

COMPENSATION COMMITTEE CHARTER OF INTELLICHECK, INC.

The Compensation Committee of the Board of Directors of Intellicheck, Inc. (the “Board”) shall consist of a minimum of three directors, each of whom shall meet the independence requirements and standards established from time to time by the Securities and Exchange Commission (the “SEC”) and any such securities exchange on which the Company’s securities are listed or quoted for trading. Said directors shall constitute the majority of the Board’s directors in order to meet the independence requirements and standards established from time to time by the SEC and any such securities exchange on which the Company’s securities are listed or quoted for trading. The Board shall designate one member of the Compensation Committee to be the Chairperson. The Compensation Committee shall meet at least four times a year.

The purpose of the Compensation Committee shall be to assist the Board in determining the compensation of the Chief Executive Officer (“CEO”), other corporate officers of the Company (collectively, the “Officers”) and non-employee directors.

In furtherance of this purpose, the Compensation Committee shall have the following authority and responsibilities:

1. To annually review the Company’s corporate goals and objectives relevant to the Officers’ compensation; evaluate the Officers’ performance in light of such goals and objectives; and, either as a Compensation Committee or together with the other independent directors (as directed by the Board), determine and approve the Officers’ compensation level based on this evaluation. In determining the long-term incentive component of the Officers’ compensation, the Compensation Committee will consider the Company’s performance, the value of similar incentive awards to Officers at comparable companies, and the awards given to the Company’s Officers in past years.
2. To annually review and make recommendations to the Board with respect to non-CEO compensation including that for the Company’s non-employee directors. The Compensation Committee shall attempt to ensure that the Company’s compensation program is effective in attracting and retaining key employees, reinforces business strategies and objectives for enhancing stockholder value, and that it is administered in a fair and equitable manner consistent with established policies and guidelines.
3. To administer the Company’s Stock Option and Equity Incentive Plans, as designated by the Board of Directors.
4. To make recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans.
5. To approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Compensation Committee or Board.
6. To review and assess the adequacy of this charter annually.
7. To review the Company’s executive compensation program as included in the Company’s proxy statement or annual report on Form 10-K, or equivalent, filed with the SEC.

The Compensation Committee shall have the authority to delegate any of its responsibilities to subcommittees as it may deem appropriate in its sole discretion. The Chief Executive Officer of the Company may not be present during voting or deliberations of the Compensation Committee.

Notwithstanding anything to the contrary in this charter, if permitted by applicable SEC and stock exchange laws and regulations in effect from time to time, one director who (i) is not independent as defined under applicable stock exchange rules, and (ii) is not a current employee or an immediate family member (as defined under applicable stock exchange rules) of such employee, may be appointed to the Compensation Committee if the Board, under exceptional and limited circumstances, determines that membership on the Compensation Committee by the individual is required in the best interests of the Company and its stockholders. In such event, the Board will disclose in the Company's next annual proxy statement (or in its next annual report on SEC Form 10-K, 10-KSB or equivalent if the Company does not file an annual proxy statement), subsequent to such determination, the nature of that director's relationship with the Company and the reasons for that determination. A member appointed under this exception may not serve longer than two years.

The Compensation Committee shall have the authority to retain outside counsel and any other advisors as it may deem appropriate in its sole discretion. The Compensation Committee shall have sole authority to approve related fees and retention terms.

The Compensation Committee shall report its actions and recommendations to the Board after each committee meeting.