



Adopted March 2014

INPIXON

COMPENSATION COMMITTEE CHARTER

Mission Statement

The purpose and mission of the Compensation Committee of the Board of Directors of Inpixon (the “Company”) is to enhance shareholder value by ensuring that the compensation available to the Board of Directors, Chief Executive Officer, and other Executive Officers of the Company enables the Company to attract and retain high-quality leadership and is consistent with the Company’s executive compensation policy.

Composition

The Compensation Committee (the “Committee”) shall be comprised of two or more directors, all of whom in the judgment of the Board of Directors are independent accordance with applicable rules and regulations of the Securities and Exchange Commission and national securities exchange standards, and free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment as a Committee member. Notwithstanding the foregoing, existing board members may serve on the Committee until such time that independent board members are appointed or elected, in accordance with the phase-in schedule for initial public offerings set forth in Nasdaq Listing Rule 5615(b)(1).

Principal Functions

The Committee shall be responsible for the following:

1. **Director Compensation.** Review and recommend to the Board of Directors for approval, all Director compensation, including retainers, meeting fees, equity compensation plans, deferred compensation plans, and any other components of Director compensation.
2. **Compensation Philosophy.** Review annually and determine the Company’s stated compensation philosophy to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy (including executive salary ranges, annual incentive compensation, and long-term incentive plans) supports the Company’s goals and objectives and the interests of shareholders.
3. **Chief Executive Compensation.** Review annually and determine the individual elements of total compensation for the Chief Executive Officer. Establish, on an annual basis, performance criteria and objectives for Chief Executive Officer, and, in conjunction with the Board of Directors, conduct annual performance assessment of the Chief Executive Officer. Report annually to the shareholders on the factors and criteria on which the Chief Executive Officer's compensation for the prior year was based, including the relationship of the Company’s performance to the Chief Executive Officer’s compensation

4. **Compensation of Other Executive Officers.** Review annually and determine the individual elements of total compensation for Executive Officers (as used in Section 16 of the Securities Exchange Act of 1934 and defined in Rule 16a-1 thereunder). Consult with the Chief Executive Officer to ensure that Executive Officer compensation is consistent with compensation strategy and policy.
5. **Equity Compensation Plans.** Annually review and approve the type, number, terms and conditions of equity compensation grants to the Chief Executive Officer and other Executive Officers, consistent with the terms of those plans and the compensation philosophy. For equity grants to all other employees, review and approve the list of grants for consistency with compensation philosophy. Additionally, the Committee may provide for an equity pool, which may be granted by the Committee for new hires or other interim awards for employees other than Executive Officers,
6. **Retirement Plan.** Review annual profit-sharing contribution, and make appropriate recommendations to the Board of Directors. Receive and review reports from Company management on 401(k) participation rates, fund choices, performance of funds, and other aspects of plan.
7. **Other Compensation and Benefit Plans.** As required, review and approve equity and other Executive compensation and benefit plans and programs to ensure consistency with the Company's compensation philosophy.
8. **Consultants.** In the Committee's sole discretion, engage independent consultants to report directly to the Committee and to advise the Committee in discharging its duties hereunder.
9. **Succession Planning.** Annually review the succession planning process with the Chief Executive Officer. Report annually to the Board of Directors on the Company's leadership succession planning for the Chief Executive Officer and other Executive Officers.
10. **Reporting.** Annually report to the shareholders on the compensation of the Chief Executive Officer and other Executive Officers, to the extent required by federal securities law requirements. Report annually to the Board of Directors on the Committee's discharge of its responsibilities outlined herein.

Meetings

The Committee will meet as often as necessary to carry out its responsibilities, but in any event, no less than three times each year. Meetings will be called by the Chairman of the Committee. All meetings of the Committee shall be held pursuant to the Code of Regulations of the Company. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting. The Chief Executive Officer may not be present at a meeting of the Committee during voting or deliberations on his or her compensation