

**CHARTER OF THE COMPENSATION COMMITTEE
OF
GLOWPOINT, INC.**

Authority and Purpose

The Compensation Committee of Glowpoint, Inc., a Delaware corporation (the “Company”), is appointed by the Company’s Board of Directors (the “Board”) to (i) discharge the responsibilities of the Board relating to compensation of the Company’s CEO and other executives, (ii) 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 and determine whether to recommend to the Board that the CD&A be included in the proxy statement, (iii) provide the Compensation Committee Report for inclusion in the Company’s proxy statement that complies with the rules and regulations of the Securities and Exchange Commission, and (iv) perform such other duties as the Board may prescribe from time to time. All powers of the Compensation Committee (the “Committee”) are subject to the restrictions designated in the Company’s by-laws and by applicable law and regulation.

Membership

The members of the Committee (the “Members”) shall be appointed by the Board and shall serve at the discretion of the Board. The Committee shall consist of at least three (3) directors, all of whom in the judgment of the Board shall be independent in accordance with Section 121A of the Company Guide of the American Stock Exchange. In addition, a person may serve on the Committee only if the Board determines that he or she (i) is a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended.

Duties and Responsibilities

The Committee is directly responsible for establishing annual and long-term performance goals and objectives for Company officers, as well as setting the overall compensation philosophy for the Company. This responsibility includes:

- evaluating the performance of the CEO and other elected officers in light of the approved performance goals and objectives;
- setting the compensation of the CEO and other elected officers based upon the evaluation of the performance of the CEO and the other elected officers, respectively;
- making recommendations to the Board with respect to new cash-based incentive compensation plans and equity-based compensation plans; and

- preparing an annual performance self-evaluation of the Committee.

In addition, the Committee:

- administers the Company's stock plans;
- determines and certifies the shares awarded under corporate performance-based plans;
- grants options and awards under the stock plans;
- advises on the setting of compensation for senior executives whose compensation is not otherwise set by the Committee.

In determining the long-term incentive component of the compensation of the Company's CEO and other elected officers, the Committee may consider: (i) the Company's performance and relative shareholder return; and, (ii) the value of similar incentive awards to chief executive officers and elected officers at comparable companies.

The Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee may, in its sole discretion, employ a compensation consultant to assist in the evaluation of the compensation of the Company's CEO or other elected officers. The Committee shall have the sole authority to approve the fees and other retention terms with respect to such a compensation consultant. The Committee also has the authority, as necessary and appropriate, to consult with other outside advisors to assist in its duties to the Company.

Meetings

The Committee is generally expected to meet at least twice a year and at such other times as it deems necessary to fulfill its responsibilities.

Minutes

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.