

Charter of the Nominating, Governance & Sustainability Committee of the Board Directors

As approved by the Board of Directors on July 28, 2021

Purpose

The primary function of the Nominating, Governance & Sustainability Committee (the "Committee") is to assist the Board of Directors by (1) establishing qualifications and standards to serve as a director of the Company, (2) identifying and recommending individuals qualified to become directors of the Company, (3) recommending committee membership and committee Chairpersons, (4) developing, recommending and reviewing corporate governance standards and policies for the Company, including oversight of the Company's Insider Trading Policy and Procedures and (5) reviewing the sustainability program of the Company.

Members

The Committee shall be comprised of three or more members of the Board of Directors, each of whom must qualify as an independent director ("Independent Directors") under the NASDAQ listing requirements, and such additional standards that the Committee may establish. The members shall be appointed annually to one-year terms by the Board. The Board shall designate one member of the Committee as Chair.

Meetings and Procedures

Meetings of the Committee shall be subject to the committee procedure rules set forth in the Company's Bylaws, rules established by the Board, and its own rules of procedure, which shall be consistent with those Bylaws and the following:

1. The Committee shall meet at least three times per year, at such times as the Chair or the Committee considers appropriate to fulfill its duties and responsibilities.
2. Following each of its meetings, the Committee shall deliver a report (oral or written) at the meeting of the Board, including a description of actions taken by the Committee.
3. Minutes will be prepared for each meeting and will be maintained as a part of corporate records.
4. At least annually, the Committee will review this charter and update it as necessary.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Board Composition—Standards and Needs

1. Review the composition and size of the Board in order to ensure the Board has the proper expertise and independence.
2. Determine the skills, experience, position and other criteria for selection of individual Board members.
3. Develop and review Board policies on term limits, service requirements, and retirement.

4. Develop, recommend and review the Company's orientation program and continuing education program for directors.
5. Plan for continuity of skills and expertise on the Board as existing Board members retire from the Board.
6. Establish criteria for qualification as an Independent Director, consistent with applicable laws and NASDAQ listing standards.
7. Review other directorships, positions and other business and personal relationships of Board members and candidates for conflicts of interest, effect on independence, ability to commit sufficient time and attention to the Board and other suitability criteria.

Board Composition—Nominations

1. Seek to identify suitable candidates for consideration as nominees to the Board.
2. Establish procedures for review of and review any Board candidates including those recommended by management, shareholders and others.
3. Ensure compliance with all applicable director nomination procedures. Review the performance and contribution of directors being nominated for reelection as well as the qualifications of proposed new directors.
4. Recommend to the Board the slate of nominees of directors to be elected by the shareholders and recommend any directors to be appointed by the Board to fill vacancies.

Evaluation of the Board and Committees

1. Sponsor and oversee performance evaluations for the Board as a whole, which shall be done at least annually.
2. Conduct director peer evaluations upon re-nomination for election every year.
3. Sponsor and oversee the annual performance review of the Committee.
4. Coordinate with the Chairs of the other committees regarding annual and other evaluations of such committees.

Corporate Governance and Selected Policy Matters

1. Recommend to the Board policies to enhance the Board's effectiveness, including the frequency and structure of Board meetings and the number, size and responsibilities of Board Committees.
2. Review succession plans for the CEO .
3. Develop and review periodically, at least annually, the corporate governance policies of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations, listing requirements and recommend any changes to the Board.
4. Review periodically the Certificate of Incorporation and Bylaws of the Company and recommend to the Board appropriate changes thereto.
5. Consider any other corporate governance issues that arise from time to time and refer them to the Board. If the Board requests, the Committee will develop appropriate recommendations for the Board.
6. Periodically review the Company's Insider Trading Policy and Procedures, and shall adopt amendments or changes to the same, and shall establish procedures and mechanisms designed to cause the same to comply with all provisions under the securities laws and regulations and the requirements of Nasdaq.

Sustainability Program

1. Review the Company's sustainability program and goals and the Company's progress towards achieving those goals.
2. Review environmental, social & governance trends that could impact the Company's business operations, performance and reputation.

Retention of Advisors

The committee shall have the authority to retain outside counsel, search firms or any other advisors as the committee may deem appropriate in its sole discretion.