

Universal Corporation
Board of Directors
Nominating and Corporate Governance Committee Charter
Effective April 9, 2019

I. Establishment and Purpose

- 1.1. The Nominating and Corporation Governance Committee (the “Committee”) of the Board of Directors (“Board”) of Universal Corporation (“Universal” or the “Company”) performs a two-fold function. First, the Committee is responsible, subject to approval of the Board, for determining criteria for Board membership, for identifying specific individuals qualified to be members of the Board and for making recommendations to the Board with respect to such nominations. Second, the Committee is responsible for developing and recommending to the Board a set of corporate governance principals applicable to the Company, overseeing the Company’s environmental and social responsibility and sustainability programs and practices, and overseeing the evaluation of the Board and Executives of the Company.
- 1.2. For purposes of this Charter, “Directors” refers to non-employee members of the Board and “Executive” refers to the Chief Executive Officer of the Company, any corporate officers named in the proxy statement who report to the Chief Executive Officer and any other employee or class of employees of Universal or its subsidiaries designated by the Committee to be an “Executive” for purposes of this Charter.

II. Composition and Term of Office

- 2.1 The Committee shall consist of three or more Directors each of whom is deemed “independent” under the standards set forth in Section 303A of the New York Stock Exchange, LLC (an “Independent Director”). Members of the Committee shall be appointed annually by the Board at its annual meeting or as necessary to fill vacancies in the interim.
- 2.2 At its annual meeting, the Board shall appoint the members of the Committee for the ensuing year and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may, at any time and in its complete discretion, remove any member of the Committee and may fill any vacancy in the Committee.
- 2.3 A majority of the Committee members (but not less than two) shall comprise a quorum of the Committee, sufficient to conduct a meeting. Members of the Committee may be present at a meeting or may participate by telephone or through other methods of telecommunication, as determined by the Committee.
- 2.4 The Committee may retain or obtain the advice of consultants, legal counsel or other advisors (each an “Advisor”) at Universal’s expense, as the Committee in its sole discretion determines appropriate. The Committee shall be directly responsible for the oversight of the work of such Advisors, and shall have the sole authority to retain and terminate such Advisors, and to approve the fees payable to such Advisors and any other terms of retention.
- 2.5 The Committee may delegate any and all of its responsibilities to subcommittees composed entirely of Independent Directors of the Committee. Such subcommittees must have a published committee charter.

III. Duties and Responsibilities - Nominating Functions

- 3.1 The duties and responsibilities of the Committee with respect to its nominating functions are as follows:
 - (a) To review and consider criteria for membership on the Board;

- (b) To identify specific individuals qualified to become members of the Board for nomination to Board positions and assignment to particular committees of the Board;
- (c) To solicit and review recommendations of the Board members with respect to specific nominees for Board positions and assignment to particular committees of the Board;
- (d) To accept and review other recommendations with respect to specific nominees for Board positions and assignment to particular committees of the Board;
- (e) To recommend that the Board select specific nominees for the Board for the next annual meeting of shareholders; and
- (f) To undertake such other responsibilities, tasks or projects as the Board may delegate or assign to the Committee with respect to its nominating function from time to time.

3.2 The Committee shall also, as needed, review changes that may affect the “independence” of a Director and/or conflicts of interest between Universal and a Director and make recommendations to the Board regarding the re-election of any such Director.

IV. Duties and Responsibilities - Corporate Governance, Environmental and Social Responsibility and Sustainability Functions

4.1 The duties and responsibilities of the Committee with respect to its corporate governance, environmental and social responsibility and sustainability functions are as follows:

- (a) To develop and recommend to the Board a set of corporate governance principals applicable to the Company;
- (b) To oversee and review matters pertaining to Universal’s environmental and social responsibility and sustainability programs and practices, including potential long and short term trends and impacts to Universal’s business of environmental, social and sustainability issues, including Universal’s public reporting on these topics;
- (c) To oversee the evaluation of the Board and Executives; and
- (d) To undertake such other responsibilities, tasks or projects as the Board may delegate or assign to the Committee with respect to its corporate governance function from time to time.

V. Implementation of Duties

- 5.1 The Committee may establish such rules, regulations and procedures as it determines appropriate and reasonably necessary for it to undertake its duties and responsibilities as set forth in this Charter.
- 5.2 The Committee shall maintain appropriate procedures to ensure accurate meeting agendas and minutes are prepared and filed in draft form as soon as practicable, with such meeting minutes presented to the Committee for approval at the next regularly scheduled Committee meeting. Such meeting agendas and minutes shall be filed in the Committee minute book upon approval.
- 5.3 Unless a chairman is elected by the full Board, the members of the Committee shall designate a chairman by majority vote of the full Committee membership. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

VI. Evaluation and Reporting

- 6.1 The Committee shall perform an annual review and evaluation of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and

recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct evaluations and reviews in such manner as it deems appropriate.

- 6.2 The Committee is accountable to the Board and shall report to the Board on its activities at such times as requested by the Board.

VII. Meetings and Schedule of Activities

- 7.1 The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The chairman of the Board or any member of the Committee may call meetings of the Committee.

- 7.2 The major annual activities of the Committee are as follows:

As appropriate	Address succession planning for Chief Executive Officer
As appropriate	Address nominating issues
As appropriate	Oversee and review the Company's environmental and social responsibility and sustainability programs and practices

VIII. Amendment

- 8.1 The Committee shall suggest to the Board for approval any amendments to this Charter, including the schedule of activities, as the Committee deems appropriate to ensure this Charter accurately reflects the Committee's duties, responsibilities and activities.

Amended and restated April 9, 2019