

# Charter of the Environmental and Social Governance Committee of the Board of Directors

June 15, 2022

## I. Purpose

The purpose of the Environmental & Social Governance (ESG) Committee is to assist the Board of Directors (the “**Board**”) in fulfilling the Company’s responsibilities to provide oversight and support of the Company’s (i) environmental, health, diversity and safety compliance policies, programs and initiatives, and (ii) commitment to environmental, health, diversity and safety; corporate social responsibility; social governance; sustainability; and other related public policy matters relevant to the Company (collectively, “**ESG Matters**”) through monitoring: (1) the Company’s general strategy relating to ESG Matters, (2) communication plans with employees, investors, and other stakeholders of the Company with respect to ESG Matters, (3) anticipating developments relating to, and improving the Company’s understanding of, ESG Matters, and (4) the compliance by the Company with certain ESG Matter-related legal and regulatory requirements.

The ESG Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board of Directors. The ESG Committee will review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

## II. Composition and Meetings

The ESG Committee will be comprised of at least two directors who shall meet the independence requirements established by the NASDAQ Stock Market. The members of the ESG Committee shall be literate in the review and analysis of ESG Matters, as such qualification is interpreted by the Board in its business judgment, or must become so literate as so interpreted within a reasonable period of time after such member’s appointment to the ESG Committee. The members of the ESG Committee shall be appointed by the Board annually (normally immediately following the Company’s annual meeting of shareholders). Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The ESG Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The ESG Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.

## III. Responsibilities and Duties

In furtherance of its responsibilities, the ESG Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and to appropriately monitor on behalf of the Board and report to the Board with respect to all ESG Matters effecting the Company. In carrying out these responsibilities and duties, the ESG Committee shall:

- A. Review the status of the Company's health, safety, diversity and environmental compliance, including processes monitoring and reporting on compliance with internal policies and goals and applicable laws and regulations;
- B. Review and provide input to the Board on the management of current and emerging health, safety, diversity and environmental issues, regulations, and compliance;
- C. Review and oversee the Company's (i) policies on corporate charitable and philanthropic activities, (ii) public policy advocacy efforts, including political contributions, and (iii) policies and practices promoting diversity, inclusion, and human and workplace rights;
- D. Review presentations from, and provide oversight to, the Company's Chief Executive Officer on ESG Matters;
- E. Report regularly to the full Board and review any issues that arise with respect to ESG Matters affecting the Company;
- F. Monitor the Company's general strategy with respect to ESG Matters, and consider and recommend to the Board and Company management policies, practices, and disclosures that conform with the strategy;
- G. Consider and bring to the attention of the Board and the Company's management, as appropriate, current and emerging ESG Matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations to the Company's management, as appropriate, regarding how the Company's policies, practices, and disclosures can adjust to or address such trends and issues;
- H. Monitor the Company's internal and external communications with employees, investors, and other stakeholders regarding the Company's position on or approach to ESG Matters, including by coordinating and reviewing, as appropriate, draft responses, reports, or other disclosures to stakeholders;
- I. Annually perform a self-assessment of ESG Committee performance; and
- J. Perform such other functions as may be delegated to it by the Board.

#### **IV. Resources and Authority of the Committee**

In fulfilling its responsibilities, the ESG Committee shall have the authority, and shall be afforded resources sufficient, to engage independent consultants, legal counsel and other advisers when determined by the ESG Committee to be necessary or appropriate. The ESG Committee shall, with approval of the Chair of the Board, have authority to retain and terminate any such consultant, legal counsel or other adviser and approve the fees and other retention terms.