

Responsibilities of the Lead Independent Director

The lead independent director's responsibilities shall include the following responsibilities, along with any other responsibilities delegated to the lead independent director by the Board from time to time:

- i. Working closely with the Chief Executive Officer and Chairman in framing the issues for Board consideration and setting the Board agenda;
- ii. Working closely with the Chief Executive Officer and Chairman to ensure that there is sufficient time for discussion of all agenda items and reviewing schedules for Board meetings;
- iii. Working with the Chief Executive Officer and Chairman with respect to information sent to the Board for Board meetings;
- iv. Presiding at all meetings of the Board at which the Chairman is not present and at all executive sessions of the non-employee and independent directors, as applicable, and coordinates feedback to the Chief Executive Officer and Chairman regarding issues discussed in executive sessions;
- v. Providing key inputs to the Board processes, governance, nominations, committee structures;
- vi. Participating in discussions on matters relating to the Board and committee composition, leadership and director succession;
- vii. Providing advice and counsel to the Chief Executive Officer and other senior management and serving as an informational resource for other directors;
- viii. Helping coordinate self-evaluations of the Board, its committees, and/or individual directors, as applicable;
- ix. Acting as spokesperson for the Board in circumstances where it is appropriate for the Board to have a voice distinct from that of management, as requested by the Chief Executive Officer and Chairman;
- x. Together with the Chief Executive Officer and Chairman, providing leadership to the Board in the establishment of positions the Board should take on issues to be voted on by stockholders;
- xi. Acting as a liaison between the non-employee and/or independent directors and the Chief Executive Officer and Chairman; and
- xii. If requested by major stockholders, being available for consultation and direct communication.

The lead independent director also has the authority to call meetings of the independent directors.

