

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
inTEST CORPORATION**

**I. Committee Purpose**

The Compensation Committee is appointed by the Board of Directors to (i) review, evaluate, and approve the compensation, including all salary, bonus, variable/performance based compensation, benefit programs, long-term incentive awards, perquisites, and any other compensation arrangements of, or agreements with, the Company's executive officers, and (ii) review the annual disclosures regarding the compensation of the Company's executive officers to be included in the Company's annual proxy statement and Annual Report on Form 10-K. The Committee is also designated as the Administrator of the Company's equity-based compensation plans. The Committee shall have such other purposes as may be determined from time to time by the Boards of Directors.

**II. Committee Composition**

The Committee shall consist of at least three directors, one of whom will be designated by the Board as Chairman of the Committee.

Each member of the Committee must be independent as defined by Section 803A of the NYSE American LLC Company Guide. In making this determination, the Board must consider all factors specifically relevant to determining whether a director has a relationship to the listed company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

**III. Committee Responsibilities, Processes and Duties**

The Committee shall have the following responsibilities, processes and duties:

*Evaluation and Compensation of President and Chief Executive Officer*

- Review, evaluate and approve the compensation of the Company's President and Chief Executive Officer based upon the Committee's evaluation of the performance of the President and Chief Executive Officer in light of the Company's goals and objectives and such other factors as the Committee shall deem appropriate.
- The President and Chief Executive Officer shall not be present during the deliberations and voting on his or her compensation.

### Evaluation and Compensation of the Other Executive Officers

- Review, evaluate and approve all compensation for the Company's other executive officers based upon the President and Chief Executive Officer's evaluation of the performance of each such executive officer in light of the Company's goals and objectives and recommendation, and such other factors as the Committee shall deem appropriate.

### Benefit Plans and Agreements

- Review, evaluate and approve changes in the Company's qualified benefit plans that result in a material change in costs or the benefit levels provided.
- Review, evaluate and approve any employment agreements, change in control agreements, severance or other agreement or arrangement pursuant to which any executive officer may continue employment or receive current or future compensation of any type.

### Compensation of the Directors

- Review and evaluate director compensation and recommend to the Board approval of any changes in director compensation. Any change in the compensation of any director or any group of directors shall be approved by a majority of non-interested directors, and, if such recommendation applies to the compensation of all directors, by a majority of the independent directors in addition to a majority of the directors then in office.

### Administration of Equity-based Plans

- Administer the Company's equity incentive plans with respect to all eligible participants thereunder.
- Approve all grants and awards under any equity-based plans, provided that grants and awards to any director or any group of directors shall be approved by a majority of non-interested directors, and, if such grants or awards are made to all directors, by a majority of the independent directors in addition to a majority of the directors then in office.
- Review and evaluate employee equity-based plans and recommend to the Board its approval thereof.

### Proxy Disclosures

- Review and discuss with management the annual disclosures regarding the compensation of the Company's executive officers, including the Compensation Discussion and Analysis (CD&A), if required, and other narrative, to be included in the Company's annual proxy statement and Annual Report on Form 10-K.

- Based on the foregoing review and discussion, recommend to the Board of Directors that such disclosures be included in the Company's annual proxy statement and Annual Report on Form 10-K.
- Review and approve the Committee report, if required, for inclusion in the annual proxy statement and Annual Report on Form 10-K, in accordance with applicable rules and regulation of the Securities and Exchange Commission.

### General

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain personnel and compensation consultants and other professional advisors to assist it in carrying out its responsibilities. The Company will provide for appropriate funding, as determined by the Committee, for payment of the fees and expenses of any advisors retained by the Committee. Before selecting any such advisor, the Committee shall consider the independence of the compensation advisor, including (i) the provision of other services to the Company by the advisor, (ii) the amount of fees received from the Company as a percentage of total revenue of the advisor, (iii) the policies and procedures of the Company that are designed to prevent conflicts of interest, (iv) any business or personal relationship of the advisor with a member of the Committee, (v) any stock of the Company owned by the advisor, and (vi) any business or personal relationship of the advisor with an executive officer of the Company. If the Committee retains any such advisor, the Committee will be directly responsible for the appointment, compensation and oversight of the work of such advisor.