



## RADIANT LOGISTICS, INC

### Audit and Executive Oversight Committee Charter

This Audit and Executive Oversight Committee Charter (“Charter”) sets forth the purpose and membership requirements of the Audit and Executive Oversight Committee (the “Committee”) of the Board of Directors (the “Board”) and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to oversee (i) the integrity of the Company’s financial statements and disclosures, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the qualifications, independence and performance of the Company’s independent auditing firm (the “External Auditor”), (iv) the performance of the Company’s internal audit function and External Auditors, (v) the Company’s internal control systems, (vi) the Company’s procedures for monitoring compliance with the Company’s Code of Business Conduct and Ethics, (vii) the Company’s director nomination process and procedures, and (viii) the review and determination of matters of executive compensation.
2. **Committee Members.**
  - 2.1. **Composition and Appointment.** The Committee shall consist of two (2) or more members of the Board. The Board shall designate members of the Committee. The members and Chairperson of the Committee shall be appointed either by the Board on the affirmative and exclusive vote of the independent members thereof, or, if authorized and formed, based on the recommendation of a Nominating Committee or committee serving a similar function, if comprised solely of independent members of the Board. Membership on the Committee shall rotate at the Board’s discretion. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
  - 2.2. **Independence.** Each member of the Committee must meet the independence requirements of the exchange or quotation system upon which the Company’s shares are listed (the “Exchange”), if any, and applicable state and federal law, including the rules and regulations of the Securities and Exchange Commission (“SEC”).
  - 2.3. **Financial Literacy.** Each member of the Committee shall, in the Board’s judgment, be financially literate or must become financially literate within a reasonable period of time after such member’s appointment to the Committee. At least one member of the Committee shall, in the Board’s judgment, have accounting or related financial management expertise. In addition, in connection with the preparation of any reports regarding the financial experience of the members of the Committee to be included in the Company’s periodic public

reports, the Board shall determine with respect to each member of the Committee whether or not, in the Board's judgment, such member is an "audit committee financial expert," as such term is defined by the SEC.

2.4. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to subcommittees; provided that no subcommittee shall consist of less than two members.

2.5. **Simultaneous Service on Other Audit Committees.** If a member of the Committee serves on the audit committee (or, in the absence of an audit committee, the board committee performing equivalent functions, or, in the absence of such committee, the board of directors) of more than two (2) other public companies, the Board must affirmatively determine that such simultaneous service on multiple audit committees will not impair the ability of such member to serve on the Committee. The basis for the Board's determination shall be disclosed in the Company's proxy statement prepared in connection with its annual meeting of stockholders.

### 3. **Authority.**

3.1. **Education.** To help ensure that the members of the Committee have the proper knowledge to perform their responsibilities, Committee members shall have the authority, at the Company's expense, to attend outside educational programs, retain outside professionals to conduct educational programs and undertake other appropriate steps to keep current with developments in accounting, disclosure, risk management, internal controls, auditing and other matters that are relevant to the carrying out of the Committee's responsibilities.

3.2. **Advisors.** The Committee shall have the authority to retain, at the Company's expense, independent legal, financial and other advisors ("Advisors") it deems necessary to fulfill its responsibilities.

3.3. **Investigations.** The Committee shall have the authority to conduct investigations that it deems necessary to fulfill its responsibilities.

3.4. **Information.** The Committee shall have the authority to require any officer, director or employee of the Company, the Company's outside legal counsel and the External Auditor to meet with the Committee and any of its Advisors and to respond to the Committee's inquiries. The Committee shall have full access to the books, records and facilities of the Company in carrying out its responsibilities.

3.5. **Funding.** The Committee shall have the authority to determine, on behalf of the Company, the compensation of (i) the External Auditor for its services in rendering an audit report and (ii) any Advisors employed by the Company pursuant to Section 3.2.

### 4. **Meetings.**

- 4.1. **Frequency of Meetings.** The Committee shall meet, or otherwise discuss, at least once per fiscal quarter in connection with (i) its review of the Company's financial statements and the disclosures that are to be included in the Company's Form 10-Q and Form 10-K filings with the SEC, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (ii) the preparation of the Committee's report to be included in the Company's proxy statement in connection with the Company's annual meeting of stockholders pursuant to Section 10.4 below. The Chairperson may call a special meeting at any time he or she deems advisable.
  - 4.2. **Executive Sessions.** The Committee shall maintain free and open communication with (i) the Company's chief executive officer ("CEO"), (ii) the Company's chief financial officer ("CFO") being responsible for all financial matters and overseeing internal auditing ("Internal Auditor"), (iii) the External Auditor, and (iv) the Company's general counsel, or outside legal counsel retained for general corporate purposes, ("General Counsel") and shall periodically meet in separate executive (private) sessions with each such person and other members of the Company's management to discuss any matters that the Committee or any such person believes should be discussed privately with the Committee.
  - 4.3. **Minutes.** Minutes of each meeting of the Committee shall be kept by the corporate secretary to document the discharge by the Committee of its responsibilities. A copy thereof shall be incorporated with and into the next regularly scheduled meeting of the Board.
  - 4.4. **Quorum.** A quorum shall consist of the greater of one-half of the Committee's membership or two persons. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee.
  - 4.5. **Agenda.** The Chairperson of the Committee shall prepare an agenda for each meeting of the Committee, in consultation with Committee members and any appropriate member of the Company's management or staff, as necessary. As requested by the Chairperson, members of the Company's management and staff shall assist the Chairperson with the preparation of any background materials necessary for any Committee meeting.
  - 4.6. **Presiding Officer.** The Chairperson of the Committee shall preside at all Committee meetings. If the Chairperson is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.
5. **Duties and Responsibilities.**
    - 5.1. **Oversight of the Financial Reporting and Disclosure Process.**
      - 5.1.1 **External Auditor Oversight.**

**5.1.1.1 Selection and Evaluation.** Subject to shareholder ratification, if such ratification is required by applicable law or the certificate of incorporation or the bylaws of the Company, the Committee shall have sole responsibility for the appointment, retention, oversight, termination and replacement of the External Auditor and for the approval of all audit and engagement fees. The Committee shall annually, following the completion of the audit reports and at such other times as it deems appropriate, evaluate the performance of the External Auditor, including a specific evaluation of the External Auditor's lead (or coordinating) audit partner having primary responsibility for the Company's audit.

**5.1.1.2 Pre-Approval of External Auditor Services.**

**5.1.1.2.1 Committee Pre-Approval.** No audit services or non-audit services shall be provided to the Company by the External Auditor unless first pre-approved by the Committee and unless permitted by applicable securities laws and the rules and regulations of the SEC. If the Committee approves an audit service within the scope of the engagement of the External Auditor, such audit service shall be deemed to have been pre-approved for purposes of this Section.

**5.1.1.2.2 Pre-Approval Exception.** Pre-approval shall not be required under Section 5.1.1.2.1. for non-audit services provided by the External Auditor, if (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than the five percent (5%) of the total amount of revenues paid by the Company to the External Auditor during the fiscal year in which such non-audit services are provided, (ii) such non-audit services were not recognized by the Company at the time of the External Auditor's engagement to be non-audit services, and (iii) such non-audit services are promptly brought to the attention of the Committee and approved by the Committee prior to the completion of the audit.

**5.1.1.2.3 Delegation of Pre-Approval Authority.** The Committee may delegate to one (1) or more members of the Committee the authority to grant pre-approval of non-audit services required by this Section, including the pre-approval described in clause (iii) of Section 5.1.1.2.2. The decision of any member to whom such authority is delegated to pre-

approve non-audit services shall be presented to the full Committee for its approval at its next scheduled meeting.

5.1.1.3 **Other Accountants.** The Committee shall select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

5.1.1.4 **Independence.** The Committee shall periodically meet with management, the Internal Auditor and the External Auditor to assess and satisfy itself that the External Auditor is “independent” in accordance with the rules and regulations of the NYSE and the SEC. The Committee shall annually obtain from the External Auditor a written statement delineating (i) all relationships between the External Auditor and the Company that may impact the External Auditor’s objectivity and independence, (ii) confirmation that none of the Company’s CEO, controller, CFO, chief accounting officer, Internal Auditor, or any person serving in an equivalent position to any of the foregoing for the Company, was employed by such External Auditor and participated in any capacity in the audit of the Company during the one (1) year period preceding the date of the initiation of the audit for which the External Auditor is engaged, and (iii) all the disclosures required by Independence Standards Board Standard No. 1.

5.1.1.5 **Quality Control.** The Committee shall annually obtain from the External Auditor a written report describing (i) the External Auditor’s internal quality-control procedures; and (ii) any material issues raised by (a) the External Auditor’s most recent internal quality-control review or peer review, or (b) any inquiry or investigation by governmental or accounting profession authorities, in each case, within the preceding five years, respecting one or more independent audits carried out by the External Auditor, and any steps taken to deal with any such issues.

5.1.1.6 **Audit Partner Rotation.** The Committee shall annually obtain from the External Auditor a written statement confirming that neither the lead (or coordinating) audit partner having primary responsibility for the Company’s audit nor the audit partner responsible for reviewing the Company’s audit has performed audit services for the Company in each of the Company’s five (5) previous fiscal years.

**5.1.1.7 External Auditor Reports Review.** The Committee shall review with management, the Internal Auditor and the External Auditor (i) the reports required to be prepared by the External Auditor under Section 10A(k) of the Securities Exchange Act of 1934 regarding (a) all critical accounting policies and practices used by the Company and (b) all alternative treatments of the Company's financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the External Auditor; and (ii) all other material written communications between the External Auditor, management and the Internal Auditor, such as any management letter or schedule of unadjusted differences.

**5.1.1.8 Internal Control Assessment.** The Committee shall annually obtain from the External Auditor a written report in which the External Auditor attests to and reports on the assessment of the Company's internal controls made by the Company's management.

**5.1.1.9 Accountability of External Auditor.** The External Auditor shall report directly to the Committee and shall be ultimately accountable to the Committee. The Committee shall obtain an annual written statement from the External Auditor confirming its accountability to the Committee.

**5.1.1.10 Audit Assessment.** The Committee shall annually assess with management, the Internal Auditor and the External Auditor any problems or difficulties encountered in connection with the audit process and managements' response, including any restrictions on the scope of the External Auditor's activities or on access to requested information, any accounting adjustments that were noted or proposed by the External Auditor but were "passed" (as immaterial or otherwise), any communications between the External Auditor's team assigned to the Company's audit and the External Auditor's national office respecting auditing or accounting issues presented by the Company's audit, and any "management" or "internal control" letter issued, or proposed to be issued, by the External Auditor to the Company.

**5.1.1.11 SAS 61 Communications.** The Committee shall discuss with the External Auditor the matters required to be discussed under Statement on Auditing Standards No. 61.

5.1.1.12 **Audit Disagreement Inquiry.** The Committee shall periodically inquire of management and the External Auditor as to any disagreements that may have occurred between them relating to the Company's financial statements or disclosures. The Committee shall have sole responsibility for the resolution of any disagreements between management and the External Auditor regarding financial reporting.

5.1.1.13 **Hiring Policy.** The Committee shall draft a policy regarding the hiring by the Company of employees or former employees of the Company's External Auditors. After consideration of the pressures that may exist for employees of the External Auditor to consciously or subconsciously seek employment with the Company, the Committee shall make a determination as to whether or not such policy should be disclosed to the External Auditor and whether or not the External Auditor should be required to disclose such policy to each of its employees that provide services in connection with the Company's audit.

## 5.1.2 **Internal Auditing Oversight.**

5.1.2.1 **Internal Auditing Staff.** The Committee shall annually evaluate the performance of the Internal Auditor and the internal auditing department, or the entity retained to provide internal audit services, with management and the External Auditor.

5.1.2.2 **Internal Audit Process.** The Committee shall oversee the Company's internal audit function and any other appropriate control process in place for reviewing and approving the Company's internal transactions and accounting; provided, that (i) this Section 6.2 shall not be construed to require the Company to establish a separate internal audit department or dedicate employees to the task on a full-time basis and (ii) the Company may choose to outsource this function to a firm other than the External Auditor. The Committee shall meet periodically, at its discretion, with the Internal Auditor, the External Auditor and management to review (i) plans for the internal audit program (including scope, responsibilities, budget and staffing) for the coming year, (ii) the coordination of such plans with the work of the External Auditor, and (iii) the progress and results of the internal auditing process.

5.1.2.3 **Internal Audit Reports.** The Committee shall meet periodically, at its discretion, with the Internal Auditor to review any significant

reports to management prepared by the internal auditing staff together with management's response and follow-up to these reports. The Internal Auditor shall provide a summary of all significant internal audit reports to the Committee each quarter.

### 5.1.3 **Financial Statements and Disclosure Oversight.**

5.1.3.1 **SEC Filings and Earnings Releases and Guidance.** Prior to the filing by the Company with the SEC of any annual report on Form 10-K or any quarterly report on Form 10-Q, the Committee shall review with management and the External Auditor the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein. In addition, the Committee shall periodically, at its discretion, review with management and the External Auditor the Company's procedures (including types of information to be disclosed and the type of presentation to be made) with respect to press releases that contain information regarding the Company's historical or projected financial performance and the provision of any such information, earnings guidance or other financial information to a financial analyst or rating agency. Such reviews should include consideration of (i) off-balance sheet transactions, obligations (including contingent obligations) and other relationships with unconsolidated entities or other persons that may have a current or future effect on the Company's financial condition, results of operation, liquidity, capital expenditures or significant components of revenues or expenses; (ii) pro forma financial information, including any information required to reconcile such information with financial information prepared in accordance with GAAP; (iii) underlying estimates upon which the presented financial information is based; (iv) the reasonableness of significant judgments made in the preparation of the presented financial information; (v) whether, notwithstanding proper technical application of the applicable accounting rules, the presented financial information conforms to the accounting principles upon which the relevant accounting rules are based; and (vi) whether, notwithstanding proper technical application of the applicable accounting rules, the presented financial information misleads investors as to the Company's underlying economic condition.

5.1.3.2 **Accounting Changes.** The Committee shall, before their implementation, review with management and the External Auditor and approve all significant changes proposed to be made in the Company's accounting principles and practices.



5.1.3.3 **Adequate Disclosure.** The Committee shall periodically, at its discretion, inquire of management, the External Auditor, the General Counsel and, if the Committee deems it appropriate, outside legal counsel as to whether the Company's financial statements comport with the disclosure requirements of federal securities laws, notwithstanding their conformity to accounting principles and practices.

5.1.3.4 **Criticisms.** The Committee shall periodically, at its discretion, inquire of management, the General Counsel and the External Auditor as to their knowledge of any criticism of the Company's financial statements or disclosures by any financial analysts, rating agencies, media sources or other reliable third-party sources. The Committee shall establish procedures for (i) the receipt, retention, investigation and resolution of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (ii) the confidential anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters.

5.1.4 **Internal Controls and Compliance with Laws and Regulations and Code of Business Conduct and Ethics Oversight.**

5.1.4.1 **Internal Controls and Compliance Policies.** For the purpose of assessing their adequacy and effectiveness, the Committee (i) shall periodically, at its discretion, review and assess with management, the Internal Auditor, the General Counsel and the External Auditor (a) the internal control systems of the Company, including whether such controls are reasonably designed to ensure that appropriate information comes to the attention of the Committee in a timely manner, prevent violations of law and corporate policy and permit the Company to prepare accurate and informative financial reports, (b) the Company's policies on compliance with laws and regulations, (c) the Company's Code of Business Conduct and Ethics, and (d) the methods and procedures for monitoring compliance with such policies; and (ii) shall elicit any recommendations for the improvement of the Code of Business Conduct and Ethics and such controls, policies, methods and procedures. The Committee shall review with management and the External Auditor, prior to its annual filing, the internal control report (containing the annual assessment of the effectiveness of the internal control structure and procedures of the Company for ensuring the accuracy of public disclosures) that is required to be filed by the Company with the SEC on Form 10-K.

5.1.4.2 **Information Security.** The Committee shall periodically, at its discretion, review and assess with management and the External Auditor the adequacy of the security for the Company's information systems and the Company's contingency plans in the event of a systems breakdown or security breach.

5.1.4.3 **Code of Business Conduct and Ethics Violations and Waivers.** The Committee shall periodically, at its discretion, inquire of management, the Internal Auditor and the External Auditor as to their knowledge of (i) any violation of the Code of Business Conduct and Ethics, (ii) any waiver of compliance with the Code of Business Conduct and Ethics, and (iii) any investigations undertaken with regard to compliance with the Code of Business Conduct and Ethics. Any waiver of the Code of Business Conduct and Ethics with respect to a director or executive officer may only be granted by the Committee. All waivers granted by the Committee shall be promptly reported to the entire Board and be publicly disclosed as required by the rules and regulations of the SEC and the listing exchange.

5.1.4.4 **Misconduct Allegations.** The Committee shall periodically, at its discretion, inquire of management and the General Counsel of their knowledge of any allegations of director or officer misconduct or misconduct by the Company (whether made by employees or third parties).

5.1.4.5 **Disagreements with Legal Counsel.** The Committee shall periodically, in its discretion, inquire of management, the General Counsel and, if appropriate, outside legal counsel of any disagreements that may have occurred between management and legal counsel regarding any public disclosures or any other legal compliance issue.

5.1.4.6 **Related Party Transactions Oversight.** The Company shall not enter into a related party transaction unless such transaction is approved by the Committee after a review of the transaction by the Committee for potential conflicts of interest. A transaction will be considered a "related party transaction" if the transaction would be required to be disclosed under Item 404 of Regulation S-K.

## 5.1.5 Risk Management Oversight.

5.1.5.1 **Risk Exposure.** The Committee shall periodically meet with management and each Independent Auditor to review and discuss (a) guidelines and policies with respect to risk assessment and risk management to the extent necessary or appropriate to govern the process by which the Company's risk assessment and management is undertaken and handled (although the Committee is not required to be the sole body responsible for risk assessment and management) and (b) the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures. If the Company manages and assesses its risk through mechanisms other than the Committee, the mechanisms need not be replaced by the Committee, but the processes in place should be reviewed in a general manner by the Committee.

5.1.5.2 **Insurance.** The Committee shall periodically review and assess insurance coverage, including Directors and Officers Liability, property and casualty loss, errors and omissions and surety bonds, with management and, at the Committee's discretion, General Counsel.

5.1.5.3 **Special-Purpose Entities and Off-Balance Sheet Transactions.** The Committee shall periodically meet with management, the Internal Auditor, the General Counsel and the External Auditor to review and assess all "special-purpose" entities of the Company and all complex financing transactions involving the Company, including all related off-balance sheet accounting matters.

5.1.5.4 **Consultation with Legal Counsel.** The Committee shall periodically, at its discretion, review with the General Counsel and, if the Committee deems it appropriate, outside legal counsel legal matters (including material claims, pending legal proceedings, government investigations and material reports, notices or inquiries received from governmental agencies) that may have a significant impact on the Company's financial statements or risk management.

## **5.1.6 Reports and Assessments.**

5.1.6.1 **Board Reports.** The Chairperson of the Committee shall, periodically, at his or her discretion, report to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter. Such reports shall include any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with

legal or regulatory requirements, the performance and independence of the Company's External Auditors and the performance of the Company's internal audit function. This report shall be presented and incorporated with and into the next regularly scheduled Board meeting.

**5.1.6.2 Charter Assessment.** The Committee shall annually assess the adequacy of this Charter and advise the Board and the Nominating and Corporate Governance Committee of its assessment and of its recommendation for any changes to the Charter. The Committee shall, if requested by management, assist management with the preparation of a certification to be presented annually to the NYSE affirming that the Committee reviewed and reassessed the adequacy of this Charter.

**5.1.6.3 Committee Self-Assessment.** The Committee shall annually make a self- assessment of its performance and shall report the results of such self- assessment to the Board and the Nominating and Corporate Governance Committee.

**5.1.6.4 Proxy Statement Report.** The Committee shall prepare an annual report as required by the rules and regulations of the SEC and submit it to the Board for inclusion in the Company's proxy statement prepared in connection with its annual meeting of stockholders.

**5.1.6.5 Recommend Action.** The Committee shall annually make a determination as to whether to recommend to the Board that the audited financials (certified by the External Auditor) be included in the Company's annual report on Form 10-K for filing with the SEC.

**5.1.6.6 Board Access to External Auditor.** The Committee shall, whenever the Board of Directors or the Committee deems it appropriate, have the External Auditor attend a meeting of the Board to discuss specific issues and to answer questions from the directors.

**5.1.7 General Financial Statement Responsibility.** The Company's management is responsible for the preparation, presentation and integrity of the Company's financial statements and disclosures, and the External Auditor is responsible for auditing year-end financial statements and reviewing quarterly financial statements and conducting other procedures.

It is not the duty of the Committee to certify the Company's financial statements, to guarantee the External Auditor's report or to plan or conduct audits. Since the primary function of the Committee is oversight, the Committee shall be entitled to rely on the expertise, skills and knowledge of management, the Internal Auditor and the External Auditor and the accuracy of information provided to the Committee by such persons in carrying out its oversight responsibilities. Nothing in this Charter is intended to change the responsibilities of management and the External Auditor.

## **5.2. Director Nominations Process and Procedures.**

**5.2.1 Purpose.** The purpose of the Committee is to (i) identify and recommend to the Board individuals qualified to be nominated for election to the Board, and (ii) recommend to the Board the members and Chairperson for each Board committee.

### **5.2.2 Director Criteria.**

5.2.2.1 The Committee shall consider the following criteria when evaluating persons to be nominated to serve on the Board: (i) a candidate's ability to represent the interests of the Corporation's stockholders; (ii) a candidate's qualification as "independent" under the various standards applicable to the Board and each of its committees, (iii) a candidate's depth of business and industry experience at the policy-making level with businesses and organizations of comparable size and stage of development; (iv) the relationship of the candidate's experience to the experience of other members of the Board and whether the candidate adds to the range of talent, skill, diversity and expertise possessed by the existing members of the Board; (v) a candidate's availability and willingness to devote adequate time to Board duties; (vi) a candidate's ability to work constructively with the Corporation's management and other members of the Board; (vii) the need for any required expertise on the Board or one of its committees; (viii) a candidate's reputation, integrity, skill, leadership ability, interpersonal skills, honesty and moral values; (ix) a candidate's character and judgment and ability to make independent analytical, probing and other inquiries; (x) a candidate's financial literacy; (xi) the candidate's willingness to exercise independent judgment; (xii) the candidate's financial independence to ensure such candidate will not be financially dependent on director compensation; (xiii) legal and regulatory concerns; and (xiv) in the case of an incumbent director, such director's past performance on the Board.

- 5.2.2.2 The Committee shall also consider such other relevant factors as they deem appropriate, including the current composition of the Board, the balance of management and independent directors, the need for audit committee expertise and the evaluations of other prospective nominees.
- 5.2.3 **Outside Advisors.** The Committee shall have the authority to retain, at the Corporation's expense, a search firm and other expert advisors ("Advisors") as they deem necessary to fulfill their responsibilities and determine on behalf of the Corporation, the compensation of such Advisors.
- 5.2.4 **Composition of Other Committees.** The Committee shall annually recommend to the Board the membership of any additional committees created by the Board.
- 5.2.5 **Orientation Program for New Directors.** The Committee shall, in consultation with the Chief Executive Officer and appropriate members of management, periodically review and approve the Corporation's orientation program for new directors in accordance with the Corporation's Corporate Governance Principles.
- 5.2.6 **Recruitment of Directors.** The Committee shall evaluate the Corporation's policies relating to the recruitment of directors, including compensation and director and officer's insurance, as well as indemnification protections provided in the Corporation's organizational documents, and make recommendations to the Board or any appropriate Board committee regarding such matters.
- 5.2.7 **Attendance at Annual Meetings of Stockholders.** The Committee shall have the authority to determine whether or not the Corporation should have a policy regarding Board members' attendance at the Corporation's annual meetings of stockholders.
- 5.2.8 **Development of Management.** The Committee shall determine that a satisfactory system is in effect for education, development, and orderly succession of senior and mid-level managers throughout the Corporation.
- 5.2.9 **Succession Planning.** The Committee shall recommend to the Board a successor to the Chief Executive Officer when a vacancy occurs.
- 5.2.10 **Policy Regarding Security Holder Communications.** The Committee shall be responsible for establishing a process for security holders to send security holder communications, as such term is used in Item 7(h)(2) of Schedule 14A, or any successor provision thereto, to Board members, including whether security holder communications will be

screened to determine the communications that will be relayed to Board members.

### **5.3. Review and Determination of Matters of Executive Compensation.**

**5.3.1 Compensation Policy and Strategy.** The Committee shall review the compensation philosophy and strategy of the Corporation and its subsidiaries and consult with the Chief Executive Officer, as needed, regarding the role of the Corporation's compensation strategy in achieving the Corporation's objectives and performance goals and the long-term interests of the Corporation's stockholders.

### **5.3.2 Annual Review of Executive Compensation.**

**5.3.2.1 Compensation of Chief Executive Officer.** The Committee shall review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level, including base salary, incentive compensation, deferred compensation, stock options, performance units, and other equity based awards, based on this evaluation.

**5.3.2.2 Compensation of Other Executive Officers.** The Committee shall review and make recommendations to the Board regarding the compensation of all other executive officers.

**5.3.2.3 Other Considerations.** In fulfilling its obligations under this Section 5.3.2, the Committee may annually review market and industry data to assess the Corporation's competitive position with respect to the individual elements of total executive compensation to ensure the attraction, retention and appropriate reward of the Corporation's executive officers

### **5.3.3 Administration of Other Compensation Plans.**

**5.3.3.1** The Committee shall administer the Corporation's incentive compensation and stock option and other equity based plans (including specific provisions) in which the Chief Executive Officer and other executive officers may be participants and recommend to the Board amendments to such plans or adoption of new plans.

5.3.3.2 The Committee shall have the authority to (i) approve option guidelines and the general size of overall grants, (ii) make grants, (iii) interpret the plans, (iv) determine the rules and regulations relating to the plans, (v) modify or cancel existing grants and substitute new grants (with the consent of grantees), (vi) designate employees eligible to participate in the plans, and (vii) impose such limitations, restrictions and conditions upon any award as the independent members of the Board deem appropriate and as permitted under the applicable plan.

**5.3.4 Required Compensation Disclosure.** The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement and produce the compensation committee report report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

**5.3.5 Risk and Compensation.** The Committee shall review the Company's incentive compensation arrangements to determine if they encourage excessive risk-taking. In addition, the Committee shall review and discuss, at least annually, the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

**5.3.6 Employment Agreements.** The Committee shall review and make recommendations to the Board regarding (i) any employment agreement, severance agreement, change in control agreement or provision, or separation agreement, or any amendment to the same, that is proposed to be entered into with the Chief Executive Officer or any other executive officer; (ii) any deferred compensation arrangement that is proposed to be entered into with the Chief Executive Officer or any other executive officer; and (iii) the benefits and prerequisites offered to the Chief Executive Officer or any other executive officer.

**5.3.7 Director Compensation.** The Committee shall monitor the amount of compensation proposed to be paid to any director for compliance with the Corporation's equity compensation plans.

6. **Performance Evaluation.** The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
7. **Charter Guidelines.** While the duties and responsibilities of the Committee set forth in Section 5 are contemplated to be the principal recurring activities of the Committee in carrying out its oversight function, these responsibilities are to serve as a guide with the



understanding that the Committee may diverge from them as it deems appropriate given the circumstances.

## 8. **Qualified Legal Compliance Committee Duties.**

- 8.1. **Purpose.** The Committee shall fulfill the requirements of a Qualified Legal Compliance Committee, as defined in Part 205 of Title 17, Chapter II of the Code of Federal Regulations (“Part 205”).
- 8.2. **Written Procedures.** The Committee shall have the authority and responsibility to establish written procedures to confidentially receive, consider and retain reports of evidence of a material violation by the Company, its officers, directors, employees or agents of federal or state securities laws, material breach of fiduciary duty, or a similar material violation of any federal or state law.
- 8.3. **Report Submission.** The Committee shall have the authority and responsibility to inform the Company’s chief legal officer, as such term is used in Part 205 (“CLO”), and CEO (or the equivalents thereof) of any report of evidence of a material violation (except in case of futility).
- 8.4. **Investigation Determination.** The Committee shall determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its officers, directors, employees or agents. If the Committee determines an investigation is necessary or appropriate, the Committee shall (i) notify the Board of its determination to investigate, (ii) initiate an investigation, which may be conducted either by the CLO (or the equivalent thereof) or by outside counsel, and (iii) retain such additional Advisors to assist in such investigation as the Committee deems necessary or appropriate.
- 8.5. **Conclusion of Investigation.** At the conclusion of any investigation the Committee shall (i) have the authority and responsibility to recommend, by majority vote, that the Company implement an appropriate response to evidence of a material violation, and (ii) inform the Company’s CLO and CEO (or the equivalents thereof) and the Board of the results of any such investigation and the appropriate remedial measures to be adopted, if any.
- 8.6. **Notification of SEC.** The Committee shall have the authority to take all other appropriate action, including the authority to notify the SEC in the event that the Company fails in any material respect to implement an appropriate response that the Committee has recommended the Company to take; provided, that the Committee determines, by majority vote and after consultation with counsel, that such notification would be required by law or in the best interest of the Company.
- 8.7. **General Authority.** The Committee shall have the authority to take any other action necessary to meet the requirements of a Qualified Legal Compliance Committee under Part 205.