CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

The Corporate Governance and Nominating Committee:

- reviews and reports to the Board on a periodic basis with regards to matters of corporate governance (which is defined for this purpose as the relationships of the Board, the stockholders and management in determining the direction and performance of the company), including the review of, and recommendations with regards to, stockholder proposals and the annual stockholders' meeting.

- periodically reviews and assesses the effectiveness of the Board's Guidelines on Significant Corporate Governance Issues, and recommends to the Board proposed revisions thereto.

- reviews and reports to the Board on a periodic basis with regards to matters of corporate responsibility and sustainability performance, including potential long and short term trends and impacts to our business of environmental, social, and governance issues, including the company's public reporting on these topics.

- makes recommendations to the Board regarding the size and composition of the Board and its committees, establishes procedures for the nomination process, and screens and recommends candidates for election to the Board.

- reviews with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board, including issues of diversity, age, skills such as understanding of manufacturing, technology, finance and marketing, and international background.

- reviews the continued appropriateness of Board membership of directors who retire or change from the positions they hold when they came on the Board.

- recommends to the Board whether to accept or reject a director resignation, or take other action, where a director fails to receive a majority vote as specified under our Bylaws and Guidelines on Significant Corporate Governance Issues.

- reviews annually and makes recommendations to the Board regarding the status of emeritus and retired directors.

- nominates officers for election by the Board.

- establishes and administers a periodic assessment procedure relating to the performance of both the Board of Directors as a whole and its individual members.

- reviews and makes recommendations from time to time on the adequacy and effectiveness of Board compensation in relation to other companies and with regard to trends and developments in director compensation.