

Each member of the Committee shall be independent as defined by the New York Stock Exchange and the U.S. Securities and Exchange Commission for the purpose of this Charter. All members of the Audit Committee shall be financially literate and have a working familiarity of basic finance and accounting practices. At least one member shall be an independent member as defined by the NYSE and the SEC. The Board of Directors shall make an affirmative determination that each member of the Committee is independent. In making that determination, the Board of Directors shall consider 1) any consulting, advisory, or other compensatory fees paid to the member, 2) any affiliations the member has with

IV. FUNCTIONS AND RESPONSIBILITIES

1. Internal Control

- i. Review and discuss with management, Internal Audit and independent

2. Financial Reporting

- i. Review the quarterly and annual earnings and financial statements, Quarterly Earnings and Results of Operations, prior to release to the public and discuss such statements with management and the independent auditors. If appropriate, recommend to the Board that the audited financial statements be included in the Annual Report.
- ii. Discuss with management on a general basis the type of information to be disclosed and type of presentation to be made regarding financial information and earnings guidance to analysts and rating agencies.
- iii. Discuss any changes in accounting principles, significant judgment areas and significant or complex transactions (including any off-balance sheet items) and audit adjustments identified by the independent auditors.
- iv. Review and discuss with Internal Audit, independent auditors and accounting personnel the integrity of the internal and external financial reporting process and the achievement of key reporting objectives.
- v. On a quarterly basis, discuss with the independent auditors (1) the quality of accounting principles and practices to be employed in connection with the financial statements and all critical accounting policies and practices used; (2) alternative treatments of financial information under GAAP that have been discussed with management, including the ramifications of the use of alternative treatments and the treatment preferred by the independent auditor; and (3) all other material written communications between the independent auditor and management, specifically including any management letter and any schedule of unadjusted differences.
- vi. Discuss the nature of interim financial statements with independent auditors to monitor that quarterly financial statements are consistent with year-end reporting.
- vii. Provide Audit Committee disclosures and reports as required by SEC regulations for inclusion in the annual report, Form 10-K and annual proxy statements.
- viii. Appropriately respond to all inquiries and/or investigations by the SEC or other governmental agencies of the financial reporting practices.

3. Independent Auditors

- i. Serve as the authority to which the independent auditors report. The Audit Committee of the Board of Directors has the ultimate authority and responsibility to appoint, compensate, retain, oversee and, where appropriate, replace the independent auditors.
- ii. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors.
- iii. To the extent practicable, review internal quality-control procedures, any material issues raised by the latest internal quality-control or peer review of the firm or any inquiry or investigation by authorities withi966(pe)40 G(t)-25de r(e)4(s)144.(s32. a)4TJvdey14300.

do not exceed \$250,000, and shall report back to the full Committee at each meeting.

4. Internal Auditors

- i. Review the objectivity, effectiveness and resources of the Internal Audit Department.
- ii. Concur in the appointment, replacement, reassignment or dismissal of the Director of Internal Audit.
- iii. Review the internal audit plan for the current year and review the risk assessment procedures used to identify projects included in the plan.
- iv. Review, with the Director of Internal Audit, the results of internal audit activities and progress with respect to the internal audit plan.

5. Sustainability Reporting

- i. Review the Company's annual sustainability report and the internal controls assessment of the adequacy and effectiveness of applicable internal controls relating to Sustainability reporting, including metrics that are to be reported in the annual sustainability report.
- ii. Track progress towards achieving its Sustainability-related goals and objectives, including key Sustainability metrics.

6. General

- i. Review reports with respect to non-compliance with the Code of Business Conduct and Ethics (which may include any non-compliance with the Company's health and safety programs).
- ii. Oversee that the Internal Audit Department is auditing the Compliance Program.
- iii. Review any change in or waiver of the Code of Business Conduct and Ethics by the Company.
- iv. Review the Company's legal and regulatory matters that may have a material impact on the financial statements and the related compliance policies and procedures.

