

CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
FOOD TECHNOLOGY SERVICE, INC.
(Effective April 1, 2005)

Purpose

The primary purpose of the Compensation Committee (the "Compensation Committee") of the Board of Directors (the "Board") of Food Technology Service, Inc. (the "Company") is to provide guidance and assistance to the Board in discharging its duties and responsibilities relating to compensation of the Company's directors and executive officers, and administer and implement the Company's compensation and benefit programs.

Committee Membership

The Compensation Committee shall be appointed by the Board of Directors annually and shall consist of three (3) or more directors, all of whom in the judgment of the Board of Directors shall be independent and shall satisfy the independence requirements of the Nasdaq Stock Market ("NASDAQ") corporate governance rules by the time such rules go into effect. Compensation Committee members may be replaced by the Board of Directors.

Committee Powers, Authority, Duties and Responsibilities

The Compensation Committee's responsibilities include, but are not limited to, the responsibilities which are required under the corporate governance rules of NASDAQ. The Committee's actions shall generally be related to overall considerations, policies and strategies. However, the following are specific areas where Compensation Committee action is required:

1. To annually review and approve corporate goals and objectives relevant to compensation of the Company's Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, and have the sole authority to determine the CEO's compensation level based on this evaluation and such other matters, as it deems relevant, including, among other things, the compensation being paid to CEO's at comparable companies.

2. To determining the long-term incentive component of the CEO's compensation. In this regard, the Compensation Committee should consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years and such other matters as it deems relevant.

3. In consultation with the CEO, to review and approve, for all other executive officers of the Company, (a) the annual base salary amount, (b) the annual bonus payment, pursuant to any incentive plan, (c) any long-term incentive compensation, (d) any proposed severance arrangements or change in control and similar agreements/provisions, and any amendments, supplements or waivers to the foregoing agreements, in each case as, when and if deemed necessary or advisable, and (e) any

perquisites, special or supplemental benefits, all in accordance with applicable law, rules and regulations to the extent such compensation is set forth in employment agreements, such employment agreements shall be subject to the review and approval of the Compensation Committee.

4. To periodically review and make recommendations to the Board with respect to the compensation of non-employee directors, including Board and committee meeting fees and such other forms of compensation as the Compensation Committee may consider appropriate.

5. To administer and implement the Company's incentive compensation and option plans, including, but not limited to, (a) approving option grants or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.

6. To prepare a report on executive compensation for inclusion in the Company's annual meeting proxy statement in accordance with applicable rules and regulations of the Securities and Exchange Commission.

7. To appoint one of their members as the Chairman. The Chairman shall be responsible for leadership of the Compensation Committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting for the Compensation Committee to the Board at the Board's next regularly scheduled meeting following the meeting of the Compensation Committee.

8. To review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

9. To have such other authority and responsibilities as may be assigned to it from time to time by the Board.

The Compensation Committee may engage attorneys and consultants which it determines are necessary or appropriate to carry out its duties. The Compensation Committee shall make all decisions with respect to fees and other compensation paid to such attorneys and consultants. Any such attorneys and consultants shall report to the Committee and shall serve at the Company's expense.

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