

NOMINATING and GOVERNANCE COMMITTEE CHARTER



The Nominating and Governance Committee (the “Nominating and Governance Committee”) of the Board of Directors (the “Board”) shall be composed entirely of independent directors who meet the test for independence and any other criteria as defined and required by applicable law and/or stock exchange listing standards. The Nominating and Governance Committee shall be responsible for establishing the criteria for and reviewing the effectiveness of the Board. The Nominating and Governance Committee shall also be responsible for providing oversight with regard to Board composition and nominations, business ethics and corporate governance matters.

The Nominating and Governance Committee shall meet at least three times during the year for purposes of performing its duties. The purpose and duties of the Nominating and Governance Committee shall include, but not be limited to, the following:

- To develop standards for independence that shall be applied when screening candidates to serve as independent directors of the Board;
- To determine and recommend to the Board criteria regarding personal qualifications for Board membership and membership on Board committees;
- To develop and carry out a program of orientation for new members of the Board, to evaluate the need for ongoing director education and to develop appropriate continuing education opportunities from time to time;
- To evaluate the performance of the Board as a whole, oversee the Board’s self-evaluation processes and provide feedback to the Chairman of the Board on how the directors and the Board are functioning;
- To identify and recommend to the Board for selection, director nominees for election or re-election at the Company’s annual meeting of stockholders in each fiscal year and director candidates to fill vacancies and newly created directorships ;
- To 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;
- To evaluate Board practices of the Company and other peer companies on an annual basis and recommend appropriate changes to the Board and/or its practices;
- To review and make recommendations to the Board concerning (a) the size, structure, composition and needs of the Board;

- To oversee risks related to corporate governance and monitor the Company's compliance with legal and corporate policies regarding business ethics including the Code of Conduct;
- To consider governance issues raised by stockholders or other stakeholders in the Company, including individuals nominated by stockholders for election to the Board, and recommend appropriate responses to the Board;
- To oversee and periodically review and discuss with each of management and the Board, the Company's activities relating to environmental, social and governance (ESG) matters and the external reporting thereof, including matters related to diversity;
- To review annually the Company's director and officer indemnification policies and to evaluate and make appropriate recommendations to the Board regarding the Company's levels of D&O insurance coverage;
- To review and assess the adequacy of and update, if necessary, this Nominating and Governance Committee Charter, and the Company's Corporate Governance Guidelines and other policies related to corporate governance, and the Nominating and Governance Committee Calendar on an annual basis or more frequently if needed; and
- To otherwise carry out the duties and responsibilities set forth in this Nominating and Governance Committee Charter and any other responsibilities or duties that the Board may assign to the Nominating and Governance Committee from time to time.

The Nominating and Governance Committee shall periodically report on its activities and make recommendations to the Board of Directors, as appropriate.