



*Effective Date: December 10, 2014*

## **Risk Committee Charter**

### **Purpose**

The purpose of the Risk Committee (“Committee”) shall be to assist the Board of Directors (“Board”) in its oversight of management’s exercise of its responsibility to assess and manage risk associated with the Company’s business and operations.

### **Authority and Responsibilities**

The Committee shall:

- Review the Company’s risk governance framework and infrastructure designed to identify, assess, manage and monitor the Company’s material risks.
- Review the risk management policies, guidelines and practices implemented by Company management.
- Oversee the allocation of risk oversight responsibilities to the Board and its committees, and obtain periodic reports from other committees of the Board regarding their areas of risk oversight.
- Oversee management’s exercise of its responsibility to identify, assess and manage material risks not allocated to the Board or another Committee.
- Oversee management’s exercise of its responsibility to appropriately manage material government and other investigations.

The Committee may, in addition, perform such other functions as are consistent with its purpose or as may be requested by the Board.

The Committee shall operate in accordance with, and have all power and authority granted by, the provisions of the Delaware General Corporation Law, and the Company’s Bylaws and Corporate Governance Principles, each as in effect from time to time.

### **Membership**

The Committee shall consist of a minimum of three directors.

### **Meetings**

The Committee shall meet at least four times per year and at such other times as requested by the Chairman of the Board, the Committee Chair or the Board.