

**GOVERNANCE & SUSTAINABILITY COMMITTEE
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED
CHARTER**

DATED: April 17, 2024

I. PURPOSE AND AUTHORITY

The primary purpose of the Governance & Sustainability Committee (the “Committee”) is to take a leadership role in assisting the Board with respect to all matters relating to the following areas:

A. the Company’s corporate governance, including Board and committee organization, membership and function, evaluation of director qualifications and performance, identifying and recommending qualified individuals to be nominated for election as directors, and developing corporate governance principles applicable to the Company.

B. The Company’s sustainability policies, goals, performance metrics and other matters relating to sustainability issues or topics.

The Committee has the authority to access such resources from within the Company or from external sources as the Committee may determine to be advisable, including legal counsel, search firms and consultants, and to agree to such fees and other retention terms with any provider of services to the Committee as the Committee may determine. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

II. COMPOSITION

The Committee will consist of three or more directors as determined and appointed by the Board from time to time. Each member of the Committee shall be independent in accordance with any New York Stock Exchange rules applicable to the Committee, and any other standards prescribed by the Board from time to time.

The Committee may appoint one or more subcommittees consisting of one or more members of the Committee, and may delegate to any subcommittee or Committee member such Committee authority, responsibilities and duties as the Committee sees fit.

III. MEETINGS

The Committee will meet at least one time annually, or more frequently as deemed necessary or desirable. The Committee will report its activities and findings to the Board on a regular basis. The Committee shall meet without management present as appropriate. The Committee shall have direct access to, and complete and open communications with, the Company’s management.

The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. One-third of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

IV. SPECIFIC RESPONSIBILITIES AND DUTIES

To fulfill its purpose, the Committee shall from time to time, and to the extent necessary or appropriate in the judgment of the Committee, consider and make recommendations to the Board concerning the following matters:

A. Governance Matters

1. The Company's corporate governance principles.
2. Criteria for the selection of qualified directors.
3. The size, composition and structure of the Board, taking into account the expertise, attributes, experience and tenure of each Board member.
4. Policies concerning director fees, benefits, tenure and retirement.
5. The Company's officers and directors insurance policies.
6. The structure, responsibilities and membership of the Board's committees.
7. The engagement of director search firms.
8. A slate of nominees for the Board to recommend to the shareholders in connection with the Company's annual meeting of shareholders.
9. Nominees for appointment to fill any vacancy on the Board.
10. Nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws.
11. The evaluation of the performance of the Board and its committees and individual directors on a continuing basis.
12. The resignation or termination of Board membership for individual directors, whether for cause, due to a change in the director's employment or status or development of a conflict of interest or for other appropriate reasons.
13. New director orientation and continuing education of the entire Board.
14. An annual self-evaluation of the performance of the Committee.

B. Sustainability Matters

1. The Company's sustainability policies, objectives, and targets.
2. The integration of sustainability considerations into the Company's business strategy, operations, and decision-making processes.
3. Sustainability-related risks and opportunities, including climate change, resource scarcity, and social impacts.
4. The identification, prioritization, and management of key sustainability issues and performance indicators.
5. The Company's progress towards sustainability goals and targets, and reporting to the Board on performance.
6. Disclosure practices related to sustainability performance, including sustainability reporting frameworks and standards.
7. Resources and capabilities to support sustainability initiatives and programs.
8. Engagement with stakeholders, including shareholders, employees, customers, and communities, on sustainability matters as appropriate.
9. Shareholder proposals relating to environmental, social and governance matters and management's proposed response to such proposals.
10. Board-level training and education on sustainability topics.

In considering any matter before it and making recommendations to the Board, the Committee may consult as appropriate with other parties, including directors, management and significant shareholders.

In addition, the Committee may perform any other activities that in its discretion are consistent with this Charter, the Company's Charter, the Company's Bylaws and governing law, or as the Board determines necessary or appropriate.