

Ullico Inc.

Charter of the Corporate Governance/Nominating Committee of the Board of Directors

Purpose of the Committee

The primary purpose of the Corporate Governance/Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Ullico Inc. (the “Company”) shall be to advise the Board with respect to the Board composition, procedures and committees, and to identify, evaluate and recommend individuals qualified to be directors of the Company to the Board for appointment to the Board. The Committee shall also identify, evaluate and recommend to the Board of Directors members qualified to fill a vacancy on a committee of the Board and advise the Board with respect to the Corporate Governance Guidelines. The Committee will also oversee the Board and committee evaluation process.

Composition

The Committee shall be comprised of not less than three members of the Board, each of whom shall be free from the influence of management or corporate relationships that could improperly influence his or her judgment as a committee member. The Board shall determine annually whether the members of the Committee meet the standard of independence set forth in the Company’s Corporate Governance Guidelines.

The members of the Committee shall be appointed annually by the process set forth in the bylaws. The Chairman of the Board of Directors shall also designate a Chairperson of the Committee, subject to the approval of the Board of Directors, provided, however, that if the Board does not so designate a Chairperson, the members of the Committee, by a majority vote, may designate a Chairperson.

Committee Operation

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case not less than twice annually.

The Committee shall maintain minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. The minutes of each meeting and all consents shall be placed in the Company’s minute book.

The Committee shall have the resources appropriate to discharge its responsibilities if the Committee determines either that these resources are not available through management or, if available, are not appropriate for use by the Committee in a given circumstance. If the Committee wishes to rely on an outside consultant, it shall select and recommend to the Board the specific consultant and the terms of the retention, and the Board may retain such outside consultant, approve the terms of the retention, and assign the consultant to work for the

Committee. The Committee has the authority to meet with all Company personnel in order to discharge its duties under this charter.

Code of Conduct and Ethics

The Committee shall have responsibility for the Company's Code of Conduct and Ethics (the "Code") and shall periodically review and revise the Code, as necessary. The Committee has the authority to amend, interpret and administer the Code. The Committee has the authority to grant waivers of the Code in appropriate circumstances, subject to the approval of the Company's Board of Directors.

Committee Responsibilities and Authority

The following are the duties and responsibilities of the Committee:

1. To review annually the composition of the Board as a whole and to recommend to the Board, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole.
2. To review annually the composition of the Board to ensure that the Board's composition complies with the requirements of the Company's bylaws regarding Board composition.
3. To review periodically the size of the Board and the Board's standing committees, and to recommend to the Board any appropriate changes.
4. To identify individuals that the Committee believes are qualified to become Board members and recommend that the Board select such nominee or nominees to stand for election at the annual meeting of stockholders of the Company. In determining the suitability of candidates, the Committee shall take into consideration the criteria set with the concurrence of the Board of Directors and re-evaluated periodically, including experience, wisdom, integrity, ability to make independent analytical inquiries, understanding of the Company's business environment, and the requirements of the Company's bylaws for eligibility to serve as a director. The Committee may also consider a candidate's association with major stockholders of the Company, the relevance of the candidate's experience to the business of the Company, the candidate's ability to enhance the diversity of the Board, and the ability of the candidate to attend Board meetings regularly and devote an appropriate amount of effort in preparation for those meetings.
5. In the event there is a vacancy on the Board, to identify individuals that the Committee believes are qualified to become Board members in accordance with the nominating criteria set forth in this Charter or otherwise communicated by the Board, and recommend such person or persons for appointment to the Board.
6. To receive director nominations from other members of the Board and from stockholders and to evaluate such nominations based on the nominating criteria set forth in this Charter.

7. To recommend to the Board the structure, composition and functions of the committees of the Board and to identify, in consultation with the Chairman and CEO, Board members qualified to become members of the committees of the Board (including this Committee). In determining committee membership and composition, the Committee shall take into consideration the director's experience and background, and their relevance to the goals and responsibilities of the committee and the director's committee preferences, as well as other factors the Committee deems appropriate. The Committee will give consideration to rotating Committee members periodically (normally on a 3 to 5 year interval), but exceptions may be made where the Committee believes that there is good reason to maintain an individual Director's Committee appointment for a longer period of time.
8. To identify Board members qualified to fill a vacancy on a committee of the Board in accordance with the nominating criteria set forth above, and recommend such nominee or nominees to the Chairman of the Board or Board of Directors for appointment to such committee.
9. To evaluate the performance of sitting directors up for nomination for re-election.
10. To oversee the process administered by management for determining director independence and to evaluate the information acquired in that process annually.
11. To review and approve the procedures administered by management to protect against conflicts of interest between directors, officers and the Company and to evaluate and report to the Board a recommended resolution of potential and actual conflicts of interest between directors, officers and the Company.
12. To review and approve the procedures implemented by the Board to review all material related party transactions between the Company and any director, officer, or any company or entity affiliated with a director or officer.
13. To meet with the Company's Chief Compliance Officer regularly. The Chief Compliance Officer shall report to the Committee regarding matters within the Committee's responsibilities and authority.
14. To oversee the Company's regulatory and legal whistleblower procedures (other than those related to accounting and financial reporting) and to review regulatory and legal whistleblower complaints and reports.
15. To communicate with the Audit Committee at least quarterly regarding the status of regulatory and legal whistleblower complaints received by the Audit Committee and to forward any whistleblower complaints related to accounting and financial reporting to the Audit Committee.
16. To develop, with management, corporate governance guidelines for consideration by the Board, to review periodically the corporate governance guidelines adopted by the Board to assure such guidelines are appropriate for the Company and comply with any law or regulation applicable to the Company, and to recommend any desirable changes to the Board.

17. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.
18. To confer, as appropriate, with the General Counsel on matters of corporate governance.
19. To review and assess the adequacy of the Company's Articles of Incorporation and bylaws, and to recommend any proposed changes to the Board, as conditions dictate, to update the Company's Articles of Incorporation and Bylaws.
20. To review and assess the adequacy of this Charter and the Charters of the other Board Committees and recommend any proposed changes to the Board for approval.
21. To report to the Board on a regular basis and make such recommendations with respect to any of the above and other matters as the Committee deems necessary or appropriate.
22. To evaluate its own performance biennially and report its findings and recommendations to the Board.
23. To review and approve all material related-party transactions which are of the type that will be disclosed in the Company's financial statements or regulatory filings.
24. The Committee shall review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other committee of the Board for purposes of such review and recommendations.

Approved by the Corporate Governance/Nominating Committee

Date: April 17, 2014

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