



## Compensation Committee Charter

As of October 20, 2023

### I. Purpose of the Committee

The Board of Directors (the “**Board**”) has established the Compensation Committee (the “**Committee**”) of the Board (1) to oversee the Company’s executive compensation plans and practices; (2) to review risks associated with the Company’s compensation plans and arrangements; (3) to review and discuss with management the Company’s compensation discussion and analysis (“**CD&A**”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission (“**SEC**”); and (4) to prepare the Compensation Committee Report as required by the rules of the SEC.

### II. Members of the Committee

The Committee will consist of at least three members of the Board, all of whom satisfy the independence requirements of the New York Stock Exchange (“**NYSE**”) and are qualified to discharge the Committee’s responsibilities, as determined by the Board. It is intended that each member of the Committee will satisfy the “Non-Employee Director” definition contained in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”). Members of the Committee will be appointed (and may be removed) by the Board and will serve in accordance with the Bylaws of the Company. The Board will designate the Chair of the Committee (the “**Chair**”). Each member of the Committee shall serve until such member’s successor is elected and qualified or until such director’s earlier resignation or removal.

To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees (which shall consist of one or more members of the Committee) and delegate authority to such subcommittees hereunder as it deems appropriate.

### III. Meetings

The Committee shall meet at least annually and from time to time as deemed necessary or appropriate by the Chair to carry out its responsibilities. The Chair, in consultation with the other Committee members, will determine the frequency and length of the meetings and will set agendas consistent with this Charter.

The Committee may invite such members of management and third parties to its meetings as it deems appropriate. The Chief Executive Officer (“**CEO**”) shall not be present during voting or deliberations on his or her compensation. The Committee shall meet regularly in executive session without members of management present.

The Committee shall maintain written minutes of all meetings and consent actions, which shall be filed with the records of the Company and made available to the Board. The Committee will make regular reports to the Board with respect to its activities. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communication equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements of the Board.

### IV. Responsibilities of the Committee

The Committee is responsible to the Board for the following activities:

- Determining and approving the compensation for the CEO and the Company’s other executive officers. In doing so, the Committee will evaluate their performance in light of goals and objectives

established by the Committee and such other factors as the Committee deems appropriate in the best interests of the Company and in satisfaction of any applicable requirements of the NYSE and any other legal or regulatory requirements. In determining executive compensation, the Committee shall consider the results of the most recent most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("**Say-on-Pay Vote**").

- Reviewing and recommending to the Board for approval the frequency with which the Company will conduct Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes, and reviewing and approving the proposals regarding the Say-on-Pay Votes and the frequency of the Say-on-Pay Vote to be included in the Company's annual proxy statement.
- Determining and reviewing the peer group, market index or other suitable comparative measure that the Committee deems appropriate to evaluate or benchmark executive compensation levels, design practices and relative performance.
- Reviewing and recommending for Board approval (or approving, where applicable) the adoption and amendment of the Company's director and executive officer incentive compensation and equity-based plans. The Committee has the responsibility for recommending to the Board the level and form of compensation and benefits for directors.
- Administering the Company's incentive compensation and equity-based plans that are to be administered by the Committee or a committee of independent directors, and approving such awards thereunder as the Committee deems appropriate. The Committee shall have the right, from time to time, to delegate its authority as administrator to the Company's CEO or to a subcommittee, but no such delegation shall be permitted if the authority is required by law, regulation, or listing standard to be exercised by the Committee as a whole. The Committee has discretionary authority to interpret provisions of executive compensation plans.
- Developing and recommending to the Board for approval any compensation recoupment or "clawback" policy, as well as any revisions to such policies, and monitoring compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employees should be recouped or forfeited, in accordance with any applicable standards, rules, regulations or laws regarding recoupment policies.
- Reviewing and discussing with management the CD&A required by the SEC rules and regulations, as well as recommending to the Board whether the CD&A should be included in the Company's annual proxy statement or other applicable SEC filings.
- Preparing a Compensation Committee Report for inclusion in the Company's applicable filings with the SEC. The report will state whether the Committee reviewed and discussed with the management the CD&A, and whether, based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the Company's annual proxy statement or other applicable SEC filings.
- Reviewing and approving the terms of employment agreements, severance agreements, retirement benefits or change of control agreements that are entered into between the Company and any executive officer.
- Reporting to the Board as the Committee deems appropriate, and as the Board may request.

- Reviewing on a periodic basis a summary of material employee benefit plans and practices, provided that the Committee shall not be deemed a fiduciary of any such plan nor shall it have any fiduciary duties with respect to any such plan.
- Performing such other activities consistent with this charter, the Company's Bylaws, governing law, the rules and regulations of the NYSE and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

The responsibilities of a member of the Committee are in addition to those responsibilities set out for a member of the Board.

#### **V. Assistance from Others**

The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any compensation consultant, independent legal counsel or other advisers to be used to assist in the performance of its duties and responsibilities as delegated by the Board, including, but not limited to, the evaluation of director, CEO or executive officer compensation, but only after taking into consideration all factors relevant to the adviser's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual (as the same may be amended or supplemented from time to time).

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, including independent counsel, accountants, financial analysts or others, and shall have sole authority to approve such adviser's fees and the other terms and conditions of such adviser's retention.

The Committee shall have full, unrestricted access to Company personnel and records and will be provided the necessary resources to accomplish its stated duties and responsibilities. Specifically, the Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

#### **VI. Performance and Charter Evaluation**

The Committee will conduct such annual and other self-evaluations as it deems appropriate, including to satisfy any applicable requirements of the NYSE and any other legal or regulatory requirements. The results of such evaluation and any proposed changes shall be presented to the Board.

In addition, the Committee shall review and reassess the adequacy of this Charter periodically as appropriate and recommend any proposed changes to the Board for its approval.