

**Charter of the Compensation Committee
of the Board of Directors
Amended December 6, 2016**

I. Purpose

The primary function of the Compensation Committee (“Committee”) is to assist the Board of Directors in fulfilling its responsibilities with regard to oversight and determination of executive compensation by: (i) reviewing, recommending and approving salaries and other compensation of the Company’s executive officers; (ii) administering the Company’s equity incentive and compensation plans, including reviewing, recommending and approving stock option and other equity incentive and compensation awards to executive officers; and (iii) reviewing, recommending and taking action upon any other compensation practices or policies of the Company as the Board may request or the Committee may determine to be appropriate.

II. Composition and Meetings

The Committee shall be comprised of a minimum of two members of the Board as appointed by the Board, each of whom shall meet any independence requirements promulgated by the Securities and Exchange Commission, the National Association of Securities Dealers, any exchange upon which securities of the Company are traded, or any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body”), and each member of the Committee shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be appointed by the Board annually (normally immediately following the Company’s annual meeting of shareholders). Each member of the Committee shall serve until his or her successor has been duly appointed and qualified or until his or her earlier resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

The Committee shall meet as necessary to enable it to fulfill its responsibilities and duties as set forth herein. The Committee shall report its actions to the Board and keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.

III. Responsibilities and Duties

To fulfill its responsibilities and duties the Committee shall:

- A. Meet in executive session to determine the compensation of the Chief Executive Officer of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO, including the CEO’s commitment to promoting effective internal controls and legal and regulatory compliance, in light of the Company’s goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.

- B. Determine salaries, bonuses, and other matters relating to compensation of the executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance, including the officer's commitment to promoting effective internal controls and legal and regulatory compliance, in light of the Company's goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, the recommendations of the CEO, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders. The CEO of the Company may be present at meetings during which such compensation is under review and consideration but may not vote. The Committee shall approve the form of all agreements relating to executive officer compensation.
- C. Annually recommend to the Board the level and form of compensation and benefits for all non-employee directors. Employee directors do not receive any additional compensation for their service as directors. Employee directors who are not executive officers will have their compensation reviewed and recommended at least annually to the Board.
- D. Administer the annual performance plan and performance evaluation of the CEO in coordination with the Board Chairman.
- E. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
- F. As requested by the management of the Company, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally, including employee bonus and retirement plans and programs.
- G. Administer the Company's equity incentive plans for all employees, including the review and grant of stock option and other equity incentive grants to executive officers.
- H. Review and approve the Report of the Compensation Committee on Executive Compensation to be included in the Company's annual proxy statement.
- I. Oversee management of risks related to compensation of the Company's executive officers and the Company's overall compensation program, including the Company's equity-based compensation plans.
- J. Review and approve the proposals regarding the Say on Pay vote and the frequency on Say on Pay vote to be included in the Company's annual proxy statement.
- K. Assess the results of the Company's most recent advisory vote on executive compensation.
- L. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
- M. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.

N. Perform a self-assessment of Compensation Committee performance.

O. Take such other actions regarding the Company's compensation plans and policies as are in the best interests of the Company and its shareholders as the Committee shall deem appropriate or as shall be required by any Regulatory Body.

In fulfilling its responsibilities, the Compensation Committee shall have the authority, and shall be afforded resources sufficient, to engage independent compensation consultants, legal counsel and other advisers when determined by the Committee to be necessary or appropriate. The Compensation Committee shall have sole authority to retain and terminate any such consultant, legal counsel or other adviser, including sole authority to approve the fees and other retention terms. The independence of such compensation consultants, legal counsel and other advisers shall be assessed at least annually.