



ESG COMMITTEE CHARTER

As of May 8, 2023

1. PURPOSE

The purpose of the ESG Committee is to support the Company's ongoing commitment to environmental, social and governance matters, with a particular emphasis on environmental matters.

2. COMMITTEE COMPOSITION

The Committee shall consist of at least three directors, each of whom meets the independence and experience requirements under the listing standards of the New York Stock Exchange, Section 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and SEC rules and regulations.

Committee members will serve until the first meeting of the Board following the Annual Meeting of Shareholders each year and until their successors are elected by a majority vote of the Board, or until their earlier resignation, death or removal, with or without cause, by a majority vote of the Board.

3. MEETINGS AND PROCEDURES

The Committee will meet as often as it determines necessary to carry out its duties and responsibilities, but not less frequently than twice per year. The Chair of the Committee, after consultation with the Chief Executive Officer as appropriate, is responsible to set agendas for the Committee meetings, and, when present, will preside over the Committee meetings.

A majority of the members of the Committee will constitute a quorum for the transaction of business. The Committee is authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or, without a meeting, by the unanimous written consent of all Committee members.

Committee meetings may be held in person, by telephone or video conference. Notice of all Committee meetings will be given, and waiver thereof determined, in accordance with the notice and waiver of notice provisions of the By-Laws of the Company as then in effect. The Chair may establish rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Committee will maintain copies of minutes of each Committee meeting and each written consent to action taken without a meeting, reflecting the actions authorized or taken by the Committee.



The Corporate Secretary of the Company will circulate (A) the meeting agenda and any relevant documentation to the Committee members within a reasonable period in advance of each Committee meeting and (B) the minutes of Committee meetings to the Committee members and the Board on a timely basis thereafter.

The Committee may invite to its meetings any director, management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities, but non-committee members may not vote. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

4. AUTHORITY

The Board has delegated to the Committee all powers and authority necessary or appropriate for the Committee to fulfill its duties and responsibilities set forth in this Charter. Pursuant to this authority, the Committee may (A) retain legal, financial, accounting or other advisers who shall report directly to the Committee to the extent it deems necessary or appropriate to discharge its duties and responsibilities and (B) consult with other Board committees. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisers employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out.

5. DUTIES AND RESPONSIBILITIES

In furtherance of its purpose and in addition to the duties and responsibilities set forth elsewhere in this Charter, the Committee will:

- A. Review and make recommendations to the Board regarding the Company's ESG practices and policies to ensure they are aligned with its overall business strategy goals and value, excluding those responsibilities that fall under the purview of the Nominating and Corporate Governance Committee, and to consider and recommend policies, practices and disclosures that conform with such strategies.
- B. Review and make recommendations to the Board regarding the Company's ESG risks and opportunities and review the reporting on ESG performance, including the Company's annual Sustainability Report.
- C. Work toward understanding the Company's impact on the environment and reducing our greenhouse gas emissions over time by assessing the Company's climate-related risks and opportunities, review and recommend strategies to reduce the organization's carbon footprint and other environmental risks.



- D. To consider the current and emerging ESG matters and trends that may affect the business, operations, performance or public image of the Company.
- E. Provide input and guidance with respect to communications with employees, investors, and other stakeholders, as appropriate, regarding the Company's position on or approach to ESG matters.
- F. To perform such other duties, tasks and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested by the management or the Board of Directors.
- G. Annually review and reassess the performance of the Committee and the adequacy of this Charter and recommend any proposed changes to the Board.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of a written or oral report by the Chairperson or any other member of the Committee designated by the Committee or its chairperson to make such report.