

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members consistent with the criteria approved by the Board, and to recommend to the Board the Director nominees whenever directors are to be appointed or elected; (2) to recommend to the Board the corporate governance principles applicable to the Corporation; (3) to recommend to the Board Director nominees for each Board Committee; (4) to review and make recommendations to the Board concerning Board Committee structure, operations and Board reporting; and (5) to oversee the evaluation of the Board and management performance.

Membership

The Nominating and Corporate Governance Committee shall consist of at least three members, each of whom shall meet the independence requirements of the New York Stock Exchange. The members of the Nominating and Corporate Governance Committee shall be appointed by the Board of Directors and may be replaced by the Board. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership.

Responsibilities

Identification and Nomination of Directors

1. The Nominating and Corporate Governance Committee shall seek individuals qualified to become Board members for recommendation to the Board consistent with criteria approved by the Board as set forth in the corporate governance principles or as otherwise may be established by the Board from time to time. As part of this responsibility, the Committee shall be responsible for conducting inquiries into the background and qualifications of any candidate for the Board and such candidate's compliance with the independence and other qualification requirements established by the Board.
2. The Nominating and Corporate Governance Committee shall make recommendations to the Board concerning the filling of any vacancy on the

Board and the Director nominees for each annual meeting of shareholders. As part of this process, the Committee shall consider the qualifications and performance of incumbent Directors in determining whether to recommend they be nominated for re-election.

Board Committees

3. The Nominating and Corporate Governance Committee shall make recommendations to the Board concerning the filling of any vacancy on Board Committees.

4. The Nominating and Corporate Governance Committee shall at least annually review and make recommendations to the Board concerning the structure, operations and Board reporting of the various committees. The Nominating and Corporate Governance Committee shall also periodically make recommendations to the Board regarding Director membership on each of the committees.

Corporate Governance

5. The Nominating and Corporate Governance Committee shall at least annually review and reassess the adequacy of the Corporation's corporate governance principles and recommend any proposed changes to the Board for approval.

6. If there is a vacancy in the position of Lead Director, the Nominating and Corporate Governance Committee shall make recommendations to the non-management directors concerning the filling of such vacancy.

7. The Nominating and Corporate Governance Committee shall at least annually oversee the evaluation of the performance of the Board and management and report such evaluation to the Board.

8. While it is the responsibility of senior management to assess and manage the Corporation's exposure to risk and its response to such risk, the Nominating and Corporate Governance Committee shall regularly consider and discuss with Management the risks inherent in the Corporation's corporate governance principles, the Board and committee structure and composition and the Board reporting arrangements of the various committees.

9. The Nominating and Corporate Governance Committee shall discuss developments in law and practice relating to corporate governance and shall make recommendations to the Board regarding such matters, as the Nominating and Corporate Governance Committee determines appropriate.

10. The Nominating and Corporate Governance Committee shall review and make recommendations to the Board regarding the Corporation's response to shareholder proposals for inclusion in the Corporation's proxy statement.

General

11. The Nominating and Corporate Governance Committee shall annually review its own performance and the adequacy of this Charter.

12. The Nominating and Corporate Governance Committee shall take such other actions as it deems appropriate, or as requested by the Board, consistent with this Charter, the Corporation's Bylaws and applicable laws and regulations and shall direct and report to the Board from time to time on actions taken and matters reviewed.

Authority

The Nominating and Corporate Governance Committee shall have the authority to hire consultants, to request management to perform studies and furnish other information, to obtain advice from external legal, accounting or other advisors, and to make such decisions or recommendations to the Board based thereon as the Committee deems appropriate. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used in connection with identifying director candidates, including the sole authority to approve the search firm's fees and other retention terms.

Delegation

The Nominating and Corporate Governance Committee may delegate its authority to the Chair subject to such conditions as the Nominating and Corporate Governance Committee deems appropriate and in the best interests of the Corporation. In addition, the Nominating and Corporate Governance Committee may delegate administrative tasks to employees of the Corporation.

Meetings

Each year the Chair of the Nominating and Corporate Governance Committee shall establish a schedule of meetings. Additional meetings of the Nominating and Corporate Governance Committee may be called by the Chairman of the Board or by any member of the Committee upon notice given at least forty-eight hours prior to the meeting, or upon such shorter notice as shall be approved by the Committee. The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. A majority of the Committee members then serving on the Committee shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee except to the extent otherwise required by the Corporation's Articles of Incorporation. Minutes of all meetings of the Committee shall be prepared.

Approved September 14, 2016.