

# Corporate Governance Fact Sheet

## Director Independence

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|   |      |
|---|------|
| 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

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

## Board Meetings

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| Independent Directors Hold Meetings Without Management Present | Yes |
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## Board Committees

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|   |     |
|---|-----|
| Independent Audit Committee   | Yes |
| Number of Audit Committee Financial Experts   | 3   |
| 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

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

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| 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**

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| 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**

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