

PURPOSE

To assist the Board of Directors in fulfilling its oversight responsibilities for (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the external auditor's qualifications and independence, (4) the performance of the Company's Internal Audit function and external auditors, and (5) the Company's systems of disclosure controls and procedures.

AUTHORITY

The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint, compensate, and oversee the work of the public accounting firm ("external auditors") employed by the organization to conduct the annual audit. This firm will report directly to the Audit Committee.
- Resolve any disagreements between management and the external auditors regarding financial reporting.
- Pre-approve all audit and permitted non-audit services performed by the Company's external auditors.
- Retain independent counsel, accountants, or others to advise the Audit Committee or assist in the conduct of an investigation.
- Seek any information it requires from employees – all of whom are directed to cooperate with the Audit Committee's requests – or external parties.
- Meet with Company officers, external auditors, or outside counsel, as necessary.
- The Audit Committee may delegate authority to subcommittees, including the authority to pre-approve all audit and permitted non-audit services, providing that such decisions are presented to the full committee at its next scheduled meeting.

COMPOSITION

The Audit Committee will consist of at least three and no more than six members of the Board of Directors. The Board Nominating Committee will appoint Audit Committee members and the Audit Committee Chair.

Each Audit Committee member will be both independent and financially literate. At least one member shall be designated as the "financial expert," as defined by applicable legislation and regulation. No Audit Committee member shall simultaneously serve on the Audit Committees of more than two other public companies.

MEETINGS

The Audit Committee will meet at least four times a year, with authority to convene additional meetings, as circumstances require. All Audit Committee members are expected to attend each meeting, in person or via tele- or video -conference. The Audit Committee will invite members of management, internal auditors, external auditors or others to attend meetings and provide pertinent information as necessary. It will meet separately and periodically with management, with internal auditors and with the external auditors. It will also meet periodically in executive session. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared.

RESPONSIBILITIES

The Audit Committee will carry out the following responsibilities:

Financial Statements

- Review significant accounting and reporting issues and understand their impact on the financial statements. These include: complex or unusual transactions and highly judgmental areas; major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
- Review analyses prepared by management and/or the external auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of GAAP on the financial statements.
- Review with management and the external auditors the results of the audit, including any difficulties encountered. This review will include any restrictions on the scope of the external auditor's activities or on access to requested information, and any significant disagreements with management.
- Discuss the annual audited financial statements and quarterly financial statements with management and the external auditors, including the company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Review disclosures made by the CEO and CFO during the Forms 10-K and 10-Q certification process about significant deficiencies in the design or operation of internal controls or any fraud that involves management or other employees who have a significant role in the Company's internal controls.
- Discuss earnings press releases (particularly use of "proforma," or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. This review may be general (i.e., the types of presentations to be made). The Audit Committee does not need to discuss each release in advance.

Internal Control

- Consider the effectiveness of the Company's internal control system, including Information Technology security and control.
- Understand the scope of internal and external auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Internal Audit

- Review with management and the Representative of Internal Audit the charter, plans, activities, staffing, and organizational structure of the Internal Audit function.
- Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the Representative of Internal Audit.
- Review the effectiveness of the Internal Audit function, including compliance with the IIA's *Standards for the Professional Practice of Internal Auditing*.
- On a regular basis, meet separately with the Representative of Internal Audit to discuss any matters that the Audit Committee or Internal Audit believes should be discussed privately.
- Periodically review, with the external auditor, the internal audit function's responsibility, budget and staffing.

External Audit

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with Internal Audit.
- Review the performance of the external auditors, and exercise final approval on the appointment or discharge of the auditors.
 - In performing this review, the Audit Committee will:
 - At least annually, obtain and review a report by the external auditor describing the firm's internal control procedures; any material issues raised by the most recent internal 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 any steps taken to deal with any such issues; and (to assess the external auditor's independence) all relationships between the external auditor and the company.
 - Take into account the opinions of management and Internal Audit.
 - Review and evaluate the lead partner of the external auditor.
 - Present its conclusions with respect to the external auditor to the Board.
- Ensure the rotation of the lead audit partner every five years and other audit partners every seven years, and consider whether there should be regular rotation of the audit firm itself.
- Set clear hiring policies for employees or former employees of the external auditors.
- On a regular basis, meet separately with the external auditors to discuss any matters that the committee or external auditors believe should be discussed privately.

Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- Establish procedures for: (i) The receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and other matters; and (ii) The confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing matters and other matters.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
- Obtain regular updates from management and Company legal counsel regarding compliance matters and pending litigation.

Reporting Responsibilities

- Regularly report to the Board of Directors about Audit Committee activities and 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 Internal Audit function.
- Provide an open avenue of communication between Internal Audit, the external auditors, and the Board of Directors.
- Report annually to the shareholders, describing the Audit Committee composition, responsibilities and how they are discharged, and any other information required by rule, including approval of non-audit services.
- Review any other reports the Company issues that relate to Audit Committee responsibilities.
- Prepare the Audit Committee report for the Proxy.
- Recommend to the Board whether the financial statements should be included in the Company's annual report on Form 10-K.

- Review and approve all related-party transactions, defined as those transactions required to be disclosed under SEC and NASDAQ rules.

Oversight of Enterprise Risk Management

- Review and discuss the process by which senior management and the relevant departments and committees of the Company assess and manage Company exposure to enterprise risk, as well as the Company's major financial risk exposure and the steps management has taken to monitor and control such exposures.

Other Responsibilities

- Discuss with management the Company's major policies with respect to risk assessment and risk management.
- Perform other activities related to this charter as requested by the Board of Directors.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the Audit Committee Charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the Audit Committee's and individual members' performance at least annually.