



COMPENSATION COMMITTEE CHARTER

Amended and Restated as of December 11, 2019

Membership

One committee of the Board of Directors (the “Board”) will be known as the Compensation Committee (the “Compensation Committee”). Committee members will be independent of the management of the Company and free of any relationship that would interfere with their exercise of independent judgment as committee members. The Compensation Committee must be comprised entirely of members who satisfy the definition of “independent director” under the rules of The Nasdaq Stock Market (“Nasdaq”), as in effect from time to time. Each member of the Compensation Committee shall also be (i) a “non-employee director” as defined in the rules of the Securities and Exchange Commission (“SEC”), as in effect from time to time; and (ii) an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, as in effect prior to the enactment of the Tax Cuts and Jobs Act (“Prior 162(m)”), solely to the extent necessary or advisable with respect to any compensation intended to be “performance-based compensation” under Prior 162(m). The Compensation Committee shall consist at all times of no fewer than two members. The members of the Compensation Committee shall be appointed and replaced by the Board.

Purpose

The Compensation Committee has the responsibility, as delegated by the Board, for reviewing and approving: (i) all equity-based compensation plans, including, without limitation, stock option, restricted stock and restricted stock unit plans in which officers, employees, directors or other service providers may participate; (ii) the Company’s ERISA and other employee and executive benefits plans, and all related policies, programs and practices (collectively, “Benefit Plans”); and (iii) arrangements with executive officers relating to their employment relationships with the Company, including, without limitation, incentive compensation plans, employment agreements, severance agreements, supplemental pension or savings arrangements, change in control agreements and restrictive covenants. The Compensation Committee has overall responsibility for approving and evaluating the Company’s compensation and benefit plans, policies and programs as set forth above.

The Compensation Committee is also responsible for overseeing compliance with respect to disclosure of executive and director compensation information for inclusion in the Company’s proxy statement relating to the annual meeting of stockholders and reviewing certain other information concerning executive and director compensation that is required to be included in other periodic and current reports filed with the SEC.

The Compensation Committee has the responsibility, as delegated by the Board, for reviewing and approving the compensation of the executive officers of the Company and the compensation philosophy, strategy, program design, and administrative practices to align with, and support the Company’s operating and financial objectives and the financial interests of the Company’s stockholders. The compensation program to be reviewed and approved by the Compensation Committee consists of all forms of compensation, including salaries, cash

incentives, stock options and other stock-based awards, benefits and perquisites.

The Compensation Committee may form subcommittees and delegate authority to such subcommittees as it deems appropriate.

Retention of Advisers

The Compensation Committee has the authority, in its sole discretion to retain any consultant, legal counsel or other adviser to assist in the evaluation of executive compensation. The Compensation 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 Compensation Committee; provided, however, that the foregoing shall not be construed:

- To require the Compensation Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Compensation Committee; or
- To affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

The Company shall provide for appropriate funding, as determined by the Compensation Committee, in its capacity as the compensation committee of the board of directors, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee.

The Compensation Committee may select an external compensation consultant, legal counsel or other adviser to the Compensation Committee (whether or not independent) only after taking into account factors it considers appropriate or as may be required by law or under the Nasdaq listing standards, including the following factors (solely to the extent required by the Nasdaq listing standards):

- The provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- 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;
- 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;
- Any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
- Any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

- 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.

Meetings and Attendance

The Compensation Committee will have a minimum of four regularly scheduled meetings each year. The Compensation Committee may meet at other times during the year, as circumstances may require. The Compensation Committee may ask members of management or others to attend meetings and provide pertinent information as necessary (provided, however, that the CEO shall not be present during voting or deliberations on his or her compensation). The Compensation Committee shall report to the Board, as requested, or as the Compensation Committee deems necessary, but not less frequently than annually.

Responsibilities

The Compensation Committee shall, when appropriate:

1. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEO. In consultation with the Company's independent directors, the Compensation Committee shall evaluate, at least on an annual basis, the CEO's performance in light of these established goals and objectives. Based upon this evaluation, and considering the competitive position of the compensation, the Compensation Committee shall determine the CEO's annual compensation, including salary, bonus, incentive and equity compensation. The CEO shall not be present during voting or deliberations on his or her compensation.
2. Review and approve compensation for other Company executive officers, based on recommendations submitted by the Chairman and CEO, in relation to award opportunities and performance criteria approved by the Compensation Committee during the prior year.
3. Evaluate the appropriateness of executive officer compensation and benefits, including, without limitation, base salaries, annual equity award opportunities and stock incentives for the current and ensuing year to ensure they remain consistent with the Company's competitive compensation philosophy.
4. Review the Company's executive officer compensation policy and program, including the evaluation of the executive officers' performance relative to their compensation.
5. Review and approve all executive officer benefit plans and perquisites.
6. Approve annual salary increase budgets.
7. Approve salary increases for executive officers.
8. Approve the size and terms of stock incentive grants to be made during the course of the year.

9. Review the continued appropriateness of the compensation program for outside directors and approve any changes for the ensuing year and make recommendations to the Board of Directors with respect thereto, except that the Committee may approve equity grants to outside directors under the 2015 Non-Employee Director Stock Incentive Plan (or any successor plan) or otherwise.
10. Review and approve the criteria under all of the Company's Performance Incentive Plans ("PIP") which will govern the payment of annual incentives to be earned by Company officers with respect to the coming year. Approve annual performance incentive awards under the PIP.
11. Review and administer all plans that are intended to comply with Prior 162(m).
12. Review new executive compensation plan designs.
13. Approve, for submission to stockholders if necessary, all incentive compensation plans that authorize the granting or payment of awards in shares of Company stock.
14. Review and discuss with management the Compensation Discussion and Analysis required by the rules of the SEC, and based on such review and discussions, determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K or proxy statement relating to the annual meeting of stockholders.
15. Approve the Compensation Committee Report that will appear in the Company's proxy statement relating to the annual meeting of stockholders or annual report on Form 10-K.
16. Review the peer group to be used in calculating the performance graph in the Company's annual report on Form 10-K and, to the extent determined by the Compensation Committee in its sole discretion, for purposes of benchmarking the compensation of the Company's executive officers.
17. Review and evaluate with management whether the Company's compensation policies and practices for its executive officers and other employees of the Company, and its affiliates, create risks that are reasonably likely to have a material adverse effect on the Company and determine whether to recommend to the Board the inclusion of additional disclosure in the Company's proxy statement regarding any such risk.
18. Review and evaluate Say-on-Pay vote outcomes and, as appropriate, stockholder input on executive compensation programs, which may be part of the Compensation Committee's ongoing assessment of executive compensation programs and policies.
19. As appropriate, administer and implement any incentive compensation recoupment policy that may be approved by the Board from time to time, to the extent designated by the Board, and review and make recommendations to the Board with respect to any incentive compensation recoupment policy.

20. Review and assess the adequacy of this Charter annually and recommend any changes to the Board for its approval. In addition, the Compensation Committee shall review its own performance on an annual basis.
21. Make recommendations to the Board on compensation matters, as the Compensation Committee deems appropriate.