



Technology Committee Charter

Purpose

The Technology Committee (the “Committee”) is appointed by the Company’s Board of Directors to lead, and assist in, the Board’s oversight of the role of technology in executing the Company’s strategy and supporting the Company’s global business and operational requirements.

The Committee shall meet as often as it deems necessary to perform its responsibilities.

Committee Membership

The Committee shall consist of no fewer than three directors as determined by the Board.

The members and chair of the Committee shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee.

Committee Authority and Responsibilities

The Committee has the following general authority and responsibilities, which it may exercise in its discretion:

1. Review and discuss with management the Company’s use of technology in its global business activities and operations.
2. Receive such reports as it deems appropriate from management regarding:
 - the Company’s technology and technology-related activities, operations and personnel, including associated policies, procedures and practices; and
 - technology and technology-related industry trends.
3. Review and approve the Company’s significant technology and technology-related strategies.

4. Review and, in its discretion, approve or make recommendations to the Board, the Risk Committee and, as applicable, other committees of the Board regarding technology and technology-related risk matters, including information and cyber – security.
5. To the extent permitted by law and regulatory authority, the Board or the Committee may delegate any of its authority not otherwise provided for herein to one or more members of the Committee.
6. Obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall also have access to corporate management for assistance, consultation and advice on all of the matters contained in this Charter.
7. Report directly, and provide reports on its activities, to the Board. The Committee shall report or cause management to report periodically to the Risk Committee any activities undertaken by the Committee involving the oversight of any Company risks and related policies that support the Risk Committee's overall oversight of the Company's global risk management framework. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.
8. Perform an annual evaluation of the Committee's performance.
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee for its consideration and for recommendation to the Board for approval.
10. Perform such other duties as may be delegated from time to time by the Board.
11. The Committee shall document and maintain records of its proceedings.