

**CHARTER FOR THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
SCANNER TECHNOLOGIES CORPORATION  
Adopted as of December 27, 2004**

**I. PURPOSE**

The Compensation Committee shall be responsible for matters relating to the compensation policies of Scanner Technologies Corporation (the “Company”) and for the compensation of the Board of Directors and senior management of the Company.

**II. MEMBERSHIP**

The Compensation Committee will be comprised of two or more directors elected by the Board, each of whom shall be independent (as such term is defined by applicable laws and regulations or the Company’s corporate governance policies, if any). The Chair of the Compensation Committee shall be elected by the Board. In the absence of the Board’s election of a Chair the Committee shall elect a Chair by majority vote of the Committee membership.

**III. RESPONSIBILITIES**

- Periodically review with management the Company’s philosophy of compensation, taking into consideration enhancement of shareholder value and the fair and equitable compensation of all employees.
- Conduct a performance evaluation, at least annually, of the Chief Executive Officer.
- Determine the compensation of the Chief Executive Officer.
- Review with the Chief Executive Officer the compensation of other executive officers of the Company and determine the compensation for such other executive officers.
- Review senior management compensation policy and plans, including incentive plans, benefits and perquisites.
- Administer the following Company plans: stock option plans, employee stock purchase plans, 401(k) plans and any other similar plans the Company may adopt. In administering these plans, the Compensation Committee may grant awards, amend awards and review and make recommendations to the Board as to amendments to the plans.
- Periodically review with management and advise the Board with respect to employee benefits.

#### **IV. AUTHORITY**

The Compensation Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Compensation Committee, to:

- i. At the expense of the Company, if required, conduct such studies, analyses and evaluations necessary to perform the duties and fulfill the responsibilities assigned to it by the Board of Directors.
- ii. Have full and independent access to the Company's outside counsel and to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to interview Company personnel.
- iii. Have full and independent access to Company business and financial information.
- iv. At the expense of the Company, identify and engage such compensation and other consulting assistance as it deems necessary to fulfill its responsibilities.
- v. Take all action appropriate to the performance of the Committee's duties.

#### **V. MEETINGS; MINUTES**

The Committee shall meet no fewer than two times per year, and as many additional times as the Committee deems necessary. A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company's independent accountants be present at meetings of the Committee.

The Compensation Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

#### **VI. MANAGEMENT COOPERATION**

Management of the Company shall cooperate with the Compensation Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.