

FTE NETWORKS, INC.

COMPENSATION COMMITTEE CHARTER

(Revised June 9, 2017)

Authority

The board of directors (the “Board”) of FTE Networks, Inc., a Nevada corporation (the “Corporation”), has established a Compensation Committee (the “Committee”) pursuant to Section 78.125 of the Nevada Revised Statutes, as the same exists or may hereafter be amended, to undertake the responsibilities and perform the tasks set forth in this Charter (the “Charter”).

Organization

The Committee shall consist of two or more independent directors, as determined by the Board. The Committee members shall be designated by the Board and shall serve at the discretion of the Board. The Board may designate one director as chairperson of the Committee, and if the Board does not designate a chairperson, a majority of the members of the Committee may elect a chairperson.

Each member of the Committee shall (i) meet (or be exempt from) the independence standards of Section 803A of Company Guide of the New York Stock Exchange MKT (“NYSE MKT”), (ii) meet the “non-employee director” definition of rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (iii) meet (or be exempt from) the independence requirements of Rule 10C-1 under the Exchange Act and (iv) comply with any other applicable laws, rules and regulations regarding director independence (collectively, the “Independence Standards”).

Prior to the appointment of any director to the Committee, the full Board must affirmatively determine that such director is free from any relationship that may interfere with the exercise of his or her independent judgment in carrying out the responsibilities of an independent director as a member of the Committee. In making such determination of independence, the Board shall consider all factors specifically relevant to determining the existence of any relationship to the Corporation which is material to the director's ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (i) the source of any compensation paid to such director, including any consulting, advisory or other compensatory fee paid by the Corporation and whether such compensation could impair such director’s ability to make impartial judgments with respect to executive compensation, and (ii) whether such director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation and whether such affiliation creates a degree of control or

relationship with the management that could impair such director's ability to make impartial judgments with respect to executive compensation.

Statement of Policy

The Committee is appointed by the Board to assist the Board in providing oversight of the Corporation's compensation policies, plans and benefits programs. The Committee shall further assist the Board in discharging the Board's responsibilities relating to oversight of the compensation of the Corporation's Chief Executive Officer ("CEO") and its executive officers (including "named executive officers" for which disclosure is required under the Exchange Act). In discharging its duties of oversight, the Committee shall ensure that the Corporation complies with all applicable laws, rules and regulations of the NYSE MKT, the state of Nevada and the Securities and Exchange Commission (the "SEC") with respect to executive compensation.

Powers

The Committee shall have the power to retain and terminate, as appropriate, any compensation consultant, outside legal or other advisors (each, an "Advisor") to advise or assist the Committee in the performance of any of the responsibilities and duties set forth in this Charter, taking into account the Independence Standards with respect to each Advisor prior to selecting and receiving advice from such Advisors. The Committee may retain, or receive advice from Advisors at its sole discretion, including Advisors that are not independent, after considering the requisite Independence Standards. The Committee is not required to follow the advice or recommendations of any compensation advisers and has the power to exercise its own judgment.

Notwithstanding the foregoing, the Committee is not required to assess the independence of any Advisor that acts in a role limited to (i) consulting on any broad-based compensation plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees and/or (ii) providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor and about which the Advisor does not provide advice.

The Committee shall have the power to evaluate and determine, at its sole discretion, whether any Advisor retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K under the Exchange Act. The Committee will be directly responsible for the appointment, compensation and oversight of any Advisors retained by the Committee, including having sole authority to approve related fees and retention terms for such Advisors.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. The Committee shall not delegate to a subcommittee any power or authority required by agreement, law, regulation or listing standard to be exercised by the Committee as a whole.

Responsibilities

The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board shall from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Corporation's Bylaws and applicable law. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the compensation practices of the Corporation are in accordance with all requirements and are of the highest quality.

The Committee's responsibilities shall be as follows:

1. Review and approve, or make recommendations for approval by the independent members of the Board regarding, corporate goals and objectives relevant to the compensation of the CEO, evaluate his or her performance in light thereof and communicate the results to the Board, and consider identified and other factors related to the performance of the Corporation when reviewing and approving, or making recommendations to the Board regarding, the compensation level of the CEO.

2. Review annually and approve, or make recommendations for approval by the independent directors of the Board the CEO's (i) annual base salary, (ii) annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other benefits, compensation or arrangements. In determining or making recommendations regarding the long-term incentive component of CEO compensation, the Committee will consider, among other things, the Corporation's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the Corporation's CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act, if applicable. The CEO shall not participate in any deliberations or voting regarding his or her compensation.

3. Review annually and approve, or make recommendations for approval by the independent directors of the Board, each executive officer's, (including "named executive officers" for which disclosure is required under the Exchange Act) (i) annual base salary, (ii) annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other benefits, compensation or arrangements.

4. Administer the Corporation's equity incentive plans. In its administration of the plans, the Committee may, pursuant to authority expressly delegated by the full Board, (i) grant stock options, equity-based awards, or equity-linked awards to individuals eligible for such grants (including grants to officers and directors of the Corporation) in accordance with procedures and

guidelines as may be established by the Board, and (ii) amend such stock options or stock purchase rights; provided, that no such grant or award shall exceed the maximum number of shares that may be awarded to individuals and/or in the aggregate in any fiscal quarter or year as the Board shall direct from time to time. The Committee shall also approve, or make recommendations to the Board with respect to, amendments to the plans and changes in the number of shares reserved for issuance thereunder.

5. Assist the Board in providing oversight of the Corporation's overall compensation plans and benefits programs. The Committee shall also make recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate.

6. Review any employment agreement, severance agreement or change-in-control agreement proposed to be entered into between the Corporation and any employee at the level of Vice-President or higher and consult with the CEO regarding any such agreement.

7. Review, as often as the Committee shall deem appropriate, the Corporation's compensation practices for employees to assess whether the risks arising from such policies are reasonably likely to have a material adverse effect on the Corporation.

8. Review and discuss with management, including the CEO, the Corporation's disclosures contained under the caption "Compensation Discussion and Analysis" ("CD&A"), in any registration statement, annual report on Form 10-K, proxy statement or information statement filed with the SEC if required under the Exchange Act.

9. Prepare or cause to be prepared and review the Committee report to be included in the Corporation's annual proxy statement in accordance with applicable SEC rules and regulations, including whether the Committee reviewed and discussed the CD&A with management and based on that review and those discussions, whether the Committee recommended to the Board that the CD&A be approved for inclusion in the Corporation's annual report on Form 10-K, proxy statement or information statement if required under the Exchange Act.

10. Make recommendations to the full Board with respect to any outside director compensation.

11. Review and reassess periodically the adequacy and scope of this Charter and the Committee's established processes and procedures and recommend changes (if any) to the Board for approval. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board in such manner as it deems appropriate.

12. Perform such other functions as assigned by law, the Corporation's Articles of Incorporation or Bylaws or by the Board.

Meetings

The Committee shall meet as often as is appropriate to carry out its responsibilities under this Charter, either in person or telephonically, at such times and places as it determines, but no less frequently than annually. The majority of the members of the Committee constitutes a quorum, and the Committee may act by the vote of a majority of the members present at the time of the vote.

The Committee may invite to its meetings any director, officer or employee of the Corporation or such other persons as it deems appropriate in order to carry out its responsibilities. Further, the Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. Neither the CEO nor any other executive officer may be present during the portions of any meeting when his or her performance or compensation is being deliberated or determined.

In the event of one or more vacancies on the Committee, the number of Members constituting a quorum (but in no event less than two members) may take any action permitted hereunder.

Minutes

Minutes shall be kept of each meeting of the Committee and will be provided to each member of the Board. Any action of the Committee shall be subject to revision, modification or rescission by the Board.

Funding

The Committee shall have available funding from the Corporation, as determined by the Committee, to pay reasonable compensation to any Advisors as the Committee deems appropriate and to pay administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board, in accordance with applicable law, SEC rules and requirements of the NYSE MKT.