

# 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
--	-----

## Board Committees

---

Independent Audit Committee	Yes
Number of Audit Committee Financial Experts	4
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

Chair of the Board and Independent Lead Director Position Descriptions Yes

## **Evaluating and Improving Board Performance**

---

Annual Board Self-Evaluation Required Yes

Annual Board Review of Independence of Members Yes

Key Committee Self Evaluations Required Yes

Board Orientation/Education Programs Yes

## **Aligning Director and Stockholder Interests**

---

Director and Executive Stock Ownership Guidelines Yes

Annual Equity Grant to Non-Employee Directors Yes