

COMPENSATION COMMITTEE CHARTER

The Board of Directors (the “Board”) of the Company has constituted and established a Compensation Committee with authority, responsibility, and specific duties as described in this Compensation Committee Charter.

Committee Membership

The members of the Compensation Committee shall be appointed annually by the Board on the recommendation of the Nominating & Governance Committee. The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange, shall be “Non-Employee Directors” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934 and shall comply with all other applicable laws, rules, and regulations. A majority of the members shall be “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee may be replaced by the Board.

A Chairperson may be elected by the Board of Directors.

Principal Functions

The Compensation Committee’s purpose is to have direct responsibility for the matters set forth below, as well as to assure that the senior executives of the Company and its subsidiaries are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice, and the requirements of the appropriate regulatory bodies.

More specifically, the Compensation Committee shall be responsible for the following:

1. Review from time to time the Company’s stated compensation strategy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports organization objectives and shareholder interests.
2. Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s compensation, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board) determine and approve the Chief Execu-

tive Officer's compensation level based on this evaluation. In its review, the Compensation Committee shall consider the Company's performance and relative shareholder return, the value of similar awards to chief executive officers at comparable companies, and past awards given to the Chief Executive Officer.

3. Review the performance of and approve the individual elements of total compensation for the senior management of the Company other than the Chief Executive Officer.
4. Assure that the Company's benefit program applicable to senior management, including the annual and long-term incentive plans, is administered in a manner consistent with the Company's compensation strategy, including without limitation as to participation, target annual incentive awards, corporate financial goals, actual awards paid to senior management, and total funds reserved for payment under the compensation plans.
5. Approve annual retainer and meeting fees for non-employee members of the Board and committees of the Board, fix the terms and awards of stock compensation for such members of the Board and determine the terms on which such fees may be deferred.
6. Review with the Chief Executive Officer matters relating to management succession, including, but not limited to, compensation.
7. Review and approve the Company's incentive compensation and equity-based plans and approve changes to such plans, in each case subject, where appropriate, to shareholder or Board approval.
8. Review and approve issuances of equity securities to employees of the Company (other than the Chief Executive Officer as set forth above); provided that the Chief Executive Officer shall have the authority to grant options and restricted stock to any newly hired non-officer employee with a value up to one time such employee's salary.
9. Produce a compensation committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
10. Have authority, at the Company's expense, to retain and terminate a compensation consulting firm in the field of executive compensation to assist the Compensation Committee with its reviews, including authority to approve the firm's fees and other retention terms. The Compensation Committee shall have the authority to engage independent or outside counsel, accountants or other advisors, in each case of its choice and as it determines to be necessary or appropriate. All fees and expenses of such ad-

visors shall be paid promptly by the Company in accordance with its normal business practice.

11. Perform such other duties and responsibilities as may be assigned to the Compensation Committee, from time to time, by the Board and/or the Chairperson of the Board of Directors, or as designated in plan documents.
12. Form and delegate authority to subcommittees when appropriate.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. Conduct an annual performance evaluation of the Compensation Committee.

Meetings

The Compensation Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairperson of the Committee and/or the Chief Executive Officer of the Company. All meetings of the Compensation Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company's records. Reports of meetings of the Compensation Committee shall be made to the Board at its next regularly scheduled meeting following the Compensation Committee meeting accompanied by any recommendations to the Board approved by the Compensation Committee.