

Clawback Policy

Our Omnibus Incentive Plan, filed on March 15, 2013 as Exhibit 10.91 to the Form 10-K contains the following “clawback” provisions in Article 10:

“Notwithstanding anything to the contrary contained herein, unless an Award agreement provides otherwise: (a) in the event of an accounting restatement due to material noncompliance by the Company with any financial reporting requirement under the securities laws, which reduces the amount payable or due in respect of an award under the Plan that would have been earned had the financial results been properly reported (as determined by the Committee) (i) the Award will be cancelled and (ii) the Participant will forfeit (A) the cash received or payable on the vesting, exercise or settlement of the Award and (B) the amount of the proceeds of the sale, gain or other value realized on the vesting or exercise of the Award acquired in respect of the Award (and the Participant may be required to return or pay such amount to the Corporation); (b) if, after a termination by a Participant from employment or services with the Company or its Affiliates, the Committee determines that the Company or any of its Affiliates had grounds to terminate such Participant for cause, then (i) any outstanding, vested or unvested, earned or unearned portion of an Award under the Plan that is held by such Participant may, at the Committee’s discretion, be canceled without payment therefor and (ii) the Committee, in its discretion, may require the Participant or other Person to whom any payment has been made or other property have been transferred in connection with the Award after the date of the conduct constituting cause, to forfeit and pay over to the Company, on demand, all or any portion of the compensation, gain or other value (whether or not taxable) realized on the vesting, payment or settlement of any other Award during the period following the date of the conduct constituting cause; or (c) to the extent required by applicable law (including without limitation the Sarbanes Oxley Act and Section 954 of the Dodd Frank Act) and/or the rules and regulations of any U.S. national securities exchange or inter-dealer quotation system on which shares of the Company’s common stock are listed or quoted, or if so required pursuant to a written policy adopted by the Company (as in effect and/or amended from time to time), Awards under the Plan shall be subject (including on a retroactive basis) to clawback, forfeiture or similar requirements (and such requirements shall be deemed incorporated by reference into this Plan and all outstanding award agreements).”