

# INTERNAP CORPORATION

## Compensation Committee Charter

(Amended and Restated May 2015)

### A. Purpose

The primary purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Internap Corporation (the “Company”) is to determine the compensation arrangements of the directors and executive officers of the Company and to administer long-term incentive compensation and equity compensation plans, programs and similar arrangements that the Company may establish for, or make available to, its directors, executive officers, employees and consultants. The Committee’s objectives are to attract and retain the best possible executive talent, to motivate these executive officers to achieve the goals inherent in the Company’s business strategy, to link executive and stockholder interest through performance goals and equity-based plans and to provide a compensation package to the Company’s executive officers that recognizes individual contributions as well as overall business results.

### B. Composition

1. Number; Chair. The Committee shall be comprised of two or more directors of the Board appointed by the Board. The Board will affirmatively conclude that the members of the Committee are independent, as required. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership. In the event that a vote of the Committee results in a deadlock, the Committee shall submit the matter to those directors of the Company who are “independent,” as defined by NASDAQ listing standards (or the rules of the Company’s current exchange of listing), the Sarbanes-Oxley Act and the Securities Exchange Act of 1934. The determination of a majority of such independent directors shall be final and shall constitute the determination of the Committee on the matter.

2. Independence. Eligibility Requirements. Each member of the Committee shall, except as otherwise permitted by the applicable rules of the Nasdaq Global Market, be an “independent director” as determined in accordance with the applicable rules of the Nasdaq Global Market, as may be amended from time to time. No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, except for fees received as a member of the Committee, the Board or any other Board committee, and other payments permitted by the rules of the Nasdaq Global Market. In determining whether a director is eligible to serve on the Committee, the Board will consider the following criteria: 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 Committee.

3. Selection. Each member of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until his or her successor shall be duly elected and qualified, unless otherwise removed by the Board. Any vacancies on the Committee occurring prior to the annual organizational meeting shall be filled by the Board.

4. Quorum. A majority of the Committee shall constitute a quorum for the taking of any action by the Committee.

### **C. Responsibilities and Duties**

The Board has authorized and directed the Committee to assume each of the following responsibilities, and any other responsibilities the Board specifically delegates to the Committee:

1. Compensation Objectives. The Committee annually will review and recommend, in the case of the CEO, and approve, in the case of the designated Section 16 officers (the "senior executives") other than the CEO, the Company's goals and objectives relevant to CEO and senior executive compensation, including as the Committee deems appropriate, consideration of the Company's performance and relative stockholder return, the value of similar incentive awards to officers at comparable companies, the awards given to the senior executives in past years and such other factors as the Committee deems relevant, and evaluate the performance of the senior executives other than the CEO in light of those goals and objectives.

2. CEO and Executive Officer Compensation. The Committee annually will review and recommend to the Board, in the case of the CEO, and approve, in the case of the senior executives other than the CEO, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level and (d) any special or supplemental benefits or perquisites. The Committee will meet without the presence of senior executives when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other senior executives' compensation.

3. Employment Agreements, Etc. The Committee will review and recommend to the Board, in the case of the CEO, and approve, in the case of the senior executives other than the CEO, employment agreements, severance arrangements, joinder agreements and change in control agreements/provisions, in each case as, when and if appropriate.

4. Plan Recommendations and Approvals. The Committee annually will review and make recommendations to the Board concerning the adoption, terms and operation of the Company's compensation plans for all directors, senior executives and other employees, including incentive-compensation plans and equity-based plans, and including an assessment with respect to linkage between compensation and corporate performance.

5. Administration of Plan. The Committee will exercise all rights, authority and functions of the Board under, as applicable, the Company's incentive compensation plans, equity-based plans, employee stock purchase plan and other employee benefit plans, as well as the Company's 401(k) plan, including the authority to interpret the terms thereof, to grant stock options and to make awards of restricted stock and other discretionary awards thereunder (including recommendations to the Board regarding any such grants to the CEO). To the extent permitted by applicable law and the provisions of a given equity-based plan, the Committee may delegate to one or more senior executives of the Company the power to grant options or other stock awards, and amend the terms of such awards, pursuant to such equity-based plan to employees of the Company who are not directors or senior executives of the Company, such power to be subject to the parameters and limitations set forth in the applicable resolution adopted by the Committee.

6. Director Compensation. The Committee will periodically review and make recommendations to the Board with respect to director compensation.

7. Compensation Committee Report on Executive Compensation. The Committee annually will prepare a report on executive compensation for inclusion in the Company's proxy statement in accordance with the Securities and Exchange Commission and other applicable rules and regulations.

8. Independent Advisors. The Committee may, in its sole discretion and without further action by the Board, retain or obtain the advice of a compensation consultant, legal counsel or other advisor (each an "advisor"), as it deems necessary or appropriate, to carry out its responsibilities. Such advisors may be the regular advisors to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. The Committee is empowered, without further action by the Board, to cause the Company to pay the reasonable compensation of such advisors as established by the Committee. The Committee may select or receive advice from an advisor only after taking into consideration the following factors:

- The advisor's provision of other services to the Company;
- The amount of fees received from the Company by the advisor, as a percentage of the advisor's total revenue;
- The advisor's policies and procedures that are designed to prevent conflicts of interest;
- Any business or personal relationship between the advisor and a member of the Committee or executive officer of the Company;
- The advisor's ownership of any Company stock; and
- Any other factors identified by applicable securities exchange listing standards.

For the purposes of the factors above, "advisor" includes, as applicable, any person that employs the advisor under consideration.

The Committee is not required to conduct an independence assessment for in-house legal counsel or an advisor that acts in a role limited to the following activities:

- Consulting on any broad-based plan that does not discriminate in scope, terms or operation, in favor of executive officers or directors of the Company, and that is generally available to all salaried employees; and
- Providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

**D. Procedures and Administration**

1. Meetings. The Committee will hold such meetings as may be called by the Chairperson of the Committee or at the request of the Board. The Committee also may act by unanimous written consent in lieu of a meeting. The Committee will maintain minutes or other records of meetings and activities of the Committee.

2. Reports to Board. The Committee will report periodically to the Board.

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

4. Self-Evaluation. The Committee will conduct a self-evaluation of the performance of the Committee at least annually.