

Uni-Pixel, Inc.

COMPENSATION COMMITTEE CHARTER

STATUS

The Compensation Committee (“Committee”) is a committee of the Board of Directors (the “Board”) of Uni-Pixel, Inc. (the “Company”). This charter governs the operations of the Committee. The Committee shall review and reassess its charter at least annually and recommend any proposed changes to the Board. Any changes shall become effective upon approval of the Board.

The Committee shall meet at least two times each year and at such other times as it deems necessary to fulfill its responsibilities. A majority of the total number of member of the Committee shall constitute a quorum for the transaction of business. The approval of an act by a majority of the members present at a meeting at which a quorum is present shall constitute the approval of an act by the Committee. The Committee may also act by unanimous written consent without a meeting.

MEMBERSHIP

The Committee shall consist of at least three directors each of whom shall be (i) “independent” as defined by NASDAQ listing standards, (ii) a “Non-employee Director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. Should any member of the Committee cease to satisfy the definitions referenced in clauses (i), (ii) and (iii) of this paragraph, or should any member cease to be a member of the Board, such member shall immediately resign his or her membership on the Committee without any request, notice or other action by the Board or any other person or party.

The members of the Committee shall be designated by the Board on the recommendation of its Nominating and Corporate Governance Committee and shall serve until their successors have been designated, or until their earlier resignation or removal from the Committee or the Board. Unless a Chair is designated by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Board may remove a member of the Committee at any time with or without cause.

PURPOSE

The Committee’s role is to discharge the Board’s responsibilities relating to compensation of the Company’s senior executive officers, to oversee senior executive officer development and to make recommendations to the Board regarding senior executive officer succession, to fulfill the responsibilities set forth in this charter, and to adopt and maintain policies that govern the Company’s compensation and benefit programs.

DUTIES AND RESPONSIBILITIES

The primary duties and responsibilities of the Committee include:

- Reviewing and approving corporate goals and objectives relevant to compensation and benefits for the President/CEO, evaluating the President/CEO’s performance in light of those goals and objectives, and approving annual and long-term compensation and benefits of the President/CEO based on such evaluation;
- Reviewing and approving annual and long-term compensation and benefits for all senior executives of the Company;

- Reviewing, commenting on and approving executive compensation plans or programs that the President/CEO or any other member of the Committee or Board proposes to adopt, including modifications to existing plans or programs;
- Administering and interpreting the Company's incentive plans and programs, including the review and approval of all equity and other awards under such plans, which may include delegation of authority to make awards to one or more officers in accordance with applicable law and such plans and programs;
- Ensuring that a significant portion of executive compensation is reasonably related to the long-term interest of the Company's stockholders;
- Pre-approving all hiring of senior executives of the Company;
- On a periodic basis reviewing the annual compensation for the Company's Board;
- Overseeing and making recommendations to the Board with respect to planning for succession and advancement of senior executive officers of the Company;
- Acting on behalf of the Board on compensation matters;
- Preparing an annual performance self-evaluation of the Committee; and
- Reviewing and discussing with management the Company's compensation philosophy and, if applicable, preparing a compensation committee report in accordance with all applicable laws, SEC regulations and listing standards for inclusion in the Company's proxy statements for its annual meetings of stockholders.

The specificity of the above duties and responsibilities is set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate, given the circumstances, provided that the Committee fulfills its duties and responsibilities under applicable laws, regulations and listing standards, and such other duties and responsibilities as may be specifically designated in the charter, bylaws and by the Board.

REPORT

The Committee shall report to the Board on the Committee's activities as appropriate and maintain minutes or other records of Committee meetings and activities.

AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee shall also have the authority to engage independent counsel and other advisers, including compensation consultants, as it determines necessary or appropriate to carry out its duties, and to approve the terms of engagement and compensation of all such counsel and advisors. All compensation approved by the Committee shall be paid by the Company.

The Committee may form and delegate authority to a subcommittee consisting of one or more members to perform specified functions of the Committee.