The Compensation Committee has been constituted by the Board of Directors to discharge the Board’s responsibilities relating to compensation of the Corporation’s officers and directors. The Committee establishes executive compensation philosophy and objectives, and has overall responsibility for approving and evaluating officer compensation plans, policies and programs of the Corporation.

The Committee is also responsible for producing a compensation committee report on executive compensation as required by the Securities Exchange Commission for inclusion in the Corporation’s proxy statement.

The Compensation Committee shall consist of at least two members, each of whom shall meet the independence requirements of the New York Stock Exchange, the “outside director” requirements of Section 162(m) of the Internal Revenue Code, the “non-employee” director requirements of Rule 16b-3 under the Securities Exchange Act of 1934, and any other necessary standards of independence under federal securities and tax laws.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Board Nominating and Governance Committee. Committee members may be replaced by the Board. The Committee may form and delegate authority to subcommittees when determined by the Committee to be necessary or appropriate.

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

The Compensation Committee shall:

1. Determine the compensation of the Corporation’s Chief Executive Officer (the “CEO”) (after receiving input from the other directors) and all the other executive officers of the Corporation (the “Designated Senior Executives”).

2. Evaluate annually the performance of the Corporation’s Designated Senior Executives.

3. Review and approve the design and competitiveness of the Corporation’s compensation plans.

4. Review and approve perquisites provided to Designated Senior Executives and all other compensatory contracts and arrangements with Designated Senior Executives including, but not limited to, employment, change of control, separation and severance agreements.

5. Periodically review and make recommendations to the Board regarding the competitiveness of Director compensation.

6. Oversee the Corporation's incentive, deferred compensation, stock option and long-term incentives plans pursuant to the terms of the respective plans.

7. For any compensation consultant, independent legal counsel or other adviser that provides advice to the Committee (i) have sole discretion to retain, terminate or obtain advice, (ii) be directly responsible for their appointment, compensation, retention terms and oversight, (ii) have sole discretion to determine and authorize appropriate funding (at the Corporation’s expense) for reasonable compensation. Prior to selecting or receiving advice from a compensation consultant, legal counsel or other adviser, the
Committee shall take into account independence and such other factors as its
considers appropriate or as may be required by applicable law or listing standards.

8. Annually review and approve the enterprise goals and objectives relevant to CEO
compensation, evaluate the CEO’s performance in light of those goals and objectives,
 obtain input from the Board regarding the CEO’s performance, and determine and
approve the CEO’s compensation based on this evaluation. In determining the long-
term incentive component of CEO compensation, the Compensation Committee will
consider the Corporation’s performance and relative shareowner return, the value of
similar incentive awards to CEOs at comparable companies, and the awards given to
the CEO in past years.

9. Make recommendations to the Board with respect to incentive compensation plans and
equity-based plans.

10. Meet a minimum of three times per year, make regular reports to the Board and
maintain minutes and records of its activities.

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

12. Annually review its own performance and the performance of the compensation
consultant.

13. Review and discuss with management the Corporation’s Compensation Discussion and
Analysis ("CD&A") and recommend to the Board whether the CD&A should be included
in the Corporation’s Form 10-K, annual proxy statement or other required report or
filing.

14. Approve stock ownership guidelines applicable to non-employee Directors, the CEO and
the other Designated Senior Executives, and annually review guideline compliance.

15. Perform an annual risk assessment related to the Corporation’s compensation plans.

16. Recommend recoupment of compensation in accordance with the Corporation’s
“clawback” policy in conjunction with the Audit Committee, as appropriate.

17. Oversee the Corporation’s submission to a stockholder vote of matters relating to
compensation, including advisory votes on executive compensation and the frequency
of such votes, incentive and other compensation plans and amendments to such plans.

18. Consider the results of the most recent “say on pay” advisory vote on executive
compensation.

19. Be responsible for any other matters expressly delegated to the Committee by the Board
from time to time.

Last updated April 19, 2017