

EXAMPLE, INC.
EMPLOYEE STOCK OWNERSHIP PLAN
COMMITTEE CHARTER

Effective: Date; Amended: Date

ARTICLE I.
INTRODUCTION.

Example Inc. (the “**Company**”) adopted the Example Inc. Employee Stock Ownership Plan, as may be amended from time to time (the “**Plan**”) that shall be administered by the Example Inc. Stock Ownership Plan Committee (the “**Committee**”). The Example Inc. Employee Stock Ownership Trust, as amended from time to time (the “**Trust**”), which implements and forms a part of the Plan, shall be administered by a trustee (the “**Trustee**”) with the assistance of the Committee. Capitalized terms used herein but not defined shall have the meaning given to them in the Plan.

ARTICLE II.
COMPOSITION.

Section 2.1. Appointment of Members; Term. The Board of Directors of the Company (the “**Board**”) shall appoint five or more members to serve on the Committee. The Board shall appoint each member to the Committee on or before the first meeting of the Committee to serve from the time of acceptance of such appointment until such member’s successor is duly elected and qualified or until such member’s earlier removal, resignation or death. The members of the Committee shall be appointed by the Board based solely on candidates presented to the Board by the Corporate Governance and Nomination Committee.

Section 2.2. Resignation or Removal of Members. Any member of the Committee may resign on fifteen (15) days’ prior written notice to the Board, unless such notice period is waived by the Board. Any member of the Committee may be removed by majority action of the Board, by written notice to the member, without having to show cause. All vacancies on the Committee shall be filled by the Board as soon as reasonably practical. Until a new appointment is made, the remaining members of the Committee shall have the authority to act. In the event the Chairperson resigns or is removed from service, the Board shall immediately appoint an existing Committee member to serve as Acting Chairperson, until such time that a permanent appointment can be made. At no time shall the Committee act without a Chairperson.

Section 2.3. Chairperson. Unless a Chairperson is elected by the full Board of Directors, upon the recommendation of the Corporate Governance and Nomination Committee, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

**ARTICLE III.
PURPOSE**

The purpose of the Committee is to provide assistance to the Board in fulfilling its oversight responsibility with regard to administration of the Plan. In doing so, it is the responsibility of the Committee to maintain free and open communication among the Committee, the Trustee, and management of the Company.

**ARTICLE IV.
DUTIES AND RESPONSIBILITIES.**

The Committee shall have all the rights and responsibilities as set forth in the Plan including, but not limited to, the following rights and responsibilities:

- (a) To call meetings in order to provide recommendations to the Trustee on all matters affecting the Plan and/or Trust;
- (b) To set the agenda for the upcoming Plan Year;
- (c) To review the annual valuation for accuracy, correctness, and timeliness;
- (d) To complete a performance evaluation of the Trustee, and recommend to the Board on an annual basis either the continuance or removal of such Trustee;
- (e) If a Trustee should become incapacitated, insolvent, die, or resign, the Committee shall compose a list of recommendations for submission to the Board to be used in selecting a replacement Trustee;
- (f) To communicate with Participants on all matters relating to the Plan. This responsibility includes answering questions, clarifying issues, and in all other practical ways possible, ensuring that all Participants are well informed as to their rights under the Plan;
- (g) To construe and enforce the terms of the Plan and the rules, the policies and regulations it adopts, including interpretation of the Plan and Trust documents and documents related to the Plan's and Trust's operations. All decisions, determinations, directions, interpretations and applications of the Plan by the Committee shall be final and binding upon all persons, including (but not limited to) the Company, Employer, Trustee, all Participants, and Beneficiaries unless in violation of ERISA, the Code or any other federal or state laws;
- (h) To select a qualified third-party administrator and to commission needed services on an annual basis;
- (i) To review, not less often than annually, all pertinent Employee information and Plan data in order to establish the funding policy of the Plan and to determine the appropriate methods of carrying out the Plan's objectives;

- (j) To direct the Trustee in crediting and distributing the Trust assets;
- (k) To review and render decisions respecting a claim for (or denial of a claim for) a benefit under the Plan;
- (l) To assist the Trustee in furnishing the Employer with information which the Employer may require for tax or other purposes;
- (m) To construct and interpret the Plan and the rules and regulations adopted, and to answer all questions arising in the administration, interpretation and application of the Plan document and documents related to the Plan's operation;
- (n) To present repurchase obligation plans to the Board and commission a repurchase obligation analysis;
- (o) Any other power or authority necessary and appropriate to fulfill the responsibilities of the Plan Administrator.

Notwithstanding any other provision herein to the contrary, the Committee shall not interfere with the Trustee's compliance with, or cause the Trustee to violate, the terms of the Plan, the Trust, the Code, or ERISA.

ARTICLE V. OUTSIDE ADVISORS.

The Committee may propose to the Board of Directors the need to retain outside counsel, accountants, experts and other advisors as it determines appropriate to assist the Committee in the performance of its duties. The Board of Directors shall have sole authority to approve related fees, expenses and retention terms, and the Company shall pay such fees and expenses.

ARTICLE VI. MEETINGS OF THE COMMITTEE.

The Committee shall meet as frequently as circumstances dictate at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

ARTICLE VII. SPECIAL RULE REGARDING VOTING.

No member of the Committee may decide or determine any matter concerning the distribution, nature or method of settlement of his or her own benefits under the Plan.

**ARTICLE VIII.
PERFORMANCE EVALUATION.**

The Committee shall conduct an annual evaluation of this charter and the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted by resolution of the Board of
Directors on Date. Amended by resolution
of the Board of Directors on Date.