

**POLICY ON CONSIDERATION OF
DIRECTOR CANDIDATES RECOMMENDED BY SHAREHOLDERS
AND PROCEDURE FOR SUBMISSION**

Policy on Consideration of Shareholder Recommendations

The Corporate Governance and Nominating Committee (the “Committee”) will accept recommendations from shareholders for the nomination of directors made in accordance with this policy. Candidate recommendations submitted in accordance with this policy will be reviewed by the Corporate Secretary to determine satisfaction of any minimum qualifications for director candidates adopted by the Committee and consistency of the candidacy with current recruiting objectives of the Committee. Candidates determined by the Corporate Secretary to possess the minimum qualifications and to have characteristics not inconsistent with current recruiting objectives will be sent to the Committee for evaluation. The Committee will give such candidates the same consideration and evaluate them in the same manner as candidates recommended by any other process.

Procedure for Submissions

1. *Manner and Address for Submission.* All shareholder nominating recommendations must be in writing, addressed to the Corporate Governance and Nominating Committee, in care of the Company’s Corporate Secretary’s Office, 7201 Hamilton Boulevard, Allentown, PA 18195-1501. Submissions must be made by mail, courier, or personal delivery. E-mailed submissions will not be considered.
2. *Information Concerning the Recommending Shareholders.* A nominating recommendation must be accompanied by the following information concerning each recommending shareholder:
 - Name, address, and telephone number;
 - Number of the Company’s shares owned by each recommending shareholder and the time period for which such shares have been held;
 - If a recommending shareholder is not a shareholder of record, other verification of the holdings of the shareholder.
 - Any material interest of the shareholder in any business or proposal to be presented to the Board of Directors.

3. *Information Concerning the Candidate.* A nominating recommendation must be accompanied by the following information concerning the recommended candidate:
 - The name, age and contact information of the candidate; a description of the business experience of the candidate, including any other directorships held by the candidate; and information regarding past or present legal proceedings involving the candidate;
 - A description of all relationships between the candidate and the recommending shareholder(s) and any agreements or understandings between the recommending shareholder(s) and the candidate regarding the nomination.
 - A description of all relationships between the candidate and any of the Company's affiliates, competitors, customers, suppliers, labor unions, or other persons with special interests regarding the Company.
4. *Qualifications of the Candidate.* The recommending shareholder must furnish a statement supporting its view that the candidate possesses any minimum qualifications for director candidates disclosed in the Company's most recent proxy, and briefly describing the contributions that the candidate would be expected to make to the Board and to the governance of the Company.
5. *Consent to be Interviewed by the Committee and, if Nominated and Elected, to Serve.* The nominating recommendation must be accompanied by the consent of the candidate to the Company undertaking an inquiry into his or her background, to being interviewed by the Chairman of the Board and the Committee, at their discretion, and to serving as a director of the Company if nominated and elected.
6. *Timing for Submissions.* Shareholder nominating recommendations will be considered only for nomination by the Committee at an annual meeting of shareholders, not for interim elections by the Board to fill vacancies. A shareholder (or group of shareholders) wishing to submit a nominating recommendation for consideration at the next annual meeting must submit it not later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior annual meeting of shareholders.