



COMPENSATION & HUMAN CAPITAL MANAGEMENT (CHCM) COMMITTEE CHARTER

FUNCTION:

To assist the Board by: (i) reviewing and approving all compensation for the Board of Directors, the CEO and other Executive Officers of the Corporation; and (ii) overseeing senior management development, evaluation and succession planning and general human capital management matters with respect to employees.

MEMBERSHIP:

The Compensation & Human Capital Management Committee shall consist of at least two directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange and Securities and Exchange Commission including the definition of “non-employee directors” under Rule 16b-3 under the Securities Exchange Act of 1934. Committee members and the Committee Chair will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, including persons who are not directors, as permitted by law and applicable stock exchange regulations, as the Committee may deem appropriate.

RESPONSIBILITIES:

1. **Compensation Philosophy.** Evaluate the overall philosophy of the Corporation with respect to Executive Officer compensation, taking into account the Corporation’s strategy, the competitive environment for management talent, and the appropriate balance among the principal elements of compensation, including base salary, short-term incentives, long-term incentives, retirement plans and fringe benefits.
2. **CEO Compensation.** In consultation with the independent members of the full Board, review and approve goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of these goals and objectives and determine an appropriate compensation level for the CEO based on this review. When establishing the CEO’s compensation, the Committee may consider a number of factors, including but not limited to the Corporation’s performance and relative shareholder return, the value of compensation levels for CEOs at comparable companies and compensation awards given to the Corporation’s CEO in past years.

3. **Other Executive Officer Compensation.** Review and approve the compensation for all other Executive Officers, including base salary, short-term incentive and long-term incentive and equity awards, taking into account such factors as the Committee deems appropriate.
4. **Management Evaluation and Succession Planning.** Oversee senior management development, evaluation, and succession planning, including CEO succession planning, and review these matters with the independent members of the full Board at least annually.
5. **Human Capital Management.** Review and discuss with management the human capital management matters relevant to the Corporation's employees and, where applicable, independent contractors, including workplace health and safety, inclusion, culture and employee engagement, pay equity, and general approach to broad-based compensation, benefits, and employee growth and development practices. As a supplement to the Audit & Risk Committee's oversight of the Corporation's compliance and ethics program, periodically review the Corporation's employment and workplace conduct practices that relate to the Corporation's values and desired cultural environment.
6. **Compensation Plans.** Review and adopt the Corporation's short-term and long-term incentive plans, retirement plans, welfare plans, severance plans and perquisite programs in which Executive Officers participate, and approve amendments to such plans, except as otherwise delegated by the Committee or the Board.
7. **Employment Agreements.** Review and approve employment agreements, if any, post-employment consulting agreements, and any other severance arrangements, change-in-control arrangements or supplemental benefits for the Corporation's Executive Officers.
8. **Board Compensation.** Review and approve the compensation for non-employee directors, including any benefit plans for such directors and any changes to such plans.
9. **Oversight of Compensation Risk Management.** Oversee risks associated with the Corporation's compensation policies and practices. Annually review whether such policies and practices are reasonably likely to have a material adverse effect on the Corporation.
10. **Recoupment Policy.** Oversee and approve any changes to the Corporation's policy regarding recovery of officer compensation.
11. **Reporting to Shareholders.** Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Corporation's proxy statement and annual report on Form 10-K, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. In

addition, the Committee shall prepare a report of the Committee for inclusion in the Corporation's proxy statement in accordance with SEC rules and regulations.

12. **Reporting to the Board.** Provide the Board with regular reports of the activities of the Committee.
13. **Consultants and Advisors.** Possess the sole authority to retain or terminate, as it deems necessary or appropriate, a compensation consultant or other advisors to assist in discharging its responsibilities, and be directly responsible for the compensation and oversight of any such compensation consultant or advisor. Prior to retaining any compensation consultant or other advisor, the Committee will consider the independence from management of such compensation consultant or other advisor in accordance with the requirements of the New York Stock Exchange and Securities and Exchange Commission. The Corporation will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose and for all other administrative expenses necessary for the Committee to carry out its duties.
14. **Committee Evaluation.** Annually evaluate the performance of the Committee.