

**POLICY AND PROCEDURES WITH RESPECT TO  
RELATED PERSON TRANSACTIONS**  
(Last Updated October 25, 2020)

**A. Policy Statement**

It is the Company's policy to enter into or ratify Related Person Transactions only when the Board of Directors, acting through the Governance and Sustainability Committee or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its stockholders.

**B. Related Person Transactions**

The Governance and Sustainability Committee shall review all transactions with Related Persons, promoters and certain control persons as defined in Item 404(a) of Regulation S-K under the Securities Act of 1933 and the Securities Exchange Act of 1934. The Chair of the Governance and Sustainability Committee shall be delegated the responsibility to review Related Person Transactions in the event it is impractical to convene a committee meeting prior to entering into the Related Person Transaction.

**C. Approval Procedures and Standards**

Prior to entering into the Related Person Transaction, the Governance and Sustainability Committee (or the Chair) shall consider all of the available relevant facts and circumstances, including (if applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration, or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person. The Committee (or the Chair), or the Board, as the case may be, shall approve only those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its stockholders, as the Committee (or the Chair), or the Board, as the case may be, determines in good faith. The Chair of the Committee shall report to the Committee at the next Committee meeting any approval under this policy pursuant to delegated authority. Any proposed Related Person Transaction involving a member of the Board of Directors or the Chief Executive Officer of the Company shall be reviewed and approved by the full Board of Directors.

If the Company determines that a Related Person Transaction has been entered into without prior approval as described above, the transaction shall be submitted to the Governance and Sustainability Committee for review. The Governance and Sustainability Committee shall evaluate the transaction, taking into account the same factors described above, to determine whether to ratify the transaction or if rescission of the transaction and/or any disciplinary action is appropriate.

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**Note: Per the Committee's directive, this policy is being presented to the Committee solely for the purpose of showing the Committee that non-substantive, administrative changes are being made to such policy and is not an approval item.**