



Compensation Committee Charter

Reviewed & Adopted: April, 19, 2007

I. Purpose

The purpose of the Compensation Committee established pursuant to this charter will be to make such examinations as are necessary to create and to implement appropriate compensation policies for the executive officers and such other employees of WidePoint Corporation (the "Company") as the Board of Directors (the "Board") or Compensation Committee shall deem appropriate, including performance-based and long-term equity and cash compensation.

II. Membership and Power to Act

The Compensation Committee will be comprised of at least three members of the Board. Such members will be elected by and serve at the pleasure of the Board. The members of the Compensation Committee will not be officers or employees of the Company. Each member of the Compensation Committee must qualify as "independent" as that term is defined in the NYSE Mkt U.S. Corporate Governance Requirements.

Notwithstanding the above, if the Compensation Committee is comprised of at least three members, one director who is not independent as defined in Section 121A of the NYSE Mkt U.S. Company Guide, and is not a current officer or employee or an immediate family member of such person, may be appointed to the Compensation Committee, if the Board, under exceptional and limited circumstances, determines that membership on the Compensation Committee by the individual is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement (or in its next annual report on Securities and Exchange Commission ("SEC") Form 10-K or equivalent if the Company does not file an annual proxy statement) subsequent to such determination, the nature of the relationship and the reasons for that determination. A director appointed to the Compensation Committee pursuant to this exception may not serve in excess of two years.

The Compensation Committee shall determine the compensation of the Chief Executive Officer of the Company, all other executive officers, and such other employees of the Company as the Board or Compensation Committee deems appropriate. The Compensation Committee can only act upon a vote of at least a majority of the members of the Compensation Committee. The employee or officer upon whose compensation is being determined must not participate in any way in the discussion, deliberations, or vote of the Compensation Committee in determining their compensation.

III. Meetings

The Compensation Committee will meet at such times as it deems appropriate, which will be at least annually, to review the compensation of the executive officers of the Company and, to extent the Compensation Committee elects, other officers and employees of the Company. All meetings of, and

actions taken by, the Compensation Committee will be held and taken pursuant to and in accordance with the Company's Bylaws.

IV. Responsibilities

1. To establish and review at least annually the Company's general compensation policies applicable to the Company's Chief Executive Officer, President, Chief Financial Officer, non-management directors, and other executive officers and, if the Compensation Committee elects, other senior employees, including the relationship of the Company's performance to executive compensation generally, and the Chief Executive Officer's, President's and Chief Financial Officer's compensation in particular, and the bases for such officers' compensation. The Compensation Committee's power to establish and review annually any of the Company's compensation policies applicable to the Company's Chief Executive Officer, President, Chief Financial Officer and other executive officers and, if the Compensation Committee elects, other senior employees shall be subject to any modification or veto made by the full Board in its discretion. The Company's Chief Executive Officer, President or Chief Financial Officer shall not participate in any deliberations concerning his or her respective compensation;
2. To review and approve the level of compensation, including salaries, fees, benefits, executive incentive plans, and perquisites, of the Chief Executive Officer, President, Chief Financial Officer and the other executive officers of the Company and, if the Compensation Committee elects, other senior employees of the Company;
3. To review and advise the Board concerning the performance of the Chief Executive Officer, President, and Chief Financial Officer of the Company and of those other employees whose compensation is within the review jurisdiction of the Compensation Committee;
4. To review and advise the Board (and, if deemed appropriate by the Compensation Committee, retain consultants for the purpose of advising the Board) concerning regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's executive compensation programs among comparable companies in the Company's industry;
5. To administer the stock compensation plans that may be adopted by the Company from time to time, including the determination of employees and the parties who are to receive grants of stock or stock options and the terms of such grants;
6. To perform such other functions and have such other powers as may be necessary or convenient to the efficient discharge of the foregoing;
7. To report to the Board regarding the foregoing from time to time, or whenever it shall be called upon to do so; and
8. To have direct responsibility to prepare the Compensation Committee Report on executive compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC.

V. Reports

The Compensation Committee will to the extent deemed appropriate record its summaries of recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors. The Compensation Committee will prepare any reports as necessary to be included in the Company's proxy statement.