

COMPENSATION COMMITTEE CHARTER

There will be a committee of the Board of Directors (the “Board”) of Monitronics International, Inc. (the “Corporation”) which will be called the Compensation Committee (the “Committee”).

Statement of Purpose

The purposes of the Committee are (1) to assist the Board in discharging its responsibilities relating to compensation of the Corporation’s executive officers and directors, (2) to produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement in accordance with applicable rules and regulations and (3) identify individuals qualified to become Board members and to recommend for the Board’s selection the director nominees for the next annual meeting of stockholders.

Committee Membership

The Committee will be composed of at least two members, each of whom must satisfy all applicable legal and regulatory requirements. In determining whether a director is eligible to serve on the Committee, the Board shall consider the director’s affiliations with the Corporation, its subsidiaries and affiliates to determine whether such affiliations would impair the director’s judgment as a member of the Committee. Members of the Committee may not accept, either directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any of its subsidiaries, which shall not include fees for serving as a member of the Committee, the Board or any other Board committee, and the receipt of fixed compensation amounts under a retirement plan for prior service with the Corporation.

Members of the Committee will be appointed, and may from time to time be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Corporation’s bylaws that are applicable to the Committee. In the absence of such action by the Committee, the provisions of the Corporation’s bylaws generally applicable to committees of the Board will apply to the Committee.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser to assist in carrying out its functions and responsibilities. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, legal counsel and other adviser retained by the Committee.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Corporation to meet with the Committee or any advisers engaged by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Corporation's bylaws.

Functions and Responsibilities

The Committee will perform its functions and responsibilities, including those specifically set forth in this Charter, in furtherance of the purposes set forth in this Charter. In doing so, it will have all the powers of the Board necessary or desirable to perform those functions and responsibilities, in each case to the full extent that those powers may be delegated to a committee of the Board under Delaware law and the Corporation's bylaws.

The Committee will review and approve corporate goals and objectives relevant to the compensation of the chief executive officer of the Corporation ("CEO") and, to the extent provided below, other officers of the Corporation.

The Committee will evaluate the CEO's performance in light of those goals and objectives and will set the CEO's compensation level based on that evaluation, as well as the short-term and long-term performance of the Corporation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation's performance and relative shareholder return, the value of incentive award packages to chief executive officers at comparable companies, the awards granted to the CEO in past years and any other factors that the Committee may deem appropriate. The CEO may not be present during the voting or deliberations on CEO compensation.

The Committee will review and approve the compensation of all other officers of the Corporation at the level of Senior Vice President or above, based on such factors as the Committee may deem relevant. Those factors may include, for example, (i) the short-term and long-term performance of the Corporation, (ii) the performance of each of those officers in light of relevant goals and objectives approved by the Committee, (iii) executive compensation levels at comparable companies and (iv) the recommendations of the CEO.

The Committee may make recommendations to the Board with respect to incentive-compensation plans and equity-based plans, and will administer such plans, with authority to make and modify grants under, and to approve or disapprove participation in, such plans. The Committee will have authority to make or recommend such changes to any incentive-compensation plan and equity-based plan of the Corporation as the Committee deems appropriate, subject to any necessary shareholder approval. The Committee will also review and make recommendations regarding stock compensation arrangements for all employees of the Corporation.

The Committee will also develop qualification criteria for selecting director candidates and identify individuals qualified to become Board members for recommendation to the Board and review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee

The Committee will review and reassess the adequacy of this Charter on an annual basis and submit any proposed changes to the Board for review.

The Committee may form and delegate authority to one or more subcommittees when appropriate.

ADOPTED, by the Corporation's Board of Directors the 26th day of September 2019.