

**CHARTER OF THE  
CAPITAL PLANNING COMMITTEE  
OF THE  
BOARD OF DIRECTORS**

**1. Mission Statement**

The Capital Planning Committee (the "Committee") is appointed by the Board of Directors ("Board") to assist the Board in its oversight of management's responsibilities for capital and liquidity planning and decision-making.

**2. Membership**

The Committee shall consist of no fewer than three members. A majority of the Committee's members shall be "independent" directors, as determined in accordance with the independence standards adopted by the New York Stock Exchange and the Securities and Exchange Commission. Members of the Committee and the Chair of the Committee shall be appointed annually, and may be removed, by the Board.

**3. Duties and Responsibilities**

The Committee shall have the following duties, responsibilities and authority:

**a. Capital and Liquidity Planning Responsibilities**

- (i) The Committee shall periodically review metrics and tolerances for managing the Company's capital and liquidity.
- (ii) The Committee shall oversee management's capital and liquidity projections and stress tests.
- (iii) The Committee shall periodically review and approve (or recommend to the Board the approval of, as applicable) certain capital and liquidity actions, such as dividends, share repurchase authorizations, and issuances of debt or equity securities.
- (iv) The Committee shall review any additional matters that the Board may direct to the Committee.

**b. General Responsibilities**

- (i) Report regularly to the Board with respect to the Committee's activities.
- (ii) Form and delegate authority to subcommittees, as the Committee deems appropriate.
- (iii) Annually review and reassess the adequacy of this Committee's Charter and recommend any proposed changes to the Board for approval.
- (iv) At least annually, review and evaluate the performance of the Committee.

- (v) Retain outside advisers when it considers such services to be necessary.

#### **4. Meetings and Operations**

The Committee shall meet as frequently as its responsibilities require. Generally, the Committee shall meet quarterly. The Committee Chair, or, in his or her absence, another designated member of the Committee, shall preside at each meeting. The Committee may meet in person or by telephone or videoconference.

At all Committee meetings, a majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those members present at a meeting at which a quorum is present (but in no event less than two members), shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings.

As adopted by the Board of Directors on May 21, 2025.