

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

The purposes of the Corporate Governance & Nominating Committee (“Committee”) are to carry out the responsibilities delegated to it by the Board;

The Committee shall consist of three or more directors appointed annually by the Board of Directors of the Company (“Board”), one of whom may be designated by the Board as Committee Chairman and each of whom shall satisfy the director independence requirements of the New York Stock Exchange, and all of whom shall serve at the pleasure of the Board;

The Committee shall have at least two regularly scheduled meetings per year, at such times and places as shall be determined by the Committee Chairman or a majority of the Committee’s members deem necessary or desirable. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for adoption of any resolution. The Committee may create one or more subcommittees, and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittee. The Committee members may participate in a meeting of the Committee by means of conference call or similar communications arrangements by means of which all persons participating in the meeting can hear each other.

The Committee shall have and may exercise the powers of the Board of Directors in managing the business and affairs of the Company in accordance with the following delegated duties and functions, to:

- a. Identify and screen qualified candidates to serve as directors of the Company, consistent with the criteria approved by the Board;
- b. aid in attracting qualified candidates to the Board;
- c. consider and make recommendations to the Board concerning director nominations submitted by shareholders, provided that such nominations are accompanied by the written consent of each such nominee to act as a director and received by the Company’s Secretary in a timely manner pursuant to the Company’s governing documents and policies and applicable law, prior to the date of the annual meeting at which the candidate is to be considered for election, and provided further that the Committee is able to timely obtain sufficient information to determine the nominee’s qualifications and independence;
- d. recommend annually, prior to the solicitation of proxies, a slate of qualified candidates for election to the Board at the Annual Meeting or, if applicable, at any special meeting of the shareholders, and, in case of a vacancy on the Board, shall either recommend a candidate to fill such vacancy or recommend that the number of directors constituting the Board be reduced until a suitable candidate

is selected to fill such vacancy;

- e. review periodically and make recommendations to the Board concerning the (i) criteria for selection and retention of directors and the size, structure and composition of the Board; (ii) tenure and retirement policies for directors; (iii) structure, functions, responsibilities, membership and meetings of Committees of the Board; (iv) effectiveness of the Board and its Committees; and (v) procedures for the Committee to exercise oversight of the evaluation of the Board and management;
- f. oversee the annual evaluation of the Board;
- g. oversee the system of corporate governance of the Company, including, (i) developing and recommending to the Board a set of corporate governance guidelines for the Company, including a corporate Code of Business Conduct (ii) reviewing and reassessing the adequacy of the company's corporate governance guidelines at least annually; and (iii) recommending to the Board for approval any such changes to the corporate governance guidelines as the Committee believes are appropriate;
- h. report to the Board regularly on all matters for which the Committee has responsibility;
- i. undertake and review with the Board an annual performance evaluation of the Committee;
- j. have the sole authority to select, retain and terminate a consultant or search firm to be used to identify director candidates and to approve any compensation payable by the Company to such consultant or search firm, including the fees, terms and other conditions for the performance of such services;
- k. have the authority to obtain such advice and assistance from outside legal counsel or other advisors as the Committee determines to be necessary or advisable in connection with its duties and responsibilities hereunder, and the Company shall pay to such advisors such compensation as is determined by the Committee.
- l. periodically review, and advise the Board as required, regarding significant matters of public policy, including proposed action by the legislative, executive and judicial branches of foreign and domestic governments which may significantly affect the Company;
- m. review and advise the Board regarding the proposed adoption or amendment of major Company policies and action programs relating to matters of public policy which may significantly affect the Company;

- n. perform such other assignments and functions as may be requested from time to time by the Board, and shall have and exercise such authorities, duties and powers as may be delegated to it from time to time by the Board; and
- o. to develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.