

Rockwell Medical Technologies, Inc.
COMPENSATION COMMITTEE CHARTER
Adopted April 11, 2007

I. Purpose

The Rockwell Medical Technologies, Inc. (“Rockwell”) Compensation Committee (the “Committee”) has been delegated the responsibility for overseeing, reviewing, assessing, and recommending or approving all compensation and benefits for executive officers and making recommendations to the full Board of Directors (“Board”) with regard to director compensation. The Committee administers the stock incentive program and reports to the Board on executive compensation policies, programs and plans. In addition, the Committee may approve employee compensation and benefit programs to the extent Board action is necessary or appropriate. The Committee also has responsibility to review the compensation discussion and analysis section of Rockwell’s annual meeting proxy statement and to produce a report to be included in Rockwell’s annual meeting proxy statement.

II. Goals

The goals of the Committee are to:

- Align executive compensation with shareholder interests and business performance;
- Establish and maintain a measurable, consistent standard for executive compensation; and
- Enable Rockwell to be competitive in securing and motivating superior caliber executive talent.

III. Committee Membership

The Committee shall consist of at least three members, each of whom shall satisfy the independence and experience requirements of applicable law and the Nasdaq Stock Market (“Nasdaq”). Additionally, no director may serve on the Committee unless he or she is a “non-employee director” as set forth in Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and is an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended. Initial determinations regarding the preceding qualifications shall be made by the Board in its business judgment. The Board will review the composition of the Committee annually and make any necessary changes.

IV. Committee Organization

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. Committee members shall be appointed by the Board and serve at the pleasure of the Board. The chairperson of the Committee shall, by consultation with management and other Committee members, set the agenda for and preside at Committee

meetings. The Committee will meet from time to time in executive session without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee has the authority to retain and terminate, and shall have sole authority over, any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities under this Charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and terminate any compensation consultant used to assist in the performance of the Committee's duties. Rockwell will provide the Committee with sufficient funding to exercise its authority to retain any consultant or advisor.

Except to the extent prohibited by Nasdaq rules and state law, the Committee may delegate its authority to subcommittees when it deems appropriate and in the best interests of Rockwell.

V. Duties and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Compensation Strategy. The Committee is responsible for, in conjunction with the full Board, overseeing and making recommendations with regard to overall compensation strategy. Such strategies shall seek to accomplish the goals described in Section II of this Charter.

Compensation Policies and Programs. The Committee shall oversee the development and implementation of Rockwell's compensation policies and programs. Such programs shall include, without limitation, the 1997 Stock Option Plan and the 2007 Long Term Incentive Plan. This includes making recommendations with respect to and approving Rockwell's compensation and employee benefit plans, discharging any responsibilities imposed on the Committee by such plans and approving plan documents for stock bonus plans, stock option plans, non-employee director stock plans and other executive and director compensation arrangements. The Committee may also review other employee compensation and benefit programs as directed by the Board from time to time and may approve on behalf of the Board, or recommend to the full Board for approval, such programs to the extent Board action is necessary or appropriate.

Chief Executive Officer Evaluation. The Committee shall annually review the Company's strategic business plan at the end of each year and shall meet in an executive session to evaluate the performance of the Chief Executive Officer in meeting the objectives stated in that plan. The Committee shall communicate its evaluation to the Chief Executive Officer.

Compensation of Executive Officers. The Committee shall review and approve the compensation of the Chief Executive Officer and shall review and recommend to the full Board the compensation of all other executive officers. Approvals and/or recommendations may be made with regard to (i) the total compensation package (including base salary, bonus, long-term stock incentives, employment agreements, severance arrangements, change-in-control agreements, and other forms of compensation), (ii) the structure and award formulae and calculation and performance targets for all incentive compensation programs for all executive

officers, and (iii) how such incentive compensation programs compare to peer companies and how they relate to Rockwell's performance when compared to such peer companies. The Chief Executive Officer shall not be present during voting or deliberations with respect to the review and approval of Chief Executive Officer compensation.

Director Compensation. The Committee is responsible for making recommendations to the Board with respect to director compensation.

VI. Reporting

The Committee shall review and discuss with the management of Rockwell the compensation discussion and analysis section of the annual meeting proxy statement, prepare and/or approve the compensation committee report on such section to be included in Rockwell's annual meeting proxy statement and review other proxy statement compensation disclosure. In addition, the Committee shall keep minutes of each meeting held and report to the Board regarding each meeting. This report shall include a review of any recommendations or issues that arise with respect to executive compensation and any other matters that the Committee deems appropriate or that the Board requests be included. The chairperson may also report at Board meetings on Committee matters as requested.

VII. Committee Self-Evaluation

At least annually, the Committee shall report to the Board whether or not it has achieved its goals. The format of the self-evaluation shall be determined by the Committee. In connection with such evaluation, the Committee shall recommend to the Board any necessary modifications to this Charter.