

Human Resources Committee Charter

Purpose

The Human Resources Committee (the “Committee”) is appointed by the Company’s Board of Directors (the “Board”) to have direct responsibility for the oversight of:

- the Company’s human capital management;
- all the compensation plans, policies, and programs of the Company in which Executive Officers participate and incentive, retirement, welfare and equity plans in which certain other employees of the Company participate;
- the alignment of the Company’s incentive compensation arrangements with the Company’s safety and soundness, consistent with applicable related regulatory rules and guidance; and
- such other matters as are described herein.

As used in this Charter, “Executive Officers” means all officers who have been designated as officers of the Company for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

Committee Membership, Governance and Qualifications

The Committee shall consist of no fewer than three directors. The members of the Committee shall at all times meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”) and the Securities and Exchange Commission (the “SEC”) and the independence standards set forth in the Company’s Corporate Governance Guidelines.

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.

The Committee conducts at least four regular meetings each year and may hold additional meetings that it deems necessary to perform its responsibilities.

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Committee Authority and Responsibilities

Human Capital Management

1. The Committee shall oversee the Company's strategies relating to human capital management, including with regard to recruitment, retention, development, culture, diversity, equity and inclusion initiatives.
2. The Committee shall oversee the human capital management components of the Company's ESG (environment, social and governance) obligations, initiatives and activities, including matters related to climate within the Committee's scope of responsibilities.
3. The Committee shall periodically review talent development and succession plans for Executive Officers, with the exception of the Chief Executive Officer for whom succession planning is overseen by the Nominating and Corporate Governance Committee of the Board.

CEO and Other Executive Officer Compensation

4. The Committee shall, in consultation with such other sources as it deems appropriate, including its compensation consultant(s) and the other independent directors, review and approve all terms and conditions of the appointment or termination of the employment of the Company's Chief Executive Officer (the "CEO"). In addition, the Committee shall approve any change in, or any exception to, the CEO's employment terms and conditions (not otherwise provided for herein), including any restrictive covenants, severance agreements, or special arrangements or benefits.
5. Acting with the other independent directors, the Committee members shall annually review and approve corporate goals and objectives relevant to the CEO's compensation for the upcoming year, evaluate the CEO's performance in light of such goals and objectives and determine and approve the CEO's compensation level, based in part on the results of the Lead Director's CEO evaluation process governing the CEO's performance and on other factors. In determining the CEO's compensation, the other factors to be considered shall include, among other things, the Company's

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financial performance and stock performance, compensation trends, the total compensation of chief executive officers at comparable companies, and the compensation history of the CEO.

6. The Committee shall approve all terms and conditions of the appointment or termination of the Executive Officers other than the CEO, and all compensation arrangements of such individuals shall be subject to such approval. In addition, the Committee shall approve any change in, or any exception to, such officers' employment terms and conditions (not otherwise provided herein), including any restrictive covenants, severance arrangements, special arrangements or benefits.
7. The Committee shall annually review, evaluate, and approve the performance and total compensation of all Executive Officers (including, without limitation, the Chief Human Resources and Corporate Citizenship Officer's compensation) other than the CEO, including awards provided under incentive-compensation plans and equity-based plans, taking into account the reported assessment of their individual performance by the CEO and other factors. In connection with the foregoing, the Committee shall annually report to the Board with respect to the total compensation and other terms of such Executive Officers including (a) annual base salary level, (b) incentive opportunity level, including short-term and long-term incentives, (c) employment terms and conditions, including restrictive provisions, severance arrangements and change in control agreements/provisions, in such cases as, when, and if appropriate, and (d) any special or supplemental arrangements or benefits.
8. The Committee may establish stock ownership guidelines and shall review on an annual basis the level of ownership of the Company's common stock by the CEO and other Executive Officers as deemed appropriate.
9. Subject to such oversight and guidelines as the Committee may institute and to the other provisions of this Charter (e.g., Incentive Compensation Risk Alignment), the establishment and administration of compensation, including incentive awards, for all employees who are not Executive Officers may be performed by the CEO and by such other members of management as the CEO deems appropriate.

Incentive Compensation Risk Alignment

10. The Committee shall review the overall goals of the Company's incentive compensation arrangements. Consistent with applicable regulatory requirements and the Company's safety and soundness, the Committee shall request or receive such reports from management (including risk management) and its external advisers as it deems necessary to: (a) stay abreast of relevant developments in compensation vehicles, plan design and trends and (b) assess the appropriateness of the design and operation of the Company's incentive compensation program, including the integration of risk management objectives, and related policies, arrangements and control processes, as well as the incentives provided therein. To the extent permitted by applicable law and regulatory authority, the Committee shall exercise, as it deems necessary and appropriate, the required responsibilities of the Board under applicable regulatory rules and guidance related to the risk alignment of the Company's incentive compensation arrangements.

Incentive and Equity Plans

11. The Committee shall review, and where appropriate or required, recommend to the Board and/or the Company's shareholders for approval, all material annual incentive plans and all equity-based plans and changes to the terms thereof requiring such approval. In addition, in the case of any material plans that do not require or are not subject to Board or shareholder approval, the Committee shall approve such plans and any changes to the terms thereof. The Committee may annually determine any performance goals with respect to any such applicable plan for the upcoming year and may certify or receive certification that such performance goals and any other material terms of such plans were in fact satisfied prior to approving any awards thereunder for the respective year.
12. The Committee shall exercise all rights, authority, and functions of the Board under all of the Company's equity-based plans, including the authority to interpret the terms thereof and to grant and amend awards thereunder, to the extent permitted under the terms of the applicable plan, award or agreement and applicable laws and regulations (including NYSE regulations). Consistent with this authority, the Committee may adopt

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guidelines from time to time regarding its granting of equity awards (the “Equity Award Guidelines”) and may, as appropriate, recommend such Equity Award Guidelines to the Board for its approval. To the extent permitted by and consistent with applicable law, the Equity Award Guidelines and the provisions of a given equity-based plan, the Board may also delegate to one or more Board committees, each consisting of one or more Committee or Board members, the power to grant and amend awards pursuant to such a plan to eligible participants who are not directors or Executive Officers of the Company. The Committee shall approve all equity compensation grants that are made in reliance on an exemption from any shareholder approval requirements of the NYSE.

Non-Qualified Plans

13. The Committee shall review, evaluate and approve (subject to Board approval where so provided) all non-qualified deferred compensation plans for employees of the Company.
14. The Committee shall be responsible for the oversight of, and shall have authority to take all actions, including adoption, termination, and amendment, with respect to, all qualified and non-qualified retirement and health and welfare employee benefit plans, schemes, programs and arrangements that are made available to the employees of the Company, consistent with applicable law. In connection with the foregoing, the Committee may delegate in writing in accordance with applicable law all or any portion of such responsibilities to management or one or more committees as the Committee in its sole discretion may determine, and shall appoint the members to any such committee (which need not, except as required by applicable law, include members of the Committee or other directors of the Company). The Committee shall review periodically the authority carried out by its delegates.

Proxy Statement Disclosure

15. The Committee shall review and discuss annually with management the Company’s Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K (the “CD&A”). The Committee shall consider annually whether it will recommend to the

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Board that the CD&A be included in the Company's annual proxy statement. The Committee shall prepare the disclosure required by Item 407(e)(5) of Regulation S-K.

Advisers

16. The Committee shall have authority, in its sole discretion, to retain (and terminate), and obtain the advice of, any compensation consultants, outside counsel and other advisers to assist in the Committee's duties and shall be directly responsible for the appointment (including the terms thereof), compensation and oversight of the work of such compensation consultants, outside counsel and advisers. The Committee may select any such compensation consultant, outside counsel or other adviser only after taking into consideration all factors relevant to that person's independence from management, within the meaning of the applicable rules of the NYSE and the SEC. No such compensation consultant, outside counsel or other adviser shall be required to be independent, except to the extent the Committee may so require in any policies established by the Committee in its sole discretion. The Committee shall also have access to corporate management for research, consultation and advice on all of the matters contained in this Charter.
17. The Company will provide appropriate funding for the payment of the compensation consultants, outside counsel and advisers retained by the Committee, consistent with the terms of their appointment and compensation approved by the Committee.
18. The Committee shall not be required to implement, take action or follow advice recommended by or received from any consultant, counsel or other adviser.

Committee Governance

19. The Committee shall report directly, and provide reports of 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, including processes and systems to integrate risk management and associated controls with management goals and the Company's compensation structure for its global operations. The Committee

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may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.

20. The Board or the Committee may, to the extent permitted by law and regulatory authority, form and delegate any of its authority not otherwise provided for hereinto one or more members of the Committee (or to one or more employees of the Company) or form subcommittees of the Committee comprised of one or more members of the Committee, as appropriate.
21. The Committee shall have such other duties as may be delegated from time to time by the Board, including such duties as may be specified in the Corporate Governance Guidelines.
22. The Committee shall document and maintain records of its proceedings.
23. The Committee shall 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 recommendation to the Board for approval. The Committee shall perform an annual evaluation of the Committee's performance.
24. For purposes of this Charter, reference to the Company's employees shall include employees of the Company and its subsidiaries and affiliates.