

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 (i) the Company’s compensation programs, if any, (ii) 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 and (iii) the compensation of the Independent Directors (as defined below). The Committee shall ensure that compensation programs for the Company’s executive officers 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. 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.

3. The Board expects that the Committee’s only substantive responsibility will be to evaluate and set the compensation paid to the independent directors (the “*Independent Directors*”) of the Company within the meaning of Rule 5605 of the Listing Rules (the “*Nasdaq Listing Rules*”) of the Nasdaq Stock Market (“*Nasdaq*”). 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 be comprised of not fewer than three members of the Board. The Committee shall consist of all the Independent Directors, except as otherwise required by the Nasdaq Listing Rules. Each member of the Committee shall (a) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and (b) 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 Nominating Committee of the Board, and the applicable Nasdaq Listing 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 ordinarily meet in person; however, members may attend telephonically or by video conference, and the Committee may act by written consent, to the extent permitted by law and the Company's bylaws. A majority of the members of the Committee shall constitute a quorum for the transaction of business during any meeting of the Committee. The action of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the action of the Committee. The Committee shall cause minutes of its meetings to be prepared.

3. In discharging their duties, the members of the Committee are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the member reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or (c) another Board committee on which the member does not sit, as to a matter within such committee's designated authority, if the director reasonably believes the committee to merit confidence.

4. 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.

5. 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 Listing 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 Listing 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.

6. 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 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 Director should receive for service as chair of the Board or a committee thereof.

2. The Committee shall review and approve the compensation paid directly by the Company, if any, to each of the Company's executive officers.

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

4. 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 Securities and Exchange Commission (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 the Nasdaq, the SEC and other regulatory bodies.

5. 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.

6. 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.

7. 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.

8. 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 Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of "non-employee directors."

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