

COMPENSATION COMMITTEE CHARTER  
(Amended and Restated as of June 10, 2014)

## Purpose

The Compensation Committee of the Board of Directors (the "Board") of Wayside Technology Group, Inc. (the "Company") shall discharge the Board's responsibilities to shareholders, potential shareholders, the investment community and other stakeholders with respect to (i) setting the compensation of the Company's officers; (ii) overseeing the Company's equity-based compensation plans; and (iii) reviewing and making recommendations to the full Board regarding Board compensation.

## Composition of the Compensation Committee

The Compensation Committee shall be comprised of three or more members of the Board. The members of the Compensation Committee shall meet the independence requirements of The NASDAQ Stock Market ("NASDAQ") and satisfy the definitions of "non-employee director" for purposes of Rule 16b-3 promulgated by the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Compensation Committee and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is elected by the full Board, the members of the Compensation Committee shall designate a Chairperson by majority vote of the full Compensation Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties.

## Meetings

The Compensation Committee shall meet at least twice annually, or more frequently as circumstances dictate. Meetings of the Compensation Committee may be held in person or telephonically at any time.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Compensation Committee should meet separately at least on an annual basis with the Company's chief executive officer ("CEO").

All non-employee directors who are not members of the Compensation Committee may attend meetings of the Compensation Committee but may not vote. Additionally, the Compensation Committee may invite other persons to its meetings as it deems appropriate. The CEO may not be present during any voting or deliberations of the Compensation Committee regarding the CEO's compensation.

## Responsibilities and Duties

To fulfill its responsibilities and duties, the Compensation Committee shall:

### **Set Compensation for Officers and Directors**

- Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee may consider the Company's performance and relative stockholder returns, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and other factors that the Compensation Committee deems appropriate in connection with its review.
- Interpret, implement, administer, review and approve all aspects of remuneration to the Company's executive officers and other key officers, including their participation in incentive-compensation plans and equity-based compensation plans. The Compensation Committee also shall review and approve for the CEO and all other executive officers of the Company all employment agreements, consulting agreements, severance arrangements and change in control agreements or provisions.
- Review and determine the appropriateness of the Board's compensation on an annual basis. The Compensation Committee shall have the same authority with regard to all aspects of director compensation as it has been granted with regard to executive compensation, except that any ultimate decision regarding the compensation of any director shall be subject to the approval of the Board.

### **Monitor Incentive and Equity-Based Compensation Plans**

- Develop, approve, administer and recommend to the Board and the Company's stockholders for their approval (to the extent such approval is required by any applicable law, regulation or NASDAQ rule) all stock ownership, stock option and other equity-based compensation plans of the Company, and all related policies and programs.
- Oversee the Company's equity-based compensation plans. The Compensation Committee shall make individual determinations and grant any shares, stock options, or other equity-based awards under all equity-based compensation plans, and exercise such other power and authority as may be required or permitted under such plans, other than with respect to non-employee directors, which determinations shall be subject to the approval of the Board.

### **Process Improvement**

- Produce an annual report on executive compensation for inclusion with the Company's annual meeting proxy statement, in accordance with applicable rules and regulations of NASDAQ, the Securities and Exchange Commission and other applicable regulatory bodies.
- Report regularly to the Board (i) following meetings of the Compensation Committee; (ii) with respect to such other matters that are relevant to the Compensation Committee's discharge of its responsibilities; and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate.
- Maintain minutes or other records of meetings and activities of the Compensation Committee.

### **Other Responsibilities**

- Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Compensation Committee. In the event the Compensation Committee retains a compensation consultant, the Compensation Committee shall have the sole authority to approve such consultant's fees and other retention terms.

- The Compensation Committee may form and delegate authority to subcommittees or, to the extent permitted under applicable laws, regulations and NASDAQ rules, to any other independent director, in each case to the extent the Compensation Committee deems necessary or appropriate. The Compensation Committee shall have the right to consult with or obtain input from management but, except as expressly provided herein, shall not delegate any of its responsibilities to management.
- The Compensation Committee may designate any member of the Compensation Committee to execute documents on its behalf as the Compensation Committee deems necessary or appropriate to carry out its responsibilities hereunder.
- In addition to the activities described above, the Compensation Committee will perform such other functions as necessary or appropriate in its or the Board's opinion under applicable law, the Company's certificate of incorporation, bylaws and the resolutions and other directives of the Board.

## Annual Performance Evaluation

The Compensation Committee shall perform a review and evaluation, at least annually, of the performance of the Compensation Committee and its members, including reviewing the compliance of the Compensation Committee with this Charter, and report the results of such evaluation to the Board. In addition, the Compensation Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Compensation Committee considers necessary or valuable.