

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Laser Photonics Corporation. (the “Company”) is to assist the Board in discharging its responsibilities to its stockholders and other stakeholders as appropriate by fulfilling the Committee’s responsibilities and duties outlined in Section IV.

II. STRUCTURE AND OPERATIONS

A. The Committee shall be comprised of at least two members of the Board, both of whom are determined by the Board to meet the independence requirements for compensation committee members under the rules of the applicable stock exchange and the Securities and Exchange Commission (the “SEC”) rules promulgated thereunder as they may exist from time to time.

B. Each member of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board at any meeting where a quorum is present.

C. Unless a Chairperson is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties, subject to applicable law and the Company’s organizational documents. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

D. In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee composed of one or more Committee members, provided, however, that the Committee shall delegate approval of transactions for the purposes of Rule 16b-3 of the Exchange Act to a subcommittee of no less than two Committee members. Nothing in this Charter is intended to limit the authority of the Board to act directly on any matter delegated by this Charter to the Committee, except as necessary to satisfy the rules and regulations of the SEC and applicable stock exchange.

III. MEETINGS

A. The Committee shall meet at least two times annually, or more often if circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. A simple majority of the Committee shall constitute a quorum for the transaction of business. The Committee shall act only on the affirmative vote of at least a simple majority of its members present at any meeting. The Committee may also act without a meeting by securing the unanimous written consent of its members. All meetings of the Committee may be held telephonically.

B. As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with

the Company's Chief Executive Officer (the "CEO"), the Company's principal People executive, and any other corporate officers, as it deems appropriate. However, such officers shall not be present during meetings or portions thereof at which their performance and compensation are being discussed and determined. The CEO may not be present during voting or deliberations with respect to determination of his or her compensation.

C. All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, members of management of the Company or such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

A. General

1. The functions set forth in subsections B through F below shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time.

2. The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the sole authority to retain (or obtain the advice of) and terminate (a) legal counsel; (b) compensation consultants to assist in the evaluation of director, CEO or senior executive compensation; and (c) other advisors as it determines necessary to carry out its duties, including the sole authority to establish the relationship and roles and responsibilities, and approve the fees payable to such counsel, consultants and advisors and any other terms of retention, but only after taking into consideration all factors relevant to the counsel's, consultant's or advisor's independence from management. The Committee shall have the responsibility to assess the independence of any such counsel, consultant or advisor. However, nothing in this provision requires that any counsel, consultant or advisor be independent. The Committee need not conduct this independence assessment with respect to (x) in-house legal counsel; or (y) any adviser whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors of the Company and that is available generally to all salaried employees, or (ii) providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the counsel, consultant or advisor and about which the counsel, consultant or advisor does not provide advice. Any compensation consultant retained by the Committee to assist it in connection with setting the amount or form of executive or director compensation (other than in connection with consulting on broad-based plans that do not discriminate in favor of executive officers or directors of the Company) shall not provide any other services to the Company in an amount in excess of \$120,000 without the prior approval of the Committee.

3. On at least an annual basis, the Committee should consider whether the Company's compensation policies and overall actual compensation practices for employees, including non-executive officers, as they relate to risk management and risk-taking incentives, are reasonably likely to have a material adverse effect on the Company.
4. The Committee shall review and discuss with management, if appropriate, any conflicts of interest raised by the work of any compensation consultant engaged by the Committee that had any role in determining or recommending the amount or form of executive or director compensation (other than as set forth in clauses (x) or (y) of Section IV.(A)(2) above) and how such conflict is being addressed for disclosure if and when the Company files an annual proxy statement in accordance with applicable SEC rules and regulations.
5. The Committee shall establish and oversee any executive compensation recovery policy it determines is required by applicable law or stock exchange rules, or as appropriate.
6. The Committee shall review and make recommendations to the Board regarding the Company's proposals to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under applicable stock exchange listing requirements), as well as proposals from shareholders, that relate to matters overseen by the Committee.
7. The Committee shall review and evaluate the results of advisory votes on executive compensation.

B. Setting Compensation for Executive Officers

The Committee shall:

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve, at least annually, the Company's general compensation policies applicable to the CEO and other executive officers, including the corporate goals and objectives relevant to the CEO and other executive officers, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of these goals and objectives and, based on such evaluation, determine and approve, either as a committee or together with the other independent directors (as directed by the Board) the annual salary, bonus, equity awards and other benefits, direct and indirect, of the CEO and other executive officers. In determining the compensation for the CEO and other executive officers (including any long-term incentive component), the Committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers and other executive officers at comparable companies, and the awards given to the Company's CEO and other executive officers in past years and any other factors it deems relevant. Notwithstanding the foregoing, prior to any final approval by the Committee of the following actions with respect to the CEO and other executive officers, the Committee shall notify the Board of actions the

Committee intends to take, provide the Board sufficient time to register any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction:

- a. Any increase or material decrease in annual base salary;
- b. The setting of bonus or performance award targets for the current or subsequent performance period, and any change of such targets;
- c. The grant or modification of any award under the Company's equity incentive plans; and
- d. Entering into any agreement of employment or other compensatory arrangement, including without limitation, arrangements relating to termination benefits or severance or acceleration of equity awards.

4. In connection with executive compensation programs:

- a. Review and approve new executive compensation programs, provided, however, that prior to any final approval by the Committee, the Committee shall notify the Board of the new executive compensation program, provide the Board sufficient time to register any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction;
- b. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purposes;
- c. Establish and periodically review policies for the administration of executive compensation programs; and
- d. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.

5. Establish and periodically review policies in the area of senior management perquisites.

6. Consider policies and procedures pertaining to expense accounts of senior executives.

7. Review and approve any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, and severance or termination arrangements, provided, however, that prior to any final approval by the Committee, the Committee shall notify the Board of such contract or other transaction, provide the Board sufficient time to register any concerns or objections, and resolve any such concerns or objections to the Board's satisfaction.

B. Review of Compensation for Non-executive Employees

The Committee shall:

1. Review and make recommendations regarding the compensation of nonexecutive employees, directors and consultants of the Company, if and as the Company's CEO, the Board or the Committee deems appropriate.

2. Review and advise the Board concerning the performance of those other non-executive employees and consultants whose compensation is within the review jurisdiction of the Committee.

D. Monitoring Incentive and Equity-Based Compensation Plans

The Committee shall:

1. Review and approve or make recommendations to the Board with respect to the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board and/or stockholders, and oversee the activities of the individuals responsible for administering those plans.

2. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's stockholders.

3. Subject to Section IV.B.4(a) of this Charter, review and make recommendations to the full Board, or approve all equity-based awards pursuant to the Company's equity-based plans. The Committee may delegate authority with respect to these plans to members of senior management, except that no authority may be delegated with respect to any equity-based awards to Section 16 directors and officers.

4. Review the Company's regulatory compliance with respect to compensation matters, including ensuring that reasonable efforts are made to structure compensation programs to preserve tax deductibility.

5. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans and Executive Stock Ownership Guidelines.

6. Review and monitor employee pension, profit sharing and benefit plans.

E. Reports

The Committee shall:

1. Prepare the compensation committee report on executive officer 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.

2. Review and discuss with management the annual Compensation Discussion and Analysis ("CD&A") and based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.

3. Report to the Board the matters discussed at each Committee meeting with a copy of the minutes of each such meeting being placed with the Company's minute books.

4. Report regularly to the full Board with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate.

F. Annual Performance Evaluation

The Committee shall:

1. Review and reassess, at least annually, the adequacy of this Charter and recommend any improvements to this Charter that the Committee considers necessary or desirable.
2. Review and evaluate, at least annually, the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter.

V. FUNDING

The Company shall provide appropriate funding, as determined by the Committee, for compensation to any counsel, consultants and advisors that the Committee chooses to engage. In addition to any funding necessary to compensate the outside counsel, consultants and advisors, the Company shall provide the Committee with such funding as the Committee determines is necessary or appropriate to fund any ordinary administrative expenses incurred in carrying out its duties, unless prohibited by applicable stock exchange rules or applicable law.