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Independent Director Committee Charter

Committee Purpose

The Committee will advise the Lead Independent Director on the discharge of his or her duties and will consider issues presented by the Lead Independent Director.

Committee Composition

The Committee shall consist of those members of the Board of Directors who are both:

- (i) an independent director within the meaning of applicable rules and listing requirements of NASDAQ and any other exchange where the securities of the Company are publicly traded, and
- (ii) a chairperson of a committee of the Board of Directors, other than this Committee. The Lead Director shall be the Chairman of the Independent Director Committee.

Committee Meetings

The Committee will meet from time to time on the call of the Chairman of the Committee. The Committee may request that members of management be present as needed in order to execute the Committee's responsibilities.