



AUDIT & FINANCE COMMITTEE CHARTER

Statement of Purpose

The purpose of the Audit & Finance Committee (the "Committee") is to assist the Board of Directors (the "Board") in its oversight of: (i) the financial affairs and policies of the Company; (ii) the integrity of the Company's financial statements, including the financial reporting process, system of internal control over financial reporting and audit process; (iii) compliance by the Company with legal and regulatory requirements; (v) the independent registered public accountants' qualifications, performance, and independence; (iv) the performance of the Company's internal audit function; (vi) financial reporting risk assessment and mitigation; (vii) the Company's systems of disclosure controls and procedures and internal controls over financial reporting; and (viii) the preparation of the report of the Committee to be included in the Company's annual proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). In performing its duties, the Committee will maintain effective working relationships with and open communication between the Board, management, internal auditors and independent registered public accountants.

Composition, Membership and Operation

1. **Composition of Committee.** The Committee will be composed of three or more directors, each of whom shall be determined by the Board to be "independent" under the rules of the New York Stock Exchange ("NYSE") and the SEC. All members of the Committee will be financially literate, or will become financially literate within a reasonable period of time after appointment to the Committee, and at least one member of the Committee will be an "audit committee financial expert," as such term is defined under the rules of the SEC, and shall have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. Members of the Committee, including the Committee Chair, shall be elected by the Board, taking into account the recommendations of the Nominating and Corporate Governance Committee, and members may be removed from the Committee by the Board. Committee members shall not simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and discloses such determination either on or through the Company's website or in the Company's annual proxy statement.

2. **Operation of Committee.** A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair shall be responsible for leadership of the Committee. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee. In addition, if in any instance the Committee should conclude that its ability to discharge its responsibilities is or may be impaired by restrictions on access to information that has been classified by the United States government for purposes of national security, the Committee may

delegate the corresponding portion of its authority and responsibilities to the Board's Classified Activities Oversight Committee.

3. **Meetings.** The Committee will have regularly scheduled meetings each year, with additional meetings to be held as circumstances require. The Committee will keep minutes of its meetings, and the Committee Chair will regularly report to the Board on its activities, making recommendations as appropriate, including the Committee's conclusions with respect to the qualifications, performance and independence of the independent registered public accountants, and will review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, its compliance with legal or regulatory requirements, the performance and independence of the independent registered public accountants, or the performance of the internal audit function.

Duties and Responsibilities

The Committee's job is one of oversight and the Committee recognizes that the Company's management is responsible for the preparation and certification of the Company's financial statements and that the independent registered public accountants are responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management, including the internal audit staff, and the independent registered public accountants, have more time, knowledge, and detailed information on the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent registered public accountants' work.

The following functions of the Committee, and are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances, other than as may be required by any rules of the SEC or NYSE.

1. Internal Controls and Disclosure Controls

- a. Review and provide feedback as deemed appropriate on (i) the assessment performed by management on internal control over financial reporting for inclusion in the Company's Annual Report on Form 10-K with respect to quality, adequacy, and effectiveness of the Company's internal control structure and procedures for financial reporting; and (ii) the report and attestation of the independent registered public accountants regarding the Company's internal control over financial reporting.
- b. Discuss with the independent registered public accountants, the internal auditor and management, on a quarterly basis, the Company's internal control over financial reporting and any fraud involving management or others with a significant role in the internal controls; review any major issues as to the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of any significant deficiencies or material weaknesses; receive recommendations for the improvement of such control; and review whether any such previously approved recommendations have been implemented and any other significant changes in internal control over financial reporting have been made since the last evaluation.

- c. Receive and review any disclosure from the Company's Chief Executive Officer or Chief Financial Officer made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data, and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control.
- d. Review the disclosure controls and procedures of the Company designed to ensure timely collection and evaluation of information required to be disclosed in the Company's filings with the SEC or posted on the Company's website.
- e. Review the independent registered public accountants' procedures and management of the audit relating to internal control over financial reporting.

2. **Independent Auditor**

- a. Retain an independent registered public accounting firm for the purpose of preparing or issuing an audit report on the consolidated financial statements of the Company and performing other audit, review or attest services; preapprove the compensation and fees to be paid to the independent registered public accountants; preapprove all audit and non-audit services to be performed by the independent registered public accountants in advance and evaluate the qualifications, performance and independence of the independent registered public accountants. The Committee shall have sole authority and responsibility to appoint, evaluate and, where appropriate, replace the independent registered public accountants and/or the lead audit partner, and the independent registered public accountants shall be ultimately accountable to and report to the Committee. The Committee shall oversee the work of the independent registered public accountants (including resolution of any disagreements between management and the independent registered public accountants regarding financial reporting). The Committee Chair shall have authority to preapprove audit and non-audit services provided by the independent registered public accountants as necessary between regular meetings of the Committee; provided that any such services so preapproved shall be disclosed to the full Committee at its next scheduled meeting.
- b. Ensure the objectivity of the independent registered public accountants by reviewing and discussing all relationships between the independent registered public accountants and the Company and its affiliates, including: (i) requesting, receiving, and reviewing, on an annual basis, a formal written statement from the independent registered public accountants under applicable professional standards that delineates all relationships which may reasonably be thought to bear on the independence of the independent registered public accountants with respect to the Company in accordance with professional standards governing such independence; (ii) discussing with the independent registered public accountants any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accountants; (iii) taking appropriate action in response to the independent registered public accountants'

report; and (iv) establishing clear policies regarding the employment of current or former employees of the independent registered public accountants.

- c. Obtain and review, at least annually, a report by the independent registered public accountants that describes (i) the independent registered public accountants' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control procedures; (iii) any material issues raised by the most recent internal quality control review, or peer review, of the independent registered public accountants, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the independent registered public accountants, and any steps taken to address any such issues.
- d. Meet separately and on a periodic basis with the independent registered public accountants and management to review the proposed audit scope and procedures to be utilized.
- e. At the conclusion of each annual audit, review with the independent registered public accountants any audit problems or difficulties and management's response, including any difficulties encountered in the course of the audit work; any restrictions on the scope of the independent registered public accountants' activities or on access to requested information; any significant disagreements with management; any accounting adjustments that were noted or proposed by the independent registered public accountants but were not recorded by the Company (as immaterial or otherwise); any communications between the audit team and the national office respecting any significant auditing or accounting issues presented in the engagement; and any management or internal control letter issued, or proposed to be issued, by the independent registered public accountants to the Company in connection with the audit and any other comments or recommendations made by the independent registered public accountants; and such matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards.
- f. Review (i) all critical accounting policies and practices to be used; (ii) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; (iii) analyses prepared by management and/or the independent registered public accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including each alternative treatment of financial information within GAAP that has been discussed with management, the treatment preferred by the independent registered public accountants and an analyses of the effects of alternative GAAP methods on the financial statements; (iv) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements; and (v) other material written communications between the independent registered public accountants and management.

3. **Internal Audit**

- a. Periodically review the qualifications, organizational structure and performance of the internal audit function and the Internal Audit Department's charter. Give prior approval to any decision to appoint, replace, reassign, or dismiss the Company's Chief Audit Executive. The Committee, through its Chair, shall also be required to concur in the total compensation being provided to the Director of the Internal Audit Department and sign off on his/her annual performance appraisal.
- b. Review and approve on an annual basis the audit plan of the Internal Audit Department (the "internal audit plan"), which plan should be designed to systematically focus on the Company's potential risks and vulnerabilities.
- c. Periodically review the independence and authority of the internal auditor's reporting obligations, the adequacy of internal audit resources, and the coordination and completeness of coverage between the internal auditors and independent registered public accountants.
- d. Periodically review, with the Director of the Internal Audit Department, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the Internal Audit Department's work.
- e. Receive periodic summaries of findings from completed internal audits and, as appropriate, the status of major audits in process. Receive progress reports on the completion of the current year's internal audit plan, including explanations for any significant deviations from the plan.
- f. Receive timely notification of any issues or concerns identified during the course of internal audits.
- g. Review and discuss with the independent registered public accountants, or others as appropriate, the responsibilities, budget, performance, and staffing of the Company's internal audit function.

4. **Financial Reporting**

- a. Review and discuss with management and the independent registered public accountants the Company's annual audited consolidated financial statements that will be contained in its Annual Report to Stockholders and Form 10-K, including a review of the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Based on such review, recommend to the Board, in a written report to be included in the Company's proxy statement, whether the consolidated financial statements of the Company should be included in its Annual Report on Form 10-K.
- b. Review and discuss with management, the independent registered public accountants and the internal auditor the quarterly consolidated financial statements of the Company, including a review of the specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the results of the independent registered public accountants'

review of those statements. This review shall occur prior to the Company's filing of each Form 10-Q with the SEC.

- c. Discuss with the independent registered public accountants their judgments about the quality and not just the acceptability of accounting principles used to prepare the Company's consolidated financial statements. Review the impact on the annual financial statements of any significant accounting and reporting issues, including recent professional and regulatory pronouncements and any newly adopted or proposed changes in accounting principles that would significantly affect the Company or its consolidated financial statements.
 - d. Review the Company's responses to investigations of the SEC or NYSE.
 - e. Review the information to be disclosed in, and presentation of, the Company's earnings press releases (paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information), discuss the earnings press releases and review any financial information and earnings guidance provided to analysts and rating agencies.
- 5. Legal Compliance**
- a. Review the effectiveness of the Company's system for monitoring compliance with laws and regulations, including receiving reports from management on the results of management's review of compliance with the Company's policies and any investigations by management related to fraudulent acts or irregularities.
 - b. Establish procedures for the receipt, retention and treatment of complaints (including procedures for receiving and handling complaints on a confidential and anonymous basis) regarding accounting, internal accounting controls or auditing matters, including employee concerns regarding questionable accounting or auditing matters.
- 6. Risk Oversight and Data Security**
- a. Review and discuss with management the significant business risks of the Company, including financial, operational, privacy, security, legal and regulatory risks, and management's framework and actions to identify, assess, manage and monitor those risks and insurance coverage related thereto.
 - b. Review and discuss with management the Company's data security risk exposures, including: (i) the potential impact of those exposures on the Company's business, operations and reputation; (ii) the steps management has taken to monitor and mitigate such exposures; (iii) the Company's information governance policies and programs with respect to data security incident preparedness, prevention, response, recovery and reporting; and (iv) major legislative and regulatory developments that could materially impact the Company's privacy and data security risk exposure.

- c. Regularly report to the Board the substance of such reviews and discussions and, as necessary, recommend to the Board such actions as the Committee deems appropriate.

7. **Financial Matters.** The Committee shall have the authority, without further action by the Board, to approve:

- a. Credit facilities, borrowing agreements, letters of credit, bank guarantees and similar arrangements.
- b. Capital contributions to subsidiaries of the Company.
- c. Foreign exchange contracts and modifications to the Company's foreign exchange policies.
- d. Interest rate hedging programs.
- e. Modifications to the Company's investment policies and allocation of funds among investment strategies.

The authority and responsibilities of the Committee also include periodically reviewing and making any necessary recommendations to the Board and management concerning the following:

8. **Capital Structure**

- a. Capital structure of the Company, including the issuance of equity and debt securities, the incurrence of indebtedness, general financing plans and debt ratings.
- b. Dividends, stock splits and stock repurchases.

9. **Financial Planning**

- a. Financial projections, plans and strategies.
- b. Cash flow and working capital management and related matters.
- c. Capital budgeting and expenditures.
- d. Investment strategies and management of investment risk, including the use of derivatives and other risk management techniques.
- e. Lines of credit, loans, guarantees, letters of credit and other banking arrangements.
- f. Tax planning and compliance.

10. **Mergers, Acquisitions and Strategic Transactions**

- a. Mergers, acquisitions, divestitures, joint ventures and other equity investments.
- b. Purchase or acquisition offers.
- c. The terms and proposed response regarding any solicited or unsolicited offer for the purchase or acquisition of all or substantially all of the Company's stock or assets.

11. **Investor Relations**

- a. Investor relations programs and policies, including the Company's policies and practices for providing financial guidance to analysts.

12. **Other Responsibilities**

- a. Meet separately, periodically, with the internal auditor and with the independent registered public accountants to discuss any matters that the internal auditors, the independent registered public accountants or the Committee believe should be discussed privately without members of management present.
- b. Meet separately, periodically, with management of the Company to discuss any matters management or the Committee believe should be discussed privately without the internal auditor or the independent registered public accountants present.
- c. Review and discuss the adequacy of the Committee Charter on an annual basis or more frequently upon changes to the membership of the Committee or as otherwise needed.
- d. Review with the Company's counsel the litigation, government investigation and legal compliance matters involving the Company that could have a significant impact on the Company's financial statements.
- e. Review with the Company's counsel any significant relationships and transactions involving the Company and related parties.

13. **Committee Evaluations**

- a. Conduct an annual evaluation of the performance of the Committee and report the results of the evaluation to the Board.
- b. Conduct an annual evaluation of the Committee's charter and recommend any changes to the Nominating and Corporate Governance Committee.

Advisors

The Committee shall have the authority to retain and obtain advice and assistance from independent legal, accounting or other advisors as it deems necessary to carry out its duties, without seeking Board or management approval. The Committee shall have the authority to approve such advisors' fees, expenses and the other terms of their retention. The Committee is authorized to cause the officers of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to the Company's independent registered public accountants and any advisers engaged by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board may from time to time prescribe.

May 11, 2018