

## **NOMINATING AND EXECUTIVE COMPENSATION COMMITTEE CHARTER**

The Nominating and Executive Compensation Committee of the Board of Directors shall consist of such members, including a Chairman, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. The Board may also appoint an individual to serve as Secretary to the Committee. A majority of the members of the Nominating and Executive Compensation Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Unless otherwise authorized by the Board, the Committee shall not delegate any of its authority to any subcommittee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

Each member must be independent, as defined in the listing standards of the New York Stock Exchange, and, to the extent determined by the Board to be necessary or appropriate, shall satisfy all requirements necessary from time to time to be “non-employee directors” under SEC Rule 16b-3 and qualified “outside directors” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time. No member may have any relationship that could interfere with his or her exercise of independent judgment in performing the functions of the Committee. The responsibilities and authority of the Committee shall be as follows:

1. Approve direct and indirect remuneration and oversee the evaluation of all executive officers and other individuals as may be determined by the Committee, including the conduct of appropriate reviews of compensation practices as they relate to risk management. Specifically, with respect to the Chief Executive Officer, the Committee, with input from the other members of the Board, shall annually review his or her performance during the fiscal year in light of Committee-approved goals and objectives. This evaluation shall be utilized as a basis for considering the Chief Executive Officer’s salary, annual incentive and long-term incentive compensation.
2. Review and determine pay opportunities and earned awards for the executive officers (other than the CEO discussed above). The review and final determination will generally be based in whole or in part on factors such as company performance, business unit performance, and/or individual performance. Individual performance usually will be based on the CEO’s evaluation of performance against pre-established goals as well as general effectiveness in their roles. The committee will also consider relevant market information in its review and final determination of compensation.
3. Administer the benefit plans and policies with respect to employees and executives of the Company and its subsidiaries; and in connection therewith, exercise all authority relating thereto as set forth in such plans and policies; however, the Committee may delegate to a

committee comprised of employees of the Company and its subsidiaries any and all authority with respect to any benefit plans and policies.

4. Administer, and make awards to employees and executives of the Company and its subsidiaries under any Company plan under which equity of the Company is issued or granted to employees; provided that, subject to the terms of the applicable plan and applicable law, the Committee may delegate to the CEO, other senior executives or a committee the right to make awards to non-executive employees and administer such a plan on behalf of the Committee.
5. Administer the Company's stock ownership guidelines for executive officers and directors, and make recommendations to the Board regarding amendments to the stock ownership guidelines.
6. Approve separation arrangements for executive officers, and determine application of forfeiture conditions of awards granted to executive officers.
7. Receive periodic reports and recommendations from appropriate Board and Benefit Committees, and Management, with respect to:
  - (a) remuneration and benefit plans and programs;
  - (b) plans and programs for attracting, developing, retaining, and assuring the effective assignment of management personnel; and
  - (c) employee relations and policies and procedures,and shall make periodic reports and recommendations thereon to the Board of Directors.
8. Approve the compensation committee report and review the Compensation Discussion and Analysis as required by the Securities and Exchange Commission to be included in the Company's annual Proxy Statement and Form 10-K.
9. Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Securities Exchange Act of 1934, as amended, and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of compensation for applicable executives.
10. Recommend to the Board nominees for election as Directors, which recommendations may include potential candidates submitted by any shareholder or group of shareholders in accordance with the Company's By-laws. In making recommendations, the Committee should consider the following factors:
  - (a) the characteristics described in the Company's Corporate Governance Principles;

- (b) whether the member/potential member is subject to a disqualifying factor as described in the Corporate Governance Principles;
  - (c) the performance of an existing member on the Board, and on any Committees on which he or she has served, and, as a part of such consideration, the Committee may consult with the Chairman of the Board or the Chairman of the specific Committee as to their assessment of such performance;
  - (d) whether an existing member has reached retirement age or a term limit as described in the Corporate Governance Guidelines;
  - (e) the member's/potential member's independence;
  - (f) whether the member/potential member would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation or Audit Committee guidelines;
  - (g) the extent of the member's/potential member's business experience, technical expertise, or specialized skills or experience; and
  - (h) whether the member/potential member, by virtue of particular experience relevant to the Company's current or future business, will add specific value as a Board member.
11. Review and recommend to the Board the assignment of members to Committees of the Board, and in doing so, may consult with the Chairman of the respective Committees as to the performance of the candidates on those Committees. The Chairman of the Board may also recommend to the Committee candidates for appointment, or reappointment, as members of Board committees.
  12. Recommend to the Board compensation and benefit programs for non-management directors, which programs shall be appropriate for a corporation of the complexity and size of the Company.
  13. Identify and recommend to the full Board potential successors for the Chief Executive Officer position in the event of emergency, retirement or resignation, or his or her disability, and consider the recommendations of the Chief Executive Officer as to successors for other key management positions.
  14. Perform an annual evaluation of the effectiveness of the Board of Directors, its contribution to the Company, and aspects of Board performance that could be improved. The purpose of this assessment is to increase the effectiveness of the Board as a whole, not to focus on individual Board members. The Committee shall also perform an annual evaluation of its own effectiveness. The results of the evaluation should be discussed with the full Board. The purpose of such evaluation is to increase the effectiveness of the Committee as a whole, not to focus on individual Committee members.

15. Recommend to the full Board any amendments or revisions to the Company's Corporate Governance Principles.
16. The Committee shall have the right to utilize the Company's internal and independent accountants, internal and outside legal advisors, and other internal staff in a reasonable manner, and shall also have the right, in its sole discretion, to obtain advice from, retain and terminate compensation consultants, executive search firms, legal counsel and other advisers (each, a "consultant") to assist and advise the Committee in connection with its responsibilities, including sole authority to approve the consultant's fees and other retention items. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the consultants retained by the Committee. The Committee shall keep the Company's Controller advised as to the general range of anticipated expenses for outside consultants. In accordance with the NYSE listing standards, the Company must provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any consultants retained by the Committee.
17. Before selecting or receiving advice from any consultant, other than in-house legal counsel, the Committee shall take into consideration the following factors relating to the consultant's independence:
  - (a) the provision of other services to the Company by the person that employs the consultant;
  - (b) the amount of fees received from the Company by the person that employs the consultant, as a percentage of that person's total revenue;
  - (c) the policies and procedures adopted by the person that employs the consultant that are designed to prevent conflicts of interest;
  - (d) any business or personal relationship of the consultant with a member of the Committee;
  - (e) the consultant's ownership of the Company's stock;
  - (f) any business or personal relationship between an executive officer of the Company and the consultant or person employing the consultant; and
  - (g) all other factors relevant to that person's independence from management.

However, such factors need not be considered when selecting a consultant whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and (ii) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the consultant, and about which the consultant does not provide advice.

Nothing in this provision shall require that a consultant be independent, only that the Committee consider the aforementioned factors. The Committee may select or receive advice from any consultant the Committee determines to be appropriate.