

CORPORATE GOVERNANCE & ETHICS COMMITTEE CHARTER

Statement of Purpose

The purpose of the Corporate Governance and Nominating Committee (the "Committee") shall be to: (i) identify and recommend for selection by the Board of Directors (the "Board") individuals qualified to become members of the Board, consistent with the criteria approved by the Board; (ii) develop and recommend to the Board a set of corporate governance principles; (iii) make recommendations regarding the size, composition and charters of the committees of the Board; (iv) review and develop long-range plans for Chief Executive Officer and management succession; (v) oversee the evaluation of the Board and Board committees (vi) review the effectiveness of the Company's ethics and compliance program; and (vii) review matters of corporate responsibility and public policy that may impact the Company's business or public image. In performing its duties, the Committee will maintain effective working relationships with and open communication between the Board and management.

Composition, Membership and Operation

1. Composition of Committee. The Committee shall consist of three or more members of the Board, each of whom shall be determined by the Board to be "independent" under the rules of the New York Stock Exchange. Continuing education of Committee members is encouraged. Members of the Committee, including the Committee Chair, shall be elected by the Board, taking into account the recommendations of the Corporate Governance and Ethics Committee, and members may be removed from the Committee by the Board.

2. Operation of Committee. A majority of the members of the Committee shall constitute a quorum for doing business. All actions of the Committee shall be taken by a majority vote of the members of the Committee present at a meeting at which a quorum is present or by unanimous written consent. The Committee Chair shall be responsible for the leadership of the Committee, including preparation of meeting agendas. The Committee may, at its discretion, delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.

3. Meetings. The Committee shall meet as often as it deems necessary in order to perform its responsibilities. If necessary, the Committee Chair may call special meetings of the Committee. The Committee will keep minutes of its meetings, and the Committee Chair will regularly report to the Board on its activities, making recommendations as appropriate.

Duties and Responsibilities

The following functions of the Committee are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances, other than as may be required by any rules of the SEC or NYSE or other applicable rules or regulations.

1. Identification and Nomination of Board Candidates and Nominees

- Establish criteria for evaluating the suitability of potential director nominees, including individuals proposed by stockholders. In considering potential nominees, the Committee shall observe the membership criteria approved by the Board including the criteria contained in the Corporate Governance Guidelines.
- Establish a procedure for identifying nominees for Board membership, evaluating such individuals and recommending nominees to the Board.
- Identify and recommend for selection by the Board, the director nominees who meet the criteria for Board membership for the next annual meeting of stockholders and when vacancies on the Board occur.
- Review the suitability for continued service as a director of each Board member who has a significant change in status, including but not limited to an employment change, or receives a greater number of votes "against" his or her election than were voted "for" his or her election in an uncontested election, and to recommend whether the Board should accept a director's resignation in such circumstances.

2. Board Composition and Procedures

- Review annually the composition of the Board as a whole and to recommend, if necessary, measures to be taken designed to promote an appropriate balance of knowledge, experience, skills, expertise and diversity, and to assure that the Board contains at least the minimum number of independent directors required by the Company's corporate governance principles and an appropriate ratio of employee directors to independent directors.
- Review periodically the size of the Board and to recommend to the Board any appropriate changes.
- Consider recommendations concerning any other aspect of the procedures or functioning of the Board.
- Review and monitor continuing educational practices for directors.

3. Board Committees

- Make recommendations to the Board regarding the size and composition of each committee, including the identification of individuals qualified to serve as members or Chair of a committee, and individual directors to fill any vacancy that might occur on a committee.
- Recommend to the Board revisions to the charters of Board committees. The Committee also shall review and assess the adequacy of its charter annually, and if applicable, recommend changes to the Board for approval.
- Monitor the functioning of the committees and recommend changes, including the creation and elimination of committees.

4. CEO and Management Succession

- Evaluate and recommend candidates for the position of Chief Executive Officer to the Board in the event that a vacancy arises or is anticipated to arise.
- Review with management and the Board long-range plans for Chief Executive Officer succession and make appropriate recommendations with respect thereto.
- Review contingency plans for an acting or interim Chief Executive Officer should the Chief Executive Officer become incapacitated or otherwise unavailable to perform his or her duties.
- Review the Company's processes for management development and succession throughout the leadership ranks.
- Review and evaluate with the Chief Executive Officer the long-range plans for management succession and make appropriate recommendations with respect thereto.

5. Corporate Governance

- Develop and recommend to the Board a set of corporate governance principles for the Company.
- Review at least annually the corporate governance principles adopted by the Board with regard to their appropriateness for the Company and their compliance with applicable laws and regulations, and recommend changes to the Board.
- Recommend to the Board a director to serve as Chair of the Board, and if the recommended Chair is not an independent director, also recommend an independent Lead Director.

- Consider any other corporate governance issues that arise and develop appropriate recommendations for the Board.
- Recommend amendments to the Company's Charter and Bylaws.
- Periodically review and assess the Company's communication to stockholders and the general public with respect to its policies and practices in the areas of corporate governance.
- Provide input and recommendations on the agenda and content of the mandatory orientation program for new directors.
- Address matters of corporate governance not otherwise delegated to other committees of the Board.

6. Ethics and Compliance

- Periodically review the Company's policies, procedures and practices regarding ethical responsibilities and conduct and the effectiveness of the Company's ethics and compliance program, including training and the processes for the reporting and resolution of compliance issues and ethics investigations.
- Review, and advise management on the Company's response to, significant concerns or reports of actual or alleged violations that arise under the Code of Conduct and the Company's other ethics policies and procedures.
- Review the adequacy of the Company's Code of Business Conduct of the Board of Directors and Code of Conduct for employees and approve any request for waivers of any provisions of the Company's Code of Conduct made by or on behalf of any executive officer or director.
- Periodically review the Company's policies, procedures and practices regarding the Company's activities outside the United States, United Kingdom and Australia, including its ethical responsibilities and conduct and the effectiveness of the Company's trade compliance, anti-bribery and corruption programs, including training and the processes for the reporting and resolution of any trade compliance, anti-bribery and corruption investigations. Review, and advise management on the Company's response to, significant concerns or reports of actual or alleged violations that arise under the Company's trade compliance, anti-bribery and corruption policies.

7. Corporate Responsibility and Public Policy

- Review such environmental, social and governance issues that may significantly impact the Company's business operations, reputation or

relations with employees, customers, stockholders and other constituents.

- Review legislative and regulatory trends and public policy developments that may affect the Company's business, including government relations activities.

8. Board and Committee Evaluations

- Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and oversee the annual self-evaluation of the Board and committees. In connection with this self-evaluation, the Committee may elect to utilize an outside consultant who shall report to the Board on its findings and recommendations.
- Conduct an annual evaluation of the Committee's own performance and report the results of such evaluation to the Board.
- Conduct an annual evaluation of the Committee's charter and recommend any changes to the Board for approval.

Communications with the Committee

The Executive Vice President and General Counsel or designee shall communicate personally and promptly to the Chair of the Committee or to all members of the Committee on any matter involving criminal conduct or potential criminal conduct. In addition, the Senior Vice President, Chief Ethics and Compliance Officer (or such other individual or individuals with operational responsibility for the Company's compliance and ethics program) shall report to the Committee no less than annually on the implementation and effectiveness of the Company's compliance and ethics program.

Advisors

The Committee shall have the authority to retain and obtain advice and assistance from such advisors, including search firms used to identify director candidates, as it deems necessary to carry out its duties, without seeking Board or management approval. The Committee shall also have the authority to approve such advisors' fees, expenses and the other terms of their retention. To the extent such advisors are retained to assist in the identification of director candidates, the Committee shall have the sole authority to retain and terminate such advisors, including sole authority to approve such advisors' fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for paying the fees and expenses of any advisor retained by the Committee, and payment

of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Additional Duties and Responsibilities

The Committee shall undertake such additional duties and responsibilities as the Board may from time to time prescribe.

May 1, 2026