COMPENSATION COMMITTEE CHARTER

Adopted by the Board of Directors of JobsOhio

The purposes of the Compensation Committee (the "Committee") established pursuant to the Articles of Incorporation ("Articles") and this Charter are to discharge the responsibilities of the JobsOhio ("Company") Board of Directors (the "Board") with respect to compensation matters for the Company's executive officers and other employees and consultants to the extent set forth herein, administer the Company's compensation plans, and take or cause to be taken such other actions and address such other matters as the Board may from time to time authorize the Committee to undertake or assume responsibility for.

Composition

The Compensation Committee will be comprised of at least three non-employee members of the Board. Such members will be appointed by the Board and will serve on the Committee during his or her respective term as a Board member, subject to earlier resignation or removal by a majority vote of the Board. Unless the Chair of the Board appoints a chair of the Committee, the members of the Committee may designate a chair by vote of the Committee.

All Committee meetings shall be private and closed to non-Board members, except at the invitation of the Chair of the committee, and all Committee deliberations shall be kept confidential. In the event that one or more members of the Committee are absent from a meeting of the Committee, or being present at a meeting recuse themselves from an action taken, the remaining members of the Committee (provided there are at least two such members), acting unanimously, shall have the power to take any necessary action. No action of the Committee shall be valid unless taken pursuant to a motion or resolution adopted and approved by at least two members of the Committee. The President and Chief Investment Officer (CIO) of the Company shall not participate in any discussions or deliberations relating to such person's own compensation or other matters in which such person has a material interest.

Responsibilities

The Compensation Committee shall establish the Company's general compensation principles and practices and to administer plans and arrangements established pursuant to such principles and practices.

The Committee shall be responsible for reviewing any plan of compensation for the Company's employees recommended by the CIO and for making recommendations regarding any such plan of compensation to the Board for its action under Section 5.1(b) of the Articles.

Annually, the Committee will establish a compensation plan ("Plan") covering identified executives of the Company, including the CIO, as well as related target performance metrics for
such identified executives specifically and the Company generally. For the group of employees of the Company that are not identified executives in the Plan, the Committee will rely on the CIO to determine the compensation of such employees and will review the total compensation amounts for this group.

When reviewing or approving compensation, the Compensation Committee shall follow procedures reasonably calculated to establish the presumption set forth in Section 53.4958-6(a) of the Treasury Regulations that any payment of compensation for services is within the range of Reasonable Compensation as defined in such Regulations.

In addition, the Board charges the Committee with the responsibility to:

1. Recommend the amount and form of compensation paid to the Company's executives and to review the performance of such persons in order to determine appropriate compensation, as well as to take such action, and to direct the Company to take such action, as is necessary and advisable to COMPENSATE such persons.
2. Determine the amount and form of compensation paid to the Company's Chief Investment Officer ("CIO"); to take such action, and to direct the Company to take such action, as is necessary and advisable to COMPENSATE the CIO in a manner consistent with its determinations; and to review at least annually the CIO's performance, including established goals and objectives as well as the Company's performance, and in light of such review determine his or her compensation, provided, however, that upon the appointment of a new CIO, the entire Board must determine the amount and form of compensation paid to such new CIO.
3. To conduct or authorize investigations into or studies of matters within the Committee's responsibilities.
4. To select, engage, compensate and terminate independent compensation consultants, independent legal counsel and such other advisors as it deems necessary and advisable to assist the Committee in carrying out its responsibilities and functions as set forth herein, and approve the fees, to be borne by the Company, and other terms of retention of any such consultants and other advisers.
5. Approve any executive level employment agreements, severance arrangements, or special or supplemental employee benefits, and any material amendments to any of the foregoing.
6. Hold Committee meetings as needed and as directed by the chair of the Committee.
7. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
8. Make regular reports to the Board with respect to significant actions and determinations made by the Committee.
9. On an annual basis, evaluate its performance and this Charter, and shall deliver to the Board a report setting forth the results of its evaluation.
10. Perform such other duties and responsibilities as may be assigned to the Committee by the Board, as designated in plan documents, as are required by law, or as are otherwise
necessary and advisable, in its or the Board's discretion, to the efficient discharge of its duties hereunder.

By adopting this Charter, the Board delegates to the Committee full authority in its discretion to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper to members of the Committee or a subcommittee.
3. Appoint a chair of the Committee, unless the Chair of the Board appoints a chair.
4. Cause the CIO of the Company to provide such funding as the Committee shall determine to be appropriate for payment of compensation to any compensation consultants, independent counsel or other advisers engaged by the Committee pursuant to this Charter.

Adopted: January 26, 2015