

**AUDIT COMMITTEE  
CHARTER  
(amended and restated through October 27, 2016)**

- I. Composition of the Audit Committee: The Audit Committee shall be comprised of at least three directors appointed by the Board of Directors, (i) one of whom must have accounting or related financial management expertise and each of whom shall satisfy the board membership and financial literacy requirements under the rules of the New York Stock Exchange and (ii) each of whom shall satisfy the independence and other applicable membership requirements under the rules of the U.S. Securities and Exchange Commission and the New York Stock Exchange, as all such requirements are interpreted by the Board of Directors in its business judgment.
- II. Purposes and Function of the Audit Committee:
- A. The purposes of the Audit Committee are:
- To assist the Board in its oversight of (1) the integrity of the Company's financial statements and the Company's accounting and financial reporting processes, internal controls and financial statement audits, (2) the qualifications and independence of the Company's independent auditor and (3) the performance of the Company's internal audit department and the independent auditor; and
  - To prepare the report of the Audit Committee required to be included in the Company's annual proxy statement.
- B. The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management and the internal audit department are responsible for maintaining appropriate accounting and financial reporting principles, policies, internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditor is responsible for planning and carrying out audits, reviews (including reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q) and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company and all such members are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing. Each member of the Audit Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

- III. Meetings of the Audit Committee: In addition to such meetings of the Audit Committee as may be required to discuss the matters set forth in Article IV, the Audit Committee should periodically meet separately in conjunction with regularly scheduled in person meetings with management, the head of the internal audit department, the Chief Compliance Officer and the independent auditor to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately. The Audit Committee may request any officer or employee of the Company, or any advisor or professional engaged by the Company or the Audit Committee, including the Company's outside counsel or independent auditor, to attend any of its meetings or to meet with any members of, or consultants to, the Audit Committee.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Corporate Responsibility and Governance Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board shall designate one member of the Audit Committee to serve as its chairperson. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chairperson will preside, when present, at all meetings of the Audit Committee. The Audit Committee may meet by telephone or video conference and may take action by written consent. Each member of the Audit Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Audit Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Audit Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Audit Committee members. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

- IV. Duties and Powers of the Audit Committee: To carry out its purposes, the Audit Committee shall have the following duties and powers:

- A. With respect to the independent auditor,
- 1.) To be directly responsible for the appointment, retention, termination and oversight of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting);
  - 2.) To oversee partner and other required rotations as required by law and to consider whether, in order to assure continuing auditor independence, there should be a regular rotation of the audit firm itself;
  - 3.) To pre-approve the engagement of the independent auditor to provide any audit or non-audit services consistent with the limitations on such services prescribed by law and pursuant to the Company's Audit and Non-Audit Services Pre-Approval Policy (with the power to delegate the authority to pre-approve any

engagement to the Chair of the Audit Committee subject to subsequent notification by the full Audit Committee);

- 4.) To review and approve the fees charged by the independent auditor for audit and non-audit services;
- 5.) To obtain and review, at least annually, a report from the independent auditor describing: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any review inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues;
- 6.) To obtain and review information supporting the competence of the audit engagement team to conduct the audit engagement in accordance with relevant professional standards;
- 7.) To require that the independent auditor prepare and deliver annually a Statement of Independence (it being understood that the independent auditor is responsible for the accuracy and completeness of this Statement), to discuss with the independent auditor any relationships or services disclosed in this Statement that may impact the objectivity and independence of the Company's independent auditor and to take appropriate action in response to this Statement to satisfy itself of the independent auditor's independence;
- 8.) To inform the independent auditor that the independent auditor is accountable to the Audit Committee and shall report directly to the Audit Committee; and
- 9.) To review and evaluate the lead partner of the independent auditor.

B. With respect to the internal audit department,

- 1.) To review the annual internal audit plan and changes thereto and the responsibilities, budget and staffing of the internal audit department, including the appointment and replacement of the head of the internal audit department;
- 2.) To advise the head of the internal audit department that he or she is expected to provide to the Audit Committee summaries of audit reports and, as appropriate, the entire audit report to management prepared by the internal audit department and management's

response thereto; and

- 3.) To determine the policies for hiring within the Company's internal audit and finance departments any former employee of the Company's independent audit firm.

C. With respect to financial reporting principles and policies and internal audit controls and procedures,

- 1.) To advise management, the internal audit department and the independent auditor that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices;
- 2.) To consider any reports or communications (and management's and/or the internal audit department's responses thereto) submitted to the Audit Committee by the independent auditor required by PCAOB auditing standards, as may be modified or supplemented, including reports and communications related to:
  - (a) deficiencies noted in the audit in the design or operation of internal controls;
  - (b) consideration of fraud in a financial statement audit;
  - (c) detection of illegal acts;
  - (d) the independent auditor's responsibility under generally accepted auditing standards;
  - (e) significant accounting policies;
  - (f) management judgments and accounting estimates;
  - (g) adjustments arising from the audit;
  - (h) the responsibility of the independent auditor for other information in documents containing audited financial statements;
  - (i) disagreements with management;
  - (j) consultation by management with other accountants;
  - (k) major issues discussed with management prior to retention of the independent auditor;

- (l) difficulties encountered in performing the audit, including any restrictions on the scope of the auditor's activities or on access to requested information, any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise), any significant communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued, by the auditors to the Company;
  - (m) the independent auditor's judgments about the quality of the entity's accounting principles; and
  - (n) reviews of interim financial information conducted by the independent auditor.
- 3.) To meet with management, the head of the internal audit department and/or the independent auditors:
- (a) to review the scope of the annual audit;
  - (b) to review the audited financial statements;
  - (c) to review the adequacy of disclosures about changes in internal control over financial reporting;
  - (d) to review any significant matters arising from any audit or report or communication referred to in items B 2. or C 2. above, whether raised by management, the internal audit department or the independent auditor, relating to the Company's financial statements;
  - (e) to review the form of opinion the independent auditor proposes to render on the consolidated financial statements to the Board of Directors and stockholders;
  - (f) to review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of significant control deficiencies;
  - (g) to review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the

preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

- (h) to review such other matters with the independent auditor as are required by relevant professional standards and applicable rules and regulations;
  - (i) to review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, if any, on the financial statements of the Company; and
  - (j) to review compliance and risk management practices with respect to taxes, including the identification and reporting of uncertain tax positions and risks related to significant changes in tax regulations.
- 4.) To obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934;
  - 5.) To review with the Company's General Counsel any significant legal matters that may have a material effect on the financial statements, including material notices to or inquiries received from governmental agencies; and
  - 6.) To review, at least annually, with management risk management practices required for or implemented by the businesses, including risk management practices and plans in the event of the failure of information technology systems.

D. With respect to reporting and recommendations,

- 1.) To prepare any report, including any recommendation of the Audit Committee, required by the rules of the U.S. Securities and Exchange Commission to be included in the Company's annual proxy statements;
- 2.) To meet to review the Company's annual audited financial statements and quarterly financial statements with management and the independent auditor and to review the Company's specific disclosures made in "Management's Discussion and Analysis" prior to any filing of such statements with the U.S. Securities and Exchange Commission and to recommend to the Board whether the annual audited financial statements should be included in the

Company's annual report on Form 10-K;

- 3.) To review the contents of press releases reflecting financial information and earnings guidance, and to oversee the process of determining the disclosures to be included in any conference call with analysts or the public relating to earnings, as well as financial information and earnings guidance provided to analysts and rating agencies, it being understood that such review may, in the discretion of the Audit Committee, be done generally (i.e., by reviewing the types of information to be disclosed and the type of presentation to be made) and that the Audit Committee need not review in advance each earnings release or each instance in which the Company gives earnings guidance;
- 4.) To review disclosures made by the principal executive officer and the principal financial officer in conjunction with their obligations to certify reports pursuant to the Sarbanes-Oxley Act of 2002; and
- 5.) To establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company, as set forth by the Whistleblower Policy, of concerns regarding questionable accounting or auditing matters.

E. With respect to the Audit Committee,

- 1.) To review this Charter at least annually and recommend any changes to the Board of Directors;
- 2.) To maintain minutes and records of, and report its activities to the Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate; and
- 3.) To review annually the performance of the Audit Committee.

F. With respect to the Board of Directors, to review with them any issues that arise with respect to (1) the quality or integrity of the Company's financial statements, (2) the performance and independence of the Company's independent auditors or (3) the performance of the Company's internal audit function.

V. Resources and Authority of the Audit Committee: The Audit Committee shall have the resources (at the Company's expense) and authority appropriate to discharge its responsibilities, including the authority to engage independent auditors for special audits, reviews and other procedures and to retain special counsel and other experts or consultants.

- VI. General: In performing their responsibilities, members of the Audit Committee are entitled to rely in good faith on information, opinions, reports or other materials prepared or presented by:
- A. One or more members of management or other employees of the Company who the Audit Committee members believe to be reliable and competent as to the matters involved;
  - B. Legal counsel, independent auditors or other third parties as to matters which, in the reasonable opinion of the Audit Committee members, are within the professional or expert competence of such third party; and
  - C. Another committee of the Board as to matters within the purview of such committee which, in the reasonable opinion of the Audit Committee members, merit confidence.