



Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board to, among other things, assist the Board in fulfilling its oversight over (1) identifying qualified individuals to stand for election to the Board at the annual meeting of shareholders; (2) the Corporate Governance Guidelines applicable to the Company; and (3) membership of the committees of the Board.

Committee Membership

Size. The Committee shall consist of two or more members of the Board.

Selection. The Board shall appoint the members of the Committee and the Chair of the Committee upon the recommendation of the Committee. Each Committee member shall serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Qualifications. The Committee shall consist of members of the Board, all of whom the Board has determined are independent in accordance with the New York Stock Exchange listing standards and meet such other standards and requirements as the Board may determine in accordance with the strategic needs of the Company.

Compensation. Compensation shall be limited to director fees and committee fees (including committee chairmanship fees).

Duties and Responsibilities

1. Develop and Recommend Director Qualifications. The Committee shall develop and recommend to the Board criteria for identifying and evaluating director candidates and shall from time to time review these criteria with the Board.
2. Identify and Recommend Director Candidates and Nominees. The Committee shall identify, review the qualifications of, and recommend to the Board those individuals (i) to be nominated and stand for election to the Board at the annual meeting of shareholders, and (ii) to be elected to fill any vacancies on the Board. In assessing and recommending candidates, the Committee shall consider such factors as it deems appropriate consistent with the factors in the Company’s Corporate Governance Guidelines.
3. Recommend Committee Assignments. The Committee shall recommend to the Board candidates for appointment to Board committees and identify members to fill vacancies on any committee of the Board (including the Committee). In recommending a member for committee membership, the Committee shall take into consideration the qualifications, if any, set forth in the charter of the committee, as well as any other factors it deems appropriate.

4. Corporate Governance Guidelines. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines of the Company. The Committee shall annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. Compliance. The Committee shall act as the Qualified Legal Compliance Committee for the Company in accordance with the provisions of Section 307 of the Sarbanes-Oxley Act of 2002 and the rules and regulations under the Securities Exchange Act of 1934 promulgated thereunder.
6. Board Evaluations. The Committee shall have oversight for the evaluation of all directors and report annually to the Board with an assessment of the Board's performance.
7. Charter Review and Committee Self-Evaluations. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. Such review shall include input from counsel as to current best practices with respect to the Committee's duties and responsibilities. The Committee shall annually review the Committee's own performance and report to the Board on such review.
8. Board Reports. The Committee shall make regular reports to the Board in such manner and at such times as the Committee and the Board deem appropriate.
9. Other Delegated Duties and Responsibilities. The Committee shall perform any other duties and responsibilities delegated to the Committee by the Board from time to time.

Delegation of Authority

The Committee may, in its discretion, make delegations of authority and responsibilities as it deems appropriate, including to a subcommittee of the Committee, to one or more of its members or to management unless the authority so delegated or designated is required by law, regulation, listing standard or the Company's bylaws to be exercised by the Committee as a whole.

Meetings

This Committee shall meet as frequently as necessary to carry out its responsibilities under the Charter. The Committee Chair shall, in consultation with the other members of the Committee and/or appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. At any meeting of the Committee, the presence of a majority of Committee members shall constitute a quorum for the transaction of business and the act of the majority of the Committee members present may determine its action. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time. The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee and will meet in executive session as the Committee deems appropriate. Minutes will record the substance of each meeting.

Resources and Authority

The Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary to compensate any search firm to be used to identify director candidates or any legal, accounting or other advisor retained by

the Committee. The Committee shall have the sole authority to retain and terminate any such advisor, shall have the sole authority to approve such advisor's fees and other retention terms and shall be directly responsible for the oversight of the work of such advisor.