



TECHNOLOGY & INFORMATION SECURITY COMMITTEE CHARTER

Statement of Purpose

The purpose of the Technology & Information Security Committee (the "Committee") is to oversee and advise the Board and management on matters involving the Company's overall strategic direction and associated exposure to, and management of, significant business risks in the areas of technology, information, and operational security. The Committee is also responsible for considering emerging trends in these areas and their potential impact on the Company's business performance, growth and competitive position.

Composition, Membership and Operation

1. **Composition of Committee.** The Committee shall consist of not less than three directors. Members of the Committee shall be appointed to, and may be removed from, the Committee by the Board.

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 at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. 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.

3. **Meetings.** The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep such records of its meetings as it deems appropriate and the Committee Chair shall report regularly to the Board on its activities.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Review of the Company's approach to integration of technology and innovation in view of the Company's business strategies and plans, especially how that may affect the Company's growth or its ability to compete effectively;
- Assessment of trends or disruptions that could significantly affect the Company, including emerging technologies, economic trends and/or political events that may influence the Company's strategy with respect to technology and innovation; and
- Assisting the Board in fulfilling its oversight responsibility for the Company's risk posture as it relates to its technology development and application activities, the security of the enterprise's IT related risks (e.g., physical and cyber security, insider threat and information security risk exposures) and the effectiveness of the Company's processes to identify, monitor and mitigate these risks.

The Committee shall also:

- Conduct an annual evaluation of the Committee's own performance and report the results of that evaluation to the Board.
- Conduct an annual evaluation of the Committee's charter and recommend any changes to the Corporate Governance and Ethics Committee.

Advisors

The Committee shall have authority to retain and obtain advice and assistance from internal or external advisors as it believes may be necessary to fulfill its responsibilities. The Committee shall also have authority to approve such advisor's fees, expenses and the other terms of its retention. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisors retained by the Committee.

Additional Duties and Responsibilities

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

April 26, 2019