

Compensation Committee Charter

The Board of Directors (hereafter "the Board") of Remark Media, Inc. (hereafter the "Company") has adopted this charter for the Compensation Committee (hereafter, the "Committee") to serve the best interests of the Company and its stockholders. This charter serves as a flexible framework in which the Committee may carry out its responsibilities and does not constitute a binding legal obligation. The charter should be interpreted in the context of all applicable laws, rules, regulations, and other governing legal documents. From time to time, the Board may modify this charter.

Purpose of the Committee

The purpose of the Committee is to:

- Assist the Board in monitoring performance and evaluating compensation of the Company's executive officers; and
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement.

Composition of the Committee

The Committee shall consist of three or more directors. The members of the Compensation Committee will comply with all applicable provisions of the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission (SEC) and the NASDAQ Stock Market.

Committee members shall be appointed by the Board of Directors. Members shall serve until their successors are duly elected and qualified. A Committee chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. Subcommittees may be formed and delegated as appropriate and where not prohibited by law or regulation.

Meetings and Procedures

The Committee shall meet at least twice each fiscal year and hold additional meetings as appropriate. The chairperson of the Committee will, in consultation with appropriate Committee members, determine the length of Committee meetings and develop the Committee's agenda.

The Committee shall undertake an annual review of its own performance to determine ways to improve its ability to discharge its responsibilities.

Responsibilities and Authority

- a. Review annually work plans, objectives and compensation for Company executive officers and make changes if the Committee deems it appropriate.
- b. Evaluate annually the performance of Company executive officers (including the Chief Executive Officer) and approve the compensation level of each based on this evaluation. The Committee shall consider all factors it deems appropriate and relevant, including, but not limited to the performance of the past year, and future desired performance of executive officers, the Company's performance and relative stock performance, the value of compensation provided to executive officers of comparable corporations, and past compensation of executive officers.
- c. Review and approve all employment, severance or termination agreements made with any current or former Company executive officers.
- d. Review non-compensation related benefit programs for Company executive officers and recommend applicable changes to the Board.
- e. Prepare any analysis or report on executive compensation required to be included in the Company's proxy statement and all periodic reports pursuant to applicable federal securities rules and regulations, and recommend the inclusion of such analysis or report in the Company's proxy statement and periodic reports.

- f. Work with Company executive officers to create plans for leadership development and management succession and review such plans annually.
- g. Determine the form and amount of non-employee director compensation. In determining this, the Committee should consider non-employee director compensation at peer companies of similar size and business scope, as well as level of responsibility required of directors to fully and faithfully perform their Company duties.
- h. Periodically review and make recommendations to the Board with respect to incentive compensation plans and equity-based plans, and periodically review and make recommendations to the Board with respect to the adoption of, or material changes in, material employee benefit, bonus, severance, and other compensation plans of the Company. As appropriate in connection with this process, the Committee shall seek appropriate assurances from internal or external advisors that all compensation and perquisites are appropriate, legally permissible and, where required, properly disclosed to the Company's stockholders.

Access to Management and Outside Advisors

The Committee shall have access to Company management and, as appropriate, to outside advisers. Committee members shall coordinate such access through the Chairman of the Board. The Committee may also retain outside advisers, at the expense of the Company, if it determines such steps are necessary to carry out its responsibilities.

In performing its responsibilities, the Committee is entitled to rely in good faith on information, opinions, reports or statements prepared or presented by: (a) officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented; (b) counsel, independent auditors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; and (c) other Committees of the Board as to matters within their respective designated authority which committee the Committee member reasonably believes to merit confidence.