

Lead Director

The independent directors will elect, for a minimum period of one year, and the Corporation will publicly disclose, an independent director who will serve as the Lead Director, in accordance with the requirements of the NYSE. The Lead Director's responsibilities shall include, among others as may be designated by the Board:

- Serving as Chairman of the Nominating/Corporate Governance Committee;
- Conferring with the Chairman on Board meeting agendas and meeting schedules;
- Calling and presiding over all Board meetings at which the Chairman is not present, including the regular quarterly executive sessions of independent directors, and communicating feedback on executive sessions to the Chairman;
- Leading the annual performance reviews of the CEO and the Board;
- Serving as liaison between the Chairman and CEO and the independent directors;
- Conferring with the Chairman and CEO on other issues of corporate importance, as appropriate;
- Approving meeting agendas and schedules, including to ensure there is sufficient time for discussion of all agenda items, and information sent to the Board; and
- If requested by major shareholders, being available for consultation and direct communication.

Adopted by the Board of Directors on April 24, 2013.