

- (k) The Committee or its designee shall prepare minutes of each meeting and shall cause such minutes, as approved by the Committee, to be made available for review by any member of the Board.

Duties and Responsibilities:

The Chief Compliance Officer shall report to the Committee and to the Chief Legal Officer, and is responsible for the day-to-day management and implementation of the Compliance Program.

In connection with its oversight responsibilities and its advice and recommendations to the Board, the Committee shall, in addition to any other duties or responsibilities the Board may from time-to-time delegate to the Committee:

- (a) Review the enterprise risk framework, infrastructure, and controls implemented by management to help identify, assess, manage and monitor the Company's material risks;
- (b) Review the Company's efforts to foster a culture of risk-adjusted decision-making without constraining reasonable risk-taking and innovation;
- (c) Review significant global compliance-related policies implementing the Company's Code of Business Conduct and Ethics, or related to the operations of the Company's business, and its mode or methods of doing business, including, for example, policies relating to pricing and/or commercialization of the Company's products and services;
- (d) Review metrics used by management or requested by the Committee to provide insight into the status and efficacy of the Compliance Program, including the Company's global compliance systems and organization;
- (e) Review reports of significant actual and alleged violations of the Code of Business Conduct and Ethics, corporate policies and procedures, and applicable laws and regulations, including all reports of significant alleged violations by "executive officers", as that term is defined in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, and any related disciplinary actions;
- (f) Review checks and balances implemented by the Company designed to support and promote compliance with approved corporate policies, legal rules, and regulations;
- (g) Review standards and procedures implemented by the Company designed to help reduce the potential for violation of corporate policies and legal rules and regulations, and the communication of such standards and procedures to employees and external agents as appropriate;
- (h) Review results of audits and assessments by and on behalf of the Corporate Compliance Group and, as appropriate, reports by Internal Audit, other global audit functions, and external consultants relating to matters within the scope of this Charter;

- (i) Review the performance, responsibilities, plans, and resources of the Chief Compliance Officer, including the appointment and replacement of the Chief Compliance Officer, and discuss the Chief Compliance Officer's performance with the Chief Legal Officer;
- (j) Oversee the Company's policies and procedures for corporate political and lobbying expenditures and make recommendations to the Board as appropriate;
- (k) Monitor relevant trends and developments in the areas of risk management and oversight and of corporate compliance;
- (l) Review management's exercise of its responsibility to identify, assess, and manage material risks not allocated to the Board or another Committee, including, for example, data security programs and cybersecurity and information technology;
- (m) At its discretion, and no less than semi-annually, consult with the Chairs of the other Board Committees to discuss risk-related matters delegated to those Committees and the Company's enterprise risk management framework, and report the results of those discussions to the full Board;
- (n) Periodically report to the Board on the status and efficacy of (i) the Company's enterprise risk management framework, including structure and implementation, (ii) the most significant risks and how these are managed, and recommendations, if any, that any risk-related oversight responsibilities should be delegated to, or reviewed by, other committees of the Board, (iii) the Compliance Program and (iv) the Committee's meetings, actions and recommendations; and
- (o) Review its performance and this Charter annually and recommend any proposed Charter changes to the Board.

Nothing in this Charter shall preclude the Board from itself taking any action set forth herein.