

## **CHARTER OF THE EXECUTIVE COMMITTEE**

The Executive Committee:

- is responsible for exercising the powers of the Board of Directors in the management of the business and affairs of the company when the Board of Directors is not in session, to the extent set forth in the Bylaws of the company, and reporting any actions to the Board of Directors at the next Board meeting.
- is authorized to approve (i) Intel Capital debt and equity investments and acquisitions, and (ii) mergers and consolidations in connection with any transaction (including, but not limited to, any merger or consolidation with the company) described in subclause (i) above in accordance with such limits as are currently enumerated in the Board's most current standing resolution on equity investment authority (the "Intel Capital Resolution").
- in connection with any transaction described in either subclause (i) or (ii) above, is authorized to issue shares of common stock of the company as consideration for such transaction.

The Chairman of the Board of Directors shall serve as Chairman of the Executive Committee, and the Chief Executive Officer and another member of the Board of Directors shall serve as members of the Executive Committee.