PRIVATE COMPANY DIRECTOR

2019 MEDIA KIT

YOUR DEMAND AND LEAD GENERATION PARTNER TO REACH TOP PUBLIC AND PRIVATE COMPANY DIRECTORS, PRIVATE COMPANY OWNERS AND SHAREHOLDERS, AND GOVERNANCE PROFESSIONALS
THIS IS DIRECTORS & BOARDS

For 42 years, Directors & Boards has been the leader in providing news, analysis and relevance on public and private company governance. We reach board members, C-suite executives and corporate governance staff through our digital platforms, print magazine, conferences, roundtables, and insightful content. We champion excellence in corporate governance through our wide array of products and highly targeted audiences.

THIS IS PRIVATE COMPANY DIRECTOR

Private Company Director is the first and only media brand that focuses entirely on the governance of privately owned companies. Our audience includes directors, owners and shareholders of closely held, family-owned and private equity-owned companies, as well as corporate governance advisors and private equity firms.

DIRECTORS & BOARDS MEDIA

Directors & Boards Magazine • Private Company Director Magazine • The Directors Roundtables • The Private Company Governance Summit • Directors & Boards Newsletter • Private Company Director Newsletter • Directors & Boards Annual Report • Sponsored, Co-Branded and Custom Content • Webinars • e-Blasts • Digital Marketing and Branding • Videos
2019 GOVERNANCE EVENTS

Engage top public and private company directors in a live thought-leadership environment through sponsorship of Directors & Boards’ quarterly Directors Roundtable events and The Private Company Governance Summit 2019, including the Private Boards of the Year Awards 2019 ceremony.

The Directors Roundtables

The Directors Roundtables event provides an opportunity for sponsor thought leaders to interact with top public company directors as roundtable moderators and subject matter experts. These invitation-only events feature 100-120 key public company directors, C-suite executives and high-level corporate governance professionals for roundtable discussions built around hypothetical case studies.

As a sponsor, you’ll receive:
• High engagement with public company directors, C-suite executives and senior-level corporate governance professionals
• The opportunity to project subject matter expertise as a Roundtable leader
• Category exclusivity and first right of refusal on sponsoring future events

In 2019, Directors & Boards offers four Roundtables:
March: New York City
May: Dallas
September: San Francisco
November: New York City

The Private Company Governance Summit 2019

June 5-7, 2019, Fairmont Washington DC, Georgetown

The Private Company Governance Summit is the only national conference focused exclusively on the unique governance challenges of privately owned businesses, including closely held companies, family-owned companies and private equity-owned companies.

Summit attendees represent middle-market private companies ranging in size from $50 million to well over $3 billion in annual revenues.

According to Deloitte LLP, 75% of U.S. companies in the middle market are privately held. Of the privately held companies, 36% are family-owned, 28% are closely held (non-family) and 36% are private equity or VC-backed, or have some other ownership structure.

Private Boards of the Year Awards 2019

The Private Boards of the Year Awards dinner is a key feature of the Private Company Governance Summit. The awards are selected through nominations, then researched and vetted by the editorial team of Private Company Director and Directors & Boards magazines. Final selections and honorable mentions are made by a panel of independent judges.
DIRECTORS & BOARDS WEBINARS

*Directors & Boards* webinars are a significant and successful way for marketers to reach out to directors and corporate governance professionals, and generate direct and actionable leads. Our webinars provide a one-hour live and archived educational session, moderated by *Directors & Boards*, and featuring sponsor executives and significant directors as co-presenters.

Webinars are marketed to our digital subscriber list of 17,000+ and can typically generate up to 200-300 registrants by the date of the event, with a significant long-tail of registrants who view replays of the archived webinars on both the sponsor’s and *Directors & Boards*’ websites.

Our team makes the webinar experience easy for sponsors, helping to guide and hone content, secure relevant director speakers, and promote and host the event both live and on our website as a replay.

Additional thought leadership opportunities are available in *Directors & Boards*’ weekly newsletter, which features content from webinar sponsors.

Webinar Extensions

We’ll create a thought leadership piece, suitable for distribution to your clients and prospects, based on the content of the webinar.

Past webinar topics include:

- Hot Topics in Executive Compensation: Say on Pay, Pay Ratio & Pay For Performance
- What to Know Before Joining a Private Company Board
- Saying Goodbye: How to Navigate an Unexpected Board Director Departure
- The When and Why of Refreshing Your Board
- 10 Pivots Boards Must Make in 2017
- After the Election: Executive Comp, Audit, Risk and Governance Issues
- Navigating Successful Mergers & Acquisitions: What Directors Need to Know
- The Board’s Role in Defining, Communicating, and Sustaining Corporate Culture
- What Directors Need to Know: Shareholder Communications and Staying Ahead of the Inevitable
- Investigative Due Diligence: A Practical Guide to What Directors Need to Know
- Refreshing the Board: Age or Term Limits, Skillsets and the Hard Conversation
- The Making of Successful Women Directors
- What Directors Need to Know About Board Evaluations (two-part series)
- Bridging the Cybersecurity Governance Gap
- Women on Boards: T wee up Talent for Your Board’s Future
- The Growing Impact of Shareholder Activism and What Directors Need to Know and Do
SPONSORED CONTENT PARTNERSHIPS

Our brand power and expertise will deliver your thought leadership content from creation to the right target audience, increasing your firm’s visibility and demand generation. We offer a variety of creative sponsored content opportunities, allowing your company to:

- Project your thought leadership and expertise with your own content
- Co-create custom content with us
- Sponsor and present content created by our editorial staff

Native Content (Digital)
Publish and distribute thought leadership articles by your executives on our website and in our newsletter. Your content will receive editorial proofing, and be presented as Sponsored Content, Provided By (Your Company). Ideally, content will be 1,000 words or less and should cover boardroom issues (that is, not a direct product pitch). Pricing: One newsletter issue, plus 30 days on our website: $3,500

Native Content (Print)
Provide your pre-printed thought leadership whitepaper for distribution with Directors & Boards Magazine, and ensure that your piece will reach and be read by our powerful audience. The piece needs to meet size and weight limitations. See “Supplied Inserts” on our rate card.

Your extended thought leadership, packaged and published as a standalone “Boardroom Briefing,” can be inserted into Directors & Boards Magazine and distributed digitally, with extra printed copies for your own use. Pricing based on number of pages and total print run.

Digital Whitepapers
Distribute your whitepaper or thought leadership report digitally to our Directors & Boards audience. Your content will be hosted on our website, behind our lead generation registration wall, with an e-blast to promote its availability and a newsletter link. Pricing: $6,000 per whitepaper.

Alternatively, market your own whitepaper or thought leadership report behind your own registration wall, with email marketing to our audience and a link in our newsletter. Pricing: $3,000 per e-blast; $2,500 for multiple e-blasts.

Sponsored Editorial
Support the creation of high-quality content in print and online. Content will be presented as: Supported By (Your Company). Opportunities include:

Named Sponsor: The Directors Roster
Our famed Directors Roster lists the most important director appointments, both in print and online. Sponsorship includes your company’s logo prominently displayed on each page of the printed Roster and with the online version as well as an opportunity to provide governance thought leadership to introduce the Roster section. Pricing: $18,000 per issue of Directors & Boards; $72,500 for all five issues.

Title Sponsor: Directors to Watch
Demonstrate your company’s support of ethnic and gender diversity on public company boards as the title sponsor of our special annual listing of top female and ethnically diverse directors. Includes a full-page ad plus prominent notation: Supported By (Your Company). Pricing: $10,000 per Directors to Watch Section.
Editorial special sections
As available, sponsor the creation of special multi-part special editorial sections generated by the Directors & Boards editorial department. Your sponsorship will be acknowledged on each print and digital element and be featured in push emails to our audience and in our newsletter. Includes a free full-page print ad in each edition featuring the editorial section and digital banner advertising. **Pricing depends on the editorial section.**

Co-Branded Whitepapers, e-Books and Research
Created by the editorial department of Directors & Boards, with input on topics and an introduction written by the client, these special whitepapers and research projects offer a powerful way to project your firm’s governance thought leadership. Distributed digitally behind a lead-generation wall. **Pricing dependent on project scope.**

Custom Newsletter
Let Directors & Boards create a custom newsletter for your company, featuring both your content and ours, distributed to our newsletter recipients (and your email target list, if you desire). **Pricing:** One custom newsletter, $10,000; series, $8,000 per newsletter.

Exclusive Newsletter Sponsorship
“Take over” our weekly Directors & Boards newsletter. Extremely limited availability and dates, so book well in advance. There are opportunities to add links to lead-generating landing pages on your website. **Pricing:** per newsletter: $10,000 per

Other Opportunities
- **Thought Leadership Videos.** See our video section for more information.
- **Custom Roundtables and Events.** Develop a gathering of your target audience, with invitations provided by Directors & Boards. **Pricing based on scope of project.**

**SPONSORED CONTENT PARTNERSHIPS** (continued)
THOUGHT LEADERSHIP VIDEOS

Promote your thought leaders with 5- to 8-minute professionally produced and edited video interviews with our governance editorial team, or provide your own approved pre-produced video content. All videos are posted to the Directors & Boards website, provide featured content in our newsletters, and are projected to our audience with specialized e-blasts. Videos we produce are available for posting on your own website, and for use in your outbound marketing.

Directors & Boards Governance Conversations
Your designated thought leader executive sits with David Shaw, Editor and Publishing Director of Directors & Boards, for 5-8 minute video interviews on governance topics of interest to public company boards.
• Topics are agreed in advance
• Videos feature a “sponsored by” bumper
• Finished videos are subject to client approval
• Videos are hosted on the Directors & Boards website
• Videos are featured in an issue of Directors & Boards weekly newsletter
• Videos are hostable on client’s website

Production and Distribution rates
Production location will be a professional studio in New York, Philadelphia or Washington DC. Other locations may incur additional travel costs for team members. One or more interviews may be taped during the same production session. Pricing: Single video: $6,000 Multiple videos, series (same production session): $5,000 per video. All prices net. Surcharges for travel to other cities, or for videos produced on location at your offices.

Private Company Governance Fundamentals
Private Company Governance Fundamentals is a series of 5- to 8-minute videos, hosted by David Shaw, Editor and Publishing Director of Directors & Boards Magazine, and a designated sponsor thought leader. Designed to be quickly and easily viewable, each video highlights key governance questions and challenges faced by private companies looking to improve their governance, and outlines potential approaches and solutions.

Fundamentals is produced as a series of five videos shot in one production session.
• Topics are determined in advance
• Videos feature a “sponsored by” bumper
• Finished videos are subject to client approval
• Videos are hosted on the Directors & Boards website
• Videos are featured in an issue of Directors & Boards’ weekly newsletter
• Videos are hostable on client’s website.
• Videos are promoted to attendees of the Private Company Governance Summit(s).

Production and Distribution rates
Production location will be a professional studio in New York, Philadelphia or Washington DC. Other locations may incur additional travel costs for team members. One or more interviews may be taped during the same production session. Pricing: Series sponsorship (five videos): $25,000 Frequency discount for multiple series sponsorships. All prices net.

Pre-Produced Video Thought Leadership Distribution
Provide your pre-produced videos featuring your thought leadership and key executives, and let us help distribute these to our audience of public and/or private company boards.
• Videos are hosted on the Directors & Boards website
• Videos are featured in an issue of Directors & Boards weekly newsletter

Hosting and Distribution rates
Single Video: $4,000. Multiple videos: $3,000 per video. All prices net. Editing services may be provided to shorten or shape videos, charged at an hourly rate.
THOUGHT LEADERSHIP OPPORTUNITIES

Directors & Boards Board Trends Reports
Each issue of Directors & Boards features a topic-focused thought leadership opportunity. Present a case study or thought leadership, along with your print ad, and your subject matter expert will be featured in an interview-based Board Trends article.

• D&O Insurance and Director Liability (Q1)
• Consultants to the Board (Q2)
• What’s Ahead for Boards—Technology, Strategy, Trends (Annual Report)
• CEO and Executive Compensation (Q3)
• Board Recruitment (Q4)

Sponsorship includes:
• Editorial: The inclusion of your designated subject matter expert as an interviewee in an introductory article looking at trends in a variety of consultant-relevant issues for public company board members
• Branding: A full-page, four-color ad
• Optional Thought Leadership: A full page for your supplied thought leadership (can include author photo/bio, contact details, company logo) opposite your ad. Or extend your full-page ad into a spread, at no extra charge.
• Marketing: A free pdf of your contribution to the section, ideal for printing and distributing or emailing to your targets and clients
• Digital Distribution: Each Board Trend Report will be supported by an e-blast to the 28,000+ subscribers to Directors & Boards’ newsletter announcing the web content, logo included.
Directors to Watch
Celebrating and Honoring Diversity in the Boardroom
Serve as the Title Sponsor, or offer a congratulatory ad, to the directors honored in our annual Directors to Watch sections.

Directors to Watch: Gender Diversity (Directors & Boards Annual Report)
Directors to Watch: Ethnic Diversity (Directors & Boards Q4 Edition)

Left: Pictured with Bob Rock, chairman of MLR Holdings LLC (publisher of Family Business, Directors & Boards and Private Company Director) are 2017 Private Boards of the Year Award winners (from top) Samaritan Medical Center of San Jose, Calif., W.S. Darley & Co., and Bush Brothers and Company.

The Private Boards of the Year 2018
Dinner is a key feature of the Private Company Governance Summit. Honorees are featured in a special editorial section in the September 2019 edition of Private Company Director.

The Private Boards of the Year are selected through nominations, and then researched and vetted by the editorial team of Private Company Director and Directors & Boards magazines. Final selections and honorable mentions are made by a panel of independent judges.

Sandra A. J. Lawrence
Director, Westar Energy, American Shared Hospital Services

Sandra A. J. Lawrence has served as a corporate director since 2004, beginning with Westar Energy (WR), where she chairs nominating and governance and serves on the compensation committee. Recently she was elected to the board of American Shared Hospital Services (AMS). She received an MBA from Harvard Business School, an M. Arch from MIT, and an AB from Vassar.

Her past positions as president of Stern Brothers, VP/administration for Gateway, chair of the Kansas Bio-science Authority, chair of the Greater KC Community Foundation, and others, provide her with a diverse knowledge base and a broad perspective.

Dolores A. Kunda: More and more, quantitative data proves that ethnic and gender diversity leads to more rigorous debate and thus, better, more carefully considered decisions.

We are proud to have ANA DUTRA representing CME Group as a member of our board of directors.

CME Group is a trademark of CME Group Inc. The Globe logo is a trademark of Chicago Mercantile Exchange Inc. Copyright © 2017 . All rights reserved.

James Lam: Collaboration is the “secret sauce” that enables a heterogeneous group of accomplished directors to address complex issues, contribute different perspectives, engage in healthy debate and converge on the right path forward for the organization.
DIGITAL GOVERNANCE OUTREACH

Directors & Boards and Private Company Director offer a variety of brand-building and lead-generating tools to reach corporate governance directors digitally on their desktops, tablets and mobile devices.

E-Blasts

Push your direct response message directly to our Directors & Boards and Private Company Director subscriber database or reach a combined audience of more than 17,000.

To reach additional privately held companies, extended distribution is available through our sister publication, Family Business Magazine’s email lists and weekly newsletter.

Online

Directors & Boards’ website attracts 41,000+ unique visitors; Private Company Director’s website generates more than 18,000 unique visitors.

Newsletters

Recently redesigned for maximum responsive impact, the Directors & Boards weekly newsletter and Private Company Director’s monthly newsletter reach an audience of more than 18,000 engaged readers. Both newsletters feature selected content from their respective magazines, webinar-related thought leadership, news, and analysis of important topics. Prominent ad banner positions available. Select native sponsored content opportunities also available.
Public Company Governance Audience
Directors & Boards is the corporate governance thought leader for the most influential and powerful directors in America. Our average public company director:
- Serves on the board of a $3.2 billion company
- Is 56 years old
- Serves on four boards (including public, private and charitable boards)

Print Distribution
Directors & Boards Magazine delivers the largest independent paid circulation of any publication targeting board members and governance professionals in major North American companies. Total circulation includes paid individual recipients, paid board subscriptions (all members of the board receive an individual copy of the magazine), sponsored-paid circulation (distributed by or courtesy of advertisers), author copies and free-trial copies used for paid circulation acquisition purposes.

Print Circulation
Average Distribution: 7,150
Total distribution with trial, conference and partner copies: 8,000
Average Reach: 17,500 (1.45 copies per issue pass-along rate)

Conference Attendees
Directors & Boards Roundtables: 400+ annually

Private Company Governance Audience
Private Company Director and its related conference, The Private Company Governance Summit, reach the directors, advisory board members, and owners/shareholders of middle-market privately owned companies.

Family-owned or controlled businesses: 56%
Closely held private companies: 31%
Private equity- or investor-owned businesses: 11%
Average company revenues: $300 million

Digital Demographics
Gender:
Male: 55.5%
Female: 44.5%

Access Points:
Desktop: 75%
Mobile: 18.7%
Tablet: 6.3%

Conference Attendees
Private Company Governance Summit: 200+ annually

Digital Governance Audience
We deliver both a strong “pull” audience—those board members who visit and interact with our sites—and a strong “push” readership—those board members who read our governance newsletters. 25% of our audience accesses us via mobile or tablet.

Directors & Boards Website: 60,000 annual unique visitors
Private Company Director Website: 20,000 annual unique visitors
Governance Newsletters: 17,295 per issue

Social Media Amplification
27,000+ followers across all platforms—LinkedIn, Facebook, Twitter, Google Plus, delivering 150,000+ impressions a month. Our social media team are considered thought leaders, zeroing in on a very targeted and engaged social media audience in areas such as corporate governance, family business, leadership, successions, private company and public company boards, wealth management, diversity in leadership, technology in governance and leadership, Millennials in leadership and entrepreneurship, among other topics.

#DirectorsBoards
#PrivateCoDir
#corpgov
EDITORIAL CALENDAR 2019

DIRECTORS & BOARDS

First Quarter 2019
Ad Reservations: January 18, 2019
Ad Materials Deadline: January 25, 2019
Mails: February 2019

The Character of the Corporation: Inequality
(A series to be published throughout the year)
- Defining the “character” concept and the question of boards looking beyond the bottom line.
- Why income inequality is a boardroom issue.
- Combating gender inequality in the boardroom and beyond.
- The shareholder perspective. Could directors come under fire for focusing on income inequality and not the bottom line?
- The two faces of activists: Those who want you to do good, and those who will eviscerate you for doing so.

Second Quarter 2019
Ad Reservations: March 22, 2019
Ad Materials Deadline: March 29, 2019
Mails: April 2019

The Character of the Corporation: The Ethics of Technology (Artificial Intelligence & Machine Learning Issue)
- Interview with the author of AI Superpowers on why boards should care about AI.
- Overview of the “four AI waves”: internet AI, business AI, perception AI, and autonomous AI.
- A board member discusses why he or she decided to support AI efforts at their company.

Annual Report 2018
Ad Reservations: June 28, 2019
Ad Materials Deadline: July 5, 2019
Mails: July 2019

The Character of the Corporation: Long-Term Thinking
- How the ups and downs in the economy impact short-term vs long-term thinking.
- Ways to discourage short-term thinking, including taxes, legislation, etc.
- An SEC official’s perspective on the government’s role and what they see as the board’s role.
- Creating a Blue Ribbon commission to look at this and an overview of a Directors & Boards roundtable of board members, institutional investors, individual shareholders, the SEC and members of Congress.

Special Supplement: Directors to Watch — Gender

Fourth Quarter 2019
Ad Reservations: November 1, 2019
Ad Materials Deadline: November 8, 2019
Mails: December 2019
The Character of the Corporation: Politics and the Board
- The pros and cons of board members supporting politicians or political causes
- The benefits of consulting the board about political positioning; how board deals with positioning.
- Do you have to be liberal in the tech world to get customers?
- From the government to the boardroom.

Special Supplement: Directors to Watch — Ethnic Diversity

PRIVATE COMPANY DIRECTOR

March 2019 | Pre-Conference Edition
Ad Reservations: February 16, 2019
Ad Materials Deadline: February 23, 2019
Mails: March 2019

BONUS DISTRIBUTION:
Private Company Governance Summit 2019

Third Quarter 2019
Ad Reservations: September 6, 2019
Ad Materials Deadline: September 13, 2019
Mails: October 2019

The Character of the Corporation: Cultural Warning Signs
- How the board can identify issues with culture at their organizations.
- Examples of companies that had culture meltdowns and paid the price.
- A case study of a company board that was able to spot culture warning signs before a major workforce issue blew up.

October 2019 | Conference Report & Key Private Governance Trends
Ad Reservations: September 14, 2019
Ad Materials Deadline: September 21, 2019
Mails: October 2019

Special Supplement: Private Company Directors to Watch 2019
BONUS DISTRIBUTION:
Transitions Fall 2019
## ADVERTISING AND SPONSORSHIP RATES

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Directors & Boards Magazine 2019
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### DIGITAL
Directors & Boards Website
directorsandboards.com (Rates per 30 days)

- **Interstitial on home page load:** $3,000
- **Interstitial on individual stories:** $2,500
- **Super Leaderboard:** $2,300 (970x90 pixels)
- **ROS Leaderboard:** $1,500 (728x90 pixels)
- **ROS Medium Rectangle:** $2,000 (300x250 pixels)
- **Landing Page Skyscraper:** $2,000 (160x600 pixels)

Rich media available on interstitials, medium rectangle and leaderboard
- **In-Banner Video** (add $1,000)
- **Rich Media Expandables** (add $500)

### WEBINAR & E-BLAST
Rate Card #13 (All rates net)

- **Custom Webinars:** $10,000
- **Editorial Webinars:** $6,000 multi-sponsor
  (per sponsor, minimum of two sponsors)

- **E-Blasts:** $3,500 per email
  (Availability is limited, so please book early; limited volume discounts available).

### SUPPLIED INSERT
Rate Card #13 (net)

- **2 page insert:** $3,200
- **4 page insert:** $5,100
- **8 page insert:** $7,100
- **12 page insert:** $8,900
- **16 page insert:** $11,650

The following are guideline prices for pre-printed inserts in Directors & Boards. This assumes “normal” weight and size (8½” x 11” or less). Heavier pieces or unusual sizes, will be priced individually. Contact your advertising representative to discuss weight and sizing. Pricing is for insertion in the magazine or insertion in the Polybag. Polybag insertions limited to 3 pieces per issue on a first-come, first-served basis. Special insertion costs: Handwork, glue dotting, etc., are billed at cost and are non-commissionable.

Sponsored Native Content
Creation and distribution, newsletter and website.
Max 1000 words.

- **One newsletter issue, +30 days on the website:** $3,500.
# ADVERTISING AND SPONSORSHIP RATES

## PRINT

Private Company Director Magazine 2019

Rate Card #5

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<td>Half Page</td>
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All Private Company Governance Summit 2019 sponsors receive a free ad in the March 2019 edition of *Private Company Director*. Current *Directors & Boards* / *Family Business* Magazine advertisers who are not PCGS sponsors earn a 10% discount on the prevailing rate.

## DIGITAL

Private Company Director Website

*privatecompanydirector.com* (Rates per 30 days)

- **Interstitial on home page load:** $3,000
- **Interstitial on individual stories:** $2,500
- **Website Super Leaderboard:** $2,300 (970x90 pixels)
- **ROS Leaderboard:** $1,500 (728x90 pixels)
- **ROS Medium Rectangle:** $2,000 (300x250 pixels)
- **Landing Page Skyscraper:** $2,000 (160x600 pixels)

Rich media available on Interstitials, medium rectangle and leaderboard
- **In-Banner Video** (add $1,000)
- **Rich Media Expandables** (add $500)

Private Company Director Newsletter

(12 issues per year)

- **Exclusive Sponsor:** 300x250 box ad with “Brought to you by (sponsor)”
  - $5,000 each issue
- **Top leaderboard:** $2,500
- **Interstitial on clicked stories:** $2,500
- **Leaderboard:** $1,500

Sponsored Native Content

Creation and distribution, newsletter and website. Max 1000 words.  
**One newsletter issue, plus 30 days on the website:** $3,500.

Special Digital Opportunities

Other digital advertising opportunities include:
- **In-Banner Video**
- **Rich Media Expandables**

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Thought leadership in public & private company governance 14
General Conditions

MLR Holdings, LLC (“Publisher”) may hold the Advertiser and its designated advertising Agency, jointly and severally, liable for paying for any duly authorized advertisements (“ad” or “ads”) inserted in or attached to Directors & Boards magazine and all other sums due and payable under this agreement. Publisher will not be bound by, and will disregard, terms and conditions appearing an insertion orders or copy instructions which conflict with provisions of this rate card.

No advertisement shall be published unless a signed insertion order is received at the offices of the Publisher no later than the closing deadline specified by the Publisher.

New advertising materials, orders, cancellations or corrections shall not be considered authorized by the Advertiser and/or Agency unless confirmation of such change, in writing, is received at the offices of the Publisher by the closing deadline. In the event copy changes are not confirmed in writing, Advertiser and/or Agency’s most recent advertisement shall be inserted.

Advertiser and/or Agency are responsible for checking ad copy for corrections and providing prompt written notice of errors or changes within Publisher’s deadlines. Publisher is not responsible to correct an error in an ad unless Advertiser and/or Agency have notified Publisher in writing that an error has been made prior to the closing deadline. In the event all necessary advertising materials are not received at the offices of the Publisher by the closing deadline, Publisher cannot guarantee insertion of such advertisement(s) or copy changes.

If Advertiser and/or Agency fails to provide the advertisement to Publisher in time to meet the deadline of an issue in which it ordered space, Publisher will charge Advertiser and/or Agency at the regular rate for the space it has reserved, and the bill is due and payable when rendered. Cancellation of space by Advertiser and/or Agency will not be accepted by Publisher unless received prior to the closing deadline. No advertisement may be canceled after the closing deadline. Insertion orders for covers (front, back, inside front and inside back) are non-cancelable and may not be canceled by Advertiser and/or Agency.

Conversion of film or correcting digital files is not included in Publisher’s advertising price and shall be billed separately to Advertiser and/or Agency at prevailing rates.

All positioning of ads is at the sole discretion of Publisher. In no event will adjustments, reruns or refunds be made because of the position of an ad unless specifically indicated in the insertion order and agreed upon by the Publisher in advance. Advertisers who do not fulfill their contract will receive a short rate.

Ad Copy

Publisher shall not be responsible for claims made in advertisements, and Advertiser and Agency, jointly and severally, shall indemnify and hold Publisher harmless from any loss, damage, claim or expense, including reasonable attorney’s fees and all other associated costs of litigation or settlement, arising out of publication of the Advertiser and/or Agency’s advertisement or any element thereof including, without limitation, those based on claims for libel, slander, invasion of privacy, unfair trade practices, copyright infringement or trademark infringement.

All advertisements are subject to approval by Publisher, which may refuse any advertising submitted and cancel any order for an ad. Such approval shall be granted or withheld solely at Publisher’s absolute discretion.

In order to ensure distribution of all advertising copy to a worldwide readership, Publisher reserves the right to make copy changes as necessary to comply with all customs and postal regulations. While every effort will be made to discuss the required changes with Advertiser and/or Agency, in some cases, especially when copy arrives after the closing deadline, this may be impossible.

All advertising materials will be destroyed one year after last publication by Publisher unless return instructions are received by Publisher in writing within that period.

Publisher will not be responsible for errors, omissions, losses or damages (including, without limitation, consequential damages) of any kind sustained from errors or omissions in ads except for failure to correct errors clearly and unambiguously marked by the Advertiser and/or Agency and received by Publisher before the closing deadline. Publisher’s liability shall not exceed the rate for that portion of the ad in error as published. Liability of Publisher for the omission of any portion of any ad from any publication shall be limited to a partial reduction in the amount charged by Publisher for such ad based on the Publisher’s rate card.

Frequency Discounts/Special Units

Frequency discounts apply if used within any 12-month period; otherwise the best charged rate actual earned frequency discount shall apply. Changes will be adjusted accordingly at the end of the contract period. A 1/4 page is the minimum size required to maintain frequency discount. Special units such as gatefolds are available. Pricing information is available upon request. Inserts/outserts do not count toward or earn frequency discounts.

Payment Terms

Payment by Advertiser and/or Agency is due in full within 30 days from the invoice date. Publisher offers a cash discount: 1.5% on net only if paid within 10 days of the invoice date.

Advertiser and Agency, jointly and severally, agree to pay a late charge equal to the greater of $5.00 per month or 1.5% per month on the outstanding invoice balance not paid when due, or if such rate will exceed the maximum rate allowed by applicable law, then a late charge calculated at such maximum rate. Failure to pay as agreed may result in the placement of Advertiser and/or Agency’s account in collection with a collection agency or attorney. If so, to the extent permitted by law, Publisher may charge and collect from Advertiser and Agency, jointly and severally, any collection costs and expenses incurred, including court costs and reasonable attorney’s fees, in addition to the invoice amounts, late charges and interest.

Any invoice submitted to Advertiser and/or Agency shall be deemed conclusive as to its correctness unless the Advertiser and/or Agency provide a written, detailed objection to Publisher within 30 days of the invoice date. In the event of a dispute, Advertiser and/or Agency must promptly pay all amounts not subject to dispute. If any invoice remains unpaid 60 days after invoice, Publisher has the right to not accept future insertions from Advertiser and/or Agency until the past due balances have been paid. A 20% re-make charge shall apply for cancellations submitted after publication closes.

Advertising Production

Advertiser and/or Agency will pay Publisher an amount not less than 15% of earned gross rate for ad materials produced by Publisher for Advertiser and/or Agency.