



Compensation Committee Charter

Amended and Restated November 6, 2014

I. Purpose

The purpose of the Compensation Committee is to oversee the Company's overall compensation structure, policies, and programs and to assist the Board of Directors in fulfilling its responsibilities with respect to administering the Company's long-term incentive plan, to review and approve compensation arrangements with executive officers of the Company, to evaluate the performance of and recommend the compensation for the Chief Executive Officer and to prepare an annual report on executive compensation for inclusion in the Company's annual report on Form 10-K or proxy statement. The Committee's objective is to establish and administer a "total compensation program" that fairly and competitively rewards long-term performance and enhances shareholder value. To this end, the Committee reviews and exercises judgment on all elements of the executive compensation program, including salary increases and annual performance bonus payments, and the Company's long-term incentive program.

II. Organization

A. *Composition and Qualifications*

The Compensation Committee shall consist of three or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The members of the Compensation Committee shall be appointed by the Board of Directors from time to time and may be removed by the Board in its discretion. Additionally, members of the Compensation Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Board of Directors shall appoint one member of the Committee as the Chair.

B. *Meetings / Minutes / Reports*

1. The Compensation Committee shall meet at least semi-annually, or more frequently if circumstances dictate. The Compensation Committee shall report regularly to the Board of Directors summarizing the Committee's actions and make recommendations to the Board as appropriate.
2. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Compensation Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.
3. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present or the unanimous written consent of all members thereof shall be the act of the Committee. Any Committee member may participate in a meeting by telephone or similar communications equipment that allows the members to effectively interact.
4. The Compensation Committee shall have complete access to management. The Compensation Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.
5. Minutes of each Compensation Committee meeting shall be prepared and sent to all Compensation Committee members
6. The Compensation Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Compensation Committee Charter on an annual basis and recommend any proposed changes to the Board of Directors.

C. *Authority*

The Compensation Committee shall have the authority to retain and approve the fees and retention terms of external legal, accounting, compensation or other advisors as it deems appropriate in its sole discretion. The Compensation Committee shall have the sole authority to retain and terminate any advisor to be used to assist in the evaluation of executive compensation or the compensation of the CEO, including sole authority to approve the fees payable to such advisor. In selecting or retaining any advisor, the Compensation Committee will take into account factors that may be required by

applicable law and listing standards and such other factors it considers appropriate to allow it to evaluate whether such advisor is independent. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any advisors employed by the Committee and for administrative expenses of the Committee.

III. Responsibilities and Duties

1. The Compensation Committee shall oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
2. The Compensation Committee shall administer the Company's long-term incentive plan and all other employee equity-based compensation plans, with full authority to construe the same, prescribe and amend the rules and regulations related thereto and make all other determinations in the administration thereof, subject however, to the limitations prescribed by law and in such plans and programs.
3. The Compensation Committee shall review and evaluate the performance of the CEO and the Executive Chairman, if one has been appointed, in light of the individuals' goals and objectives, and make recommendations to the other independent directors regarding the compensation of the CEO and, if any, the Executive Chairman.
4. The Compensation Committee shall review and approve the compensation and oversee the evaluation of all executive officers of the Company other than the CEO and, if any, the Executive Chairman.
5. The Compensation Committee shall produce the annual Compensation Committee Report required to be included in the Company's annual report on Form 10-K or proxy statement, which report shall include a statement that the Committee has reviewed and discussed with management the Compensation Discussion and Analysis (the "CD&A") and a statement as to whether the Committee has recommended that the CD&A be included in the Company's annual report on Form 10-K or proxy statement.
6. The Compensation Committee shall oversee the Company's submissions to shareholders related to executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. The Committee shall review the results of each vote of the shareholders on compensation matters and consider whether any changes should be made to the Company's compensation plans or programs as a result of such vote.
7. The Compensation Committee shall review at least annually the Company's incentive compensation arrangements for the executive officers to ensure that performance goals and objectives, while challenging, do not encourage excess risk-taking.