



Audit Committee Charter

PURPOSE

The Audit Committee (the “Committee”) shall assist the Board of Directors (the “Board”) in fulfilling its responsibility to shareholders to oversee management’s conduct of the Company’s financial reporting process. The primary purpose of the Committee is to (1) assist Board oversight of:

- the integrity of the financial statements, reports and other financial information provided by the Company to any governmental or regulatory body, the public or other approved users thereof;
- the Company’s compliance with legal and regulatory requirements;
- the independent auditor’s qualifications and independence;
- the performance of the Company’s independent auditor; and
- the Company’s systems of disclosure controls and procedures and internal controls over financial reporting.

and (2) prepare the report required by the Securities and Exchange Commission’s proxy rules to be included in the Company’s annual proxy statement.

The Committee shall have the sole authority to (1) appoint, retain, compensate, evaluate, oversee and terminate the Company’s independent auditor and (2) except to the extent the Board delegates or assigns the authority to the Nominating and Corporate Governance Committee, grant waivers to directors and executive officers of any codes of ethics or business conduct adopted by the Company. The Committee shall be the sole arbiter of disagreements between management and the independent auditor regarding financial reporting.

As used herein, the term “independent auditor” shall mean any public accounting firm registered with the Public Company Accounting Oversight Board (the “PCAOB”) and engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

The Committee’s job is one of oversight and it recognizes that the Company’s management is responsible for preparing the Company’s financial statements and that the independent auditor is responsible for auditing those financial statements. Additionally, the Committee recognizes that financial management, as well as the independent auditor, has more time, knowledge and more

detailed information on the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditor's work.

The Committee should take appropriate actions to set the corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior. As part of the Committee's oversight role, at least annually, the Committee shall (i) discuss with management the adequacy and quality of staffing within the Company's accounting and related functions and (ii) review succession planning within such functions.

ORGANIZATION AND ADMINISTRATION

Membership

- The Committee shall comprise not fewer than three members of the Board, and the Committee's composition shall comply with the independence and other membership qualification requirements of NASDAQ and all legal requirements, including Section 10A of, and Rule 10A-3(b)(1) promulgated under, the Securities Exchange Act of 1934, as they may be modified or supplemented.
- Each member of the Committee must be financially literate or must become financially literate within a reasonable period of time after appointment to the Committee. In addition, at least one member of the Committee will have accounting or related financial management expertise who shall, to the extent possible or as required, meet the standard of "audit committee financial expert" as set out under the rules adopted by the SEC to implement Sections 406 and 407 of the Sarbanes-Oxley Act of 2002.

Appointment and Term

- Annually, the Board shall appoint, by a majority vote, the members of the Committee, with one of such members being designated as the chairperson of the Committee. Each member of the Committee so appointed shall serve for a term of one year or until his/her successor is duly appointed and qualified.
- Any vacancy on the Committee may be filled by a majority vote of the Board. If at any time the number of members of the Committee is less than three, the Board shall appoint, by a majority vote, a sufficient number of new members to bring the minimum membership of the Committee to at least three.

Quorum and Voting

A majority of the members of the Committee shall constitute a quorum. Each member of the Committee is entitled to one vote. The affirmative vote of a majority of the quorum shall be required to adopt and/or approve any matter.

Process

- The Committee shall meet at least four times annually and more frequently if the Committee determines it to be appropriate. At least annually, the Committee shall meet with management and the independent auditor in separate executive sessions.
- The Committee shall make regular reports of its activities to the Board and should review with the full Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with material legal or regulatory requirements, or the performance and independence of the Company's independent auditor.
- In discharging its oversight role, the Committee is empowered to investigate any matter that may come to its attention, with full access to all books, records, facilities and personnel of the Company. The Committee shall obtain advice from outside legal, accounting or other advisors as the Committee deems necessary to carry out its duties. Any outside legal, accounting or other advisors retained by the Committee may be discharged only by the Committee.
- The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of (1) compensation to any independent auditor, (2) compensation to any outside legal, accounting or other advisors employed by the Committee and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.
- The independent auditor must report directly to the Committee.

KEY RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function:

Appointment and Oversight of Independent Auditor

- The Committee shall appoint and retain the independent auditor and approve the independent auditor's compensation. The Committee shall have the sole authority to terminate the independent auditor.
- The Committee shall review the independent auditor's preparation and issuance of audit reports and related work.
- The Committee shall pre-approve all audit services and permitted non-audit services to be performed for the Company by the independent auditor. The Committee may delegate authority to pre-approve audit services, other than the audit of the Company's

- annual financial statements, and permitted non-audit services to one or more members, provided that decisions made pursuant to such delegated authority shall be presented to the full Committee at its next scheduled meeting.
- The Committee shall review any employment for employees or former employees of the independent auditor.
 - The Committee shall evaluate the independent auditor's qualification, performance and independence on an annual basis and report its conclusions with respect to the independent auditor to the full Board. In reviewing the independent auditor's performance and independence, the Committee should (1) take into account the opinions of management and (2) consider whether there should be periodic rotation of the independent audit firm to assure continuing auditor independence. The evaluation should include an evaluation of the lead partner of the independent auditor.
 - In connection with its evaluation of the independent auditor's qualification, performance and independence, the Committee shall also:
 - receive from the independent auditor assurances that the independent auditor is independent within the meaning of the securities laws administered by the Securities and Exchange Commission, including Rule 2-01 of Regulation S-X, as it may be modified or supplemented, and the requirements of the PCAOB;
 - request from the independent auditor annually a formal written statement describing all relationships between the auditor and the Company or persons in financial reporting oversight roles at the Company that, as of the date of the communication, may reasonably be thought to bear on the auditors' independence;
 - receive, at least annually, a written affirmation from the independent auditor that, as of the date of the communication, they are independent in compliance with PCAOB rules and the requirement of the NASDAQ;
 - discuss with the independent auditor any such disclosed relationships and their impact on the independent auditor's independence;
 - confirm annually with the independent auditor that it is registered with the PCAOB and that its registration is in good standing;
 - if the independent auditor has been employed by the Company for five consecutive years, confirm that the Company's audit partners have been rotated in accordance with Rule 2-01(c)(6) under Regulation S-X;
 - confirm that the Company's CEO, CFO, Controller or equivalent officer, if formerly a partner of or employed by the independent auditor, did not participate in any capacity in the audit of the Company during the one year preceding the date of the initiation of the current audit; and
 - no less than annually, obtain and review a report by the independent auditor describing: (1) the audit firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities,

within the preceding five years, respecting one or more independent audits carried out by the firm, and (3) any steps taken to deal with any such issues.

Compliance Responsibilities

- The Committee shall establish procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- The Committee shall (1) review no less than annually management's programs governing codes of business conduct and ethics, conflicts of interest, legal, and environmental compliance and (2) obtain reports from management regarding compliance with law and the Company's code of business conduct and ethics.
- The Committee shall monitor the Company's assessment and plan to manage any key enterprise risks assigned to the Committee by the Board from time to time and discuss the Company's major financial risk exposures and the steps that management has taken to monitor and control such exposures.
- The Committee may review or direct the Company's independent auditors to perform a review of expense accounts of members of executive management of the Company and report on any such review to the Committee.
- The Committee shall prepare annually its report to be included in the Company's proxy statement pursuant to Item 407(d)(3) of Regulation S-K, as it may be modified or supplemented. The Committee shall review the disclosure in the Company's annual proxy statement regarding the Committee and the independent auditor, including disclosures regarding the independence of Committee members and the fees paid by the Company to the independent auditor.
- The Committee shall monitor the Company's efforts to mitigate any significant financial loss due to failure of third parties.

Oversight of Quarterly Reporting Process

- The Committee shall review the interim financial statements with management and the independent auditor prior to the filing of the Company's Quarterly Report on Form 10 Q and discuss with management the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Also, the Committee shall discuss the results of the quarterly reviews and any other matters required to be communicated to the Committee by the independent auditor under standards of the PCAOB for conducting such review.
- Prior to the filing of each quarterly report, the Committee shall discuss with management and the independent auditor the quality and adequacy of the Company's (1) internal controls for financial reporting, including any audit steps adopted in light of internal control deficiencies and (2) disclosure controls and procedures.

- The Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies (paying particular attention to any use of “pro forma” or “adjusted” non-GAAP information).
- The Committee shall review analyses prepared by management setting forth significant financial reporting issues and judgments made in connection with the preparation of financial statements, including the effects of alternative GAAP measures and off-balance sheet structures, if any, on the Company’s financial statements.
- The Committee shall review and approve all changes in the selection or application of accounting principles other than those changes in accounting principles mandated by newly-adopted authoritative accounting pronouncements.

Oversight of Annual Financial Statement Audit and Preparation of Annual Report on Form 10-K

In addition to the applicable items under the heading “Oversight of Quarterly Reporting Process,” the Committee shall:

- Review with management and the independent auditor the audited financial statements to be included in the Company’s Annual Report on Form 10-K to be filed with the Securities and Exchange Commission (or the Annual Report to Stockholders if distributed prior to the filing of Form 10-K) and review and consider with the independent auditor the matters required to be discussed by PCAOB Auditing Standard No. 16, as it may be modified or supplemented.
- Discuss with management the disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”
- Discuss with the independent auditor the auditor’s judgment about the quality, not just the acceptability, of the Company’s accounting principles, as applied in its financial statements and as selected by management.
- Obtain from the independent auditor assurances that Section 10(A)(b) of the Securities Exchange Act of 1934 has not been implicated (regarding disclosure to the Committee of illegal acts detected by the independent auditor in the course of the audit).
- Review and approve the disclosures in each Form 10-K regarding management’s annual internal control report and the related attestation report prepared by the independent auditor.
- Review and approve the disclosures in each Form 10-K (or proxy statement, if incorporated in the Form 10-K by reference to the proxy statement) regarding “audit committee financial experts.”
- Receive from the independent auditor the report required by Section 10A(k) of the Securities Exchange Act of 1934 regarding (1) all critical accounting policies and practices to be used; (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (3) other material written communications

- between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Review with the independent auditor any difficulties the auditor encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities and any significant disagreements with management and management's response.
 - Prior to the filing of each Form 10-K, recommend to the full Board, based on the Committee's review and discussion with management and the independent auditor, that the audited financial statements be included in the Company's Form 10-K.
 - Receive and review any disclosure from the Company's CEO or CFO made in connection with the certification of the Company's quarterly and annual reports filed with the SEC of: (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal controls.
 - As useful or required, review compliance with the Sarbanes-Oxley Act including Section 404 regarding internal controls.
 - Consider the risk of management's ability to override the Company's internal controls.

Adopted and approved by the Committee and the Board on November 14, 2014.