



MEMORANDUM

To: Human Resources and Governance (HR&G) Committee
From: Mara Spak, Vice President, Human Resources
Chad V. Seely, Senior Vice President, General Counsel and Corporate Secretary
Date: August 23, 2023
Re: Item 8 – Review of 2022 401(k) Savings Plan Audit Report

HR&G Committee Charter Requirement to Review the 401(k) Savings Plan Audit Report and Proposed Amendment for 2024

Section IV(D)(1)(a) of the HR&G Committee Charter requires that the Committee review the 401(k) Savings Plan audit report (Report) annually. There is no requirement for the Committee to provide a recommendation to the Board of Directors (Board). The recommendation of acceptance is made by the Finance and Audit (F&A) Committee, not the HR&G Committee. Because the F&A Committee has a duty to review the Report and recommend to the Board whether to accept it, discussions with the HR&G Chair have led to a future governance and efficiency improvement. A revision to the HR&G Committee Charter to eliminate the HR&G Committee's duty to review the Report will be proposed as part of the Committee's annual HR&G Committee Charter review at its February 2024 meeting.

F&A Committee Consideration of Recommendation of Acceptance of the 401(k) Savings Plan Audit Report

The Report, as of December 31, 2022, as prepared by Baker Tilly US, LP, is expected to be presented to the F&A Committee at its August 30, 2023 meeting. The Report reflects no findings indicating material issues with the administration of the 401(k) Savings Plan.

For timely Form 5500 filing, at its August 30, 2023 meeting, the F&A Committee is expected to consider recommending acceptance of the Report to the Board. The Board is expected to hear the F&A Committee's recommendation on this matter as part of the F&A Committee Report at the August 31, 2023 Board meeting.

The Board decision template for this matter, including the Report, is part of the F&A Committee meeting materials under Agenda Item 4.