

## Corporate Governance Highlights

The Company has a history of strong corporate governance. A key priority of the Board is to set the “tone at the top.” This is reflected in the Board’s commitment to governance policies and practices that serve the interests of the Company and its shareholders. Key aspects include:

- 11 of our 12 Director nominees are independent
- Annual election of Directors
- 100% independent Board Committees
- Majority voting with Director resignation policy
- Proxy access in By-laws
- Shareholders may call special meetings
- No poison pill or shareholder rights plan
- No “overboarded” Directors under ISS voting guidelines
- Board orientation and education programs
- Active shareholder engagement
- 33% of our Director nominees are women and 25% of our Director nominees are racially diverse
- A racially diverse Director chairs the Compensation Committee
- Skills/demographics matrix regularly reviewed and annually disclosed
- Commitment to Board refreshment—six new Directors since 2020
- Well-defined Director recruitment strategy and process
- Appropriate mix of Director tenures
- Age 72 retirement guideline
- Robust Director selection process
- Onboarding orientation centered on strategy, competition, financial reporting, governance and risk management
- Annual Board and Committee evaluations and Director self-assessments
- Independent Lead Director, elected annually by and from the independent Directors
- Regular executive sessions, where independent Directors meet without management present to allow for candid discussion of management performance, succession planning and other sensitive matters
- Active Board oversight of strategy, risk management, corporate culture and ESG initiatives
- Annual review of Enterprise Risk Management (“ERM”) programs
- Committees assist in oversight of risk areas related to Committee responsibilities
- Active role in succession planning and management development
- Business Conduct Guidelines, Equity Award Agreement Clawback Provisions, NYSE-Compliant Clawback Policy, Equity Ownership Requirements, and Prohibition on Hedging/Pledging of Company Stock under the Company’s Insider Trading Policy