

OrangeHook, Inc.

COMPENSATION COMMITTEE CHARTER

Approved December 17, 2015

The Board of Directors (“Board”) of OrangeHook, Inc., a Minnesota corporation (“Company”), has adopted this Charter to govern the operation of the Compensation Committee (“Committee”).

1. PURPOSE

The Committee reports to and carries out the responsibilities delegated by the Board with regard to matters relating to the determination and review of the compensation policies of the Company, and matters relating to the compensation of persons serving as directors, the Chief Executive Officer (“CEO”) of the Company, and other executive officers (as defined in Rule 16a-1(f) of the 1934 Act. The Compensation Committee is responsible for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the CEO and other executive officers, as well as significant Company compensation matters and policies.

2. ORGANIZATION AND MEMBERSHIP

2.1. Composition; Appointment; Removal. The Committee shall consist of two or more directors, as determined and appointed by the Board. Committee members may be removed or replaced by the Board with or without cause. Such appointment and removal may be upon recommendation by the Governance and Nominating Committee. The Board shall designate a member of the Committee as Chairperson. The Chair of the Committee shall conduct the meetings as well as represent the Committee to the Company’s Board.

2.2. Requirement of Independence. Each member of the Committee shall be independent as defined in accordance with the provisions of Rule 10C-1(b)(1) under the 1934 Act, and the rules of NASDAQ. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the 1934 Act, and as an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, as amended.

3. RESPONSIBILITIES

The Committee shall have the following responsibilities and duties:

3.1. Compensation Philosophy.

a. Periodically review with management the Company’s compensation philosophy, taking into consideration enhancement of shareholder value from a short, intermediate and long-term perspective, fair and equitable compensation of employees, and the Company’s need to attract, retain and motivate highly qualified personnel.

b. Annually consider whether the various compensation plans for which the Committee is responsible, are fair, appropriate, and justifiable, and successfully implement the Company's compensation philosophy.

3.2. Compensation of the Chief Executive Officer.

a. Annually review and approve the individual and Company performance goals and objectives applicable to the compensation of the CEO, evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and recommend to the independent directors of the Board appropriate compensation levels and equity grants based on this evaluation, market data, and the Company's compensation philosophy. All voting and deliberations regarding the compensation of the CEO must occur outside the presence of the CEO.

b. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive rewards given to CEOs at comparable companies, and the awards given to the Company's CEO in past years. In evaluating and determining CEO compensation, the Committee will consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.

c. Develop, recommend and review professional development plans for the CEO.

3.3. Compensation of Other Executive Officers.

a. Annually review and recommend to the Board for approval, the individual and Company performance goals and objectives of executive officers other than the CEO, evaluate such officers' performance in light of these goals, and determine and recommend to the Board for approval appropriate compensation levels and equity grants based on this evaluation and the Company's compensation philosophy. In evaluating and making recommendations regarding compensation of executive officers other than the CEO, the Committee shall consider the results of the most recent Say on Pay Vote.

b. Develop, recommend and review professional development plans for executive officers.

3.4. Other Compensation Plans.

a. Develop, review, and make recommendations to the Board regarding benefits, perquisites, incentive compensation plans and equity-based plans, and where appropriate or required, recommend incentive and equity plans for approval by the shareholders of the Company. Such authority includes the ability to adopt, amend, and terminate such plans. Such review shall include consideration of regulatory requirements, tax consequences to the Company and participants, market data, the Company's compensation philosophy, potential dilution to shareholders, and other factors and information that the Committee deems relevant. In reviewing and making

recommendations regarding incentive compensation plans and equity-based plans, including whether to adopt, amend, or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

b. Administer the Company's incentive compensation, benefits and equity-based plans, including review of related registration statements and additional registration as necessary, designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. All equity grants must be approved by the full Board or a majority of the Committee, which must be composed solely of two or more non-employee directors as that term is defined in Rule 16b-3 of the 1934 Act.

c. Review, administer, and recommend changes to director compensation plans for service on the Board and Board committees at least once per year, taking into account the goals of attracting and retaining highly qualified directors and aligning directors' interests with the long-term owners of the Company.

3.5. Required Compensation Disclosure.

a. Review and discuss with management the Compensation Committee Report, the Company's Compensation Discussion and Analysis ("CD&A"), and any related executive compensation information required by the SEC, including disclosure regarding the Company's processes and procedures for considering and determining executive and director compensation; recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement; and produce the Compensation Committee Report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

3.6. Risk Management.

a. At least annually, review and discuss (i) the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; (ii) the relationship between risk management policies and practices and compensation; and (iii) evaluate compensation policies and practices that could mitigate any such risk.

b. Recommend to the Board for adoption a "claw back policy" with respect to the incentive compensation of the CEO, other executive officers and directors. Such a policy must provide for the recovery of excess incentive compensation paid based on financial statements that have been later restated due to material noncompliance with any financial reporting requirements and must apply to the three-year period preceding any such restatement. Such a policy must also provide for disclosure of the clawback policy.

3.7. Say On Pay Vote.

a. Recommend to the Board the frequency of the Say on Pay Vote shareholder advisory vote regarding the compensation of named executive officers,

taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

3.8. Evaluation and Review.

a. Report regularly to the Board regarding the execution of its duties and responsibilities, and review with the Board any material matters discussed or acted upon by the Committee.

b. At least annually, review and reassess the adequacy of this Charter and obtain the approval of the Board for any proposed changes to this Charter.

3.9. Other Responsibilities.

a. Periodically review with management, and advise the Board with respect to, management's assessment of the effectiveness of the Company's human resources policies, strategies and programs, including employee compensation levels, deferred compensation plans and benefits, and the ability to attract, motivate and retain talent.

b. Review and make recommendations to independent directors/the Board regarding any offer letters, employment agreements, severance agreements, arrangements or plans, change in control agreements, including any benefits to be provided in connection with a change in control, indemnification agreements, and other material agreements between the Company and its CEO, executive officers other than the CEO, and directors, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

c. Determine stock ownership guidelines for the CEO, other executive officers, and directors, and monitor compliance with such guidelines.

d. Recommend to the Board for approval the Company's policies regarding whether employees or directors may purchase financial instruments designed to hedge or offset decreases in market value of equity securities awarded as compensation, or otherwise held directly or indirectly, by such persons.

4. AUTHORITY

If and when appropriate, the Committee will have the authority to complete the following tasks:

4.1. Studies. At the expense of the Company, conduct such studies, analyses and evaluations the Committee deems necessary to perform the duties and fulfill the responsibilities assigned to it by the Board of Directors.

4.2. Access to Management & Personnel. Have full and independent access to Company management and personnel, provided that the Committee shall provide prior notice to

at least one of the persons serving as Chief Executive Officer or Chief Financial Officer of its intention to interview personnel.

4.3. Access to Information. Request information from any person serving as Chief Executive Officer or Chief Financial Officer and rely upon advice and information, whether given orally or in writing, concerning the Company's business operations and financial information relevant to the functions of the Committee.

4.4. Advice. Retain compensation consultants, outside legal counsel and such other advisors as the Committee may deem necessary or appropriate in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such compensation consultant, outside legal counsel or other advisor. The Company shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any compensation consultant, outside legal counsel and such other advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, outside legal counsel or other advisor retained by it, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In selecting or seeking advice from compensation consultants, outside legal counsel and other advisors (other than the Company's in-house counsel), the Committee will consider the independence factors specified by NASDAQ and other applicable rules, including:

- a. The provision of other services to the Company by the person that employs the compensation consultant, outside legal counsel, or other advisor;
- b. The amount of fees received from the Company by the person that employs the compensation consultant, outside legal counsel, or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, outside legal counsel or other adviser;
- c. The policies and procedures of the person that employs the compensation consultant, outside legal counsel or other adviser that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the compensation consultant, outside legal counsel or other adviser with a member of the Committee;
- e. Any stock of the Company owned by the compensation consultant, outside legal counsel or other adviser; and
- f. Any business or personal relationship of the compensation consultant, outside legal counsel or other adviser or the person employing the adviser with an Executive Officer of the Company.

The Committee may retain, or receive advice from any compensation advisor they prefer, including an advisor who is not independent, after considering all factors relevant to such person's independence from management; provided, however, that the Committee will oversee

disclosure regarding any conflict of interest found to exist with respect to a compensation consultant and, provided further, that any compensation consultant retained by the Committee to assist with its responsibilities relating to executive compensation shall not be retained by the Company for any compensation or other human resource matters.

Notwithstanding the foregoing, the Committee is not required to assess or disclose the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

4.5. Expenses. Incur ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's responsibilities, which shall be funded by the Company.

4.6. General. Take all action appropriate to the performance of the Committee's duties.

5. MEETINGS AND MINUTES

5.1. Committee Operation. The Committee must meet as often and at such times and places as the Committee deems necessary to fulfill its responsibilities under this Charter. The Chairperson of the Board, any member of the Committee, or the Secretary of the Company may call meetings of the Committee. The Committee is governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements applicable to the Board. As it may be necessary, permissible, or desirable, the Committee may request that members of management or others, including the Company's advisors, be present at meetings of the Committee. However, voting and deliberations on the compensation of the CEO and other executive officers must occur outside the presence of such officers.

5.2. Minutes. The Committee shall maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors and filed with the minutes of the meetings of the Board of Directors.

6. MANAGEMENT COOPERATION

Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.