

Corporate Governance Fact Sheet

Director Independence

Number of Independent Directors (out of 10 total directors)	9
Chair of Board	Yes*
Mandatory Retirement Age	75

*If Chair of Board is not an independent director, the Board will appoint an independent lead director.

Director Elections

Annual Board Elections	Yes
Directors Elected by Majority of Votes Cast in Uncontested Election	Yes

Board Meetings

Independent Directors Hold Meetings Without Management Present	Yes
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Board Committees

Independent Audit Committee	Yes
Number of Audit Committee Financial Experts	5
Independent Compensation Committee	Yes
Independent Nominating and Corporate Governance Committee	Yes
Risk Oversight Committee which oversees Ethics and Corporate Responsibility matters	Yes

Published Governance Policies and Practices

Corporate Governance Guidelines Approved by the Board	Yes
Code of Conduct	Yes

Board Committees & Charters	Yes
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Chair of the Board and Independent Lead Director Position Descriptions	Yes
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Evaluating and Improving Board Performance

Annual Board Self-Evaluation Required	Yes
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Annual Board Review of Independence of Members	Yes
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Key Committee Self Evaluations Required	Yes
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Board Orientation/Education Programs	Yes
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Aligning Director and Stockholder Interests

Director and Executive Stock Ownership Guidelines	Yes
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Annual Equity Grant to Non-Employee Directors	Yes
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