



Corporate Governance Committee Charter

As amended by the Board of Directors on October 16, 2019

Purpose

The purpose of the Corporate Governance Committee is to consider and make recommendations to the Board relative to corporate governance and the Board's corporate governance principles; to assist the Board of Directors in 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; oversee the Company's corporate social responsibility report; and to make recommendations to the Board regarding compensation of the directors.

Responsibilities

The Committee shall be responsible for:

- Identifying and recommending to the Board director nominees as required to provide a balance of independence, knowledge, experience and capability on the Board with qualifications in line with those set forth in the Company's Corporate Governance Guidelines;
- Reviewing and making recommendations to the Board regarding directors to serve as committee members, after considering director's interests for committee service and consultation with the Chairman of the Board;
- Considering and making recommendations to the Board regarding nominees submitted by Company shareholders;
- Advising the Board on the size and composition of the Board in light of the operating requirements of the Company and current corporate governance practices;
- Making recommendations to the Board regarding corporate governance matters and practices, including 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 of Directors;
- Overseeing the Company's corporate social responsibility report;
- Make recommendations to the Board of Directors regarding the compensation of the Board;
- Reporting to the Board after each of the Corporate Governance Committee's meetings;
- Performing an annual evaluation of the Corporate Governance Committee's performance; and

- Perform such other functions 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.

Membership

The Corporate Governance Committee shall consist of at least three members of the Board of Directors 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 of Directors 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 Chair, the members of the Committee shall designate a Chair by majority vote of the members of the Committee. Committee members may be removed from the Committee by the Board of Directors.

Meetings

The Committee shall meet at least once 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. The Committee shall have authority to delegate a portion of its authority to such subcommittees as the Committee deems necessary.

Consultants

The Committee shall have the authority, 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.