

## COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (the “*Charter*”) sets forth the purpose and membership requirements of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) and establishes the authority and responsibilities delegated to it by the Board.

### 1. Purpose

The Committee has overall responsibility for the evaluation and approval of the compensation plans, policies and programs of the Company for the Co-Chief Executive Officers of the Company (the “*CEOs*”) and the other officers of the Company subject to Section 16 of the Securities Exchange Act of 1934 (the “*Senior Executive Group*”).

The Committee also shall have the power and authority vested in it by the Board as set forth in the stock option, restricted stock, incentive, deferred and other compensation plans of the Company (the “*Plans*”) and as otherwise set forth herein. With regard to Plans designed and intended to provide compensation primarily for the Senior Executive Group, the Committee shall have the power to interpret and approve, modify or amend all non-equity Plans and shall interpret and recommend adoption, modification or amendment of equity Plans to the Board.

### 2. Committee Members

The Committee shall consist of three or more members of the Board. All members, including the Chairman of the Committee (the “*Chairman*”), shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (“*NYSE*”) for directors and compensation committee members, as determined by the Board. Additionally, each member of the Committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “*Exchange Act*”), as amended, and as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code (the “*Code*”). The members of the Committee shall be appointed for such term or terms as the Board may determine or until the earlier resignation or death of the member. The Board may remove any member from the Committee at any time with or without cause.

### 3. Subcommittees

The Committee shall have the authority to delegate authority and responsibilities to subcommittees, so long as no subcommittee consists of less than two members.

### 4. Advisers

The Committee shall have the sole authority to retain, oversee and terminate any compensation consultant to assist in the execution of the Committee’s responsibilities, including, without limitation, the evaluation of the compensation of the CEOs, the other members of the Senior Executive Group and employees participating in the Plans, and shall have the sole authority to approve the consultant’s fees and other retention terms. The Committee also shall have the sole authority to obtain advice and assistance from internal or external legal, accounting or other advisers and shall have the sole authority to approve such adviser’s fees and other retention terms.

Prior to selecting or receiving advice from any compensation consultant, external legal counsel or other adviser, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such adviser from management, taking into consideration all factors relevant to such adviser's independence, including factors specified in Section 303A.05(c) (or any successor provision) of the NYSE Listed Company Manual, as such provisions will be amended to reflect the independence requirements approved by the SEC on January 11, 2013 (the "*NYSE Compensation Adviser Independence Assessment*"). Such NYSE Compensation Adviser Independence Assessment, however, shall not be required with respect to compensation advisers that act in a role limited to: (i) consulting on broad-based plans that do not discriminate in scope, terms or operation in favor of executive officers or directors and that are generally applicable to all salaried employees or (ii) providing information that is either not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice. The Committee also shall assess whether the work of a compensation consultant retained by the Committee raises any actual conflict of interest, taking into account such factors as required by the Securities and Exchange Commission (the "*SEC*") and applicable law and any other factors that the Committee determines are relevant, and, if so, shall promptly report such conflict of interest to the Board. The Committee shall ensure that any disclosure required by the rules and regulations promulgated by the SEC or the NYSE related to the foregoing is included in the Company's proxy statements.

## **5. Authority and Responsibilities of the Committee**

### **5.1 Compensation Philosophy and Strategy**

The Committee shall review the compensation philosophy and strategy of the Company and its subsidiaries and may consult with the CEOs, as needed, regarding the role of the Company's compensation strategy in achieving the Company's objectives and performance goals and the long-term interests of the Company's stockholders.

### **5.2 Comparison Analysis**

The Committee shall periodically review market and industry data to assess the Company's competitive position with respect to total compensation of the Senior Executive Group and performance of the Company relative to peers. This information will help the Committee monitor and ensure the attraction, retention, and appropriate compensation of the Senior Executive Group.

### **5.3 Executive Compensation**

The Committee shall review and approve on an annual basis the corporate goals and objectives with respect to compensation for the CEOs. The Committee shall evaluate at least once a year the CEOs' performance in light of these established goals and objectives and based upon these evaluations shall set the CEOs' annual compensation, including salary, bonus and equity and non-equity incentive compensation.

The Committee shall review and approve on an annual basis the evaluation process and compensation structure for the other members of the Senior Executive Group. The Committee shall evaluate the performance of the other members of the Senior Executive Group and shall approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for each other member of the Senior Executive Group, based on initial recommendations from the CEOs. The Committee shall also review management's decisions concerning the performance and compensation of other Company officers.

#### **5.4 Administration of Plans**

The Committee shall administer the Company's incentive compensation and stock option and other equity and non-equity based Plans (including specific provisions thereof) in which the Senior Executive Group or other employees are or may be participants, including: (i) reviewing and adopting proposals for the adoption, amendment, modification, or termination of such non-equity Plans and (ii) recommending to the Board proposals for the adoption, amendment, modification or termination of such equity Plans.

The Committee shall review incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation.

#### **5.5 Director Compensation**

The Committee shall periodically review and approve or make recommendations to the Board as to the form and amount of compensation for the Company's non-employee directors, except as limited by applicable law. Director compensation should provide reasonable compensation for directors commensurate with their duties and responsibilities as directors, and provide a sufficient level of compensation necessary to attract and retain the highest quality individuals.

#### **5.6 Compensation Discussion and Analysis, Stockholder Submissions and Say on Pay Votes**

The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("*CD&A*") and recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K and/or proxy statement.

The Committee shall oversee the Company's: (i) submissions to stockholders on executive compensation matters, including advisory votes on executive compensation required by Section 14A of the Exchange Act ("*Say on Pay Votes*") and the frequency of such votes, and (ii) engagement with proxy advisory firms and other stockholder groups on executive compensation matters. In this regard, the Committee shall review and consider the results of the Company's most recent say on pay vote and any other feedback garnered through the Company's ongoing stockholder engagement that may be in effect from time-to-time, and recommend to the Board whether and, if so, how the Company should respond to Say on Pay Vote outcomes.

The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and shall review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

#### **5.7 Other Duties and Responsibilities**

The Committee shall review and approve the creation or revision of any compensation recovery policy allowing the Company to recoup compensation paid to employees and oversee the application of any recoupment policy.

The Committee shall establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to executive officers or directors.

The Committee shall approve and make recommendations to the Board on the adoption of anti-hedging and anti-pledging policies, if any, at the discretion of the Committee.

The Committee shall monitor compensation and regulatory developments trends and solicit independent advice where appropriate.

The Committee shall review, in conjunction with the Board, the performance, development and leadership capabilities of key executives and the Company's succession planning strategies of the Company related to positions held by the CEOs and certain other members of the Senior Executive Group on an annual basis.

The Committee shall oversee the Company's policies on structuring compensation programs to preserve tax deductibility as appropriate. To the extent the Company provides for performance-based compensation subject to the requirements of Section 162(m) of the Code, the Committee shall establish and certify the attainment of performance goals, as required by Section 162(m) of the Code.

The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs.

## **6. Special Recommendations to the Board**

The Committee shall review and approve or make recommendations to the Board regarding: (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with a member of the Senior Executive Group; (ii) any deferred compensation arrangement or retirement or other benefit plan that is proposed to be entered into with a member of the Senior Executive Group; and (iii) the benefits and perquisites to be offered to a member of the Senior Executive Group. The Committee shall approve: (i) any deferred compensation arrangement or retirement or other benefit plan that is proposed to be entered into with officers generally other than a member of the Senior Executive Group and (ii) the benefits and perquisites to be offered to officers generally other than a member of the Senior Executive Group.

## **7. Meetings**

### **7.1 Frequency of Meetings**

The Committee shall meet at least two times per fiscal year. A schedule for regular meetings of the Committee may be established by the Committee. The Chairman of the Committee or the Secretary of the Company may call a special meeting at any time as he or she deems advisable, or action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

### **7.2 Minutes**

Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.

### **7.3 Presiding Officer**

The Chairman of the Committee shall set the agenda for and preside at all Committee meetings. If the Chairman is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

### **7.4 Attendance**

The Committee may invite members of management or advisers to attend meetings and provide pertinent information; *provided*, that the Committee may meet in executive session at its discretion. In all cases, the CEOs and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined by the Committee.

### **7.5 Quorum**

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee.

## **8. Reports and Assessments**

### **8.1 Board Reports**

The Chairman of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.

### **8.2 Performance Evaluation**

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure and processes and effectiveness. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee shall, as appropriate, make recommendations to management, the Nominating and Corporate Governance Committee, or the full Board as a result of its performance evaluation and review of its charter.

### **8.3 Report on Compensation**

The Committee shall, at least annually, advise the Board as to whether the Company's Senior Executive Group compensation arrangements are appropriate.