

I. Purpose

The primary purposes of the Nominating and Governance Committee (“Committee”) are (i) to identify individuals qualified to become members of the Board of Directors and the Lead Director, as appropriate; (ii) to make recommendations to the Board regarding director nominees for election and for election to the Board Committees; (iii) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation on an ongoing basis; (iv) to recommend and oversee the evaluation process utilized by the Board and recommend evaluation processes to the Board Committees; (v) to advise and make recommendations to the Board with respect to matters of corporate governance; and (vi) to review the Corporation’s public policy involvement and significant corporate responsibility initiatives. In carrying out these purposes, the Committee has the powers and responsibilities provided in this Charter.

II. Membership

The size of the Committee is set from time to time by the Board, but will always consist of at least two directors. The Committee Chair and other members of the Committee are appointed by the Board upon the recommendation of the Committee in accordance with the independence requirements of the New York Stock Exchange and the SEC and the provisions of the Director Independence Standards adopted by the Board. The Committee Chair and any other member of the Committee may be removed by the Board.

III. Meetings and Operations

The Committee typically meets at least five times a year. The Committee Chair may call additional meetings as necessary. The Committee Chair develops meeting agendas and materials and reports regularly to the Board and the Lead Director on the Committee’s actions, recommendations, and any topics that it believes should be reviewed or discussed with the Board.

IV. Powers and Responsibilities

- A. The Committee is responsible for reporting to the Board its opinions and recommendations with respect to the following matters:

Nominations

- The appropriate size and composition of the Board.
- The criteria used to select nominees for election to the Board.
 - Nominees should reflect a diversity of background, expertise, and perspective arising from gender, age, experience, ethnicity, skill set, and viewpoints.

- The selection considerations for Lead Director nominees and election by the independent directors (excluding the proposed candidates).
- The extent to which nominees proposed for election to the Board qualify under the Corporation's bylaws and comply with all applicable policies and guidelines.
- The nominees for election to the Board for whom the Corporation should solicit proxies or who will fill vacancies on the Board.
- The independent status of nominees for election to the Board, including as that status may be affected by affiliations with other entities, including charitable entities, and length of board service.
- Whether the positions of Chair of the Board ("Chair") and Chief Executive Officer should be held by the same person or by separate individuals.
- The nominee(s) for election as Lead Director.
- The nominees for election to all Committees of the Board, including the independence, financial literacy, and financial expertise qualifications for Audit Committee membership or as Audit Committee Financial Experts, in accordance with the rules and regulations of the SEC and the New York Stock Exchange Listing Standards.

Elections

- The plans for the annual meeting of stockholders.
- The policies and practices on stockholder voting.
- The nominees to serve as proxies for the annual meeting of stockholders.
- The Corporation's proxy statement and form of proxy for its annual meeting of stockholders.

Governance

- The consideration of matters of corporate governance and the periodic review of the Corporation's bylaws, *Corporate Governance Guidelines*, and other governance-related documents and policies.
- The review of stockholder proposals submitted for consideration at stockholder meetings and recommendation to the Board on actions with respect to these proposals, including statements in opposition to be included in the Corporation's proxy statement.
- The evaluation of results of the annual meeting of stockholders, including for stockholder proposals, and other stockholder engagement opportunities that convey stockholder sentiment.
- The oversight and determination of criteria and processes used for evaluating the performance of the Board (with the Lead Director's participation).
- The recommendation of criteria and processes used for the evaluation of the performance of the Board Committees (with the Lead Director's participation).
- The periodic review of the performance of the Lead Director in light of his or her duties as described in the *Corporate Governance Guidelines* and in light of the selection considerations applied in nominating him or her for election as Lead Director.

- The annual review, assessment, and recommendations to the Board on compensation and benefits, including cash and equity-based components, paid to directors of the Corporation for Board and Committee service who are not officers or employees of the Corporation or any of its affiliates.
- The designation of officers of the Corporation and its subsidiaries to exercise authority with respect to the operations of the Corporation.
- The periodic review and assessment of the Corporation's structural defenses.

Corporate Responsibility

- The semi-annual review of the Corporation's policies and practices regarding public policy advocacy and political activities, including political contributions, lobbying and support of organizations that may engage in political activity.
 - The annual review of a report on public policy and risk report from the Chief Risk Officer related to such activity, and report to the Board, as appropriate.
 - The periodic review of significant corporate responsibility initiatives, including the Corporation's Sustainability Report.
- B. The Committee is responsible for the review, approval or ratification of any related person transaction as defined by the rules and regulations of the SEC and the Corporation's *Related Person Transactions Policy*.
- C. Each year, the Lead Director, the Chair, and the Committee Chair conduct an evaluation of the contributions and performance of each individual director. On a biennial basis, the Lead Director, the Chair, or the Committee Chair discusses with each director future plans on continued Board membership. Separate discussions are held to evaluate the performance of the Chair, the Committee Chair, and the Lead Director, with each recusing himself or herself, respectively, for the evaluation of his or her performance.

Individual directors receive feedback from the Lead Director, the Chair, or the Chair of the Committee.

The outcomes of such evaluations are shared with the Committee in connection with the annual nomination process. The Committee also considers Board composition on an ongoing basis to ensure the Board is composed of directors with skills and experiences that fit the Corporation's business and strategies.

- D. The Committee at least annually 1) evaluates its own performance and provides reports on any issues arising from its evaluation to the Board and the Lead Director and 2) reviews and assesses the adequacy of its Committee Charter and recommends any proposed changes to the Board.
- E. The Committee is structured so as to be able to fulfill its responsibilities as a committee; however, the Committee has the authority to form and delegate any of its responsibilities to any

subcommittee consisting of one or more members of the Committee in order to assist it in carrying out its responsibilities and purposes, as appropriate.

- F. The Committee has sole authority to retain and terminate any relationship with a search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also has the authority to consult with and retain outside advisors, as necessary and appropriate, to assist in its duties to the Corporation, including the retention of an independent compensation consultant to assist with its review of director compensation. The Corporation shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any search firm or outside advisor retained by the Committee.
- G. The Committee shall exercise such other powers and perform such other duties and responsibilities that are incidental to the powers and responsibilities specified herein and as may be delegated to it by the Board from time to time.