

# **TROIKA MEDIA GROUP, INC.**

## **Compensation Committee Charter**

### **I. Purpose**

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer or other person serving as the Company's principal executive officer (the "Chief Executive Officer") and all of the Company's other "officers" (the "Senior Executives") as defined in Rule 16a-1(f) promulgated under the Securities Exchange Act of 1934 (the "Exchange Act"). It shall also have overall responsibility for approving or recommending to the Board approval of, and evaluating all compensation plans, policies and programs of the Company.

### **II. Composition**

The Compensation Committee shall be composed of two or more directors. The members of the Committee shall meet the independence requirements of the Nasdaq All Committee members must also qualify as "outside" directors and as "non-employee" directors (as defined in Rule 16b-3 promulgated under the Exchange Act). The members of the Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board and shall serve until the next annual organizational meeting or until their respective successors shall be duly elected and qualified; provided, however, that members of the Committee may be removed by the Board.

### **III. Meetings**

The Compensation Committee shall meet at least once annually. The Committee may also hold any special meetings as may be called by the Chair of the Committee, a majority of the members of the Committee or at the request of management. A quorum for any meeting shall be a majority of the members. Members of senior management and others may attend meetings of the Committee at the invitation of the Committee and shall provide pertinent information as necessary.

The Chair of the Committee shall consult with management on the preparation of the agenda for each meeting and use reasonable efforts to cause management to distribute the agenda and supporting materials to the Committee members prior to each meeting. The Chair will also cause minutes of each meeting to be prepared and circulated to the Committee members. Meeting agendas and minutes shall also be distributed to the directors who are not members of the Committee. The Committee may meet via telephonic or video conferencing facilities as it sees fit.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall report to the Board of Directors as to its activities.

### **IV. Functions**

1. The Compensation Committee shall review annually and, except as provided below, approve

the structure of the compensation program for the Chief Executive Officer and the Senior Executives as necessary. In establishing such compensation program, the Committee shall consider such factors as it considers relevant, such as the balance between fixed compensation, short-term incentives and long-term incentives, goals and objectives which are sought to be achieved, compensation practices at comparable companies or within the Company's industry, or changes in compensation practices broadly, at comparable companies or in the Company's industry. The Committee's annual review shall include the consideration of any risks created by the compensation program's elements, as well as any mitigating factors related to those risks.

2. Within the context of the approved compensation program for the Chief Executive Officer and Senior Executives, the Committee shall review annually and approve the annual base salaries and annual incentive opportunities (including both cash-based and equity-based grants and awards under annual and long-term plans or programs) of the Chief Executive Officer and the Senior Executives. In determining the compensation packages for such executive officers, the Committee shall consider such factors as it considers relevant, such as corporate performance, stock price performance, total returns to stockholders, industry conditions, recommendations of management and compensation awarded to executives at other companies.

3. From time to time the Committee may develop and approve any of the following that affect the Chief Executive Officer or any of the Senior Executives: (a) new long and short-term incentive plans and programs, including both cash-based and equity-based plans and programs; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; or (d) any deferred compensation plan or special retirement plan or benefit or any special perquisite that would individually, or in the aggregate with other perquisites received by such executive, be required to be reported in the Company's annual proxy statement. Any material change in the overall structure of the compensation program for the Chief Executive Officer or the Senior Executives, such as the introduction of new incentive programs or plans, or a significant realignment of the allocation of the components of the compensation program among fixed compensation, short-term incentives and long-term, shall be approved by a majority of the independent members of the Board. In addition to the foregoing and not in limitation thereof, the Committee shall, in the case of the Chief Executive Officer and, in the case of any of the Senior Executives, may submit any of the itemized matters for approval by the independent directors.

4. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees, or the senior management group (including the Chief Executive Officer and the Senior Executives), such as incentive, special or supplemental compensation and benefits, including supplemental retirement benefits and the perquisites provided to them during and after employment.

5. The Committee shall have the sole authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser to be used to assist it in the evaluation of the Chief Executive Officer or Senior Executive compensation and have sole authority to approve the fees and other retention terms of any consultant, counsel or adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any

compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from the Company's management. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or any other adviser retained by the Committee.

6. The Committee shall administer all of the Company's existing and future incentive compensation and equity-based compensation plans, except as may be expressly provided otherwise in a plan document or as otherwise delegated.

7. The Committee shall review and discuss with management the Compensation Discussion and Analysis to be included in the Company's proxy statement in connection with its annual meeting of stockholders and, based on such review and discussion, recommend to the Board that the Compensation Discussion and Analysis be included in the proxy statement.

8. The Committee shall, when making compensation decisions, consider the results of the advisory vote to approve executive compensation at the Company's annual meeting of stockholders.

9. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to 401(k) plans and loans to directors and officers and with all other applicable laws affecting employee compensation and benefits.

10. The Committee shall oversee the Company's compliance with the requirement under applicable rules that stockholders approve equity compensation plans, with limited exceptions.

11. The Committee shall administer the Company's Stock Ownership Guidelines as applied to the Company's executive officers and directors who are employees but not executive officers, including determining, during the annual compensation review process, whether the executive officers and employee-directors have satisfied the holdings requirement, providing notice of an executive officer's or employee-director's failure to comply with the Stock Ownership Guidelines to such executive officer or employee-director and to the Board, granting waivers and performing any other exercise of discretion under the Stock Ownership Guidelines.

13. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

14. The Committee shall annually review its own performance.