

**UNITED PARCEL SERVICE, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Effective November 3, 2016

I. COMMITTEE MEMBERS

The Board of Directors appoints a Nominating and Corporate Governance Committee of at least three members, consisting entirely of “independent” directors of the Board, and designates one member as chairperson. “Independent” means a director who satisfies all criteria for independence of a director established by the New York Stock Exchange (the “NYSE”), as determined by the Board of Directors.

II. PURPOSE AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee assists the Board of Directors in identifying, screening and recommending qualified candidates to serve as directors of the Company, and in developing and recommending to the Board of Directors a set of corporate governance guidelines for the Company. Specifically, the Nominating and Corporate Governance Committee will:

1. Periodically receive and consider recommendations from the Chief Executive Office and others regarding succession planning at the Chief Executive Officer and other senior officer levels, including the Company’s contingency succession plan in the event of the Chief Executive Officer’s unplanned departure, disability or death, and report periodically to the Board on the Company’s succession planning and management development efforts.
2. Recommend to the Board candidates for election or reelection to the Board at each Annual Meeting of Shareowners of the Company.
3. Retain sole authority to engage and approve the fees and other retention terms of, and to terminate, any advisors used to assist in the full performance of its functions.
4. Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board.
5. Consider director candidates proposed by shareowners pursuant to procedures described in the Company’s proxy statement.
6. Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking candidates for election to the Board.
7. Aid in attracting qualified candidates to serve on the Board.

8. Develop and recommend to the Board a set of corporate governance guidelines appropriate to the Company and review the same at least annually.
9. Consider the structure, composition and functioning of the Board and all Board committees, removal procedures for Committee members, the delegation of authority to subcommittees, Board oversight of management actions and reporting duties of management.
10. Make recommendations to the Board regarding membership on all Board committees, including the number and identity of directors comprising a committee and the director designated as committee chair.
11. Review Board meeting procedures, including the appropriateness and adequacy of the information supplied to directors prior to and during Board meetings.
12. Oversee the annual evaluation of the performance of the Board and the implementation of annual self-assessments by each of the standing committees. The Chair of the Nominating and Corporate Governance Committee will discuss the results of the committee self-assessments with the Chairs of the other Committees and the results of the Board self-assessment with the Chairman and the full Board.
13. Review and recommend retirement policies for directors.
14. Review any outside directorships in other public companies held by senior Company officials. Review and approve requests from directors in advance of (i) accepting an invitation to serve on another board of directors, or (ii) engaging in significant commitments involving affiliation with other businesses or governmental units.
15. Review and make recommendations to the Board of Directors regarding a director's continuing membership on the Board following receipt of a notification of the director's retirement or resignation from, or any other significant change in, the director's business or professional roles or responsibilities.
16. Make reports and recommendations to the Board of Directors within the scope of its functions.
17. Conduct an annual performance evaluation of the Nominating and Corporate Governance Committee.
18. Review the adequacy of this Charter on a periodic basis and recommend any proposed changes to the Board for approval. Facilitate periodic reviews of the other Board Committees' respective charters.
19. Oversee the Company's director orientation program for new directors and periodically review director education opportunities.

20. Periodically review and recommend changes to the Company's principal corporate governance documents, including the Company's Certificate of Incorporation and Bylaws.
21. Periodically review and approve the Company's Political Contribution Policy. On a semi-annual basis, review the Company's political contribution report and approve its publication on the Company's website.
22. Make recommendations to the Board of Directors regarding the independence of each Board member.
23. Perform such activities consistent with this Charter, the Company's Bylaws and applicable law as the Board of Directors or the Nominating and Corporate Governance Committee deems necessary or appropriate.

III. COMMITTEE MEETINGS

The Nominating and Corporate Governance Committee will meet as often as it deems necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. The Committee may from time to time invite to its meetings any director, management of the Company or such other persons as it deems appropriate. A majority of the members of the Committee constitute a quorum.