DOMINION ENERGY INC /VA/
Form DEFA14A
March 25, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Dominion Energy, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Dominion Energy, Inc. Annual Meeting of Shareholders

9:30 a.m. ET, Tuesday, May 7, 2019

University of South Carolina Alumni Center

900 Senate Street

Columbia, South Carolina 29201

Exercise Your *Right* to Vote

Important Notice Regarding the Availability of Proxy Materials

for the Dominion Energy, Inc.

Annual Meeting of Shareholders to be held on May 7, 2019

You are receiving this communication because you hold shares in Dominion Energy, Inc. (Dominion Energy) directly or through one of the employee savings plans sponsored by Dominion Energy or its subsidiaries (the Employee Savings Plans), including the SCANA Corporation 401(k) Retirement Savings Plan, as of the record date, March 1, 2019.

This is not a ballot. You cannot use this Notice to vote these shares. **This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail.** Follow the instructions on the reverse side of this Notice to view the proxy materials or to request a paper or email copy and submit your vote online. The items to be voted on are on the reverse side of this notice. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Attending The Meeting

Please follow the instructions set forth in the proxy statement to attend the 2019 Annual Meeting and request an Admission Ticket. In order to attend the 2019 Annual Meeting, you must request an Admission Ticket on or before April 30, 2019 by contacting Dominion Energy Shareholder Services at 1-800-552-4034 or by emailing shareholderrelations@dominionenergy.com. Shareholders who attend the meeting must present an Admission Ticket and government-issued photo identification.

Directions to the 2019 Annual Meeting are available at investors.dominionenergy.com/proxy.

See the Reverse Side of this Notice to Obtain Proxy Materials and Voting Instructions

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

2019 PROXY STATEMENT 2018 SUMMARY ANNUAL REPORT 2018 ANNUAL REPORT ON FORM 10-K

How to View Online:

Have the information that is printed in the box marked by the arrowè xxxx xxx xxxx located on the reverse of this page and visit www.ViewMaterial.com/D.

How to Request and Receive a PAPER or EMAIL Copy:

If you want to receive a paper or email copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request no later than April 18, 2019 to facilitate timely delivery or to submit your preference for email or paper delivery of future proxy materials:

1) By Internet: Access www.SendMaterial.com

2) By Telephone: 1-800-516-1564 (toll-free)

3) By Email: papercopy@SendMaterial.com (include your control number in the subject line)

How To Vote

Please Choose One of the Following Voting Methods

Use one of the voting methods below up until 11:59 p.m. Eastern Time on May 6, 2019, or April 30, 2019 for shares held through the Employee Savings Plans.

Vote By Internet: To vote now by Internet, go to www.ViewMaterial.com/D. Have the information that is printed in the

box marked by the arrow → xxx xxx xxxx (located on the reverse of this page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Vote In Person: If you hold your shares directly, please see the instructions set forth in the Proxy Statement on how to vote in person at the 2019 Annual Meeting. Employee Savings Plan participants may not vote in person.

Voting Items

Dominion Energy, Inc. 2019 Proxy Card

The Board of Directors recommends a vote FOR each of these director nominees and FOR Items 2-4.

1. Election of Directors. The nominees are:

01-James A. Bennett
02-Helen E. Dragas
03-James O. Ellis, Jr.
04-Thomas F. Farrell, II
05-D. Maybank Hagood
06-John W. Harris
07-Ronald W. Jibson
08-Mark J. Kington
09-Joseph M. Rigby
10-Pamela J. Royal, M.D.
11-Robert H. Spilman, Jr.
12-Susan N. Story
13-Michael E. Szymanczyk

2. Ratification of Appointment of Independent Auditor

3. Advisory Vote on Approval of Executive Compensation (Say on Pay)

4. Management s Proposal to Amend the Company s Articles of Incorporation to Increase the Number of Authorized Shares of Common Stock
The Board of Directors recommends a vote <u>AGAINST</u> Item 5.

5. Shareholder Proposal Regarding a Policy to Require an Independent Board Chair