

MIDAS, INC.
BOARD OF DIRECTORS
COMPENSATION COMMITTEE CHARTER

- I. PURPOSE: The purpose of the Committee is to determine the compensation of the Chief Executive Officer ("CEO"), develop and recommend to the Board of Directors (the "Board") compensation and benefits for officers of Midas, Inc. and its subsidiaries (the "Company"), oversee the Company's general incentive plans and produce an annual report on executive compensation for inclusion in the Company's annual proxy statement.
- II. COMMITTEE MEMBERS: The Committee shall consist of at least three directors. Each Committee member shall be: (i) an "independent director" as that term is defined by the New York Stock Exchange ("NYSE") listing rules, (ii) a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. Committee members shall be appointed and removed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members shall hold their offices until their successors are elected and qualified, or until their earlier resignation or removal. All Committee vacancies shall be filled by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Board shall designate one of the Committee members as Chairman of the Committee.
- III. COMMITTEE MEETINGS: The Committee will meet at least two times a year, with authority to convene additional meetings as circumstances require. All meetings shall be at the call of the Chairman of the Committee. The Committee will invite members of management and others to attend meetings and provide pertinent information, as necessary and appropriate. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Committee shall keep a separate book of minutes of its proceedings and actions and will report to the Board the results of its meetings. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee.

The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee members shall perform an annual evaluation of the Committee, as administered by the Nominating and Corporate Governance Committee. The Committee may, in its sole discretion and at the Company's expense, retain and terminate legal or other consultants or experts, including compensation consultants, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

- IV. DUTIES AND RESPONSIBILITIES: The Committee has the following specific duties and responsibilities, in addition to any additional similar matters which may be referred to the Committee from time to time by the full Board:

1. Evaluate management performance and report findings to the Board (excluding management Directors).
2. Establish the total compensation package provided to the CEO and review and/or approve the actual compensation (including base pay adjustments and any annual and long-term incentive payouts) paid to senior executive officers of the Company, and be involved with any employment agreements, severance agreement or change of control agreements between the Company and its senior executive officers. Specifically, review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of these goals and objectives, and set the CEO's compensation level based on this evaluation and other relevant business information.
3. Review and approve the design of any benefit plans which pertain to the CEO and other senior executive officers who report directly to the CEO, including oversight of Rule 162(m) plans.
4. Review and recommend to the Board the creation and/or revision of incentive-compensation plans and equity-based plans.
5. Review and recommend to the Board changes to or adoption of qualified defined benefit pension plans of the Company and conduct periodic reviews of plan asset investments and approve periodically investment and funding guidelines developed by the Committee.
6. Obtain through discussions with Management of the Company a general understanding of compensation design throughout the entire Company.
7. Administer all plans that require "disinterested administration" under Rule 16b-3 of the Securities Exchange Act of 1934.
8. Establish and approve any amendment to or termination of, the retirement plans of the Company.
9. Review and approve grants for each individual participant under the Company's equity-based plans.
10. In conjunction with the Nominating and Corporate Governance Committee, evaluate annually the Committee's performance in accordance with NYSE listing rules.
11. Draft and approve the Compensation Committee Report on Executive Compensation included in the Company's proxy statements and generally oversee compliance with the compensation reporting requirements of the Securities and Exchange Commission.

12. Appoint and remove trustees and other fiduciaries who have responsibility for pension fund assets.
13. Oversee other compensation and benefit matters, as appropriate.