

# Nominating & ESG Committee Charter



February 2023

Under a delegation of authority from the Board of Directors, the Nominating and ESG Committee (the "Committee") shall be responsible for the following:

- A. Identifying and evaluating potential nominees for election to the Board of Directors of the Corporation, consistent with criteria approved by the Board of Directors, and recommending the candidates for consideration by the full Board of Directors or shareholders of the Corporation in accordance with the Corporation's articles of incorporation and by-laws and with Georgia law.
- B. Oversight of the Company's ESG initiatives.
- C. Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the Corporation and overseeing the evaluation of the Board of Directors.

## Composition of the Committee

The members of the Committee shall be nonaffiliated, independent directors, as such term is defined by the New York Stock Exchange (the "NYSE"), shall be appointed by the Board of Directors, and shall not be officers or employees of the Corporation or have an immediate family member who is an executive officer of the Corporation (or be former officers or employees or have an immediate family member who is a former executive officer of the Corporation until three years after the employment relationship has ended). At least two of the directors appointed to serve on the Committee shall be "non-employee directors" (within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended) and "outside directors" (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder). The Chairman of the Committee shall be designated by the Board of Directors.

The Board of Directors, in selecting the members of the Committee, shall make an affirmative determination that each member is independent and that no member has a material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a material relationship with the Corporation). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board of Directors must consider all factors specifically relevant to determining whether a director has a relationship to the Corporation which is material to that director's ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to: (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director; and (ii) whether such director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation.

Members of the Committee may be removed, with or without cause, at any time upon majority vote of the Board of Directors.

### **Power and Authority**

The Corporation will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultants, independent legal counsel or any other adviser retained by the Committee.

The Committee may select a consultant, legal counsel or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management.

The Committee is authorized to nominate candidates for directors of the Corporation and to consider candidates nominated by shareholders in accordance with the Corporate Governance Guidelines. In connection therewith, the Committee shall have sole authority to retain and terminate any search firms used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

The Committee is authorized to develop and recommend to the Board of Directors a set of corporate governance principles applicable to the Corporation.

In carrying out its purposes and in exercising its power and authority as provided in this charter, the Committee shall have and may exercise all the powers and authority of the Board of Directors to the extent permitted under Section 14-2-825 of the Georgia Business Corporation Code. The Committee shall have the authority to delegate its duties and responsibilities to subcommittees as it deems necessary or advisable. The Committee also shall have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

In addition to the indemnification, exculpation, and similar provisions contained in the Corporation's articles of incorporation and by-laws or in statutory and common law and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Corporation's officers or employees, or committees of the Board of Directors or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted by Section 14-2-830 of the Georgia Business Corporation Code.

### **Duties and Responsibilities Relative to the Nomination of Proposed Directors**

The Committee shall identify and evaluate individuals qualified to serve on the Corporation's Board of Directors, and nominate, for consideration by the shareholders or the Board of Directors in accordance with Georgia law, candidates to serve as directors of the Corporation.

Specifically, the Committee shall:

1. Annually review the appropriate skills and characteristics required of directors of the Corporation as set forth in the Corporate Governance Guidelines, this Charter and other policies of the Board of Directors or this Committee regarding director nominations.
2. Develop and implement a screening process designed to identify qualified director nominees.
3. Evaluate a director candidate's independence from the Corporation's management and principal service providers, and the effect of any material relationships that might impair independence, e.g., business, financial or family relationships with the Corporation's management or service providers.
4. Recommend to the Board of Directors candidates for all directorships to be filled by the shareholders or the Board of Directors in accordance with the Corporate Governance Guidelines.
5. In any formal search for Board candidates, the Committee shall consider candidates who reflect diverse backgrounds, including diversity of gender and race and/or ethnicity. In cases where a search firm is retained by the Committee, the Committee will direct the search firm to include in its initial slate of candidates qualified candidates who reflect diverse backgrounds, including diversity of gender and race and/or ethnicity.
6. Consider, in making its recommendations, candidates for directorships proposed by any director or by any shareholder, in accordance with procedures established by the Committee from time to time.
7. Review on a periodic basis the governance structures and procedures of the Corporation relative to the nomination and election of Directors.
8. Prepare the disclosure report of the nominating process and shareholder communications with the Board of Directors for inclusion in the proxy statement, as required by SEC Rules.

## **Duties and Responsibilities Related to ESG**

The Committee shall oversee and guide the strategy of the Company's ESG

initiatives. Specifically, the Committee shall:

1. Consider ESG issues that may arise and monitor ESG regulatory developments, and make recommendations to the Board, as appropriate.
2. Review and provide guidance to the Board and management about key environmental and social matters.
3. Review the Corporation's Sustainability Report.

4. Review and make recommendations to the Board regarding shareholder proposals and other shareholder matters.
5. Oversee and participate in, as appropriate, Corporation's shareholder engagement program.
6. Review and make recommendations to the Board when appropriate regarding the size and composition of the Board.
7. Make recommendations to the Board with respect to assignments to Committees of the Board and Committee Chairs. Review at least annually the Committees of the Board and make recommendations in number of members, function or membership, as appropriate.
8. Conduct an annual review of the Board leadership structure.
9. Fulfill other duties and responsibilities as may be assigned to the Committee by the Board, or as required by law or regulation.
10. Assess the need for any ESG specific expertise to be added to the Board.

### **Duties and Responsibilities Relative to Corporate Governance**

The Committee shall assist the Board of Directors in effectively performing its oversight functions under the New York Stock Exchange listing standards, SEC Rules and Georgia law.

Specifically, the Committee shall:

1. Develop and propose for adoption by the Board of Directors a set of formal, written guidelines for corporate governance, including a policy regarding related person transactions.
2. Periodically re-evaluate the Corporate Governance Guidelines and propose improvements to them if appropriate.
3. Oversee the evaluation of the Board of Directors
4. Review and approve or ratify all related-party transactions or relationships according to the provisions of the Corporation's Policy and Procedures with Respect to Related Person Transactions.

### **Committee Meetings and Reports to the Board of Directors**

The Committee shall meet at least twice per year. Minutes shall be kept of each meeting of the Committee. The Chief Executive Officer will function as the management liaison officer to this Committee.

The Committee shall report to the Board of Directors periodically or as required by the nature of its duties or its activities and shall make recommendations to the Board of Directors as the Committee reasonably determines are necessary or appropriate.

## **Annual Review and Assessment**

On an annual basis, the Committee shall (i) perform an evaluation and assessment of the Committee and its performance in connection with its duties and responsibilities and (ii) review, assess the adequacy of and approve this Committee Charter. The Committee shall report the results of such evaluation to the Board of Directors and recommend any proposed changes to the Board of Directors for approval.