

**CHARTER OF THE COMPENSATION AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
VISLINK TECHNOLOGIES, INC.**

Purpose

The Compensation and Governance Committee (the "Committee") shall report to and assist the Board of Directors (the "Board") of Vislink Technologies, Inc. (collectively with its subsidiaries, the "Company"). The purpose of the Committee is to (1) oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and (2) (a) identify qualified individuals for membership on the Board; (b) recommend to the Board the persons to be nominated for election as directors at any meeting of stockholders of the Company, and the persons (if any) to be elected by the Board to fill any vacancies on the Board; (c) recommend to the Board the directors to be appointed to each committee of the Board; (d) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company; (e) provide general oversight of the corporate governance affairs of the Company; and (f) perform such other matters as directed by the Board or this Charter.

With respect to compensation matters, the Committee shall seek to ensure that the Company structures its compensation plans, policies, and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company's business.

Committee Membership

The Committee shall consist of non-employee independent members of the Board appointed by the Board. The members of the Committee may be replaced by the Board with or without cause. Unless the Board elects a chair of the Committee, the Committee shall elect a chair by majority vote. A member of the Committee may resign by delivering their written notice of resignation to the Chair of the Board, to take effect at the date specified therein, or upon delivery of such written notice if no date is specified. The Board shall have the power at any time to fill vacancies in the Committee, subject to such new member(s) satisfying the above requirements.

Meetings

The Committee shall meet as often as it deems necessary to fulfill its responsibilities, but not less frequently than quarterly. The Committee chair shall preside at each meeting. In the event the Committee chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Written minutes of Committee meetings shall be maintained. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.

Committee Authority and Responsibilities

The Committee shall have the following authority and responsibilities specified below, provided that the Committee shall have the discretion to decide on a case-by-case basis, following consultation with counsel to the Committee regarding adherence to applicable laws, rules, and regulations, that any of its responsibilities may be referred for consideration by the Board in lieu of action by the Committee:

General Compensation and Benefits

1. The Committee shall periodically review general compensation and benefit programs of the Company.

Executive Compensation

1. The Committee shall at least annually: (a) review and recommend for approval by the Board the corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"); (b) evaluate the CEO's performance in light of those goals and objectives; and (c) recommend for approval by the Board, the CEO's compensation level, including the CEO's base salary, bonus, incentive compensation levels, equity compensation, special or supplemental benefits or payments and other forms of compensation and any employment agreement, consulting arrangement, severance or retirement arrangement or change of control agreement or provision covering the CEO. The CEO shall not be present during the voting or deliberations by the Committee on their compensation.
2. The Committee shall at least annually review, with input from the CEO, the performance of the other executive officers of the Company and set their compensation levels, including base salary, bonus, incentive compensation levels, equity compensation, special or supplemental benefits or payments and other forms of compensation and any employment agreement, consulting arrangement, severance or retirement arrangement or change of control agreement or provision covering such officers. The Committee may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, the compensation of other executive officers.
3. The Committee shall periodically review and approve new compensation plans that are not subject to stockholder approval or approval by the Board, review and approve changes to existing compensation plans to the extent stockholder or Board approval of such changes is not required, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder or Board approval, and discharge any responsibilities imposed on the Compensation Committee by any of these plans.
4. The Committee shall exercise all rights, authority and functions of the Board under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by this charter, any such plan or a resolution of the Board, the Committee shall not be authorized to amend any such plan. To the extent permitted by and consistent with applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more executive officers of the Company the power to grant options or other stock awards pursuant to such equity-based plan to employees of the Company or any subsidiary of the Company who are not directors or executive officers of the Company.
5. Review and recommend to the Board for approval the appropriate structure and amount of compensation of the Company's directors, including all forms of cash compensation paid to Board members and the grant of all forms of equity compensation provided to Board members.
6. Oversee the Company's compliance with applicable law, rules, and regulations related to stockholder approval of certain executive compensation matters and equity compensation plans.
7. Consider and implement policies with respect to oversight, assessment, and management of risks associated with the Company's compensation policies.
8. Review, approve, and oversee the policies and procedures in connection with any compensation clawback policy, and consider the appropriateness of clawback provisions for every executive grant under the Company's compensation plans, irrespective of whether such grants are expressly covered by any compensation clawback policy.

Board and Committee Composition and Nominating Activities

1. Annually review the list of director selection criteria contained in the Company's Corporate Governance Guidelines and make such recommendations to the Board with respect to modifications thereto as the Committee deems appropriate.
2. Identify, review and evaluate candidates, including candidates submitted by stockholders, for election to the Board and recommend to the Board: (a) nominees to fill vacancies or new positions on the Board; and (b) the slate of nominees to stand for election by the Company's stockholders at each annual meeting of stockholders.
3. Annually recommend to the Board: (a) the assignment of directors to serve on each Board committee; (b) the chair of each Board committee; (c) the Chair of the Board; and (d) the lead independent director of the Board (if applicable). Recommend additional Board committee members to fill vacancies or as otherwise needed.
4. Consider the Board's leadership structure, including the potential separation of the Chair of the Board and CEO roles and/or potential appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
5. Annually review and recommend to the Board director independence determinations made with respect to continuing and prospective directors and, as needed, consider questions of independence and possible conflicts of interest among members of the Board and executive officers.

Corporate Governance

1. Develop, recommend, oversee the implementation of, and monitor compliance with, the Company's Corporate Governance Guidelines; periodically review and recommend any necessary or appropriate changes to the Company's Corporate Governance Guidelines.
2. Review actual and potential conflicts of interest of Board members and corporate officers, other than related party transactions reviewed by the Audit Committee.
3. Periodically review the adequacy of the certificate of incorporation and bylaws of the Company and recommend to the Board any necessary or appropriate amendments for approval and, as required, submission for consideration by the stockholders.
4. Conduct an annual review of the Company's succession planning process for the CEO and any other members of the Company's executive management team and report its findings and recommendations to the Board.
5. Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
6. Evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards.
7. Review important issues and developments in corporate governance and develop appropriate recommendations for the Board.

Committee Performance

1. Conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. At least annually, review and assess the adequacy of this Charter and recommend any proposed modifications to the Board.

Advisors

The Committee shall have the power, in its sole discretion, to select, retain, and terminate any compensation consultants, independent legal counsel, and other advisors, including the sole authority to approve their fees and other retention terms. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee. The fees, expenses, or compensation owed to any person retained by the Committee and any ordinary administrative expenses of the Committee incurred in carrying out its duties and responsibilities shall be borne by the Company. Notwithstanding the foregoing, the Committee chair shall, unless the exigencies of a specific situation require otherwise, first advise the CEO or the Company's Chief Financial Officer of any such potential material expenditures.
