



CORPORATE GOVERNANCE COMMITTEE CHARTER

(Approved by the Board of Directors – February 24, 2021)

Purpose

The Corporate Governance Committee shall represent and assist the Board in fulfilling its oversight responsibility regarding the Board's structure, organization, performance and effectiveness. The Corporate Governance Committee shall identify the Corporation's candidates for Board membership consistent with criteria approved by the Board; recommend the selection of such candidates as director nominees for each annual meeting of shareholders; develop and recommend to the Board a set of corporate governance practices; and oversee the evaluation of the Board and its committees.

Membership

The Corporate Governance Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance Committee and may be removed by the Board of Directors in its discretion. All members of the Committee shall satisfy all applicable independence requirements, as determined by the Board of Directors.

Authority and Responsibilities

Among its authority and responsibilities, the Corporate Governance Committee shall:

- Review, evaluate, advise, and report to the Board on the composition, structure, and size of the Board.
- Monitor corporate governance developments and annually review and recommend to the Board a set of corporate governance principles to be reflected in the Corporate Governance Guidelines;
- Periodically review the certificate of incorporation and bylaws of the Corporation and recommend any necessary changes to the Board and shareholders, as appropriate;
- Review the compensation of non-employee Directors periodically and recommend changes to the Board and assist in the administration of Director compensation plans as authorized by the Board;
- Monitor the structure and composition of the Board and its committees, in alignment with the Board composition criteria set forth in the Corporate Governance Guidelines;
- Advise the Board with respect to Board membership and procedures governing the election of directors by shareholders, develop and recommend for Board approval criteria for selecting new directors, consider suggestions from all sources and identify individuals qualified for Board membership, and recommend to the Board persons to be nominated by

the Corporation for election by the shareholders at the Annual Meeting of Shareholders or by the Directors as necessary to fill Board vacancies;

- Review committee assignments annually and recommend to the Board candidates for appointment to Board committees;
- Oversee the process for evaluating the Board and its committees and review the performance and independence of each Director (including the Chairman of the Board) annually and in advance of a determination whether to recommend the Director's re-nomination to the Board; and
- Monitor the Corporation's social responsibility and environmental sustainability policies and performance, review the annual corporate social responsibility report, and periodically update and make recommendations to the Board with respect to related policies, practices and initiatives.

The Corporate Governance Committee shall also exercise oversight of policies and practices with respect to:

- The means by which interested parties may make their concerns known to non-management directors;
- Significant shareholder relations issues;
- Corporate political contributions; and
- The Corporation's charitable contributions.

Governance, Structure and Operations

The Corporate Governance Committee shall:

- Annually evaluate and assess its performance;
- Annually reassess the adequacy of this charter and recommend any proposed changes to the Board for approval;
- Regularly meet in executive session without management; and
- Regularly report to the Board with respect to its activities and decisions.

In order to carry out its responsibilities, the Committee shall have the authority to:

- Employ and obtain advice and assistance from external advisors. The Committee shall have sole authority to select and terminate the advisor(s) to the Committee as well to approve the advisory fees and other retention terms; and

- Delegate its duties and responsibilities to a subcommittee comprised of one or more Committee members.