

NOMINATING/GOVERNANCE

COMMITTEE CHARTER

The Nominating/Governance Committee is appointed by the Board to assist the Board in fulfilling its responsibilities to identify individuals qualified to become Board members, to recommend same to the full Board, to develop and recommend to the Board a set of corporate governance principles applicable to the Company and to oversee the evaluation of the Board.

MEMBERSHIP

The Nominating/Governance Committee shall be comprised of three or more directors one of which shall be the Chairman, all as determined by the Board. The members of the Nominating/Governance Committee shall meet the independence requirements as promulgated by the NASDAQ. Prior to appointment and annually thereafter the Board must determine that each member of the Nominating/Governance Committee has no relationship with the Company that would interfere with the exercise of his or her independent judgment. Members of the Nominating/Governance Committee may be removed at any time upon the determination of the Board.

COMMITTEE MEETINGS

The Nominating/Governance Committee shall meet from time to time, as determined by the Committee's Chairman or upon the request of the Chairman of the Board. The Nominating/Governance Committee shall keep regular minutes of its meetings. For the transaction of business at any meeting of the Nominating/Governance Committee, a majority of the members shall constitute a quorum.

RESPONSIBILITIES

The Nominating/Governance Committee shall have the authority and appropriate funding to retain special legal or other consultants to advise the Nominating/Governance Committee in the performance of its duties, all on such terms as the Nominating/Governance Committee may determine to be appropriate.

The Nominating/Governance Committee shall conduct an annual evaluation of its performance.

The Nominating/Governance Committee shall make regular reports to the Board.

The Nominating/Governance Committee shall have the following responsibilities:

CHARTER

1. Review and assess the adequacy of this Charter annually and recommend any proposed changes in the Charter for Board approval.
2. Publish this Charter in accordance with applicable SEC and NASDAQ rules and regulations.

GOVERNANCE MATTERS

1. The Nominating/Governance Committee shall establish standards for Board and committee members and shall oversee the performance evaluation of the Board, its members, and management.

2. Based upon such evaluations, the Nominating/Governance Committee shall recommend to the Board whether existing Board members should be nominated for new terms or replaced and whether more or fewer members are appropriate.
3. The Nominating/Governance Committee shall assist the Board in establishing criteria to select new directors and shall recommend to the Board a process for orientation of new Board or committee members. Such criteria and new member orientation process shall be reviewed by the Nominating/Governance Committee annually, and the Nominating/Governance Committee shall recommend to the Board such modifications as the Committee determines to be appropriate.
4. The Nominating/Governance Committee shall identify individuals qualified to become members of the Board and shall recommend same to the Board as a nominee to fill any existing or expected vacancy.
5. The Nominating/Governance Committee shall have the sole authority to retain and terminate any search firm on behalf of the Company to identify director candidates, which shall also include the sole authority to approve any such search firm's fees and other retention terms.
6. The Nominating/Governance Committee shall evaluate the Company's corporate governance procedures and recommend to the Board changes that the Nominating/Governance Committee determines to be appropriate. In addition to such other matters as the Nominating/Governance Committee determines to be appropriate, the Committee shall evaluate (i) the structure and operation of the committees of the Board (including whether any committee or subcommittee should have the authority to delegate any of its responsibilities to a sub-committee) and recommend to the Board any changes thereto that the Nominating/Governance Committee determines to be appropriate, (ii) the size and membership of each committee and recommend to the Board any changes thereto that the Nominating/Governance Committee determines to be appropriate, and (iii) the effectiveness of the committee reporting process to the Board.
7. In response to information and recommendations by Company management, the Nominating/Governance Committee shall provide its evaluations to the Board of Directors of the management organization of the Company, including recommendations for appointment of officers of the Company.
8. Review the Company's plans for executive development, orderly succession of the officers of the Company (including the Chief Executive Officer and Chief Financial Officer) and contingency plans for management succession in the event of the unexpected departure of any senior executive officer.
9. The Nominating/Governance Committee shall review and address conflicts of interest of directors and executive officers and the manner in which any such conflicts are to be monitored.
10. The Nominating/Governance Committee shall review the Company's policies and initiatives with respect to environmental, social and governance matters.
11. The Nominating/Governance Committee shall establish such rules, policies and procedures as it may from time to time determine to be appropriate to perform its duties.

COMMITTEE MEMBERS

C »» Jennifer A. Baldock*

M »» Todd M. Cleveland*

M »» Joe D. Koshkin*

*C= Chair M= Member * = Independent Director*

Last reviewed on 11.02.2023