

Nomination Committee Charter

The Nomination Committee is composed of at least three members of the Board. The Nomination Committee reviews and evaluates the qualifications of all persons nominated to the Board and other appointments that require Board approval.

The Chairman of the Committee shall preside during meetings. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep appropriate books and records thereof, if necessary.

The board or the Committee may appoint one or more persons to serve as advisor(s) to the Committee. Advisors may attend and speak during the meetings of the Committee, but will not have any voting rights on any action of the Committee.

A. Functions

The Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board and other appointments that require Board approval, and shall assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.

B. Meetings

1. Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. Special meetings may be called by the Chairman of the Committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting
2. The Committee members are requested to attend every meeting. The Committee shall invite to the meetings members of management, selected representatives from internal and external auditors and/or other functional groups of the Company as may be necessary.
3. The meeting agenda shall be prepared and provided in advance to Committee members, along with appropriate briefing materials. The minutes of the meeting shall be prepared and routed promptly.
4. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second vote.

5. Meetings may be held at any time and place without notice if all the members are present or if those not present waive notice in writing before or after the meeting. Meetings may be held in person or via telephone or video conference.