

SIGNET JEWELERS LTD  
Form 4  
March 30, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LIGHT MARK**

(Last) (First) (Middle)  
**CLARENDON HOUSE, 2  
CHURCH STREET**  
  
(Street)

**HAMILTON, D0 HM11**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SIGNET JEWELERS LTD [SIG]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/26/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & COO**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price (A)		
Common Shares, par value \$0.18	03/26/2015		A		9,417 A \$ 0	60,797	D
Common Shares, par value \$0.18	03/26/2015		F		3,393 D \$ 132.75	57,404	D

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

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SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIGHT MARK CLARENDON HOUSE 2 CHURCH STREET HAMILTON, D0 HM11			President & COO	

## Signatures

Ali Johnson, Attorney  
in Fact 03/30/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

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

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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(C)

(D)

(E)

ANNUAL AVERAGE  
CASH  
COMPENSATION(1)

CASH INCENTIVE(2)

LONG TERM  
AWARD PAYOUT(3)

SUPPLEMENTAL  
SAVINGS(4)

OTHER BENEFITS(5)

Thomas E. Jorden, CEO

\$

3,956,802

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\$

740,138

\$

17,640,026

\$

615,042

\$

72,233

Paul Korus, CFO

\$

2,106,944

\$

413,236

\$

9,704,493

Explanation of Responses:

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\$ 850,037

\$ 70,630

Joseph R. Albi, COO

\$ 2,482,899

\$ 477,360

\$ 11,385,550

\$ 491,853

\$ 56,160

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Stephen P. Bell, EVP

\$

2,029,957

\$

397,481

\$

9,704,493

\$

611,434

\$

36,613

John A. Lambuth, VP

\$

1,764,659

\$

Explanation of Responses:

352,856

\$

9,808,883

\$

404,818

\$

66,343

(1) Amount represents two times the annual average compensation (salary and cash incentive bonus) paid to the executive for 2013 and 2014, as provided in the Change in Control Severance Plan.

(2) Amount represents the average incentive bonus as provided in the Change in Control Severance Plan.

(3) Amount represents the value of accelerated vesting of restricted stock and options based upon the closing price of Cimarex's common stock as of December 31, 2014 of \$106.00 per share.

(4) Amount represents estimated payments under the Supplemental Savings Plan.

(5) Amount represents the estimated value of continued medical, dental, disability and life insurance benefits for two years as provided in the Change in Control Severance Plan.

The following table provides the estimated compensation and present value of benefits potentially payable to each NEO in the event of a change in control or termination under various circumstances. The amounts shown assume that the termination or change in control occurred on December 31, 2014. The actual amounts to be paid can only be determined at the time of the executive's actual separation from Cimarex or the occurrence of a change in control. Actual payments may be more or less than the amounts described below. In addition, the company may enter into new arrangements or modify these arrangements, from time to time.





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The following describes potential payments to the NEOs in the event of a change in control or termination under various scenarios. [Note that the alphabetical references in the headings refer to the element of compensation described above]:

NAME	TERMINATION WITHOUT CAUSE (D)(1)		TERMINATION AS A RESULT OF DEATH OR DISABILITY (C)(D)(1)		CHANGE IN CONTROL (No Termination) (C)(1)		TERMINATION ON CHANGE IN CONTROL (A+B+C+D+E)(1)	
Thomas E. Jorden, CEO	\$	615,042	\$	18,255,067	\$	17,640,026	\$	23,024,240
Paul Korus, CFO	\$	850,037	\$	10,554,530	\$	9,704,493	\$	13,145,340
Joseph R. Albi, COO	\$	491,853	\$	11,877,403	\$	11,385,550	\$	14,893,823
Stephen P. Bell, EVP	\$	611,434	\$	10,315,927	\$	9,704,493	\$	12,779,978
John A. Lambuth, VP	\$	404,818	\$	10,213,701	\$	9,808,883	\$	12,397,559

(1) The alphabetical code refers to the elements of compensation that may be included in a change in control or severance payment as described at the beginning of this section, *Estimated Benefits upon Various Termination Scenarios*.

## DIRECTOR AND OFFICER INDEMNIFICATION AGREEMENTS

We have entered into an indemnification agreement with our Directors and certain officers. These agreements require us, among other things, to indemnify such persons against certain liabilities that may arise by reason of their status or service as Directors or officers, to advance their expenses incurred as a result of a proceeding for which they may be indemnified, and to cover them under any Directors' and officers' liability insurance policy that we choose, in our discretion, to maintain. These indemnification agreements are intended to provide indemnification rights to the fullest extent permitted under applicable Delaware law and will be in addition to any other rights that the indemnitee may have under our Restated Certificate of Incorporation, Bylaws, and applicable law.

## ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (ITEM 2)

At the 2014 Annual Meeting, 96% of the votes cast were in favor of the advisory vote to approve executive compensation. The Compensation and Governance Committee (the Committee) considered this favorable outcome and believed it conveyed our shareholders' support of the Committee's compensation decisions in 2013 and early 2014 and shareholders' overall satisfaction with Cimarex's executive compensation programs. Consistent with this support, the Committee decided to retain the core design of our executive compensation programs for the remainder of 2014, as it believes the programs continue to attract and retain, and to provide appropriate incentive to, executives.

As part of shareholder engagement, we interact with shareholders on a number of matters throughout the year, including executive compensation and governance. The Committee carefully considers any feedback and routinely reviews executive compensation practices and corporate governance.

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At the 2015 Annual Meeting of Shareholders, we will again hold an annual advisory vote to approve executive compensation. The Committee will continue to consider the results from this year's and future advisory votes on executive compensation, as well as feedback from shareholders through the course of such year. A shareholder advisory vote will be held at the 2017 annual meeting to vote again on the frequency of the advisory vote to approve executive compensation, i.e., if the advisory vote should be held every one, two or three years.

Because your vote is advisory, it will not be binding upon the Board. However, the Board values shareholders' opinions, and the Committee will take into account the outcome of the vote when considering future executive compensation decisions. The Board recommends that shareholders vote FOR the following resolution:

RESOLVED, that the shareholders approve, on an advisory basis, the compensation of Cimarex's Named Executive Officers, as disclosed in this proxy statement, including the Compensation Discussion and Analysis, the executive compensation tables and the related narrative.

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**The Board of Directors unanimously recommends a vote FOR the advisory vote to approve executive compensation.**

## **REPORT OF AUDIT COMMITTEE**

The Audit Committee on behalf of the Board of Directors monitors (i) the integrity of the Company's financial statements; (ii) the independent auditors' qualifications and independence; (iii) the performance of the Company's internal audit function and independent auditors; (iv) the appropriateness of the Company's accounting policies; (v) the adequacy of the Company's internal controls; (vi) the Company's compliance with legal and regulatory requirements related to audit matters; and (vii) risk oversight. In so doing, it is the responsibility of the Committee to maintain free and open communication between the directors, the independent auditor and the management of the Company. All members of the Audit Committee meet the independence, experience and financial literacy requirements of the New York Stock Exchange, the Sarbanes Oxley Act and any rules or regulations promulgated by the Securities and Exchange Commission. The Board of Directors has adopted a written charter for the Audit Committee, a copy of which is available on our website at [www.cimarex.com](http://www.cimarex.com).

Management is responsible for the Company's financial statements and the financial reporting process, including the systems of internal controls and disclosure controls and procedures. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and the Audit Committee uses the Company's internal audit department to assist with these responsibilities.

The Audit Committee reviewed Cimarex's audited financial statements as of and for the year ended December 31, 2014 and met with both management and KPMG, Cimarex's independent registered public accounting firm, to discuss those financial statements and the effectiveness of Cimarex's internal control over financial reporting. In addition, we have received from KPMG the communication required by Public Company Accounting Oversight Board (PCAOB) Rule 3526, Communication with Audit Committees Concerning Independence, and discussed with KPMG their independence from Cimarex and its management. The Audit Committee also discussed with KPMG any matters required by the PCAOB Auditing Standards No. 16, Communication with Audit Committees.

Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors that Cimarex's audited financial statements be included in Cimarex's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

### **THE AUDIT COMMITTEE**

Monroe W. Robertson, Chairman

Harold R. Logan, Jr.

Floyd R. Price

Michael J. Sullivan

The Audit Committee Report does not constitute soliciting material and shall not be deemed to be filed or incorporated by reference into any other Cimarex filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that Cimarex specifically incorporates the Audit Committee Report by reference.

## **RATIFICATION OF INDEPENDENT AUDITORS (ITEM 3)**

The Audit Committee of the Board has appointed KPMG LLP to audit our financial statements for 2015. Since October 1, 2002, KPMG LLP has served as our independent auditors.

We are asking that shareholders ratify the appointment of KPMG LLP as independent auditor. If shareholders fail to ratify the appointment, the Audit Committee may reconsider this appointment. A KPMG LLP representative will be at the Annual Meeting to answer appropriate questions and to make a statement if he or she desires.

**The Board of Directors recommends a vote FOR the ratification of KPMG LLP as Cimarex's Independent Auditors for 2015.**

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**Audit and Non-Audit Fees**

The following table shows the fees for professional services rendered by KPMG LLP for the audit of Cimarex's annual financial statements for the years ended December 31, 2014 and December 31, 2013, and fees billed for other services rendered by KPMG LLP during those periods:

	<b>Years Ended December 31,</b>	
	<b>2014</b>	<b>2013</b>
Audit Fees(1)	\$ 1,142,844	\$ 1,076,127
Audit-Related Fees(2)	\$ 80,000	\$ 0
Tax Fees(3)	\$ 174,420	\$ 175,056
All Other Fees	\$ 0	\$ 0

(1) Audit fees were principally for audit work performed on the consolidated financial statements and internal controls over financial reporting.

(2) Audit-related fees were principally for services associated with SEC registration statements, periodic reports and other documents filed with the SEC or issued in connection with securities offerings, e.g., comfort letters and consents and assistance in responding to SEC comment letters.

(3) Tax fees were principally for services related to tax compliance and reporting and analysis services.

**Policy for Approval of Audit, Audit-Related and Tax Services**

The Audit Committee annually reviews and pre-approves certain categories of audit, audit-related and tax services to be performed by our independent auditors, subject to a specified range of fees. The Audit Committee also may pre-approve specific services. Certain non-audit services as specified by the SEC may not be performed by our independent auditors. The Audit Committee may delegate pre-approval authority to one or more of its members. In the event of any such delegation, any pre-approved decisions will be reported to the Audit Committee at its next scheduled meeting. The services described in the above table were pre-approved by the Audit Committee in 2013 and 2014.

**SHAREHOLDER PROPOSAL ON PROXY ACCESS (ITEM 4)**

The following shareholder proposal (the Comptroller Proposal) has been submitted to the Company for action by the Comptroller of the City of New York as custodian and trustee of the New York City Employees Retirement System, New York City Fire Department Pension Fund, the New York City Teachers Retirement System, and the New York City Police Pension Fund, and custodian of the New York City Board of Education Retirement System (collectively, the NYC Funds), the beneficial owners of more than \$2,000 in market value of the Company's stock, Municipal Building, One Centre Street, Room 629, New York, New York 10007. The affirmative vote of a majority of the shares voted at the meeting is required for the approval of the Comptroller Proposal. **Our Board recommends that you vote Against this Proposal.** The text of the Comptroller Proposal follows:

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RESOLVED: Shareholders of Cimarex Energy Co. (the Company ) ask the board of directors (the Board ) to adopt, and present for shareholder approval, a proxy access bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the Nominator ) that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must:

a) have beneficially owned 3% or more of the Company s outstanding common stock continuously for at least three years before submitting the nomination;

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b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the Disclosure ); and

c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator s communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company s proxy materials; and (c [sic]) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the Statement ). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

SUPPORTING STATEMENT

We believe proxy access is a fundamental shareholder right that will make directors more accountable and contribute to increased shareholder value. The CFA Institute s 2014 assessment of pertinent academic studies and the use of proxy access in other markets similarly concluded that proxy access:

- Would benefit both the markets and corporate boardrooms, with little cost or disruption.
- Has the potential to raise overall US market capitalization by up to \$140.3 billion if adopted market-wide. (<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v.2014.n9.1>)

The proposed bylaw terms enjoy strong investor support votes for similar shareholder proposals averaged 55% from 2012 through September 2014 and similar bylaws have been adopted by companies of various sizes across industries, including Chesapeake Energy, Hewlett-Packard, Western Union and Verizon.

We urge shareholders to vote FOR this proposal.

**Your Board Recommends You Vote Against This Proposal For The Following Reasons:**

Cimarex is committed to good corporate governance, which promotes the long-term interests of shareholders, strengthens the Board of Directors, fosters management accountability, and helps build public trust in Cimarex. The Board has carefully considered this shareholder proposal and believes that its adoption is not in the best interests of Cimarex and its shareholders at this time. The Board believes that any proxy access

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framework implemented by the Company as a permanent feature of its corporate governance should be developed in a deliberate, methodical fashion following extensive engagement with shareholders, review of marketplace developments and consideration of unintended consequences. An appropriate framework for proxy access would carefully enhance the rights of significant, long-term shareholders without unduly risking the costs and distractions associated with encouraging unnecessary contests in director elections. The Comptroller Proposal fails to strike such a balance. Specifically, because this proposal (i) seeks an inappropriately low proxy access ownership threshold (3%); (ii) fails to expressly provide for reasonable limits on permitted aggregation or grouping of shares to meet the low ownership threshold, and (iii) contemplates an inordinately high fraction of the Board (25%) being available for proxy access candidates, it risks introducing a disruptive and potentially destabilizing dynamic into the Board election process - a particularly unjustified outcome given the significant extent to which our existing corporate governance structure promotes responsiveness and accountability to shareholders.

As described below, the Board intends to implement proxy access even if this proposal fails to pass - but on terms that we develop through further consultation with our shareholders and are more appropriate for the Company and much less likely to put shareholder value at risk. Accordingly, shareholders should understand that the Comptroller Proposal is neither the only nor, in our view, the preferable path to achieving proxy access at Cimarex.



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**The Comptroller Proposal's suggested proxy access framework could have significant adverse consequences.**

Certain major shareholders have advised us that a 3% threshold is too low given the potential costs and disruption that could result from such a proxy access regime. The Board concurs with this view. Candidates placed directly into our proxy materials by holders or unlimited groups of holders of as little as 3% of our outstanding shares, who would only need to win a plurality of votes to be elected in a contested election, may serve the special interests and particular agendas of those holders and fail to represent the best interests of the Company and its shareholders as a whole. Unlike the exclusively independent members of the Nominating Committee, who owe fiduciary duties to all of our shareholders when recommending director candidates, a shareholder making a nomination through the proposed proxy access process, or soliciting an unlimited number of shareholders to reach an already low 3% threshold (in essence conducting a proxy contest to conduct a proxy contest) has no fiduciary obligations to other shareholders and may cause the Company to undertake considerable expense and look to serve only the proposing shareholder's own interests. The Board believes the low proxy access ownership threshold, absence of a specified cap on aggregation and high permissible percentage of proxy access candidates contemplated by this proposal do not adequately protect the Company and its shareholders from this significant risk.

**The proposal reflects a one size fits all approach to proxy access, failing to recognize that Cimarex's current governance practices and structure already ensure the Board is accountable to shareholders.**

The Board notes that the NYC Funds submitted a substantially identical version of this proposal to dozens of companies, thereby failing to draw any distinction between the specific circumstances and governance profiles of each individual company. The Comptroller Proposal therefore takes no account of the fact that our shareholders already have several avenues to voice their opinions to, and influence, the Board and that our corporate governance structure provides for accountability and responsiveness to shareholders. For example, our current governance includes the following highlights:

- Active shareholder engagement program
  
- Majority-independent board of directors (8 of 10) with fully independent standing board committees
  
- Independent lead director
  
- Majority voting director resignation policy
  
- Directors with diverse skill sets and experiences
  
- Annual board and committee self-evaluations and annual board education

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- Outside consultant review of Board skills
- Board and committee-level risk oversight programs
- Clawback policy
- Non-hedging and non-pledging policies
- Director and management stock ownership guidelines
- No tax gross ups

In addition to accountability, our governance policies and practices provide shareholders with the ability to effectively voice their opinions to the Board. Our shareholders are able to:

- propose director nominees to the Nominating Committee;
- communicate directly with the Board or with the directors serving on the Board;
- nominate directors pursuant to the Company's bylaws and solicit proxies for director nominees under federal proxy rules;

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- submit proposals for consideration at an annual meeting and for inclusion in the Company's proxy statement, subject to certain conditions and Securities and Exchange Commission rules; and
- express their views on our executive compensation program through our annual Say on Pay vote.

Moreover, the Company has an active program of engagement with shareholders. We seek out the views of shareholders regularly with respect to important matters involving governance and operations, including proxy access. We believe that the minimal eligibility requirements and significant proportion of the Board availability for proxy access candidates contemplated by the Comptroller Proposal are disproportionate and inappropriate for a Company with existing policies and procedures as robust as ours to ensure Board accountability to shareholders.

**The Board currently intends to implement an appropriate, reasonable form of proxy access following further review of marketplace developments and consultation with our shareholders, and such form may differ from the proxy access construct advanced by the NYC Funds.**

Even if, as the Board recommends, the Company's shareholders choose not to approve the Comptroller Proposal, the Board would still continue to engage with shareholders regarding proxy access. Subject to shareholder feedback and garnering support of a broad range of shareholders, the Board intends to develop bylaw amendments implementing a reasonable proxy access framework that the Board believes is in the best interests of the Company and the shareholders. The Board believes that a proxy access provision needs to be tailored to the company and its circumstances and that such a provision must not be susceptible to abuse or misuse that would put shareholder value at risk. Based on feedback already received from major shareholders and the Board's analysis of the benefits and risks of proxy access, the Board currently believes that a proxy access framework with a 4% required ownership threshold (such threshold to be met either by an individual shareholder or a group of up to 15 shareholders), a three-year required holding period and up to 20% of the Board available for proxy access candidates could be appropriate for the Company. Subject to further consultation with shareholders and review of corporate governance developments and on-going evolution of best practices, the Board's intention would be to develop and implement a proxy access provision in the ensuing year. Implementing a carefully considered proxy access framework - one that would be specifically tailored to the Company's own needs and shareholder base as opposed to those of a one-size-fits-all agenda - will enhance our shareholders' rights while seeking to mitigate the disproportionate risks of disruption of the Board's functioning that we believe are posed by the Comptroller Proposal.

For the foregoing reasons, we believe that the Comptroller Proposal is unnecessary, involves the risk of considerable harm to our Company and is not in the best interests of our shareholders. Therefore, the Board recommends you vote **AGAINST** this proposal.

## **OTHER MATTERS**

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our Directors and executive officers, and persons who own more than 10% of our common stock, to file reports of ownership of, and transactions in, our common stock with the SEC. Based on a review of such reports, and on

written representations from our reporting persons, we believe that all reports were timely filed in 2014.

**Complaint and Reporting Procedures**

We have established complaint and reporting procedures that are posted on our website at [www.cimarex.com](http://www.cimarex.com). Any person, whether or not an employee, who has a concern about the conduct of Cimarex or any of our employees, including accounting, internal accounting controls or auditing issues, may, in an anonymous manner, communicate that concern by calling our hotline, 1-866-519-1898. The hotline is available 24 hours a day, seven days a week. Comments will be typed verbatim and will be delivered to a representative with authority to investigate the concern.

PLEASE DETACH ALONG  
PERFORATED LINE AND MAIL  
ENVELOPE PROVIDED. t t PRO  
PROXY IS SOLICITED ON BEH  
THE BOARD OF DIRECTORS O  
ENERGY CO. The undersigned at  
Thomas E. Jorden and Francis B  
proxies, with power to act without  
and with power of substitution, an  
authorizes them to represent and v  
designated on the other side, all th  
common stock of Cimarex Energy  
of record by the undersigned with  
that the undersigned would posses  
at the Annual Meeting of Sharehol  
held at the Hershner Room, 1700 I  
Street, Denver, Colorado 80203, o  
2015, at 9:00 a.m., Mountain Dayl  
or any adjournment thereof. For pa  
in the Cimarex 401(k) Plan, this pr  
properly executed, will be voted in  
manner directed by the undersigne  
direction is given, if the card is no  
if the card is not received prior to  
Eastern Daylight Time, on May 13  
Plan's Trustee will vote your share  
the Plan in the same proportion as  
were voted by other Plan participa  
(Continued, and to be marked, dat  
signed, on the other side) Importan  
Regarding the Availability of Prox  
Materials for the Annual Meeting  
Shareholders to be held May 14, 2  
Proxy Statement and our 2014 An  
to Shareholders are available at:  
<http://www.allianceproxy.com/cin>





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Please have your  
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INTERNET Vote  
Your Proxy on the  
Internet: Go to  
www.cesvote.com  
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card available  
when you access  
the above website.  
Follow the  
prompts to vote  
your shares.  
TELEPHONE  
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by Phone: Call 1  
(888) 693-8683  
Use any  
touch-tone  
telephone to vote  
your proxy. Have  
your proxy card  
available when  
you call. Follow  
the voting  
instructions to vote  
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by Mail: Mark,  
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CONTROL  
NUMBER NOTE:  
Please sign as  
name appears  
hereon. Joint  
owners should  
each sign. When  
signing as  
attorney, executor,  
administrator,  
corporate officer,  
trustee or guardian,  
please give full  
title as such.  
Signature  
Signature (if held  
jointly) Date: ,  
2015 Please mark  
your votes like this  
x THIS PROXY



WILL BE VOTED AS DIRECTED, OR, IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR ALL THE NOMINEES LISTED UNDER ITEM 1 AND FOR ITEMS 2 AND 3, AND AGAINST ITEM 4. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. The Board of Directors recommends a vote FOR all the nominees listed below: 1. Election of two Class 1 directors: FOR AGAINST ABSTAIN (01) Joseph R. Albi o o (02) Michael J. Sullivan o o The Board of Directors recommends you vote FOR the following Items: FOR AGAINST ABSTAIN 2. Advisory vote to approve executive compensation o o 3. Ratify the appointment of KPMG LLP as our independent auditors for 2015 o o The Board of Directors recommends you vote AGAINST the following Item: 4. Shareholder proposal on proxy access o o o CIMAREX ENERGY CO. As a shareholder of Cimarex Energy Co., you have the option of voting your shares electronically through the Internet or on the telephone, eliminating the need to return the proxy card. Your electronic vote authorizes the named proxies to vote your shares in

the same manner as if you marked, signed, dated and returned the proxy card. Votes submitted electronically over the Internet or by telephone must be received by 7:00 p.m., Eastern Time, on May 13, 2015. The Board of Directors recommends a vote FOR all the nominees listed under Item 1 and FOR Items 2 and 3, and AGAINST Item 4. I plan on attending the meeting o CONTROL NUMBER