Last Amended: October 27, 2021
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# AUDIT COMMITTEE CHARTER

The Audit Committee (the "Committee") shall be responsible to assist the Board of Directors (the "Board") in overseeing (1) the integrity of the Company's financial statements and its systems of internal accounting and financial controls, (2) the independence, qualifications and performance of the Company's independent auditor, (3) the performance of the Company's internal auditors and (4) the Company's compliance with legal and regulatory requirements.

The Committee shall be comprised of at least three Directors recommended by the Governance Committee or by a majority of the independent members of the Board and appointed by the Board. Each Committee member shall meet the independence requirements, and all Committee members collectively shall meet the other requirements, of the New York Stock Exchange, the Sarbanes-Oxley Act of 2002, and rules adopted thereunder by the Securities and Exchange Commission. No Committee member shall concurrently serve on the audit committees of more than two other publicly-held companies. Members of the Committee may be removed at any time by the Board of Directors upon the recommendation of the Governance Committee or a majority of the independent members of the Board.

Subject to the provisions of the Companies Acts 1963-2012 (the "Acts") relating to the fixing of the compensation of the independent auditor, the Committee shall exercise sole authority to appoint, terminate and compensate the independent auditor, which shall report directly to the Committee.

To provide for the independence of the Internal Audit function, its personnel shall report to the Senior Vice President--Internal Audit, who in turn shall report functionally to the Committee and administratively to the Vice Chairman and Chief Financial and Planning Officer. The Senior Vice President--Internal Audit shall have open and unrestricted access to the Committee.

The Committee shall have the authority to retain and terminate special legal, accounting or other consultants to advise the Committee. The Committee shall exercise sole authority to approve the fees and other retention terms for such consultants, who will report directly to the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Company shall provide appropriate funding to the Committee, as determined by the Committee, to compensate the auditors and any advisors to the Committee, in addition to funding the ordinary administrative expenses of the Committee.

The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

The Committee shall make regular reports to the Board concerning the Committee's actions, conclusions and recommendations.

The Committee shall:

1. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

2. Subject to the provisions of the Acts relating to the fixing of the compensation of the independent auditor, pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor. Non-audit engagements with the independent auditor shall exclude in any event non-audit services prohibited by law.

3. Resolve any disagreements between the independent auditor and the Company's management.

4. At least annually, obtain and review a report by the independent auditor delineating all relationships between the independent auditor and the Company, consider the compatibility of the independent auditor's non-audit services (if any) with its independence and take appropriate action to satisfy itself of the independence of the independent auditor.

5. At least annually, obtain and review a report by the independent auditor describing the following: (a) the independent auditor's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any 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. Evaluate the performance of the independent auditor and, if so determined by the Committee, replace the independent auditor. The evaluation shall include a review and evaluation of the performance of the independent auditor's lead partner. The lead partner and the audit partner responsible for reviewing the Company's audit shall be rotated off the Company's audit at least once every five years. The Committee also shall consider whether, in order to assure continuing auditor independence, it is appropriate to rotate the independent auditor.

7. Set clear hiring policies for employees or former employees of the independent auditor that comply with the requirements of the Sarbanes-Oxley Act of 2002 and the listing standards of the New York Stock Exchange.

8. Meet to review and discuss with management and the independent auditor the Company's quarterly and annual earnings press releases prior to publication.

9. Meet to review and discuss with management and the independent auditor the Company's annual audited financial statements prior to the filing of each Form 10-K report. This review will include a discussion of major issues regarding accounting principles, financial statement presentations or the adequacy of internal controls that could significantly affect the financial statements. This review also will include a discussion of the specific disclosures to be made by the Company under 'Management's

Discussion and Analysis of Financial Condition and Results of Operations' in the Form 10-K report. The Committee will then recommend to the Board whether the financial statements should be included in the annual report to shareholders and the annual report on Form 10-K.

10. Review analyses prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.

11. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements and Form 10-Q report prior to filing. This review will include a discussion of the specific disclosures to be made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-Q report.

12. Review and discuss quarterly reports by the independent auditor on:

    (a) all critical accounting policies and practices to be used;

    (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor;

    (c) other material written communications between the independent auditor and the Company's management, such as a management letter or schedule of unadjusted differences.

13. Review material changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.

14. Discuss with the independent auditor any matters raised by the independent auditor under generally accepted auditing standards relating to the conduct of the Company's annual audit and quarterly reviews, including the independent auditor's judgment about the quality of the Company's accounting principles as applied in its financial reporting.

15. Review with the independent auditor any problems or difficulties the independent auditor may have encountered in the annual audit.

16. Review with the Company's General Counsel legal matters that may have a material impact on the Company's financial statements.

17. Meet with management to review the Company's material financial risk exposures and the steps management has taken to monitor and control such exposures.

18. Receive quarterly reports by the Senior Vice President--Global Ethics and Compliance of any issues relating to the Company's accounting, financial reporting, financial integrity or similar matters.

19. Review and approve the Company's annual internal audit plan.

20. Annually review the Company's assessment of the effectiveness of the Company's internal control structure and procedures, including the attestation of the independent auditor concerning that assessment.

21. Review the report of the Senior Vice President--Internal Audit on internal controls and internal audit results.

22. Annually review and approve the compensation of the Company's Senior Vice President--Internal Audit.

23. Review and approve the appointment and any replacement of the Company's Senior Vice President--Internal Audit.

24. Meet with the Senior Vice President--Internal Audit and independent auditor prior to the Company's annual audit to review the scope, planning and staffing of the audit.

25. Receive reports regarding the Company's cyber security protection efforts.

26. Review disclosures by the chief executive officer and chief financial officer during their certification process for Form 10-K and Form 10-Q reports in regard to any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

27. Discuss earnings guidance to be given to analysts and others.

28. Review and approve the Company's processes and controls in place for ESG disclosures including assurance processes, where applicable.

29. Meet several times per year with the Company's chief financial officer, Senior Vice President--Internal Audit, independent auditor, General Counsel and Senior Vice President--Global Ethics and Compliance in separate executive sessions.

30. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

31. Assure that performance evaluations of the Committee are conducted annually.

While the Committee shall have the responsibilities and powers set forth in this Charter, it shall not be the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles and applicable rules and regulations. These instead shall be the responsibility of management and the independent auditor.