

Board Committee Membership

As of May 8, 2024, our Board Committee membership was as follows:

	Audit	Executive Compensation and Human Resources	Nominating and Governance	Risk
Charles J. Dockendorff	○			○
Yoshiaki Fujimori				●
Edward J. Ludwig		○	○	
Michael F. Mahoney				
Jessica L. Mega		○		○
Susan E. Morano	○		○	
Cheryl Pegus		○		○
John E. Sununu	○		●	
David S. Wichmann	●			○
Ellen M. Zane		●	○	

● Chair ○ Member

Audit Committee

Members:



David S. Wichmann (Chair)

Charles J. Dockendorff
Susan E. Morano
John E. Sununu

Number of Meetings in

Fiscal 2024: **10**

Each member meets the independence requirements of the NYSE and the SEC. The Board has also determined that each of Ms. Morano and Messrs. Wichmann, Dockendorff, Roux and Sununu, is an “audit committee financial expert” as that term is defined in the rules and regulations of the SEC.

Functions:

As outlined in its written charter, the primary purpose of the Audit Committee is to provide oversight of our accounting and financial reporting processes and audits of our financial statements, as well as of our global compliance program, including matters related to compliance with financial, legal and regulatory requirements. The Audit Committee has responsibility to, among other things:

- provide assistance to our Board in the areas of corporate accounting, internal control, independent audit and reporting practices;
- maintain, by way of regularly scheduled meetings, a direct line of communication among our directors, management, our internal auditors and our independent registered public accounting firm;
- appoint our independent registered public accounting firm, evaluate its qualifications, independence and performance, and review its reports and other services, and has the right to terminate our independent registered public accounting firm;
- pre-approve audit, audit-related and non-audit services performed for us by our independent registered public accounting firm; and
- assist the Board in its oversight of financial, legal and regulatory compliance,

Executive Compensation and Human Resources Committee

Members:



(Chair)

Edward J. Ludwig
Jessica L. Mega
Cheryl Pegus

Ellen
M.
Zane

The Executive Compensation and Human Resources Committee (Compensation Committee) is, and was during 2024, composed exclusively of “independent directors,” as defined by the NYSE, including under the heightened independence standards applicable to compensation committee members and “non-employee directors” within the meaning of Rule 16b-3 promulgated under the Exchange Act.

Functions:

As outlined in its written charter, the Compensation Committee has the responsibility to, among other things:

- review recommendations and determine the corporate goals and objectives relative to the Chief Executive Officer’s compensation and evaluate the Chief Executive Officer’s performance against those goals and objectives;
- determine and approve our Chief Executive Officer’s compensation;
- review, oversee and determine (or make recommendations to the Board regarding) the total compensation package for our other executive officers;
- review and approve all new employment, consulting, retirement, severance and change in control agreements, indemnification agreements and other arrangements proposed for our executive officers, except for employment agreements with the Chief Executive Officer or Chief Financial Officer, with respect to which it shall review and make recommendations to the Board, and periodically review and evaluate these arrangements for continuing appropriateness;
- review and make recommendations to the Board regarding the compensation of our non-employee directors;
- adopt and periodically review a comprehensive statement of executive compensation philosophy, strategy and principles;
- develop and monitor compliance with one or more policies for the recovery or clawback of erroneously paid compensation, including determining the extent, if any, to which incentive-based compensation of any current or former executives should be recouped or forfeited;
- review and discuss with management how the Company’s compensation policies and programs for all of its employees may create incentives that can affect risk and the management of that risk, as well as whether the Company’s compensation programs are appropriately aligned with the Company’s risk management; and
- exercise oversight responsibility for human capital management matters, such as compensation, engagement, diversity and inclusion, talent recruitment and development, pay equity and company culture.

The Compensation Committee may delegate its authority and duties to subcommittees or individual members of the Compensation Committee, as it deems

Number of Meetings in Fiscal 2024: 5

Pursuant to its charter, the Compensation Committee has sole authority to retain or obtain advice from any compensation consultant, legal counsel or other advisor, as the Compensation Committee deems appropriate to assist the Compensation Committee in the performance of its duties, including the sole authority to approve the compensation and other terms and conditions of retention. Prior to any such retention, and on an annual basis, the Compensation Committee considers any factors relevant to such consultant's, legal counsel's or advisor's independence from management, including the factors specified in the NYSE Corporate Governance Standards or other listing rules, to evaluate whether the services to be performed will raise any conflict of interest or compromise the independence of such consultant, legal counsel or advisor. Semler Brossy Consulting Group, LLC (Semler Brossy) served as the Compensation Committee's independent compensation consultant in 2024. During 2024, the Compensation Committee instructed Semler Brossy to provide the following compensation services:

- review and recommend the peer group of companies used in evaluating executive and director compensation;
- provide information and commentary on executive and director compensation market trends;
- collect and analyze market pay data on director and executive compensation;
- review and provide commentary and recommendations on our executive and director compensation arrangements in comparison to market; and
- review and provide commentary on our proxy disclosures and management proposals concerning executive pay.

For additional information regarding the services provided by Semler Brossy, please see the Compensation Discussion & Analysis section.

In 2024, Semler Brossy and its affiliates did not provide additional services to the Company other than at the request of the Compensation Committee. After review and consultation with Semler Brossy, the Compensation Committee determined that Semler Brossy is independent, and there is no conflict of interest resulting from retaining Semler Brossy currently or during 2023. In reaching these conclusions, the Compensation Committee considered the factors set forth in the SEC rules and the NYSE listing standards.

Nominating and Governance Committee

Members:



John
E.

Sununu (Chair)

Edward J. Ludwig
Susan E. Morano
Ellen M. Zane

Number of Meetings in

Fiscal 2024: 4

Each member is a non-employee director and meets the independence requirements of the NYSE.

Functions:

As outlined in its written charter, the Nominating and Governance Committee has responsibility to, among other things:

- recommend nominees for election and re-election to the Board;
- ensure Board nominees are qualified and consistent with our needs;
- monitor significant developments in the law and practice of corporate governance for directors of public companies;
- recommend Board committee assignments;
- review and recommend Board policies and procedures;
- review political contributions made by the Company;
- monitor compliance with our stock ownership guidelines and with our related party transactions and board service policies;
- oversee the Board and each committee of the Board in their annual performance self-evaluations;
- recommend to the Board candidates for Chair and Chief Executive Officer;
- review and assess a succession plan for the Chief Executive Officer; and
- monitor developments and oversee the Company's practices and policies related to sustainability, environmental and social issues, and other matters impacting the Company's standing as a responsible corporate citizen.

The Nominating and Governance Committee is also responsible for reviewing with the Board, on an annual basis, the current size, structure and composition of the Board as a whole, and whether the Company is being well served by the current directors taking into account the following: the directors' degree of independence; business background, including any areas of particular expertise, such as accounting or related financial management expertise, marketing or technology; record of service (for incumbent directors), including attendance record and meeting preparation; overall contribution to the Board; employment status; gender; race/ethnicity; years of experience; availability for service to us; and our anticipated needs based on our

Risk Committee

Members:



Yoshiaki Fujimori (Chair)

Charles J. Dockendorff

Jessica L. Mega

Cheryl Pegus

David S. Wichmann

Number of Meetings in

Fiscal 2024: 4

Functions:

As outlined in its written charter, the Risk Committee is charged with providing Board oversight of matters relating to: (i) the enterprise-wide approach to risk management; (ii) regulatory compliance; (iii) the quality and safety of our products; and (iv) our insurance program.

The Risk Committee has responsibility to, among other things:

- review our guidelines, processes and policies to monitor, assess, evaluate and manage risk;
- review regular reports from management on matters relating to strategic and operational initiatives, financial performance and legal developments, which are each integrated with enterprise-risk exposures;
- review, at least annually, the significant non-financial compliance matters, including significant legal or regulatory compliance risks;
- review the adequacy and effectiveness of our strategies and practices with respect to (i) compliance with laws and regulations administered by applicable state, local and foreign agencies, (ii) the safety and quality of our products, and (iii) other material aspects of our quality and compliance functions, including our Code of Conduct;
- conduct periodic review of reports regarding significant compliance matters from the senior executives in charge of our internal quality program and compliance functions, including (i) our efforts to comply with key mandates of applicable state, local and foreign agencies, and (ii) the results of quality and quality system assessments;
- stay informed of major regulatory changes both domestically and internationally to ensure we are poised to meet new standards;
- periodically review our cybersecurity and data privacy programs and make

Compensation Committee Interlocks and Insider Participation

From January 1, 2024 through March 31, 2024, the members of our Compensation Committee were Nelda J. Connors (who retired from the Board effective May 2, 2024), Mss. Mega and Zane and Messrs. Fujimori and Ludwig. Other than Dr. Pegus (who joined the Board and the Compensation Committee in May 2024), Ms. Connors who retired from the Board on May 2, 2024, and Mr. Fujimori who resigned from the Compensation Committee effective April 1 to be Chair of the Risk Committee, from April 1, 2024 through December 31, 2024, the members of the Compensation Committee were Mss. Mega and Zane and Mr. Ludwig. None of these Compensation Committee members is or has ever been an officer or employee of the Company. During 2024, no member of the Compensation Committee had a relationship that must be described under the SEC rules relating to disclosure of related person transactions. In 2024, none of our executive officers served on the board of directors or compensation committee (or other board committee performing equivalent functions) of any entity that had one or more of its executive officers serving on the Board or the Compensation Committee of the Company.