



AUDIT & RISK COMMITTEE CHARTER

FUNCTION:

To assist the Board of Directors in overseeing (i) the integrity of the Corporation's financial statements; (ii) the independence, qualifications and performance of the Corporation's independent auditor; (iii) the performance of the Corporation's internal audit function; (iv) the Corporation's compliance and ethics programs; and (v) the Corporation's enterprise risk management program.

MEMBERSHIP:

The Audit & Risk Committee shall consist of at least three directors, each of whom must satisfy the independence and qualification requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission ("SEC"). The Committee will at all times endeavor to have at least one member who shall be an "audit committee financial expert" as defined by the SEC. Committee members shall not simultaneously serve on the audit committees of more than two other public companies without the approval of the full Board. 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:

A. Accounting and Reporting

1. **Review of Earnings Releases and Other Information.** Review and discuss with management the Corporation's earnings press releases, including the use of non-GAAP financial measures and any earnings guidance provided, before issuance. Discuss generally the types of financial information provided and the types of presentations to be made to analysts and rating agencies (such discussion need not occur prior to each disclosure).

2. Review of Annual and Quarterly Reports. Review and discuss with management and the independent auditors the Corporation's interim unaudited and annual audited financial statements, including disclosures made in management's discussion and analysis, the results of the independent auditor's review (or audit in the case of annual financial statements) and any other matters required to be communicated to the Committee by the independent auditor, prior to filing each Form 10-Q or 10-K, respectively. Recommend to the Board whether the audited financial statements should be included with the Corporation's Form 10-K. The Committee shall also prepare the "Report of Audit Committee" contained in the annual Proxy Statement.

3. Internal Controls. Receive information from management about any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting. Review and discuss with management and the independent auditor, the report of management on internal control over financial reporting and the independent auditor's report on internal control over financial reporting prior to the filing of the Corporation's Form 10-K.

4. General Oversight. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles and any critical accounting estimates made in the course of preparing the financial statements.

5. Regulatory Changes and Off-Balance Sheet Items. Discuss with management and the independent auditor the effect of pending regulatory changes to accounting practices, as well as off-balance sheet structures (if any) on the Corporation's financial statements.

6. Tax Matters. Discuss with management the Corporation's positions with respect to income and other tax obligations, and review periodic reports from management with respect to tax compliance matters.

B. Oversight of Independent Auditor

1. Audit Engagement and Scope. Possess sole responsibility for the appointment (subject, if applicable, to shareholder ratification), compensation, evaluation, retention, termination and oversight of the work of the independent auditor. Review proposed audit scope for adequacy of coverage. The independent auditor shall report directly to the Committee.

2. Audit Process. Discuss with the independent auditor the matters to be discussed according to the applicable auditing standards relating to the conduct and results of the audit of the consolidated financial statements and solicit concerns from the independent

auditor, including any difficulties encountered in the course of the audit work, restrictions on the scope of activities or access to requested information or significant disagreements with management and management's response. The Committee should also discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the engagement team.

3. Audit Team. Review and evaluate the lead partner of the independent audit team, and assure the regular rotation of the lead partner and other audit partners serving the account as required by law.

4. Independent Auditor's Quality Control. At least annually obtain and review a report from the independent auditor describing:

- the independent auditor's internal quality-control procedures;
- any material issues raised by the following, and any steps taken to deal with those issues:
 - the most recent internal quality-control or peer review of the independent auditor, or
 - any inquiry or investigation by governmental or professional authorities within the preceding five years involving one or more independent audits carried out by the independent auditor.

5. Auditor Independence. At least annually obtain and review a report from the independent auditor describing all relationships between the independent auditor and the Corporation. Discuss with the independent auditor any relationships or services that may affect its objectivity and independence, including whether the permitted non-audit services are compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. Consider whether, in order to assure continuing auditor independence, there should be rotation of the independent auditor itself. Present its conclusions with respect to the independent auditor to the full Board.

6. Pre-Approval of Services. Pre-approve all auditing services and permitted non-audit services to be performed for the Corporation by its independent auditors, including receiving certain disclosure, documentation and discussion of non-prohibited internal control services and tax services, as required by NYSE, SEC and PCAOB rules.

7. Employment Policies. Set policies for the Corporation's hiring of employees or former employees of the independent auditor.

C. Oversight of Internal Audit

1. Audit Plan Risk Assessment. Review and discuss with the head of internal audit the internal audit function's ongoing assessments of the Corporation's risk management processes and system of internal control, and the commitment of internal audit resources

to audit the Corporation's guidelines, policies and procedures to mitigate identified risks. Such discussions should encompass the Corporation's principal financial, accounting, internal control and related risk exposures and, as appropriate, include the Corporation's principal risk officer.

2. **Internal Audit Function.** Discuss the internal audit department's responsibilities, audit plan, budget and staffing with the head of internal audit.

3. **Internal Audit Results.** Review significant internal audit results and management's action plans.

D. Additional Accounting, Audit, and Reporting Matters

1. **Accounting and Auditing Complaints.** Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

2. **Legal Matters.** Review periodic reports of the General Counsel on litigation and other legal matters that may have a material impact on the financial statements or the Corporation's internal controls.

3. **Related Party Transactions.** Review and approve related party transactions consistent with the Corporation's Related Party Transactions – Policies and Procedures (or any successor related party transaction policy) and report to the full Board on any approved transactions.

E. Oversight of Compliance and Ethics

1. **Compliance and Ethics Programs.** Oversee the Corporation's compliance and ethics programs, including those related ethics, legal, and regulatory matters, and receive periodic reports on such programs from appropriate members of management, including information on any significant compliance and ethics issues and the budget and staffing for the Corporation's compliance and ethics function.

2. **Compliance and Ethics Monitoring.** Oversee the effectiveness of the process used by management to identify, investigate and address allegations of potential misconduct and violations of compliance and ethics policies, including the Corporation's Code of Ethics (or any successor code of conduct) and possible legal or regulatory violations.

3. **Investigations and Remediation Efforts.** Unless addressed by the Board or another Committee, oversee investigations and remediation efforts related to the Corporation's compliance and ethics program.

F. Oversight of Enterprise Risk Management

1. **Enterprise Risk Management Program.** Oversee the Corporation's enterprise risk management program to obtain an understanding of the primary enterprise risks facing the Corporation, including:

- management's process for identifying and assessing risks and, where appropriate, employing strategies for risk mitigation; and
- the budget and staffing for the Corporation's enterprise risk management function.

2. **Principal Business and Operational Risks.** Oversee the principal business and operational risks facing the Corporation, including:

- vendor risk management
- cybersecurity and information security
- privacy
- product safety, including food safety
- business continuity and disaster recovery.

3. **Coordination of Risk Oversight.** Periodically review the Corporation's approach to risk identification, assessment and mitigation strategies with the Board to facilitate coordination with the activities of the Board and other Board Committees.

G. Oversight of Supply Chain Corporate Responsibility Matters

In addition to the Committee's oversight responsibilities for the Corporation's compliance and risk management functions, the Committee shall serve as the primary Committee for oversight of management's efforts to instill responsible and ethical practices within its supply chain. This includes the human capital practices expected of the Corporation's vendors and responsible sourcing practices with respect merchandise procurement.

H. Other

1. **Investigations.** Conduct any investigation that the Committee deems appropriate, with full access to all of the Corporation's records, facilities, personnel and outside advisors, and retain outside counsel, auditors and other consultants to advise the Committee for that purpose.

2. **Meetings.** Meet as often as the Committee determines, but not less frequently than quarterly.

3. **Executive Sessions.** Periodically meet in separate executive sessions consisting solely of Committee members.
4. **Private Sessions.** Meet in separate private sessions with the Chief Financial Officer, Chief Legal & Risk Officer, and other officers of the Corporation, the internal auditors and the independent auditor periodically.
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, outside counsel, auditors and other 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, including the engagement of the independent auditor, 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.