

## BOARD GOVERNANCE STRUCTURE - DEFINITION OF ROLES

Lead Independent Director Role	Chair/CEO Role
<b>Full Board Meetings</b>	
<ul style="list-style-type: none"> <li>• Participates in Board meetings like every other Director</li> <li>• Acts as Chairperson of the Board in situations where the Chairperson/ CEO is unable to serve in that capacity, including chairing meetings of the Board in the absence of the Chairperson/CEO</li> </ul>	<ul style="list-style-type: none"> <li>• Has the authority to request meetings of the Board of Directors and drafts the agenda for each meeting</li> <li>• Chairs board meetings and annual meeting of shareholders</li> </ul>
<b>Executive Session Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Has the authority to call meetings of the independent Directors</li> <li>• Chairs executive sessions of the non-management directors</li> <li>• Sets the agenda for executive sessions</li> <li>• Meets separately with the Chair/CEO after executive sessions to review the matters discussed during the executive sessions</li> </ul>	<ul style="list-style-type: none"> <li>• Receives full feedback from Lead Independent Director on the matters discussed in executive sessions and required follow-up</li> </ul>
<b>Board Communications Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Facilitates communication among the non-management Directors on key issues and concerns outside of board meetings</li> <li>• Serves as the principal, but non-exclusive, liaison and intermediary between the CEO and the Independent Directors regarding views, concerns, and issues of the Independent Directors</li> <li>• Functions as a resource to the CEO on board issues and other matters affecting the Company</li> </ul>	<ul style="list-style-type: none"> <li>• Communicates with all Directors on key issues and concerns outside of board meetings</li> <li>• Expected to inform the Lead Independent Director of all significant issues facing the Company</li> </ul>

Lead Independent Director Role	Chair/CEO Role
<b>Board Agenda and Information Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Collaborates with the Chair/CEO to set the board agenda and communicate board information</li> <li>• Seeks agenda input from other Directors</li> </ul>	<ul style="list-style-type: none"> <li>• Drafts the Board agenda and works with Lead Independent Director to ensure that Board agendas and information is provided to the Board so it can fulfill its duties</li> </ul>
<b>External Stakeholder Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Reviews responses to direct shareholder communications with the Board</li> <li>• If requested by major shareholder or the CEO, is available for consultation and direct communication</li> </ul>	<ul style="list-style-type: none"> <li>• Represents the organization and interacts with external stakeholders and employees</li> </ul>
<b>Strategy and Execution Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Collaborates with the Board and the CEO to establish and support appropriate short term and long term strategies, objectives, goals, and programs that support sustainable growth and profitability.</li> </ul>	<ul style="list-style-type: none"> <li>• Leads the management team to establish and support the development of appropriate short term and long term strategies.</li> <li>• Leads the development of overall corporate and business unit objectives and goals.</li> <li>• Develops and implements programs, and drives overall execution to achieve desired objectives and goals.</li> </ul>
<b>Company Operations Responsibilities</b>	
<ul style="list-style-type: none"> <li>• Has no role in managing Company operations</li> <li>• Officers and employees report to the CEO, not to the Lead Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>• Leads Company operations</li> <li>• Officers and employees report to the CEO</li> </ul>