



**USBC, Inc.**

---

**COMPENSATION COMMITTEE**

**CHARTER**



## TABLE OF CONTENTS

<b>I. PURPOSE</b>	<b>3</b>
<b>II. MEMBERSHIP</b>	<b>3</b>
<b>III. MEETINGS</b>	<b>3</b>
<b>IV. AUTHORITY AND RESPONSIBILITIES</b>	<b>4</b>
<b>V. OUTSIDE ADVISORS</b>	<b>6</b>
<b>VI. DELEGATION OF AUTHORITY</b>	<b>7</b>
<b>VII. PERFORMANCE EVALUATION</b>	<b>7</b>
<b>VIII. PUBLICATION</b>	<b>7</b>



## **I. PURPOSE**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of USBC, Inc. (the “Company”) has been established to assist the Board in discharging its responsibilities relating to compensation for the Company’s officers and directors.

## **II. MEMBERSHIP**

The Committee shall consist of at least three (3) directors. Each member of the Committee shall be independent in accordance with the independence requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the applicable rules and regulations promulgated thereunder by the Securities and Exchange Commission (“SEC”), as well as the rules and listing requirements of the stock exchange on which the Company’s common stock may be listed or approved for quotation.

All Committee members must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee and its Chairperson shall be appointed by the Board annually with a term of one (1) year or until their successors shall be duly appointed and qualified by the Board. The Board shall appoint a new member or members in the event of a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board determines that the number of Committee should be increased. The Board may remove any member from the Committee at any time with or without cause.

## **III. MEETINGS**

The Committee shall meet as often as it deems desirable. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and such management members shall not be present at meetings at which their compensation or performance is discussed or determined or under circumstances when the independence of Committee determinations may be compromised.



The Committee shall take written minutes of its meetings and activities and submit such minutes to the Secretary of the Company for record keeping. The Chair of the Committee shall report to the Board as requested by the Chairperson of the Board.

The Committee shall be 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. Meetings may be held in person or via teleconference, videoconference, or other electronic means. The Committee may act by unanimous written consent, including by electronic transmission.

#### **IV. AUTHORITY AND RESPONSIBILITIES**

The Committee has overall responsibility for evaluating and approving the structure, operation and effectiveness of the Company's compensation plans, policies and programs for officers and directors, including:

1. Approve or ratify all material employment agreements for the Chairperson (if an executive officer), the CEO, and other executives required to be named in the Company's proxy statements (collectively, the "Executives").
2. Annually review and approve the corporate goals and objectives relevant to the CEO's and, if applicable, the Chairperson's compensation. Evaluate performance in light of those goals and determine appropriate compensation, including: (a) base salary; (b) annual incentive opportunity; (c) long-term incentive opportunity; (d) severance arrangements and change-in-control provisions, as appropriate; and (e) any special or supplemental benefits, taking into account applicable employment agreements and other relevant factors such as Company and individual performance, relative stockholder return, peer company practices, and historical awards.
3. Annually review and approve for the other Executives named in the Company's proxy statement: (a) base salary levels; (b) annual incentive opportunity levels; (c) long-term incentive opportunity levels; (d) severance arrangements and change-in-control provisions, as appropriate; and (e) any special or supplemental benefits, taking into account applicable employment agreements and the Company's overall compensation philosophy.



4. Review management's recommendations and make recommendations to the Board with respect to the Company's overall executive compensation philosophy, compensation plans, and individual award determinations for senior executives, including long-term and short-term incentive plans. The Committee shall have full decision-making authority with respect to any awards that require approval under equity or incentive plans.
5. Approve grants under the Company's long-term incentive plan for Executives and, as applicable, for other officers and employees, consistent with any delegation policy adopted by the Committee.
6. The Committee shall review the Company's compensation programs, policies, and practices to evaluate whether their design or operation encourages excessive or inappropriate risk-taking that could have a material adverse impact on the Company. In conducting this review, the Committee shall assess the relationship between the Company's risk management policies and its compensation arrangements and shall evaluate the existence and effectiveness of any risk-mitigating features, such as clawback provisions, caps on incentive payouts, and the use of non-financial performance metrics.
7. Periodically review equity plan capacity and recommend amendments as appropriate. Consider the potential dilution, burn rate, and overhang associated with equity-based compensation programs and ensure alignment with stockholder interests and relevant benchmarking data.
8. Oversee management's preparation of required pay-versus-performance disclosures in the Company's annual proxy statement, if required, and ensure alignment between executive compensation design and the Company's performance objectives.
9. Review and oversee the Company's clawback policy adopted pursuant to Section 10D of the Securities Exchange Act of 1934 and applicable listing standards, and ensure appropriate coordination with the Audit Committee in the event of a required accounting restatement.
10. Make recommendations to the Board regarding the structure and amount of non-employee director compensation, including retainers, committee fees, and equity awards.



11. The Committee shall report regularly to the Board on its activities, including material decisions and approvals regarding executive and director compensation; summary findings from compensation risk assessments; updates on incentive compensation plans, equity usage, and any clawback enforcement; recommendations concerning compensation policies or plan design; and any other matters required by applicable law, listing standards, or the Company's governance policies to be brought to the Board's attention.
12. If required under applicable SEC rules, review and discuss with management the Compensation Discussion and Analysis (CD&A), and recommend to the Board whether the CD&A should be included in the Company's annual proxy statement and/or Form 10-K. Oversee preparation of the Compensation Committee Report for inclusion in the proxy statement.

The Committee shall also perform such additional duties and have such additional responsibilities and functions as the Board may from time to time determine.

## **V. OUTSIDE ADVISORS**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of compensation consultants, legal counsel and other advisors as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of such compensation consultant, legal counsel and other advisors. The compensation consultants, legal and any other advisors, except legal counsel, retained by the Committee shall be independent in accordance with the independence requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the applicable rules and regulations promulgated thereunder by the SEC, as well as any applicable listing standards and rules of stock exchanges on which the Company's common stock is listed or approved for quotation. In determining the independence of its advisors, the Committee must consider the following independence factors:

1. Other services provided to the Company by the advisory firm;
2. Fees paid by the Company to the advisory firm as a percentage of the firm's total revenues;



3. The policies and procedures of the advisory firm that are designed to prevent conflicts of interest;
4. Any business or personal relationship between the advisory firm and a member of the compensation committee or any executive officer of the advisory firm; and
5. Any stock of the Company owed by the individual member of the advisory firm. The Committee may use legal counsel who is not independent if it so desires.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, legal counsel and any other advisors.

## **VI. DELEGATION OF AUTHORITY**

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

## **VII. PERFORMANCE EVALUATION**

The Committee shall perform a periodic review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or desirable. The Committee shall conduct such evaluations and reviews in such manner, and at such times, as it deems appropriate.

## **VIII. PUBLICATION**

The Company shall make this Charter freely available to stockholders on request and shall publish it on the Company's website.