



Corporate Governance Committee Charter

As amended by the Board of Directors on July 30, 2025

Purpose

The purpose of the Corporate Governance Committee is to provide oversight of the corporate governance affairs and practices of the Board of Directors and the Company consistent with the long-term best interests of the Company and its shareholders; to assist with Board succession planning by identifying individuals qualified to become Board members and recommending to the Board director nominees for election by the Company's shareholders or for appointment by the Board in the event of a vacancy; to review the Board's leadership structure on a periodic basis and make recommendations regarding the appointment of the Chair of the Board; to recommend to the Board directors to serve on each Board committee; to review and assess shareholder proposals; to review and assess the Company's formation and governance documents and any proposed changes thereto; to oversee the Company's sustainability report; and to make recommendations to the Board regarding compensation of the directors.

Membership

The Committee shall consist of at least three members of the Board as the Board shall from time to time determine. Each member shall at a minimum meet the requirements to be "independent" as that term is defined by the listing standards of the New York Stock Exchange at the time of the member's appointment to the Committee.

The Board shall approve the members of the Committee on an annual basis to be effective at its first meeting following the Annual Meeting of Shareholders. Unless the Board approves a Committee Chair, the members of the Committee shall designate a Committee Chair by majority vote of the members of the Committee. The Committee Chair and/or Committee members may resign by giving written notice to the Committee and may be removed from the Committee by vote of the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be "independent" as required by the New York Stock Exchange ("NYSE") listing standards.

Authority and Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company's management and its outside advisors and auditors, to the fullest extent permitted by law.

The Committee shall have the following authority and responsibilities:

- Overseeing the corporate governance practices of the Board and the Company and recommending to the Board such changes as the Committee should deem appropriate.
 - Management shall assist with this effort by timely keeping the Committee apprised of the corporate governance practices of the Board and Company that are not consistent with leading practice.
- Identifying and recommending to the Board director nominees as required to provide a balance of independence, knowledge, experience, skill and capability on the Board with qualifications in line with those set forth in the Company's Corporate Governance Guidelines.
- At least annually assessing the independence of each director in accordance with the listing standards of the NYSE and the Company's Corporate Governance Guidelines and make recommendations to the Committee members regarding independence as appropriate from time to time.
- Reviewing and making recommendations to the Board regarding changes to the Board's committee structure and committee functions.
- Reviewing and making recommendations to the Board regarding directors to serve as committee members, after considering director's interests for committee service, independence of directors and consultation with the Chair of the Board.
- Reviewing and making recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate considering the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations.
- Reviewing and evaluating director nominees submitted by Company shareholders.
- Recommending to the Board the director nominees for the Annual Shareholder Meeting.
- Advising the Board on the size and composition of the Board and its committees considering the operating requirements of the Company and current corporate governance practices.
- Reviewing proposed changes to the Company's Certificate of Incorporation, Bylaws, and corporate governance policies, and making recommendations to the Board as the Committee deems advisable.
- At least annually, reviewing and assessing the Company's Corporate Governance Guidelines and, if appropriate, recommending to the Board changes to those guidelines.
- Making recommendations to the Board regarding the evaluation and effectiveness of the Board; and questions of possible conflicts of interest of Board members and senior executives.

- Reviewing any related party transaction brought to the attention of the Committee in accordance with the Company's Related Party Transactions Policy and Procedures and reporting all such transactions to the Board.
- Overseeing the Company's sustainability initiatives and the Company's strategy for public disclosure and reporting on sustainability.
- Making recommendations to the Board regarding the compensation of the non-employee directors.
- Reporting to the Board after each of the Committee's meetings.
- Performing an annual evaluation of the Committee's performance.
- Overseeing the annual self-assessments and evaluations of the Board and its committees.
- Overseeing the orientation and onboarding of the Company's new directors and overseeing ongoing director education.
- Recommending to the Board actions with respect to implementing the resignation and retirement policies of the Board.
- Performing an annual review of the Committee Charter and recommending any proposed changes to the Board for approval.
- Performing such other functions and activities consistent with this charter, the Company's Bylaws and other functions or activities as may be assigned to the Committee by the Board from time to time or as may be required by rules, regulations or statutes or by the NYSE listing standards.

Meetings

The Committee shall meet at least three times a year or more frequently if circumstances dictate. A majority of the members shall constitute a quorum, and a majority of the members present shall decide any question brought before the Committee. The Chair of the Committee shall establish such rules as may from time to time be necessary and proper for the conduct of the Committee's business. In the event the Chair of the Committee is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee shall have authority to delegate a portion of its authority to such subcommittees as the Committee deems necessary. The agenda and other meeting materials shall be distributed to the Committee members in advance of the meeting. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

Consultants

The Committee shall have the authority with the approval of the Board, at Company expense, to retain and terminate consultants of its selection to advise it, including the authority to approve the firm's fees and other retention terms.