
COMPENSATION COMMITTEE CHARTER

PURPOSE

The Compensation Committee shall carry out the Board's overall responsibility with respect to oversight of the Company's benefit and incentive plans, executive compensation and director compensation. The Compensation Committee will review the performance of the Company's CEO and, if the Board Chair is an employee of the Company (an "Executive Chair"), the performance of the Executive Chair with input from the Lead Director.

COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of no fewer than three members. All voting members of the Committee shall meet the independence and experience requirements of the NASDAQ Rules and applicable SEC rules and regulations.

Annually, the Board shall appoint the members of the Compensation Committee on the recommendation of the Governance Committee. The Board Chair, or the Lead Director if the Board Chair is not independent, may appoint an independent director to serve on the Committee on a temporary basis to meet quorum requirements. The Board may replace a Committee member at any time.

COMMITTEE CHAIR

The Board shall appoint one of the Committee members as the Committee Chair. The Committee may appoint one of its members as Vice Chair to carry out the duties of the Committee Chair in his or her absence.

MEETINGS

The Compensation Committee shall meet as often as it determines, but at least quarterly. The Committee shall meet with management and in executive sessions, without management present. The Committee Chair may request any officer or employee of the Company or the Company's outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

COMMITTEE REPORTS

The Committee Chair shall report the Committee's activities and actions to the Board at the regular Board meeting next following each Committee meeting. Notwithstanding the general policy requiring each Board committee to keep a written record of its activities and proceedings, the Board recognizes that there will be certain sensitive personnel and compensation issues presented to the Compensation Committee that may not be fully reflected in regular or executive session minutes. The Committee may refer to the Board any matter that the Committee believes should be addressed by the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Compensation Committee's own performance, as it relates to compliance with this Charter.

COMPENSATION COMMITTEE CHARTER

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, compensation or other advice at Company expense.

When retaining compensation consultants, outside legal counsel and other compensation advisors, the Committee shall consider the following factors in conducting an independence analysis:

- (a) other services provided by the advisor to the Company;
- (b) the amount of fees paid by the Company to the advisor, as a percentage of the advisor's total revenue;
- (c) the advisor's policies and procedures that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the advisor with a member of the Committee;
- (e) the advisor's stock ownership in the Company, if any; and
- (f) any business or personal relationship that the advisor may have with one of the Company's executive officers.

The Compensation Committee shall have all the authority of the Board to act or exercise corporate powers with respect to the following:

1. Recommend to the Board all equity-based compensation plans and significant amendments to those plans.
2. Supervise the administration of the Company's equity-based compensation plans, including recommending to the Board the reservation of shares for issuance under those plans.
3. After consultation with management and, if necessary, with advisors, the Committee shall determine appropriate peer groups for CEO compensation benchmarking and for performance grants under equity compensation plans.
4. The Committee shall provide disinterested administration of any employee benefit plans in which section 16 officers are eligible to participate and oversee the administration of the Company's 401(k) and profit sharing plan, supplemental retirement plans, and other executive compensation plans.
5. Review and recommend to the Board, action affecting salaries, bonuses, benefits, equity compensation grants and other compensation arrangements for the Company's CEO and, if appointed, the Executive Chair. The CEO and Executive Chair will not be present during the Committee's deliberations or voting on his or her own compensation.

COMPENSATION COMMITTEE CHARTER

6. Review and determine or ratify the compensation of the Company's Section 16 executive officers, as recommended by the CEO, and review the compensation of the CEO's direct reports who are not Section 16 officers. The Committee's review will include a review of competitive market data for these individuals and consideration of market conditions.
7. Review and approve action relating to the granting of equity-based compensation to employees other than the CEO.
8. Review and recommend to the Board action relating to director compensation. The Committee shall periodically review peer information for director compensation.
9. Annually review the CD&A and Compensation Committee Report sections of the Company's proxy statement and authorize management to include it in the Company's proxy statement.
10. Review and approve on an annual basis the corporate goals and objectives with respect to incentive compensation for the Company's CEO and, if appointed and applicable, the Executive Chair. The Committee shall evaluate, at least once per year, the CEO's and, if appointed and applicable, the Executive Chair's performance in light of these established goals and objectives and based upon these evaluations, shall recommend to the Board the CEO's and Executive Chair's annual compensation, including salary, bonus, incentive and equity compensation.
11. Approve the delegation of authority to the Company's Internal Compensation Committee to approve incentive compensation plans and changes to such plans. Oversee enterprise risk management functions with respect to the Company's benefit plans and compensation programs, and public and regulatory disclosures related to compensation, including evaluating and discussing with appropriate officers of the Company the incentives for risk-taking in incentive compensation plans to assess whether the Company's Internal Compensation Committee or CEO Risk Committee is appropriately assessing, designing, monitoring and modifying those plans in that regard.
12. Assess the Company's incentive compensation programs to determine that they motivate associates to pursue appropriate goals, align with the Company's strategic objectives including its safety and soundness and the avoidance of practices that encourage associates to take unnecessary and excessive risks that threaten the value of the Company.

COMPENSATION COMMITTEE CHARTER

13. Receive periodic reports on the effectiveness, performance and design of the Company's compensation programs including significant conduct issues related to incentive compensation and material incentive plan changes.
14. Review, approve, disapprove and modify the Company's compensation philosophies and the following policies:
 - HR 1.0 Associate Handbook
 - HR 2.0 Incentive Compensation Policy