

ZOOM TELEPHONICS, INC.
CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
adopted on _____, 2009

I. PURPOSE

The Compensation Committee (the "Committee") shall have overall responsibility with respect to designing, approving and evaluating executive compensation for Zoom Telephonics, Inc. (the "Company").

II. COMPOSITION

The Compensation Committee shall consist of at least three directors appointed by resolution of the Board of Directors (the "Board") and shall serve at the discretion of the Board. All directors on the Committee shall satisfy the requirements from time to time in effect of (A) Section 162(m) of the Internal Revenue Code of 1986, as amended, for "outside directors," (B) Section 16 of the Securities Exchange Act of 1934, as amended, for "nonemployee directors," and (C) the requirements for "independent directors" of the stock market on which the Company's securities may be listed.

The Committee's chairperson shall be designated by the Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the Committee.

III. FUNCTIONS AND AUTHORITY

The Committee will:

1. Periodically review and approve the Company's philosophy regarding executive compensation.
2. Review and approve, for each officer of the Company who either (A) is subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended; or (B) has an annual base salary in excess of \$100,000 (each a "Senior Officer"):
 - (i) the annual base salary level;
 - (ii) bonus and other annual incentives;
 - (iii) options, equity grants and other long-term incentives;
 - (iv) employment agreements, severance arrangements, and change in control provisions/agreements, in each case to the extent applicable; and
 - (v) any other perquisites or supplemental benefits, other than those available generally to salaried employees.
3. Review recommendations made by the Company's Chief Executive Officer for the compensation of the other Senior Officers.
4. Evaluate the performance of the Chief Executive Officer.
5. Meet in executive session when appropriate, such as when deliberating or voting on the compensation of the Chief Executive Officer compensation.

6. Have the authority to review market data from third party consultants, trade associations others to assess the Company's competitive position for the various components of compensation.

7. Annually issue a report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's proxy statement.

8. Have the authority to hire, and review as needed matters of executive compensation with an independent consultant.

9. Oversee the administration of, and approve the grants and terms of any grants of options or other equity awarded under, the Company's stock option and restricted stock and other equity-based compensation plans, which may include delegation of authority to the Company's Chief Executive Officer for purposes of issuing options to persons other than the Chief Executive Officer or other Senior Officers.

10. Recommend compensation for the Company's Board of Directors and each Committee thereof for review and approval by the Board.

IV. MEETINGS

The Committee will hold meetings as and when the Committee deems appropriate. The Committee may meet by telephone or video conference and may take action by written consent. A majority of the members of the Committee shall constitute a quorum.

V. MINUTES AND REPORTS

Minutes of each Committee meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Committee will report to the Board whenever so requested by the Board.