

I. Purpose

The primary purposes of the Compensation and Succession Committee (“Committee”) are (i) to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the compensation of the Chief Executive Officer and the selection and compensation of the other executive officers, as defined in Rule 3b-7 under the Securities Exchange Act of 1934 (collectively, including the CEO, the “Executive Officers”); (ii) to administer the Corporation’s executive compensation plans; (iii) to review and discuss with management the Compensation Discussion and Analysis (“CD&A”) for inclusion in the Corporation’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement; and (iv) to prepare (or cause to be prepared) the Compensation Committee Report for inclusion in the Corporation’s annual proxy statement. In carrying out these purposes, the Committee has the powers and responsibilities provided in this Charter.

II. Membership

The size of the Committee is set from time to time by the Board, but will always consist of at least two directors. The Committee Chair and other members of the Committee are appointed by the Board based on the recommendation of the Nominating and Governance Committee in accordance with the independence requirements of the New York Stock Exchange and the SEC and the provisions of the Director Independence Standards adopted by the Board. The Committee Chair and other members of the Committee may be removed by the Board. Each member of the Committee also shall qualify as an “outside” director within the meaning of Internal Revenue Code §162(m) and as a “non-employee” director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

III. Meetings and Operations

The Committee typically meets at least five times a year. The Committee Chair may call additional meetings as needed. The Committee Chair develops meeting agendas and reports regularly to the Board and the Lead Director on the Committee’s actions, recommendations, and any topics that it believes should be reviewed or discussed with the Board.

IV. Powers and Responsibilities

Executive Compensation

With regard to executive compensation, the Committee has the following powers and responsibilities:

- The articulation of the Corporation’s executive compensation philosophy and policies, taking into account the Corporation’s strategic and financial goals.
- The review and approval of the goals and objectives relevant to the compensation of the CEO and other Executive Officers.

- With the Lead Director's participation, the periodic review of the performance of the CEO in light of approved goals and objectives relevant to the CEO's compensation.
- The recommendation to the Board of the CEO's compensation package (including salary, incentive compensation, and perquisites) and any changes thereto. The Committee will consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Corporation's CEO in past years, and such other factors the Committee deems appropriate in preparing its recommendation.
- The review and approval of all other Executive Officers' compensation packages (including salary, incentive compensation, and perquisites) and any changes thereto, based on the CEO's recommendations, any material changes to be recommended to the Board.
- The review of the compensation packages for other executives as the Committee may deem appropriate.
- The review and approval of the Corporation's funding measures for the annual incentive plan pool.
- The recommendation to the Board for the establishment and modification of all of the Corporation's compensation plans that pertain to the Executive Officers and all equity compensation plans.
- The recommendation to the Board of the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements; (c) any severance arrangements which are not available to all employees; (d) any change-in-control agreements and change-in-control provisions affecting any elements of compensation; and (e) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
- The administration of all of the Corporation's compensation plans that pertain to the Executive Officers and all equity compensation plans and the approval of payments and awards under such plans.
- The review and approval of the companies included in the compensation comparator group based on criteria the Committee deems appropriate.
- The review and oversight of the share ownership guidelines applicable to Executive Officers.
- The consideration of compensation-related governance issues, including the advisory vote on executive compensation, and other stockholder engagement opportunities that convey stockholder views.
- In consultation with the Corporation's Chief Risk Officer, the annual review of the potential risk to the Corporation from its compensation policies and practices, including any incentive plans, and whether such policies and practices incentivize unnecessary and excessive risk taking.
- The periodic review of the Corporation's clawback policies and approval of any changes to those policies.

The Committee shall exercise such other powers and perform such other duties and responsibilities that are incidental to the powers and responsibilities specified herein and as may be delegated to it by the Board from time to time.

Succession Planning

The Committee oversees management evaluation processes and succession planning and conducts an annual review of the Corporation's organizational health (including how the Corporation recruits, develops and retains people, and its efforts and commitment to inclusive diversity). Committee discussions on management succession planning for senior officers of the Corporation and each significant operating subsidiary include input from the CEO regarding the persons he or she considers qualified to fill any vacancy that may occur in such offices. Succession planning discussions for the CEO role are guided by the Committee with the participation of the Lead Director. In addition, the Committee makes recommendations to the Board with respect to the election of officers of the Corporation.

Disclosure

The Committee reviews and discusses the CD&A required to be included in the Corporation's annual proxy statement and, based on such review and discussion, determines whether to recommend to the Board that the CD&A be so included. It also prepares (or causes to be prepared) a Committee report for inclusion in the annual proxy statement.

Subcommittees

The Committee has the authority to form, and delegate any of its responsibilities to, any subcommittee consisting of one or more members of the Committee as the Committee may deem appropriate in its sole discretion.

Retention of Outside Experts and Funding

The Committee may, in its sole discretion, retain, or obtain the advice of a compensation consultant, independent legal counsel, or other adviser (each a "Consultant"). It shall be directly responsible for the appointment, compensation, and oversight of the work for which it retains such Consultant. The Corporation shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such Consultant for the work for which it is retained by the Committee and for the payment of the Committee's ordinary administrative expenses in carrying out its duties.

The Committee may select a Consultant after taking into consideration factors relevant to that person's independence from management, including the following:

- The provision of other services to the Corporation by the person that employs the Consultant.
- The amount of fees received from the Corporation by the person that employs the Consultant, as a percentage of the total revenue of such employing person.
- The policies and procedures of the person who employs the Consultant that are designed to prevent conflicts of interest.
- Any business or personal relationship of the Consultant with a Committee member.

- Any Corporation stock owned by the Consultant.
- Any business or personal relationship of the Consultant, or the person employing the Consultant, with any of the Corporation's executive officers.

The Committee receives a report on engagements by management of the Committee's current compensation consultants or their affiliates to provide additional services to the Corporation to the extent that the fees for such services exceed \$120,000 in a fiscal year.

Performance and Charter

The Committee at least annually 1) evaluates its own performance and provides reports on any issues arising from its evaluation to the Board and Lead Director and 2) reviews and assesses the adequacy of its Committee Charter and recommends any proposed changes to the Board.