

# **Nominating and Corporate Governance Committee Charter**

## **Purpose**

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders, (2) to annually review and make recommendations with respect to non-employee director compensation, (3) to recommend to the Board the Corporate Governance Guidelines applicable to the Company, (4) to lead the Board in its annual review of the Board's performance and (5) to recommend to the Board director nominees for each committee.

## **Committee Membership**

The Committee shall consist of no fewer than three members. All members of the Committee shall be directors determined by the Board to be independent pursuant to the Nasdaq Stock Market rules (the Nasdaq listing requirements).

The members of the Committee shall be appointed and replaced by the Board.

## **Committee Authority and Responsibilities**

- The Committee shall establish the recommended criteria for the selection of new directors to become members of the Board, which criteria shall be approved by the Board.
- The Committee shall lead the search for and identify individuals qualified to become members of the Board and conduct the necessary and appropriate inquiries into the backgrounds and qualifications of possible nominees.
- The Committee shall consider recommendations for director nominees from current directors and executive officers, shareholders and other parties they deem appropriate.
- The Committee shall determine each proposed nominee's qualifications for service on the Board. The Committee will consider the extent to which a candidate's membership would promote diversity among the Board, taking into account various factors and perspectives, including differences of viewpoints, professional experiences, educational background, skills and other individual qualities as well as race, gender, age and national origin.
- The Committee shall consult with the Executive Chairman and CEO during the process of identifying director nominees.
- The Committee shall identify and recommend annually, or as vacancies or newly created positions occur, director nominees for approval by the Board.
- The Committee shall, after consultation with the CEO and the Executive Chairman, have the authority to retain and terminate a search firm to identify director candidates at the Company's expense.
- The Committee shall consider questions of independence and possible conflicts of interest of members of the Board and executive officers, and whether a candidate has special interests or considerations that would impair his or her ability to effectively represent the interest of all shareholders.
- The Committee shall annually review the non-employee director compensation program as to form and amount in accordance with the Corporate Governance Guidelines, which review shall include a review of the director compensation of similar situated companies. In performance of this review, the Committee shall request that the Compensation Committee, with assistance from its compensation consultant, perform any necessary work in the analysis of the non-employee director compensation program, and provide a recommendation to the Committee. Upon receiving such recommendation, the Committee will review and determine which action or actions are appropriate to recommend to the Board.
- The Committee shall be responsible for officer and director succession planning and make an annual report to the Board on succession planning.

- The Committee shall have responsibility, when appropriate, for nominating and evaluating potential successors to the CEO and, in carrying out such responsibility, will work with the entire Board.
- The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year or at such other time as the Committee shall determine. The Committee may also assess individual director performance and take actions as it deems appropriate with respect to any such matter.
- The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines adopted by the Board annually and recommend any proposed changes to the Board for approval.
- The Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall make regular reports to the Board.
- The Committee shall annually review its own performance.

Dated: August 4, 2020