

**Charter of the Nominating and Governance Committee
of the Board of Directors
Amended December 6, 2016**

I. Purpose

The Nominating and Governance Committee (“Committee”) is appointed by the Board of Directors to assist the Board by (1) recommending to the Board Corporate Governance Principles for the Company and (2) identifying qualified candidates for membership on the Board, proposing to the Board a slate of directors for election by the shareholders at each annual meeting, and proposing to the Board candidates to fill vacancies on the Board.

The Committee has the authority and responsibilities described in this Charter. This Charter has been adopted by the Board of Directors. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

II. Composition and Meetings

The Committee shall be comprised of a minimum of two members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body”), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board annually (normally immediately following the Company’s annual meeting of shareholders). Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.

III. Responsibilities and Duties

- A. The Committee will recommend to the Board Corporate Governance Principles for the Company. The Committee will periodically review and reassess the adequacy of this Charter and the Corporate Governance Principles and recommend any proposed changes to the Board for approval.

- B. The Committee will recommend criteria for membership on the Board including, but not limited to, diversity, business experience, age, occupation, skills, independence, and other board memberships of the candidate. All candidates for election to the Board shall be individuals of character, integrity and honesty.
- C. The Committee will identify, review the qualifications of, and recommend nominees to the Board for election as members of the Board of Directors, consistent with criteria approved by the Board. The Committee will also identify and propose to the Board candidates to fill vacancies on the Board.
- D. The Committee will, each year, recommend to the Board for its approval a slate of nominees for election to the Board at the Annual Meeting of Shareholders, consistent with the criteria approved by the Board in III.B. above, and including the number of meetings attended and the level and quality of participation and value of continuity and knowledge of the Company gained through Board experience
- E. The Committee will review all shareholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.
- F. The Committee will have authority to retain any search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee will also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- G. The Committee will recommend a policy to the Board regarding rotation of all Board Committee members and chairmen. In addition, the Committee will at least annually recommend membership for all Board Committees, considering member qualifications, appointments and removals, Committee chairman appointments, and rotation of Committee members (normally immediately following the Company's annual meeting of shareholders).
- H. The Committee will at least annually nominate officers for election by the Board (normally immediately following the Company's annual meeting of shareholders).
- I. The Committee will monitor and liaise with the Board on any director qualifications or resignation issues, including but not limited to: change in professional affiliation or status and director performance.
- J. The Committee will review the Code of Business Conduct and Ethics applicable to directors, officers and employees and disclose any waivers of the Code for executive officers and directors.
- K. The Committee will review the Code of Ethics for Senior Financial Officers and disclose any waivers of the Code.
- L. The Committee will periodically review and reassess the adequacy of the Insider Trading Policy and the Stock Ownership Policy and recommend any proposed changes to the Board for approval.

- M. The Committee will make regular reports to the Board.
- N. The Committee will coordinate the Board's annual evaluation of the Chairman of the Board.
- O. The Committee will coordinate an annual self-evaluation by the directors of the Board's performance.
- P. The Committee will annually perform a self-assessment of Nominating and Governance Committee performance.