

**AMENDED AND RESTATED
GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Board of Directors

responsibility and specific duties as described below.

COMPOSITION

The Committee shall be comprised of not less than three (3) Directors, each of whom shall meet all of the independence and other requirements of applicable statutes, the rules and regulations of the Sec

Governance Guidelines. Committee members shall be elected by the Board a 0 1 280.85 744.96 Tm[)TJETBT

2. Search for, recruit, screen, interview and select candidates for new directors as necessary to
r candidates.
3. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for re-election to the Board.
4. Establish and periodically reevaluate criteria for Board membership and selection of new directors including independence standards; and determine as necessary the portfolio of skills, experience, perspective and background required for the effective functioning of the
graphic and market
environments, and

governance weaknesses, including any recommendations for changes corporate governance structure and processes.¹

9. Review e any
recommended changes, additions or modifications.
10. Monitor the orientation and training needs of directors and recommend action to the Board, individual directors, and management where appropriate.
11. Review and discuss with management the proxy statement disclosure of the director nomination process and stockholder access to director nomination.
12. Subject to Delaware General Corporation Law, review and discuss with management the Com

thereto, in the proxy statement.
13. Subject to Delaware General Corporation Law, review and discuss with management, prior to publication and filing, the non-financial portions of the annual report to stockholders and the Annual Report on Form 10-K to concurrent review by the Compensation Committee and the Audit and Compliance Committee, as applicable,
14. Review and oversee certain environmental, social and governance (ESG) considerations, programs, strategies and risks as may be delegated by the Board to the Committee, including with respect to climate, environmental, sustainability, corporate social responsibility, energy and natural resource matters and, along with the Audit and Compliance Committee, review and discuss with management any ESG reports issued by the Company, including any environmental sustainability report, community impact report and/or similar report issued by the Company.
15. Review and approve, prior to acceptance, the service of the Chief Executive Officer of the Company on any other public company board of directors.
16. Periodically review the compensation programs for the non-management members of the Board and make recommendations regarding compensation and benefits, including equity grants, to the non-management directors. 9.

