

ARK RESTAURANTS CORP.

COMPENSATION COMMITTEE CHARTER

Purposes

The purposes of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Ark Restaurants Corp. (the "Company") are to evaluate and approve officer and director compensation arrangements, plans, policies and programs of the Company, and to administer the Company's equity-based compensation plans for employees, whether adopted prior to or after the date of adoption of this Charter.

Organization

Charter - At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval. This charter and all amendments hereto shall be publicly disclosed as required by law or the applicable rules and regulations of The NASDAQ Stock Market, as amended from time to time (the "Rules"), except as may otherwise be permitted by such Rules.

Membership on Committee - The Committee will be appointed by, and shall serve at the discretion of, the Board, and will consist of not fewer than two members of the Board, with the exact number being determined by the Board. Each of the members of the Committee will be:

- an "independent director" as defined under the Rules, except as may otherwise be permitted by such Rules;
- a "non-employee director," as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and
- an "outside director" under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson.

Meetings - The Committee shall establish a schedule of meetings, which shall include at least one meeting each year; additional meetings may be scheduled with notice as required. The Committee may invite members of management or any director to attend its meetings. The Committee may hold executive sessions without management present. Meetings may be held in person, telephonically, via video conferencing, or any combination of the foregoing. Attendance at a meeting by any one of those media shall be effective.

Quorum; Action by Committee; Written Consent - A quorum at any Committee meeting shall be at least a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held.

Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee consenting to such action without a meeting shall be effective as if it had been made at a meeting duly called and held.

Agenda, Minutes and Reports - The Chairperson of the Committee shall be responsible for establishing the agenda for the meetings of the Committee. Any member of the Committee may suggest agenda items to the Chairperson. An agenda, together with materials relating to the subject matter of each meeting, will be sent to members of the Committee prior to each meeting.

Minutes for all meetings of the Committee shall be prepared to document the Committee's deliberation and actions. **The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and should be submitted for approval at a subsequent meeting of the Committee.** The approved minutes shall be signed by the Committee Chairperson and maintained by the Secretary of the Company. The Committee shall make regular reports to the Board of Directors, and any action taken by the Committee may be ratified by the Board of Directors.

Duties and Responsibilities

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are set forth as a guide with the understanding that the Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities under this Charter, the Company's Bylaws and governing law.

1. The Committee will have the authority to determine and approve the form and amount of compensation to be paid or awarded to the Company's officers, including executive officers as defined under Section 16 of the Exchange Act and the rules promulgated thereunder ("Executive Officers"). Without limiting the foregoing, the Committee will annually review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO") and the Company's Executive Officers. The Committee shall have the authority to make decisions respecting (i) CEO and Executive Officer employment and severance contracts and arrangements, (ii) salary paid to the CEO and Executive Officers, (iii) the grant of all cash-based bonuses and equity-based compensation to the CEO and Executive Officers, (iv) the entering into or amendment or extension of any employment contract or similar arrangement with the CEO and Executive Officers, (v) any CEO and Executive Officers severance or change in control arrangement, and (vi) any other CEO and Executive Officers compensation matters as from time to time directed by the Board. The Committee shall take account of the recommendations of the Company's CEO for other Executive Officers with respect to each of the foregoing items. The Committee may delegate authority to subcommittees of the Committee or to Executive Officers with respect to compensation determinations for persons who are not Executive Officers.
2. The Committee will annually review and make recommendations to the Board with respect to adoption and approval of, or amendments to, all cash-based and equity-based

incentive compensation plans and arrangements, and the amounts and shares reserved thereunder after taking into consideration the Company's strategies with respect to short and long-term cash and equity-based compensation.

3. The Committee will: (i) approve grants of stock, stock options or stock purchase rights to individuals eligible for such grants (including grants in compliance with Rule 16b-3 promulgated under the Exchange Act to Executive Officers); (ii) interpret the Company's equity-based compensation plans and agreements thereunder; and (iii) determine acceptable forms of consideration for stock acquired pursuant to the Company's equity-based incentive compensation plans. The Committee may delegate to the Company's CEO the authority to approve options to employees of the Company or of any subsidiary of the Company who are not directors of the Company or Executive Officers, provided that such options are to purchase fewer than 30,000 shares in any one year period, and provided further, that the price per share is no less than the fair market value of the Company's common stock on the date of grant.
4. The Committee will meet annually with the Company's Chief Executive Officer to discuss the incentive compensation programs to be in effect for the Company's Executive Officers for such fiscal year and the corporate goals and objectives relevant to those programs.
5. The Committee will prepare an annual report on executive compensation to the Company's stockholders for inclusion in the proxy statement for the Company's annual meeting in accordance with the rules and regulations of the Securities and Exchange Commission.
6. The Committee will review this Charter periodically and recommend to the Board any changes it determines are appropriate.
7. The Committee will have the authority and right, at the expense of the Company, to retain and terminate compensation consultants, legal counsel and other advisors of its choosing to assist the Committee in connection with its functions. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants and advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors employed by the Committee pursuant to this Charter or the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries and to obtain recommendations from outside consultants concerning compatible pay programs, as appropriate.
8. The Committee will perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and any exchange or market on which the Company's capital stock is traded, and perform other activities that are consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and applicable laws, rules or regulations as the Committee, any other committee of the Board or the Board deems necessary or appropriate.