

Silicon Catalyst Compensation Committee Charter

Committee Role

The committee's role is to act on behalf of the governing board and oversee all material aspects of the organization's executive compensation, equity structure and review of annual budget. The role also includes coordination as required with other board committees and maintenance of strong, positive working relationships with management, counsel and other committee advisors.

Committee Membership

The committee shall consist of at least two, independent, non-executive board members and one non-independent, non-executive board member. Committee members shall have: (1) knowledge of the primary activities of the organization; (2) the ability to read and understand fundamental financial statements, specifically related to compensation and (3) the ability to understand key operational metrics. The committee shall have access to its own counsel and other advisors at the committee's sole discretion. The committee chairperson shall be selected by the committee members or by the nominating committee or the governing board.

Committee Operating Principles

The chair and others on the committee shall, to the extent appropriate, maintain an open avenue of contact throughout the year with senior management, other committee chairs and other key committee advisors as applicable, to strengthen the committee's knowledge of relevant current and prospective organizational issues.

The committee, with management, shall develop and participate in a process for annual review of executive compensation and the general distribution of equity in the organization and key new hires. The committee will review CEO objectives, assess performance, and determine compensation (salary and bonus) annually. The committee will also review and approve changes to the annual budget and recommend to the board. Additionally, individual committee members are encouraged to participate in relevant and appropriate education to ensure understanding of the organization's activities and performance metrics.

Committee meeting agendas shall be the responsibility of the committee chair, with input from committee members. It is expected that the chair will also ask for management and key committee advisors, and perhaps others, to participate in this process.

The committee shall be authorized to access internal and external resources, as the committee requires, in carrying out its responsibilities.

The committee shall meet as required to compensation, equity and budgets but at least annually. Additional meetings shall be scheduled as considered necessary by the committee or chair.

The committee, through the committee chair, shall report periodically, as deemed necessary, but at least annually, to the full board.