

## Compensation Committee Charter

### PURPOSE OF COMMITTEE

The Compensation Committee is responsible for reviewing, approving and communicating to the Board decisions on major compensation plans and other related programs of the Company. The Committee shall approve the compensation of executive officers and other members of senior management. The Committee also has oversight responsibility concerning the Company's management development programs, performance evaluation of executives and succession planning. The Committee shall also produce an executive compensation report that will be included in the Company's proxy statement for its annual meeting of stockholders in accordance with applicable rules and regulations. It is the charter of the Hana Compensation Committee to act for the Board of Directors as follows:

1. Annually review and approve Company goals and objectives relevant to the compensation level of the CEO. Evaluate the CEO's performance in light of approved goals and objectives and recommend to the Board the CEO's compensation levels based on its evaluation. In calculating the incentive component of CEO compensation the Committee shall consider the Company's performance and relevant stockholder return. Additionally, the Committee shall consider the value of incentive awards issued to CEO's at comparable companies, the awards given to the CEO in past years and other matters deemed relevant by the Committee.
2. Annually review and recommend to the Board the compensation of executive officers and other senior management.
3. Review matters relating to management succession, including, but not limited to, compensation.
4. Make recommendations to the Board on equity based compensation plans and other incentive compensation plans. These responsibilities include, but are not limited to, interpreting and administering the plans, determining eligibility, determining the number and type of equity awards available for grant and the terms of such grants.
5. Annually report to the Board stock option usage, dilution and other matters deemed necessary.
6. Monitor the disclosure and prepare the required annual report on executive compensation. This report will be included in the Company's proxy statement.
7. Oversee the Company's compensation philosophy and strategy.
8. Review and approve employment agreements and, where applicable, severance agreements
9. Review executive officer compensation for compliance with Section 16 of the Securities Exchange Act of 1934, as amended and Section 162 (m) of the Internal Revenue Code.
10. Review the adequacy of the Committee charter on an annual basis. All recommended changes will then be submitted to the Board for consideration.
11. Evaluate, on an annual basis, its own performance as a member of the Compensation Committee

### TERM AND MEMBERSHIP

The Committee shall be comprised of three or more directors as determined by the Board, or such greater number if so required by applicable law, rule or other regulation, each of whom shall be independent directors (as defined by all applicable rules and regulations of the Securities and Exchange Commission (the "Commission") and any other appropriate body, including any applicable stock market or stock exchange), and 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 elected by the Board at the annual organizational meeting of the Board and shall serve two year terms or until their successors have been duly elected and qualified. 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.

### RESPONSIBILITIES - MEETING FREQUENCY

It is expected that the Compensation Committee will evaluate the performance of the Company's

long-term goals and its stated corporate objectives. Because of this responsibility it is the Board's expectation that the Committee shall meet at least once annually, or more frequently as circumstances dictate. The Committee shall also have the resources and authority to accomplish its responsibilities, including the sole authority to retain (with funding provided by the Company), experts in the field of executive compensation to assist the Committee with its evaluation of CEO or executive compensation. The Committee shall have the sole authority to retain and to terminate such experts, and to approve the fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting, human resource, or other advisors.

**Note:**

Under Section 16 of the Securities and Exchange Act of 1934 every person who is directly or indirectly the beneficial owner of more than 10 percent of any class of any equity security (other than an exempted security) which is registered pursuant to section 12 is required to file applicable statements detailing this ownership.

Under Section 162(m) of the Internal Revenue Code, a Company may not deduct annual compensation in excess of \$1 million paid to certain employees, generally its Chief Executive Officer and its four other most highly compensated executive officers, unless that compensation qualifies as performance-based compensation.