

EOG RESOURCES INC
Form 4
February 26, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed By
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1. Name and Address of Reporting Person* Thomas Gary L. (Last) (First) (Middle) 333 Clay, Ste. 4200 (Street) Houston, TX 77002			2. Issuer Name and Ticker or Trading Symbol EOG Resources, Inc. (EOG)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Executive Vice President Operations Other (specify below)		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 02/25/2003			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5. If Amendment, Date of Original (Month/Day/Year)								

1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Code V		Amount	(A) or (D)	Price					
Common Stock			02/25/03				S		8,000	D	\$42.10	92,011		D		
Common Stock												2,427		I	401(k) Plan	
Common Stock - Phantom												13,157		D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion or	3. Trans-	3A. Deemed	4. Price of Derivative	9. Number of Derivative	10. Owner-	11. Nature of Indirect Beneficial Ownership
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Security	Exercise Price of Derivative Security	Action Date	Execution Date, if any	Disposal Date	Acquisition Date	Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security
(Instr. 3)		(Month/Day/Year)	(Month/Day/Year)	(Month/Day/Year)	(Month/Day/Year)	(Instr. 4)	<p>April 30, 2018</p> <p>Dear Fellow Stockholder:</p> <p>You are cordially invited to attend Liberty Tax, Inc.'s Special Meeting", which will be held on Tuesday, May 29, 2018 at 10:00 a.m. at the Company's corporate headquarters located at 1732 Corporate Landing Drive, Suite 23454. Details regarding admission to the meeting and the business to be discussed will be included in the proxy statement.</p> <p>The attached proxy statement, with the accompanying notice of meeting, is expected to be acted upon at the meeting. We urge you to review the proxy statement and the affairs of our Company by voting on the matters described in the proxy statement. We hope that you will be able to attend the meeting. Our directors and management will be happy to answer questions. Afterwards, there will be a vote on the matters described in the proxy statement.</p> <p>The Company's Board of Directors welcomes and appreciates the input of our stockholders in Liberty Tax, Inc.'s affairs, and encourages those entitled to vote at the Special Meeting to do so. We hope you will attend the Special Meeting, but whether or not you expect to attend, please vote your shares by signing, dating and promptly returning the enclosed proxy card in the postage-paid envelope. We look forward to your attendance at the meeting and to the developments over the past months and to share with you our plans for the future.</p> <p>On behalf of the entire Board of Directors, I'd like to thank you for your continued support.</p> <p>Sincerely,</p> <p>John T. Hewitt Chairman of the Board of Directors Liberty Tax, Inc.</p>

LIBERTY TAX, INC.
NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 29, 2018

A Special Meeting of stockholders of Liberty Tax, Inc. at the Company's corporate headquarters located at 1732 Coastal Plaza, Virginia Beach, Virginia 23454, on Tuesday, May 29, 2018 at 10:00 AM Daylight Time (the "Special Meeting").

The Special Meeting will be held for the following purposes:

1. Election of four (4) Directors to the Board of Directors to serve until the next annual meeting and until their successors are duly elected;
2. Ratification of the appointment of Carr, Riggs & Ingram, P.C., an independent registered public accounting firm for the fiscal year ending December 31, 2017 and
3. Any other business that properly comes before the meeting, including the postponement thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this notice.

The Board of Directors has fixed the close of business on the day immediately preceding the date for determining stockholders of the Company entitled to vote at the Special Meeting, or at any adjournment or postponement thereof.

Stockholders of record of the Company's Class A Common Stock as of the close of business on April 23, 2018 are entitled to receive notice of the Special Meeting. For this purpose, the holder of our Special Voting Rights is entitled to receive notice of, and to vote as a single class of stock, the Company's Class A Common Stock, at the Special Meeting. In addition, the holder of the Company's Class B Common Stock is entitled to receive notice of the Special Meeting on all matters other than the election of Directors. A proxy statement describing the various matters to be voted upon at the Special Meeting, enabling the shareholders to indicate their vote on each matter, shall be filed by April 30, 2018, to all shareholders entitled to vote at the Special Meeting. A statement shall also be filed with the U.S. Securities and Exchange Commission on its website at www.sec.gov. and will be available online at www.libertytax.com.

By Order of the Board of Directors,

Nicole Ossenfort
President and Chief Executive Officer

Virginia Beach, Virginia
April 30, 2018

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be held on May 29, 2014
This Notice and Proxy Statement are available electronically at www.libertytax.com

PROXY STATEMENT

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PROXY STATEMENT

This proxy statement ("Proxy Statement") is furnished to you in connection with the solicitation of proxies by the Board of Directors (the "Board") of EOG Resources, a Delaware corporation (the "Company") in connection with the Special Meeting of Stockholders scheduled for May 29, 2018, at 10:00 a.m., at the Company's corporate headquarters located at 1732 Corporate Center Drive, Beach, Virginia 23454 (the "Special Meeting"). References in this Proxy Statement include any adjournment or postponement of the Special Meeting. The proxy materials will be mailed to stockholders on or about May 22, 2018.

VOTING INSTRUCTIONS AND INFORMATION

What proposals will be voted on at the Special Meeting?

At the Special Meeting, stockholders will be asked to vote on the following proposals:

1. A proposal to elect four (4) directors to serve on our Board of Directors until the 2018 annual meeting and until their successors are elected and qualified (Proposal 1); and
2. Ratification of the appointment of Carr, Riggs & Ingram, P.C. as the independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal 2); and
3. Any other matters that may properly be brought before the Special Meeting, adjournments or postponements thereof.

We are not aware of any matters to be presented at the Special Meeting other than those described in this Proxy Statement. If any matters not described in this Proxy Statement are properly presented at the meeting, the proxies will not be authorized to determine how to vote your shares. If the meeting is adjourned or postponed, you may vote your shares at the adjournment or postponement of the meeting.

Who is entitled to vote at the Special Meeting?

Class A Common Stock. Each holder of the Company's Class A Common Stock issued and outstanding at the close of business on April 2, 2018, is entitled to receive a notice of the Special Meeting, and to attend and vote at the Special Meeting. These persons are considered stockholders of record for the Special Meeting and will be entitled to cast one vote per share owned for each share of Class A Common Stock issued and outstanding. As of the Record Date, there were 12,800,000 shares of Class A Common Stock issued and outstanding.

Special Voting Preferred Stock. The holder of our Special Voting Preferred Stock is entitled to receive notice of and to attend the Special Meeting and to vote at the Special Meeting, voting as a single class with the holders of the Class A Common Stock.

matters considered at the Special Meeting.

Class B Common Stock: The holder of the 200,000 shares of Class B Common Stock issued and outstanding at the close of business on the Record Date is entitled to receive a notice of the Special Meeting, and to vote at the Special Meeting as a single class with the shares of the Class A Common Stock and Special Voting Preferred Stock on all matters other than the election of the Company's Chairman of the Board. Because the size of the Board is currently eleven directors to nine directors immediately following the Special Meeting and the Company's Amended and Restated Certificate of Incorporation (the "Certificate") provides that the holders of the Class B Common Stock elect the minimum number of directors necessary to constitute the Board, Mr. Hewitt will be entitled to elect five directors. The holders of the Class A Common Stock and Special Voting Preferred Stock are entitled to elect four directors, or four directors, as more fully described in this Proxy Statement.

How does the Board of Directors recommend that I vote on the proposal?

The Board of Directors recommends that you vote your shares "FOR" the proposal.

1. "FOR" each of the Board's nominees for Director (Proposals 1 through 4).

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2. "FOR" the ratification of the appointment of CRI as public accounting firm for the fiscal year ending April 30

Who will bear the cost of this proxy solicitation?

The Company will bear the entire cost of this proxy preparation, assembly, printing and mailing of this Proxy any additional solicitation materials sent by the Company may reimburse brokerage firms and other persons representing Common Stock for their expenses in forwarding the proxy owners. In addition, proxies may be solicited by directors of the Company, who will not receive any additional compensation by mail, email, facsimile, telephone or personal contact.

What is included in the proxy materials?

The proxy materials include our Proxy Statement for the card.

If I am a stockholder of record, how do I vote?

You may vote by mail, by signing, dating and returning card that was sent to you with the proxy materials or your written ballot at the Special Meeting.

How do I vote by mail?

If you do not expect to attend the Special Meeting in person proposals on the agenda by mail, simply complete the proxy return it in the postage-paid envelope provided. If you are held in "street name" (i.e., in the name of a broker, bank or you may obtain a proxy, executed in your favor, from the the proxy card and return it to the Company or to Equiniti indicated on the proxy card, or you may direct the record your proxy in the manner you specify. Further, if your shares must communicate your instructions respecting the voting holder, or your broker will be prohibited from voting you affect your right to vote in person if you decide to attend if you wish to revoke your proxy, you must first notify the intent to vote in person, and must actually vote your shares Meeting.

What does it mean if I receive more than one set of proxy Meeting?

It means your shares are held in more than one account shares, using the separate proxy card provided with each

What is householding?

As permitted by the SEC, only one set of the proxy materials will be sent to stockholders residing at the same address, unless the stockholder notifies the Company of their desire to receive multiple copies of proxy materials. Householding.

The Company will promptly deliver, upon request, a copy of the proxy materials to any stockholder residing at an address to which we have no record. Requests for additional copies for the Special Meeting or for the Annual Meeting should be directed to the Corporate Secretary in writing at 1716 Coastal Highway, Virginia Beach, Virginia 23454, Attention: Corporate Secretary, or by email at kathleen.curry@libtax.com.

How may I view the voting results?

The results of voting at the Special Meeting will be available within two business days after the Special Meeting and will be available on the SEC website (www.sec.gov) or on our website (www.libertytax.com). If the results are not available at that time, we will provide preliminary voting results. We will provide the final voting results in an amendment to the proxy materials as soon as they are available.

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How may I vote in person at the Special Meeting?

If you plan to attend the Special Meeting and wish to vote in person, you will be asked to present a valid government-issued photo identification, such as a driver's license. If you are a stockholder of record, you will need to bring a proxy card to gain admission to the Special Meeting. If you are unable to attend due to a disability or other reasons, please notify the Corporate Secretary at 1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454, or by email at kathleen.curry@libtax.com.

If your shares are held by a broker, bank or other financial institution, you will need to bring to the Special Meeting the proxy card, any voting instructions, or your most recent brokerage statement or a letter from the broker or other similar organization indicating that you beneficially own the shares as of the Record Date. We can use that to verify your beneficial ownership of the stock and admit you to the Special Meeting. If you intend to bring a legal representative to the Special Meeting, you will also need to bring to the Special Meeting a legal document from the broker or other similar organization that authorizes you to vote the shares it holds for you in its name.

How may I revoke my proxy?

You may change or revoke your proxy at any time before the Special Meeting. You can send a written notice of revocation of your proxy to the Corporate Secretary so that it is received before the taking of the vote. You can also attend the Special Meeting and vote in person. Your presence at the Special Meeting will not in and of itself revoke your proxy. In order to revoke your proxy, you must also notify the Corporate Secretary of your intent to revoke your proxy at the Special Meeting. If you require assistance in revoking your proxy, please contact the Corporate Secretary at 1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454, Attention: Corporate Secretary, or by email at kathleen.curry@libtax.com.

What constitutes a quorum?

Holders of a majority of the issued and outstanding shares of the Company entitled to vote (taking into account the Class B Special Voting Preferred Stock and the Class A Common Stock), who are represented at the Special Meeting, constitute a quorum at the Special Meeting. A quorum is present at the Special Meeting. A representative of Equiniti Group, a third party, will act as the inspector of elections and will tabulate the votes cast by proxy or in person. The inspector of elections will determine whether or not a quorum is present. If a quorum is not present at the Special Meeting, the Special Meeting will likely be adjourned or postponed in order to reconvene.

How are votes counted?

Each holder of Class A Common Stock will be entitled to one vote for each share of Class A Common Stock held by the stockholder, and the holder of the Preferred Stock will be entitled to a total of 1,000,000 votes for each share of the Preferred Stock. In addition, the holder of the Class A Common Stock will be entitled to one vote for each share of the Class A Common Stock held by the stockholder for the election of directors. In all matters, other than the election of directors, otherwise required by law, the Certificate of Incorporation and the Bylaws, the affirmative vote of a majority of the shares present or represented by proxy at the meeting and the affirmative vote of a majority of the shares of Class A Common Stock (taking into account the 1,000,000 votes of the Voting Preferred Stock) present in person or represented by proxy shall be the act of the stockholders. A plurality of the votes of the shares of Class A Common Stock (taking into account the 1,000,000 votes of the Voting Preferred Stock) present in person or represented by proxy shall elect directors.

Election of Directors (Proposal 1)

To be elected as a Director, a nominee must receive the affirmative vote of a majority of the votes cast by the holders of Class A Common Stock and the Voting Preferred Stock.

Ratification of Independent Registered Public Accounting Firm

Ratification of the appointment of CRI as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2018. A majority of the voting power of the shares present or represented by proxy at a meeting at which a quorum is present. Under the terms of the Voting Preferred Stock, the votes of the Voting Preferred Stock shall be counted as shares.

present and entitled to vote at the meeting. Therefore, absent instructions to the contrary, the proxy will have the same effect as a vote "against" the ratification of the Company's accounting firm.

Shares represented by proxy will be voted as directed on the proxy. If no direction is given, will be voted as follows:

1. "FOR" the election of each of the Director nominees;
2. "FOR" the ratification of the appointment of CRI as the Company's registered public accounting firm for fiscal 2018; and
3. In the best judgment of the persons named in the proxy on all other matters that may properly come before the meeting.

What are broker non-votes and how are they counted?

Brokers, banks or other similar organizations holding shares for customers who are beneficial owners of such shares are permitted to vote those customers' shares on non-routine matters in the absence of instructions from those customers. This is commonly referred to as a "broker non-vote." On proposals in question, broker non-votes will be counted for the proposal. Broker non-votes will not be counted as "votes cast" either for or against such proposals.

The election of directors is considered a non-routine matter. If you hold your shares through a bank, broker or other similar organization, you may not vote your shares on this matter absent specific instructions. If there may be broker non-votes with respect to this matter, your votes with respect to the election of directors will not be counted as "votes cast." If you hold in street name, it is critical that you vote or provide instructions to your broker, bank or similar organization if you want your votes to be counted. The ratification of the selection of CRI as the Company's registered public accounting firm is considered a routine matter. Therefore, if you hold shares, you may vote on this matter without instructions from your broker. There will occur with respect to this matter.

If you received more than one proxy card, you may vote on more than one account. To ensure that all of your shares are voted, you should use only one card. As a holder of common stock of the Company, you are invited to attend the Special Meeting and vote your shares in person.

Is my vote confidential?

Yes, it is our policy that documents identifying you as a stockholder of any stockholder will not be disclosed to any third party attending the Special Meeting except:

- ☐ To meet any legal requirements;
- ☐ To assert claims for or defend claims against the Company;

The Certificate also provides that the holders of the Class A Common Stock are entitled to elect the minimum number of directors necessary to constitute the entire Board, and that the holders of the Class A Common Stock and Special Voting Preferred Stock are entitled to elect the balance of the Board. Mr. Hewitt, the Company's Chairman of the Board, currently owns all outstanding shares of the Company's Class B Common Stock.

Except as may be provided in a resolution or resolutions of the Board of Directors, the holders of the Class A Common Stock and Special Voting Preferred Stock with respect to any directors elected (or to be elected) to that series, any vacancies in the Board of Directors and any vacancies resulting by reason of any increase in the number of directors shall be filled by the affirmative vote of the holders of at least a majority of the outstanding shares of capital stock entitled to elect such director, voting together as a class. Directors so appointed shall hold office until the next election of directors and their successors are elected and qualified.

The present size of the Board is eleven directors. As a result of the Special Meeting, the holders of the Class A Common Stock and Special Voting Preferred Stock are entitled to elect six directors, and the holders of the Class B Common Stock are entitled to elect the remaining five directors. At the Special Meeting, the Class A Common Stock and Special Voting Preferred Stock elected the following six directors to serve until the 2018 Annual Meeting and until their successors are duly elected and qualified: Thomas Herskovits, John T. Hewitt, Ellen M. McDowell, John Seal, Lawrence Miller and Patrick Cozza. Of the five directors that the Class A Common Stock and Special Voting Preferred Stock are entitled to elect, there are currently four vacancies and one director, Mr. Longfield, who has tendered his resignation as a director of the Company. There are currently four vacancies on the Board of Directors at the Special Meeting.

On April 16, 2018, the Board approved a reduction in the number of directors to nine directors effective immediately following the election of directors at the Special Meeting. As a result, Mr. Hewitt will be entitled to elect six directors from the Class A Common Stock and Special Voting Preferred Stock and the holders of the Class B Common Stock will elect the remaining four directors. Mr. Hewitt has indicated that he will continue as a director, Mr. Hewitt, Ellen M. McDowell and John Seal will continue as directors, and Mr. Seal will continue as Chief Executive Officer, will be elected as a director by the holders of the Class A Common Stock and Special Voting Preferred Stock at the Special Meeting. The Board has nominated Thomas Herskovits, Lawrence Miller and Patrick Cozza (the "Director Nominations") as Class A directors to be elected by the holders of the Class A Common Stock and Special Voting Preferred Stock at the Special Meeting. Upon their election as directors by the holders of the Class A Common Stock and Special Voting Preferred Stock, Messrs. Herskovits, Miller and Cozza will serve as Class B directors appointed by Mr. Hewitt.

The Board has determined that each of the Director Nominations complies with applicable rules and regulations of the SEC and NASDAQ regarding the audit, compensation and nominating committees of the Board.

The Company's Bylaws include an advance notice procedure for directors to be brought before a meeting of stockholders, including proposals

election to the Board of Directors at a special meeting of nominees for the Board of Directors being recommended Meeting are being recommended by the Board of Directors recommendation of the Board's Nominating and Corpora

Each of the Director Nominees, if elected, will hold office of stockholders or until his or her successor is duly elected has consented to be named and to serve if elected. If any unavailable for election for any reason, the proxies will be nominees.

The Board of Directors unanimously recommends that the Board of Directors of each of the four "Director Nom

QUALIFICATIONS AND EXPERIENCE OF DIRECTOR NOMINEES AND CLASS B STOCKHOLDER DESIGN

Class A Director

Ross N. Longfield. Mr. Longfield, age 77, has served since December 2001. Mr. Longfield is managing partner financial services firm located in Wyoming. From November 2004, Mr. Longfield served as Chairman of the Board of Parsippany, New Jersey. From June 1998 until December a Managing Director for Household International in Bridg Chairman and CEO of Beneficial Bank USA from 1990 refund

anticipation loan concept and has many years of experience in the insurance industry. Mr. Longfield brings highly valuable financial expertise to the Board through his service with Incurrent Solutions, Houston, Texas, a public and private companies. Mr. Longfield is highly experienced in financial analysis, financial statements and risk management. Mr. Longfield is one of our audit committee financial experts.

Class A Director Nominees for Election at Special Meeting

Patrick A. Cozza. Mr. Cozza, age 62, is senior strategic advisor at Cozza Enterprises, LLC, a firm that provides strategic consulting and coaching services, a position he has held since January 2015. Mr. Cozza is an Adjunct Professor - Finance, Accounting, Tax, Wealth Management at Silberman College of Business, Fairleigh Dickinson University. He was formerly Chairman and Chief Executive Officer of Harsco Insurance, which operated four insurance companies with operations in the United States, India and the United Kingdom, from January 2004 to December 2014. Mr. Cozza served as Senior Executive Vice President, Retail Banking and Wealth Management - North America for HSBC from January 2002 to December 2003. He previously served as Group Executive, Taxpayer Financial Services for HSBC and Mexico Insurance for HSBC from January 2002 to December 2001. HSBC is one of the world's largest banking and financial services companies. Mr. Cozza was also Chief Executive Officer of Taxpayer Financial Services and Director of Insurance Integration for Household International. Mr. Cozza held a variety of senior leadership positions, including Chief Executive Officer, Operating Officer and President of the Beneficial Insurance Company, a Life Insurance Corporation from 1985 to 1998. Mr. Cozza serves on the Board of Directors of Re Life Insurance Company, Ocoee Insurance Company, and is a member of the Corporate Directors New Jersey Chapter, Junior Achievement of New Jersey, Silberman College of Business at Fairleigh Dickinson University. Mr. Cozza's substantial management, leadership and strategic business experience qualify him as a Board of Directors.

Thomas Herskovits. Mr. Herskovits, age 71, served as a Director from October 2015 until November 2017 and was reappointed as a Director in March 2018. Since 2014, Mr. Herskovits has been a managing and operating partner of Feldman Advisors, a middle market advisory firm based in Chicago, and since 1996, he has managed private investments through Cozza Enterprises. From 2013 through February 2014, he was Chief Executive Officer of a technology company. He served on the Board of Directors of a technology company from 2012 to 2015. He previously served as non-executive Director on the Board of Directors of Natural Golf Corporation, a golf equipment manufacturing company, as President & CEO of Specialty Foods, and as President of Frozen Products. Mr. Herskovits' management, finance and investment backgrounds provide substantial additional expertise to the Board. Mr. Herskovits qualifies as an audit committee financial expert under SE

Lawrence Miller. Mr. Miller, age 69, is the founder and managing partner of the Directors of StoneMor Partners L.P., an owner and operator of

homes in the United States. From April 2004 to May 2011, Mr. Miller served on the Board, President and Chief Executive Officer of Stoneridge. From March 1999 through April 2004, Mr. Miller served as the Chief Executive Officer and President of Cornersville, Tennessee, by The Loewen Group, Inc. (now known as the Alderwood Group). Mr. Miller served in various management positions, including Executive Vice President of Operations from January 1997 until June 1998, and President of Cornersville from March of 1995 until December 1996. Prior to joining Stoneridge, Mr. Miller served as President and Chief Executive Officer of Morlan International Corporation, a private consolidator of cemeteries and funeral homes. Mr. Miller was a one-third owner, from November 1987 until March 1995, of Morlan International, The Loewen Group. Mr. Miller served as President and Chief Executive Officer of Morlan International, Inc., one of the first publicly traded consolidators from 1982 until 1987, when Morlan was sold to The Loewen Group. Mr. Miller will bring to the Board of Directors his extensive managerial expertise, excellent leadership skills and significant experience in growth strategies, including acquisitions and strategic alliances.

G. William Minner, Jr. Mr. Minner, age 64, has served as a Director since February 2018. Since 1996, Mr. Minner has served as President, Chief Officer and consultant with responsibilities for finance and operations of various companies. From June 1991 to December 1995, Mr. Minner served as President and Chief Executive Officer of Suburban Federal Savings and Loan Association of Pennsylvania. From December 1988 to May 1991, Mr. Minner served in various positions with Atlantic Financial Savings, F.A., including President and First Vice President - Loan Workout. Previously, Mr. Minner was Manager and Controller for the mortgage subsidiary of MFC Financial Services from 1984 to December 1988. Mr. Minner is a Certified Public Accountant with substantial experience in the financial services industry, including business management, treasury management, financial analysis, sales and marketing, accounting and commercial real estate development.

Class B Stockholder Designees Following Special Meeting

Gordon D'Angelo. Mr. D'Angelo, age 64, has served as a Director of the Company since June 2011. Mr. D'Angelo is the co-founder of and Chairman of NEXTECH Financial Group and related entities, a financial services broker/dealer that provides financial services such as retirement planning and investment management through 250 offices in 48 states. Mr. D'Angelo was employed by the Company from April 2015 to August 2017 in the role of a franchise development and marketing. Mr. D'Angelo also served on the Company's Compliance Task Force. Prior to co-founding NEXTECH Financial Group, Mr. D'Angelo was a director of Jackson Hewitt. Mr. D'Angelo brings to the Board a wealth of experience in the financial services industry, drawing on his extensive co-founding of NEXTECH Financial Group in 1998 where he has applied his capabilities and management advisory expertise. Mr. D'Angelo has worked in the tax preparation industry, in that he previously worked for and served as a director of Jackson Hewitt.

John T. Hewitt. Mr. Hewitt, age 68, has served as a Director of the Company since October 1996. Mr. Hewitt is a pioneer in the industry with a career in the industry spanning over 40 years. From August 1996 to August 2017, Mr. Hewitt was the Founder, President, Chief Executive Officer and Chairman of Jackson Hewitt Inc., in Virginia Beach, Virginia. From December 1996 to August 2017, Mr. Hewitt held the varying positions of Tax Preparer, Area Manager, District Manager, and Regional Director with H&R Block. Mr. Hewitt is the brother of one of our directors. In serving as Chairman of the Board of the Company, he served previously as our Chief Executive Officer, Mr. Hewitt's role is to integrate the operating and business strategies of the company and provide an asset to the Board in formulating our overall strategic direction.

Ellen M. McDowell. Ms. McDowell, age 58, has served as a Director of the Company since June 2010. From January 1998 until the present, she served as an attorney and shareholder at McDowell Law Firm, P.C., in Posternock, Apell & Detrick, P.C., in Maple Shade, New Jersey. Ms. McDowell is the sister of John Hewitt, our Chairman of the Board. Her expertise provides an important legal perspective for our Board as it considers the Company's business strategies.

Nicole Ossenfort. Ms. Ossenfort, age 47, has served as the Chief Financial Executive Officer of the Company since February 2018. Ms. Ossenfort served as a Director of the Company from November 2017 to February 2018. Ms. Ossenfort was President of the Company's 360 Accounting Solutions business from October 2017. Ms. Ossenfort has been a franchisee of Life Time Fitness with offices in South Dakota and Wyoming as well as an owner of a business from September 2017. Ms. Ossenfort was employed in public accounting with McGladrey & Pullen from 1994 to 1996.

John Seal. Mr. Seal, age 67, has served as a Director of t
2017. Mr. Seal has also served as a Liberty Tax Area Dev
Houston, Texas since 2012 and as President, Secretary and
("JMS Tax"), which provides accounting and payroll ser
Virginia area, since 2000. Previously, he was a Liberty T
Roads, Virginia and Las Vegas, Nevada since 2000 and s
Finance of Liberty Tax Service since 1997, where he ass
Tax Depot (Liberty Tax Canada) and development of Lib
joined the franchise tax preparation industry 28 years ago
Hewitt Tax Service and, after four tax seasons, joined Jac
Director of Field Operations in 1993. Prior to joining Jac
eight years in operating-division financial management a
General Foods Corp., a Fortune 50 food manufacturer pri
Morris in 1985 and Kraft Foods in 1990.

COMMITTEES OF THE BOARD OF DIRECTORS AND
GOVERNANCE

Our Board of Directors currently has four standing c
Committee, the Compensation Committee, the Nominati
Committee and the Risk Committee. The responsibilities
described below. Members serve on these committees un
otherwise determined by our Board of Directors. The cha
composition of each of the standing committees.

7

Name of Director	Audit	Compensation	Nominating and Governance
Gordon D'Angelo			
John Seal			
Thomas Herskovits	X	X(1)	X(1)
John T. Hewitt			
Ross N. Longfield	X	X	X
Ellen M. McDowell			
G. William Minner, Jr.	X(1)	X	X

(1) Chairperson of Committee

Audit Committee

Our Audit Committee, which met nine times during 2017 ("fiscal 2017"), provides oversight of our accounting process, the audit of our financial statements and our internal control over financial reporting. In addition to these matters, the Audit Committee assists the Board of Directors in reviewing the independent auditors' qualifications, independence and performance; reviews the engagement, retention and compensation of the independent auditors; reviews the scope of the annual audit; reviews and discusses with the independent auditors the results of the annual audit and the review of our financial statements, including the disclosures in our annual report to the SEC; reviews and oversees risk management related to our financial statements; establishes procedures for receiving, retaining and investigating complaints regarding accounting, internal accounting controls or other matters; approves permissible non-audit services provided by our independent auditors; and approves related party transactions under Item 404 of Regulation S-K. The Audit Committee oversees our internal audit function.

All members of our Audit Committee meet the requirements of the rules and regulations of the SEC and the NASDAQ Listing Rules. The Board of Directors has determined that Messrs. Longfield and Herskovits are independent financial experts as defined under the applicable rules of the SEC and the NASDAQ Listing Rules. The members of our Audit Committee are independent directors as defined under the applicable rules and regulations of the SEC and NASDAQ Listing Rules. A written Audit Committee Charter, which is available at www.libertytax.com or upon written request to the Corporate Secretary, Liberty Tax, Inc., 1716 Corporate Landing Parkway, Virginia Beach, VA 23464.

Compensation Committee

Our Compensation Committee, which met seven times during 2017, reviews and administers the compensation policies, plans and programs for our executive officers and all other members of our executive team. In addition, our Compensation Committee annually evaluates, in conjunction with the Board of Directors, the performance of our Chief Executive Officer and other executive officers.

corporate goals and objectives relevant to compensation of the CEO and other executives and evaluates the performance of the CEO against the goals and objectives. Our Compensation Committee also oversees our equity compensation plans.

All of the members of our Compensation Committee are independent directors under applicable rules and regulations of the SEC and NASDAQ. The Board has adopted the Internal Revenue Code (the "Code"). The Board has adopted a Compensation Committee Charter, which is available at the Company's website or upon written request to the Corporate Secretary, Liberty Station, Landing Parkway, Virginia Beach, Virginia 23454.

Nominating and Corporate Governance Committee

Our Nominating and Corporate Governance Committee, which was formed during fiscal 2017, is responsible for, among other things, reviewing and recommending regarding corporate governance, the composition of our Board of Directors, the identification, evaluation and nomination of director candidates, and the composition of committees of our Board of Directors. The Nominating and Corporate Governance Committee is also responsible for considering and recommending stockholders for election to the Board, evaluating the proposals and recommendations regarding the candidates to the Board. The Nominating and Corporate Governance Committee oversees our corporate

governance guidelines, approves our Committee charters, code of business conduct and ethics, reviews actual and potential conflicts of interest of our directors and officers other than related party transactions, oversees the Nominating and Corporate Governance Committee and oversees the Board self-evaluation process. The Nominating and Corporate Governance Committee is also responsible for reviewing and recommending regarding non-employee director compensation to the full Board.

In evaluating candidates for election to the Board, the Nominating and Corporate Governance Committee takes into account the qualifications and experience of candidates, as well as the composition of the Board as a whole. In no event will the Nominating and Corporate Governance Committee take into consideration the qualifications for or the desirability of any candidate for election to the Board solely on the basis of the candidate's race, gender or ethnicity. The Nominating and Corporate Governance Committee's Charter and Corporate Governance Guidelines and such other policies as may be deemed appropriate. These factors may include judgment, skill, diversity of thought, experience with other businesses and other organizations of comparable size, the candidate's ability to bring experience with the experience of other Board members, and whether the candidate would be a desirable addition to the Board and the Company. Pursuant to its Charter, the Nominating and Corporate Governance Committee has the authority to retain consultants or search firms to identify and recommend candidates for the Board.

In December 2017, the Nominating and Corporate Governance Committee retained the services of the National Association of Corporate Directors (NACD), a national membership organization for corporate board members, to assist in identifying candidates for consideration by the Committee. The NACD provided a list of candidates that were considered by the Nominating and Corporate Governance Committee, including Patrick A. Cozza, who was selected by the Board as a Director Nominee for election at the Special Meeting of the Board. Miller and Minner, the other three Director Nominees, were also considered by the Committee. Upon recommendation of the Nominating and Corporate Governance Committee, the Board approved the four Director Nominees at the Special Meeting.

All of the members of our Nominating and Corporate Governance Committee are independent under the rules and regulations of NASDAQ and are listed as independent on the written Nominating and Corporate Governance Committee Charter. For more information, visit the Company's website at www.libertytax.com or upon written request to the Secretary, Liberty Tax, Inc., 1716 Corporate Landing Parkway, Suite 200, Dallas, TX 75244-2345.

Risk Committee

Our Risk Committee was created and became effective May 2017. The Risk Committee is responsible for, among other things, risk governance, risk management, and review of operational risk assessment reports. In addition, our Risk Committee oversees the performance of the Internal Audit department, evaluates and reports on the adequacy of our internal control processes governing all aspects of compliance operations, and is also responsible for assisting the Board of Directors in its oversight of the Company regarding our risk management approach.

Meeting Attendance

During our fiscal year ended April 30, 2017, our Board of Directors held 12 meetings, either in person or by telephone. Each Director or Director-elect is required to report the aggregate of (1) the total number of meetings of the Board of Directors that he or she was a Director, and (2) the total number of meetings of the Board of Directors that he or she served during the periods that he or she served as a Director.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors, and beneficial owners of more than 10% of our common stock, to file with the Securities and Exchange Commission reports of their ownership of our common stock and changes in such ownership. Executive officers, directors, and greater than 10% beneficial owners are required by SEC rules to file copies of all Section 16(a) reports they file.

There were no late filings of Section 16(a) reports during the fiscal year by executive officers and directors who served during fiscal year 2017.

Director Attendance at Annual Meeting of Stockholders

Although the Company has no specific policy regarding attendance at the Company's Annual Meeting of Stockholders, all directors and a majority of the then serving directors attended the 2017 Annual Meeting of Stockholders.

Communications with the Board

Stockholders and other interested parties wishing to communicate with the Board, the non-employee directors, or an individual Board member, may do so by writing to the Board, to the non-employee directors, or to a particular Board member, and mailing the correspondence to the Company at Liberty Tax, Inc., 1716 Corporate Landing Parkway, Virginia Beach, Virginia. Please indicate on the envelope whether the communication is from a stockholder or other interested party. In addition, our Board members have made themselves available for consultation and direct communication with our stockholders.

Code of Conduct

All directors, officers and employees of the Company must adhere to the standards as set forth in the Liberty Tax, Inc. Code of Conduct. The fundamental principles outlined in the Code of Conduct include, but are not limited to, adhering to ethical standards, acting honestly and engaging in fair dealings and best business practices, complying with applicable foreign laws, identifying conflicts of interest, ensuring financial accuracy, and reporting violations of the Code of Conduct. There are many resources available to assist in the avoidance of violations of the Code of Conduct. Violations of the Code of Conduct may be reported as well as sought guidance on ethical matters through in-person, email and telephone. The Company has established a Code of Conduct Hotline and information can be made to the Human Resources Department, the Corporate Secretary, or the Hotline at 877-472-2110 or by email at www.lighthouseenergy.com.

The Code of Conduct is available upon written request directed to the Corporate Secretary in writing at 1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454, Attention: Corporate Secretary, or by email at corporate.secretary@lighthouseenergy.com.

COMPENSATION COMMITTEE INTERLOCKS AND INDEPENDENCE

John Garel, Thomas Herskovits and Steven Ibbotson were members of the Compensation Committee during fiscal year 2017. No member of the Compensation Committee was, or was formerly, an officer or employee of the Company during 2017. None of our executive officers served during fiscal year 2017 as a member of directors or compensation committee of any entity that has or has had an officer serving on our Board of Directors or Compensation Committee.

Mr. Garel, a manager of both Envest II, LLC and Envest III, LLC, is a beneficial owner of the related party transaction as described in the proxy statement titled "Certain Relationships and Related Transactions" to the proxy statement.

NON-EMPLOYEE DIRECTOR COMPENSATION

In fiscal 2017, directors other than Mr. Hewitt received a cash retainer of \$45,000 or an equal amount of compensation in the form of

addition, for those directors who served on the Audit Committee, and Nominating and Corporate Governance Committee, annual retainers of \$10,000, \$7,500, and \$5,000, and the annual retainers of \$20,000, \$10,000 and \$7,500, respectively. Each director is entitled to receive this cash compensation in the form of cash. For fiscal 2017, we also granted each of our directors other forms of compensation in the form of stock options and restricted stock with an approximate annual value of \$65,000.

The table below sets forth all compensation paid to or accrued to Mr. D'Angelo for fiscal 2017. Information regarding compensation for fiscal 2017 is included under "Executive Compensation." in our annual report, because Mr. D'Angelo does not participate in our equity incentive plan, he continues to be treated for board compensation purposes as a member of the Board of Directors.

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Name	Fees Earned or Paid in Cash	Stock Awards (1) (2)	Option Awards (3) (4)
Gordon D'Angelo (6)	\$45,000	\$21,666	\$43,333
John R. Garell (7)	—	91,666	43,333
Thomas Herskovits (8)	57,500	21,666	43,333
Robert M. Howard (9)	60,000	21,666	43,333
Steven Ibbotson (10)	60,000	21,666	43,333
Ross N. Longfield (11)	60,000	21,666	43,333
Ellen M. McDowell (12)	45,000	21,666	43,333
George T. Robson (13)	70,000	21,666	43,333

(1) Amounts in this column reflect the grant date fair value of restricted stock awards and restricted stock units (RSUs) granted to each director under the Company's 2011 Equity and Cash Incentive Plan, as determined in accordance with FASB Accounting Standards Codification Topic 718, based on the fair market value, as determined by the Board of Directors of the Company's stock on the effective date of grant. The calculation of these amounts for fiscal 2017 are based on the Company's audited financial statements for the year ended December 31, 2017.

(2) The value reported in the "Stock Awards" column represents the value of restricted stock awards granted to directors other than Mr. Hewitt, which generally vest upon settlement 12 months after the date of grant. Each RSU represents one share of the Company's Class A Common Stock. The aggregate amount of RSUs outstanding as of April 30, 2017, for Messrs. D'Angelo, Garell, Herskovits, Howard, Ibbotson, Longfield, and Ms. McDowell, was 1,694 RSUs. In addition, during the year ended December 31, 2017, Mr. Robson received restricted stock in lieu of his cash compensation for services rendered, and these shares vested immediately upon receipt. For each of the awards, the grant date fair value was calculated using the closing price of the Company's common stock on the date of grant.

(3) Amounts in this column reflect the grant date fair value of restricted stock awards granted to Mr. Hewitt, as a director, other than Mr. Hewitt, under the Company's 2011 Equity and Cash Incentive Plan calculated in accordance with ASC Topic 718, based on the fair market value, as determined by the Board of Directors of the Company. Assumptions used in the calculation of these amounts are disclosed in Note 10 to the Company's audited financial statements for the year ended December 31, 2017.

2017.

(4) The aggregate number of option awards outstanding for each director was as follows: Mr. D'Angelo, 23,241 options; Envest II, LLC, 1,500 options; Mr. Garel is the manager of both Envest II, LLC and Envest III, LLC; Mr. Herskovits, 9,027 options; Mr. Ibbotson, 33,241 options; Mr. Longfield, 14,614 options; Ms. McDowell, 14,614 options; and Mr. Robert

(5) In addition to his compensation as a member of the Board, Mr. D'Angelo received compensation of \$302,769 as an employee of EOG Resources in 2017. He was an employee during the entire fiscal year.

(6) Fees earned for Mr. D'Angelo includes a \$45,000 annual

Mr. Garel was entitled to a \$45,000 annual board retainer fee, a \$7,500 Compensation Committee member retainer fee, \$7,500 Nominating and Corporate Governance Committee member retainer fee, and a \$7,500 Nominating and Corporate Governance Committee member retainer fee but he elected to receive restricted stock in lieu of cash for his Board and committee service.

(8) Fees earned for Mr. Herskovits includes a \$45,000 annual board retainer fee, a \$7,500 Compensation Committee member retainer fee, and a \$7,500 Nominating and Corporate Governance Committee member retainer fee.

(9) Fees earned for Mr. Howard includes a \$45,000 annual board retainer fee, a \$7,500 Audit Committee member retainer fee, and a \$5,000 Nominating and Corporate Governance Committee member retainer fee.

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Fees earned for Mr. Ibbotson includes a \$45,000 annual
(10) Compensation Committee chairman retainer fee, and \$5,000
Corporate Governance Committee member retainer fee.

Fees earned for Mr. Longfield includes a \$45,000 annual
(11) Audit Committee member retainer fee, and \$5,000 Nominations
Governance Committee member retainer fee.

(12) Fees earned for Ms. McDowell includes a \$45,000 annual

Fees earned for Mr. Robson includes a \$45,000 annual
(13) Audit Committee chairman retainer fee, and \$5,000 Nominations
Governance Committee member retainer fee.

DIRECTOR INDEPENDENCE AND BOARD STRUCTURE

Our Board of Directors has undertaken a review of the independence of each director of its committees and the independence of each director. In making this determination, each director's background, employment and affiliations, including any other directorships, the Board of Directors has determined that three of our seven directors are "independent" under the applicable rules and regulations. The independent directors are Messrs. Longfield, Herskovits and Seal. In making this determination, our Board of Directors considered the current and potential conflicts of interest each non-employee director has with the Company and any other relationships our Board of Directors deemed relevant in determining the independence of each director. Mr. Seal's beneficial ownership of our capital stock, Mr. Hewitt was deemed independent as a result of his service as our Chairman of the Board and compensation committee member. Ms. McDowell was not deemed independent as a result of her employment with the Company. Mr. Hewitt, Mr. D'Angelo was not deemed independent as a result of his employment status with the Company and Mr. Seal was not deemed independent as a result of his relationships with the Company.

Mr. Hewitt serves as our Chairman of the Board of Directors. Mr. Seal has not designated a "lead independent director," but the Board of Directors. The Governance Guidelines provide that the Board may, at its discretion, designate a director to serve as lead independent director.

The Risk Committee was established to have oversight over the Company's risk governance structure, risk management and operational risks. However, the Board of Directors expects to take primary responsibility for identifying material risks, communicating them to the Risk Committee and to the Board, and implementing appropriate risk management strategies with oversight from the Risk Committee, and integrating risk management into the decision-making processes. The Board of Directors regularly reviews and reports regarding the Company's credit, liquidity and operational risks, and addressing and managing these risks. Certain other committees, including the Audit and Compensation Committees, manage risks with respect to the Company. In particular, the Audit Committee monitors financial, credit

the Compensation Committee monitors the Company's compensation programs do not encourage excessive risk-taking by

EXECUTIVE OFFICERS

The following table sets forth certain information regarding the Company's executive officers:

Name	Age	Position(s)
Nicole Ossenfort	47	President and Chief Executive Officer
Nicholas E. Bates	37	Chief Financial Officer
Shaun York	36	Chief Operating Officer

Background and Experience of Executive Officers

Nicole Ossenfort. Ms. Ossenfort has served as the President and Chief Executive Officer of the Company since February 2018. Ms. Ossenfort was previously a Senior Director of the Company from November 2017 to February 2018, where she managed the Company's 360 Accounting Solutions business from 2015 to 2017. Ms. Ossenfort also has been a franchisee of Liberty Tax Service in South Dakota and Wyoming and was an Area Development Manager from 2011 to 2017. Ms. Ossenfort was employed in public accounting at Pullen from 1994 to 1996.

Nicholas E. Bates. Mr. Bates has served as the Company's Chief Financial Officer since January 2018. Mr. Bates previously served as Vice President and Controller from September 2017 to December 2017 and as Chief Financial Officer of the Company from September 2015 to August 2017. Prior to joining the Company, Mr. Bates spent five years with Catapult Learning, LLC, a portfolio company of The Carlyle Group, most recently as Chief Financial Officer. Mr. Bates also served in various financial roles with MedQuist, Inc., a medical transcription company from 2001 to 2010.

Shaun York. Mr. York has served as the Chief Operating Officer since February 2018. Mr. York has been involved with Liberty University since he started working with the Central Florida Area Development Franchise, a franchisee in October of 2003. Currently he owns multiple businesses in the Tampa, Florida area. Over the last ten years, Mr. York has worked in the Tampa, Polk County and Brevard County in Florida and (the latter of which was sold in 2016). Over the past five years, Mr. York has worked as a consultant or an employee of the Company, in various roles.

Compensation of Executive Officers

On March 16, 2018, the Compensation Committee of the Company approved the base salaries for Ms. Ossenfort and Mr. York in the amount of \$300,000 and \$250,000, respectively, effective immediately for services provided to the Company. The Compensation Committee also approved the engagement of Pearl Meyer, a compensation consultant, to provide a market analysis and to assess the competitiveness of the Company's executive compensation. The Compensation Committee intends to consider the total annual compensation for Ms. Ossenfort and Mr. York, including base salary, bonus, incentive compensation, for fiscal year 2019 following the completion of the findings of Pearl Meyer.

On December 12, 2017, the Company entered into an employment agreement with Mr. Bates effective as of January 1, 2018. Under Mr. Bates' employment agreement, Mr. Bates is entitled to an annual base salary of \$300,000. Mr. Bates is also entitled to a bonus with a target maximum of 50% of his base salary under the employment agreement. The Board of Directors of the Company has granted to Mr. Bates of restricted stock units of the Company's Class A Common Stock valued at \$400,000. In addition, on September 6, 2017, the Company entered into an employment and restricted stock unit agreement with Mr. Bates which provided for (i) a bonus of \$74,520, payable in two installments and (ii) a grant of 10,000 restricted stock units, each of which represented the right to acquire one share of the Company's Class A Common Stock which would vest in the event that the executive officer remained employed with the Company.

COMPENSATION DISCUSSION AND ANALYSIS

The compensation provided to our "named executive officers" for the fiscal year ending April 30, 2017 is set forth in detail in the Summary Compensation Table and other tables and the accompanying footnotes that follow. The accompanying footnotes explain our executive compensation philosophy, objectives, compensation-setting process, our executive compensation decisions made in fiscal 2017 for our named executive officers.

Our named executive officers during fiscal 2017 consisted of the following individuals:

Name	Position(s)
John T. Hewitt	Chairman, Chief Executive Officer and President
Kathleen E. Donovan	Vice President, Chief Financial Officer
Vanessa M. Szajnoga	Vice President, General Counsel
Michael Piper	Vice President, Financial Products
Richard G. Artese	Vice President, Chief Information Officer
James J. Wheaton (1)	Former General Counsel, Chief Compliance Officer

(1) Mr. Wheaton left the Company in June 2016.

Compensation overview and objectives

We strive to establish compensation practices that align with the interests of our senior management, and strengthen the mutuality of interest between our senior management and our stockholders. We believe that the most effective compensation program is one that is conservative, but competitive, and aligns the compensation of our senior management with the creation of long-term value. Under the oversight of the Compensation Committee, we have developed a pay-for-performance executive compensation program that is designed to reward the achievement of certain financial performance objectives. The philosophies of pay-for-performance and alignment of senior management compensation with stockholder value creation primarily by providing a significant portion of an executive's total annual compensation through annual performance-based bonus and long-term equity compensation. For fiscal 2017, the Compensation Committee has set a target level of potential bonus payments for each of the named executive officers consistent with company-wide financial performance objectives.

Determination of compensation

Our Compensation Committee is responsible for determining the compensation of our named executive officers, including benefit plans generally, and has established and reviewed compensation policies and arrangements with respect to our named executive officers. The Compensation Committee meets not less than four times annually to consider compensation adjustments, if any, to all elements of compensation, including annual bonus, long-term equity compensation and long-term equity awards. The Compensation Committee evaluates the achievement of performance goals for the prior fiscal year and performance goals for the current fiscal year. The Compensation Committee meets additionally as needed to discuss compensation-related matters.

In addition, with respect to the compensation of our named executive officers other than our Chief Executive Officer, the Compensation Committee considers the recommendation of our Chief Executive Officer. Our Compensation Committee evaluates each other named executive officer's overall performance and contribution to the Company at the end of each fiscal year and makes recommendations regarding compensation to the Compensation Committee. Our Chief Executive Officer's compensation is determined solely by the Compensation Committee. Our Chief Executive Officer does not participate in any formal discussions regarding his compensation with the Compensation Committee regarding his compensation.

The Compensation Committee does not generally rely on a fixed formula in determining the mix or levels of cash and equity-based compensation. The Compensation Committee maintains a flexible compensation program that allows it to adjust the mix of compensation to motivate and reward individual executives for their desire to attain certain strategic and financial goals. Subject to the Compensation Committee's compensation determinations include an executive's skill set, experience, and performance as a member of the executive management team, contribution to the Company's performance and the sufficiency of total compensation payable to the executive for the retention of an executive when considering the compensation of other named executive officers.

available elsewhere.

The Compensation Committee does not undertake, or benchmarking or surveys of compensation for our compensation primarily on our members' general knowledge of the compensation. Compensation Committee has engaged a compensation consultant to do so in 2017.

During fiscal 2017, the Compensation Committee engaged Pearl Meyer and Company, LLC as a compensation consultant. The Compensation Committee in assessing the compensation levels and compensation structure. As part of its engagement, Pearl Meyer assisted the Compensation Committee in comparing the compensation paid by a peer group of companies to the compensation of our executives. The peer group selected for comparison was the Compensation Committee, in consultation with Pearl Meyer, for purposes of the compensation survey. The executives consisted of sixteen publicly-traded companies with comparable revenues and/or market capitalization, status as public companies, and their participation in our industry or similar industries. The following companies:

- K12, Inc.
- CBIZ, Inc.
- 1-800-FLOWERS.COM, Inc.
- Resources Connection, Inc.
- Blucora, Inc.
- Strayer Education, Inc.
- American Public Education, Inc.
- GP Strategies Corporation
- Capella Education Company

Nutrisystem, Inc.
Rosetta Stone, Inc.
Carriage Services, Inc.
Franklin Covey Co.
RE/MAX Holdings, Inc.
PRGX Global, Inc.
Cambium Learning Group, Inc.

Based on the results of the 2017 compensation study by Mercer, the Compensation Committee approved in December 2016 the following compensation mix, beginning in fiscal 2017:

Mr. Hewitt received stock options which will vest over a three-year period and received restricted stock units with one-half vesting after the first year of grant and the other one-half vesting the fourth year following grant.

Restricted stock unit awards to named executive officers will vest over three years with 25% vesting on the third and fourth year anniversary of the grant; the remaining 50% will vest on the fifth anniversary of the grant.

Stock options and restricted stock unit awards to employees will vest over a three-year period.

Future grants of stock options to the named executive officers will continue to take the form of annual grants rather than multi-year grants. The Compensation Committee believes that compensation a more integrated component of the annual bonus will help to link it more closely to performance.

Components of compensation for fiscal 2017

For fiscal 2017, the compensation provided to our named executive officers consisted of base salary, annual bonus, long-term equity-based compensation, benefits and other benefits, each of which is described in more detail below. That the mix of cash- and equity-based compensation, as well as the mix of performance-based compensation, is properly balanced and that the effective means to attract, motivate and retain our named executive officers and reward them for creation of stockholder value.

Base Salary

The base salary payable to each named executive officer is a fixed component of compensation reflecting the executive officer's responsibilities. Base salary amounts are established at the time of an officer's initial employment with the Company, but are subject to review by the Compensation Committee after its consideration of, among other things, the executive's responsibilities, individual performance for the year, the ratio of fixed compensation to overall compensation and consistency with the Compensation Committee considers to be the market standard for similarly-situated executives at other companies.

In fiscal 2017, employees received an average salary increase of 3-5% of their fiscal 2016 salary, with the actual amount of increase determined based on fiscal 2016 performance.

Mr. Hewitt's base salary was raised to \$534,000 as of March 1, 2017.

Ms. Donovan's annual base salary was raised to \$345,050 as of March 1, 2017.

Mr. Piper's annual base salary was raised to \$244,400 as of March 1, 2017.

Ms. Szajnoga's annual base salary was raised to \$262,500 as of March 1, 2017.

Mr. Wheaton, who left the company on June 13, 2016, had an annual base salary of \$358,010.

Mr. Artese's annual base salary was raised to \$226,600 as of March 1, 2017.

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Annual Bonuses

We have an annual performance bonus plan (a short-term plan) with annual financial, and in some cases, individual performance goals. We provide for cash bonus awards to certain of our senior executive officers. Annual bonuses, which are generally based on the prior fiscal year's performance, are intended to compensate executives for annual company-wide financial goals and, in some instances, individual performance goals. Under our bonus plan, our Compensation Committee determines the amount (expressed as a percentage of base salary) for each executive to become payable upon the achievement of our corporate performance goals at the Compensation Committee discretion. Target bonus amounts were 100% of his base salary for Mr. Hewitt, 50% of base salary for Ms. Donovan, Ms. Szajnoga, Ms. Wheaton, 40% of base salary for Mr. Piper and Mr. Artese. Actual bonuses were to be based upon the achievement of performance objectives. No bonuses were to be earned unless income before income taxes exceeded the prior year's income before income taxes. The Compensation Committee also had the discretion to award bonuses in excess of the extent that the Company exceeded the target performance objectives.

The target bonus amounts for Ms. Donovan, Ms. Szajnoga, Ms. Wheaton, Artese and Piper were determined by our Compensation Committee in consideration of our overall compensation program and market compensation paid to similarly-situated executives at other companies. In general knowledge of the competitive market. For fiscal 2017, the target bonuses to each of the executives named above was based on the achievement of company-wide performance goals relating to our U.S. systemwide revenue and income before income taxes. The Compensation Committee determined revenue as a bonus component in fiscal 2014 based on its determination of non-GAAP measure, which reflects the total revenue based on the U.S. system, is an appropriate tool for evaluating the size of the Company's executive team is responsible for managing. The target bonus component for EBITDA, based on its determination following the completion of a study that income before income taxes is a more relevant measure of performance. The performance goals for each of our named executives for 2017 in determining the target bonus as a percentage of target bonus are set forth below:

Name	Systemwide Revenue	Revenue	Income Before Income Taxes
John T. Hewitt	25%	25%	50%
Kathleen E. Donovan	25%	25%	50%
Vanessa M. Szajnoga	25%	25%	50%
Michael S. Piper	25%	25%	50%
	25%	25%	50%

James J. Wheaton			
Richard G. Artese	25%	25%	50%

In addition to the goals described above; the committee a that, if income before income taxes does not exceed prior taxes, no bonuses would be paid.

For fiscal 2017, our target goals, established in Decem \$403.1 million of U.S. systemwide revenue, \$178.6 milli \$36.1 million of income before income taxes. The Comp that these goals were ambitious but achievable. Accordin earned under the bonus plan for 2017 unless our income \$31.1 million, the remaining minimum metrics were: (i) was at least \$342.7 million, or (ii) our revenue was at lea bonus plan, once the threshold amounts were achieved, p amount equal to 25% of the potential bonus associated w additional 5% of the target achieved up to 100% of the ta below:

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Percentage of Target Achieved	Payout
85%	25%
90%	50%
95%	75%
100%	100% (1)

(1) The Compensation Committee had the discretion to award a bonus in excess of the target performance metrics to the extent the target performance metrics were exceeded.

For example, if we achieved 85% of the revenue target, the component would receive 6.25% of the revenue bonus component.

The targets for each of U.S. systemwide revenue, total income taxes were established by the Compensation Committee on the Company's fiscal 2017 budget adopted by the Board in 2016.

In June 2017, as had been its practice in prior years, we evaluated the extent to which the named executive officers were paid with respect to the Company's fiscal 2017 performance, based on unaudited financial statements available to the Compensation Committee. That analysis indicated that the Company had failed to achieve income before income taxes which was the threshold to which a bonus would be paid. Although certain of these performance metrics were achieved, which would have resulted in a bonus being paid, the Compensation Committee, in its discretion, determined that the named executive officers would receive a bonus payment.

Long-term equity compensation

1998 Stock Option Plan

Originally effective as of May 1, 1998, and as subsequently amended, the 1998 Stock Option Plan, or the 1998 Plan, was established to attract, retain and motivate employees, non-employees and independent contractors of outstanding ability and to promote their interests with those of the stockholders of the Company.

Our Board of Directors administers the 1998 Plan and, among other things, designate participants, grant options, determine the terms of the options, including vesting, prescribe option agreements and to make any other determinations that it deems necessary for the administration of the 1998 Plan.

The Board of Directors has the ability to amend or terminate the 1998 Plan at any time, provided that no amendment or termination will be made without the approval to increase the aggregate number of shares that are eligible for the plan (except in the case of certain corporate transactions as determined by the Board) or to increase materially the benefit payable under the plan.

under the plan. The Board of Directors may also suspend any time, provided such termination does not adversely affect holders. Unless sooner terminated, the 1998 Plan will terminate

With the adoption in August 2011 of the 2011 Equity Incentive Plan described below, no further options are expected to be granted

Our 1998 Plan provides that the Board of Directors may determine the schedule of options granted. As of April 30, 2017, all options granted under the Plan to our named executive officers had become fully vested

2011 Equity and Cash Incentive Plan

On August 26, 2011, in consideration of the benefits of equity awards and upon the recommendation of our Compensation Committee, the Board of Directors adopted the JTH Holding, Inc. 2011 Equity and Cash Incentive Plan as the "2011 Equity and Cash Incentive Plan" or the "2011 Plan," which was subsequently approved by our stockholders on August 30, 2011, with the ability to utilize different types of equity

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incentive awards (compared to only the stock options awarded as part of our overall compensation structure.

Key features of the 2011 Plan include:

All stock options, stock appreciation rights and other purchase rights have an exercise price that is not less than the fair market value of the underlying stock on the grant date.

The maximum number of shares of our Class A Common Stock available under the 2011 Plan is 940,595 (as of July 21, 2017, including shares previously available under the 1998 Plan). The maximum number of shares of Class A Common Stock that may be issued under the 2011 Plan under any type of award, including incentive stock options, is 940,595.

The 2011 Plan does not include any reload or "evergreen" provisions.

Without stockholder approval, we may not reprice awards that have not yet vested or subject to forfeiture.

Any material amendments to the 2011 Plan require stockholder approval.

The 2011 Plan is administered by our Compensation Committee.

No dividends or dividend equivalents may be granted in connection with stock appreciation rights ("SARs") or other stock-based awards (as defined below). No dividends or dividend equivalents may be granted in connection with a performance-based award unless and until the performance conditions are achieved, and any such dividends or dividend equivalents (without interest) and become payable only at the time an award becomes payable or nonforfeitable.

In determining the actual number of options awarded to our named executive officers, the Board of Directors considered our past grant history and the awards that were consistent with our overall compensation strategy, which include providing a substantial portion of named executive officers' compensation in the form of long-term equity-based compensation and aligning their interests with those of our stockholders. Historically, the Board has determined the actual number of options to be awarded to our named executive officers for a given fiscal year by assessing targeted long-term ownership goals as a percentage of total equity outstanding that each option grantee is expected to own.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information about our equity compensation plans and the remaining shares available as of April 30, 2017 under the plans:

Plan Category	Number of Securities Available for Issuance

upon
exercise of
outstanding
options,
warrants
and rights

(a)

Equity compensation plans approved by security holders	1,563,700
Equity compensation plans not approved by security holders	—
Total	1,563,700

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Retirement Benefits

In fiscal 2017, each of our named executive officers participate in our 401(k) plan on the same basis as our other employees. The 401(k) plan provides an enhanced opportunity for our employees to save for and meet their retirement savings needs. This plan is a defined contribution plan designed to meet the requirements of Sections 401(a) and 408(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Under the plan, participants may elect to make pre-tax savings deferrals of up to 86% of their salary for each calendar year, subject to annual limits on such deferrals (\$18,000 for 2015 and 2016 calendar years) imposed by the Code. Participants may also elect to make certain catch-up contributions, subject to a maximum of \$6,000 in both the 2015 and 2016 calendar years.

We may, in our discretion on an annual basis, make matching contributions with respect to a participant's elective deferrals and/or may make discretionary matching contributions. Historically, we have matched 50% of the participant's elective deferrals, up to 3% of the participant's bi-weekly compensation, up to the limits pursuant to Section 401(a)(17) of the Code. Each of our named executive officers participated in our 401(k) plan during fiscal 2017 and received matching contributions.

Perquisites and Other Benefits

In fiscal 2017, our named executive officers were eligible for certain perquisites and other benefits, including life and health benefits, which were available to all employees.

Section 162(m) and the Material Terms of the Performance Incentive

The Compensation Committee may consider Section 162(m) of the Internal Revenue Code in setting performance goals for our named executive officers. The Compensation Committee generally sets a limit of \$1 million on the amount of compensation that is deductible for federal income tax purposes in any given year with respect to each of our named executive officers. However, certain "excess" compensation that complies with the requirements of Section 162(m) is not subject to the calculation of the \$1 million cap. The Compensation Committee may also consider Section 162(m)'s conditions for deductibility when structuring compensation arrangements for our executive officers, including our non-executive director compensation. However, we believe that the Compensation Committee's primary objective is to align incentive and retention objectives, even if this means that a portion of executive compensation is not deductible.

Compensation Risk Assessment

As part of its oversight of our executive compensation, the Compensation Committee considers the impact of our executive compensation arrangements and incentives created by the compensation awards that it administers. In addition, the Compensation Committee reviews all of our compensation procedures, including the incentives that they create and the potential for the likelihood of excessive risk taking, to determine whether

us. The Compensation Committee believes that our compensation structure is consistent with the appropriate balance of risk and reward in relation to our business strategy and that the various components of our overall compensation strategy, taken as a whole, do not encourage undesired or unintentional risk taking. This conclusion is based on, among other factors, the level of the mix and balance of short-term and long-term incentive compensation, the performance goals and thresholds in compensation plans and awards that are challenging, aggressive, but achievable. The Compensation Committee believes that the structure from our employee compensation policies and practices does not have a material adverse effect on us.

2017 SUMMARY COMPENSATION TABLE

The following table summarizes information concerning the compensation earned by, or paid for services rendered in all capacities by, our named executive officers during the years ended April 30, 2017, 2016 and 2015. The information in this table does not include medical, group life insurance or other benefits available generally to all of our salaried employees.

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Name and Principal Position	Fiscal Year Ended April 30,	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Options Awards (\$)(2)
John T. Hewitt, Chairman, President and Chief Executive Officer	2017	\$524,350	\$—	\$287,494	\$862,000
	2016	1	—	—	—
	2015	526,503	—	—	—
Kathleen E. Donovan, Vice President, Chief Financial Officer	2017	338,092	—	400,000	—
	2016	335,000	—	—	—
	2015	335,000	—	—	—
Vanessa M. Szajnoga, Vice President, General Counsel	2017	260,160	—	350,003	—
	2016	166,702	—	26,207	153,000
Michael S. Piper, Vice President, Financial Products	2017	237,893	—	350,003	—
	2016	222,769	60,000(5)	—	—
	2015	173,744	—	—	210,000
	2017	49,571	—	—	—
James J. Wheaton, Former General Counsel, Chief Compliance Officer and Vice President, Legal and Governmental Affairs (6)	2016	358,010	—	—	393,000

market value, as determined by the Board of Directors, on the date of grant. Assumptions used in the calculation of these amounts are set forth in Note 10 to the Company's audited financial statements for 2017, included in our 2017 Annual Report.

(3) Amounts in this column were paid under the Company's bonus plans. No bonuses were paid in fiscal 2017, 2016 or 2015.

(4) For all individuals, these amounts reflect the Company's contributions to its 401(k) plan. The 2017 amount for Mr. Wheaton also includes a severance payment. The 2015 amount for Ms. Donovan includes a relocation allowance payment.

(5) Mr. Piper was appointed as an executive officer in 2016. The amount for fiscal 2016 reflects a \$60,000 retention bonus under the 2016 annual cash bonus plan.

(6) Mr. Wheaton left the Company on June 13, 2016.

GRANTS OF PLAN BASED AWARDS

The following table sets forth information regarding the grants of awards to each of the named executive officers during the fiscal year ended December 31, 2016.

Name	Grant Date	Threshold	Estimated Future Payments under Non-Equity Incentive Plan Awards	Target(1)	Maximum	Number of Shares of Common Stock
John T. Hewitt	12/9/2016	\$—	\$—	\$534,003	\$—	—
	12/9/2016	—	—	—	—	—
	12/9/2016	—	—	—	—	22
Kathleen E. Donovan	12/9/2016	—	172,525	—	—	—
	12/9/2016	—	—	—	—	31
Vanessa M. Szajnoga	12/9/2016	—	131,250	—	—	—
	12/9/2016	—	—	—	—	27
Michael S. Piper	12/9/2016	—	97,760	—	—	—
	12/9/2016	—	—	—	—	27
James J. Wheaton(6)	12/9/2016	—	—	—	—	—
	12/9/2016	—	90,640	—	—	—
Richard G. Artese	12/9/2016	—	—	—	—	15

Amounts in this column reflect the grant date fair value and options granted to each named executive officer under the Equity and Cash Incentive Plan, calculated in accordance with the fair market value, as determined by the Board of Directors on the date of grant. Assumptions used in the calculation are included in Note 10 to the Company's audited financial statements ended April 30, 2017, included in our 2017 Annual Report.

Mr. Wheaton left the company in June 2016, prior to the end of the fiscal year, therefore, according to his employment agreement, he is not eligible for awards for the fiscal year 2017.

OUTSTANDING EQUITY AWARDS AT YEAR END

The following table sets forth information regarding outstanding equity awards held by our named executive officers at April 30, 2017. All grants made during the calendar year 2013 were made under the Company's 1999 Equity and Cash Incentive Plan. All grants made during 2014 and 2015 were made under the 2011 Equity and Cash Incentive Plan. All grants made during 2016 and 2017 were made under the 2011 Equity and Cash Incentive Plan.

Name	Grant Date	Number of Securities Underlying Unexercised Options (#)	Exercisable	Unexercisable	Exercise Price
John T. Hewitt	6/4/2010	6,060	—	—	\$ 16.00
	6/4/2010	68,940	—	—	15.00
	9/20/2013	15,189	—	—	19.75
	9/20/2013	209,811	—	—	17.90
	12/9/2016	—	311,211	—	12.60
	12/9/2016	—	28,860	—	13.80
	12/9/2016	—	—	—	—
Kathleen E. Donovan	2/1/2014	105,000	70,000	—	26.10
	12/9/2016	—	—	—	—
Vanessa M. Szajnoga	9/20/2013	1,600	—	—	17.90
	11/24/2015	20,000	10,000	—	22.50
	9/18/2015	—	—	—	—
	9/18/2014	—	—	—	—
Michael S. Piper	12/9/2016	—	—	—	—
	6/3/2011	25,000	—	—	15.00
	3/13/2015	10,000	20,000	—	29.40
James J. Wheaton (15)	12/9/2016	—	—	—	—
	9/18/2014	10,001	29,999	—	33.30

Richard G.
Artese

12/9/2016

(1) Amounts reflect the number of restricted stock units multiplied by the market value of \$14.05 per share at the market price of the Company's Common Stock on 12/9/2016.

(2) Options vested in equal annual installments in 2012 and 2013 for such options being five years after the date that they were granted (2017 and 2018, respectively).

(3) Options vested in equal annual installments in 2014, 2015, 2016 and 2017 for such options being five years after the date that they were granted (2019, 2020 and 2021, respectively).

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NON-QUALIFIED DEFERRED COMPENSATION FOR

In 2012, we adopted our Non-Qualified Deferred Compensation Plan, which became effective December 1, 2012. The NQDCP participants who meet minimum compensation requirements are eligible to receive up to 100% of their salaries and up to 100% of their bonuses. We have agreed to make contributions with earnings that reflect the performance of our investment funds. The benefits under this plan are unsecured. The Company. Participants are generally eligible to receive payments at the end of their elected deferral period or after termination of employment with the Company for any reason or at a later date to comply with the requirements of the Code. Participants may elect to receive their payments in installments. The Company does not make matching or other contributions to participant accounts.

The following table shows the non-qualified deferred compensation of the named executive officers who participated in our NQDCP.

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Name	Executive Contributions in Fiscal 2017 (1) (2)	Aggregate Earnings in Fiscal 2017 (3)	Aggregate Withdrawal
John T. Hewitt	\$ —	\$ 118	\$ —
Michael S. Piper	9,219	4,476	—

Amounts shown in this column for the NQDCP are in (1) the "Summary Compensation Table."

The following amounts contributed to the NQDCP by (2) reported in the Summary Compensation Table as compared to Mr. Piper, \$9,219.

The amounts shown in this column are not included in (3) "Table" because they are not preferential or above market.

POTENTIAL PAYMENTS UPON TERMINATION OR

None of our named executive officers for fiscal 2017 have an employment agreement. However, the employment agreements we entered into with our named executive officers entitle them to certain payments upon termination of their employment agreements upon certain qualifying terminations under certain terms of the employment agreements with our named executive officers as of April 30, 2017.

Ms. Donovan and Messrs. Hewitt, Wheaton and Artman have employment agreements with Ms. Donovan and Messrs. Hewitt, Wheaton and Artman. If an executive officer is entitled to certain payments if his or her employment is terminated to him or her for Good Reason (as defined under the employment agreement), Cause (as defined under the employment agreement) or as a result of an executive officer's Employment-Related Death or Disability (as defined under the employment agreement).

If the named executive officer's employment is terminated by us without Cause or as a result of his or her Employment-Related Disability, he or she is entitled to the following: (i) the payment of an amount equal to his or her monthly base salary through the date of termination; (ii) the payment of an amount equal to 12 months of his or her monthly base salary multiplied by 12 if employed less than or more than 5 years, except for Mr. Hewitt, whose agreement provides for an amount equal to his monthly base salary multiplied by 12; (iii) an amount equal to the pro-rated bonus to which he or she was entitled as of the date of his or her termination; (iv) accelerated vesting of any incentive stock awards, including unvested awards, as of the date of his or her termination; (v) continued coverage of medical, dental, life insurance and disability policies for 18 months depending on the length of employment, except that the agreement provides for 18 months continued coverage, unless the named executive officer becomes reemployed with another employer and is

employer; (vi) any other amounts or benefits required to be paid to the officer or that he or she is eligible to receive under any plan, policy or contract or agreement with us.

All Named Executive Officers. If the named executive officer is terminated by him or her without Good Reason, by us for Cause or Disability (as defined under the employment agreement), or as a result of Employment-Related Death or Disability, the named executive officer is entitled to the payment of his or her salary through the date of termination.

If the named executive officer's employment is terminated as a result of death or Disability (other than as a consequence of Employment-Related Death or Disability), he or she is entitled to his or her base salary through the date of termination, as well as the pro-rata bonus to which he or she would be entitled.

Potential Payments Upon Termination of Employment

The following table shows the potential payments upon the termination of an officer's employment. The amounts calculated in the table are based on the officer's termination occurring on April 30, 2017 and that the executive officer is entitled to a payment. The Employment Agreement of Mr. Hewitt provides for a payment of the base salary component; the Employment Agreement of Mr. Wheaton, Mr. Artese and Ms. Szajnoga provide for a

Name	Severance Compensation	Bonus	Unvested Stock Awards	Benefits and Perquisites	Welfare Benefits	T
John T. Hewitt						
Voluntary termination without Good Reason	\$ —	\$ —	\$ —	\$ —	\$ —	
Voluntary termination for Good Reason	801,005	—	777,318	86,604	1	
Termination by Company for Cause	—	—	—	—	—	
Termination by Company without Cause	801,005	—	777,318	86,604	1	
Employment-Related Death or Disability	801,005	—	777,318	86,604	1	
Other Death	—	—	—	—	—	
Other Disability	—	—	—	—	—	
Kathleen E. Donovan						
Voluntary termination without Good Reason	—	—	—	—	—	
Voluntary termination for Good Reason	345,050	—	446,031	19,751	8	
Termination by Company for Cause	—	—	—	—	—	
Termination by Company without Cause	345,050	—	446,031	19,751	8	
Employment-Related Death or Disability	345,050	—	446,031	19,751	8	
Other Death	—	—	—	—	—	
Other Disability	—	—	—	—	—	
Vanessa M. Szajnoga						
Voluntary termination without Good Reason	—	—	—	—	—	
Voluntary termination for Good Reason	262,500	—	403,249	7,733	6	
Termination by Company for Cause	—	—	—	—	—	
Termination by Company without Cause	262,500	—	403,249	7,733	6	

retention bonus, payable in two installments and (ii) a one-time bonus in restricted stock units, each of which represented the right to receive one share of our Common Stock which would vest in two equal installments. If a named executive officer remained employed with the Company at the time his or her named executive officer's employment was terminated by the Company without Cause or as a result of his or her Death or Disability (as each of those capitalized terms are defined in the applicable restricted stock units immediately vested and the retention bonus was immediately due and payable.

Other Arrangements Affecting Potential Payments Upon Termination of Employment of Ms. Donovan. In December 2017, Ms. Donovan entered into a release agreement which provided for Ms. Donovan to receive certain terms of her employment agreement with us. Pursuant to the release agreement, Ms. Donovan relinquished all rights to a bonus as defined in her employment agreement. The release agreement provided that only the unvested stock awards granted to Ms. Donovan in calendar year 2016 became fully vested upon the termination of her employment agreement. Ms. Donovan relinquished all rights to any other grants not specifically addressed in the release agreement.

Ms. Szajnoga and Mr. Artese. In December 2017, Ms. Szajnoga and Mr. Artese entered into new employment agreements with us whereby they are entitled to certain payments if his or her employment is terminated by the Company without Cause (as defined by the employment agreement), by us without Cause (as defined by the employment agreement) or as a result of his or her Employment or Disability (as defined by the employment agreement).

If the employment of Ms. Szajnoga or Mr. Artese is terminated by the Company for Good Reason, by us without Cause or as a result of his or her Death or Disability, he or she is entitled to the following: (i) payment of his or her base salary through the date of termination; (ii) the payment of a lump sum equal to her monthly base salary multiplied by 18 if within the first year of the employment agreement, thereafter his or her monthly base salary multiplied by 12; (iii) the vesting of any incentive stock awards, including options, as of the date of his or her termination; (iv) continued coverage under our dental, life insurance and disability policies for a period of 18 months after she becomes reemployed with another employer and is eligible to receive benefits from that employer; and (v) any other amounts due to her under any practice or contract or agreement with us.

Severance Payments Upon Termination of Employment of

John T. Hewitt. On September 5, 2017, the Board of Directors terminated the employment of John T. Hewitt as Chief Executive Officer. Pursuant to the terms of his employment agreement, Mr. Hewitt received a lump sum severance payment. In addition, Mr. Hewitt received the accelerated vesting of his unvested stock awards that were not vested as of September 5, 2017, consisting of 100,000 shares of restricted stock options (based on the exercise prices of unvested options of \$13.86 per share) and \$13.86 per share) with an intrinsic value of approximately \$1,386,000.

closing price of \$13.15 per share of the Company's Class A common stock on May 5, 2017); and (ii) 22,817 restricted stock units with a market value of approximately \$300,044 (based on the closing price of \$13.15 per share of the Company's Class A common stock on May 5, 2017). Mr. Hewitt is eligible for 12 months of continued coverage at our expense under any medical, dental, life insurance and disability policies, with an approximate value of \$16,604, unless Mr. Hewitt becomes reemployed with another employer and is eligible to receive such welfare benefits from that employer.

Kathleen E. Donovan. On November 7, 2017, Kathleen E. Donovan, former Chief Financial Officer of the Company, resigned effective November 7, 2017. Pursuant to the terms of her employment, retention and release agreement, Ms. Donovan will receive a cash payment of \$345,050. In addition, Ms. Donovan will receive the acceleration of incentive equity awards that were not vested as of November 7, 2017, consisting of the following: (i) 33,532 restricted stock units with a market value of approximately \$358,122 (based on the closing price of \$10.68 per share of the Company's Class A common stock on November 7, 2017); and (ii) 12 months of continued coverage at our expense under any medical, dental, life insurance and disability policies, with an approximate value of \$19,604, unless Ms. Donovan becomes reemployed with another employer and is eligible to receive such welfare benefits from that employer.

Vanessa M. Szajnoga. On February 23, 2018, Vanessa M. Szajnoga, former General Counsel of the Company, resigned from the Company. Pursuant to the terms of her employment and retention agreements, Ms. Szajnoga received a cash payment of \$581,250. In addition, Ms. Szajnoga received the acceleration of incentive equity awards that were not vested as of February 23, 2018, consisting of the following: (i) 10,000 stock options based on the exercise price of \$22.50 per share of the Company's Class A common stock on February 23, 2018, with a market value of approximately \$0 (based on the closing price of \$0.00 per share of the Company's Class A common stock on February 23, 2018); (ii) 22,817 restricted stock units with a market value of approximately \$466,923 (based on the closing price of \$20.46 per share of the Company's Class A common stock on February 23, 2018); and (iii) 12 months of continued coverage at our expense under any medical, dental, life insurance and disability policies, with an approximate value of \$16,604, unless Ms. Szajnoga becomes reemployed with another employer and is eligible to receive such welfare benefits from that employer.

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dental, life insurance and disability policies, with an approximate value of \$100,000. If Ms. Szajnoga becomes reemployed with another employer, she will continue to receive welfare benefits from that employer.

Michael S. Piper. On September 5, 2017, Michael S. Piper, a Director of the Company and a former Product of the Company, retired from the Company. In connection with his retirement, Mr. Piper continued to receive his salary and benefits through September 5, 2017, but did not receive any cash severance payment. Mr. Piper also received outstanding equity incentive awards.

Richard G. Artese. On February 23, 2018, Richard G. Artese, a former Information Officer of the Company, resigned from the Company. In connection with his resignation, Mr. Artese received a cash severance payment. In addition, Mr. Artese received the accelerated vesting of certain equity incentive awards that were not vested as of February 23, 2018, consisting of the following: (i) 24,505 restricted stock options based on the exercise prices of \$33.38 per share with a value of approximately \$0 (based on the closing price of \$8.42 per share of the Company's common stock on February 23, 2018); and (ii) 24,505 restricted stock awards with a market value of approximately \$206,332 (based on the closing price of the Company's common stock on February 23, 2018) and (iii) 12 months of continued coverage at our expense of dental, life insurance and disability policies, with an approximate value of \$100,000. If Mr. Artese becomes reemployed with another employer and is eligible for welfare benefits from that employer.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERSHIP MANAGEMENT

The following table sets forth, as of April 19, 2018, the beneficial ownership of our capital stock by:

- each person, or group of affiliated persons, known by us to own 5% or more of our Class A common stock or Class B common stock;
- each of our directors and nominees for director;
- each of our named executive officers for fiscal 2017;
- each of our current executive officers; and
- all of our current directors and executive officers as a group.

Beneficial ownership is determined according to the rules of the SEC, which means that a person has beneficial ownership of a security if he or she has sole or shared voting or investment power of that security, in either a direct or indirect manner, exercisable or exercisable within 60 days of April 19, 2018. In the footnotes below, we believe, based on the information furnished to us, that the persons named in the table below have sole voting and investment power with respect to the shares of capital stock shown that they beneficially own.

Our calculation of the percentage of beneficial ownership of our Class A common stock and equivalents (including common stock issuable upon exchange of certain exchange shares of Class A common stock issuable upon conversion of common stock) outstanding as of April 19, 2018.

Shares of Class A common stock subject to stock options exercisable within 60 days of April 19, 2018, and restricted shares that are issuable within 60 days of April 19, 2018, are deemed outstanding when computing the percentage ownership of the person holding the shares. The percentage ownership of any group of which the holder is a member is not outstanding for computing the percentage of any other person.

Unless otherwise noted below, the address for each of the holders is c/o Liberty Tax, Inc., 1716 Corporate Landing Parkway, Suite 23454.

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5% Stockholders:

- Steven Ibbotson (1)
- Cannell Capital LLC (2)
- Royce & Associates, LP (3)

Named Executive Officers, Current Executive Officers, and Director Nominees:

- Richard G. Artese (4)
- Nicholas E. Bates (5)
- Patrick A. Cozza
- Gordon D'Angelo (6)
- Kathleen E. Donovan (7)
- Thomas Herskovits (8)
- John T. Hewitt (9)
- Ross N. Longfield (10)
- Ellen M. McDowell (11)
- Lawrence Miller
- G. William Minner, Jr.
- Nicole Ossenfort
- Michael S. Piper (12)
- John Seal (13)
- Vanessa M. Szajnoga (14)
- James J. Wheaton (15)
- Shaun York (16)

All current executive officers and directors as a group (1)

Represents beneficial ownership of less than 1%.

Based on the Schedule 13G filed by Mr. Ibbotson on 1/11/2018, Mr. Ibbotson owns 2,000,000 shares of Class A common stock owned by Datatax, Inc. ("Datatax") and 1,000,000 shares of Class A common stock owned by Datatax, Inc. in exchange of the exchangeable shares owned by Datatax, Inc. (1) Mr. Ibbotson, a director of the Company, owns a 100% interest in Datatax, Inc. and is deemed to beneficially own the 3,000,000 shares of Class A common stock of Datatax. The address for Datatax is 2109 Oxford St., Houston, Texas 77057-5553.

(2) Based on the Schedule 13D filed by Cannell Capital LLC on 1/11/2018. The address for Cannell is 245 Meriwether Circle, Houston, Texas 77057-5553.

(3) Based on the Schedule 13G/A filed by Royce and Associates, LP on 1/11/2018. The address for Royce is 745 Fifth Avenue, Houston, Texas 77002-2222.

(4) Mr. Artese left the Company in February 2018.

(9) Based on the Schedule 13G/A filed by Mr. Hewitt on

(10) Includes 32,745 shares of Class A common stock and options exercisable within 60 days of April 19, 2018. Class A common stock.

(11) Includes (i) 32,745 shares of Class A common stock and options exercisable within 60 days of April 19, 2018; (ii) 7,000 shares of Class A common stock owned by Ms. McDowell, and (iii) 7,000 shares of Class A common stock held in a trust of which Ms. McDowell is the trustee.

(12) Mr. Piper left the Company in September 2017.

(13) Includes 25,000 shares of Class A common stock.

(14) Ms. Szajnoga left the Company in February 2018.

(15) Mr. Wheaton left the company in June 2016.

(16) Includes 750 shares of Class A common stock.

PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table presents fees for professional services rendered by KPM LLP for the audit of our annual financial statements for the fiscal year ended December 31, 2016, and fees billed for other services rendered by KPM LLP. The fees disclosed below include fees actually billed and expected to be billed through to the applicable fiscal year.

Fiscal Year	2017	2016
Audit fees	\$761,486	\$482,678
Tax fees	144,917	106,800
All other fees	1,650	1,650
Total fees	\$908,053	\$591,128

Audit fees consist of fees for professional services rendered by KPM LLP for the audit of the Company's financial statements and review of financial statements for quarterly reports and services typically provided by the independent member firm in connection with statutory and regulatory filings or engagements.

Tax fees consist of fees for services related to tax compliance, tax consultation and tax advice. The amounts included in the table above were incurred relating to tax compliance, tax credit studies and other tax-related services.

All other fees consist of license fees for accounting research and other non-audit services.

The Audit Committee has adopted policies and procedures regarding non-audit services performed by the independent auditor. The Audit Committee believes that the provision of such services does not impair the auditor's independence. Under the pre-approval policy, the terms and fees of all engagements are subject to the Audit Committee approval.

In determining whether to pre-approve audit or non-audit services, the Audit Committee considers whether such services are consistent with the auditor's independence. The Audit Committee also considers whether the auditor is best positioned to provide the most effective and efficient service. Other factors that might enhance our ability to manage or control risk or improve our financial performance are considered as a whole and no one factor is necessarily determinative. The Audit Committee considers the relationship between fees for audit-related services and fees for non-audit services in deciding whether to pre-approve any such services. The Audit Committee determines for each fiscal year the appropriate ratio between fees for audit-related services, tax services and all other services.

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The Audit Committee may delegate pre-approval authority to one or more members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee.

The Audit Committee concluded that the provision of services to the Company by KPMG during the 2017 fiscal year was not a threat to independent accountant's independence.

RESIGNATION AND APPOINTMENT OF AUDITOR

On December 8, 2017, KPMG resigned as the independent auditor of the firm of the Company, effective immediately.

KPMG's reports on the Company's financial statements for the periods ended March 30, 2017 and April 30, 2016 did not contain an adverse opinion, nor were they qualified or modified as to uncertainty, audit scope, or accounting principles. In addition, there were no disagreements between KPMG and the Company on accounting principles or practices, financial statement presentation, or audit procedure, which, if not resolved to the satisfaction of KPMG, would have required KPMG to make reference to the disagreement in their reports for the periods ended March 30, 2017 and April 30, 2016. The Company responded fully to the inquiries of any successor independent auditor of the firm.

KPMG expressed concerns to the Audit Committee and Company regarding the actions of former Chief Executive Officer John T. Hewitt. Mr. Hewitt, as a member of the Board and controlling stockholder as the sole holder of the Company's Class B common stock, have created an inappropriate tone at the top and ineffective entity level controls over the organization. Prior to Mr. Hewitt's employment as Chief Executive Officer of the Company, the Audit Committee oversaw an investigation of allegations regarding Mr. Hewitt. In particular, KPMG noted that Mr. Hewitt took actions to influence independent members of the Board around the time information regarding the investigation appeared in media reports. KPMG also noted that the replacement by Mr. Hewitt of two Class B directors, the resignation of a retired from the Board, the Company's Chief Financial Officer, the resignation of another independent member of the Board, and the fact that he would not stand for reelection at the Company's next annual meeting, was made aware that following his termination as Chief Executive Officer, Mr. Hewitt may have continued to interact with franchisees and area franchise owners. Although Mr. Hewitt stated to KPMG during a meeting that he would not reinsert himself into the management of the Company, his actions and his ability to control the Board as the sole holder of the Company's stock, KPMG informed the Audit Committee and management of the Company regarding the Company's internal control over financial reporting and tone at the top and such matters should be evaluated as a source of weaknesses.

Specifically, KPMG informed the Audit Committee and past and continued involvement in the Company's business and continued interactions with franchisees and area developers, and no longer be able to rely on management's representation. KPMG was unwilling to be associated with the Company's financial statements. In notifying the Company of its resignation, KPMG informed the Audit Committee and management that it was not aware of any question the integrity of current management, but rather the resignation by which Mr. Hewitt controls the Company was the cause. KPMG also noted that because certain information known to the Audit Committee, the Board terminated Mr. Hewitt as Chief Executive Officer and his successor Chief Executive Officer and the Chief Financial Officer. KPMG as to whether it could continue to rely on management's representation.

On April 18, 2018, the Audit Committee of the Board of Directors of EOG LLC ("CRI") as its independent registered public accounting firm effective April 30, 2018, effective immediately.

During the Company's two most recent fiscal years and throughout the engagement of CRI, neither the Company nor anyone acting on behalf of CRI regarding either (i) the application of accounting principles to a transaction, either completed or proposed, or the type of accounting treatment rendered on the Company's financial statements, and neither the advice was provided to the Company by CRI that was an influence on the Company in reaching a decision as to any accounting issue; or (ii) any matter that was the subject of a disagreement or dispute under 304(a)(1)(iv) of Regulation S-K, and the related instructions to Regulation S-K or a reportable event (as defined in Item 304(a)(1)(v) of Regulation S-K) to the Company.

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PROPOSAL 2
RATIFICATION OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed CRI to be the independent registered public accounting firm for the fiscal year ending April 30, 2017. Ratification is not required under our Bylaws or otherwise. In accordance with our corporate governance, the Audit Committee submits its selection of the independent registered public accounting firm for ratification, and will consider the vote of our stockholders on this proposal. We intend to select an independent registered accounting firm in the future. Even if we do not ratify the appointment of CRI as our independent registered public accounting firm, the Audit Committee in its discretion may, subject to the approval of the Board, select a different independent registered public accounting firm for the fiscal year if it determines that such a change would be in the best interests of our stockholders.

No director or executive officer of the Company has any financial interest in the appointment of CRI as the Company's independent registered public accounting firm.

A representative of CRI is expected to attend the Special Meeting to answer questions. The CRI representative will have an opportunity to make a statement at the Special Meeting if they so desire to do so. A representative of CRI, the auditor for the fiscal year ending April 30, 2017, is not expected to attend the Special Meeting.

The Board unanimously recommends a vote "FOR" the ratification of the appointment of CRI as the independent registered public accounting firm for the fiscal year ending April 30, 2017.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Other than compensation arrangements, we describe below any transactions, since the beginning of our last completed fiscal year, in which the Company is or was a participant and:

the amounts involved exceeds \$120,000; and

- any of our directors, executive officers or beneficial owners of more than 1% of our common stock, or any member of the immediate family of any of the foregoing, has a direct or indirect material interest.

Compensation arrangements for our directors and executive officers for the fiscal year ended April 30, 2017 ("Fiscal 2017") and for the fiscal year ended April 30, 2016 are described in other sections of this Proxy Statement.

Stock repurchases

During Fiscal 2017, we repurchased an aggregate of 30,000 shares of common stock from Envest II, LLC and Envest III, LLC in a privately negotiated transaction. Mr. Garell, a former director of the Company, was a manager of both Envest II, LLC and Envest III, LLC.

Gordon D'Angelo consulting and subsequent employment

Effective April 2015 through August 2017, Mr. D'Angelo was a consultant of the Company, and because of his employment status, ceased to be an officer of the Company. Mr. D'Angelo's base salary was \$309,000 per annum. Mr. D'Angelo was also a participant in the Company's non-equity incentive plan. For this reason, Mr. D'Angelo's compensation for Director compensation purposes, as a non-employee member of the Company included assisting with both franchise development and operations. Mr. D'Angelo also led our Compliance Task Force. Mr. D'Angelo's compensation was approved by the Audit Committee as a related party transaction.

Nicole Ossenfort's franchise and area developer agreement

The Company is or was a participant in the following related party transactions with Nicole Ossenfort since the beginning of Fiscal 2017:

Ossenfort Franchise. Ms. Ossenfort, together with her husband, James Ossenfort (together with Ms. Ossenfort, the "Ossenforts"), jointly own a Company called JL Enterprises. JL Enterprises borrows operating funds for various franchisees each year. During Fiscal 2017, JL Enterprises borrowed an amount of

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\$351,658, which were fully repaid with interest by the end of Fiscal 2017. During Fiscal 2017 the Company recorded \$234,820 of accounts receivable from JL Enterprises for royalties, advertising and financial product charges, of which a balance of \$14,424 remained outstanding and payable to JL Enterprises as of the end of Fiscal 2017. In Fiscal 2018, JL Enterprises borrowed operating funds for working capital to operate the franchises in the amount of \$243,888, of which \$0 remained outstanding and payable to the Company as of March 31, 2018. In Fiscal 2018, the Company recorded \$12,874 of accounts receivable from the Ossenforts for royalties, advertising and financial product charges, of which a balance of \$12,874 remained outstanding and payable to the Company as of March 31, 2018.

Ossenfort Area Developer. In January 2012, the Ossenforts issued a note for \$429,246 covering Western South Dakota and Western Nebraska franchises. The note for \$429,246 was issued by the Company, and the outstanding balance of the note was \$208,266 as of the end of Fiscal 2017. On September 6, 2017, the Company entered into an agreement to re-acquire the AD territories from the Ossenforts. The \$198,000 consisted of debt forgiveness on the note, with the Ossenforts on July 1, 2018.

In Fiscal 2017, the Company recorded \$1,605 of accounts receivable from the Ossenforts for new franchise leads and interest, which along with prepayments and other receivables balances totaled \$4,096 which remained unpaid at the end of Fiscal 2017. The Ossenforts earned \$69,573 for their portion of franchise fees for Fiscal 2017.

In Fiscal 2018, the Company recorded \$166 of accounts receivable from the Ossenforts for new franchise leads and interest, which along with prepayments and other receivables balances were forgiven as a part of the agreement to re-acquire the AD territories from the Ossenforts. The Ossenforts earned \$10,814 for their portion of franchise fees for Fiscal 2018.

Shaun York's franchises and area developer agreements

The Company is or was a participant in the following relationships with Shaun York since the beginning of Fiscal 2017:

York Franchises. Mr. York operates eleven Company franchises through York Franchises LLC, S&P Holding Group LLC, My Business Group LLC, and York Franchises LLC (the "York Franchise Entities"). The York Franchise Entities have borrowed operating funds from the Company for working capital to operate the franchises. During Fiscal 2017, the York Franchise Entities borrowed operating funds from the Company for working capital to operate the franchises in the amount of \$572,961, of which \$81,758 remained outstanding and payable to the Company as of the end of Fiscal 2017. In addition, during Fiscal 2017 the Company recorded \$49,003 of accounts receivable from the York Franchise Entities for royalties, advertising and financial product charges, of which \$49,003 remained outstanding and payable to the Company as of the end of Fiscal 2017.

During Fiscal 2018, the York Franchise Entities borrowed operating funds from the Company for working capital to operate the franchises in the amount of \$285,670, of which \$0 remained outstanding and payable to the Company as of March 31, 2018.

31, 2018. In addition, during Fiscal 2018 the Company received receivable from the York Franchise Entities for royalties, product charges, of which \$20,114 remained outstanding as of March 31, 2018.

York Area Developer. Mr. York has Area Development territories that are conducted through Yorkcompany LLC, S&P Holdings Florida Investments LLC (the "York AD Entities"). Since the York AD Entities, which are controlled by Mr. York, the Company pursuant to the Area Development agreements the AD Entities were acquired by Mr. York through various and through third party agreements with Area Developer those transactions, the York AD Entities financed a total Company to acquire the Area Development territories and are payable by the York AD Entities in annual installments aggregate outstanding principal balance owed by the York was \$2,192,459. As of March 31, 2018, the aggregate outstanding owed by the York AD Entities on the notes was \$1,929,1

In Fiscal 2017, the Company recorded \$21,522 of accounts receivable from the York AD Entities for new franchise leads and interest. The unpaid amount at the end of Fiscal 2017 was \$945. The York AD Entities represent a portion of franchise fees, royalties and interest in Fiscal 2017.

In Fiscal 2018, the Company recorded \$17,825 of accounts receivable from the York AD Entities for new franchise leads and interest, of which \$9,311 remained outstanding as of March 31, 2018. The York AD Entities earned \$248,836 for the year ended March 31, 2018 for royalties and interest in Fiscal 2018.

York Debt Guarantees. Mr. York also has entered into m with the Company whereby Mr. York has guaranteed all owed by other franchisees and area developers to the Co financial transactions for which Mr. York had an interest owed by these franchisees and area developers is approx

John Seal's area developer agreement

In April 2012, JMS Tax, an entity controlled by John Seal Texas from the Company for approximately \$935,000, o was financed through a note issued by the Company, pay interest. The outstanding principal balance on the note w 2017, and \$211,237 currently remains outstanding.

In Fiscal 2017, the Company recorded \$16,482 of account new franchise leads and interest, which remained unpaid Tax earned \$137,532 for their portion of franchise fees, r 2017.

In Fiscal 2018, the Company recorded \$18,049 of account new franchise leads and interest of which \$8,376 remains JMS Tax earned \$52,576 for their portion of franchise fe Fiscal 2018.

Policy for review of related party transactions

We have adopted a policy that our executive officer election as a director, beneficial owners of more than 5% stock and any members of the immediate family of any o permitted to enter into a related person transaction with u our Audit Committee. Any request for us to enter into a t officer, director, nominee for election as a director, benef any class of our common stock or any member of the imr foregoing persons, in which the amount involved exceed would have a direct or indirect interest must first be pres for review, consideration and approval. In approving or r Audit Committee is to consider the material facts of the t limited to, whether the transaction is on terms no less fav available to an unaffiliated third party under the same or extent of the related person's interest in the transaction. A above were entered into after presentation, consideration Directors.

SUBMISSION OF STOCKHOLDER PROPOSALS

Stockholders who desired to present a proposal for inclus statement for the 2018 Annual Meeting of Stockholders p were required to submit their proposals so that they were principal executive offices at 1716 Corporate Landing Pa

23454, Attention: Corporate Secretary, no later than the c
2018. The Company did not receive any stockholder prop
statement and form of proxy for the 2018 Annual Meeting

Pursuant to the Company's Bylaws, for any business
statement for the 2018 annual meeting to be brought before
the stockholder must give timely written notice of that bu
Secretary. To be timely, the notice must be received no la
earlier than the close of business on the one hundred twe
anniversary of the preceding year's annual meeting. For t
dates will be June 17, 2018 and May 18, 2018, respecti
information required by the Company's Bylaws. Similarl
submit a director nomination directly at an annual meetin
written notice of the nomination within the same time per
and comply with the information requirements in our By
nominations.

A proxy may confer discretionary authority to vote on an
not receive notice of the matter within the time frames de
Company's Bylaws is available on our website at www.libertytax.com
"Investor Relations" link, by clicking on the "About Libe
Liberty Tax, Inc., 1716 Corporate Landing Parkway, Vir
Attention: Corporate Secretary. The Chair of the meeting
not properly presented in accordance with the foregoing

The Board of Directors knows of no other matters that w
but if other matters do properly come before the meeting
named in the proxy will vote according to their best judg

By Order of the Board of Directors,

Nicole Ossenfort
President and Chief Executive Officer

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