



NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee (the "Committee") of the Board of Directors (the "Board") shall assist the Board in:

- (a) identifying qualified individuals to serve as Board members and recommending committee assignments and responsibilities to the Board;
- (b) evaluating Board effectiveness, developing and recommending to the Board corporate governance guidelines, and generally advising the Board on corporate governance and related matters; and
- (c) overseeing the Company's risk management processes, including assessing the appropriateness of the Company's strategy in light of the risks of the strategy, reviewing the Company's risk management philosophy and appetite for risk, and reviewing the alignment of business practices with the risk management philosophy, and
- (d) reviewing and evaluating the Company's strategies, policies and practices relating to social and environmental issues to support the sustainable and responsible growth of the Company's business.

Governance

1. *Membership:* The Committee shall be composed of not fewer than three directors, appointed by the Board, each of whom shall serve until such member's successor is duly elected and qualified or until such member resigns or is removed. All of the members shall satisfy the independence requirements of the NYSE listing standards and any other legal requirements as shall from time to time be in effect. The Board of Directors shall determine the independence of directors for this purpose, as evidenced by its election of such Committee members.

The Board shall review the composition of the Committee annually and fill vacancies. The Board shall elect the Chairman of the Committee, who shall chair the Committee's meetings.

Members of the Committee may be removed, with or without cause, by a majority vote of the Board.

2. *Meetings:* The Committee shall meet at least twice annually, or more frequently as the Committee Chairman determines, and may meet periodically in executive session without Company management present. In addition to the Committee members, the Chairman of the Board and the Lead Director may attend the meetings, but only Committee members may vote. The Committee may invite to meetings other members of the Board, members of management, outside professionals, and others it deems necessary or appropriate to fulfill its duties. The Chairman of the Board, the Lead Director, or the Chairman of the Committee may call meetings of the Committee. The members and other participants may attend any meeting by means of conference telephone or similar equipment that enables all meeting

participants to communicate with one another. The Chairman of the Committee, in consultation with the Committee members, the Chairman of the Board, and the Lead Director, will develop the agendas for the Committee's meetings.

3. *Quorum*: A simple majority of Committee members, in attendance personally or telephonically, constitutes a quorum for the conduct of business. The vote of a majority of the members present at any meeting at which there is a quorum is sufficient to take official action on behalf of the Committee, except as hereinafter provided. No proxy voting shall be permitted.

Whenever a Committee member has a personal interest in a pending decision, that member shall disclose to the other members the material facts involved and the member's personal interest.

4. *Action by Consent*: Official Committee action may also be taken by unanimous written consent of all the Committee members.
5. *Reporting to Board*: The Committee Chairman will regularly report to the full Board regarding the Committee's activities.
6. *Authority and Funding*: The Committee shall have the authority to retain outside counsel and other experts, including the authority to approve the retention terms and payment for such experts. The Company will provide the necessary funding for the Committee's activities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.
7. *Self-evaluation*: The Committee will evaluate its performance annually and report its conclusions and recommendations to the Board.
8. *Amendment of Charter*: This Charter may be amended or modified at any time by majority vote of the Board of Directors. The Committee shall review this Charter periodically and recommend changes to the Board for adoption.

Responsibilities

1. *General Responsibilities*: The Committee shall:
 - (a) identify, evaluate and recommend director candidates;
 - (b) oversee the practices, policies and procedures of the Board and make recommendations regarding governance issues including the size, structure and composition of the Board; and
 - (c) oversee the Company's risk management processes. The Committee's role with respect to risk is one of oversight, and as such the Committee relies on the expertise and knowledge of management, auditors, and other experts. Management of the Company is responsible for ensuring that the Company's risks are properly identified, monitored and managed. It is not the responsibility of the Committee to plan or conduct risk assessments, to provide assurance of compliance with laws and regulations, nor to provide assurance with respect to the adequacy of internal policies, practices, procedures or controls.

2. *Specific Duties:* In accomplishing the Committee's purposes, and in addition to any other responsibilities which may be properly assigned by the Board, the Committee will have the following authorities and responsibilities:
- A. The Committee will recommend to the Board as director nominees individuals with high degrees of personal and professional integrity. Director nominees will have demonstrated exceptional ability and judgment and will be chosen with the primary goal of ensuring that the entire Board collectively serves the interests of the shareholders. The Committee will conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates; including their suitability for committee assignments and their potential to contribute to having a balanced cross section of background, business skills, and experience in Board membership. Potential nominees' ability to devote the necessary time and energy to fulfill Board responsibilities, including other obligations already undertaken, will be considered. Any potential conflicts with the Company's interests will be evaluated and disclosed to the Board prior to placing a candidates' name in nomination. The Committee will also assess the contributions and obligations of the Company's incumbent directors in connection with their potential re-nomination. In identifying and recommending director nominees, the Committee members may take into account such factors as they determine appropriate, including recommendations made by the Chairman, the Chief Executive Officer, or the Lead Director, as well as recommendations received from shareholders.
 - B. The Committee will advise the Board on the appropriate structure and operations of all committees of the Board, including committee member qualifications. The Committee may review and recommend to the Board committee assignments, including additional committee members to fill vacancies as needed.
 - C. The Committee will periodically review and recommend to the Board appropriate revisions to the Company's corporate governance documents, including its articles of incorporation, bylaws, and corporate governance guidelines. The Committee will monitor compliance with the corporate governance guidelines.
 - D. The Committee will review the appropriateness of continued service on the Board of members whose business or professional affiliations have changed or who contemplate accepting a directorship on another public company board or an appointment to an audit or compensation committee of another public company. The Committee will also evaluate the potential impact upon the Company or the Board of all requests for senior executives of the Company to undertake significant additional responsibilities outside the affairs of the Company, such as service on other boards of directors. In preparing its recommendation to the Board, the Committee will evaluate such requests for potential conflicts of interest, and as to whether the added workload associated with the position would be so unduly burdensome as to be detrimental to the Company or the Board.
 - E. The Committee will make recommendation to the Board on policies for director retirement.
 - F. The Committee will make recommendations to the Board regarding orientation for new directors, as well as continuing education for all directors.
 - G. The Committee will receive periodic reports on developments, trends and best practices in corporate governance and take such actions in accordance therewith as it deems appropriate.
 - H. To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees and delegate authority hereunder as it deems appropriate.
 - I. The Committee will provide for or lead an evaluation process for the Board and its various committees (including the Committee) as it deems appropriate, including to satisfy any applicable

requirements of the New York Stock Exchange and any other legal or regulatory requirements. This process may be either a self-evaluation or an evaluation conducted by a qualified third party at the Committee's discretion.

- J. The Committee will perform such other activities consistent with this charter, the Company's bylaws, governing law, the rules and regulations of the New York Stock Exchange and such other requirements applicable to the Company as the Committee or the Board deems necessary or appropriate.
- K. The Committee will review the major risks to the business, particularly those identified by management, and discuss with management the Company's risk assessment process, management's plans to control or mitigate the identified risks, and the proper disclosure of the risks to the Board and its committees. The Committee will also monitor the identified enterprise risks and review with management the amount of risk the Company is willing to accept or retain.
- L. The Committee shall not be responsible for oversight of those risks where oversight responsibility is allocated to the full Board or another committee of the Board. The Committee recognizes that other Board committees may engage in specific risk monitoring through their respective activities. Where oversight responsibility is shared, the Committee will maintain effective oversight through oral or written reports from the other committees.