

EASYLINK SERVICES INTERNATIONAL CORPORATION COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this "Charter") has been adopted by the Board of Directors (the "Board") of EasyLink Services International Corporation (the "Company") on June 3, 2008.

Purpose of the Compensation Committee

The Compensation Committee (the "Committee") is appointed by the Board to assist the Board in discharging its overall responsibilities relating to executive compensation, including the administration of the Company's stock option and other equity-based plans.

Reliance on Information Provided

Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (iii) representations made by management as to all audit and non-audit services provided by the auditors to the Company.

Membership; Organization

1. Number. The Committee shall consist of at least three (3) members of the Board, each of which are free of any relationship that, in the opinion of the Board, may interfere with such member's individual exercise of independent judgment and who otherwise comply with the standards set forth in this Charter.
2. Independence. Each member of the Committee shall satisfy the applicable independence requirements for serving on compensation committees as set forth in the applicable rules of the National Association of Securities Dealers (the "NASD Rules"), the rules adopted by the Securities and Exchange Commission (the "SEC") pursuant to Section 301 of the Sarbanes-Oxley Act of 2002, and the requirements of the NASDAQ exchange, as codified in Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
3. Chair. Unless a chair of the Committee is designated by the Board, the members of the Committee shall elect a chair (the "Chair") by majority vote of the full Committee. The Chairman shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, making regular reports to the Board, and maintaining regular liaison with the Chief Executive Officer, Chief Financial Officer and the General Counsel.
4. Compensation. The compensation of the Committee shall be as determined by the Board. No member of the Committee may receive any consulting, advisory or other compensatory fee from the Company other than fees paid in his or her capacity as a member of the Board or a committee thereof.
5. Selection and Removal. Members of the Committee shall be appointed by the Board. The Board may remove and replace members of the Committee, with or without cause, at any time.

Authority and Responsibility

1. General. The Committee shall have all authority (necessary or implied) in order to carry out its duties and responsibilities as well as such other duties as may be delegated from time to time by the Board. In carrying out such duties and responsibilities, the Committee's policies and procedures should remain flexible in order to react to changing conditions and circumstances. The policies and procedures set forth herein are therefore set forth as a guide with the understanding that the Committee may alter or supplement them as appropriate.
2. Executive Compensation. The Committee shall review and approve prior to the beginning of each year the corporate goals and objectives relevant to the compensation of the chief executive office and the other executives

officers of the corporation for such year, evaluate individual current year performance in light of the established goals and, together with the other independent directors of the corporation, set annual compensation for the chief executive officer and other executive officers, including salary and bonus targets, for the upcoming year based on such evaluation. The Committee shall prepare an annual written review of the chief executive officer's performance; review and discuss such review with the independent directors; and conduct an in-person review with the chief executive officer. The Committee shall review the evaluation process and compensation structure for the other members of senior management, and provide oversight regarding management's decisions concerning the performance and compensation of such senior management personnel.

3. Management Review. The Committee shall monitor the implementation of the corporation's management succession strategies.

4. Equity Compensation Plans. The Committee shall review the Company's stock option plans and other equity-based plans and recommend changes to the Board, as it deems appropriate. The Committee shall have all authority granted to a committee of the Board under the terms of any such plan with respect to the granting of options or awards thereunder and the administration of such plans.

5. Other Benefits Plans. The Committee shall review the Company's other significant benefit programs, including its retirement programs, and recommend changes to the Board, as it deems appropriate.

6. Annual Report. The Committee shall prepare the report on executive compensation for inclusion in the Company's annual proxy statement, as required by regulations promulgated by the Securities and Exchange Commission.

Procedures and Administration

1. Meetings. The Committee shall meet at least four (4) times per year and more frequently as it believes is necessary or appropriate to fulfill its duties and responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. A majority of the Committee shall constitute a quorum for the taking of any action at any meeting of the Committee and a majority of those members present at a meeting, a quorum being present, shall be required to approve any action taken by the Committee. The Chairman may call a meeting upon due notice to each other member not less than twenty-four (24) hours prior to such meeting and any member may call a meeting upon due notice to each other member not less than forty-eight (48) hours prior to such meeting.

2. Access to Information. In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel and outside professionals.

3. Subcommittees. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services; provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

4. Independent Advisors; Funding. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors, who may be regular advisors to the Company.

5. Administrative Expenses. The Committee is empowered, without further action by the Board, to cause the Company to provide appropriate funding for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

6. Reports to Board. The Committee shall keep such records of its meetings as it shall deem appropriate and make regular reports to the Board.

7. Charter. The Committee shall review and reassess the adequacy of this Charter regularly and recommend to the Board for approval any proposed changes that the Committee believes are necessary or appropriate.

8. Review of Committee's Performance. The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.