



Audit Committee Charter

Adopted as of November 9, 2017

PURPOSE:

The purpose of the Audit Committee established by this charter will be to make such examinations as are necessary to monitor the corporate financial reporting and the internal and external audits of the Company, to provide to the Board of Directors the results of its examinations and recommendations derived therefrom, to outline to the Board improvements made, or to be made, in internal accounting controls, to nominate independent auditors, and to provide to the Board such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require Board attention.

In addition, the Audit Committee will undertake those specific duties and responsibilities listed below and other duties as the Board of Directors prescribes from time to time.

MEMBERSHIP:

The Audit Committee will consist of at least three members of the Board. The members of the Audit Committee will be appointed by and will serve at the discretion of the Board of Directors.

The members of the Audit Committee will be outside directors, financially literate, and considered independent. The Board of Directors may choose to appoint one non-independent (under Nasdaq rules) member to the Audit Committee, provided that such member meets the SEC's independence requirements. The Board will disclose the reasons for the appointment of a non-independent member in the Company's annual proxy. The Audit Committee will have at least one member who is considered a financial expert, or will disclose the reasons a financial expert is not on the Audit Committee.

RESPONSIBILITIES:

The responsibilities of the Audit Committee shall include:

1. Reviewing the compliance calendar on an annual basis.
2. Nominating, hiring, and/or approving the retention of the independent auditors.
3. Reviewing and approving the plan for the audit and related services and fees.
4. Approving non-audit related services.
5. In accordance with PCAOB – AU380, Communication with Audit Committee: (1) reviewing audit results and financial statements; all critical accounting policies and alternative treatments of financial information within GAAP including ramifications and methods preferred by the auditors, and (2) reviewing all material communication between the auditor and management, including management letters and schedules of unadjusted differences.
6. Reviewing accounting and corporate governance developments with an objective perspective of their impact to the Company and the Audit Committee.
7. Obtaining a formal written statement of independence from the independent auditors, as well as a statement that the auditors are in compliance with the rules of and are in good standing with the Public Company Accounting Oversight Board
8. Engaging in a dialog with the auditors with respect to any relationships that may impact the objectivity or independence of the auditors, as well as ensuring the rotation of the signing audit partner every five years.
9. Reviewing and approving the Company's quarterly earnings press release.

10. Reviewing and approving the Company's 10Qs and 10K.

11. Discussing guidelines and policies governing the process by which senior management of the Company and relevant departments of the Company, assess and manage the Company's financial risk exposure and the steps management has taken to monitor and control such exposures including:

(a) Overseeing the adequacy of the Company's system of internal accounting controls, including obtaining from the independent auditor's management letters or summaries on such internal accounting controls.

(b) Overseeing the effectiveness of the Compliance Department.

(c) Reviewing with management their assessment of the effectiveness of internal controls.

(d) Assessing the adequacy of the CEO and CFO certification process.

12. Overseeing compliance with anti-corruption laws, including the Foreign Corrupt Practices Act.

13. Overseeing compliance with SEC proxy requirements for disclosure of auditor's services and Audit Committee members and activities.

14. Establishing and monitoring the procedures for handling complaints regarding accounting, internal accounting controls, or auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.

15. Reviewing and responding to all complaints received from employees on accounting and auditing matters.

16. Engaging and compensating independent counsel, consultants, accountants, and other advisors as the Audit Committee deems necessary to comply with the responsibilities of this charter.

In addition to the above responsibilities, the Audit Committee shall review and assess the adequacy of its charter on at least an annual basis, especially in light of the then currently applicable rules for continued listing on the Nasdaq Global Select Market and undertake any other duties as the Board of Directors delegates to it, and will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

MEETINGS:

The Audit Committee will meet at least four times each year. The Audit Committee may establish its own schedule, which it will provide in advance to the Board of Directors.

The Audit Committee will meet separately with the Company's director of compliance and separately with the chief financial officer of the Company at least annually to review the financial affairs of the corporation. The Audit Committee will meet with the independent auditors of the Company, at such times as it deems appropriate, to review the independent auditor's examination and management report.

MINUTES:

Written minutes of its meetings, including a list of compliance calendar items, will be maintained and the minutes will be provided to all members of the Audit Committee and filed in the corporate minute book.