

Governance/ Nominating Committees Process for Identifying and Evaluating Director Candidates

The Governance/Nominating Committee considers recommendations for director candidates received from the Company's directors, executive officers and shareholders.

The Company shall have a majority of directors who meet the criteria for "independence" required by the New York Stock Exchange ("NYSE"). In order to qualify a director as independent, the Board of Directors shall affirmatively determine that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company).

The Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the organizations with which they are affiliated, be selected based upon contributions they can make to the Board and management and be free from relationships or conflicts of interest that could interfere with the director's duties to the Company and its shareholders.

All directors serving on the Audit Committee shall be "financially literate." At least one director shall qualify as an "audit committee financial expert" as defined by the SEC.

Effective April 1, 2020.