

SUPPORT.COM, INC.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Support.com, Inc. (the “Company”) is to:

1. carry out the Board’s overall responsibility relating to remuneration of executive officers of the Company;
2. assist the Board in establishing the appropriate incentive compensation and equity-based plans for the Company’s executive officers and to administer such plans;
3. review and ensure fairness in the administration of remuneration (compensation, equity based programs inclusive of stock) for equitable wealth distribution and the well being of the Company’s employees;
4. appraise the annual performance of the CEO and provide guidance to the CEO for the annual performance appraisals of other Officers;
5. produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement;
6. make proposals and recommendations to the Board regarding the frequency for “say on pay”, and the frequency of a vote to be taken to confirm or change the frequency of “say on pay” to be included in the annual proxy;
7. make proposals and recommendations to the Board regarding any “golden parachute” provisions that require review and shareholder approval as part of any merger or acquisition activity; and
8. assist the Board by periodically recommending for Board review and approval the appropriate compensation and equity-based plans for the Company’s directors; and
9. perform such other duties and responsibilities enumerated in and consistent with this Charter.

MEMBERSHIP AND PROCEDURES

Membership and Appointment

The Committee shall consist of not fewer than three independent members of the Board, with the exact number being determined by the Board. Members of the Committee shall be appointed from time to time by the Board based upon the recommendations of the Nominating and Governance Committee of the Board.

Independence and Qualifications

Each member shall be an “Independent Director” as defined by the rules promulgated by the Nasdaq Stock Market (the “NASDAQ Rules”). Each Committee member shall not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof. Compensatory fees shall not include: (i) fees received as a member of the Committee, the Board or any other Board committee; or (ii) the receipt of fixed amounts of compensation 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). In determining whether a Board member is eligible to serve on the Committee, the Board also must consider whether the Board member 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 Board member’s judgment as a member of the Committee.

In addition, each Committee member shall qualify as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, or any successor provisions thereto, and as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, or any successor provisions thereto.

Removal of Members

The entire Committee or any individual Committee member may be removed from such Committee with or without cause by the affirmative vote of a majority of the Board. Any Committee member may resign from the Committee effective upon giving oral or written notice to the Chairperson of the Board, the Corporate Secretary, or the entire Board (unless the notice specifies a later time for the effectiveness of such resignation). The Board may appoint a qualified successor to take office when such resignation becomes effective.

Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. The Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Secretary

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a member of the Board or an officer of the Company.

Meetings

The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. Meetings may be held in conjunction with regularly scheduled meetings of the Board or otherwise. Notice of meetings shall be given in accordance with the provisions of the Company's Amended and Restated Bylaws. The presence of two Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee.

The act of a majority of Committee members present at a duly convened Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws.

Delegation

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolutions of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

Authority to Retain and Terminate Advisers

In the course of its duties, the Committee shall have the sole authority, at the Company's expense, to retain, terminate or obtain the advice of compensation consultants, legal counsel and other advisers as the Committee may deem appropriate, including the sole authority to approve any such advisers' fees and other retention terms.

The 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 Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Officer.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K: (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Officers or Board members of the Company, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

Annual Performance Evaluation

The Committee shall undertake an annual evaluation of the Committee to assess its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board.

DUTIES AND RESPONSIBILITIES

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight functions. The duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, regulation or NASDAQ Rule.

The Committee shall:

1. Review and approve corporate goals and objectives relevant to the remuneration of the Company's chief executive officer ("CEO") and other officers who are reporting

persons under Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder (“Officers”).

2. Evaluate the CEO’s performance in light of such goals and objectives at least annually and communicate the results to the CEO and the Board. Additionally, provide guidance to the CEO for the annual performance evaluation of other Officers.
3. Based on the evaluation in 2. above, establish, determine and approve annually for the CEO and Officers, the compensation and grade levels for those persons, including, as applicable, (a) base salary, (b) bonus, (c) long-term incentive and equity compensation, (d) non-cash benefits, and (e) any other compensation, perquisites, and special or supplemental benefits.
4. Ensure that the CEO is not present during voting or deliberations on his or her compensation.
5. In determining the long-term incentive component of the CEO’s and Officers’ compensation, consider, among other items, the Company’s performance and relative stockholder return, the value of similar incentive awards to CEOs and other executive officers at comparable companies, and the compensation provided to the CEO and Officers in the past.
6. Establish and modify the terms and conditions of employment of the CEO and Officers, by contract or otherwise.
7. Determine the provisions of any contracts for the CEO and Officers that will govern the situation in which severance payments will be due upon change in control situations.
8. Assist the Board in developing and evaluating potential candidates for executive positions, including the CEO, and oversee Officer recruitment and the development of the succession plans.
9. Oversee administration, or provide for oversight administration, of the executive compensation plans of the Company in accordance with the terms of such plans.
10. Define competency profile(s) for each Officer position and update as required.
11. Maintain sole discretionary authority to interpret provisions of the Company’s executive compensation plans.
12. Determine, as applicable in connection with the Company’s executive compensation plans, such matters as eligibility for participation; persons to receive awards; the amount, form and other terms and conditions of awards; the form of agreements pertaining to such awards; the manner and form of deferral elections; or, when appropriate, the authorization of the Company’s purchase of its stock for allocation to the accounts of persons to whom awards have been made under such plans. The Committee may delegate to the Company’s CEO the authority to carry out all of the powers of the Committee to grant

options under the Company's plans to employees of the Company or any subsidiary thereof who are not members of the Board, the CEO or Officers.

13. Review the Company's incentive compensation and other equity-based plans and practices and recommend changes in such plans and practices to the Board.

14. Review industry benchmark comparables for each Officer position, on an annual basis.

15. Oversee the administration, or provide for oversight administration, of other equity-based compensation plans that may be adopted from time to time by the Board, including the Company's Employee Stock Purchase Plan and 401(k) Plan(s), as applicable.

16. Approve equity compensation plans and the grant of equity awards not subject to stockholder approval under applicable law, regulations or NASDAQ Rules, and if stockholder approval is required, recommend for stockholder approval such compensation plans and the grant of equity awards.

17. Prepare the annual report on executive compensation for inclusion in the Company's annual proxy statement and make recommendations on any matters subject to advisory votes by shareholders.

18. Perform such other activities and functions related to executive and director compensation as may be assigned from time to time by the Board.

Reliance on Information Provided

In adopting this Charter, the Board acknowledges that the Committee members are not necessarily legal experts and are not providing any expert or special assurance as to the Company's legal compliance. Each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company that provide information to the Committee and the accuracy and completeness of the information provided to the Committee by such persons or organizations absent actual knowledge to the contrary.

AMENDMENT

This Charter and any provision contained herein may be amended or repealed by a majority of the Board.

As approved February 9, 2016