Decide with Confidence

Innovation & Technology Committee Charter

February 27, 2013

Membership and Meetings

Membership

The Committee shall be comprised of no fewer than three members as appointed by the Board of Directors, upon recommendation of the Committee.

The Board Affairs Committee will recommend the Committee members and a Committee Chair from among such Committee members in accordance with the Company's Corporate Governance Principles. In recommending candidates, the Board Affairs Committee shall consider such factors as it deems appropriate, including professional experience, outside commitments (*e.g.*, service on other Boards) and particular areas of expertise.

Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Meetings

The Committee shall meet in person or telephonically as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than three times per year.

The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management and supervising the conduct of the meetings. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting.

A majority of the number of the appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.

The Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend meetings or to meet with any members or representatives of the Committee.

Purpose

The Committee's purpose is to review the Company's approach to information technology and innovation, including (1) the information technology platforms required to enable customer centric new innovation, cost effective organic growth and competitive advantage with respect to M&A opportunities, (2) the process and approach required to drive product innovation such as customer research, design and product development to enable customer success, (3) advise the innovation and technology senior management team as may be needed in

connection with the Committee's authority and responsibilities outlined below, and (4) assist the Board of Directors in fulfilling its oversight responsibilities regarding the Company's information technology and innovation.

Committee Authority and Responsibilities

The authority and responsibilities of the Committee include the following:

Information Technology and Innovation

- Review with management the commercial risks of the Company's technology infrastructure and platforms, including marketplace and financial risks
- Review, evaluate and make recommendations to management concerning the Company's technology plans and strategy; review and approve technology roadmap and dashboard – and periodically review progress against roadmap and dashboard
- Make recommendations to the Board of Directors with respect to technology-related projects and investments that require Board approval
- Review, evaluate and make recommendations to management concerning the Company's innovation strategy, processes, skills and resources including whether it is sufficiently customer focused to achieve commercial success
- Review with management the quality and effectiveness of the Company's information technology ("IT") security and data integrity

Advisory Role

- Advise the Company's innovation and technology senior management team(s) as may be needed in connection with the Committee's duties and responsibilities outlined above

Other Delegated Duties or Responsibilities

- Perform any other duties or responsibilities delegated to the Committee by the Board from time to time

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or, to the extent otherwise permitted by applicable laws or regulations, to any other body, individual or management.

Resources of the Committee

The Committee has the authority to engage independent advisors (marketing, innovation, IT, legal, accounting or others). The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants and to any other advisors employed by the Committee.

Reports to the Board

The Committee will make regular reports to the Board.

Charter Reviews

The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Performance Assessment

The Committee will annually review its own performance.