

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. *Members.* The Board of Directors (the “Board”) shall appoint a Nominating and Corporate Governance Committee of at least three members, consisting entirely of “independent” directors of the Board, and shall designate one member as Chair. For purposes hereof, “independent” shall mean a director who both meets the New York Stock Exchange definition of “independence” as determined by the Board in its business judgment and satisfies the Guidelines for Determining Independence of its Members adopted by the Board.

2. *Purpose, Duties and Responsibilities.* The Nominating and Corporate Governance Committee shall identify individuals qualified to become members of the Board consistent with criteria approved by the Board, and recommend to the Board the director nominees for the next annual meeting of shareholders, develop and recommend to the Board a set of corporate governance principles applicable to the Company, and oversee the evaluation of the Board and management. The Nominating and Corporate Governance Committee shall have the authority and responsibility to:

(i) Recommend to the Board candidates for election or reelection to the Board at each annual meeting of the shareholders of the Company.

(ii) Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board.

(iii) Consider shareholder nominees.

(iv) Establish the Board’s criteria for selecting new directors.

(v) Aid in attracting qualified candidates to serve on the Board.

(vi) Review any outside directorships in other public companies held by any officer of the Company or other Company key management personnel.

(vii) Monitor and recommend the functions of the committees of the Board, the qualifications of committee members, the committee structure and operations (including authority to delegate to subcommittees) and the performance of annual self-evaluations by each committee to assess the effectiveness of the committee.

(viii) Recommend appointment and removal of members of the committees of the Board.

(ix) Advise on changes in Board compensation.

(x) Recommend to the Board the structure and schedule of Board meetings.

(xi) Consider matters of corporate governance and establish and review, periodically, the Company’s corporate governance principles and recommend changes, if any, to the Board.

(xii) Recommend to the Board the procedures to be used to select the Presiding Director and the term and duties of the Presiding Director.

(xiii) Review, periodically, the Company’s Shareholder Rights Plan.

(xiv) Review, periodically, the Company’s director retirement policies.

(xv) Consider and recommend to the Board candidates for succession at the Chairman and the Chief Executive Officer levels, including whether or not the role of the Chairman and Chief Executive should be separate or combined.

(xvi) Make such additional reports and recommendations to the Board as the Nominating and Corporate Governance Committee may see fit within the scope of its functions.

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(xvii) Retain, consult with and seek advice from appropriate management personnel, outside consultants or attorneys on any of the above matters as the Nominating and Corporate Governance Committee may from time to time deem appropriate, including the sole authority to retain and terminate any search firm to be used to identify director candidates, any compensation consulting firm retained to assist in the evaluation of director compensation and to approve such firms' fees and other retention terms.

(xviii) Annually evaluate the performance of the Nominating and Corporate Governance Committee and the adequacy of the Nominating and Corporate Governance Committee Charter.

(xix) Appoint one or more subcommittees composed of one or more directors and delegate any of its authorities or responsibilities to such subcommittees, on any of the above matters, as the Nominating and Corporate Governance Committee may from time to time deem appropriate.

(xx) Report Nominating and Corporate Governance Committee actions to the Board.

(xxi) Advise the Board on its annual self-evaluation and assessment of performance.

(xxii) Perform such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board of Directors and/or the Chairman and Chief Executive Officer.

3. *Meetings.* The Nominating and Corporate Governance Committee shall meet as often as it deems necessary or appropriate, in its judgment, but not less than four times per year, either in person or telephonically, and at such times and places as the Nominating and Corporate Governance Committee determines. The Nominating and Corporate Governance Committee shall report to the full Board with respect to each meeting and shall make such reports to shareholders as are required by applicable regulations or as are deemed advisable in the Nominating and Corporate Governance Committee's judgment. The majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum.