

IEC ELECTRONICS CORP.
Compensation Committee Charter

Purposes

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of IEC Electronics Corp. (the “Company”) are to (a) assist the Board in the discharge of its responsibilities relating to the compensation of the Company’s Chief Executive Officer (“CEO”), all persons who are executive officers within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and such other senior managers, as the Committee may, from time to time, determine should be subject to the Committee’s direct purview (collectively, the “Executives”), (b) oversee the administration of the Company’s compensation plans, in particular the incentive compensation and equity-based plans of the Company, (c) review and make recommendations on director compensation, and (d) produce any Committee report required to be included in the Company’s annual report or proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission (the “SEC”).

Composition and Operations

The Committee shall consist of three (3) directors. Each member of the Committee shall (a) meet the independence requirements of applicable law, rules and regulations, and stock exchange listing requirements, each as in effect from time to time, (b) be a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act, and (c) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). The Board shall appoint the members of the Committee and the Committee shall appoint the Chairperson. The Board may remove any member from the Committee at any time with or without cause.

The Committee will meet as often as necessary to carry out its duties and responsibilities. Meetings may be called by the Chairperson of the Committee, any member of the Committee or the CEO.

The Committee may meet in person or telephonically and may act without a meeting by unanimous written consent of all members.

A quorum at any Committee meeting shall be a majority of its members, but not fewer than two (2) members. When more than two (2) members are present, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee, and when only two (2) members are present, the unanimous vote of the two (2) members shall constitute the act of the Committee.

The Committee shall keep minutes of its proceedings that shall be signed by the Chairperson upon approval by the Committee. The minutes shall be available for review by the entire Board and shall be filed as permanent records with the Secretary of the

Company. At each meeting of the Board following a meeting of the Committee, the Chairperson of the Committee shall report to the full Board on the matters considered at the last meeting of the Committee.

The Committee shall meet in executive session without the presence of any member of management as often as it deems appropriate.

Duties and Responsibilities

The principal duties and responsibilities of the Committee (in addition to any others the Board may from time to time delegate to the Committee) are as follows:

1. Subject to concurrence by the Board, regularly assess and establish the philosophy, strategy, principles, and policies for the design and administration of the Company's compensation program pursuant to which Executives are compensated.
2. Periodically review market data, consisting of appropriate peer groups and compiled by third party consultants, to assess the Company's competitive position for each significant component of Executive compensation.
3. In consultation with the CEO, review and approve corporate goals and objectives relevant to the other Executives' compensation, including annual and long-term performance objectives.
4. Review corporate goals and objectives relevant to the CEO's compensation, including annual and long-term performance objectives, and recommend those goals and objectives for approval by the Board.
5. At least annually, evaluate the CEO with the full Board and review performance against corporate goals and objectives.
6. In consultation with the CEO, evaluate and review the other Executives' performance against corporate goals and objectives.
7. Based on the above evaluations, competitive market data, and such other factors as it shall deem relevant (e.g., the Company's overall performance, shareholder return, awards given in past years, recommendations from the CEO regarding the other Executives), the Committee shall review and approve the compensation for the other Executives, and review and recommend to the Board the compensation level for the CEO. This shall include base salary, annual incentive bonus, equity compensation and any other benefits, compensation or arrangements. The CEO may not be present during any voting or deliberations regarding the CEO's compensation.

8. Propose to the Board for approval the terms of any employment, severance, change-in-control, consulting, termination or retirement arrangements for any current or former Executive or Director of the Company.
9. Periodically review with the Board all new short-term and long-term incentive compensation plans and equity-based plans and any changes to or modifications of existing plans.
10. Periodically review the compensation paid to non-employee directors, including any compensation under the Company's equity-based plans, and make recommendations to the Board for any adjustments.
11. With the intent of maintaining a competitive compensation program to retain and reward the best talent: (a) review and recommend to the Board for approval all grants of equity-based compensation to the CEO, review and approve the granting of equity-based compensation for all other executive officers, and (b) review and approve, or authorize the CEO to approve within parameters set by the Committee, the granting of equity-based compensation to non-Executive senior managers, key contributors, and employees who are not in the above categories (for example new hires).
12. Administer and interpret Executive compensation plans to the extent required by the terms of such plans.
13. Periodically establish and review policies in the area of Executive benefits and other perquisites.
14. Review and approve employee retirement benefit plans and changes to existing employee retirement benefit programs; appoint and remove plan administrators and trustees for such plans.
15. In consultation with the CEO, oversee regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility and, as required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Code.
16. Review and discuss with the Company's management the Compensation Discussion and Analysis if required by the SEC rules to be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, or any successor SEC form or schedules (the "CD&A"), and, based on such review and discussion, recommend to the Board whether or not such CD&A be included in such forms or schedules.

17. Prepare a “Compensation Committee Report” if required by the SEC rules to be included in the Company’s annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C, or any successor SEC forms or schedules.
18. Have the sole authority, at its discretion, to retain or obtain the advice of, a compensation consultant, independent legal counsel or other adviser (an “Adviser”), to assist the Committee in the evaluation of the compensation of the CEO and the other Executives and provide other assistance to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. In selecting an Adviser, the Committee may take into account, among other qualifications, whether the Adviser is independent, considering factors such as (i) whether the Adviser provides other services to the Company, (ii) the amount of fees received from the Company by the Adviser, as a percentage of the total revenue of the Adviser; (iii) the policies and procedures of the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Adviser with a member of the Committee or an executive officer of the Company; and (v) any stock of the Company owned by the Adviser.
19. Approve the payment of reasonable compensation to any Adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any such Adviser.
20. Conduct or authorize investigations into or studies of matters within the Committee’s scope of responsibilities.
21. Periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Approved November 14, 2007

Amended and Restated November 13, 2013