

OPNET TECHNOLOGIES, INC.
COMPENSATION COMMITTEE CHARTER

The Compensation Committee of the Board of Directors shall have the following authority:

- (a) to establish (i) the compensation (including salaries, bonuses and every other type of compensation that is not made available on a similar basis to employees of the Corporation in general) of each executive officer of the Corporation, (ii) compensation policies applicable to the executive officers of the Corporation and (iii) the bases for the compensation of the chief executive officer of the Corporation, including the facts and criteria on which it is based; and
- (b) to exercise all rights, authority and functions of the Board under the Amended and Restated 1993 Incentive Stock Option Plan and the 2000 Incentive Stock Option Plan, including, without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make other stock awards thereunder; provided that the Compensation Committee shall not be authorized to amend either such Plan; and
- (c) to perform such other duties as the Board from time to time may direct.