

PUBLIC RESPONSIBILITY COMMITTEE

Purpose

The Committee is responsible for assisting the Board of Directors in its oversight responsibilities relating to the Company's practices and positions on public or social issues which affect the Company's shareholders, employees and customers.

Organization

The Committee shall be comprised of at least three directors who shall be appointed by the Board.

The Committee shall meet at least two times per year, or more frequently as circumstances warrant, and shall make regular reports to the Board on the Committee's activities.

Responsibilities

In carrying out its responsibilities, the Committee:

- Reviews with management the Company's consumer policies, especially with respect to financial privacy.
- Reviews the Company's philanthropic programs and support of charitable, educational and cultural organizations.
- Reviews the Company's public policy positions advocated in connection with proposed or existing legislation and regulation, both within the United States and internationally, and reviews the manner in which the Company conducts its government relations activities.
- Oversees the nature and amount of the Company's political contributions and operations of the Company's Political Action Committee.
- Considers the impact of the Company's policies and practices on the communities in which it operates and on the environment.
- Considers the Company's response to shareholder proposals involving issues of public or social interest.
- Has the authority to retain outside experts or advisors and shall have sole authority to approve the fees and retention terms of any such advisors.
- Establishes criteria for evaluating the performance of the Committee, conducts an annual evaluation and discusses the results of the annual evaluation with the full Board.