

SUMMER INFANT, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Board of Directors (the “Board”) of Summer Infant, Inc. (the “Company”) has established a Compensation Committee (the “Committee”) for the purpose of discharging the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (together with the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, programs and policies as they effect the Executive Officers and for reviewing matters involving the compensation of directors of the Company.

Membership

The Committee shall consist of a minimum of three members, all of whom shall meet the independence standards of The NASDAQ Stock Market for members of a Compensation Committee and any other independence standards applicable to compensation committees established under any applicable law, rule or regulation. The members of the Committee are recommended by the Nominating/Governance Committee of the Board and are appointed by and serve at the discretion of the Board. Unless the Board elects a Chairperson of the Committee, the Committee shall elect a Chairperson by majority vote.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities. The Chairperson shall preside at each meeting. In the event the Chairperson is not present at a meeting, the Committee members present at the meeting will designate one of its members as the acting chairperson of such meeting.

Meetings of the Committee shall be called by the Chairperson upon such notice as is provided for in the Company’s bylaws with respect to meetings of the Board. A majority of the members shall constitute a quorum. Actions of the Committee may be taken in person at a meeting or in writing without a meeting. Actions taken at a meeting, to be valid, shall require the approval of a majority of the members present and voting. Actions taken in writing (including by electronic transmission, as permitted by the Company’s bylaws), to be valid, shall be signed by all members of the Committee.

The Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Chairperson may establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. At each meeting, the Chairperson shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee or minutes of a meeting of the Committee executed by the secretary setting forth the names of the members of the Committee present at the meeting or actions taken by the Committee at the meeting shall be sufficient

evidence at all times as to the members of the Committee who were present, or such actions taken.

Resources and Authority

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to conduct or authorize investigations into any matters within the scope of its responsibilities.

In carrying out such responsibilities, the Committee has sole authority to retain and terminate any advisers, including compensation consultants, independent legal counsel and other compensation advisers, to assist it in the performance of its duties and has sole authority to approve the advisers' fees and the other terms and conditions of their engagement. When engaging advisers, the Committee will consider the following factors before selecting such advisers as well as any other factors identified by the rules and regulations of the Securities and Exchange Commission (the "SEC") and The NASDAQ Stock Market:

- whether the person or entity that employs the adviser provides other services to the Company;
- the amount of fees received from the Company by the person or entity that employs the adviser, as a percentage of total revenue of that person or entity;
- the policies and procedures of the person or entity that employs the adviser that are designed to prevent conflicts of interest;
- any business or personal relationships of the adviser with a member of the Committee;
- any securities of the Company owned by the adviser; and
- any business or personal relationships of the adviser, or person or entity employing the adviser, with an Executive Officer.

The Committee may form and delegate authority to subcommittees as it deems appropriate. Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company.

Responsibilities

The Committee shall be responsible for the following:

- Reviewing and approving, at least annually, the base salaries and incentive opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.

- Reviewing and approving the following with respect to the Executive Officers periodically and as and when appropriate: (i) all other incentive awards and opportunities, including both cash-based and equity-based awards; (ii) any employment agreements and severance arrangements; (iii) any change-in-control agreements and change-in-control provisions that affect any elements of compensation and benefits; and (iv) any special or supplemental compensation or benefits for Executive Officers or individuals who formerly served as Executive Officers, including benefits and perquisites provided to them during and after employment.
- Reviewing and discussing annually with management the Company’s “Compensation Discussion and Analysis” (the “CD&A”) required to be included in the Company’s proxy statement and Annual Report on Form 10-K by the rules and regulations of the SEC and, based on such review and discussion, determining whether or not to recommend to the Board that the CD&A be so included.
- Preparing the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the rules and regulations of the SEC.
- Reviewing the results of any stockholder advisory votes on executive compensation, and considering whether to recommend adjustments to the Company’s compensation policies and practices as a result of such votes.
- Recommending for approval by the Board how frequently the Company should conduct stockholder advisory votes on executive compensation, taking into account the results of any prior advisory votes regarding the subject.
- Acting as administrator of the Company’s incentive compensation plans. The Committee shall also make recommendations to the Board with respect to amendments to the plans, including any change in the number of shares reserved for issuance thereunder.
- Reviewing periodically with management the Company’s compensation programs as they affect all employees.
- Review the compensation and benefits of directors who are not employees of the Company and recommend any changes to the Board that the Committee deems appropriate.
- Providing regular reports to the Board of the Committee’s activities and proceedings.
- At least annually, evaluating the Committee’s performance and reviewing the adequacy of this Charter.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other

responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.