



REPORT TO MEMBERS: MEMBERS OF THE BOARD OF DIRECTORS, INCLUDING THE CHAIRMAN, SHALL BE RESPONSIBLE FOR THE OVERSIGHT OF THE COMPANY'S FINANCIAL AND OPERATIONAL PERFORMANCE. THE BOARD SHALL MEET AT LEAST FOUR TIMES A YEAR, AND THE CHAIRMAN SHALL BE RESPONSIBLE FOR CONVENING AND ATTENDING ALL MEETINGS. THE BOARD SHALL REVIEW AND APPROVE THE COMPANY'S ANNUAL BUDGET AND FINANCIAL STATEMENTS, AND SHALL MONITOR THE COMPANY'S COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS. THE BOARD SHALL ALSO REVIEW AND APPROVE THE COMPANY'S POLICIES AND PROCEDURES, AND SHALL MONITOR THE COMPANY'S RISK MANAGEMENT PROGRAM. THE BOARD SHALL BE RESPONSIBLE FOR THE OVERSIGHT OF THE COMPANY'S HUMAN CAPITAL MANAGEMENT, INCLUDING THE RECRUITMENT, DEVELOPMENT, AND RETENTION OF KEY PERSONNEL. THE BOARD SHALL ALSO REVIEW AND APPROVE THE COMPANY'S ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG) STRATEGY, AND SHALL MONITOR THE COMPANY'S COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS. THE BOARD SHALL BE RESPONSIBLE FOR THE OVERSIGHT OF THE COMPANY'S INFORMATION TECHNOLOGY (IT) SYSTEMS, AND SHALL MONITOR THE COMPANY'S COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS. THE BOARD SHALL ALSO REVIEW AND APPROVE THE COMPANY'S POLICIES AND PROCEDURES, AND SHALL MONITOR THE COMPANY'S RISK MANAGEMENT PROGRAM. THE BOARD SHALL BE RESPONSIBLE FOR THE OVERSIGHT OF THE COMPANY'S HUMAN CAPITAL MANAGEMENT, INCLUDING THE RECRUITMENT, DEVELOPMENT, AND RETENTION OF KEY PERSONNEL. THE BOARD SHALL ALSO REVIEW AND APPROVE THE COMPANY'S ENVIRONMENTAL, SOCIAL, AND GOVERNANCE (ESG) STRATEGY, AND SHALL MONITOR THE COMPANY'S COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS. THE BOARD SHALL BE RESPONSIBLE FOR THE OVERSIGHT OF THE COMPANY'S INFORMATION TECHNOLOGY (IT) SYSTEMS, AND SHALL MONITOR THE COMPANY'S COMPLIANCE WITH ALL APPLICABLE LAWS AND REGULATIONS.

