INFRASTRUCTURE AND INVESTMENT COMMITTEE CHARTER

FUNCTION:

To assist the Board of Directors in overseeing the Corporation’s investment activity, including alignment of investments with the Corporation’s strategy and evaluating the effectiveness of investment decisions. Investments include major capital outlays and expense commitments with respect to the Corporation’s core infrastructure and new initiatives, including its supply chain network, technology, real estate and business acquisitions.

MEMBERSHIP:

Committee members and the Committee Chair will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees of one or more persons, including persons who are not directors, as permitted by law and applicable stock exchange regulations, as the Committee may deem appropriate.

RESPONSIBILITIES:

1. **Review Implementation of Strategic Objectives.** Provide oversight of management’s capital investment priorities and major expense commitment plans that are intended to implement the Corporation’s strategic objectives.

2. **Infrastructure Resource Review.** Provide oversight of management’s resource allocation plans with respect to the Corporation’s infrastructure requirements, including with respect to plans for meeting such requirements through capital investments, significant increases in human resources or other expense commitments, or through reliance on third parties, whether through a contractual arrangement, joint venture or otherwise.

3. **Investment Performance.** Review performance objectives used by management to evaluate the effectiveness of the Corporation’s capital investments and major expense commitments.

4. **Business Development and Acquisition Strategies.** Review management’s plans for business development, business acquisitions and other significant business relationships, including alignment of opportunities with the Corporation’s strategic objectives, expected
return on acquisition opportunities and post-acquisition integration and performance of acquired businesses.

5. **Reporting to the Board.** Provide the Board with regular reports of the activities of the Committee.

6. **Consultants and Advisors.** Possess the sole authority to retain or terminate, as it deems necessary or appropriate, consultants or outside advisors to assist in discharging its responsibilities. The Corporation will provide appropriate funding, as determined by the Committee, for payment of any resource engaged for this purpose and for all other administrative expenses necessary for the Committee to carry out its duties.

7. **Committee Evaluation.** Annually evaluate the performance of the Committee.