

# **O.I. CORPORATION COMPENSATION COMMITTEE CHARTER**

## **PURPOSE**

The primary functions of the Committee are to assist the board of directors in fulfilling its oversight responsibilities for:

- compensation of executive officers; and
- administration of the Company's compensation and benefit plans with respect to all eligible participants, including stock incentive plans and predecessor and related plans, pension, retirement and profit sharing plans, and any other plans that require or provide for approval or administration by the Company's board of directors.

## **COMPOSITION**

The Committee shall consist of at least two (2) members of the board of directors. The members and the chair shall be appointed by a majority of the full board of directors.

A director may serve as a member of the Committee only during periods in which he or she is (i) an "independent director" as defined under the Marketplace Rules of The NASDAQ Stock Market, Inc., (ii) a "non-employee director" as defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (iii) an "outside director" as defined under Section 162(m) of the Internal Revenue Code of 1986 and regulations promulgated thereunder.

The Committee and its membership will comply with all applicable compensation committee requirements promulgated from time to time by The NASDAQ Stock Market, Inc. (or any exchange on which the Corporation's securities are then listed), the Securities and Exchange Commission and the Internal Revenue Service.

A majority of the Committee will constitute a quorum for the transaction of business.

## **MINUTES OF MEETINGS**

Minutes shall be kept of each meeting of the Committee.

## **RESPONSIBILITIES**

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall:

1. Have separate but concurrent authority, except as stated in paragraph 2 below, to take actions required or permitted, without any action of the full board of directors, under the Company's compensation and benefit plans, including the stock incentive plans and predecessor and related plans, pension, retirement and profit sharing plans, and any other plans that require or provide for board of directors approval or administration (collectively, the "Plans"); provided, that from time to time the Committee may, by resolution of the Committee, delegate to one or more other committees of the board of directors separate but concurrent authority, to the extent specified in such resolution,

to administer such Plans with respect to employees and consultants who are not subject to the short-swing profit restrictions of Section 16(b) of the Exchange Act.

2. Have sole and exclusive authority, without prior approval of the full board of directors, to take action on the following:
  - administering the Plans with respect to employees and consultants who are subject to the short-swing profit restrictions of Section 16(b) of the Exchange Act for the purposes and with the intent of complying with the exemption provided under Rule 16b-3 promulgated under the Exchange Act;
  - recommending to the full board of directors the hiring or termination of employment of the Company's executive officers (as defined by the Rules and Regulations under the Exchange Act), the identity and designation of which shall be determined by the full board of directors (the "Executive Officers"); and
  - engaging, or authorizing management to engage, such outside legal, accounting or other advisors and consultants to provide such advice and assistance as the Committee deems necessary to carry out its duties, with the Company to provide appropriate funding, as determined by the Committee, for such outside legal, accounting and other advisors and consultants and for any administration expenses of the Committee.
3. Review and recommend action by the full board of directors on the following:
  - the institution of, revisions in, terminations of and actions under Plans that are required to be approved by the full board of directors;
  - the reservation of authorized and unissued Company common stock for issuance upon exercise of grants under the Plans, for use in payments of grants or awards under the Plans or as contributions or sales to any trustee of Company employee benefit plans; and
  - the purchase of Company common stock for transfer upon exercise of grants under the Plans, for use in payments of grants or awards under the Plans and for transfer as contributions or sales to any trustee of Company employee benefit plans.
4. Review and determine, or recommend to the board of directors for determination:
  - The non-equity compensation payable to (i) the Chief Executive Officer (provided that the Chief Executive Officer shall not be present for any deliberations or voting with respect to the determination of the Chief Executive Officer's compensation) and (ii) the other Executive Officers (provided that the Committee may consider the recommendation of the Chief Executive Officer with respect thereto), including the adjustment of base salary each year, the implementation and administration of cash incentive compensation programs for such individuals and the authorization of all awards to such individuals under these cash incentive programs. To the extent deemed advisable by the Committee, the Committee shall strive to recommend compensation packages which are competitive with packages offered at peer companies and shall consult with third-party advisors to design compensation packages that provide reasonable assurances of officer and employee retention; and
  - all perquisites or special cash payments paid to Executive Officers.

5. Review with the Chief Executive Officer:
  - the overall base compensation payable to employees other than Executive Officers; and
  - the Company's total incentive compensation program envisioned for each fiscal year.
6. Consult with the Chief Executive Officer regarding a succession plan for the Executive Officers. This plan shall be reviewed annually by the Committee and subsequently by the full board of directors.
7. Review the performance of the Executive Officers for each fiscal year.
8. At least annually, review the overall performance, operation and administration of the Company's employee benefit plans.
9. Perform any other responsibilities consistent with this charter, the Company's bylaws and applicable law as the Committee or the board of directors deems necessary or appropriate.
10. Report to the board of directors following meetings of the Committee, and as otherwise requested by the board of directors, regarding the Committee's actions and recommendations.
11. Confirm annually that all responsibilities outlined in this charter have been carried out.
12. Evaluate the Committee's and individual members' performance at least annually.