

Human Resources Committee Charter

Purpose

The Human Resources Committee is appointed by the Board of Directors to assist the Board in fulfilling its responsibilities by overseeing compensation of the Company's directors, executive officers and other selected employees, and programs for management level development and succession planning, and human capital matters. The Committee has responsibility for reviewing, evaluating and approving compensation plans, policies and programs for the Company's directors, executive officers and other selected employees.

The Human Resources Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board of Directors. The Human Resources Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Committee Membership

The Human Resources Committee will be comprised of at least three directors who shall meet the independence requirements established by the New York Stock Exchange. The members shall qualify as "non-employee directors" for purposes of Rule 16(b)-3 under the Securities Exchange Act of 1934. The members of the Human Resources Committee will be appointed and replaced by the Board.

Committee Authority and Responsibilities

The Committee will annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and together with the other independent directors, determine and approve the Chief Executive Officer's compensation levels based on such evaluation.

- The Committee will annually review and approve corporate goals and objectives for other executive officers, corporate officers and selected employees and approve the compensation of such persons.
- The Committee will periodically review and make recommendations to the Board with respect to the compensation of directors.
- The Committee will review and make recommendation to the Board with respect to equity and non-equity incentive compensation plans requiring stockholder approval. The Committee will establish equity and non-equity incentive programs pursuant to the stockholder-approved plans, and establish other plans and programs not subject to stockholder approval. The Committee will administer such incentive compensation plans and approve awards under such plans as the Committee deems appropriate.
- The Committee will also review and approve employment agreements, severance agreements and any other compensation for executive officers, corporate officers and other selected employees.

- The Committee will review and approve stock ownership guidelines for directors, executive officers and other selected employees.
- The Committee will review the Company's management level organization and programs for management development and succession planning, and report periodically to the Board on the progress of these programs. The Committee will review reports from management on human resources topics as determined by the Committee and will oversee the Company's risks with respect to human capital resources.
- The Committee will oversee and review Company reports on labor practices, human rights policies, employee health and safety, and employee diversity and inclusion.
- The Committee will have the authority to retain and obtain the advice of a compensation consultant, independent legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such advisors. The Committee shall consider factors established by regulatory authorities with respect to the independence of such advisors.
- The Committee will prepare the compensation committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement. The Committee will review and discuss with Company management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement and determine whether to recommend to the board of directors that the Compensation Discussion and Analysis be included in the proxy statement.
- The Committee will oversee a periodic review of whether the Company's compensation programs create incentives for inappropriate or excessive risk.
- The Committee will make regular reports to the Board. The Committee will annually review its own performance.