

**CVD Equipment Corporation  
Compensation Committee Charter  
(Effective March 26, 2014)**

**Organization**

The Board of Directors of CVD Equipment Corporation (the “*Company*”) shall designate annually, based upon the recommendation of the Nominating, Governance and Compliance Committee, a Compensation Committee comprised of three or more Directors, who may be appointed and removed by the Board of Directors in its discretion. The members of the Compensation Committee shall be:

- “independent” as determined in accordance with the rules and regulations of the Nasdaq Stock Market, Inc.;
- “Non-Employee Directors,” as defined in Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934 (the “*Exchange Act*”);
- “outside directors” within the meaning of Rule 162(m) of the Internal Revenue Code of 1986;

and shall comply with all other applicable laws, rules, regulations, and requirements. The Compensation Committee shall report regularly to the Board of Directors.

A Chairman of the Compensation Committee shall be elected annually by the Board of Directors, based upon the recommendation of the Nominating, Governance and Compliance Committee.

**Purpose**

The purpose of the Compensation Committee is to supervise and review the affairs of the Company as they relate to the compensation and benefits of the Company’s directors and executive officers within the meaning of Rule 3b-7 of the Exchange Act.

**Meetings**

The Compensation Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Compensation Committee members) in furtherance of such responsibilities. Meetings of the Compensation Committee shall be called by the Chairman of the Compensation Committee, Chairman of the Board of Directors, or Chief Executive Officer (the “*CEO*”) of the Company. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Company’s records.

## **Powers and Responsibilities**

The Compensation Committee shall:

- 1) Review, at least annually, the Company's compensation to ensure that executive officers are rewarded in a manner consistent with , internal equity considerations, applicable legal and regulatory requirements, such executive officers' contributions to the Company's growth and financial operating performance and such other factors as the Committee shall deem relevant.
- 2) Review and approve any employment agreement or arrangement to be entered into between the Company and any executive officer.
- 3) Review and approve goals and financial objectives relevant to executive officer compensation. In the case of executive officers who report to the CEO or President of the Company, such goals and objectives shall be initiated by the CEO or President, as applicable, recommending such goals and objectives to the Committee.
- 4) Evaluate the performance of the Company's executive officers, including the CEO, in light of these goals and objectives; and establish the annual and long-term compensation of the CEO and other executive officers (to the extent not already established by contract) based on these evaluations and other factors the Compensation Committee deems to be relevant, including, without limitation, competitive market practices within the Company's industry and relative total stockholder return. To the extent that such annual and long-term compensation established by the Compensation Committee shall include equity awards, such awards shall be recommended by the Compensation Committee to the independent members of the Board for their approval. The Compensation Committee shall also review and approve the terms on which any such compensation may be deferred. The CEO cannot be present during any voting or deliberations by the Compensation Committee on his or her compensation.
- 5) Approve grants under equity incentive plans administered by the Compensation Committee, including grants of equity to new hires.
- 6) Prepare and approve (a) the Compensation Committee report, and (b) any other disclosure related to executive compensation required to be included as part of the Company's annual proxy statement or Annual Report on Form 10-K, as applicable, in accordance with applicable laws, rules and regulations.
- 7) Make recommendations to the Board of Directors with respect to the amount and manner of payment of cash compensation for non-employee

members of the Board of Directors, the terms and awards under any stock-based compensation plan or other program provided for such members of the Board of Directors, and the terms on which any such compensation may be deferred.

- 8) Review and make recommendations to the Board of Directors with respect to the approval, amendment, and termination of the Company's equity-based incentive plans subject, where required, to stockholder approval, and administer such plans.
- 9) Review and assess the management succession plan for the Chief Executive Officer position and other members of executive management and periodically review such assessment with the Board of Directors.
- 10) Periodically review perquisite benefits.
- 11) Monitor compensation trends and solicit independent advice where appropriate.

#### **Additional Powers and Responsibilities**

The Compensation Committee shall have the authority in its sole discretion to retain and obtain advice and assistance from compensation consultants, independent or outside legal counsel, accountants, and other advisors (collectively, the "*Compensation Advisors*") as it determines necessary or appropriate to carry out its duties and responsibilities as set forth in this Charter. The Compensation Committee shall have sole authority to retain and/or terminate a Compensation Advisor and shall set the compensation, and oversee the work of the Compensation Advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of such Compensation Advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its Compensation Advisor, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from a Compensation Advisor (other than the Company's in-house counsel), the Compensation Committee must take into consideration the following factors:

- 1) Provision of other services to the Company by the person or firm that employs the Compensation Advisor;
- 2) Amount of fees paid by the Company to the person or firm that employs the Compensation Advisor;

- 3) Policies and procedures of the person or firm that employs the Compensation Advisor that are designed to prevent conflicts of interest;
- 4) Any business or personal relationship between the Compensation Advisor and any member of the Compensation Committee;
- 5) Ownership by the Compensation Advisor of the Company's stock; and
- 6) Any business or personal relationship between the Compensation Advisor, or the person or firm employing the Compensation Advisor, and any executive officer of the Company.

The Compensation Committee may retain, or receive advice from any Compensation Advisor they prefer, including ones that are not independent, after considering the specified factors. The Compensation Committee is not required to assess the independence of any Compensation Advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Compensation Advisor, and about which the Compensation Advisor does not provide advice.

The Compensation Committee shall, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Compensation Committee's own performance during such past year.

The Compensation Committee shall perform such other activities as the Board of Directors may from time to time deem necessary or appropriate.