



3. To consider and act upon a proposal to amend the 1996 Stock Plan for Non-Employee Directors (as amended and restated in 2010);
  4. To consider and act upon a proposal to amend and restate the Incentive Compensation Program; and
  5. To approve, by non-binding vote, the Company's compensation of its executive officers (the "Say-On-Pay" vote).
- YOUR PROXY when properly executed will be voted as directed or, if no direction is given and on such other business as may properly come before the Annual Meeting or any adjournment thereof, will be voted as the Board recommends or otherwise determines in its discretion.
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**THIS IS NOT A FORM FOR VOTING**

You may immediately vote your proxy on the Internet at:

[www.eproxy.com/lee](http://www.eproxy.com/lee)

- Use the Internet to vote your proxy 24 hours a day, 7 days a week, until 11:59 p.m. (CST) on February 18, 2014.  
Please have this Notice and the last four digits of your Social Security Number or Tax
  - Identification Number available. Follow the instructions to vote your proxy.
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Your Internet vote authorizes the Named Proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

Vote By Mail: You can vote by mail by calling in to request a paper copy of the materials, which will include a voting instruction form.

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To request paper copies of the proxy materials, which include the proxy card, proxy statement and Annual Report on Form 10-K, please contact us via:

Internet - Access the Internet and go to [www.ematerials.com/lee](http://www.ematerials.com/lee) . Follow the instructions to log in, and order copies.

Telephone - Call us free of charge at 866-697-9377 in the U.S. or Canada, using a touch-tone phone, and follow the instructions to log in and order copies.

Email - Send us an email at [ep@ematerials.com](mailto:ep@ematerials.com) with "Lee Materials Request" in the subject line.

The email must include:

• The 3-digit company # and the 11-digit control # located in the box in the upper right hand corner on the front of this notice.

• Your preference to receive printed materials via mail -or- to receive an email with links to the electronic materials.

• If you choose email delivery you must include the email address.

• If you would like this election to apply to delivery of material for all future meetings, write the word "Permanent" and include the last 4 digits of your Tax ID number in the email.