

INVENTERGY GLOBAL, INC. BOARD OF DIRECTORS COMPENSATION COMMITTEE CHARTER

Adopted as of June 6, 2014

This Charter governs the operations of the Compensation Committee of the Board of Directors (the “Board”) of Inventergy Global, Inc. (the “Company”). The purposes of the Committee are to evaluate the performance of the Company’s senior executives, to consider the design and competitiveness of the Company’s compensation plans, to review and recommend senior executive compensation, to administer the Company’s employee benefits plans, and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

I. Organization

The Committee will have three members, or such greater number as may be determined from time to time by the Board. The initial members of the Committee will be appointed by the Board. Candidates to fill subsequent vacancies in the Committee will be appointed by the Board based on nominations by members of the Board or a nominating committee established by the Board, if any. Members will serve at the pleasure of the Board and for such term or terms as the Board may determine.

Except as may be determined by the Board under the rules of the NASDAQ Stock Market, Inc. (“NASDAQ”), the Committee will consist solely of “Independent Directors”. Independent Directors means those directors who are neither officers nor employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise “independent” under the NASDAQ rules. Additionally, members may not accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof (other than fees received as a result of Board and committee membership) as set forth in the NASDAQ rules.

As provided under the NASDAQ rules, if the Committee has at least three members, one director who is not independent and is not a current officer or employee, and not a person who is a relative by blood, marriage or adoption of, or who has the same residence as any current officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual’s membership on the Committee is required by the best interests of the Company and its shareholders, and the Board discloses, in the next annual meeting proxy statement subsequent to such determination, the nature of the relationship, and the reasons for the determination. Any such member appointed to the Committee may only serve for up to two years.

II. Structure and Process

The Board will designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the chairperson's vote will decide the issue. The Committee will meet in person or telephonically at least twice a year in conjunction with regularly scheduled meetings of the Board and at such other regularly scheduled times and places as may be determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

The Committee may, to the extent consistent with the maintenance of the confidentiality of compensation discussions, invite the Company's Chief Executive Officer ("CEO") to participate in meetings of the Committee, but if present during any deliberations of the Committee, the CEO may not vote. The CEO may not be present during any discussions and deliberations of the Committee regarding the CEO's compensation.

III. Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- 1.** To establish the Company's general compensation policy, in consultation with the Company's senior management, and to oversee the development and implementation of compensation programs.
- 2.** To review and approve corporate goals and objectives relevant to the compensation of the CEO, and, in conjunction with the nominating committee of the Board, if any, to evaluate the performance of the CEO at least annually in light of those goals and objectives and to communicate the results of such evaluation to the CEO and the Board, and to have the sole authority to determine the CEO's compensation level based on this evaluation, subject to ratification by the independent directors on the Board. In determining the long-term incentive component of CEO compensation, the Committee will consider, among other factors, the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, and such other factors as the Committee may be determine to be appropriate.
- 3.** To review and approve the compensation of all other "officers" of the Company (as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended).
- 4.** To make recommendations to the Board with respect to the Company's development of incentive compensation plans and equity-based plans, to oversee the activities of the individuals and committees responsible for administering these plans, and to discharge any responsibilities imposed on the Committee by any of these plans.

5. To approve issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer, employee or consultant will acquire stock or options.
6. To approve issuances under, or any material amendment of, any stock option or other similar plan pursuant to which a person not previously an employee or director of the Company, as an inducement material to the individual's entering into employment with the Company, will acquire stock or options.
7. In consultation with management, to oversee regulatory compliance with respect to compensation matters, including overseeing 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 attained for purposes of Section 162(m) of the Internal Revenue Code.
8. To review and approve any severance or similar termination payments proposed to be made to any current or former executive officer.
9. To prepare and issue the evaluations and reports required under "Committee Reports" below.
10. To retain or obtain the advice of a compensation consultant, legal counsel or other adviser as set forth under "Resources and Authority of the Committee" set forth below.
11. To perform any other duties or responsibilities expressly assigned to the Committee by the Board from time to time relating to the Company's compensation programs.

IV. Committee Reports

The Committee will produce the following reports and provide them to the Board.

1. An annual report of the Compensation Committee on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
2. An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee will be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

3. A summary of the actions taken at each Committee meeting, which will be presented to the Board as soon as reasonably practicable thereafter, but in any event no later than at the next Board meeting.

V. Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of a compensation consultant, legal or special counsel or other experts or consultants, as it deems appropriate within the scope of its responsibilities, without seeking approval of the Board or management.

1. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the compensation committee.
2. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
3. 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.

The Committee is required to conduct the independence assessment outlined above with respect to any compensation consultant, legal counsel or other adviser that

provides advice to the Committee, other than in-house legal counsel. The Committee may select, or receive advice from, any compensation adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to: (a) consulting on any broad-based plan that does 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; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

The authority to retain compensation consultants to assist in the evaluation of director, CEO or executive officer compensation shall be vested solely in this Committee.

VI. Cooperation

The Committee will cooperate, as appropriate, with the Audit Committee as to matters that may overlap with the charter of each respective committee.

VII. Amendment

This Charter and any provision contained herein may be amended or repealed by the Board.