

KIT digital, Inc. (the “Company”)

NASDAQ COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) shall be as follows:

1. To determine the compensation of the Chief Executive Officer (“CEO”) each of all of the other executive officers of the Company.
2. Unless otherwise determined by the Board, to serve as the administrative committee for any equity compensation plans adopted by the Board and any other compensation programs for the Company’s executive officers.
3. To produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement in accordance with applicable rules and regulations of the Nasdaq Stock Market, Securities and Exchange Commission (the “SEC”), and other regulatory bodies.

Composition

The Committee shall consist of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be “independent” under the rules of the Nasdaq Stock Market, a “non-employee director” within the meaning of Rule 16b-3 (or any successor rule) of the Securities Exchange Act of 1934 as amended (the “Exchange Act”), and as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

To the extent the Committee consists of at least three members, one director who does not meet the foregoing requirements may be appointed to the Committee, subject to the following:

- the director is not a current officer or employee, or a family member of an officer or employee, of the Company;
- the Board of Directors, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its stockholders;
- the Company discloses in the proxy statement for the next annual meeting of stockholders subsequent to such determination (or in its Form 10-K if the Company does not file a proxy statement), the nature of the relationship and the reason for that determination;
- such person does not serve under this exception on the Committee for more than two years; and

- such person shall not vote on any matter if and to the extent required to comply with Rule 16b-3 of the Exchange Act or Section 162(m) of the Code.

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors. A member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

The Board of Directors may allocate the responsibilities of the Committee to other committees of its own designation provided that any such committee consists solely of independent directors and has a published committee charter. In fulfilling its responsibilities, the Committee also shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

Meetings

The Committee shall meet as frequently as circumstances dictate. The Chairman of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All non-management directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

As part of its review and establishment of the performance criteria and compensation of the Company's executive officers, the Committee should meet separately at least on an annual basis with the CEO and any other corporate officers as it deems appropriate. However, the Committee should also meet from time to time without such officers present, and in all cases, such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

Duties and Responsibilities

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in this Charter.

In discharging its responsibilities, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority, without seeking Board approval, to retain outside counsel or other advisors for this purpose, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention.

Setting Compensation for Executive Officers and Recommending Compensation of Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve the Company's corporate goals and objectives relevant to the compensation for the CEO and other executive officers, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of those goals and objectives and, based on such evaluation, approve the annual salary, bonus, stock options and other equity awards, and other benefits, direct and indirect, of the CEO and other executive officers.
4. In approving the long-term incentive component of compensation for the CEO and other executive officers, the Committee should consider 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 awards given to the CEO and other executive officers in past years.
5. In connection with compensation programs for executive officers, the Committee should do the following:
 - (a) Review and recommend to the full Board of Directors, or approve, new compensation programs for executive officers;
 - (b) Review on a periodic basis the operations of the Company's compensation programs for executive officers to determine whether they are properly coordinated and achieving their intended purposes;
 - (c) Establish and periodically review policies for the administration of compensation programs for executive officers; and

- (d) Take steps to modify any compensation program for executive officers that yields payments and benefits that are not reasonably related to executive and corporate performance.
- 6. Establish and periodically review policies in the area of perquisites for executive officers.
- 7. Consider policies and procedures pertaining to expense accounts of executives officers.
- 8. Review and recommend to the full Board of Directors compensation of directors as well as directors' and officers' indemnification and insurance matters.
- 9. To the extent not delegated to the Audit Committee by the Board of Directors, review and approve all related party transactions (as specified in Item 404 of Regulation S-K) and review and make recommendations to the full Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment agreements, change-in-control agreements, severance agreements, termination arrangements, and loans to executive officers made or guaranteed by the Company.

Monitoring Incentive- and Equity-Based Compensation Plans

- 10. Review and make recommendations to the full Board of Directors with respect to, the Company's incentive-compensation plans for executive officers and equity-based plans, and review the activities of the individuals responsible for administering those plans, and approve any other incentive-compensation plans for executive officers.
- 11. Unless otherwise determined by the Board, serve as, and have all of the authority, duties and responsibilities of the administrative committee of each executive-compensation plan for executive officers and each equity-based plan.
- 12. Review and approve all awards pursuant to the Company's equity-based plans.
- 13. Monitor compliance by executives officers with the rules and guidelines of the Company's equity-based plans.
- 14. Have the sole authority to select, retain, and/or replace, as needed, any compensation or other outside consultant to be used to assist in the evaluation of director, CEO, or other executive officer compensation. In the event such a consultant is retained, the Committee shall have the sole authority to approve such consultant's fees and other retention terms.

Reports

15. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations of Nasdaq, the SEC, and other applicable regulatory bodies.
16. Report regularly to the Board of Directors with respect to matters that are relevant to the Committee's discharge of its responsibilities and with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.

Maintain minutes or other records of meetings and activities of the Committee