CHARTER OF THE
GOVERNANCE & NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS

I. ORGANIZATION AND FUNCTIONING

There shall be a committee of the Board of Directors to be known as the Governance and Nominating Committee (the "Committee"). The Committee shall be comprised of three or more members of the Board of Directors, each of whom shall satisfy the independence requirements of the Securities and Exchange Commission and New York Stock Exchange, as determined by the Board of Directors. The Committee shall recommend to the Board one of its members to serve as Committee Chair. Members of the Committee shall serve until their resignation, retirement, removal by the Board or until their successors are appointed.

The Committee shall meet at least once each year and hold such other meetings from time to time as may be called by its Chair or any two members of the Committee. A majority of the members of the Committee shall constitute a quorum of the Committee. A majority of the members in attendance shall decide any questions brought before any meeting of the Committee.

The Committee shall have the authority to appoint subcommittees and act through them.

The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and shall have sole authority to approve such search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Committee shall keep minutes of its proceedings that shall be signed by the person whom the Chair designates to act as secretary of the meeting. The minutes of a meeting shall be approved by the Committee at its next meeting, shall be available for review by the entire Board, and shall be filed as permanent records with the Secretary of the Company.

At each meeting of the Board following a meeting of the Committee, the Chair of the Committee shall report to the full Board on the matters considered at the most recent meeting of the Committee.

The Committee shall conduct an annual evaluation of Committee performance.

II. STATEMENT OF PURPOSE AND RESPONSIBILITIES

The purpose of the Committee is to ensure that the Board and its Committees are appropriately constituted and to advise the Board on leadership succession and governance matters so that the Board of Directors may effectively meet its fiduciary obligations to shareholders and the Company. To accomplish this purpose, the Committee shall:

- develop and recommend to the Board corporate governance guidelines and codes of business conduct and ethics ("Governance Guidelines") for the Board and the Company;

- review the Governance Guidelines annually to: (i) evaluate how effectively the Board and the Company have implemented the policies and principles of the Governance Guidelines, (ii) ensure that the Governance Guidelines are appropriate for the Company and comply with applicable laws, regulations and listing standards, and (iii) recommend to the Board any desirable changes in the Governance Guidelines;

- consider any other corporate governance issues that may arise, from time to time, and develop appropriate recommendations to the Board;

- receive and evaluate from all sources, including shareholders of the Company, the names and qualifications of potential director candidates;

- recommend to the Board the director nominees for the next Annual Meeting of Shareholders or to fill vacancies on the Board that occur between meetings, following a comprehensive director selection process, including:

    - identifying desired skill set(s) and attributes of persons to be considered as potential director candidates;
    - initiating a broad-based inclusive search for potential director candidates who possess the desired skills and attributes, with input from other Board members, senior Company management and shareholders, and through engagement of a professional search firm or consultant(s) if necessary;
    - developing a list of qualified potential director candidates, after a determination that the election or appointment of the potential director candidate(s) to the Board would effectively further the policies set forth in the Governance Guidelines and any additional criteria adopted by the Board;
    - ensuring the Board, as a whole, reflects appropriate diversity (encompassing a wide range of personal and professional experiences, backgrounds, skill sets, age, gender, race, national origin and other demographic characteristics), beginning with the development of a diverse pool of qualified potential director candidates;
    - reviewing, with input from other Board members, the list of potential director candidates to identify persons to be interviewed (typically by the Lead Director, Co-CEOs, at least one member of this Committee, and other directors);
    - considering the results of candidate interviews; and
    - seeking the full Board's endorsement of the candidate(s) selected from among the potential director candidates who: (i) have the highest personal and professional integrity, (ii) have demonstrated exceptional ability and judgment, and (iii) shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders;

- review, assess, and recommend to the Board annually an "independence" determination with respect to each of the directors for purposes of Board membership (and Committee membership, where applicable), consistent with the independence requirements of the Securities and Exchange Commission and the New York Stock Exchange;

- oversee evaluations of the Board, the Board Committees and the Co-CEOs, as coordinated by the Lead Director;

- review and assess, prior to nominating any person for re-election to the Board, such person's performance as a director under the Company's Governance Guidelines;

- recommend to the Board annually the directors to be appointed to Board Committees and the directors who will serve as Committee Chairs, after considering the desired qualifications for membership on each Committee, the availability of the director to meet the time commitment required for membership on a particular committee, and the extent to which there should be a policy of periodic rotation of Committee members or Committee Chairs;

- recommend to the independent members of the Board annually the director who will serve as the Lead Director, after considering the desired qualifications for such position;

- oversee the development of an orientation program for new directors (which should include background material, meetings with senior management and visits to Company facilities);

- monitor the Director Orientation and Education Policy and make determinations regarding any necessary revisions thereto, and oversee the continuing education of the directors;

- confirm that relevant reports are made to the Board or in periodic filings, as required by governing rules and regulations of the SEC and NYSE;

- assess and monitor, throughout the organization, issues related to the Company's corporate governance risk, talent risk and health and safety risk;

- assess and monitor, throughout the organization, human capital issues, including: corporate culture, employee engagement, employee learning and development, inclusion, human rights, and ethical business practices;

- ensure that the Board and/or specific committees of the Board, as deemed appropriate, exercise appropriate oversight of the Company's Sustainability activities and that related matters of significance are brought to the attention of the Board or the appropriate Board committee(s); and

- oversee the development and monitor the implementation of leadership development and succession planning, both long-term and emergency, for the Board, the Co-CEOs and Company senior executives.

III. CHARTER

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.