



## **COMPENSATION COMMITTEE CHARTER**

### **I. COMPOSITION AND QUALIFICATIONS**

The Compensation Committee (the “Committee”) of the Board of Directors shall be composed of three or more independent (non-executive) members of the Board of Directors.

### **II. APPOINTMENT AND REMOVAL**

The members of the Committee shall be appointed by the Board of Directors. Each member shall serve until such member’s successor is duly appointed and qualified or until such member’s earlier resignation or removal by the Board of Directors.

### **III. DUTIES**

The duties of the Compensation Committee of the Board of Directors are as follows:

1. Discharge the Board of Directors’ responsibilities to the Company’s stockholders relating to the compensation of the Company’s executive officers.
2. Review and approve corporate goals and objectives relevant to the compensation of the executive officers.
3. Review and evaluate the performance of the executive officers in light of the goals and objectives of the Company and determine their annual compensation packages, including base salaries, stock options and other stock-based incentives, variable pay amounts and variable pay metrics, based on these evaluations.
4. Monitor the effectiveness of executive officer benefit plan offerings and approve changes where appropriate.
5. Make an annual report on executive compensation in the Company’s annual proxy statement, if and as required by the rules of the NASDAQ, U.S. Securities and Exchange Commission and other regulatory bodies.
6. Review and approve, or recommend to the full Board of Directors, executive incentive compensation plans and equity-based plans in which executive officers are eligible to participate.
7. Have authority to retain and terminate executive compensation consultants, including the fees and other terms of their engagements, to advise on the evaluation and compensation of executive officers of the Company. Such consultants may also be retained for other purposes, such as advising on compensation of the Company’s non-executive directors.
8. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee’s discharge of its

responsibilities, and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.

9. The Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such review in the manner it deems appropriate. The Committee's performance will be evaluated within the Self Evaluation that will be performed annually by the Board of Directors.