



M&A COMMITTEE CHARTER

Purpose

The purpose of the M&A Committee of the Board of Directors of the company is to (1) assist the Board in the evaluation and oversight of the company's M&A and venture investment strategies as part of the company's corporate strategy, and (2) review, assess and approve certain potential Transactions (as defined below), in accordance with the then current Investment, Acquisition and Divestiture Resolutions adopted by the Board ("IAD Resolutions").

Meetings, Membership and Structure

The Committee shall meet at least four times each year, or more frequently, as circumstances dictate. The Committee shall be comprised of at least three Directors as determined by the Board. Appointment to the Committee, including the designation of the Chair of the Committee, shall be made on an annual basis by the Board, acting on the recommendation of the Corporate Governance and Nominating Committee. A majority of the members of the committee shall meet the independence standards of the Nasdaq Stock Market LLC and shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the company. The Chair of the Committee shall report on activities of the Committee to the Board. In fulfilling its responsibilities as set forth below, the Committee shall have the authority to delegate its authority to subcommittees, in each case to the extent permitted by applicable law.

Any member of the Committee shall consider recusing himself or herself from any discussion involving, and shall abstain from voting on, any Transaction, or any other matter, in which he or she has, or may have, an actual or apparent conflict of interest. In the event of such conflict, the Board may appoint an interim member of the Committee for the sole purpose of considering and/or approving such Transaction or other matter.

Responsibilities

1. The Committee reviews and provides guidance to management and the Board on the company's M&A and venture investment strategies as they relate to the company's overall corporate strategy. The Committee may adopt guidelines, policies and procedures, as recommended by management, for the review and evaluation of the company's M&A and venture investment strategies and any related Transactions.

2. The Committee reviews, assesses and approves, in accordance with the IAD Resolutions, certain mergers, acquisitions, divestitures, joint ventures, and venture and other strategic investments ("Transactions").
3. The Committee reviews, assesses and makes recommendations to the Board, with management, with respect to Transactions requiring Board approval pursuant to the IAD Resolutions.
4. The Committee reviews and evaluates, at least annually, the performance, including strategic, financial, operational and integration, of the company's completed Transactions.
5. The Committee participates annually in a review and evaluation of the Committee's performance.
6. The Committee reviews annually the Committee's charter and recommends any changes to the Board for approval.

Last Revised: November 29, 2023