

**JANEL CORPORATION
COMPENSATION COMMITTEE CHARTER**

PURPOSE

The Board of Directors (the “**Board**”) of Janel Corporation (the “**Company**”) has constituted and established a Compensation Committee (the “**Committee**”) with authority, responsibility, and specified duties as described in this Compensation Committee Charter. The Compensation Committee shall, where appropriate, discharge the Board’s responsibilities, and where appropriate, provide assistance to the Board in fulfilling its responsibilities to its shareholders, relating to compensation philosophy and practices of the Company (including, for purposes of this Charter, the Company’s subsidiaries), including salary and other forms of compensation. The Compensation Committee’s primary duties and responsibilities are to formulate and recommend compensation policies of the Company that will enable the Company to attract and retain high-quality leadership and are consistent with the Company’s established compensation philosophy, and to discharge the responsibilities of the Board in that regard and where appropriate.

ORGANIZATION

Members of the Committee shall be appointed by the Board. Each member shall serve until the earlier to occur of the date on which he or she shall (i) be replaced by the Board; (ii) resign from the Committee; or (iii) resign from the Board.

The Committee shall have at least three (3) members. The Board shall appoint one of the members of the Committee as Chairperson. It is the responsibility of the Chairperson to schedule all meetings of the Committee and provide the Committee with a written agenda for all meetings.

RESPONSIBILITIES

The Committee shall discharge where appropriate the Board’s responsibilities, and where appropriate make recommendations to the Board, regarding compensation matters and practices. Specifically, the Committee is charged with the following duties and responsibilities:

- Review and approve the Company’s general compensation philosophy and objectives.
- Review and approve the corporate goals and individual objectives relevant to the compensation of the Company’s Chief Executive Officer (“**CEO**”) and evaluate the performance of the CEO considering these objectives.
- Approve base salary amounts, incentive and bonus compensation amounts and individual stock and/or option grants and awards for the CEO and, based on the recommendation of the CEO, all corporate officers at or above the Vice President level of the Company.

- Review all forms of compensation for senior management of the Company, including the form and amount of current salary, deferred salary, cash and non-cash benefits, and all compensation plans of the Company.
- Review the Company's severance or similar termination payments, if any.
- Administer the Company's stock option and other incentive compensation plans and programs.
- Amend or modify, where appropriate, the provisions of any compensation or benefit plan that does not require shareholder approval.
- Make delegations of authority and responsibilities as the Compensation Committee deems proper, and periodically review such delegations.
- Prepare and approve reports to shareholders on compensation matters which are required by the Securities and Exchange Commission and other government bodies.
- Establish levels of director compensation to include marketplace reviews of retainers, meeting fees, stock plans and other similar components of compensation.
- Annually review succession plans for key positions in the Company.
- Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.

REPORTING

As and when appropriate, the Committee will prepare and, through its Chairperson, submit periodic reports of the Committee's work and findings to the Board. Such reports will contain recommendations for Board actions when appropriate.

MANAGEMENT SUPPORT

To assist the Committee in fulfilling its duties, management will provide the Committee with information and recommendations as needed and requested. The Committee shall be authorized to engage legal counsel and consultants at its discretion, as and when it deems such actions to be necessary or advisable.