

## **SUMMER INFANT COMPENSATION COMMITTEE CHARTER**

### **Purpose:**

The Board of Directors has established a Compensation Committee for the purpose of reviewing and approving, on behalf of the Board of Directors, management recommendations regarding all forms of compensation to be provided to the executive officers and the directors of the Company, including stock compensation, and all salary, bonus and stock compensation guidelines to all employees.

### **Membership:**

The committee shall consist of a minimum of two members of the Board of Directors, all of whom shall be “independent” under the standards set forth in the Company’s Corporate Governance Principles, as well as under any additional or supplemental independence standards applicable to compensation committees established under any applicable law, rule or regulation. The members of the Committee are recommended by the Governance (Nominating) Committee and are appointed by and serve at the discretion of the Board of Directors.

### **Responsibilities:**

The Committee shall be responsible for reviewing and approving, on behalf of the Board of Directors, the amounts and types of compensation to be paid to the Company’s executive officers and the non-employee directors, reviewing and approving on behalf of the Board of Directors, all bonus and equity compensation to be paid to other Company employees and administering the Company’s stock-based compensation plans. Such responsibilities shall include the following:

- 1) Reviewing with Company management and approving the compensation policy for executive officers and directors of the Company, and such other managers of the Company as directed by the Board.
  - 2) Reviewing with Company management and approving all forms of compensation (including all “plan” compensations, as such term is defined in item 402 (a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission and all non-plan compensation) to be provided to the executive officers of the Company.
  - 3) Acting as administrator of the Company’s compensation plans, including granting awards to executive officers and directors, reviewing aggregate awards for other eligible individuals and determining the terms and conditions of such awards.
- The Committee shall also make recommendations to the Board of Directors with respect to amendments to the plans and changes in the number of shares reserved for issuance there under.

- 4) Preparing a report (to be included in the Company's proxy statement) describing
  - a. The criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based
  - b. The relationship of such compensation to the Company's performance
  - c. The Committee's executive compensation policies applicable executive officers, specifically addressing the other "named executive officers" included in the proxy statement.
- 5) Reviewing and discussing management succession at least annually.
- 6) Evaluating the performance of the Chairman and the Chief Executive Officer (and such other executive officers as the Committee deems appropriate) in light of the Company's current business environment and the Company's strategic objectives.
- 7) Reviewing with Company management and approving recommendations with regard to aggregate salary budget and guidelines for all Company employees.
- 8) Evaluating the need for and provisions of employment contracts or severance arrangements for executive officers.
- 9) Monitoring summary data on the Company's employee population (e.g. total compensation costs, compensation benchmark data, employee diversity, turnover levels, etc.)

In carrying out such responsibilities, the Committee shall have the power and authority to retain such compensation consultants, outside counsel, and other advisors as the Committee may deem appropriate and shall have the sole authority to approve the fees and other terms of engagement.

#### **Resources and Authority:**

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain independent financial, legal or other advisors. The Company shall provide funding, as determined by the Committee, for payment of compensation to any independent advisors or administrative support employed by the Committee.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board of Directors and may be certified as such by the Secretary or other authorized officer of the Company.

#### **Meetings and Reports:**

The Committee shall hold regular meetings at least 3 times each year generally in conjunction with the regularly scheduled meetings of the Board of Directors and such special meetings as the Chair of the committee or the Chairman of the Board may direct. The Committee will maintain written minutes of the meetings which minutes will be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chair of the Committee shall provide the Board of Directors with a comprehensive report of the Committee's activities and proceedings.