



COMMITTEE ON DIRECTORS AND CORPORATE GOVERNANCE CHARTER

Purpose

The Committee on Directors and Corporate Governance (the “Committee”) is appointed by and acts on behalf of the Board of Directors (the “Board”). It is responsible for (i) identifying individuals qualified to become Board members, (ii) recommending that the Board select the director nominees for the next annual meeting of stockholders, and (iii) overseeing the Board’s annual evaluation of its performance and the performance of its committees and (iv) developing and making recommendations to the Board on corporate governance matters. It is also responsible for overseeing the Company’s environmental, social and governance strategy and reporting and the Company’s political activities.

Composition

The Committee shall consist of three or more independent directors of the Company designated by the Board and approved by a majority of the whole Board by resolution or resolutions. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall serve one-year terms. The Committee on Directors and Corporate Governance shall recommend, and the Board shall designate, one member of the Committee to serve as Chairperson. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to retain, set compensation for, and terminate any search firm to be used to identify director candidates. In addition, the Committee shall have authority to obtain advice and assistance from other experts or consultants to advise the Committee and have free access to members of management. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors retained by the Committee.

Meetings

The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The Committee may also request any officer or other employee of the Company or the Company's outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Company's business. The Committee may delegate to one or more of its members one or more of the responsibilities and duties set forth below.

Responsibilities and Duties

The Committee shall:

1. consider and make recommendations to the Board concerning the appropriate size, function, and needs of the Board.
2. determine the criteria for Board membership, including desired skills and attributes, conduct searches for prospective, qualified directors based on such criteria, and evaluate and recommend candidates, election to the Board by the stockholders or to fill Board vacancies. In the process of searching for prospective directors, the Committee shall strive for the inclusion of highly qualified candidates with diverse backgrounds, inclusive of gender, race, ethnicity, age, sexual orientation, and gender identity, as well as candidates with diverse industry experience and other unique characteristics.
3. consider qualified nominations for Board membership made by stockholders.
4. evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
5. evaluate and make recommendations to the Board regarding the responsibilities of each Board committee, including its structure, operations and authority to delegate to subcommittees.
6. evaluate and make recommendations to the Board concerning the appointment of a Lead Independent Director.
7. evaluate and make recommendations to the Board concerning whether to accept a director's resignation.

8. evaluate and make recommendations to the Board concerning director independence and define specific categorical standards for director independence.
9. recommend the desired ratio of employee directors to non-employee directors, but in no event shall the Board be composed of less than a substantial majority of independent directors.
10. review the format of Board meetings and make recommendations for the improvement of such meetings.
11. review and recommend to the Board on an annual basis the compensation for non-employee directors.
12. oversee and recommend to the Board any change in Board compensation.
13. consider questions of possible conflicts of interest of Board members and the senior management team members.
14. review and approve transactions with related persons that are greater than \$120,000 in accordance with the Company's related party transaction policies and procedures and establish, maintain and oversee such policies and procedures.
15. provide oversight of the corporate governance affairs of the Company and periodically review the corporate governance practices and policies of the Company, including annually reviewing and assessing the adequacy of the Company's corporate governance guidelines and recommending any changes to the Board for its approval and adoption.
16. review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or corporate responsibility issues submitted by stockholders for inclusion in the Company's proxy materials.
17. review and recommend, as appropriate, director orientation and continuing education programs for members of the Board.
18. consider matters relating to the Company's environmental, social, and governance strategy and reporting and the Company's role as a global corporate citizen and the impact on the Company's employees and stockholders.
19. provide oversight of the Company's political activities, including overseeing the Company's political contribution policy, as well as identifying and monitoring risks related to the Company's political activities.

20. annually evaluate its own performance, as well as oversee the annual self-evaluation process of the Board and other Board committees.
21. report its activities and actions to the Board on a regular basis.
22. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
23. perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law or regulation, as the Committee or the Board deems necessary or appropriate.

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