

## COMPENSATION COMMITTEE CHARTER

### OF

### DIGITAL TURBINE, INC.

#### **I. RESPONSIBILITIES**

The Compensation Committee of the Board of Directors of Digital Turbine, Inc. will be responsible for overseeing and, as appropriate, determining the annual salaries and other compensation of the Executive Officers (defined below) of Corporation and Corporation's general employee compensation and other policies, providing assistance and recommendations with respect to the compensation policies and practices of the Corporation, and assisting with the administration of Corporation's compensation plans. The Committee will have the authority necessary to carry out its duties and responsibilities as set forth in this Charter and take any action reasonably related thereto, subject to any restrictions in Corporation's articles of incorporation or bylaws and applicable law.

In particular, the Committee will:

- On an annual basis, without the participation of the Chief Executive Officer during voting or deliberations, (i) review and approve the corporate goals and objectives with respect to compensation for the Chief Executive Officer, (ii) evaluate the Chief Executive Officer's performance in light of the established goals and objectives, and (iii) subject to any contractual commitments, set the Chief Executive Officer's compensation, including salary, bonus, incentive and equity compensation.
- On an annual basis, (i) review and approve the evaluation process and compensation structure for Company's officers other than the Chief Executive Officer, (ii) review the Chief Executive Officer's evaluation of the performance and his recommendations concerning the compensation, including salary, bonus, incentive and equity compensation, of other officers and (iii) subject to any contractual commitments, approve the other Executive Officers' compensation.
- Review and approve any employment agreement or severance or termination agreement or arrangement to be made with any executive officers (as defined under the Securities Exchange Act of 1934, as amended) ("Executive Officers").
- On an annual basis, and more frequently as matters are brought to the attention of the Committee, review and oversee Company's policies relating to the compensation of, and other matters relating to, its employees generally.
- As appropriate, approve the grants of stock options and other equity incentives to employees (under Company's option plans or otherwise), make recommendations to the Board with respect to incentive compensation plans and equity-based plans and administer any incentive plans and bonus plans that include officers of Company.
- Assist the Board in developing and evaluating potential candidates for officer positions, including the Chief Executive Officer, and oversee the development of executive succession plans.

- Produce an annual report on executive compensation for inclusion in Company's proxy statement as required by Securities and Exchange Commission rules and regulations.

## **II. COMMITTEE COMPOSITION**

The Committee shall be comprised solely of "independent" directors in accordance with the applicable rules and regulations of the SEC and the Nasdaq Stock Market. The Committee's chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

## **III. POLICIES AND PROCEDURES**

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to be able to best react to changing conditions, and to help ensure that the corporate accounting and reporting practices of Company meet or exceed all applicable legal and business standards. However, the Committee will:

- Determine whether to investigate any matter brought to its attention within the scope of its duties.
- Meet in an executive session at least annually, and more frequently as circumstances dictate.
- Be governed by majority vote of its members.
- Report the results of and any recommendations from each Committee meeting to the Board.

## **IV. ADVISERS**

The Committee has the authority, at Company expense, to obtain advice and seek assistance from internal and external legal, accounting and other advisors and to retain and terminate such advisors on such terms, including compensation, as the Committee may determine. In particular, the Committee:

- May in its sole discretion retain and terminate any compensation advisers, compensation consultants, or independent legal counsel and other advisers retained to provide advice relating to compensation ("Compensation Advisers") as the Committee deems necessary to assist in carrying out its responsibilities; and
- Shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisers retained by the Committee, with the reasonable compensation of such Compensation Advisers being borne by the Company.

The Committee may select or receive advice from a Compensation Adviser, including one that is not independent, only after taking into consideration the following factors:

- The Compensation Adviser's or the Compensation Adviser's firm's provision of other services to the Company;

- Any business or personal relationships between the Compensation Adviser and members of the Committee;
- Any business or personal relationships between the Company's executive officers and the Compensation Adviser or the Compensation Adviser's firm;
- The Compensation Adviser's ownership of the Company's stock;
- The amount of fees received from the Company by the Compensation Adviser's firm, as a proportion of the firm's revenue; and
- Conflict of interest policies and procedures of the Compensation Adviser's firm.

The Committee shall not be required to undertake an "independence" analysis for in-house legal counsel and for consultants, counsel or other advisers whose role is limited to (i) consulting on any broad-based employee benefit plans that do not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or (ii) providing advice that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser and about which the adviser does not provide advice.

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