

HEWLETT PACKARD CO

Form DFAN14A

February 27, 2002

**SCHEDULE 14A**  
**(RULE 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

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Check the appropriate box:

Preliminary Proxy Statement

Definitive

Proxy

Statement

Confidential, for

Use of the

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(as permitted by

Rule 14a-6(e)(2))

Definitive

Additional

Materials

Soliciting

Material Pursuant

to Rule 14a-12

**HEWLETT-PACKARD COMPANY**

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(Name of Registrant as Specified In Its Charter)

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**WALTER B. HEWLETT, EDWIN E. VAN BRONKHORST AND THE WILLIAM R. HEWLETT REVOCABLE TRUST**

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

Fee not required.

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(1) Title of each

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount

Previously Paid:

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(2) Form,  
Schedule or  
Registration  
Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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*February 26, 2002*

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Note: Stock data through 2/15/02

<sup>1</sup> This index is comprised of companies used by Goldman Sachs in performing its Selected Companies Analysis in connection with rendering its fairness opinion to HP relating to HP's proposed merger with Compaq and includes Apple, Accenture, Computer Sciences, Dell, EDS, EMC, Gateway, IBM, KPMG Consulting, Network Appliance, Sun. Index is weighted by shares outstanding.

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<sup>1</sup> As of 2/15/02

<sup>2</sup> The index of comparable companies is comprised of the same companies used by Goldman Sachs in performing its Selected Companies Analysis in connection with rendering its fairness opinion to HP on its proposed merger with Compaq, excluding EMC, Gateway, Sun Microsystems, and Network Appliance because their price-earnings ratios were not meaningful as of February 15, 2002.

Source: FactSet, First Call.

<sup>1</sup> The Goldman Sachs Comparable Index is comprised of companies used by Goldman Sachs in performing its "Selected Companies Analysis" in connection with rendering its fairness opinion to HP relating to HP's proposed merger with Compaq and includes Apple Computer, Accenture, Computer Sciences Corporation, Dell, Electronic Data Systems, EMC, Gateway, IBM, KPMG Consulting, Network Appliance and Sun Microsystems, weighted by market capitalization.

Source: FactSet, First Call.

Note: Historical data from FY 2001 10-Ks and quarterly earnings releases.

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<sup>1</sup> Carly Fiorina speaking on CNBC Squawk Box 2/7/02

<sup>2</sup> HP/Compaq multiple paid is based on Compaq FY02 EPS estimate from First Call and HP price as of February 15, 2002, based on deal ratio of 0.6325 HWP shares for each share of CPQ. Historical forward P/E ratios are based on terms of the deal as per company filings at time of announcement and target First Call EPS estimates for the next fiscal year on the day prior to the announcement of the deal.

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- <sup>1</sup> Based on HP's closing share price of \$20.36 on February 15, 2002, and the announced exchange ratio of 0.6325 and Compaq's First Call consensus EPS estimate of \$0.27 for calendar year 2002.
- <sup>2</sup> Based on HP's First Call consensus earnings estimate of \$1.15 for calendar year 2002 and closing share price of \$20.36 as of February 15, 2002.
- <sup>3</sup> Based on First Call estimates as of February 15, 2002
- <sup>4</sup> Based on pro forma combined EPS calculated based on standalone First Call estimates and excluding the impact of revenue losses and cost savings.
- <sup>5</sup> Based on First Call estimates as of August 31, 2001

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- <sup>1</sup> As per Goldman Sachs Fairness Opinion dated August 31, 2001, from HP's S-4 as filed with the SEC on February 5, 2002.
- <sup>2</sup> As per First Call, as of February 25, 2002. Net Income is calculated by multiplying EPS estimate by current shares outstanding.
- <sup>3</sup> Offer Price based upon announced exchange ratio of 0.6325 shares of HP for each share of Compaq.
- <sup>4</sup> Based upon prices as of 2/15/02.



Note: For detail, see analysis presented on p. 21-26 of Walter Hewlett Filing HP is Misleading Stockholders: Financial Analysis Illustrates that Compaq Merger Destroys Shareholder Value, 1/23/02

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- <sup>1</sup> Based on assumptions similar to management's outlined on page 30 of HP Position on Compaq Merger, 12/19/01. Present values, except for core dilution and cost to achieve savings, calculated as of February 19, 2002 based on a 20x forward price-earnings multiple applied to net earnings impact in calendar year 2004. Assumes 26% marginal tax rate.
- <sup>2</sup> Assumes net pre-tax cost savings in calendar year 2004 of \$2.0 billion based on \$2.5 billion in cost savings and \$0.5 billion in lost profit on lost revenues. Lost profit calculation assumes \$84.0 billion in revenue in calendar year 2004 before revenue losses, 4.9% revenue loss, 12% contribution margin.
- <sup>3</sup> Represents the value of the core dilution of the transaction before the realization of cost savings at HP's current 2002 calendar year price-earnings multiple of 17.7x. Calendar 2002 pro forma earnings before cost savings calculated based on First Call consensus earnings estimates of \$1.11 and \$1.35 for HP for fiscal years 2002 and 2003, respectively, and \$0.27 for Compaq for its fiscal 2002. Under management's present value methodology, the core dilution has a value of \$3.56 per share based on calendar 2004 earnings estimates.
- <sup>4</sup> Realistic case based on \$1.3 billion restructuring charge established in connection with Compaq's acquisition of DEC in 1998, which also involved approximately 15,000 layoffs, and the \$635 million in retention bonuses announced by management in the proposed HP/Compaq merger. In fiscal 2001, HP took a \$384MM charge for a restructuring it estimated would result in annual cost savings of approximately \$500MM. Downside case based on 50% premium to realistic case (11.4% of transaction value). Compaq/DEC restructuring charge as a percentage of transaction value was 13.5%. Excludes the impact of new employment agreements with Ms. Fiorina and Mr. Capellas. Assumes cash is paid out ratably over the first six months following closing.
- <sup>5</sup> Realistic case based on BofA, Hewlett-Packard: Management Turns up the Heat, 12/19/01 base case of 87.8% of management estimate realized in 2003 (\$1.8 billion assumed vs. management estimates of \$2.1 billion). Downside based on BofA downside case 75.6% of management estimate realized in 2003 (\$1.6 billion assumed vs. management estimates of \$2.1 billion).
- <sup>6</sup> Realistic case based on historical experience of tech companies, revenue loss in services, and higher fixed cost assumptions post planned cost synergies. See analysis presented on p. 21-26 of Walter Hewlett Filing HP is Misleading Stockholders... . Downside case based on discount to Compaq/DEC transaction.
- <sup>7</sup> Realistic case assumption based on historical experience of tech companies, revenue loss in services. Downside case based on discount to McKinsey computer company example (see Revenue Loss Benchmarks on p. 11 of Walter Hewlett Filing as amended Why HP is Worth More Than Compaq ).

<sup>1</sup> Based on actual results from FY 2001 and segment projections from Bernstein research dated 12/18/01.

<sup>2</sup> Based on actual results for CY 2001 for Compaq, actual results for FY 2001 for HP and segment projections for HP from Bernstein research dated 12/18/01 and segment projections for Compaq from Banc of America research dated 1/17/02.

<sup>1</sup> The Wall Street Journal, December 17, 2001, emphasis added.

<sup>1</sup> HP 425, 9/25/01, Ms. Fiorina's speech to the European IDC Forum, p. 2

<sup>2</sup> HP 425, 2/4/02, Ms. Fiorina's speech at Goldman Sachs Technology Conference

<sup>1</sup> In CY2001, Compaq lost \$587MM on PC revenue of \$15.2B and HP was projected to lose \$192MM on PC revenue of \$9.1B, see Definitive Proxy filed with the SEC on 2/5/02.

<sup>2</sup> Goldman Sachs, Goldman Sachs IT Spending Survey: United States, 2/4/02, pg. 17

Source: IDC PC Tracker. Annual average selling price calculated by dividing total value by total units sold

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- <sup>1</sup> Includes Microsoft, Intel, HP, Compaq, Dell, IBM, and Gateway.
- <sup>2</sup> Compaq: 1998-1999 numbers taken from 2/09/00 10-K filing; 2000-2003 numbers taken from 1/28/02 Deutsche Bank research p 9-10. Data includes all PCs, handhelds and workstations; HP: 1998-2000 numbers based on Morgan Stanley research dated 10/2/01 and are for PCs only; 2001 numbers are from company 1Q02 earnings announcement, and include handhelds; 2002-2003 numbers also include handhelds and are based on 2/13/02 Banc of America Securities research, p. 10. FY ends October 31. IBM: 1998-2001 numbers based on 4th quarter earnings releases dated 1/19/00, 1/17/01, and 1/17/02. Data is for pre-tax income. 2002-2003 forecasts from Morgan Stanley research dated 11/1/01. Gateway: 1998 numbers are for all systems products, taken from 4/07/00 Morgan Stanley research, p 31; 1999-2000 numbers are for PCs only, from 7/10/02 Morgan Stanley research, p 6; 2001-2003 numbers are for PCs only, from 1/25/02 Morgan Stanley research, p 7. FY ends December 31.
- <sup>3</sup> Dell: Operating margin numbers are for the entire company, and are from Dell's website. PC operating income obtained by taking PC only revenue and applying overall company operating margin to that revenue. 1998 numbers are taken from 11/23/98 Morgan Stanley research, p 11; 1999 numbers taken from 10/18/99 Morgan Stanley research, p 9, 2000 numbers taken from 8/11/00 Morgan Stanley research, p 8; 2001-2003 numbers taken from 1/22/02 Morgan Stanley research, p 4. FY ends January 31; Dell is currently in FY 2002.
- <sup>4</sup> Microsoft 1998-1999 numbers estimates for desktop software (applications and platforms) based on 9/18/01 10-K filing. 2000-2001 numbers estimates based on 9/18/01 10-K Filing. 2002-2003 numbers estimates based on 1/31/02 Goldman Sachs research p. 28.
- <sup>5</sup> Intel 1998-2001 numbers estimates based on Intel Architecture Group operating margins from 3/13/01 10-K and 1/15/02 Company Press Release applied to estimated desktop-specific revenue based on desktop revenue estimates in 10/17/01 CIBC World Markets report. 2002-2003 numbers based on overall Intel revenue and operating profit growth from Morgan Stanley research dated 1/16/02 applied to current estimated Intel revenue and operating profit in desktops.



<sup>1</sup> IDC PC Tracker. 2001 data is latest available data (Q1-Q3 2001)

<sup>2</sup> PC/PC server estimate from UBS Warburg research from report Worldwide Demand Tracking February 2002: New PC Economics Does not include services and enterprise businesses.

- <sup>1</sup> 2001 calendar YTD through 3Q 01. Based on 1Q 01, 2Q 01, 3Q 01 Factory Revenues as reported by IDC in Server Tracker database. Other operating systems include IDC's Other category and OpenVMS (Compaq only)
- <sup>2</sup> Factory Revenue as reported in IDC Server Tracker database for 1st 3 quarters of 2001. Price range categories defined by IDC: Entry is less than \$100k; Mid-Range is \$100,000-\$999,999; High End is \$1MM+

Source: IDC 2001E data based on report Worldwide Disk Storage Systems Market Forecast and Analysis, 1999-2005 , December, 2001. Internal includes internal JBOD . SAN is Storage Attached Network, NAS is Network Attached Storage, DAS is direct attached storage. Compaq is \$20MM in NAS. External Direct Attached is direct attached storage excluding external JBOD and all other internal direct attached storage







<sup>1</sup> Based on HP 10/31/01 10-K and Bernstein research dated 12/18/01. Excludes \$0.4B in restructuring and acquisition-related charges. Total EBIT includes \$0.4Bn in other losses and eliminations.

<sup>2</sup> Based on revenue growth and margin assumptions detailed on pages 31 and 32.

<sup>3</sup> Historical FY 1998 to FY 2000 average operating income margin was 8.8%. HP reported an overall operating income margin of 6.3% in the first quarter of fiscal 2002. HP's standalone First Call estimate of \$1.35, as of February 15, 2002, for fiscal 2003 implies an operating income margin of 6.9% based on a 22% effective tax rate and zero net interest expense and other income. Banc of America Securities projects an operating income margin of 7.4% in fiscal 2003 under management's current strategy and incorporates estimated impact of pre-closing negative revenue synergies.

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- <sup>1</sup> Estimated potential share price in fiscal 2003. Prior presentations of the value impact of the proposed merger excluded the impact of potential multiple compression. This analysis excludes the impact of the costs to achieve potential cost savings.
- <sup>2</sup> Based on assumptions detailed on pages 31 and 32
- <sup>3</sup> Based on First Call consensus estimate as of February 15, 2002 based on company's existing strategy.
- <sup>4</sup> Based on consensus earnings estimates for HP and Compaq of \$1.35 and \$0.45, respectively, for HP's fiscal 2003, \$1.8 billion in pre-tax cost savings, 10% revenue loss, 25% contribution margin, and 26% effective tax rate.
- <sup>5</sup> Management assumption based on 425 filing of 12/19/01.
- <sup>6</sup> Based on current First Call consensus estimate of \$1.11 for fiscal 2002 and closing share price of \$20.36, as of February 15, 2002.
- <sup>7</sup> Based on HP First Call fiscal 2002 EPS estimate of \$1.05 and HP's closing share price of \$23.21 on August 31, 2001. The weighted average price-earnings multiple of an index of comparable companies increased from 21.6x to 26.4x from August 31, 2001 to February 15, 2002. The index of comparable companies is comprised of the same companies used by Goldman Sachs in performing its Selected Companies Analysis in connection with rendering its fairness opinion to HP on its proposed merger with Compaq, excluding EMC, Gateway, Sun Microsystems, and Network Appliance because their price-earnings ratios were not meaningful as of February 15, 2002.
- <sup>8</sup> Based on lowest end of price-earnings multiple range used in December 19, 2001, HP Position on Compaq Merger presentation, page 29.
- <sup>9</sup> Based on HP's current fiscal 2002 price-earnings multiple of 18.3x applied to HP's current First Call consensus earnings estimate of \$1.35 for fiscal 2003.



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- <sup>1</sup> On 9/5/01, Moody's downgraded HP from Aa3 to A2, and placed Compaq under review for possible upgrade from Baa2. S&P placed ratings watch on HP with negative implications and on Compaq with positive implications on 9/4/01.
- <sup>2</sup> Compaq missed its 2000 and 2001 earnings forecasts at the beginning of each year by 11.0% and 87.3% whereas HP missed by 1.1% and 63.5% for the same periods.
- <sup>3</sup> Based on average next twelve months price earnings multiple from StockVal data from 10/25/91 to 8/31/01.
- <sup>4</sup> Based on management projections contained in 425 filing dated 12/19/01.
- <sup>5</sup> Based on realistic case pro forma EPS (see page 31 and 32 for detailed assumptions) excluding pro forma amortization of intangibles.
- <sup>6</sup> Based on monthly Barra predicted beta from 12/92 to 9/01.
- <sup>7</sup> Based on First Call revenue estimates for each company's fiscal 2003 as of 2/15/02.



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- <sup>1</sup> Management projected long-term growth estimates for the combined company from HP 425 Filing 10/25/01.
- <sup>2</sup> Management combined company segment growth estimates before revenue losses calculated based on segment operating incomes, segment operating margins and segment revenue losses from HP 425 Filing 12/19/01.
- <sup>3</sup> Based on weighted average projected growth rates from IDC for the following segments: inkjet hardware (1.8%), monolaser hardware (4.3%), color laser hardware (14.7%), inkjet supplies (11.9%), laser supplies (15.5%), digital cameras (12.5%) and scanners (7.5%). Also includes growth of Multi-Function printers from Lyra research (2.7%). Growth rates weighted by 2001 market sizes of inkjet hardware (\$10.1B), monolaser hardware (\$9.9B), color laser hardware (\$7.0B), inkjet supplies (\$13.6B), laser supplies (\$14.3B), digital cameras (\$6.8B), scanners (\$4.5B), and MFPs (\$7.7B).
- <sup>4</sup> Imaging & Printing grown at a premium to management estimated growth rate due to strategic focus on that business.
- <sup>5</sup> Market growth rate based on average of IDC growth rates for Unix servers (8.4%), NT servers (16.9%), and storage (1.7%), weighted by 2001 segment revenues estimated by Bernstein research dated 12/01, for Unix servers (\$3.3B), PC Servers (\$1.7B) and storage (\$2.6B).
- <sup>6</sup> Based on 0.5x market growth in NT servers and 1.25x market growth in Unix servers from segment focus. Storage grown at IDC projected rate of 1.7% from 2001 to 2003.
- <sup>7</sup> Market growth rates based on average for IDC growth rates for outsourcing (12.3%), consulting (11.9%), systems integration (14.2%), and support (6.1%), weighted by segment revenue in outsourcing (\$0.5B), consulting (\$0.6B), systems integration (\$0.8B), and support (\$3.9B).
- <sup>8</sup> Based on average of (i) 1.75x IDC sub-segment growth rates for outsourcing (12.3%), consulting (11.9%), and systems integration (14.2%) (equivalent to addition of 3,600 consultants at \$250K per consultant per year) and (ii) Bernstein estimates for HP 2000 to 2001 growth rate in support (6.1%), weighted by segment revenue in outsourcing (\$0.5B), consulting (\$0.6B), systems integration (\$0.8B), and support (\$3.9B). Financing (\$1.9B) projected with flat growth to 2003.
- <sup>9</sup> Market growth based on IDC 2001 PC Tracker.
- <sup>10</sup> Based on HP growth at IDC 2001 PC Tracker segment growth rates for consumer and notebook segments, and assuming a 50% contraction of business desktops based on focus strategy.

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- <sup>1</sup> Estimated operating margin target pro forma for the proposed merger. Based on HP 425 Filing dated 10/25/01.
  - <sup>2</sup> Based on HP 10-K filings, excluding non-recurring and extraordinary items.
  - <sup>3</sup> Based on Bernstein research dated 12/18/01.
  - <sup>4</sup> From HP earnings release dated 2/13/02.
  - <sup>5</sup> Based on midpoint of HP 2001 margin and Banc of America Securities 2003 estimate of 13.4% from 2/4/01.
  - <sup>6</sup> From HP earnings release dated 2/13/02. Management noted that UNIX was profitable. Therefore, losses likely stemming from NT servers, software and storage.
  - <sup>7</sup> Based on Bernstein research 12/18/01 estimates of 12.5% Unix operating margin for 2001. Also based on operating NT servers and storage at breakeven and reducing estimated losses in software business by 50%.
  - <sup>8</sup> Estimated operating margin target pro forma for the proposed merger. Based on HP 425 Filing dated 12/19/01.
  - <sup>9</sup> Includes financing business as reported by HP 2/13/02.
  - <sup>10</sup> Based on continued strong performance of services business as reflected in Q1 FY2002 reported numbers. Finance projected at break-even. Management anticipates steady state profitability in Finance of 8% to 10%.
  - <sup>11</sup> Based on average of 12/18/01 Bernstein research 2000 and 2001 estimated Access segment operating margins, weighted by segment revenue breakdown, and accounting for 50% reduction in commercial PCs per footnote 10 in prior slide.
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<sup>1</sup> Adjusted for share splits and stock dividends.

<sup>2</sup> 1998 and 1999 Standalone estimates from First Call, as of January 20, 1998(Forecast before DEC). 1998, 1999 and 2000 Combined estimates from First Call, as of August 1, 1998 (Forecast after DEC). 2002 and 2003 estimates from First Call, as of February 15, 2002. All actuals from First Call.

<sup>3</sup> The Comparable Company Index is comprised of companies used by Goldman in performing its Selected Companies Analysis in connection with rendering its fairness opinion to HP relating to HP's proposed merger with Compaq and includes AAPL, ACN, CSC, DELL, EDS, EMC, GTW, IBM, KCIN, NTAP, SUNW, weighted by shares outstanding.



- <sup>1</sup> Based on acquiror share price decline from announcement to three years following announcement and acquiror shares outstanding at announcement.
- <sup>2</sup> Based on acquiror share price decline from announcement to three years following announcement.

- 1 Financial Times, 2/22/02. KPMG looked at the 500 largest deals between 96-98.
- 2 Bernstein research dated October 1999
- 3 The McKinsey Quarterly, 2002 Number 1, Learning from High-Tech Deals. ). In early 2001, HP retained McKinsey & Co. to assist in HP's evaluation of strategic alternatives and potential acquisition candidates including Compaq

- 1 The McKinsey Quarterly, 2001 Number 4, Why Mergers Fail. In early 2001, HP retained McKinsey & Co. to assist in HP's evaluation of strategic alternatives and potential acquisition candidates, including Compaq.
- 2 Booz-Allen & Hamilton. Merger Integration Delivering on the Promise 2001
- 3 Tim Loughran and Anand Vijh, Do Long-Term Shareholders Benefit from Corporate Acquisitions, The Journal of Finance, December 1997

<sup>1</sup> Study by Steve Kaplan of University of Chicago as cited in Wall Street Journal, 9/10/01

<sup>2</sup> Quoted in The Wall Street Journal, 12/17/01

<sup>1</sup> HP 425 Filing, Setting the Record Straight, 1/24/02

<sup>1</sup> S&P placed ratings watch on HP with negative implications and on Compaq with positive implications on 9/4/01.









Sources: HP 10-K filed 1/29/02, Hoover's Online, HP Website

Source: Company Press releases, press articles and SEC filings.

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- <sup>1</sup> Compound annual stock stock growth from date of CEO departure until 2/15/02
- <sup>2</sup> Interim committee appointed to appoint CEO. In the interim period, Fred Anderson, executive VP and CFO, acted as CEO. Steve Jobs ended up as CEO.
- <sup>3</sup> Date of Jill Barad departure; Eckert assumed CEO position on 5/17/00
- <sup>4</sup> Departure of co-CEO David Mahoney
- <sup>5</sup> Resignation of Carl Yankowski. Eric Benhamou chosen as interim CEO

