

**MACE SECURITY INTERNATIONAL, INC.
COMPENSATION COMMITTEE CHARTER
January 1, 2018**

I. Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Mace Security International, Inc. (the "Company") to (i) assist the Board in discharging the Board's responsibilities relating to compensation of the Company's directors, Chief Executive Officer (the "CEO") and other senior executive officers, and if required, (ii) produce an annual report on executive compensation for inclusion in the Company's proxy statement.

The Committee has overall responsibility for evaluating the compensation of the directors, the CEO and the compensation plans, policies and programs of the Company and making recommendations to the Board regarding the Board's determination of the appropriate levels of such compensation-related matters.

The Committee's obligations and responsibilities also include oversight of the Company's compensation structure for its subsidiaries and affiliates to ensure it is consistent with the Company's compensation plans, policies and programs.

II. Membership

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall be "independent" as defined in the listing standards of the OTCQX U.S. Market or such other national securities exchange on which the Company's securities are then listed, as the same may be amended from time to time, and all other applicable legal requirements for independence, and not receive any fees for consulting, advisory or other compensatory fees from the Company or its subsidiaries (other than director's fees).

In addition, all Committee members shall qualify as "non-employee directors" within the meaning of SEC Rule 16b-3 as promulgated under the Securities Exchange Act of 1934, as amended. The Committee may, in its discretion, use the NASDAQ National Market standard for independence as guidance in any such evaluation.

In the event that the Company becomes subject to Sarbanes-Oxley or becomes listed on a national exchange, the Company shall comply with such standards. The Committee shall report to the Board when the Committee deems it appropriate or upon request of the Board. A majority of the members of the Committee shall constitute a quorum. The members of the Committee shall be appointed and replaced by the Board.

III. Committee Organization and Procedures

- A. The Committee shall at least annually review and recommend to the Board for approval corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and provide the Board with the Committee's recommendation for the Board's determination of the CEO's compensation levels based on this evaluation.
- B. In recommending to the Board the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies, the awards given to the CEO in past years, and other factors it deems appropriate.
- C. The Committee shall at least annually make recommendations to the Board with respect to (i) the compensation of the senior financial officer and those employees which the Committee, in its judgment, deems to be senior executive officers (excluding the CEO whose compensation is covered in paragraph 1 above), and (ii) incentive-compensation plans and equity-based plans.
- D. The Committee shall have the sole authority to recommend to the Board whether to retain and terminate

- any compensation consultant to be used to assist in the evaluation of any or all of director, CEO, senior financial officer, and senior executive officers compensation and shall have sole authority to recommend to the Board whether to approve the consultant's fees and other retention terms, all at the Company's expense. The Committee shall be responsible for evaluation of the independence of any compensation committee consultant, within their judgment.
- E. The Committee shall annually review the compensation of all directors and assist the Board in determining appropriate levels of directors' compensation.
 - F. The Committee shall annually review and recommend to the Board for the Board's approval, for the CEO, the senior operations officer and the senior financial officer of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) the terms of any employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.
 - G. The Committee shall develop and recommend to the Board any incentive plan that it deems desirable and appropriate.
 - H. The Committee shall review the overall goals and strategy of any incentive plan that is implemented by the Company with the objective of aligning payments with performance.
 - I. The Committee may form and delegate authority to subcommittees when appropriate.
 - J. The Committee shall make reports to the Board when the Committee deems it appropriate or upon request of the Board.
 - K. The Committee shall advise the Board whether to approve any agreement that provides benefits based upon a change of control of the Company (including, without limitation, any sale of all or substantially all of the assets of the Company, a merger, or any other similar transaction with a third-party).
 - L. The Committee shall oversee the administration of all of the Company's supplemental/excess retirement plans, deferred compensation plans, and health and welfare plans. For the avoidance of doubt, the day-to-day responsibilities for such plans shall be left to management, with periodic reporting being provided to the Committee annually or on an as needed basis.
 - M. The Committee shall on an annual basis review the depth of the Company's management and shall document any existing succession plans for the Company's senior executive officers.
 - N. The Committee shall at least annually evaluate its own performance and that of its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Ethics, Corporate Governance and Nominating Committee any modifications to this Charter that the Committee considers necessary or valuable. The Ethics, Corporate Governance and Nominating Committee will then review these proposed modifications and submit a final recommendation to the full Board for approval and adoption.
 - O. The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such members believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person
 - P. Minutes of each Committee meeting will be compiled by the Company's Corporate Secretary who shall act as Secretary to the Committee, or in the absence of the Corporate Secretary, by an Assistant Corporate Secretary of the Company or any other person designated by the Committee.