

**Charter of the Compensation Committee  
of  
The Board of Directors  
of  
Armor Holdings, Inc.**

The compensation committee (the “Committee”) of the Board of Directors of Armor Holdings, Inc. (the “Company”) shall consist of a minimum of two directors. Members of the Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. All members of the committee shall satisfy the applicable standards for independence of the New York Stock Exchange and any other regulatory requirements.

The purpose of the Committee shall be to discharge the Board of Directors’ responsibility relating to compensation of the Company’s executives, and to review and approve an annual report on executive compensation for inclusion in the Company’s proxy statement, or if the Company does not file a proxy statement, in the Company’s Annual Report on Form 10-K with the Securities and Exchange Commission, in accordance with applicable rules and regulations.

In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

1. To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans.
2. To review and approve corporate goals and objectives with respect to compensation for the Company’s Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of those goals and objectives, and, either as a committee or together with the other independent directors, determine and approve the Chief Executive Officer’s compensation level based on this evaluation. In determining the long-term incentive component of the Chief Executive Officer’s compensation, the Committee shall consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years.
3. To make recommendations to the Board with respect to non-Chief Executive Officer compensation, incentive-compensation plans and equity based plans. The Committee shall also provide oversight of management’s decisions concerning the performance and compensation of other Company officers.
4. To review the Company's incentive compensation and other stock-based plans and recommend changes in such plans to the Board of Directors as needed. The

Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans.

5. To produce a compensation committee report on executive compensation as required by the SEC to be included in the Company's proxy statement.
6. To review on an annual basis director compensation and benefits.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

The Committee shall regularly report its actions and any recommendations to the Board of Directors.

The Committee shall conduct an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.