

**WILHELMINA INTERNATIONAL, INC.  
COMPENSATION COMMITTEE CHARTER**

**As Adopted February \_\_\_, 2014**

The Board of Directors (the “Board”) of Wilhelmina International, Inc. (the “Company”) has adopted the following Compensation Committee Charter for the governance of the Compensation Committee of the Board.

**Purpose**

The Compensation Committee is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and other executive officers (collectively, with the CEO, the “Executive Officers”). The Compensation Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

**Committee Membership**

The Compensation Committee shall consist of no fewer than three members. The members of the Compensation Committee shall meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”) as in effect from time to time. All members of the Compensation Committee shall also qualify as “outside” directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Compensation Committee shall be appointed by the Board. One member of the Compensation Committee shall be appointed as Committee Chairman by the Board. Compensation Committee members may be removed and replaced by the Board at any time.

**Meetings**

The Compensation Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Compensation Committee members present at that meeting shall designate one member as the acting chair of such meeting.

**Committee Responsibilities and Authority**

1. The Compensation Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO shall not be present during any Compensation Committee deliberations or voting with respect to his/her compensation.

2. The Compensation Committee shall periodically, as and when appropriate, review and approve the following:

a. other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, to the Executive Officers;

b. employment agreements or severance arrangements with any of the Executive Officers;

c. change-in-control agreements with, or change-in-control provisions affecting any elements of compensation and benefits of, any of the Executive Officers; and

d. special or supplemental compensation or benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.

3. If required by the rules and regulations of the Securities and Exchange Commission (the "SEC"), the Compensation Committee shall review and discuss with management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's proxy statement and Annual Report on Form 10-K. Based on such review and discussion, the Compensation Committee shall determine whether or not to recommend to the Board that the CD&A be included in the Company's proxy statement and Annual Report on Form 10-K, if so required.

4. If required by the rules and regulations of the SEC, the Compensation Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with such rules and regulations.

5. The Compensation Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

6. The Compensation Committee shall oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.

7. The Compensation Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.

8. The Compensation Committee shall make regular reports to the Board concerning its activities.

9. The Compensation Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of its duties, but only after taking into consideration factors relevant to the adviser's independence from management as specified in NASDAQ Listing Rule 5605(d)(3). The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Compensation Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any adviser retained by the Compensation Committee.

10. The Compensation Committee may form and delegate authority to subcommittees as it deems appropriate.

### **Review of Committee Charter**

At least annually, the Compensation Committee shall review and reassess the adequacy of this Compensation Committee Charter. The Compensation Committee shall report the results of the review to the Board and, if necessary, recommend to the Board amendments to this Compensation Committee Charter.

### **Miscellaneous**

Nothing contained in this Compensation Committee Charter is intended to increase or expand the standard of care required of the Board or members of the Compensation Committee under applicable statutory, regulatory or judicial requirements. The purposes and responsibilities outlined in this Compensation Committee Charter are meant to serve as guidelines rather than as inflexible rules and the Compensation Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.