

## **Nominating and Governance Committee Charter**

### **I. Purpose**

The Nominating and Governance Committee (the "Committee") shall, (i) in consultation with the Chief Executive Officer (CEO), evaluate, nominate and approve director nominees for election by the stockholders and for appointment by the Board to fill vacancies and (ii) provide a leadership role with respect to corporate governance of the Company.

### **II. Committee Membership and Organization**

- The Committee shall be comprised of no fewer than two (2) members, each of whom are members of the Board.
- The members of the Committee shall meet the applicable independence requirements of Nasdaq Stock Market.
- The members of the Committee shall be appointed and may be replaced at any time by the Board.

### **III. Committee Responsibilities and Authority**

The responsibilities of the Committee include:

- Determine periodically, as appropriate, desired Board qualifications, expertise and characteristics, including such factors as business experience, diversity as well as skills and knowledge with respect to technology, finance, marketing, financial reporting and any other areas as may be expected to contribute to an effective Board. With respect to diversity, the Committee may consider such factors as differences of viewpoint, professional experience, education, skill, and other individual qualities and attributes that contribute to board heterogeneity, including characteristics such as race, gender, and national origin.
- Review from time to time and report to the Board on general corporate governance matters.
- Recommend to the Board, as appropriate, policies, procedures and practices regarding corporate governance for the Company as may be consistent with any applicable laws, regulations and listing standards.
- Evaluate, propose and approve nominees for election or appointment to the Board.
- Consider, evaluate and, as applicable, propose and approve, stockholder nominees for election to the Board.
- In performing its duties, the Committee shall have the authority to retain, compensate and terminate any search firm to be used to identify director candidates.
- Form and delegate authority to subcommittees when appropriate.
- Report to the Board on major items covered in Committee meetings.
- Review and re-examine this Charter periodically, as appropriate, and make recommendations to the Board for any proposed changes.
- Periodically review and evaluate, as appropriate, the performance of the Committee.
- In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from internal or external counsel and expert advisors.
- Consider and/or adopt a policy regarding the consideration of candidates for the Board recommended by stockholders, including, if adopted, procedures to be followed by stockholders in submitting recommendations.
- The Committee shall review the disclosure in the Company's proxy statement for its annual meeting of stockholders relating to Committee functions and shall inform management whether there are any changes that are necessary or appropriate with respect to such disclosure in the proxy statement.
- Perform such other activities consistent with this Charter, the Company's Bylaws and governing law as the Nominating Committee or the Board deems necessary or appropriate.

### **IV. Meetings**

The Committee shall meet periodically as necessary to act upon any matter within its jurisdiction.

### **V. Minutes**

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

### **VI. Reports**

The Committee will provide reports to the Board from time to time as appropriate.