

HUMAN CAPITAL COMMITTEE CHARTER

The Human Capital Committee (the “Committee”) of the Board of Directors shall consist of such members, including a Chair, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. A majority of the members of the Committee shall constitute a quorum for all purposes, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee. To the extent permitted by applicable law, the Committee may delegate duties and responsibilities to one or more members, subcommittees, management or management committees as it deems appropriate .

Each member must be independent, as defined in the listing standards of the New York Stock Exchange (“NYSE”), and, to the extent determined by the Board to be necessary or appropriate, shall satisfy all requirements necessary from time to time to be “non-employee directors” under SEC Rule 16b-3 and related regulations, all as amended from time to time. No member may have any relationship that could interfere with his or her exercise of independent judgment in performing the functions of the Committee. The responsibilities and authority of the Committee shall be as follows:

1. Approve direct and indirect remuneration and oversee the evaluation of all executive officers, and other individuals as may be determined by the Committee, including the conduct of appropriate reviews of compensation practices as they relate to risk management.
2. Review and determine pay opportunities and earned awards for the executive officers. The review and final determination will generally be based in whole or in part on factors such as company performance, business unit performance, and/or individual performance. Individual performance usually will be based on the CEOs evaluation of performance against pre-established goals as well as general effectiveness in their roles. The committee will also consider relevant market information in its review and final determination of compensation.
3. Review and recommend candidates proposed by management for appointment as corporate officers and Section 16 officers.
4. Perform, with input from the other members of the Board, an annual review of the Chief Executive Officer’s performance during the fiscal year in light of Committee-approved goals and objectives. This evaluation shall be utilized as a basis for considering the Chief Executive Officer’s salary, annual incentive and long-term incentive compensation.
5. Identify and recommend to the full Board potential successors for the Chief Executive Officer position in the event of emergency, retirement or resignation, or his or her disability.

6. Consider the recommendations of the Chief Executive Officer as to successors for other executive officers and key management positions and make recommendations to the full Board.
7. Administer the benefit plans and policies with respect to colleagues and executives of the Company and its subsidiaries; and in connection therewith, exercise all authority relating thereto as set forth in such plans and policies; however, the Committee may delegate to a committee comprised of colleagues of the Company and its subsidiaries any and all authority with respect to any benefit plans and policies.
8. Administer, and make awards to colleagues and executive officers of the Company and its subsidiaries under any Company plan under which equity of the Company is issued or granted to colleagues; provided that, subject to the terms of the applicable plan and applicable law, the Committee may delegate to the CEO, other senior executives or a committee the right to make awards to non-executive colleagues and administer such a plan on behalf of the Committee.
9. Approve separation arrangements for executive officers and determine application of forfeiture conditions of awards granted to executive officers.
10. Review and approve annual and long-term performance goals applicable to the executive officers and determine the extent to which such performance goals have been attained.
11. Receive periodic reports and recommendations from appropriate Board and Benefit Committees, and management, with respect to:
 - (a) remuneration and benefit plans and programs;
 - (b) plans and programs for attracting, developing, and retaining management personnel, and assuring the effective assignment of such personnel;
 - (c) the Company's culture including inclusion and diversity plans and programs; and
 - (d) human capital management and related policies and procedures, and the consistency of such policies and procedures with the Company's core values,and shall make periodic reports and recommendations thereon to the Board of Directors.
12. Approve the Committee report and review the Compensation Discussion and Analysis as required by the Securities and Exchange Commission to be included in the Company's annual Proxy Statement and Form 10-K.
13. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Securities Exchange Act of 1934, as amended, and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of compensation for applicable executives.
14. Review and approve the Company's peer companies and data sources for purposes of evaluating the Company's compensation effectiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements, to the extent appropriate or desired.

15. Review and assess the adequacy of this charter annually and recommend to the Board any changes determined appropriate.
16. Participate in the Annual Board Self Evaluation, including the self-evaluation of the Committee. The purpose of such evaluation is to increase the effectiveness of the Committee as a whole, not to focus on individual Committee members.
17. Oversee management's annual risk assessment of the Company's compensation plans and programs and review and discuss with management any risks arising from such plans and arrangements that may have a material effect on the Company.
18. Utilize the Company's internal and independent accountants, internal and outside legal advisors, and other internal staff in a reasonable manner, and shall also have the right, in its sole discretion, to obtain advice from, retain and terminate compensation consultants, executive search firms, legal counsel and other advisers (each, a "consultant") to assist and advise the Committee in connection with its responsibilities, including sole authority to approve the consultant's fees and other retention items. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the consultants retained by the Committee. The Committee shall keep the Company's Controller advised as to the general range of anticipated expenses for outside consultants. In accordance with the NYSE listing standards, the Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any consultants retained by the Committee.
19. Before selecting or receiving advice from any consultant, other than in-house legal counsel, the Committee shall take into consideration the following factors relating to the consultant's independence:
 - (a) the provision of other services to the Company by the person that employs the consultant;
 - (b) the amount of fees received from the Company by the person that employs the consultant, as a percentage of that person's total revenue;
 - (c) the policies and procedures adopted by the person that employs the consultant that are designed to prevent conflicts of interest;
 - (d) any business or personal relationship of the consultant with a member of the Committee;
 - (e) the consultant's ownership of the Company's stock;
 - (f) any business or personal relationship between an executive officer of the Company and the consultant or person employing the consultant; and
 - (g) all other factors relevant to that person's independence from management.

However, such factors need not be considered when selecting a consultant whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried colleagues; and (ii) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the consultant, and about which the consultant does not provide advice.

The Committee may select or receive advice from any consultant the Committee determines to be appropriate.

20. Carry out such other duties that may be delegated to it by the Board from time to time.