

**STRAIGHT PATH COMMUNICATIONS INC.**

**COMPENSATION COMMITTEE CHARTER**

**Adopted as of July 22, 2013**

**Revised as of January 16, 2014**

**I. STATUS**

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Straight Path Communications Inc. (the “Company”).

**II. PURPOSE**

The Committee shall discharge the responsibilities of the Board relating to the compensation of the Chief Executive Officer (the “CEO”) and non-CEO executive officers of the Company. For purposes hereof, the term “executive officers” has the meaning set forth in the Corporate Governance Guidelines of the Company, as in effect from time to time (the “Corporate Governance Guidelines”).

**III. MEMBERSHIP**

The Committee shall consist of at least 3 members of the Board, as the Board shall determine on an annual basis. Each member of the Committee shall be an independent director, as that term is defined in the Company’s Corporate Governance Guidelines and in accordance with applicable New York Stock Exchange Market (“NYSE”) independence requirement, including those pertaining to compensation committee member independence, as in effect from time to time.

**IV. APPOINTMENT, RESIGNATION AND REMOVAL**

The Board shall appoint the members of the Committee at its first meeting following the annual meeting of stockholders. Unless a Chairman of the Committee is elected by the full Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership. Each member of the Committee shall be qualified for service on the Committee based on his or her personal integrity and professional experience. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board or to the Chairman of the Committee. A Committee member may be removed by majority vote of the entire Board upon delivery to such member of written notice of removal, to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

**V. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. To review and approve corporate goals and objectives relevant to the compensation of the CEO and all other executive officers, to evaluate the performance of the CEO and all other executive officers in light of those goals

and objectives, and to determine and approve the CEO's and each executive officer's compensation level based on this evaluation;

2. To make recommendations to the Board with respect to new incentive-compensation plans and new equity-based plans that are subject to Board approval;
3. To administer the Company's stock plans, bonus plans and other incentive-based compensation plans, and to grant awards under such plans, including, without limitation, the authority to delegate to senior management of the Company the granting of awards to non-executive officers;
4. To oversee the Company's submissions to stockholders on executive compensation matters from time-to-time as required by the SEC;
5. To review and approve director and officer insurance coverage and policies; and
6. To recommend to the Board the compensation for Board members, such as retainers, committee and other fees, stock option, restricted stock and other stock awards, and other similar items as deemed appropriate.

## **VI. COMPENSATION CONSULTANTS AND OTHER COMMITTEE ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, independent legal counsel or other advisers that it deems necessary or advisable to assist the Committee in the performance of its duties and responsibilities. The Committee shall be directly responsible for the appointment, termination, compensation and oversight of the work performed by the consultants, counsel or other advisers it retains, and is empowered to cause the Company to provide appropriate funding for the payment of the reasonable fees and expenses of such consultants, counsel and other advisers. Prior to selecting any compensation consultant, counsel or advisor, the Committee shall consider all factors relevant to the independence from management of such consultant, counsel or adviser (other than in-house legal counsel), including the factors to be considered under and as specified in the rules and regulations of the SEC and the NYSE, including the following:

1. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

4. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;
5. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee should annually (i) review the fees paid by the Company to the compensation consultant, legal counsel or other adviser retained by the Committee in the prior year, (ii) estimate the fees to be paid by the Company to the compensation consultant, legal counsel or other adviser retained by the Committee in the current fiscal year, and (iii) review the general description of the services provided by the compensation consultant, legal counsel or other adviser retained by the Committee.

#### **VII. POWER AND AUTHORITY**

The Board delegates to the Committee all powers and authority that are necessary or appropriate to fulfill its duties and obligations hereunder and may establish subcommittees for the purpose of evaluating special or unique matters.

#### **VIII. MEETINGS**

The Committee shall meet at least four times each year and at such other times as it deems necessary to fulfill its responsibilities. The Committee shall periodically report, in writing or verbally, to the Board.

#### **IX. COMMITTEE ACTION**

A majority of the members present shall decide any question brought before the Committee. Actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. Two members shall constitute a quorum.

#### **X. PROCEDURES**

The Chairman of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee.