

Fidelity Investments
P. O. Box 145429
Cincinnati, OH 45250-5429





Plan Name: Proofpoint

Plan #: 39134

Incoming Rollover Instructions

"Rolling over" money into the Proofpoint is a three-step process. Please follow these instructions to ensure that this process is completed in a timely and accurate manner. *Please Note:* Failure to follow these instructions may result in a delay in the processing of your request and may jeopardize your ability to roll over your distribution.

Step 1. Request your distribution

Request a direct rollover distribution from your previous eligible retirement plan. See the Rollover Contribution Form for a list of the types of plans or accounts from which rollovers may be made to your employer's plan. There are two distribution check payable options:

Option 1.

The check can be made payable to Fidelity Investments Institutional Operations Company LLC (or FIIOC), for the benefit of (YOUR NAME). The check must be from the distributing trustee or custodian. (Personal checks are not acceptable.)

Note: This type of distribution avoids automatic income tax withholding. Also, it avoids the possible 10% early withdrawal penalty if you are under the age of 59 ½.

Option 2.

If the distribution was originally made payable directly to you, you must send your rollover contribution to Fidelity via a certified check or money order only for the amount you are rolling over. (Personal checks are not acceptable.)

Note: If your distribution is initially received as a check made payable to you, your rollover must be completed within 60 days of receipt of the distribution. Your previous administrator will be required to withhold income taxes. As a result, you will not be able to roll over 100% of your eligible distribution unless you have extra savings available to make up the amount withheld. You must also roll over that amount within 60 days of receipt of your distribution. If you do not make up the amount withheld, that amount will be considered a withdrawal from the previous program and the taxable portion will be subject to ordinary income taxes and possibly a 10% early withdrawal penalty.

Fidelity does not accept wire transfers of funds. You must request a CHECK from your previous plan or IRA.

The check should be mailed directly to you. Once you have received the check, please follow the directions in Step 2.

Step 2. Initiate your rollover request

Please log on to NetBenefits® at <http://netbenefits.401k.com> or the NetBenefits mobile app which you can get with the below QR code to initiate your request or complete the Incoming Rollover Contribution Form. Please be sure to complete all items, and sign the form if indicated.

Mobile App QR code:



Failing to properly complete the process will result in your transaction not being processed and your check being returned to you. This form and any separate documentation required by your Plan Sponsor will be reviewed through an automated process. Fidelity will not consider or act upon any unrequested documentation or any information provided outside the areas of the form where specific information has been requested.

Please Note: This rollover contribution will be invested based on the investment elections you have on file for rollover contributions to the Plan. If you have not made investment elections for rollover contributions, this amount will be invested in the Plan-designated default investment option. If you wish to make investment elections for your rollover contribution, please do so via NetBenefits or by contacting Fidelity Investments prior to submitting this form.

If you are not sure of the plan type that you are rolling out of, please contact your previous plan sponsor or IRA custodian for verification. An incorrect plan type could invalidate your rollover.

Step 3. Mail the information

Mail (1) the Incoming Rollover Contribution Application and (2) the check to:

FIRST CLASS MAIL WITH STAMP:

Fidelity Investments
Client Service Operations
P.O. Box 770003
Cincinnati, OH 45277-0065

Overnight Address:

Fidelity Investments
Client Service Operations (KC1F-L)
100 Crosby Parkway
Covington, KY 41015

Please include all the information requested. Incomplete forms and the accompanying check will be returned to you and may jeopardize your ability to roll over your distribution.

Once your contribution is accepted into the Proofpoint, you can log on to Fidelity NetBenefits® at <http://netbenefits.401k.com> to view your rollover contribution and investment election(s). Please allow at least seven business days for processing. If you have any questions about rollover contributions, call **800-835-5097**. Please be sure you have beneficiary information for the Plan on file.

To establish or change your beneficiary information for Proofpoint, please access <http://netbenefits.401k.com>.

You should make a copy of the check and the Incoming Contribution Application for your records.

Please provide the following information concerning the origin of this rollover: Plan name: _____

<input type="checkbox"/> 401(k) Plan	<input type="checkbox"/> Governmental 457(b) Plan	<input type="checkbox"/> Conduit IRA (rollover IRA)
<input type="checkbox"/> 401(a) Plan	<input type="checkbox"/> Roth 401(a)/401(k) Plan	<input type="checkbox"/> Nonconduit IRA
<input type="checkbox"/> 403(b) Plan	<input type="checkbox"/> Roth 403(b) Plan	

The Plan cannot accept money from the following sources: governmental 457(b) plans; 403(a) plans; 403(b) plans (e.g., plans of tax exempt organizations); rollovers from beneficiaries (other than from a spouse), payments over a life expectancy or a period of 10 or more years, or mandatory age 72* distributions. Also, unacceptable are hardship distributions; distributions to a former spouse under a qualified domestic relations order (QDRO); distributions to a beneficiary (other than a spousal beneficiary); Coverdell Education IRAs; conduit IRAs (rollover IRAs); non-conduit IRAs (traditional IRAs, Simplified Employee Pension plans (SEP-IRAs) and "SIMPLE" IRA distributions); traditional IRAs; Simplified Employee Pension plans (SEP-IRAs); "SIMPLE" IRA distributions; qualified domestic relations orders (QDROs); a spousal beneficiary; retirement plans of foreign countries. In-kind distributions of employer stock are not acceptable; therefore, stock must be sold and the proceeds (including any appreciation realized through the date of distribution) may be rolled over. After-tax contributions from plans other than qualified plans or 403(a) plans may not be rolled over into this Plan.

Section Three: Investment Elections

I direct Fidelity to invest my rollover contribution into my current investment mix applicable to rollover contributions. If I have not selected an investment mix on my own via NetBenefits® or by telephone, I understand that this rollover contribution will be invested in the Plan's default investment option as directed by my employer.

To make an investment election or to request a fund prospectus please log on to <http://netbenefits.401k.com>.

Section Four: Participant Certification

I authorize the investment election for this rollover and acknowledge that I have received information detailing my available investment options. I acknowledge that my rollover contribution will be invested according to the investment election on file at Fidelity. I also acknowledge that if I do not already have investment elections on file at Fidelity, my rollover contribution will be invested in my plan's default investment option.

I certify that this rollover amount is composed ONLY of money from acceptable sources listed under Section Two, and I have completed the information regarding the source of this money to the best of my knowledge. Also, if the distribution check was made payable to me, I understand that this rollover must be received and deposited to my account within 60 days of receipt of the distribution. I understand that, once invested, these monies will be subject to the terms that govern the Proofpoint.

X

Signature of Employee

Date

Application must be signed, or form and check will be returned to you.

Please complete this application and return it with your rollover check.

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Fidelity Investments Institutional Operations Company LLC

For more information about the Proofpoint, go to <http://netbenefits.401k.com>.