

**Board of Directors**  
**Nominating and Governance Committee Charter**  
**(Last approved on July 12, 2023)**

**Purpose**

The Nominating and Governance Committee is appointed by the Board to assist the Board in selecting qualified individuals to serve as Board and Board Committee members and to advise the Board concerning corporate governance matters. In carrying out its purpose, the Nominating and Governance Committee shall (1) identify individuals qualified to become Board members and to serve on Board Committees, (2) recommend to the Board the director nominees for election to the Board, (3) advise the Board concerning appropriate composition of the Board and Board committees, (4) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, (5) review various components of the Company's environmental, social and governance ("ESG") framework, (6) review and resolve conflicts of interest and (7) oversee the performance evaluation of the Board and the Chief Executive Officer.

**Organization**

The Nominating and Governance Committee shall be comprised of no fewer than three members of the Board. Each member of the Nominating and Governance Committee shall satisfy the independence requirements of the New York Stock Exchange and applicable Securities and Exchange Commission regulations.

The Board shall appoint the members of the Nominating and Governance Committee and its Chairman. The Board may, at any time, change the membership of the Nominating and Governance Committee and fill vacancies, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange and the Securities and Exchange Commission. The Compensation Committee may, in its discretion, delegate its duties and responsibilities to a subcommittee of the Compensation Committee or to other directors and officers of the Company as it deems appropriate and to the extent permitted by applicable laws, regulations, and the corporate governance standards of the New York Stock Exchange.

The Nominating and Governance Committee shall fix its own meeting schedules and rules of procedure consistent with this Charter, the By-Laws of the Company, the Corporate Governance Guidelines, and applicable law and regulatory requirements. The Chairman of the Nominating and Governance Committee may call meetings as necessary and at least once each year.

**Committee Authority and Responsibilities**

The Nominating and Governance Committee has authority to retain special legal, accounting or other consultants to advise the Committee, as it may determine appropriate, and the Company shall provide for appropriate funding as determined by the Committee for payment of all fees and expenses to any such advisors engaged by the Committee pursuant to its authority under this Charter.

The Nominating and Governance Committee shall:

1. Develop qualification criteria for Board members for approval by the Board, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board;

2. Assess and make recommendations to the Board with respect to Board determination of director independence each year;
3. Have authority to retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms, which authority may be delegated to management;
4. Recommend to the Board a slate of nominees for election to the Board at the annual meeting of stockholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of stockholders; and designate the appropriate class for which each nominee is nominated;
5. Review various components of the Company's ESG framework, including the Company's ESG oversight structure, overall ESG strategy and material disclosures regarding the oversight process and the Company's ESG initiatives, and, if appropriate, make recommendations to the Board concerning the same;
6. Recommend to the Board a slate of qualified nominees from among the serving directors for appointment to the Committees of the Board established from time to time;
7. Oversee the composition of the Board to assure that it reflects diversity, balance and effectiveness in its broadest sense (e.g., skillsets, experiences, tenure, gender, age, race, ethnicity, as well as diversity of knowledge, background and perspective) consistent with the best interests of the Company;
8. Oversee and, together with the Human Capital and Compensation Committee, conduct an annual performance evaluation of the Chief Executive Officer of the Company with input from all independent directors, and communicate the results of the evaluation to the full Board;
9. Coordinate an evaluation of the effectiveness of the Board and its committees;
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
11. Review annually its own performance;
12. Consider and act on any requests by the Chief Executive Officer or Chief Financial Officer for waivers from the Company's Code of Business Conduct and Ethics, and monitor for disclosure of such waivers as required by the New York Stock Exchange and applicable law and regulations;
13. Review, including with the Chairman of the Board, the succession plans annually for the Chairman of the Board, Chief Executive Officer and Committee Chairs, and make recommendations to the Board with respect to the selection and development of individuals to fill those positions;
14. Oversee and advise the Board and Chairman of the Board on governance policy, practices and matters of governance structure of the Company and the conduct of the Board, including the size and structure of the Board and the Board's Committee structure;

15. Review the Company's Corporate Governance Guidelines on an annual basis and recommend proposed changes to the Board as appropriate;
16. Review and make recommendations to the Board concerning procedures relating to (i) stockholder nominations of directors, (ii) stockholder communications with the Board, Board Committees and individual directors, and (iii) stockholder proposals for inclusion in the Company's proxy statement;
17. Review, consider and act upon related person transactions; and
18. Make regular reports to the Board concerning its activities.