

Nominating and Governance Committee Charter

Purpose

The Nominating and Governance Committee is appointed by the Board (1) to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) to oversee the evaluation of the Board and management; and (4) to otherwise take a leadership role in shaping the corporate governance of the Company.

Committee Membership

The Nominating and Governance Committee shall consist of no fewer than three members. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating and Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating and Governance Committee shall identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of stockholders.
3. The Nominating and Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance.
4. The Nominating and Governance Committee shall develop and recommend Corporate Governance Guidelines to the Board and shall, as needed, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Nominating and Governance Committee shall review and approve or ratify all transactions between the Company and any Related Person that are required to be

disclosed pursuant to Item 404(a) of Regulation S-K. “Related Person” shall have the meaning given to such term in Item 404(a) of Regulation S-K, as amended from time to time.

6. The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.
7. The Nominating and Governance Committee shall make regular reports to the Board.
8. The Nominating and Governance Committee shall, as and when it deems appropriate, review and reassess the adequacy of this Charter.
9. The Nominating and Governance Committee shall annually review and evaluate its own performance and shall oversee the evaluation of the Board and management.