



## **Audit Committee Charter**

### Membership

The Audit Committee (the “Committee”) shall consist of at least three members of the Board of Directors (the “Board”), including the Chair. The Board shall appoint the members based on the recommendations of the Governance and Nominating Committee. Each member shall be independent as required under Securities and Exchange Commission and New York Stock Exchange requirements and the Company’s Corporate Governance Principles. Each member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board. Each member shall be financially literate, and at least one member shall be a financial expert as determined by the Board in accordance with rules and regulations of the Securities and Exchange Commission. No member may serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to serve on the Committee. The Board will disclose such determination in the Company’s Annual Proxy Statement or Annual Report filed on Form 10-K with the Securities and Exchange Commission.

### Purpose

The Committee’s purpose is to assist the Board in its oversight of the integrity of the Company’s financial statements, the Company’s compliance with legal and regulatory requirements, the independence and qualifications of the independent auditor, and the performance of the Company’s internal audit function and independent auditor. In so doing, the Committee has responsibility for maintaining free and open means of communication among the directors, the independent auditor, the internal auditor, and the financial management of the Company.

Executive management of the Company is responsible for the preparation, presentation and integrity of the Company’s financial statements, for the appropriateness of the accounting principles and reporting policies that are used by the Company, and for establishing and maintaining internal control over financial reporting. The Company’s independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of internal control over financial reporting and for reviewing the Company’s unaudited interim financial statements. The Committee’s responsibility is one of oversight, and, in carrying out its responsibility, the Committee is not providing any expert or other special assurance as to the Company’s financial statements.

### Responsibilities and Processes

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to ensure to the directors and stockholders

that the corporate accounting and reporting practices of the Company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Committee will:

#### Independent Auditor-Related Responsibilities

1. Appoint the independent auditor to audit the financial statements of the Company and its divisions and subsidiaries. The Committee shall have a clear understanding with management and the independent auditor that (i) the independent auditor is ultimately accountable to the Committee, as the representatives of the Company's stockholders, and (ii) the Committee has authority to terminate the independent auditor. The Committee shall determine the compensation of the independent auditor and oversee all work performed by the independent auditor. The independent auditor shall report directly to the Committee.
2. Pre-approve all audit and permitted non-audit services provided by the independent auditor (including the fees and terms thereof) in accordance with the Policy for Pre-Approval of Audit and Non-Audit Services adopted by the Committee and applicable legal and regulatory requirements.
3. Review, evaluate and ensure the rotation of the independent auditor's lead partner having primary responsibility for the audit and the independent auditor's partner responsible for reviewing the audit as required by law.
4. Assist the Board with oversight of the qualifications and independence of the independent auditor and review the performance of the independent auditor, which shall include obtaining and reviewing, at least annually, a report by the independent auditor describing: the internal quality control procedures of the independent auditor's firm; any material issues raised by the most recent internal quality control review, or peer review, of the independent auditor's firm; inquiry or investigation by the government or professional authorities within the past five (5) years respecting one (1) or more independent audits carried out by the independent auditor's firm and any steps taken to deal with such issues; and all relationships between the independent auditor and the Company.
5. Ensure that the independent auditor submits annually a formal written statement delineating all relationships between the auditor and the Company. The Committee is responsible for engaging in a dialogue with the independent auditor with respect to any disclosed circumstances that may impact the objectivity and independence of the independent auditor and for recommending that the Board take action as necessary in response to the independent auditor's report to satisfy itself of the independent auditor's independence.
6. Establish hiring policies for employees and former employees of the independent auditor.

## Financial Statements and Disclosure Responsibilities

7. Review and discuss with management and the independent auditor the financial statements contained in the Annual Report on Form 10-K (or the Annual Report to Stockholders, if distributed prior to the filing of Form 10-K), the interim financial statements contained in the Quarterly Report on Form 10-Q, and the Company's disclosures under "Management's Discussion and Analysis of Financial Conditions and Results of Operations," to determine that the independent auditor is satisfied with the disclosure and content of the financial statements to be presented to the stockholders, including its judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements. Review any changes in accounting principles. Discuss with the independent auditor the matters required by Public Company Accounting Oversight Board (PCAOB) or Securities and Exchange Commission standards, rules and regulations, including PCAOB Accounting Standard No. 1301, "Communications with Audit Committees," and, based upon the reviews and discussion, issue its report for inclusion in the Company's Annual Proxy Statement. Based on the review and discussions with management and the independent auditor, the Committee shall recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.
8. Approve the Audit Committee report that the Securities and Exchange Commission's rules require to be included in the Company's Annual Proxy Statement or Annual Report on Form 10-K.
9. Discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, with management and the independent auditor, as appropriate, prior to their release to the public. Such discussion shall include a review of the types of information to be disclosed and the types of presentations to be made, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information and any adjustments made to calculate such measures. Such discussion may consist of the types of information to be disclosed and presentations to be made rather than specifically as to individual press releases, analysts and rating agencies.
10. Review disclosures made to the Committee by the Company's CEO and CFO during the certification process for the Annual Report on Form 10-K and Quarterly Report on Form 10-Q about any significant deficiencies in the design or operation of internal controls and procedures and any fraud involving management or other employees who have a significant role in the Company's internal controls.
11. Meet with the independent auditor and financial management of the Company to review and approve the scope of the proposed audit for the current year and the audit procedures to be utilized and, at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditor. The independent auditor of the Company shall inform the Committee of any significant or material changes in the audit plan for the fiscal year.

12. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's system of internal controls and any special audit steps adopted in light of significant deficiencies and/or material weaknesses in internal control over financial reporting.
13. Discuss with management and the independent auditor the effect on the Company's financial statements of significant regulatory and accounting initiatives as well as off-balance sheet structures.
14. Meet separately, periodically, with management, the internal auditors and the independent auditors.
15. Review and discuss reports from the independent auditor on (i) all critical accounting policies and practices to be used; (ii) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and (iii) other material written communications between the independent auditor and management, such as any management letter.
16. Review with the independent auditor and the Company's internal auditor and financial and accounting personnel, the adequacy and effectiveness of the Company's system of internal controls, and elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such system of internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper and to address legislative and regulatory developments relating to internal controls.
17. Provide sufficient opportunity for the internal auditor and the independent auditor to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditor's evaluation of the Company's financial, accounting and auditing personnel, the level of cooperation that the independent auditor received during the course of the audit, and any audit problems or difficulties encountered by the independent auditor in the course of its audit work and management's response.
18. Discuss the Company's policies and practices with respect to risk assessment and risk management, including financial reporting risks.

### Internal Audit Responsibilities

19. Review the internal audit function of the Company, including the independence and authority of its reporting obligations, the proposed audit plans for the coming year and the coordination of such plans with the independent auditor.

20. Review at least annually and recommend changes, if any, to the Internal Audit Charter.
21. Review the results of any external quality assessment review of the Company's internal audit function (typically performed once every 5 years) and any self-assessment (typically performed annually) of the Company's internal audit function. Recommend changes, if necessary.
22. Receive prior to each meeting a summary of findings from completed internal audits and a progress report on the proposed internal audit plan, together with explanations for any significant or material deviations from the original plan.
23. Review the appointment, performance and replacement of the chief audit executive; review the activities and organizational structure of the internal audit department and the significant reports to management prepared by the internal audit department and management's response; and discuss with the independent auditor and management the responsibilities, budget and staffing of the internal audit department and any recommended changes in the planned scope of the internal audit department.

### Compliance Oversight Responsibilities

24. Ensure that a Written Affirmation is filed with the New York Stock Exchange annually in accordance with the rules and regulations of the New York Stock Exchange.
25. Obtain assurance from the independent auditor that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.
26. Discuss with management and the independent auditor any correspondence from regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
27. Assist the Board with oversight of the Company's compliance with legal and regulatory requirements and performance of the Company's internal audit function and independent auditor.
28. Obtain reports from management, including the Company's Chief Compliance Officer and/or the Company's counsel regarding the Company's compliance with applicable legal requirements and the Company's Code of Ethics and Business Conduct.
29. Review and approve all requests for a waiver of the application of the Code of Ethics and Business Conduct by executive officers and directors. Any such waiver given to an executive officer or director of the Company shall be promptly disclosed to the stockholders of the Company by distributing a press release, providing disclosure on the Company website or filing a current report on Form 8-K with the Securities and Exchange Commission in accordance with the rules of the Securities and Exchange Commission.
30. Review and approve all Related Person Transactions in accordance with the Related Person Transactions Policy.

31. Review, approve and amend, as necessary, the Company's Code of Ethics and Business Conduct, the Code of Ethics for the CEO and senior financial officers of the Company and the Related Person Transactions Policy.
32. Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company's employees regarding accounting, internal accounting controls or auditing matters, as well as the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
33. Oversee the development and implementation by management of an enterprise risk management program that is designed to assist the Company with monitoring and mitigating financial, operational, technological and information security risks, including emerging risks, related to the Company's business.
34. Review at least annually the Company's information technology security program and review and discuss the controls around cyber-security, including the development of a cyber strategy and the Company's business continuity and disaster recovery plans.
35. Perform such other activities and consider such other matters as the Committee or the Board deems necessary or appropriate. For example, the Committee, and at times the Board as a whole, reviews specific aspects of the Company's enterprise risk management program, its risk mitigation initiatives, and related policies and procedures.

### Governance/Authority

Meetings and actions of the Committee will be conducted in accordance with the Company's Bylaws. The Committee shall report regularly to the Board with respect to its actions and make recommendations to the Board as appropriate.

The Committee will conduct an annual performance evaluation of the Committee and review the Committee charter annually and recommend any proposed changes to the Board.

The Committee has the authority to delegate any of its responsibilities to a subcommittee or internal committee as the Committee may deem appropriate in its sole discretion.

The Committee has the authority in discharging its oversight role to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.

The Committee has the authority to retain independent legal counsel and other advisors as it determines necessary to carry out its duties, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention.

The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to the independent auditor, independent legal counsel and other advisors, and ordinary administrative expenses that are necessary and appropriate in carrying out its duties.

*Adopted by the Board on October 29, 2003.  
Last amended by the Board on November 16, 2017.*