcock has no interest in the entity leasing the property to the Company. This lease was entered into to be paid over the term of the lease (since our spin-off from Cadbury in 2008) approximates \$3.3 million and the rent paid in fiscal year 2014 was approximately \$0.3 million. Mr. Trebilcock's interest in the rent paid in fiscal year 2014 does not exceed the related party threshold, his interest in the aggregate rent paid over the term of the lease exceeds the related party threshold. The Audit Committee considered the related party transaction and ratified and approved the transaction. There were no other related party transactions or Audit Committee in 2014. In addition Our Code of Conduct governs the actions of our directors and employees, including conflicts of interest. See "Code of Conduct" for more information.

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If you have consented to the delivery of only one Notice, 2014 Form 10-K or set of proxy materials, as applicable, to multiple Dr Pepper Snapple Group, Inc. addresses, then only one Notice, 2014 Form 10-K or set of proxy materials, as applicable, is being delivered to your household unless we have received contrary instructions from more of the stockholders sharing your address. We will deliver promptly upon oral or written request a separate copy of the Notice, 2014 Form 10-K or set of proxy materials, as applicable, to any stockholder at your address. If, now or in the future, you wish to receive a separate copy of the Notice, 2014 Form 10-K or set of proxy materials, you may call us at (972) 673-7000 (please ask for Investor Relations) or write to us at Dr Pepper Snapple Group, Inc., Attn: Investor Relations, 5301 Legacy Drive, Plano, TX 75093. Stockholders sharing an address who now receive multiple copies of the Notice, 2014 Form 10-K or set of proxy materials, as applicable, may request delivery of a single copy of the Notice, 2014 Form 10-K or set of proxy materials, as applicable, by contacting us at the above number or writing to us at the above address.

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## [PRUDENTIAL FINANCIAL INC](#)

**DEF 14A**

**03-24-2015**

[LogixData Link](#)

Pursuant to our policy, the Corporate Governance and Business Ethics Committee determined that there were two transactions that qualified as related party beginning of 2014. The brother of Robert Falzon, our Executive Vice President and Chief Financial Officer, Michael Falzon, is a Vice President for Infrastructure.

In 2014, the total compensation paid to Michael Falzon, including salary, bonus and the grant date value of long-term incentive awards, was less than \$370,000. Barbara Koster, our Senior Vice President and Chief Information Officer, Joshua D. Howard, is an associate in Quantitative Management Associates, a subsidiary of Prudential. In 2014, the total compensation paid to Mr. Howard, including salary and bonus, was less than \$130,000. In both cases the compensation is similar to the compensation paid to other employees in similar holding equivalent positions. Neither individual is in the reporting chain of the executive officer.

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Corporate Governance: Policy

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## ENVIRONMENT AND SUSTAINABILITY

In 2014, Prudential continued the mobilization of its sustainable business practices by:

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Prudential's long-standing commitment to sustainability is reflected in its corporate culture. Advocates in sustainability have recognized Prudential's work in promoting the active involvement of the Board and senior leadership.

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## [ROSS STORES INC](#)

**PRE 14A**

**03-24-2015**

[LogixData Link](#)

The Company maintains consulting and benefits agreements with Mr. Ferber, a director and Chairman Emeritus of the Board. Further details are described in the caption "Compensation of Directors - Other Compensation." Robert Ferber, the son of Norman Ferber, is a buyer with the Company. For fiscal 2014, total compensation including salary and bonus of approximately \$133,000. The Company's procedure for review, approval, or ratification of related party transactions is approved or authorized by the Audit Committee, except for executive and director compensation-related matters approved or authorized by the Compensation Committee.

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## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

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Our directors and officers are required by Section 16 of the Securities Exchange Act of 1934 to report on public filings made with the Securities and Exchange Commission regarding transactions in, and beneficial ownership of, our common stock, including stock options and other derivative securities. Ms. Garrett, a director, was required to file a Form 4 regarding one transaction from fiscal 2013. This transaction involved a transfer by Ms. Garrett to her Living Trust. A Form 5 filing for Ms. Garrett has been filed regarding the transfer of shares. Ms. Panattoni, our President, Merchandising, Ross Dress for Less, was late in filing one Form 4 regarding one transaction for fiscal 2014 regarding the acquisition of shares pursuant to a restricted stock award granted to her in fiscal 2014.

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## PROXY SOLICITATION FEES

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The cost of distribution of materials and any solicitation of proxies will be borne by the Company. We have retained Broadridge Financial Solutions, Inc. for the distribution of materials, and Broadridge and D.F. King to provide incremental support in soliciting proxies.

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## TRANSACTION OF OTHER BUSINESS

At the date of this Proxy Statement, the only business which management intends to present or knows that others will present at the Annual Meeting is the matter or matters are properly brought before the Annual Meeting, or any adjournments or postponements thereof, the persons named in the accompanying proxy statement in accordance with their best judgment.

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### [DOMINION RESOURCES INC /VA/](#)

**DEF 14A**

**03-23-2015**

[LogixData Link](#)

During 2014, Ms. Mathews, the adult, financially independent daughter of Dr. Brown, was employed by Dominion's services company as a staff attorney. Her compensation for 2014 was approximately \$173,000, and she was eligible for company benefits available to all other employees in a similar position. The nature and value of services provided by these 5% shareholders and their affiliates are described in the proxy statement. The compensation paid to Ms. Mathews was reviewed and approved by the CGN Committee in accordance with Dominion's related party transaction guideline.

During 2014, three providers of asset management services were also beneficial owners of at least 5% of Dominion common stock: BlackRock, Inc. (BlackRock), Vanguard (Vanguard) and State Street Corporation (State Street). The nature and value of services provided by these 5% shareholders and their affiliates are described in the proxy statement.

• Affiliates of BlackRock provided asset management services to the company's pension plan and received approximately \$444,000 in fees for such services in 2014.

• Affiliates of Vanguard provided asset management services to various trusts associated with the company's employee benefit plans and received approximately \$387,000 in fees for such services in 2014.

• Affiliates of State Street provided asset management services to the company's pension plan and various trusts associated with the company's employee benefit plans and received approximately \$387,000 in fees for such services in 2014.

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In each of these cases, the investment management agreements were entered into on an arm's-length basis in the ordinary course of business. These transactions were approved by the CGN Committee in accordance with Dominion's related party transaction guidelines.

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### [TOTAL SYSTEM SERVICES INC](#)





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In each of these cases, the investment management agreements were entered into on an arm's-length basis in the ordinary course of business. These transactions approved by the CGN Committee in accordance with Dominion's [related party transaction](#) guidelines.

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## [MALLINCKRODT PLC](#)

**DEF 14A**

**01-23-2015**

[LogixData Link](#)

During fiscal 2014, Kirsten Fereday, the [daughter](#) of director Don M. Bailey, was employed by Mallinckrodt as a Senior Director, Business Analytics and I previously worked for Questcor, which was acquired by Mallinckrodt in August 2014. Ms. Fereday received total cash compensation for the year ended Sep approximately \$300,000 (of which \$27,312 was paid by Mallinckrodt following the acquisition), \$318,000 in restricted stock grants (based on intrinsic value converted into an award of restricted stock corresponding to Mallinckrodt ordinary shares in accordance with the equity award exchange ratio specified in 1 among Mallinckrodt plc, Quincy Merger Sub, Inc. and Questcor and the standard benefits provided to other similarly situated employees. Ms. Fereday's [en accordance with the Company's policies and procedures for the review, approval and ratification of related party transactions](#) and Mr. Bailey is not involved in Ms. Fereday's compensation.

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### **Communications with the Board of Directors**

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The Board has established a process for interested parties to communicate with members of the Board. If you have a concern, question or complaint regarding policy or law, or would otherwise like to contact the Board, you may reach the Board via e-mail at [board.directors@mallinckrodt.com](mailto:atboard.directors@mallinckrodt.com). A direct link to this is on our website. You may also submit communications in writing or by phone. Please refer to the board of directors contact information that can be found at [www.mallinckrodt.com/Contacts/](#). All concerns and inquiries are received and reviewed promptly by the Office of the General Counsel. Any significant concerns relating to accounting audit matters are reviewed with the Audit Committee.

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All concerns will be addressed by the Office of the General Counsel, unless otherwise instructed by the Audit Committee or the Chairman of the Board. The concerns is reported to the Chairman of the Board and the Audit Committee on a quarterly basis, and any concern that is determined to (1) pose an immediate (2) concern senior Company official (any executive officer or any direct report to the President and Chief Executive Officer) is immediately communicate Committee. The Chairman of the Board or the Audit Committee may determine that certain matters should be presented to the full Board and may direct the or other advisors in connection with any concern addressed to them. The Mallinckrodt Guide to Business Conduct prohibits any employee from retaliating or helping to resolve an integrity question.

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[MALLINCKRODT PUBLIC LIMITED COMPANY](#)

BOARD OF DIRECTORS AND BOARD COMMITTEES

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BOARD OF DIRECTORS AND BOARD COMMITTEES

**BOARD OF DIRECTORS AND BOARD COMMITTEES**

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## [MALLINCKRODT PLC](#)

**PRE 14A**

**12-19-2014**

[LogixData Link](#)

During fiscal 2014, Kirsten Fereday, the **daughter** of director Don M. Bailey, was employed by Mallinckrodt as a Senior Director, Business Analytics and I previously worked for Questcor, which was acquired by Mallinckrodt in August 2014. Ms. Fereday received total cash compensation for the year ended Sep approximately \$300,000 (of which \$27,312 was paid by Mallinckrodt following the acquisition), \$318,000 in restricted stock grants (based on intrinsic valu converted into an award of restricted stock corresponding to Mallinckrodt ordinary shares in accordance with the equity award exchange ratio specified in t among Mallinckrodt plc, Quincy Merger Sub, Inc. and Questcor and the standard benefits provided to other similarly situated employees. Ms. Fereday's er accordance with the Company's policies and procedures for the review, approval and ratification of **related party transactions** and Mr. Bailey is not involve Ms. Fereday's compensation.

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### **Communications with the Board of Directors**

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The Board has established a process for interested parties to communicate with members of the Board. If you have a concern, question or complaint regardi policy or law, or would otherwise like to contact the Board, you may reach the Board via e-mail at [atboard.directors@mallinckrodt.com](mailto:atboard.directors@mallinckrodt.com). A direct link to this our website. You may also submit communications in writing or by phone. Please refer to the board of directors contact information that can be found atwv *\_Contacts/*. All concerns and inquiries are received and reviewed promptly by the Office of the General Counsel. Any significant concerns relating to acco audit matters are reviewed with the Audit Committee.

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All concerns will be addressed by the Office of the General Counsel, unless otherwise instructed by the Audit Committee or the Chairman of the Board. Th concerns is reported to the Chairman of the Board and the Audit Committee on a quarterly basis, and any concern that is determined to (1) pose an immedi (2) concern a senior Company official (any executive officer or any direct report to the President and Chief Executive Officer) is immediately communicate Committee. The Chairman of the Board or the Audit Committee may determine that certain matters should be presented to the full Board and may direct th or other advisors in connection with any concern addressed to them. The Mallinckrodt Guide to Business Conduct prohibits any employee from retaliating a helping to resolve an integrity question.

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MALLINCKRODT PUBLIC LIMITED COM

BOARD OF DIRECTORS AND BOARD COMMITTEES

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BOARD OF DIRECTORS AND BOARD COMMITTEES

**BOARD OF DIRECTORS AND BOARD COMMITTEES**

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[VISA INC.](#)

**DEF 14A**

12-12-2014

[LogixData Link](#)

- Mary B. Cranston, an independent member of our board of directors, is related to an employee of our subsidiary, Visa U.S.A. Inc. Ms. Cranston is not an executive officer of the approximately \$300,000 per year. Accordingly, Mr. Hamilton is both a related party and his employment is a **related party transaction** for purposes of the Audit and Risk Committee, with Ms. Cranston abstaining, and the Nominating and Corporate Governance Committee previous surrounding Mr. Hamilton's employment and his relationship to Ms. Cranston and concluded that they are not material. Accordingly, the Board of Directors, with Ms. Cranston abstaining, approved Mr. Hamilton's continued employment and compensation, and the Nominating and Corporate Governance Committee determined that the relationship would not impede the exercise of independent judgment by Ms. Cranston.

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### **Nomination of Directors**

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### **Nomination Process and Stockholder Proposed Candidates**

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The Nominating and Corporate Governance Committee considers and recommends candidates to the board in accordance with its charter, our Certificate of Incorporation, our Corporate Governance Guidelines, and the criteria adopted by the board regarding director candidate qualifications. Candidates may come to the attention of the board from directors, members of management, a professional search firm or a stockholder.

Stockholders may propose a director candidate to be considered for nomination by the Nominating and Corporate Governance Committee by providing written notice to our Corporate Secretary within the timeframe specified for stockholder nominations of directors in our Bylaws. For a description of the process for proposing director candidates to the Nominating and Corporate Governance Committee, please see our Corporate Governance Guidelines. To nominate a person for election as a director at an annual meeting of stockholders must follow the procedure described under the heading *Other Information - Director Candidates and Other Stockholder Proposals for 2016 Annual Meeting*. For additional information regarding this process, please see our Bylaws and our Corporate Governance Guidelines and our Bylaws are available on the Investor Relations page of our website at <http://investor.visa.com> under "Corporate Governance."

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### **Criteria for Nomination to the Board of Directors and Diversity**

The Nominating and Governance Committee applies the same standards in considering director candidates submitted by stockholders as it does in evaluating incumbent directors. The identification and selection of qualified directors is a complex and subjective process that requires consideration of many factors, including those significantly influenced by the particular needs of the board from time to time. As a result, there is no specific set of minimum qualifications, qualities or other nominees to possess, other than those that are necessary to meet U.S. legal, regulatory and NYSE listing requirements and the provisions of our Certificate of Incorporation.

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**[VISA INC.](#)**

**PRE 14A**

**11-21-2014**

[LogixData Link](#)

- Mary B. Cranston, an independent member of our board of directors, is related to an employee of our subsidiary, Visa U.S.A. Inc. Ms. Cranston joined our board in September 2008, after Ms. Cranston joined our board. While Mr. Hamilton is not an executive officer of the approximately \$300,000 per year. Accordingly, Mr. Hamilton is both a related party and his employment is a related party transaction for purposes of the Audit and Risk Committee, with Ms. Cranston abstaining, and the Nominating and Corporate Governance Committee previously surrounding Mr. Hamilton's employment and his relationship to Ms. Cranston and concluded that they are not material. Accordingly, the / Ms. Cranston abstaining, approved Mr. Hamilton's continued employment and compensation, and the Nominating and Corporate Governance determined that the relationship would not impede the exercise of independent judgment by Ms. Cranston.
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## **Nomination of Directors**

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The Nominating and Corporate Governance Committee considers and recommends candidates to the board in accordance with its charter, our Certificate of Corporate Governance Guidelines, and the criteria adopted by the board regarding director candidate qualifications. Candidates may come to the attention of directors, members of management, a professional search firm or a stockholder.

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Stockholders may propose a director candidate to be considered for nomination by the Nominating and Corporate Governance Committee by providing Corporate Governance Guidelines to our Corporate Secretary within the timeframe specified for stockholder nominations of directors in our Bylaws. For the process for proposing director candidates to the Nominating and Corporate Governance Committee, please see our Corporate Governance Guidelines. To nominate a person for election as a director at an annual meeting of stockholders must follow the procedure described under the heading *Other Information Director Candidates and Other Stockholder Proposals for 2016 Annual Meeting*. For additional information regarding this process, please see our Bylaws. Our Guidelines and our Bylaws are available on the Investor Relations page of our website at <http://investor.visa.com> under "Corporate Governance."

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The Nominating and Governance Committee applies the same standards in considering director candidates submitted by stockholders as it does in evaluating incumbent directors. The identification and selection of qualified directors is a complex and subjective process that requires consideration of many factors significantly influenced by the particular needs of the board from time to time. As a result, there is no specific set of minimum qualifications, qualities or nominees to possess, other than those that are necessary to meet U.S. legal, regulatory and NYSE listing requirements and the provisions of our Certificate of

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