

# **Investors Capital Holding, Ltd.**

## **HUMAN RESOURCES COMMITTEE**

### **CHARTER**

There shall be a committee of the Board of Directors (“Board”) of Investors Capital Holding, Ltd. (“Company”) known as the Human Resources Committee (“Committee”), which shall have and may exercise the purposes, powers and authority delegated to it in this Charter, and shall have the duties and responsibilities set forth herein and such other duties and responsibilities as are assigned to it from time to time by the Board.

#### **A. Membership**

The Committee shall consist of not fewer than two members. Each member of the Committee shall meet (i) the independence requirements of the Company’s Director Independence Standards, (ii) the requirements for a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The determination as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the Board. The Board shall appoint members of the Committee after considering the recommendations of the Nominating and Governance Committee. The Board shall have the power at any time to change the membership of the Committee.

#### **B. Responsibilities**

1. The Committee shall have direct responsibility to review and approve corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive opportunities and awards for the CEO, the Committee will take into consideration the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs of comparable companies, and the awards given to the CEO in past years and such other factors as the Committee considers appropriate.

2. The Committee shall also determine and approve the salaries and annual and long-term incentive opportunities and awards for those persons that the Company determines to be its Named Officers other than the CEO (the “Senior Officers”). In determining the salaries and incentive opportunities and awards for the Senior Officers, the Committee will review the CEO’s assessment of the performance of the Senior Officers and compensation recommendations, and determine and approve the compensation levels for the Senior Officers based on their

performance and the Company's compensation strategies and principles, and such other factors as determined by the Committee.

3. The Committee shall oversee the Company's policies on structuring compensation programs for the Named Officers to preserve their tax deductibility, and, as and when required, establish performance goals and certify that performance goals have been attained for purposes of Internal Revenue Code Section 162(m) or any successor provision of said Code.

4. As requested by the Board, the Committee shall review and advise the Board on total compensation policies for employees other than Named Officers.

5. The Committee shall review and approve, for the Named Officers, employment agreements, severance arrangements, and change of control agreements or provisions, and any special or supplemental benefits, in each case as, when and if appropriate. The Committee shall approve any other change of control agreements or provisions, and periodically, shall review the costs to the Company of all change of control agreements and provisions for individuals.

6. With respect to incentive compensation and employee benefit plans and programs, e.g., supplemental and non-qualified pension, profit-sharing and equity-based incentive plans, (other than plans that are applicable only to Directors, as such, which shall be administered by the Nominating and Governance Committee) that, by their terms, are to be administered by the Board of Directors or the Committee ("Plans"), the Committee shall:

(a) recommend to the Board the creation or amendment of Plans;

(b) administer and oversee, generally, and exercise and perform any non-fiduciary power, authority, discretion or duty of the Board or the Committee under, the Plans including, without limitation, authorization of (i) the issuance or grant of equity-based awards (other than to Directors, as such, which shall be authorized by the Nominating and Governance Committee), (ii) the authorization or reservation of shares of common stock for issuance thereunder and (iii) the making of adjustments as the Committee deems necessary or equitable to reflect any stock split or other recapitalization.

The foregoing notwithstanding, the appropriate officers of the Company are authorized, upon notice to the Committee, to make amendments to the Plans on an ongoing basis as they shall deem advisable to facilitate the administration of the Plans without substantially altering the level of benefits provided or the cost of the Plans to the Company, or to conform the Plans to applicable laws or regulations

7. The Committee shall, as it deems appropriate, review and participate in executive development and long-range planning for orderly succession of senior executives, including contingency procedures for management succession in the event of the unexpected departure of senior executives.

8. The Committee shall periodically review and approve stock ownership guidelines for executives, if deemed appropriate by the Committee.

9. The Committee shall make reports to the Board from time to time as it deems appropriate.
10. The Committee shall annually review its own performance and make a report thereon to the Board.
11. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Committee may form and delegate authority to subcommittees or the Chair of the Committee when appropriate in its judgment.
13. The Committee shall have access to any members of management.
14. The Committee shall have the authority to retain and terminate, in its sole discretion, any compensation consultant used to assist in the evaluation of CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.
15. The Committee shall have sole authority, upon reasonable advance notice to the CEO, to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or executive officer compensation and shall have sole authority, upon reasonable advance notice to the CEO, to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, in each case upon reasonable advance notice to the CEO.

### **C. Procedure**

1. The Chair of the Committee shall be appointed by the Board after considering the recommendation of the Nominating and Governance Committee. In the absence of the Chair, the Chair or the Chairman of the Board shall ask another member to act as the Chair.
2. Meetings shall be held as determined by the Committee or upon call of the Chair, provided that the Committee shall meet at least twice per fiscal year, whether in person, telephonically or as otherwise permitted by the Company's By-Laws. A majority of the number of Committee members shall constitute a quorum for the transaction of business.
3. The Committee shall meet in executive session without the presence of any members of management as often as it deems appropriate.

Revised August 20, 2008