

Vine/Amaze Compensation Committee Charter

I. Composition

The Board of Directors (the “Board”) of Vine/Amaze (the “Company”) shall elect annually a Compensation Committee (the “Committee”) comprised of three or more directors independent of management and each of whom is a “disinterested party” within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, and an outside director under section 162(m) of the Internal Revenue Code of 1986, as amended. The Board shall elect one of the members of the Committee as Chairperson.

II. Authority

The Committee is granted the authority to perform the duties enumerated in this charter and, upon the direction and approval of the Board, to investigate any human resources or compensation activity of the Company.

III. Responsibility

The primary responsibility of the Committee is to aid the Board in discharging its duties relating to the compensation of the Company’s Chief Executive Officer and other officers of the Company and its subsidiary having the title of Senior Vice President or higher (the “Senior Officers”). The committee is established to ensure the management of the Company has in place a plan to adequately and equitably compensate employees, officers and directors who are employed by the Company consistent with market conditions and normally applied benchmarks for such compensation.

IV. Specific Duties

The Committee shall be responsible for the following:

1. Review and approve the Company’s stated compensation strategy to ensure that the economic interests of shareholders and management are linked, that Senior Officers are rewarded appropriately for their contributions to Company growth and profitability, and that the Senior Officers’ compensation strategy supports organization objectives and shareholder interest.
2. Annually review, approve and evaluate:
 - a. the annual compensation, including salary, bonus and other compensation of the Senior Officers.
 - b. Company goals and objectives relevant to compensation of the Senior Officers.
 - c. Senior Officer performance in light of these goals and objectives and approve compensation in accordance therewith and provide a report there on to the Board.

- d. The Company's employee compensation philosophy, strategy, benefits and equity programs
3. Review and approve the design, performance measures and award opportunities for the Company's Senior Officer compensation plans.
4. Review and approve employment agreements, severance arrangements, change in control agreements, and retirement arrangements and provisions when, and if appropriate as well as any supplemental benefits.
5. Review and make recommendations to the Board with respect to incentive based compensation plans and equity-based plans.
6. Oversees the administration of employee stock-based compensation and benefit plans.
7. Oversee the administration of the ESOP, 401(k) plan and other designated employee benefit plans.
8. Prepare, or oversee the preparation of, and approve the annual Committee report on executive compensation for inclusion in the Company's proxy statement
9. Recommend to the Board the compensation for directors
10. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

V. Staff and Other Support

Primary staff support for the Committee shall be provided by Vine/Amaze Human Resources/People Department. Further, the Committee shall also have authority to obtain advice and assistance as needed, from internal or external legal, accounting or other advisors.

VI. Meetings

The Chairperson of the Committee, or their appointee, will preside at each meeting of the Committee and set the agenda of items to be addressed. As necessary or desirable, the Chairperson of the Committee may request that certain members of management be present at meetings of the Committee. The Committee shall meet as often as it determines, but not less than twice a year.

The Committee will keep detailed minutes of each meeting that will be provided to the Board for review.