

**AMENDED AND RESTATED CHARTER FOR THE  
EXECUTIVE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Approved by the Board: October 24, 2018**

**1. PURPOSE**

The Executive Compensation Committee shall assist the Board of Directors (the “Board”) in the discharge of its responsibilities with respect to the compensation of the Company’s executive officers and other officers and key employees and shall accordingly approve all compensation arrangements for the Company’s executive officers and other officers and administer all employee benefit plans, including any equity incentive plan adopted by the Company.

The Executive Compensation Committee is authorized to approve the compensation payable to the Company’s executive officers and other officers and key employees, including annual incentive compensation; approve employment agreements with the Company’s executive officers and other officers; approve all perquisites, equity incentive awards and special cash payments made or paid to the Company’s executive officers and other officers and key employees; and approve severance packages with cash and/or equity components for the Company’s executive officers and other officers and key employees.

**2. COMPOSITION OF THE EXECUTIVE COMPENSATION COMMITTEE**

The Executive Compensation Committee shall consist of not less than three members of the Board, each of whom shall be:

- (a) an independent director within the meaning of Section 303A.02 of the New York Stock Exchange Listed Company Manual;
- (b) a non-employee Board member within the meaning of Rule 16b-3 issued under by the Securities and Exchange Commission (the “SEC”); and
- (c) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Executive Compensation Committee will be appointed by and serve at the discretion of the Board. Each member appointed by the Board to the Executive Compensation Committee shall be subject to annual reconfirmation and may be removed by the Board at any time.

In determining the independence of any Board member who is to serve on the Executive Compensation Committee, the Board must consider all factors specifically relating to such individual's relationship with the Company that is material to his or her ability to be independent from management in connection with his or her duties as a Committee member, including (without limitation):

(a) the source of his or her compensation, including any consulting, advisor or other compensatory fee paid by the Company to such individual; and

(b) whether such individual is affiliated with the Company, any subsidiary of the Company or an affiliate of such subsidiary.

### **3. RESPONSIBILITIES AND DUTIES**

The Executive Compensation Committee shall, with the assistance of an independent consultant of national standing selected by the Committee, establish a compensation strategy designed both to attract and retain executive talent in a competitive market and maintain a substantial and defined link between compensation and performance. The Executive Compensation Committee shall have the authority to determine the form, timing and amount of such compensation necessary or appropriate to achieve the Committee's strategic objectives, including salary, short-term or long-term incentive or performance-based compensation, equity awards, deferred compensation opportunities and post-employment compensation arrangements.

In implementing such compensation strategy, the Executive Compensation Committee shall undertake the following duties and responsibilities:

1. Chief Executive Officer Performance and Compensation Review.

The Executive Compensation Committee shall conduct an annual performance review of the Chief Executive Officer ("CEO"). Such evaluation shall be based on input from the performance evaluation obtained from the other independent Board members and shall serve as the basis for determining the appropriate level of compensation to be in effect for the CEO. As part of such review process, the Executive Compensation Committee shall:

- determine whether any adjustment to the CEO's annual rate of base salary is appropriate based on individual performance and market data,
- assess the extent to which any performance-based incentive compensation for the recently-completed fiscal year has been earned,
- establish the CEO's bonus opportunities for the new fiscal year, including the applicable performance goals and objectives upon which such bonus opportunities are contingent, and
- determine the type and amount of any equity awards to be made to the CEO.

2. Other Executive Officers. The Executive Compensation Committee shall also complete an annual performance review of each of the other executive officers, including those named in the Company's most recent summary compensation table under Item 402 of Regulation S-K. Such evaluation shall be based on input from the CEO and other members of senior management and shall serve as the basis for determining the appropriate level of compensation to be in effect for each such individual. As part of such review process, the Executive Compensation Committee shall:

- determine whether any adjustment to the other executive officer's annual rate of base salary is appropriate based on individual performance and market data,
- assess the extent to which any performance-based incentive compensation for the recently completed fiscal year has been earned,
- establish the bonus opportunities for each other executive officer for the new fiscal year, including the performance goals and objectives (corporate and individual) that the Committee will take into account in determining the actual bonus amount (if any) to be paid for such fiscal year, and
- determine the type and amount of any equity awards to be made to each other executive officer.

3. Other Officers. The Executive Compensation Committee shall also complete a general performance review of the Company's other officers on an annual basis. Such performance review shall be based on input from the CEO and other members of senior management and shall serve as the basis for determining the appropriate level of compensation to be in effect for each such individual. As part of such review process, the Executive Compensation Committee shall:

- determine whether any adjustment to the officer's annual rate of base salary is appropriate based on individual performance and market data,
- approve the officer's performance-based bonus for the recently completed fiscal year based on data provided by senior management,
- establish the officer's target bonus for the new fiscal year, with the individual performance goals for that bonus to be set by mutual agreement between the CEO and such officer, and
- determine the type and amount of any equity awards to be made to each officer.

4. Employment Contracts. The Executive Compensation Committee shall review in advance all proposed employment agreements for the executive officers and certain employment agreements with other officers and any proposed amendments or renewals of such agreements, and no such agreement or amendment may be implemented without the Committee's approval. The Executive Compensation Committee shall also review and approve any other significant agreements, arrangements or transactions with executive officers that are of a compensatory nature.

5. Director Compensation. The Executive Compensation Committee shall review and recommend to the Board appropriate compensation programs for service as directors, committee chairs, and committee members, consistent with any applicable requirements of the listing standards for independent directors.

6. Administration of Equity Incentive Plans. The Executive Compensation Committee shall be the primary administrator of the Company's equity incentive plans, including the Company's Long-Term Incentive Plan and any successor equity incentive plans. In such capacity the Executive Compensation Committee shall have the authority to make equity awards under those plans to eligible individuals, including to the Company's executive officers, other officers and non-employee Board members in accordance with the applicable provisions of those plans.

7. Additional Responsibilities. The Executive Compensation Committee shall also have the responsibility to carry out the following functions:

A. Compensation Policies and Performance Review. Periodically assess the Company's compensation policies applicable to the executive officers, including the relationship of corporate performance to executive compensation.

B. Executive Officer Short-Term Incentive Plan. Serve as the administrator of the Company's Executive Officer Short-Term Incentive Plan, with the authority to make awards under such plan from time to time and establish the applicable performance goals and performance period and certify the attained level of each such goal for the applicable performance period.

C. Evaluate Stock and Incentive Plans. Periodically review all equity-based compensation plans, including the number of shares remaining available for issuance under those plans, and all variable cash incentive programs and make recommendations to the Board regarding the need to amend the existing plans or programs and adopt new ones for the purpose of implementing the Committee's compensation strategy.

D. Other Plan Review. Periodically review the operation of all other Company employee benefit plans, but responsibility for day-to-day administration of such plans, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, shall be performed by Company management.

E. Other Activities. Perform any other activities required of the Executive Compensation Committee by applicable law, rule or regulation, including (without limitation) the rules and regulations of the SEC, the rules of any exchange on which the Company's securities are listed for trading and the Company's Bylaws, and such other duties as the Committee or the Board deems necessary or appropriate.

8. Deferred Compensation. The Executive Compensation Committee shall review periodically the terms on which any compensation earned by or otherwise payable to executive officers may be deferred and any investment return on the deferred earnings.

9. Separation/Severance/Change in Control Benefits. The Executive Compensation Committee shall approve all separation packages, severance benefits and change in control benefits proposed for the executive officers and other officers. The Executive Compensation Committee shall review periodically all outstanding change of control or severance arrangements in effect for the executive officers and inform the Board of any amendments to those arrangements approved by the Committee.

10. Share Ownership Levels. The Executive Compensation Committee shall have the authority to establish share ownership guidelines or policies for the executive officers and to evaluate and adjust those guidelines and policies from time to time as the Executive Compensation Committee deems appropriate. To the extent such ownership guidelines or policies are established, the Executive Compensation Committee shall review at least annually the share ownership of the executive officers and their progress in meeting the applicable ownership guidelines.

11. Retention of Compensation Consultants and Other Professionals. The Executive Compensation Committee shall have the authority to retain or obtain the advice of compensation consultants, legal counsel or other advisers (collectively, the "Compensation Advisers") to assist the Committee in carrying out its responsibilities under this Charter. The Executive Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Adviser retained by the Committee. Prior to selecting, or receiving advice from, a Compensation Adviser, the Executive Compensation Committee shall conduct an independence assessment of that Compensation Adviser based on the factors set forth on Exhibit A. Such independence assessment shall be reviewed periodically as the Executive Compensation Committee deems appropriate. For purposes of this paragraph 11, the Company's in-house legal counsel shall not be deemed included in the term "Compensation Advisers."

Although the Committee shall make such an independence assessment before selecting, or receiving advice from, any Compensation Adviser, the Committee shall not be under any obligation to select and receive advice solely from compensation consultants, legal counsel and other advisers who in fact meet the applicable independence standards. Accordingly, the Executive Compensation Committee may retain the services of any compensation consultants, legal counsel or other advisors the Committee chooses, including those who are not otherwise independent in accordance with the factors set forth on Exhibit A, but after the Committee has considered those factors in the selection process.

The independence assessment (including consideration of the factors set forth on Exhibit A) shall not, however, be required with respect to any Compensation Adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of the Company's executive officers or Board members, and that is available generally to all salaried employees and/or (ii) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

The Company shall provide appropriate funding, as determined by the Executive Compensation Committee, for the payment of reasonable compensation to the Compensation Advisers retained by the Executive Compensation Committee pursuant to this Charter.

The foregoing provisions of this paragraph 11 shall not require the Executive Compensation Committee to implement or act consistently with the advice or recommendation of the selected Compensation Adviser or otherwise affect the Committee's ability to exercise its own judgment in fulfillment of its duties and responsibilities hereunder.

12. Risk Assessment of Compensation Programs. The Executive Compensation Committee shall, with the assistance of the Company's Human Resources Department and internal risk management personnel and the Executive Compensation Committee's independent compensation advisors, periodically assess the Company's various compensation plans, programs and practices, including those in which non-executive officers participate, to determine whether there exists a reasonable likelihood that one or more of those plans, programs or practices would have a material adverse effect upon the Company or would otherwise encourage executive officers and other participating employees to engage in unnecessary or excessive risk taking. The Executive Compensation Committee shall have full power and authority to approve and implement risk management and risk mitigation procedures with respect to the Company's compensation plans, such as the institution of clawback policies on incentive compensation based on erroneous or misstated performance metrics or financial results, the imposition of appropriate limits and controls on the maximum payout levels under incentive compensation programs and the establishment of policies precluding hedging transactions in the Company's common stock.

13. Compensation Discussion and Analysis. The Executive Compensation Committee shall assist in the preparation of the "compensation discussion and analysis" for inclusion in the Company's annual proxy statement and/or 10-K, in accordance with the rules of the SEC.

14. Compensation Committee Report. The Executive Compensation Committee shall, with such legal advice as it may require, prepare the annual compensation committee report required under applicable rules of the Securities and Exchange Commission to be furnished with the Company's proxy statement and/or 10-K.

15. Annual Review of Charter. The Executive Compensation Committee shall review this Charter annually and recommend to the Board any changes it considers to be appropriate.

16. Annual Performance Evaluation. The Executive Compensation Committee shall conduct an annual evaluation of the Committee's performance and shall present its finding and conclusions to the Board.

17. Report to Board. The Executive Compensation Committee shall report to the Board on the major items covered at each Committee meeting.

18. Shareholder Advisory Vote on Executive Compensation. The Executive Compensation Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including shareholder advisory votes on executive compensation and frequency of such votes. The Executive Compensation Committee shall review and consider the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934 and determine any appropriate action to be taken on the basis of those results.

#### **4. EXECUTIVE COMPENSATION COMMITTEE MEETINGS AND PROCEDURES**

The Chair of the Executive Compensation Committee shall determine the frequency of Committee meetings and the agenda and length of each meeting.

The Chair shall designate an individual to serve as the Secretary at each meeting held by the Executive Compensation Committee. It shall be the duty and responsibility of the Secretary to keep full, accurate and complete minutes and records of each meeting and to perform such other functions as may from time to time be assigned to such individual by the Chair or other member of the Committee.

The Executive Compensation Committee shall meet from time to time as appropriate to perform the functions described above and may also hold special meetings or act by unanimous written consent as the Committee may determine to be appropriate. The Executive Compensation Committee may, as it determines to be appropriate, meet in separate executive sessions with other Board members, the CEO, outside consultants or other Company employees, agents or representatives invited by the Committee.

The Executive Compensation Committee shall meet with the Chief Executive Officer prior to, at or near the start of each fiscal year to discuss the goals and incentive compensation programs to be in effect for such fiscal year and the performance targets triggering payout under those programs. Not later than ninety (90) days after the start of each fiscal year, the Committee shall establish the incentive compensation programs to be in effect for that fiscal year for the Company's executive officers, including the applicable performance goals to be attained and the procedures for determining the individual awards

payable under those programs. After the end of each fiscal year, the Committee shall meet to review the performance results for those programs and award bonuses thereunder. The Executive Compensation Committee shall also meet at least once each year to adjust base salary levels in effect for the Company's executive officers and to review the overall performance of the Company's employee benefit plans.

The Chair of the Executive Compensation Committee or a majority of the Committee members may call meetings of the Committee to be held in person or telephonically. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless the vote of a greater number of Committee members is required by applicable law or regulation.

No written consent resolution of the Executive Compensation Committee shall have an effective date prior to the date on which the last Committee member signs and dates that resolution. A Committee member may indicate his or her consent through electronic transmission to all the other members of the Committee. All executed consent resolutions shall be kept with the written minutes of the Committee's meetings, and copies shall be delivered to the corporate secretary for inclusion in the corporate records.

Adopted by the Board: October 24, 2018

/s/ Suzy Papazian  
Suzy Papazian, General Counsel and  
Corporate Secretary



## EXHIBIT A

### INDEPENDENCE OF COMPENSATION CONSULTANTS AND OTHER ADVISORS

For purposes of determining whether a compensation consultant, legal counsel or other advisor is independent, and whether a conflict of interest exists, the Executive Compensation Committee shall consider the following factors:

1. The provision of other services to the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser;
2. The amount of fees received from the Company by the person or entity that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person or entity that employs the compensation consultant, legal counsel or other adviser;
3. The policies and procedures of the person or entity that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Executive Compensation Committee;
5. Any stock or securities of the Company owned by the compensation consultant, legal counsel or other adviser;
6. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person or entity employing the adviser with an executive officer of the Company;
7. Any other factors identified from time to time by the New York Stock Exchange in its listing standards; and
8. Any other factor identified by the Executive Compensation Committee as relevant to the determination of independence and whether a conflict of interest exists.