

Compensation Committee Charter
Adopted by the Board of Directors on September 14, 2020

This Charter (the “**Charter**”) shall govern the operations of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intrusion Inc., a Delaware corporation (the “**Company**”).

Purpose

The purpose of this Charter is to assist and direct the Committee in performing the following primary responsibilities:

- to review, research, and make recommendations regarding executive compensation;
- to oversee plans for management succession;
- to set compensation policies and plans; and
- to perform other obligations as set forth in this Charter or as requested by the Board.

Membership

The Committee shall consist of at least three members, comprised solely of directors who meet the independence requirements of Nasdaq. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. No executive officer should attend that portion of any meeting where such executive’s performance or compensation is discussed, unless specifically invited by the Committee. The Chief Executive Officer may not be present during voting or deliberations related to his or her compensation.

The Committee shall report to the Board periodically, but no less than annually. The Committee shall periodically or upon request of the Board (a) evaluate its own performance and report to the Board on such evaluation, (b) review and assess the adequacy of this charter, and (c) recommend any proposed changes to the Board for approval.

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

The Committee shall determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer and each of the Company’s other executive officers. In determining, or recommending for determination, executive officer compensation, the Committee shall, among other things:

- identify, review and approve corporate goals and objectives relevant to executive officer compensation;
- review and approve the Company’s peer companies and data sources for purposes of evaluating the Company’s compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements;
- evaluate each executive officer’s performance in light of such goals and objectives and determine each executive officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company; and
- determine any long-term incentive component of each executive officer’s compensation.

Management Succession

The Committee shall, in consultation with the Company’s Chief Executive Officer, periodically review the Company’s management succession planning, including policies for Chief Executive Officer selection and succession in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

Compensation Policies and Plans

The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of executive officers and other employees of the Company and any other factors that it deems appropriate. The Committee shall also oversee and set compensation and benefits policies for the Company's directors.

Additional Authority

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such adviser retained by the Committee. Prior to selecting, or receiving advice from, any advisor, the Committee shall consider the independence of such advisor based on any applicable criteria specified by the Securities and Exchange Commission or the Nasdaq; provided, however, that the Committee shall not be prohibited from obtaining advice from advisors that it determines are not independent.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of stock rights or options to any non-Section 16 officer of the Company under any of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.