

Compensation Committee Charter

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
BAZAARVOICE, INC.**

(as amended and restated as of February 27, 2014)

PURPOSE

The purpose of the Compensation Committee of the Board of Directors (the "**Board**") of Bazaarvoice, Inc. (the "**Company**") shall be to:

- provide oversight of the Company's compensation policies, plans and benefits programs;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company's Chief Executive Officer (the "**CEO**") and other executive officers (officers reporting under Section 16 of the Securities Exchange Act of 1934), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company;
- evaluate and make recommendations to the Board regarding the compensation of the Board members, taking into account their independence status; and
- assist the Board in administering the Company's equity compensation plans for its employees.

The compensation programs for the Company's executive officers shall be (i) designed to attract, motivate and retain highly skilled executives responsible for the achievement of the Company's financial and strategic goals, (ii) determined within a competitive framework and (iii) based on the achievement of the Company's overall financial results, individual contributions and a compensation philosophy of "pay for performance".

In furtherance of these purposes, the Compensation Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

MEMBERSHIP

The Compensation Committee members shall be appointed by, and shall serve at the discretion of, the Board. The Compensation Committee shall consist of no fewer than three members of the Board. The Board may designate one member of the Compensation Committee as its chair. The Compensation Committee may form and delegate authority to subcommittees when appropriate. Members of the Compensation Committee must meet the following criteria:

- the independence requirements of The Nasdaq Stock Market, including the requirement that the member not accept any consulting, advisory or other compensatory fee from the Company, other than fees received for Board or committee service or fixed amounts of compensation received under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service);
- the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended;
- the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended; and
- any other laws, rules, regulations or requirements that may come into force or otherwise become applicable.

In determining whether a director is eligible to serve on the Compensation Committee, the Board also must consider whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the Compensation Committee.

Notwithstanding the criterion above that each member of the Compensation Committee meet the independence requirements of The Nasdaq Stock Market, if the Compensation Committee is comprised of at least three members, one director who does not meet the independence requirements of The Nasdaq Stock Market and is not currently an executive officer or employee or a family member of an executive officer of the Company, may be appointed to the Compensation Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership on the Compensation Committee is required by the best interests of the Company and its stockholders. A member appointed under this exception may not serve longer than two years.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Compensation Committee shall include:

Executive, Director and Other Compensation

- Annually reviewing and approving for the CEO and the executive officers of the Company: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement and change in control agreement/provision, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or arrangements not available to employees generally. One of the Compensation Committee's objectives shall be to use compensation to align the interests of the executive officers with the long-term interests of the Company's stockholders, thereby incentivizing management to increase stockholder value;
- Reviewing and approving corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluating performance in light thereof, and considering factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals;
- Acting as Administrator of the Company's equity compensation plans for its employees;
- Providing oversight of the Company's overall compensation plans and benefits programs and making recommendations to the Board with respect to improvements or changes to such plans or the adoption of new plans when appropriate;
- Evaluating, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans; and
- Evaluating director compensation and making recommendations to the Board regarding director compensation, including with respect to directors' stock option grants under the Company's equity compensation plan;

Related Duties and Authority

- Periodically reviewing this Charter and its processes and recommending any proposed changes to the Board of Directors;
- Annually assessing its own performance;
- Reviewing and discussing with management the Company's Compensation Discussion and Analysis included in the Company's annual proxy statement, and producing a report on executive compensation for inclusion in the Company's annual proxy statement that complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations; and
- Reviewing and considering on an annual basis whether the compensation policies and practices for all employees are reasonably likely to have a material adverse effect on the Company in accordance with SEC rules.

Consultants and Advisors

The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants outside legal counsel or other advisors to advise or assist the Compensation Committee in the performance of any of the responsibilities and duties set forth in this Charter.

The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee and will have sole authority to approve related fees and retention terms for any consultants and advisors retained by the Compensation Committee. The Compensation Committee shall also have the authority to terminate its advisors. The Company will provide the Compensation Committee with appropriate funding, as the Compensation Committee determines, for the payment of compensation to any compensation consultant, outside counsel, and other advisors as it deems appropriate, and administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties. The Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee only after taking into consideration independence factors as required under applicable Nasdaq listing standards.

In accordance with the applicable Nasdaq listing standards, the Compensation Committee shall at least annually review the independence of advisors to the Compensation Committee, including compensation consultants and the Company's regular outside counsel, in accordance with the independence factors as required under applicable Nasdaq listing standards.

MEETINGS

The Compensation Committee shall meet as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities. The Compensation Committee may meet either in person or telephonically, and at such times and places as the Compensation Committee determines. The Compensation Committee may establish its own meeting schedule, which it will provide to the Board. The Compensation Committee may invite to its meetings other Board members, Company management and such other persons as the Compensation Committee deems appropriate in order to carry out its responsibilities provided, however, that the Company's CEO may not be present during voting or deliberations on his or her compensation.

MINUTES

The Compensation Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

REPORTS

The Compensation Committee shall make regular reports to the full Board on the actions and recommendations of the Compensation Committee. The CEO may not be present during voting or deliberations regarding CEO compensation.

COMPENSATION

Members of the Compensation Committee shall receive such fees, if any, for their service as Compensation Committee members as may be determined by the Board in its sole discretion.