

**CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
AEHR TEST SYSTEMS**

(As amended on November 12, 2014)

I. PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the “Board”) of Aehr Test Systems (the “Company”) shall be to:

- (a) discharge the Board's responsibilities relating to compensation of the Company's executive officers. The Compensation Committee has overall responsibility for approving and evaluating the officer compensation plans, policies and programs of the Company;
- (b) administer the Company's stock option plans, stock purchase plans, restricted stock plans and any other equity incentive plans adopted by the Company; and
- (c) provide disinterested administration of any employee benefit plans in which executive officers of the Company are eligible to participate.

The Compensation Committee is also responsible for completing such reports as may be required by applicable securities laws on executive compensation or other compensation matters.

In addition, the Compensation Committee will undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Compensation Committee will be appointed by and will serve at the discretion of the Board, or a committee of the Board delegated such authority. The Compensation Committee shall consist of no fewer than two members. All members of the Compensation Committee shall meet (i) the independence requirements of the listing standards of the Nasdaq Stock Market (“Nasdaq”) as defined under applicable Nasdaq rules and the rules and regulations of the Securities and Exchange Commission, (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board may designate one member of the Compensation Committee as its Chairman.

III. COMMITTEE RESPONSIBILITIES AND AUTHORITY

- The Compensation Committee shall periodically, but no less than annually, review and approve the annual base salary for the CEO and the executive officers of the Company, and review and approve any other benefits, compensation, or employment-related arrangements for the CEO and the executive officers, including (a) annual or special incentive bonuses, including the specific goals and amount, (b) equity compensation, and/or (c) employment agreements, severance arrangements, and change in control agreements/provisions. The CEO may not be present during voting or deliberations on his or her compensation.
- The Compensation Committee may make recommendations to the Board with respect to incentive compensation plans, including reservation of shares for issuance under employee benefit plans.
- The Compensation Committee shall periodically, but no less than annually, review and recommend to the Board for its approval the compensation, including cash, equity or other compensation, for members of the Board for their service as (a) a member of the Board, (b) a member of any committee of the Board, (c) a Chairman of any committee of the Board and (d) the Chairman of the Board. The Compensation Committee will consider the Board's Nominating and Governance Committee's review of the effectiveness of the operation of the Board and its committees in connection with the Compensation Committee's review and recommendations with respect to the Company's directors' compensation.
- The Compensation Committee shall annually review the performance of the Company's Chief Executive Officer.
- The Compensation Committee may make recommendations to the Board on the Company's executive compensation practices and policies, including the evaluation of performance by the Company's executive officers and issues of management succession.
- The Compensation Committee may form and delegate authority to subcommittees when appropriate.
- The Compensation Committee shall make regular reports to the Board.
- The Compensation Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- The Compensation Committee shall have authority to obtain advice and assistance from internal or external legal, accounting, compensation or other advisors.

IV. MINUTES

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

V. COMMITTEE MEMBER COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers, per meeting fees and fees for service as Chairman of the Compensation Committee. Fees may be paid in such form of consideration as is determined by the Board.

Except as permitted under applicable laws and the rules and regulations of Nasdaq and the Securities and Exchange Commission, members of the Compensation Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as Chairman of the Board or Chairman of any committee of the Board.