

Compensation Committee Charter

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors of inContact, Inc. (the "Board") to discharge the Board's responsibilities relating to compensation of the Company's executives and overseeing the compensation practices of inContact, Inc. (“inContact” or “the Company”) in accordance with this Charter and the Corporate Governance Guidelines.

Membership

At the first meeting of the Board following each Annual Meeting of Stockholders, the Board, after receiving the recommendations of the Corporate Governance and Nominating Committee, shall appoint the members of the Committee and shall determine the Chairperson of the Committee, each to serve at the pleasure of the Board. Committee members shall not have a fixed term. The Committee shall consist of no fewer than three members. The appointed, shall consist entirely of "independent" directors of the Board. “Independent” is defined as a director who: (i) satisfies all criteria to be a “non- employee director” within the meaning of Rule 16b-3 promulgated by the Securities and Exchange Commission (the “SEC”); (ii) meets the independence criteria established under the Corporate Governance Guidelines; and (iii) meets the definition of "outside director" under Section 162(m) of the Internal Revenue Code.

Authority and Responsibilities

The Committee shall have the authority, to the extent it deems necessary or appropriate, to conduct investigations and to retain consultants in connection with its responsibilities. The Committee may authorize and direct the payment of compensation by the Company to any such consultant and the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

General Administration

- Periodically, the Committee shall review the compensation strategy of the Company in consultation with the Chief Executive Officer (“CEO”) and its effect on the achievement of Company goals. The Committee shall annually review the compensation of the CEO, other executive officers and such other employees as the Committee shall deem appropriate. The Committee shall review market and industry data as it deems necessary for evaluating compensation.

- The Committee shall administer, and/or where appropriate oversee the administration of, director, executive and equity compensation plans and such other compensation plans as it deems appropriate, subject, however, to the Board's authority to appoint other Committees to administer awards made to non-executive officers. In administering the plans, the Committee may make awards, determine eligible participants, modify plans, impose limitations and conditions and take such other actions as it deems appropriate. Periodically, the Committee shall review and make recommendations to the Board with respect to the adoption of incentive plans and equity based plans that are subject to Board approval.
- The Committee shall establish and periodically review stock ownership guidelines for the officers of the Company.
- In consultation with management, the Committee shall recommend to the Board, or authorize consistent with the power and authority delegated to it by the Board, the adoption, amendment or termination of the Company's broad based employee benefit plans.

Executive Officer Compensation

- The Committee shall review and recommend to the Board for each of inContact's executive officers their: (i) annual base salary; (ii) annual incentive compensation; (iii) long-term incentive compensation; (iv) employment, severance and change-in-control agreements, if any; and (v) any other compensation, ongoing perquisites or special benefit items, if any. In so reviewing and recommending executive officer compensation, the Committee shall, among other things:
 - identify corporate goals and objectives relevant to executive officer compensation;
 - evaluate each executive officer's performance in light of such goals and objectives and approve each executive officer's compensation based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of inContact (including the cost to inContact of such compensation); and
 - determine any long-term incentive component of each executive officer's compensation, taking into account awards made to such executive officer in past years, inContact's business and financial performance, shareholder return, the value of similar incentive awards at comparable companies and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to inContact of such compensation).
- The Committee shall report to the Board the results of such review and its recommendations with respect to the compensation of inContact's executive officers.
- The Committee may delegate to one or more officers of inContact the authority to make grants and awards to any non-Section 16 officer or employee of inContact under such of inContact's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Board Compensation

The Committee shall review at least annually the form and appropriate level of compensation to non-employee directors for Board and Committee service and recommend for the Board's consideration the appropriate level of compensation and the principles for determining the form and amount of compensation. The Committee shall consider in relation to director compensation the applicable definition of "independence" and other requirements under Nasdaq Listing Rules and related guidelines, as well as compliance with the Sarbanes-Oxley Act of 2002 and rules and regulations adopted by the Securities and Exchange Commission.

Disclosure

The Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement and determine whether to recommend to the Board of Directors that the CD&A be included in the proxy statement, and provide the Compensation Committee Report for inclusion in the Company's proxy statement that complies with the rules and regulations of the Securities and Exchange Commission.

Reporting to the Board

- The Committee shall report to the Board periodically. Each report shall include a review of any recommendations or issues that arise with respect to inContact compensation and benefits policies, executive officer compensation, non-employee director compensation and any other matters that the Committee deems appropriate or is requested by the Board to include.
- The Committee shall annually evaluate its own performance and report to the Board on such evaluation.

Procedures

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Corporate Governance and Nominating Committee. The Committee shall annually evaluate the Committee's own performance and share such evaluation with the Corporate Governance and Nominating Committee. This review of the charter will be recorded in Committee meeting minutes.

- The Committee shall meet as often as it determines necessary, but not less than four times a year. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any compensation or other consultant of the Committee. After the Committee meets or otherwise takes action, it shall, as soon as

practicable, make a report of its activities at a meeting of the Board. Appropriate minutes of such meetings will be kept and retained.

- The Committee shall oversee the evaluation of management.
- The CEO may not be present during deliberations or voting by the Committee regarding the compensation of the CEO.
- The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems such delegation to be appropriate and in the best interests of the Company.
- The Committee may, in its sole discretion, retain and terminate a compensation consultant, legal counsel, or other adviser to assist the Committee in the evaluation of the compensation of the CEO other executive officers of inContact or inContact's senior management, or otherwise discharge the duties and responsibilities of the Committee.¹ The Committee shall be directly and solely responsible for the compensation and oversight of the work of any compensation consultant, legal counsel, and other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
- The Committee shall be responsible for any other matters expressly delegated to the Committee by the Board from time to time.

Adopted by resolution of the Board of Directors on June 7, 2007.

Revised and updated by resolution of the Board of Directors adopted August 6, 2013.

¹ 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 executive officer of the Company.