

ARTICLE 14. DEFINITIONS.

14.1 “Administrator” means the Board or any Committees as will be administering the Plan in accordance with Article 2.

14.2 “Affiliate” means any entity other than a Subsidiary, if the Company and/or one or more Subsidiaries own not less than 50% of such entity.

14.3 “Award” means any award granted under the Plan, including as an Option, a SAR, a Restricted Share, a Stock Unit or a Performance Cash Award.

14.4 “Award Agreement” means a Stock Option Agreement, a SAR Agreement, a Restricted Stock Agreement, a Stock Unit Agreement or such other agreement evidencing an Award granted under the Plan.

14.5 “Board” means the Company’s Board of Directors, as constituted from time to time.

14.6 “Cause” means (i) an unauthorized use or disclosure by the Participant of the Company’s confidential information or trade secrets, which use or disclosure causes material harm to the Company, (ii) a material breach by the Participant of any agreement between the Participant and the Company, (iii) a material failure by the Participant to comply with the Company’s written policies or rules, (iv) the Participant’s conviction of, or plea of “guilty” or “no contest” to, a felony under the laws of the United States or any state thereof, (v) the Participant’s gross negligence or willful misconduct, or (vi) a continued failure by the Participant to perform reasonably assigned duties within 30 days after receiving written notification of such failure; provided that, if a Participant is party to an employment agreement with the Company that defines Cause, Cause shall have the meaning set forth in such agreement.

14.7 “Change in Control” means:

- a) The consummation of a merger or consolidation of the Company with or into another entity or any other corporate reorganization, if persons who were not stockholders of the Company immediately prior to such merger, consolidation or other reorganization own immediately after such merger, consolidation or other reorganization more than 50% of the voting power of the outstanding securities of each of (i) the continuing or surviving entity and (ii) any direct or indirect parent corporation of such continuing or surviving entity;
- b) The sale, transfer or other disposition of all or substantially all of the Company’s assets;
- c) A change in the composition of the Board, as a result of which, fewer than 50% of the incumbent directors are directors who either: