



**CHARTER OF
THE NOMINATING AND GOVERNANCE
COMMITTEE OF THE BOARD OF
DIRECTORS
February 7, 2024**

I. Purpose

The purpose of the Nominating and Governance Committee (“Committee”) is to advise the Board of Directors (“Board”) on matters concerning corporate governance, including (i) the function of the Board and its committees, (ii) recommending appropriate candidates to serve on the Board as directors of the Company (“Directors”) and for membership on Board committees, (iii) making recommendations regarding Directors’ compensation, (iv) developing and recommending corporate governance guidelines applicable to the Company and (v) addressing any related matters, including any related matters required by the federal securities laws. All activities of the Committee will be consistent with the Company’s constitutional documents and any shareholder’s agreement.

In addition to the powers and responsibilities expressly delegated to the Committee in this charter (the “Charter”), the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s constitutional documents and any shareholder’s agreement.

II. Organization

A. Membership

1. Members of the Committee, including the chair of the Committee (the “Chair”), are Directors appointed by the Board. The Committee shall consist of at least two Directors.
2. Each of the Committee’s members shall meet the requirements for Directors carrying out the responsibilities described in the Charter as set forth in the listing rules of the Nasdaq Stock Market (“Nasdaq”) and any other requirements of applicable law, provided that, for so long as the Company is permitted to and avails itself of certain exemptions under such listing rules, one or more members of the Committee may not meet some or all of the independence requirements set forth therein.
3. The Board shall appoint the members of the Committee for such term or terms as the Board may determine or until a member’s earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause in the Board’s sole discretion.

B. Operations

1. The Committee shall meet at least two times per year and more frequently as the Committee deems necessary.

2. The Chair shall annually establish a calendar of meetings.
3. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including preparing agendas and making regular reports to the Board. Committee members and other Directors will be allowed to suggest the addition of any matter to the Committee's agenda upon reasonable notice to the Chair and if within the scope of the Committee's duties and responsibilities.
4. The Committee may invite members of management or others to attend the Committee meetings and provide pertinent information as appropriate. However, management representatives shall not be part of the Committee. The Committee shall have the authority to delegate its authority to subcommittees comprised of one or more of its members, or to other members of the Board qualified to perform such responsibilities in accordance with the Company's constitutional documents, the listing rules of Nasdaq and any other applicable law, as appropriate.
5. The Committee shall have the authority to engage independent consultants, search firms, and legal advisers when it determines necessary, with the Company providing appropriate funding for the Committee to retain such persons and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
6. The Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of the Charter on an annual basis and recommend any proposed changes to the Board.

III. Meetings

1. Meetings of the Committee will be called by the Chair at the request of any of its members.
2. Attendance may be either in person, by telephone or by video conference.
3. The quorum necessary for a Committee meeting will be a simple majority of Committee members present, in person or by proxy.
4. A duly convened meeting of the Committee at which a quorum is present will be competent to exercise all or any of its authorities and powers as required.
5. Decisions of the Committee shall be made by majority vote of Committee members present (or where the Committee consists of only two members, or only two members are present and constitute a quorum, by unanimous vote). In the event of a deadlock, the matter shall be referred to the Board.
6. Decisions of the Committee shall be evidenced by resolutions passed at the meeting of the Committee and recorded in the minutes of such meeting, by an instrument in writing signed by all the members of the Committee, or by other legally acceptable means, and such resolution shall constitute authority for appropriate action by management.
7. In the absence of the Chair, the quorum present shall appoint an acting chair for the relevant meeting.

8. At any meetings the Committee shall discuss such matters as the Committee deems appropriate and within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.
9. The Committee shall be free to make whatever recommendations to the Board it deems appropriate on any area within the scope of the Committee's duties, authorities and responsibilities as set forth in this Charter.
10. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

IV. Responsibilities and Duties

1. The Committee shall develop and recommend to the Board criteria (the "Director Criteria") to be considered in selecting director nominees, which shall reflect at a minimum any requirements of applicable laws, regulations, policies, procedures and listing requirements, the terms of any shareholder's agreement, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity, including but not limited to diversity of gender, race, ethnicity, sexual orientation, age, education, cultural background, and professional experience.
2. The Committee shall develop and recommend to the Board a set of corporate governance guidelines.
3. The Committee shall at least annually review and assess the adequacy of the Company's corporate governance guidelines and recommend any proposed changes to the Board for approval.
4. The Committee shall make recommendations to the Board concerning corporate governance practices and procedures, including addressing, among other matters, the size, structure, composition and functioning of the Board and its committees, including its oversight of management and consultations with management.
5. The Committee shall recommend to the Board candidates for appointment to Board committees. Such recommendations shall be consistent with the Company's constitutional documents, any shareholder's agreement, and applicable law.
6. The Committee shall be responsible for the performance of an annual evaluation of the Board and its committees. The Committee shall report to the Board with respect to the evaluation and make recommendations to the Board regarding any proposed changes.
7. The Committee shall oversee the Company strategy to recruit, develop, evaluate and retain Directors.
8. The Committee shall evaluate, in consultation with the Chair of the Board ("Board Chair") and the Chief Executive Officer, new candidates and recommend to the Board qualified individuals to be nominated as Directors, consistent with the Director Criteria and taking into account the diversity of areas of expertise and perspective of the Board members, to ensure the composition of the Board and its committees includes appropriate

experience for sound decision-making.

9. The Committee shall develop criteria and procedures for reviewing any Director candidates recommended by individuals who are not members of the Committee, including other Directors on the Board, members of management, and shareholders.
10. The Committee shall have the authority to retain and terminate any search firm to be used to identify Director nominees, including authority to approve the search firm's fees (such fees to be borne by the Company) and other retention terms.
11. The Committee shall review the independence of the Directors as defined in the listing rules of Nasdaq, as set forth in the Company's governance principles and under the requirements of any other applicable law and make recommendations regarding Director independence to the Board.
12. The Committee shall review the level and form of Director compensation and recommend changes to the Board for consideration and approval.
13. The Committee shall monitor the orientation and education needs of Directors and recommend action to the Board, individual Directors and management where appropriate.
14. The Committee shall review the Company's directors' and officers' insurance annually.
15. As needed, the Chair shall review notifications of a Director's change in principal occupation or business association and the circumstances relating thereto to determine whether continued Board membership is appropriate. The affected Director shall provide all relevant information to and respond to all relevant questions concerning the matter from the Chair. If the Chair determines that the Director should not continue to serve on the Board, the Chair shall consult with the Board Chair. If the Board Chair agrees with the Chair's recommendation, the Director shall tender their resignation to the Chair and the Board Chair.