

Clarus Corporation

Amended and Restated Corporate Governance Guidelines

Adopted: June 24, 2004

The following principles have been approved by the Board of Directors of Clarus Corporation (the “Company”) and, along with the charters and key practices of the board’s committees, provide the framework for the governance of the Company. The Board will review these principles and other aspects of the Company’s governance annually or more often if deemed necessary.

1. Role of Board and Management. The Company’s business is conducted by its employees, managers and officers, under the direction of the Executive Chairman and chief administrative officer (“CAO”) and the oversight of the Board, to enhance the long-term value of the Company for its stockholders. The Board of Directors is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. The Board of Directors recognizes that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including employees, recruits, customers, suppliers, communities, government officials and the public at large.

2. Functions of Board. The Board of Directors will meet no less than four times a year during which it will review and discuss reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to prepare adequately for and regularly attend meetings of the board of directors and board committees on which they serve. Recognizing that situations arise requiring prompt board action, directors shall make themselves available for special meetings. Directors shall receive prompt notification of such special meetings. In addition to its general oversight of management, the board and its committees also performs a number of specific functions, including:

- a. selecting, evaluating and compensating the Executive Chairman and CAO;
- b. providing counsel and oversight on the selection, evaluation, development and compensation of senior management;
- c. reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions;
- d. assessing major risks facing the Company and reviewing options for their mitigation; and
- e. ensuring processes are in place for maintaining the integrity of the Company, the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders.

3. Qualifications. Directors should possess high personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the Company's stockholders. The board endeavors to have a board representing diverse experience at policy-making levels in areas that are relevant to the Company's activities.

Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, and should be committed to serve on the board for an extended period of time.

4. Independence of Directors. A majority of the directors will be independent directors under applicable NASDAQ Stock Market rules and other applicable regulations. This will not, however, prevent the board from taking valid actions if, due to a temporary vacancy or vacancies on the board there are fewer than the intended proportion of independent directors. Any such vacancies will be filled as soon as reasonably practicable. Directors who do not meet applicable independence standards also make valuable contributions to the board and to the Company by reason of their experience and wisdom.

The Company will not make any personal loans or extensions of credit to directors or executive officers.

5. Size of Board and Selection Process. The directors are elected each year by the stockholders at the annual meeting of stockholders. Stockholders may propose nominees for consideration by the nominating/corporate governance committee by submitting the names and supporting information to: Secretary, Clarus Corporation, One Pickwick Plaza Greenwich, Connecticut 06830.

6. Board Committees. The board has established the following committees to assist the board in discharging its responsibilities: (i) audit; (ii) compensation; and (iii) nominating/corporate governance. The current charters of these committees will be published on the Company's website. The committee chairs report the highlights of their meetings to the full board following each meeting of the respective committees. The committees may also hold meetings in conjunction with the full board. The board of directors may also establish such other committees as it deems appropriate and delegate to those committees any authority permitted by applicable law and the Company's by-laws as the board of directors sees fit.

7. Independence of Committee Members. In addition to the requirement that a majority of the board be independent, members of the audit committee must also satisfy an additional independence requirement. Specifically, they may not directly or indirectly receive any compensation from the Company other than their directors' compensation.

8. Meetings of Non-Employee Directors. The board will have at least one regularly scheduled meeting a year for the non-employee directors without management present. The board will appoint an independent, non-employee director who will preside at such meetings and will serve as the presiding director. The non-employee directors may meet without management present at such other times as determined by the presiding director.

9. Ethics and Conflicts of Interest. The board expects directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the Company's code of business conduct and ethics. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Executive Chairman and the presiding director. If a significant conflict exists and cannot be resolved, the director should resign. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The board shall resolve any conflict of interest question involving the Executive Chairman or a senior executive officer, and the Executive Chairman shall resolve any conflict of interest issue involving any other officer of the Company.

10. Compensation of Board. The compensation committee shall have the responsibility for recommending to the board compensation and benefits for non-employee directors. In discharging this duty, the committee shall be guided by the following goals: compensation should fairly pay directors for work required in a Company of the Company's size, scope and complexity; compensation should align directors' interests with the long-term interests of stockholders without impairing the directors' independence; and the structure of the compensation should be transparent. The compensation committee shall review non-employee director compensation and benefits at least annually.

11. Access to Senior Management. Non-employee directors are encouraged to contact senior managers of the Company without senior corporate management present. To facilitate such contact, non-employee directors are encouraged to periodically schedule visits to the Company's businesses without corporate management being present.

12. Access to Independent Advisors. The board and its committees shall have the right at any time to retain independent outside financial, legal or other advisors.

13. Public Statements. Absent unusual circumstances, the Company's senior management, as opposed to individual directors, provide the public voice of the Company.

14. Indemnification. In accordance with the terms of the Company's Certificate of Incorporation, By-laws and applicable law, the Company shall indemnify the members of the board of directors to the fullest extent permitted by law.

15. Statement of Principles. These Guidelines are a statement of principle and intent. The board of directors reserves the right, unless otherwise required by law or the rules of the NASDAQ Stock Market or the Securities and Exchange Commission, to amend and make exceptions to these guidelines where it believes such action is warranted due to special circumstances and is in the best interest of the Company.