

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER  
(Amended and Restated as of June 10, 2014)

## Purpose

This Nominating and Corporate Governance Committee Charter (the "Charter") sets forth the purpose and membership requirements of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") and establishes the authority and responsibilities delegated to the Committee by the Board.

The purpose of the Committee is to:

- Identify individuals qualified to serve as Directors and recommend to the Board such Director nominees;
- Recommend to the Board the members and chairperson for each Board committee;
- Lead the Board in its annual review of the Board's and management's performance;
- Monitor the Company's corporate governance structure; and
- Develop, recommend, and periodically review and assess the Company's corporate governance principles and the Company's Code of Ethical Conduct, and make recommendations for changes or other actions to the Board.

## Composition of the Nominating and Governance Committee

The Committee will consist of at least three Directors. Each member of the Committee must be independent and satisfy the independence requirements set forth in the applicable listing standards of The NASDAQ Stock Market.

The Board will elect the members of the Committee at the Board Meeting that is held immediately after the Annual Meeting of the Stockholders of the Company ("Annual Board Meeting"). Each Committee member shall serve until the date of the next Annual Board Meeting, unless he or she resigns, is removed or replaced, or otherwise ceases to be a director or a member of the Company to fill the resulting vacancy. If for any reason the Board does not elect the members of the Committee at an Annual Board Meeting, the members shall serve until their successors are appointed by the Board. The Board may remove or replace a member of the Committee at any time with or without cause.

## Meetings

The Committee shall meet as often as is appropriate but not less than twice annually. The schedule of regular meetings for the Committee for each year shall be established by the Committee. The Chairperson of the Committee may call a special meeting at any time as he or she deems appropriate.

A quorum shall consist of a majority of the Committee's members. The act of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee, except that nominations for Directors that are submitted to the Board shall be approved by the vote of two-thirds of the standing members of the Committee.

The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting. The Chairperson of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of the Company's management or staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.

The Committee shall have the authority to (i) delegate authority and responsibilities to sub-committees as it deems necessary and appropriate, provided that no sub-committees shall consist of less than two members; (ii) retain, at the Company's expense, and determine the compensation and other retention terms of consultants or search firms it deems necessary to fulfill its responsibilities under this Charter; and (iii) obtain advice and assistance on any matter addressed in this Charter from internal or external legal, accounting, or other advisors, at the expense of the Company.

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities; and a copy of such Minutes shall be sent to the members of the Board of Directors.

## Responsibilities and Duties

To fulfill its purposes, the Committee's primary responsibilities are:

### **With respect to Membership of the Board of Directors**

- Establish and periodically reevaluate the standards and criteria for membership, and the process of selection, of new Directors for the Board. This will involve determination and articulation of the portfolio of skills, experience, perspective and background required for the effective functioning of the Board. The criteria will include, among other things, a prospective director's character, integrity, business, professional and personal background, skills, current employment, and ability to commit sufficient time and attention to the activities of the Board. The Committee will consider these criteria, among others, in the context of an assessment of the perceived needs of the Board as a whole.
- Actively seek, recruit, screen, and interview individuals qualified to become members of the Board.
- Communicate with Stockholders of the Company regarding nominees for the Board, consider whether to recommend such nominees to the Board of Directors for election to the Board, and develop policies and procedures for consideration of such nominees as appropriate.
- Evaluate the qualifications and performance of incumbent Directors and determine whether to recommend them for reelection to the Board.
- Recommend to the Board of Directors the nominees, both new and continuing directors, for election to the Board for each annual Stockholders meeting.
- Recommend to the Board of Directors the nominees for each of the committees to the Board, including the chairperson of each such committee;
- Periodically review and recommend to the Board for its approval any changes regarding (a) the size and structure of the Board, (b) the structure of Board meetings, (c) the membership and functions of various committees of the Board and (d) the functions of the executive officers of the Company.
- Review the Board's policy on compensation for Directors and recommend action to the Board, individual Directors and management where appropriate.

### **With respect to Corporate Governance**

- Annually review and reassess the adequacy of the Code of Ethical Conduct, and recommend any proposed changes to the Code of Ethical Conduct to the Board for its approval. The Committee shall consider any requests for waivers from or exceptions to the Code of Ethical Conduct for directors or executive officers of the Company, and the Company shall make disclosure of such waivers as required by law or Securities and Exchange Commission or The NASDAQ Stock Market regulation.
- Periodically review corporate governance matters generally and recommend action to the Board where appropriate.
- Monitor the quality, sufficiency and currency of information furnished by management to the Directors in connection with Board and committee meetings and other activities of the Directors.
- Review the independence and other qualifications of Board members, consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and monitor all other activities of Board members or management that could interfere with such individuals' duties to the Company.
- Develop criteria and assist the Board in its annual self-evaluation.

**Other**

In addition to the activities described above, the Nominating & Governance Committee will perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's certificate of incorporation and bylaws and the resolutions and other directives of the Board.

## Annual Performance Evaluation

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter, and report the results of such evaluation to the Board. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.