

## **COMPENSATION COMMITTEE CHARTER**

### **Purpose**

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's officers and highly compensated employees. The Committee has overall responsibility for evaluating and approving design and implementation of the officer compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for preparing the disclosure required by the rules of the Securities and Exchange Commission for inclusion in the Company's proxy statement.

### **Committee Membership**

The Compensation Committee must have no fewer than three members. All the members must meet the independence requirements of the New York Stock Exchange.

On the recommendation of the Nominating and Governance Committee, the Board will appoint the members of the Compensation Committee. Compensation Committee members may be replaced by the Board.

### **Committee Authority and Responsibilities**

The Compensation Committee will have the following authority and responsibility:

1. Based upon corporate goals and objectives approved by the full Board of Directors, the Compensation Committee will:
  - annually review and approve those corporate goals and objectives that are specifically relevant to CEO compensation
  - evaluate the CEO's performance in light of those goals and objectives (with the evaluation process itself being overseen by the Nominating and Governance Committee); and based on this evaluation, recommend the CEO's compensation to the independent directors for approval, including:
    - a) the annual base salary amount, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and change in control agreements/provisions, when and if appropriate, and (e) any special or supplemental benefits.

In determining the long-term incentive component of CEO compensation, the Compensation Committee should consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

2. The Compensation Committee has the sole authority to retain, obtain the advice of or terminate any compensation consultant and to approve the consultant's fees and other retention terms. The Compensation Committee also has the sole authority to retain, obtain advice and assistance from internal or external legal, accounting or other advisors and approve the fees and other retention terms. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Compensation Committee. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other advisor retained by the Compensation Committee. The Compensation Committee may select a compensation consultant, legal counsel or other advisor only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor
- The amount of fees received from Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- The policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the compensation committee;
- Any stock of the listed company owned by the compensation consultant, legal counsel or other advisor; and
- Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

3. The Compensation Committee will review and make recommendations to the Board from time to time regarding the design and implementation of the Corporation's compensation (including incentive compensation and equity-based) programs and benefits programs for executive officers and other key employees of the Corporation. . At least annually, the Committee will assess whether the design or operation of the Company's compensation programs, policies, and practices creates material risks.

4. The Compensation Committee will annually review, set and report to the Board the (a) the annual base salary amount, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance agreements, and change in control agreements/provisions, when and if appropriate, and (e) any special or supplemental benefits for:

- the "Section 16" officers of the Company (as defined by the SEC), excluding the CEO; and

- executive direct reports to the CEO

During its review of compensation, the Compensation Committee will be provided, when requested, a summary sheet of each component of compensation for each person reviewed, including salary, bonus, long term incentive compensation (stock options, restricted stock etc.), SERPs (Supplemental executive retirement plans), deferred compensation, perks and severance payouts. As part of its review of compensation, the Compensation Committee shall oversee the executive management evaluation process other than the CEO evaluation process, which shall be overseen by the Nominating and Governance Committee.

5. The Compensation Committee will annually review the stock ownership guidelines for executives and the current stock ownership and progress of each executive subject to the guidelines in meeting those guidelines.
6. The Compensation Committee will oversee the implementation of the Corporation's stock and compensation plans of the Corporation as adopted by the Board, and amend or restate any plan to the extent appropriate for incorporating non-substantive points or substantive matters expressly mandated by law.
7. The Compensation Committee will perform other duties and responsibilities assigned to the Committee from time to time by the Board of Directors.
8. The Compensation Committee may form and delegate authority to subcommittees when appropriate.
9. The Compensation Committee will make regular reports to the Board.
10. The Compensation Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
11. The Compensation Committee will review its own performance at least annually.