

# TRUE PRODUCT ID COMPENSATION COMMITTEE CHARTER

## I. PURPOSE

The primary purpose of the Compensation Committee is to:

- Discharge the responsibilities of the Company's Board of Directors relating to compensation of the Company's executive employees;
- Produce a Report on Executive Compensation for inclusion in the Company's annual meeting proxy statement, in accordance with applicable rules and regulations;
- Oversee the succession planning process and personal development for key positions.

## II. RESPONSIBILITIES

The Compensation Committee's responsibilities shall include:

- Establishment of the executive compensation policy for the Company consistent with corporate objectives and shareholder interests;
- Oversight of the process for evaluation of the performance of the Chief Executive Officer, including coordination of input from independent directors regarding the performance of the Chief Executive Officer against Board-approved goals and objectives relevant to CEO compensation.
- Recommendation to the Board regarding the compensation for the Chief Executive Officer based on the evaluation;
- Review and approval of compensation for, including employment arrangements with, executive officers other than the CEO;
- Recommendation to the Board regarding the compensation for nonemployee directors;
- Administration of grants under the Company's compensation plans, including recommendation to the Board with respect to variable compensation and equity – based plans;
- Assessment of key leadership talent and monitoring succession planning, development and retention of key current and future leaders;
- Oversight of the Chief Executive Officer succession planning process;
- Reporting regularly to the Board; and
- Annual performance evaluation of the Compensation Committee.

In carrying out these responsibilities, the Compensation Committee may

- Take appropriate action to authorize the issuance of True Product ID common stock pursuant to provisions of the Company's compensation and benefit plans;
- Retain or replace trustees under the Company's benefit plans and take such other actions as may be required by the Company's compensation and benefit plans, related trust agreements or other plan documents;
- Retain any consultant that the Committee considers appropriate and approve related fees and other retention terms; and
- Request any officer or employee of the Company or the Company's outside counsel to attend a meeting of or to meet with any members of, or consultants to, the Compensation Committee.

### **III. COMPOSITION**

The Compensation Committee shall be comprised of at least three independent directors, each of whom shall be independent as determined under the Board's Corporate Governance Guidelines and the New York Stock Exchange standard and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Compensation Committee shall be elected by the Board at the annual organizational meeting of the Board. The members of the Compensation Committee shall serve until their successors shall be duly elected and qualified.

The Company shall provide the Compensation Committee with a level of funding appropriate for the Compensation Committee to carry out its responsibilities.

### **IV. MEETINGS**

The Committee shall meet at least three times annually. The Committee may at its discretion meet with or without management, and with or without any compensation consultant retained by the Committee, in separate executive sessions to discuss any matters that the Committee, management or the compensation consultant believe should be discussed privately.