

FIRSTHAND TECHNOLOGY VALUE FUND, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

1. The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Firsthand Technology Value Fund, Inc. (the “*Company*”) is to oversee the discharge of, or assist the Board in discharging, the Board’s responsibilities relating to the Company’s compensation programs, if any, and the compensation, if any, of the Company’s executive officers, including, but not limited to, by designing (in consultation with management or the Board), evaluating and approving the compensation plans, policies and programs of the Company. The Committee shall ensure that compensation programs are designed to encourage high performance, promote accountability and assure that employee interests are aligned with the interests of the Company’s stockholders.

2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws and applicable law. Except as otherwise expressly provided herein, the powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including, but not limited to, any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

3. The Charter includes requirements for companies subject to (a) the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (as so amended and inclusive of such rules and regulations, the “*Exchange Act*”), and (b) the listing and other standards of The Nasdaq Stock Market (“*Nasdaq*”). Any such requirements shall only be imposed on the Committee’s composition and/or activities effective as of the date upon which the Company is either subject to such reporting requirements and/or such listing and other standards of Nasdaq.

4. The Board expects that the Committee’s only substantive responsibility will be to evaluate and set the compensation paid to the independent directors of the Company within the meaning of Rule 5605 of the Nasdaq Listing Rules (the “*Independent Directors*”). No other executive officers of the Company are paid compensation by the Company nor has the Company adopted any related compensation plan or program for its executive officers.

II. Membership

1. The Committee shall (a) consist of all the Independent Directors, except as otherwise required by the Nasdaq rules, (b) be a “non-employee director” within the meaning of Rule 16b-3 of the Exchange Act, and (c) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

2. The members of the Committee, including, but not limited to, the Chairperson of the Committee (the “*Chair*”), shall be appointed by the Board, which shall consider any recommendation of

the Board or any applicable nominating or governance committee, and the applicable Nasdaq rules when appointing members of the Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements of membership provided herein.

III. Meetings and Procedures

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

2. The Committee shall meet as often as it deems necessary or desirable in order to perform its responsibilities. The Committee shall keep such records of its meetings as it shall deem appropriate.

3. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management, compensation and benefits consultants, the internal and/or external legal counsel to the Company or any other person whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee.

4. The Committee shall (a) have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel, or other advisors as the Committee deems necessary or appropriate to carry out its responsibilities, (b) be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Committee, and (c) subject to any exceptions permitted under Nasdaq rules, select, or receive advice from, a compensation consultant, legal counsel or other advisor, other than in-house legal counsel, only after taking into consideration the factors required by any applicable requirements of the Exchange Act and Nasdaq rules. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

5. The Committee may conduct or authorize investigations, including, but not limited to, through the use of independent counsel, experts or advisors, into any matters within the scope of the powers and responsibilities delegated to the Committee, shall have full access to all books, facilities, records and personnel when necessary or advisable, and shall have authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.

IV. Powers and Responsibilities

1. The Committee shall have the authority to periodically review and recommend to the Board compensation for service on the Board and any committees by Independent Directors. In addition, the Committee shall periodically consider and recommend to the Board the appropriate additional compensation an Independent Directors should receive for service as chair of the Board or a committee thereof.

2. The Committee shall have the authority to recommend to the Board executive officer and director indemnification and insurance matters.

3. If applicable, the Committee shall (a) review and discuss with management the Company's compensation discussion and analysis to be included in the Company's annual proxy materials or annual report on Form 10-K filed with the SEC, and (b) produce an annual report on executive compensation for inclusion in the Company's annual proxy materials in accordance with applicable rules and regulations of Nasdaq, the SEC and other regulatory bodies.

4. The Committee shall have the authority to monitor the Company's compliance with the requirements of the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and other applicable laws, regulations and rules, and shall have the authority to oversee the Company's response to regulatory developments, in each case relating to compensation arrangements for directors and executive officers.

5. The Committee, through its Chair, shall report regularly to, and review with, the Board any issues that the Committee determines are necessary or advisable to report to the Board.

6. The Committee shall, at least annually, perform an evaluation of the performance of the Committee and its members, including, but not limited to, a review of the Committee's compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including, but not limited to, any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

7. The Committee shall, at least annually, review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole or any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of "outside directors" or is intended to be exempt from Section 16(b) under the 1934 Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

VI. Limitations on Scope

The Committee members shall serve on the Committee subject to the understanding on their part that the Committee members, in agreeing to serve on the Committee pursuant to this Charter, do so in reliance on, among other things, any indemnification agreements between the Company and each member and the provisions of the Company's certificate of incorporation which (a) together with the bylaws, provide indemnification for their benefit, and (b) to the fullest extent provided by law, provide that no director shall be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as director.

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