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Audit Committee

Our Audit Committee currently consists of Mr. Olson (Chair), Ms. Miller, and Mr. Nevels. Ms. Miller and Mr. Nevels qualify as independent directors under the corporate governance standards of the NYSE and the independence requirements of Rule 10A-3 of the Exchange Act. We expect a third new independent member to be placed on the Audit Committee to replace Mr. Olson within one year of the completion of this offering so that all of our Audit Committee members will be independent as such term is defined in Rule 10A-3(b)(i) under the Exchange Act and under the rules of the NYSE. Our Board has determined that each of Mr. Olson, Ms. Miller, and Mr. Nevels qualifies as an "audit committee financial expert" as such term is defined in Item 407(d)(5) of Regulation S-K.

The purpose of the Audit Committee will be to assist our Board in fulfilling its oversight responsibilities with respect to the quality and integrity of our consolidated financial statements, our compliance with legal and regulatory requirements, the independent registered public accounting firm's qualifications, performance and independence and the performance of our internal auditing department. The Audit Committee will also prepare the audit committee report required by the SEC to be included in our proxy statement.

Upon completion of this offering, the amended Audit Committee charter will be available on our website.

Risk Committee

Our Risk Committee consists of Ms. Miller (Chair) and Mr. Nevels. The purpose of the Risk Committee is to oversee the management of risks to the Company. The Risk Committee oversees our risk governance structure, risk assessment, and risk management practices. It will oversee and make recommendations to the Board regarding our willingness to accept risks and strategies related to key risks. The Risk Committee also will oversee the appointment and, if necessary, replacement of the Company's Chief Control Officer.

Governance, Compensation and Nominations Committee

Our Governance, Compensation and Nominations Committee consists of Messrs. Nuttall (Chair), Kravis, and Forehand. The purpose of the Governance, Compensation and Nominations Committee is to oversee our governance policies, nominate directors (other than KKR directors) for election by stockholders, recommend committee chairpersons and, in consultation with the committee chairpersons, recommend directors for membership on the committees of the Board. In addition, the Governance, Compensation and Nominations Committee will assist our Board with the development of our Corporate Governance Guidelines.

The Governance, Compensation and Nominations Committee is also responsible for approving, administering and interpreting our compensation and benefits policies, including our executive officer incentive programs. It will review and make recommendations to our Board to ensure that our compensation and benefit policies are consistent with our compensation philosophy and corporate governance guidelines. The Governance, Compensation and Nominations Committee will also be responsible for establishing the compensation of our executive officers and directors.

Upon completion of this offering, the Governance, Compensation and Nominations Committee charter will be available on our website.

Compensation Committee Interlocks and Insider Participation

None of our Governance, Compensation and Nominations Committee members has been one of our executive officers or employees at any time, except for Joe W. Forehand who served as interim Chief Executive