

HEALTH, SAFETY, ENVIRONMENT AND CORPORATE RESPONSIBILITY COMMITTEE

PURPOSE

The primary purpose of the Health, Safety, Environment and Corporate Responsibility Committee (“Committee”) is to assist the Board of Directors on matters relating to:

- The Company’s compliance with environmental, health and safety laws and regulations and developments at the global, national, regional and local level;
- The Company’s response to the above-mentioned laws and regulations as part of the Company’s business strategy and operations;
- The Company’s general strategy and response to evolving public issues affecting the Company in the realm of health, safety, the environment; and
- The Company’s consideration of evolving matters regarding the climate, responsible business conduct, the community, review of the Company’s sustainability reports and other ESG issues and concerns that could affect the Company’s business activities (“corporate responsibility”). This includes recommendations to the Board regarding the Company’s sustainability reports and ESG matters.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members. The Nominating and Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Governance Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee.

MEETINGS

The Committee shall meet as often as it determines, but not less frequently than semiannually.

A majority of the Committee members shall constitute a quorum for the transaction of business.

Meetings may be by telephone or video conference, and Committee action may be taken by written consent of all members. Except as expressly provided in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall review, provide oversight of and monitor (1) the Company's health, safety, and environmental policies, practices and actions; and (2) trends and emerging issues related to public policy at the legislative, regulatory and judicial levels concerning environmental, health, safety, and corporate responsibility issues that affect the Company and the industry, along with the Company's positions and responses with respect thereto.

The Committee shall make regular reports to the Board and shall make recommendations with respect to Company's policies and practices concerning environmental, health, safety, and corporate responsibility issues.

While the Committee has the responsibilities and the powers set forth in this Charter, it is not the duty of this Committee to assure compliance with laws and regulations and the Company's policies.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate its own performance.