



# Nominating and Corporate Governance Committee Charter

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## I. PURPOSE

The purposes of the Nominating and Corporate Governance Committee shall be to:

1. Identify individuals qualified to become members of the Board of Directors
2. Recommend individuals to the Board as director nominees and recommend directors to serve as members of Board committees
3. Develop and recommend to the Board a set of corporate governance guidelines
4. Review and assess the Company's ethics compliance programs and its Sustainability programs, policies and practices

## II. STRUCTURE

The Nominating and Corporate Governance Committee shall consist of not less than three directors as appointed by the Board of Directors. Members may be removed by the Board of Directors in its discretion.

Each member of the Committee shall be independent as defined by the New York Stock Exchange (the "NYSE") and the U.S. Securities and Exchange Commission (the "SEC") for the purpose of this Charter. The Board of Directors shall make an affirmative determination that each member of the Committee is independent. In making that determination, the Board of Directors shall consider 1) any consulting, advisory, or other compensatory fees paid to the member, 2) any affiliations the member has with the Company, its subsidiaries and or affiliates, and 3) all other factors relevant to determining whether the member has any relationships that are material to that member's ability to be independent from management in connection with the duties of Committee membership.

The Chair of the Committee shall be designated by the Board of Directors. The Committee Chair will preside at each Committee meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of the Committee's members as the acting chair for such meeting.

## III. PROCEDURE

The Committee shall meet as often as necessary to carry out its responsibilities. Meetings may be held in person or by means of a conference telephone, videoconferencing software or other electronic technology allowing all persons participating in the meeting to hear each other at the same time. The Committee may ask members of management or others to attend

Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action. The Committee may act by unanimous consent without a meeting. Subject to legal and regulatory requirements and the requirements of the NYSE, the Committee may also delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

#### **IV. DUTIES, RESPONSIBILITIES AND AUTHORITY**

1. Establish criteria for selecting new members of the Board of Directors.
2. Lead the search for candidates qualified to become members of the Board of Directors, with consideration given to diversity, including (but not limited to) race, gender, sexual orientation and gender identity, nationality, ethnicity, professional background, and geographic and industry experience, and recommend individuals to the Board as director nominees.
3. Review the Board of Director's committee structure and recommend to the Board for its approval directors to serve as members of each Board committee.
4. Develop and recommend to the Board and annually review a set of corporate governance guidelines.
5. Ensure that an appropriate Code of Business Conduct and Ethics is in place and review the Compliance Program designed by management to ensure that its content (including the Company's health and safety programs) and implementation are appropriate to achieve and monitor compliance.
6. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of the Company's Code of Business Conduct and Ethics.
7. Review all transactions, before such transactions are entered into, if possible, between the Company and any related persons that are required to be reported under the applicable SEC regulations governing related person transactions, and approve or ratify such transactions where appropriate.
8. Oversee an annual self-evaluation of the Board and all committees of the Board.
9. Oversee the annual evaluation of management by the Board.
10. Conduct an annual performance evaluation of the Committee.
11. Have the sole authority, in its discretion, to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve the firm's fees and other retention terms.

12. Review and assess, at least annually, the Nominating and Corporate Governance Committee charter and submit changes for approval of the Board of Directors.
13. Regularly review and assess the Company's environmental, social, and governance ("Sustainability") programs, policies, and practices, including evaluation of the oversight and coordination processes between the Board and each of its committees. Review management's stakeholder engagement strategy related to Sustainability. Make recommendations to the Board in furtherance of the sustainable growth of the Company's business.
14. Perform other functions as requested by the Board of Directors.

## **V. REPORTING RESPONSIBILITIES**

The Nominating and Corporate Governance Committee is an arm of, and responsible to, the Board of Directors to which it directly reports. The Nominating and Corporate Governance Committee is responsible for regularly updating the Board of Directors about Committee activities and making appropriate recommendations.