



Board of Directors
Human Capital and Compensation Committee Charter

(Last approved on July 12, 2023)

Purpose

The Human Capital and Compensation Committee (the “Committee”) is appointed by the Board to assist the Board in discharging the Board’s responsibilities relating to (i) compensation of the Company’s executives and directors, including producing a report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations, and (ii) oversight of the Company’s human capital management function and related initiatives.

Organization

The Committee shall be comprised of no fewer than three members of the Board. Each member of the Committee shall satisfy the independence requirements of the New York Stock Exchange and applicable SEC regulations, including the additional requirements applicable to members of compensation committees, and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934.

The Board shall appoint the members and Chairman of the Committee from time to time after considering the recommendations of the Nominating and Governance Committee and the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The Board may, at any time, change the membership of the Committee and fill vacancies, subject to such new member(s) satisfying the above requirements. The Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Committee or to other directors and officers of the Company as it deems appropriate and to the extent permitted by applicable laws, regulations, and the corporate governance standards of the New York Stock Exchange.

The Committee shall fix its own meeting schedules and rules of procedure consistent with this Charter, the By-Laws of the Company, the Corporate Governance Guidelines of the Company, and applicable law and regulatory requirements. The Chairman of the Committee may call meetings as necessary to carry out its responsibilities, but shall call a meeting at least once each year.

Committee Authority and Responsibilities

The Committee has authority, in its sole discretion, to retain or obtain the advice of an independent compensation consultant, independent legal counsel or other advisor (“Advisor”) to advise the Committee as it may determine appropriate, and the Company shall provide for appropriate funding as determined by the Committee for payment of all fees and expenses to any such Advisors engaged by the Committee pursuant to its authority under this Charter.

The Committee shall:

1. Oversee and, together with the Nominating and Governance Committee and Lead Director, conduct an annual performance evaluation of the Chief Executive Officer with input from all independent directors, and communicate the results of the evaluation to the full Board;
2. Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation level based on this evaluation;
3. Consider the Company's performance and relative shareholder return, the value of incentive awards given to the Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years when determining the long-term incentive component of the Chief Executive Officer's compensation;
4. Review and approve, after consultation with the Chief Executive Officer, compensation for non-Chief Executive Officer executive officers;
5. Recommend incentive compensation plans and equity-based plans covering executive officers (including any significant amendments or modifications of such plans) to the Board for approval;
6. Review and approve amendments to the Company's tax-qualified retirement plans and welfare benefit plans when such amendments would result in a termination of a plan or a material change in benefits provided under a plan;
7. Recommend director compensation and benefit programs to the Board for approval;
8. Be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee;
9. Select an Advisor to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:
 - the provision of other services to the Company by the person that employs the Advisor;
 - the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of such employer;
 - the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
 - any business or personal relationship of the Advisor with a member of the Committee;
 - any stock of the Company owned by the Advisor; and
 - any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company;

10. Grant, administer, approve, and ratify annual cash bonus plans and awards under long-term incentive compensation and stock plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans, including, if desired, by delegating to the Chief Executive Officer in his capacity as a director of the Company the authority, consistent with applicable law, to grant to persons other than himself and any Section 16 officers of the Company stock-based awards under incentive compensation and stock plans of up to an aggregate of 50,000 shares in any one fiscal year and in accordance with the terms of such plans;
11. Make a report to stockholders, as required by the SEC, to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
12. Review and reassess the adequacy of this Charter annually, submitting any recommended changes to the Board for approval;
13. Review annually its own performance;
14. Review and set any performance or operating goals (including any environmental, social and governance goals) for participants in the Company's incentive plans and, after the applicable performance period, certify as to the level of attainment of such goals;
15. Meet, at least annually, with the Chief Executive Officer to receive the Chief Executive Officer's recommendations concerning performance goals and the Chief Executive Officer's progress toward meeting those goals;
16. Review and recommend to the Board any employment agreements, severance agreements, and change in control agreements or provisions for the Chief Executive Officer and any other executive officers of the Company;
17. Review and approve any special or supplemental benefits for the Chief Executive Officer and any other executive officers of the Company;
18. Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees;
19. Review, including with the Chairman of the Board and Chief Executive Officer, the succession plans annually for the officers of the Company (other than the Chief Executive Officer), and make recommendations to the Board with respect to the selection and development of individuals to fill those positions;
20. Review the Company's activities with respect to its human capital function, including succession planning and talent development; and
21. Make regular reports to the Board concerning its activities.