

Orogenics, Inc. Compensation Committee Charter

Purpose

The Compensation Committee has been established by the Board of Directors of Orogenics, Inc. (the "Company") for the purpose of establishing the compensation of the company directors and company executive officers, including employment agreements, salaries, bonuses, severance arrangements, and other executive officer benefits. The Committee is also responsible for administering the Company's various incentive and stock option plans including the designating both the persons receiving awards and the amounts and terms of the awards.

Organization

The Committee shall be composed of at least two directors to the extent possible based on the membership of the Board at that time and who meet the independence requirements as such term is defined by the appropriate trading exchange listing. The members of the Committee shall be appointed by the Board of Directors and shall continue to act until their successors are appointed, but subject to removal at any time by a majority of the whole Board. Any resulting vacancy shall be filled by the Board. The Chief Executive Officer attends meetings as deemed necessary by the Committee. Other executives of the Company attend the meetings of the Committee by special invitation or as deemed appropriate.

Principal Functions

It is the responsibility of the Committee to ensure that the Company's compensation, benefits and management development philosophy will be sufficiently competitive to attract and retain skilled employees and leaders, will be appropriate to the businesses in which the Company competes and will be internally fair to the employees of the Company. The Committee communicates to shareholders the Company's compensation policies and the reasoning behind such policies as required by the Securities and Exchange Commission. The Committee also monitors the development and selection of key executive and management personnel, and the administration of management development and succession planning.

Duties

- 1) Review from time to time and evaluate the Company's overall compensation philosophy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability; and that the executive compensation strategy supports organization objectives and shareholder interest.
- 2) Annually review and propose recommendations to the Board of Directors regarding the individual elements of total compensation and perquisites for the Chief Executive Officer.
- 3) Review and approve the individual elements of total compensation and perquisites for the executive officers of the Company other than the Chief Executive Officer.
- 4) Assure that the Company's cash incentive compensation, stock bonus and stock option plans for senior management are administered in a manner consistent with the Company's compensation strategy as to participation, targeting annual incentive awards, setting and measuring achievement of corporate financial goals, and determining actual awards paid to senior management.

- 5) Review and make recommendations to the Board of Directors regarding all new equity-related incentive plans for senior management.
- 6) Review compensation arrangements with any executive officer.
- 7) Review the Company's significant employee benefit programs and approve changes subject, where appropriate, to shareholder or Board of Directors approval.
- 8) Annually review the Committee's Charter and update it as appropriate.
- 9) Such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board of Directors of the Company and/or the Chairman of the Board of Directors, or as designated in benefit plan documents.
- 10) Annually evaluate the compensation of Independent Directors and may utilize outside sources and peer group companies, to develop appropriate compensation for directors and committee members.

Advisors

- 1) The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser.
- 2) The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee.
- 3) The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee.

Meetings

The Committee meets as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or management of the Company. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting shall be duly filed in the Company records. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.