

Entech Solar, Inc.

Compensation Committee Charter

Role

The Compensation Committee's role is to discharge the Board's responsibilities relating to compensation of the Company's executive officers, and oversight of plans for executive officer development and succession, to fulfill the responsibilities set forth in this Charter, and to advise the Board on the adoption of policies that govern the Company's compensation and benefit programs.

Membership

The membership of the Committee consists of at least two directors, each of whom shall (a) meet the independence requirements established by the Board and applicable laws, regulations and listing requirements, (b) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (c) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

Operations

The Committee meets as the Committee or its chair deems advisable. The Committee will meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the State of Delaware.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, compensation consultants, or other experts or consultants, as it deems appropriate, including sole authority to approve the fees and other retention terms for such persons. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee. The Committee may delegate to one or more executive officers the authority to make grants of equity-based compensation to eligible individuals who are not executive officers. Any executive officer to whom the Committee grants such authority shall regularly report to the Committee grants so made and the Committee may revoke any delegation of authority at any time.

Responsibilities

The principal responsibilities of the Compensation Committee are as follows:

1. Review the structure and competitiveness of the Company's executive officer compensation programs considering the following factors: (a) the attraction and retention of executive officers; (b) the motivation of executive officers to achieve the Company's business objectives; and (c) the alignment of the interests of executive officers with the long-term interests of the Company's shareholders.
2. Monitor and evaluate matters relating to the compensation and benefits structure of the Company as the Committee deems appropriate.
3. Evaluate the performance of the Company's Chief Executive Officer and approve the

annual compensation, including salary, bonus, incentive and equity compensation, for the Chief Executive Officer. Review and approve compensation packages for new executive officers and termination packages for executive officers. Review and approve policies regarding executive officer compensation.

4. Review and discuss with the Board plans for executive officer development and corporate succession plans for executive officers.
5. Serve as the "Committee" established to administer the Company's equity-based and employee benefit plans, and perform the duties of the Committee under those plans, including making grants. The Compensation Committee also shall grant options pursuant to the Company's 1999 Incentive Stock Option Plan as directed by The Quercus Trust under the terms of that certain Warrant Cancellation Agreement, dated February 4, 2009, by and between The Quercus Trust and the Company.
6. Appoint and remove plan administrators for any of the Company's retirement plans for the Company's employees.
7. Periodically review the compensation paid to non-employee directors and make recommendations to the Board for any adjustments. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.
8. Discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the annual proxy statement; based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement; and produce an annual report of the Compensation Committee on executive compensation for the Company's annual proxy statement in compliance with and to the extent required by applicable Securities and Exchange Commission rules and regulations and relevant listing authority.
9. Regularly review and make recommendations about changes to the charter of the Committee.

