

Executive Compensation

- x Review and approve annually the corporate goals and objectives applicable to the

Compensation Plans

- x Review and approve the structure and overall size of the Company's bonus or other cash incentive plans used to compensate officers and employees and administer the plans as they apply to Executive Officers, including approval of any performance goals or objectives thereunder.
- x Implement, review and oversee the Company's policies and procedures relating to the recoupment and recovery from current and former executive officers of incentive-based compensation earned under compensation plans or other employment arrangements and awarded as a result of material noncompliance with financial reporting requirements under applicable securities law and regulation.
- x Review and approve the structure of the Company's equity compensation plans and, in that capacity:
 - o Advise on the establishment of equity grant guidelines and general type and size of equity grants;
 - o Establish parameters and guidelines for routine grants of equity compensation under delegated authority granted to the CEO or other persons in connection with new hires, promotions and other discretionary awards;
 - o Approve all equity grants to officers and employees not expressly delegated to the CEO or other persons;

Compensation Consultants and Other Advisors

- x Exercise the sole authority, in its discretion, to select, retain and obtain the advice of a compensation consultant, legal advisor or other outside advisor (referred to as a "Compensation Advisor") as necessary to assist the Committee with the execution of its duties and

- Evaluate whether any Competition Advisor retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3) of Regulation S-K.

Oversight and Reporting

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- x Review this Charter at least annually and recommend any proposed changes to the Board for approval.
- x Perform such other duties as the Board Directors or Committee deems appropriate, including any ac

The Committee may form one or more subcommittees, and may delegate authority to perform certain of its duties and responsibilities to its subcommittees or one or more designated members of the Committee, as it determines appropriate.

In accordance with applicable law, the Committee may delegate to the CEO and/or one or more other Executive Officers or persons authorized by the Committee authority to make grants of equity-based compensation to eligible individuals who are not Executive Officers, officers holding any Senior Vice President or "C-level" title, or otherwise reporting directly to the CEO, except in some administrative support capacity. The CEO or any other person to whom the Committee grants such authority shall regularly report to the Committee any grants so made. The Committee may revoke any delegation of authority at any time.

STAFF

The Corporate Secretary shall provide the Committee such staff support as it may require.

DISCLOSURE

This Charter, as amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement and annual report, that this Charter is available on the Company's website and provide the website address.