



Section 162(m) Subcommittee Charter

SUBCOMMITTEE DESIGNATION

There is a subcommittee of the Compensation Committee called the Section 162(m)

Subcommittee (the "Subcommittee" 84.5 (1(a)2..com) TTT1 1 Tf-0.004 Tc 0.004 Tw 13 0 13 1563 2 Tm(S)1

Other

5. It is the responsibility of the Subcommittee to maintain minutes of its meetings and report, through its Chair, to the Compensation Committee on significant results of each meeting.

6. Subject to the terms of the Charter of the Compensation Committee, (a) the Subcommittee may, in its sole discretion, retain (or terminate) or obtain the advice of any compensation consultant, independent legal counsel or other adviser and (b) the Subcommittee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Subcommittee. If the Subcommittee retains any compensation adviser (as defined in the Charter of the Compensation Committee), it shall engage in the analysis in which ~~§ 153~~ (n w)-2.5 (h)004B>2.5 (h) ~~§ 153~~