

## **CHARTER OF THE COMPLIANCE COMMITTEE**

### **Purpose.**

The purpose of the Compliance Committee (the "Committee") is to review the company's policies, programs and procedures with regard to significant pending and threatened litigation; monitor the company's programs to implement legal obligations arising from judgments, settlement agreements and other similar documents that bear upon the company's effective conduct of its business in a legal and ethical manner; and perform any other duties as are directed by the Board of Directors of the company (the "Board").

### **Membership and Structure**

The Committee shall consist solely of independent directors (as defined in the applicable rules for NASDAQ-traded issuers). Appointment to the Committee, including designation of the Chair of the Committee, shall be made from time to time by the Board upon recommendation of the Corporate Governance and Nominating Committee of the Board. Meetings of the Committee shall be held at such times and places as the Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside of the presence of any senior executive officer of the company. The Chair of the Committee shall report on activities of the Committee to the full Board. In fulfilling its responsibilities, as set forth below, the Committee shall have authority to delegate its authority to subcommittees.

### **Responsibilities**

The Committee shall, to the extent referred to it by the Board:

- (a) review the company's policies, programs and procedures with regard to significant pending and threatened litigation; and (b) monitor the company's compliance programs to implement legal obligations arising from certain judgments, settlement agreements and other similar documents ("Orders and Commitments") that bear upon the company's effective conduct of its business in a legal and ethical manner.
- Review the company's compliance programs with regard to (a) and (b) above that bear upon the management of the risk to the company for noncompliance relative to such litigation and Orders and Commitments;
- Review and monitor the company's compliance training initiatives on matters related to (a) and (b) above; and
- Investigate or cause to be investigated any significant instances of noncompliance with the Orders and Commitments or alleged compliance violations that are reported to the Committee.

The Committee relies on the expertise and knowledge of management and counsel in carrying out the Committee's responsibilities. It is not the duty of the Committee to plan or conduct litigation or compliance programs or audits, to conduct investigations (other than as described above), or to ensure compliance with the Orders and Commitments and related laws. Rather, the Committee will review the work of, and receive reports from, management and counsel with respect to such matters. The Committee will give guidance to management and will report regularly to the Board.

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

The Audit Committee's charter responsibilities with regard to the review of compliance activities remain in effect except with regard to this Committee's responsibilities as referred to it by the Board.