

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### COMMITTEE'S PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") assists the Board of Directors (the "Board") in identifying qualified individuals to become directors, recommends to the Board qualified director nominees for election at the stockholders' annual meeting, determines membership on the Board committees, maintains an informed status on best practices in corporate governance, recommends a set of Corporate Governance Guidelines, oversees annual self-evaluations by the Board and self-evaluates itself annually, and reports annually to the Board on the Chief Executive Officer ("CEO") succession plan.

### COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than three members who meet the independence standards required by the New York Stock Exchange from time to time and such other requirements as are specified in the Company's Corporate Governance Guidelines. Committee members may be replaced by a majority vote of the independent directors of the Board. The Board shall designate one member of the Committee as its Chairperson.

### MEETINGS

The Committee shall meet at least twice annually or as often as necessary to carry out its responsibilities. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairperson of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

### COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall recommend director nominees for election at the stockholders' annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
  - a) Board and committee meeting attendance and performance;
  - b) experience, skills and contributions that the existing director brings to the Board; and
  - c) independence.
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.
4. A director nominee shall meet the director qualifications specified in the Company's Corporate Governance Guidelines, including that the director nominee possesses personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the full Board in collectively serving the long-term interests of the Company's stockholders.
5. The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates; to retain outside counsel and/or any other

internal or external advisors to advise the Committee or to assist the Committee in handling investigations; and to approve all related fees and retention terms.

6. The Committee shall review the Board's committee structure and recommend to the Board for its approval the directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, attendance, performance and contribution, and his or her fulfillment of his or her committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy.
7. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review annually, or more frequently if appropriate, the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall stay informed about issues related to corporate governance, including best practices, and shall make such reports and recommendations to the Board as the Committee determines is appropriate.
8. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported as the Committee deems appropriate to the Chairman, the CEO and if necessary, to the relevant committee chairman.
9. The Committee shall annually review its own performance by distributing to its members a written self-assessment and shall present the results to the Board.
10. The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.
11. Any concerns regarding non-financial matters that are reported to the Anonymous Reporting Hotline that the Audit Committee refers to the Committee shall be reviewed and investigated by the Committee.
12. The Committee will review annually, or more frequently if appropriate, the Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval. The Committee shall stay informed about related issues and best practices, and shall make such reports and recommendations to the Board as the Committee determines is appropriate.
13. The Nominating and Corporate Governance Committee shall be responsible for initiating and managing the process for election of the Lead Director and conducting the election by secret ballot.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.