

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”), in its capacity as a committee of the Board of Directors (the “Board”), shall (1) assist the Board by identifying and evaluating individuals qualified to become Board members and recommend to the Board the director nominees for election or reelection as Directors by the stockholders at the Annual Meeting of Stockholders and candidates to fill any vacancies on the Board that may occur from time to time; (2) lead the Board in its annual review of the Board’s performance; (3) recommend to the Board director nominees for each committee or the Board; and (4) fulfill the responsibilities set forth below and perform such other responsibilities as may be delegated to the Committee by the Board from time to time and any related matters required by the federal securities laws.

### **Committee Membership**

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the Nasdaq National Market, Inc. The members of the Committee will be appointed by, and may be replaced by, the Board.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

### **Committee Authority and Responsibilities**

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Committee shall have the authority to engage independent or outside counsel, accountants or other advisors, in each case of its choice and as it determines to be necessary or appropriate.
2. The Committee shall, periodically as the Committee finds reasonably appropriate, seek individuals qualified to become Board members for recommendation to the Board and shall evaluate prospective nominees for the Board and the committees of the Board identified by the Committee, other members of the Board or management and shall review the Board’s committee structure and composition generally.
3. The Committee shall identify and recommend to the Board (1) the director nominees for the Annual Meeting of Stockholders and to fulfill vacancies on the Board that may occur from time to time and (2) members of the Board to serve on the various committees of the Board.
4. The Committee shall be responsible for oversight of the evaluation of the Board and its committees, including their size, composition and compensation, considering any recommendations from the Compensation Committee regarding the compensation of the Board and its committees. The Committee will determine whether an individual is

“independent” as provided by the Nasdaq National Market.

5. The Committee may review and assess the management succession plan for the Chief Executive Officer position and other members of executive management and make recommendations to the Compensation Committee.
6. To review and discuss with management disclosure of the Company’s corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company’s proxy statement or annual report on Form 10-K, as applicable.
7. The Committee shall, on behalf of the Board, review letters from stockholders concerning the Company’s Annual Meeting and governance process and make recommendations to the Board in respect thereof.
8. The Committee shall oversee and advise the Board on management of the Company’s strategy, initiatives, risks, opportunities and reporting on material environmental, social and governance (“ESG”) matters.
9. The Committee shall include a copy of this Nominating and Corporate Governance Committee Charter (the “Charter”) in the annual report to stockholders or the proxy statement the year after any significant amendment to the Charter and otherwise keep a copy of this Charter available on the Company’s website.
10. The Committee may form and delegate authority to subcommittees when appropriate.
11. The Committee shall keep regular minutes, and report the matters discussed at each Committee meeting to the Board when required.
12. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.