



## **Compensation Committee Charter**

### **Purpose**

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's officers. The Committee has overall responsibility for approving and evaluating the compensation and benefits philosophy of the Company and the Company's compensation plans, policies and programs.

The Compensation Committee shall also review and discuss with the Company's management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement. It shall also provide the Compensation Committee disclosure for inclusion in the Company's proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

### **Committee Membership**

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange (including the additional independence requirements specific to Compensation Committee membership set forth in the New York Stock Exchange Listed Company Manual), unless the Company has claimed a "Controlled Company Exemption" for the Compensation Committee as defined in Section 303.A.00 of the New York Stock Exchange Listed Company Manual. The members of the Compensation Committee shall also meet the definitions of "non-employee director" within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended, and "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, (the "Code").

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating/Governance Committee. Compensation Committee members may be replaced by the Board.

### **Committee Authority and Responsibilities**

1. The Compensation Committee has the authority and right, in its sole discretion and at the expense of the Company, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant, or any other consultant or adviser (collectively, "Advisers") in connection with the Compensation Committee's functions and responsibilities. The Compensation Committee shall be directly responsible for the appointment, compensation, oversight and termination of any Adviser retained by the Compensation Committee. The Compensation Committee shall have the sole authority to approve the fees and other retention terms of such Advisers. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any Advisers retained by the Compensation Committee and ordinary administrative expenses of the Compensation Committee that are necessary and appropriate in carrying out its functions and responsibilities. The Compensation Committee may retain or obtain advice from an Adviser only after taking into consideration all factors relevant to the Adviser's independence from management in accordance with the rules and regulations of the Securities and Exchange Commission and the listing standards of the New York Stock Exchange. While the Compensation Committee is required to consider the independence of any Advisor, the Committee is not precluded from retaining or obtaining advice from any Advisor that is not independent.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's overall compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
3. The Compensation Committee shall annually review and consult with, and make recommendations to, the Board as appropriate, on the compensation programs with respect to all officers and other key executives, including incentive compensation plans and equity-based plans.
4. The Compensation Committee shall at least annually and periodically if, as and when appropriate review and approve, for the CEO and the senior executives of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) all other incentive awards and opportunities, (e) employment agreements, severance arrangements, and change in control agreements and change in control provisions affecting any elements of compensation and benefits, and (f) any special or supplemental benefits. In addition, the Compensation Committee shall receive periodic reports on the Company's compensation programs as they affect all employees. Finally, the Compensation Committee shall review and approve any special or supplemental compensation

and benefits for the CEO and the senior executives and persons who formerly served as the CEO and/or as senior executives, including supplemental retirement benefits and the perquisites provided to them during and after employment.

5. The Compensation Committee shall consider and assess the Company's compensation policies and practices and determine if they are reasonably likely to have a material adverse effect on the Company and, if so, make appropriate modifications to reduce the risk.
6. The Compensation Committee shall, in consultation with management, oversee the Company's policies regarding tax deductibility of the Company's compensation programs, and, as and when required, establish performance goals and certify that performance goals have been attained for purposes of Section 162(m) of the Code. However, the Compensation Committee reserves the right to pay compensation that is not performance based and that may not be deductible under Section 162(m).
7. The Compensation Committee shall oversee all matters relating to shareholder advisory voting on executive compensation for the Company's named executive officers ("say-on-pay"), the frequency of such voting and shareholder advisory voting regarding change of control or "golden parachute" payments (if any), and the action to be taken, if any, by the Committee as a result of the shareholder vote.
8. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
9. The Compensation Committee shall make regular reports to the Board.
10. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee shall annually review its own performance.