



STOCK OWNERSHIP GUIDELINES

Overview

The Company believes that stock ownership by its executive officers and Directors aligns their interests with the interests of shareholders, promotes sound corporate governance, and demonstrates a commitment to the Company. As such, the Compensation Committee of the Company's Board of Directors has instituted stock ownership guidelines for the Company's executive officers and non-employee Directors.

Stock Ownership Guidelines

Category	Requirement	Phase-In Window
Chief Executive Officer	6x Annual Base Salary	5 Years
Named Executive Officers	3x Annual Base Salary	5 Years
Non-Employee Directors	5x Annual Retainer	4 Years

Compliance

Compliance with these stock ownership guidelines is measured each year as of July 30th, based on the trailing 30-day average of the closing price of the Company's common stock as reported on the Nasdaq Global Select Market. Once an individual has attained their stock ownership requirement, they are deemed compliant irrespective of future changes in the Company's stock price. For purposes of compliance with this policy, common stock either directly or beneficially held, common stock held through any Company-sponsored plan, and unvested restricted stock units will be counted. Any vested but unexercised stock options do not count towards these guidelines.

In the event an individual has not attained the requirement within the phase-in window, they are expected to retain at least 50% of the new after-tax shares of common stock acquired through stock option exercises or restricted stock unit vests until the guideline is met.

Individuals are expected to maintain compliance with these guidelines for as long as they remain a named executive officer or non-employee Director of the Company.

Amendment

These guidelines may be amended from time to time by the Company's Board of Directors or its Compensation Committee.