

FORM **BCA 8.12**
FEMALE AND MINORITY
DIRECTORS REPORT
Business Corporation Act

FILED



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JUN 30 2020

JESSE WHITE
SECRETARY OF STATE

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-7808
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Payment must be made by check or money order payable to Secretary of State.

FILING FEE: \$25.00 File prior to: 04/01/2020 Year: 2020 File #: F 1895-564-4 Approved: 

Corporate Name: METHODE ELECTRONICS, INC.
Registered Agent: CT Corporation System
Registered Office: 208 LaSalle St., Ste. 814
City, IL, ZIP: Chicago, IL 60604-1101

County: Cook

A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.

1. Is the corporation a publicly held corporation with its principal executive office located in Illinois? YES NO

1a. Principal address of executive office in Illinois:

8750 W Bryn Mawr Ave. Chicago, IL 60631

2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 1

3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 1

4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 1

5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 2

6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 2

7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.)

See Attachment page 2

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Item 8 must be signed.

8. By  CFO Title 26 Mar 2020 Date
Any Authorized Officer's Signature

Attachment (Page 1)

Methode Board of Director Demographics

Question 2:

Our Nominating and Governance Committee is responsible for identifying and recommending to our Board of Directors individuals qualified to become directors consistent with criteria approved by our Board. In considering potential candidates for our Board, including with respect to nominations for re-election of incumbent directors, the Committee considers the potential candidate's integrity and business ethics; strength of character, judgment and experience consistent with our needs; specific areas of expertise and leadership roles; and the ability to bring diversity to our Board. While the Nominating and Governance Committee charter and our Corporate Governance Guidelines do not prescribe diversity standards, the Committee considers diversity in the context of the Board as a whole, including whether the potential candidate brings complementary skills and viewpoints. The Committee also considers the ability of the individual to allocate the time necessary to carry out the tasks of Board membership, including membership on appropriate committees. The Committee seeks an appropriate balance between newer directors and longer-serving directors. Two of our current ten independent directors were added in the last year.

Questions 3 & 4:

Board of Directors

Name	Gender	Race
Walter J. Aspatore	M	White
David P. Blom	M	White
Brian J. Cadwallader	M	White
Bruce K. Crowther	M	White
Darren M. Dawson	M	White
Donald W. Duda	M	White
Isabelle C. Goossen	F	White
Angelo V. Pantaleo	M	White
Mark D. Schwabero	M	White
Lawrence B. Skatoff	M	White
Mary Lindsey	F	White
Therese Bobek	F	White

Attachment (Page 2)

Questions 5, 6 and 7:

Our Nominating and Governance Committee is responsible for identifying and recommending to our Board of Directors individuals qualified to become directors consistent with criteria approved by our Board. In considering potential candidates for our Board, including with respect to nominations for re-election of incumbent directors, the Committee considers the potential candidate's integrity and business ethics; strength of character, judgment and experience consistent with our needs; specific areas of expertise and leadership roles; and the ability to bring diversity to our Board. While the Nominating and Governance Committee charter and our Corporate Governance Guidelines do not prescribe diversity standards, the Committee considers diversity in the context of the Board as a whole, including whether the potential candidate brings complementary skills and viewpoints. The Committee also considers the ability of the individual to allocate the time necessary to carry out the tasks of Board membership, including membership on appropriate committees. The Committee seeks an appropriate balance between newer directors and longer-serving directors. Two of our current ten independent directors were added in the last year.

The Committee has adopted a process for identifying new director candidates. Recommendations may be received by the Committee from various sources, including directors and Company contacts. In the event the Committee deems it appropriate to engage a search firm, it has sole authority to retain and terminate any such search firm and approve the search firm's fees. In June 2018, the Committee retained a search firm to assist with the independent director recruitment process.

The Committee will also consider suggestions from our shareholders. Shareholders may recommend candidates at any time, but the Committee requires recommendations for election at our annual meeting to be submitted to the Committee no later than 120 days before the first anniversary of the date of the proxy statement from the previous year's annual meeting. The written notice must include (i) the name, age, address and principal occupation or employment of the proposed nominee, (ii) the number of shares of our common stock owned by such nominee, (iii) a statement that the nominee is willing to be nominated, and (iv) any other information required in a proxy statement under the SEC's rules. Recommendations must be sent to the Nominating and Governance Committee, Methode Electronics, Inc., 8750 West Bryn Mawr Avenue, Suite 1000, Chicago, Illinois 60631. Any recommendations from shareholders will be evaluated in the same manner that potential nominees suggested by directors or Company contacts are evaluated. Information regarding the requirements to nominate a director at our 2020 Annual Meeting are set forth below under "Other Information—Shareholder Proposals and Director Nominations."

Additional information on exact process for proposing new director nominations:

Shareholder Proposals and Director Nominations

If you wish to submit a shareholder proposal for inclusion in our proxy materials for our 2020 annual meeting, our Corporate Secretary must receive your proposal no later than March 28, 2020. Your proposal must be in writing and must comply with the proxy rules of the SEC.

Our advance notice by-law provisions require that any shareholder proposal or director nomination to be presented from the floor of our 2020 annual meeting must be received by our Corporate Secretary not later than the 60th day nor earlier than the 90th day prior to September 12, 2020 (the first anniversary of the preceding year's annual meeting). If the date of our 2020 annual meeting is more than 30 days before or more than 60 days after September 12, 2020, shareholder proposals must be delivered no earlier than the 90th day prior to such annual meeting date and not later than the later of the 60th day prior to such annual meeting date or the 10th day following our public announcement of the meeting date for such annual meeting. Any shareholder proposal must be, under law, an appropriate subject for shareholder action in order to be brought before the meeting. In addition, in order to present a shareholder proposal or nominate a director at our 2020 annual meeting, the shareholder must satisfy certain other requirements set forth in our Amended and Restated By-Laws. Shareholder proposals and director nominations should be directed to the Corporate Secretary of Methode Electronics, Inc. at 8750 West Bryn Mawr Avenue, Suite 1000, Chicago, Illinois 60631.