

**SPECTRALINK CORPORATION
COMPENSATION COMMITTEE CHARTER**

(Adopted as of February 25, 2004)

I. MISSION

The purpose of the Compensation Committee ("Committee") of the Board of Directors ("Board") of SpectraLink Corporation ("SpectraLink" or "Company") shall be to: provide oversight of the Company's compensation policies, plans and benefits programs; assist the Board in discharging its duties and responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer ("CEO") and other executive officers, and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; assist the Board in administering the Company's equity compensation plans; and review and make recommendations to the Board with respect to director compensation.

The compensation programs for the Company shall be designed to ensure that employee and director compensation levels and benefit plans are competitive with the marketplace and appropriately aligned with shareholder interests. It is also the general philosophy of the Committee to review, and approve compensation that is based on achievement of the Company's overall financial results, targeted corporate goals, individual contributions or other methods acceptable to the Committee.

In furtherance of these purposes, the Committee will undertake those specific responsibilities and duties listed below and such other duties as the Board may from time to time prescribe.

II. ORGANIZATION

- A. The Committee members shall be appointed by, and serve at the direction of, the Board. The Committee shall consist of no fewer than two members of the Board. The Board may designate one member of the Committee as its chair. Except as permitted, members of the Committee must meet the independent director criteria of the Nasdaq Stock Market, Inc. ("Nasdaq") and the rules and regulations of the Securities and Exchange Commission ("SEC") and the outside director requirements of Section 162(m) of the Internal Revenue Code of 1986. Vacancies of members of the Committee shall be filled by the Board.
- B. The Committee shall meet regularly, with such additional meetings as circumstances warrant. Appropriate management representatives shall attend as necessary and permitted.
- C. The Committee shall report to the Board following regular meetings, and at other times as circumstances warrant.
- D. The Corporate Secretary or a delegate shall record and keep minutes of all Committee meetings.
- E. Members of the Committee shall receive such fees for their service as Committee members as may be determined by the Board in their sole discretion in accordance with Nasdaq and SEC rules and regulations.

III. AUTHORITY, DUTIES AND RESPONSIBILITIES

- A. The Committee shall annually review and approve the compensation of the CEO of the Company including base salary, annual incentive bonus (and specific goals and amount), equity compensation, any employment agreement, severance arrangement, a change in control agreement or provisions, and any other perquisites, benefits, compensation or arrangements.

The Committee shall review and approve the corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light thereof, and consider other identified and other factors related to the performance of the Company in determining a recommendation to the Board on the Compensation level of the CEO. The Committee shall meet without the presence of the CEO when approving the CEO's compensation.

- B. The Committee shall review, taking into account the recommendations of the CEO or a delegate, the individual compensation, benefits, arrangements and perquisites of other executive officers of the Company and other officers with substantial responsibility and compensation as the Committee may identify as appropriate for individual review. In its discretion, the Committee may invite the CEO and/or other executive officers to be present during approval or review of another executive officer's compensation.
- C. The Committee shall provide oversight of the Company's overall compensation plans and benefits programs. The Committee shall also make recommendations to the Board with respect to improvements or changes to plans or the adoption of new plans when appropriate.
- D. The Committee shall periodically review and make recommendations to the Board with respect to compensation to directors of the Board for their service to the Company.
- E. The Committee may consult with outside consultants and the Company's human resources department when appropriate to assist in evaluation of executive officer and director compensation and may approve the consultant's fees and other retention terms. The Committee may also obtain advice and assistance from internal or external legal, accounting or other advisors.
- F. The Committee shall produce a report on executive compensation for inclusion in the Company's annual proxy statement (and if applicable any other required reports relating to re-pricing, adjustment or amendment of options or stock appreciation rights) that complies with applicable Nasdaq and SEC rules and regulations.
- G. The Committee may form and delegate authority to subcommittees, including the responsibility to award stock and stock option grants to non-executive officers of the Company and its subsidiaries to the extent permitted by applicable law and the provisions of the equity-based plan, as the Committee deems appropriate.
- H. The Committee shall perform such other duties as the Board may from time to time direct.