

# **CardioVascular BioTherapeutics, Inc.**

## **COMPENSATION COMMITTEE CHARTER**

The Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of CardioVascular BioTherapeutics, Inc. (the “Corporation”) shall have the composition, responsibilities, powers, duties and authority specified in this Charter.

1. Purposes. The Compensation Committee’s purpose is to:

- (a) Review and approve corporate goals and objectives relevant to the Corporation’s Chairman and Chief Executive Officer’s (the “CEO”) compensation, evaluate in consultation with the Lead Independent Director the CEO’s performance in light of those goals and objectives, and, determine and approve the CEO’s compensation level based on this evaluation;
- (b) Review and approve non-CEO compensation;
- (c) Make recommendations to the Board with respect to incentive-compensation plans and equity-based plans;
- (d) Produce a compensation committee report on executive compensation as required by the SEC to be included in the Corporation’s annual proxy statement or annual report on Form 10-K filed with the SEC;
- (e) Advise the Board on the compensation of non-employee directors;
- (f) Administer any stock-based compensation plan of the Corporation (the “Plan”); and
- (g) Perform such other duties and responsibilities expressly delegated to the Governance Committee by the Board from time to time.

2. Composition, Appointment and Procedures.

- (a) The Compensation Committee shall consist of at least three members of the Board, each of whom is an “independent director” as defined in the Corporation’s Governance Policies.
- (b) The members of the Compensation Committee shall be appointed by the Board and shall continue to act until their successors are appointed. In deciding whom to appoint, the Board shall take into consideration each potential member’s experience and background, including any specialized knowledge in the areas of executive compensation, employee benefits, and labor and employment law. Members shall be subject to removal at any time by the Board.

(c) The Compensation Committee shall meet at least **[three]** times each year, including at least one time in executive session without management.

(d) The Compensation Committee may delegate any of its duties to a subcommittee comprising one or more members of the Compensation Committee.

3. Principles. The Compensation Committee shall be guided by the following standing compensation principles:

(a) Compensation arrangements shall emphasize pay for performance and encourage retention of those employees who enhance the performance of the Corporation and its affiliates;

(b) Compensation arrangements for officers and directors shall promote alignment of the interests of management and stockholders through alignment of ownership of the stock of the Corporation;

(c) Compensation arrangements shall maintain an appropriate balance between base salary and long-term and annual incentive compensation;

(d) In approving compensation, the recent compensation history of the executive, including special or unusual compensation payments, shall be taken into consideration; and

(e) Cash incentive compensation plans for senior executives shall link pay to achievement of financial goals set in advance by the Compensation Committee.

4. Duties and Responsibilities. The Compensation Committee shall:

(a) Set annual and long-term performance goals for the CEO and evaluate, in consultation with the Lead Independent Director, the CEO's performance against those goals and the performance of the Corporation's peer companies, and determine and approve the CEO's compensation based on this evaluation;

(b) Review and approve the annual salaries, bonuses and other executive benefits of all other executive officers of the Corporation;

(c) Administer the Plan, including, but not limited to, selecting participants, making grants and awards, setting performance targets and interpreting the terms and provisions of the Plan, and adopting operating rules necessary to implement the Plan and conform with government requirements;

(d) Periodically review the performance of the Plan and their rules and make any necessary revisions to assure that the purposes of the Plan are met;

(e) Review new executive compensation programs, review on a periodic basis the operation of the Corporation's executive compensation programs to determine whether they are properly coordinated and reasonably relate to executive performance, and periodically

review policies for the administration of executive compensation, including management perquisites;

(f) Review annually director compensation; and

(g) Report to the Board and the Corporation's stockholders with respect to the foregoing.

5. Additional Authority and Operation. The Compensation Committee shall:

(a) As the Compensation Committee may deem appropriate, retain and terminate such special legal or other consultants, who shall report directly to the Compensation Committee, on such terms and conditions, including fees, as the Compensation Committee in its sole discretion shall approve;

(b) Request that any of the Corporation's officers, employees, outside counsel or other consultants attend a meeting of the Compensation Committee or meet with any of the Compensation Committee's members or consultants;

(c) Annually review the Compensation Committee's performance and Charter, which shall include evaluating each member's qualifications, attendance, understanding of the Compensation Committee's responsibilities and contribution to the functioning of the Compensation Committee, and recommend any proposed changes to the Board for approval;

(d) Report to the Board with respect to the foregoing; and

(e) Maintain a copy of this Charter on the Corporation's web site at [www.cvbt.com](http://www.cvbt.com).