



CORPORATE CHARTERS

**SUBJECT: ASTROTECH CORPORATION COMPENSATION
COMMITTEE CHARTER**

SUPERCEDES:

N/A,

Rev. N/A

DATE: May 12, 2005

I PURPOSE

The primary purpose of the Compensation Committee is to discharge the Board of Director's responsibilities relating to compensation of the Company's executive officers and oversight of deferred compensation plans, retirement plans, and equity compensation of all ASTROTECH employees. The Committee shall evaluate and approve all compensation of executive officers, including salaries, bonuses and other forms of compensation. The Committee shall administer all plans of the Company under which common stock shares may be issued to any employee and shall specifically approve all grants of stock options or equity compensation to employees or non-employees contractors (exclusive of directors) of the Company. The Committee shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement.

II COMMITTEE COMPOSITION

The Committee shall be comprised of three or more members of the Board of Directors. Each member of the Committee shall meet the independence and experience requirements of the NASDAQ National Market and the rules and regulations of the Securities and Exchange Commission. The Committee shall be elected by vote of the full Board at the regular meeting of the Board that falls closest to the date of the annual meeting of shareholders and shall serve at the pleasure of the Board. The Board shall appoint one member of the Committee to act as its Chair. The members of the Committee shall serve terms of one year, and shall be eligible for re-appointment.

III COMMITTEE MEETINGS

The Committee will meet at least two times a year, with authority to convene additional meetings as circumstances require. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Minutes will be prepared and the Committee will report to the Board of Directors the results of its meetings.

IV DUTIES AND RESPONSIBILITIES

The following list of responsibilities is set forth as a guide to the Committee in fulfilling its purpose and may be modified from time to time as appropriate. The Committee:

- (1) At least annually, reviews the Company's overall compensation strategy, including base pay, incentive compensation and option grants, to assure that it promotes shareholder interests and supports the Company's strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company's management and employees;
- (2) Assures that the senior executives of the Company are compensated effectively and in a manner consistent with the Company's compensation strategy, internal equity considerations, competitive practices, and applicable legal regulatory considerations;
- (3) Annually evaluates, in consultation with the other non-employee Directors, the performance of the Chief Executive Officer and reviews the evaluations with him/her;



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- (4) Establishes the compensation packages of the Chief Executive Officer, and reviews and approves the performance evaluations and the compensation packages of all Executive Officers of the Company and any other officers whose compensation is required to be disclosed in detail in the Company's regular annual proxy statement;
- (5) Annually prepares a description, to be included in the Company's annual report to stockholders, of the compensation policies applicable to the Company's executive officers and the reasoning behind those policies, as well as the factors and criteria on which the Chief Executive Officer's compensation is based, including its relationship to the Company's performance;
- (6) Reviews recommendations by the Chief Executive Officer for appointments of Vice President and other Officers established by the Lay-Laws of the Company and by majority vote of the Committee appointing Officers in the grade of Vice President and recommending such appointment to the Board of Directors for Senior Vice President, Executive Vice President, and other Officers of the Company subject to SEC reporting and disclosure requirements under rule 16 b.
- (7) Reviews and approves the structure and overall size of the Company's bonus or other cash incentive plans used to compensate officers and employees;
- (8) Serves as the Committee that administers the Company's stock option plans; and in that capacity:
 - a. Advises on the establishment of option guidelines and general size of overall grants;
 - b. Establishes parameters for routine grants under delegated authority of options issued in connection with new hires and promotions;
 - c. Approves all option grants to officers and employees not expressly delegated to the Chief Executive Officer (the Committee shall have the authority to delegate specific stock option granting authority to the Chief Executive Officer);
 - d. Amends the plans (subject to shareholder approval when required) as may be necessary or appropriate to carry out the Company's compensation strategy; and interprets the plans as may be required from time to time; and
 - e. When appropriate, modifies existing grants (with the consent of the grantees) and approves authorized exceptions to provisions of the plans.
- (9) Approves, subject to shareholder approval when required, all new equity-related incentive plans.
- (10) Make regular reports to the Board on the findings, recommendations, and decisions of the Committee.



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February, 2010
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- (11) Oversees the Company's compliance with regulatory requirements associated with compensation of its officers and employees.
- (12) Annually, reviews and assesses the performance of the Committee and recommends to the Board such changes in its composition, charter, or manner of operation as may be necessary to assure that it carries out its responsibilities effectively.

V AUTHORITY TO RETAIN CONSULTANTS

Committee shall have the authority to retain special compensation, legal, accounting or other consultants to advise it. The Committee may request any officer or employee of the Company or any outside counsel or consultants to meet with any members of the Committee.

VI RESTRICTIONS ON COMPENSATION

No Committee member may accept any consulting, advisory or other compensatory fee from the Company or its subsidiaries, other than compensation relating to such member's service on the Committee or the Board of Directors or any other committee thereof.