

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
ENGLOBAL CORPORATION**

AUTHORITY

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of ENGlobal Corporation, a Nevada corporation (the “Corporation”), is established pursuant to Article Eighth of the Corporation’s Articles of Incorporation and Section 78.125 of the Nevada General Corporation Law. The Committee shall be comprised of three or more members of the Board as determined from time to time by resolution of the Board upon the recommendation of the Nominating & Corporate Governance Committee. Consistent with the appointment of other Board committees, the members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other time as may be determined by the Board. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not designate a Chairperson, the members of the Committee, by majority vote, may designate a Chairperson.

PURPOSE OF THE COMMITTEE

The Committee’s primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing, approving and recommending employee and management compensation and benefit policies for the Corporation. This oversight includes the responsibility to consider and evaluate management’s recommendations and to further make recommendations to the Board as to the amount and form of compensation of directors and executive employees of the Corporation, and the administration of all annual bonus plans and the Corporation’s stock option plans in addition to any successor or replacement stock option plan.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more members of the Board, each of whom is determined by the Board to be “independent” under the rules of the NASDAQ Stock Market and the provisions of Rule 10C-1(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Additionally, no director may serve unless that director (1) is a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act, and (2) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

MEETINGS OF THE COMMITTEE

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, at least twice a year. The Committee shall meet at least annually with management to discuss general compensation strategy.

Each member of the Committee shall have one vote. A quorum of the Committee shall consist of a majority of the Committee's members. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum of its members is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain and submit to the Board copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee since the preceding meeting of the Board. A copy of the minutes of each meeting and all consents shall be placed in the Corporation's minute book.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

- Review and approve on an annual basis the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives, and, either as a committee or together with other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation based on this evaluation (including salary, bonus, incentive and equity compensation). In evaluating and determining Chief Executive Officer compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act. The Chief Executive Officer cannot be present during any voting or deliberations by the Committee on his or her compensation.
- Review on an annual basis the Corporation's evaluation process and compensation structure. Review and approve annual compensation (including salary, bonus, incentive and equity compensation) of the other senior executive officers as recommended by the Chief Executive Officer. In reviewing and approving annual executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote
- Review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board.
- Review the Corporation's compensation, incentive compensation and equity-based plans and recommend changes in such plans to the Board as needed. In reviewing and recommending changes in such plans, the Committee shall consider the results of the most recent Say on Pay Vote.
- Review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and other senior executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

- Review and recommend to the Board for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Corporation's proxy statement.
- Prepare and publish an annual executive compensation report in the Corporation's proxy statement.
- The power (a) to make grants of Awards (as defined in the plan) under the Corporation's stock equity incentive plans, (b) to establish the market price of the Corporation's common stock for purposes of such grants, and (c) to approve and modify any and all award agreements.
- Perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Committee or the Board deems appropriate.

CONSULTANTS AND ADVISORS

The Board shall give the Committee the power and authority to select, retain or obtain the advice of any compensation consultants, outside legal counsel or other advisers ("external advisers") to assist it in the evaluation of the Corporation's compensation and benefits programs as the Committee determines appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such external advisers that it retains, and the Corporation shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation for such external advisers. The Committee shall have the sole authority to terminate any external adviser and shall have sole authority to approve the external advisers' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal legal, accounting or other internal advisers.

With respect to any such external advisers, the Committee will assess annually any potential conflicts of interest raised by the work of the external advisers retained by the Committee who are involved in determining or recommending executive compensation (other than any adviser whose role is limited to advising on any broad-based plan that does not discriminate in favor of the Corporation's executive officers or directors and that is available generally to all salaried employees, or providing information that either is not customized for the Corporation or that is customized based on parameters that are not developed by the compensation adviser).

The assessment will include the following factors: (1) other services provided to the Corporation by the firm employing the external adviser; (2) fees paid by the Corporation to the firm employing the external adviser as a percentage of the firm's total revenue; (3) policies or procedures maintained by the firm employing the external adviser that are designed to prevent a conflict of interest; (4) any business or personal relationships between the external adviser and a member of the Compensation Committee; (5) any Corporation stock owned by the external adviser; and (6) any business or personal relationships between the Corporation's executive officers and the external adviser.

ANNUAL REVIEW OF CHARTER

The Committee shall review the Charter at least annually and recommend any proposed changes to the Board for approval.

DISCLOSURE OF CHARTER

This Charter will be made available in accordance with applicable rules and regulations.

Ratified by Resolution of the Board of Directors
June 14, 2018