

Corporate Governance Fact Sheet

Director Independence

Number of Independent Directors (out of 11 total directors)	10
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

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