B. **Board Committees:**

The Board may designate one or more committees with each committee consisting of one or more Directors. The Board may, from time-to-time, eliminate committees or establish or maintain additional committees, as it deems necessary or appropriate, subject to the requirements of applicable law and NASDAQ listing standards.

Each committee shall meet from time-to-time, in regular meetings as scheduled or in special meetings as called pursuant to the committee's charter. Each committee shall have its own charter, which shall be adopted by the Board. Each committee shall review its charter at least annually and make any recommendations for revisions or amendments to its charter to the Board.

As needed, the Governance and Nominating Committee shall make recommendations to the Board with respect to the assignment of Board members to committees, including the appointment and removal of directors to committees and the appointment of a Chair of each committee. After reviewing the recommendations of the Governance and Nominating Committee, the Board shall appoint members to each of the committees and designate the Chair of each committee from among the committee's members, provided that the approval of any such Board appointment or designation for each of the Audit Committee, Compensation Committee, Compliance Committee, Governance and Nominating Committee, and Risk Oversight Committee includes at least a majority of the independent directors (as defined in the applicable NASDAQ listing standards). All members of the Audit Committee, Compensation Committee, and Governance and Nominating Committee must be independent directors as defined in the applicable NASDAQ listing standards. A majority of the members of the Compliance Committee and the Risk Oversight Committee shall be independent (as defined in the applicable NASDAQ listing standards), and all members shall be non-employee Directors. Committee assignments shall be reviewed at least annually, and committee assignments may rotate from time-to-time among the Board members.

In accordance with the rules of NASDAQ and the Securities and Exchange Commission (the "SEC") as in effect from time-to-time, at least one member of the Audit Committee shall qualify as an "audit committee financial expert" as defined by the SEC and determined by the Board. Each member of the Audit Committee shall (a) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years, and (b) be financially literate and able to read and understand financial statements at the time of their appointment, in each case as required by the rules of NASDAQ.

Each committee shall have the authority to select, seleciT&nevpq0.00000920 627940BT/F4ions)7()-or)-o)-oa)4n

each co

the Company, the Board values the increasing insight and experience that a director develops over a period of time. The Board believes that a lengthy tenure on the Company's Board may enable an increasing contribution to the Board and therefore may be in the interests of our stockholders. However, re-nomination to the Board is based on each director's continuing performance, contributions, and, if applicable, conflicts, material relationships, and independence, and is not automatic.

The Board has set a mandatory retirement age of 75 for directors, provided that a director elected to the Board prior to his or her 75th birthday may continue to serve until the annual stockholder meeting following his or her 75th birthday. The Board, on the recommendation of the Governance and Nominating Committee, may approve a waiver to this mandatory retirement age from time-to-time in its discretion if it deems such waiver to be in the best interests of the Company.

Each director shall offer his or her resignation, which may be expressly conditioned upon the Board's acceptance, upon a change in his or her principal employment. This offer of resignation shall be delivered to the Chair with a copy to the Lead Independent Director (if applicable) and the Secretary of the Company. This offer of resignation shall be subject to review by the Governance and Nominating Committee and the Board, if recommended by the Governance and Nominating Committee, the Board may choose not to accept such resignation if it determines that decision to be in the best interest of the Company.

Each employee director shall offer his or her resignation, which may be expressly conditioned on the Board's acceptance, upon leaving the Company as an employee. This offer of resignation shall be delivered to the Chair with a copy to the Lead Independent Director (if applicable) and the Secretary of the Company. This offer of resignation shall be subject to review by the Governance and Nominating Committee and the Board, and the Board may, upon the recommendation of the Governance and Nominating Committee, choose not to accept such resignation if it determines that decision to be in the best interest of the Company.

A director must notify the Chair and the Corporate Secretary prior to accepting an invitation to serve on an additional public company board. No director may serve concurrently on the board of directors of more than five public companies, including the Company, without the prior approval of the Board, and no director who is an executive officer of a public company, including the Company, may serve on the board of directors of more than one other public company without the prior approval of the Board. No member of the Audit Committee may serve on the audit committee of more than two other public companies without the prior approval of the Board.

Unless otherwise approved by the Board, directors shall not be a member of the board of directors or an officer or employee of a competitor (or an affiliate of a competitor) of the Company.

D. Succession

K. <u>Periodic Review of these Principles</u>:

These Principles shall be reviewed annually by the Governance and Nominating Committee and may be amended by the Board from time-to-time.