

CHARTER FOR THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF ANALYSTS INTERNATIONAL CORPORATION

1. PURPOSE

The Board of Directors (the “Board”) of Analysts International Corporation (the “Company”) has adopted this formal written charter to govern the operation of the Compensation Committee (the “Committee”). As provided herein, the Committee shall, in consultation with the Board, establish executive compensation strategy and assure that the CEO and all other executive officers of the Company are compensated fairly and effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations and competitive practice. In addition, the Committee shall evaluate and make recommendations regarding compensation of the directors, including their compensation for service on committees of the Board.

2. COMMITTEE MEMBERSHIP

The Compensation Committee shall consist of three or more members, each of whom shall meet the independence requirements of the Marketplace Rules of the NASDAQ Stock Market. All Committee members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and “outside directors” as defined by Section 162(m) of the Internal Revenue Code of 1986 and related regulations, all as amended from time to time. Unless otherwise authorized by the Chair of the Board, the Committee shall not delegate any of its authority to any subcommittee.

On the recommendation of the Nominating and Governance Committee, Committee members shall be appointed annually by the Board for terms of one year, or until their successors shall be duly elected and qualified, and may be removed by the Board in its discretion. The Board shall appoint one member of the Committee as Chair, on the recommendation of the Nominating and Governance Committee. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board. If a Committee Chair is not present at a meeting, the members of the Committee may designate a Chair.

3. MEETINGS; MINUTES

The Committee shall meet in person or electronically at least once a year and at such additional times as may be necessary to carry out its responsibilities. Meetings may be called by the Committee’s Chair, the Chair of the Board and/or the Chief Executive Officer of the Company. A majority of members will constitute a quorum and will be able to conduct the business of the Committee. As necessary or desirable, the Committee may request that members of management and representatives of the Company’s independent accountants be present at meetings of the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board and filed with the minutes of the meetings of the Board. Reports of any

actions taken at meetings or by consent (by way of written action) shall be made by the Committee Chair to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Committee Chair or his/her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.

4. COMMITTEE RESOURCES

Subject to the approval of the Board and following consultation with senior management of the Company, the Committee shall have the right to use reasonable amounts of time of the Company's independent accountants, outside lawyers and internal staff, and, in connection with the performance of its responsibilities, the Committee will have the authority, to the extent necessary and appropriate in the circumstances, to retain compensation consultants to evaluate compensation matters. The Committee shall also have authority, to the extent necessary, to retain other advisors, following consultation with senior management of the Company. The Company will provide appropriate funding for payment of compensation to any such compensation consulting firm or other advisors duly retained by the Committee. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants, and shall obtain the concurrence of the Board in advance of any such expenditures.

5. COMMITTEE AUTHORITY AND RESPONSIBILITIES

5.1 Committee Tasks. The administration of compensation and benefits will generally be the responsibility of management; however, there are specific areas of action where Committee input and/or approval will be required:

5.1.1 Annually recommend to the Board a suitable and high-level compensation and benefits strategy, to ensure that the Company's executive compensation structure is designed to achieve the objectives of rewarding the Company's executive officers appropriately for their contributions to the growth and profitability of the Company and that such strategy supports the Company's objectives and shareholder interests.

5.1.2 Periodically evaluate and review with management the Company's philosophy of compensation, taking into consideration enhancement of shareholder value and the fair and equitable compensation of employees.

5.1.3 In consultation with the other independent members of the Board, annually review and approve corporate goals and objectives relevant to CEO compensation (base pay, short-term incentives, merit increases, long-term incentive, stock awards, employment and severance arrangements, perquisites, etc.), evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation. The CEO may not be present during voting or deliberations.

5.1.4 Annually review and approve total compensation (base pay, short-term incentive, merit increases, long-term incentive, stock awards, employment and severance arrangements, perquisites, etc.) for the executive officers of the Company.

5.1.5 Recommend to the Board for submission to shareholders all new equity-based incentive plans for the Company and review the administration of the Company's

long-term incentive programs to ensure consistent application of the plan(s) as it/they relate(s) to participation, vesting, granting of awards, total shares reserved for awards, etc.

5.1.6 Annually consider the relationship between the Company's strategic and operating plans and the Company's various compensation plans.

5.1.7 Periodically review with management, and advise the Board with respect to, employee deferred compensation plans.

5.1.8 Approve offers of employment for executive officers.

5.1.9 To the extent required under SEC rules and regulations, review and discuss with management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement and/or annual report on Form 10-K (if applicable), and recommend to the Board the inclusion of the CD&A in the proxy statement and/or Form 10-K. Review and approve the Compensation Committee Report to be included in the proxy statement and/or Form 10-K (if applicable).

5.1.10 Periodically review director compensation levels and practices and recommend changes to such compensation (retainers, meeting fees, stock and option grants) for board and committee service for outside members of the Board, as deemed appropriate.

5.1.11 Approve settlements of employment-related lawsuits exceeding \$100,000.

5.1.12 Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Committee.

5.1.13 Conduct other activities if required under applicable SEC rules or exchange regulations.

5.1.14 As used in this Section 5, "executive officer" means only those individuals who have been duly designated by the Board as "officers" for purposes of Section 16 of the Securities and Exchange Act of 1934.

5.2 Access and Cooperation. In connection with the performance of its responsibilities, the Committee shall have full and independent access to Company personnel, after first notifying the Chief Executive Officer or the Chief Financial Officer of the intention to interview personnel. The Committee shall also have full and independent access to Company business and financial information to the extent necessary to enable it to conduct its responsibilities. Management of the Company shall cooperate with the Committee and render to the Committee such reasonable assistance as it shall request for the purpose of carrying out its specified functions.

5.3 Charter Review. The Committee shall annually review and reassess the adequacy of this charter and obtain the approval of the Board for any proposed changes to the charter.

6. EFFECTIVE DATE

This charter was adopted by resolution of the Board on October 28, 2008 and shall apply to the Compensation Committee of the Company from and after that date, to the exclusion of any and all prior charters of the Compensation Committee of the Company.

7. DISCLOSURE OF CHARTER

This charter will be made available on the Company's website at www.analysts.com.

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