



## Compensation Committee Charter

### Purpose

The role of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) is to determine the structure, award, and public disclosure of all elements of compensation and benefits paid to the Company’s Chief Executive Officer (“CEO”) and other executive officers, which includes all officers of the Company subject to Section 16 of the Securities Exchange Act of 1934, as amended, and such other members as the Committee may designate from time to time.

Decisions of the Committee relating to the executive officers’ compensation and benefits, including the executive officers’ equity grants, are subject to the review and approval of the Board.

### Executive Compensation Policies

The Company’s executive compensation policies seek to coordinate executive officers’ compensation with the Company’s performance objectives and business strategy. These policies are intended to attract, motivate and retain executive officers whose contributions are critical to the Company’s long-term success and to reward executive officers for attaining individual and Company objectives that enhance stockholder value.

The Company’s compensation program for executive officers consists of cash and long-term compensation, as well as benefits and limited perquisites. Cash compensation is paid in the form of a base salary and an annual cash bonus, and long-term compensation is paid in the form of Company equity, which may include a combination of stock options, restricted stock units (“RSUs”) and performance based stock units (“PSUs”). Bonuses are intended to provide executive officers with an opportunity to earn additional cash compensation through individual and collective performance. Equity incentives are intended to focus executive officers on managing the Company’s business from the perspective of stockholders with an equity interest and to align their long-term compensation with the benefits realized by our stockholders.

### Membership

The Committee shall be composed of three or more directors, as the Board determines. Each member of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating and Governance Committee and may be removed by the Board at any time in the Board’s discretion.

Each member of the Committee shall meet (i) the independence requirements of the listing standards of the Nasdaq Stock Market (except as otherwise may be allowed by those rules in

exceptional circumstances), (ii) the “non-employee director” definition for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) the “outside director” definition for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

In determining whether a director is eligible to serve on the Committee, the Board shall consider all factors specifically relevant to determining whether the director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to, (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

### **Responsibilities**

On an annual basis, the Committee shall:

- Conduct an evaluation of CEO performance, and may also review the performance evaluations of other executive officers as necessary,
- Review and approve financial and strategic performance objectives with respect to the annual and long-term incentive plans,
- Review the respective salaries of the Company’s executive officers in light of the Company’s goals and objectives relevant to each officer, including, as the Committee deems appropriate, consideration of (i) the individual officer’s salary grade, scope of responsibilities and level of experience, (ii) the rate of inflation, (iii) the range of salary increases for the Company’s employees generally, and (iv) the salaries paid to comparable officers in comparable companies. The Company’s CEO may not be present during the Committee’s deliberations or voting on his or her compensation,
- Determine appropriate cash bonuses, if any, for the Company’s executive officers (based upon an applicable percentage of base salary as determined by the Committee), after consideration of specific individual and Company performance goals and criteria,
- Review periodically the aggregate amount of compensation and benefits being paid or potentially payable to the Company’s executive officers through the use of tally sheets or such other method as the Committee may determine.
- Recommend to the Board for its approval the annual base salaries and discretionary cash bonuses, if any, for the Company’s executive officers,
- Grant equity, which may include stock options, RSUs and PSUs under the Company’s equity plans, to the Company’s executive officers and determine the terms, conditions, restrictions and limitations of the equity granted. In this regard, the equity granted shall take into account, as the Committee deems appropriate, each executive officer’s salary grade and the Company’s financial performance as measured by a trailing average of the market price of the Company’s stock,

adjusted by a factor reflecting the Committee's assessment of individual performance, initiative, contribution to the Company's success, and total compensation package. The Committee shall also review and approve the performance metrics used in the grant and / or vesting of equity incentives and the total amount of equity used in the annual grant to non-executive officers and the annual amount of equity delegated to the CEO for off-cycle awards to non-executive officers.

- Oversee regulatory compliance with respect to compensation matters, including
  - (i) structuring performance-based awards to take into account Section 409A of the Internal Revenue Code and the deduction limitation of Section 162(m) of the Internal Revenue Code, and
  - (ii) stockholder approval requirements for equity-based plans,
- Facilitate a risk review of incentive compensation programs and policies for all employees, including executive officers, and assess if those incentives create risks that are reasonably likely to have a material adverse effect on the company,
- Periodically review Director, Committee Member, and Committee Chair compensation, relative to peer companies and make recommendations regarding any proposed changes to the Board,
- Review and discuss the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement with management,
- Prepare a report on executive compensation for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations,
- Evaluate its own performance, develop criteria for such evaluation and assess the adequacy of the Committee's charter on an annual basis. The Committee shall submit to the Board the results of its evaluation and any proposed changes to its Charter,
- Periodically review and approve the companies to be included in the Company's compensation peer group,
- Oversee the Company's submissions to stockholders on executive compensation matters, including advisory votes on executive compensation,
- Review proxy advisory firm reports and shareholder feedback to determine if any changes should be made to existing compensation arrangements,
- Determine and oversee share ownership guidelines applicable to the executive officers,
- Approve and review employment agreements, severance and change in control arrangements, retirement arrangements, and any other special or supplemental plans or provisions for the executive officers, and

- At the request of the Board, periodically review executive leadership development and CEO succession planning processes and make recommendations for improvement to the full Board.

### **Procedures**

The Committee shall meet as necessary at the call of the Chairman or any two members of the Committee. Two members of the Committee shall constitute a quorum, and all actions of the Committee at a meeting at which a quorum is present shall be taken by majority vote. A member of the Committee may participate in any meeting of the Committee by a conference telephone call or other means that enable all persons participating in the meeting to hear one another, and participation in this manner shall constitute presence in person at the meeting. The Committee also may act by the unanimous written consent of its members. The Committee shall make regular reports of its proceedings to the Board.

The Committee Chairman will be nominated by the Nominating & Governance Committee and approved by the Board. The chairman shall appoint a secretary of the Committee, who may be one of the members of the Committee or the secretary or an assistant secretary of the Company. The secretary of the Committee shall prepare minutes of the meetings, maintain custody of copies of reports, information and data furnished to and used by the Committee, and generally assist the Committee in connection with preparation of agendas, notices of meetings and other matters. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the Board.

### **Authority**

In carrying out its responsibilities:

- (a) The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall have the sole discretion to retain compensation advisers.
- (b) The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
- (c) The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
- (d) The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following six factors:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Nothing in the preceding provisions shall be construed: (i) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (ii) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the Committee's duties.

The Committee is required to conduct the independence assessment described in the preceding provisions with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel. However, nothing requires a compensation consultant, legal counsel or other compensation adviser to be independent; the requirement is only that, subject to the exception described in the following paragraph, the Committee considers the six independence factors before selecting, or receiving advice from, a compensation adviser. The Committee may select, or receive advice from, any compensation adviser that it prefers, including one that is not independent, after considering the six independence factors.

In addition, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to either or both of the following activities for which no disclosure is required under Item 407(e)(3)(iii) of SEC Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

This Charter shall be published on the Company's website.

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