

GOVERNANCE COMMITTEE CHARTER

April 25, 2023

General

The Governance Committee (the “Committee”) shall be comprised of at least three Directors, all of whom meet the independence requirements of the New York Stock Exchange and the Board of Directors (the “Board”). The Committee members shall be appointed by the Board upon the recommendation of the Governance Committee or a majority of the independent members of the Board. Committee members may be removed by the Board at any time upon the recommendation of the Governance Committee or a majority of the independent members of the Board.

The Governance Committee shall have the authority to retain and terminate consultants and other advisors to advise the Committee in the performance of its responsibilities, including search firms to be used to identify Director candidates. The Committee shall exercise sole authority to approve the fees and other retention terms for such consultants and other advisors, who will report directly to the Committee.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated to it by the Board, in particular with regard to advising the Board on the Company’s corporate governance processes, the size and composition of the Board, identification of new Board candidates, training and compensation of Directors, and the selection of Board leadership and composition of Board committees. The Committee shall also provide oversight regarding significant public policy issues impacting the Company and its relationships with key stakeholders, including ethics and compliance; environmental, health and safety matters; public and community affairs; shareholder relations; and compliance with securities laws.

Responsibilities

The Committee shall have the following authority and responsibilities:

1. Recommend to the Board improvements in the Company’s processes of corporate governance, including proposed changes to the Board Governance Guidelines.
2. Advise the Board on changes in the size and composition of the Board.
3. Make recommendations to the Board regarding the structure and responsibilities of Board Committees and annually submit to the Board candidates to be appointed members and Chair of each standing Committee and annually submit to the non-employee Directors the candidate to be appointed Lead Director.
4. In consultation with the Chairman, identify new Director candidates, and evaluate candidates identified by shareholders, based on the criteria for Board membership listed in the Board Governance Guidelines and such other criteria as the Committee may deem appropriate. With input from all Committee members, the Committee shall consider

recommending to the Board the nomination of one or more such candidates for election to the Board.

5. Recommend to the Board incumbent Directors who should be nominated for re-election, following the process described in the Board Governance Guidelines.
6. If a vacancy on the Board and/or any Board committee occurs, to identify, and make recommendations to the Board regarding the selection and approval of, candidates to fill such vacancy either by election by shareholder or appointment by the Board.
7. Develop and oversee an orientation program for new Directors and review the continuing education program for current Directors to assist the needs of the Directors relating to their roles and responsibilities as members of the Board and its Committees.
8. Review director compensation for service on the Board and Board committees annually and recommend any changes to the Board as necessary.
9. Administer the Board's policy on Director retirements and resignations, if necessary.
10. Administer the Directors' stock ownership guidelines.
11. Establish guidelines, procedures and minimum requirements to be used by the Directors to evaluate the performance of the Board, the Audit Committee, Compensation and Organization Committee, Finance Committee, Governance Committee, and the Innovation and Technology Committee.
12. Provide oversight regarding significant public policy issues with respect to the Company's relationships with shareholders, employees, customers, competitors, suppliers and the communities in which it operates, including the following areas:
 - a. Ethics and compliance
 - b. Environmental, health and safety issues
 - c. Public and community affairs
 - d. Shareholder relations, including recommended responses to shareholder proposals
 - e. Relevant environmental and governance issues under the area of "ESG", as determined by the Committee from time to time
13. Review, approve and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis.
14. Review annually the Company's Code of Ethics, including its programs to promote ethical and legal conduct, to facilitate anonymous reporting of violations and to assure protection of employees who report violations in good faith, and from time to time approve amendments to the Code of Ethics as recommended by the Senior Vice President – Ethics and Compliance.



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15. Review and approve the appointment, termination and any replacement of the Senior Vice President – Ethics and Compliance. To provide for the independence of the Ethics and Compliance Function, its personnel shall report to the Senior Vice President – Ethics and Compliance, who in turn shall report functionally to the Committee and administratively to the Executive Vice President and Chief Legal Officer. The Senior Vice President – Ethics and Compliance shall have open and unrestricted access to the Committee.
16. Report to the Board concerning the Committee's actions, conclusions and recommendations.
17. Conduct annual performance evaluations of the Governance Committee.
18. Review and assess the adequacy of this charter and calendar at least annually and recommend any proposed changes to the charter to the Board for approval.