

ESG, Diversity, Equity and Inclusion Committee Charter

I. PURPOSE

The ESG, Diversity, Equity and Inclusion Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in its oversight of the Company’s significant environmental, social and governance (“ESG”) and diversity, equity and inclusion (“DEI”) risks, strategies, policies, programs and practices to further the Company’s business purpose and strategy, culture, values and reputation in the best interests of the Company’s stakeholders.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, consultants or other experts and will receive adequate funding to engage such advisors. The Committee shall have the authority to retain, compensate, terminate and oversee ESG consultants.

II. COMMITTEE MEMBERSHIP

The Committee shall be comprised of not less than three members of the Board.

Each Committee member shall be appointed by the Board and shall be subject to removal by the Board in accordance with the By-Laws of the Company. The Board shall also designate one member of the Committee to serve as Committee Chair. The Committee may form and delegate authority to subcommittees.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly scheduled basis at least once per year, or more frequently as circumstances dictate, and shall report to the Board on a regular basis.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall, to the extent not considered by other Committees of the Board, or together with such Committees, as appropriate:

1. Oversee and provide input to management on the Company’s risks, policies, strategies and programs related to matters of sustainability, climate-change, corporate social responsibility, corporate culture, corporate governance (together with the Nominating and Corporate Governance Committee), diversity, equity and inclusion
2. Consider and provide input to management on social, political and environmental trends in public policy, regulation and legislation and consider additional corporate social responsibility actions in response to such issues.
3. Consider and provide input to management on diversity, equity and inclusion trends in public policy, regulation and legislation and consider additional corporate social responsibility actions in response to such issues.
4. Review the goals established from time to time for the Company’s performance with respect to matters of sustainability, corporate social responsibility, diversity, equity and inclusion and monitor

the Company's progress against those goals and the Company's Corporate Social Responsibility Principles (the "CSR Principles").

5. Review the Company's sustainability and corporate social responsibility reports as may be issued from time to time.
6. As requested by the Board, make recommendations to the Board with respect to matters affecting corporate ESG and DEI responsibilities and related corporate conduct consistent with the Company's CSR Principles.
7. Review the Company's significant human capital management strategies and initiatives designed to promote inclusion, foster diversity, encourage career development, and support related health and safety matters.
8. Review and approve diversity, equity and inclusion goals and objectives and evaluate management on its efforts to advance those goals and objectives.
9. Provide input to the Nominating and Corporate Governance Committee regarding Board diversity initiatives.
10. Receive periodic reports from management regarding relationships with key external stakeholders that may have a significant impact on the Company's ESG and DEI initiatives as well as business activities and performance.
11. Review the Company's charitable giving policies and programs and receive reports from management on the Company's charitable contributions.
12. Review shareholder proposals relating to public policy, sustainability, corporate social responsibility and diversity, equity and inclusion issues.
13. Review and approve annually (and periodically when material changes are proposed) the CSR Principles.
14. As appropriate with the consultation with and guidance from the Company's General Counsel, be available as a sounding board for the Company's employees who are interested in ESG and DEI matters.

Other Authority

15. Make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
16. Have authority to require all such information and reports, including the content and timing of such information and reports, to be delivered to the Committee from management to assist the Committee in fulfilling its responsibilities.
17. Have such other authority, duties and responsibilities as may be delegated to the Committee by the Board.
18. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
19. Review and reassess the adequacy of this Charter annually and amend as the Committee deems appropriate.
20. Report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests and maintain minutes or other records of Committee meetings and activities.