

**KEWAUNEE SCIENTIFIC CORPORATION
CHARTER OF THE COMPENSATION COMMITTEE**

August 27, 2014

MEMBERSHIP

The Compensation Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Kewaunee Scientific Corporation (the “**Company**”) shall consist of three or more directors. Each member of the Committee shall be an “independent director” in accordance with the rules of the NASDAQ Stock Market, shall qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act, and shall qualify as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

The members of the Committee shall be appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

- To review and make recommendations to the Board annually regarding the corporate goals and objectives applicable to the compensation of the chief executive officer (“**CEO**”), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and recommend to the Board the CEO's compensation level based on this evaluation. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation.
- To make recommendations to the Board regarding the compensation of all other executive officers.
- To review, and make recommendations to the Board regarding, incentive compensation plans, equity-based plans, and other benefits plans applicable exclusively to the CEO and other executive officers, and where appropriate or required, recommend such plans for approval by the stockholders of the Company. The Committee shall also have the authority to administer the Company's incentive

compensation plans, equity-based plans, and other benefit plans applicable exclusively to the CEO and other executive officers including the following:

- designation of the employees to whom it recommends awards are to be granted
 - recommendations regarding the amount of the award or equity to be granted
 - recommendations regarding the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
- To review and discuss with management, as appropriate, the Company's Compensation Discussion and Analysis (“**CD&A**”) and the related executive compensation information, and recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement.
 - To review, and make recommendations to the Board regarding, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes recommending whether to adopt, amend and terminate such agreements, arrangements or plans.
 - To determine the provisions of stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.
 - To review and recommend to the Board for approval the frequency with which the Company will conduct the stockholder advisory vote on executive compensation (“**Say on Pay Vote**”) required by Section 14A of the Exchange Act, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement. In carrying out each of the responsibilities outlined above, the Committee shall consider the results of the most recent Say on Pay Votes.

OUTSIDE ADVISORS

The Committee shall have the following authority, in its sole discretion, with respect to outside advisors:

- To select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter.
- To set the compensation, and oversee the work, of the compensation consultant.

- To retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter.
- To set the compensation, and oversee the work, of its outside legal counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The compensation consultant(s), outside counsel and any other advisors retained by, or providing advice to, the Committee (other than the Company's in-house counsel) shall be independent as determined in the discretion of the Committee after considering the factors specified in the NASDAQ Rules. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least annually at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.