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### *2015 Omnibus Incentive Plan*

In connection with this offering, our Board of Directors expects to adopt, and our stockholders expect to approve, our 2015 Omnibus Incentive Plan, or the 2015 Plan, prior to the completion of this offering.

**Purpose.** The purpose of our 2015 Plan is to provide a means through which to attract and retain key personnel and to provide a means whereby our directors, officers, employees, consultants and advisors can acquire and maintain an equity interest in us, or be paid incentive compensation, including incentive compensation measured by reference to the value of our common stock, thereby strengthening their commitment to our welfare and aligning their interests with those of our stockholders.

**Administration.** Our 2015 Plan will be administered by the Compensation Committee of our Board of Directors. The Compensation Committee is authorized to interpret, administer, reconcile any inconsistency in, correct any defect in and/or supply any omission in our 2015 Plan and any instrument or agreement relating to, or any award granted under, our 2015 Plan; establish, amend, suspend, or waive any rules and regulations and appoint such agents as the Compensation Committee deems appropriate for the proper administration of our 2015 Plan; and to make any other determination and take any other action that the Compensation Committee deems necessary or desirable for the administration of our 2015 Plan. Except to the extent prohibited by applicable law or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which our securities are listed or traded, the Compensation Committee may allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers to any person or persons selected by it in accordance with the terms of our 2015 Plan. Unless otherwise expressly provided in our 2015 Plan, all designations, determinations, interpretations, and other decisions under or with respect to our 2015 Plan or any award or any documents evidencing awards granted pursuant to our 2015 Plan are within the sole discretion of the Compensation Committee, may be made at any time and are final, conclusive and binding upon all persons or entities, including, without limitation, us, any participant, any holder or beneficiary of any award, and any of our stockholders.

**Shares Subject to our 2015 Plan.** Our 2015 Plan provides that the total number of shares of common stock that may be issued under our 2015 Plan is . Of this amount, the maximum number of shares for which incentive stock options may be granted is ; the maximum number of shares for which options or stock appreciation rights may be granted to any individual participant during any single fiscal year is ; the maximum number of shares for which performance compensation awards denominated in shares may be granted to any individual participant in respect of a single fiscal year is (or if any such awards are settled in cash, the maximum amount may not exceed the fair market value of such shares on the last day of the performance period to which such award relates); the maximum number of shares of common stock granted during a single fiscal year to any non-employee director, taken together with any cash fees paid to such non-employee director during the fiscal year, shall not exceed \$ in total value; and the maximum amount that may be paid to any individual participant for a single fiscal year under a performance compensation award denominated in cash is \$ . Except for substitute awards (as described below), in the event any award terminates, lapses, or is settled without the payment of the full number of shares subject to such award, including as a result of net settlement of the award or as a result of the award being settled in cash, the undelivered shares may be granted again under our 2015 Plan, unless the shares are surrendered after the termination of our 2015 Plan, and only if stockholder approval is not required under the then-applicable rules of the exchange on which the shares of common stock are listed. Awards may, in the sole discretion of the Compensation Committee, be granted in assumption of, or in substitution for, outstanding awards previously granted by an entity directly or indirectly acquired by us or with which we combine (referred to as "substitute awards"), and such substitute awards shall not be counted against the total number of shares that may be issued under our 2015 Plan, except that substitute awards intended to qualify as "incentive stock options" shall count against the limit on incentive stock options described above. No award may be granted under our 2015 Plan after the tenth anniversary of the effective date (as defined therein), but awards theretofore granted may extend beyond that date.