

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF PARK ELECTROCHEMICAL CORP.
AMENDED AS OF JULY 22, 2014**

I. PURPOSE OF THE COMMITTEE

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Park Electrochemical Corp.(the "Corporation") shall be to review and approve the Corporation's goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation; to make recommendations to the Board with respect to non-Chief Executive Officer executive officers' compensation, incentive-compensation plans and equity-based plans; and to produce a Committee report on executive compensation as required by the Securities and Exchange Commission ("SEC") to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the "NYSE"), and any additional requirements that the Board deems appropriate. Members of the Committee shall also qualify as "non-employee directors" within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and shall satisfy any other necessary standards of independence under the federal securities and tax laws.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Committee shall have the following duties and responsibilities:

(1) To review the Corporation's goals and objectives relevant to the Chief Executive Officer's compensation, and amend, or recommend that the Board amend, these goals and objectives if the Committee deems it appropriate.

(2) To evaluate annually the performance of the Chief Executive Officer in light of the goals and objectives of the Corporation's executive compensation plans, and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the Chief Executive Officer's compensation level based on this evaluation.

(3) To evaluate annually the performance of the other executive officers of the Corporation in light of the goals and objectives of the Corporation's executive compensation plans, and determine and approve the compensation of the other executive officers of the Corporation or, at the discretion of the Committee, make recommendations to the Board with respect to the compensation of the other executive officers of the Corporation.

(4) To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any executive compensation plan.

(5) To produce a Committee report on executive compensation as required by the SEC to be included in the Corporation's annual proxy statement or annual report on Form 10-K filed with the SEC.

(6) To make recommendations to the Board with respect to incentive compensation and equity based plans.

V. EVALUATION OF THE COMMITTEE

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such compensation consultants, independent legal counsel or other advisers as it deems reasonably necessary. The Committee shall have the sole authority to retain or terminate, and oversee the work of, any compensation consultant, legal counsel or other adviser to assist the Committee in carrying out its responsibilities, including sole authority to approve the consultant's, legal counsel's or other adviser's compensation and other retention terms, all such compensation to be paid by the Corporation.

The Committee may select and retain a compensation consultant, legal counsel or other adviser only after taking into consideration the following factors, and any other factors identified by the New York Stock Exchange:

- the provision of other services to the Corporation by the person that employs the compensation consultant, counsel or other adviser (the "firm");
- the amount of fees received from the Corporation by the firm as a percentage of total firm revenue;
- the firm's policies and procedures designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, counsel or other adviser with a member of the Committee;
- any Corporation stock owned by the consultant, counsel or adviser; and
- any business or personal relationship of the consultant, counsel or adviser or the firm with an executive officer of the Corporation.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law