

## BLONDER TONGUE LABORATORIES, INC.

### Compensation Committee Charter

**This Compensation Committee Charter was adopted by the Board of Directors (the “Board”) of Blonder Tongue Laboratories, Inc. (the “Company”) as of August 7, 2013.**

*While this Compensation Committee Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.*

1. Committee Purposes. The Compensation Committee (the “Committee”) of the Board is responsible for approving and evaluating the director and officer compensation plans, policies and programs of the Company, including (i) determining and approving the compensation of the Company’s Chief Executive Officer (“CEO”) and certain other executive officers selected by the Compensation Committee from time to time (such other executive officers and the CEO collectively, the “Senior Executives”), (ii) reviewing and approving compensation for the Company’s other executive officers, (iii) reviewing the compensation of the Company’s non-employee directors and making recommendations to the Board in respect thereof, (iv) reviewing and approving management incentive compensation policies and programs, (v) reviewing and approving equity compensation programs for employees and exercising discretion in the administration of such programs, and (vi) preparing a compensation committee report on executive compensation as required by the SEC to be included in the Company’s proxy statement or annual report on Form 10-K; and to perform such other duties and responsibilities as are more specifically set forth below.
2. Committee Composition. The Committee shall be composed of not less than three (3) members. Each member of the Committee shall (i) qualify as an independent director as defined by the applicable listing standards of the NYSE MKT stock market, (ii) meet the definition of “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, and (iii) meet the definition of “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall, upon the recommendation of the Nominating Committee, appoint the members of the Committee, each of whom shall serve for one year or until his or her successor has been appointed and qualified. The Board may at any time remove one or more directors as members of the Committee. The Chairperson and members of the Committee shall receive such compensation for their service on the Committee as the Board may determine from time to time. The Committee shall meet at least four times annually and at such other times as either the Board or the Committee deems necessary. A majority of the members of the Committee shall constitute a quorum and the approval of a majority of the members shall be required to take action on any matter. The Chairman of the Committee will be determined by the Board, upon the recommendation of the Nominating Committee.
3. Committee Duties and Responsibilities. To carry out its purposes, the Committee will have the following duties, responsibilities and authority:
  - (a) To oversee and approve the Company’s overall management compensation philosophy and policy;
  - (b) To review and approve corporate goals and objectives relevant to the compensation of the Senior Executives, evaluate their respective performance in light of those goals and objectives (including a review of Board comments and peer review questionnaires from time to time), evaluate the competitiveness of salaries by reference to salary surveys to be referenced from time to time, and determine and approve their compensation based on these evaluations, subject to ratification by the Board of Directors of their base salaries. The CEO (and other Senior Executives) cannot be present during any voting or deliberations by the Committee on his or her compensation;
  - (c) To review and consider, among other things, the Company’s performance and relative shareholder return, the Company’s long-term business objectives, the equity-based awards given to each Senior Executive in past years along with the number of shares currently owned by the Senior

Executive, and the dilutive impact and the incentive effect of new awards, and then determine and approve the long-term, equity-based incentive component of the Senior Executive's compensation;

- (d) To review and consider the CEO's recommendations regarding the compensation of all other executive officers of the Company, including recommendations pertaining to salary, annual incentive plans and awards under long-term, equity-based incentive plans, and determine and approve the compensation of such other executive officers of the Company;
- (e) To review and make recommendations to the Board with respect to the adoption or amendment of annual incentive plans (e.g., bonus plan) and equity-based incentive plans;
- (f) To serve as the plan committee and administer the annual incentive plans and equity-based incentive plans for which the Committee has been granted administrative responsibility consistent with the terms of such plans, including, as applicable, approving all stock option and other grants for executive officers and performance goals under these incentive plans, and determining whether or not performance goals have been attained. ;
- (g) To periodically review and recommend to the Board compensation, equity-based plans and benefit programs for non-employee directors;
- (h) To review and discuss with management the compensation disclosures required by the rules of the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
- (i) To produce a Committee report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
- (j) To review and approve the proposal regarding the Say on Pay Vote to be included in the Company's annual proxy statement. In evaluating and determining the compensation to be paid to the CEO and other executive officers deemed "named executive officers" under the applicable rules of the SEC, the Committee shall take into account the results of the most recent Say on Pay Vote required by Section 14A of the Exchange Act;
- (k) To review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on the frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposal regarding the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement;
- (l) Review and approve compensation packages for new executive officers and severance packages for executive officers whose employment terminates with the Company;
- (m) Periodically review and recommend to the Board for approval, revisions as appropriate to the Company's stock ownership guidelines that are or would be applicable to directors and/or executive officers of the Company and monitor compliance by executive officers and directors with the Company's stock ownership guidelines;
- (n) To delegate duties to subcommittees as the Committee deems necessary and appropriate; and
- (o) To report its activities to the Board on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary and appropriate.

4. Committee Resources. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the

work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel (which may be the Company's general outside counsel or other special counsel, as determined by the Committee) and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. The Committee shall not, however, be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Committee also has the right, in its sole discretion, to terminate any such compensation consultants, outside legal counsel and other advisors.

5. Annual Review. The Committee shall review (i) this Charter at least annually and recommend any changes to the Board of Directors, and (ii) evaluate the Committee's performance annually.