

Environmental, Social and Governance Steering Committee Charter

Purpose:

The Environmental Social and Governance Steering Committee (“ESG Committee”) purpose is to support the Company’s on-going commitment to environmental, health and safety, corporate social responsibility, corporate governance, sustainability, and other public policy matters relevant to the Company (collectively “ESG Matters”). The ESG Committee is a cross-functional management committee of the Company. It will assist the Senior Leadership Team of the Company in (a) setting general strategy relating to ESG Matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) overseeing communications with employees, investors and stakeholders with respect to ESG Matters, (d) monitoring and assessing developments relating to, and improving the Company’s understanding of ESG Matters, and (e) efficient and timely disclosure of ESG matters to internal and external stakeholders. It is recognized that the ESG Committee’s responsibility is oversight in nature and that the primary responsibility and ultimate decision-making with respect to the Company’s underlying programs and policies remains with the subject matter experts currently responsible for such matters.

Duties and Responsibilities:

The duties and responsibilities of the ESG Committee shall be as follows:

- a. Assist in setting the Company’s general strategy with respect to ESG Matters, and to consider and recommend policies, practices, and disclosures that conform with the strategy;
- b. To oversee the Company’s reporting and disclosure with respect to ESG Matters;
- c. To assist in overseeing internal and external communications regarding the Company’s position or approach to ESG Matters;
- d. To consider current and emerging ESG Matters that may affect the business, operations, performance or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations on how the Company’s policies, practices and disclosures can adjust to or address current trends;
- e. To make periodic visits, as individual members or as a Committee, to operational locations in order to become familiar with the nature of the operations and review relevant objectives, procedures and performance with respect to ESG matters;
- f. To put systems in place, as deemed necessary and appropriate, to monitor ESG Matters;
- g. To advise the Company on stockholder proposals and other significant stakeholder concerns relating to ESG matters;
- h. To assist with additional internal departments, and outside consultants as applicable, to drive timely and relevant disclosures of ESG Matters;
- i. To review and assess this Charter annually and recommend any proposed changes for approval;
- j. To play an active role in the creation of the annual/bi-annual Corporate Responsibility Report by providing insights, information and relevant data; and

- k. To perform such other duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested.

The Co-Chairs (defined below) may delegate such responsibilities (or a subset thereof) to one or more members of the ESG Committee.

Meetings:

The committee shall meet quarterly and on occasion as deemed necessary or appropriate.

Committee Actions:

Determinations of the ESG Committee will be made upon the unanimous approval of the Co-Chairs, following receipt of input from the other ESG Committee members.

Committee Members:

The ESG Committee will include officers and associates that the co-chairs deems appropriate, taking into account such employee's expertise in relevant and varied disciplines, including environmental, health and safety, operations, legal, investor relations, government affairs, corporate governance, finance, human resources and communications. Initial committee members are as follow:

- Senior Executive Vice President, General Counsel & Corporate Secretary, Co-Chair
- Executive Vice President, Chief Marketing & Communications Officer, Co-Chair
- Executive Vice President, Chief People Officer
- Senior Vice President, Investor Relations
- Senior Vice President, Deputy General Counsel, Compliance
- Senior Vice President, Chief Audit Officer
- Senior Vice President, Administration
- Senior Vice President, Enterprise Risk Management
- Senior Vice President, Tax
- Vice President, Associate General Counsel & Assistant Corporate Secretary
- Vice President, Corporate Communications
- Vice President, IT Security
- Vice President, Program Delivery
- Vice President, Assistant Treasurer
- Assistant Vice President, ESG Engagement and Financial Communications
- Assistant Vice President, Facilities Manager