



CORPORATE GOVERNANCE & ETHICS COMMITTEE CHARTER

Statement of Purpose

The purpose of the Corporate Governance and Nominating Committee (the "Committee") shall be to: (i) identify and recommend for selection by the Board of Directors (the "Board") individuals qualified to become members of the Board, consistent with the criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance principles; (iii) make recommendations regarding the size, composition and charters of the committees of the Board; (iv) review and develop long-range plans for Chief Executive Officer and management succession; (v) oversee the evaluation of the Board and Board committees (vi) review the effectiveness of the Company's ethics and compliance program; and (vii) review matters of corporate responsibility and public policy that may impact the Company's business or public image.

Composition, Membership and Operation

1. Composition of Committee. All members of the Committee shall be directors, each of whom shall be determined by the Board to be "independent" under the rules of the New York Stock Exchange. Members shall be appointed to, and may be removed from, the Committee, by the Board.

2. Operation of Committee. A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair, who shall be selected by the Board, is responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee shall keep such records of its meetings as it deems appropriate and the Committee Chair shall report regularly to the Board on its activities.

Duties and Responsibilities

To the extent allowed by the Delaware General Corporation Law, the Committee shall have, and may exercise, all powers and authorities of the Board with respect to the following:

1. Identification and Nomination of Board Candidates and Nominees

- Establish criteria for evaluating the suitability of potential director nominees, including individuals proposed by stockholders. In considering potential nominees, the Committee shall observe the membership criteria approved by the Board including the criteria contained in the Corporate Governance Guidelines. In addition, the Committee shall consider such other factors as it deems appropriate that are consistent with criteria approved by the Board, which could include, without limitation, all legal or regulatory requirements, a candidate's employment

and other professional experience, expertise and involvement in areas which are of relevance to the Company's business, business ethics and professional reputation, a need for complementary skills among Board members, independence, the candidate's commitment to the Company and ability to devote sufficient time to fulfill his or her role as a director, a desire for continuity and a diverse mix of backgrounds, perspectives and expertise on the Board beneficial to the broad business diversity of the Company.

- Establish a procedure for identifying nominees for Board membership, evaluating such individuals and recommending nominees to the Board.
- Identify and recommend for selection by the Board, the director nominees who meet the criteria for Board membership for the next annual meeting of stockholders and when vacancies on the Board occur.
- Review the suitability for continued service as a director of each Board member who has a significant change in status, including but not limited to an employment change, or receives a greater number of votes "against" his or her election than were voted "for" his or her election in an uncontested election, and to recommend whether the Board should accept a director's resignation in such circumstances.

2. Board Composition and Procedures

- Review annually the composition of the Board as a whole and to recommend, if necessary, measures to be taken designed to promote an appropriate balance of knowledge, experience, skills, expertise and diversity, and to assure that the Board contains at least the minimum number of independent directors required by the Company's corporate governance principles and an appropriate ratio of employee directors to independent directors.
- Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- Make recommendations on the frequency and structure of Board meetings.
- Consider recommendations concerning any other aspect of the procedures or functioning of the Board.
- Review and monitor continuing educational practices for directors.

3. Board Committees

- Make recommendations to the Board regarding the size and composition of each committee, including the identification of individuals qualified to serve as members or Chair of a committee, and individual directors to fill any vacancy that might occur on a committee.
- Recommend to the Board revisions to the charters of Board committees, after consulting with the committee members. The Committee also shall review and assess the adequacy of its charter annually, and if applicable, recommend changes to the Board for approval.

- Monitor the functioning of the committees and recommend changes, including the creation and elimination of committees.

4. CEO and Management Succession

- Evaluate and recommend candidates for the position of Chief Executive Officer to the Board in the event that a vacancy arises or is anticipated to arise.
- Review with management and the Board long-range plans for Chief Executive Officer succession and make appropriate recommendations with respect thereto.
- Review contingency plans for an acting or interim Chief Executive Officer should the Chief Executive Officer become incapacitated or otherwise unavailable to perform his or her duties.
- Review the Company's processes for management development and succession throughout the leadership ranks.
- Review and evaluate with the Chief Executive Officer the long-range plans for management succession and make appropriate recommendations with respect thereto.

5. Corporate Governance

- Develop and recommend to the Board a set of corporate governance principles for the Company.
- Review at least annually the corporate governance principles adopted by the Board with regard to their appropriateness for the Company and their compliance with applicable laws and regulations, and recommend changes to the Board.
- Recommend to the Board a director to serve as Chair of the Board, and if the recommended Chair is not an independent director, also recommend an independent Lead Director.
- Consider any other corporate governance issues that arise and develop appropriate recommendations for the Board.
- Recommend amendments to the Company's Charter and Bylaws.
- Periodically review and assess the Company's communication to stockholders and the general public with respect to its policies and practices in the areas of corporate governance.
- Provide input and recommendations on the agenda and content of the mandatory orientation program for new directors.
- Address matters of corporate governance not otherwise delegated to other committees of the Board.

6. Ethics and Compliance

- Periodically review the Company's policies, procedures and practices regarding ethical responsibilities and conduct and the effectiveness of the Company's ethics

and compliance program, including training and the processes for the reporting and resolution of compliance issues and ethics investigations.

- Review, and advise management on the Company's response to, significant concerns or reports of actual or alleged violations that arise under the Code of Conduct and the Company's other ethics policies and procedures.
- Review the adequacy of the Company's Code of Business Conduct of the Board of Directors and Code of Conduct for employees and approve any request for waivers of any provisions of the Company's Code of Conduct made by or on behalf of any executive officer.

7. Corporate Responsibility and Public Policy

- Review such environmental, social and governance issues that may significantly impact the Company's business operations, reputation or relations with employees, customers, stockholders and other constituents.
- Review legislative and regulatory trends and public policy developments that may affect the Company's business, including government relations activities.

8. Board and Committee Evaluations

- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and oversee the annual self-evaluation of the Board and committees. In connection with this self-evaluation, the Committee may elect to utilize an outside consultant who shall report to the Board on its findings and recommendations.
- Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board.

Communications with the Committee

The Executive Vice President and General Counsel or designee shall communicate personally and promptly to the Chair of the Committee or to all members of the Committee on any matter involving criminal conduct or potential criminal conduct. In addition, the Senior Vice President, Chief Ethics and Compliance Officer (or such other individual or individuals with operational responsibility for the Company's compliance and ethics program) shall report to the Committee no less than annually on the implementation and effectiveness of the Company's compliance and ethics program.

Advisors

The Committee shall have authority to retain and obtain advice and assistance from such advisors as it believes may be necessary to fulfill its responsibilities, including search firms used to identify director candidates. The Committee shall also have authority to approve the fees, expenses and other terms of retention of such advisors. To the extent such advisors are retained to assist in the identification of director candidates, the Committee shall have the sole authority to retain and terminate such advisors, including sole authority to approve such advisors' fees and

other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for payment of the fees and expenses of any advisor retained by the Committee.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board may from time to time prescribe.

April 26, 2019