



Compensation Committee Charter

Mission

The Compensation Committee is a standing committee of the Board of Directors. The purpose of the Committee is to approve, implement, administer and evaluate the Company's compensation plans, policies and programs for the directors and the Chief Executive Officer and other executive officers of the Company.

Membership

The members of the Committee shall be appointed by the Board of Directors and may be replaced by the Board of Directors. The Committee shall consist of at least three members, each of whom shall meet the independence requirements of applicable law, the listing standards of the New York Stock Exchange and the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a "non-employee director" for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The Board of Directors shall designate a Committee Chairperson.

Meetings

In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. A quorum at any Committee meeting shall be at least a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held; provided however that any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held. The Chief Executive Officer may not be present during any voting or deliberations regarding the Chief Executive Officer's compensation.

The Chairperson of the Committee shall be responsible for establishing, in consultation with the Corporate Secretary's Office, the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

Duties and Responsibilities

- *Charter*
At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.
- *Performance Evaluation*
The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.
- *Goals and Objectives*
The Committee shall review periodically, but no less frequently than annually, the Company's goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers, including the balance between short-term compensation and long-term incentives.
- *Compensation Levels*
The Committee shall evaluate the performance of the Chief Executive Officer and other executive officers in light of the Company's goals and objectives and shall establish the compensation level (including base and incentive compensation) and direct and indirect benefits of the Chief Executive Officer and other executive officers. In determining incentive compensation, the Committee shall consider such factors it deems appropriate from time to time, and such factors may include the Company's performance and relative shareholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to the Chief Executive Officer and other executive officers in prior years. The Chairperson of the Committee shall be responsible for communicating to the Chief Executive Officer the evaluation

of the performance of the Chief Executive Officer conducted by the Committee and the level of compensation approved for the Chief Executive Officer.

- *Post Service Agreements*
The Committee shall evaluate the post-service arrangements and benefits of the Chief Executive Officer and other executive officers and their reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.
- *Annual Review of Compensation Increases*
The Committee shall annually review the Company's salary merit increases, annual cash incentive plan, and guidelines for performance appraisal, salary merit reviews, promotional salary increases and position evaluations; and review and approve employment contracts and special employment arrangements with executive officers to be made by the Company.
- *Recommendations for Compensation Plans*
The Committee shall recommend to the Board of Directors the establishment of, amendments to and where appropriate, termination of, incentive compensation plans, equity-based plans, deferred compensation plans and other bonus arrangements for executive officers of the Company; and pursuant to the terms of such plans as may at the time be in effect, the Committee shall administer such plans and shall make appropriate interpretations and determinations as shall be necessary or desirable thereunder.
- *Perquisite Policies*
The Committee shall establish and review periodically policies and practices with respect to management perquisites.
- *Director Compensation and Perquisites*
The Committee shall advise, at least bi-annually, the Board of Directors with respect to proposed changes in Board or Committee compensation, as well as Director perquisites. In considering Director compensation and perquisites, the Committee may take into consideration the relative responsibilities of Directors in serving on the Board of Directors and its various Committees. The Committee may request that management report to the Committee periodically on the status of the Board's compensation and perquisites in relation to other similarly situated companies. Directors who are Company employees shall not be compensated for their services as Directors.
- *Stock Ownership Guidelines*
The Committee shall review annually any stock ownership guidelines applicable to Directors and the Chief Executive Officer and other executive officers and shall recommend to the Board of Directors revisions to any such guidelines as appropriate.
- *Proxy Statements*
The Committee shall review and discuss the Compensation Discussion and Analysis section of the Company's annual proxy statement and prepare a report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations.
- *Access to Records, Consultants and Others*

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- The amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- Any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, including the Company's senior human resources executive, in-house counsel, the Company's outside counsel or any other person meet with any member of, or consultant or adviser to, the Committee.

- *Delegation*

The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

- *Other Delegated Responsibilities*

The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

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