

**AEROCENTURY CORP.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of AeroCentury Corp. (the “Company”) to: (a) assist the Board in discharging its responsibilities relating to compensation of the Company’s directors and officers; and (b) produce an annual report on officer compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations. As used herein, “officer” shall have the meaning ascribed to such term in Rule 16a-1 under the Securities Exchange Act of 1934, as amended. The Committee shall undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe. All powers of the Committee are subject to the restrictions designated in the Company’s bylaws and by applicable law. Nothing in this Charter shall be construed as precluding discussion of CEO compensation with the Board generally.

**II. Committee Membership**

Committee members shall be appointed by the Board and shall serve until their respective successors are duly elected and qualified or until their earlier resignation, disqualification, retirement, death or removal. Committee members may be removed at any time by the Board.

The Committee shall consist of no fewer than two members. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange, the definition of a “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, the requirements of Section 162(m) of the Internal Revenue Code for “outside directors,” and any other applicable regulatory requirements.

**III. Structure and Meetings**

The Committee shall conduct its business in accordance with this Charter, the Company’s bylaws and any direction by the Board. The Committee chairperson shall be designated by the Board, or, if it does not do so, the Committee members shall elect a chairperson by a vote of the majority of the full Committee.

The Committee shall meet at least two times a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. A majority of the number of members then serving on the Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of the Committee.

The Committee chairperson will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Chairperson of the Committee (or other member designated by the Chairperson or the Committee in the Chairperson’s absence) shall regularly report to the full Board on its proceedings and any actions that the Committee takes. The Committee will maintain written minutes of its meetings, which minutes will be maintained with the books and records of the Company.

As necessary or desirable, the Chairperson of the Committee may invite any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to be present at meetings of the Committee, consistent with the maintenance of confidentiality of compensation discussions. The CEO should not be present during voting or deliberations on the CEO's compensation.

#### **IV. Committee Authority and Responsibilities**

The Committee shall:

- a. Review and approve the Company's compensation programs and arrangements applicable to its officers, including without limitation salary, incentive compensation, equity compensation and perquisite programs, and amounts to be awarded or paid to individual officers under those programs and arrangements, or make recommendations to the Board regarding approval of the same. Without limiting the generality of the foregoing, the Committee shall review and approve all other employment-related contracts, agreements or arrangements between the Company and its officers and all other contracts, agreements or arrangements under which compensatory benefits are awarded or paid to, or earned or received by, the Company's officers, including, without limitation, employment, severance, change of control and similar agreements or arrangements. In the course of performing such review, the Committee may use tally sheets or such other method as the Committee may determine to be appropriate.
- b. Determine the objectives of the Company's officer compensation programs, identify what the programs are designed to reward, and modify (or recommend that the Board modify) the programs as necessary consistent with such objectives and intended rewards.
- c. Ensure appropriate corporate performance measures and goals regarding officer compensation are set and determine the extent to which they are achieved and any related compensation earned.
- d. Consistent with the foregoing, at least annually review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of such goals and objectives, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
- e. Review periodically the compensation paid or payable to members of senior management, through the use of tally sheets or such other method as the Committee may determine to be appropriate.
- f. Provide oversight of management's decisions regarding the compensation of members of senior management and endeavor to ensure that the Company's executive compensation programs are effective in attracting and retaining key employees, reinforcing business strategies and objectives for enhanced stockholder value, and are administered in a fair and equitable manner consistent with established policies and guidelines.

- g. Make recommendations to the Board regarding the compensation of the Company's directors, taking into account such factors as the Committee determines relevant, such as comparative director compensation data from other companies.
- h. Monitor the administration of the Company's incentive-compensation plans and equity-based plans as in effect and as adopted from time to time by the Board; provided that the Board shall retain the authority to interpret such plans.
- i. Review and approve any new equity compensation plan or any material change to an existing plan where stockholder approval has not been obtained.
- j. Review and approve any stock option award or any other type of award as may be required for complying with any tax, securities, or other regulatory (including New York Stock Exchange) requirement, or otherwise determined to be appropriate or desirable by the Committee or Board.
- k. Review and discuss with the Company's management the "Compensation Discussion and Analysis" required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC, and recommend to the Board whether or not to include such "Compensation Discussion and Analysis" in such proxy statement or annual report.
- l. Produce a Committee report on officer compensation as required to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.
- m. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement or annual report on Form 10-K, and determine whether to recommend to the Board that the CD&A be included in the proxy statement or Form 10-K.
- n. Review an annual compensation-risk assessment report and consider whether the Company's compensation policies and practices contain incentives for officers and employees to take risks in performing their duties that are reasonably likely to have a material adverse effect on the Company. Review and discuss with management any additional disclosures that may be required in the Company's annual proxy statement or annual report on Form 10-K regarding such risks.
- o. Oversee the Company's submissions to a stockholder vote on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans. Review the results of stockholder votes on executive compensation matters and to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of officers compensation. Discuss with management the appropriate engagement with stockholders and proxy advisory firms in response to such votes.
- p. Perform such other functions and have such other powers consistent with this Charter, the Company's bylaws and applicable law as the Committee or the Board may deem appropriate.

## **V. Performance Evaluation**

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance, which shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

## **VI. Committee Resources; Assessing Advisor Independence**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate independent legal counsel, compensation consultants and other experts or consultants, as it deems appropriate, without seeking approval of the Board or management, including the authority to approve the fees payable to such counsel, experts or consultants and any other term of retention. The Committee also shall have the sole authority to retain and and/or replace, as needed, compensation consultants to provide independent advice to the Committee, and the sole authority to approve such consultants' fees and other terms and conditions of retention. The Company shall provide for appropriate funding for the payment of administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to the consultant's independence from management, including those specified in NYSE Company Manual §303A.05(c)(iv).

Nothing herein requires a compensation consultant, legal counsel or other compensation adviser to be independent, only that the Committee consider the relevant independence factors before selecting or receiving advice from a compensation consultant, legal counsel or other compensation adviser. The Committee may select or receive advice from any compensation consultant, legal counsel or other compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties. Unless expressly authorized by the Board, the Committee shall not delegate any authority hereunder to subcommittees or other persons.