

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER (NASDAQ)**

### **Committee Purpose**

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors to: (1) assist the Board in identifying individuals qualified to become Board members; (2) recommend to the Board the director nominees for the next annual meeting of stockholders; and (3) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.

### **Committee Membership and Procedure**

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”). The Board shall appoint the members of the Committee. The members of the Committee shall serve until their successors are appointed and qualify and shall designate the Chairman of the Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, provided that any new member satisfies the independence requirements established by Nasdaq. Except as expressly provided in this Charter, the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Committee shall fix its own rules of procedure.

### **Committee Authority and Responsibilities**

1. The Committee shall assist the Board in identifying individuals qualified to become Board members.
2. The Committee shall recommend to the Board the director nominees for the next annual meeting of stockholders.
3. The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.
4. The Committee shall develop qualification criteria for Board members and actively identify individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines. As part of its process, the Committee shall consider nominees proposed by stockholders of the Company. In considering possible candidates for election as a director, the Committee shall be guided by the following principles: (a) each director should be an individual of the highest character and integrity; (b) each director should have substantial experience which is of particular relevance to the Company; (c) each director should have sufficient time available to devote to the affairs of the Company; and (d) each director should represent the best interests of the stockholders as a whole rather than special interest groups.
5. The Committee shall have authority to obtain advice and assistance from internal or

external legal, accounting or other advisors, including a search firm to be used to identify candidates to become Board Members. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

6. The Committee shall oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate.
7. The Committee shall review and make recommendations to the Board regarding the Company's responses to stockholder proposals.
8. The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
9. The Committee shall make regular reports to the Board.
10. The Committee shall annually review its own performance.
11. The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.
12. The Committee may form and delegate authority to subcommittees when appropriate.