



Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the "Committee") recommends qualified nominees to the Board for appointment or election by the shareholders, is responsible for corporate governance matters, and provides oversight of the Corporation's environmental, corporate social responsibility and governance ("ESG") programs and practices.

Membership

The Committee shall consist of three or more members of the Board, each of whom is "independent" under the applicable requirements of the New York Stock Exchange. Members shall be appointed by the Board based upon the recommendation of the Committee. Individuals appointed to the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Meetings

This Committee shall meet at least three times per year or more frequently, in regular and executive sessions, as circumstances require. Additional meetings may be called from time to time as deemed necessary by the Committee, or at the request of the Chairman of the Board or the Chief Executive Officer. The Committee may ask members of management or others to attend meetings. An agenda will be published prior to each meeting, which shall be set by the Chair with input from other Committee members, the Chairman of the Board and the CEO. Minutes will be prepared reflecting actions taken at each meeting. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Committee Responsibilities

The Committee has the following responsibilities:

Director Nominations

- Determine nominees to be recommended to the Board to stand for election as director at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders.
- Seek out qualified nominees from appropriate sources. The Committee will consider shareholder-recommended director nominees for election in accordance with the criteria and requirements set forth in the Governance Guidelines and by-laws of the Corporation.
- In making recommendations to the Board, examine each director nominee on a case-by-case basis regardless of who recommended the nominee and take into account all factors

it considers appropriate. The Committee believes the minimum qualifications for a director set forth in the Governance Guidelines and by-laws must be met by a director nominee to be recommended by the Committee.

- Prior to making director nominations, review, either alone or with the input of the entire Board, the strategic needs of the Board and the performance and current qualifications of each person potentially standing for election or re-election.

Board Committees and Structure

- Make recommendations to the Board regarding committee appointments, including filling vacancies on committees of the Board. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the Governance Guidelines and by-laws.
- Annually review the size, structure, composition and functioning of the Board and its committees, including committee rotation and leadership, and make recommendations to the Board and committee chairs as appropriate.

Governance

- Monitor the independence, both in appearance and in fact, of current directors and nominees, and consider situations that involve actual or potential conflicts of interest that may impact director independence.
- Review and assess the channels through which the Board receives information and the quality and timeliness of information received.
- Establish procedures for the Board to conduct, not less than annually, an evaluation of the Board and individual director performance.
- Review the performance of the Chairman annually, provide feedback to the Chairman, and take such performance into account when making Board leadership recommendations.
- Oversee the annual evaluation of the Chief Executive Officer and other members of management by the Board.
- Oversee the initial orientation for new directors.
- Facilitate director participation in continuing education programs.
- Review and recommend changes to the Governance Guidelines of the Corporation.
- From time to time consider the Corporation's director retirement policy.
- Oversee the Corporation's public policy activities and, at least annually, review the Corporation's political contributions and expenditures and political contributions and expenditure policy.

- Provide oversight of the Corporation's ESG programs, policies, disclosures, stakeholder engagement and reporting; and identify, evaluate and monitor ESG-related trends, opportunities and risks that may materially affect the Corporation.
- Perform any other duties or accept any responsibilities delegated to the Committee by the Board from time to time relating to governance matters or the nomination of Board and Committee members.

Committee Reports

The Committee shall make the following reports:

- An annual report to the Board concerning Board and individual director performance and other matters deemed by the Committee to be appropriate.
- An annual performance evaluation of the Committee's performance relative to the requirements of this Charter. The performance evaluation shall also include recommendations to the Board for any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate.
- Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
- Written minutes, which shall be presented to the Board at the next Board meeting.

Other than the written minutes provided to the Board, reports to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make a report.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and may, in its sole discretion, retain or obtain the advice of search firms, legal counsel or other advisors. The Corporation must provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisor and shall have sole authority to approve such advisor's fees and the other terms and conditions of the advisor's retention.

Last updated: June 7, 2023