

Edgar Filing: MILLER ENERGY RESOURCES, INC. - Form SC 13D

MILLER ENERGY RESOURCES, INC.
Form SC 13D
February 28, 2014

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

RULE 13d-2(a)

(Amendment No. __)

Miller Energy Resources, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

600527105
(CUSIP Number)

Thomas D. Mueller
Chief Operating Officer and Chief Compliance Officer
462 South Fourth Street, Suite 1600
Louisville, KY 40202
(502) 371-4100

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 27, 2014
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box X.

(Continued on following pages)

(Page 1 of 18 Pages)

1 NAMES OF REPORTING PERSONS

RIVER ROAD ASSET MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

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3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
or 2 (e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|---|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 3,229,485 |
|---|---|--------------------------------|

| | | |
|--|---|-----------------------------|
| | 8 | SHARED VOTING POWER NONE |
|--|---|-----------------------------|

| | | |
|--|---|-------------------------------------|
| | 9 | SOLE DISPOSITIVE POWER 4,078,405 |
|--|---|-------------------------------------|

| | | |
|--|----|----------------------------------|
| | 10 | SHARED DISPOSITIVE POWER NONE |
|--|----|----------------------------------|

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.2%

14 TYPE OF REPORTING PERSON

IA

NAMES OF REPORTING PERSONS

AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

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SOURCE OF FUNDS

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
or 2 (e) []

CITIZENSHIP OR PLACE OF ORGANIZATION

IOWA

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER NONE |
| | 8 | SHARED VOTING POWER 3,229,485 |
| | 9 | SOLE DISPOSITIVE POWER NONE |
| | 10 | SHARED DISPOSITIVE POWER 4,078,405 |

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,078,405

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA INVESTORS HOLDINGS LIMITED

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

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SOURCE OF FUNDS

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
|---|----|---------------------------------------|
| | 7 | SOLE VOTING POWER NONE |
| | 8 | SHARED VOTING POWER 3,229,485 |
| | 9 | SOLE DISPOSITIVE POWER NONE |
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA GROUP HOLDINGS LIMITED

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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SOURCE OF FUNDS
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
or 2 (e)

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

| | | |
|---|----|---------------------------------------|
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4,078,405

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA PLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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SOURCE OF FUNDS
OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d)
or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

| | | |
|---|----|---------------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER NONE |
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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

ITEM 1. SECURITY AND ISSUER

This statement relates to shares of Common Stock, par value \$0.0001 per share (the "Stock"), of Miller Energy Resources, Inc. (the "Issuer"). The principle executive office of the Issuer is located at the following address:

Miller Energy Resources, Inc.
9721 Cogdill Road, Suite 302
Knoxville, TN 37932

ITEM 2. IDENTITY AND BACKGROUND

The information regarding the persons filing this statement is as follows:

(a) The name of the persons filing are:

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RIVER ROAD ASSET MANAGEMENT, LLC ("RRAM"),
AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC. ("AINAH"),
AVIVA INVESTORS HOLDINGS LIMITED ("AIHL"),
AVIVA GROUP HOLDINGS LIMITED ("AGHL"), AND
AVIVA PLC ("AVIVA")
(COLLECTIVELY, THE "FILERS").

(b) The business address of the Filers is as follows:

FOR RRAM: 462 SOUTH FOURTH STREET, SUITE 1600, LOUISVILLE, KY 40202
FOR AINAH: 225 WEST WACKER, SUITE 1750, CHICAGO, IL 60606
FOR AIHL: NO. 1 POULTRY, LONDON EC2R 8EJ
FOR AGHL AND AVIVA: AVIVA PLC, ST HELEN'S, 1 UNDERSHAFT, LONDON EC3P 3DQ

(c) Present principal occupation or employment of the Filers and the name, principal business and address of any corporation or other in which such employment is conducted: RRAM IS A SECURITIES AND EXCHANGE COMMISSION REGISTERED INVESTMENT ADVISOR. AINAH, AIHL, AND AGHL ARE HOLDING COMPANIES. AVIVA IS A PUBLICLY TRADED COMPANY. AINAH IS 100% OWNER OF RRAM. AIHL IS 100% OWNER OF AINAH. AGHL IS 100% OWNER OF AIHL. AVIVA IS 100% OWNER OF AGHL.

THE NAME, BUSINESS ADDRESS, BUSINESS ACTIVITY AND PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT OF EACH EXECUTIVE OFFICER AND DIRECTOR OF THE FILERS ARE SET FORTH IN ANNEX A, WHICH IS INCORPORATED HEREIN BY REFERENCE.

(d) During the last five years, none of the Filers, or the persons listed in Annex A, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Filers, or the persons listed in Annex A, were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

RRAM IS ORGANIZED UNDER THE LAWS OF DELAWARE.
AINAH IS ORGANIZED UNDER THE LAWS OF IOWA.
AIHL, AGHL, AND AVIVA ARE ORGANIZED UNDER THE LAWS OF ENGLAND AND WALES.

THE CITIZENSHIP OF EACH EXECUTIVE OFFICER AND DIRECTOR OF THE FILERS WHO IS A NATURAL PERSON IS SET FORTH IN ANNEX A HERETO, WHICH IS INCORPORATED HEREIN BY REFERENCE.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The source of funds used in purchasing the Stock of the Issuer is RRAM client funds for which RRAM acts as investment advisor pursuant to an investment advisory agreement between each RRAM client and RRAM. The amount of funds used in purchasing the Stock of the Issuer is \$22,111,802.72.

ITEM 4. PURPOSE OF TRANSACTION

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The Stock was acquired for investment purposes in the ordinary course of business. As such, the Filers may purchase, hold, vote, trade, dispose, sell or otherwise deal the Stock for the benefit of their clients depending on changes in the per share price of the Stock, or related to changes in the Issuer's operations, management structure, business strategy, future acquisitions, growth prospects, liquidity, capital allocation, including use of leverage, or from the sale or merger of the Issuer. The Filers may discuss such matters, and specifically may discuss board of director nominees and may suggest potential board of director nominees, with the Issuer's management or directors, other shareholders, existing or potential strategic partners or competitors, investment and finance professionals, and other investors. Such analysis and discussions may result in the Filers materially modifying their ownership of the Stock. The Filers may also exchange information with the Issuer pursuant to confidentiality or similar agreements, propose changes in its operations, governance, capitalization, or propose one or more of the actions described in sections (a) through (j) of Item 4 of Schedule 13D, all in order to enhance shareholder value. The Filers do not intend to seek control of the Issuer or participate in the day-to-day management of the Issuer, and any Reporting Person that is registered as an investment company under the Investment Company Act of 1940, as amended, will participate in such a transaction only following receipt of an exemption from the Securities and Exchange Commission under Rule 17d-1 promulgated under the Investment Company Act of 1940, as amended, if required, and in accordance with other applicable law.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) Based on 44,524,779 shares of Common Stock of the Issuer outstanding as of December 2, 2013, the Filers, or the persons listed in Annex A, may be deemed to beneficially own 4,078,405, or 9.2%, of the Issuer's outstanding shares of Common Stock.
- (b) The Filers, or the persons listed in Annex A, have the sole power to vote or direct the vote of 3,229,485 shares of the Stock and to dispose or direct the disposition of 4,078,405 shares of the Stock that the Filers may be deemed to beneficially own.
- (c) The Filers effected the following transactions in the Stock in open market transactions on the dates indicated, and such transactions are the only transactions in the Stock by the Filers during the sixty days prior to February 26, 2014 (date range: December 29, 2013 through February 26, 2014):

| (1) NAME | (2) DATE | (3) NUMBER OF SHARES OF COMMON STOCK | (4) PRICE PER SHARE OF COMMON STOCK | (5) HOW TRANSACTED - TSELL OR BUY | WHERE TRAN |
|----------|------------|--|--|---|--------------------|
| RRAM | 12/31/2013 | 13152 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 284 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 2796 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 3517 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 392 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 512 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 8242 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 13920 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 4622 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 15589 | 7.12 | Buy | RRAM Principal Pla |

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| | | | | | |
|------|------------|-------|------|------|--------------------|
| RRAM | 12/31/2013 | 2320 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 1152 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 4597 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 213 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 12/31/2013 | 76 | 7.12 | Buy | RRAM Principal Pla |
| RRAM | 1/2/2014 | 160 | 6.74 | Sell | RRAM Principal Pla |
| RRAM | 1/2/2014 | 20 | 6.74 | Sell | RRAM Principal Pla |
| RRAM | 1/2/2014 | 10 | 6.74 | Sell | RRAM Principal Pla |
| RRAM | 1/2/2014 | 20 | 6.74 | Sell | RRAM Principal Pla |
| RRAM | 1/7/2014 | 1500 | 6.92 | Sell | RRAM Principal Pla |
| RRAM | 1/8/2014 | 180 | 6.93 | Buy | RRAM Principal Pla |
| RRAM | 1/8/2014 | 1100 | 6.94 | Buy | RRAM Principal Pla |
| RRAM | 1/17/2014 | 4500 | 7.49 | Sell | RRAM Principal Pla |
| RRAM | 1/24/2014 | 2593 | 7.73 | Sell | RRAM Principal Pla |
| RRAM | 1/24/2014 | 1217 | 7.73 | Sell | RRAM Principal Pla |
| RRAM | 1/31/2014 | 1320 | 7.80 | Buy | RRAM Principal Pla |
| RRAM | 2/4/2014 | 2050 | 7.18 | Buy | RRAM Principal Pla |
| RRAM | 2/6/2014 | 320 | 7.13 | Buy | RRAM Principal Pla |
| RRAM | 2/6/2014 | 90 | 7.16 | Buy | RRAM Principal Pla |
| RRAM | 2/6/2014 | 10000 | 6.94 | Buy | RRAM Principal Pla |
| RRAM | 2/10/2014 | 840 | 7.19 | Buy | RRAM Principal Pla |
| RRAM | 2/10/2014 | 6660 | 7.19 | Buy | RRAM Principal Pla |
| RRAM | 2/13/2014 | 5000 | 7.22 | Sell | RRAM Principal Pla |
| RRAM | 2/25/2014 | 240 | 6.74 | Buy | RRAM Principal Pla |
| RRAM | 2/25/2014 | 70 | 6.74 | Buy | RRAM Principal Pla |
| RRAM | 2/26/2014 | 940 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 2310 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 330 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 100 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 600 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 220 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 520 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 280 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 610 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 1150 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 520 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 490 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 30 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 350 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 610 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 240 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 1560 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 300 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 210 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 690 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 2480 | 6.46 | Sell | RRAM Principal Pla |
| RRAM | 2/26/2014 | 460 | 6.46 | Sell | RRAM Principal Pla |

The transactions noted above were purchases or sales of shares effected in the open market and the table includes commissions paid in per share prices.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

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RRAM is the investment adviser to accounts of RRAM clients pursuant to investment advisory agreements between RRAM clients and RRAM. Each investment advisory agreement provides RRAM with the authority, among other things, to invest account funds in the Stock, to dispose of the Stock, and to file this statement on behalf of the account. Some, but not all, investment advisory agreements provide RRAM with the authority to vote for the Stock. The number of shares of Stock for which RRAM has sole voting power is reflected on RRAM's cover page.

RRAM, AINAH, AIHL, AGHL, and Aviva entered into an Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G dated as of March 2, 2011 (the "Agreement"). Under the Agreement, RRAM was appointed agent and attorney-in-fact to prepare or cause to be prepared, sign, file with the Securities and Exchange Commission and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended. The Agreement will terminate in the event that a statement terminating the Agreement is filed with the Securities and Exchange Commission. The Agreement is attached as Exhibit 99.1.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

EXHIBIT 99.1 - Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G dated as of March 2, 2011.

ANNEX A - The name, business address, business activity, present principal occupation or employment and, if natural person, citizenship of each executive officer and director of the Filers.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 28, 2014

RIVER ROAD ASSET MANAGEMENT, LLC,
a Delaware limited liability company

/s/ Thomas D. Mueller

By: Thomas D. Mueller
Chief Operating Officer and
Chief Compliance Officer

RIVER ROAD ASSET MANAGEMENT, LLC,
a Delaware limited liability company

AS POWER OF ATTORNEY FOR:

/s/ AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.,
an Iowa corporation

/s/ AVIVA INVESTORS HOLDINGS LTD,
a limited liability company organized
under the laws of England and Wales

/s/ AVIVA GROUP HOLDINGS LIMITED,

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a limited liability company organized under the laws of England and Wales

/s/ AVIVA PLC,

a public limited company organized under the laws of England and Wales

/s/ Thomas D. Mueller by Power of Attorney, See Exhibit 99.1

By: Thomas D. Mueller
Chief Operating Officer and Chief Compliance Officer

Annex A

The name, business address, business activity, present principal occupation or employment and, if natural person, citizenship of each executive officer and director of the Filers are set forth in Exhibit A hereto, which is incorporated herein by reference.

RIVER ROAD ASSET MANAGEMENT, LLC

| NAME | BUSINESS ADDRESS | BUSINESS ACTIVITY | PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT | CITIZENSHIP |
|-----------------------|--|-----------------------------|--|---------------|
| Shircliff, James C. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Chief Investment Officer | Chief Investment Officer | United States |
| Beck, R. Andrew | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | President & CEO | President & CEO | United States |
| Sanders III, Henry W. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Executive Vice President | Executive Vice President | United States |
| Cinnamond, Erik K. | 822 North A1A Highway Ponte Vedra, FL 32082 | Vice President | Vice President | United States |
| Forsha, Thomas S. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Co-Chief Investment Officer | Co-Chief Investment Officer | United States |
| Deuser, Greg E. | 462 S. 4th | Chief Risk Officer | Chief Risk Officer | United States |

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|----------------------------|---|--|---|-----|
| | Street Suite 1600 Louisville, KY 40202 | | | |
| Brown, J. Alex | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Research | Director of Research | Uni |
| Mueller, Thomas D. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Chief Compliance Officer and Chief Operating Officer | Chief Compliance Officer and Chief Operating Officer | Uni |
| Fiorito, Christopher K. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Trading | Director of Trading | Uni |
| Robbins, L. Michele | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Vice President of Client & Consultant Relations | Vice President of Client & Consultant Relations | Uni |
| O'Leary, Katrina H. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Vice President of Client & Consultant Relations | Vice President of Client & Consultant Relations | Uni |
| Burnett, Shannon M. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Client Services | Director of Client Services | Uni |
| Snyder, Meagan N. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Compliance | Director of Compliance | Uni |
| Wainwright, Robert W. | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Business Strategy Development | Director of Business Strategy Development | Uni |
| Whitney B. Conn | 462 S. 4th Street Suite 1600 Louisville, KY 40202 | Director of Operations | Director of Operations | Uni |

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AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.

| NAME | BUSINESS ADDRESS | BUSINESS ACTIVITY | PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT | CITY |
|----------------------|--|----------------------|--|------|
| O'Brien, Patrick | 225 West Wacker Suite 1750 Chicago, IL 60606 | Director and Officer | Director and Officer | Uni |
| Preseau, Chuck G. | 225 West Wacker Suite 1750 Chicago, IL 60606 | Director and Officer | Director and Officer | Uni |
| Purkalitis, Andra C. | 225 West Wacker Suite 1750 Chicago, IL 60606 | Director and Officer | Director and Officer | Uni |
| Neville, Patrick | No. 1 Poultry London EC2R 8EJ | Director | Director and Officer | Uni |

AVIVA INVESTORS HOLDINGS LIMITED

| NAME | BUSINESS ADDRESS | BUSINESS ACTIVITY | PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT | CITY |
|------------------------------|---|------------------------------------|---|------|
| Misselbrook, John | No.1 Poultry, London EC2R 8EJ | Non-executive director | Non-executive director and Chairman, Aviva Investors Holdings Limited | Uni |
| Kyprianou, Robert Anastassis | No.1 Poultry, London EC2R 8EJ | Independent non-executive director | Non-executive director, Aviva Investors Holdings Limited | Uni |
| Wolstenholme, Manjit | No.1 Poultry, London EC2R 8EJ | Independent non-executive director | Non-executive director, Aviva Investors Holdings Limited | Uni |
| Regan, Patrick Charles | St Helen's, 1 Undershaft, London EC3P 3DQ | Director | Chief Financial Officer, Aviva plc | Uni |

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|-------------------------------|--|------------------------|---|-----|
| Windsor, Jason Michael | St Helen's, 1 Undershaft, London EC3P 3DQ | Director | Chief Strategy and Development Officer, Aviva plc | Uni |
| Munro, Euan | No.1 Poultry, London EC2R 8EJ | Director and Executive | Chief Executive Officer, Aviva Investors | Uni |
| Neville, Patrick John | No.1 Poultry, London EC2R 8EJ | Director and Executive | Chief Financial Officer, Aviva Investors | Uni |
| Boulier, Jean-Francois | 26-28 Rue de la Pepiniere Paris 75008, France | Executive | Chief Investment Officer, Fixed Income, Aviva Investors | Fra |
| Callaghan, Ruth Caroline | No.1 Poultry, London EC2R 8EJ | Executive | Chief Human Resources Officer, Aviva Investors | Uni |
| Davis, Ian Frank Davis | No.1 Poultry, London EC2R 8EJ | Executive | Chief Operating Officer, Aviva Investors | Uni |
| Field, Richard Julian | No.1 Poultry, London EC2R 8EJ | Executive | Chief Risk Officer, Aviva Investors | Uni |
| Hibbert, Christopher James | No.1 Poultry, London EC2R 8EJ | Executive | Transformation Director, Aviva Investors | Uni |
| O'Brien, Patrick Joseph | 225 West Wacker Suite 1750 Chicago, IL 60606 | Executive | Country Manager-Americas and Asia Pacific, Aviva Investors | USA |
| Potter, Edward Eliphalet | No.1 Poultry, London EC2R 8EJ | Executive | Director of Global Business Development, Aviva Investors | USA |
| Womack, Ian Bryan | No.1 Poultry, London EC2R 8EJ | Executive | Chief Executive-Global Real Estate, Aviva Investors | Uni |

AVIVA GROUP HOLDINGS LIMITED

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| NAME | BUSINESS ADDRESS | BUSINESS ACTIVITY | PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT | CITY |
|------------------------|--|--------------------|--|-------------------|
| Lister, John Robert | St Helen's, 1 Undershaft, London EC3P 3DQ | Director | Group Chief Risk & Capital Officer | Uni |
| Regan, Patrick Charles | St Helen's, 1 Undershaft, London EC3P 3DQ | Director | Group Chief Financial Officer | Uni |
| Wilson, Mark Andrew | St Helen's 1 Undershaft, London EC3P 3DQ | Director Group | Chief Executive Officer | New |
| AVIVA PLC | | | | |
| NAME | BUSINESS ADDRESS | BUSINESS ACTIVITY | PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT | CITY |
| Barker, Glyn | St Helen's, 1 Undershaft, London EC3P 3DQ | Non exec. Director | Non exec. Director | Uni |
| Cross, Patricia Anne | St Helen's, 1 Undershaft, London EC3P 3DQ | Non exec. Director | Non exec. Director | Aus |
| Hawker, Michael John | St Helen's, 1 Undershaft, London EC3P 3DQ | Non exec. Director | Non exec. Director | Aus |
| Huey Evans, Gay | St Helen's, 1 Undershaft, London EC3P 3DQ | Non exec. Director | Non exec. Director | Uni Sta Kin |
| McFarlane, John | St Helen's, 1 Undershaft, London EC3P 3DQ | Non exec. Chairman | Non exec. Chairman | Uni Kin |
| Mire, Michael | St Helen's, | Non exec. Director | Non exec. Director | Uni |

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| | 1 Undershaft, London EC3P 3DQ | | | |
| Montague, Adrian Alastair | St Helen's, | Senior Independent Director | Senior Independent Director | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Regan, Patrick Charles | St Helen's, | Executive Director | Group Chief Financial Officer | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Stein, Robert William | St Helen's, | Non exec. Director | Non exec. Director | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Wheway, Jonathan Scott | St Helen's, | Non exec. Director | Non exec. Director | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Wilson, Mark Andrew | St Helen's, 1 Undershaft, London EC3P 3DQ | Director | Group Chief Executive Officer | New |
| | | | | |
| Amin, Nitinbhai Babubhai Maganbhai | St Helen's, | Executive Committee Member | Group Transformation Director | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Barral, David | St Helen's, | Executive Committee Member | Chief executive officer, Aviva UK & Ireland Life Insurance | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Boyle, Paul | St Helen's, | Executive Committee Member | Chief Audit Officer | Uni |
| | 1 Undershaft, London EC3P 3DQ | | | |
| Cooper, Kirstine Ann | St Helen's, | Executive Committee Member | Group General Counsel & Company Secretary | Uni |
| | 1 Undershaft, London EC3P | | | |

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3DQ

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| Deputy, Christine | St Helen's, 1 Undershaft, London EC3P 3DQ | Executive Committee Member | Group HR Director | Uni |
| Lister, John Robert | St Helen's, 1 Undershaft, London EC3P 3DQ | Executive Committee Group Member | Chief Risk & Capital Officer | Uni |
| Mackenzie, Amanda Felicity | St Helen's, 1 Undershaft, London EC3P 3DQ | Executive Committee Member | Chief marketing and communications officer | Uni |
| McMillan, David John Ramsay | St Helen's, 1 Undershaft, London EC3P 3DQ | Executive Committee Member | Chief Executive Officer, Aviva Europe | Uni |
| Munro, Euan George | 1 Poultry, London, EC2R 8EJ | Executive Committee Member | Chief executive officer, Aviva Investors | Uni |
| Seng, Khor Hock | 4 Shenton Way, #26-01, SGX Centre 2 Singapore 068807 Singapore | Executive Committee Member | Chief Executive Officer, Aviva Asia | Mal |
| Tulloch, Maurice Ewen | 8 Surrey Street, Norwich, Norfolk NR1 3NG | Executive Committee Member | Chief executive officer, Aviva UK & Ireland General Insurance | Can |
| Windsor, Jason | St Helen's, 1 Undershaft, London EC3P 3DQ | Executive Committee Member | Chief strategy & development officer | Uni |