

determined that the Board Chair will preside at such meetings. In the absence of the Board Chair or when leadership by the Board Chair is not deemed advisable, the Lead Director will preside at such meetings. If an executive session is held in conjunction with a committee meeting at which the other non-management directors are present, the chair of the applicable committee may preside at such meeting. The Board Chair serves as the principal liaison between the non-management directors and members of management. In addition, at least annually, the independent directors shall meet in executive session presided over by the Lead Director. The Lead Director also has the authority to call meetings of the independent directors and prepare agendas for such meetings. The Lead Director may serve as a liaison between the independent directors and management as needed. As set forth in Section 4 below, the Lead Director also may advise on the quality, sufficiency and currency of the materials sent to the Board in connection with its meetings and offer input on regular meeting agendas. As requested, the Lead Director is also available for consultation and direct communication with major shareholders.

4. Setting Board Agenda. The Board shall be responsible for its agenda. At the December Board and committee meetings, the CEO (in consultation with the Board Chair) will propose for the Board's and committees' approval key issues of strategy, risk and integrity to be scheduled and discussed during the course of the next calendar year. As a result of this process, a schedule of major discussion items for the balance of the year will be established. The Board and committees are also invited to offer feedback throughout the year regarding additional topics to be included as agenda items for upcoming Board or committee meetings. The CEO or the applicable committee chair, as appropriate, shall determine the nature and extent of information that shall be provided regularly to the directors before each scheduled Board or committee meeting. The Governance and Nominating Committee will consult with the Board on the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors (which evaluation shall be done in consultation with the Board Chair and the Lead Director). The Board believes it is each director's responsibility to ensure that meeting agendas are appropriate and that sufficient time and information are available to address the issues requiring attention. Non-management directors may also make suggestions for agenda items, or additional pre-meeting materials, to the CEO, the Board Chair, the Lead Director, or the appropriate committee chair at any time.

5. Size of Board. The number of directors constituting the full Board shall be determined from time to time by the Board within the limits prescribed by the Company's Certificate of Incorporation and By-laws. In determining the number of directors constituting the full Board, the Board should consider, among other things, the size and breadth of the Company's business and the Company's goals and needs.

6. Newly-Created Directorships and Vacancies. Newly-created directorships resulting from any increase in the number of directors or any vacancies in the Board resulting from death, resignation, retirement, disqualification, removal from office or any other cause shall, unless otherwise provided by law or by resolution of the Board, be filled by a majority vote of the directors then in office. Any director appointed to the Board to fill a newly-created directorship or other vacancy shall be subject to election at our next Annual Meeting of Stockholders. The foregoing procedures are subject to the rights of the holders of any series of Preferred Stock then outstanding.

7. Qualifications. The Governance and Nominating Committee shall establish selection criteria for directors. At a minimum each director must possess (1) a reputation for the highest ethical and moral standards; (2) good judgment; (3) a positive record of achievement; (4) if on other boards, an excellent reputation for preparation, attendance, participation, interest and initiative; (5) business knowledge and experience relevant to the Company; and (6) a willingness to devote sufficient time to carrying out his or her duties and responsibilities effectively.

The Governance and Nominating Committee shall consider a variety of factors in selecting and nominating individuals to serve on the Board, including, without limitation:

- (a) The Board's and the Company's needs for input and oversight about the strateg

- a. Not have been an employee of the Company, nor have an immediate family member who is or has been an executive officer, within the last three years. For purposes of these guidelines, "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.
- b. Not have been the recipient of, or have an immediate family member who has been the recipient of, more than \$120,000 in direct compensation from the Company, excluding director and committee fees and pension or other deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), during any twelve-month period within the last three years; provided, however, that compensation received by an immediate family member for service as an employee of the Company (other than as an executive officer) need not be considered in determining independence under this test.
- c. Not (i) be a current partner or employee of or have an immediate family member who is a current partner of a firm that is the Company's current internal or external auditor; (ii) have an immediate family member who is a current employee of a firm that is the Company's internal or external auditor and who personally works on the Company's audit; or (iii) have been or have an immediate family member who was, within the last three years, a partner or employee of the firm that is the Company's internal or external auditor and personally worked on

Compensation Committee members shall:

senior management on the company's strategic plans, its financial statements, and its key policies and practices.

16. Self-Evaluation and Director Education. The Board and each of the committees will perform an annual self-evaluation. In the fourth quarter of each year, the directors will be requested to provide their assessments of (i) the effectiveness of the Board and the committees on which they serve, (ii) the advisory resources made available to the Board, (iii) the adequacy of time provided to the Board for fact-finding, consultations with management and deliberations, and the Board Chair's effectiveness, among other matters. The individual assessments will be organized and summarized by the General Counsel for discussion with the Board and the committees. The full Board's self-assessment of its effectiveness shall include questions regarding the preparedness and contributions of directors. The Governance and Nominating Committee shall consider the input received in this self-assessment and take appropriate action including, for example, offering feedback to a particular director or suggesting or arranging for additional training. Directors are offered the opportunity to complete self-assessments as a way to communicate expectations and the factors by which effective directorship can be measured. In conjunction with this director self-assessment, each director is able to self-identify his or her individual needs or desires for additional training or orientation related to discharging his or her duties as a director. Directors are encouraged to attend, at the Company's expense, third-party director education conferences.

17. Code of Conduct. The Board expects its directors, as well as officers and

the Company for some or all of the amount of any erroneously awarded compensation received by such employee in connection with such restatement.

20. Insider Trading Policy. T

promote the Company's commitment to sound corporate governance. The guidelines apply to the following Company leaders, in the indicated multiples of either an elected officer's base salary or a non-management director's annual cash stipend (exclusive of the additional annual stipends paid to the Board Chair, the Lead Director and the chairs of the Board's standing committees) at the time the participant becomes subject to the guideline:

Position with the Company	Value of Equity Owned
CEO	5.0x
Members of the Board (including executives)	5.0x
Officers named in the Proxy Statement and Executive Vice Presidents	3.0x
Other Officers above Vice President	

29. No Personal Loans to Directors or Executive Officers. The Company will not make any personal loans or extensions of credit to directors or executive officers.

30. Rights Plan Policy. The Board shall seek and obtain stockholder approval before adopting a stockholder rights plan; provided, however, that the Board may determine to act on its own to adopt a stockholder rights plan without prior stockholder approval, if, under the circumstances, a majority of the independent directors, in the exercise of their fiduciary responsibilities, deem it to be in the best interests of the

APPROVAL AND ADOPTION

Reviewed and approved by the Governance and Nominating Committee on January 28, 2003 and adopted by the Board of Directors on February 25, 2003.

Revisions reviewed and approved by the Governance and Nominating Committee on February 24, 2004 and adopted by the Board of Directors on February 24, 2004.

Revisions adopted by the Board of Directors on April 8, 2004.

Revisions reviewed and approved by the Governance and Nominating Committee on February 22, 2005 and adopted by the Board of Directors on February 23, 2005.

Revisions adopted by the Board of Directors on May 25, 2005.

Revisions adopted by the Board of Directors on February 27, 2008.

Revisions adopted by the Board of Directors on September 10, 2008.

Revisions adopted by the Board of Directors on May 19, 2009.

Revisions adopted by the Board of Directors on May 18, 2010.

Revisions adopted by the Board of Directors on December 12, 2012.

Revisions adopted by the Board of Directors on February 26, 2014.

Revisions reviewed and approved by the Governance and Nominating Committee on December 9, 2014 and adopted by the Board of Directors on December 10, 2014.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 25, 2016.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on December 7, 2016.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 22, 2017.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 20, 2019.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors effective February 23, 2021.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 15, 2023.

Revisions reviewed and approved by the Governance and Nominating Committee and by the Board of Directors on February 14, 2024.