The Technology and Cybersecurity Committee has been constituted by the Board of Directors to review and provide oversight of technology-based issues.

The Committee shall consist of at least two members, one of whom shall be designated the Chair, none of whom shall be officers or employees of this Corporation. The members of this Committee shall be appointed on the recommendation of the Board Nominating and Governance Committee and may be replaced by the Board of Directors.

The Technology and Cybersecurity Committee shall:

1. Review and provide guidance on technology related issues of importance to this Corporation, including but not limited to:
   a) review this Corporation’s technology competitiveness;
   b) review the strength and competitiveness of this Corporation’s engineering processes and disciplines;
   c) review this Corporation’s technology planning processes to support its growth objectives, including the transition of new technology to commercialization;
   d) review this Corporation’s focus on engineering leadership and critical technologists development and replacement planning;
   e) periodically, not less than annually, review this Corporation’s cybersecurity and other information technology (IT) risks, controls and procedures, including review of the threat landscape facing the Corporation and the Corporation’s strategy to mitigate cybersecurity risks and potential breaches;
   f) receive periodic reports on the metrics used to measure, monitor and manage cyber risks posed to this Corporation, including those related to potential cyber incidents, and review cyber risks related to integration activities associated with acquisitions; and
   g) periodically consult with the Audit Committee and the full Board regarding IT systems and processes, including but not limited to those relating to cybersecurity.
2. Make regular reports to the Board of Directors.

3. Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board of Directors for approval.

4. Periodically review its own performance.

5. Receive reports regarding the Corporation’s Technology Advisory Board’s recommendation.

6. The Technology and Cybersecurity Committee shall meet about three or four times a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable. The Committee structure and operations shall be governed by Article IV of the Corporation’s By-Laws.

7. The Technology and Cybersecurity Committee shall have the authority to retain outside technical consultants or other appropriate advisors. The Corporation shall provide for appropriate funding, as determined by the Technology and Cybersecurity Committee, for payment of compensation to such consultants.

Last Updated: November 14, 2017