

VOLT INFORMATION SCIENCES, INC.
COMPENSATION COMMITTEE CHARTER

Organization and Purposes

The Compensation Committee is created pursuant to the Company's Bylaws by resolution of the Board of Directors. The members of the Compensation Committee will be recommended for appointment by the Nominating and Corporate Governance Committee and appointed by the Board of Directors. Committee members will be appointed on an annual basis at the Annual Meeting of Directors each year, to serve at the pleasure of and may be replaced at any time by the Board of Directors. All vacancies will be filled by the Board of Directors.

- The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's directors and executive officers. In this respect, the Committee has overall responsibility for approving and evaluating director and officer compensation plans, policies and programs of the Company.
- The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement for its annual meeting of shareholders.
- The Committee shall consist of no fewer than three (3) members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange. Additionally, it is intended that committee membership will meet applicable requirements under (i) Rule 16b-3 under the Securities Exchange Act of 1934 and (ii) Section 162(m) of the Internal Revenue Code and Treasury regulations promulgated thereunder.

Duties and Responsibilities

- The Committee shall establish and monitor basic policies governing the compensation of the Company's directors and executive officers.
- On at least an annual basis, the Committee will review and make recommendations to the Board of Directors with respect to the compensation of directors and the chief executive officer, including incentive compensation plans, executive benefit plans and equity-based plans.
- The Committee will review at least annually, and recommend for Board approval (or approve, where applicable) any substantive changes to, such incentive compensation plans, executive benefit plans and equity-based plans.
- Other specific duties and responsibilities of the Committee include the following:

On at least an annual basis, to review and approve corporate goals and objectives relevant to the chief executive officer's compensation, evaluate the chief executive officer's performance in light of those goals and objectives, and recommend to the Board of Directors the chief executive officer's compensation level (including bonuses) based on the Committee's evaluation.

On at least an annual basis, to review and approve the corporate goals and objectives relevant to the compensation of the other executive officers. In reviewing the executive officers, members of the Committee may take into account (but not be bound by) recommendations made by the Company's chief executive officer.

To administer the incentive compensation plans, executive benefit plans and equity-based plans of the Company which have been, or may be in the future, adopted by the Company, which plans are required (by their terms or by law, rule or regulation) to be administered by the Committee, or a committee of independent directors, or a committee appointed by the board of directors.

To review and monitor succession plans for the chief executive officer and the other key executives.

To retain, consult with and terminate, on behalf of the Company, any compensation consultant to be used to assist the Committee in the evaluation of director, chief executive officer or other executive officer compensation, and to approve the fees and other retention terms for any such consultant. In this regard, the Committee has the sole authority on behalf of the Company to retain, terminate and determine the terms of engagement of any such compensation consultant. In addition, the Committee shall also have the authority to retain at Company expense (if applicable), and to obtain advice and assistance from, internal or external legal, accounting or other advisors in connection with the performance of its duties and responsibilities.

So long as in compliance with applicable law and stock exchange rules, to establish and delegate authority to any subcommittee comprised solely of Committee members who are independent directors.

To make regular reports to the Board of Directors.

Annually, to review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

Annually, to review and evaluate the Committee's own performance and to require its members to certify that they are independent.