

**INCEPTION TOPCO, INC.
COMPENSATION COMMITTEE CHARTER**

Purpose

A Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Inception Topco, Inc. (together with its direct and indirect subsidiaries, the “Company”) is appointed to exercise the authority of the Board in establishing and overseeing compensation for executive, managerial and other personnel of the Company that is competitive and rewarding to the degree that it will attract, hold, and inspire performance of a quality and nature that will enhance the growth and value of the Company.

Composition

The Committee shall consist of two (2) members designated by the Board to serve until their successors are duly designated 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 upon written notice to the removed member.

Chair

The Board shall designate a chairman by majority vote. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Meetings

The Committee shall meet as frequently as it deems necessary, but in no event less than annually. A majority of the members of the Committee shall constitute a quorum. Any member of the Committee or the Board may call a meeting of the Committee. Unless the Committee or the Board adopts other procedures, the provisions of Inception Topco, Inc.’s Amended and Restated Bylaws (as may be further amended from time to time) applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests or as the Committee deems appropriate in order to carry out its duties and responsibilities.

All actions and decisions of the Committee shall be by the affirmative vote of a majority of the members appointed to serve on the Committee. Minutes of each meeting will be kept with the regular corporate records. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Committee. The chairman of the Committee or his or her designee will report on each meeting of the Committee as well as any actions taken by the Committee to the Board at the next meeting of the Board following the meeting of the Committee or any such actions taken by the Committee.

Duties and Responsibilities

Subject in all respects to any limitations contained in the Company's Management Authorization Limits, the Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time. The Committee has the power and authority, in its discretion, to obtain such data and to use such internal and external resources as it deems necessary to fulfill its responsibilities and duties. This shall include, without limitation, the authority to obtain external consultant reports, published salary surveys, and other materials. In discharging its responsibilities, the Committee will act in reliance on management, the Committee's and the Company's other advisors and experts, as the Committee deems necessary or appropriate. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. The Committee shall have unrestricted access to the Company's employees, internal and outside counsel, and anyone else in the Company, and may require any officer or employee of the Company or representative of the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

- Establish, implement, and oversee the administration of all compensation philosophies and policies of the Company.
- Establish and administer the total compensation of the Chief Executive Officer and all employees of the Company who report directly to the Chief Executive Officer (collectively, the "Senior Management Group"), as well as the other executive officers.
- Administer the Company's compensation plans, including by making grants thereunder, setting performance targets and objectives, and evaluating whether any such targets or objectives have been satisfied.
- Review and evaluate the performance of the Chief Executive Officer and the Senior Management Group in pursuing the goals and objectives approved by the Committee, as well any goals and objectives required by the Company's annual budget.
- Review and approve the allocation of annual bonus payments to the top five (5) executive officers, subject to the bonus budgets approved by the Executive Committee of the Board (the "Executive Committee").
- Consult with the Chief Executive Officer regarding (i) performance evaluations of other executive officers and senior management members and (ii) personal performance goals for such executive officers and senior management members for the coming year.
- Annually review total compensation for the Chief Executive Officer and Senior Management Group, including salaries, annual and long-term incentive plans, retirement and savings plans, and other benefits and, where desirable, comparing such plans and arrangements to those of the Company's peer groups and to the Chief Executive Officer and Senior Management Group in past years, ensuring

appropriate levels of incentive to management and aligning management's objectives with the interests of the Company's stockholders.

- Ensure that the Company's incentive compensation programs do not encourage undue risk-taking.
- Make recommendations to the Board with respect to the adoption of, or material amendments to, incentive compensation and equity-based plans.
- Recommend the adoption of new annual compensation plans, subject to the annual salary and compensation budgets and annual incentive compensation budgets (including bonus budgets) approved by the Executive Committee.
- Review management proposals concerning additions, deletions or changes in existing qualified benefit plans, proposals for new qualified benefit plans and all other compensation proposals, to the extent required by applicable laws, regulations and rules.
- Monitor and make recommendations with respect to succession planning for the Chief Executive Officer, Chief Financial Officer and other Senior Management Group members.
- Evaluate the compensation of the non-management directors annually and make a recommendation to the Board regarding compensation for the upcoming year.
- Oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.
- Select and oversee the performance of any outside consultants retained to review the Company's compensation program, recommend to the Board approval or modification of the recommendations of such consultants, and enter into retention agreements with any such consultants establishing their fees and any other retention terms. The Committee shall have sole authority to retain and terminate consultants, outside counsel, and other advisers to assist in the evaluation of compensation programs for executive officers and to review and approve their fees and other retention terms.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

The Committee shall have the power to delegate its authority and duties to subcommittees of the Committee.

Advisors

Subject in all respects to any limitations contained in the Company's Management Authorization Limits, the Committee shall have the authority to retain such compensation consultants, independent legal counsel and other advisors as the Committee may deem appropriate in its sole discretion. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any legal, financial or other advisors retained by the Committee may, but need not, be otherwise engaged by the Company for any other purpose.

Amending the Charter

This Charter shall not be amended without the express consent of the Board.

*Adopted by Resolution of the Board of Directors
[Date]*