

TESSCO Technologies Incorporated

Compensation Committee Charter

PURPOSE

The Board of Directors of TESSCO Technologies Incorporated (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 its fulfilling its responsibilities to the shareholders, potential shareholders and investment community relating to compensation practices of the Company, 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

- a. 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 (1) be replaced by the Board; (2) resign from the committee; or (3) resign from the Board.
- b. The Committee shall have at least three (3) members and shall be comprised solely of independent directors (except as otherwise permitted by applicable law, rule or regulation). As used in this Charter, "independent director" shall be as defined from time to time by NASDAQ.
- c. 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

- a. 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:
 - b. Review and reassess, at least annually, the adequacy of this Charter and make recommendations to the Board, as conditions dictate, to update this Charter.
 - c. Review all forms of compensation for Directors and senior management of the Company, including the form and amount of current salary, deferred salary, cash and non-cash benefits and compensation plans for other team members of the Company.
 - d. Approve base salary amounts and individual stock option grants, restricted stock awards and restricted stock (including the President and CEO) unit awards for all corporate officers at or above the Senior Vice President level (including the President and CEO) and all other SEC reporting officers of the Company, and administer the Company's stock option and other incentive compensation plans and programs.
 - e. Approve all incentive awards and participation in the Executive Incentive Plan for all corporate officers at or above the Senior Vice President level and all other SEC reporting officers of the Company.
 - f. Amend or modify, where appropriate, the provisions of any compensation or benefit plan that does not require shareholder approval.

- g. Make delegations of authority and responsibilities as the Compensation Committee deems proper, and periodically review such delegations.
- h. Prepare and approve reports to shareholders on compensation matters which are required by the Securities and Exchange Commission and other government bodies.
- i. Perform an annual performance appraisal for the Chairman of the Board, President and Chief Executive Officer.
- j. Establish levels of Director compensation to include marketplace reviews of retainers, meeting fees, stock plans and other similar component of compensation.
- k. Annually review succession plans for key positions in the Company
- l. Review Company programs such as team member surveys, development plans and affirmative action plan goal attainment.

REPORTING

As and when appropriate, the Compensation Committee will prepare and, through its chair, submit periodic reports of the Committee's work and findings to the Board of Directors. Said report will contain recommendations for Board actions when appropriate.

MANAGEMENT SUPPORT

To assist the Compensation 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 if it deems it to be necessary.