

## Nominating and Governance Committee Charter

### Purpose

The purpose of the Nominating and Governance Committee (“Committee”) is to identify, evaluate and recommend candidates for membership on the Board of Directors, to establish and assure the effectiveness of the governance principles of the Board of Directors and the Company and to establish the compensation of our directors.

This Charter shall be periodically reviewed by the Committee, and the Committee shall recommend any proposed changes to the Board of Directors for approval.

### Membership

The Committee shall be comprised of at least three non-employee members of the Board each of whom qualifies as an “independent” director under the listing standards of the New York Stock Exchange. Members shall be appointed to or removed from the Committee by a majority vote of the Board of Directors.

### Key Responsibilities

The responsibilities of the Committee shall include, consistent with and subject to applicable law, regulations and NYSE rules, the following:

- Review and recommend to the Board of Directors the criteria for the selection of director candidates.
  - Identify, evaluate, and recommend candidates for membership on the Board of Directors, assessing the appropriate mix of skills, qualifications and characteristics for the effective functioning of the Board of Directors in light of the needs of the Company.
  - Retain and terminate executive and director search firms and approve all fees and retention terms.
  - Consider existing directors for re-election, taking into consideration its assessment of the contributions of the directors selected for re-election, the criteria for the selection of director candidates and other needs of the Board of Directors.
  - Recommend to the Board of Directors a slate of director nominees for election at the Company’s annual meeting of shareholders and in the event of a vacancy on or increase in the size of the Board of Directors, recommend a director nominee to fill such vacancy or new seat.
  - Consider the nomination by any shareholder of a candidate for election as a director of the Company, to the extent that such shareholder nomination is made in accordance with the Company’s By-laws.
  - Oversee the handling of shareholder proxy proposals.
  - Evaluate the performance of the Board of Directors as a whole, the Committees of the Board of Directors and the performance and contribution of each individual director.
  - Review periodically the Company’s definition of independence and ensure director independence and qualifications, and recommend training and orientation programs, as appropriate.
  - Recommend Board structure, including size, committee assignments and overall composition.
  - Review and recommend to the Board of Directors the compensation for outside directors.
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- Recommend to the Board of Directors termination of individual directors in accordance with Company policy, for cause or other appropriate reasons and review and make a recommendation to the Board of Directors with respect to any resignation tendered by a director of the Company.
- In conjunction with the Audit Committee, review the Company's code of ethics and compliance policies.
- Periodically review and recommend revisions to the Company's Guidelines for Corporate Governance.
- Advise and make recommendations to the Board of Directors on corporate governance matters, to the extent these matters are not the responsibility of other committees.
- Perform such other duties as delegated by the Board of Directors.
- Report to the Board of Directors on a regular basis the Committee's activities.

### **Procedures and Resources**

The Committee shall meet as frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

The Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate. Minutes shall be kept of meetings, and the Committee shall make periodic reports to the Board of Directors.

The Company shall provide the Committee with such resources (including but not limited to appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisors retained by the Committee), personnel and assistance as needed to fulfill its duties. The Committee shall have the authority to retain any advisors to assist it as reasonably necessary in performing its duties.

The Committee will consult with the Chief Executive Officer on all matters as may be appropriate and meet as often as necessary to properly discharge and perform its duties and responsibilities.

The Committee will conduct an annual evaluation of the Committee's performance as compared to the requirements of this Charter and provide an annual report to the Board regarding the discharge of its responsibilities.

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