

## **Charter of the Environmental and Public Policy Committee of the Board of Directors**

### **I. Purpose**

The Environmental and Public Policy Committee shall provide assistance to the Board of Directors of the Company in fulfilling its responsibility to the shareholders in respect of the policies and practices that relate to the environmental, public policy and corporate citizenship considerations of the Company on a world-wide basis. The Environmental and Public Policy Committee also shall perform such other functions and exercise such other powers as may be delegated to it from time to time by the Board of Directors.

### **II. Structure and Operations**

#### *Composition and Qualifications*

The Environmental and Public Policy Committee shall be comprised of three or more directors as determined by the Board (upon the recommendation of the Nominating and Governance Committee).

#### *Appointment and Removal*

The members of the Environmental and Public Policy Committee shall be designated by the Board annually and shall serve until their successors shall be duly designated or until such member's earlier resignation or removal. Any member of the Environmental and Public Policy Committee may be removed from the Committee, with or without cause, by a majority vote of the Board. Unless a Chair is designated by the full Board, the members of the Environmental and Public Policy Committee shall designate a Chair by majority vote of the full Environmental and Public Policy Committee membership. The Chair will chair all regular sessions of the Environmental and Public Policy Committee and set agendas for Environmental and Public Policy Committee meetings.

#### *Delegation to Subcommittees*

In fulfilling its responsibilities, the Environmental and Public Policy Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Environmental and Public Policy Committee and, to the extent not expressly reserved to the Environmental and Public Policy Committee by the Board or by applicable law, rule or regulation, to any other committee of directors of the Company appointed by it, which may or may not be composed of members of the Environmental and Public Policy Committee.

### **III. Meetings**

The Environmental and Public Policy Committee shall ordinarily meet at least two times annually, or more frequently as circumstances dictate.

Any director of the Company who is not a member of the Environmental and Public Policy Committee may attend meetings of the Environmental and Public Policy Committee; provided, however, that any director who is not a member of the Environmental and Public Policy Committee may not vote on any matter coming before the Environmental and Public Policy Committee for a vote. The Environmental and Public Policy Committee also may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Environmental and Public Policy Committee may meet in executive session, as the Environmental and Public Policy Committee deems necessary or appropriate.

#### **IV. Responsibilities and Duties**

To fulfill its responsibilities and duties, the Environmental and Public Policy Committee shall:

##### *Documents/Reports Review*

- (1) Review with management strategic issues relating to environmental, public policy and corporate citizenship considerations affecting the Company's worldwide operations.
- (2) Review annually with management the Company's performance for the immediately preceding year regarding stakeholder relationships (including, as appropriate, communities, customers, dealers, employees, investors and suppliers), product performance (including safety, emissions, fuel economy, greenhouse gases, and materials), manufacturing performance (including air, energy, land, waste and water), sustainable manufacturing and public policy.

##### *Reporting Process*

- (3) Review any proposed public reports relating to environmental and public policy matters.
- (4) Report regularly to the Board (i) following meetings of the Environmental and Public Policy Committee, (ii) with respect to such other matters as are relevant to the Environmental and Public Policy Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Environmental and Public Policy Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Environmental and Public Policy Committee designated by the Environmental and Public Policy Committee to make such report.

##### *Other Matters*

- (5) The Environmental and Public Policy Committee shall perform a review and evaluation, at least annually, of the performance of the Environmental and Public Policy Committee and its members, including a review of adherence of the Environmental and Public Policy Committee to this Charter. In addition, the Environmental and Public Policy Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Nominating and Governance Committee any improvements to this Charter that the Environmental and Public Policy Committee considers necessary or appropriate. The Environmental and Public Policy Committee shall conduct such evaluation and reviews in such manner as it deems appropriate.
- (6) Perform any other activities consistent with this Charter, the By-Laws of the Company and other applicable law, rules or regulations as the Environmental and Public Policy Committee or the Board deems necessary or appropriate.