

**NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED  
CHARTER**

**DATED MARCH 3, 2014**

**I. PURPOSE AND AUTHORITY**

The primary purposes of the Nominating Committee (the “Committee”) are to take a leadership role in shaping the Company’s corporate governance and to assist the Board with respect to (1) Board and committee organization, membership and function, (2) oversight of the evaluation of director qualifications and performance, and (3) corporate governance. The Committee will on an on-going basis identify and recommend to the Board qualified individuals to be nominated for election as directors and develop and recommend to the Board for adoption corporate governance principles applicable to the Company.

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 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:

1. The Company's corporate governance principles.
2. Criteria for the selection of qualified directors.
3. The size, composition and structure of the Board.
4. Policies concerning director fees, benefits, tenure and retirement.
5. The structure, responsibilities and membership of the Board's committees.
6. The engagement of director search firms.
7. A slate of nominees for the Board to recommend to the shareholders in connection with the Company's annual meeting of shareholders.
8. Nominees for appointment to fill any vacancy on the Board.
9. Nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws.
10. The evaluation of the performance of the Board and its committees and individual directors on a continuing basis.
11. 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.
12. New director orientation and continuing education of the entire Board.
13. An annual self-evaluation of the performance of the Committee.

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.