

Horizon Global Corp
Form PRE 14A
March 14, 2018

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

x Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Horizon Global Corporation

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(3) Filing Party:

(4) Date Filed:

In accordance with Rule 14a-6(d) under Regulation 14A of the Securities Exchange Act of 1934, please be advised that Horizon Global Corporation intends to release definitive copies of the proxy statement to security holders on or about April 3, 2018.

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

To be held May 8, 2018

To the Stockholders of Horizon Global Corporation:

The 2018 Annual Meeting of Stockholders (the "Annual Meeting") of Horizon Global Corporation (the "Company," "Horizon," "Horizon Global," "us," "our" or "we") will be held on Tuesday, May 8, 2018 at the Hilton Garden Inn, 200 Wilshire Drive, Room 1, Troy, Michigan 48084, at 8:00 a.m., Eastern Time, for the following purposes:

1. To elect three directors to serve until the Annual Meeting of Stockholders in 2021;
2. To approve amendments to the Company's Amended and Restated Certificate of Incorporation to implement a declassified Board of Directors;
3. To approve the Horizon Global Corporation Amended and Restated 2015 Equity and Incentive Compensation Plan;
4. To ratify the appointment of Deloitte & Touche LLP ("Deloitte") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018; and
5. To transact such other business as may properly come before the meeting.

The Board of Directors has fixed the close of business on March 13, 2018 as the record date ("Record Date") for determining the stockholders that are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting.

By Order of the Board of Directors

/s/ Jay Goldbaum

Jay Goldbaum

General Counsel, Chief Compliance Officer,

and Corporate Secretary

Troy, Michigan

This notice of Annual Meeting, proxy statement and form of proxy are being distributed and made available on or about April 3, 2018.

Even if you intend to be present at the Annual Meeting in person, please sign and date the enclosed proxy card or voting instruction card and return it in the accompanying envelope, or vote via telephone or Internet (as indicated on your proxy card or voting instruction card), to ensure the presence of a quorum. Any proxy may be revoked in the manner described in the accompanying proxy statement at any time before it has been voted at the Annual Meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 8, 2018

The Proxy Statement and 2017 Annual Report of Horizon Global Corporation are available at:

<http://investors.horizonglobal.com/2018proxystatement> and

<http://investors.horizonglobal.com/2017annualreviewand10-K>

PROXY STATEMENT FOR 2018 ANNUAL MEETING OF STOCKHOLDERS

This proxy statement contains information regarding the Annual Meeting of the Company to be held on Tuesday, May 8, 2018 at the Hilton Garden Inn, 200 Wilshire Drive, Room 1, Troy, Michigan 48084. The Company's Board of Directors (the "Board") is soliciting proxies for use at such meeting and at any adjournment or postponement of such meeting. The Company first mailed this proxy statement to its stockholders on or about April 3, 2018. The Company will bear the cost of soliciting proxies.

Proxy Summary

This summary highlights information contained elsewhere in this Proxy Statement, Annual Report, SEC filings or in our corporate governance documents on our website at www.horizonglobal.com. We encourage you to read this Proxy Statement in its entirety before voting.

STOCKHOLDER ACTION

Proposal for Your Vote

Board Voting
Recommendation

Proposal 1: Re-Election of Class III Directors - Messrs. Kunselman and Roberts, and Ms. Straub.

FOR each nominee

Proposal 2: Approval of amendments to the Company's Amended and Restated Certificate of Incorporation to implement a declassified Board of Directors.

FOR

Proposal 3: Approval of the Horizon Global Corporation Amended and Restated 2015 Equity and Incentive Compensation Plan.

FOR

Proposal 4: Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

FOR

PROPOSAL 1 — ELECTION OF DIRECTORS

The Board is divided into three classes, each class consisting of approximately one-third of the Company's directors. Class III directors' terms will expire at the Annual Meeting. Messrs. Scott G. Kunselman and David A. Roberts, and Ms. Maximiliane C. Straub have consented to stand for re-election to serve until the 2021 Annual Meeting of Stockholders. If any of them should become unavailable, the Board may designate a substitute nominee. In that case, the proxy holders named as proxies in the accompanying proxy card will vote for the Board's substitute nominee. **THE COMPANY'S BOARD RECOMMENDS A VOTE "FOR" EACH OF THE THREE DIRECTORS LISTED BELOW WHO STANDS FOR RE-ELECTION, TO SERVE UNTIL THE 2021 ANNUAL MEETING.**

Vote Required

The three nominees who receive the most votes cast at the Annual Meeting will be elected as directors, provided a quorum of at least a majority of the issued and outstanding shares of the Company's common stock (the "Common Stock") that are entitled to vote is represented either in person or by proxy at the meeting. If you abstain from voting on this matter, your abstention will have no effect on the vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this "non-routine" proposal, your broker does not have authority to vote your shares (referred to as a "broker non-vote"). Abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum but will not have any other effect on the outcome of the election of directors.

Additional information regarding the directors and director nominees of the Company is set forth below.

Directors and Director Nominees

The Board currently consists of nine members divided into three classes serving staggered terms. Following the Annual Meeting, the Board will consist of seven members.

Name	Age	Title	Term Ending
Scott G. Kunselman ⁽¹⁾⁽²⁾	54	Director	2018
David C. Dauch ⁽³⁾	53	Director	2018
Samuel Valenti III ⁽³⁾	72	Director	2018
David A. Roberts ⁽¹⁾⁽⁴⁾	69	Director	2019
Richard D. Siebert	65	Director	2019
A. Mark Zeffiro ⁽⁵⁾	51	President, Chief Executive Officer and Director	2019
Denise Ilitch ⁽⁶⁾	62	Chair of the Board	2020
Richard L. DeVore	62	Director	2020
Maximiliane C. Straub ⁽¹⁾⁽⁷⁾	54	Director	2020

(1) Standing for re-election at the Annual Meeting.

(2) Appointed March 8, 2016 with initial term expiring 2018.

(3) Not standing for re-election at the Annual Meeting.

Appointed March 6, 2018 with initial term expiring 2019. As disclosed below, Mr. Roberts will resign as a Class I

(4) director immediately prior to the Annual Meeting and will stand for re-election as a Class III director at the Annual Meeting.

(5) Co-Chair of the Board from June 29, 2015 to February 14, 2018.

(6) Chair of the Board since February 14, 2018. Formerly Co-Chair of the Board from July 1, 2016 to February 14, 2018.

Appointed March 6, 2018 with initial term expiring 2020. As disclosed below, Ms. Straub will resign as a Class II

(7) director immediately prior to the Annual Meeting and will stand for re-election as a Class III director at the Annual Meeting.

Director Background and Qualifications

The following sets forth the business experience during at least the past five years of each director nominee and each

of the directors whose term of office will continue after the Annual Meeting.

In addition, the following includes a brief discussion of the specific experience, qualifications, attributes and skills that led to the conclusion that the directors and nominees should serve on the Board at this time. The Corporate Governance and Nominating

Committee of the Board (the “Governance Committee”) considers the experience, mix of skills and other qualities of the existing Board to ensure appropriate Board composition. The Governance Committee believes that directors must have demonstrated excellence in their chosen field, high ethical standards and integrity, and sound business judgment. In addition, it seeks to ensure the Board includes members with diverse backgrounds, skills and experience, including appropriate financial and other expertise relevant to the Company’s business.

The Board believes that the directors and nominees have an appropriate balance of knowledge, experience, attributes, skills and expertise as a whole to ensure the Board appropriately fulfills its oversight responsibilities and acts in the best interests of stockholders. The Board believes that each director satisfies its criteria for demonstrating excellence in his or her chosen field, high ethical standards and integrity, and sound business judgment. In addition, the Board has eight independent directors in accordance with the applicable rules of the New York Stock Exchange (“NYSE”), and such directors are also independent of the influence of any particular stockholder or stockholder groups whose interests may diverge from the interests of the stockholders as a whole. Further, each director or nominee brings a strong background and set of skills to the Board, giving the Board, as a whole, competence and experience in a wide variety of areas.

Scott G. Kunselman

Director since 2016

Age 54

Scott G. Kunselman was appointed to our Board on March 8, 2016. Mr. Kunselman was appointed as chair of the Board’s Compensation Committee on August 17, 2016, and also serves as a member of the Board’s Audit Committee and Governance Committee. In December 2015, Mr. Kunselman joined Oakland University, a public university with its main campus located in Rochester, Michigan, as its chief operating officer. Prior to joining Oakland University, Mr. Kunselman was senior vice president - vehicle safety and regulatory compliance, FCA - North America for FCA US LLC (“Chrysler”), an automobile manufacturer headquartered in Auburn Hills, Michigan, from August 2014 through November 2015. Previously he was senior vice president - purchasing and supplier quality for Chrysler from April 2012 to August 2014. Mr. Kunselman held the position of senior vice president - engineering with Chrysler from June 2009 to April 2012. In December 2017, Mr. Kunselman was appointed to the board of directors of Promethient, a Michigan-based company providing human-scaled climate control solutions for a variety of applications. Mr. Kunselman previously served on the Oakland University Board of Trustees from August 2012 to November 2015, and served as the chair of the Michigan Minority Supplier Development Council from April 2012 to February 2014. Mr. Kunselman also served on the board of the FCA Foundation (former Chrysler Foundation) from 2009 to December 2015, and the board of the Michigan Science Center (former Detroit Science Center) from 2008 to December 2015. Mr. Kunselman brings to the Board extensive knowledge and expertise relating to the automotive industry and operations management. Mr. Kunselman has subject matter expertise in engineering, quality, purchasing and product innovation.

David A. Roberts
Director since 2018
Age 69

Mr. Roberts was appointed to our Board on March 6, 2018, and serves as a member of the Board's Audit Committee, Compensation Committee and Governance Committee. Mr. Roberts is currently chair of the board of directors of Carlisle Companies Incorporated ("Carlisle"), a diversified manufacturing company, a position he has held since December 2016. Mr. Roberts previously served as Carlisle's chief executive officer from June 2007 to December 2016. Prior to joining Carlisle, Mr. Roberts served as chair of the board of directors of Graco Inc., a manufacturer of fluid handling systems and components, from April 2006 to June 2007, and as president and chief executive officer from June 2001 to June 2007. In 2003, Mr. Roberts was appointed to the board of directors of Franklin Electric Co., a global leader in the manufacturing and distribution of products and systems focused on the movement and management of water and fuel, and currently chairs its corporate governance committee and is a member of its management organization and compensation committee. In September 2015, Mr. Roberts was appointed to the board of directors of SPX Corporation, a thermal equipment and services provider, and serves as chair of its compensation committee and as a member of its audit committee and nominating and governance committee. From 2012 to 2015, Mr. Roberts served on the board of directors of Polypore International, Inc., a leading global manufacturer specializing in microporous membranes and solutions for battery applications. Mr. Roberts began his career in the automotive industry, holding various manufacturing, engineering, and general management positions with The Budd Company, a leading automotive stamping manufacturer and supplier, Pitney Bowes, a global technology company, and FMC Corporation, a global technology and solutions provider in the agricultural, industrial and consumer markets. Mr. Roberts brings extensive experience in senior management of multinational companies, and expertise in the industrial and manufacturing sectors. Mr. Roberts' experience from his service on various public company boards will be a valuable asset to the Horizon Board.

Richard D. Siebert
Director since 2015
Age 65

Mr. Siebert was appointed to our Board on August 4, 2015. Mr. Siebert was appointed chair of the Board's Governance Committee, effective May 8, 2018, and also serves as a member of the Audit Committee and Compensation Committee. Mr. Siebert retired from KPMG LLP ("KPMG"), a global audit, tax and finance advisory firm, in September 2012. From 2003 to September 2012, Mr. Siebert served as the managing partner of the MidAmerica business unit of KPMG, and, from 2007 to January 2012, Mr. Siebert also served as the managing partner of KPMG's Detroit office. Previously, Mr. Siebert served as the managing partner of the Cincinnati office of KPMG, and as the audit practice lead in the St. Louis office of Arthur Andersen, a global public accounting firm. In 1976, Mr. Siebert joined Arthur Andersen, was admitted to partnership in 1987, and was instrumental in the transition of Arthur Andersen's St. Louis office to KPMG in 2003. During his career in public accounting, Mr. Siebert served as the lead engagement partner or client service partner for a broad range of public companies. Mr. Siebert currently serves as a member of the finance council of the Archdiocese of St. Louis, and is a member of its audit committee. Mr. Siebert brings to the Board extensive knowledge and expertise in financial reporting, accounting and Sarbanes-Oxley compliance for public companies. Mr. Siebert's 36-year career in public accounting also provides him with subject matter expertise in a broad range of governance, regulatory and securities matters.

A. Mark Zeffiro

President, CEO and Director since 2015

Age 51

Mr. Zeffiro was appointed as our president and chief executive officer on June 30, 2015. Mr. Zeffiro served as Co-Chair of our Board from June 29, 2015 to February 14, 2018, and has served as president and a director of Horizon since our incorporation on January 14, 2015. From January 2015 to June 2015, Mr. Zeffiro served as group president of Cequent, comprised of the Cequent Americas and Cequent APEA reportable segments of TriMas Corporation (“TriMas”), a diversified manufacturer and Horizon’s former parent company. Mr. Zeffiro served as chief financial officer of TriMas from June 2008 to January 2015 and executive vice president of TriMas from May 2013 until January 2015. Prior to joining TriMas, Mr. Zeffiro held various financial management and business positions with General Electric Company (“GE”), a diversified technology and financial services company, and Black and Decker Corporation (“Black & Decker”), a global manufacturer of quality power tools and accessories, hardware, home improvement products and fastening systems. From 2004 to 2008, during Mr. Zeffiro’s four-year tenure with Black & Decker, he was vice president of finance for the global consumer product group and Latin America. In addition, Mr. Zeffiro was directly responsible for and functioned as general manager of Black & Decker’s factory store business unit. From 2003 to 2004, Mr. Zeffiro was chief financial officer of First Quality Enterprises, a private company producing consumer products for the health care market. From 1988 through 2002, he held a series of operational and financial leadership positions with GE, the most recent of which was chief financial officer of its medical imaging manufacturing division. In April 2015, Mr. Zeffiro was appointed to the board of directors of Atkore International Group, Inc., a manufacturer of electrical raceway solutions and is currently chair of its audit committee. Mr. Zeffiro also serves on the board of directors of the Detroit Institute of Arts, where he chairs the finance committee, and the board of trustees of Walsh College, where he sits on the academic committee. Mr. Zeffiro's position as president and chief executive officer of Horizon provides him the ability to offer the Board firsthand insight into the operations and strategic vision of the Company. Mr. Zeffiro has extensive knowledge and subject matter expertise in strategic planning, business management, mergers and acquisitions and financial accounting.

Denise Ilitch

Chair of the Board, Director since 2015

Age 62

Ms. Ilitch was appointed to our Board on June 29, 2015. Ms. Ilitch became Chair of the Board on February 14, 2018, formerly serving as Co-Chair of the Board from July 1, 2016 to February 14, 2018. Ms. Ilitch served as chair of the Board's Compensation Committee until August 16, 2016, and is currently a member of the Board’s Compensation Committee, Audit Committee and Governance Committee. Ms. Ilitch is currently president of Ilitch Enterprises, LLC, a business operations management company, a position she has held since 2005. From 2000 to 2004, Ms. Ilitch served as president of Ilitch Holdings, Inc., an entertainment industries, food, fundraising and real estate development services company. From 1996 to 2004, Ms. Ilitch served as president of Olympia Development, LLC, a real estate development company. Ms. Ilitch currently serves as a trustee for the Skillman Foundation and as a regent on the University of Michigan Board of Regents, where she is a member of the health affairs committee. Ms. Ilitch has previously served as a board member of numerous community organizations, including the Detroit Branch of the NAACP, the Detroit Branch of the Federal Reserve Bank of Chicago, Detroit Renaissance, and the Karmanos Cancer Institute. She also co-chaired the 2009 Detroit Crisis Turnaround Team and served as a Detroit Red Wings Alternate Governor for the National Hockey League and as a board member of Major League Baseball. Ms. Ilitch brings to the Board more than 30 years of experience as a business executive and community leader. As a businesswomen and attorney, Ms. Ilitch has extensive knowledge and subject matter expertise in business development, corporate law and government policy.

Richard L. DeVore
Director since 2015
Age 62

Mr. DeVore was appointed to our Board on June 29, 2015. Mr. DeVore serves as chair of the Board's Audit Committee, and as a member of the Compensation Committee and Governance Committee. Mr. DeVore is currently executive vice president of PNC Bank, N.A., a member of the PNC Financial Services Group ("PNC"), one of the United States' largest diversified financial services organizations. Mr. DeVore was appointed executive vice president of PNC in November 2001 and, in his current role, he serves as president for the Detroit and Southeast Michigan regions and chairs the local PNC Foundation. From January 2009 through July 2010 (after its acquisition by PNC), he also served as the chief credit officer and as member of the board of directors of National City Bank, a financial services organization. Mr. DeVore previously held various chief credit officer and managerial positions with PNC from 1991 through 2001. Mr. DeVore currently serves on the boards of Business Leaders for Michigan, Oakland University, the Detroit Economic Club, the Detroit Symphony Orchestra, the Detroit Regional Chamber and Ann Arbor SPARK. Mr. DeVore has also taught banking and finance courses at Wayne State University. Mr. DeVore brings to the Board more than 39 years of financial institutions experience and unique insights into credit market conditions and corporate capital structure. Mr. DeVore has extensive knowledge and subject matter expertise in finance, mergers and acquisitions and risk management.

Maximiliane C. Straub
Director since 2018
Age 54

Ms. Straub was appointed to our Board March 6, 2018, and serves as a member of the Board's Audit Committee, Compensation Committee and Governance Committee. Ms. Straub is currently executive vice president of finance, controlling and administration, North America, and chief financial officer of Robert Bosch LLC, a subsidiary of Robert Bosch GmbH ("Bosch"), a leading global supplier of technology and services, since 2010. She joined Bosch in 1993 where she held positions of increasing responsibility with Bosch affiliates in the U.S., Germany and France, and eventually served as president of Bosch's chassis systems full brakes division in North America from 2006 to 2010. Ms. Straub currently serves as chair of the board of directors of Inforum, a professional organization focused on creating strategic connections to help advance professional women in Michigan and the Midwest. In 2017, she was appointed to the board of directors of MTS Systems Corporation, a leading global supplier of high performance test systems and sensors. In 2010 and 2015, Ms. Straub was recognized by Automotive News as one of the 'Top 100 Women in the Auto Industry'. Ms. Straub's extensive operations background and experience in the areas of finance, accounting, human resources, information technology, strategic planning, and mergers and acquisitions contribute to her international, automotive and leadership qualifications. The Horizon Board will benefit from Ms. Straub's strong operational and international business expertise.

Board Leadership Structure and Management

The Board was led by Co-Chairs A. Mark Zeffiro and Denise Ilitch until February 14, 2018, at which time the Board determined that it is in the Company's best interests to be led by Ms. Ilitch, as sole Chair of the Board. The Chair oversees the planning of the annual Board calendar and, in consultation with the other directors, will schedule and set the agenda for meetings of the Board and lead the discussions at such meetings. In addition, the Chair provides guidance and oversight to other members of management, helps with the formulation and implementation of our strategic plans and acts as the Board's liaison to the rest of management. In this capacity, the Chair is actively engaged in significant matters affecting us. The Chair also leads our annual meetings of stockholders and performs such other functions and responsibilities as requested by the Board from time to time.

The Board believes that separating the roles of the chief executive officer and chair is the most appropriate structure at this time and offers distinct benefits to the Company, including curtailing any potential conflict of interest and

facilitating objective Board evaluation of the Company's management.

As part of its oversight function, the Board monitors how management operates the Company, in part via its committee structure. When granting authority to management, approving strategies and receiving management reports, the Board considers, among other things, the risks and vulnerabilities the Company faces. The Audit Committee of the Board (the "Audit Committee") considers risk

issues associated with the Company's overall financial reporting, disclosure process and legal compliance, as well as reviews policies on risk control assessment and accounting risk exposure. In addition to its regularly scheduled meetings, the Audit Committee meets with the corporate audit team, and the independent registered public accounting firm in executive sessions at least quarterly, and with the General Counsel and Chief Compliance Officer as determined from time to time by the Audit Committee. Each of the Compensation Committee of the Board (the "Compensation Committee") and the Governance Committee considers risk issues associated with the substantive matters addressed by each such committee.

The Board held seven meetings during 2017. The following table sets forth the meeting information for the three standing committees of the Board for 2017:

THE BOARD AND COMMITTEES - MEMBERSHIPS & MEETINGS

	BOARD	CLASS	AUDIT	COMPENSATION	GOVERNANCE
Scott G. Kunselman	Director	III	ü	Chair	ü
David C. Dauch ⁽¹⁾	Director	III		ü	Chair
Samuel Valenti III	Director	III	ü	ü	ü
David A. Roberts ⁽²⁾	Director	I	ü	ü	ü
Richard D. Siebert ⁽³⁾	Director	I	ü	ü	Chair
A. Mark Zeffiro ⁽⁴⁾	Director	I			
Denise Ilitch ⁽⁵⁾	Chair	II	ü	ü	ü
Richard L. DeVore	Director	II	Chair	ü	ü
Maximiliane C. Straub ⁽⁶⁾	Director	II	ü	ü	ü
2017 Meetings	7		5	5	4

(1) Chair of the Governance Committee through the Annual Meeting on May 8, 2018.

Appointed March 6, 2018 with initial term expiring 2019. As disclosed below, Mr. Roberts will resign as a Class I

(2) director immediately prior to the Annual Meeting and will stand for re-election as a Class III director at the Annual Meeting.

(3) Chair of the Governance Committee effective immediately following the Annual Meeting on May 8, 2018.

(4) Co-Chair of the Board from June 29, 2015 to February 14, 2018.

(5) Chair of the Board since February 14, 2018. Formerly Co-Chair of the Board from July 1, 2016 to February 14, 2018.

Appointed March 6, 2018 with initial term expiring 2020. As disclosed below, Ms. Straub will resign as a Class II

(6) director immediately prior to the Annual Meeting and will stand for re-election as a Class III director at the Annual Meeting.

CLASS III - Term expires at 2018 annual stockholder meeting

CLASS I - Term expires at 2019 annual stockholder meeting

CLASS II - Term expires at 2020 annual stockholder meeting

As noted above, the Board currently consists of nine directors, divided into three classes as equal in number as possible. The members of each class serve for staggered, three-year terms, except for the initial terms described above. Upon the expiration of the term of a class of directors, directors in that class may be asked to stand for re-election for a three-year term at the Annual Meeting in the year in which their term expires. Messrs. Dauch and Valenti have elected not to stand for re-election at the Annual Meeting. The Board is deeply appreciative for the strong leadership and valuable contributions provided by each of Messrs. Dauch and Valenti. To meet the requirement that each class of directors be as nearly equal in number as possible, Mr. Roberts and Ms. Straub will resign as Class I and Class II director, respectively, at the Annual Meeting to be effective immediately prior to the Annual Meeting. Each of Messrs. Kunselman and Roberts and Ms. Straub have been nominated as Class III directors at the Annual Meeting, for terms of three years and until their respective successors shall be elected and shall qualify.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the Company's directors.

As part of our commitment to effective corporate governance, management and our Board undertook a review of current corporate governance trends and considered the view held by many institutional stockholders that a classified board structure has the potential

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