



Parachute Payments for Executives and Accelerated Vesting of Equity Upon Change In Control

OUR POLICY

Shareholder approval will be sought for future severance agreements with named executive officers that provide a “parachute payment” under I.R.C. 280G in excess of 2.99 times the “base amount”, and there shall be no acceleration of vesting based solely upon a change in control of any equity award granted to a named executive officer under an equity incentive plan that shareholders approve after the 2014 annual meeting unless such approved plan allows acceleration of vesting upon a change in control.