

## **BOARD COMMITTEE MEMBERSHIPS**

### **Audit Committee**

Our Audit Committee is responsible for, among other things, assisting the board of directors in its oversight of the integrity of our financial statements, of our compliance with legal and regulatory requirements, and of the independence, qualifications and performance of our independent auditors. In addition, it focuses on compliance with accounting policies and ensuring that an effective system of internal and external audit and financial controls is maintained, and oversees our policies and procedures with respect to risk assessment and risk management. Our Audit Committee will meet at least quarterly with management and the independent auditors and report on such meetings to the board of directors. The responsibilities of our Audit Committee as set forth in its charter include oversight of the following: external audit, financial reporting, public disclosure, internal controls, risk management and compliance and whistleblowing.

Our Audit Committee consists of the following directors:

- James E. Lillie (Chairman)
- Ian G.H. Ashken
- Stuart MacFarlane

### **Compensation Committee**

Our Compensation Committee consists of three directors: Messrs. Isaacs, Ashken, and Ms. Parry, and Mr. Isaacs serves as its chairman. Our Compensation Committee is responsible for determining the compensation of our executive officers. The responsibilities of our Compensation Committee as set forth in its charter include the following: assisting the board in evaluating potential candidates for executive positions, determining the compensation of our chief executive officer, making recommendations to the board with respect to the compensation of other executive officers, reviewing our incentive compensation and other equity-based plans, and reviewing, on a periodic basis, director compensation.

Our Compensation Committee consists of the following directors:

- Ian G.H. Ashken (Chairman)
- Lord Myners of Truro CBE
- Victoria Parry

### **Nominating and Corporate Governance Committee**

Our N&CG Committee is responsible for considering and making recommendations to the board of directors in respect of appointments to the board. The responsibility of our N&CG Committee as set forth in its Charter include the following: recommending directors to the board to serve as members of each committee, developing and recommending a set of corporate governance principles applicable to our company and overseeing board evaluations. It is also responsible for regularly reviewing the structure, size and composition of the board and making recommendations to the board with regard to any changes it deems necessary.

Our N&CG Committee consists of the following directors:

- Lord Myners of Truro CBE (Chairman)
- James E. Lillie
- Victoria Parry