

# **FURMANITE CORPORATION**

## **COMPENSATION COMMITTEE CHARTER**

### **1. Membership**

The Compensation Committee shall consist of not less than three nor more than six members of the Board of Directors and shall be elected by the Board of Directors. Only the members of the Board of Directors who are independent directors of the Company are eligible to serve as members of the Compensation Committee. Members of the Compensation Committee will be considered independent if they meet the criteria for independence required by listing standards of the New York Stock Exchange. All Compensation Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934. No executive officer of the Company may sit upon any compensation committee (or board of directors or other body performing the functions of a compensation committee) of another entity if any of its executive officers is a member of the Board of Directors of the Company. Compensation Committee members shall otherwise meet all independence requirements of law, including federal tax law for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. One member of the Compensation Committee shall be elected chairman thereof by the Compensation Committee. Compensation Committee members may be removed by the Board of Directors in its discretion.

### **2. Meetings and Procedures**

The Compensation Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or resolutions of the Compensation Committee or of the Board of Directors; provided that said meetings of the Compensation Committee may only be called by the Chairman thereof on at least 24 hours written, printed, telegraphed or oral notice to each member of the Compensation Committee. At every meeting of the Compensation Committee, the presence of the majority of all the members thereof shall be necessary to constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any resolution.

### **3. Resignation and Replacement**

Any member of the Compensation Committee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Chairman of the Compensation Committee. The acceptance of a resignation shall not be necessary to make it effective. A vacancy on the Compensation Committee may be filled by a vote of a majority of the members of the Board of Directors for an unexpired term and until the member’s successor shall be duly chosen and qualified.

#### **4. Compensation**

Members of the Compensation Committee shall be paid their expenses, if any, of attendance at each meeting of the Compensation Committee, and shall be further paid stated retainer fees and fixed sums for attendance at each meeting of the Compensation Committee in accordance with the policy of the Board of Directors regarding Board of Directors committee membership and attendance.

#### **5. Duties and Responsibilities**

The Compensation Committee shall have the following duties and responsibilities and shall exercise the following powers in addition to any other duties, responsibilities and powers as may be assigned to the Compensation Committee from time to time by the Board of Directors:

- a. The Compensation Committee shall review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and, either as a Committee or together with the other independent directors, as directed by the Board of Directors, determine and approve the CEO's compensation based on this evaluation. Furthermore, the Compensation Committee shall, after conferring with the Chief Executive Officer, review and approve the compensation for the other corporate executive officers elected by the Board of Directors.
- b. The Compensation Committee shall review and approve employment, severance and change in control agreements with the executive officers of the Company and all equity-based compensation plans.
- c. The Compensation Committee shall review, and approve incentive compensation plans and administer arrangements applicable to key executives of the Company's affiliates as it deems appropriate.
- d. The Compensation Committee shall prepare and approve the "Report of the Compensation Committee" for inclusion in the Proxy Statement each year.
- e. The Compensation Committee shall retain and, on behalf of the Company, compensate consultants, advisors and other third parties to assist and advise the Compensation Committee in the performance of its duties and responsibilities as it deems appropriate.
- f. The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- g. The Compensation Committee shall evaluate its performance annually to determine whether it is functioning effectively.
- h. The Compensation Committee shall submit minutes of all meetings thereof to each member of the Board of Directors of the Company once such minutes have been approved by the Compensation Committee.

## **6. Amendment**

From time to time, any of the provisions of this Charter of the Compensation Committee of the Board of Directors may be amended, altered or repealed, and any other provisions as authorized by the Board of Directors and as allowed under the terms of the Limited Liability Company Agreement of the Company may be added or inserted herein.