

PUBLIC POLICY COMMITTEE CHARTER

Purpose

The Public Policy Committee (the “Committee”) is appointed by the Board to:

1. Assist the Board in identifying, evaluating and monitoring social, political and environmental trends that could affect the Company’s business activities and performance;
2. Assist the Board by reviewing management’s proposed actions to anticipate and adjust to such trends so as to more effectively achieve the Company’s long-term business goals: and
3. Monitor the Company’s global reputation and review management’s proposals for actions the Company can take to be, and be known as, a good and welcome citizen in the communities in which it participates while furthering its long-term business objective.

Authority and Responsibilities

1. The Committee shall periodically review and make recommendations to the Board on, and monitor the Company’s compliance with, the Company’s policies, programs and practices with regard to: (1) health, safety and environmental protection; (2) government relations and political contributions; (3) corporate philanthropy; (4) the conduct of business in sensitive countries and (5) corporate image advertising.
2. The Committee shall review and approve the Company’s budget for political contributions and monitor the Company’s compliance with such budget.
3. The Committee shall review the administration of any *U.S. based* political committee of the Company’s employees (commonly know as “Political Action Committees” or “PACs”).
4. The Committee shall review and approve the Company’s annual budget for charitable contributions and monitor the Company’s compliance with such budget.
5. The Committee shall be assisted by corporate staff members, and may also obtain assistance from such other persons, who need not be employees of the Company, or organizations, as it may deem advisable, with the expenses incurred borne by the Company.

6. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

Membership

The Committee shall consist of three or more members appointed by the Board on the recommendation of the Committee on Directors' Affairs.

Meetings

Except as otherwise required by the By-Laws or the Certificate of Incorporation of the Company, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Chairperson of the Committee shall be responsible for scheduling all meetings of the Committee and providing the Committee with a written agenda for each meeting. The Chairperson shall preside at the meetings of the Committee. In the absence of the Chairperson, the majority of the members of the Committee present at a meeting shall appoint a member to preside at the meeting.

The Committee shall make regular reports to the Board, and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. The Secretary or an Assistant Secretary of the Company shall keep the minutes of the Committee, which shall be distributed to all Board members.

The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the By-Laws or this Charter.

Delegation

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee, and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board of Directors as appropriate.

Miscellaneous

The Committee shall annually review its own performance.

Nothing in this Charter shall be deemed to amend the provisions of the By-Laws with respect to this Committee or other committees of the Board absent a separate resolution of the Board expressly amending the By-Laws.