

Compensation Committee Charter

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) is to discharge the Board’s responsibilities relating to compensation of the Company’s executives and to produce an annual report of the Compensation Committee for inclusion in, or incorporation into, the Company’s annual report on Form 10-K and, as applicable, proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission.

Composition

The Compensation Committee shall be comprised of three directors appointed by the Board each of whom the Board has determined, per the provisions of Article III, Section 8 (d) of the By-laws, to have no relationship with the Company or its management that may, in the opinion of the Board, interfere with the exercise of his/her independence from management on compensation and benefit matters. As per the provisions of Article III, Section 12 of the Company’s Bylaws (relating to filling vacancies and removing committee members), the members of the Compensation Committee shall be appointed by the Board upon recommendation of the Nominating and Governance Committee. The Committee shall elect the Chair of the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate. The Committee may delegate its authority hereunder relating to employees other than executive officers and independent directors, to the extent it deems appropriate and consistent with applicable law and may otherwise fully delegate authority relating to matters it deems to be ministerial.

Duties and Responsibilities

The Committee shall have and may exercise the powers of the Board, in matters relating to the following duties and responsibilities:

The Committee shall have responsibility for the establishment of policies governing and for the implementation, and interpretation of all aspects of remuneration, including compensation, benefits and perquisites of all executive officers of the Company and its subsidiaries and all other officers (including officers of its subsidiaries and divisions) whose base salaries are \$200,000 or greater and other employees designated by the Committee as key executives of the Company and its subsidiaries. The Committee shall have similar responsibilities with respect to the remuneration of non-employee directors, except the determinations and actions other than those that are ministerial shall be subject to the approval of the Board.

Such responsibility with respect to the above individuals shall include, but not be limited to:

- Subject to the final review and approval of the Board, reviewing and approving Company goals and objectives relevant to Chief Executive Officer compensation, evaluating the CEO's performance in light of those goals and objectives, and determining the CEO's compensation level based on this evaluation. The CEO shall not be present during voting or deliberations with respect to the CEO's compensation.
- Reviewing, determining and approving compensation of all other executive officers.
- Establishing compensation and benefit policies, plans and programs, including designating eligible employees and the type, amount and timing of such compensation and benefits other than benefit, health and welfare plans generally available to employees.
- Overseeing, administering and determining all awards under the Company's equity or stock based compensation plans, including approving any inducement grants to new employees.
- Monitoring, on an on-going basis, such policies, plans and programs including share allocations, and adopting or recommending for Board and stockholder approval, where required by applicable law, amendments to or new policies, plans and programs.
- Reviewing and approving employee contracts and compensation arrangements and material amendments thereto.
- Establishing, for any performance compensation that is intended to meet the requirements under IRC Section 162(m), annual and long-term performance criteria and goals and maximum individual awards at the beginning of each performance period, and certifying results achieved at the end of each performance period for those executive officers and other employees whose compensation is likely to be subject to current or future tax deductibility limitations under IRC Section 162(m).
- Periodically reviewing the appropriateness and competitiveness of the structure and level of the compensation of non-employee members of the Board.
- Overseeing compliance with respect to compensation disclosure and reporting requirements under applicable laws, rules and regulations. In this context, the Committee shall, in accordance with applicable SEC rules, (a) review and discuss with management the Company's disclosures under the "Compensation Discussion and Analysis", (b) based on such review and discussion, make a

recommendation to the Board as to whether the Compensation Discussion and Analysis be included in, or incorporated by reference into, the Company's annual report on Form 10-K and, as applicable, proxy statement, and (c) produce an annual Compensation Committee Report to be included in, or incorporated by reference into, the Company's annual report on Form 10-K and, as applicable, proxy statement.

- Monitoring compliance with legal prohibitions on loans to directors and executive officers of the company.
- Performing such other duties and functions relating to compensation and benefit policies and practices of the Company as may be referred to it from time-to-time by the Board.
- Reviewing and reassessing the adequacy of this charter at least annually and recommending to the Board any proposed changes.

In discharging the above responsibilities, the Committee shall consider, among other factors, individual, business unit and Company strategic progress and performance relative to prior years' results, economic and business conditions, and annual and long term goals, as well as comparative/competitive pay and performance levels.

The Committee shall have the authority to retain, terminate and compensate any compensation consultant to be used to assist in the evaluation of the compensation of the directors, CEO or executive officers of the Company, including the sole authority to select the consultant and to approve the terms of such retention. In addition, the Committee may call upon appropriate Company staff support, independent and/or internal auditors or external legal, accounting and other advisors and has the authority to hire such independent external advisors as it may deem necessary to carry out its duties.