

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
(As Amended through February 28, 2017)**

I. Purpose

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Company’s Board of Directors (the “Board”) by: (i) identifying individuals qualified to become members of the Board, consistent with any guidelines and criteria approved by the Board; (ii) considering and recommending director nominees for the Board to select in connection with each annual meeting of stockholders; (iii) considering and recommending nominees for election to fill any vacancies on the Board and to address related matters; (iv) recommending to the Board committee assignments of directors; (v) developing and recommending to the Board corporate governance principles applicable to the Company; and (vi) overseeing an annual evaluation of the Board’s performance.

II. Organization

The Committee shall be appointed, and members thereof may be removed, by the Board. The Committee shall consist of three or more directors, as determined by the Board. Each member of the Committee shall satisfy the independence requirements of The NASDAQ Stock Market (“NASDAQ”) and any other applicable legal or regulatory requirements. The Board shall also designate the Committee Chair. The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee. The Committee may also delegate authority to the Committee Chair when it deems appropriate, subject to the terms hereof.

III. Meetings

The Committee shall meet as circumstances require. A quorum at any Committee meeting shall be at least one-half of the members of the Committee. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as provided herein. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee shall be fully effective as if it had been made at a meeting duly called and held. The Committee may request that any director, officer or other employee of the Company, or the Company’s outside counsel, or any other person meet with any members of, or consultants to, the Committee. Minutes for meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of (or through a written action or electronic transmission by) the Committee and shall be distributed or reported on periodically to the full Board.

IV. Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board guidelines and criteria for the selection of candidates for directors; seek and recommend individuals qualified to become Board

members in accordance with such guidelines and criteria; make recommendations to the Board, consistent with the established guidelines and criteria, of nominees for directors for inclusion in the Company's annual proxy statement, whether such nominees are identified by the Committee, Board members, stockholders, management or others; make recommendations to the Board regarding the independence of directors under applicable legal and regulatory requirements and any "director independence categorical standards" adopted by the Board; and, as required, make recommendations to the Board (i) regarding candidates to fill vacancies in the Board resulting from death, resignation, retirement, disqualification or removal or any other cause (including an increase in the number of directors), (ii) with respect to re-nomination of directors whose terms on the Board are expiring and (iii) as to whether to accept or reject the resignation of an incumbent director who fails to receive a majority of the votes cast in an uncontested election.

2. Consider nominations for Board membership by stockholders, provided that such nominations are made in accordance with the procedures set forth in the Company's certificate of incorporation and by-laws and applicable legal and regulatory requirements.
3. Recommend to the Board committee assignments of directors.
4. Review periodically with the Chief Executive Officer the succession plans relating to the Chief Executive Officer and, as appropriate, make recommendations to the Board with respect to succession in the event of an emergency or the retirement of the Chief Executive Officer.
5. Develop, recommend to the Board and oversee an annual self-evaluation process for the Board and its committees.
6. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company, which shall include, among other items, director qualification standards, director responsibilities, director access to management and, as necessary and appropriate, independent advisors (including counsel), director orientation and continuing education, management succession and annual performance evaluations of the Board, and review and reassess the adequacy of such guidelines at least annually and recommend to the Board any changes deemed appropriate by the Committee.
7. Review and reassess the adequacy of this Charter (including with respect to compliance with the rules and listing requirements of NASDAQ) at least annually and recommend to the Board any changes deemed appropriate by the Committee.
8. Review its own performance annually.
9. Report as required to the Board.
10. Perform any other activities consistent with this Charter, the Company's by-laws and any other applicable legal or regulatory requirements, as the Committee or the Board deems appropriate.

V. Resources

In discharging its responsibilities, the Committee shall have full access to any relevant books, records, facilities and personnel of the Company and shall have the sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain and terminate such other outside consultants or advisors (including counsel) as deemed appropriate by the Committee, including the authority to determine such other consultants' or advisors' fees and other retention terms. The Company shall provide such funding as is determined by the Committee to be necessary or appropriate for payment of compensation to any consultant or advisor retained to advise the Committee. The members of the Committee shall be reimbursed for ordinary administrative expenses necessary or appropriate in carrying out their duties.