

# Technology Committee Charter

## PURPOSE

The purpose of the Technology Committee (“Committee”) is to assist the Board of Directors (“Board”) in fulfilling its oversight role with respect to the development and implementation of the Company’s global information technology (“IT”) strategy and initiatives including but not limited to IT infrastructure, product development, digital services portfolio, cyber security, IT aspects of mergers and acquisitions and intellectual property protection.

This Charter shall be reviewed for adequacy on a periodic basis by the Committee, and the Committee shall recommend any proposed changes to the Board of Directors for approval.

## MEMBERSHIP

The Committee shall be comprised of at least two non-employee members of the Board each of whom qualifies as an “independent” director under the rules of the New York Stock Exchange. Members shall be appointed to or removed from the Committee by a majority vote of the Board of Directors.

## KEY RESPONSIBILITIES

The following functions shall be the primary duties and responsibilities of the Committee. The functions are set forth as a guide and may be varied from time to time consistent with this Charter, the Company’s By-laws and governing law, as appropriate under the circumstances.

The Committee shall:

- Evaluate the Company’s IT strategies and the financial and operational benefits of proposed major IT-related projects and technology architecture alternatives.
- Consult with the Company’s senior IT management team and review the progress of major IT-related projects and technology architecture decisions.
- Stay abreast of new technologies and emerging IT and systems issues and trends that may affect the Company, its customers and strategic directions.
- Make recommendations to the Board of Directors with respect to IT-related projects and investments that require Board approval.
- Monitor the quality and effectiveness of the Company’s cyber security policies and practices.
- Periodically review and appraise the Company’s IT disaster recovery capabilities.
- Monitor the quality and effectiveness of IT systems and processes that relate to or affect the Company’s internal control systems.

- Monitor and assess the Company's management of IT-related compliance risks, including reviewing the results of audits of IT systems and security and consulting with internal and external auditors as appropriate.
- Perform such other duties as delegated by the Board of Directors.
- Report to the Board of Directors on a regular basis the Committee's activities.

## PROCEDURES AND RESOURCES

The Committee shall meet as frequently as circumstances require but no less than once per year. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

The Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate. Minutes shall be kept of meetings, and the Committee shall make periodic reports to the Board of Directors.

The Company shall provide the Committee with such resources, personnel and assistance as needed to fulfill its duties. The Committee shall have the authority to retain any independent advisors to assist it as reasonably necessary in performing its duties.

The Committee will consult with the Chief Executive Officer on all matters as may be appropriate and meet as often as necessary to properly discharge and perform its duties and responsibilities.

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