

- Installment Distributions:** I elect to have my Distribution paid in installments. **Note: The vested account balance must equal or exceed \$1,000.** (Complete Installment Election Information in Section #4 below.)

DIRECT ROLLOVER INFORMATION (If the payment election includes a Direct Rollover, please complete one of the following.)

- I elect to have part of or my entire 401(k) Distribution paid as a Direct Rollover to my IRA. Make check payable to _____
- I elect to have part of or my entire 401(k) Distribution paid as a Direct Rollover to another eligible employer-sponsored plan. Make check payable to _____

Note: Not all IRAs or employer-sponsored plans accept After Tax contributions in a rollover. Please determine whether the IRA or employer-sponsored plan you have specified will accept such contributions before requesting a rollover to that IRA or plan.

EMPLOYEE STOCK OWNERSHIP PLAN PAYMENT ELECTION:

Note: After your 401(k) Distribution has been processed, the vested balances in your ESOP Match and ESOP Discretionary accounts will be processed according to the guidelines in Section #1 above.

(Complete one of the following.)

- Lump Sum Payment:** I elect to have all of my Distribution paid directly to me.
- Direct Rollover:** I elect to have all of my Distribution paid as a Direct Rollover. (Complete Direct Rollover Information section below.)
- Lump Sum Payment and Direct Rollover:** I elect to have \$_____ of my Distribution paid directly to me, and the remaining balance paid as a Direct Rollover. (Complete Direct Rollover Information section below.)
- Installment Distributions:** I elect to have my Distribution paid in installments. **Note: The vested account balance must equal or exceed \$1,000.** (Complete Installment Election Information in Section #4 below.)

FORM OF DISTRIBUTION ELECTION (Please check one of the following, if applicable.)

You have the right to elect to receive your ESOP benefits in the form of cash or in the form of whole shares of Company Stock, with cash in lieu of fractional shares.

Note: If you elect to receive your Distribution in the form of shares of Company Stock, you only have the right to require that the Company repurchase those shares from you at their fair market value **on two occasions**. You must exercise this right during either (1) the 60-day period beginning when you receive the Distribution; or (2) the 60-day period beginning when you are notified of the Company Stock valuation made for the end of the Plan year during which your first 60-day period ended. **After these two election periods, the Company has no obligation to repurchase the shares from you.** Refer to your Summary Plan Description or see your Plan Administrator for more details. All shares of Company Stock distributed pursuant to the provisions of the Plan will be subject to a "right of first refusal" requiring that prior to any sale, transfer or pledge or other disposition of such shares to a prospective buyer or transferee other than the ESOP or the Company by either you, your beneficiary, etc., the shares must first be offered at the proposed selling price to the Company and then, if refused by the Company, to the ESOP. If you elect to receive shares of Company Stock, the shares will be registered in your name in the Company's stock transfer records.

- I elect to have my Distribution made in the form of a lump sum cash payment.
- I elect to have my Distribution made in whole shares of Company Stock **and I wish to immediately exercise my right to have the Company repurchase my shares at their most recently determined fair market value.**
- I elect to have my Distribution made in whole shares of Company Stock, but I do not wish to immediately exercise my right to have the Company repurchase my shares at their most recently determined fair market value. **I understand that if I do not exercise my right to have the Company repurchase my shares**

during one of the two applicable 60-day periods, the Company will have no obligation to repurchase my shares.

DIRECT ROLLOVER INFORMATION (If your payment election includes a Direct Rollover, please complete the following.)

I ELECT TO HAVE PART OF OR MY ENTIRE ESOP DISTRIBUTION PAID AS A DIRECT ROLLOVER TO MY IRA. MAKE CHECK PAYABLE TO (OR REGISTER SHARES OF COMPANY STOCK IN THE NAME OF)

3 Information on Outstanding Loans (if applicable)

If you have an outstanding loan balance, please be aware that a loan that is unpaid at the time of termination of employment becomes due and payable unless a check to repay it in full is received prior to the final distribution. An outstanding loan balance that is not repaid prior to the final distribution will become classified as a previous withdrawal, and applicable taxes may apply.

Please check one of the following:

- I have attached a check in the amount of \$_____ to pay off my outstanding loan balance in full. Please staple check to form.
- I elect not to pay off my outstanding loan balance. I understand that the balance of my loan will be classified as a previous withdrawal and that applicable taxes may apply.

A loan repayment will only be accepted if it pays off your loan in full. Partial repayments will not be accepted. Your check should be made payable to: **“State Street Bank FBO: BROOKSHIRE’S ESOP AND 401(K) PLAN”**. Please include your Social Security Number on your check.

4 Installment Election Information

Note: The Installment Election option is only available if your vested account balance equals or exceeds \$1,000.

- Fixed Term: I elect to have my Distribution paid in equal installments over _____ years (*maximum of life expectancy*).
- Fixed Payment: I elect to receive my Distribution in installments of \$_____ (*payments will continue until account is depleted*).

Frequency:

- Monthly beginning on _____
- Quarterly beginning on _____
- Semi-annually beginning on _____
- Annually beginning on _____

Payee:

- The Participant:** I elect to have each installment paid directly to me.
- Direct Rollover:** I elect to have each installment paid as a Direct Rollover. **Note: This option is only available for participants electing payments over a period of less than 10 years.** (Complete the Direct Rollover Information sections under the 401(k) and ESOP Plan Payment Elections in Section #2 above.)

Installment Election Tax Withholding: Note: This election applies to installments paid over a period of 10 years or more; all other options require 20% federal withholding.

- Do not withhold federal or state taxes from my installment payments.
- I elect to have federal income tax withheld in the amount of _____% or \$_____ (If federal taxes are withheld, applicable state taxes will also be withheld.)
- This election is being made to revoke or change the amount or computation of tax withholding for a series of periodic distributions that have already begun. (Elect only if you have already begun to receive Installment Payments.)

5 Participant Authorization and Signature

Please complete, sign, date, and return this form to:

FAX: 1 888 378-7354

ATTN: BROOKSHIRE PLAN ADMINISTRATION

Regular Mail:

Overnight Mail:

VOYA Financial

VOYA Financial

Attn: Brookshire Plan Administration

Attn: Brookshire Plan Administration

P.O. Box 24747

8900 Freedom Commerce Parkway

Jacksonville, FL 32241-4747

Jacksonville, FL 32256-8264

I hereby request a Distribution to be paid in the form indicated above, subject to the terms of the Plan. I confirm that: (1) I have verified that the IRA or employer-sponsored plan I have specified will accept the Direct Rollover (if applicable) and is an eligible retirement plan; (2) I have received and read the Special Tax Notice Regarding Plan Payments; (3) I understand that Distributions from 401(k) accounts are processed daily, and that after my 401(k) Distribution has been processed, the vested balance in my ESOP Match and ESOP Discretionary accounts will be paid in a lump sum or in installments, in each case at the most recently determined fair market value of Company Stock, depending on my balance according to the guidelines in Section #1 above.

Partner Signature _____ Date _____