

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS**

1. Mission Statement

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors ("Board") and is responsible for recommending corporate governance policies and practices to the Board, identifying and reviewing the qualifications and experience of proposed candidates for election to the Board, reviewing and making recommendations regarding director compensation, leading the Board in an annual review of its performance, and recommending to the Board director nominees for each committee. The Committee is also responsible for coordinating oversight of the Company's strategies, policies and programs with respect to environmental, social and governance matters.

2. Membership

The Committee shall consist of no fewer than three members. The Committee shall be comprised solely of "independent" directors, as determined in accordance with the independence standards adopted by the New York Stock Exchange and the Securities and Exchange Commission. Members of the Committee and the Chair of the Committee shall be appointed annually, and may be removed, by the Board.

3. Duties and Responsibilities

The Committee shall have the following duties, responsibilities and authority:

a. Nominating and Corporate Governance Responsibilities

- (i) Recommend to the Board the criteria to be used by the Committee to identify individuals qualified to become directors, including such specific minimum qualifications, if any, that the Committee believes are necessary for one or more of the Company's directors to possess.
- (ii) After giving due consideration to the Board balance of diversity of perspectives, backgrounds and experiences, identify potential nominees to the Board, including candidates recommended by management, consistent with criteria approved by the Board, review their qualifications and experience, and recommend nominees to the Board for consideration and presentation to the shareholders for election.
- (iii) Review the suitability for continued service as a director of each member of the Board when his or her term expires and recommend whether or not the director should be renominated.
- (iv) Recommend to the Board the appointment of individual directors to each Board committee.

- (v) Review succession planning for the Board and its committees, including committee chairs, and lead the Board in a periodic review of the Board's committee structure, committee leadership and membership.
- (vi) Periodically review and make recommendations to the Board with respect to director compensation, including equity compensation. Director compensation is designed to reflect reasonable compensation to members of the Board for time spent in preparing for and attending meetings of the Board and Board committees, as well as the time required for them to effectively perform their responsibilities and duties. In reviewing director compensation, the Committee will consider the impact of compensation levels and any contributions to charitable organizations with which any director may be affiliated.
- (vii) Lead the Board in an annual review of the performance of the Board and each of the Board committees.
- (viii) Develop and recommend to the Board a set of corporate governance principles, monitor compliance with those principles, and periodically review and reassess the adequacy of such principles and recommend any proposed changes to the Board for approval.
- (ix) Periodically review the Company's code of ethics and make recommendations to the Board for changes when necessary.
- (x) Exercise sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the fees and other terms of such firm's engagement.
- (xi) Review and approve the Policies and Procedures with Respect to Related Person Transactions, and review, approve, disapprove or ratify these transactions.
- (xii) Periodically review the Company's insider trading policy and make recommendations to the Board for changes when necessary.
- (xiii) Review and discuss any shareholder proposal that relates to any matter overseen by the Committee and, as appropriate, recommend to the Board specific actions related thereto.
- (xiv) Review and oversee the strategies, policies and programs with respect to the Company's political contributions, lobbying activities and trade association participation.
- (xv) Oversee the Company's orientation program for new directors.
- (xvi) Periodically receive a presentation from an outside legal counsel or other independent expert on current trends in corporate governance.
- (xvii) Review and recommend to the Board whether to accept a director or a director nominee's resignation if a director nominee fails to receive a majority vote in an uncontested election, following a significant change in a director's

primary job responsibilities, or upon the termination of a director's employment with the Company.

b. Sustainability and Environmental, Social and Governance Responsibilities

- (i) Review and oversee the Company's strategies, policies and programs with respect to environmental matters, including any applicable targets and reporting.
- (ii) Review and oversee the Company's strategies, policies and programs with respect to stakeholder engagement efforts, including those related to social justice, community relations and the Company's charitable giving.
- (iii) Coordinate the environmental, social and governance oversight activities of the Board and other Board committees, and periodically receive a report from the chair of each other Board committee summarizing such committee's oversight during the preceding year.
- (iv) Review and discuss with senior management the content of the Company's corporate responsibility report and other significant communications or disclosures (including the proxy statement) regarding environmental, social and governance matters.

c. General

- (i) Report regularly to the Board with respect to the Committee's activities.
- (ii) Form and delegate authority to subcommittees, as the Committee deems appropriate.
- (iii) Annually review and reassess the adequacy of this Committee's Charter and the Charter of the Lead Director and recommend any proposed changes to the Board for approval.
- (iv) At least annually, review and evaluate the performance of the Committee.
- (v) Retain outside advisers when it considers such services to be necessary.

4. Meetings and Operations

The Committee shall meet as frequently as its responsibilities require. Generally, the Committee shall meet quarterly, prior to each meeting of the Board. The Committee Chair, or, in his or her absence, another designated member of the Committee, shall preside at each meeting. The Committee may meet in person or by telephone or videoconference.

At all Committee meetings, a majority of the members of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those members present at a meeting at which a quorum is present (but in no event less than two members), shall be the action of the Committee. The Committee shall keep a record of its actions and proceedings.

5. Funding

The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to independent legal counsel or any other adviser retained by the Committee.

As approved by the Board of Directors on May 20, 2024