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Governance Committee Charter

I. PURPOSE AND ACTIVITIES

Statement of Purpose

The Governance Committee (the "Committee") shall provide assistance to the Company's Board of Directors in fulfilling its responsibility for overseeing the effective governance of the Company. In connection therewith, the Committee shall:

- identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors, and recommend to the Board of Directors the Company's director nominees for election at the annual meeting of shareholders;
- oversee the independence and qualifications of the Board of Directors;
- develop and recommend to the Board of Directors the Corporate Governance Guidelines and the code of conduct and ethics applicable to directors of the Company; and
- oversee the annual evaluation of the Board of Directors.

Responsibilities

The primary responsibilities of the Committee are to oversee and monitor the Company's corporate governance policies and procedures and to evaluate and recommend the Company's director nominees to the Board of Directors for election by the shareholders. In discharging its oversight role, the Committee has the sole authority to engage, retain and terminate, when appropriate, outside legal counsel, search firms and other advisors it determines to retain to carry out its responsibilities and shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any such advisors. To assist it in carrying out its responsibilities, the Committee may delegate any portion of its responsibilities to a subcommittee denominated by it when appropriate.

As part of its responsibilities, the Committee shall:

1. Review with the Board of Directors on an annual basis (and as necessary) the size and composition of the Board of Directors, including the skills and characteristics required of Board of Directors members, and recommend proposed changes to the Board of Directors for approval.
2. Seek and identify individuals qualified to become members of the Board of Directors consistent with criteria approved by the Board of Directors, consider properly submitted recommendations for director candidates from shareholders and others, review the

qualifications of director candidates, and recommend to the Board of Directors qualified director nominees.

3. Prior to each annual meeting of the shareholders, recommend to the Board of Directors the individuals to constitute the Company's nominees to the Board of Directors and as necessary, recommend to the Board of Directors individuals to be elected by the Board of Directors to fill vacancies and newly created directorships.
4. In the event that any director is not elected by a majority of votes cast in an uncontested director election, consider and make recommendations to the Board whether to accept or reject the director's contingent resignation.
5. Identify and recommend to the Board of Directors qualified directors to serve on the various committees of the Board of Directors.
6. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate; identify directors qualified to serve as the Chairman of the Board of Directors and recommend to the Board of Directors a nominee for Chairman of the Board on an annual basis.
7. Identify likely candidates and facilitate the election of the Lead Independent Director by the independent directors.
8. Oversee the independence requirements for membership on, and the independence of members of, the Board of Directors and its committees and make recommendations to the Board of Directors with respect to independence of Board of Directors and committee members.
9. Establish and periodically review policies and procedures for the review, approval and ratification of related person transactions, as defined in applicable Securities and Exchange Commission rules, and review related person transactions.
10. Consider questions of possible conflicts of interest of Board of Directors members and management.
11. Oversee an annual evaluation of the Board of Directors, its committees and individual directors, and discuss the results of the Board and committee evaluations with the Board of Directors.
12. Review the continued appropriateness of Board of Directors membership when a director changes jobs or attains the required retirement age and review board memberships at other organizations offered to directors.
13. Evaluate the membership and membership criteria of the committees, the functioning of the committees, and the adequacy of and proposed changes to the committees' charters, at least annually, and recommend any changes to the Board of Directors.
14. Review and assess the adequacy of the Corporate Governance Guidelines at least annually, and recommend proposed changes to the Board of Directors for approval.

15. Oversee risks relating to corporate governance policies and practices that are critical to the success of the Company's business, such as Board of Directors composition and director selection.
16. Review and assess the adequacy of the Company's code of conduct and ethics applicable to directors, at least annually, and recommend proposed material changes to the Board of Directors for approval.
17. Review and make recommendations regarding the Company's domestic and international policies, programs, position and strategies in relation to public issues deemed significant by the Committee or which may be referred to the Committee by the Board of Directors or by management.
18. Review and make recommendations regarding the Company's policies and procedures relating to the support of business, charitable, educational and political organizations.
19. Oversee the orientation process for new directors and advise directors on suggestions for their continuing education.
20. Assist the Board of Directors in overseeing the Company's shareholder engagement efforts, and receive reports from management on shareholder feedback.
21. Conduct an evaluation of the Committee's performance, at least annually, to assess whether it is functioning effectively.
22. Review the adequacy of this Charter, at least annually, and recommend any changes to the Board of Directors.

II. MEMBERSHIP

The Committee shall consist of at least five directors appointed annually by the Board of Directors on the recommendation of this Committee, all of whom shall be "independent directors." For purposes hereof, an "independent director" means a director who satisfies the "independence" requirements of the New York Stock Exchange, as determined by the Board of Directors. The Board of Directors shall designate one member as the Chair. The Board of Directors may replace Committee members.

III. MEETINGS

The Committee shall typically meet quarterly. The Committee shall hold additional meetings to the extent deemed necessary or appropriate by its members. At each regular meeting of the Board of Directors, the Committee shall report to the full Board of Directors with respect to the Committee's meetings and activities. A majority of the Committee shall constitute a quorum.