

VOLT INFORMATION SCIENCES, INC.
COMPENSATION COMMITTEE CHARTER

December 18, 2007

Organization and Purposes

The Compensation Committee is created pursuant to the Company's Bylaws by resolution of the Board of Directors. The members of the Compensation Committee will be recommended for appointment by the Nominating and Corporate Governance Committee and appointed by the Board of Directors. Committee members and the Chairman of the Committee will be appointed at the Annual Meeting of Directors each year to serve at the pleasure of, and may be replaced at any time by, the Board of Directors. All vacancies will be filled by the Board of Directors.

- The purpose of the Compensation Committee is to discharge the responsibilities of the Board of Directors relating to compensation of the Company's directors and executive officers. In this respect, the Committee has responsibility for approving and evaluating compensation plans, policies and programs applicable to the directors, the Chief Executive Officer and the other executive officers of the Company.
- The Compensation Committee is also responsible for producing an annual compensation, discussion and analysis section on executive officer compensation for inclusion in the Company's proxy statement for the annual meeting of stockholders or Annual Report on Form 10-K.
- The Committee shall consist of no fewer than three (3) members. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange. Additionally, it is intended that committee membership will meet applicable requirements of (i) Rule 16b-3 under the Securities Exchange Act of 1934 and (ii) Section 162(m) of the Internal Revenue Code and Treasury regulations promulgated thereunder.

Duties and Responsibilities

- Review and recommend to the Board of Directors the general compensation, benefits and perquisites policies and practices of the Company applicable to executive officers, including without limitation, the Company's incentive compensation plans and equity-based plans that are subject to Board of Directors approval.
- Annually (i) review and approve all of the Company goals and objectives relevant to the Chief Executive Officer's compensation, including base compensation, bonus, performance bonuses, incentive compensation plans, perquisites plans, executive benefit plans and equity-based plans, if any, (ii) evaluate the Chief Executive Officer's performance in light of the Company's goals and objectives and (iii) determine and approve the compensation of the Chief Executive Officer.

- Review and recommend for Board approval (or approve, where applicable) any changes to, the Company's incentive compensation plans, perquisites plans, executive benefit plans and equity-based plans applicable to executive officers.
- Administer the incentive compensation plans, executive benefit plans and equity based plans of the Company which have been, or may be in the future, adopted by the Company, which plans are required (by their terms or by law, rule or regulation) to be administered by the Committee, a committee of independent directors or a committee appointed by the Board of Directors.
- So long as in compliance with applicable law and stock exchange rules, establish and delegate authority to any subcommittee comprised solely of Committee members who are independent directors.
- Make regular reports to the Board of Directors.
- Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
- Annually review and evaluate the Committee's own performance and require its members to certify that they are independent.

Agenda, Minutes and Reports

The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its duties. The minutes shall be circulated in a draft form to Committee members and shall be approved at a subsequent meeting of the Committee.