

## **Nominating and Governance Committee Charter** **(as amended October 31, 2014)**

### **Purpose**

The Committee is appointed by the Board of Directors to (1) identify individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders, (2) recommend to the Board corporate governance principles applicable to the Company and (3) to exercise and perform the authority, duties and responsibilities of the Committee set forth in this charter.

### **Membership**

1. The Committee shall be comprised of at least three (3) Board members appointed by the Board. Committee members shall serve at the pleasure of the Board and for such term as the Board determines. The Board shall designate one Committee member as the Committee's chair.
2. Each Committee member shall have no material relationship with the Company and shall otherwise satisfy the independence requirements of the Company and the New York Stock Exchange.

### **Operations**

1. The Committee shall hold regular meetings at least twice per year and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities.
2. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee's business.
3. The Committee shall have direct access to, and complete and open communication with, the Company's management and may obtain advice and assistance from internal legal, accounting or other advisors to assist it. The Committee may retain independent legal, accounting or other advisors to assist it, and may determine compensation for such advisors, and the Company shall be responsible for any costs or expenses so incurred.

### **Authority, Duties and Responsibilities**

The Committee shall:

1. Actively seek and identify individuals qualified to become Board members for recommendation to the Board consistent with the Board membership criteria set forth in the Company's Corporate Governance Policies. The Committee may consider director candidates proposed by shareholders or management. Consistent with the retirement policy

set forth in the Corporate Governance Policies of the Company, no director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

2. Recommend to the Board the director nominees for the next annual meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
3. Oversee and approve the process and guidelines for the annual evaluation of the performance and effectiveness of the Independent Lead Director, the Board, and its committees.
4. Annually review and assess the adequacy of the Company's Corporate Governance Policies, including the director independence standards, and, if appropriate, recommend changes to the Corporate Governance Policies to the Board.
5. Review effectiveness of director compensation and benefits programs in supporting the Company's ability to attract, retain and motivate qualified directors and, if appropriate, recommend changes to the Board.
6. Recommend to the Board director nominees for each Board committee, including committee members to fill vacancies as needed. In nominating a director for a committee membership, the Committee shall take into consideration the factors set forth in that committee's charter, if any, and other factors it deems appropriate, including without limitation the interplay of the candidate's experience with the experience of other committee members.
7. Review and approve the Company's Corporate Political Activities Policy Statement. Oversee, and receive reports at least annually on, the Company's compliance with the Company's prohibition on U.S. corporate political contributions, political contribution activities of the Morgan Stanley Political Action Committee and the Company's expenditures relating to its principal U.S. trade associations.
8. Review the strategy, policies and practices with respect to the philanthropic programs of the Company and foundations significantly supported by the Company.
9. As it determines appropriate, consider matters regarding social responsibility and environmental matters and make recommendations to the Board regarding, or take action with respect to, such matters.
10. Recommend to the Board changes that the Committee believes desirable to the size of the Board or any committee thereof, or to the Board's committee structure.
11. As it determines appropriate, consider matters of corporate governance and make recommendations to the Board regarding, or take action with respect to, such matters.
12. Review the Company's directors and officers insurance.
13. Review and assess annually its performance and report the results to the Board.

14. Review and assess annually the adequacy of this charter and, if appropriate, recommend changes to the charter to the Board.
15. Review and approve related person transactions in accordance with the Company's Related Person Transactions policy and associated disclosure. Report approved related person transactions to the Board.
16. Retain and terminate, in its sole discretion, any search firm used to identify director candidates and any compensation consultant used to assist in the evaluation of director compensation, and to approve the fees and other retention terms for such firms and consultants.
17. Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.