



Director Nomination Policy

1. The Nominating and Corporate Governance Committee will observe the following procedures in identifying and evaluating candidates for election to the Company's Board of Directors.

2. The Company is of the view that the continuing service of qualified incumbents promotes stability and continuity in the board room, contributing to the Board's ability to work as a collective body, while giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating incumbent directors who continue to make important contribution to the Board and who consent to continue their service on the Board.

3. Consistent with this policy, in considering candidates for election at annual meetings of shareholders, the Committee will first determine the incumbent directors whose terms expire at the upcoming meeting and who wish to continue their service on the Board.

4. The Committee will evaluate the qualifications and performance of the incumbent directors that desire to continue their service. In particular, as to each such incumbent director, the Committee will -

- consider if the director continues to satisfy the minimum qualifications for director candidates adopted by the Committee;
- review the assessments of the performance of the director during the preceding term made by the Committee;
- and determine whether there exist any special, countervailing considerations against re-nomination of the director.

5. If the Committee determines that –

- An incumbent director consenting to re-nomination continues to be qualified and has satisfactorily performed his or her duties as director during the preceding term;
- and there exist no reasons, including considerations relating to the composition and functional needs of the Board as a whole, why in the Committee's view the incumbent should not be re-nominated,

the Committee will, absent special circumstances, propose the incumbent director for re-election.

6. The Committee will identify and evaluate new candidates for election to the board where there is no qualified and available incumbent, including for the purpose of filling vacancies arising by reason of the resignation, retirement, removal, death or disability of an incumbent director or a decision of the directors to expand the size of the Board.

7. The Committee will solicit recommendations for nominees from persons that the Committee believes are likely to be familiar with qualified candidates. These persons may include members of the Board, including members of the Committee, and management of the Company. The Committee may also determine to engage a professional search firm to assist in identifying qualified candidates; where such a search firm is engaged, the Committee shall set its fees and scope of engagement.

8. As to each recommended candidate that the Committee believes merits consideration, the Committee will –

- cause to be assembled information concerning the background and qualifications of the candidate, including information concerning the candidate required to be disclosed in the Company's proxy statement under the rules of the SEC and any relationship between the candidate and the person or persons recommending the candidate;
- determine if the candidate satisfies the minimum qualifications required by the Committee of candidates for election as director;
- determine if the candidate possesses any of the specific qualities or skills that under the Committee's policies must be possessed by one or more members of the Board;
- consider the contribution that the candidate can be expected to make to the overall functioning of the Board;
- and consider the extent to which the membership of the candidate on the Board will promote diversity among the directors.

9. It is appropriate for the Committee, in its discretion, to solicit the views of the Chief Executive Officer, other members of the Company's senior management and other members of the Board regarding the qualifications and suitability of candidates to be nominated as directors.

10. In its discretion, the Committee may designate one or more of its members (or the entire Committee) to interview any proposed candidate.

11. Based on all available information and relevant considerations, the Committee will select a candidate who, in the view of the Committee, is most suited for membership on the Board.

12. In making its selection the Committee will evaluate candidates proposed by shareholders under criteria similar to the evaluation of other candidate, except that the Committee may consider, as one of the factors in its evaluation of shareholder recommended nominees, the size and duration of the interest of the recommending shareholder or shareholder group in the equity of the Company. The Committee may also consider the extent to which the recommending shareholder intends to continue holding its interest in the Company, including, in the case of nominees recommended for election at an annual meeting of shareholders, whether the recommending shareholder intends to continue holding its interest at least through the time of such annual meeting. The Committee shall be given a reasonable period of time to duly evaluate each director candidate proposed by shareholders allowing the Committee to adequately investigate the specific qualities and skills of the candidate using the criteria specified above.

13. The Committee shall maintain appropriate records regarding its process of identifying and evaluating candidates for election to the Board.