

Wells-Gardner Electronics Corporation Compensation Committee Charter

The Compensation Committee of the Board is responsible for developing and making recommendations to the Board with respect to the Company's compensation policies.

The Committee will make policy recommendations in the following areas:

1. Company-wide compensation philosophy
2. Executive compensation philosophy specifically for the CEO and other senior executives
3. Structure and design of incentive programs

The Committee will review the CEO's compensation recommendations for other senior executives prior to their presentation for ratification to the Board.

The Committee will:

1. Review and approve corporate goals and objectives relevant to the CEO's compensation.
2. Evaluate the CEO's performance in light of those goals and objectives.
3. Set the CEO's compensation level based on this evaluation and other relevant factors.

The Compensation Committee will be composed of only outside independent Directors and will have at least two members.