



Executive Committee Charter

(Amended and Restated May 15, 2019)

Purpose

The purpose of the Executive Committee is to exercise all the power and authority of the Board of Directors (except those powers and authorities that are reserved to the full Board under Delaware law) between regularly scheduled Board meetings.

Duties

The Executive Committee's primary duties are to:

- Exercise all the power and authority of the Board of Directors (except those powers and authorities that are reserved to the full Board under Delaware law) between regularly scheduled Board meetings.
- Make recommendations to the full Board on various matters.

Composition

The Executive Committee shall be comprised of (i) the Chairman of the Board of Directors, (ii) the Lead Director (if one has been designated) and (iii) the Chairs of the other standing committees of the Board of Directors. The immediate past Board Chairman, if a director, will also serve as a member of this Committee.

Meetings

The Executive Committee shall meet as circumstances dictate. A portion of each meeting will be conducted in Executive Session, with only independent Directors present.

Responsibilities

- Exercise all the power and authority of the Board of Directors (except those powers and authorities that are reserved to the full Board under Delaware law) between regularly scheduled Board meetings.
- Make recommendations to the full Board on matters referred to the Committee for advance study.

