



Policy On Plurality Vote For Director Elections

Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall be referred to the Nominating and Governance Committee (" NGC ") for review.

In undertaking the director review, the NGC shall evaluate the best interests of the Company and its shareholders and shall recommend to the Board an action to be taken with respect to the reviewed director which may include: i) requesting the director to submit his or her resignation, ii) maintaining the director but addressing what the NGC believes to be the underlying cause of the withheld votes, or iii) resolving that the director will not be re-nominated in the future for election. In making its recommendation, the NGC shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why shareholders withheld votes from such director, any alternatives for curing the underlying cause of the withheld votes, the director's tenure, the director's qualifications, the director's past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.

The Board shall act on the NGC 's recommendation. In acting on the NGC 's recommendation, the Board will consider all of the factors considered by the NGC and such additional factors as it deems relevant.

A director who is under review in accordance with this policy shall not be present during deliberations or voting of the NGC or the Board regarding the director. Prior to voting, the NGC and the Board will afford the affected director an opportunity to provide the NGC or the Board with any information or statement that he or she deems relevant.

If the Board makes a determination to request the resignation of a director, the director shall tender his or her resignation promptly following the date designated by the Board. Upon the resignation of a director, the NGC will recommend to the Board whether to fill such vacancy or to reduce the size of the Board.

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