

Nominating and Governance Committee Charter

Purpose

The purpose of the Nominating and Governance Committee (“Committee”) is to identify, evaluate and recommend candidates for membership on the Board of Directors (the “Board”), to establish and assure the effectiveness of the governance principles of the Board and the Company, to oversee the evaluation of the Board and management and to establish the compensation of our directors.

This Charter shall be periodically reviewed by the Committee, and the Committee shall recommend any proposed changes to the Board for approval.

Membership

The Committee shall be comprised of at least three non-employee members of the Board each of whom qualifies as an “independent” director under the listing standards of the New York Stock Exchange. Members shall be appointed to or removed from the Committee by a majority vote of the Board.

Key Responsibilities

The responsibilities of the Committee shall include, consistent with and subject to applicable law, regulations and New York Stock Exchange rules, the following:

- Review and recommend to the Board the criteria for the selection of director candidates.
- Identify, evaluate, and recommend candidates for membership on the Board, assessing the appropriate mix of skills, qualifications and characteristics, including diversity (as described in the Company’s Guidelines for Corporate Governance), for the effective functioning of the Board in light of the needs of the Company.
- Retain and terminate executive and director search firms and approve all fees and retention terms.
- Consider existing directors for re-election, taking into consideration its assessment of the contributions of the directors selected for re-election, the criteria for the selection of director candidates and other needs of the Board.
- Recommend to the Board a slate of director nominees for election at the Company’s annual meeting of shareholders and in the event of a vacancy on or increase in the size of the Board, recommend a director nominee to fill such vacancy or new seat.
- Consider the nomination by any shareholder of a candidate for election as a director of the Company, to the extent that such shareholder nomination is made in accordance with the Company’s By-laws.
- Oversee the handling of shareholder proxy proposals.
- Evaluate the performance of the Board as a whole, the Committees of the Board and the performance and contribution of each individual director.
- Review periodically the Company’s definition of independence and determine director independence.
- Recommend director training and orientation programs, as appropriate.

- Recommend Board structure, including size, committee assignments and overall composition.
- Recommend a succession planning process for the appointment of the Chairman of the Board and review such plan periodically.
- Review and recommend to the Board the compensation for outside directors.
- Review and make a recommendation to the Board with respect to any resignation tendered by a director of the Company.
- Oversee and receive reports at least quarterly on (1) compliance with U.S. laws and Company policies pertaining to political contributions, (2) political activities and contributions of the Maximus Political Action Committee, (3) significant lobbying priorities and related expenditures in the U.S. and (4) expenditures relating to the Company's principal U.S. trade associations.
- Oversee environmental, social and governance matters affecting the Company, to the extent these matters are not the responsibility of other committees, including climate-related risks and opportunities, and make recommendations to the Board regarding, or take action with respect to, such matters.
- In conjunction with the Audit Committee, review the Company's code of ethics and compliance policies.
- Periodically review and recommend revisions to the Company's Guidelines for Corporate Governance.
- Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees, including provisions regarding shareholder proposals within its purview.
- Periodically review the charter of each Board committee and recommend changes to the Board.
- Perform such other duties as delegated by the Board.
- Report to the Board on a regular basis the Committee's activities.

Procedures and Resources

The Committee shall meet as frequently as circumstances require. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary.

The Committee may form subcommittees and delegate authority to any subcommittee or other administrator, as appropriate. Minutes shall be kept of meetings, and the Committee shall make periodic reports to the Board.

The Company shall provide the Committee with such resources (including but not limited to appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisors retained by the Committee), personnel and assistance as needed to fulfill its duties. The Committee shall have the authority to retain any advisors to assist it as reasonably necessary in performing its duties.

The Committee may consult with the Chief Executive Officer and any other officers or employees on any matters the Committee deems appropriate.

The Committee will conduct an annual evaluation of the Committee's performance and report to the Board regarding the discharge of its responsibilities.

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