

EVERCORE

Nominating and Corporate Governance Committees of the Board of Directors Charter

PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) in fulfilling its responsibility to the stockholders, potential stockholders and investment community by:

- A. Identifying individuals qualified to become directors and selecting, or recommending that the Board select, the candidates for all directorships to be filled by the Board or by the stockholders, consistent with criteria approved by the Board;
- B. Oversee the evaluation of the Board;
- C. Developing and recommending to the Board a set of corporate governance principles and Code of Business Ethics and Conduct applicable to the corporation; and
- D. Otherwise taking a leadership role in shaping the corporate governance of the corporation.

STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of members of the Board, each of whom is determined by the Board to be “independent” in accordance with the rules of the New York Stock Exchange, Inc.

Appointment and Removal

The members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Chairman

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by the majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. Any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically, but the Committee shall meet in person at least once a year.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

Board Selection, Composition and Evaluation

1. Establish criteria in accordance with the Board's governance principles for the selection of new directors to serve on the Board.
2. Identify individuals believed to be qualified as candidates to serve on the Board and recommend that the Board select the candidates for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall consult with the CEO or, if applicable, the co-CEOs and shall take into account all factors it considers appropriate as set forth in the Board's governance principles.
3. Review and make recommendations to the full Board, or determine whether members of the Board should stand for re-election. A member of the Committee who is a candidate for nomination as a director at the next annual meeting of the corporation's stockholders (including incumbent directors) shall not be present during the deliberations concerning, or to vote upon, such member's candidacy.
4. Consider matters relating to the retirement of Board members, including term limits or age caps.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates.

6. Review and make recommendations, as the Committee deems appropriate and in accordance with the Board's governance principles, regarding the composition and size of the Board in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Perform a review and evaluation, at least annually (and as circumstances otherwise dictate), of the Board in accordance with the Board's governance principles.
8. Review and recommend to the full Board compensation of directors as well as director's and officer's indemnification and insurance matters.

Committee Selection, Composition and Evaluation

9. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee of the Board.
10. Perform a review and evaluation, at least annually (and as circumstances otherwise dictate), of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.
11. Review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any changes to this Charter that the Committee considers necessary or valuable.

Corporate Governance

12. Develop and recommend to the Board the Corporate Governance Principles and Code of Business Conduct and Ethics (the "Code") for the corporation. From time to time, the Committee shall review and reassess the adequacy of such Corporate Governance Principles and the Code and recommend any proposed changes to the Board. From time to time, the Committee shall consult with the Audit Committee of the Board regarding any issues, risks or other matters identified by either committee in connection with their respective responsibilities for the Code.
13. The Committee shall be responsible for any tasks assigned to it in the corporation's Corporate Governance Principles.
14. Oversee compliance with the corporation's Corporate Governance Principles and report on such compliance to the Board. The Committee shall also review and consider questions of independence and possible conflicts of interest, including related persons transactions, of members of the Board and executive officers.
15. Review actions in furtherance of corporate social responsibility, including considering the impact of policies and procedures on executive officers, employees, citizens and communities and consider public issues of significance which affect investors and other key stakeholders.

Reports

16. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
17. Maintain minutes of meetings and activities of the Committee and distribute to members of the Board.

AUTHORITY

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.