The Corporate Strategy and Finance Committee has been constituted by the Board of Directors (the “Board”) to review and analyze financial matters and to assist the Board in strategic planning.

The Committee shall consist of at least three members, one of whom shall be designated the Chair. The members of the Committee shall be appointed and may be replaced by the Board of Directors. The Committee shall meet at least one time per year, or more frequently as circumstances dictate.

The Committee structure and operations shall be governed by Article IV of the Corporation’s By-Laws.

The Committee’s responsibilities and duties shall be to:

1. Review annually the parameters and underlying assumptions of the Corporation’s preliminary annual operating plan and advise management regarding the preliminary annual operating plan.

2. Review periodically with management the Corporation’s capital structure strategies and plans, including the Corporation’s dividend policy, share repurchase plans and debt and financing strategies.

3. Review periodically with management strategies and plans related to the Corporation’s pension plan funding and pension investment management.

4. As requested by the Board or management, review and advise management on proposed acquisitions and divestitures, strategic investments and other transactions or financial matters.

5. Provide input from the Board to management regarding the strategic direction of the Corporation, including in the development of the Corporation’s strategic plan.

6. Act in an advisory capacity in assessing the strategies and action plans designed to meet the Corporation’s strategic objectives.

The Committee shall also have the authority to retain outside legal, financial or other consultants for advice and assistance. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee. The Committee shall report regularly to the Board regarding the execution of the Committee’s duties and responsibilities. The Committee shall annually review its own performance and review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

As Amended June 29, 2017