

COMPENSATION COMMITTEE CHARTER

The Compensation Committee of the Board of Directors is appointed to assist the Board of Directors in fulfilling the Board's oversight responsibilities. The Board has adopted this Charter to establish the governing principles of the Committee.

Purpose:

The primary purposes of the Committee shall be:

- To oversee the Company's compensation and benefits policies generally, and to administer the Company's equity-based and other incentive plans, including making grants and awards thereunder.
- To evaluate the performance of the Chief Executive Officer of the Company ("CEO") as it relates to all elements of compensation and the performance of all employees of the Company or any of its subsidiaries who report directly to the CEO and such other members of the Company's senior management as the Committee may designate (collectively, the "Senior Management Group").
- To approve and recommend to the Board all compensation plans for the Senior Management Group.
- To recommend compensation for the non-employee members of the Board.
- To review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement.
- To provide the Compensation Committee Report for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the United States Securities and Exchange Commission.

Membership

The Committee shall consist of three or more directors all of whom in the judgment of the Board of Directors shall be independent in accordance with the provisions of Rule 10C-1(b)(1) under Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules of The NASDAQ Stock Market, and shall meet the additional composition requirements of the NASDAQ Stock Market. A member of the Board of Directors shall not serve on the Committee if any executive officer of the Company serves on the board of directors of an entity that employs such Board member as an executive officer. In addition, a person may serve on the Committee only if he or she (i) qualifies as a "Non-Employee Director" for purposes of Rule 16b-3 promulgated under the Exchange Act and (ii) qualifies as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Duties and Responsibilities

1. Review management proposals regarding compensation philosophy and compensation plans and guidelines for members of the Board and the Senior Management Group, and report conclusions to the Board. Such review includes plans and administration of plans relative to base salary, short-term incentives, long-term incentives, and all executive benefits and perquisites.
2. Review and approve Company goals and objectives relevant to the compensation of the CEO and other members of the Senior Management Group, and set an appropriate compensation level, pertaining to all elements of compensation for the CEO, based on such factors as the Committee shall from time to time establish, including a review of compensation practices for CEOs at comparable companies, the Company's compensation philosophy, goals, objectives, and the CEO's performance. When determining the long-term component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar rewards to CEOs at comparable companies, awards given to the Company's CEO in past years, and such other factors as the Committee may from time to time determine in its discretion. In evaluating and determining executive compensation for all members of the Senior Management Group, including the CEO, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
3. Evaluate the performance of the CEO in light of the approved performance goals and objectives.
4. Establish and administer annual and long-term incentive compensation for the CEO and Senior Management Group, including:
 - Establishing performance objectives and certifying performance achievement; and
 - Reviewing and approving all equity-based compensation plans of the Company, and making all grants and awards of shares and stock options thereunder.
5. Review the CEO's recommendation for compensation, including base salary, short-term incentive, and long-term incentive and equity, for all members of the Senior Management Group other than the CEO, and make determinations with respect to the same.
6. Annually review with the CEO the performance and compensation of the other members of the Senior Management Group, and present its findings to the Board.
7. Review management proposals and make recommendations to the Board concerning material additions, deletions or changes in existing qualified benefit

plans, proposals for new qualified benefit plans and all other compensation proposals requiring the approval of the Board.

8. Approve or make recommendation to the Board of Directors concerning any plan, program, policy or grant which confers a benefit in excess of \$120,000 upon an executive officer or any holder of 5% or more of the Company's equity securities, or upon an immediate family member of any executive officer or any such holder.
9. Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.
10. Obtain advice or assistance from compensation consultants, independent legal counsel, accounting or other advisors as appropriate to assist in the evaluation of compensation of the Directors, the CEO, the Senior Management Group and any other officers of the Company. Without limiting the generality of the foregoing, the Committee shall have sole authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisor to assist the Committee in the performance of its duties hereunder and shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the Securities and Exchange Commission or NASDAQ, including the independence factors listed in NASDAQ Rule 5605(d)(3); provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent. The Company shall provide appropriate funding, as determined by the Committee, for payment of the fees and costs of any consultant or advisor engaged by the Committee to assist it in performing its duties hereunder.
11. Evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.
12. Review and discuss with the Company's management the CD&A and the related executive compensation information and determine whether to recommend to the Board of Directors that the CD&A and the related executive compensation information be included in the proxy statement.
13. Provide the Compensation Committee Report for inclusion in the annual proxy statement.
14. Annually prepare a self-evaluation of the Compensation Committee.

15. Periodically review the form and amount of compensation of the Company's directors and make recommendations to the Board with respect thereto, taking into consideration the responsibilities of the directors and fees being paid by other companies comparable to the Company.
16. Periodically review executive compensation programs and total compensation levels, including:
 - Reviewing whether compensation program elements are properly coordinated and are appropriate to achieve intended objectives;
 - Reviewing comparative analyses of total compensation paid or payable to Company executives and that paid or payable to executives at comparable companies;
 - Quantifying maximum payouts to Company executives under performance-based incentive plans and total payments under various termination scenarios, including upon a change in control of the Company; and
 - Reviewing the impact and potential impact of tax and accounting rule changes.
17. To review, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
18. To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
19. To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.
20. To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Meetings of the Committee may be called by any member of the Committee. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas

consistent with this Charter. Committee members shall be given notice of a meeting at least 24 hours in advance by telephone, facsimile or electronic transmission. Any such notice need not be given to any Committee member who attends such meeting without protesting the lack of notice to him or her, prior to or at the commencement of such meeting, or to any member who submits a signed waiver of notice, whether before or after such meeting. The Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. In the event the number of Committee members voting in favor of a proposal and the number of Committee members voting against such proposal are equal, the proposal shall be submitted to a vote of the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board of Directors. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Amended and Restated: November 6, 2013