



## Corporate Governance / Nominating Committee Charter

(Adopted April 24, 2013)

### I. Purpose

The Corporate Governance/Nominating Committee (the “Committee”) oversees and makes recommendations to the Board of Directors (the “Board”) regarding the Company’s corporate governance policies and practices. The Committee also assists the Board in determining selection criteria for Board members, identifies individuals qualified to become Board members, and recommends to the Board the director nominees for election to the Board annually or to fill vacancies. In addition, the Committee is responsible for oversight of the Company’s processes for compliance with significant applicable legal, ethical, and regulatory requirements, other than substantive areas where the Board has otherwise delegated specific oversight responsibility to another committee of the Board.

### II. Membership

The Committee will consist of at least two directors, each of whom must meet the independence and other requirements established by the Board and applicable laws, regulations and listing requirements. The Committee recommends and the Board appoints the members and Chairperson of the Committee, provided that if the Board has not appointed a Chairperson, the Committee may do so. The Board may remove any member from the Committee at any time with or without cause.

### III. Roles and Responsibilities

Without limiting its scope, the Committee’s roles and responsibilities will include the following:

#### *Director Selection and Nomination*

- Make recommendations to the Board regarding the size and composition of the Board and its committees.
- Make recommendations to the Board regarding the appropriate skills and characteristics required of Board members in the context of the current Board composition, and the selection criteria to be used in determining director nominees.
- Establish policies and procedures for considering stockholder nominees for election to the Board in compliance with applicable laws and regulations.
- Identify, evaluate and recommend potential new director candidates, including any potential stockholder nominees that satisfy the applicable qualification and procedural requirements.
- Retain, terminate and approve the fees and retention terms with respect to any search firm employed to identify director candidates.
- Review changes in the directors’ status and appointments or positions with other companies, as it may affect the directors’ ability to serve on the Company Board.
- Review and make recommendations to the Board regarding director independence determinations with respect to continuing and prospective directors.
- Review and make recommendations to the Board regarding proposed director nominees for election at the annual general stockholders’ meeting or to fill vacancies when applicable.
- Make recommendations to the Board regarding the directors and Chairperson who will serve on each Board committee.
- Recommend to the Board whether to accept or reject a director’s resignation, or take other appropriate action, in the event an incumbent director fails to receive the required vote for election or reelection at a meeting of the Company’s stockholders as specified under the Company’s Bylaws and Corporate Governance Guidelines.
- Review the disclosure included in the Company’s proxy statement regarding the Company’s nomination process.

#### *Corporate Governance and Compliance Oversight*

- Ensure that the charters and guidelines of the Board and its committees comply with applicable laws, regulations, listing standards and sound governance principles.
- Periodically review and update the Corporate Governance Guidelines and the charter of the Committee, and ensure other Board committees review and update their charters.
- Review stockholder proposals and recommend responses to the Board.
- Improve the knowledge and effectiveness of directors through development efforts including director orientation and

continuing education.

- Annually review, jointly with the Compensation Committee, leadership development, performance objectives, and succession planning activities led by Company management, report findings and recommend actions to the Board. Work with the Board to evaluate candidates and nominate successors for the Company's Chief Executive Officer ("CEO").
- Monitor corporate governance developments and work with Company management to maintain sound internal governance policies and practices including those related to legal and ethical conduct.
- At least annually, receive and assess a report from management regarding the Company's overall processes for compliance with significant applicable legal, ethical, and regulatory requirements.
- Review at least annually, recommend to the Board appropriate modifications of, and oversee the administration of, the Company's Code of Business Conduct and Ethics.
- Review and approve outside directorships in other companies held by the Chief Executive Officer or Senior Vice Presidents of the Company as required under the Company's Code of Business Conduct and Ethics.
- Oversee an annual evaluation of the effectiveness of the Board, its committees, and individual directors, including an annual evaluation of the Committee's effectiveness and performance, and report results and recommended actions to the Board.
- Coordinate Board and committee calendars to facilitate efficient and full coverage of agenda items.
- Work with the Board and Company management to improve the effectiveness of joint Board and Company management business and operational activities, including communications, decision making, strategic planning, and other business processes.
- Perform other oversight functions or duties as requested by the Board.

#### **IV. Organizational Matters**

Meetings. The Committee will hold meetings as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities, but in any event at least semi-annually. The Committee will keep regular minutes of its meetings and will regularly update the Board about Committee activities and findings.

Executive Sessions. The Committee will meet periodically in executive session (including executive sessions with its consultants or legal advisors, and with the Company's compliance officers), without Company management present, at such times as it deems appropriate to fulfill the Committee's responsibilities under this charter.

Subcommittees. To the extent permitted by applicable laws, regulations and listing standards, including independence requirements, the Committee may, in its discretion, delegate any of its responsibilities to subcommittees, and revoke any such delegation at any time, with or without cause. Such subcommittees will promptly report activities and decisions to the full Committee orally or in writing at a subsequent regularly scheduled meeting.

Resources, Access to Information and Advisers. The Committee has the authority to engage consultants and legal advisers as deemed necessary or appropriate, and sole authority to approve the fees and retention terms for and terminate any such consultants and legal advisers. The Company will provide the Committee with the funding and other resources the Committee deems necessary or appropriate to fulfill its responsibilities, including funding to pay for ordinary administrative expenses, and fees to consultants and advisers.

Unless the Board, the Company's Bylaws or this charter provides otherwise, the Committee may make, alter or repeal rules for the conduct of its affairs. All references to specific statutes or regulations in this charter are to such statutes or regulations as they may be amended from time to time in the future.