

**ATN INTERNATIONAL, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**Policy**

The Board of Directors (the “Board”) of ATN International, Inc. (the “Company”) has established a Compensation Committee (the “Committee”) with the authority, general responsibilities and specific duties described below.

**Membership**

The Committee shall consist of at least three directors, each of whom shall satisfy the “independence” and experience requirements of the NASDAQ Stock Market LLC (“NASDAQ”) rules and the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder as in effect from time to time. In addition, each Committee member shall be (1) a “non-employee director” as defined for purposes of Rule 16b-3 under the Securities Exchange Act and (2) an “outside director” as defined in regulations under Section 162(m) of the Internal Revenue Code.

The Committee shall have the authority to form and delegate its responsibilities to subcommittees as the Committee sees fit and to hire such outside advisors as it sees fit. Removal of Committee members shall be at the discretion of the Board. The Board shall appoint the members of the Committee, including its Chair.

**Purpose and Responsibilities**

The purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors. In discharging these responsibilities, the Committee shall:

1. CEO Compensation. Review and determine the annual and long-term performance goals and objectives for the Chief Executive Officer (the “CEO”); Evaluate the CEO in light of the applicable performance goals and objectives and determine the salary and other compensation of the CEO (meeting without the presence of the CEO when approving or deliberating on the CEO’s compensation); Review and determine, if appropriate, with respect to the CEO, any proposed employment agreement, severance arrangement or change-in-control agreement or provisions, as well as any special or supplemental benefits that are not offered as part of a broad based plan;
2. Other Executive Officer Compensation. Consult with the Chief Executive Officer and determine the annual and long-term performance goals and objectives for the other executive officers of the Company; Evaluate the Company’s other executive officers in light of the applicable performance goals and objectives and determine the salaries and other compensation of such officers; Review and, if appropriate, recommend to the Board, with respect to other executive officers, any proposed employment agreements, severance arrangements or change-in-control agreements

or provisions, as well as any special or supplemental benefits that are not offered as part of a broad based plan

3. Subsidiary Chief Executive Officer Compensation. Consult with the Chief Executive Officer regarding the salary, total compensation and annual and long-term performance goals and objectives for the chief executive officers of each of the Company's subsidiaries;
4. Director Compensation. Review and, if appropriate, make recommendations to the Board with respect to director compensation. In considering director compensation, the Committee may take into consideration the relative responsibilities of directors in serving on the Board and its various committees, provided that, directors who are Company employees shall not be compensated for their services as directors;
5. Periodically review the Company's 2008 Equity Incentive Plan and any other equity compensation plans and administer equity compensation plans upon appointment by the Board of Directors;
6. Periodically examine the Company's compensation policies, structure and philosophy to determine whether the Company is rewarding its directors, executive officers and other personnel in a manner consistent with sound industry practices and make recommendations to the Company's management and the Board;
7. Periodically review and recommend appropriate incentive and compensation plans for consideration and approval by the Board;
8. Periodically review with the Company's management, and make recommendations to the Board regarding, the establishment, termination, or amendment of the employee benefit plans of the Company and affiliated companies, including pension plans, severance plans, a 401K plan and any other similar plans that the Committee deems desirable to establish from time to time;
9. Periodically review and oversee the activities of the ATN International, Inc. 401K Committee;
10. Provide an annual report on executive compensation for the Company's annual proxy statement filed with the Securities and Exchange Commission, in accordance with applicable rules and regulations;
11. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement;
12. Report its actions and any recommendations to the Board after each Committee meeting;

13. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval;
14. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of such compensation consultants, legal counsel and other advisors as the Committee deems necessary or appropriate to carry out its responsibilities. The Committee shall select, or receive advice from, such consultants, counsel and advisors only after taking into consideration the applicable factors affecting independence that are specified in SEC and NASDAQ rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultants, counsel and advisors that it retains. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such consultants, counsel and advisors as established by the Committee; and
15. Review such other matters within the scope of its responsibilities as the Committee or the Board shall determine from time to time, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

### **Attendance**

All members of the Committee shall endeavor to be present, in person or by telephone, at all meetings; however, two Committee members shall constitute a quorum.

### **Minutes of Meetings**

Minutes of each meeting shall be prepared and sent to Committee members and will be made available to members of the Board who are not Committee members.

### **General**

The Committee shall have such additional authority and duties as the Board by resolution shall prescribe.

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