

Attached is your ballot for CRN's 2016 Board of Directors.

CRN's Board of Directors is composed of Directors from two sources:

- Large Members – Any CRN member paying dues on at least \$120 million in annual sales is offered one permanent seat on the Board of Directors. These positions do not require election and are filled at the discretion of the member. Currently, there are 26 permanent members on the Board.
- Small Members – The remainder of the Board of Directors is composed of elected representatives from “small” companies – those with under \$120 million in annual sales, and they are elected separately as “finished product manufacturer/marketer” or “ingredient supplier” representatives. The Bylaws provide that the number of representatives shall be 20% of the total number of small members in each category. These representatives serve three-year terms on the Board with the opportunity to run for re-election once. These members may run again after stepping down from the Board for one year.

Based on the current membership, there are six (6) finished product manufacturer/marketer elected positions, two (2) are up for election this year, and eleven (11) ingredient supplier elected positions, three (3) are up for election.

Process for Elections

In 2013, the Board of Directors amended CRN's Bylaws to provide for a more orderly and manageable nomination and election procedure. “Small companies” – ones with less than \$120 million in annual sales – could recommend one candidate for nomination to the Board of Directors. A Nominating Committee of the Board, chaired by the Immediate Past Chair of CRN, reviews the names submitted and compiles a slate of nominees to fill the available board positions in each category: finished product manufacturers/marketers and ingredient suppliers. This slate is being presented to the membership for approval. Only finished product manufacturers/marketers may vote in the finished product manufacturer/marketer election, and only ingredient suppliers may vote in the ingredient supplier election. If each slate receives a majority vote from that portion of the membership, the slate is determined to be elected. If a majority of the CRN membership rejects the slate put forth by the Nominating Committee, then all names submitted to the committee are then put on an open ballot and all CRN members vote, with the highest vote getters being elected.

Please review the enclosed slate for your category of membership: finished product manufacturer/marketer or ingredient supplier. If you consent to the slate put forth by the Nominating Committee, please sign and return the ballot to Covington & Burling, CRN's outside legal counsel, for tabulation. Ballots should be sent to Covington & Burling at:

Email: mguggenheim@cov.com

Fax: (202) 778-5235

Mail: Ms. Miriam J. Guggenheim, c/o Covington & Burling, LLP
One City Center, 850 Tenth St., N.W., Washington, D.C. 20001-4956.

If you have any difficulties, please call Miriam Guggenheim at (202) 662-5235.

All ballots must be received by close of business on Friday, November 25, 2016.