

Corporate Governance & Nominations Committee Charter

This Charter governs the Corporate Governance & Nominations Committee. The Committee shall review and reassess this Charter at least annually and recommend changes as appropriate for the approval by the Board of Directors.

1. Statement of Policy

The Committee is a committee of the Board. Its primary purpose is to identify, evaluate, recommend individuals qualified to become Board members, to assist the Board in discharging the Board's responsibilities relating to corporate governance, and to assist the Board to insure that documents setting forth corporate governance comply with best practices.

2. Committee Membership and Procedure

The Committee shall consist of no fewer than three members appointed by the Board. The members of the Committee shall serve until their respective successors are duly appointed by the Board or, if earlier, they cease to be directors or their resignation or removal as Committee members. The Board shall designate the Chair of the Committee. The Committee members shall each satisfy the independence requirements of the New York Stock Exchange.

Committee members shall devote a sufficient amount of time to Committee activities and responsibilities. Compensation as a director, including retainers, meeting fees and equity compensation, shall be the only compensation that a Committee member may receive from the Company.

The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it.

To effectively perform his or her role, each Committee member will seek to obtain an understanding of the responsibilities of the Committee as well as the Company's business, operations and risk.

Except as expressly provided in this Charter, the corporate governance guidelines, or the By-laws of the Company, the Committee shall fix the rules of procedure for the Committee.

3. Meetings

The Committee shall generally meet at least two times per year. Members may attend meetings in person, telephonically or by video conference and such attendance shall constitute presence at the meetings. At least a majority of the members of the Committee meeting shall constitute a quorum entitled to conduct business at the meeting. Action of a majority of the Committee members then serving, at a meeting at which a quorum is then present, shall constitute the action of the Committee. Any action which may be

taken at a meeting may be taken without a meeting and without notice by unanimous written consent of all Committee members. Notice of regular and special meetings of the Committee shall be given to the members of the Committee in the same manner and at least as far in advance as notice of such meetings of the Board are required to be given to directors. The Chair of the Committee, in consultation with management and the other Committee members, shall establish the agenda for regular meetings. Special meetings may be called by management, the Board or any Committee member, in which case the agenda for the meeting shall be limited to the purposes for which it is called and such purposes shall be described in the notice of the meeting. Any or all Committee members may waive notice of any meeting, in writing (including by email), before or after the meeting. The Committee will maintain copies of minutes of each meeting of the Committee, as well as each written consent to action taken without a meeting, in the Company's minute book.

4. Authority and Responsibilities

The Committee has the right to exercise any and all power and authority of the Board with respect to matters within the scope of this Charter, subject to the ultimate power and authority of the Board. The Board shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Corporation. The Committee has the authority to conduct any and all investigations it deems necessary or appropriate, to contact directly officers and employees and require them to provide any and all information and advice it deems necessary or appropriate, and to retain and terminate any director search, legal, accounting or other advisors it deems necessary or appropriate. The Committee has the authority to set aside for payment, pay, approve fees and other retention terms, and direct the payment of such director search, legal, accounting and other advisors. The advisors retained by the Committee shall report directly to the Committee and shall be accountable to the Committee and the Board, for their services.

Without limiting the foregoing, the Committee shall:

- Establish qualification criteria for persons to be nominated for election to the Board and each of its committees, taking into account the composition of the Board and each such committee as a whole, "independence" under the various standards applicable to the Board and each of its committees, judgment and achievements, both in commerce and society and in the ability to bring a wide diversity of skills and experience to deliberations, the balance of the business interest and experience of incumbent and, nominated directors, the need for any required expertise on the Board or one of its committees, and with respect to incumbent members of the Board, the performance of the incumbent directors.
- Actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.
- Develop a director succession plan.

- Develop and review periodically with the Board a succession plan for the Chief Executive Officer and other key executive officers.
- Make recommendations to the Board for director nominees for election at annual meetings of stockholders.
- Make recommendations to the Board for nominees for Board committees.
- Make recommendations to the Board for election of new directors or appointment of new committee members in the case of a vacancy.
- Review annually individual qualification of Committee and Board members for compliance with regulatory requirements, including the various independence standards applicable to the Board and each of its committees.
- Consider nominations of director candidates validly made by the stockholders in accordance with applicable law, rule or regulation and the Company's By-laws.
- Adopt standards and procedures for director nominations by stockholders.
- Oversee the evaluation of the Board and individual Board members and make recommendations to the Board as appropriate.
- Oversee continuous improvement in corporate governance policies and practices, including developing and recommending to the Board a Code of Business Conduct and Ethics, consider any requests for waivers from the Company's Code of Business Conduct and Ethics, and make recommendations to the Board.
- Develop and make recommendations to the Board on the Corporate Governance Guidelines for the Company.
- Serve in an advisory capacity to the Board and the Chairman of the Board on matters of organizational and governance structure.
- Review periodically, together with the Board of Directors, the quality, sufficiency and timeliness of information furnished by management to the Board in connection with meetings of the Board and its committees and other activities of the directors.
- Review at least annually best practices with respect to matters within the scope of this Charter.
- Review periodically the stock ownership guidelines and submit appropriate recommendations to the Board.
- Review periodically the Company's By-laws (including provisions relating to indemnification of directors and officers) and submit appropriate recommendations to the Board.
- Review periodically, together with the Board of Directors, directors and officers insurance policies and indemnification agreements and direct changes as appropriate.

- Review, approve and recommend to the Board the corporate governance sections of the proxy statement.
- Review and report to the Board on a periodic basis with regards to matters of corporate responsibility, diversity and sustainability performance, including trends and impacts to the Company's business of environmental, social, and governance issues.
- Make regular reports to the Board regarding its activities.
- Review any director resignation letter tendered in accordance with the Company's director resignation policy and evaluate and recommend to the Board whether such resignation should be accepted.
- Annually assess the Committee's performance.

The Board recognizes that meeting these responsibilities requires a degree of flexibility. To the extent that procedures included in this Charter go beyond what is required of a corporate governance & nominations committee by existing law and regulation, such procedures are meant to serve as guidelines rather than requirements and the Committee is encouraged to follow such different or additional procedures as it deems necessary from time to time.

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