

- Any entity with respect to which any of the foregoing persons: (i) is an employee; (ii) is a partner or principal or serves in a similar position; or (iii) has a 10% or greater beneficial ownership interest.

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- Payments arising solely from ownership of the Company's equity securities and all holders of such class of equity securities receive the same benefit on a pro rata basis.

Review, Approval or Ratification Procedures

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5. In the event the Company becomes aware of a Related Person Transaction that has not been approved or ratified under this Policy:

(a) If the transaction is pending or ongoing, it will be submitted promptly to the Committee or Chairperson of the Committee for review, and the Committee or Chairperson shall consider all of the relevant facts and circumstances available to the Committee or the Chairperson in accordance with this Policy. Based on the conclusions reached, the Committee or the Chairperson shall evaluate all options available to the Company, including, but not limited to, ratification, amendment or termination of the Related Person Transaction; and

(b) If the transaction is already completed, the Committee or Chairperson of the Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction and/or any disciplinary action is appropriate, and shall request that the head of the Company's Internal Audit function evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or Chairperson for prior approval and whether any changes to this Policy are recommended.

6. To assist with compliance with this Policy, each director, nominee and executive officer ~~policy~~