

## NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Nominating and Governance Committee (the "Committee") of the Board of Directors shall consist of such members, including a Chair, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. A majority of the members of the Committee shall constitute a quorum for all purposes, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee. To the extent permitted by applicable law, the Committee may delegate duties and responsibilities to one or more members or subcommittees as it deems appropriate.

Each member must be independent, as defined in the listing standards of the New York Stock Exchange ("NYSE"), and, to the extent determined by the Board to be necessary or appropriate, shall satisfy all requirements necessary from time to time to be "non-employee directors" under SEC Rule 16b-3 and related regulations, all as amended from time to time. No member may have any relationship that could interfere with his or her exercise of independent judgment in performing the functions of the Committee. The responsibilities and authority of the Committee shall be as follows:

1. Recommend to the Board nominees for election as Directors, which recommendations may include potential candidates submitted by any shareholder or group of shareholders in accordance with the Company's Bylaws. In making recommendations, the Committee should consider the following factors:
  - (a) the characteristics described in the Company's Corporate Governance Principles;
  - (b) whether the member/potential member is subject to a disqualifying factor as described in the Corporate Governance Principles;
  - (c) the performance of an existing member on the Board, and on any Committees on which he or she has served, and, as a part of such consideration, the Committee may consult with the Chairman of the Board or the Chairman of the specific Committee as to their assessment of such performance;
  - (d) whether an existing member has reached retirement age or a term limit as described in the Corporate Governance Principles;
  - (e) the member's/potential member's independence;
  - (f) whether the member/potential member would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation or Audit Committee guidelines;

- (g) the extent of the member's/potential member's business experience, technical expertise, or specialized skills or experience; and
  - (h) whether the member/potential member, by virtue of particular experience relevant to the Company's current or future business, will add specific value as a Board member.
2. Recommend to the Board whether to accept a director's resignation, or take other action, if a director (a) fails to receive a majority of the votes cast as specified under the Company's Bylaws; (b) experiences changes in principal occupation or significant changes in circumstances with respect to a change in employment status or responsibility, as set forth in the Corporate Governance Principles; or (c) triggers the age limitation clause set forth in the Corporate Governance Principles.
  3. Review the Board committee structure and recommend to the Board the assignment of members to committees of the Board, and in doing so, may consult with the Chairs of the respective committees as to the performance of the candidates on those committees. The Chairman of the Board may also recommend to the committee candidates for appointment, or reappointment, as members of Board committees.
  4. Recommend to the Board compensation and benefit programs for non-management directors, which programs shall be appropriate for a corporation of the complexity and size of the Company.
  5. Administer the Company's stock ownership guidelines for executive officers and directors, and make recommendations to the Board regarding amendments to the stock ownership guidelines.
  6. Perform an annual evaluation of the effectiveness of the Board and each Committee, its contribution to the Company, and aspects of Board performance that could be improved. The Committee shall also perform an annual evaluation of its own effectiveness. The results of the evaluation should be discussed with the full Board.
  7. Recommend to the full Board any amendments or revisions to the Company's Corporate Governance Principles.
  8. Develop and oversee an orientation program for new directors and a continuing education program for all directors.
  9. Develop and oversee the Company's mentoring program for newly appointed first-time public company directors.
  10. Review all shareholder proposals.
  11. Oversee the Company's program relating to corporate responsibility and sustainability including environmental, social and corporate governance matters.

12. Review and assess the adequacy of this charter annually and recommend to the Board any changes determined appropriate.
13. Utilize the Company's internal and outside legal advisors, and other internal staff in a reasonable manner, and shall also have the right, in its sole discretion, to obtain advice from, retain and terminate consultants, executive search firms, legal counsel and other advisers (each, a "consultant") to assist and advise the Committee in connection with its responsibilities, including sole authority to approve the consultant's fees and other retention items. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the consultants retained by the Committee. In accordance with the NYSE listing standards, the Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any consultants retained by the Committee.
14. Carry out such other duties that may be delegated to it by the Board from time to time.